

**RESOLUTION
ADOPTING AGREEMENT AND PLAN OF MERGER
BOARD OF DIRECTORS OF
THERESA MUTUAL INSURANCE COMPANY**

WHEREAS, the Theresa Mutual Insurance Company, a Wisconsin town mutual insurance corporation (the "Company"), desires to effectuate a merger with Holland Mutual Fire Insurance Company, a Wisconsin town mutual insurance corporation ("Holland"), in accordance with Chapter 612 of the Wisconsin Statutes and pursuant to the Agreement and Plan of Merger, dated as of September __, 2022, by and between the Company and Holland (the "Agreement"), in the form submitted to the Company and the Board of Directors of the Company (the "Board"), whereby the separate existence of Holland shall cease and the Company shall continue as the surviving company (the "Merger");

WHEREAS, On July 25, 2022, the State of Wisconsin Office of the Commissioner of Insurance (the "Commissioner" or the "OCI"), issued an order limiting the operations of Holland based on the expiration of Holland's statutorily mandated reinsurance coverage, in effect forcing Holland to either procure a new reinsurance policy, pursue a merger, or dissolve;

WHEREAS, the Board 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, reducing the costs of operation, and ensuring the continued availability of reinsurance;

WHEREAS, the Board determines that the Merger will increase public confidence and confidence of lending institutions and reinsurers in the financial stability of the surviving company; and

WHEREAS, the Board 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.

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and it hereby is, authorized and directed 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 and directed to execute and deliver the Agreement in the name and on behalf of the Company substantially in the form authorized by the Board, 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, and to deliver counterparts of the Transaction Documents, so executed, to Holland against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of Holland;

BE IT FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is authorized and empowered to do such other things and execute and deliver all documents, agreements, certificates and instruments as may be necessary or proper to fully carry out and implement the Agreement; 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.

CERTIFICATION OF RESOLUTION

The undersigned hereby certifies that he is the duly elected and qualified Secretary of Theresa Mutual Insurance Company and the keeper of the Company's records; the attached is a true and correct copy of the resolution adopted in accordance with the Company's Bylaws on the 15th day of September, 2022; and that the resolution is now in full force and effect.

Dated this 15th day of September, 2022.

THERESA MUTUAL INSURANCE
COMPANY

By: Bob Belling
Name: Bob Belling
Title: Secretary