

MERGER OF
ALL-STAR/NEWARK MUTUAL INSURANCE COMPANY
WITH AND INTO
FRANKLIN FARMERS MUTUAL INSURANCE COMPANY
REPORT OF SPECIAL MEETING OF THE MEMBERS

Filed with the Wisconsin Office of the Commissioner of Insurance

September 15, 2023

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
ALL-STAR/NEWARK MUTUAL INSURANCE COMPANY
WITH AND INTO
FRANKLIN FARMERS MUTUAL INSURANCE COMPANY**

NOVEMBER [●], 2023

Franklin Farmers Mutual Insurance Company (“FFMIC”) submits to the Office of the Commissioner of Insurance (the “OCI”) pursuant to Wis. Stat. § 612.21(6) this report of the Special Meeting of Members held on November 11, 2023, at 10:00 a.m. at the [●], Spring Green, Wisconsin, to discuss and to vote on the proposed merger of All-Star/Newark Mutual Insurance Company (“ASNMIC”) with and into FFMIC (the “Special Meeting”).

On [●], 2023, the members of FFMIC were mailed (i) the Notice of the Special Meeting in the form attached hereto as Exhibit A (the “Member Notice”), (ii) a summary of the Plan of Merger between FFMIC and ASNMIC (which was approved by the Board of Directors of FFMIC on August 31, 2023 and by the OCI on [●], 2023), and (iii) a policyholder resolution ballot for members to vote on the resolution authorizing the merger by mail (the “Mail Ballot”), (collectively, the “Merger Materials”). The Member Notice instructed the members to review the Merger materials and return their Policyholder Resolution Ballot to the address provided in the Member Notice by 10:00 a.m. on November 11, 2023, or to appear at the Special Meeting and vote in person.

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

RESOLVED, that after review of the Summary of the Plan of Merger and/or the Agreement and Plan of Merger of ASNMIC with and into FFMIC, and the ability to inquire of the Board of Directors regarding the same, the members of FFMIC hereby adopt and approve in all material respects the Merger pursuant to the Agreement and Plan of Merger and authorize its Board of Directors to take any remaining actions necessary to effectuate such merger.

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

[Remainder of the page left blank intentionally; Signatures follow]

Dated this _____ day of _____, 2023.

FRANKLIN FARMERS MUTUAL
INSURANCE COMPANY

By: _____
Dwayne Hiltbrand
President

Attest:

Tyler Wilkinson
Secretary/Treasurer

EXHIBIT A
MEMBER NOTICE

See attached.