



RICARDO LARA
CALIFORNIA INSURANCE COMMISSIONER

**NOTICE OF PUBLIC HEARING REGARDING THE DEMUTUALIZATION OF
NORCAL MUTUAL INSURANCE COMPANY¹**

NOTICE IS HEREBY GIVEN that the Insurance Commissioner of the State of California (the "Commissioner") will hold a VIRTUAL public hearing on the plan of NORCAL Mutual Insurance Company ("NORCAL Mutual") to convert from a mutual insurer into a stock insurer. Anyone may attend and ask to speak at the hearing. Anyone may provide written comments or documents to the Commissioner by sending them to the email address listed below. You are not required to attend the hearing in order to provide written comments or documents. NORCAL Mutual members, particularly "Eligible Members," may be especially interested in attending. An Eligible Member is one who: (i) owned a NORCAL Mutual policy that was in effect on February 18, 2020, or the owner of a replacement policy for which the predecessor policy was in effect on February 18, 2020; and (ii) owns a NORCAL Mutual policy on the date of the closing of the Acquisition (defined below). Please refer to the Amended and Restated Plan of Conversion for the detailed definition of "Eligible Member." You are not required to be an Eligible Member to provide oral or written comments.

The hearing will be held as follows:

April 1, 2021

10:00 a.m. Pacific Daylight Time (PDT)

California Department of Insurance

VIRTUAL PARTICIPATION ONLY: VIA WEBEX AND TELEPHONE*

WebEx: <https://mb.webex.com/mb/onstage/g.php?MTID=ea4656f1495aaed386287c8abfa8649bc>**

Toll-Free Telephone: 1(844)992-4726, Access code: 187 916 7726

The hearing will continue on the date noted above until 5:00 p.m., or as soon as all those wishing to speak have done so, whichever is earlier.

CONVERSION AND PURCHASE

The Commissioner scheduled this public hearing pursuant to California Insurance Code ("CIC") §4097.06 to consider the Amended and Restated Plan of Conversion (the "Plan") adopted by the Board of Directors of NORCAL Mutual Insurance Company, a mutual insurance company domiciled in the State of California. After the conversion, the name of the company will be changed to NORCAL Insurance Company ("NIC").

The Plan provides for:

- (1) the conversion of NORCAL Mutual, pursuant to CIC §4097 *et seq.*, from a mutual insurance company into an incorporated stock insurance company, and
- (2) the sale and purchase of at least eighty percent (80%) of the newly-issued shares of common stock of NIC to PRA Professional Liability Group, Inc., a Delaware corporation ("PRA Professional"), a wholly-owned subsidiary of ProAssurance Corporation, a Delaware corporation ("ProAssurance" and together with PRA Professional, collectively, the "Sponsor") pursuant to an Agreement and Plan of Acquisition, by and between NORCAL Mutual and the Sponsor, dated February 20, 2020 (the "Acquisition").

NORCAL Mutual is providing the Plan to "Record Date Members" with this notice. Record Date Members are Members of NORCAL Mutual who owned policies on February 27, 2021. Please refer to the Amended and Restated Plan of

CALIFORNIA DEPARTMENT OF INSURANCE
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1901 Harrison Street, 6th Floor
Oakland, California 94612

¹ This Notice replaces a Notice dated February 25, 2021, which the Commissioner previously issued on this matter.

