

CATHOLIC UNITED FINANCIAL
Officers' Certificate

Michael M. Ahles, President, Chief Executive Officer and Chair of the Board of Catholic United Financial, and Paul B. Zastrow, Senior Vice President and Secretary/Treasurer of Catholic United Financial, hereby attest to the following with respect to the merger of Catholic United Financial with and into Trusted Fraternal Life:

1. Attached hereto are the resolutions adopted by the Board of Directors of Catholic United Financial at its meeting on June 20, 2024, which approve the terms and conditions of the merger between Catholic United Financial and Trusted Fraternal Life, specifically the Plan and Agreement of Merger.

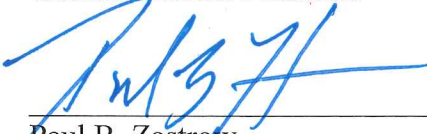
2. A motion to approve the resolutions was made by Lead Director Renee Brod, seconded by Director James Gibbons, and approved with nine votes 'yea' and zero votes 'nay'.

Dated: October 24, 2024

I declare under penalty of perjury that everything that I have stated in this document is true and correct to the best of my knowledge.



Michael M. Ahles
President, Chief Executive Officer and Chair of the Board
Catholic United Financial



Paul B. Zastrow
Senior Vice President Secretary/Treasurer
Catholic United Financial

Acknowledgement

State of Minnesota
Ramsey County

This instrument was acknowledged before me on 10/24/2024 by Michael Ahles and Paul Zastrow.



Signature of Notary Public



My commission expires: 01/31/2027



The following resolutions are adopted by the Board of Directors (“Board”) of Catholic United Financial pursuant to Minnesota Statutes, Sections 64B.14 and 317A.613, subd. 2, and its Constitution and Bylaws.

WHEREAS, the Board has been presented with a proposed Plan and Agreement of Merger (the “Merger Agreement”) by and between Trusted Fraternal Life, a Wisconsin domiciled fraternal benefit society, and Catholic United Financial, whereby Catholic United Financial will be merged with and into Trusted Fraternal Life (the “Merger”), with Trusted Fraternal Life being the surviving society in the Merger;

WHEREAS, the Board formed a special Unification Executive Committee composed of Directors and Officers of Catholic United Financial to participate in the negotiation of the Merger Agreement with representatives of the Board of Directors of Trusted Fraternal Life;

WHEREAS, the Board has been advised by its legal counsel Stinson, LLP, regarding the Director's fiduciary duties in evaluating the Merger;

WHEREAS, the Board has previously considered and discussed the Merger during Executive Sessions at multiple Board meetings;

WHEREAS, the Unification Executive Committee appointed by the Board has reviewed the Merger Agreement and its collateral agreements with the Board and has recommended entering into the Merger and the Merger Agreement;

WHEREAS, in evaluating the Merger to determine whether it would be in the best interests of Catholic United Financial and its Members, the Board has considered all factors that it deems relevant, including, but not limited to:

- comparison of the historical and projected long-term financial condition and operating results of Catholic United Financial on a stand-alone basis;
- the completion of due diligence procedures including review of Trusted Fraternal Life documents and interviews of key personnel;
- the current and prospective business and economic environment of the markets in which Catholic United Financial operates;
- the structure and terms of the Merger under the Merger Agreement;
- the ability to ensure the long-term continuation of the mission of Catholic United Financial;

- the ongoing vitality of Councils and Parish Volunteer Teams;
- the maintenance of the investment practices of Catholic United Financial consistent with the U.S. Conference of Catholic Bishops' Guidelines for Socially Responsible Investing;
- the social and economic impact of the Merger on Catholic United Financial's employees and Members;
- the effect of uniting with fellow societies to advance the fraternal benefit society movement to improve peoples' lives and financial security;
- the business, financial condition, and earnings prospects of Trusted Fraternal Life; and
- the competence, experience, and integrity of Trusted Fraternal Life and its management.

RESOLVED, that, based on its evaluation and consideration of all reports and information available to the Board as of the date of this meeting and all other factors that it considers relevant, the Board has determined, in its judgment, that the Merger is just and equitable to Catholic United Financial's Members and is in the best interest of the membership of Catholic United Financial; and

RESOLVED FURTHER, that the Merger Agreement, substantially in the form presented to the Board, together with changes as the Officers of Catholic United Financial determine appropriate, are adopted and approved; and that Chief Executive Officer of Catholic United Financial is authorized to execute and deliver the Merger Agreement on behalf of Catholic United Financial; that a signature of the Chief Executive Officer to the Merger Agreement shall constitute a valid and binding obligation of Catholic United Financial;

RESOLVED FURTHER, that the Officers of Catholic United Financial are authorized and directed to distribute a copy of the Merger Agreement to each of its Members, as required by Minnesota Statutes, Section 64B.14, subd. 1(4) and its Constitution and Bylaws;

RESOLVED FURTHER, that the Board hereby calls a Catholic United Financial Delegate Conference, its supreme governing body, to consider and approve the Merger as required by Minnesota Statutes, Section 64B.14, subd. 1(3), to be held on or about September 14, 2024;

RESOLVED FURTHER, that each Officer of Catholic United Financial is authorized to take such actions and exercise such powers on behalf of Catholic United Financial in connection with any matter related to the Merger Agreement and the Merger, including, without limitation, authority to:

- file any and all applications, notices, and other documents with regulatory agencies in connection with the Merger Agreement and the Merger, including the submission of any filings or documents required under corporate or insurance laws and regulations; and
- exercise all other incidental powers to carry out the foregoing express powers;

RESOLVED FURTHER, that each Officer of Catholic United Financial is authorized to pay all costs, expenses, and fees in connection with the Merger or with any other matter contemplated by these resolutions;

RESOLVED FURTHER, that the Officers of Catholic United Financial are authorized on behalf of Catholic United Financial, at any time, without further action or authority from the Board, to execute any further agreements, requests, statements, instruments, and documents and other acts the Officers determine necessary in connection with the transactions authorized by these resolutions;

RESOLVED FURTHER, that all actions taken on behalf of Catholic United Financial prior to the date of these resolutions relating to the Merger Agreement or the Merger by Catholic United Financial's Officers are ratified, approved and confirmed; and

RESOLVED FURTHER, that the omission of any agreement or other arrangement described in these resolutions will not derogate the authority to take all necessary actions to complete transactions under these resolutions.

Thus, done and signed this 20th day of June, 2024.



Michael M. Ahles
President, CEO and Chair of the Board
Catholic United Financial