

MERGER

of

HENRIETTA, GREENWOOD & UNION MUTUAL FIRE INSURANCE COMPANY

with and into

RIVER VALLEY MUTUAL INSURANCE COMPANY

REPORT OF SPECIAL MEETING OF THE MEMBERS – RVMIC

Filed with the Wisconsin Office of the Commissioner of Insurance

November 20, 2023

**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 12, 2023

River Valley Mutual Insurance Company (“RVMIC”), hereby submits to the Office of the Commissioner of Insurance (the “OCI”) pursuant to Wis. Stat. § 612.23(5) this report of the emergency Special Meeting of Members held on December 12, 2023, at 10:00 a.m. at the Whitehall Golf & Pub, 36535 West Street, Whitehall, Wisconsin (the “Special Meeting”) to discuss and to vote on the proposed merger (the “Merger”) of Henrietta, Greenwood & Union Mutual Fire Insurance Company (“Henrietta”) with and into RVMIC.

On November [], 2023, the members of RVMIC 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 Agreement and Plan of Merger between RVMIC and Henrietta (which was approved by the Board of Directors of RVMIC on November 20, 2023 and by the OCI on November [], 2023) (collectively, the “Merger Materials”). The Member Notice instructed the members to review the Merger Materials and to appear at the emergency Special Meeting to vote in person.

At the emergency Special Meeting, after the members of RVMIC reviewed the previously disseminated Merger Materials and had the opportunity to ask questions of the respective designated representatives of RVMIC relating to the Merger, the following resolutions were adopted by the members of RVMIC:

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 RVMIC regarding the same, the members of RVMIC 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 and authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Merger.

[] members of RVMIC were entitled to vote at the emergency Special Meeting. Of the [] members of RVMIC who voted on the resolutions, [] voted in favor of adoption and [] members voted against adoption. All votes were cast in person.

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

Dated this ____ day of December, 2023.

RIVER VALLEY MUTUAL INSURANCE COMPANY

By: _____

Name: Dan Lilla

Title: President

Attest:

Name: Julianne Schaefer, Secretary

**EXHIBIT A
MEMBER NOTICE**

See attached.