

**RESOLUTION
ADOPTING AGREEMENT AND PLAN OF MERGER
BOARD OF DIRECTORS OF
MUTUAL OF WAUSAU INSURANCE CORPORATION**

WHEREAS, Mutual of Wausau Insurance Corporation, a Wisconsin insurance company (the “Company”), desires to effectuate a merger of Pella Mutual Insurance Company, a Wisconsin insurance company (“Pella”), with and into the Company (the “Merger”), pursuant to that certain Agreement and Plan of Merger, dated as of October 17, 2022, by and between the Company and Pella, in the form submitted to the Company and the Board of Directors (the “Agreement”);

WHEREAS, the Board of Directors determines that the Merger is in the common interests of the members of both companies and that the Merger will result in the greater financial strength of the surviving company and provide greater security to the members by combining the assets and reserves of the companies, spreading the risk of loss, and reducing the costs of operation;

WHEREAS, the Board of Directors has reviewed the Agreement and has determined that the Agreement is reasonable, fair and equitable to the members of the Company and deems it advisable for the Company to enter into the Agreement and effectuate the transactions contemplated therein; and

WHEREAS, all capitalized terms used herein and not otherwise defined herein shall have the respective meanings assigned to such terms in the Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and it hereby is, authorized to enter into, and consummate the transactions contemplated by, the Agreement;

BE IT FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, in such number of counterparts as they shall deem advisable, to execute the Agreement, in the form submitted to the Board of Directors, a copy of which Agreement is hereby ordered filed with the records of the Company, and any additional certificates, agreements, instruments or documents contemplated, required, necessary or appropriate for the effectuation of the transactions contemplated by the Agreement (such other certificates, agreements, instruments and documents are referred to collectively with the Agreement as the “Transaction Documents”), with such changes therein and additions thereto as the officers who shall execute the Transaction Documents shall approve (the signing thereof by such persons to be conclusive evidence of their approval of any such changes or additions) and to deliver counterparts of the Transaction Documents, so executed, to Pella against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of Pella;

BE IT FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered to take all such further action in the name and on behalf of the Company, as they in their sole discretion deem necessary, proper or advisable in order to carry out the essential intent and to accomplish the purposes of the foregoing resolutions and fully perform the obligations of the Company contained in each of the documents delivered pursuant thereto; and

BE IT FURTHER RESOLVED, that all actions of any kind heretofore taken by the officers of the Company in connection with the transactions and matters contemplated by the foregoing resolutions are hereby adopted, confirmed, ratified and approved in all respects as the acts and deeds of the Company.