

MERGER OF
HELENVILLE MUTUAL INSURANCE COMPANY
WITH AND INTO
CENTRAL WISCONSIN MUTUAL INSURANCE COMPANY

RESOLUTIONS OF THE BOARD OF DIRECTORS OF CWMIC

Filed with the Wisconsin Office of the Commissioner of Insurance

November 17, 2023

**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 November 17, 2023.

WHEREAS, the Board desires to effectuate a merger of Helenville Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“HMIC”), with and into the Company in accordance with Section 612.21 of the Wisconsin Statutes and pursuant to the Agreement and Plan of Merger, by and between the Company and HMIC (the “Agreement”), in substantially the form submitted to the Company and the Board whereby the separate existence of HMIC shall cease and the Company shall continue as the surviving company (the “Merger”);

WHEREAS, the Board has determined 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) HMIC’s policyholders will become members of the Company and (ii) HMIC will cease to exist as a separate corporation, 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 the 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, the Board hereby establishes (i) the emergency Special Meeting of the members of the Company to vote on the Merger, shall be held on December 19, 2023, at 10:00 am at the Company's office at 918 W. Main Street in Waupun, or such other date, time, and place as designated by the President, (ii) policyholders shall be permitted to submit mail ballots, and (iii) 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 (i) approves (a) the Notice of Special Policyholder Meeting, (b) Summary of Merger, (c) Policyholder Resolution Ballot, and (d) Mail Vote Policyholder Resolution Ballot, each 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, (ii) directs that such materials be sent to the policyholders as soon as possible, and if practicable not less than 30 days prior to the date of the Special Meeting, and (iii) 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 and to deliver counterparts of the Transaction Documents, so executed, to HMIC against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of HMIC;

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 Page 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 17th day of November, 2023; and that the resolution is now in full force and effect.

Dated this 17 day of November, 2023.

CENTRAL WISCONSIN MUTUAL
INSURANCE COMPANY

By: Heather Tessman

Name: Heather Tessman

Title: Secretary