FILED
AUG 18 2025
INSURANCE COMMISSIONER
OKLAHOMA

BEFORE THE INSURANCE COMMISSIONER OF THE STATE OF OKLAHOMA

IN RE:	**Mutual Stock Insurer Conversion – COMPSOURCE MUTUAL INSURANCE COMPANY, a domestic mutual insurer, to COMPSOURCE MUTUAL INSURANCE COMPANY, S.I.**	))))))	**Case No. 25-0697-TRN**

NOTICE OF COMMENT HEARING

COMES NOW the State of Oklahoma, ex rel. Glen Mulready, Insurance Commissioner, by and through his attorney, Teresa L. Green, pursuant to the applicable provisions of the Oklahoma Insurance Code, Administrative Procedures Act, and Oklahoma Administrative Code and provides the following Notice:

WHEREFORE, Applicant CompSource Mutual Insurance Company ("Applicant") is hereby given notice of a comment hearing to be held at **1:00 p.m. on the 28th day of August, 2025**, at the **Oklahoma State Capitol Building, 2300 N. Lincoln Blvd., 1st floor East side Multipurpose room 100 A/B, Oklahoma City, Oklahoma 73105**. Pursuant to 36 O.S. § 660.5(E), the comment hearing is for the purpose of receiving comments on whether CompSource Mutual Insurance Company's Plan of Reorganization (**Exhibit "A"**) should be approved.

The Insurance Commissioner invites all interested persons to attend and provide oral or written comments related to the review of the plan. Pursuant to 36 O.S. § 660.5(A), the Insurance Commissioner shall approve the plan if the Commissioner finds all of the following:

1. The applicable provisions 36 O.S. §§ 633 through 650, and other applicable provisions of law, have been fully met;
2. The plan protects the rights of policyholders;

3. The plan is fair and equitable to the members and the plan does not prejudice the interests of the members;
4. The converted stock insurer has capital or surplus, or any combination thereof, that is required of a domestic stock insurer on initial authorization to transact like kinds of insurance, and otherwise is able to satisfy the requirements of this state for transacting its insurance business;
5. The plan does not substantially reduce the security of the policyholders and the service to be rendered to the policyholders;
6. The financial condition of the mutual holding company or any subsidiary of the mutual holding company does not jeopardize the financial stability of the converted stock insurer;
7. The financial condition of the converting mutual insurer is not jeopardized by the conversion or reorganization, and the conversion or reorganization does not jeopardize the financial stability of the mutual holding company or any subsidiary of the mutual holding company; and
8. The competence, experience, and integrity of those persons who control the operation of the converted stock insurer are not contrary to the interests of policyholders of the converted stock insurer and the public in allowing the plan to proceed.

All comments will be received at the comment hearing and considered when determining whether the plan will be approved. Oral comments may be limited to ensure all attendees have an opportunity to speak.

WITNESS My Hand and Official Seal this 18th day of August, 2025.

GLEN MULREADY
INSURANCE COMMISSIONER
STATE OF OKLAHOMA

Teresa L. Green, OBA #32897
Senior Counsel
Oklahoma Insurance Department
400 N.E. 50th St.
Oklahoma City, OK 73105
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Facsimile: (405) 522-0125

CERTIFICATE OF MAILING

I, Teresa L. Green, hereby certify that a true and correct copy of the above and foregoing *Notice of Comment Hearing* was sent by certified mail with postage prepaid and return receipt requested and by email on this 18th day of August, 2025, to:

Nicholas R. Paquette
Foley & Lardner LLP
106 E. College Ave., Suite 900
Tallahassee, FL 32301-7732
npaquette@foley.com

CERTIFIED MAIL NO. ***9589 0710 5270 2899 6611 85***

CompSource Mutual Insurance Company
PO Box 53505
Oklahoma City, OK 73152-3505

CERTIFIED MAIL NO. ***9589 0710 5270 2899 6611 92***

and a copy was delivered to:

Oklahoma Insurance Department's Financial Division

Teresa L. Green

COMPSOURCE MUTUAL INSURANCE COMPANY

PLAN OF REORGANIZATION

As Approved by the Board of Directors of CompSource Mutual Insurance Company

on April 25, 2025

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Exhibit F – Certificate of Incorporation of Intermediate Holdings

Exhibit G – Bylaws of Intermediate Holdings

Exhibit H – Directors and Officers of CompSource MHC, Intermediate Holdings, and Converted CompSource

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PREAMBLE

CompSource Mutual Insurance Company, an Oklahoma mutual insurance company ("CompSource Mutual") intends to reorganize pursuant to the provisions of Article 6A-1 of the Oklahoma Insurance Code (the "MHC Conversion Law").

RECITALS

CompSource Mutual proposes to reorganize pursuant to the MHC Conversion Law by:

(1) forming an Oklahoma mutual insurance holding company;

(2) forming an intermediate stock holding company that, at the Effective Date, will be a wholly owned subsidiary of the mutual insurance holding company; and

(3) converting CompSource Mutual from an Oklahoma mutual insurance company into an incorporated Oklahoma stock insurance company, which will then be a wholly owned subsidiary of the intermediate holding company.

All of the actions set forth above shall constitute the "MHC Conversion."

A. The Board of Directors of CompSource Mutual (the "Board") believes the MHC Conversion is in the best interests of CompSource Mutual, protects the interests of CompSource Mutual's policyholders, and is fair and equitable to such policyholders. On April 25, 2025, the Board adopted certain resolutions attached hereto as Exhibit A (the "Adopting Resolutions") which, among other things, (i) approved the MHC Conversion and adopted this Plan of Reorganization, including all exhibits attached hereto, (ii) authorized and directed that this Plan of Reorganization be filed with the Commissioner (as defined in Article I) for review and approval as provided by Oklahoma law, and (iii) subject to approval by the Commissioner, directed that this Plan of Reorganization be submitted to the CompSource Mutual Eligible Members (as defined in Article I) for approval in accordance with the MHC Conversion Law, and the applicable provisions of the Amended and Restated Articles of Incorporation of CompSource Mutual dated April 26, 2024 and the Amended and Restated Bylaws of CompSource Mutual dated April 26, 2024.

B. For United States federal income tax purposes, it is intended that the transactions consummate pursuant to the MHC Conversion will qualify as non-recognition transactions under sections 368(a) and/or 351(a) of the Internal Revenue Code, respectively, and that this Plan will be, and is hereby, adopted as a plan of reorganization for purposes of the Internal Revenue Code.

NOW, THEREFORE, this Plan of Reorganization is entered into by CompSource Mutual.

ARTICLE I
DEFINITIONS

As used in this Plan, the following words or phrases have the following meanings, and the following definitions shall be equally applicable to both the singular and plural forms of any of the terms herein defined.

"Adopting Resolutions" has the meaning specified in the Recitals.

"Board" has the meaning specified in the Recitals.

"Commissioner" means the Commissioner of the Department.

"CompSource Member Companies" shall initially mean only CompSource Mutual, and thereafter shall mean Converted CompSource, and other wholly owned subsidiaries of CompSource MHC as may be designated as such by the Board of Directors of CompSource MHC from time to time in the manner provided for in the Certificate of Incorporation and Bylaws of CompSource MHC.

"CompSource MHC" means CompSource Mutual Insurance Holding Company, an Oklahoma mutual insurance holding company.

"CompSource MHC Certificate" has the meaning specified in Section 2.2.

"CompSource MHC Bylaws" has the meaning specified in Section 2.2.

"CompSource Mutual" has the meaning set forth in the Recitals.

"CompSource Mutual Eligible Member" means a member of CompSource Mutual whose Policy is In Force on the record date, which shall be thirty (30) days in advance of the Members Meeting.

"Converted CompSource" means CompSource Mutual Insurance Company, S.I., a stock insurance company converted from CompSource Mutual, a mutual insurance company, through the reorganization as more particularly described in Section 2.3 below.

"Converted CompSource Articles" has the meaning specified in Section 2.4.

"Converted CompSource Bylaws" has the meaning specified in Section 2.4.

"Department" means the Oklahoma Insurance Department.

"Effective Date" has the meaning specified in Section 3.6(a).

"In Force" means, with respect to a Policy, issued and not canceled or otherwise terminated. Whether a Policy is In Force is determined based on the records of the company that issued the Policy.

"Intermediate Holdings" means CompSource Intermediate Holding Company, an Oklahoma corporation and wholly owned subsidiary of CompSource MHC.

"Intermediate Holdings Certificate" has the meaning specified in Section 2.6.

"Intermediate Holdings Bylaws" has the meaning specified in Section 2.6.

"Internal Revenue Code" means the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder.

"Member" means each Person holding a Membership Interest in either CompSource Mutual or CompSource MHC, as applicable.

"Members Meeting" has the meaning specified in Section 3.5(a).

"Membership Interests" means the rights of a member as a member of either CompSource Mutual or, upon completion of the MHC Conversion, of CompSource MHC to vote as provided for in the CompSource Mutual Articles and Bylaws or CompSource MHC Certificate and Bylaws, respectively, and such other rights as are provided by statute, regulation or order of the Department, but shall not include any other right expressly conferred by any Policy.

"MHC Conversion" has the meaning specified in the Recitals.

"MHC Conversion Law" has the meaning specified in the Recitals.

"Oklahoma Insurance Code" means the insurance laws of the State of Oklahoma, codified in Title 36 of the Oklahoma Code, and all applicable regulations thereunder.

"Person" means any association, aggregate of individuals, business, company, corporation, individual, limited liability corporation, organization, partnership, receiver, trustee, or society. A Person who is the owner of Policies in more than one legal capacity (e.g., a trustee under separate trusts) shall be deemed to be a separate Person in each such capacity.

"Plan" means this Plan of Reorganization of CompSource Mutual, including all Exhibits hereto, as the same may be amended from time to time in accordance with Section 4.5.

"Policy" means an insurance policy or contract (other than a reinsurance contract), or any binder or a renewal certificate issued by CompSource Mutual (or, on and after the Effective Date, any CompSource Member Company) in the course of business and not canceled or otherwise terminated.

"Public Hearing" means any public hearing conducted by the Commissioner pursuant to the provisions of section 660.5(E), Oklahoma Insurance Code.

"Rights in Surplus" means: (i) prior to the Effective Date, any rights of a Member arising under the CompSource Mutual Articles or Oklahoma Insurance Code to a return of the surplus in respect of Policies of CompSource Mutual, including rights of Members to a distribution of such surplus in dissolution or conversion proceedings under the Oklahoma Insurance Code; and (ii) on and after the Effective Date, any rights of a Member of CompSource MHC arising under its Articles of Incorporation or the Oklahoma Insurance Code to the net worth of CompSource MHC, including rights of Members of CompSource MHC to a distribution of any portion of the net worth of CompSource MHC in dissolution or conversion proceedings under Oklahoma Insurance Code.

ARTICLE II
MHC CONVERSION

2.1. **Formation of CompSource MHC.** On the Effective Date, CompSource MHC shall be incorporated as an Oklahoma mutual insurance holding company pursuant to the provisions of the MHC Conversion Law.

2.2. **Certificate of Incorporation and Bylaws of CompSource MHC**. The Certificate of Incorporation of CompSource MHC shall be substantially as set forth in the Certificate of Incorporation attached hereto as Exhibit B (the "CompSource MHC Certificate"). The Bylaws of CompSource MHC shall be substantially as set forth in the Bylaws attached hereto as Exhibit C (the "CompSource MHC Bylaws").

2.3. **CompSource Mutual Conversion into Converted CompSource**. On the Effective Date, CompSource Mutual shall, without further act or deed, be converted into a stock insurance company authorized to issue capital stock and shall change its name to "CompSource Mutual Insurance Company, S.I." Converted CompSource shall be considered to have been organized at the time that CompSource Mutual was organized. Except as otherwise provided herein, the officers, agents, and employees of Converted CompSource shall continue in like capacity without regard to the MHC Conversion, subject to any and all existing rights and obligations of such parties and Converted CompSource pursuant to existing contracts and applicable law.

2.4. **Articles of Incorporation and Bylaws of Converted CompSource**. On the Effective Date, the Articles of Incorporation and Bylaws of Converted CompSource shall, without further act or deed, be amended and restated substantially in the form set forth in the Second Amended and Restated Articles of Incorporation attached hereto as Exhibit D (the "Converted CompSource Articles") and the Second Amended and Restated Bylaws attached hereto as Exhibit E (the "Converted CompSource Bylaws").

2.5. **Formation of Intermediate Holdings**. On or before the Effective Date, CompSource Mutual shall incorporate Intermediate Holdings as an Oklahoma business corporation pursuant to the provisions of the MHC Conversion Law and Title 18, Chapter A of the Oklahoma Code.

2.6. **Certificate of Incorporation and Bylaws of Intermediate Holdings**. The Certificate of Incorporation of Intermediate Holdings shall be substantially as set forth in the Certificate of Incorporation attached hereto as Exhibit F (the "Intermediate Holdings Certificate"). The Bylaws of Intermediate Holdings shall be substantially as set forth in the Bylaws attached hereto as Exhibit G (the "Intermediate Holdings Bylaws").

2.7. **The MHC Conversion**. As of 12:01 a.m. CT on the Effective Date, and in accordance with this Plan:

(a) CompSource MHC will be formed and will be capitalized at $1,000,000 by CompSource Mutual.

(b) CompSource Mutual will become an Oklahoma stock insurance company;

(c) the Members of CompSource Mutual shall become Members of CompSource MHC in accordance with the CompSource MHC Certificate and Bylaws and the applicable provisions of the MHC Conversion Law;

(d) the Membership Interests in CompSource Mutual shall become Membership Interests in CompSource MHC;

(e) all Membership Interests in CompSource Mutual shall be extinguished;

(f) all contract rights in the Policies shall remain with Converted CompSource;

(g) one hundred percent (100%) of the initial shares of the common stock of the Converted CompSource shall be issued to Intermediate Holdings; and

(h) one hundred percent (100%) of the initial shares of common stock of Intermediate Holdings shall be issued to CompSource MHC.

2.8. **Preservation of Mutuality**. As more particularly described in this Section 2.8, the Members of CompSource Mutual on the Effective Date will constitute one hundred percent (100%) of the Members of CompSource MHC, and CompSource MHC will indirectly own one hundred percent (100%) of the shares of voting stock of the Converted CompSource. CompSource MHC at all times shall own, directly or indirectly, at least a majority of the shares of voting stock of Converted CompSource. Persons acquiring new or renewal policies from Converted CompSource on and after the Effective Date, together with the policyholders of other CompSource Member Companies as provided for herein and in the Certificate of Incorporation and Bylaws of CompSource MHC, shall become Members of CompSource MHC. In this manner, the mutuality of CompSource Mutual is preserved.

2.9. **Continuation of Corporate Existence**. Upon the Effective Date, Converted CompSource shall continue its corporate existence as a stock insurance company without interruption. Except as provided in this Plan:

(a) the MHC Conversion does not annul, modify, or change any existing license or other authority or any of the existing civil actions, rights, contracts, or liabilities of CompSource Mutual;

(b) all property, debts, and every other interest belonging to CompSource Mutual before the MHC Conversion shall be retained by the Converted CompSource without further action; and

(c) on and after the Effective Date, Converted CompSource shall exercise all rights and powers and perform all duties conferred or imposed by law upon insurers writing the classes of insurance written by Converted CompSource, shall retain the rights and contracts of CompSource Mutual existing immediately before the MHC Conversion, and shall be subject to all obligations and liabilities of CompSource Mutual existing immediately before the MHC Conversion.

2.10. **Effect of MHC Conversion on Existing Policies**.

(a) On and after the MHC Conversion, every Policy which is in force on the Effective Date shall continue in force under the terms of those Policies, except that all voting and other membership rights under such Policies shall be converted as contemplated by Section 2.8 above and the MHC Conversion Laws.

(b) On and after the Effective Date, no Member of CompSource MHC shall be personally liable for the acts, debts, liabilities, or obligations of CompSource MHC merely by reason of being a Member and no assessment of any kind may be imposed upon a Member of CompSource MHC merely by reason of being a Member.

(c) All contractual rights in the Policies shall be and remain as they existed immediately prior to the Effective Date, except that Membership Interests and rights in surplus of CompSource Mutual shall be extinguished and replaced by Membership Interests and rights in surplus of CompSource MHC, as provided herein.

2.11. **Membership Interests in CompSource MHC Subsequent to the Effective Date.**

(a) Each Person who is a Member of CompSource Mutual, as provided in the records of CompSource Mutual and in accordance with the CompSource Mutual Articles and CompSource Mutual Bylaws, immediately prior to the Effective Date, shall become a Member of CompSource MHC as of the Effective Date without further act and shall remain a Member so long as at least one Policy, by virtue of which such Member status in CompSource MHC is derived, remains In Force.

(b) Each Person who becomes the owner of one or more Policies of insurance issued, renewed, or assumed by a CompSource Member Company on and after the Effective Date, shall become a Member of CompSource MHC without further act, commencing on the date any such policy is first In Force, and shall remain a Member so long as at least one policy of insurance by virtue of which such Member status in CompSource MHC is derived remains In Force.

(c) Any Person who has become a Member of CompSource MHC as described in Paragraph 2.11(a) or (b), shall cease to be a Member, and, unless otherwise provided by law, all associated rights and privileges, including without limitation the Membership Interest and Rights in Surplus, if any, of such Member, shall cease, as of the date no policy of insurance by virtue of which such Member status is derived remains In Force, whether as a result of lapse, expiration, nonrenewal, cancellation, termination, or novation of such policy.

2.12. **No Current Plan of Distribution or Sale of Stock**. There is no current plan to issue, sell, or distribute shares of Converted CompSource, Intermediate Holdings, or any other affiliated company to the public or to any other Persons, including, for the avoidance of doubt, to any director or officer of Converted CompSource, Intermediate Holdings, or CompSource MHC within the six (6)-month period following the Effective Date.

ARTICLE III
APPROVAL, CONDITIONS, AND EFFECTIVE DATE OF MHC CONVERSION

3.1. **Approval by the Board**. The Adopting Resolutions were approved by the Board on April 25, 2025.

3.2. **Approval by the Commissioner**. CompSource Mutual shall file this Plan with the Commissioner for approval. The Board has directed that this Plan be submitted to the Commissioner for review and approval as provided by Oklahoma law.

3.3. **Public Hearing**. This Plan is subject to the approval of the Commissioner who, pursuant to title 36, section 660.5(A) and (E), may, but is not required to, hold a public hearing on the Plan after receipt thereof.

3.4. **Notice to Policyholders of Public Hearing.** In the event the Commissioner, in his discretion, determines to hold a Public Hearing on the Plan, notice of such Public Hearing shall be given in accordance with the Oklahoma Insurance Code.

3.5. **Approval by the CompSource Mutual Eligible Members.**

(a) **CompSource Mutual Eligible Members Meeting.** This Plan is subject to approval by the CompSource Mutual Eligible Members. After the approval of this Plan by the Commissioner, CompSource Mutual shall hold a meeting of the CompSource Mutual Eligible Members (the "Members Meeting") during which CompSource Mutual Eligible Members shall be entitled to vote on the proposal to approve this Plan. Approval of this Plan is subject to the affirmative vote of two-thirds (2/3) of the votes cast by the CompSource Mutual Eligible Members in person or by proxy at the Members Meeting. CompSource Mutual Eligible Members may vote in person or by proxy. Approval by the CompSource Mutual Eligible Members of this Plan shall constitute approval by the CompSource Mutual Eligible Members of the CompSource MHC Certificate and Bylaws, the Converted CompSource Articles and Bylaws, and the Intermediate Holdings Certificate and Bylaws.

(b) **Notice of Members Meeting.** The Members Meeting shall be held not less than thirty (30) days from the date notice of the Members Meeting is provided by first-class mail to the CompSource Mutual Eligible Members. Notice of the Members Meeting to act on this Plan shall be provided to each CompSource Mutual Eligible Member at the CompSource Mutual Eligible Member's address as shown on CompSource Mutual's records. The notice shall include a URL link at which the policyholders can access the full reorganization plan and related plan materials electronically and shall provide that a physical code of the plan and related plan materials will be provided to a policyholder upon request.

3.6. **Conditions and Effective Date.**

(a) Upon satisfaction of all conditions as provided in Subsection (b) of this Section 3.6, CompSource Mutual shall file the CompSource MHC Certificate, the Intermediate Holdings Certificate, and the Converted CompSource Articles with the Oklahoma Secretary of State. This Plan shall become effective on the later of (i) 12:01 a.m. CT January 1, 2026 or (ii) the date on which all of the provisions of this Section 3.6 have been complied with and the CompSource MHC Certificate, the Intermediate Holdings Certificate, and the Converted CompSource Articles have been accepted by the Oklahoma Secretary of State (such time, the "Effective Date").

(b) **Conditions Precedent to MHC Conversion.** The MHC Conversion shall not become effective unless and until:

(i) this Plan shall have been approved by the Commissioner as provided in Section 3.2;

(ii) the CompSource MHC Certificate, the Intermediate Holdings Certificate, and the Converted CompSource Articles shall have been approved by the Commissioner;

(iii) this Plan shall have been approved by the CompSource Mutual Eligible Members as provided in Section 3.5(a);

(iv) CompSource Mutual shall have received an opinion of Foley & Lardner LLP or other independent tax counsel to CompSource Mutual, in either case or in combination, substantially to the effect that: (x) the Members will not recognize taxable gain or loss in connection with the MHC Conversion and (y) neither CompSource MHC, nor Intermediate Holdings, nor CompSource Mutual will recognize taxable gain or loss in connection with the MHC Conversion;

(v) CompSource Mutual shall have received an opinion of Foley & Lardner LLP or other independent legal counsel in form and substance satisfactory to the duly authorized Officers of CompSource Mutual with respect to federal and state securities law matters;

(vi) the receipt of other regulatory approvals and/or consents that the Board and Officers of CompSource Mutual deem necessary and appropriate; and

(vii) the Commissioner shall have issued a new certificate of authority for Converted CompSource, and the issuance by the Oklahoma Secretary of State of a certificate of incorporation for CompSource MHC and Intermediate Holdings.

ARTICLE IV
ADDITIONAL PROVISIONS

4.1. **No Transfer or Exchange.** The MHC Conversion shall not be construed to result in any reinsurance or in any real or constructive issuance or exchange of any insurance policy or contract or any other transfer of any assets, rights, or obligations of CompSource Mutual.

4.2. **Directors and Officers**. The current Directors and Officers of CompSource Mutual, to the extent they still hold such positions on the Effective Date, shall serve as the Directors and Officers of CompSource MHC on and after the Effective Date, until new Directors and Officers have been duly elected and qualified pursuant to the CompSource MHC Bylaws. The Directors and Officers of Converted CompSource and Intermediate Holdings on and after the Effective Date shall be as set forth on Exhibit H, until new Directors and Officers have been duly elected and qualified pursuant to the Converted CompSouce Bylaws and the Intermediate Holdings Bylaws, respectively.

4.3. **Conflict of Interest**. No director, officer, or employee of CompSource Mutual shall receive any fee, commission, or other valuable consideration, other than such Person's regular salary or compensation, for aiding, promoting, arranging, or assisting in the MHC Conversion in any manner.

4.4. **Amendment or Withdrawal of Plan.** At any time before the Effective Date, CompSource Mutual may, by resolution of the Board, amend or withdraw this Plan. The Commissioner shall determine whether any amendment made after approval of this Plan by the CompSource Mutual Eligible Members changes this Plan in a manner that is materially disadvantageous to the policyholders of CompSource Mutual and, in such case, may require that the amended Plan be submitted for reconsideration by the CompSource Mutual Eligible Members. If the Board of Directors approves an amendment that is not determined by the Commissioner to be materially disadvantageous to the CompSource Mutual Eligible Members prior to the Effective Date, then this Plan, including any exhibits hereto, shall be deemed amended in accordance with such amendment without the necessity of a further submission of the Plan for reconsideration by

the CompSource Mutual Eligible Members. No Person shall have any rights or claims against CompSource Mutual or its Board based on the withdrawal of this Plan.

4.5. **Costs and Expenses**. All costs and expenses incurred in connection with this Plan shall be paid either by CompSource Mutual or Converted CompSource.

4.6. **Agreements Among Affiliates**. CompSource MHC or any of its subsidiaries or affiliates may enter into management, administrative, or other services agreements, cost-sharing agreements, and other similar agreements with another affiliate subject to any required regulatory approval by the Department pursuant to applicable laws.

4.7. **Governing Law**. The terms of this Plan shall be governed by and construed in accordance with the laws of the State of Oklahoma, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

4.8. **Headings.** Article and section headings contained in this Plan are for convenience only and shall not be considered in construing or interpreting any of the provisions hereof.

IN WITNESS WHEREOF, CompSource Mutual Insurance Company, by the authority of its Board of Directors, has caused this Plan to be signed by its President, and attested to by its Secretary on April 25, 2025.

COMPSOURCE MUTUAL INSURANCE COMPANY

By: _____
Steve Hardin
President

Attestation:

By: _____
Michael Rigdell
Secretary

Exhibit A
Adopting Resolutions

Exhibit B
Certificate of Incorporation of CompSource MHC

Exhibit C
Bylaws of CompSource MHC

Exhibit D
Second Amended and Restated Articles of Incorporation of Converted CompSource

Exhibit E
Second Amended and Restated Bylaws of Converted CompSource

Exhibit F
Certificate of Incorporation of Intermediate Holdings

Exhibit G
Bylaws of Intermediate Holdings

Exhibit H
Directors and Officers of CompSource MHC, Intermediate Holdings, and Converted CompSource

CompSource MHC Directors:	
Randal Bruce Allen	Director and Chairman
Russell Wood Ingram III	Director and Chief Executive Officer
Michael Gene Ridgell	Director and Secretary
Brandon Dale Rouse	Director and Vice Chairman
James Gwen Mullin	Director
Jennifer Marie Grigsby	Director
Thomas Gregory Apel	Director
Danny Dick Ramsey	Director
Jason Clark	Director
CompSource MHC Officers:	
Steven Lee Hardin	Chief Financial Officer and President
Michael Gene Ridgell	Director and Secretary
Intermediate Holdings Directors:	
Randal Bruce Allen	Director and Chairman
Russell Wood Ingram III	Director and Chief Executive Officer
Michael Gene Ridgell	Director and Secretary
Brandon Dale Rouse	Director and Vice Chairman
James Gwen Mullin	Director
Jennifer Marie Grigsby	Director
Thomas Gregory Apel	Director
Danny Dick Ramsey	Director
Jason Clark	Director
Intermediate Holdings Officers:	
Steven Lee Hardin	Chief Financial Officer and President
Michael Gene Ridgell	Director and Secretary

Converted CompSource Directors:	
Randal Bruce Allen	Director and Chairman
Russell Wood Ingram III	Director and Chief Executive Officer
Michael Gene Ridgell	Director and Secretary
Brandon Dale Rouse	Director and Vice Chairman
James Gwen Mullin	Director
Jennifer Marie Grigsby	Director
Thomas Gregory Apel	Director
Danny Dick Ramsey	Director
Jason Clark	Director
Converted CompSource Officers:	
Steven Lee Hardin	Chief Financial Officer and President
Michael Gene Ridgell	Director and Secretary