

## RESOLUTIONS

### ADOPTED BY THE BOARD OF DIRECTORS OF AMALGAMATED SPECIALTY GROUP HOLDINGS, INC.

November [●], 2021

WHEREAS, Amalgamated Casualty Insurance Company (“ACIC”) desires to convert from the mutual to stock form of organization (the “Conversion”) pursuant to an Amended and Restated Plan of Conversion (the “Plan”) adopted by ACIC’s board of directors on November [●], 2021; and

WHEREAS, ACIC has decided to change its name to Forge Insurance Company; and

WHEREAS, in connection with the Plan, ACIC will convert to a stock insurance company and issue all of its outstanding capital stock to a newly formed Pennsylvania stock holding company; and

WHEREAS, Amalgamated Specialty Group Holdings, Inc. was incorporated to act as the newly formed holding company and ACIC has decided to change the name of the newly formed holding company to “Forge Group, Inc.”; and

WHEREAS, Forge Group, Inc. (“Forge Group”) desires to amend and restate its articles of incorporation in connection with the change in its name; and

WHEREAS, Forge Group, pursuant to the Plan, will offer for sale between \_\_\_\_\_,000 and \_\_\_\_\_,000 shares of its common stock (the “Common Stock”) to the members of ACIC, an employee stock ownership plan to be formed by Forge Group (the “ESOP”), and the officers, directors and employees of ACIC in a subscription offering (the “Subscription Offering”); and

WHEREAS Forge Group will offer any remaining shares not purchased in the Subscription Offering to the general public in a public offering (the “Public Offering” and collectively with the Subscription Offering, the “Offering”); and

WHEREAS, Forge Group must file with the U.S. Securities and Exchange Commission (the “SEC”) an Offering Statement on Form 1-A with respect to the offering of the Common Stock in connection with the Offering.

NOW, THEREFORE, the following resolutions are adopted by the Board of Directors of Forge Group for purposes of authorizing the actions that must be taken in order to effect the Conversion and the Offering:

#### **1. Offering**

WHEREAS, in connection with the Offering, the Board of Directors has reviewed the Offering Statement on Form 1-A to be filed with the SEC for its review and comment (the “Offering Statement”).

RESOLVED, that the Offering, as described in the Plan is hereby approved and authorized; and

RESOLVED FURTHER, that the Common Stock be issued and sold by Forge Group in the Offering at a price of \$10.00 per share, and that upon payment of such price for the shares, such shares will be validly issued, fully paid and nonassessable; and

RESOLVED FURTHER, that the Offering Statement is approved for filing with the SEC and the Designated Officers are, and each one of them individually is, hereby authorized, empowered, and directed, for and on behalf of Forge Group, to execute and file the Offering Statement with the SEC and to prepare, execute and file all such amendments or supplements to such Offering Statement, including the offering circular, financial statements and exhibits thereto, as they may determine, in the exercise of their discretion and with the advice of counsel, to be necessary or appropriate (the execution by such officers to be conclusive evidence that they deemed such change to be necessary or appropriate) or as may be required by the SEC to cause such Offering Statement, as amended and/or supplemented, to comply with the Securities Act of 1933, as amended (the "33 Act"), and the rules and regulations promulgated thereunder; and

RESOLVED FURTHER, that the Board of Directors approves, ratifies and confirms the appointment of Patrick Bracewell and Daniel McFadden, or any of them acting individually and without the other, as its true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for it and in its name, place and stead, in any and all capacities, to execute and file any amendment or amendments and supplement or supplements to the Offering Statement; and

RESOLVED FURTHER, that it is desirable and in the best interest of Forge Group that the Common Stock to be offered in the Offering be qualified or registered for issue, offer, sale, or trade under the securities laws of various states; that any one of the Designated Officers is hereby authorized to determine the states in which appropriate action shall be taken to qualify or register for such issue, offer, sale, or trade all or such part of the Common Stock and are hereby authorized to perform, for and on behalf of Forge Group, any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states and to maintain any such qualification or registration for underwriters or selling agents, and, in connection therewith, to execute and file all required papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents, and appointments of attorneys for service of process, and the execution by such officers of such paper or document, or the doing by them of any act in connection with the foregoing matters, shall conclusively establish their authority therefor from Forge Group and approval and ratification by Forge Group of the papers and documents so executed and the actions so taken; and

RESOLVED FURTHER, that any of the Designated Officers is hereby authorized and empowered, for and on behalf of Forge Group, to take any and all action and to execute and deliver on behalf of Forge Group all documents and agreements necessary for the Depository Trust Company, or a similar depository institution, to act as depository for the Common Stock to be issued in the form of a single global security; and

RESOLVED FURTHER, that any one of the Designated Officers is hereby authorized and empowered to appoint a subscription agent for the Offering and a transfer agent and registrar of Forge Group Common Stock to be issued in connection with the Offering and to enter into any and all agreements necessary in connection therewith and any resolutions necessary to effect such appointment are hereby approved.

**2. Placement Agent**

RESOLVED, that the engagement of Griffin Financial Group, LLC (“Griffin”), an investment banking firm, to provide financial advisory services in connection with the Offering and to act as placement agent in connection with the Offering, is hereby approved and authorized; and

RESOLVED FURTHER, that any one of the Designated Officers is hereby authorized to execute and deliver on behalf of Forge Group an agency agreement with Griffin pursuant to which Griffin will agree to use its best efforts to sell Forge Group Common Stock in connection with the Offering as contemplated by the Plan and containing such terms as such Designated Officer, with the advice of counsel, deems appropriate.

**3. Amended Articles and Bylaws**

RESOLVED, that the Amended and Restated Articles of Incorporation and the Bylaws of Forge Group, in the form presented to the Board of Directors, are hereby approved and effective as of the date of these resolutions.

**4. General Authority**

RESOLVED, that, without limitation of the foregoing, the Designated Officers are hereby authorized and directed to take any and all action and to execute and deliver on behalf of Forge Group any and all documents, agreements, instruments and applications as they may deem necessary or appropriate to effectuate the intent of these resolutions.