

**RESOLUTIONS  
OF THE  
BOARD OF DIRECTORS OF  
CENTRAL WISCONSIN MUTUAL INSURANCE COMPANY**

The following resolutions were passed at a meeting of the Board of Directors (the "Board") of Central Wisconsin Mutual Insurance Company, a Wisconsin town mutual insurance corporation (the "Company"), held on August 15, 2023:

WHEREAS, the Board desires to effectuate a merger of Caledonia Mutual Fire Insurance Company, a Wisconsin town mutual insurance corporation ("Caledonia"), and Columbus Mutual Town Insurance, a Wisconsin town mutual insurance corporation ("Columbus"), with and into the Company in accordance with Section 612.21 of the Wisconsin Statutes and pursuant to that certain Agreement and Plan of Merger, by and among the Company, Caledonia and Columbus (including the Amended and Restated Articles and Bylaws of the Company incorporated as exhibits thereto) (the "Agreement"), in the form submitted to the Company and the Board of Directors of the Company (the "Board"), whereby the separate existence of Caledonia and Columbus shall cease and the Company shall continue as the surviving company (the "Merger");

WHEREAS, the Board has determined that 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 has determined that it is in the best interest of the Company and its members to authorize the execution, delivery, and performance of the Agreement pursuant to which: (i) Caledonia's and Columbus' policyholders will become members of the Company and (ii) Caledonia and Columbus will cease to exist as separate corporations, and (iii) the Company, as the surviving corporation, shall have all the assets and be liable for all of the obligations of each of the participating corporations;

WHEREAS, the Board has determined 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 Merger and such other transactions contemplated by the Agreement, including adoption of the Amended and Restated Articles and Bylaws incorporated as exhibits to the Agreement;

BE IT FURTHER RESOLVED, the Board hereby establishes that the Special Meeting of the members of the Company to vote on the Merger, shall be held on October 11, 2023, at 10:00 a.m. at the Alto Community Center located at W12785 County Road AS, Waupun, Wisconsin, or such other date, time, and place as designated by the President, that policyholders shall be permitted to submit mail ballots, and the record date to determine the policyholders entitled to notice of the Special Meeting shall be determined by the President;

BE IT FURTHER RESOLVED, that the Board hereby approves the Notice of Special Policyholder Meeting and Summary of Merger in substantially the form hereby presented to the Board and authorizes and directs the officers of the Company to finalize these materials with such revisions deemed necessary or advisable by the officers of the Company consistent with these Resolutions, and directs that such materials be sent to the policyholders as soon as possible, but not less than 30 days prior to the date of the Special Meeting, and hereby recommends that the members of the Company approve the Merger;

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, subject to the notice and consent of the Board, and to deliver counterparts of the Transaction Documents, so executed, to Caledonia and Columbus against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of Caledonia and Columbus;

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.

*[Remainder of Page Intentionally Left Blank, Certification Signature Follows]*

## CERTIFICATION OF RESOLUTION

The undersigned hereby certifies that he or she is the duly elected and qualified Secretary of Central Wisconsin Mutual Insurance Company and the keeper of the Company's records; the attached is a true and correct copy of the resolution adopted at a meeting of the Board of the Company held in accordance with the Company's Bylaws on the 15<sup>th</sup> day of August, 2023; and that the resolution is now in full force and effect.

Dated this 15<sup>th</sup> day of August, 2023.

CENTRAL WISCONSIN MUTUAL  
INSURANCE COMPANY

By: 

Name: Heather Tessmann

Title: Secretary