

**LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY
(d/b/a BLUE CROSS AND BLUE SHIELD OF LOUISIANA)**

SECRETARY'S CERTIFICATE

January 29, 2024

I, Louis Patalano IV, the duly elected, qualified and acting Secretary of Louisiana Health Service & Indemnity Company (d/b/a Blue Cross and Blue Shield of Louisiana), a Louisiana non-profit corporation, (the "Corporation"), do hereby certify, in my capacity as Secretary of the Corporation, that attached hereto as Exhibit 1 is a true, correct and complete copy of resolutions duly adopted by the Board of Directors of the Corporation at its meeting duly called and legally held on December 12, 2023, and such resolutions have not been amended, rescinded, modified, annulled or revoked, and such resolutions are in full force and effect on the date hereof in the form in which adopted.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.

**LOUISIANA HEALTH SERVICE & INDEMNITY
COMPANY (d/b/a BLUE CROSS AND BLUE SHIELD
OF LOUISIANA)**



Name: Louis Patalano IV

Title: Chief Legal Officer and Secretary

EXHIBIT 1

December 12, 2023 Resolutions of the Board of Directors of Louisiana Health Service & Indemnity Company (d/b/a Blue Cross and Blue Shield of Louisiana)

**LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY D/B/A
BLUE CROSS AND BLUE SHIELD OF LOUISIANA**

Resolutions of the Board of Directors

December 12, 2023

Special Meeting

WHEREAS, pursuant to the Acquisition Agreement, the Plan of Reorganization and LSA-R.S. § 22:236.5(B), a special meeting (the “Special Meeting”) of the members of the Company eligible to vote on the Plan of Reorganization in accordance with the Amended and Restated Articles of Incorporation of the Company and the Plan of Reorganization (the “Qualified Members”) is required to be held following a public hearing on the Plan of Reorganization held pursuant to LSA-R.S. § 22:236.4 (the “Public Hearing”) and prior to the closing of the transactions contemplated by the Acquisition Agreement and the Plan of Reorganization (the “Proposed Transactions”);

WHEREAS, the Board had previously resolved that a special meeting committee of the Board consisting of the President and Chief Executive Officer of the Company, Jerome Greig, Judy Miller and Stephanie A. Finley (the “Special Meeting Committee”) be established in connection with the Proposed Transactions for the purpose of determining the date, time and location of the Special Meeting and the record date of the Special Meeting and other matters attendant thereto;

WHEREAS, it is anticipated that the Public Hearing will occur on or about February 15, 2024; and

WHEREAS, that, notwithstanding the prior delegation of authority granted to the Special Meeting Committee as described in the recitals above, the Board desires to determine the date, time and location of the Special Meeting and the record date of the Special Meeting and other matters attendant thereto.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby calls the Special Meeting to be held on February 21, 2024, at 9:00 a.m., Central Time or such alternative time and date as may be determined by the Board or the Special Meeting Committee (pursuant to the delegation described above); and it is further

RESOLVED, that the Board hereby determines that the location of the Special Meeting shall be 5525 Reitz Avenue, Baton Rouge, Louisiana 70809, or such other location as may hereafter be approved by the Board or the Special Meeting Committee (pursuant to the delegation described above); and it is further

RESOLVED, that the Board hereby determines that the close of business on December 31, 2023 shall be, and it hereby is, established as the date of record for the determination of Qualified Members entitled to notice of and to vote at the Special Meeting and any adjournment, postponement, or continuation thereof.