



CentralStar

Class A Common Stock - Class C Preferred Stock

Disclosure Statement

March 4, 2026

P.O. Box 23157, Lansing, MI 48909
Fax: 517.351.5610 • Phone: 800.631.3510
www.mycentralstar.com

RETAIN FOR YOUR RECORDS



CentralStar

Our Mission...

To enhance producer profitability through integrated solutions for mutual benefit.

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DISCLOSURE STATEMENT
March 4, 2026

CENTRALSTAR
COOPERATIVE, INC.
COMMON AND PREFERRED STOCK

CentralStar Cooperative, Inc., a Michigan corporation operating on a cooperative basis (the "Cooperative"), is offering shares of Class A Common Stock, par value \$200 per share ("Common Stock"), to its qualified agricultural producer patrons who may desire to become voting members of the Cooperative.

The Cooperative also may distribute shares of its Class C Preferred Stock to its members and certain patrons holding allocated patronage equities in redemption of those equities at par value of the Class C Preferred Stock at the time of the transaction. The par value of each share of Class C Preferred Stock is \$100.

There are no minimum aggregate amounts or number of shares that must be issued for either Common Stock or Class C Preferred Stock (referred to jointly herein as the "Shares" and separately as the "Common Shares" or "Preferred Shares").

This offering and distribution will continue from the date stated above until terminated by the Cooperative's Board of Directors.

**THIS DISCLOSURE STATEMENT IS PROVIDED TO
MEMBER/PATRONS FOR THEIR UNDERSTANDING OF THE
COOPERATIVE AND THE SHARES. SEE THE RISK FACTORS
SECTION .**

The Shares offered hereby have not been registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended, or under the securities laws of any state, and are offered in reliance upon exemptions from registration under such laws. Neither the Securities and Exchange Commission nor any state corporation and securities bureau has passed on or endorsed the merits of this disclosure. Any representation to the contrary is unlawful.

CentralStar Cooperative, Inc
4200 Forest Road, Bldg A
P.O. Box 23157
Lansing, Michigan 48909-3157
517.351.3180

CONSIDERATION OF ACQUISITION OF THE SHARES OFFERED AND/OR UNDERSTANDING THE CHARACTERISTICS OF PREFERRED SHARES DISTRIBUTED BY THE COOPERATIVE, NOR WILL THIS STATEMENT BE TRANSMITTED TO OR DISCUSSED WITH PERSONS OTHER THAN THE AUTHORIZED REPRESENTATIVES, AGENTS AND ADVISORS OF THE RECIPIENT WITHOUT THE PRIOR WRITTEN CONSENT OF CENTRALSTAR COOPERATIVE, INC.

DISCLOSURE SUMMARY
CLASS A COMMON AND CLASS C
PREFERRED STOCK

Shares Being Issued and Distributed

Common Shares - In keeping with its cooperative plan of operations, the Cooperative will issue one share of \$200 voting common stock to each patron meeting certain requirements ("eligible patrons") who desire to be voting members of the Cooperative.

Preferred Shares - These shares may be distributed by the Cooperative to current and former patrons of the Cooperative holding allocated patronage income credit accounts. The Class C Preferred Stock is non-voting and has a cumulative annual dividend (limited between 5% and 8%) payable when declared at the discretion of the Cooperative's Board of Directors. It has priority over common stock and allocated patronage income credit accounts upon liquidation of the Cooperative. Its par value will be \$100, subject to adjustment for stock dividends, stock splits, and other similar recapitalizations. Dividends on Preferred Shares will vary and may be omitted in some years based on the financial position of the Cooperative. (See "**Summary of Attributes of the Shares**" for more information.)

Transfer Restrictions and Risks of Share Ownership

These shares described hereby have not been registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended, or under the securities laws of any state, and are distributed in reliance upon exemptions from registration under such laws.

Neither the Securities and Exchange Commission nor any state corporation and securities bureau has passed on or endorsed the merits of these shares. Any representation to the contrary is unlawful.

Issuance of Shares is limited to Agricultural producers who have a farming operation located in states in which the Cooperative conducts business and all transferors will be limited in making transfers until either after registration of the stock with the respective state's securities bureau and the Securities and Exchange Commission under the Securities Act of 1933, or unless the Cooperative is satisfied that such transfer can be qualified under such agencies' exemptions. The Cooperative is under no obligation to attempt to secure an exemption for any subsequent sale.

RECEIPT AND ACCEPTANCE OF THIS DISCLOSURE STATEMENT SHALL CONSTITUTE THE AGREEMENT OF THE RECIPIENT THAT THIS STATEMENT SHALL NOT BE REPRODUCED OR USED FOR ANY PURPOSE OTHER THAN IN CONNECTION WITH

INDIANA RESIDENTS:

In making an ownership decision, owners must rely on their own examination of the person or entity creating the shares and the terms, including the merits and risk involved. These shares have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offense.

These shares are subject to restriction on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933, as amended, and the applicable state securities laws, pursuant to registration or exemption therefrom. Member/patrons should be aware that they will be required to bear the financial risks of these shares for an indefinite period of time.

The Shares have restrictions on future transfers imposed by the Cooperative that will limit their liquidity.

The Common Shares may only be transferred back to the Cooperative in exchange for, at the discretion of the Board of Directors, its original purchase price in cash or the equivalent value in another non-voting stock series the Cooperative may have available at the time of the transfer.

The Preferred Shares may only be transferred

- a) back to the Cooperative.
- b) to other members of the Cooperative or others subject to the approval of the Cooperative.
- c) to others if appropriate registration of the Shares is subsequently done by the Cooperative.
(The Cooperative has no obligation to make such a registration.)

Transfers of Shares are further restricted by the requirement that the Cooperative's Board of Directors approve each proposed transfer.

THERE IS NO PUBLIC MARKET FOR THE SHARES OFFERED AND DISTRIBUTED AND NONE IS EXPECTED TO DEVELOP IN THE FUTURE.

Because of the nature and purpose of the Cooperative's issuance of the Shares, such Shares should be viewed as providing limited or no liquidity for the funds invested or otherwise represented by the Shares.

HOLDING THE SHARES INVOLVES RISK.

There is no assurance that the Cooperative's future operations will be profitable or that losses will not occur. Nor is there any assurance that annual dividends on Preferred Shares will be paid or that such dividend amounts will be consistent or at any percentage level from year to year.

Other Stock Series Authorized

At present, the Cooperative is authorized to issue non-voting Class A preferred stock and non-voting Class B preferred stock, in addition to the Class A common stock and the Class C preferred stock. It is not presently contemplated that any additional Class A or Class B preferred shares will be issued in the future, and the Cooperative will not approve the transfer of such shares. There are currently 90,451.9066 shares of Class A preferred stock issued and outstanding. Shareholders of Class A preferred stock have the right to convert each share of Class A

preferred stock into .39 share of Class C preferred stock, with any fractional shares paid in cash. There are currently 3,839.38 shares of Class B preferred stock issued and outstanding. Shareholders of Class B preferred stock have the right to convert each share of Class B stock into \$10 in cash upon surrender of the Class B shares.

Ongoing Issuance and Dilution

The Cooperative intends to regularly issue Shares to member/patrons on an ongoing basis until such issuances for one or both series of Shares is terminated by action of the Board of Directors, subject to the availability of registration exemptions for such issuances and/or appropriate registration of future distributions to allow wider distribution of share ownership. There are no warrants, options or other contracts for acquisition of stock in existence as of the date of this Disclosure Statement.

Issuance of additional Shares will have little or no dilution effect on Shares already issued and outstanding. Because Common Shares do not change in value, ownership percentage has no effect on Common Share value. Additionally, members must conduct minimum business levels with the Cooperative to maintain their membership status, the Cooperative's business levels and corresponding net income should remain the same if existing patrons become members and expand in proportion with the number of new members.

Preferred Share values are also fixed and do not change. Therefore, the value of a Preferred Share is not based on the division of an absolute non-patronage business asset value by a number of shares outstanding at any time.

Shares Not Investment Securities

The Shares herein to be distributed are not issued to be acquired for the purpose of investment for a financial return.

The Common Shares are distributed only to patrons of the Cooperative who will acquire such Shares as evidence of their membership in an agricultural cooperative with a view to use of the cooperative in commercial transactions to obtain farm supplies and services as required by the patron to benefit their farming business and without a view to any return on the investment or resale of all or any portion thereof.

The Preferred Shares are issued to member/patrons of the Cooperative in conversion of their retained patronage income equity credit accounts on the books of the Cooperative rather than the member/patron waiting for redemption of the accounts at some undeterminable future date at the discretion of the Cooperative's Board of Directors. Such allocated accounts are the result of allocated net savings on commercial transactions conducted by the member/patrons with the Cooperative. The issuance of the Preferred Shares by the Cooperative is intended to create an instrument through which the member/patron can receive time value compensation through a limited annual dividend return for equity capital provided to the Cooperative from the ongoing long term retention of the member/patron's retained patronage income equity credit accounts by the Cooperative and that can be transferred to other member/patrons to provide limited liquidity to the funds represented by the retained patronage income equity credit account balances. The issuance of Preferred Shares is not the result of an investment decision by the member/patron.

Professional Advice and Access to Records

The contents of this Disclosure Statement are not to be construed as investment, legal or tax advice. **Each member/patron should consult his or her own business advisor, legal counsel or accountant as to legal, tax and related consequences of his or her acquisition of the shares.** By execution of the Subscription Agreement, each member/patron represents and warrants that he or she has obtained such professional advice and/or made such independent investigation of the share acquisition stated therein as he or she deems appropriate.

Access to all relevant documents and records relating to the Cooperative, which are available to or are in the possession of the Cooperative, will be made available to member/patrons considering acquisition of shares and their advisors upon request. The Board of Directors reserves the right to deny such access in situations where it determines the access to the Cooperative's documents and records is being requested for reasons unrelated to acquiring the offered shares. In no event will the Cooperative be obligated to disclose proprietary information without receipt of an appropriate nondisclosure agreement.

Member/Patron Acknowledgements

The acceptance of Common or Preferred Shares constitutes the member/patron's acknowledgment that: 1) the member/patron meets the eligibility standards relating to acquisition of the Shares; 2) the member/patron is acquiring the stock for his or her own account and not for distribution or resale; 3) the stock has not been registered under the Securities Act of 1933, as amended, the Michigan Uniform Securities Act, or the securities statutes of any other state or jurisdiction; and 4) the Cooperative has no present intention of so registering the stock and, consequently, the member/patron must bear the economic risk of the investment for an indefinite period of time. By accepting a share of stock, the member/patron covenants and agrees with the Cooperative that the member/patron will not sell any of the stock without either the prior registration of the stock under the Securities Act of 1933, as amended, the Michigan Uniform Securities Act and all other applicable state statutes, or the applicability of exemptions from the registration requirement of each of those statutes.

THIS DISCLOSURE STATEMENT CONTAINS ALL OF THE REPRESENTATIONS BY THE COOPERATIVE CONCERNING THE SHARES BEING DISTRIBUTED. NO PERSON ASSOCIATED WITH THE COOPERATIVE SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. MEMBERS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS DISCLOSURE STATEMENT.

Further Information / How to Subscribe

Person(s) to contact at the Cooperative with respect to CentralStar Cooperative stock:

Stockowner Services
P.O. Box 23157, Lansing, Michigan 48909-3157
Phone: 800.631.3510
Fax: 517.351.5610
Email: mail@mycentralstar.com

Persons desiring to acquire any of the Shares offered hereby must complete and sign the Subscription Documents which accompany the Disclosure Statement, and return the completed documents to CentralStar Cooperative, Inc., P.O. Box 23157, Lansing, Michigan 48909-3157 together with a check for the amount due as indicated in the

Subscription Agreement for the Share being acquired made payable to CentralStar Cooperative, Inc.

If the Cooperative accepts a subscription, the Cooperative will mail to the subscriber acknowledgement of acceptance. If the subscription is not accepted, any subscription funds will be returned in full, without interest.

Member/patrons who execute and deliver the Subscription Agreement will be agreeing to all of the terms and conditions set forth therein. The Cooperative reserves the right to reject subscriptions in whole or in part for any or no reason.

SIGNATURES

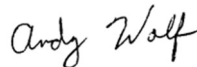
The Cooperative has duly caused this Disclosure Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lansing, State of Michigan, on May 1, 2019.

CENTRALSTAR COOPERATIVE, INC.

By:

Board Officer:

Management:



Andy Wolf, President



Phillip Dieter,
Chief Executive Officer

RISK FACTORS

In addition to the facts set forth elsewhere in this Disclosure Statement, members should give careful attention to the following factors that address material risks specific to the Cooperative and the Shares being issued that management considers may affect overall financial returns received by member/patrons holding such shares.

(1) No Public Market for the Shares.

The Shares will not be traded in any public securities market.

The Common Shares will be redeemed at par value upon the member's withdrawal from membership in the Cooperative at the sole discretion of the Board of Directors if the Cooperative is in a financial position to do so. Otherwise the board has discretion to convert the withdrawing member's Common Share to any other non-voting stock series being issued by the Cooperative at the time of the withdrawal.

The Cooperative intends to facilitate an informal market for transfer of the Preferred Shares through maintaining lists of those desiring to buy or sell shares and informing buyers when shares are available for purchase as a service to its member/patrons. There is no certainty that there will be willing buyers available at the time a member/patron desires to sell Preferred Shares. The Cooperative has no obligation to repurchase any of the Preferred Shares and does not support or guarantee any minimum price for transferred Preferred Shares. The transfer price for the Preferred Shares in this informal market will be determined between the buyer and seller. Given these circumstances a member/patron must be ready to hold Shares for an indefinite period of time until an acceptable acquisition can be negotiated. Therefore, Shares should be seen as illiquid.

(2) Restrictions on Transfer of the Shares

Acquisition and transfer of Shares is subject to approval of the Board of Directors in its sole discretion. These restrictions will limit the group of possible purchasers of Shares and will reduce the liquidity of the Shares. The Shares have not been registered under the Securities Act of 1933, as amended, the Michigan Uniform Securities Act or the securities statutes of any other state or jurisdiction. Consequently, a member/patron acquiring Shares may not transfer the Shares or any interest therein, without either the prior registration of the Shares under such statutes or the availability of an exemption from the registration requirements of such statutes. The Cooperative has no present intention of registering the Shares. As a result, purchasers of Shares may have to retain the Shares for an indefinite period of time.

(3) Cumulative Variable Rate Dividend on the Class C Preferred Shares.

The annual dividend to be paid on the Class C Preferred Shares is cumulative and variable from a minimum annual rate of five percent (5%) to a maximum annual rate of eight percent (8%) to be determined each year at the discretion of the Board of Directors. The Cooperative's financial position in future years may not allow the board to declare an annual dividend or to declare a dividend at a lower rate than was paid previously. The variability of the annual dividend rate may result in lower than desired returns to the holder of the Class C Preferred Shares and reduce the realizable market value of the Class C Preferred Shares.

(4) Mature Core Business

The Cooperative is long established in its cattle artificial insemination business. This business and DHI are mature with many competitors and a marginal outlook for profitable operations over the long term. The Cooperative is actively seeking new products and services to supplement and diversify its present business activities. Developing such new business activities is subject to the risks inherent in the establishment of a new business enterprise including absence of a track record in the new activities and problems and delays frequently encountered with the formation of a new business.

(5) Finding and Retaining Quality Sales and Field Service Employees.

The ability to find and retain high quality service employees, particularly employees throughout the Cooperative's service area experienced or otherwise interested in dairy farming to provide on farm herd services, and the costs related to doing so is a major concern to the Cooperative. More attractive long-term opportunities in other industries tend to divert the shrinking pool of young employees who have grown up in farming and rural areas away from agribusiness.

(6) The Volatile and Uncertain Nature of Agribusiness, Need for Ongoing Member Support.

The Cooperative and its producer member/patrons operate with all the risks of the agricultural economy. Animal health issues, weather or disease caused crop damage or failures, damage to products during storage and handling, national and international economic and political conditions, governmental regulation, interruptions in shipping and distribution, hazardous chemical handling, limitations on availability of supplies needed by producer members, the ongoing effects of the volatile nature of ag economics including grain, milk and livestock prices

and all other risks of this industry impact the Cooperative's ability to operate profitably on a consistent basis. The Cooperative's continued success will depend greatly on the extent that its member stockholders patronize the Cooperative. Its business purpose is to provide needed products and services to member stockholders at a price sufficient to cover its costs in providing the service. Failure of member stockholders to patronize the Cooperative in significant volumes may lead to the failure of the Cooperative or may result in the need to substantially restructure or change the products and services currently provided.

(7) Maintaining Cooperative Status

To maintain its cooperative tax status the Cooperative must continue to meet the requirements of "operating on a cooperative basis" as defined in tax rules and regulations including doing 50% of its patronage sourced business with members. If for any reason these requirements are not met the Cooperative could be placed in jeopardy of losing its cooperative status for income tax filing purposes. Loss of cooperative status would mean the Cooperative would no longer be able to deduct patronage dividends paid to its members in arriving at its taxable income each year. In that circumstance, the Cooperative would be required to operate as a regular profit corporation and pay income taxes on its net income before it is dispersed to stockholders as regular corporate dividends. This could reduce the ability of the Cooperative to pay annual dividends on Preferred Shares.

Note: In addition to the above risks, businesses are often subject to risks not foreseen or fully appreciated by management. In reviewing this Disclosure Statement member/patrons should keep in mind other possible risks that could be important.

SUMMARY OF ATTRIBUTES OF THE SHARES COMMON STOCK

- This stock is the Cooperative's only voting stock class, of which 10,000 shares are authorized with a \$200 per share par value that bears no relation to earnings or other criteria of value. Common Shares will not change in value and are non-assessable.
- Common Shares may be certificated or non-certificated, as determined by the Cooperative's Board of Directors.
- Ownership of Common Stock is limited to one share per member. Each member receives the right to cast one vote per share in the affairs of the Cooperative, including without limitation in the election of members of the Cooperative's Board of Directors representing the geographic district in which the member's farming operation is located, and the election of at-large Directors, who are elected by all members. The Cooperative's Board of Directors is comprised of up to twelve (12) directors, including one (1) director from each of the Cooperative's nine (9) geographic districts (the "District Directors"), two (2) at-large directors ("the "At-Large Directors"), and up to one (1) outside director. Candidates for District Director and At-Large Director positions must be members and meet other bylaw and board eligibility requirements.

- These shares are available for acquisition by patrons who meet certain bylaw and board established eligibility requirements. Principal of the eligibility requirements are that the patron qualifies as an agricultural producer conducting a business located in the territory served by the Cooperative and that they continue to conduct a minimum annual level of business with the Cooperative. This minimum business requirement, set from time to time at the Cooperative's annual membership meeting, is currently the purchase of \$1,000 of products and/or services offered from the patronage business units within the Cooperative in its current or immediately prior fiscal year.
- A patron must be a Common Stockholder in order to receive distributions of profits from their patronage sourced business with the Cooperative.
- Common Stock does not pay a regular dividend and is last in priority upon liquidation of the Cooperative. (The Board of Directors has discretion, but is not expected to except on rare occasions, pay regular corporation dividends to holders of Common Shares from net profits from non-patronage business.)
- Common Stock can only be sold back to the Cooperative and will be repurchased or converted to a non-voting class of stock at the discretion of the Board of Directors when the member voluntarily terminates or no longer meets eligibility requirements to maintain their membership in the Cooperative.
- As of the date of this Disclosure Statement, 867 shares of stock of this series are issued and outstanding.
- New funds raised from issuance of the Common Stock will be added to the general working capital of the Cooperative and used to support existing and new business activities.

CLASS C PREFERRED STOCK

- Class C Preferred Stock is non-voting, non-assessable and pays a cumulative variable dividend from net income earned on non-patronage business activities, if declared by the Cooperative's Board of Directors, subject to an annual minimum rate of 5% and an annual maximum rate of 8% and has priority over common stock and allocated patronage accounts upon liquidation of the Cooperative. As of the date of this Disclosure Statement, zero shares of stock of this series have been issued.
- Class C Preferred Stock may be certificated or non-certificated, as determined by the Cooperative's Board of Directors.
- Class C Preferred Stock has priority over common stock and allocated patronage income credit accounts upon liquidation of the Cooperative.
- Class C Preferred Stock is redeemable by the Cooperative in its discretion for par value plus the amount of accrued but unpaid dividends. Class C Preferred Stockholders do not

have the right to require the Cooperative to redeem shares of Class C Preferred Stock.

- Class C Preferred Stock cannot be issued in fractional shares.
- Class C Preferred Stock is transferable subject to the limitations stated in this Disclosure Statement. The Cooperative's Board of Directors may establish policies and procedures to maintain an informal transfer market for these shares with no obligation to repurchase Preferred Shares and no guarantee that buyers will be available at any specific time or price when a member/patron wishes to sell his or her Preferred Shares. The par value of the Preferred Shares is \$100 per share.

BOARD ESTABLISHED POLICIES

The Cooperative's Board of Directors has established policies to provide guidance to management and members in the operation of the Cooperative. These policies are formally adopted, made part of a Board Policy Manual and cover long range planning, management responsibilities and policies established through bylaw requirements. The Cooperative's management also establishes operational policies covering various aspects of the Cooperative's day to day business activities.

These policies cover credit and collection, quality of products and services, pricing, employment practices and many other areas. Established policies may be changed from time to time by action of the Cooperative's Board of Directors or management as appropriate. Any questions or concerns regarding the Cooperative policies may be directed to management.

Further Information

Any stockholder or potential stockholder who wishes to request further information or have questions answered regarding these policies and procedures should contact the Cooperative's secretary through the Stockholder Services Department.

SUMMARY OF PROJECTED USE OF FUNDS

Funds raised through the issuance of Shares will be used in the regular course of the Cooperative's operations. The Cooperative has no significant long term debt obligations, so funds raised through the issuance of Shares are not expected to be used for debt reduction.

MEMBER EQUITY/CAPITAL PLAN, CORPORATE STRUCTURE, GROWTH STRATEGY

The Board of Directors has adopted a formal member equity/capital plan for the Cooperative. This plan emphasizes an ongoing budgeting process for determining capital requirements, developing capital from sources other than long term retention of member patronage income allocations and positioning resources to support the growth of both the core patronage business and non-patronage business activities of the Cooperative. The ongoing distribution of the Preferred Shares is an integral part of this plan.

As a framework for long term capital accumulation and equity allocation the Cooperative is structured to conduct its core patronage business through CentralStar Cooperative, Inc. By its nature a portion of the core business is conducted with non-members who do not receive patronage income allocations. This non-member core business is treated as non-patronage business.

As described previously, the Cooperative is allowed to deduct from its net taxable income the amount of income distributions from patronage business with members paid out in proportion to the amount of patronage business each member does with the Cooperative. The Cooperative is subject to income tax on the remaining patronage sourced income not so distributed and on all non-patronage income. Therefore, the identification of patronage business and the separation of patronage business activities from non-patronage business activities is important to the functioning and tax status of the Cooperative.

Due to present capital needs of the business, the present objective is to pay between 20% and 80% in cash each year. The Board of Directors retains sole discretion over the timing and periodic amounts of redemption for cash or other equivalent value consideration of the retained portion of patronage dividends. The board's current plan is that the portion of allocated patronage income retained each year will be held for eight years and then converted to Preferred Shares at a full dollar per dollar basis. Members will be offered a discounted redemption option after the fifth year. The discount rate for this option is to be determined from time to time by the Board of Directors.

It is possible, but not to be regularly anticipated, that the Cooperative's Board of Directors may authorize payment of limited annual dividends to owners of the Cooperative's voting Common Shares from after tax non-patronage income.

The Cooperative is committed to provide its members with needed products and services along with financial returns as a meaningful total benefit from their business with and investment in the Cooperative. Growth and diversification are an important part of attaining this commitment. In the mature A.I. and DHI industries and the agribusiness environment in general, meeting these goals in the long run requires developing new products and services to bring to the marketplace to

continually enhance the Cooperative's business activities, active marketing programs, and expanding market area and/or share through mergers and joint ventures when such opportunities arise.

MISCELLANEOUS INFORMATION

Employees Participating in Distribution of the Shares, Commissions

The employees of the Cooperative will be participating in the distribution of the common and preferred shares on behalf of the Cooperative. Each of these employees is exempt from registration as a broker dealer under the provisions of Rule 3a4-1 of the Securities Exchange Act of 1934. No transaction based compensation will be paid to any employee or director in conjunction with the issuance of these stock shares. There is no requirement, plan, arrangement or commitment involving officers, directors, or any individual members, other investors or group to purchase Shares.

Indemnification of Officers and Directors

The Bylaws of the Cooperative provide that to the fullest extent permitted by Michigan law the directors of the Cooperative shall not be personally liable in monetary damages to either the Cooperative or its stockholders for breaches of their fiduciary duty as directors, and further provide that to the fullest extent permitted by Michigan law the Cooperative may indemnify officers, directors and agents of the Cooperative against monetary damages for breach of their duty to the Cooperative or its stockholders.

Management of the Cooperative has indicated that it intends to offer indemnity agreements consistent with the foregoing to all officers and directors of the Cooperative. In this connection, investors should be aware of the position of the United States Securities and Exchange Commission respecting such indemnification, which position is as follows: "Insofar as indemnification for liabilities arising under the Securities Act of 1993 (the 'Act') may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable."



Central**Star**

Subscription Agreements

Class A Common – Class C Preferred

Membership Agreement

March 4, 2026

Copies to be completed and returned to:
CentralStar Cooperative, Inc., P O Box 23157, Lansing, MI 48909-3157
800.631.3510 * www.mycentralstar.com

SUBSCRIPTION CHECKLIST

For Common Stock

Complete, Sign and Return:

- Common Stock Subscription Agreement _____
- Membership Agreement _____
- IRS Form W9 _____
- Designation of Voting Representative _____
- Certificate for Trust Purchasers (If applicable) _____
- Certificate for Partnership Purchasers (If applicable) _____
- Check for \$200 _____

MAIL ALL SIGNED DOCUMENTS TO:

CENTRALSTAR COOPERATIVE, INC.

Attn: STOCKHOLDER SERVICES

P.O. BOX 23157

LANSING, MICHIGAN 48909-3157

Copies of the above referenced agreements are included in the separate booklet
for execution and mailing back to CentralStar.

Retain for your records

SUBSCRIPTION INSTRUCTIONS – Class A Common Stock

1. General Instructions. PLEASE READ THE SUBSCRIPTION DOCUMENTS IN THEIR ENTIRETY. THESE DOCUMENTS CONTAIN STATEMENTS AND REPRESENTATIONS WHICH ARE REQUIRED TO BE MADE BY EACH SUBSCRIBER. In order to subscribe for Common Stock (Voting) of CentralStar Cooperative, Inc., a prospective Member must complete, date and sign the following agreements and documents, which are attached:

- (a) Subscription Agreement for Common Stock
- (b) Membership Agreement
- (c) Form W-9 (attached to membership agreement)
- (d) Designation of Voting Representative (if applicable)

Purchasers should review the Stock Ownership Name Considerations page included with the subscription information.

- 2. Certificate for Trust Purchasers. If the purchaser is a trust, note the specific instructions that appear in the Certificate for Trust Purchasers, which is attached to the Subscription Agreement. Please date and sign the Certificate.
- 3. Joint Individual Purchasers. If the Purchaser is two or more individuals jointly, note the instructions that appear as part of the Certificate for Trust Purchasers.

ALL INFORMATION SHOULD BE TYPED OR PRINTED IN INK, and CORRECTIONS MUST BE INITIALED.

Upon completion of the above, the documents should be forwarded as follows: CentralStar Cooperative, Inc., P.O. Box 23157, Lansing, Michigan 48909-23157

STOCK OWNERSHIP NAME CONSIDERATIONS

ALL STOCK SERIES

Stock should always be titled in your legal name, not familiar or nicknames. The name used for your stock should be the same as your legal name on your official documents (birth certificate, driver's license, etc.).

If you are titling stock in the name of your farm or other business entity, this should be done only if the farm or business entity is a separate legal entity with its own taxpayer identification number. A sole proprietorship is not treated as a separate legal entity, even if you have registered a business name (a "d.b.a."). If you conduct business as a sole proprietor, stock should be titled in your individual name.

COMMON STOCK – (Voting)

Voting common stock of CentralStar Cooperative, Inc. can only be held by eligible agricultural producers.

If you are conducting business through a corporation, limited liability company, partnership or other legal entity, you must title your Common Stock in the name of your farming entity that will be doing business with CentralStar and that will take into income any patronage distributions made by CentralStar to its patron stockholders. If you are conducting your farming business as a sole proprietor, including for example, if you operate under a registered business name (a "d.b.a."), you must title your Common Stock in your individual name, but you may also identify your registered business name for CentralStar's internal reference.

PREFERRED STOCK

Preferred stock is non-voting, therefore, it may be held by any person or entity. It is not necessary for your preferred stock to be held in the same name as your Common Stock.

If your ownership of preferred stock resulted from conversion of allocated patronage credits your farming entity held in CentralStar Cooperative, Inc., titling of the preferred stock in a different name may result in a distribution from that entity to the person or entity designated as the owner of the preferred stock. You should contact your tax advisor before making this decision.

If you add joint owners to your preferred stock, each combination of named owners will result in a new stockholder. If you want all preferred stock that you own titled the same, please be sure to use the desired ownership name consistently on all documents and correspondence with CentralStar Cooperative, Inc.

PLEASE DIRECT ANY QUESTIONS YOU HAVE REGARDING TITLING YOUR COMMON OR PREFERRED STOCK TO THE STOCKHOLDER SERVICES AT CENTRALSTAR COOPERATIVE, INC. -- 517.351.3180.

SUBSCRIPTION AGREEMENT - For Common Stock

CentralStar Cooperative, Inc.
P.O. Box 23157, Lansing, Michigan 48909-3157

1. **Acquisition.** Subject to the terms and conditions hereof, the undersigned hereby irrevocably subscribes to acquire one share (the "**Share**") of the Class A Common Stock (\$200 par value) ("**Common Stock**") of CentralStar Cooperative, Inc., a Michigan corporation ("**Cooperative**"), at a price of \$200 per Share. The undersigned understands that the Share will not be registered or qualified under federal or state securities laws in reliance upon exemptions therefrom. The undersigned acknowledges and agrees that in order to ensure that the offer and sale of the Share are exempt from registration or qualification, the Cooperative will rely on the representations and warranties which the undersigned has made in this Subscription Agreement. Accordingly, the undersigned makes the following representations for the purposes of inducing the Cooperative to permit the undersigned to acquire the Share for which the undersigned hereby subscribes.

THE UNDERSIGNED ACKNOWLEDGES THAT THE COOPERATIVE RESERVES THE RIGHT TO ACCEPT OR REJECT ANY SUBSCRIPTIONS IN ITS SOLE DISCRETION, IN WHOLE OR IN PART.

2. **Review of Risk Factors.** BY EXECUTION OF THIS SUBSCRIPTION AGREEMENT, THE UNDERSIGNED ACKNOWLEDGES HAVING READ, UNDERSTOOD AND AGREED TO THE PROVISIONS CONTAINED HEREIN AND IN THE RISK FACTORS SUMMARY CONTAINED IN THE DISCLOSURE STATEMENT DATED May 1, 2019 ("**Risk Factors**").
3. **Representations and Warranties.** The undersigned hereby makes the following representation and warranties to the Cooperative:
- 3.1. The undersigned has received and reviewed carefully the Disclosure Statement relating to the Share;
- 3.2. The undersigned has had a reasonable opportunity to ask questions of and receive answers from the Cooperative and its officers, and all such questions have been answered to the full satisfaction of the undersigned. No oral representations have been made or oral information furnished to the undersigned, in connection with the offering of the Share which were in any way inconsistent with the Risk

Factors. At no time was the undersigned presented with or solicited by any leaflet, public promotional meeting, circular, newspaper or magazine article, radio or television advertisement or any other form of general advertising. The undersigned has been advised to seek the counsel of his or her own attorney and/or business and tax advisors in considering the investment in these shares.

- 3.3. The undersigned meets the eligibility requirements for membership in the Cooperative as established by the Cooperative's Board of Directors and its Bylaws. The undersigned has executed a Membership Agreement with the Cooperative as of the same date as this agreement. The undersigned recognizes that ownership of the Shares involves special risks, including those set forth in the Risk Factors.
- 3.4. The undersigned is acquiring the Share that undersigned has specified solely for the undersigned's own account, or for one or more fiduciary accounts over which the undersigned has sole discretion. The undersigned is acquiring such Share without a view to, and not for resale in connection with, a distribution of the shares within the meaning of the Securities Act of 1933, as amended ("**1933 Act**"). The undersigned hereby covenants and agrees that the undersigned shall not sell the Share in violation of the 1933 Act.
- 3.5. The undersigned understands that the Cooperative is neither currently required to file reports with, nor does it currently intend to register with, the Securities and Exchange Commission under Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended ("**1934 Act**"), or any state relying on exemptions for each state.
- 3.6. The undersigned understands that the Shares are not being registered under the 1933 Act or qualified under any state securities laws. The undersigned agrees not to transfer any of such shares unless such transfer has been registered under the 1933 Act and qualified

under applicable state securities laws, or unless, in the opinion of transferor's counsel satisfactory to the Cooperative, such a transaction is exempt from registration under the Act and qualification under any applicable state securities laws. The undersigned understands that the availability of an exemption in the future will depend in part upon circumstances outside of the control of the undersigned.

- 3.7. The undersigned acknowledges and agrees that certificates, if any, representing shares will bear legends restricting transferability and agrees to comply in all respects with the transfer. The undersigned understands that such legends will read substantially as follows:

THESE SHARES HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES ACT OF 1933, AS AMENDED ("ACT") OR THE SECURITIES OR BLUE SKY LAWS OF ANY STATE AND MAY NOT BE OFFERED AND SOLD UNLESS REGISTERED AND/OR QUALIFIED PURSUANT TO THE RELEVANT PROVISIONS OF FEDERAL AND STATE SECURITIES OR BLUE SKY LAWS OR AN EXEMPTION FROM SUCH REGISTRATION OR QUALIFICATION IS APPLICABLE. THEREFORE, NO SALE OR TRANSFER OF THE SHARES SHALL BE MADE, NO ATTEMPTED SALE OR TRANSFER SHALL BE VALID, AND THE ISSUER SHALL NOT BE REQUIRED TO GIVE ANY EFFECT TO ANY SUCH TRANSACTION UNLESS (A) SUCH TRANSACTION SHALL HAVE BEEN DULY REGISTERED UNDER THE ACT AND QUALIFIED OR APPROVED UNDER APPROPRIATE STATE OR BLUE SKY LAWS, OR (B) THE ISSUER SHALL BE REASONABLY SATISFIED THAT SUCH REGISTRATION, QUALIFICATION OR APPROVAL IS NOT REQUIRED.

- 3.8. The undersigned understands that the Cooperative's Common Stock is issued to qualified Members as a token of their membership in the Cooperative, to entitle the undersigned to voting rights as a Cooperative Member, and to grant the Member the right to receive patronage allocations under the Cooperative's cooperative plan as set forth in the Bylaws. As such, the Share is not freely transferable and its value is not subject to

appreciation. The undersigned understands that ownership of the Share is not for financial investment purposes.

- 3.9. The undersigned understands that if he or she no longer meets the requirements for membership in the Cooperative, the Cooperative's Board of Directors will terminate the undersigned's ownership of the Share through redemption or reclassification of the \$200 share value to another non-voting security issued by the Cooperative. All such actions are at the discretion of the Cooperative's Board of Directors.

- 3.10. The undersigned further certifies and acknowledges as follows:

(a) The undersigned has adequate means of providing for his or her current needs and possible personal contingencies, and the undersigned has no need for liquidity of his or her Share; and

(b) The undersigned has a net worth sufficient to bear the risk of losing the undersigned's entire Share. Further, each and every representation set forth herein, and in the Membership Agreement and other related forms, which have been executed by the undersigned, are true and correct.

- 3.11. The address set forth herein is the undersigned's true and correct residence, and he or she has no present intention of becoming a resident of any other state of jurisdiction.

- 3.12. It has never been guaranteed or warranted to the undersigned by the Cooperative, its officers or directors or by any other person, expressly or by implication, that:

(a) THE UNDERSIGNED WILL RECEIVE ANY APPROXIMATE OR EXACT AMOUNT OF RETURN OR OTHER TYPE OF CONSIDERATION, PROFIT OR LOSS AS A RESULT OF OWNING THE SHARES; OR

(b) THE PAST PERFORMANCE OR EXPERIENCE ON THE PART OF THE COOPERATIVE, ANY DIRECTOR, OFFICER OR ANY

AFFILIATE, WILL IN ANY WAY INDICATE OR PREDICT THE RESULTS OF THE OWNERSHIP OR SHARE OF THE SHARE OR OF THE OVERALL SUCCESS OF THE COOPERATIVE.

documents on behalf of the entity. IF THE UNDERSIGNED IS ONE OF THE AFOREMENTIONED ENTITIES, IT HEREBY AGREES TO SUPPLY ANY ADDITIONAL WRITTEN INFORMATION THAT MAY BE REQUIRED BY THE COOPERATIVE.

- 3.13. The undersigned understands that the Cooperative is soliciting only eligible members / patrons with respect to the sale of Shares. The undersigned has not and will not, except at the express request of the Cooperative, permit any person, other than the undersigned spouse, attorney, accountant or purchaser representative, to review any documents which have been presented in connection with the sale of the Share.
- 3.14. In the event that the undersigned is an individual, the undersigned represents that he or she is 21 years of age and is a bona-fide citizen or permanent resident of the United States.
- 3.15. If the undersigned is more than one person, the obligations of the undersigned shall be joint and several, and the representations and warranties herein contained shall be deemed to be made by and be binding upon such person, and ownership of the Share subscribed for by the undersigned shall be set forth on the signature page hereto.
- 3.16. If the undersigned is the trustee of a revocable inter vivos trust, the undersigned represents that he or she is the sole and true party in interest and is acquiring the Share for the account of a revocable trust of which he or she and/or other members of his/her immediate family are the sole beneficiaries during his/her or their lifetime(s).
- 3.17. In the event that the undersigned is a trust, the undersigned: (a) is authorized and otherwise duly qualified to acquire and hold the Share, (b) has its principal place of business at its residence address set forth on the signature page hereof, (c) has not been formed for the specific purpose of acquiring the Share, and (d) has submitted and executed all documents required pursuant to the Certificate for Trust and Joint Purchasers and Special Subscription Instructions. The person executing this Subscription Agreement and all other documents hereby represents that such person is duly authorized to execute all such
- 3.18. If there should be any adverse change in the representations and information set forth herein prior to the Cooperative's acceptance or rejection of this subscription, the undersigned will immediately notify the Cooperative of such change.
- 3.19. The undersigned realizes that this Subscription Agreement does not constitute an offer by the Cooperative to sell Shares, but is merely a request for information. The undersigned understands that the Cooperative reserves the right to reject subscriptions in whole or in part.
- 3.20. The undersigned represents that the only consideration given for payment for the Share is as set forth in the first paragraph of this Agreement.
- 3.21. At the request of the Cooperative, the undersigned will promptly execute such other instrument or documents as may be reasonably required in connection with the acquisition of the Share. The undersigned hereby agrees that the representations and warranties set forth in this Subscription Agreement shall survive the acceptance hereof by the Cooperative, shall be binding upon the heirs, executors, administrators, successors, and assigns to the undersigned, and this subscription is not voluntarily transferable or assignable by the undersigned. This Subscription Agreement shall be governed by and construed in accordance with the laws of the State of Michigan.

4. **Registration.** The undersigned requests the Shares be registered as follows:

_____ with title to be held as follows:

- _____ Individual Ownership
- _____ Tenants in Common (Each Owner must sign)
- _____ Community Property (Both Spouses must sign)
- _____ Joint Tenants with Right of Survivorship (Each Owner must sign)
- _____ Trust
- _____ Corporation
- _____ Partnership
- _____ Limited Liability Company
- _____ Other (Describe _____)

5. **Payment:**

_____ The undersigned agrees to enclose with this Agreement a check to CentralStar for \$200.

6. **Unclaimed Share Acquisition Amounts.** In the future where the member/patron becomes ineligible to hold the Share as a voting member of the Cooperative, the Cooperative's Board of Directors offers to repurchase the Share or transfer the Share acquisition amount to another security issued by the Cooperative which subsequently is to be repurchased by the Cooperative, and the Cooperative cannot locate the undersigned after reasonable effort, the undersigned agrees as follows. The Cooperative's Board of Directors, at its sole discretion, may either:

- (a) Reclassify the Share acquisition price amount to the Cooperative's general reserves and cancel the outstanding Share or other security to which the amount was transferred, or
- (b) Handle the Share acquisition price in the same way as Unclaimed Patronage Refunds and Credits in accordance with Article X, Section 6 of the Cooperative's Bylaws, as amended.

7. **Acceptance.** This subscription is subject to final acceptance by the Cooperative, to be evidenced by the signature of an officer of the Cooperative as set forth on the Subscription Agreement Signature Page.

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement this _____ day of _____, _____.

For Entity Purchaser

_____ (Print name of Entity)

_____ (Signature)

_____ (Title)

_____ (Address)

_____ (Phone)

_____ (Email)

_____ (Customer #)

For Individual or Joint Purchasers

(Print name)

By: _____
(Signature)

(Title)

(Address)

(Phone) (Email) (Customer #)

Purchaser No. 2 (if applicable)

By: _____
(Signature)

(Title)

(Address)

(Phone) (Email) (Customer #)

Note: The address given above must be the residence or business office address of the member/patron. Post Office and other addresses will not be accepted.

***** Below here completed by CentralStar*****

ACCEPTANCE

The undersigned hereby accept(s) this subscription for one Share of Class A Common Stock of CentralStar Cooperative, Inc., a Michigan corporation.

ACCEPTED this _____ day of _____, _____.

CENTRALSTAR COOPERATIVE, INC., A MICHIGAN CORPORATION

By: _____
(Signature)

(Title)

MEMBERSHIP AGREEMENT

The undersigned hereby applies for membership in CentralStar Cooperative, Inc. In making this application, the Member agrees and consents as follows upon acceptance of this application by the Cooperative's Board of Directors:

1. That Member is an owner or producer of livestock, or otherwise conducts agricultural related business within the territory in which the Cooperative operates.
2. That Member understands that retention of Member's voting common stock in the Cooperative is dependent upon Member meeting annual minimum product or service purchase requirements set from time to time by the Cooperative's Board of Directors and meeting other requirements established in the bylaws of the Cooperative.
3. That Member has received a copy of the bylaws of the Cooperative and has read these bylaws and agrees to abide by the provisions contained therein and as amended in the future.
4. That Member, by accepting this membership, consents that the amount of any distributions with respect to the member's patronage which are made in written notices of allocation (as defined in 26 U.S.C. 1388), and which are received by the Member from the Cooperative, will be taken into account by the Member at their stated dollar amounts in the manner provided in 26 U.S.C. 1385 (a) in the tax year in which such written notices of allocation are received.
5. That Member has completed and signed IRS Form W-9, Payer's Request for Taxpayer Identification Number. This form is attached to this application.

6. That Member specifically agrees to the provisions of Article X, Section 6 of the Cooperative's bylaws regarding unclaimed patronage refunds and equity credits (whether in the form of accounts or securities issued in redemption of such credits) and other amounts that may be owed to Member by the Cooperative at some future date when Member's whereabouts may not be ascertainable to the Cooperative.
7. That this agreement is not transferable unless such transfer is approved by the Cooperative's Board of Directors.
8. That, if Member is an entity other than an individual, the entity will keep on file with the Cooperative's corporate secretary a written record of the person currently designated to vote on behalf of the Member entity. Member understands that designated person is the only person who will be able to cast the entity's vote until the Cooperative is notified of a new designated representative.

Upon acceptance of this application by the Cooperative's Board of Directors, the Cooperative will issue one share of voting common stock with a par value of \$200 to the Member.

The membership established by this agreement shall remain in effect until the Cooperative's Board of Directors finds that the Member is no longer eligible for membership under the Cooperative's bylaw provisions, or until the Member notifies the Cooperative in writing of the intention to terminate this membership. Redemption of the Member's voting common stock share will be at the discretion of the Board of Directors under bylaw provisions of the Cooperative.

Date _____

Member's Signature: _____

Member's Name (Print): _____

Title (If Applicable): _____

Address (street) _____

City/State/Zip _____

Phone Number: (____) _____ E-mail: _____

Form W-9
 (Rev. November 2017)
 Department of the Treasury
 Internal Revenue Service

**Request for Taxpayer
 Identification Number and Certification**

Go to www.irs.gov/FormW9 for instructions and the latest information.

**Give Form to the
 requester. Do not
 send to the IRS.**

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) _____

Exemption from FATCA reporting code (if any) _____

5 Address (number, street, and apt. or suite no.) See instructions. _____

Requester's name and address (optional) _____

6 City, state, and ZIP code _____

7 List account number(s) here (optional) _____

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Sign Here Signature of U.S. person _____ Date _____

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you may be subject to backup withholding. See What is backup withholding, later.

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Cat. No. 10231X Form W-9 (Rev. 11-2017)

CERTIFICATE FOR TRUST PURCHASERS (if applicable)

If the Purchaser is a trust, an authorized trustee must complete, date and sign this Certificate.

CERTIFICATE

I hereby certify that:

a. The Purchaser has been duly formed and is validly existing and has full power and authority to invest in Shares of Class C Preferred Stock of CentralStar Cooperative, Inc., a Michigan corporation (the "Cooperative"). The Purchaser has not been formed for the purposes of investing in the Shares.

b. The Purchaser's Subscription Agreement for Class C Preferred Stock has been duly and validly authorized, executed and delivered by the Purchaser and, upon acceptance by the Cooperative, will constitute the valid, binding and enforceable obligation of the Purchaser.

Dated: _____

Name of Purchaser (please print) _____ Signature and Title of Trustee _____

SPECIAL SUBSCRIPTION INSTRUCTIONS FOR TRUST PURCHASERS.

If the Purchaser is a trust the additional instructions below must be followed. INFORMATION ADDITIONAL TO THAT REQUESTED BELOW MAY ALSO BE REQUIRED BY THE COOPERATIVE IN SOME CASES.

In the case of a trust, the authorized trustee should date, sign and complete the Subscription Agreement, printing the name of the trust above his or her signature and printing his or her name and the word "trustee" below the signature. The Trustee must provide a copy of the Trust Agreement or an executed certificate of trust evidencing the trust's power and authority to subscribe for and own the Share. IN ADDITION, THE AUTHORIZED TRUSTEE SHOULD ALSO PROVIDE ALL INFORMATION REQUESTED IN THE SUBSCRIPTION AGREEMENT (AND THE PURCHASER QUESTIONNAIRE IF APPLICABLE AS IT PERTAINS TO HIM OR HER AS AN INDIVIDUAL).

CERTIFICATE FOR PARTNERSHIP PURCHASERS (if applicable)

If the Purchaser is a general partnership, each partner must complete, date and sign this Certificate.

Certificate

The below-signed partners hereby certify that:

a. The Purchaser has been duly formed as a general partnership and is validly existing and has full power and authority to invest in Shares of Class A Common and/or Preferred Stock of CentralStar Cooperative, Inc., a Michigan corporation (the "Cooperative"). The Purchaser has not been formed for the purposes of investing in the Shares.

b. The Purchaser's Subscription Agreement for Class C Preferred Stock has been duly and validly authorized, executed and delivered by the Purchaser and, upon acceptance by the Cooperative, will constitute the valid, binding and enforceable obligation of the Purchaser.

Disposition Instructions

To avoid confusion and provide guidance as to the intent of the Partnership, the below-signed partners instruct the Cooperative as follows:

In the event of the dissolution of the partnership for any reason, the Cooperative should (in accordance with its then applicable policies regarding all member accounts) payout or re-sign the partnership's equity accounts with the Cooperative and any credit balances in trade accounts to:

(Check one)

a. _____ each partner separately in equal proportion based on the number of partners in the partnership at the time of the dissolution. Each partner's share will be directed by them or their personal representative or other fiduciary.

b. _____ the former partner or partners who continue the farming business of the former partnership in any form or entity without regard or responsibility to any former partners no longer involved in the business.

c. _____ the party or parties designated at that time by written instruction received by the Cooperative signed by all partners at the time of the partnership's dissolution.

d. _____ the party or parties designated at that time by written instruction received by the Cooperative signed by the following designated partner(s). _____

The below-signed partners agree that failure of the partners of the dissolved partnership to act as required by the instructions above after a reasonable time to be determined by the Cooperative shall be understood by the Cooperative to constitute release of the Cooperative from all responsibilities regarding and a formal abandonment of all of the partnership and individual partner accounts with the Cooperative. Such abandoned account balances will be treated as being contributed to the general unallocated surplus of the Cooperative.

DESIGNATION OF VOTING MEMBER REPRESENTATIVE

Member: _____

Corporate Secretary
 CentralStar Cooperative, Inc. (Cooperative).

The following individual has been duly designated as the voting representative of the above Member:

Name _____

Address _____

Address _____

() _____

Phone Number _____

This designation is to be effective on _____ and it to continue in effect until the Cooperative is notified of a change.

Member acknowledges that the Cooperative accepts the above designation as stated with no obligation to ascertain whether the representative has been properly designated through formal action of the Member.

(Signed) _____

(Print Name) _____

(Title) _____

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