

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

WHEREAS, the Merrimac Lodi Mutual Insurance Company, a Wisconsin town mutual insurance corporation (the "Company"), desires to effectuate a merger of Berry & Roxbury Mutual Insurance Company, a Wisconsin town mutual insurance corporation ("Berry & Roxbury"), with and into the Company (the "Merger"), pursuant to the Agreement and Plan of Merger, dated as of May 25, 2022, by and between the Company and Berry & Roxbury, in the form submitted to the Company and the Board of Directors (the "Agreement");

WHEREAS, the Board of Directors 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, and reducing the costs of operation;

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

WHEREAS, the Board of Directors 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 of Directors, 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 Document shall approve, and to deliver counterparts of the Transaction Documents, so executed, to Berry & Roxbury against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of Berry & Roxbury;

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.

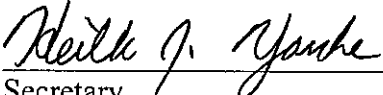
BE IT FURTHER RESOLVED, that all actions of any kind heretofore taken by the officers of the Company in connection with the transactions and matters contemplated by the foregoing resolutions are hereby adopted, confirmed, ratified and approved in all respects as the acts and deeds of the Company.

CERTIFICATION OF RESOLUTION

I hereby certify that I am the duly elected and qualified Secretary of Merrimac Lodi 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 Directors of the Company held in accordance with the Company's Bylaws on the 25th day of May, 2022; and that the resolution is now in full force and effect.

Dated this 25 day of May, 2022.

MERRIMAC LODI MUTUAL
INSURANCE COMPANY


Secretary

**RESOLUTION
ADOPTING AGREEMENT AND PLAN OF MERGER
BOARD OF DIRECTORS OF
BERRY & ROXBURY MUTUAL INSURANCE COMPANY**

WHEREAS, the Berry & Roxbury Mutual Insurance Company, a Wisconsin town mutual insurance corporation (the "Company"), desires to effectuate a merger of Merrimac Lodi Mutual Insurance Company, a Wisconsin town mutual insurance corporation ("Merrimac Lodi"), with and into the Company (the "Merger"), pursuant to the Agreement and Plan of Merger, dated as of May 25, 2022, by and between the Company and Merrimac Lodi, in the form submitted to the Company and the Board of Directors (the "Agreement");

WHEREAS, the Board of Directors 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, and reducing the costs of operation;

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

WHEREAS, the Board of Directors 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 of Directors, 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 Document shall approve, and to deliver counterparts of the Transaction Documents, so executed, to Merrimac Lodi against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of Merrimac Lodi;

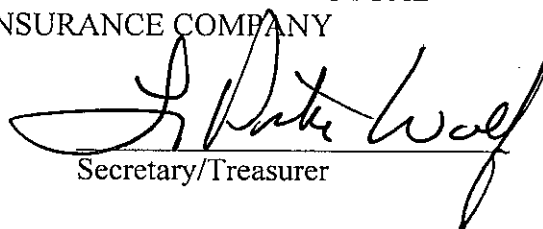
BE IT FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is authorized and empowered to do such other things and execute and deliver all documents, agreements, certificates and instruments as may be necessary or proper to fully carry out and implement the Agreement;

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

I hereby certify that I am the duly elected and qualified Secretary/Treasurer of Berry & Roxbury 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 Directors of the Company held in accordance with the Company's Bylaws on the 25th day of May, 2022; and that the resolution is now in full force and effect.

BERRY & ROXBURY MUTUAL
INSURANCE COMPANY



Secretary/Treasurer

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