

**ATH HOLDING COMPANY, LLC**

**SECRETARY'S CERTIFICATE**

December 14, 2023

I, Kathleen S. Kiefer, the duly elected, qualified and acting Secretary of ATH Holding Company, LLC, an Indiana limited liability company (the "Company"), do hereby certify, in my capacity as Secretary of the Company, that attached hereto as Exhibit A is a true, correct and complete copy of resolutions duly adopted by the Board of Directors of the Company via unanimous written consent on December 14, 2022, and such resolutions have not been amended, rescinded, modified, annulled or revoked, and such resolutions are in full force and effect on the date hereof in the form in which adopted.

IN WITNESS WHEREOF, I have hereunto signed my name on and as of the date first set forth above.

**ATH HOLDING COMPANY, LLC**

By:

  
\_\_\_\_\_  
Name: Kathleen S. Kiefer  
Title: Secretary

**EXHIBIT A**

**Resolutions of the Board of Directors of ATH Holding Company, LLC**

**UNANIMOUS WRITTEN CONSENT OF THE  
BOARD OF MANAGERS OF  
ATH HOLDING COMPANY, LLC**

**December 14, 2022**

The undersigned, being all of the members of the board of managers (the “Board”) of ATH Holding Company, LLC, an Indiana limited liability company (the “Company”), do hereby adopt the resolutions hereinafter set forth as the action of the Board pursuant to Section 23-18-4-3(b) of the Indiana Code with the same force and effect as if they had been duly adopted at a special meeting of the Board duly called and held for such purpose:

**WHEREAS**, it is proposed that the Company enter into an Agreement and Plan of Acquisition (substantially in the form attached hereto as **Exhibit A**, the “**Purchase Agreement**”), by and among (i) the Company, (ii) Elevance Health, Inc. (“**Parent**”), (iii) a foundation to be established in connection with the proposed transaction to promote the wellness and wellbeing of the people of the State of Louisiana and intended to qualify as a social welfare organization under Section 501(c)(4) of the Internal Revenue Code (the “**Foundation**”), and (iv) Louisiana Health Service & Indemnity Company (d/b/a Blue Cross and Blue Shield of Louisiana) (“**BCBSLA**”);

**WHEREAS**, pursuant to the Purchase Agreement and a plan of reorganization to be agreed among the parties in accordance with the Louisiana Insurance Code, BCBSLA will reorganize from a mutual insurance company to a stock insurance company and in connection with such reorganization issue all of its outstanding shares of capital stock to the Company (the “**Proposed Transaction**”);

**WHEREAS**, the aggregate closing consideration for the Proposed Transaction shall be comprised of an aggregate base purchase price of up to \$2,500,000,000 (the “**Maximum Base Purchase Price**”), as adjusted to take into account any shortfall or surplus in statutory capital, based on 375% of the combined Authorized Control Level Risk Based Capital;

**WHEREAS**, in connection with the Proposed Transaction, through a joint filing process, BCBSLA and Parent intend to request a materially identical private letter ruling from the Internal Revenue Service as to certain United States federal income tax matters associated with the Proposed Transaction in the event it is consummated in accordance with the Purchase Agreement;

**WHEREAS**, BCBSLA is party to pending litigation in the 27th Judicial District Court for the Parish of St. Landry, Louisiana involving Opelousas General Hospital, *Opelousas General Hospital Authority et al. v. Louisiana Health Service & Indemnity Co.*, No. 16-c-3647 (the “**OGH Litigation**”);

**WHEREAS**, it has been proposed that, prior to the execution of the Purchase Agreement, BCBSLA enter into, and obtain final court approval of, an agreement to settle the OGH Litigation (substantially upon the terms presented to the Board, the “**Settlement Agreement**”);

**WHEREAS**, the Board now wishes to approve the Proposed Transaction, the Purchase Agreement and the transactions contemplated in connection therewith;

**WHEREAS**, the Board has reviewed the terms of the Proposed Transaction, the Purchase Agreement and the transactions contemplated in connection therewith.

**WHEREAS**, capitalized terms used in these resolutions and not otherwise defined herein shall have the meanings ascribed thereto in the Purchase Agreement.

**NOW, THEREFORE, BE IT:**

**Proposed Transaction and Related Transactions**

**RESOLVED**, that based upon the materials provided to the Board, and upon such other matters as are deemed relevant by the Board, the Board finds that subject to final court approval of the Settlement Agreement having been obtained (the “**Approval Condition**”), the Proposed Transaction, the Purchase Agreement and the transactions contemplated in connection therewith are fair to and in the best interests of the Company, and the Board hereby approves the Proposed Transaction, the Purchase Agreement and the transactions contemplated in connection therewith subject to the Approval Condition first being satisfied;

**FURTHER RESOLVED**, that the Chairperson and President, Treasurer, Secretary or Assistant Secretary of the Company (collectively, the “**Authorized Officers**,” and each an “**Authorized Officer**”), or any of them acting alone be, and each hereby is, authorized in the name and on behalf of the Company to execute and deliver the Purchase Agreement substantially on the terms set forth in the form of the Purchase Agreement attached hereto as **Exhibit A** and with a base purchase price that shall not exceed the Maximum Base Purchase Price, with such further changes thereto as the Authorized Officer executing the same shall approve with the advice of counsel to the Company, such approval to be conclusively evidenced by his or her execution and delivery thereof; and

**FURTHER RESOLVED**, that the officers of the Company or any of them acting alone be, and each hereby is, authorized to file, execute, verify, acknowledge and deliver, in the name and on behalf of the Company, any and all notices, certificates, agreements, instruments and other documents and to perform and do or cause to be performed or done any and all such acts or things and to pay or cause to be paid all necessary fees and expenses, in each case in the name and on behalf of the Company, as they or any of them may deem necessary or advisable to effectuate or carry out the provisions of the Purchase Agreement or the intent and purposes of the foregoing resolutions.

**Regulatory Matters**

**RESOLVED**, that the Authorized Officers or any of them acting alone be, and each hereby is, authorized in the name and on behalf of the Company, to prepare, sign and file, or cause to be filed, with any applicable federal, state, local or foreign country regulatory or supervisory body, all applications, requests for approval, consents, interpretations, or other determinations, notices and other information and documents, and any modifications or supplements thereto, as may be necessary or convenient in connection with the Proposed Transaction, the Purchase Agreement and the transactions contemplated thereby, together with all agreements and other information and documents required or appropriate, and any publications required in connection therewith.

**Additional Actions**

**RESOLVED**, that the Board hereby adopts and incorporates by reference any form of specific resolution to carry into effect the purpose and intent of the foregoing resolutions, or covering authority included in matters authorized in the foregoing resolutions, including forms of resolutions in connection therewith that may be required by any governmental or regulatory authority of any state or other institution, persons or agencies;

**FURTHER RESOLVED**, that the officers of the Company or any of them acting alone be, and each hereby is, authorized to file, execute, verify, acknowledge and deliver in the name and on behalf of the Company, any and all notices, certificates, agreements, instruments, applications for approval and other documents

and to perform and do or cause to be performed or done any and all such acts or things and to pay or cause to be paid all necessary fees and expenses, in each case in the name and on behalf of the Company, as they or any of them may deem necessary or advisable to effectuate or carry out the provisions of the Purchase Agreement and the transactions contemplated thereby or the intent and purposes of the foregoing resolutions; and

**FURTHER RESOLVED**, that all actions heretofore taken by any of the directors, officers, representatives or agents of the Company or any of its affiliates in connection with the Proposed Transaction and any other actions contemplated in the Purchase Agreement or otherwise referred to in the foregoing resolutions be, and each of the same hereby is, ratified, confirmed and approved in all respects as the act and deed of the Company.

**This limited liability company action shall have the same force, effect and validity as though taken by the Board at a meeting duly called and legally held, and the Board hereby directs the Secretary of the Company to place a fully-executed copy of this Unanimous Written Consent in the minute book of the Company and certify the same as duly adopted thereby.**

**This Unanimous Written Consent may be executed in one or more counterparts, all of which together shall constitute one and the same instrument.**

[signature page follows]

DocuSigned by:

*John Gallina*

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John E. Gallina

DocuSigned by:

*Heather Steinmeyer*

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Heather Steinmeyer

DocuSigned by:

*Jay Wagner*

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Jay H. Wagner

[ATH Holding Company Board Consent]