

1. Notice and Ballot for Special Meeting of Members**a) Notice to Members.**

The proposed merger involves a federally insured credit union as the Merging Credit Union, and therefore, the following proposed Notice to Members is prepared subject to the requirements of NCUA Reg. 708b.104(a)(4).

**NOTICE OF SPECIAL MEETING OF THE MEMBERS OF
ANOKA HENNEPIN CREDIT UNION**

The Board of Directors of Anoka Hennepin Credit Union have called a special meeting of the members of this credit union at the Servion Group, 500 Main Street, New Brighton MN 55112, on June 27, 2024 at 6:00p.m. The purpose of this meeting is:

1. To consider and act upon a plan and proposal for merging Anoka Hennepin Credit Union (hereinafter referred to as “Anoka Hennepin”) with and into TopLine Financial Credit Union (hereinafter referred to as “TopLine”), whereby all assets and liabilities of the Anoka Hennepin will be merged with and into TopLine. All members of Anoka Hennepin will become members of TopLine and will be entitled to and will receive shares in TopLine for the shares they own in Anoka Hennepin on the effective date of the merger. All member accounts will continue to be insured by the National Credit Union Share Insurance Fund up to \$250,000.
2. To ratify, confirm and approve the action of the Board of Directors in authorizing the officers of Anoka Hennepin, 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. The Board of Directors of Anoka Hennepin 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 sign, date and promptly return the enclosed ballot to vote on the proposed merger. Note that each member may vote only one (1) time (e.g., by mail ballot or in person at the meeting). If you wish to submit comments about the merger to share with other members, you may submit them to the National Credit Union Administration (NCUA) at <https://www.ncua.gov/support-services/credit-union-resources-expansion/resources/comments-proposed-credit-union-mergers>. NCUA - Office of Credit Union Resources and Expansion, 1775 Duke Street, Alexandria, VA 22314 RE: Member-to-Member Communication for Anoka Hennepin Credit Union. The NCUA will post comments received from members on its website, along with the member's name, subject to the limitations and requirements of its regulations.

You have the right to vote on the proposed merger by written ballot prior to the Special Meeting.

Reasons for Merger. The Board of Directors has carefully evaluated and analyzed the assets and liabilities of the credit unions and the value of shares in both credit unions. The financial statements of both credit unions, as well as the projected combined financial statement of the continuing credit union, follow as separate documents. In addition, the following information applies to the proposed merger. The Board of Directors has concluded that the proposed merger is desirable and in the best interests of members because, together, the combined credit union will be able to provide a wider range of products and services to serve our members. In addition, the combined credit union will also achieve economies of scale which will permit it to better compete in the increasingly competitive financial services industry. As a result, the Board of Directors has determined that the opportunity to merge with TopLine is in the best interest of the members.

Net Worth. The net worth of a merging credit union at the time of a merger transfers to the continuing credit union. TopLine has a higher net worth ratio than Anoka Hennepin.

Share Adjustment or Distribution. Anoka Hennepin will not distribute a portion of its net worth to its members in the merger. The board of directors has determined a share adjustment, or other distribution of Anoka Hennepin's net worth is unnecessary because the net worth of both credit unions is substantially similar.

Locations of Merging and Continuing Credit Union.

Anoka Hennepin's main office at 3505 Northdale Blvd. NW, Coon Rapids, MN 55448 and all of its branches (as set forth immediately below) will remain open following the merger.

1. Champlin – 11681 Theatre Dr. N., Champlin, MN 55316 (full-service branch)
2. Circle Pines – 4 South Pine Drive, Circle Pines, MN 55014 (full-service branch)
3. Coon Rapids – 3505 Northdale Blvd. NW, Coon Rapids, MN 55448 (main office)
4. Forest Lake – 1452 Lake St. South, Forest Lake, MN 55025 (full-service branch)
5. St. Francis – 23280 St. Francis Blvd. NW, St. Francis, MN 55070 (full-service branch)

TopLine has the following locations that are near Anoka Hennepin:

1. Bloomington – 900 American Boulevard West, Bloomington, MN 55420 (full-service branch)
2. Brooklyn Park – 9790 Schreiber Terrace North, Brooklyn Park, MN 55445 (full-service branch)
3. Como Park / St. Paul – 976 North Lexington Parkway, St. Paul, MN 55103 (full-service branch)
4. Maple Grove – 9353 Jefferson Highway, Maple Grove, MN 55369 (main office)
5. Plymouth – 4190 Vinewood Lane, Plymouth, MN 55442 (full-service branch)

Changes to Services and Member Benefits.

Members will benefit from access to an expanded product and services suite, additional locations and access, robust technology, increased market presence. Expanded product and service availability will include, investment and financial planning services, full service first mortgage division, fully-owned CUSO insurance agency, small business/commercial services, access to student loans, additional checking, savings, money market and certification product options, cash back rewards on credit cards, free car buying services, and additional online and in-person financial education resources across a variety of topics for adults and youth.

The merger will link service areas in the northern suburbs of Minnesota, representing 15 contiguous counties, and will provide greater service convenience and reach for both Anoka Hennepin and TopLine members by an expanded branch network, ATM/ITM network, expanded shared branching network, and expanded electronic service capabilities including mobile, online and remote services. This includes expanding reach into additional new market areas serving more diverse, equitable and inclusive communities.

Merger-related Financial Arrangements. NCUA Regulations require merging credit unions to disclose certain increases in compensation that any of the merging credit union's officials or the five most highly compensated employees have received or will receive in connection with the merger. The Board of Directors of Anoka Hennepin and Topline believe it will be beneficial to the members of the Continuing Credit Union to retain the services of Anoka Hennepin's executive team for a smooth transition to the Continuing Credit Union and to represent the interest of Anoka Hennepin's members during and through the merger. Continuing Credit Union shall pay retention bonuses to the following Anoka Hennepin employees, provided such employees are still employed by Continuing Credit Union on the date which is six (6) months after the effective date of merger:

Name	Title	Description of Increase	Amount
------	-------	-------------------------	--------

MERGER APPLICATION

7. NOTICE AND BALLOT FOR
SPECIAL MEETING

Theresa Tostengard	SVP/General Counsel	Retention Bonus	\$75,000
Rick Gonnerman	CIO	Retention Bonus	\$75,000
Martin Waligora	CFO	Retention Bonus	\$75,000
Chris Olsen	VP Lending	Retention Bonus	\$35,000

In addition, Jeff Claussen, the current CEO of Anoka Hennepin will be guaranteed eighteen (18) months' salary (which is the equivalent of \$427,250) and benefits after the effective date of the merger to be paid over time (subject to standard withholdings) as well as benefits commensurate with those presently provided in his current employment contract and will retain the vehicle currently being provided by the credit union for his personal use.

Furthermore, Anoka Hennepin has a self-insured short term disability policy named the "Extended Sick Leave" (ESL) policy, which permits employees of Anoka Hennepin who have met certain criteria to "cash out" their ESL benefit upon voluntary or involuntary termination, or retirement. The Continuing Credit Union will have a third-party short term disability program that will cancel the Anoka Hennepin ESL upon consummation of the proposed merger. As a result, there are nine (9) employees of Anoka Hennepin who will be paid out per the Anoka Hennepin ESL policy, four (4) of which the NCUA requires to be disclosed – Jeff Claussen (\$23,042), Theresa Tostengard (\$17,669), Martin Waligora (\$14,623) and Rick Gonnerman (\$14,134).

Effective Date. Subject to approval by the NCUA and members of Anoka Hennepin, the credit unions have planned an effective date for the merger of July 1, 2024.

Merger Approval and Ballot. Please note that the proposed merger must have the approval of the majority of members who vote. In accordance with its Bylaws, Anoka Hennepin is conducting the member vote on the merger proposal through a mail ballot to the Anoka Hennepin members. The ballot distribution, collection, custody and tabulation will be conducted entirely by an independent third-party company. Enclosed with this Notice of Special Meeting is a Ballot for Merger Proposal. You may cast your vote in person at the meeting. If you cannot attend the meeting, please complete the Ballot and return it to: **Anoka Hennepin Credit Union C/O Doren Mayhew, 8785 SW 165 Ave STE 303, Miami, FL 33193-9935**. To be counted, your Ballot must be received by no later than midnight of the business day prior to the Special Meeting on June 27, 2024. Mail Ballots received after this date and time will not be counted.

BY THE ORDER OF THE BOARD OF DIRECTORS:



Terry Anderson
Chairperson

Dated: April 26, 2024

b) Ballot.

The following proposed Ballot is prepared subject to the requirements and approval of NCUA.

BALLOT FOR MERGER PROPOSAL

Name of Member: _____

Account Number: _____

Anoka Hennepin Credit Union must receive this ballot by June 25, 2024 to be counted.

Please return the Ballot to the following address: Anoka Hennepin Credit Union, C/O Doren Mayhew, 8785 SW 165 Ave STE 303, Miami, FL 33193-9935

Special Meeting: Bring it to the Special Meeting

I have read the Notice of Special Meeting for the members of Anoka Hennepin Credit Union. The meeting will be held on **June 27th, 2024**, to consider and act upon the merger proposal described in the Notice of Special Meeting.

Vote. I vote on the proposal as follows (check one box):

- ☐ **Approve** the proposed Merger and authorize the Anoka Hennepin Credit Union Board of Directors to take all necessary actions to accomplish the merger.
- ☐ **Do not approve** the proposed Merger.

Member Signature

Date