

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
HENRIETTA, GREENWOOD & UNION MUTUAL FIRE INSURANCE COMPANY
WITH AND INTO
RIVER VALLEY MUTUAL INSURANCE COMPANY**

December 16, 2023

Henrietta, Greenwood & Union Mutual Fire Insurance Company (“Henrietta”) submits to the Office of the Commissioner of Insurance (the “OCI”) pursuant to Wis. Stat. § 612.22(6) this report of the Special Meeting of Members held on December 16, 2023 at 9:00 a.m. at the Yuba Community Center, 22110 Main Street, Yuba, Wisconsin 54634 (the “Special Meeting”) to discuss and to vote on the proposed merger (the “Merger”) of Henrietta with and into River Valley Mutual Insurance Company (“RVMIC”).

On November 21, 2023, the members of Henrietta 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 Plan of Merger between Henrietta and RVMIC (which was approved by the Board of Directors of Henrietta on November 19, 2023 and by the OCI on November 22, 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 9:00 a.m. on December 16, 2023 or attend the Special Meeting and vote in person.

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

RESOLVED, that after review of the Summary of the Agreement and Plan of Merger and/or the Agreement and Plan of Merger (collectively, the “Merger Documents”), and the ability to inquire of the Board of Directors of Henrietta regarding the same, the members of Henrietta hereby adopt and approve, in all material respects, the Merger pursuant to the Agreement and Plan of Merger substantially in the form made available to the members, including (i) the articles of incorporation and bylaws of RVMIC; (ii) the election of the proposed directors of the Board of Directors of RVMIC as set forth in the Merger Documents and (iii) the adoption of the: (1) Windstorm or Hail Deductible Endorsement; (2) Roof Limitation Endorsement; (3) Cosmetic Damage Exclusion Endorsement; (4) Personal Property Extension Endorsement; and (5) Exclusion of Mismatched Property That Is Undamaged Endorsement on all current Henrietta policies effective January 1, 2024, and authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Merger.

187 members of Henrietta were entitled to vote at the Special Meeting. Of the 80 members of Henrietta who voted on the resolution, 69 voted in favor of adoption and 11 members voted against adoption. 35 members voted in person at the Special Meeting; 31 voted in favor of adoption and 4 members voted against adoption. 45 members voted by mail; 38 voted in favor of adoption and 7 members voted against adoption.

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

Dated this 20th day of December, 2023.

HENRIETTA, GREENWOOD & UNION MUTUAL FIRE
INSURANCE COMPANY

By:  President
Scott Sebranek, President

Attest:


Name: Jon Franke, Director / Vice President

EXHIBIT A
MEMBER NOTICE

See attached.

[Henrietta, Greenwood & Union Letterhead]

November 21, 2023

TO: All Policyholders of Henrietta, Greenwood & Union Mutual Fire Insurance Company

RE: Notice of Emergency Special Policyholder Meeting – December 16, 2023 – Merger with and into River Valley Mutual Insurance Company

NOTICE IS HEREBY GIVEN THAT NOTICE IS HEREBY GIVEN THAT an emergency special meeting of the Henrietta, Greenwood & Union Mutual Fire Insurance Company (“Henrietta”) policyholders will be held on **December 16, 2023 at 9:00 a.m. at the Yuba Community Center, 22110 Main Street, Yuba, Wisconsin 54634**, to discuss and to vote on the proposed merger (the “Merger”) of Henrietta with and into River Valley Mutual Insurance Company (“RVMIC”) through consideration of the following resolution:

RESOLVED, that after review of the Summary of the Agreement and Plan of Merger and/or the Agreement and Plan of Merger (collectively, the “Merger Documents”), and the ability to inquire of the Board of Directors of Henrietta regarding the same, the members of Henrietta hereby adopt and approve, in all material respects, the Merger pursuant to the Agreement and Plan of Merger substantially in the form made available to the members, including (i) the articles of incorporation and bylaws of RVMIC; (ii) the election of the proposed directors of the Board of Directors of RVMIC as set forth in the Merger Documents and (iii) the adoption of the: (1) *Windstorm or Hail Deductible Endorsement*; (2) *Roof Limitation Endorsement*; (3) *Cosmetic Damage Exclusion Endorsement*; (4) *Personal Property Extension Endorsement*; and (5) *Exclusion of Mismatched Property That Is Undamaged Endorsement* on all current Henrietta policies effective January 1, 2024, and authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Merger.

Please note, pursuant to the Agreement and Plan of Merger and upon the effective date of the Merger (i.e., January 1, 2024), all current Henrietta policies will be endorsed to include the RVMIC endorsements of: (i) *Windstorm or Hail Deductible*; (ii) *Roof Limitation*; (iii) *Cosmetic Damage Exclusion*; (iv) *Personal Property Extension*; and (v) *Exclusion of Mismatched Property That Is Undamaged*. These endorsements are included with this mailing. Policyholders are free to seek alternative coverage from another insurance company and to cancel their current policy at any time. The Henrietta Board of Directors has exhausted all other options for limiting disruption to its policyholders and maintaining Henrietta’s compliance with applicable law for 2024. Accordingly, the Henrietta Board of Directors now recommends that you vote “**YES**” on the policyholder resolution to approve 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 Henrietta 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 mail. Enclosed with this correspondence is a Summary of the Plan of Merger and Policyholder Resolution Mail Ballot. **Please review these materials and make plans to attend the Special Meeting or return the ballot Mail Ballot included with this notice no later than December 16, 2023, at 9:00 a.m.**

The Agreement and Plan of Merger was filed by the Constituent Corporations with the Office of the Commissioner of Insurance on November 20, 2023.

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 Henrietta or RVMIC. You may also contact us by phone at 608-464-3500 or email at hguinsco@gmail.com 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 emergency special meeting.

By Order of the Board of Directors

Sharon Laubscher, Secretary

Wonewoc, Wisconsin
November 21, 2023