

NOTICE OF MEETING OF THE MEMBERS OF C&NW PROVISO CREDIT UNION

The Board of Directors of C&NW PROVISO CREDIT UNION have called a [special] meeting of the members of this credit union at 39 E St Charles Rd, Villa Park, IL 60181, on June 19, 2020 at 3PM. The purpose of this meeting is:

1. To consider and act upon a plan and proposal for merging C&NW PROVISO CREDIT UNION with and into First Financial Credit Union (hereinafter referred to as the "Continuing Credit Union"), whereby all assets and liabilities of the C&NW PROVISO CREDIT UNION will be merged with and into the Continuing Credit Union. All members of C&NW PROVISO CREDIT UNION will become members of the Continuing Credit Union and will be entitled to and will receive shares in the Continuing Credit Union for the shares they own in C&NW PROVISO CREDIT UNION on the effective date of the merger.

2. To ratify, confirm and approve the action of the Board of Directors in authorizing the officers of C&NW PROVISO 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.

The Board of Directors of C&NW PROVISO CREDIT UNION encourages you to attend the meeting and vote on the proposed merger. Illinois permits voting on merger proposals only at the meeting or by proxy. If you DO have a proxy on file at the credit union, to vote in FAVOR of the merger, you may attend and vote in person at the meeting or, do nothing and the Board of Directors will vote in favor of the in your stead. If you DO NOT have a proxy on file, you may attend the meeting to vote in person or find enclosed a proxy form which should be completed and returned as instructed, which designates the Board of Directors to vote your proxy. (Please note that a proxy form will only be enclosed if you DO NOT already have a proxy on file at the credit union).

To vote AGAINST the merger, you must either attend in person and vote at the meeting or designate another member who is attending the meeting as your proxy. If there is no proxy enclosed with this notice, you have a proxy on file with the credit union, and to vote NO, you must revoke that proxy by giving written notice to the board secretary Lori Sieja at Cnwprocu@aol.com or 301 W. Lake St. Northlake, IL 60164. Then assign a new proxy to an attending member.

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/services/Pages/resources-expansion/comments-proposed-merger.aspx> or: Office of the Credit Union Resources and Expansion

(CURE), NCUA, 1775 Duke Street
Alexandria VA 22314.

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.

Other Information Related to the Proposed Merger:

The Board of Directors has carefully evaluated and analyzed the assets and liabilities of the credit unions and appraised each credit union's value of share values. The appraisal of the share values appears on the attached individual and consolidated financial statements of the participating credit unions.

Reasons for merger: The Board of Directors has concluded that the proposed merger is desirable for the following reasons:

Merging with First Financial CU will be in the best interest of C&NW Proviso Credit Union members as it will allow access to a larger product suite, better rates, more locations, and greater online capabilities.

The Board of Directors of our credit union believes that the merger should not include an adjustment in shares and no share adjustment will be required.

The main of the continuing credit union will be as follows:

FIRST FINANCIAL CU
5550 W Touhy Ave. Ste 202
Skokie, IL 60077

The branch office(s) of the continuing credit union will be as follows:

301 W. Lake St.
Northlake, IL 60164;

2942 W Peterson Ave.
Chicago, IL 60659;

6601 N Ridge Ave., Building 1
Chicago, IL 60626
(For Employees of S&C Electric Co Only);

6149 N. Wolcott Ave.
Chicago, IL 60660
(For Resident of Win-Hood Co-ops Only)

ATM Information: All Star Network ATMs will be surcharge free and allow access to member funds at nearly 40,000 ATM locations nationwide.

Net worth: The net worth of a merging credit union at the time of a merger transfers to the continuing credit union. C&NW PROVISO CREDIT UNION has a higher net worth ratio than First Financial Credit Union.

Effective date of merger: The proposed effective date of this merger shall be June 30, 2020, or such earlier or subsequent date as approved by the Parties, Directors, Division of Financial Institution, State of Illinois, or the National Credit Union Administration or any successor agency thereto.

Employee Representation: Current Manager of the credit union, Lori Sieja, will continue with her duties as branch manger of C&NW Proviso Credit Union location following the merger.

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.

No additional compensation is being awarded to any employees of the credit union as a result or after the merger is completed. Compensation for employee after the merger will be at the same rate as current and no others are being compensated as a result of the merger.

Please note that the proposed merger must be approved by the majority of members who vote. If you cannot attend the meeting, please follow the directions for proxy voting on the first page of this notice.


BY THE ORDER OF THE BOARD OF DIRECTORS:



Board Chairman - Paul Fawkes



Date


Credit Union Manager - Lori Sieja



Date