

EXECUTIVE SUMMARY
ANNUAL MEETING OF MEMBERS
GOODLIFE PARTNERS, INC.
MARCH 25, 2024

At its meeting on Monday, March 25, 2024, the Members of Goodlife Partners, Inc. took the following actions:

1. Received the Annual Reports of the Board Chair including the actions taken by the Board of Directors since the last Annual Meeting of Members, the President and Chief Executive Officer, and the Treasurer.
2. Established that no more than 14 Directors will serve in 2024.
3. Elected Ms. Karen Aman and Dr. Dan Ernst for three-year terms expiring in March 2027.
4. Approved the Minutes of the Annual Meeting of Members held on March 27, 2023 and approved an indemnification resolution.

MINUTES
ANNUAL MEETING OF MEMBERS
GOODLIFE PARTNERS, INC.
MARCH 25, 2024

The Annual Meeting of Members of Goodlife Partners, Inc. (GLP or the Company) was held on Monday, March 25, 2024, at 4:00 p.m., via conference call. Ms. Leslie Andersen, Board Vice Chair presided at the meeting. The Governance and Nominating Committee designated Ms. Andersen to be its representative at the meeting.

Ms. Andersen welcomed participants to the meeting. Members participating in the meeting were given the opportunity to identify themselves.

Ms. Gretchen Twohig, Secretary, advised the Company sent the Notice of Annual Meeting, which included information on those standing for election and proxy, to 81,735 Members: 5,015 Members returned written votes and 4,700 Members voted for the slate of candidates for election to the Board of Directors. There was 3 Members present at the meeting, in addition to Board Members: Ms. Aman, Ms. Andersen, Dr. Ernst, Mr. Jenkins, Mr. Russell, Mr. Seline, and Mr. Synowicki; and Company Officers: Susan Courtney, Gretchen Twohig, Ron Rowe, Chad Werner and Kristi Wolff.

The meeting was called to order at 4:00 p.m., and Ms. Twohig confirmed a quorum was present. The following business was conducted:

1. Reports of the Board Chair, the President and Chief Executive Officer, and the Treasurer

Ms. Aman, Board Chair, stated the Report of the Chair containing significant actions taken by the Board of Directors at its 2023 meetings is contained in the meeting materials and waived the reading of this report.

Mr. Russell, President and Chief Executive Officer (CEO) stated the report of the President/CEO is contained in the meeting materials and waived reading of this report.

Mr. Chad Werner, Treasurer, stated the Treasurer's report is contained in the meeting materials and waived the reading of this report.

Each report is attached as Attachment 1, 2, and 3 respectively, and made a part of these Minutes.

There was no discussion. Whereupon,

It was moved and seconded that the Annual Reports of the Board Chair, President and CEO, and the Treasurer and the actions taken by the Board of Directors since the last Annual Meeting of Members are approved.

The motion passed unanimously.

2. Number of Directors to Serve in 2024 and Election of Directors

The Members of the Company are responsible for establishing the number of Directors to serve on the Board each year. Ms. Andersen reported that the Board of Directors recommends that the number of Directors to serve in 2024 be set at a maximum of no more than 14.

Ms. Twohig confirmed there were no additional nominations received in accordance with the procedures required by the Company's Bylaws.

Ms. Andersen, on behalf of the Governance and Nominating Committee (Committee), reported that following the Committee's review of potential Directors consistent with the policies and procedures set forth in the Company's Bylaws and the Committee's Charter, and with the approval of the Board of Directors, the following individuals are recommended for service on the Board of Directors for terms ending in March 2027, subject to the limitations of the Bylaws: Ms. Karen Aman and Dr. Dan Ernst.

There was no discussion. Whereupon,

It was moved and seconded that the number of Directors to serve in 2024 be set at no more than 14, and to elect Ms. Karen Aman and Dr. Dan Ernst to serve as Directors, each for a three-year term expiring March 2027.

The motion passed unanimously.

3. Business Items

Ms. Twohig noted that the Minutes of the Annual Meeting of Members on March 27, 2023 have been reduced to writing, are on file and have been available for reading for the past 12 months.

Ms. Twohig stated that the resolution of indemnification of Directors, Officers, and Employees was provided in the meeting materials. This indemnification is provided to the fullest extent of the law and in accordance with the Company's Articles of Incorporation. Whereupon,

It was moved and seconded to approve the Minutes of the 2023 Annual Meeting of Members and to approve the indemnification resolution.

The motion passed unanimously.

There being no further business to come before the Members, the meeting was adjourned at 4:08 p.m.

Respectfully submitted,

Gretchen Twohig,
Corporate Secretary

Annual Meeting of Members

Report of the Board Chair and Significant Actions taken in 2023

March 2024

It is my pleasure to present you with my report for this year's Blue Cross and Blue Shield of Nebraska (BCBSNE) Annual Meeting of Members.

The previous year was an exciting and eventful one for BCBSNE. In June, the company welcomed its new President and CEO, Jeff Russell, after the retirement of Steve Grandfield. The board spent many hours on the search and selection of the person to fill this crucial role, and while we said farewell to Steve Grandfield with many thanks and best wishes, we also look forward to seeing this new leader's vision come to life in the months and years ahead.

Jeff has already made a significant contribution to BCBSNE's success story, and his own report provides a high-level overview of the company's many accomplishments in 2023. From laser-focused strategic initiatives to new mission and values statements, Jeff and his executive leadership team are creating the framework for BCBSNE's exciting path forward.

Our mission of being "a champion for the health and well-being of our members and the communities we serve" gets at the heart of our purpose. It builds on the promise BCBSNE has always kept—to be there for our members when they need us—and reflects our desire to help them live their healthiest lives.

In last year's report, I lauded the launch of BCBSNE's Ignite Nebraska program. This innovative nonprofit organization partners with state agencies, companies and an educational institution to support apprenticeships and employment for underemployed individuals. BCBSNE continues to lead the way and be a model for other companies in the state through this life-changing program. In 2023, it hosted four cohorts of apprentices and saw the expansion of the program into two other Nebraska companies. I have seen firsthand the impact the Ignite Nebraska program has had on its participants. It not only has the potential to alter the course of their lives but can change the trajectory of their entire family as well. The board and I look forward to seeing Ignite continue to make a positive difference for our state.

Overview of Actions of the Board of Directors in 2023

I want to take this opportunity to recognize the diligence and hard work of the BCBSNE board members during the past year and thank them for their efforts. These efforts support the continued success of BCBSNE.

Over the course of the past year, the board held four regularly scheduled meetings, four special meetings and acted by written consent from time to time, as appropriate. In addition, the board and BCBSNE executive leadership met twice during the year to review and discuss the company's strategic plans. BCBSNE's executive leadership team regularly attend board meetings to present information on the company's business operations and progress toward achieving strategic goals.

The board assigns responsibilities and delegates authority to its committees, which regularly report on their activities and actions to the full board. Four standing committees met during 2023: Audit and Compliance; Compensation; Finance; and Governance and Nominating. BCBSNE board committees held a total of 16 meetings in 2023.

At the Annual Meeting of Members, the BCBSNE board is presenting two individuals for re-election: Karen B. Aman of Blair and Dan E. Ernst PhD, of Lincoln.

Looking Ahead with Renewed Focus and Energy

In January of this year, BCBSNE celebrated its 85th anniversary. This longevity speaks to the generations of employees who have been committed to providing customers with the security and peace of mind that comes with carrying a BCBSNE ID card. BCBSNE continues to put our customers at the center of everything we do, and we look forward to being a thriving part of our communities and our state for many years to come.

On behalf of the board, leadership team and employees of Blue Cross and Blue Shield of Nebraska, I want to thank all our members for your continued trust in us. We are honored to serve you.

Respectfully,

Karen Aman
Chair, Board of Directors

Annual Meeting of Members Report of the President and Chief Executive Officer March 2024

I am pleased to present my first Annual Meeting of Members report as president and CEO of Blue Cross and Blue Shield of Nebraska. It is an honor to lead an organization that is focused on improving the health and wellbeing of our members and the communities we serve across the state. Since my first day on the job in late June of last year, I have appreciated all that makes Nebraska a great place to live and work, as well as the 85-year legacy that Blue Cross and Blue Shield continues to uphold and foster. We have a rich history, but equally important, we have a bright future, one that is focused on not only on keeping our long-standing promise to be there when our members need us, but as a valued partner throughout their health journeys. As our name makes clear, we are “of Nebraska.” We intend to continue to play an active role in helping make The Good Life possible for communities across the state.

I am proud of the work we accomplished in 2023. The Annual Meeting of Members is a time of reflection on the previous year; not only how well we performed in terms of business metrics, but how well we lived up to our mission and values. I want to share with you some of our achievements.

2023: Year in review

- We gained approximately 43,000 new members with the addition of several new employer groups, including the University of Nebraska system, Bryan Health, Beatrice Community Hospital, Midland University, MJ Senior Living and others.
- We renewed several key employer groups, including Kutak Rock and OrthoNebraska, representing approximately 2,500 members. Our retention rate in 2023 was an impressive 97%.
- In total, more than 40,000 members are covered under a Blue Cross and Blue Shield of Nebraska small group plan. In 2023, we launched our newest small group product, ChamberChoice, in partnership with the Nebraska Chamber of Commerce. This level-funded

product offers a variety of coverage options and predictable premium payments for employers with 5 to 250 employees.

- We processed approximately 9.2 million claims, with an average processing time of 7.5 days. More than 99% of claims were completed within 30 days of receipt. Our auto-adjudication rate was 91%. We saved a total of \$280 million through our payment integrity activities, including claim edits, coordination of benefits, special investigation efforts, hospital bill audits and post-pay recovery efforts.
- We answered nearly 460,000 inquiries (phone calls, emails and letters) from members, brokers, employers and providers.
- We actively supported and invested in the health and wellbeing of communities throughout Nebraska.
 - BCBSNE hosted 21 flu vaccination clinics in October, in collaboration with Hy-Vee Pharmacy and YMCAs across the state. Clinics were open to everyone age six and up at no cost. Approximately 600 vaccinations were provided at these events.
 - BCBSNE's sponsorship of the Combined Health Agencies Drive (CHAD) supported 20 member agencies across Nebraska, such as Epilepsy Foundation, Leukemia and Lymphoma Society and Nebraska Health Care Foundation.
 - BCBSNE UNK Health Sciences Scholarships provide support to students interested in pursuing careers in rural health care. We distributed approximately \$25,000 last year.
 - More than 34,000 children were screened by the Nebraska Lions Foundation Mobile Screening Unit, sponsored by BCBSNE.
 - BCBSNE sponsored its ninth Project Fit America School in 2023. This program provides indoor and outdoor fitness equipment, curriculum and training to in-need rural Nebraska schools. This program has impacted over 1,900 students and 19,000 community members.

- Umoⁿhoⁿ Nation Public Schools (UNPS) received a \$5,000 donation from BCBSNE to support helmets, knee pads and elbow pads to students enrolled in summer school.
- During the holiday season, BCBSNE management team donated \$10,000 to Angels Among Us, a Nebraska nonprofit supporting families and their children facing pediatric cancer.
- BCBSNE's annual United Way of the Midlands employee campaign raised nearly \$390,000. In conjunction with this campaign, BCBSNE employees packaged and donated 1,500 hygiene kits to One World Community Health Centers, an organization supported by the United Way.
- BCBSNE sponsored the Pink Gorilla "Born and Raced in Nebraska" (BRIN) 10k series. Nearly 5,000 people participated in three races throughout the year, helping Pink Gorilla raise approximately \$10,000 for community and non-profit groups.
- We received several awards and recognitions last year, including:
 - Governor's Wellness Award, Harvester level—The Governor's Wellness Award was developed to recognize efforts by Nebraska employers to offer employees quality, evidence-based worksite wellness programs. The Harvester Award honors businesses that are reaping the benefits of an advanced wellness program and can demonstrate high-quality outcomes.
 - WELCOA Well Workplace Gold Award—The Wellness Council of America (WELCOA) is one of the country's most trusted voices on worksite wellness. Organizations earning the Gold Award have built exceptional and comprehensive worksite wellness strategies grounded in WELCOA's benchmarks.
 - *Omaha Magazine's* "Best of Omaha"—First Place in the Health Insurance category
 - *Omaha Magazine's* "Best of B2B" Award—First Place in the Health Insurance category
 - *Omaha World-Herald's* "Omaha's Choice Awards"—First Choice in Health Insurance

- *Forbes* - America's Best Midsize Employers
- *Forbes*—Best Employers for Women

These achievements could not have happened without the efforts of our employees, who work every day to bring our mission and values to life.

Moving forward

We have a rich legacy behind us, but there is so much more to come. We are beginning to widen the aperture of our engagement with our members and our communities, moving from thinking of ourselves as just an insurance company that pays medical expenses, to a champion for the health and well-being of our members and the communities we serve. This is an important distinction. We want to not only be there for our members when they need us—often helping them through dark days—but also to walk beside them EVERY day, helping them throughout their unique health journeys.

As we celebrate our 85th anniversary in 2024, we look forward to continuing this commitment to our members and our state for many years to come.

Sincerely,

Jeff Russell
President and CEO

2023 REPORT OF THE TREASURER

Blue Cross and Blue Shield of Nebraska

In 2023, Blue Cross and Blue Shield of Nebraska (BCBSNE) focused on providing high quality services to our members while maintaining a strong financial position to allow us to invest in the future.

We grew our surplus from \$401 million to \$438 million. This increase was driven by market gains in our investment portfolio and a positive net income for the year. The surplus growth helped drive an increase in our Risk-Based Capital (RBC) from 783% to 906%. RBC is a method of measuring the amount of capital appropriate to support our overall business operations and is monitored by state regulators.

Metric	12/31/2023	12/31/2022	Change
Surplus (\$s in Millions)	\$438.0	\$401.0	\$37.0
RBC	906%	783%	123%

The company had a 1.1% operating margin. This result is up from the prior year due to positive gross margin, primarily driven by BCBSNE's re-entry into the Individual ACA market and lower claims utilization on other lines of business. The increase in operating margin was partially offset by increased administration expenses.

The company's 2023 administrative expense ratio was 10.7% compared to 11.1% in 2022. Our net administrative expense ratio decreased, primarily due to increased membership and revenue, which was partially offset by increased expenses related to ACA market re-entry.

In 2023, the company used 88.2% of every premium dollar for the payment of medical and pharmacy claims. This is down from 90.7% in 2022.

	2023	2022	Change
Loss Ratio	88.2%	90.7%	-2.5%
Net Admin Exp Ratio	10.7%	11.1%	-0.4%
Operating Margin	1.1%	-1.8%	2.9%

The company's investment portfolio generated income and realized gains of \$24.8 million.

In 2023, the company's direct customer base increased. The increase was driven by our re-entry into the Individual ACA market and continued growth in our self-funded group market segment. The fully insured group segment did see a membership decrease due to pricing pressures and a movement to self-funded plans.

BCBSNE remains financially strong, and we look forward to continuing our commitment to our members for many years to come.

Respectfully,

Chad Werner
Treasurer and Chief Financial Officer
Blue Cross and Blue Shield of Nebraska