

**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 11, 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 Community Center, 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 October 12, 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 October 9, 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.

578 members of FFMIC were entitled to vote at the Special Meeting. Of the 71 members of FFMIC who voted on the resolution, 69 voted in favor of adoption and 2 members voted against adoption. Of the members voting in person, 8 voted in favor of adoption and 0 members voted against adoption. Of the members voting by Mail Ballot, 63 voted in favor of adoption and 2 members voted against adoption.

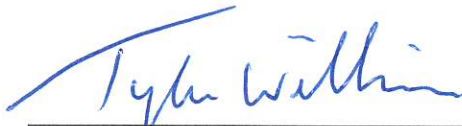
[Remainder of the page left blank intentionally; Signatures follow]

Dated this 11th day of November, 2023.

FRANKLIN FARMERS MUTUAL
INSURANCE COMPANY

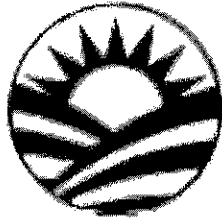
By: 
Dwayne Hiltbrand
President

Attest:


Tyler Wilkinson
Secretary/Treasurer

**EXHIBIT A
MEMBER NOTICE**

See attached.



**FRANKLIN FARMERS
MUTUAL INSURANCE CO.**

October 12, 2023

TO: All Policyholders of Franklin Farmers Mutual Insurance Company

RE: Notice of Special Joint Policyholder Meeting – November 11, 2023 – Merger with All-Star/Newark Mutual Insurance Company

NOTICE IS HEREBY GIVEN THAT a special meeting of the Franklin Farmers Mutual Insurance Company (“FFMIC”) policyholders will be held on **November 11, 2023, at 10:00 a.m.** at the Spring Green Community Center, 117 S. Washington Avenue, 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 “Merger”) through consideration of the following resolution:

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.

The Board of Directors of FFMIC recommends that you vote “YES” on the policyholder resolution to approve the Merger pursuant to the Agreement and Plan of Merger. Members will also consider and vote upon any matters as may properly come before the meeting, or any adjournments or postponements thereof.

All FFMIC policyholders have a right to vote on the Merger under Wis. Stat. § 612.12. Policyholders may cast their vote in person at the special meeting or by completing and returning the enclosed Policyholder Resolution Ballot.

Enclosed with this correspondence is a Summary of the Plan of Merger and Policyholder Resolution Ballot. **Please review these materials and return this ballot as instructed below by 10:00 a.m. on November 11, 2023.**

The Agreement and Plan of Merger was filed by both companies with the Office of the Commissioner of Insurance on September 15, 2023. Pursuant to Wisconsin law, the parties obtained the Commissioner’s approval of the Agreement and Plan of Merger prior to it being submitted to a vote of the FFMIC policyholders.

A complete copy of the Agreement and Plan of Merger is available for your inspection, if you wish, during business hours at the office of ASNMIC or FFMIC. You may also contact us by phone at 608-588-2081 or email at peggysuelanger@franklinfarmersmutual.com by November 11, 2023, if you prefer that we email or mail you the meeting materials or a paper copy of the Agreement and Plan of Merger. Please call if you have any questions about the Merger or the special meeting.

Your vote is important. Even if you plan to attend the Special Meeting, please complete and return the enclosed Policyholder Resolution Ballot as soon as possible. We hope to see you on November 11, 2023, at 10:00 a.m. at the Spring Green Community Center, 117 S. Washington Street, Spring Green, WI.

Please note, all mailed ballots must be returned by November 11, 2023, at 10:00 a.m. Please be sure to return your ballot by mail (in the enclosed envelope) or email to peggysuelanger@franklinfarmersmutual.com. Alternatively, you may vote in person at the special meeting.

Spring Green, Wisconsin, October 12, 2023

**MERGER OF
ALL-STAR/NEWARK MUTUAL INSURANCE COMPANY
WITH AND INTO
FRANKLIN FARMERS MUTUAL INSURANCE COMPANY**

**NOVEMBER 11, 2023, SPECIAL POLICYHOLDER MEETING –
POLICYHOLDER RESOLUTION MAIL BALLOT**

WHEREAS, Franklin Farmers Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“FFMIC”), desires to effectuate a merger with All-Star/Newark Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“ASNMIC”), in accordance with Section 612.21 of the Wisconsin Statutes and pursuant to the Agreement and Plan of Merger, by and between ASNMIC and FFMIC (the “Agreement and Plan of Merger”), in the form presented to the members of FFMIC in connection with this Special Meeting of the members, whereby the separate existence of ASNMIC shall cease and FFMIC shall continue as the surviving company, which shall be called Riverside Mutual Insurance Company.

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.

Should this policyholder resolution be approved?

(Select only one)

YES

NO

I plan to attend the Special Meeting and will vote in person.

Questions/Comments:

Franklin Farmers Mutual Insurance Company Policy #: _____

Member: _____
(Print Name)

Member's Signature: _____

Date: _____

NOTE: This ballot must be received by November 11, 2023 at 10:00 a.m., for your vote to be counted. Ballots can be returned via email to peggysselanger@franklinfarmersmutual.com or via mail in the envelope enclosed. You may also attend the meeting and vote in person.