

**CERTIFICATE OF SECRETARY
OF
NATIONAL LEGACY INSURANCE COMPANY**

I, Kenneth M. Portner, being duly sworn, do hereby certify as follows:

1. Beginning on January 1, 2020, and at all times thereafter up to and including the date of this Certificate of Secretary of National Legacy Insurance Company ("Certificate of Secretary"), I have been and am the duly elected Corporate Secretary of National Legacy Insurance Company, an Oklahoma insurance company (the "Company").
2. This Certificate of Secretary is being prepared in connection with the Company's application to assume certain insurance business of The Hanover Insurance Company ("Hanover") as more fully described in an Insurance Business Transfer Plan ("Insurance Business Transfer Plan") filed or to be filed with the State of Oklahoma.
3. A unanimous written consent of the Board of Directors of National Legacy Insurance Company, effective April 26, 2023, approved the Insurance Business Transfer Plan, and various matters related to the approval of the Insurance Business Transfer Plan.
4. Attached as Exhibit A hereto is a true and correct copy of the Resolutions of the Board of Directors of National Legacy Insurance Company that were adopted on April 26, 2023, and which approved the Insurance Business Transfer Plan and various matters related to the approval of the Insurance Business Transfer Plan.
5. This Certificate of Secretary is dated as of April 28, 2023.

IN WITNESS WHEREOF, I, Kenneth M. Portner, have executed this Certificate of Secretary of National Legacy Insurance Company as of April 28, 2023.



Kenneth M. Portner, Secretary

Subscribed and sworn before me this 28 day of April 2023 by Kenneth M. Portner, who is personally known to me.



Notary Public

(Seal)

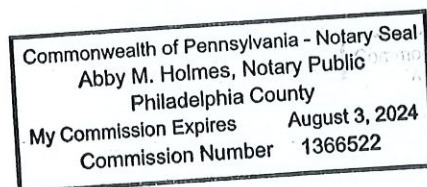


Exhibit A
(Attach NLIC Board Resolution Approving IBT Plan)

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
NATIONAL LEGACY INSURANCE COMPANY**

(Approval of Insurance Business Transfer Plan, The Hanover Insurance Company)

Effective Date: April 26, 2023

The undersigned, being all the Directors of National Legacy Insurance Company, an Oklahoma corporation (the "Company"), hereby consent, as permitted by the Laws of Oklahoma and Article III, Section 3.11 of the Company's Bylaws, to the adoption of the following resolution:

WHEREAS, the Company's Board of Directors desires to approve a certain Insurance Business Transfer Plan ("IBT Plan"), a copy of which is attached as Exhibit A hereto; and

WHEREAS, in accordance with the terms and conditions of the IBT Plan, the Company desires to assume the subject business from The Hanover Insurance Company ("Hanover").

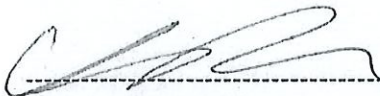
NOW, THEREFORE, it is hereby:

RESOLVED, that the IBT Plan is hereby approved in the form that is attached hereto as Exhibit A.

FURTHER RESOLVED, that each officer of the Company is hereby authorized and empowered to negotiate, amend, finalize, execute and deliver any such documents, to pay or cause to be paid all expenses and make any filings with any governmental agency, as they deem necessary or advisable in their judgment to implement the project that is described as the IBT.

FURTHER RESOLVED, that the Secretary of the Company is hereby authorized and directed to file this Resolution with the permanent corporate records of the Company.

IN WITNESS WHEREOF, the undersigned Directors have executed this written consent as of the date(s) set forth below.



Christopher Reichow

Date: 4/26/23

Benjamin Masel

Date:

Desiree Mecca

Date:

Marney Emel

Date:

John Fischer

Date:

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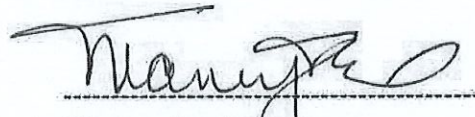
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