

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

WHEREAS, the Southeast Mutual Insurance Company, a Wisconsin town mutual insurance corporation (the “Company”), desires to effectuate a merger with Sugar Creek Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“Sugar Creek”), in accordance with Chapter 612 of the Wisconsin Statutes and pursuant to the Agreement and Plan of Merger, dated as of June 16, 2022, by and between the Company and Sugar Creek (the “Agreement”), in the form submitted to the Company and the Board of Directors of Southeast (the “Board”), whereby the separate existence of the Company shall cease and Sugar Creek shall continue as the surviving company (the “Merger”);

WHEREAS, the Board 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 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 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, 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, and to deliver counterparts of the Transaction Documents, so executed, to Sugar Creek against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of Sugar Creek;

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.

CERTIFICATION OF RESOLUTION

The undersigned hereby certifies that he is the duly elected and qualified Secretary/Treasurer of Southeast 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 16th day of June, 2022; and that the resolution is now in full force and effect.

Dated this 16th day of June, 2022.

SOUTHEAST MUTUAL INSURANCE
COMPANY

By: 
Name: Jennifer Ehlen
Title: Secretary