

MERGER OF
HELENVILLE MUTUAL INSURANCE COMPANY
WITH AND INTO
CENTRAL WISCONSIN MUTUAL INSURANCE COMPANY

REPORT OF SPECIAL MEETING OF THE MEMBERS - HMIC

Filed with the Wisconsin Office of the Commissioner of Insurance

November 17, 2023

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
HELENVILLE MUTUAL INSURANCE COMPANY
INTO
CENTRAL WISCONSIN MUTUAL INSURANCE COMPANY**

December 20, 2023

Helenville Mutual Insurance Company (“HMIC”) 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 20, 2023, at 10:00 a.m. at the Helenville Meeting Hall at N4571 Helenville Road in Helenville (the “Special Meeting”) to discuss and to vote on the proposed merger of HMIC into Central Wisconsin Mutual Insurance Company (“CWMIC”) (the “Special Meeting”).

On November [___], 2023, the members of HMIC 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 HMIC and CWMIC (which was approved by the Board of Directors of HMIC on November 17, 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 “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 20, 2023, or to appear at the Special Meeting and vote in person.

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

RESOLVED, that after review of the Agreement and Plan of Merger and/or the Summary of the Agreement and Plan of Merger with respect to the merger of HMIC with and into CWMIC, and the ability to inquire of the Board of Directors of HMIC regarding the same, the members of HMIC hereby adopt and approve the Merger pursuant to the Agreement and Plan of Merger substantially in the form made available to the members, including the adoption of the: (i) Windstorm and Hail Deductible Endorsement; (ii) Actual Cash Value Loss Settlement Terms for Roof and Exterior Surfacing Endorsement; and (iii) Cosmetic Damage Exclusion Endorsement on all current HMIC policies effective January 1, 2024, and authorize its Board of Directors to take or cause to be taken any remaining actions necessary to effectuate such merger.

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

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

Dated this ____ day of December, 2023.

HELENVILLE MUTUAL INSURANCE COMPANY

By: _____
Name: _____
Title: President

Attest:

By: _____
Name: _____
Title: Secretary

EXHIBIT A
MEMBER NOTICE

See attached.