

PLAN OF MERGER AND NOTICE OF SPECIAL MEETING OF THE MEMBERS OF

802 CREDIT UNION (Continuing Credit Union)

NOTICE IS HEREBY GIVEN that a special meeting of the members of this credit union has been called and will be held at the Courtyard Marriott Hanover Lebanon, 10 Morgan Drive, Lebanon, NH 03766 on Thursday, October 9, 2025, at 5:00pm. Pre-registration is requested no later than Monday, October 6, 2025 at 5:00pm, by sending an e-mail to partnership@802cu.com or by calling 802-477-1232. Current meeting guidelines and pertinent information will be sent to registered attendees by Tuesday, October 7, 2025.

This special membership meeting is being held for the following purposes:

Purpose of the Meeting

The meeting has two purposes:

1. To consider and act upon a plan and proposal to merge this credit union (802 Credit Union, the continuing credit union), with White River Credit Union, the merging credit union.
2. To ratify, confirm, and approve the action of the Board of Directors of this credit union in authorizing the officers of this credit union, subject to the approval of members, to do all things and to execute all agreements, documents, and other papers necessary to carry out the proposed merger.

If this merger is approved, our credit union will receive all of the assets and liabilities of the merging credit union. On the effective date of the merger, all members of the merging credit union will become members of the continuing credit union and will be entitled to and will receive shares in said continuing credit union for the shares they own in the merging credit union.

The Board of Directors of 802 Credit Union encourages you to attend the meeting and vote on the proposed merger. Whether or not you expect to attend the meeting, we urge you to review this notice, understand the benefits gained from this merger and then cast your ballot. You may cast your ballot by mailing it to 802 Credit Union, Attn: Supervisory Committee/Merger Vote, P.O. Box 745, Barre, VT 05641. You may also attend the special meeting (as mentioned above) and cast your vote at the meeting.

Other Information Related to the Proposed Merger

The directors of the participating credit unions have made a careful analysis of the assets and liabilities of the participating credit unions. The financial statements of both credit unions, as well as the projected financial statements of the continuing credit union, follow as separate documents.

The directors of the participating credit unions have reached the conclusion that the proposed merger is desirable for the following reasons:

- Improve the level of service to the membership
- Enhance the products and services that the membership will receive
- Strengthen the financial position of the credit union
- Create operational efficiencies by increased economies of scale, supporting sustainability
- Added convenience to the membership

It is the opinion of the Board of Directors of this credit union that this merger should be completed without any adjustment in shares because of the financial strength of both credit unions.

Net worth: The net worth of a merging credit union at the time of a merger transfers to the continuing credit union. White River Credit Union does not have a higher net worth than 802 Credit Union.

Field of Membership for the Continuing Credit Union:

A copy of the continuing Credit Unions bylaws is available at www.802cu.com/bylaws. An additional copy will be mailed to members as requested.

QUALIFICATION FOR MEMBERSHIP**Section 1** The field of membership shall be limited to:

- Those who are employed by, or persons retiring or pensioners or annuitants from the school departments, public or private, in Washington County; the towns of Brookfield, Chelsea, Corinth, Orange, Topsham, Vershire, Washington and Williamstown, all in Orange County; all of Lamoille County; all of Franklin County; all of Grand Isle County; and the Orleans Southwest School District.
- Those who are employed by public and private school systems in Windsor County, Vermont and Orange County, Vermont from the townships of Windsor, West Windsor, Reading, Plymouth, Hartland, Woodstock, Bridgewater, Hartford, Pomfret, Barnard, Stockbridge, Norwich, Sharon, Royalton, Bethel, Rochester, Braintree, Randolph, Tunbridge, Strafford, Thetford, West Fairlee, Fairlee, Bradford, Brookfield, Chelsea, Vershire along with organizations composed primarily of said employees.
- Those employed by the town governments in Windsor County, Vermont and Orange County, Vermont from the townships of Plymouth, Woodstock, Bridgewater, Hartford, Pomfret, Barnard, Stockbridge, Norwich, Sharon, Royalton, Bethel, Rochester, Braintree, Randolph, Tunbridge, Strafford, Thetford, West Fairlee, Fairlee, Bradford, Brookfield, Chelsea, Vershire along with organizations composed primarily of said employees.
- Officials and employees of the Burlington Public School Department, the University of Vermont, Saint Michael's College, Champlain College, Vermont Student Assistance Corporation, Vermont Public Television, Burlington College, and like educational associations within Chittenden County.
- Employees of other approved occupational groups within Windsor and Orange counties.
- People who live, work or worship in the following fourteen Vermont counties that we serve; Washington/Lamoille/Orange/Windsor/Chittenden/Windham/Franklin/Orleans/Essex/Caledonia/Addison/Rutland/Grand Isle/Bennington.
- People who live, work or worship in the following three New Hampshire counties that we serve; Grafton/Sullivan/Cheshire.
- Employees of contracted services who are employed on a ongoing basis at the school departments listed above.
- Students from the school districts, universities and colleges we serve.
- Employees of this Credit Union.
- And, all of the above, together with their spouses, children, parents, grandchildren, grandparents, nephews, nieces, cousins, aunts, uncles, brothers, sisters, step-children, and step grandchildren.

The name and office locations of the Continuing Credit Union will be:

The name of the continuing Credit Union will be 802 Credit Union.

All three existing White River Credit Union Branch locations in Bethel, Randolph and Rochester, Vermont will remain open after the merger. All of the continuing 802 Credit Union office locations are as follows:

Main Office 265 South Main Street Barre, VT 05641	Full-Service Branch Office 105 Westminster Street Bellows Falls, VT 05101	Full-Service Branch Office 330 Main Street Bethel, VT 05032
Full-Service Branch Office 820 Putney Road Brattleboro, VT 05301	Full-Service Branch Office 52 Main Street Putney, VT 05346	Full-Service Branch Office 40 Pinnacle Road Randolph, VT 05060

Full-Service Branch Office
96 North Main Street
Rochester, VT 05767

Full-Service Branch Office
50 White Street
South Burlington, VT 05403

Full-Service Branch Office
34 Clinton Street
Springfield, VT 05156

Full-Service Branch Office
1154 VT Route 30
Townshend, VT 05353

Full-Service Branch Office
614 North Hartland Road
White River Jct., VT 05001

Full-Service Branch Office
160 Main Street
Windsor, VT 05089

Mortgage Lending Department
820 Putney Road
Brattleboro, VT 05301

Operations and Consumer Lending Department
36 Chickering Drive, Suite 100
Brattleboro, VT 05301

Continuing Board of Directors for 802 Credit Union:

Jeff Mobus, Chairperson
19 Orchard St.
Springfield, VT 05156

John Sama, Vice Chair
26 Windridge Rd.
Essex Junction, VT 05452

Robin Sweetapple, Treasurer
84 Oak St.
Brattleboro, VT 05301

Mary Hull, Secretary
1 Pond St.
Barre, VT 05641

Gladys Berry
25 School St.
Cornish Flat, NH 03746

Michael Cooney
146 Newfane Rd.
Wardsboro, VT 05355

William James Floyd III
137 Pleasant St
Bethel, VT 05032

Bob Kendall
87 Litchfield St.
Springfield, VT 05156

James Valente
92 Green St.
Brattleboro, VT 05301

Continuing CEO for 802 Credit Union:

Sean Gammon
28 Heath St.
South Burlington, VT 05403

Current Credit Union CEO

Role of Previous CEO of White River Credit Union:

Wanda Dunham will continue employment with the credit union as the Merger Transition Manager for 5-6 months after the merger is completed. She plans on retiring shortly after the data processing system conversion is completed.

Merger Related Financial Arrangement Disclosures:

Pertaining to Sean Gammon

There has not been any merger related financial arrangements for Sean Gammon, this includes both compensation and benefits. There has also not been any promised, planned or implied merger related financial arrangements for Sean Gammon. This statement also holds true for a period of two years prior to the date that the Board of Directors approved the merger plan.

Pertaining to Wanda Dunham

There has not been any merger related financial arrangements for Wanda Dunham, this includes both compensation and benefits. There has also not been any promised, planned or implied merger related financial arrangements for Wanda Dunham. This statement also holds true for a period of two years prior to the date that the Board of Directors approved the merger plan. Wanda Dunham's current pre-merger annual salary will be maintained at the time of the merger and for 5-6 months after the merger, while she is acting as the Merger Transition Manager. Her annual compensation will be eligible for an increase of up to 5% in January 2026. Wanda Dunham will be eligible for all of the standard benefits that are available to employees of 802 Credit Union. Wanda Dunham plans on retiring within 6 months of the merger date.

Pertaining to other Executives and Volunteers

There has not been any merger related financial arrangements for any other executives or volunteers of either credit union.

Pertaining to Volunteers

There has not been any merger related financial arrangements for any volunteer of either credit union.

All parties described in this section purely recommend approval of this merger because it is in the best interest of both memberships.

Fidelity and Other Insurance:

Insurance for 802 Credit Union will be provided by TruStage Insurance Company and will be updated to provide coverage for the combined Credit Union as of the merger effective date.

Important Dates:

- *April 8, 2025 – White River Credit Union - Board of Directors review merger plan with 802 Credit Union and votes on adoption of plan.
- *April 8, 2025 – 802 Credit Union - Board of Directors review merger plan with White River Credit Union and votes on adoption of plan.
- *April 25, 2025 – Delivery of the merger proposal to the Vermont Department of Financial Regulation and the National Credit Union Association.
- *August 8, 2025 – Date for notifying members of special membership meetings.
- *October 8, 2025 – Date of membership meeting for White River Credit Union.
- *October 9, 2025 – Date of membership meeting for 802 Credit Union.
- *November 1, 2025 – Anticipated effective date for proposed merger.

Pending Approval:

This merger plan and agreement is subject to final approval of the commissioner and of the members of each participating credit union.

Bylaw Amendments for the Continuing Credit Union:

No bylaw amendments are necessary and there is no field of membership change for the continuing Credit Union.

Dissenting Members:

If any members of either credit union wish to have their accounts and shares returned as a result of this merger, we will grant their request on the same business day in which they make the request. These members will receive their full shares and interest/dividends to date.

Statement of Service to the White River Credit Union's Field of Membership:

We are dedicated to providing a high level of service to the current field of membership of White River Credit Union and our entire field of membership of 802 Credit Union. Members will experience several positive outcomes from this merger including: improved level of products and services, enhanced level of financial strength, added convenience, and a higher overall membership value. There will be no reduction in ATM access. ATM access will be enhanced by additional ATM location availability. We are also planning to add an ATM machine in the Bethel office, which currently does not have one. A thorough analysis and evaluation has been conducted in regards to converting accounts, deposits, and shares into the continuing credit union. We have determined that overall there will be no material negative impact to the membership of either credit union. We have also done a complete evaluation on the impact of the products, services, rates, and fees once the credit unions have been combined. Through this evaluation process we have determined that there are a few nuances of differences between the two credit unions, but overall there will be no material negative impact to the membership of either credit union. In fact, there will be several advantages by reduced fees, better rates over time, enhanced products and services, more member related resources, call center resources and added convenience for the membership. A significantly enhanced and integrated digital experience will also become available shortly after the merger.

Capital and Member Shares:

Capital for WRCU as of 12/31/24 is \$5,747,242.

Capital for 802CU as of 12/31/24 is \$49,165,130.

Combined Capital for the two credit unions combined as of 12/31/24 is \$54,912,372.

Member Shares for WRCU as of 12/31/24 is \$42,861,124.

Member Shares for 802CU as of 12/31/24 is \$363,951,402.

Combined Member Shares for the two credit unions combined as of 12/31/24 is \$406,812,526.

Total Members for WRCU as of 12/31/24 is 4,002.
Total Members for 802CU as of 12/31/24 is 37,162.
Total Members for the two credit unions combined as of 12/31/24 is 41,164.
A current membership share at WRCU is \$5.00.
A current membership share at 802CU is \$5.00.
After the merger the membership share will remain at \$5.00.
Total shares per member at WRCU as of 12/31/24 is \$10,710.
Total shares per member at 802CU as of 12/31/24 is \$9,794.
Total shares per member at the two credit unions combined as of 12/31/24 is \$9,883.
Capital ratio for WRCU as of 12/31/24 is 11.61%.
Capital ratio for 802CU as of 12/31/24 is 11.81%.
Combined capital ratio for the two credit unions combined as of 12/31/24 is 11.79%.
Capital per member for WRCU as of 12/31/24 is \$1,436.
Capital per member for 802CU as of 12/31/24 is \$1,323.
Combined capital per member for the two credit unions combined as of 12/31/24 is \$1,334.

No share adjustment is recommended at the time of merger since measurements indicate that member share values are strong and comparable at both credit unions and will continue to be strong after the merger. A strong member capital position remains for all members. Any capital inequity is offset by other factors supporting the strength of the two organizations combining.

Additional Information and Informational Meetings:

A copy of all public portions of the merger application are available upon request by e-mailing us at partnership@802cu.com. You may also e-mail any questions you have to that same address and we will be happy to answer them. We will also be having several informational sessions for members to provide a more detailed overview and to be available to answer any questions. These will be held through zoom video conferencing at the following schedule:

August 27, 2025 @ 5:30pm
September 9, 2025 @ 12:00pm
September 17, 2025 @ 1:00pm

Pre-registration for any of these informational session opportunities is required and can be made up to 24 hours prior to the meeting by e-mailing us at partnership@802cu.com, or by calling 802-477-1232. Please note that the dates and times of these membership informational meetings may change based on pre-registration attendance.

A financial summary and official ballot for voting are also included with this notice.

BY ORDER OF THE BOARD OF DIRECTORS:

Jeff Mobus
President

August 8, 2025
Date