

CERTIFIED EXTRACT FROM THE MINUTES OF A SPECIAL MEETING OF THE MEMBERS OF BENEVA MUTUAL (the **Mutual**) held on October 22, 2025.

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"MERGER WITH GORE MUTUAL INSURANCE COMPANY"

WHEREAS a transaction agreement was entered into on January 20, 2025, between the Mutual, Gore Mutual Insurance Company (**Gore Mutual**), Beneva Group Inc., Unica Insurance Inc., Société financière Beneva inc. and Société de gestion Beneva inc. (the **Merger Agreement**);

WHEREAS one of the conditions set out in the Merger Agreement is the adoption by the National Assembly of Québec (the **NAQ**) of a private bill entitled *An Act respecting the merger of Beneva Mutual and Gore Mutual Insurance Company* (the **Bill**), implementing certain essential steps to the transaction contemplated in the Merger Agreement (the **Merger**), including:

- a) the continuance of Gore Mutual as a legal person governed by the laws of Quebec;
- b) the transformation of the latter into a mutual-interest regulated business corporation under the name "Gore Insurance Company";
- c) the incorporation of a management mutual under the name "Mutuelle de gestion Gore" to hold the shares of the capital stock of Gore Insurance Company;
- d) the amalgamation of the Mutual and Mutuelle de gestion Gore by the absorption of the latter by the Mutual (the **Amalgamation by Absorption**);

WHEREAS one of the conditions set out in the Merger Agreement is the execution of an agreement setting out certain terms and conditions relating to the governance of Gore Insurance Company and the Mutual as of the Amalgamation by Absorption (the **Organizational Agreement**) in order, among other things:

- a) provide for the continuation of the mandate of the current directors of the Mutual and the nomination of Neil Parkinson and Anne-Marie Vanier as directors designated by Gore Mutual after the Amalgamation by Absorption; and
- b) provide that the by-laws of the Mutual remain in effect after the Amalgamation by Absorption, subject to the amendments identified in the by-laws attached as an appendix to the Organizational Agreement in order to incorporate the modalities required as a result of the Merger and certain other amendments arising therefrom (the **Post-Amalgamation By-Laws**);

WHEREAS on October 8, 2025, the board of directors of the Mutual approved the filing of the Bill with the NAQ and the Organizational Agreement, including the Post-Amalgamation By-Laws;

WHEREAS the filing of the Bill with the NAQ and the conclusion of the Organizational Agreement (including, without limitation, the coming into force of the Post-Amalgamation By-Laws) must also be confirmed by a resolution adopted by at least two-thirds of the votes cast by the members entitled to vote present at a special meeting of the members called for that purpose (the **Members**);

IT IS RESOLVED, by a favourable vote of at least two-thirds of the votes cast by the Members entitled to vote:

1. THAT the Mutual be authorized to file the Bill with the NAQ for adoption by the latter;
2. THAT the Mutual be authorized to enter into the Organizational Agreement and to perform each of its obligations thereunder;

3. THAT any two directors, or any two officers or one director and one officer of the Mutual, it being understood that Jean-François Chalifoux may act as an officer for the purposes of these resolutions, acting jointly (the **Authorized Representatives**) be, and they are hereby authorized and required, for and on behalf of the Mutual, to do or cause to be done all things to give full effect and force to the provisions of the Bill, the Organizational Agreement, and these resolutions;
4. THAT notwithstanding the adoption of the foregoing resolutions by the Members, the Authorized Representatives are hereby authorized, acting jointly, at their discretion, without further notice or approval from the Members, (a) to amend or make any amendments to the Organizational Agreement, including the Post-Amalgamation By-Laws, that do not materially alter the essential terms of the Organizational Agreement or the Post-Amalgamation By-Laws, (b) to accept any amendments to the Bill that may be proposed between the time the Bill is filed with the NAQ and its adoption by the NAQ; and (c) subject to the provisions of the Merger Agreement, not to proceed with the conclusion of the Organizational Agreement;
5. THAT all acts taken or deeds done to date by the Authorized Representatives which would otherwise have been authorized by these resolutions had they been taken or done prior to the adoption of these resolutions, and all acts taken or deeds done hereafter by such Authorized Representatives, acting jointly, be and are hereby ratified, confirmed, approved, and adopted in all respects on behalf of the Mutual."