

MERGER

of

HENRIETTA, GREENWOOD & UNION MUTUAL FIRE INSURANCE COMPANY

with and into

RIVER VALLEY MUTUAL INSURANCE COMPANY

RESOLUTIONS OF THE BOARD OF DIRECTORS OF RIVER VALLEY

Filed with the Wisconsin Office of the Commissioner of Insurance

November 20, 2023

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

The following resolutions were passed at a meeting of the board of directors (the “Board”) of River Valley Mutual Insurance Company, a Wisconsin town mutual insurance corporation (the “Company”), held on November 20, 2023:

WHEREAS, the Board desires to effectuate a merger Henrietta, Greenwood & Union Mutual Fire Insurance Company, a Wisconsin town mutual insurance corporation (“Henrietta”) 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 Henrietta (the “Agreement”), in substantially the form submitted to the Company and the Board whereby the separate existence of Henrietta shall cease and the Company shall continue as the surviving company (the “Merger”);

WHEREAS, immediately following the Merger, the Company intends to convert into a Chapter 611 mutual insurance corporation pursuant to Wis. Stat. § 612.23 (the “Conversion”), together with several other Wisconsin town mutual insurance corporations (the “Converting Corporations”), pursuant to the Plan of Conversion approved by the Board on October 9, 2023;

WHEREAS, the Board has determined 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 the Merger will increase public confidence and the confidence of lending institutions, reinsurers, and insurance regulators 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 is 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, approved 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, and to deliver counterparts of the Transaction Documents, so executed, to Henrietta against delivery to the Company of one or more counterparts to the Transaction Documents executed on behalf of Henrietta;

BE IT FURTHER RESOLVED, the Board hereby directs that an amended notice of the special meeting of the members of the Company on December 12, 2023, at 10:00 a.m. at the Whitehall Golf & Pub, 36535 West Street, Whitehall, Wisconsin to approve the Conversion (the “Special Meeting”) be sent to the policyholders of the Company and that the Merger be submitted to the policyholders for approval at the Special Meeting;

BE IT FURTHER RESOLVED, that the Board hereby (i) approves the (a) Amended Notice of Special Policyholder Meeting, (b) Summary of Merger, and (c) Policyholder Resolution Ballot, each substantially in 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 emergency Special Meeting, and (iii) recommends that the members of the Company approve the Merger pursuant to the Agreement and the subsequent Conversion;

BE IT FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is authorized and empowered to take all actions and execute and deliver all documents, agreements, certificates and instruments as may be necessary or proper to fully carry out and implement the Merger pursuant to the Agreement and the subsequent Conversion, including obtaining all necessary regulatory approvals; 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.

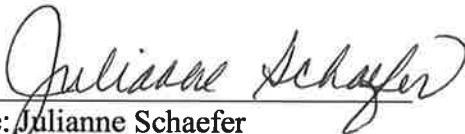
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CERTIFICATION OF RESOLUTION

The undersigned hereby certifies that (i) he or she is the duly elected and qualified Secretary of River Valley Mutual Insurance Company (the "Company") and the keeper of the Company's records and (ii) the resolutions of the Board of Directors of the Company for which this certification is attached are the true and correct resolutions adopted at a meeting of the Board of the Directors of the Company held in accordance with the Company's bylaws on the 20th day of November, 2023; and that the resolution is now in full force and effect.

Dated this th 20 day of November, 2023.

RIVER VALLEY MUTUAL INSURANCE
COMPANY

By: 
Name: Julianne Schaefer
Title: Secretary