

MERGER OF
NORTHEASTERN MUTUAL INSURANCE COMPANY
WITH AND INTO
HOMESTEAD MUTUAL INSURANCE COMPANY

REPORT OF SPECIAL MEETING OF THE MEMBERS - NMIC

Filed with the Wisconsin Office of the Commissioner of Insurance

November 6, 2023

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
NORTHEASTERN MUTUAL INSURANCE COMPANY
INTO
HOMESTEAD MUTUAL INSURANCE COMPANY**

December 16, 2023

Northeastern Mutual Insurance Company (“NMIC”) 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 am at 515 First St, Algoma, WI 54201 (the “Special Meeting”) to discuss and to vote on the proposed merger of NMIC into Homestead Mutual Insurance Company (“HMIC”) (the “Special Meeting”).

On November 6, 2023, the members of NMIC 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 NMIC and HMIC (which was approved by the Board of Directors of NMIC on November 1, 2023 and by the OCI on [●], 2023 (collectively, the “Merger Materials”). The Member Notice instructed the members to review the Merger Materials and appear at the Special Meeting to vote in person.

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

RESOLVED, that after review of the Summary of the Plan of Merger and/or the Agreement and Plan of Merger with respect to the merger of NMIC with and into HMIC, and the ability to inquire of the Board of Directors of NMIC regarding the same, the members of NMIC hereby adopt and approve the Merger pursuant to the Agreement and Plan of Merger substantially in the form made available to the members and authorize its Board of Directors to take or cause to be taken any remaining actions necessary to effectuate such merger.

[●] members of NMIC were entitled to vote at the Special Meeting. Of the [●] members of NMIC 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. All votes were cast in person.

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

Dated this 16th day of December, 2023.

NORTHEASTERN MUTUAL INSURANCE COMPANY

By: _____

Name: Kenneth Draves

Title: President

Attest:

Name: Kenneth Karnitz, Manager and Secretary

EXHIBIT A
MEMBER NOTICE

See attached.