

**MERGER OF
NORTHERN FINNISH MUTUAL INSURANCE COMPANY
WITH AND INTO
MT. MORRIS MUTUAL INSURANCE COMPANY**

RESOLUTION OF MMIC BOARD OF DIRECTORS APPROVING MERGER

Filed with the Wisconsin Office of the Commissioner of Insurance

September 26, 2023

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
MT. MORRIS MUTUAL INSURANCE COMPANY**

The undersigned, constituting all of the members of the Board of Directors (the “Board”) of Mt. Morris Mutual Insurance Company, a Wisconsin mutual insurance corporation (the “Company”), pursuant to Wis. Stat. §§ 180.0821 and 611.07(4), hereby adopt the following resolutions by written consent, as of September 8, 2023:

WHEREAS, the Board desires, desires to effectuate a merger of Northern Finnish Mutual Insurance, a Wisconsin town mutual insurance corporation (“NFMI”), 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 between the Company and NFMI (the “Agreement”), in substantially the form submitted to the Company and the Board, whereby the separate existence of NFMI 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 its 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) NFMI’s policyholders will become members of the Company, (ii) NFMI will cease to exist as a separate corporation, and (iii) the articles of incorporation and bylaws attached to the Agreement will be the governing documents of the surviving company after the Merger;

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;

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 NFMI against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of NFMI;

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.


[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Resolutions of the Board of the Company on one or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument, which may be executed in portable document format (.pdf) or other electronic transmission (including, without limitation, DocuSign, EchoSign or other similar means) with the same binding effect as the original and deemed to be true and legally binding signatures.

BOARD OF DIRECTORS:




Daniel Kenske



Glenn Thalacker



Greg Walker



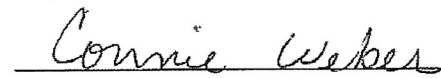
Bob Bennot

Jeffrey Nichols

Robert Ebben

Robert Zimpel

Raymond Hutchinson



Connie Weber

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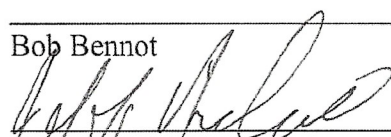
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Daniel Fenske

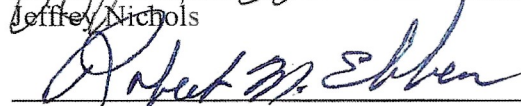
Glenn Thalacker

Greg Walker

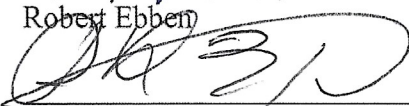
Bob Bennot



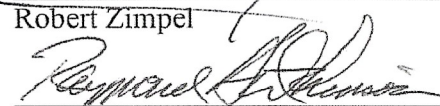
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