

**PLAN OF REORGANIZATION
OF
MUTUAL OF OMAHA INSURANCE COMPANY**

Pursuant to NEB. REV. STAT. § 44-6126

Dated: March 6, 2025

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**PLAN OF REORGANIZATION
OF
MUTUAL OF OMAHA INSURANCE COMPANY**

Under NEB. REV. STAT. § 44-6126

This Plan of Reorganization has been approved and adopted by the Board of Directors of Mutual of Omaha Insurance Company (“Mutual”), a mutual insurance company organized under the laws of Nebraska. This Plan of Reorganization provides for the reorganization of Mutual into a mutual holding company (“MHC”) structure in a reorganization authorized by NEB. REV. STAT. §§ 44-6122 to -6143 (the “Mutual Insurance Holding Company Act”). Capitalized terms used herein without definition have the meanings set forth in Annex A.

ARTICLE I

MHC STRUCTURE

As part of the Reorganization:

- (a) Mutual will become a stock insurer organized under the laws of Nebraska, with capital and surplus of not less than \$1,000,000;
- (b) Mutual of Omaha Holding Company will be formed as a new Nebraska mutual insurance holding company (the “Mutual Insurance Holding Company”);
- (c) Mutual of Omaha Financial Group, Inc. will be formed as a new Nebraska corporation (the “Intermediate Holding Company”);
- (d) the Members of Mutual at the Effective Time will become Members of the Mutual Insurance Holding Company, and the membership interests of all of the policyholders in Mutual will be extinguished;
- (e) the Mutual Insurance Holding Company initially will receive all of the Voting Securities of Mutual; and
- (f) the Mutual Insurance Holding Company will contribute all of the Voting Securities of Mutual to the Intermediate Holding Company, in exchange for all of the outstanding Voting Securities of the Intermediate Holding Company (consisting of 100,000 shares of the Intermediate Holding Company’s common stock) ((a)-(f), collectively, the “Inter-Company Restructuring”) (See Annex B, illustrating the corporate structure of Mutual and its affiliates following the Reorganization).

THERE WILL NOT BE ANY INCREASE OF PREMIUMS OR REDUCTION OF POLICY COVERAGE OR OTHER POLICY OBLIGATIONS OF MUTUAL TO POLICYHOLDERS AS PART OF THE REORGANIZATION.

After the Effective Date, the Mutual Insurance Holding Company will at all times hold directly or indirectly at least a majority of the issued and outstanding Voting Securities of the Intermediate Holding Company, which in turn will at all times hold 100% of the Voting Securities of Mutual, as required by law. Although the Reorganization will provide the Mutual Insurance Holding Company with access through its subsidiaries to the capital markets, enabling the Mutual of Omaha Group to obtain capital from a variety of sources, Mutual's Members will continue to control Mutual through their rights as Members of the Mutual Insurance Holding Company.

ARTICLE II

PURPOSES OF THE REORGANIZATION

The principal purpose of the Reorganization is to convert Mutual from a mutual insurance company into a stock insurance company in order to enhance its strategic, organizational and financial flexibility. The Board believes that the Reorganization is in the best interest of Mutual and its Members because it would provide Mutual with (a) the ability to compete more effectively, (b) a more flexible and efficient capital structure and (c) membership in a holding company system that will be better positioned to make strategic acquisitions, while allowing Mutual's Members to retain direct control of the Mutual Insurance Holding Company, and indirect control of Mutual and any intermediate holding companies, through their power to elect the Mutual Insurance Holding Company's board of directors. The Board further believes that the Reorganization is consistent with the purpose and intent of the Mutual Insurance Holding Company Act and is fair and equitable to and will not prejudice the interests of the Members of Mutual.

At present, Mutual can increase its statutory capital and surplus only through earnings generated by its operating businesses, the use of surplus enhancing reinsurance arrangements, the issuance of surplus notes or the sale of all or a portion of its equity interest in subsidiaries or other investments. However, these methods have certain limitations as a source of permanent capital to allow Mutual to expand its business and policyholder base, develop new products, make acquisitions and ultimately provide greater stability and protection for policyholders.

The Board believes that the MHC structure provides benefits to Mutual and its policyholders that will allow Mutual flexibility to adapt to future changes in the business and economic environment in ways not currently available to it. Such benefits include the following:

- (a) Flexibility to raise additional capital promptly in the event of changing economic or business conditions in the form of debt and equity financings by the Mutual of Omaha Group;
- (b) If needed, capital raised through debt or equity financings could be contributed to Mutual to support growth of Mutual's current and future insurance business and the development or acquisition of other businesses;
- (c) Flexibility for the Mutual Insurance Holding Company to, directly or indirectly, hold assets and businesses other than Mutual and its current subsidiaries;

(d) Flexibility to make acquisitions via the Intermediate Holding Company or other structures, using the cash proceeds of debt and equity financings or using stock issued by the Intermediate Holding Company or another member of the Mutual of Omaha Group; and

(e) Flexibility to adopt equity-based compensation programs to attract and retain qualified officers, employees, directors, consultants, agents and independent contractors to facilitate and manage Mutual's business, growth and operations.

The financial condition of Mutual will not be adversely affected by this Plan. Following the Reorganization and related transactions, Mutual will have stockholders' equity and surplus substantially equal to the policyholders' surplus of Mutual prior to the Reorganization. The post-Reorganization policyholders' surplus will be equal to approximately \$4.1 billion, which is substantially in excess of the levels required by law and more than adequate to provide for Mutual's liabilities and support its continuing operations. The Reorganization will not adversely affect in any material respect the risk-based capital ratios of Mutual. The liabilities of Mutual will not be increased as a result of the Reorganization. If the Mutual Insurance Holding Company is able to make acquisitions or form affiliates, Mutual should be better able to achieve more cost-effective distribution channels and economies of scale, thereby putting Mutual in a better position to compete effectively as part of a more vital, well-capitalized holding company system. If additional capital is raised following the Reorganization at the intermediate holding company level, such capital could be contributed to Mutual in the form of a capital contribution or through purchase of capital stock or surplus notes of Mutual, thereby directly enhancing the financial strength of Mutual.

For all of these reasons, the Board believes implementation of this Plan will benefit Mutual and its policyholders, by allowing Mutual to compete more effectively and by providing a greater level of stability and protection for its policyholders.

ARTICLE III

ADOPTION

This Plan of Reorganization was unanimously approved and adopted by the Board on March 6, 2025. This Plan of Reorganization provides for the Reorganization of Mutual into an MHC structure in accordance with the requirements of the Mutual Insurance Holding Company Act.

ARTICLE IV

APPROVAL BY THE DIRECTOR

4.1 Application for Approval. Following the adoption of this Plan of Reorganization by the Board on March 6, 2025, Mutual shall file an application with the Director for approval of this Plan in accordance with the Mutual Insurance Holding Company Act. The application shall include true and complete copies of the following documents:

(a) this Plan of Reorganization, the form of notice of the Policyholder Meeting, information statement and proxy to be solicited from Eligible Members, required by NEB. REV. STAT. § 44-6129, in the form attached hereto as Exhibit A;

(b) the proposed Amended and Restated Articles of Incorporation of Mutual, in the form attached hereto as Exhibit B (the "Amended and Restated Articles of Incorporation"), reflecting the Reorganization;

(c) the proposed Amended and Restated By-laws of Mutual, in the form attached hereto as Exhibit C; and

(d) the proposed articles of incorporation and by-laws of each of the Mutual Insurance Holding Company and the Intermediate Holding Company.

4.2 Public Hearing. The Director shall conduct a public hearing regarding this Plan of Reorganization within 120 days after the date this Plan of Reorganization is filed pursuant to NEB. REV. STAT. § 44-6126 unless extended by the Director for good cause. Notice of the hearing will be given as required by NEB. REV. STAT. § 44-6127.

4.3 Director Approval. The Director shall issue an order approving or disapproving this Plan within thirty (30) days after the close of the public hearing as required by NEB. REV. STAT. § 44-6127. In accordance with the Nebraska Insurance Code, the Director shall not approve this Plan unless he finds that (a) this Plan is fair and equitable to the Members, (b) this Plan does not deprive the Members of their property rights or due process of law and (c) Mutual would meet the minimum requirements to be issued a certificate of authority by the Director to transact the business of insurance in Nebraska and the continued operations of Mutual would not be hazardous to future policyholders and the public. Following adoption of this Plan of Reorganization by the Board, Mutual will file this Plan of Reorganization with the Director for approval in accordance with NEB. REV. STAT. § 44-6128.

If the Director requires modifications to this Plan of Reorganization, Mutual shall amend this Plan of Reorganization as appropriate and, subject to obtaining any required approval of the Board, submit such amended Plan of Reorganization to the Director for his review and approval.

ARTICLE V

APPROVAL BY POLICYHOLDERS

5.1 Policyholder Vote. Subject to confirmation by the Director, Mutual shall hold a meeting of policyholders to vote upon this Plan (the "Policyholder Meeting") coincident with Mutual's 2026 annual meeting of policyholders in accordance with NEB. REV. STAT. § 44-6129(3). At such Policyholder Meeting, each Eligible Member who is a Member on the date of the Policyholder Meeting shall be entitled to only one vote regardless of the number of In Force Policies owned by such Eligible Member on the proposal to approve this Plan of Reorganization, the Amended and Restated Articles of Incorporation of Mutual and any other matters necessary for the consummation of this Plan. An Eligible Member may vote at the Policyholder Meeting in person or by proxy if the form of proxy expressly authorizes the proxy agent to vote on such proposal. This Plan of Reorganization is subject to and expressly contingent upon the approval

of this Plan of Reorganization and the Amended and Restated Articles of Incorporation by at least two-thirds of the votes cast by Eligible Members in person or by proxy at the Policyholder Meeting, pursuant to NEB. REV. STAT. § 44-6129(1).

5.2 Notice of the Meeting. Mutual shall mail notice of the Policyholder Meeting to each Person who is an Eligible Member. In accordance with NEB. REV. STAT. § 44-6129(3), the notice shall be combined with notice of Mutual's 2026 annual meeting of policyholders and shall set forth the matters to be voted upon and the place, day and hour of the Policyholder Meeting, and shall be accompanied by a proxy form allowing the Eligible Member to vote for or against this Plan of Reorganization and the Amended and Restated Articles of Incorporation. Such notice and form of proxy shall be mailed by first class mail, to the last-known address of each Eligible Member as it appears on the records of Mutual, at least thirty (30) days prior to the Policyholder Meeting, and shall be in a form satisfactory to the Director. The notice to Eligible Members shall include a means by which Eligible Members may access or obtain information relevant to the Policyholder Meeting (including a URL and QR code providing access to a website at which such information may be accessed electronically, and a telephone number and email address at which hard copies of such information may be requested), all of which shall be in a form satisfactory to the Director, including a copy of this Plan of Reorganization (with a summary of the Exhibits hereto).

If necessary or appropriate, Mutual may also mail or make available supplemental information relating to this Plan of Reorganization to those policyholders specified in the Director's approval, either before or after the date of the Policyholder Meeting, with the prior approval of the Director.

5.3 Certification. Promptly after the Policyholder Meeting, Mutual shall file with the Director (a) a certificate stating that all of the conditions set forth in this Plan of Reorganization have been satisfied and (b) a certificate from Mutual setting forth the vote and certifying that this Plan of Reorganization was approved by not less than two-thirds of the Eligible Members voting in person or by proxy on the Plan of Reorganization.

ARTICLE VI

CERTAIN CONDITIONS PRECEDENT TO REORGANIZATION

6.1 Tax Opinion. This Plan of Reorganization shall not become effective until Mutual has received an opinion of Ernst & Young LLP or other nationally recognized accounting firm or independent legal counsel substantially to the effect that, on the basis of facts, representations and assumptions set forth in such opinion which are consistent with the state of facts existing as of the Effective Date, for U.S. federal income tax purposes:

(a) policyholders of Mutual should not recognize gain or loss solely as a result of the reorganization of Mutual from a mutual insurance company to a stock insurance company, the formation of the Mutual Insurance Holding Company and the Intermediate Holding Company, the receipt of membership interests in the Mutual Insurance Holding Company and the extinguishment of policyholders' membership interests in Mutual and the contribution of the

Voting Securities of Mutual by the Mutual Insurance Holding Company to the Intermediate Holding Company; and

(b) none of the Mutual Insurance Holding Company, the Intermediate Holding Company or Mutual should recognize gain or loss solely as a result of the Inter-Company Restructuring.

6.2 Securities Law Opinion. This Plan of Reorganization shall not become effective until Mutual has received an opinion of Sidley Austin LLP or other independent legal counsel with respect to U.S. federal securities law matters.

6.3 Stipulation. This Plan of Reorganization shall not become effective until any Stipulation which Mutual deems material in order to allow it to continue in business has been executed by the parties thereto, or Mutual determines that no Stipulation is necessary, on or prior to the Effective Date.

6.4 Other Conditions. This Plan of Reorganization shall not become effective until (a) this Plan is approved by the Director pursuant to the Mutual Insurance Holding Company Act, (b) the Eligible Members of Mutual have approved this Plan and the Amended and Restated Articles of Incorporation as contemplated by the Mutual Insurance Holding Company Act and Article IV, (c) the Director has issued an amended certificate of authority in the name of Mutual or otherwise authorized the consummation of this Plan and (d) Mutual has received all other regulatory approvals that the officers of Mutual deem to be necessary or appropriate.

ARTICLE VII

IMPLEMENTATION OF THE REORGANIZATION

7.1 The Insurance Company. Following the approval of this Plan by the Director, the requisite approval by the Eligible Members as set forth in Article IV and the satisfaction of the other conditions precedent set forth in Article V, Mutual shall file with the Director the Amended and Restated Articles of Incorporation. The “Effective Date” of this Plan of Reorganization shall be the date and time as of which all of the following steps have been completed: (a) this Plan has been approved by the Director, (b) the Eligible Members have approved this Plan and the Amended and Restated Articles of Incorporation and (c) the Amended and Restated Articles of Incorporation of Mutual and the articles of incorporation of the Mutual Insurance Holding Company and the Intermediate Holding Company have been duly adopted, recorded and filed with the appropriate governmental agency.

7.2 Mutual Insurance Holding Company. On or prior to the Effective Date, the Mutual Insurance Holding Company shall be duly organized as an MHC under the laws of Nebraska, and, on the Effective Date, its articles of incorporation shall be substantially in the form attached hereto as Exhibit D and its bylaws shall be substantially in the form attached hereto as Exhibit E. The Mutual Insurance Holding Company shall not be authorized to transact the business of insurance. The Director shall have jurisdiction over the Mutual Insurance Holding Company to ensure that policyholder interests are protected. The Mutual Insurance Holding Company shall be treated as a Nebraska domestic insurer subject to the Insurers

Demutualization Act, the Nebraska Insurers Supervision, Rehabilitation, and Liquidation Act, NEB. REV. STAT. §§ 44-201 to -255., and NEB. REV. STAT. § 44-301.

7.3 Intermediate Holding Company. Prior to the Effective Date, an agent of Mutual shall cause the Intermediate Holding Company to be duly organized as a Nebraska corporation and, on the Effective Date, (a) the articles of incorporation of the Intermediate Holding Company shall be substantially in the form attached hereto as Exhibit F and the bylaws of the Intermediate Holding Company shall be substantially in the form attached hereto as Exhibit G. The Intermediate Holding Company shall not be authorized to transact the business of insurance. The Director shall have jurisdiction over the Intermediate Holding Company to ensure that policyholder interests are protected. The Intermediate Holding Company shall be treated as a Nebraska domestic insurer subject to the Insurers Demutualization Act and the Nebraska Insurers Supervision, Rehabilitation, and Liquidation Act.

7.4 Effective Date. At 12:01 A.M. of the Effective Date (the “Effective Time”):

- (a) the Inter-Company Restructuring shall become effective; and
- (b) the bylaws of Mutual without further action or deed shall be amended and restated to read substantially as set forth in Exhibit C (the “Amended and Restated By-laws”).

7.5 Plan of Reorganization. This Plan of Reorganization is intended to constitute a “plan of reorganization” within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII

MEMBERSHIP AND INSURANCE POLICIES

8.1 Membership in the Mutual Insurance Holding Company. The articles of incorporation of the Mutual Insurance Holding Company shall provide that, as of the Effective Date, each Member of Mutual at the Effective Time shall become a Member of the Mutual Insurance Holding Company, and that, after the Effective Time, any Person who becomes the Owner of a Policy issued by Mutual shall simultaneously become a Member of the Mutual Insurance Holding Company. A Person’s membership in the Mutual Insurance Holding Company shall continue while that Person continues to be the Owner of a Policy which remains In Force. Any proxy that has been granted by a Member of Mutual shall remain effective in accordance with its terms so long as such Person is a Member of the Mutual Insurance Holding Company and shall empower the holder of the proxy to vote for directors of the Mutual Insurance Holding Company and such other matters as are authorized by the proxy.

8.2 Insurance Policies. Each insurance policy or contract that has been issued or assumed by Mutual is deemed, consistent with Mutual’s articles of incorporation and bylaws, a “Policy” for purposes of this Plan of Reorganization.

- (a) Except as otherwise expressly required by the Mutual Insurance Holding Company Act, the following do not confer membership in Mutual and therefore shall be deemed,

consistent with Mutual's articles of incorporation and bylaws, not to be Policies for purposes of this Plan of Reorganization:

- (i) any certificate issued in connection with a group policy or contract, if any;
- (ii) any insurance policies or contracts reinsured by Mutual on an indemnity basis (but insurance policies or contracts reinsured by Mutual on an assumption basis may constitute Policies, if they otherwise meet the definition of Policies in this Section);
- (iii) any policy or contract issued by Mutual and ceded to another insurance company through assumption reinsurance;
- (iv) any policy or contract of Mutual which has been exchanged for a policy or contract issued by another insurer; and
- (v) any administrative services or other similar agreements which do not provide insurance coverage to the counterparty thereto.

8.3 Determination of Ownership. Unless otherwise stated herein, the "Owner" of any Policy as of any date shall be determined on the basis of Mutual's records as of such date, in accordance with the following provisions:

(a) the Owner of an individual Policy shall be the Owner of the Policy as shown on Mutual's records;

(b) the Owner of a Policy that is a group insurance contract shall be the Person or Persons specified in the master contract as the policyholder or contract holder, unless no policyholder or contract holder is so specified, in which case the Owner shall be the Person or Persons to whom or in whose name the master contract shall have been issued, as shown on Mutual's records;

(c) notwithstanding subsections (a) and (b) of this Section 8.3, the Owner of a Policy that has been assigned to another Person with Mutual's consent by an assignment of ownership thereof that is absolute on its face and filed with Mutual, in accordance with the provisions of such Policy and Mutual's rules with respect to the assignment of such Policy in effect at the time of such assignment, shall be the assignee of such Policy as shown on the records of Mutual. Unless an assignment satisfies the requirements specified for an assignment in this subsection (c), the determination of the Owner of a Policy shall be made without giving effect to the assignment;

(d) except as otherwise set forth in this Article VII, the identity of the Owner of a Policy shall be determined without giving effect to any interest of any other Person in such Policy;

(e) in any situation not expressly covered by the foregoing provisions of this Section 8.3, the Policy Owner, as reflected in the records of, and as determined in good faith by, Mutual, shall conclusively be presumed to be the Owner of such Policy for purposes of this

Section, and Mutual shall not be required to examine or consider any other facts or circumstances;

(f) the mailing address of an Owner as of any date for purposes of this Plan of Reorganization shall be the Owner's last known address as shown on the records of Mutual as of such date; and

(g) any dispute as to the identity of the Owner of a Policy, membership in Mutual or the right to vote or become a Member of the Mutual Insurance Holding Company shall be resolved in accordance with the foregoing and such other procedures as Mutual may determine. Any determinations made by Mutual shall be conclusive.

8.4 In Force.

(a) A Policy shall be deemed to be in force ("In Force") as of any date if, as shown in Mutual's records:

(i) the Policy has been issued or coverage has been bound by Mutual or assumed by Mutual through assumption reinsurance as of such date; and

(ii) such Policy has not expired or been cancelled, non-renewed or otherwise terminated; provided, that a Policy shall be deemed to be In Force after lapse for nonpayment of premiums until expiration of any applicable grace period (or similar period however designated in such Policy) during which the Policy is in full force for its basic benefits.

(b) The date of expiration, cancellation or termination of a Policy shall be as shown on Mutual's records.

(c) A Policy shall not be deemed to be In Force as of a given date if the Policy is returned to Mutual and all premiums are refunded within thirty (30) days of such date.

(d) Any dispute as to whether a Policy is In Force shall be resolved by Mutual, in accordance with the foregoing.

8.5 Effect of the Reorganization on Existing Policies.

(a) All Policies of Mutual in effect on the Effective Date shall continue to remain in effect and In Force under the terms of such Policies following the Reorganization, except that any voting or other membership rights of the policyholders in Mutual provided for under the Policies or under the Nebraska Insurance Code, shall be extinguished on the Effective Date. Following the Effective Date, Members of Mutual on the Effective Date automatically become Members of the Mutual Insurance Holding Company as set forth in Section 8.1.

(b) Mutual may, after the Effective Date, issue any insured a nonparticipating policy as a substitute for any participating Policy upon the renewal date for any such participating Policy.

ARTICLE IX

POST REORGANIZATION DIVIDEND PRINCIPLES AND POLICY

9.1 Dividend Practices for Certain Policies. Historically, Mutual has not paid regular dividends to its Members. Any future determination to pay dividends will remain within the discretion of the Board, subject to applicable law.

9.2 Future Dividends. To the extent Mutual has paid policyholder dividends to any policyholders pursuant to the terms of their Policies, Mutual will continue to pay such policyholder dividends following the Effective Date in accordance with the terms and conditions of such Policies. Nothing in this Plan shall be construed to guarantee the future payment of any policyholder dividend for any Policy issued by Mutual prior to or following the Effective Date. If Mutual pays policyholder or other dividends in the future, the amount of such dividends is uncertain. The declaration and crediting of future policyholder or other dividends, if any, shall remain within the sole discretion of the Board, except as provided by any applicable law.

ARTICLE X

ADDITIONAL PROVISIONS

10.1 Continuation of Corporate Existence. Upon the Reorganization of Mutual under the terms of this Plan of Reorganization and the Mutual Insurance Holding Company Act, Mutual's corporate existence as a stock insurance company shall be a continuation of its pre-Reorganization corporate existence as a mutual insurance company with the original date of incorporation of Mutual. Upon Reorganization, Mutual shall have all the rights, franchises, interests, privileges, immunities and powers of the former mutual insurance company and shall be subject to all the duties, obligations and liabilities of an insurer organized under the Nebraska Insurance Code. Upon Reorganization, every type of property, real, personal and mixed, and things in action thereunto belonging, will be deemed transferred to and vested in the converted company without any deed or transfer.

10.2 Officers and Boards of Directors.

(a) The initial board of directors of the Mutual Insurance Holding Company shall consist of each member of Mutual's Board immediately prior to the Effective Time as set forth on Exhibit H. It is expected that the directors set forth on Exhibit H will be nominated for election for the terms set forth on Exhibit H at the first annual meeting of the Mutual Insurance Holding Company, subject to any changes in such slate of directors that the board of directors of the Mutual Insurance Holding Company deems appropriate at the time of such nomination. No members of the board of directors of the Mutual Insurance Holding Company are required to be policyholders.

(b) The initial board of directors of the Intermediate Holding Company shall consist of each member of Mutual's Board immediately prior to the Effective Time, as set forth on Exhibit I. It is expected that the directors set forth on Exhibit I will be nominated for election for the terms set forth on Exhibit I at the first annual meeting of the Intermediate Holding Company,

subject to any changes in such slate of directors that the board of directors of the Intermediate Holding Company deems appropriate at the time of such nomination.

(c) At the first annual meeting, it is expected that the Intermediate Holding Company, as the sole shareholder of Mutual, will elect the new directors set forth on Exhibit J to serve on the board of directors of Mutual for the terms set forth on Exhibit J, subject to any changes in such slate of directors that the Intermediate Holding Company deems appropriate at such time.

(d) The officers of Mutual immediately prior to the Effective Time as set forth on Exhibit K shall serve as officers of the Mutual Insurance Holding Company, the Intermediate Holding Company and Mutual after the Effective Time, until new officers are duly elected pursuant to the applicable governing documents of each such entity.

(e) No director, officer, agent or employee of Mutual or any other Person shall receive any fee, commission, or other valuable consideration, other than his or her regular salary and compensation, for in any manner aiding, promoting or assisting in the transactions contemplated by this Plan of Reorganization, except the payment of reasonable fees and compensation to attorneys, accountants and actuaries for services performed in the independent practice of their professions, even if the attorney, accountant or actuary is also a director of Mutual or any of its subsidiaries or affiliates.

10.3 Dividends Paid by the Mutual Insurance Holding Company. In order to remain consistent with positions taken under applicable U.S. federal securities law, the articles of incorporation of the Mutual Insurance Holding Company shall provide that the Mutual Insurance Holding Company will not pay dividends or make other distributions to its Members, except as directed or approved by the Director, and will not make any other distributions to its Members, except as provided in the articles of incorporation of the Mutual Insurance Holding Company in the event of the dissolution, liquidation or winding up of the Mutual Insurance Holding Company.

10.4 Dividends and Other Income Payable to the Mutual Insurance Holding Company. Dividends and other income received and held by the Mutual Insurance Holding Company shall inure to the exclusive benefit of its Members. Such income, net of applicable taxes and expenses, may be used to pay dividends or other distributions, subject to Section 10.3 and with the Director's prior approval, and/or to purchase (a) shares of common stock or other equity or debt securities of a company in the Mutual of Omaha Group or (b) cash or securities of a type authorized for investment by domestic insurers. The Mutual Insurance Holding Company may make investments in a company in the Mutual of Omaha Group by purchasing securities upon original issuance from the issuer or from time to time in the open market, if such securities are traded. The articles of incorporation and bylaws of the Mutual Insurance Holding Company shall also provide that the Mutual Insurance Holding Company may waive some or all of any dividends payable to it from the Intermediate Holding Company; provided, that (i) such waiver includes a plan which describes how the amount of the waived dividend will inure to the exclusive benefit of the policyholders of Mutual, (ii) such waiver is approved by the board of directors of the Mutual Insurance Holding Company, (iii) such waiver and plan for the use of the amount waived is approved and directed by the Director; and (iv) such waiver and plan for the use of the amount waived will inure to the exclusive benefit of the policyholders of Mutual and will comply with applicable law and any rule, order, "no-action" letter or other regulatory

requirement applicable to the Mutual Insurance Holding Company or any subsidiary. Pending allocation of waived dividends, funds shall be set aside in a designated fund or account by Mutual for the exclusive benefit of its policyholders. Any change to the above provisions with regard to the treatment of income of the Mutual Insurance Holding Company shall be subject to approval by the board of directors of the Mutual Insurance Holding Company and by the Director.

10.5 Dissolution or Liquidation of the Mutual Insurance Holding Company. The articles of incorporation of the Mutual Insurance Holding Company shall provide that it shall not be dissolved or liquidated without the prior approval of the Director, except as otherwise required by judicial order.

10.6 Rehabilitation or Liquidation of Stock Insurer Subsidiaries. If any proceeding under the Nebraska Insurers Supervision, Rehabilitation, and Liquidation Act is brought against Mutual, the Mutual Insurance Holding Company and the Intermediate Holding Company shall become parties to the proceedings. All of the assets of the Mutual Insurance Holding Company are deemed assets of the estate of Mutual to the extent necessary to satisfy policy claims against Mutual.

10.7 Sale of Stock of a Member of the Mutual of Omaha Group. Following the Effective Date and subject to compliance with the Mutual Insurance Holding Company Act, any stock company in the Mutual of Omaha Group other than Mutual may conduct a stock offering of its capital stock; provided, that the Mutual Insurance Holding Company shall at all times hold, directly or indirectly through one or more intermediate holding companies, a majority of the Voting Securities of Mutual and any such stock offering shall be subject to the prior approval of the Director. There is no present plan to conduct such an offering. If a stock company in the Mutual of Omaha Group decides in the future to conduct one or more of such offerings, it may be made in various forms, which may include one or more of the following forms: a public offering, a private placement, a contribution to one or more qualified retirement plans maintained for the benefit of employees of one or more subsidiaries of the Mutual Insurance Holding Company and/or employee stock plans providing for the issuance of stock or options for the purchase of stock.

10.8 Stock-Based Equity Incentive Plan. The Board has no current plans to change any existing executive compensation plans or adopt any new compensation plans as a result of the Reorganization.

10.9 Amendment or Withdrawal of this Plan.

(a) At any time prior to the Effective Date, Mutual may, by resolution of not less than two-thirds of the Board, amend or withdraw this Plan of Reorganization (including the Exhibits hereto). Any such amendment shall require the written consent of the Director. Prior to the Effective Date, no amendment may change this Plan of Reorganization after its approval by the Eligible Members in a manner that the Director determines is material unless this Plan of Reorganization, as amended, is submitted for reconsideration by the Eligible Members of Mutual pursuant to the provisions of Sections 7.1 and 7.2. No amendment may change the Adoption Date of this Plan.

(b) Notwithstanding Section 10.9(a), at any time prior to approval of this Plan of Reorganization by the Eligible Members, Mutual may make such further changes to this Plan of Reorganization and the Exhibits hereto as may be necessary to comply with the requirements set forth in any order of the Director (an "Order"), or any Stipulation entered into in connection with such Order.

(c) After the Effective Date, the Amended and Restated Articles of Incorporation of Mutual, the articles of incorporation of the Intermediate Holding Company and the articles of incorporation of the Mutual Insurance Holding Company adopted pursuant to this Plan of Reorganization may be amended pursuant to the provisions of the articles of incorporation, the Nebraska Insurance Code, and the statutory provisions generally applicable to the amendment of the articles of incorporation of business corporations, or such other statutory provisions as may be applicable at the time of the amendment.

(d) After the Effective Date, Mutual may, by resolution of not less than two-thirds of the Board, amend this Plan of Reorganization (including the Exhibits hereto). Any such amendment shall require the written consent of the Director.

10.10 Corrections. Prior to the Effective Date, Mutual, with the prior consent of the Director, may make such modifications as are appropriate to correct errors, cure ambiguities, clarify existing items or make additions to correct manifest omissions in this Plan of Reorganization or any Exhibits hereto.

10.11 Undertakings and Agreements with the Director or Other Regulators. Mutual may enter into Stipulations with the Director or with other parties covering such matters as the Director may require as a condition of the Director's approval of this Plan of Reorganization. Mutual may also enter into Stipulations with other regulatory agencies in connection with this Plan of Reorganization. Mutual shall notify the Director in writing of the terms of any such Stipulations with such other regulatory bodies into which it intends to enter.

10.12 Prior Approvals.

(a) Following the Effective Date, all of the following actions shall be subject to the prior approval of the Director:

(i) the pledge or encumbrance of assets affecting more than 49% of the Mutual Insurance Holding Company's stock in the Intermediate Holding Company or the Intermediate Holding Company's stock in Mutual;

(ii) any distributions to Members of the Mutual Insurance Holding Company;

(iii) the solicitation for the sale of stock of the Intermediate Holding Company or Mutual;

(iv) the voluntary dissolution of the Mutual Insurance Holding Company or the Intermediate Holding Company; and

(v) any issuance (with or without consideration) of equity (voting or nonvoting) or debt securities by any intermediate holding company affiliated with Mutual or by Mutual, including but not limited to a private sale or public offering. The term "issuance of equity" includes, but is not limited to, any sale, exchange, subscription, award, or transfer of stock, warrants, options, voting rights or other ownership rights or interests in the issuer, or of any securities directly or indirectly convertible or exchangeable into any of the foregoing. Any transfer or encumbrance, the effect of which would diminish the ownership of Mutual by the Mutual Insurance Holding Company or an intermediate holding company affiliated with the Mutual Insurance Holding Company to less than 50% is prohibited.

(b) All of the foregoing actions set forth in Section 10.12(a), and the implementation of any non-qualified executive compensation plan (with respect to the Mutual Insurance Holding Company, Mutual, or any intermediate holding company affiliated with the Mutual Insurance Holding Company) shall be approved by the board of directors of the Mutual Insurance Holding Company and, if such actions taken by Mutual would have required the approval of the Members of Mutual prior to the Effective Date and relates to or affects their membership interests (including economic interests) in the Mutual Insurance Holding Company, or if such approval is required by law, or the articles of incorporation or bylaws of the Mutual Insurance Holding Company or otherwise at the direction of the Mutual Insurance Holding Company's board of directors, the Members of the Mutual Insurance Holding Company.

10.13 Affiliate Agreements. Affiliates of the Mutual Insurance Holding Company may enter into tax sharing agreements, management agreements, service contracts, other cost-sharing arrangements and similar agreements with the Mutual Insurance Holding Company or any other affiliate of the Mutual Insurance Holding Company, subject to any required regulatory approval of the Director pursuant to the Nebraska Insurance Code.

10.14 Notices. If Mutual complies substantially and in good faith with the notice requirements of NEB. REV. STAT. § 44-6129, Mutual's failure to give any policyholder any required notice does not impair the validity of any action taken under NEB. REV. STAT. § 44-6129.

10.15 Mutual Insurance Holding Company Annual Financial Statement. The Mutual Insurance Holding Company shall enable its members to receive its annual financial statement electronically.

10.16 Costs and Expenses. All reasonable costs related to the review of this Plan of Reorganization by any regulatory agency, including those costs of outside advisors and consultants of the regulatory agencies, shall be borne by Mutual, the Intermediate Holding Company or the Mutual Insurance Holding Company, as applicable.

10.17 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.

10.18 Governing Law. This Plan of Reorganization shall be governed by and construed in accordance with the laws of the State of Nebraska, without regard to such State's principles of conflicts of law.

IN WITNESS WHEREOF, Mutual of Omaha Insurance Company, by authority of its Board, has caused this Plan of Reorganization to be duly executed this 20th day of March, 2025.

Mutual of Omaha Insurance Company

By: 

Name: James T. Blackledge

Title: Chairman

ATTEST:



Name: Jay A. Vankat

Title: Corporate Secretary

ANNEX A

DEFINITIONS

“Adoption Date” means the date this Plan is adopted by the Board.

“Amended and Restated Articles of Incorporation” has the meaning specified in Section 4.1(d).

“Amended and Restated By-laws” has the meaning specified in Section 7.4(b).

“Board” means the Board of Directors of Mutual.

“Director” means the Director of the Nebraska Department of Insurance.

“Effective Date” means the Effective Date of this Plan of Reorganization, as determined in accordance with Section 7.1.

“Effective Time” has the meaning specified in Section 7.4.

“Eligible Member” means a Member as of the date the Board adopted this Plan.

“In Force” has the meaning specified in Section 8.4(a).

“Insurers Demutualization Act” means NEB. REV. STAT. §§ 44-6101 to -6121.

“Inter-Company Reorganization” has the meaning specified in Article I.

“Intermediate Holding Company” has the meaning specified in Article I.

“Member” means a Person who, according to the records of Mutual and pursuant to its articles of incorporation or bylaws, is deemed to be a holder of a membership interest in Mutual, which includes the Person to which any group insurance policy is issued, but shall not include any Person covered under the group insurance policy. Following the Effective Date, “Member” means, a Person who, as provided in the articles of incorporation or bylaws of the Mutual Insurance Holding Company, is a Member of the Mutual Insurance Holding Company.

“MHC” has the meaning specified in the preamble.

“Mutual” means Mutual of Omaha Insurance Company, operating prior to the Effective Date as a mutual insurance company organized under the laws of Nebraska and operating on and after the Effective Date as a stock insurance company under the name Mutual of Omaha Insurance Company organized under the laws of Nebraska.

“Mutual Insurance Holding Company” has the meaning specified in Article I.

“Mutual Insurance Holding Company Act” has the meaning specified in the preamble.

“Mutual of Omaha Group” means, following the Effective Date, the Mutual Insurance Holding Company, the Intermediate Holding Company and any other direct or indirect subsidiary of the Mutual Insurance Holding Company.

“Nebraska Insurance Code” means NEB. REV. STAT. ch. 44.

“Nebraska Insurers Supervision, Rehabilitation, and Liquidation Act” means NEB. REV. STAT. §§ 44-4801 to -4862.

“Order” has the meaning specified in Section 10.9(b).

“Owner” means, with respect to any Policy, the Person or Persons specified or determined pursuant to the provisions of Section 8.3.

“Person” means an individual, general, limited or limited liability partnership, firm, association, corporation, joint-stock company, limited liability company, trust, government or governmental agency, state or political subdivision of a state, public or private corporation, board, association, estate, trustee, fiduciary or other legal entity. 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 of Reorganization” or “Plan” means the Plan of Reorganization (including all Exhibits thereto), dated as of the Adoption Date, as amended from time to time in accordance with Section 10.9 or corrected in accordance with Section 10.10. Any reference to the terms “Plan of Reorganization” or “Plan” shall be deemed to incorporate by reference all of the Exhibits hereto.

“Policy” or “Policies” has the meaning specified in Section 8.2.

“Policyholder Meeting” has the meaning specified in Section 5.1.

“Reorganization” means the reorganization of Mutual to a stock insurance company pursuant to this Plan.

“State” means the State of Nebraska.

“Stipulation” means any agreement entered into prior to the Effective Date concerning this Plan and matters relating hereto between Mutual and any regulatory authority with jurisdiction over Mutual, including any undertaking made by Mutual to any such regulatory authority concerning this Plan and matters relating hereto.

“Transaction” has the meaning specified in Section 6.1(a).

“Voting Security” means a security that, in law or by contract, gives the holder thereof the right to vote in the election of directors and on any other matters submitted to a vote of shareholders. “Voting Security” includes any security convertible into or evidencing a right to acquire a Voting Security.

ANNEX B

POST REORGANIZATION CORPORATE ORGANIZATIONAL CHART

The following chart shows Mutual of Omaha Holding Company and its principal subsidiaries after the Reorganization.

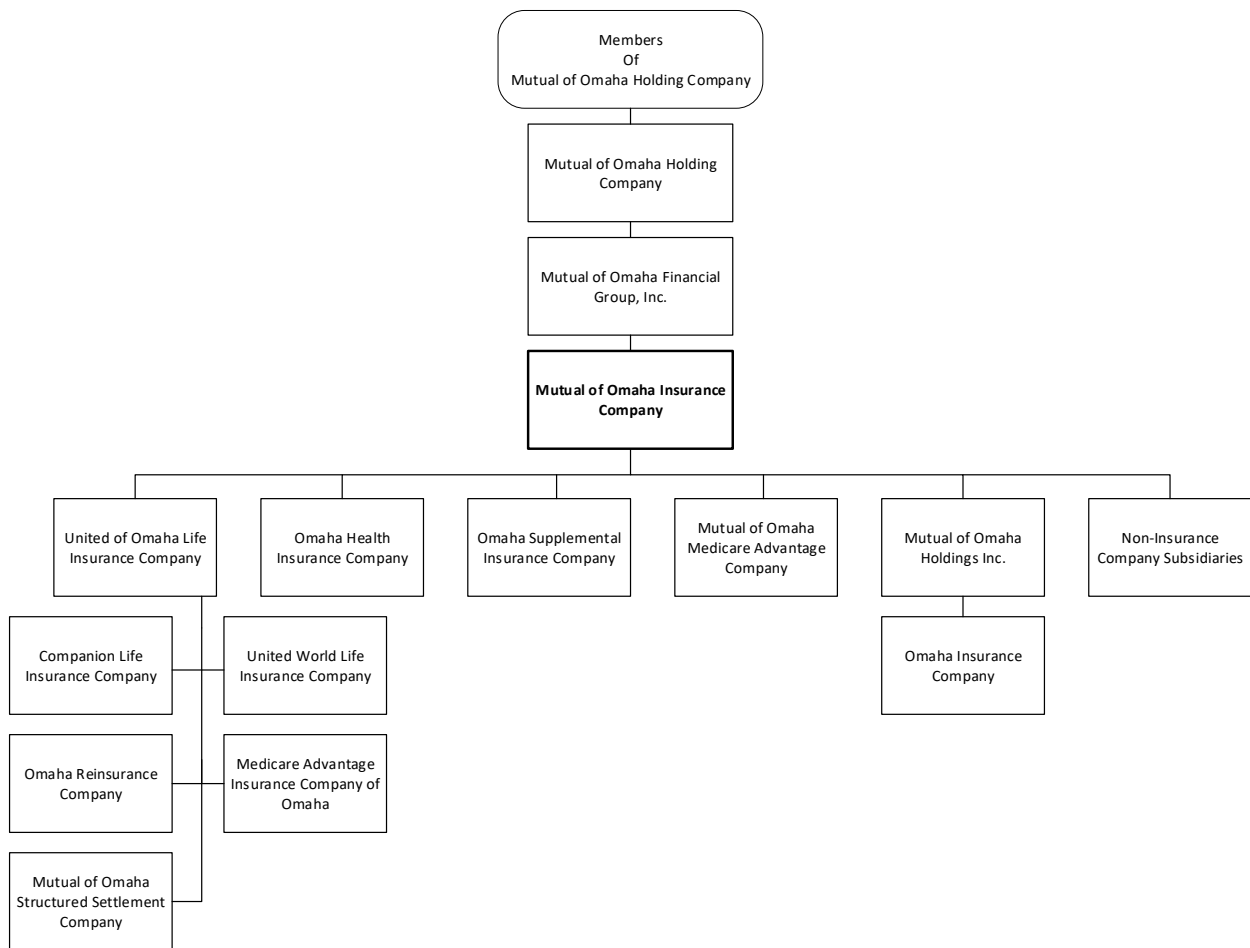


EXHIBIT A

FORM OF PROPOSED NOTICE TO POLICYHOLDERS

[Mutual of Omaha Letterhead]

Dear Mutual of Omaha Insurance Company policyholder,

For more than a century, Mutual of Omaha Insurance Company has been committed to listening to our customers and helping them through life's transitions by providing an array of insurance and financial products. As our mutuality makes clear, we are here for our customers and because of them, so every decision we make is with their best interests in mind.

To that end, Mutual of Omaha's Board of Directors has approved a strategic initiative to form a mutual holding company. Mutual holding companies have become a common way to structure a mutual insurance business to compete more effectively in a rapidly changing and consolidating financial services industry, while maintaining their mutual heritage. We are respectfully asking you to vote for this organizational structure change. Approval of the change will enable Mutual of Omaha to have greater organizational flexibility to raise additional capital, if needed, and to continue to provide high quality products and services to, and financial security for, all of its policyholders. Just as we operate today, the Mutual of Omaha Mutual Holding Company group of companies will continue to be governed by our policyholders and will continue to provide an array of insurance and financial products. Policyholders who are members of Mutual of Omaha Insurance Company will automatically transition to become members of the new mutual holding company.

Mutual of Omaha Insurance Company has filed a plan with the Nebraska Department of Insurance to form a mutual holding company. Subject to regulatory and policyholder approval, Mutual of Omaha Insurance Company will reorganize as a stock insurer and will become an indirect wholly-owned subsidiary of the newly-organized mutual holding company.

A mutual holding company structure will benefit Mutual of Omaha Insurance Company and its policyholders by preserving mutuality for policyholders, while expanding our ability to, among other things, (i) respond to future financial needs with greater flexibility to raise debt and equity capital, (ii) potentially enter into merger transactions with other entities and acquire other entities in an efficient manner and (iii) adopt equity-based compensation programs to attract and retain qualified officers, employees, directors, consultants, agents and independent contractors to facilitate and manage our business, growth and operations.

Mutual of Omaha Mutual Holding Company will continue to operate under the principles and culture of a mutual company, owned by our policyholder-members who will transition with the same member rights. It's important to note that existing Mutual of Omaha Insurance Company insurance policies and rates will be unaffected by this structure change. Mutual of Omaha's policyholders and all policies will remain obligations of Mutual of Omaha Insurance Company as a stock insurance company.

To help you better understand the plan to reorganize Mutual of Omaha Insurance Company as a stock insurer wholly owned by a mutual holding company, we've developed a specially created website ([add website information]) that includes additional materials explaining the reasons and

ramifications of the reorganization plan and providing instructions on how you can vote on the plan via the website or by telephone as an alternative means of voting. Materials available on the website include:

- **Notice of Policyholder Meeting** that introduces the reorganization plan and gives instructions on how to vote on the plan at a special policyholder meeting or by proxy.
- **A Policyholder Information Statement**, which is a detailed summary of the reorganization plan, including questions and answers about the reorganization, information about Mutual of Omaha and its organizational structure before and after reorganization, voting considerations, risk factors, selected financial information of Mutual of Omaha, U.S. federal income tax consequences, the Policyholder Meeting, conditions to the reorganization, amendment or withdrawal of the reorganization plan, regulation by the Nebraska Department of Insurance, information about the directors and executive officers of Mutual of Omaha, and other information.
- **Instructions** on how to vote via the website or phone, to request additional information or to contact us with any questions.

Please review this information carefully. The information on the website is also available as a printed Policyholder Information Booklet. Instructions on how to receive a copy of the Policyholder Information Booklet are available on the website or you can call us at [add phone number].

Your voice is important. Please use the enclosed proxy card to vote on a structure that will help to serve you.

Finally, we have enclosed a proxy card that allows you to appoint a proxy to cast your vote to approve the plan. We have included information for you to cast your vote for directors of Mutual of Omaha [].

You can also vote on the plan in person at the Annual Meeting of Members on [, 2026] or by phone or online in accordance with the instructions on the enclosed proxy card and website. Please see your proxy card or go to the website for more information.

Thank you for trusting Mutual of Omaha Insurance Company. Our mission is to help our customers protect what they care about and achieve their financial goals. Your vote supporting this plan will ensure Mutual of Omaha continues to offer high-quality, customer-driven products and services for generations to come.

Sincerely,

James Blackledge
Chairman & CEO

EXHIBIT B

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MUTUAL OF OMAHA INSURANCE COMPANY**

Mutual of Omaha Insurance Company (the “Corporation”), a corporation organized and existing under the laws of the State of Nebraska, has converted from mutual to stock form pursuant to a plan of reorganization, dated [●] (the “Plan”), under which a mutual insurance holding company was formed to own directly or indirectly the voting securities in the Corporation in accordance with the Nebraska Mutual Insurance Holding Company Act, Neb. Rev. Stat. § 44-6122 *et seq.*

In accordance with the Plan, the Corporation hereby amends and restates Mutual of Omaha Insurance Company’s existing Amended and Restated Articles of Incorporation, all in accordance with the Nebraska Model Business Corporation Act, as amended (the “Act”).

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Amended and Restated Articles of Incorporation of Mutual of Omaha Insurance Company, last amended and restated, filed and recorded with the Nebraska Secretary of State’s office on April 2, 2019 and approved by the Nebraska Department of Insurance on April 2, 2019.

ARTICLE I
Name and Location

The name of this corporation shall be Mutual of Omaha Insurance Company, and its principal place of business shall be in the City of Omaha, Douglas County, Nebraska.

ARTICLE II
Nature of Business

The general nature of the business and the purposes of the Corporation shall be: (a) to issue insurance upon the lives of persons, including endowments and annuities, and every insurance pertaining thereto and disability insurance; and (b) to issue insurance against loss or expense resulting from sickness of the insured or from bodily injury or death of the insured by accident, or both, and every insurance pertaining thereto. The Corporation shall also have all the powers granted to a stock insurance corporation. It shall have any and all incidental powers customarily exercised by such insurance corporations for the processing and developing of its general business, including reinsurance, power to acquire, hold and dispose of property, real or personal, own and manage subsidiaries permitted by law, the right to contribute to charitable, educational, and community objectives and to establish or acquire foundations or institutions for such purposes, and for the processing, improving, developing and preserving of its general business. It shall also have power to exercise any general or specific grants of power provided in the statutes of the State of Nebraska.

ARTICLE III Organization

This Corporation is organized under the Statutes of the State of Nebraska applying to stock insurance companies and shall conduct its business pursuant to the Nebraska Statutes now or hereafter applicable to such a corporation. The operation of the Corporation may be extended to any other state, territory, or foreign country with power to comply with all legal and regulatory requirements and demands thereof when and as authorized by the Board of Directors of the Corporations (“Board of Directors”).

ARTICLE IV Capital Stock

The capital stock of the Corporation shall be Ten Million Dollars (\$10,000,000.00), divided into One Million (1,000,000) shares of the par value of Ten Dollars (\$10.00) each.

The capital stock shall be transferable only by the actual delivery of the stock certificate properly endorsed, and the transfer duly recorded on the stock books of the Corporation.

ARTICLE V Limitation of Charter

The Corporation may do business under these Amended and Restated Articles of Incorporation when same have been filed and approved according to law, and shall have perpetual existence, unless sooner dissolved by or in accordance with the law.

ARTICLE VI Officers and Directors

The officers of the Corporation shall consist of a Chief Executive Officer and such other officers as may be provided for in the bylaws of the Corporation (the “Bylaws”). The manner of election of officers and the terms of such officers shall be such as the Bylaws may provide.

The Board of Directors shall consist of such number of directors as shall be specified in the Bylaws. The Board of Directors shall be elected by the shareholders at the annual meeting. The number to be elected at each annual meeting, the terms for which they shall be elected, and the method of filling vacancies, shall be fixed by the Bylaws. Directors need not be shareholders unless required by law.

The Board of Directors shall have the general management and control of the business of the Corporation.

The terms “officer” and “director” used in these Amended and Restated Articles of Incorporation shall have the meanings given in Section 21-2,110 of the Act. The term “shareholder” used in these Amended and Restated Articles of Incorporation shall have the meaning given in Section 21-214 of the Act.

ARTICLE VII Annual Meeting

The shareholders shall meet annually at such time, place and date as the Bylaws prescribe. Each shareholder shall have the right to vote in person or by proxy and shall be entitled to one vote for each share of stock held by such shareholder at all annual meetings and at all special meetings legally called.

ARTICLE VIII

Investments

The Corporation shall be authorized to invest its funds in any manner permitted by the Laws of the State of Nebraska.

ARTICLE IX

Additional Powers

The Corporation, in addition to the powers herein conferred, shall be entitled to all the privileges and powers accorded like corporations organized under the Laws of Nebraska; and may engage in the business of rendering investment advice and services and actuarial, loss prevention, marketing and sales, safety engineering, data processing, accounting, claims, appraisal and collection services, act as administrative agent for a government instrumentality performing an insurance function for a health and welfare program, and any other business activity reasonably complementary or supplementary to its insurance business; and the Corporation shall be entitled to hold, lease, convey, mortgage, encumber, buy or sell real estate and other securities and personal property necessary for the prosecution and maintenance of its business; and through its authorized officers to do and perform all and every lawful act expedient or necessary, incident to the ownership of real and personal property, and the transaction of business connected therewith; and to do and perform through its authorized officers all and every lawful act required or deemed expedient for the maintenance, perpetuity, prosperity or welfare of the Corporation.

ARTICLE X

Amendments

Amendments to these Amended and Restated Articles of Incorporation may be adopted by two-thirds vote of all the directors, approved by the Department of Insurance, and approved by majority vote of all the stock voted in person or by proxy at the annual or legally called special meeting. If amendments are to be proposed at any special meeting, notice of such meeting, together with a copy of the proposed amendments as approved by the Department of Insurance, shall be given to each shareholder in the manner authorized or approved by the Department of Insurance, at least thirty days prior to the date of such special meeting.

ARTICLE XI

Limitation of Liability

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action as a director, except liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 21-2,104 of the Act; or (iv) an intentional violation of criminal law.

If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

The term “liability” used in these Amended and Restated Articles of Incorporation shall have the meaning given in Section 21-2,110 of the Act.

ARTICLE XII

Indemnification of Directors

To the fullest extent permitted by law, the Corporation shall indemnify any individual who is a party to any proceeding because the individual is or was a director of the Corporation against liability incurred in the proceeding; provided however, that this indemnity shall not protect a director against liability for (i) receipt of a financial benefit to which the director is not entitled, (ii) an intentional infliction of harm on the Corporation or its shareholders, (iii) a violation of section 21-2,104 of the Act, or (iv) an intentional violation of criminal law; and provided further however, that this indemnity shall not protect a director against liability in connection with a proceeding by or in the right of the Corporation, other than for reasonable expenses incurred in connection with the proceeding, to the extent permitted by the Act.

The foregoing provisions of this Article shall be deemed to obligate the Corporation to advance funds to pay for or reimburse expenses of the proceeding in accordance with Section 21-2,113 of the Act to the fullest extent permitted by law.

The terms “party” and “proceeding” used in this Article shall have the meanings given in Section 21-2,110 of the Act.

ARTICLE XIII

Forum

Unless the Corporation consents in writing to the selection of an alternative forum, the Douglas County District Court in the State of Nebraska shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s policyholders, or (iii) any action asserting a claim arising pursuant to any provisions of the Act.

* * *

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed in triplicate by a duly authorized officer of the Corporation on the____ day of _____, 2026.

Terrance S. DeWald
Corporate Secretary

EXHIBIT C
Amended and Restated Bylaws
of
Mutual of Omaha Insurance Company
Approved by the Board of Directors [●]

ARTICLE I
SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Section 1. Annual Meeting of Shareholders. The shareholders shall meet annually on a date and at a time and place to be determined by the board of directors ("Board of Directors") of Mutual of Omaha Insurance Company ("Corporation").

Section 2. Special Meetings of Shareholders. Special meetings of the shareholders shall be called by the chair of the Board of Directors ("Board Chair"), on a date and at a time and place designated by the Board Chair, upon written request of two-thirds of the total number of directors.

Section 3. Quorum; Majority Vote; Proxies. The holders of one-half of the shares of all of the capital stock of the Corporation present in person or by proxy shall constitute a quorum for any meeting of the shareholders, but a lesser number of shareholders may adjourn the meeting to another time; and at any adjourned meeting of the shareholders at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally scheduled. A majority vote of the persons present and voting in person or by proxy at any meeting of the shareholders shall govern all proceedings not requiring a different vote by law or by these Bylaws. All proxies shall be in writing and filed with the Corporate Secretary at least five days prior to the date of the meeting.

Section 4. Each Share of Capital Stock to Have One Vote. At any meeting of the shareholders, every shareholder shall be entitled to vote in person, or by proxy appointed by instrument in writing subscribed by such shareholder or such shareholder's duly authorized attorney, and filed with the Board Chair as provided in Section 3 of this Article, and every shareholder shall have one vote for each share of stock standing registered in such shareholder's name at the time of the closing of the transfer books for said meeting.

Section 5. Action Without a Meeting. Any action that may be taken by the shareholders at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be so taken, shall be signed by all of the shareholders. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the shareholders in counterparts.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Composition of the Board and Terms of Directors. The Board of Directors shall consist of not less than five and not more than twelve directors, one of which shall be the Chief Executive Officer of the Corporation ("Chief Executive Officer"). Not less than one of the directors shall be a resident of Nebraska. Directors shall be elected for a one-year term at each annual meeting of the shareholders. The Chief Executive Officer shall be the Board Chair and shall preside over all

meetings of the Board of Directors. In the event the Chief Executive Officer position is vacant, the remaining directors shall elect an interim Board Chair.

Section 2. Powers of the Board of Directors. The Board of Directors shall have the general management and control of the business of the Corporation; shall have power to take such action as shall be necessary or desirable for the proper transaction of the business and affairs of the Corporation; shall have power to prescribe additional duties for any officer; and shall authorize, approve or ratify the investment of all funds of the Corporation. The following actions shall require approval by a supermajority (75% or more) of the Board of Directors, including the Board Chair: any physical relocation outside the State of Nebraska of a significant part of the business operation of the Corporation, or the sale of a significant portion of the assets of the Corporation, either involving more than one-third of the assets or one-third of the employees of the Corporation.

Section 3. Committees. The Board of Directors may create such committees as they may see fit and may designate the duties and powers of such committees; provided, however, that no such committee shall be given authority to amend the Articles of Incorporation or to amend the Bylaws of the Corporation. Each committee shall have its own written charter that addresses that committee's purpose, authority and responsibilities as approved by the Board of Directors.

Section 4. Resignation and Vacancies. Any director may resign from the Board of Directors at any time, such resignation to be made in writing and to take effect upon acceptance by the Board Chair. The Board of Directors may at any regular or special meetings of the Board of Directors fill any vacancy on the Board of Directors, and the director thus chosen shall hold office for the unexpired term of such director's predecessor.

ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the shareholders or as soon thereafter as practicable. At this meeting, the Board of Directors shall appoint the members of the committees of the Board of Directors and the officers of the Corporation.

Section 2. Regular and Special Meetings. In addition to the annual meeting, regular meetings of the Board of Directors shall be held at a date, time and place to be determined by the Board of Directors. Special meetings may be held at such times and places as the Board Chair may designate. Notice of meetings of the Board of Directors shall be given by the Board Chair, the Secretary, or the Assistant Secretary at least forty-eight hours prior to the time of meeting. No notice need be given to any director who executes and files a written waiver of notice of such meeting, either before or after the holding thereof, or who signifies waiver by attending the meeting. The Board of Directors may act at any regular or special meetings at which a quorum is present by a majority vote of all directors present at the meeting unless provided otherwise in these Bylaws.

Section 3. Quorum. A majority of the total number of directors currently holding office shall constitute a quorum at all meetings. If, at any meeting of the Board of Directors, a quorum is not

present, a majority of those present may adjourn the meeting without notice until a quorum shall have been obtained. The Board of Directors shall take no action in the absence of a quorum.

Section 4. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the directors in counterparts.

Section 5. Remote Participation in Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV OFFICERS

Section 1. Officers and Qualifications. The officers of the Corporation shall consist of a Chief Executive Officer and such other officers with such functions and titles as may be authorized by resolution of the Board of Directors. A director, while serving as such, shall be eligible to serve as an officer of the Corporation.

Section 2. Appointment, Term of Office, Removal. The Chief Executive Officer of the Corporation's ultimate parent company, Mutual of Omaha Holding Company, shall serve as the Chief Executive officer of the Corporation. The other officers of the Corporation may be appointed by resolution of the Board of Directors, or by the Chief Executive Officer pursuant to authority granted by resolution of the Board of Directors. Terms of office shall be fixed at the time of appointment, which shall not extend beyond the date set for the next annual meeting of the Board of Directors. All officers other than the Chief Executive Officer shall be subject to removal at any time with or without cause by the Board of Directors or the Chief Executive Officer.

Section 3. Execution of Releases, Leases, Contracts and Other Documents. An officer of the Corporation is authorized to execute releases, assignments or other instruments relating to mortgages, trust deeds, judgment liens or other liens, and to execute leases and other contracts relating to real estate. An officer of the Corporation is authorized to execute and to enter into any contract or execute and deliver any instrument on behalf of the Corporation and such authority may be general or confined to specific instances as authorized by the Board of Directors. Additional representatives of the Corporation may have the authority to execute and enter into specific types of contracts or other instruments on behalf of the Corporation as authorized by the Board of Directors.

ARTICLE V CAPITAL STOCK AND SEAL

Section 1. Form of Stock Certificate; Lost Certificates. The certificates of shares of the capital stock of the Corporation shall be in such form, consistent with the Articles of Incorporation, as shall be prepared or approved by the Board of Directors. The certificates shall be signed by the

Chief Executive Officer, or another officer; and also by the Secretary or an Assistant Secretary, or also by the Treasurer or an Assistant Treasurer; and sealed with the Corporate Seal (as defined herein). Facsimile signatures may be used in signing the certificates and a facsimile of the Corporate Seal may be used. All certificates shall be consecutively numbered. The name of the person owning the shares represented thereby, with the number of such shares and the date of issue shall be entered on the Corporation's books. All certificates surrendered to the Corporation shall be canceled and no new certificates shall be issued until the former certificates for the same number of shares shall have been surrendered and canceled. Bond must be furnished to the Corporation in case of lost or destroyed certificates.

Section 2. Transfer of Shares of Capital Stock. Shares of the capital stock of the Corporation shall be transferred only on the books of the Corporation by the holder thereof in person, or by such person's duly authorized attorney, upon surrender and cancellation of certificates for a like number of shares. The Board of Directors shall have power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration of certificates for shares of capital stock of the Corporation.

Section 3. Stock Books, When Closed. The stock books shall be closed for the meeting of the shareholders during such periods as from time to time may be fixed by the Board of Directors in accordance with the requirements of law, and during such periods, no stock shall be transferable.

Section 4. Corporate Seal. The Chief Executive Officer may obtain a suitable seal containing the name of the Corporation surrounding the words "Corporate Seal" and the same may be altered at any time with the approval of the Chief Executive Officer.

ARTICLE VI COMPENSATION OF DIRECTORS AND OFFICERS

The Board of Directors of Mutual of Omaha Holding Company shall determine the compensation to be paid to any non-employee directors, the Chief Executive Officer, and any officers of the Corporation that report directly to the Chief Executive Officer. The Chief Executive Officer, or other officers of the Corporation to whom the Chief Executive Officer delegates authority, shall determine the compensation to be paid to all other officers of the Corporation.

ARTICLE VII PARLIAMENTARY RULES

The Board Chair shall determine the manner in which meetings of the shareholders and meetings of the Board of Directors are to be conducted.

ARTICLE VIII AMENDMENT OF BYLAWS

These Bylaws may be adopted, amended, or revised by a majority vote of all directors of the Corporation present at any meeting of the Board of Directors; provided, however, that any amendment to Article I Shareholders and Shareholders' Meetings, Article II Board of Directors, Article IV Officers, Article VI Compensation of Directors and Officers, or this Article VIII Amendment of Bylaws must be approved by a majority vote of the shareholders.

* * * * *

EXHIBIT D

**ARTICLES OF INCORPORATION
OF
MUTUAL OF OMAHA HOLDING COMPANY**

These Articles of Incorporation are executed for the purpose of forming a Nebraska mutual insurance holding company pursuant to the authority and provisions of Chapters 44 and 21 of the Nebraska Revised Statutes.

ARTICLE I

Name

The name of the corporation shall be Mutual of Omaha Holding Company (“Corporation”).

ARTICLE II

Principal Office, Registered Office and Registered Agent

The mailing and street address of the principal business office and the registered office of the Corporation shall be 3300 Dodge Street, Omaha, Douglas County, Nebraska. The name of the Corporation’s initial registered agent at such address is Nancy L. Crawford.

ARTICLE

III

Incorporators

The names and addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James T. Blackledge	3300 Dodge Street, Omaha, NE 68175
Nancy L. Crawford	3300 Dodge Street, Omaha, NE 68175
Terrance S. DeWald	3300 Dodge Street, Omaha, NE 68175

ARTICLE IV

Purposes

The purposes for which this Corporation is organized are to (i) engage in any lawful activity within the purposes for which mutual insurance holding companies may be organized under Chapter 44 of the Nebraska Revised Statutes, and (ii) to own at all times, directly or indirectly, a majority of the voting securities of Mutual of Omaha Insurance Company (“MOIC”), the stock insurer into which Mutual of Omaha Insurance Company (“Mutual Insurer”) has been reorganized (“Reorganization”) in accordance with the provisions of the Nebraska Mutual Insurance Holding Company Act, Neb. Rev. Stat. § 44-6122 *et seq.* and the Plan of Reorganization (“Plan”) filed with the Director of the Nebraska Department of Insurance. The Corporation shall not have the authority to transact the business of insurance or the authority to issue stock.

ARTICLE V

Organization

This Corporation is organized under the Statutes of the State of Nebraska applying to mutual insurance holding companies and shall conduct its business pursuant to the Nebraska Statutes now or hereafter applicable to such a corporation. The operation of the Corporation may be extended to any other state, territory, or foreign country with power to comply with all legal and regulatory requirements and demands thereof when and as authorized by the Board of Directors of the Corporation (“Board of Directors”).

ARTICLE VI

Members

Upon the effective date of the Reorganization, each person who is then a member of the Mutual Insurer, as provided by the Mutual Insurer’s records, amended and restated articles of incorporation and bylaws, shall automatically become a member of the Corporation (a “Member”) in accordance with the terms and conditions of the Plan and shall remain a Member so long as at least one insurance policy that gives rise to such person’s status as a Member of the Corporation remains in-force. Each person who becomes a policyholder of MOIC after the Reorganization shall become a Member of the Corporation and shall remain a Member so long as at least one insurance policy that gives rise to such person’s status as a Member of the Corporation remains in-force. The Members shall have such rights as are specified in the Nebraska Mutual Insurance Holding Company Act, Neb. Rev. Stat. § 44-6122 *et seq.*, these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE VII

Dividends

The earned unassigned funds of the Corporation in excess of such amounts as may in the discretion of the Board of Directors be required for any and all Corporation purposes, including adequate amounts for contingencies, may be available for dividends as may be determined by the Board of Directors in their discretion, subject to any required prior written approval of the Department of Insurance in accordance with Neb. Rev. Stat. § 44-6125(6)(h). No person shall by reason of being an MOIC policyholder have any right, title or interest in or to any of the funds of the Corporation except as provided in his or her MOIC policy and as dividends apportioned thereto in the manner above set forth. The Board of Directors shall have the power to create, continue and maintain such funds as it may deem necessary for the proper transaction of the business of the Corporation and to safeguard the interest of all MOIC policyholders.

ARTICLE VIII

Officers and Directors

The officers of this Corporation shall consist of a Chief Executive Officer and such other officers as the bylaws of the Corporation (“Bylaws”) may provide. The manner of election of officers and the terms of such officers shall be such as the Bylaws may provide.

The Board of Directors shall consist of such number of directors as shall be specified in the Bylaws. The Directors shall be elected, in such class or classes and for such term or terms as the Bylaws may provide, by not less than a majority vote of all Members voting in person or by proxy at the

annual meeting of the Corporation or any adjournment thereof. The Board of Directors shall have the general management and control of the business of the Corporation, and the power to fill vacancies in its membership.

ARTICLE IX Annual Meeting

The date, place and time of the annual meeting of the Members of the Corporation shall be as provided in the Bylaws. Special meetings of the Members may be held as provided in the Bylaws. Each Member in good standing shall be entitled to one vote, either in person, or by proxy as the Bylaws may provide at all annual meetings and all special meetings of the Members legally called.

ARTICLE X Limitation of Charter

The Corporation may do business under these Articles of Incorporation when same have been filed and approved according to law, and shall have perpetual existence, unless sooner dissolved by or in accordance with the law.

ARTICLE XI Amendments

Amendments to these Articles may be adopted by two-thirds vote of all of the Directors, approved by the Department of Insurance and adopted by a majority vote of the Members voting in person or by proxy at a regular annual or special meeting of the Members. If amendments are to be proposed at any special meeting of the Members, notice of such meeting, together with a description of the proposed amendments to the Articles of Incorporation, as approved by the Department of Insurance, shall be given to each Member entitled to vote in the manner authorized or approved by the Department of Insurance at least thirty days prior to the date of such meeting.

ARTICLE XII Limitation of Liability

A director of the Corporation shall not be liable to the Corporation or its Members for money damages for any action taken, or any failure to take any action as a director, except liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its Members; (iii) a violation of Section 21-2,104 of the Act; or (iv) an intentional violation of criminal law.

If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

References in these Articles of Incorporation to the “Act” are references to the Nebraska Model Business Corporation Act, as amended from time to time. The terms “director” and “liability” used in these Articles of Incorporation shall have the meanings given in Section 21-2,110 of the Act.

ARTICLE XIII
Indemnification of Directors

To the fullest extent permitted by law, the Corporation shall indemnify any individual who is a party to any proceeding because the individual is or was a director of the Corporation against liability incurred in the proceeding; provided however, that this indemnity shall not protect a director against liability for (i) receipt of a financial benefit to which the director is not entitled, (ii) an intentional infliction of harm on the Corporation or its Members, (iii) a violation of section 21-2,104 of the Act, or (iv) an intentional violation of criminal law; and provided further however, that this indemnity shall not protect a director against liability in connection with a proceeding by or in the right of the Corporation, other than for reasonable expenses incurred in connection with the proceeding, to the extent permitted by the Act.

The foregoing provisions of this Article shall be deemed to obligate the Corporation to advance funds to pay for or reimburse expenses of the proceeding in accordance with Section 21-2,113 of the Act to the fullest extent permitted by law.

The terms “party,” and “proceeding” used in this Article shall have the meanings given in Section 21-2,110 of the Act.

ARTICLE XIV
Forum

Unless the Corporation consents in writing to the selection of an alternative forum, the Douglas County District Court in the State of Nebraska shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s Members, or (iii) any action asserting a claim arising pursuant to any provisions of the Act.

* * *

IN WITNESS WHEREOF, these Articles of Incorporation have been executed in triplicate by the Incorporators of this Corporation on the ____ day of _____, 2026.

James T. Blackledge, Incorporator

Nancy L. Crawford, Incorporator

Terrance S. DeWald, Incorporator

EXHIBIT E

Bylaws of Mutual of Omaha Holding Company Approved by the Board of Directors [●]

ARTICLE I ORGANIZATION

Mutual of Omaha Holding Company (“Corporation”) is organized as a mutual insurance holding company pursuant to the Nebraska Mutual Insurance Holding Company Act, Neb. Rev. Stat. § 44-6122 *et seq.*, and any successor provision. The Corporation is being organized in connection with the reorganization (“Reorganization”) of Mutual of Omaha Insurance Company (“Mutual Insurer”) into a stock insurance company to be named Mutual of Omaha Insurance Company (“MOIC”) pursuant to the plan of reorganization (“Plan”) adopted by the Board of Directors of the Mutual Insurer on March 7, 2025.

ARTICLE II MEMBERS

Section 1. Members. Upon the effective date of the Reorganization, each person who is then a member of the Mutual Insurer, as provided by the Mutual Insurer’s records, amended and restated articles of incorporation and bylaws, shall automatically become a member of the Corporation (a “Member”) in accordance with the terms and conditions of the Plan and shall remain a Member so long as at least one insurance policy that gives rise to such person’s status as a Member of the Corporation remains in-force. Each person who becomes a policyholder of MOIC after the Reorganization shall become a Member of the Corporation and shall remain a Member so long as at least one insurance policy that gives rise to such person’s status as a Member of the Corporation remains in-force.

Section 2. Annual Meeting of Members. The Corporation shall hold its annual meeting on a date and at a time and place, and in a manner to be determined by the board of directors of the Corporation (“Board of Directors”).

Section 3. Special Meetings of Members. Special meetings of the Members shall be called by the chair of the Board of Directors (“Board Chair”), on a date and at a time and place designated by the Board Chair, upon written request of two-thirds of the total number of directors.

Section 4. Quorum. At any meeting of the Members, a quorum shall be those Members present in person or by proxy.

Section 5. Voting. Each Member as of the record date set by the Board of Directors present in person or by proxy at any meeting of the Members shall be entitled to one vote. A majority vote of those Members present in person or by proxy at any meeting of the Members shall govern any proceedings not requiring a different vote by law or by these Bylaws. All proxies shall be in writing and filed with the Corporate Secretary at least five days prior to the date of the meeting.

Section 6. Remote Participation in Meetings. Members may participate in any meeting of Members by means of remote communication to the extent the Board of Directors authorizes such

participation. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors may adopt. Members participating in a meeting by means of remote communication shall be deemed present and may vote at such a meeting as provided under the Nebraska Model Business Corporations Act.

ARTICLE III BOARD OF DIRECTORS

Section 1. Composition of the Board and Terms of Directors. The Board of Directors shall consist of not less than five and not more than twelve directors, one of which shall be the Chief Executive Officer of the Corporation (“Chief Executive Officer”). Not less than one of the directors shall be a resident of Nebraska. Directors shall be elected for a one-year term at each annual meeting of the Members.

Section 2. Nominations for Directors. The Executive and Governance Committee will recommend a slate of Board of Directors candidates consistent with Article III, Section 1 of these Bylaws each year for submission to the Board of Directors after completion of the annual Board of Directors member evaluation process. The slate will include the Chief Executive Officer. If such slate is approved by the Board of Directors and filed with the Corporate Secretary on or before January 1st of the respective year of the annual meeting date, the slate will be included in the proxy form that accompanies the annual meeting notice sent to Members. The Board Chair will prepare the proxy form each year and will be appointed as the proxy for Members. The Board Chair is required to vote all non-designated proxies received for the slate that appears on the proxy form.

Section 3. Powers of the Board of Directors. The Board of Directors shall have the general management and control of the business of the Corporation; shall have power to take such action as shall be necessary or desirable for the proper transaction of the business and affairs of the Corporation; shall have power to prescribe additional duties for any officer; and shall authorize, approve or ratify the investment of all funds of the Corporation. The following actions shall require approval by a supermajority (75% or more) of the Board of Directors, including the Chief Executive Officer:

- (i) any physical relocation outside the State of Nebraska of a significant part of the business operation of either of the Corporation’s subsidiaries Mutual of Omaha Insurance Company or United of Omaha Life Insurance Company, or the sale of a significant portion of the assets of either such subsidiary, either involving more than one-third of its assets or, in the case of Mutual of Omaha Insurance Company, one-third of its employees; or
- (ii) any decision to change the form of the Corporation from a mutual holding company.

Section 4. Committees. The Board of Directors may create such committees as they may see fit and may designate the duties and powers of such committees; provided, however, that no such committee shall be given authority to amend the Articles of Incorporation or to amend the Bylaws of the Corporation. Each committee shall have its own written charter that addresses that committee’s purpose, authority and responsibilities as approved by the Board of Directors.

Section 5. Independent Directors. At least two-thirds of the members of the Board of Directors shall meet the definition of independence established by the Board of Directors. If the Board Chair

is not an independent director, the independent directors shall elect one of their members to serve as the Lead Independent Director.

Section 6. Resignation and Vacancies. Any director may resign from the Board of Directors at any time, such resignation to be made in writing and to take effect upon acceptance by the Board Chair. The Board of Directors may at any regular or special meetings of the Board of Directors fill any vacancy on the Board of Directors, and the director thus chosen shall hold office for the unexpired term of such director's predecessor.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the Members or as soon thereafter as practicable. At this meeting, the Board of Directors shall appoint: (i) one of its members to serve as Board Chair to preside over all meetings of the Members and all meetings of the Board of Directors; (ii) the members of the committees of the Board of Directors; and (iii) the officers of the Corporation.

Section 2. Regular and Special Meetings. In addition to the annual meeting, regular meetings of the Board of Directors shall be held at a date, time and place to be determined by the Board of Directors. Special meetings may be held at such times and places as the Board Chair or Lead Independent Director may designate. Notice of meetings of the Board of Directors shall be given by the Board Chair, the Secretary, or the Assistant Secretary at least forty-eight hours prior to the time of meeting. No notice need be given to any director who executes and files a written waiver of notice of such meeting, either before or after the holding thereof, or who signifies waiver by attending the meeting. The Board of Directors may act at any regular or special meetings at which a quorum is present by a majority vote of all directors present at the meeting unless provided otherwise in these Bylaws.

Section 3. Quorum. A majority of the total number of directors currently holding office shall constitute a quorum at all meetings. If, at any meeting of the Board of Directors, a quorum is not present, a majority of those present may adjourn the meeting without notice until a quorum shall have been obtained. The Board of Directors shall take no action in the absence of a quorum.

Section 4. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the directors in counterparts.

Section 5. Remote Participation in Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V OFFICERS

Section 1. Officers and Qualifications. The officers of the Corporation shall consist of a Chief Executive Officer and such other officers with such functions and titles as may be authorized by resolution of the Board of Directors. A director, while serving as such, shall be eligible to serve as an officer of the Corporation.

Section 2. Appointment, Term of Office, Removal. The officers of the Corporation may be appointed by resolution of the Board of Directors, or by the Chief Executive Officer pursuant to authority granted by resolution of the Board of Directors. Terms of office shall be fixed at the time of appointment, which shall not extend beyond the date set for the next annual meeting of the Board of Directors. All officers shall be subject to removal at any time with or without cause by the Board of Directors or the Chief Executive Officer. The Board Chair and the Lead Independent Director shall have the right to call for a vote of the Board of Directors on the removal of the Chief Executive Officer at any time.

Section 3. Execution of Releases, Leases, Contracts and Other Documents. An officer of the Corporation is authorized to execute releases, assignments or other instruments relating to mortgages, trust deeds, judgment liens or other liens, and to execute leases and other contracts relating to real estate. An officer of the Corporation is authorized to execute and to enter into any contract or execute and deliver any instrument on behalf of the Corporation and such authority may be general or confined to specific instances as authorized by the Board of Directors. Additional representatives of the Corporation may have the authority to execute and enter into specific types of contracts or other instruments on behalf of the Corporation as authorized by the Board of Directors.

ARTICLE VI COMPENSATION OF DIRECTORS AND OFFICERS

The Board of Directors shall determine the compensation to be paid directors, the Chief Executive Officer, and any officer who is an employee of the Corporation that reports directly to the Chief Executive Officer. The Chief Executive Officer shall determine the compensation to be paid to all other officers of the Corporation.

ARTICLE VII PARLIAMENTARY RULES

The Board Chair shall determine the manner in which meetings of the Members and meetings of the Board of Directors are to be conducted.

ARTICLE VIII AMENDMENT OF BYLAWS

These Bylaws may be adopted, amended, or revised by a majority vote of all directors of the Corporation present at any meeting of the Board of Directors; provided, however, that any amendment to Article III Board of Directors or this Article VIII Amendment of Bylaws must be approved by a supermajority (75% or more) of the Board of Directors, including the Chief Executive Officer.

* * * * *

EXHIBIT F
ARTICLES OF INCORPORATION
OF
MUTUAL OF OMAHA FINANCIAL GROUP, INC.

ARTICLE I

Name

The name of the corporation shall be Mutual of Omaha Financial Group, Inc. ("Corporation").

ARTICLE II

Principal Office, Registered Office and Registered Agent

The mailing and street address of the principal business office and the registered office of the Corporation shall be 3300 Dodge Street, Omaha, Douglas County, Nebraska. The name of the Corporation's initial registered agent at such address is Nancy L. Crawford.

ARTICLE III

Incorporators

The names and addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James T. Blackledge	3300 Dodge Street, Omaha, NE 68175
Nancy L. Crawford	3300 Dodge Street, Omaha, NE 68175
Terrance S. DeWald	3300 Dodge Street, Omaha, NE 68175

ARTICLE IV

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Nebraska Model Business Corporations Act ("Act").

ARTICLE V

Organization

This Corporation is organized under the Statutes of the State of Nebraska applying to business corporations and shall conduct its business pursuant to the Nebraska Statutes now or hereafter applicable to such a corporation. The operation of the Corporation may be extended to any other state, territory, or foreign country with power to comply with all legal and regulatory requirements and demands thereof when and as authorized by the Board of Directors of the Corporation ("Board of Directors").

ARTICLE VI

Capital Stock

The capital stock of the Corporation shall be One Million Dollars (\$1,000,000.00), divided into One Hundred Thousand (100,000) shares of the par value of Ten Dollars (\$10.00) each.

The capital stock shall be transferable only by the actual delivery of the stock certificate properly endorsed, and the transfer duly recorded on the stock books of the Corporation.

ARTICLE VII Officers and Directors

The officers of this Corporation shall consist of a Chief Executive Officer and such other officers as the bylaws of the Corporation (“Bylaws”) may provide. The manner of election of officers and the terms of such officers shall be such as the Bylaws may provide.

The Board of Directors shall consist of such number of directors as shall be specified in the Bylaws. The Board of Directors shall be elected by the shareholders at the annual meeting. The number to be elected at each annual meeting, the terms for which they shall be elected, and the method of filling vacancies, shall be fixed by the Bylaws. Directors need not be shareholders unless required by law.

The Board of Directors shall have the general management and control of the business of the Corporation, and the power to fill vacancies in its membership.

The terms “officer” and “director” used in these Articles of Incorporation shall have the meanings given in Section 21-2,110 of the Act. The term “shareholder” used in these Articles of Incorporation shall have the meaning given in Section 21-214 of the Act.

ARTICLE VIII Annual Meeting

The shareholders shall meet annually at such time, place and date as the Bylaws prescribe. Each shareholder shall have the right to vote in person or by proxy and shall be entitled to one vote for each share of stock held by such shareholder at all annual meetings and all special meetings legally called.

ARTICLE IX Limitation of Charter

The Corporation may do business under these Articles of Incorporation when same have been filed and approved according to law, and shall have perpetual existence, unless sooner dissolved by or in accordance with the law.

ARTICLE X Amendments

Amendments to these Articles may be adopted by two-thirds vote of all of the Directors and adopted by a majority vote of the shareholders voting in person or by proxy at a regular annual or special meeting. If amendments are to be proposed at any special meeting of the shareholders, notice of such meeting, together with a description of the proposed amendments to the Articles of Incorporation shall be given to each shareholder entitled to vote at least thirty days prior to the date of such meeting.

ARTICLE XI
Limitation of Liability

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action as a director, except liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 21-2,104 of the Act; or (iv) an intentional violation of criminal law.

If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

The term “liability” used in these Articles of Incorporation shall have the meaning given in Section 21-2,110 of the Act.

ARTICLE XII
Indemnification of Directors

To the fullest extent permitted by law, the Corporation shall indemnify any individual who is a party to any proceeding because the individual is or was a director of the Corporation against liability incurred in the proceeding; provided however, that this indemnity shall not protect a director against liability for (i) receipt of a financial benefit to which the director is not entitled, (ii) an intentional infliction of harm on the Corporation or its shareholders, (iii) a violation of section 21-2,104 of the Act, or (iv) an intentional violation of criminal law; and provided further however, that this indemnity shall not protect a director against liability in connection with a proceeding by or in the right of the Corporation, other than for reasonable expenses incurred in connection with the proceeding, to the extent permitted by the Act.

The foregoing provisions of this Article shall be deemed to obligate the Corporation to advance funds to pay for or reimburse expenses of the proceeding in accordance with Section 21-2,113 of the Act to the fullest extent permitted by law.

The terms “party” and “proceeding” used in this Article shall have the meanings given in Section 21-2,110 of the Act.

ARTICLE XIII
Forum

Unless the Corporation consents in writing to the selection of an alternative forum, the Douglas County District Court in the State of Nebraska shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s shareholders, or (iii) any action asserting a claim arising pursuant to any provisions of the Act.

* * *

IN WITNESS WHEREOF, these Articles of Incorporation have been executed in triplicate by the Incorporators of this Corporation on the ____ day of _____, 2026.

James T. Blackledge, Incorporator

Nancy L. Crawford, Incorporator

Terrance S. DeWald, Incorporator

EXHIBIT G

Bylaws of Mutual of Omaha Financial Group, Inc. Approved by the Board of Directors [●]

ARTICLE I **SHAREHOLDERS AND SHAREHOLDERS' MEETINGS**

Section 1. Annual Meeting of Shareholders. The shareholders shall meet annually on a date and at a time and place to be determined by the board of directors ("Board of Directors") of Mutual of Omaha Financial Group, Inc. ("Corporation").

Section 2. Special Meetings of Shareholders. Special meetings of the shareholders shall be called by the chair of the Board of Directors ("Board Chair"), on a date and at a time and place designated by the Board Chair, upon written request of two-thirds of the total number of directors.

Section 3. Quorum; Majority Vote; Proxies. The holders of one-half of the shares of all of the capital stock of the Corporation present in person or by proxy shall constitute a quorum for any meeting of the shareholders, but a lesser number of shareholders may adjourn the meeting to another time; and at any adjourned meeting of the shareholders at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally scheduled. A majority vote of the persons present and voting in person or by proxy at any meeting of the shareholders shall govern all proceedings not requiring a different vote by law or by these Bylaws. All proxies shall be in writing and filed with the Corporate Secretary at least five days prior to the date of the meeting.

Section 4. Each Share of Capital Stock to Have One Vote. At any meeting of the shareholders, every shareholder shall be entitled to vote in person, or by proxy appointed by instrument in writing subscribed by such shareholder or such shareholder's duly authorized attorney, and filed with the Board Chair as provided in Section 3 of this Article, and every shareholder shall have one vote for each share of stock standing registered in such shareholder's name at the time of the closing of the transfer books for said meeting.

Section 5. Action Without a Meeting. Any action that may be taken by the shareholders at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be so taken, shall be signed by all of the shareholders. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the shareholders in counterparts.

ARTICLE II **BOARD OF DIRECTORS**

Section 1. Composition of the Board and Terms of Directors. The Board of Directors shall consist of not less than five and not more than twelve directors, one of which shall be the Chief Executive Officer of the Corporation ("Chief Executive Officer"). Not less than one of the directors shall be a resident of Nebraska. Directors shall be elected for a one-year term at each annual meeting of the shareholders.

Section 2. Powers of the Board of Directors. The Board of Directors shall have the general management and control of the business of the Corporation; shall have power to take such action

as shall be necessary or desirable for the proper transaction of the business and affairs of the Corporation; shall have power to prescribe additional duties for any officer; and shall authorize, approve or ratify the investment of all funds of the Corporation. The following actions shall require approval by a supermajority (75% or more) of the Board of Directors, including the Chief Executive Officer: any physical relocation outside the State of Nebraska of a significant part of the business operation of either of the Corporation's subsidiaries Mutual of Omaha Insurance Company or United of Omaha Life Insurance Company, or the sale of a significant portion of the assets of either such subsidiary, either involving more than one-third of its assets or, in the case of Mutual of Omaha Insurance Company, one-third of its employees.

Section 3. Committees. The Board of Directors may create such committees as they may see fit and may designate the duties and powers of such committees; provided, however, that no such committee shall be given authority to amend the Articles of Incorporation or to amend the Bylaws of the Corporation. Each committee shall have its own written charter that addresses that committee's purpose, authority and responsibilities as approved by the Board of Directors.

Section 4. Independent Directors. At least two-thirds of the members of the Board of Directors shall meet the definition of independence established by the Board of Directors. If the Board Chair is not an independent director, the independent directors shall elect one of their members to serve as the Lead Independent Director.

Section 5. Resignation and Vacancies. Any director may resign from the Board of Directors at any time, such resignation to be made in writing and to take effect upon acceptance by the Board Chair. The Board of Directors may at any regular or special meetings of the Board of Directors fill any vacancy on the Board of Directors, and the director thus chosen shall hold office for the unexpired term of such director's predecessor.

ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the shareholders or as soon thereafter as practicable. At this meeting, the Board of Directors shall appoint: (i) one of its members to serve as Board Chair to preside over all meetings of the shareholders and all meetings of the Board of Directors; (ii) the members of the committees of the Board of Directors; and (iii) the officers of the Corporation.

Section 2. Regular and Special Meetings. In addition to the annual meeting, regular meetings of the Board of Directors shall be held at a date, time and place to be determined by the Board of Directors. Special meetings may be held at such times and places as the Board Chair or Lead Independent Director may designate. Notice of meetings of the Board of Directors shall be given by the Board Chair, the Secretary, or the Assistant Secretary at least forty-eight hours prior to the time of meeting. No notice need be given to any director who executes and files a written waiver of notice of such meeting, either before or after the holding thereof, or who signifies waiver by attending the meeting. The Board of Directors may act at any regular or special meetings at which a quorum is present by a majority vote of all directors present at the meeting unless provided otherwise in these Bylaws.

Section 3. Quorum. A majority of the total number of directors currently holding office shall constitute a quorum at all meetings. If, at any meeting of the Board of Directors, a quorum is not present, a majority of those present may adjourn the meeting without notice until a quorum shall have been obtained. The Board of Directors shall take no action in the absence of a quorum.

Section 4. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the directors in counterparts.

Section 5. Remote Participation in Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV OFFICERS

Section 1. Officers and Qualifications. The officers of the Corporation shall consist of a Chief Executive Officer and such other officers with such functions and titles as may be authorized by resolution of the Board of Directors. A director, while serving as such, shall be eligible to serve as an officer of the Corporation.

Section 2. Appointment, Term of Office, Removal. The Chief Executive Officer of the Corporation's parent company, Mutual of Omaha Holding Company, shall serve as the Chief Executive Officer of the Corporation. The other officers of the Corporation may be appointed by resolution of the Board of Directors, or by the Chief Executive Officer pursuant to authority granted by resolution of the Board of Directors. Terms of office shall be fixed at the time of appointment, which shall not extend beyond the date set for the next annual meeting of the Board of Directors. All officers shall be subject to removal at any time with or without cause by the Board of Directors or the Chief Executive Officer. The Board Chair and the Lead Independent Director shall have the right to call for a vote of the Board of Directors on the removal of the Chief Executive Officer at any time.

Section 3. Execution of Releases, Leases, Contracts and Other Documents. An officer of the Corporation is authorized to execute releases, assignments or other instruments relating to mortgages, trust deeds, judgment liens or other liens, and to execute leases and other contracts relating to real estate. An officer of the Corporation is authorized to execute and to enter into any contract or execute and deliver any instrument on behalf of the Corporation and such authority may be general or confined to specific instances as authorized by the Board of Directors. Additional representatives of the Corporation may have the authority to execute and enter into specific types of contracts or other instruments on behalf of the Corporation as authorized by the Board of Directors.

ARTICLE V CAPITAL STOCK AND SEAL

Section 1. Form of Stock Certificate; Lost Certificates. The certificates of shares of the capital stock of the Corporation shall be in such form, consistent with the Articles of Incorporation, as shall be prepared or approved by the Board of Directors. The certificates shall be signed by the Chief Executive Officer, or another officer; and also by the Secretary or an Assistant Secretary, or also by the Treasurer or an Assistant Treasurer; and sealed with the Corporate Seal (as defined herein). Facsimile signatures may be used in signing the certificates and a facsimile of the Corporate Seal may be used. All certificates shall be consecutively numbered. The name of the person owning the shares represented thereby, with the number of such shares and the date of issue shall be entered on the Corporation's books. All certificates surrendered to the Corporation shall be canceled and no new certificates shall be issued until the former certificates for the same number of shares shall have been surrendered and canceled. Bond must be furnished to the Corporation in case of lost or destroyed certificates.

Section 2. Transfer of Shares of Capital Stock. Shares of the capital stock of the Corporation shall be transferred only on the books of the Corporation by the holder thereof in person, or by such person's duly authorized attorney, upon surrender and cancellation of certificates for a like number of shares. The Board of Directors shall have power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration of certificates for shares of capital stock of the Corporation.

Section 3. Stock Books, When Closed. The stock books shall be closed for the meeting of the shareholders during such periods as from time to time may be fixed by the Board of Directors in accordance with the requirements of law, and during such periods, no stock shall be transferable.

Section 4. Corporate Seal. The Chief Executive Officer may obtain a suitable seal containing the name of the Corporation surrounding the words "Corporate Seal" and the same may be altered at any time with the approval of the Chief Executive Officer.

ARTICLE VI COMPENSATION OF DIRECTORS AND OFFICERS

The Board of Directors shall determine the compensation to be paid directors, the Chief Executive Officer, and any officer who is an employee of the Corporation that reports directly to the Chief Executive Officer. The Chief Executive Officer shall determine the compensation to be paid to all other officers of the Corporation.

ARTICLE VII PARLIAMENTARY RULES

The Board Chair shall determine the manner in which meetings of the shareholders and meetings of the Board of Directors are to be conducted.

ARTICLE VIII AMENDMENT OF BYLAWS

These Bylaws may be adopted, amended, or revised by a majority vote of all directors of the Corporation present at any meeting of the Board of Directors; provided, however, that any amendment to Article II Board of Directors or this Article VIII Amendment of Bylaws must be approved by a supermajority (75% or more) of the Board of Directors, including the Chief Executive Officer.

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EXHIBIT H

DIRECTORS OF MUTUAL INSURANCE HOLDING COMPANY AND RESPECTIVE TERMS

Name and Address	Principal Occupation	Term
James T. Blackledge 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Chief Executive Officer & Chairman of the Board	One (1) year
Josephine P. Abboud 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none"> Methodist Hospital and Methodist Women's Hospital – President and Chief Executive Officer Methodist Health System – Executive Vice President 	One (1) year
Edward J. Bonach 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none"> Retired CNO Financial – Former Chief Executive Officer 	One (1) year
James R. Boyle 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none"> Retired Foresters Financial – Former Chief Executive Officer 	One (1) year
Kimberly N. Ellison-Taylor 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none"> KET Solutions, LLC – Chief Executive Officer Oracle Corp. – Former Executive Director 	One (1) year
Tamara S. Franklin 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none"> Retired Marsh & McLennan Companies – Former Chief Digital, Data and Analytics Officer 	One (1) year
Rodrigo López 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none"> Retired AmeriSphere Companies – Chairman NorthMarq Capital Finance – Former Executive Chairman 	One (1) year
Derek R. McClain 3300 Mutual of Omaha Plaza Omaha, NE 68175	Trammell Crow Company – Chief Underwriting & Risk Officer	One (1) year
Paula R. Meyer 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none"> Retired RiverSource Funds and Ameriprise Certificate Company – Former President 	One (1) year

EXHIBIT I**DIRECTORS OF INTERMEDIATE HOLDING COMPANY
AND RESPECTIVE TERMS**

Name and Address	Principal Occupation	Term
James T. Blackledge 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Chief Executive Officer & Chairman of the Board	One (1) year
Josephine P. Abboud 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none">• Methodist Hospital and Methodist Women’s Hospital – President and Chief Executive Officer• Methodist Health System – Executive Vice President	One (1) year
Edward J. Bonach 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none">• Retired• CNO Financial – Former Chief Executive Officer	One (1) year
James R. Boyle 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none">• Retired• Foresters Financial – Former Chief Executive Officer	One (1) year
Kimberly N. Ellison-Taylor 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none">• KET Solutions, LLC – Chief Executive Officer• Oracle Corp. – Former Executive Director	One (1) year
Tamara S. Franklin 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none">• Retired• Marsh & McLennan Companies - Former Chief Digital, Data and Analytics Officer	One (1) year
Rodrigo López 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none">• Retired• AmeriSphere Companies – Chairman• NorthMarq Capital Finance – Former Executive Chairman	One (1) year
Derek R. McClain 3300 Mutual of Omaha Plaza Omaha, NE 68175	Trammell Crow Company – Chief Underwriting & Risk Officer	One (1) year
Paula R. Meyer 3300 Mutual of Omaha Plaza Omaha, NE 68175	<ul style="list-style-type: none">• Retired• RiverSource Funds and Ameriprise Certificate Company – Former President	One (1) year

EXHIBIT J

**DIRECTORS OF MUTUAL OF OMAHA INSURANCE COMPANY
AND RESPECTIVE TERMS**

Name and Address	Principal Occupation	Term
James T. Blackledge 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Chief Executive Officer & Chairman of the Board	One (1) year
Richard R. Hrabchak 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Chief Financial Officer	One (1) year
T. Scott Ault 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Executive Vice President – Workplace Solutions	One (1) year
Bradley N. Buechler 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Executive Vice President – Senior Solutions	One (1) year
Stacy A. Scholtz 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Executive Vice President – Financial Solutions	One (1) year

EXHIBIT K

**OFFICERS OF MUTUAL INSURANCE HOLDING COMPANY,
INTERMEDIATE HOLDING COMPANY AND MUTUAL**

Name and Address	Principal Occupation
James T. Blackledge 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Chief Executive Officer & Chairman of the Board
Richard R. Hrabchak 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Chief Financial Officer
Michael A. Lechtenberger 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Chief Information Officer
Elizabeth A. Mazzotta 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Chief Administrative Officer
T. Scott Ault 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Executive Vice President – Workplace Solutions
Bradley N. Buechler 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Executive Vice President – Senior Solutions
Nancy L. Crawford 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – General Counsel
Stacy A. Scholtz 3300 Mutual of Omaha Plaza Omaha, NE 68175	Mutual – Executive Vice President – Financial Solutions