
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

NI HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Online

Go to www.investorvote.com/NODK or scan the QR code – login details are located in the shaded bar below.

NI Holdings, Inc. Meeting Notice

**Important Notice Regarding the Availability of Proxy Materials for the
NI Holdings, Inc. Annual Meeting to be Held on May 23, 2023**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report on Form 10-K are available at:

www.investorvote.com/NODK

Easy Online Access – View your proxy materials and vote.



- Step 1:** Go to www.investorvote.com/NODK.
- Step 2:** Click on the icon on the right to view meeting materials.
- Step 3:** Return to the investorvote.com window and follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 9, 2023 to facilitate timely delivery.



NI Holdings, Inc. Meeting Notice

NI Holdings, Inc.'s Annual Meeting of Shareholders will be held on May 23, 2023 at The Jasper Hotel, 215 Broadway N, Fargo, ND 58102, at 10:00 a.m. Central Daylight Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends that you vote FOR Proposals 1, 2, 3, 5, 6, 7 and for 1 YEAR on Proposal 4:

1. Election of Directors (Michael J. Alexander and Jeffrey R. Misling).
2. Proposal to ratify Mazars USA LLP as independent registered public accounting firm for the year ended December 31, 2023.
3. Proposal to vote on an advisory resolution to approve the compensation of our Named Executive Officers.
4. Proposal to vote on an advisory resolution to approve the frequency of our advisory vote on executive compensation.
5. Proposal to approve an amendment of our Articles of Incorporation to declassify our Board of Directors and provide for the annual election of directors.
6. Proposal to approve an amendment of our Articles of Incorporation to eliminate supermajority voting requirements.
7. Proposal to approve an amendment of our Articles of Incorporation to eliminate the prohibition on shareholders calling special meetings.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to www.investorvote.com/NODK.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to investorvote@computershare.com with "Proxy Materials NI Holdings, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, requests for a paper copy of proxy materials must be received by May 9, 2023.
