



# Farmers Mutual Hail

Insurance Company of Iowa

6785 Westown Parkway  
West Des Moines, Iowa 50266  
800.247.5248 | [www.fmh.com](http://www.fmh.com)

December 15, 2025

Re: Notices regarding Plan of Reorganization

Dear Farmers Mutual Hail Insurance Company of Iowa Member:

We, the Board of Directors of Farmers Mutual Hail Insurance Company of Iowa (the "Company") are writing to you because you are a policyholder with member status (a "Member") of the Company.

Enclosed as Attachment 1 to this packet is the notice of a Special Meeting of the Members of Farmers Mutual Hail Insurance Company of Iowa, scheduled for January 12th, 2026, at 9:00 a.m. at the Company's home office at 6785 Westown Parkway, in West Des Moines, Iowa.

The purpose of the special meeting is the consideration of action to approve a Plan of Reorganization (the "Plan of Reorganization") under which the Company will reorganize into a mutual holding company structure in accordance with Iowa law (the "Reorganization"). In addition to Member approval, the Plan of Reorganization is subject to the approval of the Iowa Insurance Commissioner (the "Commissioner") after a public hearing. The Notice of Public Hearing of the Commissioner is enclosed as Attachment 2 to this packet.

While this letter provides high-level information, please note that additional information, including the Plan of Reorganization and our Member Information Statement, is available for review and access. Please see the section of this letter entitled **Access to Electronic Documents** for instructions on how to access this information.

## Summary of Plan of Reorganization

Under the Plan of Reorganization, the Company will form a mutual insurance holding company which will be named FMH Mutual Holding Company (the "Mutual Holding Company"). The Company will be simultaneously reorganized as a stock property and casualty insurance company and renamed to Farmers Mutual Hail Insurance Company, SI (the "Insurance Company"). The Company will also organize two intermediate holding companies to be named (i) FMH Insurance Holdings, Inc., which will sit between the Mutual Holding Company and the Insurance Company ("Intermediate HoldCo One"), and (ii) FMH General Holdings, Inc., which will be formed for use as a holding company in the future ("Intermediate HoldCo Two"), and together with Intermediate HoldCo One, the "Intermediate Holding Companies").

Immediately after the Reorganization, all of the outstanding issued shares of the Insurance Company will be owned by Intermediate HoldCo One, and all of the outstanding shares of the Intermediate Holding Companies will be owned by the Mutual Holding Company. Subject to possible further approvals by the Commissioner (which are not being sought at this time), stock of the Intermediate Holding Companies or the Insurance Company could be issued or sold to others. However, in all such events (without further

actions), the Mutual Holding Company will always own, directly or indirectly, a majority of the voting shares of the capital stock of the Insurance Company.

The benefits of the Reorganization are discussed below as well as in the Member Information Statement. One of these reasons is that the structure that results from the Reorganization provides access to additional sources of capital. This means that once the Reorganization is complete, provided that it does not result in the Mutual Holding Company owning less than 51% of the voting equity of the Insurance Company, we would be able to issue voting stock in the Insurance Company and Intermediate Holding Companies without additional Member approval. We would, however, need to obtain all required regulatory approvals prior to taking these actions and also make adjustments to the makeup of the board of directors of the Mutual Holding Company in order to comply with applicable law.

The limitation on equity issuances in an aggregate amount of more than 49% described above (without further Member action) assure the ultimate control of the Insurance Company by the Mutual Holding Company, which is required by Iowa law. The Mutual Holding Company will be owned by our Members, and thus our mutuality will continue after the Reorganization. Our mutuality is an important pillar of the Company, and we are committed to maintaining it.

The Reorganization will better position the Company to retain its mutuality, while being better able to expand our products and services, as further described below. As a Member, you currently have certain rights under your contract of insurance issued by the Company and also certain membership interests in the Company (for example, voting rights). The Plan of Reorganization will preserve both of these sets of rights and interests, but your membership interests will be in the Mutual Holding Company and your insurance contract rights will continue to be an obligation of the Insurance Company.

You should be aware that the Plan of Reorganization in no way reduces or changes the terms of your insurance policy.

### **Benefits of Reorganization**

The Board of Directors of the Company believes that restructuring into an insurance mutual holding company system will provide benefits to the Company and its current and future Members and policyholders, including but not limited to:

1. Maintaining the mutuality that has been a part of the Company's structure and culture since its inception in 1893 and, at the same time, enhancing the Company's flexibility to meet future challenges;
2. Enhancing the Company's ability to respond to the future needs of policyholders and prospective policyholders in a rapidly changing insurance environment through the development of insurance and non-insurance products and services;
3. Placing the Company in a more flexible position to expeditiously take advantage of growth opportunities as they present themselves;
4. Enhancing the efficiency, management, and financial flexibility of the Company's insurance operations, thereby making the Company's insurance products more competitive.
5. With approval of the Commissioner, the Reorganization will also give the reorganized companies the ability to issue stock, in the future, which, in addition to raising capital, would allow the reorganized companies to create and offer equity compensation structures for the employees of the reorganized companies, provide long and short-term incentive plans for the companies' leaders, and provide other similar compensation tools that competing stock insurance companies utilize to recruit and retain quality employees.
6. Providing the Company with enhanced access to capital and other forms of financing.

### **Access to Electronic Documents**

The entire set of documents that we are filing with the Commissioner to obtain approval of the Reorganization consist of a total of approximately 200 pages and are available for your inspection at <https://www.fmh.com/mutualholdingcompany>. These documents include, among others, the Plan of Reorganization, the Member Information Statement, resolutions of the Board of Directors of the Company approving the Reorganization, and organizational documents of the Mutual Holding Company, the Intermediate Holding Companies, and the Insurance Company.

You will need a password to obtain access to those documents. The password is your insurance policy number, which is provided for you at the top of this letter.

If you would prefer a paper copy of the filing, please contact the Company toll free at (800) 247-5248 and a paper copy of the filing will be sent to you by regular mail.

### **Required Approvals for Plan of Reorganization**

Before the Reorganization can occur, the Plan of Reorganization must be approved by the Board of Directors of the Company, the Members of the Company at the Special Meeting, and by the Commissioner after a public hearing.

The Board of Directors of the Company has unanimously approved the Plan of Reorganization, along with the various actions contemplated by it. The Board believes the Reorganization is in the best interests of the Members and recommends the Members vote in favor of it, either in person at the Special Meeting of the Members, or by using the enclosed proxy, as discussed in the **Voting Methods** section of this letter below.

### **Voting Methods**

As discussed above, Members may vote with regard to the Plan of Reorganization at the Special Meeting of the Members, which will take place on January 12th, 2026, at 9:00 a.m. CST at the Company's headquarters at 6785 Westown Parkway, in West Des Moines, Iowa. If you do plan on attending, we ask that you RSVP by contacting the Company at (800) 247-5248 by January 7th, 2026.

If you are unable to attend or choose not to attend the Special Meeting of the Members, you may vote using the postage prepaid proxy enclosed with this packet. To vote pursuant to the proxy, you are required to sign it, date it, and return it to the Company. Proxies must be received by 4:30 p.m. CST local time on January 8th, 2026.

If, after reading the Plan of Reorganization and Member Information Statement, you have questions, please call the Company's General Counsel at (800) 247-5248.

Sincerely,

**FARMERS MUTUAL HAIL INSURANCE COMPANY of IOWA**

**BOARD OF DIRECTORS**



Ronald P. Rutledge



Deborah L. Ladehoff



Shannon D. Rutledge




W. Aaron Rutledge



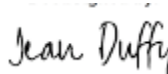
Darin L. Roggenburg



Curtis B. Swain



James A. Brost



Jean M. Duffy

**Attachment 1**

**NOTICE OF SPECIAL MEETING**

**TO ALL MEMBERS OF FARMERS MUTUAL HAIL INSURANCE COMPANY OF IOWA:**

You are hereby notified that a Special Meeting of the Members of Farmers Mutual Hail Insurance Company of Iowa (the "Company") will be held on January 12th, 2026, commencing at 9:00 a.m. CST at the Company's headquarters at 6785 Westown Parkway, West Des Moines, Iowa 50266.

The purpose of this meeting is to consider and take action on a Plan of Reorganization of the Company as a mutual holding company and a reorganized stock insurance company.

The Plan of Reorganization includes certain transactions, including the adoption of new or amended Articles of Incorporation and other documents which will (1) form a new mutual holding company named FMH Mutual Holding Company, (2) form one or more intermediate holding companies, including FMH Insurance Holdings, Inc., and (3) convert Farmers Mutual Hail Insurance Company of Iowa into a stock insurance company to be named Farmers Mutual Hail Insurance Company, SI.

A summary description of what will occur in the reorganization is contained in the cover letter accompanying this Notice of Special Meeting. This mailing also contains a Proxy form that will allow you to vote on the reorganization without attending the meeting. If you would like to review all of the documents that are involved in the reorganization, which have been filed with the Iowa Insurance Division, you can see a complete set of the filing materials at the following link:

<https://www.fmh.com/mutualholdingcompany>

If you go to the link, you will be required to enter a password. That password will be your policy number (provided to you at the top of the letter from the Board of Directors). If you would prefer to receive the entire set of documents by mail, please contact the Company at (800) 247-5248 and the entire set of documents will be mailed to you.

If you plan to vote by Proxy, rather than personally attending the Special Meeting of the Members, you must use the enclosed Proxy and it must be received by the Company by 4:30 p.m. CST local time on January 8, 2026.

FARMERS MUTUAL HAIL INSURANCE COMPANY OF IOWA

A handwritten signature in blue ink, appearing to read "W. Aaron Rutledge".

By:

W. Aaron Rutledge, Secretary

## Attachment 2

### BEFORE THE INSURANCE COMMISSIONER OF THE STATE OF IOWA

In the matter of the Reorganization	)	<b>NOTICE</b> of Public Hearing
of FARMERS MUTUAL HAIL	)	and <b>ORDER</b>
INSURANCE COMPANY OF IOWA	)	(Iowa Code Chapter 521A)
into FMH MUTUAL HOLDING	)	
COMPANY, FMH INSURANCE	)	
HOLDINGS, INC., FMH GENERAL	)	
HOLDINGS, INC., AND FARMERS	)	
MUTUAL HAIL INSURANCE	)	
COMPANY, SI	)	

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Pursuant to the provisions of Iowa Code sections 17A.12 and 521A.3(4), the Commissioner of Insurance for the State of Iowa will hold a public hearing regarding the application of Farmers Mutual Hail Insurance Company of Iowa (“Applicant”) for approval of its plan to reorganize to form a mutual insurance holding company pursuant to Iowa Code sections 521A.3 and 521A.14(2)(a). The application seeks to reorganize Farmers Mutual Hail Insurance Company of Iowa into four corporations: FMH Mutual Holding Company, FMH Insurance Holdings, Inc., FMH General Holdings, Inc., and Farmers Mutual Hail Insurance Company, SI (a mutual company converted into a stock insurance company).

1. **Date and Time:** January 15, 2026 at 1:00 PM CST.
2. **Location:** Insurance Division Office, 1963 Bell Avenue, Suite 100, Des Moines, IA 50215. The hearing will be held both in person and virtually. Links to the Microsoft Teams meeting will be sent to the Applicant by the Iowa Insurance Division. Members of the public can join the hearing in person or request a link to the Microsoft Teams meeting by emailing Breanna Thacker at [Breanna.thacker@iid.iowa.gov](mailto:Breanna.thacker@iid.iowa.gov) no later than 3:00 PM CST on January 14, 2026.
3. **Nature of Hearing:** The hearing will be a public opportunity for the Applicant and any other interested party to present evidence and argument relevant to the Applicant’s plan to reorganize and form a mutual insurance holding company pursuant to Iowa Code section 521A.14. Applicable rules of evidence and procedure are found at Iowa Code sections 17A.12-17.
4. **Legal Authority:** The hearing will be held pursuant to Iowa Code sections 521A.14(2)(a) and 521A.3(4)(b). Procedures for the hearing are found at Iowa Code sections 17A.12-17.

5. **Issue Presented:** The hearing will be held for the purpose of determining whether the Applicant's plan of reorganization complies with the standards set forth in Iowa Code sections 521A.14(2)(a) which are set forth below:

The commissioner, after a public hearing as provided in section 521A.3, subsection 4, paragraph "b," if satisfied that the interests of the policyholders are properly protected and that the plan of reorganization is fair and equitable to the policyholders, may approve the proposed plan of reorganization and may require as a condition of approval such modifications of the proposed plan of reorganization as the commissioner finds necessary for the protection of the policyholders' interests.

6. **Statutes and Rules Involved:** Iowa Code chapters 17A and 521A and 191 Iowa Administrative Code chapter 46.
7. **ADA Notice:** If, due to a disability, you require the assistance of auxiliary aids or services to participate in or attend this hearing, please contact Breanna Thacker at the Iowa Insurance Division, (515) 654-6483. You may also contact Beanna Thacker if you need assistance with other issues. If you are hearing impaired, please call Relay Iowa TTY at (800) 735-2942.

**IT IS HEREBY ORDERED.**

DATED this 3rd day of December, 2025.



DOUG OMMEN  
Commissioner of Insurance

Email Copies to:

Applicant



### PROXY

The undersigned, member of Farmers Mutual Hail Insurance Company of Iowa ("Company"), West Des Moines, Iowa hereby constitutes and appoints Ronald P. Rutledge, Chairman or W. Aaron Rutledge, Secretary of the Company, with the power of substitution, as attorney and agent to represent me and cast my vote by proxy at the Special Meeting of the Members of the Company to be held January 12th, 2026, at the Company's home office at 6785 Westown Parkway, West Des Moines, Iowa 50266, starting at 9:00 AM, or at any adjournment thereof, as follows:

- 1) Proposal for reorganization to a Mutual Holding Company structure, including approval of Limited Plan of Reorganization which includes the adoption of new Articles of Incorporation which form FMH Mutual Holding Company, FMH Insurance Holdings, Inc. and FMH General Holdings, Inc. and convert the Company into a stock insurance company called Farmers Mutual Hail Insurance Company, SI.

☐ In Favor                      ☐ Opposed

Your vote is very important, please sign and return promptly. If you decide to attend the meeting, you may revoke this proxy and vote in person.

Dated this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_. \_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Policy Number                      Printed Name of Member