

To the Policyholders (as Members) of New London County Mutual Insurance Company:

The Board of Directors of New London County Mutual Insurance Company (the “Corporation”) has adopted a proposed amendment to the Certificate of Incorporation of the Corporation, which is enclosed, and hereby transmits its recommendation that the policyholders (as members) approve the amendment. We ask that you mark and sign the enclosed proxy card and return it to the Company, or attend the policyholders meeting, and approve of the amendment.

Thank you for your consideration.

Steve H. Chevalier, President, on behalf of the
Board of Directors

NEW LONDON COUNTY MUTUAL INSURANCE COMPANY

**RESOLUTIONS ADOPTED AT A MEETING OF
THE BOARD OF DIRECTORS**

At a meeting of the Board of Directors of New London County Mutual Insurance Company, a Connecticut mutual corporation chartered as an insurance company, held on January 30, 2020, duly called and noticed, and attended by not less than the number of directors constituting a quorum for such meeting, the following resolutions were duly adopted by not less than the number of directors required for approval of such resolutions:

RESOLVED: That the Board of Directors adopts the following proposed amendment and recommends that the policyholders (as members) approve it: The Certificate of Incorporation of the Corporation, as amended, shall be amended to provide for limitation of liability of directors. The Certificate of Incorporation shall be amended by the addition thereto of Section 11, to read as follows:

“Section 11. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty as a director in an amount in excess of the compensation received by such director for serving the Corporation during the year of such violation (or such lesser amount as may hereafter be permitted by Connecticut law), except to the extent such exemption from liability or limitation thereof is not permitted under Connecticut law as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this provision shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

RESOLVED: That the proper officers of the Corporation be and hereby are authorized and directed to execute and file or cause to be filed a Certificate of Amendment of the Certificate of Incorporation with (a) the office of the Connecticut Insurance Commissioner and, following review by such office, with (b) the Secretary of the State of Connecticut, and to do all things necessary and appropriate to effect such amendment.

RESOLVED: That the proper officers of the Corporation be and hereby are authorized to take or do all such further acts or things as may be necessary or desirable in order to carry out the purpose and intent of the foregoing resolutions.