

PLAN OF MERGER

OF

WISCONSIN COLLABORATIVE INSURANCE COMPANY INC.,
a Wisconsin Corporation

WITH AND INTO

BLUE CROSS BLUE SHIELD of WISCONSIN
a Wisconsin Corporation
November 9, 2023

The following plan of merger (the “**Plan of Merger**”) has been adopted and approved on November 9, 2023 by the parties hereto in compliance with the laws of Wisconsin.

FIRST: The exact name and jurisdiction of the surviving corporation (the “**Surviving Corporation**”) is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Blue Cross Blue Shield of Wisconsin	Wisconsin

SECOND: The exact name and jurisdiction of the merging corporation (the “**Merging Corporation**”) is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Wisconsin Collaborative Insurance Company	Wisconsin

THIRD: The exact name and jurisdiction of the sole shareholder (the “**Shareholder**”) of the Surviving Corporation and of the Merging Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Crossroads Acquisition Corp.	Delaware

FOURTH: WHEREAS, the Shareholder, owns one hundred percent (100%) of the issued and outstanding shares of stock of the Surviving Corporation and of the Merging Corporation (each, a “**constituent entity**” and collectively, the “**constituent entities**”); and

WHEREAS, the respective Board of Directors of each of the Surviving Corporation and the Merging Corporation and the Shareholder of each constituent entity have determined that it is advisable and in the best interests of each that the Merging Corporation be

merged with and into the Surviving Corporation upon the terms and subject to the conditions herein provided; and

WHEREAS, the respective Board of Directors of each of the Surviving Corporation and the Merging Corporation and the Shareholder of each constituent entity have, by resolutions duly adopted, approved and adopted this Plan of Merger and directed that it be executed by the undersigned officers following the approval of the Wisconsin Office of the Commissioner of Insurance;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties agree that the Merging Corporation shall be merged with and into the Surviving Corporation and that the terms and conditions of the merger, the mode of carrying the merger into effect, the manner of converting the shares of the Merging Corporation and certain other provisions relating thereto shall be as follows:

FIFTH: THE MERGER

1. Merger. Subject to satisfaction of the conditions set forth in Section 2 of this Fifth Article, below, the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") shall become effective at 12:01 a.m. on the first day of the first month following the date after the Commissioner of Insurance approval (the "Effective Time"), as reflected in this Plan of Merger in accordance with Wis. Stat. § 611.72. At the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue as the surviving corporation under the laws of the State of Wisconsin. From and after the Effective Time, the Merger shall have the effects set forth in Wis. Stat. § 611.72 (2). Without limiting the generality of the foregoing, at the Effective Time, the title to all real estate and other property, or any interest therein, owned by, and every contract right possessed by, the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation without reversion or impairment, without further act or deed, and the Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Surviving Corporation and the Merging Corporation.

2. Conditions to Merger. The respective obligations of the constituent entities to effect the Merger are subject to the satisfaction or waiver (if permissible under applicable law) of the following conditions: (a) the Wisconsin Office of the Commissioner of Insurance shall have approved the acquisition of control by the Surviving Corporation that will result from the Merger; and (b) no federal or state court of competent jurisdiction shall have entered any judgment, injunction or other order (whether temporary, preliminary or permanent) that is in effect and that prevents or prohibits consummation of the Merger.

3. Tax Effect. The Merger will constitute a reorganization under the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

4. Articles of Incorporation. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the articles of

incorporation of the Surviving Corporation shall be those in effect immediately prior to the Effective Time.

5. Bylaws. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the bylaws of the Surviving Corporation shall be those in effect immediately prior to the Effective Time.

6. Directors. At the Effective Time, the directors of the Surviving Corporation immediately prior to the Effective Time shall be the directors upon effectuation of the Merger, and each of such directors shall hold office subject to the applicable provisions of the articles of incorporation and bylaws of the Surviving Corporation.

7. Officers. At the Effective Time, the officers of the Surviving Corporation immediately prior to the Effective Time shall be the officers upon effectuation of the Merger, and each of such officers shall hold office subject to the applicable provisions of the articles of incorporation and by-laws of the Surviving Corporation.

8. Manner, Basis and Effect of Converting Shares. At the Effective Time, each of the issued and outstanding shares of stock of the Merging Corporation, by virtue of the Merger and without any action on the part of the holder thereof, shall be extinguished and canceled automatically, without payment of any consideration therefor. The Merger shall have no effect on the shares of the Surviving Corporation.

SIXTH: MISCELLANEOUS

1. Amendment. This Plan of Merger may not be amended, modified or supplemented except by an instrument in writing signed on behalf of the Merging Corporation and the Surviving Corporation and in accordance with Wisconsin law.

2. Abandonment. At any time prior to the Effective Time, this Plan of Merger may be terminated, and the Merger may be abandoned by the Board of Directors of either the Merging Corporation or the Surviving Corporation. In the event of such termination, no party to this Plan of Merger shall have any liability to the other party or to any shareholder, director, officer, employee, agent or representative of the other party.

3. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.

4. Governance. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Wisconsin.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed by their respective duly authorized officers as of the date first above written.

SURVIVING CORPORATION:

**Blue Cross Blue Shield
Of Wisconsin**

DocuSigned by:
By: Paul C. Nobile
E9BA09425249467...
Name: Paul C. Nobile
Title: President

MERGING CORPORATION:

Wisconsin Collaborative Insurance Company

DocuSigned by:
By: Paul C. Nobile
E9BA09425249467...
Name: Paul C. Nobile
Title: President

SHAREHOLDER:

Crossroads Acquisition Corp.

DocuSigned by:
By: Paul C. Nobile
E9BA09425249467...
Name: Paul C. Nobile
Title: President