

BOENNING & SCATTERGOOD
ESTABLISHED 1914

PRO FORMA VALUATION APPRAISAL UPDATE
OF
AMALGAMATED CASUALTY INSURANCE COMPANY

AS OF OCTOBER 15, 2021

October 15, 2021

Board of Trustees
Amalgamated Casualty Insurance Company
8401 Connecticut Avenue, Suite #105
Chevy Chase, MD 20815

Members of the Board:

At your request, Boenning & Scattergood Inc. (“Boenning”) completed and hereby provides an updated independent appraisal (the “October Appraisal Update”) as of October 15, 2021, of the estimated consolidated pro forma market value (“Appraised Value”) of Amalgamated Casualty Insurance Company, (“Amalgamated”, “ACIC” or the “Company”), a mutual insurance company. This October Appraisal Update is furnished pursuant to the Company’s Plan of Conversion, as of February 3, 2021 and as amended on November 9, 2021 (the “Plan”), and the transaction described below (the “Offering”).

Because the Plan provides for the conversion of Amalgamated Casualty Insurance Company, a mutual insurance company organized under the laws of District of Columbia from a mutual insurance company into a stock insurance company (the “Conversion”), the Plan must be approved by the Commissioner and a majority of votes cast by Eligible Members pursuant to Sections 31–903 and 31–904, respectively within Chapter 9 of Title 31 of the District of Columbia Official Code (the “Demutualization Act”). Accordingly, and in order to ensure that this Plan is fair to Eligible Members of ACIC, the estimated consolidated Appraised Value of the Company shall be determined by an independent valuation expert and shall represent the aggregate price of Common Stock. Per the Demutualization Act, the Appraised Value may be the value or range of values that is estimated to be necessary to attract full subscription for shares in the Offering. The Company requested Boenning to provide this October Appraisal Update to our appraisal as of December 30, 2020 (“Appraisal”) and our Appraisal Update as of September 1, 2021 (“September Update”), both of which are incorporated herein by reference.

The Plan of Conversion

On February 3, 2021, the Company adopted the Plan. As more fully discussed in Section I, the Company adopted an Amended and Restated Plan of Conversion (“Amended Plan”) on November 9, 2021 during its November board of trustees meeting. Boenning incorporated the Plan (as previously defined to include the Amended Plan) in its October Appraisal Update.

Boenning & Scattergood, Inc.

Boenning, as part of its investment banking business, regularly is engaged in the valuation of assets, securities, and companies in connection with various types of asset and security transactions, including mergers, acquisitions, private placements, public offerings and valuations for various other purposes, and in the determination of adequate consideration in such transactions. The background of Boenning is presented in Exhibit III. We believe that, except for the fee we will receive for our October Appraisal Update, we are independent of the Company and the other parties engaged by the Company to assist in the mutual-to-stock conversion and the Offering.

Valuation Methodology

In preparing the October Appraisal Update, we conducted an analysis of the Company that included discussions with the Company’s management and various forms of financial analysis. We reviewed ACIC’s GAAP and statutory financial statements as of and for the years ended December 31, 2019 and December 31, 2020 as prepared by management and audited by Johnson Lambert LLP, as well as unaudited consolidated GAAP financial statements for the as of and for the six months ending June 30, 2021. Additionally, where appropriate, we considered information based on other available published sources that we believe are reliable. However, we cannot guarantee the accuracy and completeness of such information.

In preparing the October Appraisal Update, we also reviewed and analyzed: (i) financial and operating information with respect to the business, operations, and prospects of the Company furnished to us by the Company; (ii) publicly available information concerning the Company that we believe to be relevant to our analysis; (iii) a comparison of the historical financial results and present financial condition of the Company with those of selected, publicly-traded insurance companies that we deemed relevant; and (iv) financial performance and market valuation data of certain publicly-traded insurance industry aggregates as provided by industry sources.

The October Appraisal Update is based on the Company's representation that the information contained in the Plan and additional information furnished to us by the Company and its independent auditor are truthful, accurate, and complete. We did not independently verify any of the financial statements and other information provided by the Company and its independent auditor, nor did we independently value the assets or liabilities of the Company. The October Appraisal Update considers the Company only as a going concern on a stand-alone basis and should not be considered as an indication of the liquidation value of the Company.

We have investigated the competitive environment within which the Company operates and have assessed the Company's strengths and weaknesses relative to guideline insurance companies. We have monitored material regulatory and legislative actions affecting financial institutions generally and, to the extent that we were aware of such matters, analyzed the potential impact of such developments on the Company and the industry as a whole. We have analyzed the potential effects of the Offering on the Company's operating characteristics and financial performance as they relate to the updated Appraised Value of the Company. We have reviewed the economic characteristics of the industry in which the Company currently operates. We have compared the Company's financial performance and condition with publicly traded insurance institutions evaluated and selected in accordance with the valuation guidelines noted later in this report. We have reviewed conditions in the securities markets in general and the markets for insurance companies, and insurance holding companies.

Our updated Appraised Value is predicated on a continuation of the current operating environment for ACIC, and for insurance companies and their holding companies. Changes in the local and national economy, the federal and state legislative and regulatory environments for insurance companies, the stock market, interest rates, and other external forces (such as natural disasters or significant world events) may occur from time to time, often with great unpredictability, and may materially impact the value of insurance stocks as a whole or the Company's value alone. To the extent that such factors can be foreseen, they have been factored into our analysis. Importantly, Boenning considered only updated information or changes occurring between the date of the September Appraisal Update and the October Appraisal Update.

Valuation Conclusion

It is our opinion that, as of October 15, 2021 (“updated Valuation Date”), the updated Appraised Value of the aggregate common shares outstanding immediately following the Offering is \$20.0 million which is based on our evaluation of the Company’s operating characteristics and financial performance, our assessment of how the Company compares to guideline companies, and other factors. The updated Appraised Value represents the midpoint of a range of \$17.0 million to \$23.0 million (“updated Valuation Range”). The updated Valuation Range was based upon a fifteen percent decrease from the midpoint to determine the minimum and a fifteen percent increase from the midpoint to determine the maximum. Exhibits XII and XIII show the assumptions and calculations utilized in determining the updated Valuation Range. Boenning’s use of a range is requested under the Plan, normal and customary in independent appraisals, and consistent with our experience in other similar and precedent transactions. Boenning utilized the valuation standard of freely traded minority interest.

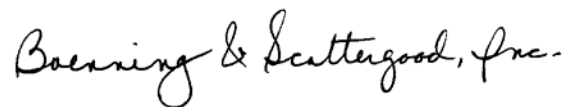
Limiting Factors and Considerations

Our October Appraisal Update is not intended, and must not be construed to be, a recommendation of any kind as to the advisability of: (i) participating in the Offering, and/or (ii) exercising or not exercising subscription rights. Moreover, because the October Appraisal Update is necessarily based upon estimates and projections of a number of matters, all of which are subject to change from time to time, and estimates and projections may be affected by the impact of any epidemic, pandemic, hurricane or other significant weather event or natural occurrence, war (declared or otherwise), insurrection, terrorism, travel restriction, act of God or other circumstance, foreseen or unforeseen (“Force Majeure”), no assurance can be given that Persons who purchase shares of stock in the Offering will thereafter be able to sell such shares, at prices related to the foregoing updated Appraised Value or otherwise. The October Appraisal Update reflects only the updated Valuation Range as of the updated Valuation Date for the updated Appraised Value of the Company immediately upon issuance of the stock, and does not take into account any trading activity with respect to the purchase and sale of Common Stock in the secondary market on the date of issuance of such securities or at any time thereafter following the completion of the Offering, any change in conditions (including, without limitation, following the grant of subscription rights), or any Force Majeure. Any report prepared by Boenning shall not be used as an offer or solicitation with respect to the purchase or sale of any securities or the exercise of subscription rights. Boenning has made no recommendation

regarding the merits of the decision of whether to proceed with the Offering or to take any other actions in connection therewith. The results of our October Appraisal Update are but one of the many factors the Company's Board of Trustees ("Board") should consider in making its decision. The Company has assured Boenning that it has relied on its own counsel, accountants and other experts for legal, accounting, tax and similar professional advice.

The updated Appraised Value and updated Valuation Range reported herein may be updated at the request of the Company or discretion of Boenning as appropriate. These updates may consider, among other factors, any developments or changes in the Company's operating performance, financial condition, or management policies, and current conditions in the securities markets for insurance company common stocks. Should any such new developments or changes be material, in our opinion, to the updated Appraised Value, occur in sufficient time for adjustments to be made given the overall timeline for the Offering, and if the Company engages Boenning to do so, appropriate adjustments (if any) will be made to the updated Valuation Range. Boenning is not otherwise obligated to provide any such adjustments and assumes no liability in connection with such adjustments, whether or not it is engaged to perform them.

Respectfully submitted,

A handwritten signature in cursive script that reads "Boenning & Scattergood, Inc.".

BOENNING & SCATTERGOOD, INC.

TABLE OF CONTENTS

Chapters	Page
I. Company Update – Overview	8
II. Financial Update – Overview	10
III. Valuation Methodologies – Update	11
IV. Market Conditions and Market Value Adjustments – Update	16
V. Valuation Update – Analysis and Conclusions	17

Exhibits

I. Statement of General Assumptions and Limiting Conditions
II. Certification
III. Appraiser’s Background
IV. ACIC Historical Balance Sheet – Statutory Basis
V. ACIC Historical Statement of Operations – Statutory Basis
VI. ACIC Historical Balance Sheet Common Size Analysis – Statutory Basis
VII. ACIC Historical Statement of Operations Common Size Analysis – Statutory Basis
VIII. ACIC Historical Balance Sheet Growth Analysis – Statutory Basis
IX. ACIC Historical Statement of Operations Growth Analysis – Statutory Basis
X. ACIC Historical Balance Sheet – GAAP Basis
XI. ACIC Historical Statement of Operations – GAAP Basis
XII. Pro Forma Assumptions for Conversion Valuation
XIII. Pro Forma Conversion Valuation Range
XIV. Plan of Conversion

I. Company Update – Overview

In connection with the preparation of this October Appraisal Update, Boenning requested the Company to provide a complete update to Boenning’s information request list provided in connection with the Appraisal and the September Appraisal Update, and Boenning conducted a management interview to determine changes to the Company that could impact Boenning’s view of value. Changes noted by Boenning include those noted in Section I and Section II.

Plan of Conversion Update

As a result of discussions with the Insurance Bureau of the Department of Insurance, Securities and Banking (“DISB”), the Company adopted an Amended and Restated Plan of Conversion on November 9, 2021 during its November Board meeting. Based on a draft Amended Plan provided to Boenning, the principal changes to the company's original plan of conversion include the following:

- Removal of plans to redeem any unexercised subscription rights from policyholders;
- A payment to all policyholders, in an aggregate amount that totals \$7.3 million; and
- Reduction in the number of subscription rights provided to each Eligible Member, trustee, officer and employee of ACIC from 100,000 to 25,000.

Regarding the payment to policyholders noted above, Boenning does not express any opinion regarding the appropriateness of this payment to policyholders from a financial or a legal standpoint.

Business Updates

During the process of providing this October Appraisal Update, management has made Boenning aware of the following updates:

- ACIC enhanced its financial reporting capabilities by hiring at least two additional employees to the accounting and finance department;
- Management indicated that there are no material updates to the Company’s operations, business plan or future outlook since the September Appraisal Update;
- Management noted that the name for the holding company that will own the Company post-conversion changed to Forge Group Inc. from Amalgamated Specialty Group Holdings, Inc.; and

- Management also noted that it is becoming generally aware of claims activity rising based on what the industry is noting as an increase in miles driven. Management had not received detailed reports or data, nor had it changed its reserve estimates as of the updated Valuation Date.

[Remainder of this page intentionally left blank]

II. Financial Update – Overview

Financial Condition – Update

Presented in Exhibit X is selected data concerning the Company’s financial position as of June 30, 2021 and December 31, 2019 and December 31, 2020. Other than immaterial refinements to the June 30, 2021 statements, Exhibit X is similar to the financial data presented in the September Appraisal Update.

Financial Performance – Update

Presented in Exhibit XI is selected data concerning the Company’s financial performance for the last twelve months ended June 30, 2021 and December 31, 2019 and December 31, 2020. Other than immaterial refinements to the June 30, 2021 statements, Exhibit XI is similar to the financial data presented in the September Appraisal Update.

As noted in the September Appraisal Update, while recent performance in terms of earnings have been favorable, according to discussions with management and the updated Business Plan, losses are indicated to continue from 2021 – 2023. The return to consistent profitability will still require execution of a business strategy to transform the Company’s taxi and livery policyholder base to policies that target trade and service providers, such as electricians, plumbers, carpenters, and other service providers. While the Company is committed to continuing to serve its traditional public auto segment, it expects these newer products to be the principal growth driver moving forward. For purposes of the October Appraisal Update, the anticipated successful results and future financial performance can be deemed speculative and inconsistent with company historical performance.

[Remainder of this page intentionally left blank]

III. Valuation Methodologies – Update

Since the original Appraisal or the September Appraisal Update, Boenning did not change the application of the established valuation methodologies that were utilized to determine the Appraised Value referred to, and qualified by references, in the original Appraisal. In this October Appraisal Update, we again primarily relied on the Guideline Company methodology.

To begin, we re-screened for the Public P&C Insurance Group as of October 15, 2021 and determined the universe of 56 insurance companies that are shown below in Table 1.

Table I

Company Name	Ticker	Total Assets (\$000s)	Total Policy Reserves (\$000s)	Total Equity (\$000s)	Cash and Investments (\$000s)	Cash and Investments Assets (%)	Debt / Total Capitalization (%)	Policy Reserves / Total Equity (x)	Total Equity / Total Assets (%)	Tangible Equity / Tangible Assets (%)
Berkshire Hathaway Inc.	BRK.A	912,493,000	169,033,000	478,800,000	489,002,000	12.6	19.4	0.4	52.5	45.7
American International Group	AIG	598,250,000	316,867,000	66,908,000	362,541,000	5.3	32.0	4.7	11.2	10.0
The Travelers Companies Inc.	TRV	119,759,000	76,151,000	29,156,000	87,234,000	6.1	20.0	2.6	24.3	20.9
The Allstate Corp.	ALL	132,643,000	52,490,000	28,192,000	63,226,000	6.0	22.1	1.9	21.3	16.5
Loews Corp.	L	81,608,000	42,357,000	19,398,000	54,952,000	11.2	32.0	2.2	23.8	21.5
The Progressive Corp.	PGR	69,824,300	39,451,500	18,675,600	51,057,400	7.0	20.8	2.1	26.7	25.2
The Hartford Finl Svcs Grp	HIG	74,732,000	47,165,000	18,244,000	57,095,000	6.6	21.3	2.6	24.4	20.5
Market Corp.	MKL	45,641,513	23,236,964	13,998,049	27,260,254	9.4	23.4	1.7	30.7	21.9
CNA Financial Corp.	CNA	66,207,000	42,357,000	12,668,000	50,727,000	4.2	18.0	3.3	19.1	18.9
Cincinnati Financial Corp.	CINF	29,677,000	13,416,000	11,858,000	24,064,000	3.0	7.1	1.1	40.0	39.9
Alleghany Corp.	Y	30,491,661	16,833,554	9,142,031	21,777,526	8.4	21.8	1.8	30.0	25.6
American National Group Inc.	ANAT	30,378,708	21,182,582	6,769,038	26,245,312	0.5	2.3	3.1	22.3	22.2
W. R. Berkley Corp.	WRB	30,297,917	19,025,471	6,587,954	22,017,701	11.5	34.5	2.9	21.7	21.5
Old Repub International Corp.	ORI	24,678,400	14,013,200	6,778,600	16,458,000	6.4	19.0	2.1	27.5	NA
Assurant Inc.	AIZ	45,994,800	20,888,800	5,908,400	10,640,000	4.8	27.1	3.5	12.8	5.9
American Financial Group Inc.	AFG	28,780,000	13,552,000	5,601,000	16,125,000	7.3	27.3	2.4	19.5	17.6
Kemper Corp.	KMPR	14,950,700	8,393,200	4,306,200	10,547,400	8.2	22.1	1.9	28.8	20.8
The Hanover Insurance Group	THG	13,728,100	8,932,800	3,154,000	9,062,300	5.7	19.9	2.8	23.0	21.6
Selective Insurance Group Inc.	SIGI	10,167,871	6,228,561	2,891,367	7,764,694	4.9	14.8	2.2	28.4	26.7
Mercury General Corp.	MCY	6,696,948	3,562,139	2,178,631	5,419,419	6.1	15.8	1.6	32.5	31.5
Horace Mann Educators Corp.	HMN	14,190,100	8,234,800	1,816,600	7,616,900	2.7	17.6	4.5	12.8	11.5
ProAssurance Corp.	PRA	6,358,187	4,120,484	1,424,404	5,032,646	7.0	23.9	2.9	22.4	20.8
RLI Corp.	RLI	4,280,630	2,568,504	1,241,803	3,182,981	3.9	11.9	2.1	29.0	28.3
Employers Holdings Inc.	EIG	3,836,700	2,323,300	1,203,600	2,835,900	0.5	1.5	1.9	31.4	29.3
Lemonade Inc.	LMND	1,487,300	230,700	1,101,600	1,163,900	0.0	0.0	0.2	74.1	70.5
State Auto Financial Corp.	STFC	3,094,000	1,830,000	978,300	2,859,800	3.9	11.1	1.9	31.6	NA
Safety Insurance Group Inc.	SAFT	2,107,903	1,004,066	920,299	1,603,738	2.7	5.9	1.1	43.7	44.0
United Fire Group Inc.	UFCS	3,058,153	2,042,624	839,475	2,225,764	1.6	5.6	2.4	27.5	26.5
Global Indemnity Group LLC	GBLI	1,937,317	1,006,602	709,565	1,479,874	7.6	17.3	1.4	36.6	34.8
Kinsale Capital Group Inc.	KNSL	1,806,277	1,070,796	628,636	1,503,766	2.4	6.3	1.7	34.9	36.4
Root Inc.	ROOT	1,587,700	468,300	762,000	1,109,600	13.7	22.2	0.6	48.0	40.1
Donegal Group Inc.	DGIC.A	2,246,401	1,598,608	550,157	1,349,957	1.6	6.0	2.9	24.5	23.7
Universal Insurance Holdings	UVE	2,341,535	1,132,554	480,842	1,316,098	0.3	1.5	2.4	20.5	21.0
AMERISAFE Inc.	AMSF	1,506,263	924,256	468,366	1,170,346	0.0	0.0	2.0	31.1	31.9
Trean Insurance Group	TIG	1,405,189	696,948	417,343	541,749	2.6	8.0	1.7	29.7	17.3
Heritage Insurance Hldgs Inc	HRTG	2,351,626	1,251,491	424,873	1,122,130	6.5	26.5	2.9	18.1	9.1
Tiptree Inc.	TIPT	3,211,557	1,254,220	405,049	1,133,368	12.6	50.0	3.1	12.6	2.7
Palomar Holdings Inc.	PLMR	829,656	391,704	376,745	427,810	0.0	0.0	1.0	45.4	44.8
United Insurance Holdings	UIHC	3,148,672	1,885,279	360,422	1,251,532	5.1	30.7	5.2	11.4	8.1
NI Holdings Inc.	NODK	708,425	313,932	350,939	511,400	0.3	0.7	0.9	49.5	46.6
Trupanion Inc.	TRUP	531,966	35,856	334,205	231,969	0.0	0.0	0.1	62.8	58.0
HCI Group Inc.	HCI	1,080,210	513,627	218,049	820,796	7.5	27.0	2.4	20.2	26.2
Metromile Inc.	MILE	361,101	82,296	235,516	290,556	7.7	10.6	6.3	65.2	62.5
Hallmark Financial Services	HALL	1,506,694	1,111,690	178,884	679,717	8.0	40.3	6.2	11.9	11.8
Atlantic American Corp.	AAME	404,486	205,873	142,375	295,556	9.5	21.2	1.4	35.2	32.8
First Acceptance Corp.	FACO	341,834	165,213	105,245	214,307	NA	NA	1.6	30.8	NA
Kingstone Companies Inc.	KINS	312,700	178,340	89,965	234,100	9.8	25.4	2.0	28.8	28.7
ICC Holdings	ICCH	196,110	97,259	73,492	143,130	9.4	20.1	1.3	37.5	37.5
Positive Physicians Hldgs Inc	PPHI	159,195	81,229	72,883	128,348	0.0	0.0	1.1	45.8	45.8
FedNat Holding Co.	FNHC	1,355,970	963,214	98,414	534,917	9.3	56.1	9.8	7.3	NA
The National Security Group	NSEC	153,548	86,226	44,229	122,670	8.9	23.6	1.9	28.8	28.8
Conifer Holdings Inc.	CNFR	269,735	180,955	43,884	185,285	12.8	44.0	4.1	16.3	15.3
FG Financial Group Inc.	FGF	42,692	3,207	38,990	34,607	0.0	0.0	0.1	91.3	35.8
Unico American Corp.	UNAM	132,517	95,173	34,951	99,212	0.0	0.0	2.7	26.4	26.4
Kingsway Financial Services	KFS	447,491	1,407	8,091	102,287	61.2	97.1	0.2	1.8	(85.5)
Atlas Financial Holdings Inc.	AFHIF	102,800	0	(22,798)	5,211	32.9	306.2	0.0	(22.2)	(27.6)
Minimum		42,692	3,207	38,990	34,607	13.7	56.1	9.8	91.3	70.5
10th Percentile		318,527	110,850	91,655	217,839	11.0	32.0	4.0	49.2	45.7
25th Percentile		1,355,970	468,300	350,939	541,749	8.2	24.2	2.9	35.2	35.8
50th Percentile		3,094,000	1,830,000	920,299	1,603,738	6.1	19.6	2.0	28.8	25.6
75th Percentile		29,677,000	14,013,200	6,587,954	16,458,000	2.5	6.3	1.4	21.3	20.5
Maximum		912,493,000	316,867,000	478,800,000	489,002,000	0.0	0.0	0.1	7.3	27.7

Source: S&P Global Market Intelligence; financial information reflects GAAP data as of most recent LTM period

In order to form a sub-group with more similar characteristics to the Company, as in the Appraisal and the September Appraisal Update, we then excluded companies that either were the target of a merger, were not current in their financial reporting, or had equity over \$2 billion.

For the October Appraisal Update, Boenning has affirmed the Guideline Group of companies with more similar characteristics to Amalgamated, with the following changes since the original Appraisal:

- **Merger Targets:** State Auto Financial Corp., Protective Insurance Corp., American National Group Inc., and Metromile Inc. are no longer part of the Guideline Group due to M&A activity. State Auto, American National Group, and Metromile are targets of an announced merger, and Protective was acquired by Progressive on June 1, 2021. As a result, their trading metrics are inconsistent with the standard of freely traded minority interest.
- **Equity Size:** Mercury General was in the original Appraisal (and served as the largest company in the Guideline Group) but has since grown in excess of the \$2 billion in Equity used as a cut off in the Appraisal. As a result, they have been excluded from this October Appraisal Update's Guideline Group.
- **Other Changes:** Hallmark has been added to the Guideline Group in the October Appraisal Update, as the company is now current in its reporting. In the original Appraisal, it was not current in its reporting. Additionally, Global Indemnity has been added to the Guideline Group. The company was not previously a US domiciled company and therefore was not included in the publicly traded universe (Table I) or the Guideline Group. The company redomesticated to the US and is now included in the Guideline Group.

After making these adjustments to the Guideline Group, our analysis yielded the 11 companies presented below:

Table II

Company Name	Ticker	Total Assets (\$000s)	Total Policy Reserves (\$000s)	Total Equity (\$000s)	Cash and Investments (\$000s)	Cash and Investments / Assets (%)	Net Premiums Written (\$000s)	Debt / Total Capitalization (%)	NPW / Average Equity (%)	Policy Reserves / Total Equity (%)	Total Equity / Total Assets (%)	Tangible Equity / Tangible Assets (%)
Horsea Mann Educators Corp.	HMIN	14,190,100	8,234,800	1,816,600	7,616,900	53.7	1,365,712	18.5	78.9	4.5	12.8	11.6
Safety Insurance Group Inc.	SAFT	2,107,903	1,004,066	920,299	1,603,738	76.1	767,887	6.0	88.2	1.1	43.7	43.7
United Fire Group Inc.	UFCS	3,058,153	2,042,624	839,475	2,225,764	72.8	952,076	5.6	114.7	2.4	27.5	27.3
Global Indemnity Group LLC	GBLI	1,937,317	1,006,602	709,565	1,479,874	76.4	570,127	17.3	79.8	1.4	36.6	35.5
Hallmark Financial Services	HALL	1,506,694	1,111,690	178,884	679,717	45.1	385,762	40.3	215.1	6.2	11.9	11.8
Kingstone Companies Inc.	KINS	312,700	178,340	89,965	234,100	74.9	143,895	25.4	159.3	2.0	28.8	28.7
ICC Holdings	ICCH	196,110	97,259	73,492	143,130	73.0	53,181	20.1	75.2	1.3	37.5	37.5
Positive Physicians Hldgs Inc	PHHI	159,195	81,229	72,883	128,348	80.6	20,455	0.0	27.8	1.1	45.8	45.8
The National Security Group	NSEC	153,548	86,226	44,229	122,670	79.9	63,065	23.6	137.4	1.9	28.8	28.8
Confier Holdings Inc.	CNFR	269,735	180,955	43,884	185,285	68.7	101,839	45.8	243.1	4.1	16.3	16.0
Unico American Corp.	UNAM	132,517	95,173	34,951	99,212	74.9	30,972	0.0	80.8	2.7	26.4	26.4
Minimum		132,517	81,229	34,951	99,212	45.1	20,455	0.0	27.8	1.1	11.9	11.6
25th Percentile		177,653	96,216	58,586	135,739	70.7	58,123	5.8	79.3	1.4	21.3	21.2
Median		132,517	81,229	34,951	99,212	45.1	20,455	0.0	27.8	1.1	11.9	11.6
50th Percentile		312,700	180,955	89,965	234,100	74.9	143,895	18.5	88.2	2.0	28.8	28.7
75th Percentile		2,022,610	1,059,146	774,520	1,541,806	76.2	669,007	24.5	148.4	3.4	37.1	36.5
Maximum		14,190,100	8,234,800	1,816,600	7,616,900	80.6	1,365,712	45.8	243.1	6.2	45.8	45.8
Amalgamated		88,327	11,844	43,252	72,939	82.6	7,873	39.1	18.4	0.3	49.0	49.0

Source: S&P Capital IQ Pro; financial information reflects GAAP data as of 2Q21 LTM unless otherwise noted
 Note: Shading indicates where ACIC ranks compared with the Guideline Group

While none of the companies in the Guideline Group are identical to the Company and there does not appear to be a company that is a perfect guideline or peer company from a valuation standpoint, we believe that the Guideline Group generally provides a meaningful basis of financial comparison for valuation purposes and is a useful approximation for determining how an investor might value the Company.

Recent Financial Comparisons

Table II above summarizes certain key financial comparisons between the Company and the Guideline Group. The Public P&C Insurance Group includes all the companies presented in Table I.

Similar to the original Appraisal, when compared to the Guideline Group Amalgamated has a much smaller balance sheet, less scale, and a smaller market presence. The Company's total GAAP equity of \$43.3 million as of June 30, 2021 was smaller compared to the Guideline Group's median equity of \$89.9 million, and the Company's assets and policy reserves all were significantly lower than the median of the Guideline Group and the Company's total equity to total assets measured 49.0%, well above the Guideline Group median of 28.8%. Additionally, the Company's written premium to average equity of 18.4% was much lower when compared to the Guideline Group median of 88.2%, and the Company's reserves to equity totaled 0.3x and was much lower than the Guideline Group's median of 2.0x.

Tables III and IV compare the Company with the Guideline Group on selected measures of operating performance and profitability.

Table III

Company Name	Ticker	Net		NPW / Avg Equity (%)	2020			Q2'21 YTD			2020			Q2'21 LTM			Net Income (000s)
		Premiums Earned (5000s)	Premiums Written (5000s)		Loss Ratio (%)	Expense Ratio (%)	Combined Ratio (%)	Loss Ratio (%)	Expense Ratio (%)	Combined Ratio (%)	Core ROAA (%)	Core ROAE (%)	Core ROATCE (%)	Core ROAA (%)	Core ROAE (%)	Core ROATCE (%)	
Horace Mann Educators Corp.	HMIN	922,401	1,365,712	78.9	66.3	26.4	92.7	67.2	25.5	92.7	11.5	8.9	10.3	1.38	10.7	12.1	170,265
Safety Insurance Group Inc.	SAFT	778,428	767,887	88.2	52.5	34.6	87.1	57.3	33.6	90.9	6.94	17.1	17.1	8.25	19.5	19.5	171,548
United Fire Group Inc.	UFCS	1,006,552	952,076	114.7	82.4	33.5	115.9	74.1	30.2	104.3	(3.37)	(12.0)	3.2	(0.09)	(0.3)	(0.3)	(13,680)
Global Indemnity Group LLC	GBLI	574,492	570,127	79.8	59.2	38.0	97.2	62.0	38.2	100.2	(0.94)	(2.7)	(2.8)	(0.31)	(0.8)	(0.9)	(2,087)
Hallmark Financial Services	HALL	435,098	385,762	215.1	85.7	25.0	110.7	73.3	27.5	100.8	(3.68)	(27.5)	(28.7)	(1.58)	(13.1)	(13.2)	(25,168)
Kingstone Companies Inc.	KINS	124,527	143,895	159.3	61.5	38.9	100.4	61.9	41.9	103.8	0.11	0.4	0.4	0.53	1.8	1.9	2,820
ICC Holdings	ICCH	50,083	53,181	75.2	65.5	37.3	102.8	66.4	38.4	104.8	1.37	3.6	3.6	2.52	6.6	6.6	6,448
Positive Physicians Hldgs Inc	PPHI	19,969	20,455	27.8	70.0	35.5	105.5	70.0	34.1	104.1	(0.82)	(1.7)	(1.7)	(0.45)	(1.0)	(1.0)	(673)
The National Security Group	NSEC	60,559	63,065	137.4	88.8	37.3	126.1	69.2	37.4	106.5	(6.65)	(20.9)	(20.9)	(3.26)	(10.8)	(10.8)	(3,350)
Conifer Holdings Inc.	CNFR	93,001	101,839	243.1	62.8	45.6	108.4	77.9	42.9	120.8	(1.21)	(7.4)	(7.6)	0.62	3.9	4.0	4,731
Unico American Corp.	UNAM	28,059	30,972	80.8	123.0	38.0	161.0	86.0	16.0	102.0	(17.67)	(48.6)	(48.6)	(15.79)	(54.8)	(54.8)	(19,151)
Minimum		19,969	20,455	27.8	123.0	45.6	161.0	86.0	42.9	120.8	(17.67)	(48.6)	(48.6)	(15.79)	(54.8)	(54.8)	(25,168)
25th Percentile		55,321	59,123	79.3	84.1	38.0	113.3	73.7	38.3	104.5	(3.53)	(8.4)	(14.2)	(1.01)	(5.9)	(5.9)	(8,515)
Mean		372,106	404,997	118.2	123.0	45.6	161.0	86.0	42.9	120.8	(2.25)	(8.3)	(6.9)	(0.74)	(3.5)	(3.4)	26,518
50th Percentile		124,527	143,895	88.2	66.3	37.3	105.5	69.2	34.1	103.8	(0.94)	(2.7)	(1.7)	(0.09)	(0.3)	(0.3)	(673)
75th Percentile		676,460	669,007	148.4	62.2	34.1	98.8	64.2	28.9	100.5	0.63	2.0	3.4	1.00	5.2	5.3	5,590
Maximum		1,006,552	1,365,712	243.1	52.5	25.0	87.1	57.3	16.0	90.9	6.94	17.1	17.1	8.25	19.5	19.5	171,548
Amalgamated		7,309	7,873	18.4	33.0	28.7	61.7	39.0 ¹	71.2 ¹	110.2 ²	4.34 ²	9.7 ²	9.7 ²	5.07 ²	10.5 ²	10.5 ²	4,477

Source: S&P Global Market Intelligence; financial information reflects GAAP data as of most recent LTM period unless otherwise noted

Notes: Shading indicates where ACIC ranks compared with the Guideline Group

1 Reflects statutory financial data

2 Amalgamated figures reflect unadjusted ROAA, ROAE, and ROATCE

Table IV

Company Name	Ticker	2017–2019 Average			2017–2019 Average	
		Loss Ratio (%)	Expense Ratio (%)	Combined Ratio (%)	ROAA (%)	ROAE (%)
Horace Mann Educators Corp.	HMN	76.5	26.7	103.2	2.01	5.2
Safety Insurance Group Inc.	SAFT	63.9	31.2	95.2	4.92	12.5
United Fire Group Inc.	UFCS	73.3	31.9	105.7	2.68	9.4
Global Indemnity Group LLC	GBLI	69.4	39.9	109.2	(1.31)	(3.7)
Hallmark Financial Services	HALL	76.8	26.1	102.9	0.66	2.7
Kingstone Companies Inc.	KINS	57.1	39.1	96.2	1.62	3.1
ICC Holdings	ICCH	65.3	35.7	101.0	1.44	3.7
Positive Physicians Hldgs Inc	PPHI	59.6	49.0	108.6	0.53	1.6
The National Security Group	NSEC	67.1	35.9	103.0	1.29	2.6
Conifer Holdings Inc.	CNFR	74.0	44.4	118.3	(4.66)	(14.0)
Unico American Corp.	UNAM	86.7	31.1	117.9	(2.61)	(5.5)
Minimum		86.7	49.0	118.3	(4.66)	(14.0)
25th Percentile		75.2	39.5	108.9	(0.39)	(1.0)
Mean		70.0	35.6	105.6	0.6	1.6
50th Percentile		69.4	35.7	103.2	1.29	2.7
75th Percentile		64.6	31.2	102.0	1.81	4.4
Maximum		57.1	26.1	95.2	4.92	12.5
Amalgamated		95.2	40.3	135.4	(5.04)	(7.2)

Source: S&P Global Market Intelligence; financial information reflects statutory data

Note: Shading indicates where ACIC ranks compared with the Guideline Group

As portrayed in Table III, the Company’s GAAP net written premiums of \$7.9 million for LTM Q2’21 were far lower when compared to the Guideline Group’s median net written premiums of \$143.9 million. The Company’s premium levels represent a significant decrease from prior years, reflecting the Company’s retreat from non-core markets and insurance lines and the effect the pandemic has had on the taxi and sedan business. While GAAP performance in 2020 and Q2’21 YTD has been favorable compared to the Guideline Group, it is largely a factor of the Personal and Commercial Auto industries, which have experienced lower loss experience due to less traffic volume domestically. We do not consider these two periods as a “normalized” operating environment for the Company, and therefore have decided that the periods of 2017 – 2019 reflect a more normalized environment.

Table IV shows that the Company’s operating performance has largely been amongst the worst in the Guideline Group, with an average statutory combined ratio of 135.4% during the three-year period from 2017 – 2019. The primary driver of the Company’s poor performance has been its loss ratio, which averaged 95.2% during the period, well above the median of 69.4% for the Guideline Group. The poor loss ratio was largely due to an increasingly unfavorable commercial auto insurance industry which has experienced increased frequency and severity levels. In addition to elevated loss levels, the Company’s statutory expense ratio of 40.3% during the period compared to the median of 35.7% for the Guideline Group. In the three-year period,

ACIC produced less favorable operating metrics compared to the Guideline Group, with Statutory ROAA and ROAE metrics of (5.04%) and (7.2%), respectively.

For Q2'21 YTD, the Company's statutory combined ratio of 110.2% was above the median of 103.8%, driven by an expense ratio that was 37.1 points higher than the median of the Guideline Group. The Q2'21 YTD loss experience was abnormally low compared to historical levels and was primarily driven by the effects of the pandemic. It is possible that when the effects of the pandemic pass and driving patterns return to normal, the loss ratio may again serve as a drag on underwriting profitability, as it has historically. Due to the low loss levels in Q2'21 LTM, the Company produced more favorable GAAP operating metrics compared to the Guideline Group, with Core ROAA, ROAE, and ROATCE metrics of 5.07%, 10.5%, and 10.5%, respectively while the Guideline Group median values for Core ROAA, ROAE, and ROATCE were (0.09%), (0.3%), and (0.3%), respectively.

As more fully explained in the Market Conditions and Market Value Adjustments – Update section, we have chosen to decrease the discount from approximately 40% to approximately 35% to reflect ACIC's recent profitability and surplus growth. Aside from this change, the discounts applied during the original appraisal process remain the same, and include the following:

- Size;
- Management;
- Liquidity of the Issue;
- Subscription Interest;
- Stock Market Conditions;
- Dividend Outlook; and
- New Issue Risk.

IV. Market Conditions and Market Value Adjustments

Stock Market Condition – Update

Table V summarizes the recent performance of various insurance stock indexes maintained by S&P Global Market Intelligence, particularly market indexes that are related to multiline or P&C insurance companies. The S&P U.S. Insurance Index of all publicly traded insurance companies returned 44.5% over the twelve-month period ended October 15, 2021, while the S&P P&C Index performed slightly worse with a 30.3% return over the same period. The insurance indexes (and financial sector in general) outperformed the broader market indices, reflected by the performance of the Standard & Poor's 500 and Russell 3000, which returned 28.4% and 29.6%, respectively, over the last year.

Table V

Selected Stock Market Index Performance
As of October 15, 2021

	Total Return (%)		
	Close	YTD	1 Year
SNL Insurance Indexes			
S&P U.S. BMI Insurance	305.81	27.46	40.47
S&P 500 Insurance Brokers	1,343.67	41.01	39.07
S&P Insurance	542.75	30.28	44.47
NASDAQ Insurance	11,413.52	15.67	22.77
SNL Sector Indexes			
S&P 500 Multi-line Insurance	133.34	49.98	82.55
S&P P&C	737.88	14.12	30.31
Broad Market Indexes			
S&P 500	4,471.37	20.83	28.35
S&P Small-Cap	1,363.91	23.22	47.66
S&P Mid-Cap	2,748.28	21.10	37.60
S&P Financials	656.87	35.77	58.20
MSCI US IMI Financials	2,367.14	35.83	58.96
Russell 1000	2,512.94	20.25	29.07
Russell 2000	2,265.65	16.43	38.67
Russell 3000	2,658.14	19.98	29.60

Source: Capital IQ Pro

As a result of its review and analysis, Boenning maintained an estimated overall discount to the Guideline Group of approximately 35%, similar to the September Appraisal Update and down from approximately 40% in the original Appraisal. Boenning notes that discounts typically compress when absolute price to book value ratios decline (as has occurred in the October Appraisal Update).

V. Valuation Update – Analysis and Conclusions

Valuation Approach

In determining the updated Appraised Value of the Company we employed the guideline market valuation approach used in the original Appraisal. The methods and pricing metrics used to value the Company are the same as used in the Appraisal. For example, we considered the following pricing ratios: price-to-book value per share (“P/B”), price-to-earnings per share (“P/E”), price-to-assets (“P/A”) and price-to-tangible book value per share (“P/TB”). We believe price-to-book value is the primary determinant of an investor’s interest in a Subscription Rights conversion of an insurance company. The other multiples mentioned above (P/E, P/A, and P/TB) are of secondary value in determining interest in, and the value of, a Subscription Rights conversion.

Table VI displays the trading market price valuation ratios of the Guideline Group as of close of trading on October 15, 2021. Exhibit XII displays the pro forma assumptions and calculations utilized in analyzing the Company’s valuation ratios. In reaching our conclusions, we evaluated the relationship of the Company’s pro forma valuation ratios relative to the Guideline Group’s market valuation data.

Table VI

Company Name	Ticker	10/15/21		Market Capitalization (\$000s)	Price /					Dividend Yield (%)
		Stock Price (\$)	52-Week Range (\$)		LTM EPS (x)	BVPS (%)	TBVPS (%)	Assets (%)	LTM Revenue (%)	
Horace Mann Educators Corp.	HMN	39.76	33.91 – 43.98	1,649,654	9.1	90.8	101.8	11.6	121.4	3.1
Safety Insurance Group Inc.	SAFT	79.79	67.68 – 87.32	1,195,446	7.1	129.9	129.9	56.7	132.5	4.5
United Fire Group Inc.	UFCS	22.01	19.12 – 36.07	552,833	NM	65.9	65.9	18.1	48.6	2.7
Global Indemnity Group LLC	GBLI	25.82	22.60 – 31.98	373,419	NM	52.9	55.0	19.3	58.3	3.9
Hallmark Financial Services	HALL	3.50	2.71 – 5.42	63,599	NM	35.6	35.8	4.2	13.7	0.0
Kingstone Companies Inc.	KINS	6.12	5.77 – 8.70	64,634	43.7	71.8	72.2	20.7	43.2	2.6
ICC Holdings	ICCH	16.50	12.20 – 17.24	54,361	10.8	74.0	74.0	27.7	92.8	0.0
Positive Physicians Hldgs Inc	PPHI	9.15	6.00 – 15.20	33,082	NM	45.4	45.4	20.8	148.0	0.0
The National Security Group	NSEC	10.11	9.93 – 12.49	25,605	NM	57.9	57.9	16.7	38.0	2.4
Conifer Holdings Inc.	CNFR	2.61	2.18 – 4.18	25,289	16.8	57.6	59.0	9.4	21.4	0.0
Unico American Corp.	UNAM	3.76	2.61 – 6.05	19,946	NM	57.1	57.1	15.1	55.1	0.0
Minimum				19,946	7.1	35.6	35.8	4.2	13.7	0.0
25th Percentile				29,343	9.1	55.0	56.1	13.3	40.6	0.0
Mean				368,897	17.5	67.2	68.5	20.0	70.3	1.7
50th Percentile				63,599	10.8	57.9	59.0	18.1	55.1	2.4
75th Percentile				463,126	16.8	72.9	73.1	20.7	107.1	2.9
Maximum				1,649,654	43.7	129.9	129.9	56.7	148.0	4.5

Source: S&P Global Market Intelligence as of October 15, 2021

Table VII below summarizes the stock price and valuation ratio changes for the Guideline Group from December 29, 2020, August 31, 2021, and October 15, 2021, respectively. Since the last update, ten of the eleven companies experienced a price decrease, with the last remaining company not experiencing a price change. Overall, the median valuation multiples for P/B, P/TB, P/LTM EPS, P/A, and P/LTM Revenue were all lower compared to the values from the original Appraisal with a valuation date of December 29, 2020 and the first September Appraisal Update with a valuation date of August 31, 2021.

Table VII

	12/29/20			8/31/21			10/15/21			Price /			Price /			Price /			Price /		
	Stock Price (\$)	Stock Price (\$)	Stock Price (\$)	Book	Book (%)	Book (%)	Tang. Book (%)	Tang. Book (%)	Tang. Book (%)	LTM EPS (x)	LTM EPS (x)	LTM EPS (x)	Assets (%)	Assets (%)	Assets (%)	LTM Rev. (%)	LTM Rev. (%)	LTM Rev. (%)			
Guideline Group Mean				81.9	74.8	67.2	83.6	76.6	68.5	16.2	13.4	17.5	24.1	21.2	20.0	78.6	78.2	70.3			
Guideline Group Median				71.6	70.3	57.9	71.9	70.3	59.0	13.8	10.2	10.8	20.9	19.8	18.1	67.5	63.7	55.1			
Guideline Group																					
Horace Mann Educators Corp.	41.42	41.00	39.76	100.0	99.1	90.8	114.3	113.4	101.8	13.8	9.3	9.1	13.2	12.0	11.6	132.9	132.4	121.4			
Safety Insurance Group Inc.	77.65	81.31	79.79	138.0	145.4	129.9	138.0	145.4	129.9	10.3	7.2	7.1	56.5	57.8	56.7	138.5	145.9	132.5			
United Fire Group Inc.	24.69	25.96	22.01	75.3	79.5	65.9	76.0	79.5	65.9	NM	NM	NM	20.3	21.3	18.1	58.8	62.0	48.6			
Global Indemnity Group LLC (1)	27.88	26.50	25.82	-	53.5	52.9	-	55.6	55.0	-	NM	NM	-	19.8	19.3	-	63.7	58.3			
Hallmark Financial Services (1)	3.31	3.76	3.50	-	38.8	35.6	-	39.2	35.8	-	NM	NM	-	4.5	4.2	-	14.1	13.7			
Kingstone Companies Inc.	6.62	7.15	6.12	79.1	84.6	71.8	79.6	85.0	72.2	NM	NM	43.7	21.6	24.2	20.7	52.7	56.8	43.2			
IOC Holdings	14.02	16.83	16.50	67.9	70.3	74.0	67.9	70.3	74.0	15.3	11.1	10.8	25.7	24.4	27.7	84.4	87.4	82.8			
Positive Physicians Hldgs Inc	9.50	9.15	9.15	46.2	44.5	45.4	46.2	44.5	45.4	NM	NM	NM	22.3	20.8	20.8	156.0	150.2	148.0			
The National Security Group	11.24	10.46	10.11	60.4	56.3	57.9	60.4	56.3	57.9	NM	NM	NM	18.3	17.3	16.7	42.7	39.7	38.0			
Conifer Holdings Inc.	2.65	4.02	2.61	60.2	91.5	57.6	61.7	93.6	59.0	NM	25.9	16.8	9.9	14.4	9.4	26.0	39.5	21.4			
Unico American Corp.	4.66	4.15	3.76	66.7	59.4	57.1	66.7	59.4	57.1	NM	NM	NM	18.6	16.6	15.1	76.3	67.9	55.1			

Source: S&P Global Market Intelligence as of December 29, 2020, August 31, 2021, and October 15, 2021
1 Global Indemnity and Hallmark were not included in the original Appraisal, and therefore their value does not come into play in this comparison

The Guideline Group’s market valuation ratios have fluctuated slightly since the Appraisal. As of October 15, 2021, the median P/B ratio of the Guideline Group measured 57.9%, down from 70.3% at August 31, 2021. We have determined a pro forma midpoint value of \$20.0 million for the Company on a fully converted basis, which implies an aggregate midpoint pro forma P/B ratio of 41.4%. Applying a range of value of 15% above and below the midpoint, the resulting minimum of \$17.0 million implies a P/B ratio of 37.1% and the resulting maximum of \$23.0 million implies a P/B ratio of 45.3%. The Company’s P/B valuation ratios reflect a discount to the Guideline Group’s median ratio of 57.9%, measuring 21.7% at the valuation maximum, 28.5% at the valuation midpoint, and 36.0% at the valuation minimum. The Company’s pro forma P/B valuation ratios reflect discounts to the Guideline Group’s mean ratio of 67.2%, measuring 32.5% at the valuation maximum, 38.3% at the valuation midpoint, and 44.8% at the valuation minimum.

Based on the P/TB measure, the Company’s pro forma midpoint valuation of \$20.0 million reflects a P/TB ratio of 41.4%, ranging from 37.1% at the minimum to 45.3% at the maximum. The Company’s pro forma P/TB valuation ratios reflect discounts to the Guideline Group’s median ratio of 59.0%, measuring 23.1% at the valuation maximum, 29.8% at the valuation midpoint, and 37.1% at the valuation minimum. The Company’s P/TB valuation reflects discounts to the Guideline Group’s mean ratio of 68.5%, measuring 33.9% at the valuation maximum, 39.6% at the valuation midpoint, and 45.9% at the valuation minimum.

Based on the P/A measure, the Company's pro forma midpoint valuation of \$20.0 million reflects a P/A ratio of 21.3%, ranging from 18.5% at the minimum to 23.8% at the maximum. The Company's pro forma P/A valuation ratios reflect a premium to the Guideline Group's median ratio of 18.1%, measuring a premium of 31.8% at the valuation maximum, a premium of 17.6% at the valuation midpoint, and a premium of 2.6% at the valuation minimum. The Company's P/A valuation ratios reflect a premium/discount to the Guideline Group's mean ratio of 20.0%, measuring a premium of 19.0% at the valuation maximum, a premium of 6.2% at the valuation midpoint, and a discount of 7.3% at the valuation minimum.

Boenning believes the P/E metric is not a useful tool for comparison in this October Appraisal Update due to the majority of the companies in the Guideline Group reporting negative LTM earnings. While Amalgamated reported positive LTM earnings, it was driven by unrealized gains on equity securities, as well as lower loss experience behind a substantial decrease in loss frequency and severity in the commercial auto industry driven by the Covid-19 pandemic. Furthermore, as previously stated, the price to book value is the primary determinant of value for an insurance company similar to Amalgamated. Due to this, a P/E comparative analysis would not be meaningful. Boenning notes that the implied pro forma P/E ratio at the midpoint, 4.3x, is materially below the median of 10.8x for the Guideline Companies.

In our opinion, the levels of discounts described above are appropriate to reflect the previously discussed adjustments for size, earnings prospects, liquidity of the issue, lack of subscription interest, dividend outlook and the new issue discount. The Company's ability to deploy the excess capital profitably and to generate growth and improved returns on equity constitutes a significant operating challenge in the highly competitive P&C insurance marketplace in which the Company strives to overcome its relative lack of scale, critical mass, and diversification in its fundamental business model.

Valuation Conclusion

It is our opinion that, as of October 15, 2021, the updated Appraised Value of the shares to be issued immediately following the Offering was within the updated Valuation Range of \$17.0 million to \$23.0 million, with a midpoint of \$20.0 million. The updated Valuation Range was based upon a 15% decrease from the midpoint to determine the minimum and a 15% increase from the midpoint to establish the maximum. Exhibits XII and XIII shows the assumptions and calculations utilized in determining the Company's updated Valuation Range.

EXHIBIT I

STATEMENT OF GENERAL ASSUMPTIONS AND LIMITING CONDITIONS

This October Appraisal Update is subject to the following general assumptions and limiting conditions.

1. No investigation has been made of, and no responsibility is assumed for, the legal description of the property being valued or legal matters, including title or encumbrances. Title to the property is assumed to be good and marketable unless otherwise stated. The property is assumed to be free and clear of any liens, easements or encumbrances unless otherwise stated.
2. Information furnished by others, upon which all or portions of this analysis is based, is believed to be reliable, but has not been verified except as set forth in this document. No warranty is given as to the accuracy of such information.
3. This October Appraisal Update has been made only for the purpose stated and shall not be used for any other purpose.
4. Except as specified in our engagement letter, neither Boenning nor any individual signing or associated with this report shall be required by reason of this October Appraisal Update to give further consultation, provide testimony, or appear in court or other legal proceeding.
5. No responsibility is taken for changes in market conditions, or the impact of epidemic, pandemic, hurricane or any other significant weather event or natural occurrence, war (declared or otherwise), insurrection, terrorism, travel restriction, act of God or other circumstance, foreseen or unforeseen, and no obligation is assumed to revise this October Appraisal Update to reflect changes, events or conditions which occur subsequent to the date hereof.
6. The date to which the analysis expressed in this October Appraisal Update applies is set forth in the letter of transmittal. Our October Appraisal Update is based on the purchasing power of the United States dollar as of that date.
7. It is assumed that all required certificates of authority and other licenses, permits, certificates of occupancy, consents, or other legislative or administrative authority from any local, state,

or national government or private entity or organization have been or can readily be obtained or renewed.

8. Full compliance with all applicable federal, state and local zoning, use, environmental and similar laws and regulations is assumed, unless otherwise stated.
9. Competent management is assumed.
10. The October Appraisal Update is predicated on the financial structure prevailing as of the date of this report.
11. This October Appraisal Update is provided solely to and for the sole benefit of the Board of Trustees of the Company and shall not form the basis for any derivative or other suit in the name of the Company or otherwise.
12. This October Appraisal Update is based on unaudited GAAP financial data provided by the Company. On the other hand, insurance companies prepare statutory financial statements in accordance with accounting practices and procedures prescribed or permitted by state insurance departments (“SAP”). GAAP operating results and financial data will not match any SAP disclosures that are available, and we have not attempted to reconcile GAAP and SAP disclosures. This October Appraisal Update assumes audited GAAP financial data will be identical to the unaudited financial data utilized herein.

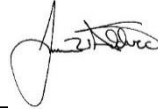
EXHIBIT II
CERTIFICATION

We certify that, to the best of our knowledge and belief:

- The facts and data reported by the reviewer and used in the review process are true and correct;
- The analyses, opinions, and conclusions in this October Appraisal Update are limited only by the assumptions and limiting conditions stated in this document, and are our personal, impartial and unbiased professional analyses, opinions and conclusions;
- We have no present or prospective interest in the property that is the subject of this October Appraisal Update, and we have no personal interest or bias with respect to the parties involved;
- Our engagement in this assignment was not contingent upon developing or reporting predetermined results; and
- Our compensation is not contingent on an action or event resulting from the analyses, opinions, or conclusions in, or the use of, this report.



Anthony A. Latini, Jr.



James W. Adducci



Tom Haldeman

October 15, 2021

Exhibit III

Overview of Boenning

Founded in 1914, Pennsylvania based Boenning & Scattergood, Inc. is one of the oldest independent securities, asset management and investment banking firms in the region, providing individual, institutional, corporate and municipal clients a full complement of financial services including equity research, investment banking, public finance, asset management as well as equity and fixed income sales and trading.

Background of Appraisers

Anthony A. Latini, Jr., CFA – Managing Director

Tony leads the firm's insurance practice and has over 30 years of experience with the property/casualty and life segments. His merger & acquisition transaction experience includes in excess of \$2 billion in transaction value and he has assisted in raising over \$1 billion in debt and junior capital. Prior to joining Boenning & Scattergood, Mr. Latini was Managing Director of Curtis Financial Group's financial services industry group. He has also held positions at Berwind Financial L.P., Evans & Company, Inc. and CoreStates Financial Corp. Tony received his Bachelor of Science degree in Economics with a concentration in Finance from the Wharton School of the University of Pennsylvania. He holds the Chartered Financial Analyst designation and the FINRA Series 7, 24, 63, and 79 licenses. Tony has experience working on over fifteen demutualizations.

James W. Adducci – Managing Director

James has 20 years of investment banking experience working with public and private companies executing exclusive sale assignments, buy-side transactions, financings and various other strategic advisory assignments. James has completed transactions totaling more than \$2 billion in value. James has been involved with multiple deals involving companies in the insurance sector. Prior to joining Boenning in 2004, James worked in the diversified industrials group at Dresdner Kleinwort in New York where he focused on cross-border M&A transactions. James received his BA in Economics from Carleton College. He is registered with FINRA and holds the Series 7 and 63 licenses. James has experience working on ten demutualizations.

Tom Haldeman – Associate

Tom joined Boenning & Scattergood in 2019 after working as an Analyst in Wells Fargo's Corporate & Investment Banking Group, where he worked on raising capital for clients in the insurance and asset management industries. As part of the Investment Banking Group, Tom has primarily worked on transactions including merger & acquisition advisory and capital raises. Tom received his BS degree from Villanova University with a concentration in Finance, as well as a minor in Management Information Systems. He is registered with FINRA, holds the Series 79 and 63 licenses, and this engagement represents his second demutualization transaction.

Exhibit IV
Amalgamated Casualty Insurance Company
Statutory Balance Sheet — (\$000s)

	2016	2017	2018	2019	2020	Q2'21 YTD
Assets						
Investments:						
Bonds	36,794	36,481	34,959	31,832	30,163	27,439
Preferred Stocks	605	973	2,037	2,026	1,920	3,108
Common Stocks	5,056	3,915	997	989	1,374	1,634
Cash & Short Term Investments	1,020	2,235	1,041	3,169	3,487	2,763
Other Investments	8,446	10,392	12,036	11,809	12,533	13,164
Total Cash & Investments	51,921	53,996	51,070	49,825	49,476	48,108
Other Assets	4,824	5,715	4,577	5,671	3,857	4,724
Total Assets	56,744	59,711	55,647	55,496	53,334	52,832
Liabilities						
Loss Reserves	5,028	6,241	9,117	9,499	7,023	5,968
Loss Adjustment Expense Reserves	1,202	1,864	2,759	2,083	1,638	1,504
Total Loss & LAE Reserves	6,230	8,106	11,877	11,582	8,661	7,472
Unearned Premium Reserve	3,691	5,189	4,383	5,250	3,179	3,626
Other Liabilities	4,001	3,798	3,172	3,479	2,709	2,989
Total Liabilities	13,923	17,093	19,431	20,310	14,549	14,086
Capital and Surplus						
Unassigned Surplus	42,821	42,618	36,216	35,186	38,785	38,745
Total Capital and Surplus	42,821	42,618	36,216	35,186	38,785	38,745
Total Liabilities & Capital and Surplus	56,744	59,711	55,647	55,496	53,334	52,832

Exhibit V
Amalgamated Casualty Insurance Company
Statutory Statements of Income — (\$000s)

	2016	2017	2018	2019	2020	Q2'21 LTM
Underwriting Revenue						
Personal P&C Direct Premiums	1,504	1,654	1,402	1,380	600	815
Commercial P&C Direct Premiums	10,640	12,367	10,787	11,748	5,702	7,365
Direct Premiums Written	12,144	14,022	12,190	13,128	6,303	8,181
Net Reinsurance Premiums	688	617	521	533	240	316
Net Premiums Written	11,456	13,404	11,669	12,595	6,063	7,865
Change in U/E Premiums Reserve	1,945	1,498	(806)	867	(2,071)	556
Net Premiums Earned	9,511	11,906	12,476	11,728	8,133	7,309
Losses and LAE Incurred	6,735	11,428	14,250	8,829	2,684	1,913
Other Underwriting Expense Incurred	3,337	4,449	5,142	5,480	4,226	5,027
Net Underwriting Gain (Loss)	(561)	(3,971)	(6,916)	(2,580)	1,223	369
Net Investment Income	970	841	1,371	1,516	1,447	1,340
Net Realized Capital Gains (Losses)	4	372	690	(214)	385	292
Finance Service Charges	39	47	61	93	66	53
All Other Income	1	2	1	(27)	(225)	(182)
Net Income after capital gains (loss) before tax	453	(2,709)	(4,793)	(1,212)	2,895	1,873
Federal Income Tax	3	-	-	-	-	-
Net Income	450	(2,709)	(4,793)	(1,212)	2,895	1,873
Loss Ratio (%) (1)	70.8	96.0	114.2	75.3	33.0	26.2
Expense Ratio (%) (2)	29.1	33.2	44.1	43.5	69.7	63.9
Combined Ratio (%) (3)	99.9	129.2	158.3	118.8	102.7	90.1

Exhibit VI
Amalgamated Casualty Insurance Company
Statutory Balance Sheet — Common Size (%)

	2016	2017	2018	2019	2020	Q2'21 YTD
Assets						
Investments:						
Bonds	64.84	61.10	62.82	57.36	56.55	51.94
Preferred Stocks	1.07	1.63	3.66	3.65	3.60	5.88
Common Stocks	8.91	6.56	1.79	1.78	2.58	3.09
Cash & Short Term Investments	1.80	3.74	1.87	5.71	6.54	5.23
Other Investments	14.88	17.40	21.63	21.28	23.50	24.92
Total Cash & Investments	91.50	90.43	91.77	89.78	92.77	91.06
Other Assets	8.50	9.57	8.23	10.22	7.23	8.94
Total Assets	100.00	100.00	100.00	100.00	100.00	100.00
Liabilities						
Loss Reserves	8.86	10.45	16.38	17.12	13.17	11.30
Loss Adjustment Expense Reserves	2.12	3.12	4.96	3.75	3.07	2.85
Total Loss & LAE Reserves	10.98	13.57	21.34	20.87	16.24	14.14
Unearned Premium Reserve	6.50	8.69	7.88	9.46	5.96	6.86
Other Liabilities	7.05	6.36	5.70	6.27	5.08	5.66
Total Liabilities	24.54	28.63	34.92	36.60	27.28	26.66
Capital and Surplus						
Unassigned Surplus	75.46	71.37	65.08	63.40	72.72	73.34
Total Capital and Surplus	75.46	71.37	65.08	63.40	72.72	73.34
Total Liabilities & Capital and Surplus	100.00	100.00	100.00	100.00	100.00	100.00

Exhibit VII
Amalgamated Casualty Insurance Company
Statutory Statements of Income — Common Size (%)

	2016	2017	2018	2019	2020	Q2'21 LTM
Underwriting Revenue						
Personal P&C Direct Premiums	15.81	13.90	11.24	11.77	7.38	11.15
Commercial P&C Direct Premiums	111.87	103.87	86.47	100.17	70.11	100.76
Direct Premiums Written	127.68	117.76	97.71	111.94	77.49	111.92
Net Reinsurance Premiums	7.23	5.18	4.17	4.55	2.95	4.32
Net Premiums Written	120.45	112.58	93.54	107.39	74.54	107.60
Change in U/E Premiums Reserve	20.45	12.58	(6.46)	7.39	(25.46)	7.60
Net Premiums Earned	100.00	100.00	100.00	100.00	100.00	100.00
Losses and LAE Incurred	70.81	95.98	114.22	75.28	33.00	26.17
Other Underwriting Expense Incurred	35.08	37.37	41.22	46.72	51.96	68.77
Net Underwriting Gain (Loss)	(5.90)	(33.35)	(55.44)	(22.00)	15.04	5.05
Net Investment Income	10.20	7.06	10.99	12.93	17.79	18.33
Net Realized Capital Gains (Losses)	0.04	3.12	5.53	(1.82)	4.74	4.00
Finance Service Charges	0.41	0.40	0.49	0.79	0.81	0.73
All Other Income	0.01	0.02	0.01	(0.23)	(2.77)	(2.49)
Net Income after capital gains (loss) before tax	4.76	(22.75)	(38.42)	(10.34)	35.60	25.62
Federal Income Tax	0.03	-	-	-	-	-
Net Income	4.73	(22.75)	(38.42)	(10.34)	35.60	25.62

Exhibit VIII
Amalgamated Casualty Insurance Company
Statutory Balance Sheet — Growth Analysis (%)

	2017	2018	2019	2020	Q2'21 YTD	'16-'20 CAGR
Assets						
Investments:						
Bonds	(0.85)	(4.17)	(8.94)	(5.25)	(17.24)	(4.85)
Preferred Stocks	60.87	109.33	(0.55)	(5.24)	162.07	33.47
Common Stocks	(22.56)	(74.53)	(0.84)	38.94	41.40	(27.80)
Cash & Short Term Investments	119.11	(53.42)	204.38	10.05	(37.20)	35.98
Other Investments	23.04	15.82	(1.88)	6.13	10.32	10.37
Total Cash & Investments	4.00	(5.42)	(2.44)	(0.70)	(5.45)	(1.20)
Other Assets	18.47	(19.91)	23.91	(31.99)	49.97	(5.44)
Total Assets	5.23	(6.81)	(0.27)	(3.90)	(1.87)	(1.54)
Liabilities						
Loss Reserves	24.13	46.09	4.19	(26.07)	(27.78)	8.71
Loss Adjustment Expense Reserves	55.06	47.98	(24.52)	(21.33)	(15.78)	8.04
Total Loss & LAE Reserves	30.10	46.52	(2.48)	(25.22)	(25.58)	8.58
Unearned Premium Reserve	40.58	(15.53)	19.78	(39.45)	30.10	(3.67)
Other Liabilities	(5.08)	(16.49)	9.69	(22.13)	21.72	(9.29)
Total Liabilities	22.77	13.68	4.53	(28.37)	(6.26)	1.11
Capital and Surplus						
Unassigned Surplus	(0.47)	(15.02)	(2.84)	10.23	(0.20)	(2.45)
Total Capital and Surplus	(0.47)	(15.02)	(2.84)	10.23	(0.20)	(2.45)
Total Liabilities & Capital and Surplus	5.23	(6.81)	(0.27)	(3.90)	(1.87)	(1.54)

Exhibit IX
Amalgamated Casualty Insurance Company
Statutory Statements of Income — Growth Analysis (%)

	2017	2018	2019	2020	Q2'21 LTM	'16-'20 CAGR
Underwriting Revenue						
Personal P&C Direct Premiums	10.02	(15.23)	(1.57)	(56.53)	84.61	(20.52)
Commercial P&C Direct Premiums	16.23	(12.77)	8.90	(51.46)	66.82	(14.44)
Direct Premiums Written	15.46	(13.06)	7.70	(51.99)	68.47	(15.12)
Net Reinsurance Premiums	(10.25)	(15.62)	2.38	(54.97)	72.77	(23.13)
Net Premiums Written	17.01	(12.94)	7.93	(51.87)	68.30	(14.71)
Change in U/E Premiums Reserve	(22.99)	NM	NM	NM	NM	NM
Net Premiums Earned	25.19	4.78	(5.99)	(30.65)	(19.24)	(3.84)
Losses and LAE Incurred	69.69	24.69	(38.04)	(69.60)	(49.19)	(20.55)
Other Underwriting Expense Incurred	33.34	15.57	6.57	(22.87)	41.47	6.09
Net Underwriting Gain (Loss)	NM	NM	NM	NM	(90.89)	NM
Net Investment Income	(13.32)	63.07	10.55	(4.56)	(14.20)	10.51
Net Realized Capital Gains (Losses)	NM	85.49	NM	NM	(42.44)	220.07
Finance Service Charges	21.06	27.86	53.72	(29.70)	(34.24)	13.73
All Other Income	183.63	(30.57)	NM	NM	NM	NM
Net Income after capital gains (loss) before tax	NM	NM	NM	NM	(58.16)	59.03
Federal Income Tax	(100.00)	-	-	-	-	(100.00)
Net Income	NM	NM	NM	NM	(58.16)	59.28

Exhibit X

Amalgamated Casualty Insurance Company
Consolidated Balance Sheet — GAAP Basis
(in thousands of dollars)

	2019	2020	Q2'21 YTD
Assets			
Investments:			
Bonds	32,631	31,527	28,653
Equities	3,127	3,360	4,867
Real Estate	32,451	31,686	31,304
Other Invested Assets	2,671	3,593	4,444
Cash & Short Term Investments	4,217	4,355	3,671
Total Cash & Investments	75,097	74,521	72,939
Premiums and Other Receivables	5,430	3,545	4,493
Reinsurance Recoverable	833	1,200	878
Deferred Acquisition Costs	218	378	684
Deferred Rent and Leases in Place	5,191	5,054	5,093
Right of Use Asset	2,192	1,974	1,876
Other Assets	979	1,621	2,364
Total Assets	89,939	88,293	88,327
Liabilities			
Losses and Loss Adjustment Expenses	12,415	9,861	8,079
Unearned and Advance Premiums	5,461	3,304	3,765
Notes Payable	28,353	28,019	27,778
Accrued Expenses	615	686	770
Other liabilities	5,282	4,228	4,682
Total Liabilities	52,126	46,098	45,075
Equity			
AOCI	(732)	(184)	(355)
Retained Earnings	37,762	41,632	42,876
Minority Interest	784	747	731
Total Equity	37,813	42,194	43,252
Total Liabilities and Equity	89,939	88,293	88,327

Exhibit XI

Amalgamated Casualty Insurance Company
Consolidated Statements of Operations — GAAP Basis
(in thousands of dollars)

	2019	2020	2Q'21 LTM
Revenues			
Direct Premiums Written			
Net Premiums Written	12,595	6,063	7,873
Net Premiums Earned	11,728	8,133	7,309
Net Investment Income	1,516	1,447	1,329
Net Realized Investment Gains (Losses)	(214)	(15)	75
Net Unrealized Gains (Losses) on Equity Securities	735	814	2,504
Service Fee Income	93	67	97
Other Income (Losses)	2,279	2,466	2,513
Total Revenues	16,138	12,913	13,827
Expenses			
Losses and Loss Adjustment Expenses	8,829	2,684	1,913
Policy Acquisition Costs and Other Operating Expenses	2,542	2,335	2,954
Other Expenses	5,437	4,207	4,640
Total Expenses	16,808	9,226	9,507
Income (Loss) Before Income Taxes	(670)	3,687	4,320
Income Tax Expense (Benefit)	(206)	(146)	(118)
Net Income (Loss) Attributable to Minority Interest	23	37	39
Net Income (Loss)	(441)	3,870	4,477
Other Comprehensive (Loss) Income	776	548	444
Comprehensive (Loss) Income	312	4,381	4,884
Performance Ratios:			
Losses and loss adjustment expenses ratio (%) (1)	75.3	33.0	26.2
Expense ratio (%) (2)	21.7	28.7	40.4
Combined ratio (%) (3)	97.0	61.7	66.6
Return on average equity (%)		9.7	10.5
Statutory Data:			
Statutory net income (loss)	(1,212)	2,895	1,873
Statutory surplus	35,186	38,785	38,745
Ratio of net premiums written to statutory surplus	0.4x	0.2x	0.2x

(1) Calculated by dividing losses and loss adjustment expenses by net premiums earned.

(2) Calculated by dividing amortization of deferred policy acquisition costs and net underwriting and administrative expenses by net premiums earned.

(3) The sum of the losses and loss adjustment expenses ratio and the underwriting expense ratio.

A combined ratio of less than 100% means a company is making an underwriting profit.

Exhibit XII
Amalgamated Casualty Insurance Company
Pro Forma Assumptions for Conversion Valuation

A-1 The initial offering price is \$10.00 per share and the number of shares offered is calculated by dividing the updated Appraised Value by the offering price.

A-2 Conversion and offering expenses were estimated by Company management.

A-3 It is assumed that 9.9% of the shares offered for sale will be acquired by an ESOP. Pro forma adjustments have been made to earnings and equity to reflect the impact of the ESOP. The aggregate purchase price of shares of Common Stock to be purchased by the ESOP in the Offering represents unearned compensation and is reflected as a reduction in capital. It is further assumed that the ESOP purchase is funded through cash in the form of an intercompany loan. No reinvestment is assumed on proceeds used to fund the ESOP. The amount of cash used to purchase Common Stock has been reflected as a reduction from gross proceeds to determine the estimated net funds available for reinvestment. The ESOP expense reflects recognition of expense based upon shares committed to be allocated under the ESOP over a 6-year period. For purposes of this calculation, the average market value was assumed to be equal to the initial offering price of \$10.00.

It is assumed that 4% of the shares offered for sale will be acquired by the Company for use as restricted stock awards for leadership. Pro forma adjustments have been made to earnings and equity to reflect the impact of the RSUs, and the aggregate purchase price of shares of Common Stock to be acquired for the RSU in the Offering is reflected as a reduction in capital. The amount of cash used to purchase Common Stock has been reflected as a reduction from gross proceeds to determine the estimated net funds available for reinvestment. The RSU expense reflects recognition of expense based upon shares expected to be allocated over a 5-year period. For purposes of this calculation, the average market value was assumed to be equal to the initial offering price of \$10.00.

A-4 The policyholder cash payment of \$7.3 million was negotiated between the Company and the DISB. Boenning expressed no opinion about the payment and assumes the payment will be made at the time of the conversion transaction.

A-5 The net investable proceeds are fully invested at the beginning of the applicable period. The net investable proceeds are invested to yield a return of 1.59%, which represents the yield on the 10-year U.S. Treasury bond at market close on October 15, 2021. The effective income tax rate was assumed to be 21.0%, resulting in an after-tax yield of 1.26%.

A-6 No effect has been given in the pro forma equity calculation for the assumed earnings initially on the net proceeds.

A-7 For the earnings per share (“EPS”) calculations, pro forma per share amounts have been computed by dividing pro forma amounts by the total outstanding number of shares of stock.

A-8 For the book value calculations, pro forma per share amounts have been computed by dividing pro forma amounts by the total outstanding number of shares of stock.

Exhibit XIII
Pro Forma Conversion Valuation Range - Full Conversion Basis
(Dollars in Thousands, except per share data)

	Minimum	Midpoint	Maximum
Total implied shares outstanding	1,700,000	2,000,000	2,300,000
Offering price	\$10.00	\$10.00	\$10.00
Implied Gross Proceeds:	\$17,000	\$20,000	\$23,000
Less: estimated expenses	(4,014)	(4,146)	(4,277)
Implied net offering proceeds	12,986	15,854	18,723
Less: Policyholder Cash Payment	(7,300)	(7,300)	(7,300)
Less: ESOP Plan Purchase	(1,683)	(1,980)	(2,277)
Less: Restricted Stock Purchase	(680)	(800)	(920)
Net investable proceeds	\$3,323	\$5,774	\$8,226
Net Income:			
LTM ended 6/30/2021	4,477	4,477	4,477
Pro forma income on net investable proceeds	42	73	103
Pro forma ESOP expense amortization adjustment	(222)	(261)	(300)
Pro forma Restricted Stock adjustment	(107)	(126)	(145)
Pro forma net income	4,190	4,162	4,135
Pro forma earnings per share	2.74	2.31	2.00
Total Revenue:			
LTM ended 6/30/2021	13,827	13,827	13,827
Pro forma revenue on net proceeds, pre-tax	53	92	131
Pro forma total revenue	13,880	13,919	13,958
Pro forma total revenue per share	8.16	6.96	6.07
Common Equity:			
Common equity at 6/30/2021	42,521	42,521	42,521
Net offering proceeds	12,986	15,854	18,723
Less: Policyholder Cash Payment	(7,300)	(7,300)	(7,300)
Less: ESOP plan purchase	(1,683)	(1,980)	(2,277)
Less: Restricted Stock plan purchase	(680)	(800)	(920)
Pro forma common equity	45,844	48,296	50,747
Pro forma book value per share	26.97	24.15	22.06
Total Equity:			
Total equity at 6/30/2021	43,252	43,252	43,252
Net offering proceeds	12,986	15,854	18,723
Less: Policyholder Cash Payment	(7,300)	(7,300)	(7,300)
Less: ESOP plan purchase	(1,683)	(1,980)	(2,277)
Less: Restricted Stock plan purchase	(680)	(800)	(920)
Pro forma total equity	46,575	49,026	51,478
Tangible Common Equity:			
Tangible common equity at 6/30/2021	42,521	42,521	42,521
Net offering proceeds	12,986	15,854	18,723
Less: Policyholder Cash Payment	(7,300)	(7,300)	(7,300)
Less: ESOP plan purchase	(1,683)	(1,980)	(2,277)
Less: Restricted Stock plan purchase	(680)	(800)	(920)
Pro forma tangible common equity	45,844	48,296	50,747
Pro forma tangible book value per share	26.97	24.15	22.06
Total Assets:			
Total assets at 6/30/2021	88,327	88,327	88,327
Net offering proceeds	12,986	15,854	18,723
Less: Policyholder Cash Payment	(7,300)	(7,300)	(7,300)
Less: ESOP plan purchase	(1,683)	(1,980)	(2,277)
Less: Restricted Stock plan purchase	(680)	(800)	(920)
Pro forma total assets	91,649	94,101	96,553
Pro forma total assets per share	53.91	47.05	41.98
Pro Forma Ratios (%):			
Price / LTM EPS (x)	3.6	4.3	5.0
Price / LTM Revenue	122.5	143.7	164.8
Price / Book Value	37.1	41.4	45.3
Price / Tangible Book Value	37.1	41.4	45.3
Price / Total Assets	18.5	21.3	23.8
Total Equity / Assets	50.8	52.1	53.3
Tangible Equity / Assets	50.8	52.1	53.3

Exhibit XIV
Amalgamated Casualty Insurance Company Draft Amended and Restated Plan of Conversion

[Remainder of this page intentionally left blank]

**AMENDED AND RESTATED PLAN OF CONVERSION
OF
AMALGAMATED CASUALTY INSURANCE COMPANY**

**Under Chapter 9 of Title 31 of the
District of Columbia Official Code (D.C. Code § 31-901 et seq.)**

**As Approved on ~~February 3,~~ November 11, 2021
by the Board of Trustees**

Table of Contents

	<u>Page</u>
ARTICLE 1	
REASONS FOR THE CONVERSION	1
ARTICLE 2	
DEFINITIONS	2
2.01 Certain Terms	2
2.02 Terms Generally	5
ARTICLE 3	
ADOPTION BY THE BOARD OF TRUSTEES	5
3.01 Adoption by the Board	5
ARTICLE 4	
APPROVAL BY THE COMMISSIONER	6
4.01 Application for Approval	6
4.02 Commissioner Approval	6
ARTICLE 5	
TOTAL NUMBER OF SHARES AND PURCHASE PRICE OF COMMON STOCK	6
5.01 Independent Appraiser	6
5.02 Purchase Price	7
5.03 Number of Shares of Common Stock to be Offered	7
5.04 Number of Shares of Common Stock to be Sold	7
5.05 Results of Offering	7
ARTICLE 6	
GENERAL PROCEDURE FOR THE OFFERINGS	9
6.01 Commencement of Offerings	9
ARTICLE 7	
SUBSCRIPTION OFFERING	9
7.01 Allocation of Subscription Rights	9
ARTICLE 8	
PUBLIC OFFERING	11
8.01 Public Offering	11
8.02 Preference in Public Offering	11
8.03 Delivery of Offering Materials	11 11
8.04 Commencement of Public Offering	11 11
8.05 Significant Purchasers	11 11
ARTICLE 9	
LIMITATIONS ON SUBSCRIPTIONS AND PURCHASES OF COMMON STOCK	11 11
9.01 Maximum Number of Shares That May be Purchased	12

Table of Contents

	<u>Page</u>
ARTICLE 10	
TIMING OF THE OFFERINGS, MANNER OF PURCHASING COMMON STOCK AND ORDER FORMS	13 <u>12</u>
10.01 Commencement of the Offering	13
10.02 Right to Reject Orders	14 <u>13</u>
10.03 Policyholders Outside the United States	14 <u>13</u>
ARTICLE 11	
PAYMENT FOR COMMON STOCK	14 <u>13</u>
11.01 Purchase Price for Shares	14 <u>13</u>
11.02 Payment for Shares by ESOP	14
11.03 Shares Nonassessable	15 <u>14</u>
ARTICLE 12	
CONDITIONS of THE OFFERING	15 <u>14</u>
12.01 Closing Conditions	15 <u>14</u>
ARTICLE 13	
APPROVAL BY ELIGIBLE MEMBERS	15 <u>14</u>
13.01 Special Meeting	15 <u>14</u>
13.02 Notice of the Special Meeting	15
ARTICLE 14	
THE CONVERSION	16 <u>15</u>
14.01 Effect on ACIC	16 <u>15</u>
14.02 Effect on Existing Policies	16 <u>15</u>
14.03 Filing of Plan of Conversion and Amended and Restated Articles	16
14.04 Effectiveness of Plan of Conversion	17 <u>16</u>
14.05 Tax Considerations	17 <u>16</u>
14.06 Producer	17
ARTICLE 15	
POLICIES	18 <u>17</u>
15.01 Policies	18 <u>17</u>
15.02 Determination of Ownership	18 <u>17</u>
15.03 In Force	19 <u>18</u>
ARTICLE 16	
SUBSEQUENT POLICYHOLDERS	19 <u>18</u>
16.01 Notice to Subsequent Policyholders	19 <u>18</u>
16.02 Option to Rescind	19

Table of Contents

	<u>Page</u>
ARTICLE 17	
OFFICERS AND TRUSTEES	20 <u>19</u>
17.01 Trustees	20 <u>19</u>
17.02 Officers	20 <u>19</u>
ARTICLE 18	
ADDITIONAL PROVISIONS	20 <u>19</u>
18.01 Continuation of Corporate Existence	20 <u>19</u>
18.02 Conflict of Interest	20
18.03 Restrictions on Transfer of Common Stock	21 <u>20</u>
18.04 No Preemptive Rights	21 <u>20</u>
18.05 Amendment or Withdrawal of Plan of Conversion	21 <u>20</u>
18.06 Corrections	21
18.07 Notices	22 <u>21</u>
18.08 Limitation of Actions	22 <u>21</u>
18.09 Costs and Expenses	22 <u>21</u>
18.10 Headings	22 <u>21</u>
18.11 Governing Law	22 <u>21</u>
18.12 Limitation on Acquisition of Shares of Common Stock	22 <u>21</u>
<u>18.13 Payment of Special Dividend to Policyholders</u>	<u>21</u>

AMENDED AND RESTATED PLAN OF CONVERSION

OF

AMALGAMATED CASUALTY INSURANCE COMPANY

**Under Chapter 9 of Title 31 of the
District of Columbia Official Code (D.C. Code §31-901 et seq.)**

This Amended and Restated Plan of Conversion provides for the conversion of Amalgamated Casualty Insurance Company, a mutual insurance company organized under the laws of District of Columbia (such entity, both before and after the Conversion, being referred to as “ACIC”), from a mutual insurance company into a stock insurance company (the “Conversion”) and the issuance by ACIC of newly-issued shares of common stock of ACIC to ~~Amalgamated Specialty Forge~~ Group Holdings, Inc., a Pennsylvania corporation (“HoldCo”), as authorized by Chapter 9 of Title 31 of the District of Columbia Official Code (D.C. Code §31-901 et seq.) (the “Demutualization Act”). In the Conversion, all Eligible Members will receive subscription rights to purchase shares of common stock of HoldCo, in exchange for the extinguishment of their Membership Interests in ACIC. As required by Section 902(a) of the Demutualization Act, this Plan of Conversion was originally approved and adopted by at least a majority of the members of the Board of Trustees (the “Board”) of ACIC, at a meeting duly called and held on February 3, 2021 (the “Adoption Date”). After receiving comments from the Department of Insurance, Securities and Banking of the District of Columbia, this Amended and Restated Plan of Conversion was approved and adopted by at least a majority of the members of the Board at a meeting duly called and held on November [], 2021. Capitalized terms used herein without definition have the meaning set forth in Article 2 hereof.

ARTICLE 1

REASONS FOR THE CONVERSION

The principal purpose of the Conversion is to convert ACIC from a mutual insurance company into a stock insurance company in order to enhance its capital position and its strategic and financial flexibility and to provide the Eligible Members with the right to acquire an equity interest in HoldCo. The Board believes that the Conversion is in the best interest of ACIC because the additional capital resulting from the Conversion should: (i) sustain and enhance ACIC’s ability to write specialty transportation insurance currently written by ACIC; (ii) support organic growth and diversification initiatives; and (iii) enable HoldCo to attract institutional investors and engage in strategic transactions advantageous to HoldCo and its subsidiaries. The Board further believes that the transaction is fair and equitable, is consistent with the purpose and intent of the Demutualization Act and will not prejudice the interests of the Members.

In its present structure as a mutual insurance company, ACIC can increase its statutory capital only through earnings generated by the businesses of ACIC and its subsidiaries, or by the issuance of surplus notes by ACIC. Reliance on earnings to provide a long-term source of permanent capital, however, limits ACIC’s ability to develop new business, issue new insurance

products, and provide greater stability and protection for its policyholders. Surplus notes do not provide permanent capital and must be repaid out of the company's earnings.

ARTICLE 2 DEFINITIONS

2.01 Certain Terms. As used in this Plan of Conversion, the following terms have the meanings set forth below:

“ACIC” has the meaning specified in the Preamble.

“ACIC Records” means the books, records and accounts of ACIC.

“ACIC Shares” means the duly authorized shares of common stock of ACIC to be issued to HoldCo on the Plan Effective Date in accordance with this Plan of Conversion.

“Adoption Date” has the meaning specified in the preamble.

“Affiliate” means a Person who, directly or indirectly, through one or more intermediaries, controls or is controlled by or is under common control with the Person specified or who is acting in concert with the Person specified.

“Amended and Restated Articles of Incorporation” has the meaning specified in Section 13.01(a).

“Amended and Restated Bylaws” has the meaning specified in Section 14.03(a).

“Application” has the meaning specified in Section 4.01.

“Appraised Value” means the estimated pro forma market value of ACIC, as determined by Boenning.

“Board” has the meaning specified in the preamble.

“Boenning” means Boenning and Scattergood, Inc., a registered broker dealer.

“Code” means the Internal Revenue Code of 1986, as amended.

“Commissioner” means the Commissioner of the Department.

“Common Stock” means the common stock of HoldCo, par value \$0.01 per share.

“Conversion” has the meaning specified in the preamble.

“D.C Code” means the District of Columbia Official Code.

“Decision and Order” means the final and effective decision and order issued by the Commissioner and evidencing the Commissioner’s approval of the Application and of this Plan of Conversion.

“Department” means the District of Columbia Department of Insurance, Securities, and Banking.

“Effective Date Filing” has the meaning specified in Section 14.03.

“Effective Time” means 12:01 a.m., Eastern ~~time~~Time, on the Plan Effective Date. This is the time that this Plan of Conversion is deemed to be effective.

“Eligible Member” means a Member on the Adoption Date; provided that a person insured under a group policy is not an Eligible Member unless all of the conditions in D.C. Code §31-901(3)(A) are satisfied.

“Eligible Policy” means any Policy that is In Force on the Adoption Date.

“Employee” means any natural person who is a full or part-time employee of ACIC.

“ESOP” means the Employee Stock Ownership Plan to be established by HoldCo prior to the commencement of the Offering.

“Gross Proceeds” means the product of (x) the Purchase Price and (y) the number of shares for which subscriptions and orders are received in the Offering and accepted by HoldCo.

“HoldCo” means ~~Amalgamated Specialty Forge~~ Group ~~Holdings~~, Inc., a Pennsylvania corporation that will become the sole stockholder of ACIC, and which will issue shares of Common Stock in the Offering.

“In Force” has the meaning specified in Section 15.03(a).

“Insider” means any Officer or Trustee of ACIC.

“Maximum of the Valuation of Range” has the meaning specified in Section 5.01.

“Member” means a person who, according to the ACIC Records and pursuant to its bylaws and in accordance with Article 15 hereof, is deemed to be a holder of a Membership Interest in ACIC.

“Membership Interests” means, with respect to ACIC, the interests of Members arising under the law of the District of Columbia and the articles of incorporation and bylaws of ACIC prior to the Conversion, including the right to vote and the right to participate in any distribution of surplus in the event that ACIC is liquidated.

“Minimum of the Valuation of Range” has the meaning specified in Section 5.01.

“MRP” means any executive stock incentive plan that may be established by HoldCo and under which stock options, shares of restricted stock, or restricted stock units may be granted to directors and employees of HoldCo or any of its subsidiaries.

“Notice of Special Meeting” has the meaning specified in Section 13.02(a).

“Offering” means the offering of shares of Common Stock pursuant to this Plan in the Subscription Offering and any Public Offering.

“Offering Circular” means the one or more documents to be used in offering the Common Stock in the Offering and for providing information to Persons in connection with the Offering.

“Offering Statement” means the offering statement filed or to be filed with the SEC by HoldCo under Regulation A of the SEC with respect to the offer and sale of shares of HoldCo common stock in the Offering.

“Officer” means the people elected to serve as an officer by the Board.

“Order Form” means the form provided on behalf of HoldCo by which Common Stock may be ordered in the Offering.

“Owner” means, with respect to any Policy, the Person or Persons specified or determined pursuant to the provisions of Section 15.02.

“Participant” means a Person to whom Common Stock is offered in the Subscription Offering.

“Person” means an individual, partnership, firm, association, corporation, joint-stock company, limited liability company, trust, government or governmental agency, state or political subdivision of a state, public or private corporation, board, association, estate, trustee, or fiduciary, or any similar entity.

“Plan Effective Date” has the meaning specified in Section 14.04(a).

“Plan of Conversion” means this [Amended and Restated](#) Plan of Conversion, as it may be amended from time to time in accordance with Section 18.06 or corrected in accordance with Section 18.07. Any reference to the term “Plan of Conversion” shall be deemed to incorporate by reference all of the Exhibits thereto.

“Policy” or “Policies” has the meaning specified in Section 15.01(a).

“Public Offering” means a public offering through an underwriter of the shares not subscribed to in the Subscription Offering, as contemplated by Section 31-906(h) of the D.C. Code.

“Purchase Price” has the meaning specified in Section 5.02.

“SEC” means the United States Securities and Exchange Commission.

“Securities Act” means the Securities Act of 1933, as amended.

“Special Meeting” has the meaning specified in Section 13.01.

“Significant Purchaser” has the meaning specified in Section 8.05.

“Stock Purchase Agreement” has the meaning specified in Section 8.05.

“Subscription Offering” means the offering of the Common Stock that is described in Section 7.01 hereof.

“Subscription Rights” means nontransferable rights to subscribe for Common Stock in the Subscription Offering granted to Participants as described in Section 7.01 hereof.

~~“Subscription Right Value” means the value of each Subscription Right as determined in accordance with Section 7.01(e) hereof.~~

“Trustee” means the members of the Board of Trustees of ACIC.

“Valuation Range” means the range of the estimated pro forma market value of ACIC as converted to a stock insurance holding company as determined by Boenning in accordance with Section 5.01 hereof.

2.02 Terms Generally. As used in this Plan of Conversion, except to the extent that the context otherwise requires:

(a) when a reference is made in this Plan of Conversion to an Article, Section or Exhibit, such reference is to an Article or Section of, or an Exhibit to, this Plan of Conversion unless otherwise indicated;

(b) the words “hereby”, “herein”, “hereof”, “hereunder” and words of similar import refer to this Plan of Conversion as a whole (including any Exhibits hereto) and not merely to the specific section, paragraph or clause in which such word appears;

(c) whenever the words “include,” “includes,” or “including” (or similar terms) are used in this Plan of Conversion, they are deemed to be followed by the words “without limitation”;

(d) the definitions contained in this Plan of Conversion are applicable to the singular as well as the plural forms of such terms; and

(e) whenever the context may require, any pronoun shall include the corresponding masculine, feminine and neuter forms.

ARTICLE 3
ADOPTION BY THE BOARD OF TRUSTEES

3.01 Adoption by the Board. This Plan of Conversion has been approved and adopted by at least a majority of the members of the Board at a meeting duly called and held on ~~February 3,~~ November [], 2021. This Plan of Conversion provides for the conversion of ACIC into a stock insurance holding company in accordance with the requirements of D.C. Code § 31-901 et seq.

ARTICLE 4
APPROVAL BY THE COMMISSIONER

4.01 Application for Approval. Following the adoption of this Plan of Conversion by the Board, ACIC shall file an amendment to the application (the “Application”) with the Commissioner for approval of this Plan of Conversion in accordance with Section 31-903 of the D.C. Code. The Application shall include true and complete copies of the following documents:

- (a) this Plan of Conversion, including the independent appraisal of market value of ACIC provided by Boenning in accordance with Section 5.01 and required by Section 31-906(i) of the D.C. Code;
- (b) the form of notice of the Special Meeting, required by Section 31-904(b) of the D.C. Code;
- (c) the form of information statement and proxy to be solicited from Eligible Members, required by Section 31-904(b) of the D.C. Code;
- (d) the form of notice to persons whose Policies are issued after the Adoption Date but before the Plan Effective Date, required by Section 31-910(a) of the D.C. Code;
- (e) the proposed amended and restated articles of incorporation and amended and restated bylaws of ACIC; and
- (f) any other information or documentation as the Commissioner may request.

If the Commissioner requires modifications to this Plan of Conversion, the Board shall submit any amended Plan of Conversion to the Commissioner for her review and approval.

4.02 Commissioner Approval. This Plan of Conversion is subject to the approval of the Commissioner.

ARTICLE 5
TOTAL NUMBER OF SHARES AND PURCHASE PRICE OF COMMON STOCK.

The number of shares of Common Stock required to be offered and sold by HoldCo in the Offering will be determined as follows:

5.01 Independent Appraiser. Boenning has been retained by ACIC to determine the Valuation Range. The Valuation Range will consist of a midpoint valuation, a valuation fifteen percent (15%) above the midpoint valuation (the “Maximum of the Valuation Range”) and a valuation fifteen percent (15%) below the midpoint valuation (the “Minimum of the Valuation Range”). The Valuation Range will be based upon the consolidated financial condition and results of operations of ACIC, the consolidated pro forma book value and earnings per share of ACIC as converted to a stock company, a comparison of ACIC with comparable publicly-held insurance companies and insurance holding companies, and such other factors as Boenning may deem to be relevant, including that value that Boenning estimates to be necessary to attract a full subscription for the Common Stock. Boenning will submit to ACIC the Valuation Range and a related report that describes the data and methodology used to determine the Valuation Range.

5.02 Purchase Price. The Purchase Price for Common Stock in the Offering (the “Purchase Price”) will be \$10.00 per share and will be uniform as to all purchasers in the Offering.

5.03 Number of Shares of Common Stock to be Offered. The maximum number of shares of Common Stock to be offered in the Offering shall be equal to the Maximum of the Valuation Range divided by the Purchase Price, plus (ii) the number of shares required to enable the ESOP to purchase nine and nine-tenths percent (9.9%) of the total number of shares of Common Stock issued in the Offering.

5.04 Number of Shares of Common Stock to be Sold. Boenning will submit to ACIC the Appraised Value as of the ~~end of the latest period for which audited financial statements of ACIC are available prior to the initial filing of a draft Offering Statement with the SEC.~~ quarter ended June 30, 2021. If the Gross Proceeds of the Offering do not equal or exceed the Minimum of the Valuation Range, then ACIC may cancel the Offering and terminate this Plan, establish a new Valuation Range and extend, reopen or hold a new Offering, or take such other action as it deems to be reasonably necessary.

5.05 Results of Offering.

(a) If the Gross Proceeds of the Offering equal or exceed the Minimum of the Valuation Range, the following steps will be taken:

(1) *Subscription Offering Exceeds Maximum*. If the number of shares to which Participants subscribe in the Subscription Offering multiplied by the Purchase Price is greater than the Maximum of the Valuation Range, then HoldCo on the Effective Date shall issue shares of Common Stock to the subscribing Participants; which shares shall be allocated among the subscribing Participants as provided in Section 7.01; *provided, however*, that the number of shares of Common Stock issued shall not exceed the number of shares of Common Stock offered in the Offering as provided in Section 5.03; and *provided further*, that no fractional shares of Common Stock shall be issued.

(2) *Subscription Offering Meets or Exceeds Minimum, but does not Exceed Maximum.* If the number of shares of Common Stock subscribed for by Participants in the Subscription Offering multiplied by the Purchase Price is equal to or greater than the Minimum of the Valuation Range, but less than or equal to the Maximum of the Valuation Range, then HoldCo on the Effective Date shall issue shares of Common Stock to the subscribing Participants in an amount sufficient to satisfy the subscriptions of such Participants in full. To the extent that shares of Common Stock remain unsold after the subscriptions of all Participants in the Subscription Offering have been satisfied in full, HoldCo shall have the right in its absolute discretion to accept, in whole or in part, orders received from purchasers in the Public Offering, including without limitation orders from any Significant Purchaser pursuant to a Stock Purchase Agreement; *provided, however*, that the number of shares of Common Stock issued shall not exceed the Maximum of the Valuation Range; and, *provided further*, that no fractional shares of Common Stock shall be issued.

(3) *Subscription Offering Does Not Meet Minimum.* If the number of shares of Common Stock subscribed for by Participants in the Subscription Offering multiplied by the Purchase Price is less than the Minimum of the Valuation Range, then in such event HoldCo may accept orders received from purchasers in the Public Offering, including without limitation orders from Significant Purchasers. If the aggregate number of shares of Common Stock subscribed for in the Subscription Offering together with the orders for shares accepted in the Public Offering multiplied by the Purchase Price is equal to or greater than the Minimum of the Valuation Range, then on the Effective Date HoldCo shall: (A) issue shares of Common Stock to subscribing Participants in an amount sufficient to satisfy the subscriptions of such Participants in full, and (B) issue to purchasers in the Public Offering whose orders have been accepted such additional number of shares of Common Stock such that the aggregate number of shares of Common Stock to be issued to subscribing Participants and to purchasers in the Public Offering multiplied by the Purchase Price shall be at least equal to the Minimum of the Valuation Range and may be in any amount up to the Maximum of the Valuation Range, in ACIC's discretion. In no event shall fractional shares of Common Stock be issued.

(b) *Offering Does Not Meet Minimum.* If the aggregate number of shares of Common Stock subscribed for in the Subscription Offering together with the orders for shares accepted in the Public Offering multiplied by the Purchase Price is less than the Minimum of the Valuation Range, then in such event HoldCo and ACIC may (w) cancel the Offering and terminate this Plan, (x) establish a new Valuation Range, (y) extend, reopen or hold a new Offering, or (z) take such other action as they deem reasonably necessary. If a new Valuation Range is established and the Offering is extended, reopened or continued as part of a new Offering, Persons who previously submitted subscriptions or orders will be required to confirm, revise or cancel their original subscriptions or orders. If original subscriptions or orders are canceled, any related payment will be refunded (without interest).

If, following a reduction in the Valuation Range, the aggregate number of shares of Common Stock for which subscriptions and orders have been accepted in the Offering multiplied by the Purchase Price is equal to or greater than the Minimum of the Valuation Range (as such Valuation Range has been reduced), then HoldCo on the Effective Date shall: (i) issue shares of Common Stock to Participants in the Subscription Offering in an amount sufficient to satisfy the subscriptions of such subscribers in full, and (ii) issue to purchasers in the Public

Offering whose orders have been accepted such additional number of shares of Common Stock such that the aggregate number of shares of Common Stock to be issued multiplied by the Purchase Price shall be at least equal to the Minimum of the Valuation Range (as such Valuation Range has been reduced).

(c) *Allocation of Shares.* In determining the allocation of shares of Common Stock to purchasers in the Offering: (i) only those orders and subscriptions accepted by ACIC and HoldCo shall be counted; (ii) any orders and subscriptions for shares in excess of the limitations on purchases set forth in Article 9 hereof shall be accepted only up to the applicable limitation on purchases set forth in Article 9 hereof; and (iii) any order or subscription for shares of Common Stock shall only be accepted to the extent of the payment of the Purchase Price for such shares actually received prior to the termination of the Offering.

(d) *Participant Eligibility.* Notwithstanding anything to the contrary set forth in this Plan, ACIC and HoldCo shall have the right in their absolute discretion and without liability to any subscriber, purchaser, underwriter, broker-dealer, or any other Person to determine which proposed Persons and which subscriptions and orders in the Offering meet the criteria provided in this Plan for eligibility to purchase Common Stock and the number of shares eligible for purchase by any Person. The determination of these matters by HoldCo and ACIC shall be final and binding on all parties and all Persons. Except as provided to the contrary in a Stock Purchase Agreement, ACIC and HoldCo shall have absolute and sole discretion to accept or reject, in whole or in part, any offer to purchase that is made or received in the course of the Public Offering, irrespective of a Person's eligibility under this Plan to participate in the Public Offering.

ARTICLE 6 GENERAL PROCEDURE FOR THE OFFERINGS.

6.01 Commencement of Offerings. As soon as practicable after the Offering Statement is declared to be qualified by the SEC under Regulation A under the Securities Act, and after the receipt of all required regulatory approvals, the Common Stock shall be first offered for sale in the Subscription Offering. It is anticipated that any shares of Common Stock remaining unsold after the Subscription Offering will be sold through the Public Offering. The purchase price per share for the Common Stock shall be a uniform price determined in accordance with Section 5.02 hereof.

ARTICLE 7 SUBSCRIPTION OFFERING.

7.01 Allocation of Subscription Rights. Rights to purchase shares of Common Stock at the Purchase Price (the "Subscription Rights") will be distributed by HoldCo to the Participants in the following priorities:

(a) Eligible Members (First Priority). Each Eligible Member shall receive, without payment, nontransferable Subscription Rights to purchase up to ~~100,000~~ 25,000 shares of Common Stock in the Subscription Offering; *provided, however*, that the maximum number of

shares that may be purchased by Eligible Members in the aggregate shall be equal to the Maximum of the Valuation Range divided by the Purchase Price.

In the event of an oversubscription for shares of Common Stock pursuant to this Section 7.01(a), available shares shall be allocated among subscribing Eligible Members so as to permit each such Eligible Member, to the extent possible, to purchase a number of shares that will make his or her total allocation equal to the lesser of (i) the number of shares that he or she subscribed for or (ii) 1,000 shares. Any shares of Common Stock remaining after such initial allocation will be allocated among the subscribing Eligible Members whose subscriptions remain unsatisfied in the proportion in which (i) the aggregate number of shares as to which each such Eligible Member's subscription remains unsatisfied bears to (ii) the aggregate number of shares as to which all such Eligible Members' subscriptions remain unsatisfied; *provided, however*, that no fractional shares of Common Stock shall be issued. If, because of the magnitude of the oversubscription, shares of Common Stock cannot be allocated among subscribing Eligible Members so as to permit each such Eligible Member to purchase the lesser of 1,000 shares or the number of shares subscribed for, then shares of Common Stock will be allocated among the subscribing Eligible Members in the proportion in which: (i) the aggregate number of shares subscribed for by each such Eligible Member bears to (ii) the aggregate number of shares subscribed for by all Eligible Members; *provided, however*, that no fractional shares of Common Stock shall be issued.

(b) ESOP (Second Priority). The ESOP shall receive, without payment, Subscription Rights to purchase at the Purchase Price a number of shares of Common Stock equal to nine and nine-tenths percent (9.9%) of the total number of shares of Common Stock to be issued in the Offering as set forth in Section 5.03. An oversubscription by Eligible Members shall not reduce the number of shares of Common Stock that may be purchased by the ESOP under this section.

(c) Trustees, Officers, and Employees of ACIC (Third Priority). Each Trustee, Officer, and Employee of ACIC shall receive, without payment, nontransferable Subscription Rights to purchase up to ~~100,000~~25,000 shares of Common Stock in the Subscription Offering; *provided, however*, that such Subscription Rights shall be subordinated to the Subscription Rights of the Eligible Members and the ESOP; and *provided, further*, that such Subscription Rights may be exercised only to the extent that there are shares of Common Stock that could have been purchased by Eligible Members, but which remain unsold after satisfying the subscriptions of all Eligible Members. In the event of an oversubscription among the trustees, Officers, and Employees, the number of shares issued to any one Trustee, Officer, or Employee shall be equal to the product of (i) the number of shares available for issuance to all trustees, Officers, and Employees, and (ii) a fraction, expressed as a percentage, the numerator of which is the number of shares to which the subscribing Trustee, Officer, or Employee subscribed and the denominator of which is the total number of shares subscribed by all trustees, Officers, and Employee. The aggregate number of shares purchased by the Trustees, Officers, and Employees, whether purchased in the Subscription Offering in their capacity as Eligible Members, in the Public Offering, or otherwise, shall be limited as provided in Section 9.1 hereof.

A Trustee, Officer, or Employee who subscribes to purchase shares of Common Stock and who also is eligible to purchase shares of Common Stock as an Eligible Member will be

deemed to purchase Common Stock first in his or her capacity as an Eligible Member, provided that any such person shall nevertheless only have subscription rights to purchase ~~100,000~~25,000 shares of Common Stock in total (with any other purchases being made in the Public Offering).

(d) Limitations on Subscription Rights. Subscription rights granted under this Plan will be nontransferable, nonnegotiable personal rights to subscribe for and purchase shares of Common Stock at the Purchase Price. Subscription Rights under this Plan will be granted without payment, but subject to all the terms, conditions and limitations of this Plan. Any Person purchasing Common Stock hereunder will be deemed to represent and affirm to HoldCo and ACIC that such Person is purchasing for his or her own account and not on behalf of any other Person.

~~(e) Redemption of Subscription Rights.~~

~~(1) Each Eligible Member shall have the right to require the Company to redeem all, but not less than all, of the Subscription Rights granted to such Eligible Member for cash at a redemption price equal to the Subscription Right Value. Any Eligible Member that elects to have the Company redeem the Subscription Rights granted to such Eligible Member shall not have the right to exercise such Subscription Rights. Any Eligible Member that fails to exercise the Subscription Rights granted to such Eligible Member shall be deemed to have elected to have the Company redeem all of the Subscription Rights granted to such Eligible Member. Any Eligible Member that elects, or is deemed to have elected, to have such Eligible Member's Subscription Rights redeemed by the Company shall not be permitted to purchase shares of Common Stock in the Public Offering.~~

~~(2) The Subscription Right Value shall be determined by the Independent Appraiser as of the same date as the Appraised Value. The Subscription Right Value shall be determined using the Black-Scholes option pricing model. For determining the stock price volatility and other valuation inputs the Independent Appraiser shall assume that the attributes of the Stock Holding Company will be substantially similar to the attributes of the stock of the peer companies used to determine the estimated pro-forma market value of the Company. The term of the Subscription Right shall be assumed to be ninety (90) days for the sole purpose of determining the Subscription Right Value.~~

~~(3) For purposes of determining the number of Subscription Rights each Eligible Member may redeem pursuant to this Section 7.01(e), each Eligible Member shall be deemed to have received a number of Subscription Rights equal to the total number of shares of Common Stock to be issued at the midpoint of the Valuation Range (as referenced in Section 5.01 and determined by the Independent Appraiser) divided by the number of Eligible Members as of the Adoption Date.~~

~~(4) The redemption price for each Subscription Right that an Eligible Member elects to have redeemed by the Company (or is deemed to have elected to have the Company redeem) will be paid to such Eligible Member by the Company or the Stock Holding Company within thirty (30) days after the Effective Date.~~

~~(5) For the avoidance of doubt, no recipient of a Subscription Right other than an Eligible Member shall have the right to require the Company to redeem any of its Subscription Rights.~~

ARTICLE 8 PUBLIC OFFERING.

8.01 Public Offering. If less than the total number of shares of Common Stock offered by HoldCo in connection with the Conversion are sold in the Subscription Offering, it is anticipated that remaining shares of Common Stock shall, if practicable, be sold by HoldCo in the Public Offering.

8.02 Preference in Public Offering. In the Public Offering HoldCo shall accept orders in its discretion, subject, however, to any requirements contained in a Stock Purchase Agreement.

8.03 Delivery of Offering Materials. An Offering Circular and an Order Form shall be furnished to all offerees in the Public Offering. Except to the extent provided in a Stock Purchase Agreement, each order for Common Stock in the Public Offering shall be subject to the absolute right of HoldCo to accept or reject any such order in whole or in part either at the time of receipt of an order or as soon as practicable following completion of the Public Offering. In the event of an oversubscription, subject to the preferences described above, the terms of any Stock Purchase Agreement, and the right of HoldCo to accept or reject, in its sole discretion, any order received in the Public Offering, any available shares will be allocated so as to permit each purchaser whose order is accepted in the Public Offering to purchase, to the extent possible, the lesser of 1,000 shares and the number of shares subscribed for by such person. Thereafter, any shares remaining will be allocated among purchasers whose orders have been accepted but remain unsatisfied on a *pro rata* basis, provided no fractional shares shall be issued.

8.04 Commencement of Public Offering. HoldCo may commence the Public Offering concurrently with, at any time during, or as soon as practicable after the end of, the Subscription Offering, and the Public Offering must be completed within 45 days after the completion of the Subscription Offering, unless extended by HoldCo. The provisions of Section 9.01 hereof shall not be applicable to the sales to underwriters for purposes of the Public Offering, but shall be applicable to sales by the underwriters to persons other than any Significant Purchaser. The price to be paid by the underwriters in such an offering shall be equal to the Purchase Price less an underwriting discount to be negotiated among such underwriters and HoldCo, subject to any required regulatory approval or consent.

8.05 Significant Purchasers. Subject to Board approval, ACIC may enter into agreements with one or more Persons who will agree to purchase five percent (5%) or more of the total shares of Common Stock sold in the Offering (any such person, a “Significant Purchaser,” and any such agreement, a “Stock Purchase Agreement”). Any Significant Purchaser may be granted priority over other Persons who submit Order Forms in the Public Offering. All references in this Plan to sales of Common Stock in the Public Offering shall be deemed to include sales made to any Significant Purchaser pursuant to a Stock Purchase Agreement.

ARTICLE 9

LIMITATIONS ON SUBSCRIPTIONS AND PURCHASES OF COMMON STOCK.

9.01 Maximum Number of Shares That May be Purchased. The following additional limitations and exceptions shall apply to all purchases of Common Stock in the Offering:

(a) To the extent that shares are available, no Person may purchase fewer than the lesser of (i) 50 shares of Common Stock or (ii) shares of Common Stock having an aggregate purchase price of \$500.00 in the Offering.

(b) In addition to the other restrictions and limitations set forth herein, except for (i) purchases by any Significant Purchaser, and (ii) the purchase by the ESOP, the maximum amount of Common Stock which any Person together with any Affiliate may, directly or indirectly, subscribe for or purchase in the Offering (including without limitation the Subscription Offering and/or Public Offering), shall not exceed five percent (5%) of the total shares of Common Stock sold in the Offering, provided that any purchase of greater than five percent (5%) of the total shares of Common Stock sold in the Offering must be approved by the Commissioner as otherwise provided under the D.C. Code. The limit set forth in this section applies irrespective of the different capacities in which such person may have received Subscription Rights or other rights or options to place orders for shares of Common Stock under this Plan.

(c) For purposes of the foregoing limitations and the determination of Subscription Rights, (i) Trustees, Officers, and Employees shall not be deemed to be Affiliates or a group acting in concert solely as a result of their capacities as such, and (ii) shares of Common Stock purchased by any plan participant in any tax-qualified retirement account using personal funds or funds held in any tax-qualified retirement account pursuant to the exercise of Subscription Rights granted to such plan participant in his individual capacity as an Eligible Member or as a Trustee or Officer and/or purchases by such plan participant in the Public Offering in such plan participant's capacity as an employee, Trustee, Officer, or Employee shall not be deemed to be purchases by the tax-qualified retirement account for purposes of calculating the maximum amount of Common Stock that the tax-qualified retirement account may purchase, but shall count towards the individual limitations on purchases set forth in this Plan.

(d) Each Person who purchases Common Stock in the Offering shall be deemed to confirm that such purchase does not conflict with the purchase limitations under this Plan or otherwise imposed by law. ACIC shall have the right to take any action as it may, in its sole discretion, deem necessary, appropriate or advisable in order to monitor and enforce the terms, conditions, limitations and restrictions contained in this Section and elsewhere in this Plan and the terms, conditions and representations contained in the Order Form, including, but not limited to, the absolute right of ACIC and HoldCo to reject, limit or revoke acceptance of any order and to delay, terminate or refuse to consummate any sale of Common Stock that they believe might violate, or is designed to, or is any part of a plan to, evade or circumvent such terms, conditions, limitations, restrictions and representations. Any such action shall be final, conclusive and binding on all Persons, and HoldCo and ACIC shall be free from any liability to any Person on account of any such action.

ARTICLE 10
TIMING OF THE OFFERINGS, MANNER OF
PURCHASING COMMON STOCK AND ORDER FORMS.

10.01 Commencement of the Offering. The exact timing of the commencement of the Offering shall be determined by HoldCo in consultation with any financial advisory or investment banking firm retained by it in connection with the Offering. HoldCo may consider a number of factors in determining the exact timing of the commencement of the Offering, including, but not limited to, its pro forma current and projected future earnings, local and national economic conditions and the prevailing market for stocks in general and stocks of insurance companies in particular. HoldCo shall have the right to withdraw, terminate, suspend, delay, revoke or modify the Offering at any time and from time to time, as it in its sole discretion may determine, without liability to any Person, subject to any necessary regulatory approval or concurrence.

10.02 Right to Reject Orders. Subject to the terms of any Stock Purchase Agreement, ACIC and HoldCo shall have the absolute right, in their sole discretion and without liability to any Person, to reject any Order Form as to which there appears to be an irregularity, including, but not limited to, any Order Form that is (i) improperly completed or executed, (ii) not timely received, (iii) not accompanied by the proper payment, or (iv) submitted by a Person whose representations ACIC or HoldCo believes to be false or who it otherwise believes, either alone, or acting in concert with others, is violating, evading or circumventing, or intends to violate, evade or circumvent, the terms and conditions of this Plan. HoldCo and ACIC may, but will not be required to, waive any irregularity on any Order Form or may require the submission of corrected Order Forms or the remittance of full payment for shares of Common Stock by such date as ACIC and HoldCo may specify. The interpretation of ACIC and HoldCo of the terms and conditions of the Order Forms shall be final and conclusive. Once HoldCo receives an Order Form, the order shall be deemed placed and will be irrevocable; *provided, however*, that no Order Form shall be accepted until the Offering Circular has been filed with the SEC and mailed or otherwise made available to the Persons entitled to Subscription Rights in the Offering, and any Order Form received prior to that time shall be rejected and no sale of Common Stock shall be made in respect thereof.

10.03 Policyholders Outside the United States. HoldCo shall make reasonable efforts to comply with the securities laws of all jurisdictions in the United States in which Persons entitled to subscribe reside. However, HoldCo has no obligation to offer or sell shares to any Person under the Plan if such Person resides in a foreign country or in a jurisdiction of the United States with respect to which (i) there are few Persons otherwise eligible to subscribe for shares under this Plan who reside in such jurisdiction, (ii) the granting of Subscription Rights or the offer or sale of shares of Common Stock to such Persons would require HoldCo or its trustees, Officers or employees, under the laws of such jurisdiction, to register as a broker or dealer, salesman or selling agent or to register or otherwise qualify the Common Stock for sale in such jurisdiction, or HoldCo would be required to qualify as a foreign corporation or file a consent to service of process in such jurisdiction, or (iii) such registration or qualification in the judgment of HoldCo would be impracticable or unduly burdensome for reasons of cost or otherwise.

ARTICLE 11
PAYMENT FOR COMMON STOCK.

11.01 Purchase Price for Shares. Payment for shares of Common Stock ordered by Persons in the Offering shall be equal to the Purchase Price per share multiplied by the number of shares that are being ordered. Payment for shares subscribed for or ordered in the Subscription Offering or the Public Offering shall be made by bank draft, check, or money order at the time the Order Form is delivered to HoldCo, or in HoldCo's sole and absolute discretion by delivery of a wire transfer of immediately available funds. Payment for all shares of Common Stock subscribed for must be received in full and collected by HoldCo or by any subscription agent engaged by HoldCo. All subscription payments will be deposited by HoldCo in an escrow account at a bank designated by HoldCo and ACIC and any wire transfers will be delivered directly to such escrow account.

11.02 Payment for Shares by ESOP. Consistent with applicable laws and regulations, payment for shares of Common Stock ordered by the ESOP may be made with funds contributed or loaned by HoldCo or ACIC and/or funds obtained pursuant to a loan from an unrelated financial institution pursuant to a loan commitment which is in force from the time that any such plan submits an Order Form until the closing of the transactions contemplated hereby.

11.03 Shares Nonassessable. Each share of Common Stock issued in the Offering shall be fully-paid and nonassessable upon payment in full of the Purchase Price.

ARTICLE 12
CONDITIONS OF THE OFFERING

12.01 Closing Conditions. Consummation of the Offering is subject to (i) the receipt of all required federal and state approvals for the issuance of Common Stock in the Offering, (ii) approval of the Plan by the members of ACIC as provided in Section 31-904(c) of the D.C. Code, and (iii) the sale in the Offering of such minimum number of shares of Common Stock within the Valuation Range as may be determined by the Board.

ARTICLE 13
APPROVAL BY ELIGIBLE MEMBERS

13.01 Special Meeting.

(a) After the approval of the Application by the Commissioner, ACIC shall hold a special meeting of Eligible Members to vote on this Plan of Conversion (the "Special Meeting"). At the Special Meeting, each Eligible Member shall be entitled to vote on a single proposal (the "Proposal") to (i) adopt and approve this Plan of Conversion and the other transactions contemplated by this Plan of Conversion, and (ii) amend and restate the articles of incorporation of ACIC to read in the form attached as Exhibit A (the "Amended and Restated Articles of Incorporation"). The number of votes that each Eligible Member is entitled to cast at the Special Meeting shall be governed by the Bylaws of ACIC. In order to establish a quorum at the Special Meeting, at least a majority of the Eligible Members must be present, either in person or by proxy. Eligible Members will be permitted to vote at the Special Meeting with respect to each

[Proposal by written proxy or by telephone or internet voting pursuant to the Bylaws of ACIC and such rules and conditions consistent with such Bylaws as are established by the Board.](#)

(b) Adoption of this Plan of Conversion and the Amended and Restated Articles of Incorporation, pursuant to Section 31-904(c) of the D.C. Code, is subject to the approval of at least a majority of the votes cast by Eligible Members who are present in person or by proxy at the Special Meeting.

13.02 Notice of the Special Meeting.

(a) ACIC shall mail notice of the Special Meeting in a form satisfactory to the Department (the “Notice of Special Meeting”). The Notice of Special Meeting shall be mailed within forty-five (45) days following the Commissioner’s approval of this Plan of Conversion. Such notice shall inform each Eligible Member of such Eligible Member’s right to vote upon the Proposal and the place, the day, and the hour of the Special Meeting. Such notice and other materials set forth in Section 13.02(b) shall be mailed by first class or priority mail or an equivalent of first class or priority mail, to the last-known address of each Eligible Member as it appears on the ACIC Records, at least thirty (30) days prior to the date of the Special Meeting, and shall be in a form satisfactory to the Commissioner.

Beginning on the date that the first Notice of Special Meeting is mailed pursuant to Section 13.02(a) and continuing until the Plan Effective Date, ACIC shall also make available at its statutory home office located at 8401 Connecticut Avenue #105, Chevy Chase, Maryland 20815, during regular business hours, copies of the Notice of Special Meeting, this Plan of Conversion and its Exhibits, each in its entirety, for inspection by Eligible Members.

(b) The Notice of the Special Meeting shall be accompanied by information relevant to the Special Meeting, including a copy or summary of this Plan of Conversion, a form of proxy allowing the Eligible Members to vote for or against the Plan of Conversion, a policyholder information statement regarding this Plan of Conversion, and such other explanatory information that the Commissioner approves or requires, all of which shall be in a form satisfactory to the Commissioner. With the prior approval of the Commissioner, ACIC may also send supplemental information relating to this Plan of Conversion to Eligible Members either before or after the date of the Special Meeting.

ARTICLE 14

THE CONVERSION

14.01 Effect on ACIC. On the Plan Effective Date, ACIC shall be converted from a mutual insurance company into a stock insurance company in accordance with Section 31-911 of the D.C. Code and the closing of the Offering shall occur in accordance with this Plan of Conversion. Under the terms of this Plan of Conversion, HoldCo will acquire all of the ACIC Shares. HoldCo thereupon will become the sole shareholder of ACIC and will have all the rights, privileges, immunities and powers and will be subject to all of the duties and liabilities to the extent provided by law of a shareholder of a corporation organized under the laws of the District of Columbia.

14.02 Effect on Existing Policies. Any Policy In Force on the Plan Effective Date will remain In Force under the terms of such Policy, except that the following rights, to the extent they existed in ACIC, shall be extinguished on the Plan Effective Date:

(a) any voting rights of the policyholder provided under or as a result of the Policy;

(b) any right to share in the surplus of ACIC.

14.03 Filing of Plan of Conversion and Amended and Restated Articles. As soon as practicable following (i) the receipt of the Decision and Order, (ii) the Commissioner's determination that all conditions to such approval contained in the Decision and Order have been satisfied, except for those conditions required by the Decision and Order to be satisfied after the Plan Effective Date and with respect to which the Commissioner has received commitments, acceptable to the Commissioner, from ACIC and/or HoldCo to satisfy after the Plan Effective Date, (iii) the adoption of this Plan of Conversion and the Amended and Restated Articles of Incorporation by the Eligible Members as provided in this Plan of Conversion, and (iv) the satisfaction or waiver of all of the conditions contained in this Plan of Conversion, ACIC shall file with the Commissioner (A) the minutes of the Special Meeting, and (B) the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of ACIC (the filing described in clauses (A) and (B), the "Effective Date Filing").

14.04 Effectiveness of Plan of Conversion.

(a) The "Plan Effective Date" of the Plan of Conversion shall be the date and time as of which all of the following steps have been completed: (i) the Plan of Conversion has been approved by the Commissioner, (ii) the Eligible Members have approved the Plan of Conversion by the requisite vote, (iii) the Amended and Restated Articles of Incorporation have been duly adopted, (iv) the Effective Date Filing shall have been made by ACIC, and (v) the Articles of Incorporation of HoldCo have been filed with the Pennsylvania Secretary of State. Subsequent to the Plan Effective Date, the bylaws of ACIC shall be substantially in the form attached hereto as Exhibit B (the "Amended and Restated Bylaws"). This Plan of Conversion shall be deemed to have become effective at the Effective Time.

(b) At the Effective Time:

(1) ACIC shall by operation of Section 31-911 of the D.C. Code become a stock insurance company;

(2) the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws shall without further action become effective; and

(3) all of the Membership Interests shall be extinguished.

(c) On the Plan Effective Date:

(1) ACIC shall issue all of the authorized ACIC Shares to HoldCo, representing all of the issued and outstanding common stock of ACIC; and

(2) HoldCo shall issue shares of Common Stock to Persons whose subscriptions and orders were accepted in the Offering.

14.05 Tax Considerations. This Plan of Conversion shall not become effective and the Conversion shall not occur unless, on or prior to the Plan Effective Date, ACIC shall have received a favorable opinion of Stevens & Lee, P.C., special counsel to ACIC, or other nationally-recognized independent tax counsel to ACIC, dated as of the Plan Effective Date, addressed to the Board and in form and substance satisfactory to ACIC, which, notwithstanding any qualifications expressed therein, is substantially to the effect that ACIC will not recognize any gain or loss for U.S. federal income tax purposes as a result of the Conversion.

14.06 Producer. This Plan of Conversion shall not become effective and the Conversion shall not occur unless, on or prior to the Plan Effective Date, HoldCo shall have acquired or shall simultaneously acquire all of the outstanding voting stock of American Risk Management, Inc., a District of Columbia corporation and the controlling producer of ACIC (“ARM”), such that ARM shall on the Plan Effective Date be a wholly-owned subsidiary of HoldCo.

ARTICLE 15

POLICIES

15.01 Policies.

(a) For the purposes of this Plan of Conversion, the term “Policy” means each insurance policy that has been issued or will be issued or assumed through assumption reinsurance, if any, by ACIC.

(b) The following policies and contracts shall be deemed not to be Policies for purposes of this Plan of Conversion:

(1) any reinsurance assumed by ACIC as a reinsurer on an indemnity basis (but assumption certificates may constitute Policies if they otherwise fall within the definition of Policies as provided in Section 15.01(a));

(2) all administrative services agreements; and

(3) any policy or contract issued by ACIC and ceded to another insurance company through assumption reinsurance.

15.02 Determination of Ownership. Unless otherwise stated herein, the Owner of any Policy as of any date shall be determined on the basis of the ACIC Records as of such date in accordance with the following provisions:

(a) the Owner shall be the owner of the Policy as shown on the ACIC Records;

(b) an additional insured under a Policy shall not be an Owner of the Policy and shall not be a Member;

(c) except as otherwise set forth in this Section 15.02, the identity of the Owner of a Policy shall be determined without giving effect to any interest of any other Person in such Policy;

(d) in any situation not expressly covered by the foregoing provisions of this Section 15.02, the owner of the Policy, as reflected on the ACIC Records, and as determined in good faith by ACIC, shall conclusively be presumed to be the Owner of such Policy for purposes of this Section 15.02, and except for administrative errors, ACIC shall not be required to examine or consider any other facts or circumstances;

(e) the mailing address of an Owner as of any date for purposes of this Plan of Conversion shall be the Owner's last known address as shown on the ACIC Records as of such date;

(f) in no event may there be more than one Owner of a Policy, although more than one Person may constitute a single Owner. If a Person owns a Policy with one or more other Persons, they will constitute a single Owner with respect to the Policy; and

(g) any dispute as to the identity of the Owner of a Policy or the right to vote shall be resolved in accordance with the foregoing and such other procedures as ACIC may determine. Any determinations made by ACIC shall be conclusive as between ACIC and any Owner of a Policy or any other Person with an interest therein but shall not preclude any actions among such Persons.

15.03 In Force.

(a) A Policy shall be deemed to be in force ("In Force") as of any date if, as shown in the ACIC Records:

(1) the Policy has been issued or coverage has been bound by ACIC or assumed by ACIC through assumption reinsurance as of such date; and

(2) such Policy has not expired, cancelled, non-renewed or otherwise terminated, provided that a Policy shall be deemed to be In Force after lapse for nonpayment of premiums until expiration of any applicable grace period (or similar period however designated in such Policy) during which the Policy is in full force for its basic benefits.

(b) The date of expiration, cancellation or termination of a Policy shall be as shown on the ACIC Records.

(c) A Policy shall not be deemed to be In Force as of a given date if the Policy is returned to ACIC and all premiums are refunded within thirty (30) days of such date.

(d) Any dispute as to whether a Policy is In Force shall be resolved in accordance with the foregoing.

ARTICLE 16
SUBSEQUENT POLICYHOLDERS

16.01 Notice to Subsequent Policyholders. Upon the issuance of a Policy that becomes effective after the Adoption Date and before the Plan Effective Date (excluding renewals of Policies In Force on the Adoption Date), ACIC shall send to the Owner of such Policy (a “Subsequent Policyholder”) a written notice regarding this Plan of Conversion in accordance with Section 31-910 of the D.C. Code. Such notice shall specify such Subsequent Policyholder’s right to rescind such Policy as provided in Section 16.02 within thirty (30) days after the Plan Effective Date and shall be accompanied by a copy or summary of this Plan of Conversion. The form of such notice shall be filed with and approved by the Commissioner.

16.02 Option to Rescind. Each Subsequent Policyholder shall be entitled to rescind his Policy and receive a full refund of any amounts paid for the Policy within fifteen (15) days after the receipt by ACIC of the notice of rescission by such Subsequent Policyholder. No Subsequent Policyholder, the estate of such Subsequent Policyholder, or any beneficiary under such policy that has made or filed a claim under a Policy will be entitled to rescission or refund of any premiums paid for such policy. If a Subsequent Policyholder rescinds its Policy pursuant to the right described in this Section 16.02, such Subsequent Policyholder, the estate of such Subsequent Policyholder, or any beneficiary under such policy will have no insurance coverage under such Policy and may not make or file a claim under such Policy.

ARTICLE 17
OFFICERS AND TRUSTEES

17.01 Trustees. Each of the members of ACIC’s Board immediately prior to the Effective Time shall remain as a Trustee of ACIC as of the Effective Time, and thereafter, HoldCo, as the sole shareholder of ACIC, shall have the right to elect the Trustees of ACIC.

17.02 Officers. The Officers of ACIC immediately prior to the Effective Time shall serve as Officers of ACIC after the Effective Time until new Officers are duly elected pursuant to the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws.

ARTICLE 18
ADDITIONAL PROVISIONS

18.01 Continuation of Corporate Existence. Upon the conversion of ACIC to a stock insurance company in accordance with the terms of this Plan of Conversion and the provisions of Section 31-911 of the D.C. Code:

(a) the corporate existence of ACIC as a mutual insurance company shall be continued in ACIC’s corporate existence as a stock insurance company;

(b) all the rights, franchises and interests of ACIC as a mutual insurance company in and to every type of property, real, personal and mixed, and things in action thereunto belonging, shall be deemed transferred to and vested in ACIC as a stock insurance company without any deed or transfer;

(c) ACIC (as converted to a stock insurance company) shall be deemed to have assumed all the obligations and liabilities of ACIC (as the former mutual insurance company);

(d) Except to the extent any surplus note or other convertible instrument is converted to shares of HoldCo common stock in accordance with its terms, all outstanding surplus notes, guaranty fund interests or other surplus debentures issued by ACIC prior to the Effective Time shall remain in full force and effect following the Conversion.

18.02 Conflict of Interest. No Trustee, Officer, agent or Employee of ACIC, or any of its subsidiaries or affiliates or any other person shall receive any fee, commission or other valuable consideration whatsoever, other than his or her usual regular salary and compensation, for in any manner aiding, promoting or assisting in the transactions contemplated by this Plan of Conversion; *provided*, that ACIC may pay reasonable fees and compensation to attorneys, accountants and actuaries for services performed in the independent practice of their professions, even if such attorney, accountant or actuary is also a Trustee or agent of ACIC or any of its subsidiaries.

18.03 Restrictions on Transfer of Common Stock.

(a) All shares of the Common Stock which are purchased in the Offering by Persons other than Trustees and Officers of ACIC or by a Significant Purchaser shall be transferable without restriction. Shares of Common Stock purchased by trustees and Officers of ACIC in the Offering shall be subject to the restriction that such shares shall not be sold for a period of one year following the date of purchase. Shares of Common Stock purchased by a Significant Purchaser shall be subject such restrictions as are set forth in the applicable Stock Purchase Agreement. The shares of Common Stock issued by HoldCo to Officers and trustees of ACIC shall bear the following legend giving appropriate notice of such one year restriction:

The shares represented by this Certificate may not be sold by the registered holder hereof for a period of one year from the date of the issuance printed hereon. This restrictive legend shall be deemed null and void after one year from the date of this Certificate.

In addition, HoldCo shall give appropriate instructions to the transfer agent for its Common Stock with respect to the applicable restrictions relating to the transfer of restricted stock. Any shares issued at a later date as a stock dividend, stock split or otherwise with respect to any such restricted stock shall be subject to the same holding period restrictions as may then be applicable to such restricted stock.

(b) The foregoing restriction on transfer shall be in addition to any restrictions on transfer that may be imposed by federal and state securities laws.

18.04 No Preemptive Rights. No Member or other Person shall have any preemptive right to acquire ACIC shares in connection with this Plan of Conversion.

18.05 Amendment or Withdrawal of Plan of Conversion.

(a) At any time prior to the Plan Effective Date, ACIC may, by resolution of not less than a majority of the Board, amend or withdraw this Plan of Conversion (including the Exhibits hereto). Any amendment shall require the written consent of the Commissioner. No amendment may change the Plan of Conversion after its approval by the Eligible Members in a manner that the Commissioner determines is material unless the Plan of Conversion, as amended, is submitted for reconsideration by the Eligible Members of ACIC pursuant to the provisions of Sections 13.01 and 13.02. No amendment may change the Adoption Date of the Plan of Conversion.

(b) After the Plan Effective Date, the Amended and Restated Articles of Incorporation adopted pursuant to this Plan of Conversion may be amended pursuant to the provisions of such articles of incorporation, the D.C. Code and the statutory provisions generally applicable to the amendment of the articles of incorporation of insurance companies, or such other statutory provisions as may be applicable at the time of the amendment.

18.06 Corrections. Prior to the Plan Effective Date, ACIC, with the prior consent of the Commissioner, may make such modifications as are appropriate to correct errors, cure ambiguities, clarify existing items or make additions to correct manifest omissions in this Plan of Conversion or any exhibits hereto.

18.07 Notices. If ACIC complies substantially and in good faith with the notice requirements of the Demutualization Act with respect to the giving of any required notice to Members, the failure of ACIC to give any Member any required notice does not impair the validity of any action taken under the Demutualization Act.

18.08 Limitation of Actions. Any action or proceeding challenging the validity of or arising out of acts taken or proposed to be taken pursuant to the Demutualization Act shall be commenced within 30 days after the Plan Effective Date. No Person shall have any rights or claims against ACIC or its Board based upon the withdrawal or termination of this Plan of Conversion.

18.09 Costs and Expenses. All the costs and expenses related to the Plan of Conversion, including the costs of outside advisors and consultants of the regulatory agencies, shall be borne, directly or indirectly, by ACIC or HoldCo.

18.10 Headings. Article and Section headings contained in this Plan of Conversion are for convenience only and shall not be considered in construing or interpreting any of the provisions hereof.

18.11 Governing Law. The Plan of Conversion shall be governed by and construed in accordance with the laws of the District of Columbia, without regard to such State's principles of conflicts of law.

18.12 Limitation on Acquisition of Shares of Common Stock. In accordance with Section 31-906(l) of the D.C. Code, no person or group of persons acting in concert may acquire more than 5% of the outstanding shares of Common Stock, through a public offering or

subscription rights, for a period of five (5) years after the Effective Time without the prior approval of the Commissioner.

18.13 Payment of Special Dividend to Policyholders. On the Plan Effective Date, ACIC shall pay to each Eligible Member, a special cash dividend equal to the quotient of (x) \$7,300,000 divided by (y) the number of Eligible Members.

[Remainder of this page intentionally left blank]


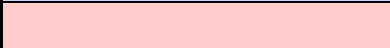
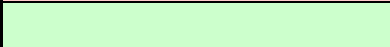
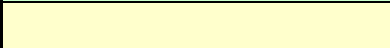

IN WITNESS WHEREOF, ACIC by authority of its Board, has caused this [Amended and Restated](#) Plan of Conversion to be duly executed as of the day and year first above written.

Amalgamated Casualty Insurance Company

By: _____
Name: Patrick Bracewell
Title: Chairman and Chief Executive Officer

Document comparison by Workshare 9.5 on Friday, November 5, 2021 9:58:01 AM

Input:	
Document 1 ID	interwovenSite://IMANAGE/SL1/1724523/1
Description	#1724523v1<SL1> - Amended and Restated Plan of Conversion - Amalgamated (Adopted 11/ /2021)
Document 2 ID	interwovenSite://IMANAGE/SL1/1724523/3
Description	#1724523v3<SL1> - Amended and Restated Plan of Conversion - Amalgamated (Adopted 11/ /2021)
Rendering set	Standard

Legend:	
Insertion	
Deletion	
Moved from	
Moved to	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	59
Deletions	58
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	117