

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

Resolutions passed at a meeting of the Board of Directors (the "Board") of Wisconsin River Mutual Insurance Company, a Wisconsin town mutual insurance corporation (the "Company"), held on August 23, 2023:

WHEREAS, the Company presently maintains statutorily and administratively required reinsurance coverage pursuant to Wis. Stat. § 612.33 and Wis. Admin. Code § INS 13.09 from Wisconsin Reinsurance Corporation, a property and casualty reinsurance company ("WRC"). On June 21, 2023, the Wisconsin Office of the Commissioner of Insurance (the "Commissioner") placed WRC into rehabilitation.

WHEREAS, On June 28, 2023, as a result of the WRC rehabilitation and the Company's status as a WRC policyholder for 2023, the Commissioner issued an order to the Company notifying the Company that it must find alternative reinsurance coverage for 2024 or take other action to maintain its certificate of authority and compliance with Wisconsin law including, without limitation, merging with another company.

WHEREAS, the Board desires to effectuate an affiliation (the "Affiliation") of the Company with Mt. Morris Mutual Insurance Company, a Wisconsin domestic mutual insurance corporation ("Mt. Morris") in accordance with that certain affiliation agreement to be entered into by and between the Company and Mt. Morris (the "Agreement"), in the form submitted to the Company and the Board;

WHEREAS, the Board has determined that that the Affiliation will result in the greater financial strength of both the Company and Mt. Morris, as well as provide greater security to the members of both companies by facilitating the sharing of assets and reserves among the companies, greater cooperation with respect to issuances of policies, spreading the risk of loss, reducing the costs of operation, and ensuring the continued availability of reinsurance;

WHEREAS, the Board has determined that the Affiliation will increase public confidence and confidence of lending institutions and reinsurers in the financial stability of the both the Company and Mt. Morris;

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 the Company shall (i) convert under Wis. Stat. § 612.23 from a town mutual insurance corporation governed by Chapter 612 of the Wisconsin Statutes to a domestic mutual insurance corporation governed by Chapter 611 of the Wisconsin Statutes (the "Conversion") in accordance with the Plan of Conversion presented to the Board, (ii) nominate and elect new directors to the Board, including certain designees of Mt. Morris to its Board of Directors (the "Post-Affiliation Board"), (iii) amend and restate its articles

of incorporation and bylaws (the “Amended Organizational Documents”), and (iv) otherwise affiliate with Mt. Morris pursuant to the specific terms and conditions of the Agreement; 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 Affiliation and such other transactions contemplated by the Agreement and the related Reinsurance Pooling Agreement, Reinsurance Allocation Agreement and Management Agreement, including the Conversion;

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, the Reinsurance Pooling Agreement, the Reinsurance Allocation Agreement and the Management 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 Mt. Morris against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of Mt. Morris;

BE IT FURTHER RESOLVED, the Board hereby establishes that the Special Meeting of the members of the Company to approve the Conversion, shall be held on Tuesday, October 24, 2023, at 6:30 pm at 6:8 Building in Prairie du Sac, WI or such other date, time, and location as designated by the President, and the record date shall be Thursday, September 15, 2023, or such other date as determined by the President, to determine the policyholders entitled to notice of and to vote at the Special Meeting;

BE IT FURTHER RESOLVED, that the Board hereby (i) approves the (1) Notice of Special Policyholder Meeting, (2) Plan of Conversion, (3) Summary of Conversion, (4) Policyholder Resolution Ballot and (5) Mail Vote Policyholder Resolution Ballot, each in substantially the form hereby presented to the Board and (ii) authorizes and directs the officers of the Company to finalize the foregoing 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 (iii) recommends that the members of the Company approve the Conversion, the Post-Affiliation Board, and the Amended Organizational Documents.;

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 Conversion and the Agreement; and

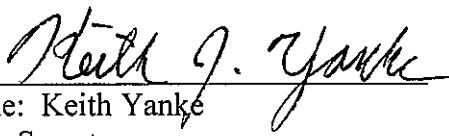
BE IT FURTHER RESOLVED, that all actions of any kind heretofore taken by the officers of the Company in connection with the transactions and matters contemplated by the foregoing resolutions are hereby adopted, confirmed, ratified and approved in all respects as the acts and deeds of the Company.

CERTIFICATION OF RESOLUTION

The undersigned hereby certifies that he or she is the duly elected and qualified Secretary of Wisconsin River 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 23rd day of August, 2023; and that the resolution is now in full force and effect.

Dated this 23rd day of August, 2023.

WISCONSIN RIVER MUTUAL
INSURANCE COMPANY

By: 
Name: Keith Yanke
Title: Secretary