

**AUTHORIZATION TO PROCEED WITH MERGER WITH
NATIONAL MUTUAL BENEFIT**

WHEREAS, The WESTERN FRATERNAL LIFE ASSOCIATION Board of Directors has studied the opportunities and issues involved in merger with NATIONAL MUTUAL BENEFIT in multiple board meetings since February of 2019;

WHEREAS, WESTERN FRATERNAL LIFE ASSOCIATION and NATIONAL MUTUAL BENEFIT are both financially healthy, combining the two organizations will create a larger and safer organization that can survive and thrive in the future;

WHEREAS, WESTERN FRATERNAL LIFE ASSOCIATION and NATIONAL MUTUAL BENEFIT must change and grow to remain competitive. Changes in the regulatory environment, new products and services, new competitors and new technologies will require a larger organization with more financial resources to invest in staying relevant;

WHEREAS, Changing forms of distribution and consumer preferences require us to develop efficient and innovative ways to fulfill our mission while honoring our heritage and local communities;

WHEREAS, WESTERN FRATERNAL LIFE ASSOCIATION and NATIONAL MUTUAL BENEFIT share a common market and similar staff, making us very compatible;

WHEREAS, The consolidation will result in lower overall costs that will be available to provide better products and provide more money to do good in our communities through our fraternal programs;

WHEREAS, The WESTERN FRATERNAL LIFE ASSOCIATION Board of Directors determined that the merger was fair and reasonable to policyholders and the membership;

BE IT RESOLVED, The WESTERN FRATERNAL LIFE ASSOCIATION Board of Directors approves and authorizes WESTERN FRATERNAL LIFE ASSOCIATION's officers to execute the attached Merger Agreement, Fraternal Transition Plan, Representations, Warranties and Covenants, and Bylaws.

BE IT FUTHER RESOLVED, The WESTERN FRATERNAL LIFE ASSOCIATION Board of Directors gives the CEO of WESTERN FRATERNAL LIFE ASSOCIATION the authority to approve any changes to the Merger Agreement, Fraternal Transition Plan, Representations, Warranties and Covenants or Bylaws requested by the Iowa or Wisconsin Insurance Departments, that he determines are not material to the Merger Agreement.

BE IT FUTHER RESOLVED, The WESTERN FRATERNAL LIFE ASSOCIATION Board of Directors will submit the Merger Agreement, Fraternal Transition Plan, Representations, Warranties and Covenants, and Bylaws to the WESTERN FRATERNAL LIFE ASSOCIATION membership and to the 2019 WESTERN FRATERNAL LIFE ASSOCIATION Convention delegates for a vote of approval.

BE IT FURTHER RESOLVED, that the CEO of WESTERN FRATERNAL LIFE ASSOCIATION is hereby authorized and directed to do all things he determines necessary and appropriate to effectuate the foregoing resolutions.