

INSURANCE COMMISSIONER
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

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;

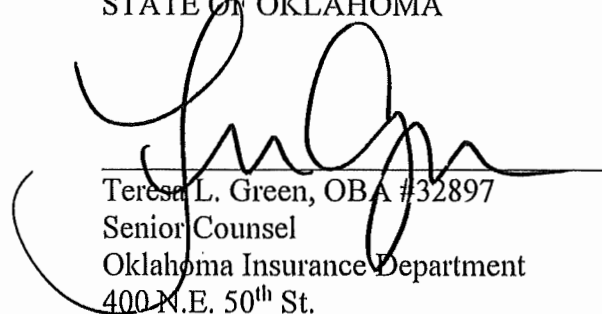
3. The plan is fair and equitable to the members and the plan does not prejudice the interests of the members;
4. The converted stock insurer has capital or surplus, or any combination thereof, that is required of a domestic stock insurer on initial authorization to transact like kinds of insurance, 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
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Oklahoma City, OK 73105
Telephone: (405) 521-6654
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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

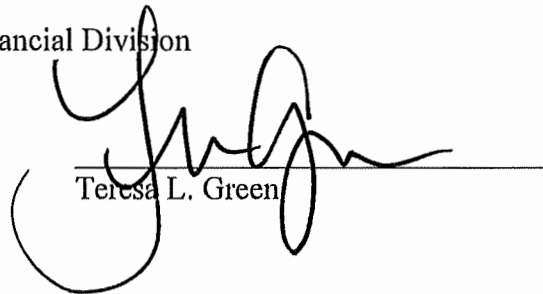
CERTIFIED MAIL NO. | 9589 0710 5270 2899 6611 85

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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EXHIBITS

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

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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 CompSource 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

COMPSOURCE MUTUAL INSURANCE COMPANY

**APPROVAL OF THE PLAN OF REORGANIZATION
AND RELATED TRANSACTIONS**

**Board of Directors Meeting
April 25, 2025**

Pursuant to Section 660.3 of the Oklahoma Insurance Code, the board of directors ("Board") of CompSource Mutual Insurance Company ("CompSource Mutual" or "Company"), a mutual insurance company organized and existing under Article 21 of the Oklahoma Insurance Code, at the Board's meeting duly held on April 25, 2025, adopts the following resolutions.

WHEREAS, the Board recognizes and affirms the benefits to CompSource Mutual and its policyholders from the Company's mutual structure, but understands the limitations that such structure imposes on CompSource Mutual's ability to react quickly to changes in the insurance marketplace, to move quickly to take advantage of business opportunities in that marketplace, and to maintain mutuality with its policyholders; and

WHEREAS, with the assistance of the officers and other management-level employees of the Company ("Management"), and outside legal advisors, the Board has reviewed and evaluated various structural alternatives to the Company's current structure as a mutual insurance company, and discussed the potential advantages and disadvantages of such alternatives; and

WHEREAS, following its review and analysis of the available structural alternatives, in a Board meeting held on February 7, 2025, the Board determined to focus on the proposed conversion of the Company into a stock insurance company owned by a newly organized mutual holding company ("MHC") as provided for in Article 6A-1 of the Oklahoma Insurance Code (the "Restructuring"); and

WHEREAS, at the February 7, 2025 Board meeting, the Board also passed a resolution authorizing Management to take a series of actions to pursue the Restructuring, all subject to further Board review and approval; and

WHEREAS, Management, with the assistance of the Company's outside legal advisors, has prepared and provided the Board the initial proposed form of a Plan of Reorganization (the "Plan"), including a draft of a Policyholder Information Statement to be made available to CompSource Mutual's policyholders (the "Policyholder Information Statement"), and other related exhibits and materials, all as previously provided to the Board and, together with the changes to such documents as the Board may approve, incorporated herein by reference; and

WHEREAS, the Board has determined that the Restructuring, as described in the Plan, will enhance the Company's mutuality and its ability to respond to a changing insurance marketplace, address future challenges, and take advantage of future opportunities, including, in particular, by enhancing CompSource Mutual's ability to successfully address the strategic challenges and opportunities identified by the Board. The Board has further determined that the Plan and the transactions contemplated therein are fair and equitable to CompSource Mutual's

policyholders as required by Section 660.3(A) of the Oklahoma Insurance Code, and are expected to benefit the policyholders by achieving the enhanced capabilities described herein while preserving mutuality and the ability to operate with a focus on the interests of policyholders; and

WHEREAS, to effect the Restructuring, CompSource Mutual is required, by Section 660.3(B) of the Oklahoma Insurance Code, to file the Plan and related documents with the Commissioner of the Oklahoma Insurance Department (the "Commissioner"), and must also make certain other filings with governmental entities (collectively, the "Regulatory Filings"); and

WHEREAS, in addition to approval by the Company's Board, adoption of the Plan will require the issuance of an order approving the Plan by the Commissioner after a public hearing (if required), certain other regulatory approvals, and approval by the Company's policyholders (the "Members") at a special meeting called for that purpose (the "Special Meeting").

NOW, THEREFORE, IT IS:

1. Approval of the Plan and the Restructuring

RESOLVED, that the Board does hereby determine that the Plan and the Restructuring are fair and equitable to CompSource Mutual's policyholders and are expected to benefit the policyholders and CompSource Mutual in the manner described in the above recitals.

RESOLVED, that the Plan, in substantially the form presented to the Board, and each of the actions contemplated in such Plan, are hereby authorized, approved, and adopted in all respects, and that, subject to receipt of the required approval of the Commissioner and the Members, and the fulfillment of all other conditions precedent to consummation of the Plan, CompSource Mutual's officers are, and each of them individually hereby is, authorized and directed, in the name and on behalf of CompSource Mutual, to: (a) execute the Plan, with such changes or additions (including to any of the exhibits thereto) and as may be required by any regulatory authority or governmental agency, or as may be required to comply with any applicable laws or regulations, or as CompSource Mutual's Chair of the Board ("Chair") shall, in his sole discretion, approve (such approval to be conclusively evidenced by the execution and delivery thereof), together with any other agreements, certificates, instruments, and documents as may be required in connection with the Restructuring; (b) perform the obligations and carry out the duties of CompSource Mutual under the Plan and under such other agreements, certificates, instruments, and documents required in connection with the Plan; and (c) take such other action as may be contemplated by the Plan, or deemed by CompSource Mutual's officers to be necessary or desirable in connection with the Plan and the Restructuring. Any changes to the Plan (including any exhibits thereto) that materially alter the Plan, will be brought before the Board for its further approval and adoption.

RESOLVED, that, upon receipt of regulatory and Member approval, CompSource Mutual will form CompSource Mutual Insurance Holding Company, an Oklahoma mutual insurance holding company under Article 6A-1 of the Oklahoma Insurance Code, as set forth in the Plan.

RESOLVED, that, upon receipt of regulatory and Member approval, CompSource Mutual will form an Oklahoma business corporation to act as the intermediate stock holding company to hold all of the initial outstanding voting stock of converted CompSource Mutual, as set forth in the Plan.

RESOLVED, that, subject to the required regulatory and Member approvals, CompSource Mutual's Amended and Restated Articles of Incorporation be amended and restated in the form set forth in the Plan (the "Second Amended and Restated Articles of Incorporation") and CompSource Mutual's Amended and Restated Bylaws be amended and restated in the form set forth in the Plan (the "Second Amended and Restated Bylaws"), effective as of the date contemplated in the Plan.

2. Regulatory Filings

RESOLVED, that the Policyholder Information Statement is hereby approved in substantially the form provided to the Board in the materials for this Board meeting, and, together with the Plan and all such other materials as required by law or as deemed appropriate by CompSource Mutual's officers, shall be submitted to the Commissioner for approval, and that all other Regulatory Filings be made on behalf of CompSource Mutual with the appropriate governmental entities.

RESOLVED, that CompSource Mutual's officers are hereby authorized and directed to respond to all requests for additional information by, and to meet with, or cause CompSource Mutual's outside legal advisors to meet with, officials of the Oklahoma Insurance Department or any governmental agency having jurisdiction to confer on any issues relating to the proposed Restructuring.

RESOLVED, that CompSource Mutual's officers are hereby authorized and directed to obtain a tax opinion meeting the requirements of the Plan from CompSource Mutual's legal counsel.

RESOLVED, that CompSource Mutual's officers are hereby authorized and directed to obtain a securities law opinion meeting the requirements of the Plan from CompSource Mutual's legal counsel.

RESOLVED, that CompSource Mutual's officers are hereby authorized to negotiate the terms of any Stipulation and Consent Order that may be proposed by the Commissioner as a condition of approving the Restructuring, and CompSource Mutual's Chair is hereby authorized to execute and deliver any such Stipulation and Consent Order that he deems necessary and desirable to achieve the benefits of the Restructuring on behalf of the Company and its Members, provided, however, that any material changes to the Plan resulting from any such Stipulation and Consent Order shall be subject to further Board approval prior to the execution and delivery of such Stipulation and Consent Order and the submission of the Plan to the Members as provided for below.

3. Member Approval

RESOLVED, that, subject to the approval of the Plan by the Commissioner, the Plan, including the proposed Second Amended and Restated Articles of Incorporation of CompSource Mutual included as an element of the Plan, be submitted to the Members for approval at the Special Meeting to be called by CompSource Mutual for that purpose.

RESOLVED, that CompSource Mutual's officers shall make available the Policyholder Information Statement, together with such changes and additions, consistent with the Plan, as may be required by the Commissioner or deemed necessary or appropriate by CompSource Mutual's officers in their sole discretion, to the Members in advance of the Special Meeting; and shall provide for such other policyholder communications as such officers deem necessary or appropriate to inform the Members of the potential advantages and benefits, as well as disadvantages and risks, of the Plan and the Restructuring, and to communicate other information that a Member might reasonably deem material to the decision whether to vote to approve the Plan.

RESOLVED, that the record date for purposes of determining the Members eligible to vote on the Plan shall be the date which is 30 days in advance of the date established for the Special Meeting.

RESOLVED, that the Board recommends to the Members that they vote to approve the Plan.

RESOLVED, that CompSource Mutual is authorized to designate one or more representatives of CompSource Mutual to solicit, receive, vote, and tabulate Member proxies and otherwise assist with the conduct of the Special Meeting, and if any such representative requires a resolution in any form different from, but generally consistent with, the foregoing, such resolution shall be deemed to have been fully approved and adopted when so certified by CompSource Mutual.

RESOLVED, that upon the consummation of the Restructuring and the incorporation of CompSource Mutual Insurance Holding Company, the Board authorizes a distribution of \$1,000,000 from CompSource Mutual to CompSource Mutual Insurance Holding Company for its capitalization.

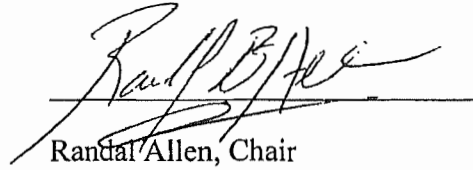
RESOLVED, that any officer of CompSource Mutual is authorized and directed on behalf of CompSource Mutual to pay all fees and expenses incurred in connection with the Restructuring, including, without limitation, fees, and expenses of CompSource Mutual's advisors and agents, filing fees, and printing and mailing expenses.

4. General

RESOLVED, that any officer of CompSource Mutual is authorized and directed in the name and on behalf of CompSource Mutual to: (a) take or cause to be taken all such further actions and to prepare, execute, and deliver or cause to be prepared, executed, and delivered, and where necessary or appropriate, file or cause to be filed, all such other instruments and documents, including, but not limited to, all certificates, contracts, bonds, agreements, documents, instruments, receipts, or other papers; and (b) engage such persons as such officer shall in his or her judgment determine to be necessary or appropriate to carry out fully the intent and purposes of the foregoing resolutions and each of the transactions contemplated thereby.

RESOLVED, that any and all actions heretofore or hereafter taken or caused to be taken by CompSource Mutual's officers, agents, and representatives in preparing and effecting the Plan and the Restructuring, consistent with the foregoing resolutions, are hereby ratified, confirmed, and approved in all respects.

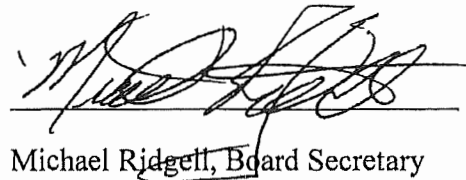
This Resolution shall be effective immediately.



Randal Allen, Chair

Secretary's Certification

I, Michael Ridgell, the duly elected Secretary of the Board of Directors of CompSource Mutual, hereby certify that this is a true and correct copy of a resolution adopted by the Board of Directors of CompSource Mutual Insurance Company on April 25, 2025.



Michael Ridgell, Board Secretary

Exhibit B
Certificate of Incorporation of CompSource MHC

**CERTIFICATE OF INCORPORATION
OF
COMPSOURCE MUTUAL INSURANCE HOLDING COMPANY**

This Certificate of Incorporation (the "Certificate") is executed for the purposes of forming an Oklahoma mutual insurance holding company pursuant to the authority and provisions of Article 6A-1 of the Oklahoma Insurance Code and Oklahoma Annotated Statutes Title 18, Chapter 22, entitled Oklahoma General Corporation Act.

**ARTICLE I
NAME**

The name of the corporation shall be CompSource Mutual Insurance Holding Company (the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Corporation shall be 1901 N. Walnut Ave., Oklahoma City, OK 73105. The business of the Corporation may be transacted in all the counties of Oklahoma and all the states of the United States.

**ARTICLE III
DURATION**

The term for which this corporation shall continue in business is perpetual.

**ARTICLE IV
CORPORATE PURPOSES AND POWERS**

The Corporation is being formed to hold at all times, either directly or indirectly, through one or more intermediate holding companies as permitted by law, a majority of the voting stock of CompSource Mutual Insurance Company, S.I., which as originally organized as a mutual insurance company in the state of Oklahoma and was reorganized into a stock insurer in the state of Oklahoma in accordance with Article 6A-1 of the Oklahoma Insurance Code and the CompSource Mutual Insurance Company Plan of Reorganization filed with the Oklahoma Insurance Department (the "Plan"). In addition, the Corporation may engage in any lawful business incidental thereto, and any other business permitted by law.

**ARTICLE V
MEMBERSHIP**

The Corporation shall be a mutual insurance holding company, without capital stock. Each policyholder with an active policy not in cancellation status who was a member of CompSource Mutual Insurance Company as of the effective date of the formation of the Corporation and any other person, as determined by the Board of Directors of the Corporation in accordance with the Corporation's Bylaws and the Plan, shall be a member of the Corporation ("Member").

ARTICLE VI
DIRECTORS

The initial Directors of the Corporation shall be those individuals named in the Plan. Thereafter, the Directors shall be elected by the members as provided in the Bylaws and shall hold their offices of such period as the Bylaws shall establish, or until their successors are duly elected or qualified.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The registered agent of the Corporation is Russell W. Ingram, III at 1901 N. Walnut Ave., Oklahoma City, OK 73105, whose signature consenting to this appointment appears at the end of this document. The Board of Directors of the Corporation may change its registered agent without amending these articles.

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator is:

Russell Wood Ingram III
1901 N. Walnut Ave.
Oklahoma City, Oklahoma 73105

ARTICLE IX
DISSOLUTION AND LIQUIDATION

In the event of the dissolution or liquidation of the Corporation, the surplus of cash or property of the Corporation remaining after payment of all liabilities of the Corporation shall be distributed to the Members at the time of such dissolution or liquidation in the same manner and in the same proportions as would be determined and made under the provisions of Oklahoma law applicable to distributions to policyholders upon the dissolution or liquidation of a domestic mutual insurance company.

ARTICLE X
AMENDMENT AND SAVING CLAUSE

The Board of Directors may amend these Articles as provided by applicable law and subject to the members' approval. In the event any provision of these Articles, or any amendment hereafter adopted, is judged ultra-vires or otherwise invalid, the remaining provisions, powers, and conditions are deemed unaffected and in full force and effect.

ARTICLE XI
DIVIDENDS

The Corporation will not be required to pay dividends or make any other distributions to its members, except as directed or approved by the Oklahoma Insurance Department or such governmental officer, body or authority as may succeed it as the primary regulator of the Corporation under applicable law.

INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on the [•], 2025.¹

By: _____

Sole Incorporator

¹ **Note to Draft:** To be inserted upon finalization.

Exhibit C
Bylaws of CompSource MHC

**BYLAWS
OF
COMPSOURCE MUTUAL INSURANCE HOLDING COMPANY**

ARTICLE I

OFFICES

Section 1.01. Principal Office. The principal office of CompSource Mutual Insurance Holding Company ("the Company") in the State of Oklahoma shall be located in Oklahoma County or at any other place or places as the board of directors of CompSource Mutual Insurance Holding Company ("Board of Directors" or "Board") may designate.

Section 1.02. Additional Offices. The Company may have additional offices at any other place or places that the Board of Directors determines from time to time or the business of the Company requires.

ARTICLE II

MEMBERS

Section 2.01. Membership. "Member" as used in these Bylaws is a person who, and each entity which, became a Member of the Company in accordance with the Plan of Reorganization pursuant to which the Company was formed (the "Plan") as of the effective date of such formation (the "Inception Date"), and such Member shall remain a Member for so long as at least one policy of insurance, by virtue of which such membership in the Company is derived, remains in force.

- (a) Each person who, and each entity which: (i) is not a Member pursuant to § 2.01; and (ii) is the owner of one or more policies of insurance issued, renewed, or assumed after the Inception Date (but excluding certificates issued under a master or group policy) by an insurance company that has been designated in accordance with these Bylaws or the Articles of Incorporation of the Company as a CompSource Member Company shall be a Member of the Company without further act, commencing with the date of any such policy is first in force and continuing for so long as at least one policy of insurance by virtue of which such Membership in the Company is derived remains in force.
- (b) The proprietor of a sole proprietorship insured by the Company shall be deemed a Member of the Company.
- (c) A corporation, partnership, limited liability company, unincorporated association, trust, joint venture, cooperative, or any other legally recognized entity (herein "entity" or "entities") which becomes a policyholder and Member of the Company may authorize any natural person to represent it. That person, as the entity's representative, will have all the rights and responsibilities of any individual Member.

- (d) Until the Company has received written notice to the contrary from the entity, or until the Company has received written notice that some other person has been authorized to represent the entity, the Company may assume that any person designated by the entity is its duly authorized representative and is entitled to act and vote on its behalf.
- (e) If the Company issues a policy listing more than one named insured, only one named insured may exercise the rights of membership. If two or more named insured on a single insurance policy dispute or contest their individual rights to acts as a Member of the Company, their membership rights shall be suspended until such dispute is settled or otherwise resolved to the satisfaction of the Company.
- (f) No Member may cast more than one vote, regardless of the number of policies or the amount of insurance any Member may carry.
- (g) Whenever in these Bylaws the word "Member" is used, it will be deemed and construed to mean, according to the context, either the policyholder (whether an individual or an entity) or the representative of any entity that is a policyholder.

Section 2.02. CompSource Member Companies. Initially, the only designated CompSource Member Company shall be CompSource Mutual Insurance Company, S.I. After the date hereof, the Board may take action to designate any direct or indirect subsidiary of the Company as an additional CompSource Member Company. Notwithstanding the provisions of § 2.01, at the time it takes action to designate an additional CompSource Member Company, the Board may also specify the timing of admission of policyholders of such company as Members of the Company. For the avoidance of doubt: (i) once designated a CompSource Member Company, such company shall retain such designation unless and until it is no longer a direct or indirect subsidiary of the Company; and (ii) the Company may have subsidiaries that are not CompSource Member Companies.

Section 2.03. Cessation of Membership Any person who became a Member of the Company as described in § 2.01 shall cease to be a Member, and all associated rights and privileges, including without limitation the membership interest of such Member, if any, 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.

Section 2.04. Interest in Company Each Member has an undivided interest in the Company while remaining a Member. Upon the termination of insurance of any Member, such Member forfeits all of the Member's rights, title and interest in and to the Company, its goodwill and its assets except for any claims the Member may have for any loss or expense incurred under the Member's insurance policy and any unearned or unabsorbed portion of the Member's premium, or as otherwise provided by Oklahoma law.

Section 2.05. Annual Meeting. An annual meeting of Members shall be held on such date and time each year as shall be specified by the Board of Directors and if not so specified shall be held at 9:00 a.m. on the second Thursday of June of each year. At the annual meeting, Members shall elect Directors, as defined by § 3.02(a), and transact such other business as may be properly

brought before the meeting. If for any reason any annual meeting is not held on the date set forth above, a deferred annual meeting may be called and held in lieu thereof, at which the same proceedings, including the election of Directors, may be conducted. The failure to hold an annual meeting on the date set forth above shall not affect the validity of any corporate action.

Section 2.06. Special Meetings. Special meetings of Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chair of the Board or by the Board of Directors.

Section 2.07. Place of Meeting. The Board of Directors may designate any place within Oklahoma as the place of meeting for any annual meeting of Members or for any special meeting of Members, or the Board of Directors, in its sole discretion, may determine that the meeting shall not be held at any place, but shall instead be held solely by means of remote communication. If no designation is made, the place of meeting shall be the principal office of the Company in Oklahoma City, Oklahoma.

If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and qualified representatives of the shareholder authorized to act as proxy who are not physically present at a meeting of shareholders may, by means of remote communication participate in a meeting and be deemed present in person and vote at a meeting whether the meeting is to be held at a designated place or solely by means of remote communication; provided that: (1) the shareholder or qualified representative complies with reasonable measures implemented by the Board of Directors to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or qualified representative; (2) the Company implements reasonable measures to provide such shareholders and qualified representatives a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (3) if any shareholders or qualified representative votes or takes other action at the meeting by means of remote communication, a record of the vote or other action shall be maintained by the Company.

Section 2.08. Notice of Meeting. Written notice stating the place, day, and hour of the meeting of Members and, in case of a special meeting of Members, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 60 days before the meeting of Members by or at the direction of the Chair or the Secretary to each Member of record entitled to vote at such meeting. Notice may be communicated in person, by U.S. mail, or by electronic transmission if notice by electronic transmission is consented to by the Member. "Electronic transmission" includes, but is not limited to, (1) facsimile, (2) electronic mail, and (3) a posting on an electronic network together with separate notice of the specific posting. If mailed, notice is deemed given when deposited in the United States mail, postage prepaid, directed to the Member at his address as it appears on the records of the Company. If given by electronic transmission, notice is deemed given (1) when a facsimile telecommunication is directed to a number at which the Member has consented to receive notice; (2) when an electronic mail is directed to an electronic mail address at which the Member has consented to receive notice; (3) when a posting on an electronic network is posted or when the required separate notice corresponding to the posting is given to the Member, whichever is later; and (4) when any other

form of electronic transmission is directed to the Member in accordance with the Member's consent.

Section 2.09. Fixing Record Date. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members and at any adjournment of such meeting, the Board of Directors may fix in advance a record date which shall not be more than 60 or less than 10 days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date shall be at 5:00 p.m. on the date before the day on which notice is given, or, if notice is waived, at 5:00 p.m. on the date before the day on which the meeting is held. A determination of Members of record entitled to notice of and to vote at a meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 2.10. Quorum. A simple majority of all the Company's Members present, either in person or by proxy, at a meeting of Members shall constitute a quorum. If less than a simple majority of all the Company's Members present are represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 2.11. Proxies. At all meetings of Members, a Member may vote by proxy executed in writing by the Member or by his or her duly authorized attorney in fact. No proxy shall be valid after 36 months from the date of its execution unless otherwise provided in the proxy. No proxy shall be effective unless in writing and in compliance with (i) applicable law and (ii) such reasonable requirements as the Board of Directors may prescribe.

Section 2.12. Organization and Conduct of Meetings. All meetings of Members shall be organized and conducted according to the procedures established by the Board of Directors.

Section 2.13. Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting of Members or in the areas of credentials, proxies, quorums, voting, and similar matters shall be deemed waived if no objection is made known to the chair of the meeting prior to or at the meeting.

Section 2.14. Notice of Business and Nominations

(a) Annual Meetings of Members.

(1) Nominations of persons for election to Director positions on the Board of Directors of the Company and the proposal of business to be considered by the Members may be made at an annual meeting of Members only (a) pursuant to the Company's notice of meeting or any supplement thereto, (b) by or at the direction of the Board of Directors, or (c) by any Member of the Company who was a Member at the time the notice provided for in this section is delivered

to the Secretary, who is entitled to vote at the meeting, and who complies with the notice procedures set forth in this section.

(2) For nominations or other business to be properly brought before an annual meeting of Members by a Member pursuant to clause (c) of paragraph (a)(1) of this section, the Member must have given timely notice thereof in writing to the Secretary and any such proposed business other than the nominations of persons for election to the Board of Directors must constitute a proper matter for Member action. To be timely, a Member's notice shall be delivered to the Secretary at the principal place of business of the Company (a) with respect to business to be brought before the meeting, no earlier than the third Wednesday in February nor later than the close of business on the third Friday in March prior to the date of the meeting at which the business will be conducted, and (b) with respect to nominations of persons for election to Director positions on the Board of Directors, no earlier than the third Thursday in November nor later than the close of business on the third Thursday in December prior to the date of the meeting at which any election is to occur. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period or extend any time period for the giving of a Member's notice as described above.

(3) In addition to meeting the timely notice requirements of paragraph (a)(2) of this section, in order for nominations or other business to be properly brought before an annual meeting of shareholders by a shareholder pursuant to clause (c) of paragraph (a) (1) of this section, such shareholder's notice shall set forth: (a) as to each person whom the shareholder proposes to nominate for election as a Director, (i) all information relating to such person that would be required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with 36 Okla. Stat. § 2126.4, as if such requirements applied to the solicitation of proxies for the meeting, (ii) such person's written consent to being named in the proxy statement as a nominee—if the Board of Directors determines to include it—and to serving as a director if elected, (iii) such person's certification that he or she has not been convicted of a felony involving moral turpitude, dishonesty, theft, a breach of trust, or insurance fraud, (iv) such person's certification that he or she is not employed by and does not sit on the board of directors of an insurer that directly competes with the Company; (b) as to any other business that the shareholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business, including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the bylaws of the Company, the language for the proposed amendment, the reasons for conducting such business at the meeting, and any material interest in such business of such shareholder; and (c) as to the shareholder giving the notice, (i) the name and address of the such shareholder, as they appear on the Company's books, (ii) a representation that the shareholder intends to appear in person at the meeting to propose such business or nomination, and (iii) a representation whether the shareholder intends or is part of a group that intends (A) to deliver a proxy statement and/or form of proxy to shareholders and/or (B) otherwise to solicit proxies from shareholders in support of such proposal or nomination. The Board of Directors may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility, pursuant to applicable law and eligibility requirements established by the Company from time to time, of such proposed nominee to serve as a director of the Company, including with respect to such person's competence, business and/or insurance experience, and good character.

(b) **Special Meetings of Members.** Only such business shall be conducted at a special meeting of Members as shall have been brought before the meeting pursuant to the Company's notice of meeting.

(c) **General.** Only such persons who are nominated in accordance with the procedures set forth in this section shall be eligible to be elected at an annual or special meeting of Members of the Company to serve as directors and only such business shall be conducted at a meeting of Members as shall have been brought before the meeting in accordance with the procedures set forth in this section. Except as otherwise provided by law, the chair of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this section (including whether the Member solicited (or is part of a group that solicited) or did not so solicit, as the case may be, proxies in support of such Member's nominee or proposal in compliance with such Member's representation as required by clause (a)(3)(c)(iii) of this section) and (b) if any proposed nomination or business was not made or proposed in compliance with this section, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this section, if the Member or a qualified representative of the Member does not appear at the annual meeting of Members of the Company to present a nomination or business, such nomination shall be disregarded and such business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Company. For purposes of this section, to be considered a qualified representative of the Member, a person must be authorized by a writing executed by such Member or an electronic transmission delivered by such Member to act for such Member as proxy at the meeting of Members and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of Members.

(d) **Voting.** In all matters other than the election of Directors, as defined by § 3.02(a), the affirmative vote of a majority of the Members present in person or represented by proxy at the meeting of Members and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number is required by applicable provisions of law, the certificate of incorporation, or these Bylaws. Directors shall be elected by a plurality of the votes of the Members of the Company present in person or represented by proxy at the meeting of Members and entitled to vote.

Section 2.15. Election Inspectors. The Board of Directors may appoint an election inspector or inspectors to act at meetings of Members. If an election inspector or inspectors are not so appointed, the chair of the meeting may make such appointment. If any person appointed as an inspector fails to appear or to act, the chair of the meeting may appoint a substitute. If appointed, the election inspector or inspectors (acting through a majority of them if there are more than one) shall determine the number of Members present, either in person or by proxy, at a meeting of Members, and the authenticity, validity and effect of proxies. The election inspector(s) shall receive and count votes, ballots and announce the results thereof; the election inspector(s) shall hear and determine all challenges and questions pertaining to proxies and voting; and, in general, the election inspector(s) shall perform such acts as may be proper to conduct elections and voting.

Section 2.16. Right to Attend. Except only to the extent of persons designated by the Board of Directors or the chair of the meeting to assist in the conduct of the meeting and except as otherwise permitted by the Board of Directors or the chair, the persons entitled to attend any meeting of Members may be confined to (i) Members entitled to vote at the meeting and (ii) the persons upon whom proxies valid for purposes of the meeting have been conferred or their duly appointed substitutes (if the related proxies confer a power of substitution); provided, however, that the Board of Directors or the chair of the meeting may establish rules limiting the number of persons referred to in clause (ii) as being entitled to attend on behalf of any Member. A person otherwise entitled to attend any such meeting will cease to be so entitled if, in the judgment of the chair of the meeting, such person engages in disorderly conduct at the meeting impeding the proper conduct of the meeting in the interests of all Members as a group.

Section 2.17. Consents. Any action required or permitted to be taken at a meeting of Members may be effected by an instrument in writing setting forth such action, executed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present.

Such instrument shall be delivered to the corporation and filed with the minutes maintained for meetings of Members.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. General Powers.

(a) The Board of Directors shall have supervision over the administration and operation of the Company.

(b) Furthermore, the Board of Directors shall employ a chief executive officer of the Company (“Chief Executive Officer”) who is vested with power, authority and jurisdiction over the affairs of the Company, including all hiring, terminating, and other personnel decisions of the Company, and who shall perform any duties which are necessary or convenient in the exercise of any power, authority, or jurisdiction over the affairs of the Company.

Section 3.02. Number, Tenure, and Qualifications.

(a) The Board of Directors shall be composed of no more than eleven (11) directors (each, a “Director”). As of January 1, 2026, the Board of Directors shall be comprised as follows:

(1) The Chief Executive Officer of the Company; and

(2) No more than ten (10) Directors which shall be elected every three years (collectively, the “Elected Directors”) as follows:

(i) There shall be three (3) classes of Elected Directors (each, a “Class”), which shall be known as Class I, Class II, and Class III, each with a number of Elected

Directors determined by dividing the total number of Elected Directors into classes as equal in number as possible; and

(ii) In any year in which the term of a Class of Elected Directors is set to expire, the Company will conduct an election (at an annual meeting or by other means as permitted by these Bylaws) in which Elected Directors for that Class shall be elected.

(b) After their initial term, any Director nominated by the Board and duly elected thereafter shall serve three (3) year terms. Nothing herein shall be construed as requiring the Board to nominate a replacement Director in the event of a vacancy.

(c) No director shall be employed by or sit on the board of directors of another insurer that directly competes with the Company.

(d) It shall be the duty of the Board of Directors to determine whether a person nominated to be a Director meets all qualifications and eligibility requirements to serve as a director of the Company, and if such person is not qualified or eligible to declare such person unqualified and ineligible at or before the meeting of Members at which a person is nominated for election as a director.

Section 3.03. Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of Members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Company in the absence of any designation in the resolution. Nothing in this section shall preclude the Board of Directors from taking any action required or permitted to be taken at a meeting of the Board without a meeting if all directors of the Board consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the Board. Nothing in this section shall preclude any or all directors from participating in a regular meeting by telephone or other electronic means unless otherwise stipulated by Board resolution.

Section 3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board or any four directors, and shall be held at the principal office of the Company or at such other place as the directors may determine. Nothing in this section shall preclude the Board of Directors from taking any action required or permitted to be taken at a meeting of the Board without a meeting if all Members of the Board consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the Board. Nothing in this section shall preclude any or all directors from participating in a special meeting by telephone or other electronic means unless otherwise stipulated by Board resolution.

Section 3.05. Notice. Written notice of any special meeting shall be given at least 24 hours before the time fixed for the meeting. Notice may be given by hand delivery, mail, facsimile, or electronic mail to each director at his or her business address, unless otherwise designated by the director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid, not less than six days prior to the commencement

of the above-stated notice period. If notice is given by facsimile or electronic mail, such notice shall be deemed to be delivered when the notice is transmitted unless the sender is notified that the message was undeliverable. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.06. Quorum. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The Chief Executive Officer of the Company shall not be considered for purposes of establishing a quorum.

Section 3.07. Board Decisions. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless some higher threshold is required by law, the articles of incorporation, or these bylaws.

Section 3.08. Removal. Any Director may be removed from the Board of Directors by a majority vote of the Members at a meeting of Members provided the meeting notice states that a purpose of the meeting is the removal of the director.

Section 3.09. Vacancies. A vacancy occurring in a Director position may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum of the Board of Directors. A director elected to fill a vacant Director position shall serve until the next meeting of Members. At the next meeting of Members, the Members shall elect a director to fill the Director position for the unexpired term of his or her predecessor in office.

Section 3.10. Compensation. The compensation payable to directors shall be established by the Board of Directors or, if determined by the Board, that authority may be delegated to a committee.

Section 3.11. Presumption of Assent. A director of the Company who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.12. Conflicts of Interest. The Board shall, by resolution, establish policies and procedures related to conflicts of interest and other ethical obligations of directors.

ARTICLE IV

OFFICERS

Section 4.01. Number. The officers elected by the Board of Directors shall be a Chair of the Board of Directors, a Vice Chair, and a Secretary. Other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 4.02. Election and Term of Office. The officers to be elected by the Board of Directors shall be elected annually at the first meeting of the Board held after each annual meeting of Members. If the election of officers is not held at such meeting, such election shall be held as soon afterward as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed as provided by § 4.03.

Section 4.03. Removal. Any officer elected or appointed by the Board of Directors pursuant to § 4.01 may be removed by the Board of Directors.

Section 4.04. Vacancies. A vacancy in any office created by § 4.01, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.05. Powers and Duties. The powers and duties of the several officers shall be as provided by resolution of the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Company.

Section 4.06. Delegation of Duties. In case of the absence of any officer of the Board or for any reason they may deem sufficient, a majority of the entire Board may delegate for the time being, any powers or duties of an officer to any other officer, director, or Member.

ARTICLE V

COMMITTEES

Section 5.01. Committees. The Board of Directors may designate one or more Committees, each committee to consist of one or more Director. The Board may designate standing or special committees at its discretion. Nothing in this Article V shall preclude a standing or special committee of the Board of Directors from taking any action required or permitted to be taken at a meeting of a committee without a meeting if all directors who are Members of the committee consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the committee. Nothing in this section shall preclude any or all directors who are Members of a committee from participating in a committee meeting by telephone or other electronic means unless otherwise stipulated by Board resolution.

Section 5.02. Committee Charters. Each committee shall establish a charter for approval by the Board outlining the respective committee's scope and responsibilities.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 6.01. Contracts. The Board of Directors shall authorize the Chief Executive Officer, who shall have authority to delegate such power to such agent or agents as he or she deems appropriate, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company.

Section 6.02. Loans. No loans shall be contracted on behalf of the Company and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.03. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Company shall be signed by the Chief Executive Officer, or such officer or officers, agent or agents of the Company as shall from time to time be determined by resolution of the Board of Directors.

Section 6.04. Deposits. All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies, or other depositaries as may be selected by resolution of the Board of Directors.

ARTICLE VII

FISCAL YEAR

Section 7.01. Fiscal Year. The fiscal year of the Company shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE VIII

SEAL

Section 8.01. Seal. The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed on it the name of the Company and the state of incorporation and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND EMPLOYEES

Section 9.01. Indemnification of Directors and Officers. Subject to the further provisions hereof, the Company shall indemnify any and all of its directors, officers, former directors, and former officers, to the full extent permitted under applicable law against all amounts incurred by them and each of them, including but not limited to expenses, legal fees, costs, judgments, fines and amounts paid in settlement which may be actually and reasonably incurred, rendered or levied in any threatened, pending or completed action, suit or proceeding brought

against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their duties as a director or officer of the Company. Whenever any such director or officer shall report to the Chair of the Board of Directors or the Board of Directors that he or she has incurred or may incur such amounts, the Company shall, within a reasonable time thereafter, determine in a manner consistent with applicable law (including 18 Okla. Stat. § 1031) whether, in regard to the matter involved, such person acted or failed to act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. If the Company so determines that such person acted or failed to act in such a manner with regard to the matter involved, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the Company shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall not offer the Company the opportunity, at its own expense and through counsel of its own choosing, to defend him in the action, suit or proceeding. Nothing contained herein is intended to limit any right of indemnification or other rights provided by Oklahoma Statutes, Title 18, Section 1031, or other applicable law.

ARTICLE X

WAIVER OF NOTICE

Section 10.01. Waiver of Notice. Whenever any notice is required to be given to any Member or director of the Company under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of law, a waiver of such notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the same, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS

Section 11.01. Amendments. The Board of Directors may, by resolution, propose that these bylaws be modified. Such a proposal by the Board shall be submitted to the Members for a vote at the next annual or special meeting of Members for which proper notice has been given. A modification of these bylaws shall become effective upon a two-thirds favorable vote of the Members present at a meeting of Members.

[Remainder of page intentionally left blank]

These Bylaws are hereby adopted this __ day of _____, 2025¹ and shall become effective January 1, 2026.

Secretary

Chair

¹ **Note to Draft:** To be inserted upon finalization.

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

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMPSOURCE MUTUAL INSURANCE COMPANY, S.I.**

Pursuant to the provisions of Oklahoma Annotated Statutes Title 36, Chapter 1, entitled Domestic Stock and Mutual Insurers Organization and Corporate Procedures, specifically section 2105 thereof, and Title 18, Chapter 22, Oklahoma General Corporation Act, specifically section 1080 thereof, CompSource Mutual Insurance Company, S.I., a stock insurance corporation formerly known as CompSource Mutual Insurance Company (the “Corporation”), has adopted the following Second Amended and Restated Articles of Incorporation (the “Articles”) in connection with the Corporation’s conversion from a mutual insurance corporation to a stock insurer pursuant to Article 6A-1 of the Oklahoma Insurance Code, (the “MHC Conversion Law”). These Articles were duly adopted by resolution of the Corporation’s Board of Directors on April 25, 2025, and by the members of the mutual insurance corporation on [●].¹

ARTICLE I

NAME

The name of the corporation shall be CompSource Mutual Insurance Company, S.I.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation shall be 1901 N. Walnut Ave., Oklahoma City, OK 73105. The business of the corporation may be transacted in all the counties of Oklahoma and all the states of the United States.

ARTICLE III

DURATION

The term for which this corporation shall continue in business is perpetual.

ARTICLE IV

KINDS OF INSURANCES TRANSACTED

This corporation is formed to transact the following kinds of insurance: Property Insurance, Marine Insurance, Vehicle Insurance and Casualty Insurance (including but not limited to workers compensation), and reinsurance of any of the above.

¹ **Note to Draft:** To be inserted upon finalization.

ARTICLE V

AUTHORIZED STOCK

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000, consisting of a single class designated as "Common Stock" and having a par value of \$1.00 per share.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of no less than five (5) and no more than eleven (11) voting members.

ARTICLE VII

SERVICE OF PROCESS

All process in any action or proceeding may be served upon the Chief Executive Officer of the corporation, Russell W. Ingram, III at 1901 N. Walnut Ave., Oklahoma City, OK 73105.

ARTICLE VIII

BYLAWS

The Board of Directors of the Corporation shall have the power, subject to the articles and applicable law, to make, alter, amend or repeal bylaws providing for the regulation and management of the Corporation's business and affairs.

ARTICLE IX

AMENDMENT

The Board of Directors may amend these articles as provided by applicable law and subject to shareholder approval. In the event any provision of these articles, or any amendment hereafter adopted, is judged ultra-vires or otherwise invalid, the remaining provisions, powers, and conditions are deemed unaffected and in full force and effect.

ARTICLE X

SIGNING AND ACKNOWLEDGMENT BY DIRECTORS

The Directors have executed these Articles of Incorporation in Oklahoma City, Oklahoma this [●], 2025.²

Randal Allen

Thomas Apel

Jennifer Grigsby

Brandon Rouse

Michael Ridgell

Jamey Mullin

Dan Ramsey

Russell W. Ingram III

² **Note to Draft:** To be inserted upon finalization.

Exhibit E
Second Amended and Restated Bylaws of Converted CompSource

SECOND AMENDED & RESTATED BYLAWS
OF
COMPSOURCE MUTUAL INSURANCE COMPANY, S.I.

Pursuant to the provisions of Oklahoma Insurance Code Title 36, Chapter 21, entitled Domestic Stock and Mutual Insurers Organization and Corporate Procedures (the "Oklahoma Insurance Code"), CompSource Mutual Insurance Company, S.I., a stock insurance corporation and formerly known as CompSource Mutual Insurance Company, has adopted the following the Second Amended and Restated Bylaws effective as of January 1, 2026.

ARTICLE I

OFFICES

Section 1.01. Principal Office. The principal office of CompSource Mutual Insurance Company, S.I. ("the Company") in the State of Oklahoma shall be located in Oklahoma County or at any other place or places as the board of directors of CompSource Mutual Insurance Company ("Board of Directors" or "Board") may designate.

Section 1.02. Additional Offices. The Company may have additional offices at any other place or places that the Board of Directors determines from time to time or the business of the Company requires.

ARTICLE II

SHAREHOLDERS

Section 2.01. Annual Meeting. An annual meeting of shareholders shall be held on such date and time each year as shall be specified by the Board of Directors and if not so specified shall be held at 9:00 a.m. on the second Thursday of June of each year. At the annual meeting, shareholders shall elect Directors, as defined by § 3.02(a), and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held on the date set forth above, a deferred annual meeting may be called and held in lieu thereof, at which the same proceedings, including the election of Directors, may be conducted. The failure to hold an annual meeting on the date set forth above shall not affect the validity of any corporate action.

Section 2.02. Special Meetings. Special meetings of shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chair of the Board or by the Board of Directors, or at the request in writing of shareholders owning at least 50% in amount of all of the stock of the Company issued and outstanding and entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 2.03. Place of Meeting. The Board of Directors may designate any place within Oklahoma as the place of meeting for any annual meeting of shareholders or for any special meeting of shareholders, or the Board of Directors, in its sole discretion, may determine that the meeting shall not be held at any place, but shall instead be held solely by means of remote

communication. If no designation is made, the place of meeting shall be the principal office of the Company in Oklahoma City, Oklahoma.

If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and qualified representatives of the shareholder authorized to act as proxy who are not physically present at a meeting of shareholders may, by means of remote communication participate in a meeting and be deemed present in person and vote at a meeting whether the meeting is to be held at a designated place or solely by means of remote communication; provided that: (1) the shareholder or qualified representative complies with reasonable measures implemented by the Board of Directors to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or qualified representative; (2) the Company implements reasonable measures to provide such shareholders and qualified representatives a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (3) if any shareholders or qualified representative votes or takes other action at the meeting by means of remote communication, a record of the vote or other action shall be maintained by the Company.

Section 2.04. Notice of Meeting. Written notice stating the place, day, and hour of the meeting of shareholders and, in case of a special meeting of shareholders, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 60 days before the meeting of shareholders by or at the direction of the Chair or the Secretary to each shareholder of record entitled to vote at such meeting. Notice may be communicated in person, by U.S. mail, or by electronic transmission if notice by electronic transmission is consented to by the shareholder. "Electronic transmission" includes, but is not limited to, (1) facsimile, (2) electronic mail, and (3) a posting on an electronic network together with separate notice of the specific posting. If mailed, notice is deemed given when deposited in the United States mail, postage prepaid, directed to the shareholder at his address as it appears on the records of the Company. If given by electronic transmission, notice is deemed given (1) when a facsimile telecommunication is directed to a number at which the shareholder has consented to receive notice; (2) when an electronic mail is directed to an electronic mail address at which the shareholder has consented to receive notice; (3) when a posting on an electronic network is posted or when the required separate notice corresponding to the posting is given to the shareholder, whichever is later; and (4) when any other form of electronic transmission is directed to the shareholder in accordance with the shareholder's consent.

Section 2.05. Fixing Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders and at any adjournment of such meeting, the Board of Directors may fix in advance a record date which shall not be more than sixty or less than ten days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date shall be at 5:00 p.m. on the date before the day on which notice is given, or, if notice is waived, at 5:00 p.m. on the date before the day on which the meeting is held. A determination of shareholders of record entitled to notice of and to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 2.06. Quorum. A simple majority of all the Company's shareholders present, either in person or by proxy, at a meeting of shareholders shall constitute a quorum, unless the representation of a larger number shall be required by law, and, in that case, the representation of the number so required shall constitute a quorum. If less than a simple majority of all the Company's shareholders present are represented at a meeting, a majority of the shareholders so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 2.07. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his or her duly authorized attorney in fact. No proxy shall be valid after 36 months from the date of its execution unless otherwise provided in the proxy. No proxy shall be effective unless in writing and in compliance with (i) applicable law and (ii) such reasonable requirements as the Board of Directors may prescribe.

Section 2.08. Organization and Conduct of Meetings. All meetings of shareholders shall be organized and conducted according to the procedures established by the Board of Directors.

Section 2.09. Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting of shareholders or in the areas of credentials, proxies, quorums, voting, and similar matters shall be deemed waived if no objection is made known to the chair of the meeting prior to or at the meeting.

Section 2.10. Notice of Business and Nominations

(a) Annual Meetings of Shareholders.

(1) Nominations of persons for election to Director positions on the Board of Directors of the Company and the proposal of business to be considered by the shareholders may be made at an annual meeting of shareholders only (a) pursuant to the Company's notice of meeting or any supplement thereto, (b) by or at the direction of the Board of Directors, or (c) by any shareholder of the Company who was a shareholder at the time the notice provided for in this section is delivered to the Secretary, who is entitled to vote at the meeting, and who complies with the notice procedures set forth in this section.

(2) For nominations or other business to be properly brought before an annual meeting of shareholders by a shareholder pursuant to clause (c) of paragraph (a)(1) of this section, the shareholder must have given timely notice thereof in writing to the Secretary and any such proposed business other than the nominations of persons for election to the Board of Directors must constitute a proper matter for shareholder action. To be timely, a shareholder's notice shall be delivered to the Secretary at the principal place of business of the Company (a) with respect to business to be brought before the meeting, no earlier than the third Wednesday in February nor later than the close of business on the third Friday in March prior to the date of the meeting at which the business will be conducted, and (b) with respect to nominations of persons for election

to Director positions on the Board of Directors, no earlier than the third Thursday in November nor later than the close of business on the third Thursday in December prior to the date of the meeting at which any election is to occur. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period or extend any time period for the giving of a shareholder's notice as described above.

(3) In addition to meeting the timely notice requirements of paragraph (a)(2) of this section, in order for nominations or other business to be properly brought before an annual meeting of shareholders by a shareholder pursuant to clause (c) of paragraph (a) (1) of this section, such shareholder's notice shall set forth: (a) as to each person whom the shareholder proposes to nominate for election as a Director, (i) all information relating to such person that would be required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with 36 Okla. Stat. § 2126.4, as if such requirements applied to the solicitation of proxies for the meeting, (ii) such person's written consent to being named in the proxy statement as a nominee—if the Board of Directors determines to include it—and to serving as a director if elected, (iii) such person's certification that he or she has not been convicted of a felony involving moral turpitude, dishonesty, theft, a breach of trust, or insurance fraud, (iv) such person's certification that he or she is not employed by and does not sit on the board of directors of an insurer that directly competes with the Company; (b) as to any other business that the shareholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business, including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the bylaws of the Company, the language for the proposed amendment, the reasons for conducting such business at the meeting, and any material interest in such business of such shareholder; and (c) as to the shareholder giving the notice, (i) the name and address of the such shareholder, as they appear on the Company's books, (ii) a representation that the shareholder intends to appear in person at the meeting to propose such business or nomination, and (iii) a representation whether the shareholder intends or is part of a group that intends (A) to deliver a proxy statement and/or form of proxy to shareholders and/or (B) otherwise to solicit proxies from shareholders in support of such proposal or nomination. The Board of Directors may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility, pursuant to applicable law and eligibility requirements established by the Company from time to time, of such proposed nominee to serve as a director of the Company, including with respect to such person's competence, business and/or insurance experience, and good character.

(b) **Special Meetings of Shareholders.** Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting pursuant to the Company's notice of meeting.

(c) **General.** Only such persons who are nominated in accordance with the procedures set forth in this section shall be eligible to be elected at an annual or special meeting of shareholders of the Company to serve as directors and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in this section. Except as otherwise provided by law, the chair of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures

set forth in this section (including whether the shareholder solicited (or is part of a group that solicited) or did not so solicit, as the case may be, proxies in support of such shareholder's nominee or proposal in compliance with such shareholder's representation as required by clause (a)(3)(c)(iii) of this section) and (b) if any proposed nomination or business was not made or proposed in compliance with this section, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this section, if the shareholder or a qualified representative of the shareholder does not appear at the annual meeting of shareholders of the Company to present a nomination or business, such nomination shall be disregarded and such business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Company. For purposes of this section, to be considered a qualified representative of the shareholder, a person must be authorized by a writing executed by such shareholder or an electronic transmission delivered by such shareholder to act for such shareholder as proxy at the meeting of shareholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of shareholders.

(d) **Voting.** In all matters other than the election of Directors, as defined by § 3.02(a), each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a meeting of shareholders.

Section 2.11. Election Inspectors. The Board of Directors may appoint an election inspector or inspectors to act at meetings of shareholders. If an election inspector or inspectors are not so appointed, the chair of the meeting may make such appointment. If any person appointed as an inspector fails to appear or to act, the chair of the meeting may appoint a substitute. If appointed, the election inspector or inspectors (acting through a majority of them if there are more than one) shall determine the number of shareholders present, either in person or by proxy, at a meeting of shareholders, and the authenticity, validity and effect of proxies. The election inspector(s) shall receive and count votes, ballots and announce the results thereof; the election inspector(s) shall hear and determine all challenges and questions pertaining to proxies and voting; and, in general, the election inspector(s) shall perform such acts as may be proper to conduct elections and voting.

Section 2.12. Right to Attend. Except only to the extent of persons designated by the Board of Directors or the chair of the meeting to assist in the conduct of the meeting and except as otherwise permitted by the Board of Directors or the chair, the persons entitled to attend any meeting of shareholders may be confined to (i) shareholders entitled to vote at the meeting and (ii) the persons upon whom proxies valid for purposes of the meeting have been conferred or their duly appointed substitutes (if the related proxies confer a power of substitution); provided, however, that the Board of Directors or the chair of the meeting may establish rules limiting the number of persons referred to in clause (ii) as being entitled to attend on behalf of any shareholder. A person otherwise entitled to attend any such meeting will cease to be so entitled if, in the judgment of the chair of the meeting, such person engages in disorderly conduct at the meeting impeding the proper conduct of the meeting in the interests of all shareholders as a group.

Section 2.13. Consents. Any action required or permitted to be taken at a meeting of shareholders may be effected by an instrument in writing setting forth such action, executed by shareholders having not less than the minimum number of votes that would be necessary to

authorize or take such action at a meeting at which all shareholders having a right to vote thereon were present.

Such instrument shall be delivered to the Company and filed with the minutes maintained for meetings of shareholders.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. General Powers.

(a) The Board of Directors shall have supervision over the administration and operation of the Company. In this regard, the Board shall function in all aspects as a governing body of a domestic mutual insurance company.

(b) Furthermore, the Board of Directors shall employ a chief executive officer of the Company ("Chief Executive Officer") who is vested with power, authority and jurisdiction over the affairs of the Company, including all hiring, terminating, and other personnel decisions of the Company, and who shall perform any duties which are necessary or convenient in the exercise of any power, authority, or jurisdiction over the affairs of the Company.

Section 3.02. Number, Tenure, and Qualifications.

(a) The Board of Directors shall be composed of no more than eleven (11) directors (each, a "Director"). As of January 1, 2026, the Board of Directors shall be comprised as follows:

(1) The Chief Executive Officer of the Company; and

(2) No more than ten (10) Directors which shall be elected every three years (collectively, the "Elected Directors") as follows:

(i) There shall be three (3) classes of Elected Directors (each, a "Class"), which shall be known as Class I, Class II, and Class III, each with a number of Elected Directors determined by dividing the total number of Elected Directors into classes as equal in number as possible; and

(ii) In any year in which the term of a Class of Elected Directors is set to expire, the Company will conduct an election (at an annual meeting or by other means as permitted by these Bylaws) in which Elected Directors for that Class shall be elected.

(b) After their initial term, any Director nominated by the Board and duly elected thereafter shall serve three (3) year terms. Nothing herein shall be construed as requiring the Board to nominate a replacement Director in the event of a vacancy.

(c) No director shall be employed by or sit on the board of directors of another insurer that directly competes with the Company.

(d) It shall be the duty of the Board of Directors to determine whether a person nominated to be a Director meets all qualifications and eligibility requirements to serve as a director of the Company, and if such person is not qualified or eligible to declare such person unqualified and ineligible at or before the meeting of Members at which a person is nominated for election as a director.

Section 3.03. Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Company in the absence of any designation in the resolution. Nothing in this section shall preclude the Board of Directors from taking any action required or permitted to be taken at a meeting of the Board without a meeting if all directors of the Board consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the Board. Nothing in this section shall preclude any or all directors from participating in a regular meeting by telephone or other electronic means unless otherwise stipulated by Board resolution.

Section 3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board or any four directors, and shall be held at the principal office of the Company or at such other place as the directors may determine. Nothing in this section shall preclude the Board of Directors from taking any action required or permitted to be taken at a meeting of the Board without a meeting if all shareholders of the Board consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the Board. Nothing in this section shall preclude any or all directors from participating in a special meeting by telephone or other electronic means unless otherwise stipulated by Board resolution.

Section 3.05. Notice. Written notice of any special meeting shall be given at least 24 hours before the time fixed for the meeting. Notice may be given by hand delivery, mail, facsimile, or electronic mail to each director at his or her business address, unless otherwise designated by the director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid, not less than six days prior to the commencement of the above-stated notice period. If notice is given by facsimile or electronic mail, such notice shall be deemed to be delivered when the notice is transmitted unless the sender is notified that the message was undeliverable. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.06. Quorum. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The Chief Executive Officer of the Company shall not be considered for purposes of establishing a quorum.

Section 3.07. Board Decisions. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless some higher threshold is required by law, the articles of incorporation, or these bylaws.

Section 3.08. Removal. Any Director may be removed from the Board of Directors by a majority vote of the shareholders at a meeting of shareholders provided the meeting notice states that a purpose of the meeting is the removal of the director.

Section 3.09. Vacancies. A vacancy occurring in a Director position may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum of the Board of Directors. A director elected to fill a vacant Director position shall serve until the next meeting of shareholders. At the next meeting of shareholders, the shareholders shall elect a director to fill the Director position for the unexpired term of his or her predecessor in office.

Section 3.10. Compensation. The compensation payable to directors shall be established by the Board of Directors or, if determined by the Board, that authority may be delegated to a committee.

Section 3.11. Presumption of Assent. A director of the Company who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.12. Conflicts of Interest. The Board shall, by resolution, establish policies and procedures related to conflicts of interest and other ethical obligations of directors.

ARTICLE IV

OFFICERS

Section 4.01. Number. The officers elected by the Board of Directors shall be a Chair of the Board of Directors, a Vice Chair, and a Secretary. Other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 4.02. Election and Term of Office. The officers to be elected by the Board of Directors shall be elected annually at the first meeting of the Board held after each annual meeting of shareholders. If the election of officers is not held at such meeting, such election shall be held as soon afterward as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed as provided by Section 4.03.

Section 4.03. Removal. Any officer elected or appointed by the Board of Directors pursuant to Section 4.01 may be removed by the Board of Directors.

Section 4.04. Vacancies. A vacancy in any office created by Section 4.01, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.05. Powers and Duties. The powers and duties of the several officers shall be as provided by resolution of the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Company.

Section 4.06. Delegation of Duties. In case of the absence of any officer of the Board or for any reason they may deem sufficient, a majority of the entire Board may delegate for the time being, any powers or duties of an officer to any other officer, director, or shareholder.

ARTICLE V

COMMITTEES

Section 5.01. Committees. The Board of Directors may designate one or more Committees, each committee to consist of one or more Director. The Board may designate standing or special committees at its discretion. Nothing in this Article V shall preclude a standing or special committee of the Board of Directors from taking any action required or permitted to be taken at a meeting of a committee without a meeting if all directors who are shareholders of the committee consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the committee. Nothing in this section shall preclude any or all directors who are shareholders of a committee from participating in a committee meeting by telephone or other electronic means unless otherwise stipulated by Board resolution.

Section 5.02. Committee Charters. Each committee shall establish a charter for approval by the Board outlining the respective committee's scope and responsibilities.

ARTICLE VI

CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 6.01. Certificates for Shares. Certificates representing shares of the Company must be in a form as determined by the board of directors. The certificates must be signed by the chairperson or the chief executive officer, and by the secretary or an assistant secretary or the chief financial officer. All certificates for shares must be consecutively numbered or otherwise identified. Each certificate must state upon its face that the Company is formed under Oklahoma law, the name of the person or persons to whom it is issued, and the number of shares it represents. All certificates surrendered to the Company for transfer must be canceled and no new certificate can be issued until the former certificate for a like number of shares has been surrendered and canceled, except that in case of a lost, destroyed, or mutilated certificate, a new one may be issued upon the terms and indemnity to the Company as the board of directors may prescribe.

Section 6.02. Transfer of Shares. Transfer of shares can be made only on the stock transfer books by the holder of record thereof or by his/her legal representative, who must furnish proper evidence of authority to transfer, or by his/her attorney authorized by power of attorney duly executed and filed with the secretary, and on surrender for cancellation of the certificate for such shares. The person in whose name shares are registered on the books of the Company is deemed to be the owner thereof for all purposes.

Section 6.03. Lost, Destroyed or Stolen Certificates. Where the owner claims that certificates for shares have been lost, destroyed or wrongfully taken, a new certificate shall be issued in place thereof if the owner (a) so requests before the Company has notice that such shares have been acquired by a bona fide purchaser, (b) files with the Company a sufficient indemnity bond if required by the Board of Directors or any principal officer, and (c) satisfies such other reasonable requirements as may be prescribed by or under the authority of the Board of Directors.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 7.01. Contracts. The Board of Directors shall authorize the Chief Executive Officer, who shall have authority to delegate such power to such agent or agents as he or she deems appropriate, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company.

Section 7.02. Loans. No loans shall be contracted on behalf of the Company and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.03. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Company shall be signed by the Chief Executive Officer, or such officer or officers, agent or agents of the Company as shall from time to time be determined by resolution of the Board of Directors.

Section 7.04. Deposits. All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies, or other depositories as may be selected by resolution of the Board of Directors.

ARTICLE VIII

FISCAL YEAR

Section 8.01. Fiscal Year. The fiscal year of the Company shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE IX

DIVIDENDS

Section 9.01. Dividends. Pursuant to of the relevant provisions of the Oklahoma Statutes now codified at Section 2122 of Title 36 and in accordance with criteria approved by resolution of the Board of Directors, the Company may from time to time pay cash dividends or allow a credit on renewal premium for policyholders insured with the Company.

ARTICLE X

SEAL

Section 10.01. Seal. The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed on it the name of the Company and the state of incorporation and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND EMPLOYEES

Section 11.01. Indemnification of Directors and Officers. Subject to the further provisions hereof, the Company shall indemnify any and all of its directors, officers, former directors, and former officers, to the full extent permitted under applicable law against all amounts incurred by them and each of them, including but not limited to expenses, legal fees, costs, judgments, fines and amounts paid in settlement which may be actually and reasonably incurred, rendered or levied in any threatened, pending or completed action, suit or proceeding brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their duties as a director or officer of the Company. Whenever any such director or officer shall report to the Chair of the Board of Directors or the Board of Directors that he or she has incurred or may incur such amounts, the Company shall, within a reasonable time thereafter, determine in a manner consistent with applicable law (including 18 Okla. Stat. § 1031) whether, in regard to the matter involved, such person acted or failed to act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. If the Company so determines that such person acted or failed to act in such a manner with regard to the matter involved, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the Company shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall not offer the Company the opportunity, at its own expense and through counsel of its own choosing, to defend him in the action, suit or proceeding. Nothing contained herein is intended to limit any right of indemnification or other rights provided by Oklahoma Statutes, Title 18, Section 1031, or other applicable law.

ARTICLE XII

WAIVER OF NOTICE

Section 12.01. Waiver of Notice. Whenever any notice is required to be given to any shareholder or director of the Company under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of law, a waiver of such notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the same, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS

Section 13.01. Amendments. The Board of Directors may, by resolution, propose that these bylaws be modified. Such a proposal by the Board shall be submitted to the shareholders for a vote at the next annual or special meeting of shareholders for which proper notice has been given. A modification of these bylaws shall become effective upon a two-thirds favorable vote of the shareholders present at a meeting of shareholders.

These Bylaws are hereby adopted this ____th day of ____, 2025 and shall become effective January 1, 2026.

Secretary

Chair

Exhibit F
Certificate of Incorporation of Intermediate Holdings

**CERTIFICATE OF INCORPORATION
OF
COMPSOURCE INTERMEDIATE HOLDING COMPANY**

The undersigned, acting as the sole incorporator of a corporation organized pursuant to the provisions of Oklahoma Annotated Statutes Title 18, Chapter 22, entitled Oklahoma General Corporation Act, adopts the following Articles of Incorporation (the "Articles").

**ARTICLE I
NAME**

The name of the corporation shall be CompSource Intermediate Holding Company (the "Corporation").

**ARTICLE II
AND PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Corporation shall be 1901 N. Walnut Ave., Oklahoma City, OK 73105. The business of the Corporation may be transacted in all the counties of Oklahoma and all the states of the United States.

**ARTICLE III
DURATION**

The term for which this corporation shall continue in business is perpetual.

**ARTICLE IV
CORPORATE PURPOSE**

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Oklahoma General Corporation Act.

**ARTICLE V
AUTHORIZED STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares with a par value of \$1.00, consisting of a single class designated as "Common Stock".

ARTICLE VI
INCORPORATOR

The name and address of the sole incorporator of the Corporation is Russell Wood Ingram III, at 1901 N. Walnut Ave., Oklahoma City, OK 73105.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 1901 N. Walnut Ave., Oklahoma City, OK 73105. The name of the Corporation's initial registered agent at such address is Russell W. Ingram, III.

ARTICLE VIII
DIRECTORS

The Directors of the Corporation shall be elected by the shareholder as provided in the Bylaws and shall hold their offices of such period as the Bylaws shall establish, or until their successors are duly elected or qualified.

ARTICLE IX
BYLAWS

The Board of Directors of the Corporation shall have the power, subject to the articles and applicable law, to make, alter, amend or repeal bylaws providing for the regulation and management of the Corporation's business and affairs.

ARTICLE X
AMENDMENT AND SAVING CLAUSE

The Board of Directors may amend these articles as provided by applicable law and subject to shareholder approval. In the event any provision of these articles, or any amendment hereafter adopted, is judged ultra-vires or otherwise invalid, the remaining provisions, powers, and conditions are deemed unaffected and in full force and effect.

ARTICLE XI
INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the [•], 2025.¹

By: _____

Sole Incorporator

¹ **Note to Draft:** To be inserted upon finalization.

Exhibit G
Bylaws of Intermediate Holdings

**BYLAWS
OF
COMPSOURCE INTERMEDIATE HOLDING COMPANY**

ARTICLE I

OFFICES

Section 1.01. Principal Office. The principal office of CompSource Intermediate Holding Company ("the Company") in the State of Oklahoma shall be located in Oklahoma County or at any other place or places as the board of directors of CompSource Mutual Insurance Company ("Board of Directors" or "Board") may designate.

Section 1.02. Additional Offices. The Company may have additional offices at any other place or places that the Board of Directors determines from time to time or the business of the Company requires.

ARTICLE II

SHAREHOLDERS

Section 2.01. Annual Meeting. An annual meeting of shareholders shall be held on such date and time each year as shall be specified by the Board of Directors and if not so specified shall be held at 9:00 a.m. on the second Thursday of June of each year. At the annual meeting, shareholders shall elect Directors, as defined by § 3.02(a), and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held on the date set forth above, a deferred annual meeting may be called and held in lieu thereof, at which the same proceedings, including the election of Directors, may be conducted. The failure to hold an annual meeting on the date set forth above shall not affect the validity of any corporate action.

Section 2.02. Special Meetings. Special meetings of shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chair of the Board or by the Board of Directors, or at the request in writing of shareholders owning at least 50% in amount of all of the stock of the Corporation issued and outstanding and entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 2.03. Place of Meeting. The Board of Directors may designate any place within Oklahoma as the place of meeting for any annual meeting of shareholders or for any special meeting of shareholders, or the Board of Directors, in its sole discretion, may determine that the meeting shall not be held at any place, but shall instead be held solely by means of remote communication. If no designation is made, the place of meeting shall be the principal office of the Company in Oklahoma City, Oklahoma.

If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and qualified representatives of the shareholder authorized to act as proxy who are not physically present at a meeting of

shareholders may, by means of remote communication participate in a meeting and be deemed present in person and vote at a meeting whether the meeting is to be held at a designated place or solely by means of remote communication; provided that: (1) the shareholder or qualified representative complies with reasonable measures implemented by the Board of Directors to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or qualified representative; (2) the Company implements reasonable measures to provide such shareholders and qualified representatives a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (3) if any shareholders or qualified representative votes or takes other action at the meeting by means of remote communication, a record of the vote or other action shall be maintained by the Company.

Section 2.04. Notice of Meeting. Written notice stating the place, day, and hour of the meeting of shareholders and, in case of a special meeting of shareholders, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 60 days before the meeting of shareholders by or at the direction of the Chair or the Secretary to each shareholder of record entitled to vote at such meeting. Notice may be communicated in person, by U.S. mail, or by electronic transmission if notice by electronic transmission is consented to by the shareholder. "Electronic transmission" includes, but is not limited to, (1) facsimile, (2) electronic mail, and (3) a posting on an electronic network together with separate notice of the specific posting. If mailed, notice is deemed given when deposited in the United States mail, postage prepaid, directed to the shareholder at his address as it appears on the records of the Company. If given by electronic transmission, notice is deemed given (1) when a facsimile telecommunication is directed to a number at which the shareholder has consented to receive notice; (2) when an electronic mail is directed to an electronic mail address at which the shareholder has consented to receive notice; (3) when a posting on an electronic network is posted or when the required separate notice corresponding to the posting is given to the shareholder, whichever is later; and (4) when any other form of electronic transmission is directed to the shareholder in accordance with the shareholder's consent.

Section 2.05. Fixing Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders and at any adjournment of such meeting, the Board of Directors may fix in advance a record date which shall not be more than sixty or less than ten days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date shall be at 5:00 p.m. on the date before the day on which notice is given, or, if notice is waived, at 5:00 p.m. on the date before the day on which the meeting is held. A determination of shareholders of record entitled to notice of and to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 2.06. Quorum. A simple majority of all the Company's shareholders present, either in person or by proxy, at a meeting of shareholders shall constitute a quorum. a quorum shall consist of no less than one third of the shares entitled to vote at the meeting. If less than a simple majority of all the Company's shareholders present are represented at a meeting, a majority of the shareholders so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be

transacted that might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 2.07. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his or her duly authorized attorney in fact. No proxy shall be valid after 36 months from the date of its execution unless otherwise provided in the proxy. No proxy shall be effective unless in writing and in compliance with (i) applicable law and (ii) such reasonable requirements as the Board of Directors may prescribe.

Section 2.08. Organization and Conduct of Meetings. All meetings of shareholders shall be organized and conducted according to the procedures established by the Board of Directors.

Section 2.09. Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting of shareholders or in the areas of credentials, proxies, quorums, voting, and similar matters shall be deemed waived if no objection is made known to the chair of the meeting prior to or at the meeting.

Section 2.10. Notice of Business and Nominations

(a) Annual Meetings of Shareholders.

(1) Nominations of persons for election to Director positions on the Board of Directors of the Company and the proposal of business to be considered by the shareholders may be made at an annual meeting of shareholders only (a) pursuant to the Company's notice of meeting or any supplement thereto, (b) by or at the direction of the Board of Directors, or (c) by any shareholder of the Company who was a shareholder at the time the notice provided for in this section is delivered to the Secretary, who is entitled to vote at the meeting, and who complies with the notice procedures set forth in this section.

(2) For nominations or other business to be properly brought before an annual meeting of shareholders by a shareholder pursuant to clause (c) of paragraph (a)(1) of this section, the shareholder must have given timely notice thereof in writing to the Secretary and any such proposed business other than the nominations of persons for election to the Board of Directors must constitute a proper matter for shareholder action. To be timely, a shareholder's notice shall be delivered to the Secretary at the principal place of business of the Company (a) with respect to business to be brought before the meeting, no earlier than the third Wednesday in February nor later than the close of business on the third Friday in March prior to the date of the meeting at which the business will be conducted, and (b) with respect to nominations of persons for election to Director positions on the Board of Directors, no earlier than the third Thursday in November nor later than the close of business on the third Thursday in December prior to the date of the meeting at which any election is to occur. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period or extend any time period for the giving of a shareholder's notice as described above.

(3) In addition to meeting the timely notice requirements of paragraph (a)(2) of this section, in order for nominations or other business to be properly brought before an annual

meeting of shareholders by a shareholder pursuant to clause (c) of paragraph (a) (1) of this section, such shareholder's notice shall set forth: (a) as to each person whom the shareholder proposes to nominate for election as a Director, (i) all information relating to such person that would be required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with 36 Okla. Stat. § 2126.4, as if such requirements applied to the solicitation of proxies for the meeting, (ii) such person's written consent to being named in the proxy statement as a nominee—if the Board of Directors determines to include it—and to serving as a director if elected, (iii) such person's certification that he or she has not been convicted of a felony involving moral turpitude, dishonesty, theft, a breach of trust, or insurance fraud, (iv) such person's certification that he or she is not employed by and does not sit on the board of directors of an insurer that directly competes with the Company; (b) as to any other business that the shareholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business, including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the bylaws of the Company, the language for the proposed amendment, the reasons for conducting such business at the meeting, and any material interest in such business of such shareholder; and (c) as to the shareholder giving the notice, (i) the name and address of the such shareholder, as they appear on the Company's books, (ii) a representation that the shareholder intends to appear in person at the meeting to propose such business or nomination, and (iii) a representation whether the shareholder intends or is part of a group that intends (A) to deliver a proxy statement and/or form of proxy to shareholders and/or (B) otherwise to solicit proxies from shareholders in support of such proposal or nomination. The Board of Directors may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility, pursuant to applicable law and eligibility requirements established by the Company from time to time, of such proposed nominee to serve as a director of the Company, including with respect to such person's competence, business and/or insurance experience, and good character.

(b) **Special Meetings of Shareholders.** Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting pursuant to the Company's notice of meeting.

(c) **General.** Only such persons who are nominated in accordance with the procedures set forth in this section shall be eligible to be elected at an annual or special meeting of shareholders of the Company to serve as directors and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in this section. Except as otherwise provided by law, the chair of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this section (including whether the shareholder solicited (or is part of a group that solicited) or did not so solicit, as the case may be, proxies in support of such shareholder's nominee or proposal in compliance with such shareholder's representation as required by clause (a)(3)(c)(iii) of this section) and (b) if any proposed nomination or business was not made or proposed in compliance with this section, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this section, if the shareholder or a qualified representative of the shareholder does not appear at the annual meeting of shareholders of the Company to present a nomination or business, such

nomination shall be disregarded and such business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Company. For purposes of this section, to be considered a qualified representative of the shareholder, a person must be authorized by a writing executed by such shareholder or an electronic transmission delivered by such shareholder to act for such shareholder as proxy at the meeting of shareholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of shareholders.

(d) **Voting.** In all matters other than the election of Directors, as defined by § 3.02(a), each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a meeting of shareholders.

Section 2.11. Election Inspectors. The Board of Directors may appoint an election inspector or inspectors to act at meetings of shareholders. If an election inspector or inspectors are not so appointed, the chair of the meeting may make such appointment. If any person appointed as an inspector fails to appear or to act, the chair of the meeting may appoint a substitute. If appointed, the election inspector or inspectors (acting through a majority of them if there are more than one) shall determine the number of shareholders present, either in person or by proxy, at a meeting of shareholders, and the authenticity, validity and effect of proxies. The election inspector(s) shall receive and count votes, ballots and announce the results thereof; the election inspector(s) shall hear and determine all challenges and questions pertaining to proxies and voting; and, in general, the election inspector(s) shall perform such acts as may be proper to conduct elections and voting.

Section 2.12. Right to Attend. Except only to the extent of persons designated by the Board of Directors or the chair of the meeting to assist in the conduct of the meeting and except as otherwise permitted by the Board of Directors or the chair, the persons entitled to attend any meeting of shareholders may be confined to (i) shareholders entitled to vote at the meeting and (ii) the persons upon whom proxies valid for purposes of the meeting have been conferred or their duly appointed substitutes (if the related proxies confer a power of substitution); provided, however, that the Board of Directors or the chair of the meeting may establish rules limiting the number of persons referred to in clause (ii) as being entitled to attend on behalf of any shareholder. A person otherwise entitled to attend any such meeting will cease to be so entitled if, in the judgment of the chair of the meeting, such person engages in disorderly conduct at the meeting impeding the proper conduct of the meeting in the interests of all shareholders as a group.

Section 2.13. Consents. Any action required or permitted to be taken at a meeting of shareholders may be effected by an instrument in writing setting forth such action, executed by shareholders having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders having a right to vote thereon were present.

Such instrument shall be delivered to the corporation and filed with the minutes maintained for meetings of shareholders.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. General Powers.

(a) The Board of Directors shall have supervision over the administration and operation of the Company. In this regard, the Board shall function in all aspects as a governing body of a domestic mutual insurance company.

(b) Furthermore, the Board of Directors shall employ a chief executive officer of the Company ("Chief Executive Officer") who is vested with power, authority and jurisdiction over the affairs of the Company, including all hiring, terminating, and other personnel decisions of the Company, and who shall perform any duties which are necessary or convenient in the exercise of any power, authority, or jurisdiction over the affairs of the Company.

Section 3.02. Number, Tenure, and Qualifications.

(a) The Board of Directors shall be composed of no more than eleven (11) directors (each, a "Director"). As of January 1, 2026, the Board of Directors shall be comprised as follows:

(1) The Chief Executive Officer of the Company; and

(2) No more than ten (10) Directors which shall be elected every three years (collectively, the "Elected Directors") as follows:

(i) There shall be three (3) classes of Elected Directors (each, a "Class"), which shall be known as Class I, Class II, and Class III, each with a number of Elected Directors determined by dividing the total number of Elected Directors into classes as equal in number as possible; and

(ii) In any year in which the term of a Class of Elected Directors is set to expire, the Company will conduct an election (at an annual meeting or by other means as permitted by these Bylaws) in which Elected Directors for that Class shall be elected.

(b) After their initial term, any Director nominated by the Board and duly elected thereafter shall serve three (3) year terms. Nothing herein shall be construed as requiring the Board to nominate a replacement Director in the event of a vacancy.

(c) No director shall be employed by or sit on the board of directors of another insurer that directly competes with the Company.

(d) It shall be the duty of the Board of Directors to determine whether a person nominated to be a Director meets all qualifications and eligibility requirements to serve as a director of the Company, and if such person is not qualified or eligible to declare such person unqualified and ineligible at or before the meeting of shareholders at which a person is nominated for election as a director.

Section 3.03. Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Company in the absence of any designation in the resolution. Nothing in this section shall preclude the Board of Directors from taking any action required or permitted to be taken at a meeting of the Board without a meeting if all directors of the Board consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the Board. Nothing in this section shall preclude any or all directors from participating in a regular meeting by telephone or other electronic means unless otherwise stipulated by Board resolution.

Section 3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board or any four directors, and shall be held at the principal office of the Company or at such other place as the directors may determine. Nothing in this section shall preclude the Board of Directors from taking any action required or permitted to be taken at a meeting of the Board without a meeting if all shareholders of the Board consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the Board. Nothing in this section shall preclude any or all directors from participating in a special meeting by telephone or other electronic means unless otherwise stipulated by Board resolution.

Section 3.05. Notice. Written notice of any special meeting shall be given at least 24 hours before the time fixed for the meeting. Notice may be given by hand delivery, mail, facsimile, or electronic mail to each director at his or her business address, unless otherwise designated by the director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid, not less than six days prior to the commencement of the above-stated notice period. If notice is given by facsimile or electronic mail, such notice shall be deemed to be delivered when the notice is transmitted unless the sender is notified that the message was undeliverable. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.06. Quorum. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The Chief Executive Officer of the Company shall not be considered for purposes of establishing a quorum.

Section 3.07. Board Decisions. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless some higher threshold is required by law, the articles of incorporation, or these bylaws.

Section 3.08. Removal. Any Director may be removed from the Board of Directors by a majority vote of the shareholders at a meeting of shareholders provided the meeting notice states that a purpose of the meeting is the removal of the director.

Section 3.09. Vacancies. A vacancy occurring in a Director position may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum of the Board of Directors. A director elected to fill a vacant Director position shall serve until the next meeting of shareholders. At the next meeting of shareholders, the shareholders shall elect a director to fill the Director position for the unexpired term of his or her predecessor in office.

Section 3.10. Compensation. The compensation payable to directors shall be established by the Board of Directors or, if determined by the Board, that authority may be delegated to a committee.

Section 3.11. Presumption of Assent. A director of the Company who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.12. Conflicts of Interest. The Board shall, by resolution, establish policies and procedures related to conflicts of interest and other ethical obligations of directors.

ARTICLE IV

OFFICERS

Section 4.01. Number. The officers elected by the Board of Directors shall be a Chair of the Board of Directors, a Vice Chair, and a Secretary. Other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 4.02. Election and Term of Office. The officers to be elected by the Board of Directors shall be elected annually at the first meeting of the Board held after each annual meeting of shareholders. If the election of officers is not held at such meeting, such election shall be held as soon afterward as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed as provided by Section 4.03.

Section 4.03. Removal. Any officer elected or appointed by the Board of Directors pursuant to Section 4.01 may be removed by the Board of Directors.

Section 4.04. Vacancies. A vacancy in any office created by Section 4.01, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.05. Powers and Duties. The powers and duties of the several officers shall be as provided by resolution of the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually

held and performed by like officers of corporations similar in organization and business purposes to this Company.

Section 4.06. Delegation of Duties. In case of the absence of any officer of the Board or for any reason they may deem sufficient, a majority of the entire Board may delegate for the time being, any powers or duties of an officer to any other officer, director, or shareholder.

ARTICLE V

COMMITTEES

Section 5.01. Committees. The Board of Directors may designate one or more Committees, each committee to consist of one or more Director. The Board may designate standing or special committees at its discretion. Nothing in this Article V shall preclude a standing or special committee of the Board of Directors from taking any action required or permitted to be taken at a meeting of a committee without a meeting if all directors who are shareholders of the committee consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the committee. Nothing in this section shall preclude any or all directors who are shareholders of a committee from participating in a committee meeting by telephone or other electronic means unless otherwise stipulated by Board resolution.

Section 5.02. Committee Charters. Each committee shall establish a charter for approval by the Board outlining the respective committee's scope and responsibilities.

ARTICLE VI

CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 6.01. Certificates for Shares. Certificates representing shares of the Corporation must be in a form as determined by the Board of Directors. The certificates must be signed by the chairperson or the chief executive officer, and by the secretary or an assistant secretary or the chief financial officer. All certificates for shares must be consecutively numbered or otherwise identified. Each certificate must state upon its face that the Corporation is formed under Oklahoma law, the name of the person or persons to whom it is issued, and the number of shares it represents. All certificates surrendered to the Corporation for transfer must be canceled and no new certificate can be issued until the former certificate for a like number of shares has been surrendered and canceled, except that in case of a lost, destroyed, or mutilated certificate, a new one may be issued upon the terms and indemnity to the Corporation as the board of directors may prescribe.

Section 6.02. Transfer of Shares. Transfer of shares can be made only on the stock transfer books by the holder of record thereof or by his/her legal representative, who must furnish proper evidence of authority to transfer, or by his/her attorney authorized by power of attorney duly executed and filed with the secretary, and on surrender for cancellation of the certificate for such shares. The person in whose name shares are registered on the books of the Corporation is deemed to be the owner thereof for all purposes.

Section 6.03. Lost, Destroyed or Stolen Certificates. Where the owner claims that certificates for shares have been lost, destroyed or wrongfully taken, a new certificate shall be issued in place thereof if the owner (a) so requests before the Corporation has notice that such shares have been acquired by a bona fide purchaser, (b) files with the Corporation a sufficient indemnity bond if required by the Board of Directors or any principal officer, and (c) satisfies such other reasonable requirements as may be prescribed by or under the authority of the Board of Directors.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 7.01. Contracts. The Board of Directors shall authorize the Chief Executive Officer, who shall have authority to delegate such power to such agent or agents as he or she deems appropriate, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company.

Section 7.02. Loans. No loans shall be contracted on behalf of the Company and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.03. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Company shall be signed by the Chief Executive Officer, or such officer or officers, agent or agents of the Company as shall from time to time be determined by resolution of the Board of Directors.

Section 7.04. Deposits. All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies, or other depositories as may be selected by resolution of the Board of Directors.

ARTICLE VIII

FISCAL YEAR

Section 8.01. Fiscal Year. The fiscal year of the Company shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE IX

DIVIDENDS

Section 9.01. Dividends. Pursuant to of the relevant provisions of the Oklahoma Statutes codified at Section 1052 of Title 18 and in accordance with criteria approved by resolution of the Board of Directors, the Company may from time to time pay dividends in cash, in property, or in shares of the capital stock. The Board may declare a dividend or distribution to shareholders if it determines that paying such dividend or distribution is in the best interest of the Company.

ARTICLE X

SEAL

Section 10.01. Seal. The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed on it the name of the Company and the state of incorporation and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND EMPLOYEES

Section 11.01. Indemnification of Directors and Officers. Subject to the further provisions hereof, the Company shall indemnify any and all of its directors, officers, former directors, and former officers, to the full extent permitted under applicable law against all amounts incurred by them and each of them, including but not limited to expenses, legal fees, costs, judgments, fines and amounts paid in settlement which may be actually and reasonably incurred, rendered or levied in any threatened, pending or completed action, suit or proceeding brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their duties as a director or officer of the Company. Whenever any such director or officer shall report to the Chair of the Board of Directors or the Board of Directors that he or she has incurred or may incur such amounts, the Company shall, within a reasonable time thereafter, determine in a manner consistent with applicable law (including 18 Okla. Stat. § 1031) whether, in regard to the matter involved, such person acted or failed to act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. If the Company so determines that such person acted or failed to act in such a manner with regard to the matter involved, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the Company shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall not offer the Company the opportunity, at its own expense and through counsel of its own choosing, to defend him in the action, suit or proceeding. Nothing contained herein is intended to limit any right of indemnification or other rights provided by Oklahoma Statutes, Title 18, Section 1031, or other applicable law.

ARTICLE XII

WAIVER OF NOTICE

Section 12.01. Waiver of Notice. Whenever any notice is required to be given to any shareholder or director of the Company under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of law, a waiver of such notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the same, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS

Section 13.01. Amendments. The Board of Directors may, by resolution, propose that these bylaws be modified. Such a proposal by the Board shall be submitted to the shareholders for a vote at the next annual or special meeting of shareholders for which proper notice has been given. A modification of these bylaws shall become effective upon a two-thirds favorable vote of the shareholders present at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned has caused these Bylaws to be executed by its officers duly authorized to do so and its corporate seal to be affixed as incorporator of CompSource Intermediate Holding Company as of _____, day of _____, 2025.¹

By: Russell Wood Ingram III

Incorporator

By: Randal Bruce Allen

Chairman

By: Michael Gene Ridgell

Secretary

¹ **Note to Draft:** To be inserted upon finalization.

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