

**WRITTEN CONSENT RESOLUTIONS  
OF THE BOARD OF DIRECTORS OF  
TRILOGY HEALTH INSURANCE, INC.**

The undersigned, being at least two-thirds of the members of the Board of Directors (the “Board”) of Trilogy Health Insurance, Inc., a Wisconsin stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes (the “Corporation”), do hereby consent in writing, pursuant to Section 611.07(4) of the Wisconsin Statutes and the Corporation’s Bylaws, to the actions set forth in the following resolutions as of October 30, 2019, as follows:

**WHEREAS**, the Board deems it in the best interest of the Corporation, that the Corporation enter into the Merger Agreement by and among the Corporation, My Choice Family Care, Inc., a Wisconsin nonstock corporation organized under Chapter 181 of the Wisconsin Statutes, Care Wisconsin First, Inc., a Wisconsin nonstock corporation organized under Chapter 181 of the Wisconsin Statutes, and Care Wisconsin Health Plan, Inc., a Wisconsin nonstock insurance service corporation organized under Chapter 613 of the Wisconsin Statutes, in substantially the form attached hereto as **Exhibit A** (the “Merger Agreement”) and all other agreements, plans, Articles, bylaws, and documents as contemplated by the Merger Agreement, including the following document listed below (collectively with the Merger Agreement, the “Merger Documents”):

- CWHP Merger Articles and Plan of Merger, in substantially the form attached to the Merger Agreement as Exhibit 4;

**NOW THEREFORE, BE IT:**

(1) Merger Documents.

**RESOLVED**, that the forms, terms and provisions of, and the transactions contemplated by the Merger Documents be, and they hereby are, authorized, adopted and approved in all respects; and be it further

**RESOLVED**, that Maria Ledger, as chief executive officer of the Corporation be, and hereby is, authorized and directed to execute, enter into, deliver, or cause to be filed in the name of the Corporation, the Merger Documents and any and all such further documents and instruments, with such changes, additions, deletions, amendments or modifications as she may deem necessary, proper or advisable, and to incur all such fees and expenses, as in their judgment are necessary or advisable in order to consummate the transactions contemplated by the Merger Documents.

(2) General Authorization.

**RESOLVED**, that Maria Ledger, as chief executive officer of the Corporation be, and hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to take or cause to be taken any and all actions and to make all payments as may be necessary, appropriate, convenient, proper or advisable in furtherance of, or to effectuate the transactions

contemplated by, the foregoing resolutions, the approval thereof by her conclusively establishing her authority therefor from the Corporation, and that any and all actions so taken by her be and they hereby are ratified, confirmed and approved; and be it further

**RESOLVED**, that all actions previously taken by any director, officer, agent or attorney of the Corporation relating to the above resolutions and the transactions contemplated in connection therewith, are hereby adopted, ratified, confirmed and approved in all respects as to the acts and deeds of the Corporation; and be it further

**RESOLVED**, that this written consent may be executed in any number of counterparts, including by facsimile, PDF or other electronic signature, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

[Signature Page Follows]

**IN WITNESS WHEREOF**, the undersigned members of the Board have executed these Written Consent Resolutions of the Board of Directors as of the date first appearing above.

\_\_\_\_\_  
Maria Ledger (ex-officio)

  
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William Felsing

  
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Glenn Reinhardt

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Michael Repka

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Dr. Ajitkumar Parekh

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Joanne Bolz

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Rebeca Ornelas

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Bonita Warner

**IN WITNESS WHEREOF**, the undersigned members of the Board have executed these Written Consent Resolutions of the Board of Directors as of the date first appearing above.

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Maria Ledger (ex-officio)

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William Felsing

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Glenn Reinhardt



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Michael Repka

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Dr. Ajitkumar Parekh

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Joanne Bolz

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Rebeca Ornelas

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Bonita Warner

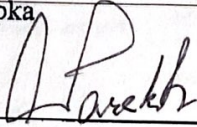
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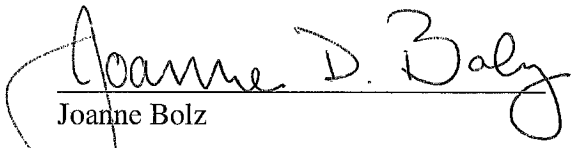
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Maria Ledger (ex-officio)

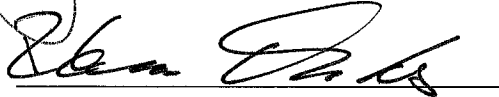
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*Bonita Warner*  
Bonita Warner

**EXHIBIT A**

**MERGER AGREEMENT**

[SEE ATTACHED AS EXHIBIT A IN THE EXHIBITS TO THIS FORM A]