

**CONVERSION**

**of**

**MEDINA MUTUAL INSURANCE COMPANY,  
a Chapter 612 mutual insurance company,**

**with and into**

**SUGAR CREEK MUTUAL INSURANCE COMPANY,  
a Chapter 612 mutual insurance company,**

**which shall convert into**

**SUGAR CREEK MUTUAL INSURANCE COMPANY,  
a Chapter 611 mutual insurance company**

**REPORT OF SPECIAL MEETING OF THE MEMBERS - MEDINA**

*Filed with the Wisconsin Office of the Commissioner of Insurance*

**November 16, 2023**

**REPORT OF SPECIAL MEETING OF THE MEMBERS  
FOR THE PURPOSE OF VOTING ON THE CONVERSION OF  
MEDINA MUTUAL INSURANCE COMPANY  
INTO SUGAR CREEK MUTUAL INSURANCE COMPANY  
WHICH SHALL CONVERT INTO A  
CHAPTER 611 MUTUAL INSURANCE CORPORATION**

**December [\_\_\_], 2023**

Medina Mutual Insurance Company (“Medina”), hereby submits to the Office of the Commissioner of Insurance (the “OCI”) pursuant to Wis. Stat. § 612.23(5) this report of the Special Meeting of Members held on December [\_\_\_], 2023 at [\_\_\_] at [\_\_\_] (the “Special Meeting”) to discuss and to vote on the proposed conversion (the “Conversion”) of Medina, together with Sugar Creek Mutual Insurance Company (“Sugar Creek”), each a separate town mutual insurance corporation organized under Chapter 612 of the Wisconsin Statutes, into a single mutual insurance corporation organized under Chapter 611 of Wisconsin Statutes whereby the existence of Medina shall thereupon cease and Sugar Creek shall continue as the surviving company under Chapter 611 of the Wisconsin Statutes (at times referred to herein as the “Converted Corporation”).

On November [\_\_\_], 2023, the members of Medina were mailed (i) the Notice of the Special Meeting in the form attached hereto as Exhibit A (the “Member Notice”) and (ii) a summary of the Agreement and Plan of Conversion between Medina and Sugar Creek (which was approved by the Board of Directors of Medina on November [\_\_\_], 2023 and by the OCI on November [\_\_\_], 2023), and (iii) a policyholder resolution ballot for members to vote on the resolution authorizing the merger by mail (the “Mail Ballot”), (collectively, the “Conversion Materials”). The Member Notice instructed the members to review the Conversion Materials and attend the Special Meeting to vote on the Conversion in person.

At the Special Meeting, after the members of Medina reviewed the previously disseminated Conversion Materials and had the opportunity to ask questions of the respective designated representatives of Medina relating to the Conversion, the following resolution was adopted by the members of Medina:

**RESOLVED**, that after review of the Summary of the Agreement and Plan of Conversion and/or the Agreement and Plan of Conversion (collectively, the “Conversion Documents”), and the ability to inquire of the Board of Directors of Medina regarding the same, the members of Medina hereby (i) adopt and approve, in all material respects, the Conversion pursuant to the Agreement and Plan of Conversion substantially in the form made available to the members, including the articles of incorporation and bylaws of Sugar Creek and the election of the proposed directors of the Board of Directors of the Converted Corporation as set forth in the Conversion Documents, and (ii) authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Conversion.

[\_\_\_] members of Medina were entitled to vote at the Special Meeting. Of the [\_\_\_] members of Medina who voted on the resolution, [\_\_\_] voted in favor of adoption and [\_\_\_] members voted against adoption. Of the members voting in person, [\_\_\_] voted in favor of adoption and [\_\_\_] members voted against adoption. Of the members voting by Mail Ballot, [\_\_\_] voted in favor of adoption and [\_\_\_] members voted against adoption.

*[Remainder of page intentionally left blank; signatures follow]*

Dated this \_\_\_\_\_ day of December, 2023.

MEDINA MUTUAL INSURANCE COMPANY

By: \_\_\_\_\_  
Name: Harland Walker  
Title: President

Attest:

\_\_\_\_\_  
Name: Douglas Lutz, Secretary

**EXHIBIT A**  
**MEMBER NOTICE**

See attached.