

CERTIFICATE OF SECRETARY
OF
CONNECTICUT MEDICAL INSURANCE COMPANY

The undersigned, Stewart Bober, M.D., hereby certifies that he is the Secretary of Connecticut Medical Insurance Company, a Connecticut mutual insurance company ("Company"), and that, as such, he has the power and authority to execute and deliver this certificate, and further certifies that the following is true and correct:

1. The resolutions attached as Exhibit A (the "Resolutions") were duly adopted by the Board of Directors of the Company at a meeting held on November 16, 2019; that none of the Resolutions have been rescinded, revoked or modified in any way; and that each of the Resolutions is in full force and effect on the date of this Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 22nd day of January, 2020.



Stewart Bober, M.D., Secretary

EXHIBIT A

RESOLUTIONS OF THE BOARD OF DIRECTORS

Connecticut Medical Insurance Company – Board Resolutions

Meeting of the Board of Directors on November 16, 2019

WHEREAS, Connecticut Medical Insurance Company (the “Company”) is currently organized as a Connecticut mutual insurance company under Chapter 698, Title 38A of the Connecticut General Statutes (the “CGS”);

WHEREAS, the Board of Directors has evaluated the possibility of reorganization of the Company from a Connecticut mutual insurer into a domestic stock insurer owned by a mutual holding company (a “Reorganization”) and determined that the Reorganization is fair and equitable to the Company and its policyholders and will provide benefits to the Company and its policyholders, including but not limited to:

- maintaining the mutuality that has been a part of the Company’s structure and culture since its inception in 1984 and, at the same time, enhancing the Company’s flexibility to meet future challenges;
- enhancing the Company’s ability to respond to the future needs of policyholders and prospective policyholders in a rapidly changing insurance environment through the development of insurance and non-insurance products and services;
- providing an avenue to obtain additional capital that will give the Company flexibility in the event additional capital is required in the future;
- placing the Company in a more flexible position to expeditiously take advantage of opportunities as they present themselves; and
- enhancing the efficiency, management, and financial flexibility of the Company's insurance operations, thereby making its insurance products more competitive;

WHEREAS, the Board of Directors has been presented with and reviewed a draft Plan of Reorganization, attached hereto as Exhibit A (the “Plan”), for the reorganization of the Company as a domestic stock insurer owned by a mutual holding company, pursuant to the requirements of §38a-156a of the CGS; and

WHEREAS, the Company is required by §38a-156a of the CGS to submit the Plan and related documents with the Insurance Commissioner of the State of Connecticut (the “Commissioner”), together with Articles of Incorporation and Bylaws for the Company, the Mutual Holding Company and the Stock Holding Company, each as referenced in the Plan (the “Governance Documents”), and accompanied with such other documents as the Commissioner and the CGS shall require (the “Additional Filings”) and, following the approval of the Plan by the Commissioner, to obtain the approval of two-thirds (2/3) of the Company’s members voting on the Plan at a meeting of the Company’s members; and

WHEREAS, the Board of Directors has determined that it is in the best interests of the Company to approve the Plan and proceed with the Reorganization.

NOW, THEREFORE, BE IT

RESOLVED, that the Board of Directors does hereby find that the Plan and the Reorganization are fair and equitable to the Company's policyholders and are expected to benefit the policyholders and the Company in the manner described in the recitals hereto.

RESOLVED, that the Plan, in substantially the form presented to the Board of Directors, and each of the actions contemplated by the Plan, are hereby authorized, approved and adopted in all respects.

RESOLVED, that the Chief Executive Officer and the Chief Financial Officer (collectively, the "Authorized Officers") be, and each of them acting alone hereby is, authorized and directed to, in conjunction with the Company's legal counsel and financial advisors, develop and prepare the Governance Documents and the Additional Filings, including any revisions thereof and amendments and supplements thereto containing such information and including any and all exhibits and other instruments, confirmations, agreements, certificates and other documents relating thereto, in each case as required by §38a-156a of the CGS or as deemed necessary, appropriate, or desirable by any Authorized Officer in connection with the foregoing, for presentation to the Company's Members and the Commissioner.

RESOLVED, that each Authorized Officer be, and each of them acting alone hereby is, authorized and directed to, submit the Plan, the Governance Documents and the Additional Filings, including any revisions thereof and amendments and supplements thereto containing such information and including any and all exhibits and other instruments, confirmations, agreements, certificates and other documents relating thereto, in each case as required by §38a-156a of the CGS or as deemed necessary, appropriate, or desirable by any Authorized Officer in connection with the foregoing, to the Commissioner.

RESOLVED, that the Authorized Officers be, and each of them acting alone hereby is, authorized and directed to cooperate with the Commissioner and to make any changes to the Plan, the Governance Documents and the Additional Filings as may be required by the Commissioner or under the CGS in order to obtain the approval of the Plan by the Commissioner.

RESOLVED, that the Authorized Officers be, and each of them acting alone hereby is, authorized and directed to, in conjunction with the Company's legal counsel and financial advisors, prepare an information statement and form of proxy solicitation, and to submit such information statement to the Board of

Directors for its approval at its March 2020 Board meeting, and thereafter, subject to such approval by the Board of Directors, to distribute the Plan to the Company's members in order to obtain the approval of the Company's members required under §38a-156a of the CGS.

RESOLVED, that all actions heretofore taken in connection with the Reorganization by any Authorized Officer or by any employees or agents of the Company on or prior to the date on which the Board of Directors adopted the foregoing resolutions, be and they hereby are, ratified, confirmed and approved; and

RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Company, to take all such further action and do such things, and to execute and deliver all such agreements, certificates, consents, instruments and documents, and to make all expenditures and incur all expenses which such Authorized Officer, in his or her discretion, deems necessary, desirable or appropriate to carry out fully the foregoing resolutions and the purposes and intents thereof, and the taking of any such action or the payment of any such expenditures in connection with the foregoing matters shall conclusively establish authority therefor from the Company and the approval and ratification by the Company of the actions so taken, agreements or other documents so prepared, executed, or delivered, and the expenses or expenditures so paid.

EXHIBIT A
PLAN OF REORGANIZATION

(see attached)