

MLMIC Q & A Excerpt

Q9. What if an Eligible Policyholder or Designee disagrees with the amount of the allocation as estimated by MLMIC?

A9. If you believe that the amount of your allocation as estimated by MLMIC is incorrect, you (or your Designee) may send MLMIC a letter (return receipt requested) or an e-mail (preferably an e-mail) that sets forth the amount that you (or your Designee) believe is the correct amount, along with any documentation that you (or your Designee) have to support your calculation. The Comptroller of MLMIC will then review the objection and MLMIC will inform you (or your Designee) in writing of the Comptroller's determination as to whether your (or your Designee's) calculation is correct. If you (or your Designee) still disagree with MLMIC's calculation, you (or your Designee) may appeal that decision to an impartial ombudsman by sending a request to MLMIC, who will forward the appeal to the ombudsman. The ombudsman will review both your (or your Designee's) calculation and that of MLMIC and issue a decision prior to the date of the Superintendent's public hearing. The ombudsman's decision will be communicated to you (or your Designee) and MLMIC in writing. The impartial ombudsman will be appointed by MLMIC, subject to the approval of the Superintendent. If you disagree with the ombudsman's decision, you may have further rights under the relevant policy.

Q10. What is the time frame for disputing the MLMIC estimate of the allocation?

A10. You (or your Designee) will have until July 25, 2018 or five (5) Business Days after receipt of the E-mail Estimate, whichever is later, to file with MLMIC any objection to MLMIC's calculation of your allocable part of the Cash Consideration in accordance with the procedures set forth in A9; provided that the Eligible Policyholders' legal rights and other claims against MLMIC under New York law shall not be prejudiced. All objections will be reviewed by the Comptroller of MLMIC and a determination will be communicated to you (or your Designee) by MLMIC in writing within 5 days after receipt of the objection. If you (or your Designee) wish to file an appeal of the determination by the Comptroller with the ombudsman, you (or your Designee) must do so within 7 days after receipt of the determination of the Comptroller by sending an appeal to MLMIC, which will forward the appeal to the ombudsman. The ombudsman will issue all decisions in writing to MLMIC and you (or your Designee) with respect to your (or your Designee's) appeal prior to the date of the Superintendent's public hearing.

Q11. How does an Eligible Policyholder (or its Designee) object to the estimate from MLMIC and the determination by the Comptroller?

A11. You may object to the estimate by MLMIC or the determination by the Comptroller, or file an appeal of the determination of the Comptroller, by sending a written objection or appeal, as applicable, along with any supporting documentation, to MLMIC by mail (return receipt requested) or by e-mail (preferably by e-mail) as follows:

If by mail: Medical Liability Mutual Insurance Company

Two Park Avenue, Room 2500
New York, NY 10016
Attention: Conversion Coordinator

If by e-mail: conversion_coordinator@mlmic.com

If sent by mail, your objection or appeal will be considered to have been received by MLMIC only when actually received.

Q12. Why is Cash Consideration distributed in some instances to Policy Administrators and EPLIP Employers?

A12. The amount distributable to Eligible Policyholders shall be paid directly to such Eligible Policyholder unless such Eligible Policyholder has affirmatively designated a Policy Administrator or EPLIP Employer

to receive such amount on its behalf, in which case such amount shall be distributed to such applicable designated Policy Administrator or EPLIP Employer (Designee).

Q13. How does an Eligible Policyholder designate a Designee?

A13. Subsequent to mailing this policyholder information statement, MLMIC will send notices to Policy Administrators, EPLIP Employers and Eligible Policyholders with Policy Administrators and EPLIP Employers notifying them that the allocation of Cash Consideration will be payable directly to Eligible Policyholders unless the Eligible Policyholder appoints a Designee as described in A12. Enclosed with those notices will be a consent form to be completed by the Eligible Policyholder and returned to its applicable Policy Administrator or EPLIP Employer to the extent it chooses to designate such Policy Administrator or EPLIP Employer as its Designee to receive the portion of the Cash Consideration allocated to such Eligible Policyholder. In order for a Designee to be appointed, the Eligible Policyholder must return the completed consent form to its applicable Policy Administrator or EPLIP Employer, and the applicable Policy Administrator or EPLIP Employer must return the completed consent form to MLMIC prior to the date of the Superintendent's public hearing. If MLMIC has received a completed consent form prior to the date of the Superintendent's public hearing pursuant to this A13, the allocated Cash Consideration will be distributed to the Eligible Policyholder's Designee. If you have any questions regarding these notices or consent forms, please call MLMIC toll free at 1-888-467-9074 from 9 a.m. to 4 p.m., Eastern Time, Monday through Friday until Wednesday, August 22, 2018.

Q14. What if a Policy Administrator or EPLIP Employer objects to the payment of the allocation of Cash Consideration directly to an Eligible Policyholder?

A14. If a Policy Administrator or EPLIP Employer has not been specifically designated to receive the Cash Consideration allocated to an Eligible Policyholder, but nevertheless believes it has a legal right to receive such Cash Consideration, the Policy Administrator or EPLIP Employer may send MLMIC a letter (return receipt requested) or an e-mail (preferably an e-mail) at the address set forth in A11 that sets forth such position, along with a statement to the effect that it has provided a copy of such letter or e-mail to the applicable Eligible Policyholders, at any time prior to the date of the Superintendent's public hearing. If sent by mail, the objection will be considered to be received by MLMIC only when actually received.

Q15. What happens if a Policy Administrator or EPLIP Employer files an objection to the payment of the allocation of Cash Consideration directly to an Eligible Policyholder?

A15. If MLMIC receives an objection properly filed as set forth in A14, the allocated Cash Consideration will be held in escrow by the Conversion Agent until MLMIC receives joint written instructions from the Eligible Policyholder and the Policy Administrator or EPLIP Employer as to how the allocation is to be distributed, or a non-appealable order of an arbitration panel or court with proper jurisdiction ordering payment of the allocation to the Policy Administrator or EPLIP Employer or the Eligible Policyholder. Upon receipt of such joint written instructions or non-appealable order, such amount will be paid by the Conversion Agent, as promptly as practicable, to the Policy Administrator, EPLIP Employer or Eligible Policyholder, as applicable, with interest accruing from the twentieth (20th) Business Day following the Closing.

Q16. Are there any conditions to the distribution of Cash Consideration?

A16. Yes. The distribution of the Cash Consideration is conditioned on the Closing of the proposed Conversion and Acquisition.

Q17. What is the Acquisition?

A17. Upon the completion of the Conversion, shares of MLMIC (then a stock insurance company) will be issued to the Conversion Agent. Immediately after the Conversion, NICO will acquire all of the outstanding shares of MLMIC pursuant to the Acquisition Agreement. All shares of MLMIC that were issued to the Conversion Agent will be cancelled and converted into the right to receive Cash Consideration. The