

HMIC Notice of Members Meeting

TO MEMBERS OF HOSPITALITY MUTUAL INSURANCE COMPANY:

NOTICE IS HEREBY GIVEN THAT a meeting of Members of Hospitality Mutual Insurance Company (“HMIC”) will be held at HMIC’s headquarters at 106 Southville Road, Southborough, MA 01772, on December 13, 2024, at 10:00 am Eastern Daylight Time (the “Meeting”), for the following purposes:

1. To consider and vote upon a proposal to approve the Plan of Reorganization of Hospitality Mutual Insurance Company dated August 8, 2024 (the “Plan”) and the transactions contemplated thereby, including the amendment and restatement of the Certificate of Incorporation of HMIC.
2. To elect directors of Hospitality Group Mutual Insurance Holding Company to hold office for a term of three years and until their successors are duly elected and shall qualify.
3. To consider and vote upon such other matters as may properly come before the meeting or any adjournments or postponements thereof.

The full text of the Plan and the proposed Amended and Restated Certificate of Incorporation of HMIC, together with all other exhibits to the Plan, are included in the Policyholder Information Booklet which accompanies this Notice.

Under Massachusetts law, the Massachusetts Commissioner of Insurance (the “Commissioner”) must hold a public hearing upon the fairness and terms and conditions of the Plan and must approve the Plan before it can take effect. Massachusetts law further provides that the Commissioner shall approve the Plan after the public hearing if the Massachusetts Commissioner finds that: (i) the proposed reorganization is in the best interests of HMIC; (ii) the Plan is fair and equitable to the policyholders of HMIC; (iii) the Plan provides for the enhancement of the operations of HMIC; (iv) the Plan will not substantially lessen competition in any line of insurance business; (v) the Plan, when completed, provides for reorganized HMIC’s paid-in capital stock to be in an amount at least equal to the minimum paid-in capital stock and the net surplus required of a new domestic stock insurer upon such domestic stock insurer’s initial authorization to transact like kinds of insurance; and (vi) the Plan complies with the provisions of Massachusetts General Law Chapter 175, Section 19F to Section 19W. Any such approval by the Commissioner is neither an endorsement of the Plan nor a recommendation to vote in favor of the Plan.

THE BOARD OF DIRECTORS OF HMIC HAS UNANIMOUSLY APPROVED THE PLAN AND THE TRANSACTIONS CONTEMPLATED THEREBY AND BELIEVES THAT THE MUTUAL INSURANCE HOLDING COMPANY REORGANIZATION TRANSACTION PROVIDED FOR IN THE PLAN IS FAIR AND EQUITABLE TO THE POLICYHOLDERS OF HMIC AND WILL BENEFIT HMIC AND ITS POLICYHOLDERS. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE **FOR** APPROVAL OF THE PLAN AND THE TRANSACTIONS CONTEMPLATED THEREBY, INCLUDING THE AMENDMENT AND RESTATEMENT OF THE CERTIFICATE OF INCORPORATION OF

HMIC. THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE **FOR** THE ELECTION OF EACH OF THE NOMINEES TO THE BOARD OF DIRECTORS.

Your vote may be cast in person at the Meeting or by a duly appointed proxy, in accordance with the instructions which accompany this Notice.

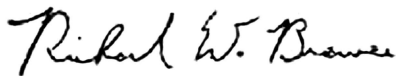
To Cast Your Vote by Proxy through the Mail: You may appoint a proxy to vote on your behalf at the Meeting, by completing, signing, and returning the enclosed proxy card in the postage paid envelope provided.

To Vote In Person: You may vote in person at the Meeting. Submitting a proxy will not prevent a Member from attending the Meeting and voting in person. If you attend the Meeting and cast your vote in person, any proxy you previously submitted will be invalidated.

YOUR VOTE IS IMPORTANT. IF YOU DO NOT PLAN TO ATTEND THE MEETING, PLEASE COMPLETE AND RETURN THE PROXY CARD AS SOON AS POSSIBLE. THE BOARD OF DIRECTORS RECOMMENDS THAT YOU CAST YOUR VOTE "FOR" THE PROPOSAL TO APPROVE THE PLAN AND "FOR" THE SLATE OF NOMINEES SET FORTH ABOVE.

Proxies must be received no later than the close of business on December 12, 2024, in order to be voted at the Members Meeting.

By Order of the Board of Directors



Richard Brewer
Chairman
Southboro, Massachusetts

September 9, 2024