

**AUDITED FINANCIAL STATEMENTS**

**Top Layer Reinsurance Ltd.**

**December 31, 2023 and 2022**





April 18, 2024

## Report of Independent Auditors

To the Board of Directors and Shareholders of Top Layer Reinsurance Ltd.

### Opinion

We have audited the accompanying financial statements of Top Layer Reinsurance Ltd. (the “Company”), which comprise the balance sheets as of December 31, 2023 and 2022, and the related statements of operations, changes in shareholders’ equity and cash flows for the years then ended, including the related notes (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

### Basis for opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditors’ responsibilities for the audit of the financial statements* section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern for one year after the date the financial statements are available to be issued.

### Auditors’ responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.



In performing an audit in accordance with US GAAS, we:

- Exercise professional judgement and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgement, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

A handwritten signature in black ink, appearing to read "Muhammad al-Hassan Cooper". To the right of the signature is a handwritten number "482".

**Chartered Professional Accountants**

**TOP LAYER REINSURANCE LTD.**  
**BALANCE SHEETS**  
**AT DECEMBER 31, 2023 AND 2022**  
(in thousands of United States dollars)

	<b>2023</b>	<b>2022</b>
<b>Assets</b>		
Fixed maturity investments trading, at fair value - amortized cost \$49,995 at December 31, 2023 (2022 - \$40,776) (Notes 3 and 4)	\$ 50,287	\$ 39,074
Short term investments, at fair value - amortized cost \$6,770 at December 31, 2023 (2022 - \$3,137) (Note 4)	6,770	3,137
Total investments	57,057	42,211
Cash and cash equivalents	3,050	7,597
Premiums receivable (Note 5)	10,890	4,523
Prepaid reinsurance premiums (Note 5)	3,147	3,639
Accrued investment income	413	215
Deferred acquisition costs	1,292	1,105
Receivable for investments sold	243	13
Other assets (Notes 4 and 11)	431	1
<b>Total assets</b>	<b>\$ 76,523</b>	<b>\$ 59,304</b>
 <b>Liabilities and Shareholders' Equity</b>		
<b>Liabilities</b>		
Reserve for claims and claim expenses (Note 6)	\$ —	\$ —
Unearned premiums (Note 5)	10,950	9,412
Reinsurance balances payable	315	364
Payable for investments purchased	—	394
Accounts payable and accrued liabilities (Note 8)	920	1,921
Other liabilities (Notes 4 and 11)	802	89
<b>Total liabilities</b>	12,987	12,180
<b>Shareholders' Equity</b>		
Common shares: \$1.00 par value – 120,000 shares authorized, issued and outstanding at December 31, 2023 and 2022 (Note 7)	120	120
Additional paid-in capital (Note 7)	21,200	24,962
Retained earnings	42,216	22,042
<b>Total shareholders' equity</b>	63,536	47,124
<b>Total liabilities and shareholders' equity</b>	<b>\$ 76,523</b>	<b>\$ 59,304</b>

On behalf of the Board:

  
\_\_\_\_\_  
Director

*See accompanying notes to the financial statements*

**TOP LAYER REINSURANCE LTD.**  
**STATEMENTS OF OPERATIONS**  
**FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**  
(in thousands of United States dollars)

	<u>2023</u>	<u>2022</u>
<b>Revenues</b>		
Gross premiums written (Note 5)	\$ 56,598	\$ 37,315
Net premiums written (Note 5)	\$ 40,151	\$ 21,467
(Increase) decrease in net unearned premiums (Note 5)	(2,030)	(741)
Net premiums earned (Note 5)	38,121	20,726
Net investment income (Note 3)	1,763	598
Net foreign exchange gains (losses) (Notes 6 and 11)	84	(1,008)
Net realized and unrealized gains (losses) on investments (Note 3)	117	(2,333)
<b>Total revenues</b>	<u>40,085</u>	<u>17,983</u>
<b>Expenses</b>		
Acquisition expenses	4,267	2,336
Operational expenses (Note 8)	3,864	2,953
<b>Total expenses</b>	<u>8,131</u>	<u>5,289</u>
<b>Net income (loss)</b>	<u>\$ 31,954</u>	<u>\$ 12,694</u>

*See accompanying notes to the financial statements*

**TOP LAYER REINSURANCE LTD.**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**  
(in thousands of United States dollars)

	<u>2023</u>	<u>2022</u>
<b>Common shares</b>	\$ 120	\$ 120
<b>Additional paid-in capital</b>		
Balance – January 1	24,962	29,387
Return of capital (Note 7)	(3,762)	(4,425)
Balance – December 31	<u>21,200</u>	<u>24,962</u>
<b>Retained earnings</b>		
Balance – January 1	22,042	22,298
Net income (loss)	31,954	12,694
Dividends declared (Note 7)	(11,780)	(12,950)
Balance – December 31	<u>42,216</u>	<u>22,042</u>
<b>Total shareholders' equity</b>	<u>\$ 63,536</u>	<u>\$ 47,124</u>

*See accompanying notes to the financial statements*

**TOP LAYER REINSURANCE LTD.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**  
(in thousands of United States dollars)

	2023	2022
<b><i>Cash flows provided by (used in) operating activities</i></b>		
Net income (loss)	\$ 31,954	\$ 12,694
<b><i>Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities</i></b>		
Amortization and (accretion)	(144)	36
Net realized and unrealized (gains) losses on investments	(117)	2,333
Change in:		
Premiums receivable	(6,367)	517
Prepaid reinsurance premiums	492	586
Deferred acquisition costs	(187)	(29)
Unearned premiums	1,538	155
Reinsurance balances payable	(49)	(1,099)
Other, net	(916)	547
<b><i>Net cash provided by (used in) operating activities</i></b>	26,204	15,740
<b><i>Cash flows provided by (used in) investing activities</i></b>		
Proceeds from sales and maturities of fixed maturity investments trading	54,766	34,613
Purchases of fixed maturity investments trading	(66,461)	(26,133)
Proceed from sales and maturities of short term investments	64,622	23,257
Purchases of short term investments	(68,136)	(24,516)
<b><i>Net cash provided by (used in) investing activities</i></b>	(15,209)	7,221
<b><i>Cash flows provided by (used in) financing activities</i></b>		
Dividends paid	(11,780)	(12,950)
Return of capital	(3,762)	(4,425)
<b><i>Net cash provided by (used in) financing activities</i></b>	(15,542)	(17,375)
<b><i>Net increase (decrease) in cash and cash equivalents</i></b>	(4,547)	5,586
<b><i>Cash and cash equivalents, beginning of year</i></b>	7,597	2,011
<b><i>Cash and cash equivalents, end of year</i></b>	\$ 3,050	\$ 7,597

*See accompanying notes to the financial statements*

**TOP LAYER REINSURANCE LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023 AND 2022**

(amounts in tables expressed in thousands of United States dollars)

**NOTE 1. ORGANIZATION**

Top Layer Reinsurance Ltd. (the “Company”) was incorporated under the laws of Bermuda on January 6, 1999 to provide high layer, non-U.S. property reinsurance written on an excess of loss basis. The Company is a joint venture between Renaissance Reinsurance Ltd. (“Renaissance Reinsurance”), a Bermuda company and wholly owned subsidiary of RenaissanceRe Holdings Ltd. (“RenaissanceRe”), and State Farm Mutual Automobile Insurance Company (“State Farm”), a United States company.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

These financial statements have been prepared on the basis of accounting principles generally accepted in the United States (“GAAP”). Certain comparative information has been reclassified to conform to the current presentation.

Use of Estimates in Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported and disclosed amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates. The major estimates reflected in the Company’s financial statements include, but are not limited to, the reserve for claims and claim expenses; reinsurance recoverables; fair value, including the fair value of investments, financial instruments and derivatives; and deferred acquisition costs.

Premiums and Related Expenses

Premiums are recognized as income, net of any applicable reinsurance or retrocessional coverage purchased, over the terms of the related contracts and policies. Premiums written are based on contract and policy terms and include estimates based on information received from both insureds and ceding companies. Subsequent revisions to premium estimates are recorded in the period in which they are determined. Unearned premiums represent the portion of premiums written that relate to the unexpired terms of contracts and policies in force. Amounts are computed by pro rata methods based on statistical data or reports received from ceding companies. Reinstatement premiums are estimated after the occurrence of a significant loss and are recorded in accordance with the contract terms based upon paid losses and case reserves. Reinstatement premiums are earned when written.

Acquisition costs are incurred when a contract or policy is issued and only the costs directly related to the successful acquisition of new and renewal contracts or policies are deferred and amortized over the same period in which the related premiums are earned. Acquisition costs consist principally of commissions, brokerage and premium tax expenses and are shown net of commissions earned on ceded reinsurance. Deferred policy acquisition costs are limited to their estimated realizable value based on the related unearned premiums. Anticipated claims and claim expenses, based on historical and current experience, and anticipated investment income related to those premiums are considered in determining the recoverability of deferred acquisition costs.



**TOP LAYER REINSURANCE LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023 AND 2022**

(amounts in tables expressed in thousands of United States dollars)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES, cont'd.

Claims and Claim Expenses

The reserve for claims and claim expenses includes estimates for unpaid claims and claim expenses on reported losses as well as an estimate of losses incurred but not reported ("IBNR"). The reserve is based on individual claims, case reserves and other reserve estimates reported by insureds and ceding companies as well as management estimates of ultimate losses. Inherent in the estimates of ultimate losses are expected trends in claim severity and frequency and other factors which could vary significantly as claims are settled.

Ultimate losses may vary materially from the amounts provided in the financial statements. These estimates are reviewed regularly and, as experience develops and new information becomes known, the reserves are adjusted as necessary. Such adjustments, if any, are reflected in the statements of operations in the period in which they become known and are accounted for as changes in estimates.

Reinsurance

Amounts recoverable from reinsurers are estimated in a manner consistent with the claim liability associated with the reinsured policies. If the Company determines that adjustments to earlier estimates are appropriate, such adjustments are recorded in the period in which they are determined. Amounts recoverable from reinsurers are recorded net of a provision for current expected credit losses to reflect expected credit losses.

Investments

*Fixed Maturity Investments*

Investments in fixed maturities are classified as trading and are reported at fair value. Investment transactions are recorded on the trade date with balances pending settlement reflected in the balance sheets as a receivable for investments sold or a payable for investments purchased. Net investment income includes interest together with amortization of market premiums and discounts and is net of investment management and custody fees. The amortization of premium and accretion of discount for fixed maturity securities is computed using the effective yield method. For mortgage-backed securities and other holdings for which there is prepayment risk, prepayment assumptions are evaluated quarterly and revised as necessary. Any adjustments required due to the change in effective yield and maturities are recognized on a prospective basis through yield adjustments. Fair values of investments are based on quoted market prices, or when such prices are not available, by reference to broker or underwriter bid indications and/or internal pricing valuation techniques. The net unrealized appreciation or depreciation on fixed maturity investments trading is included in net realized and unrealized gains (losses) on investments in the statements of operations. Realized gains or losses on the sale of fixed maturity investments trading are determined on the basis of the first in first out cost method.

*Short Term Investments*

Short term investments, which are managed as part of the Company's investment portfolio and have a maturity of one year or less when purchased, are carried at fair value. The net unrealized appreciation or depreciation on these short term investments is included in net realized and unrealized gains (losses) on investments in the statements of operations.

Cash and Cash Equivalents

Cash equivalents include money market instruments with a maturity of ninety days or less when purchased.

**TOP LAYER REINSURANCE LTD.  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2023 AND 2022**

(amounts in tables expressed in thousands of United States dollars)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES, cont'd.

Derivatives

The Company may enter into derivative instruments such as forward contracts primarily to manage its foreign currency exposure. The Company accounts for its derivatives in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic *Derivatives and Hedging*, which requires all derivatives to be recorded at fair value on the Company's balance sheets as either assets or liabilities, depending on their rights or obligations, with changes in fair value reflected in current earnings. The Company does not currently apply hedge accounting. The fair value of the Company's derivatives is estimated by reference to quoted prices or broker quotes, where available, or in the absence of quoted prices or broker quotes, the use of industry or internal valuation models.

Fair Value Option

The Company has elected to account for certain of its assets and liabilities at fair value in accordance with FASB ASC Topic *Fair Value Measurements and Disclosures*. The Company recognizes the change in unrealized gains and losses arising from changes in fair value in its statements of operations.

Foreign Exchange

The Company's functional currency is the United States ("U.S.") dollar. Revenues and expenses denominated in foreign currencies are revalued at the prevailing exchange rate at the transaction date. Monetary assets and liabilities denominated in foreign currencies are remeasured at exchange rates in effect at the balance sheet date, which may result in the recognition of exchange gains or losses which are included in the determination of net income.

NOTE 3. INVESTMENTS

*Fixed Maturity Investments Trading*

The following table summarizes the fair value of fixed maturity investments trading:

<u>At December 31,</u>	<u>2023</u>	<u>2022</u>
U.S. treasuries	\$ 46,199	\$ 27,425
Corporate <sup>(1)</sup>	3,082	8,237
Non-U.S. government	1,006	—
Asset-backed	—	1,864
Residential mortgage-backed	—	1,548
Total fixed maturity investments trading	<u>\$ 50,287</u>	<u>\$ 39,074</u>

(1) Corporate fixed maturity investments include non-U.S. government-backed corporate fixed maturity investments.

**TOP LAYER REINSURANCE LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023 AND 2022**

(amounts in tables expressed in thousands of United States dollars)

NOTE 3. INVESTMENTS, cont'd.

Contractual maturities of fixed maturity investments trading are described in the following table. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

<u>Year ended December 31,</u>	<u>2023</u>		<u>2022</u>	
	<u>Amortized Cost</u>	<u>Fair Value</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
Due in less than one year	\$ 3,271	\$ 3,286	\$ 969	\$ 959
Due after one through five years	44,738	44,932	36,355	34,703
Due after five through ten years	1,986	2,069	—	—
Mortgage-backed	—	—	1,576	1,548
Asset-backed	—	—	1,876	1,864
Total	<u>\$ 49,995</u>	<u>\$ 50,287</u>	<u>\$ 40,776</u>	<u>\$ 39,074</u>

*Net Investment Income*

The components of net investment income are as follows:

<u>Year ended December 31,</u>	<u>2023</u>	<u>2022</u>
Fixed maturity investments trading	\$ 1,382	\$ 580
Short term investments	238	26
Cash and cash equivalents	205	49
	<u>1,825</u>	<u>655</u>
Investment expenses	(62)	(57)
Net investment income	<u>\$ 1,763</u>	<u>\$ 598</u>

*Net Realized and Unrealized Gains (Losses) on Investments*

Net realized and unrealized gains (losses) on investments are as follows:

<u>Year ended December 31,</u>	<u>2023</u>	<u>2022</u>
Net realized gains (losses) on fixed maturity investments trading	\$ (1,878)	\$ (919)
Net unrealized gains (losses) on fixed maturity investments trading	1,995	(1,414)
Net realized and unrealized gains (losses) on investments	<u>\$ 117</u>	<u>\$ (2,333)</u>

**TOP LAYER REINSURANCE LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023 AND 2022**

(amounts in tables expressed in thousands of United States dollars)

**NOTE 4. FAIR VALUE MEASUREMENTS**

The use of fair value to measure certain assets and liabilities with resulting unrealized gains or losses is pervasive within the Company's financial statements. Fair value is defined under accounting guidance currently applicable to the Company as the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between open market participants at the measurement date. The Company recognizes the change in unrealized gains or losses arising from changes in fair value in its statements of operations.

FASB ASC Topic *Fair Value Measurements and Disclosures* prescribes a fair value hierarchy that prioritizes the inputs to the respective valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to valuation techniques that use at least one significant input that is unobservable (Level 3). The three levels of the fair value hierarchy are described below:

- Fair values determined by Level 1 inputs utilize unadjusted quoted prices obtained from active markets for identical assets or liabilities for which the Company has access at the measurement date. The fair value is determined by multiplying the quoted price by the quantity held by the Company;
- Fair values determined by Level 2 inputs utilize inputs (other than quoted prices included in Level 1) that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals, broker quotes and certain pricing indices; and
- Level 3 inputs are based all or in part on significant unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. In these cases, significant management assumptions can be used to establish management's best estimate of the assumptions used by other market participants in determining the fair value of the asset or liability.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement of the asset or liability. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and the Company considers factors specific to the asset or liability.

In order to determine if a market is active or inactive for a security, the Company considers a number of factors, including, but not limited to, the spread between what a seller is asking for a security and what a buyer is bidding for the same security, the volume of trading activity for the security in question, the price of the security compared to its par value (for fixed maturity investments), and other factors that may be indicative of market activity.

There have been no material changes in the Company's valuation techniques, nor have there been any transfers between Level 1 and Level 2, or transfers into or out of Level 3, respectively, during the period represented by these financial statements.

**TOP LAYER REINSURANCE LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023 AND 2022**

(amounts in tables expressed in thousands of United States dollars)

NOTE 4. FAIR VALUE MEASUREMENTS, cont'd.

Below is a summary of the assets and liabilities that are measured at fair value on a recurring basis and also represents the carrying amount on the Company's balance sheets:

<b>At December 31, 2023</b>	<b>Total</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
Fixed maturity investments trading				
U.S. treasuries	\$ 46,199	\$ 46,199	\$ —	\$ —
Corporate <sup>(1)</sup>	3,082	—	3,082	—
Non-U.S. government	1,006	—	1,006	—
Total fixed maturity investments trading	50,287	46,199	4,088	—
Short term investments	6,770	—	6,770	—
Other assets and (liabilities)				
Derivative assets <sup>(2)</sup>	431	—	431	—
Derivative liabilities <sup>(2)</sup>	(802)	—	(802)	—
Total other assets and (liabilities)	(371)	—	(371)	—
	<u>\$ 56,686</u>	<u>\$ 46,199</u>	<u>\$ 10,487</u>	<u>\$ —</u>

(1) Corporate fixed maturity investments include non-U.S. government-backed corporate fixed maturity investments.

(2) Refer to "Note 11. Derivative Instruments" for additional information related to the fair value by type of contract, of derivatives entered into by the Company, included in other assets and liabilities on its balance sheets.

**TOP LAYER REINSURANCE LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023 AND 2022**

(amounts in tables expressed in thousands of United States dollars)

NOTE 4. FAIR VALUE MEASUREMENTS, cont'd.

<u>At December 31, 2022</u>	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Fixed maturity investments trading				
U.S. treasuries	\$ 27,425	\$ 27,425	\$ —	\$ —
Corporate <sup>(1)</sup>	8,237	—	8,237	—
Residential mortgage-backed	1,548	—	1,548	—
Asset-backed	1,864	—	1,864	—
Total fixed maturity investments trading	39,074	27,425	11,649	—
Short term investments	3,137	—	3,137	—
Other assets and (liabilities)				
Derivative assets <sup>(2)</sup>	1	—	1	—
Derivative liabilities <sup>(2)</sup>	(89)	—	(89)	—
Total other assets and (liabilities)	(88)	—	(88)	—
	<u>\$ 42,123</u>	<u>\$ 27,425</u>	<u>\$ 14,698</u>	<u>\$ —</u>

(1) Corporate fixed maturity investments include non-U.S. government-backed corporate fixed maturity investments.

(2) Refer to "Note 11. Derivative Instruments" for additional information related to the fair value by type of contract, of derivatives entered into by the Company, included in other assets and liabilities on its balance sheets.

Level 1 and Level 2 Assets and Liabilities Measured at Fair Value

*Fixed Maturity Investments*

Fixed maturity investments included in Level 1 consist of the Company's investments in U.S. treasuries. Fixed maturity investments included in Level 2 are corporate (including non-U.S. government-backed corporate), non-U.S. government, residential mortgage-backed and asset-backed fixed maturity investments.

The Company's fixed maturity investments are primarily priced using pricing services, such as index providers and pricing vendors, as well as broker quotations. In general, the pricing vendors provide pricing for a high volume of liquid securities that are actively traded. For securities that do not trade on an exchange, the pricing services generally utilize market data and other observable inputs in matrix pricing models to determine month end prices. Observable inputs include benchmark yields, reported trades, broker-dealer quotes, issuer spreads, bids, offers, reference data and industry and economic events. Index pricing generally relies on market traders as the primary source for pricing; however, models are also utilized to provide prices for all index eligible securities. The models use a variety of observable inputs such as benchmark yields, transactional data, dealer runs, broker-dealer quotes and corporate actions. Prices are generally verified using third party data. Securities which are priced by an index provider are generally included in the index.

**TOP LAYER REINSURANCE LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023 AND 2022**

(amounts in tables expressed in thousands of United States dollars)

NOTE 4. FAIR VALUE MEASUREMENTS, cont'd.

In general, broker-dealers value securities through their trading desks based on observable inputs. The methodologies include mapping securities based on trade data, bids or offers, observed spreads, and performance on newly issued securities. Broker-dealers also determine valuations by observing secondary trading of similar securities. Prices obtained from broker quotations are considered non-binding, however they are based on observable inputs and by observing secondary trading of similar securities obtained from active and non-distressed markets.

The Company considers these broker quotations to be Level 2 inputs as they are corroborated with other market observable inputs. The techniques generally used to determine the fair value of the Company's fixed maturity investments are detailed below by asset class.

U.S. Treasuries

Level 1 - At December 31, 2023, the Company's U.S. treasuries fixed maturity investments were primarily priced by pricing services and had a weighted average yield to maturity of 4.4% and a weighted average credit quality of AA (2022 - 4.4% and AA, respectively). When pricing these securities, the pricing services utilize daily data from many real time market sources, including active broker-dealers. Certain data sources are regularly reviewed for accuracy to attempt to ensure the most reliable price source is used for each issue and maturity date.

Corporate

Level 2 - At December 31, 2023, the Company's corporate fixed maturity investments principally consisted of U.S. and international corporations and had a weighted average yield to maturity of 4.4% and a weighted average credit quality of AA (2022 - 4.7% and AA, respectively). The Company's corporate fixed maturity investments, other than non-U.S. government-backed corporations, are primarily priced by pricing services. When evaluating these securities, the pricing services gather information from market sources regarding the issuer of the security and obtain credit data, as well as other observations, from markets and sector news. Evaluations are updated by obtaining broker-dealer quotes and other market information including actual trade volumes, when available. The pricing services also consider the specific terms and conditions of the securities, including any specific features which may influence risk. In certain instances, securities are individually evaluated using a spread which is added to the U.S. treasury curve or a security specific swap curve as appropriate.

Non-U.S. government-backed corporate fixed maturity investments are primarily priced by pricing services that employ proprietary discounted cash flow models to value the securities. Key quantitative inputs for these models are daily observed benchmark curves for treasury, swap and high quality credits. The pricing services then apply a credit spread to the respective curve for each security which is developed by in-depth and real time market analysis. For securities in which trade volume is low, the pricing services utilize data from more frequently traded securities with similar attributes. These models may also be supplemented by daily market and credit research for international markets.

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NOTE 4. FAIR VALUE MEASUREMENTS, cont'd.

Non-U.S. Government

Level 2 - At December 31, 2023, the Company's non-U.S. government fixed maturity investments had a weighted average yield to maturity of 4.8% and a weighted average credit quality of AAA. At December 31, 2022, the Company did not hold any non-U.S. government fixed maturity investments. The issuers of securities in this sector are non-U.S. governments and their respective agencies as well as supranational organizations. Securities held in these sectors are primarily priced by pricing services that employ proprietary discounted cash flow models to value the securities. Key quantitative inputs for these models are daily observed benchmark curves for treasury, swap and high issuance credits. The pricing services then apply a credit spread for each security which is developed by in-depth and real time market analysis. For securities in which trade volume is low, the pricing services utilize data from more frequently traded securities with similar attributes. These models may also be supplemented by daily market and credit research for international markets.

Residential Mortgage-backed

Level 2 - At December 31, 2023, the Company did not hold any residential mortgage-backed fixed maturity investments. At December 31, 2022, the Company's residential mortgage-backed fixed maturity investments had a weighted average yield to maturity of 5.4%, a weighted average credit quality of AAA and a weighted average life of 2.4 years. Residential mortgage-backed securities include agency mortgage-backed securities. The Company's agency mortgage-backed fixed maturity investments are primarily priced by pricing services using a mortgage pool specific model which utilizes daily inputs from the active to-be-announced market which is very liquid, as well as the U.S. treasury market. The model also utilizes additional information, such as the weighted average maturity, weighted average coupon and other available pool level data which is provided by the sponsoring agency. Valuations are also corroborated with active market quotes.

Asset-backed

Level 2 - At December 31, 2023, the Company did not hold any asset-backed fixed maturity investments. At December 31, 2022, the Company's asset-backed fixed maturity investments had a weighted average yield to maturity of 4.9%, a weighted average credit quality of AAA and a weighted average life of 0.8 years. The underlying collateral for the Company's asset-backed fixed maturity investments primarily consists of collateralized loan obligations and other receivables. Securities held in these sectors are primarily priced by pricing services. The pricing services apply dealer quotes and other available trade information such as bids and offers, prepayment speeds which may be adjusted for the underlying collateral or current price data, the U.S. treasury curve and swap curve as well as cash settlement. The pricing services determine the expected cash flows for each security held in this sector using historical prepayment and default projections for the underlying collateral and current market data. In addition, a spread is applied to the relevant benchmark and used to discount the cash flows noted above to determine the fair value of the securities held in this sector.



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NOTE 4. FAIR VALUE MEASUREMENTS, cont'd.

*Short Term Investments*

Level 2 - At December 31, 2023, the Company's short term investments had a weighted average yield to maturity of 5.1% and a weighted average credit quality of AAA (2022 - 4.1% and AAA, respectively). Amortized cost approximates fair value for the majority of the remainder of the Company's short term investments portfolio and, in certain cases, fair value is determined in a manner similar to the Company's fixed maturity investments noted above.

*Other Assets and Liabilities*

Derivatives

Level 2 - Other assets and liabilities include the fair value of certain foreign currency contracts which are determined using standard industry valuation models, with inputs to the valuation model based on observable market inputs, including foreign currency spot rates, interest rates including the risk free rate and the contract term.

Financial Instruments Disclosed, But Not Carried, at Fair Value

The Company uses various financial instruments in the normal course of its business. The Company's (re)insurance contracts are excluded from the fair value of financial instruments accounting guidance, unless the Company elects the fair value option, and therefore, are not included in the amounts discussed herein. The carrying values of cash and cash equivalents, accrued investment income, receivables for investments sold, certain other assets, payables for investments purchased, certain other liabilities, and other financial instruments not included herein approximated their fair values.

NOTE 5. REINSURANCE

The Company purchases reinsurance and other protection to manage its risk portfolio and to reduce its exposure to large losses. The Company has in place a catastrophe excess of loss retrocession contract ("stop-loss") with State Farm, a related party, that provides for recovery of aggregate losses in excess of \$100.0 million in each contract year, as defined in the stop-loss, up to a limit of \$3.9 billion. The Company remains primarily liable to the extent that State Farm fails to meet its obligation under the stop-loss contract, however, in the event of insolvency of the Company, claimants can proceed directly against State Farm for payment of claims. Net earned premiums ceded to State Farm during the year ended December 31, 2023 were \$16.9 million (2022 - \$16.4 million).

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NOTE 5. REINSURANCE, cont'd.

The following table sets forth the effect of reinsurance and retrocessional activity on net premiums written and earned.

Year ended December 31,	2023	2022
<u>Premiums written</u>		
Assumed	\$ 56,598	\$ 37,315
Ceded	(16,447)	(15,848)
Net premiums written	\$ 40,151	\$ 21,467
<u>Premiums earned</u>		
Assumed	\$ 55,060	\$ 37,160
Ceded	(16,939)	(16,434)
Net premiums earned	\$ 38,121	\$ 20,726

In assessing an allowance for reinsurance assets, which is comprised of premiums receivable, the Company considers historical information, financial strength of insureds and ceding companies, collateralization amounts, and counterparty credit ratings to determine the appropriateness of the allowance. In assessing future default for reinsurance assets, the Company evaluates the provision for current expected credit losses under the probability of default and loss given default method. The Company utilizes its internal capital and risk models, which use counterparty ratings from major rating agencies, and assesses the current market conditions for the likelihood of default. The Company updates its internal capital and risk models for counterparty credit ratings and current market conditions on a periodic basis. Historically, the Company has not experienced material credit losses from reinsurance assets.

Premiums receivable reflect premiums written based on contract and policy terms and include estimates based on information received from both insureds and ceding companies supplemented by our own judgment, including our estimates of premiums that are written but not reported. Due to the nature of reinsurance, ceding companies routinely report and remit premiums to us subsequent to the contract coverage period, although the time lag involved in the process of reporting and collecting premiums is typically shorter than the lag in reporting losses.

At December 31, 2023, the Company's premiums receivable balance was \$10.9 million (2022 - \$4.5 million). Of the Company's premiums receivable balance as of December 31, 2023 and 2022, the majority are receivable from highly rated counterparties, and there was no provision for current expected credit losses.

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NOTE 6. RESERVE FOR CLAIMS AND CLAIM EXPENSES

*General Description*

The Company believes the most significant accounting judgment made by management is its estimate of claims and claim expense reserves. Claims and claim expense reserves represent estimates, including actuarial and statistical projections at a given point in time, of the ultimate settlement and administration costs for unpaid claims and claim expenses arising from the insurance and reinsurance contracts the Company sells. The Company's reserve for claims and claim expenses are a combination of case reserves, additional case reserves ("ACR") and incurred but not reported losses, or incurred but not enough reported losses (collectively referred to as "IBNR"). Case reserves are losses reported to the Company by insureds and ceding companies, but which have not yet been paid. If deemed necessary and in certain situations, the Company establishes ACR which represent the Company's estimate for claims related to specific contracts which the Company believes may not be adequately estimated by the client as of that date, or within the IBNR. The Company establishes IBNR using actuarial techniques and expert judgement to represent the anticipated cost of claims which have not been reported to the Company yet, or where the Company anticipates increased reporting.

At December 31, 2023, the Company's reserve for claims and claim expenses was \$Nil (2022 - \$Nil)

There was no activity in the liability for unpaid claims and claim expenses for the years ended December 31, 2023 and 2022.

The Company's reserving methodology uses a loss reserving process that calculates a point estimate for its ultimate settlement and administration costs for claims and claim expenses. The Company does not calculate a range of estimates and does not discount any of its reserves for claims and claim expenses. The Company uses this point estimate, along with paid claims and case reserves, to record its best estimate of additional case reserves and IBNR in its financial statements. Under GAAP, the Company is not permitted to establish estimates for catastrophe claims and claim expense reserves until an event occurs that gives rise to a loss.

Reserving involves other uncertainties, such as the dependence on information from ceding companies, the time lag inherent in reporting information from the primary insurer to the Company or to the Company's ceding companies, and differing reserving practices among ceding companies. The information received from ceding companies is typically in the form of bordereaux, broker notifications of loss and/or discussions with ceding companies or their brokers. This information may be received on a monthly, quarterly or transactional basis and normally includes paid claims and estimates of case reserves. The Company sometimes also receives an estimate or provision for IBNR. This information is updated and adjusted periodically during the loss settlement period as new data or facts in respect of initial claims, client accounts, industry or event trends may be reported or emerge in addition to changes in applicable statutory and case laws.

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NOTE 6. RESERVE FOR CLAIMS AND CLAIM EXPENSES, cont'd.

The Company's estimates of large losses are based on factors including currently available information derived from claims information from certain customers and brokers, industry assessments of losses, proprietary models, and the terms and conditions of the Company's contracts. The uncertainty of the Company's estimates for large losses is also impacted by the preliminary nature of the information available, the magnitude and relative infrequency of the events, the expected duration of the respective claims development period, inadequacies in the data provided to the relevant date by industry participants and the potential for further reporting lags or insufficiencies; and in certain large losses, significant uncertainty as to the form of the claims and legal issues, under the relevant terms of insurance and reinsurance contracts. In addition, a significant portion of the net claims and claim expenses associated with certain large losses can be concentrated with a few large clients and therefore the loss estimates for these large losses may vary significantly based on the claims experience of those clients. The contingent nature of business interruption and other exposures will also impact losses in a meaningful way, which may give rise to significant complexity in respect of claims handling, claims adjustment and other coverage issues, over time. Given the magnitude of certain events, there can be meaningful uncertainty regarding total covered losses for the insurance industry and, accordingly, several of the key assumptions underlying the Company's loss estimates. Loss reserve estimation in respect of the Company's retrocessional contracts poses further challenges compared to directly assumed reinsurance. In addition, the Company's actual net losses from these events may increase if the Company's reinsurers or other obligors fail to meet their obligations.

The Company reevaluates its actuarial reserving assumptions on a periodic basis. Typically, the quarterly review procedures include reviewing paid and reported claims in the most recent reporting period, reviewing the development of paid and reported claims from prior periods, and reviewing the Company's overall experience by underwriting year and in the aggregate. The Company monitors its expected ultimate claims and claim expense ratios and expected claims reporting assumptions on a quarterly basis and compares them to its actual experience. These actuarial assumptions are generally reviewed annually, based on input from actuaries, underwriters, claims personnel and finance professionals, although adjustments may be made more frequently if needed. Assumption changes are made to adjust for changes in the terms of coverage the Company provides, changes in industry results for similar business, as well as its actual experience to the extent the Company has enough data to rely on its own experience. If the Company determines that adjustments to an earlier estimate are appropriate, such adjustments are recorded in the period in which they are identified.

Because of the inherent uncertainties discussed above, the Company has developed a reserving philosophy that attempts to incorporate prudent assumptions and estimates, and the Company has experienced favorable development on prior accident years net claims and claim expenses in the past. However, there is no assurance that this favorable development on prior accident years net claims and claim expenses will occur in future periods.

*Incurred and Paid Claims Development and Reserving Methodology*

The Company writes high layer, non-U.S. property catastrophe excess of loss reinsurance contracts to insure insurance and reinsurance companies against natural and man-made catastrophes. Under these contracts, the Company indemnifies an insurer or reinsurer when its aggregate paid claims and claim expenses from a single occurrence of a covered peril exceeds the attachment point specified in the contract, up to an amount per loss specified in the contract. Generally, the Company's most significant exposure is to losses from earthquakes and various windstorms, although the Company is also exposed to claims arising from other man-made and natural catastrophes, such as tsunamis, winter storms, freezes, floods, fires, tornadoes, explosions and acts of terrorism. The Company's predominant exposure under such coverage is to property damage. However, other risks, including business interruption and other non-property losses, may also be covered under the Company's catastrophe contracts when arising from a covered peril. The Company's coverages are offered on non-US selected geographic areas.

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**NOTE 6. RESERVE FOR CLAIMS AND CLAIM EXPENSES, cont'd.**

Coverage can also vary from “all property” perils to limited coverage on selected perils, such as “earthquake only” coverage. The Company also enters into retrocessional contracts that provide property catastrophe coverage to other reinsurers or retrocedants. This coverage is in the form of excess of loss retrocessional contracts and may cover all perils and exposures or be limited in scope to selected geographic areas, perils and/or exposures. The exposures the Company assumes from retrocessional business can change within a contract term as the underwriters of a retrocedant may alter their book of business after the retrocessional coverage has been bound.

Claims and claim expenses are generally characterized by losses of low frequency and high severity. Initial reporting of paid and incurred claims in general, tends to be relatively prompt, particularly for less complex losses. The Company considers this business “short-tail” as compared to the reporting of claims for “long-tail” products, which tends to be slower. However, the timing of claims payment and reporting also varies depending on various factors, including: whether the claims arise under reinsurance of primary insurance companies or reinsurance of other reinsurance companies; the nature of the events (e.g., windstorms, earthquakes or terrorism); the geographic area involved; post-event inflation which may cause the cost to repair damaged property to increase significantly from current estimates, or for property claims to remain open for a longer period of time, due to limitations on the supply of building materials, labor and other resources; complex policy coverage and other legal issues; and the quality of each client’s claims management and reserving practices. Management’s judgments regarding these factors are reflected in the Company’s reserve for claims and claim expenses.

Claims and claim expense reserves are estimated by management by completing an in-depth analysis of the individual contracts which may potentially be impacted by the loss. The in-depth analysis generally involves: 1) estimating the size of insured industry losses; 2) reviewing reinsurance contract portfolios to identify contracts which are exposed; 3) reviewing information reported or otherwise provided by customers and brokers; 4) discussing the loss with customers and brokers; and 5) estimating the ultimate expected cost to settle all claims and administrative costs arising from the loss on a contract-by-contract basis and in aggregate for the event. Once a loss has occurred, during the then current reporting period, the Company records its best estimate of the ultimate expected cost to settle all claims arising from the loss. The Company’s estimate of claims and claim expense reserves is then determined by deducting cumulative paid losses from its estimate of the ultimate expected loss. The Company’s estimate of IBNR is determined by deducting cumulative paid losses, case reserves and additional case reserves from its estimate of the ultimate expected loss. Once the Company receives a valid notice of loss or payment request under a catastrophe reinsurance contract, it is generally able to process and pay such claims promptly.

Because the losses from which claims arise under policies written are typically prominent, public events such as windstorms and earthquakes, the Company is often able to use independent reports as part of its loss reserve estimation process. The Company also reviews catastrophe bulletins published by various statistical reporting agencies to assist in determining the size of the industry loss, although these reports may not be available for some time after an event.

In general, reserves for the Company’s more recent large losses are subject to greater uncertainty and, therefore, greater potential variability, and are likely to experience material changes from one period to the next. This is due to the uncertainty as to the size of the industry losses, uncertainty as to which contracts have been exposed, uncertainty due to complex legal and coverage issues that can arise out of large or complex losses, and uncertainty as to the magnitude of claims incurred by the Company’s customers. As the Company’s claims age, more information becomes available and the Company believes its estimates become more certain.

The Company has not incurred any claims and claim expenses in the past ten years.

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NOTE 6. RESERVE FOR CLAIMS AND CLAIM EXPENSES, cont'd.

*Prior Year Development of the Reserve for Net Claims and Claim Expenses*

The Company's estimates of claims and claim expense reserves are not precise in that, among other things, they are based on predictions of future developments and estimates of future trends and other variable factors. Some, but not all, of the Company's reserves are further subject to the uncertainty inherent in actuarial methodologies and estimates. Because a reserve estimate is simply an insurer's estimate at a point in time of its ultimate liability, and because there are numerous factors that affect reserves and claims payments that cannot be determined with certainty in advance, the Company's ultimate payments will vary, perhaps materially, from its estimates of reserves. If the Company determines in a subsequent period that adjustments to its previously established reserves are appropriate, such adjustments are recorded in the period in which they are identified. On a net basis, the Company's cumulative favorable or unfavorable development is generally reduced by offsetting changes in its reinsurance recoverable, as well as changes to loss related premiums such as reinstatement premiums.

In 2023 and 2022, the Company did not experience any development of prior accident years net claims and claim expenses.

*Claims Frequency*

The Company's business is broadly considered to be reinsurance, where multiple claims are often aggregated, perhaps multiple times through retrocessional reinsurance, before ultimately being ceded to the Company. The nature, size, terms and conditions of contracts entered into by the Company, changes from one accident year to the next, as do the quantum of contractual or policy limits, and accordingly the potential amount of claims and claim expenses associated with a reported claim, can range from nominal, to significant. These factors can impact the amount and timing of the claims and claim expenses to be recorded and accordingly, developing claim frequency information is highly subjective and is not prepared or utilized for internal purposes.

The Company's cumulative number of reported claims for the past ten years is zero.

NOTE 7. SHAREHOLDERS' EQUITY

The Company was incorporated with authorized capital of 120,000 common shares with a par value of \$1.00 divided into three separate classes: 60,000 Class A shares, 27,692 Class B (non-voting common) shares and 32,308 Class C shares. The amount paid in excess of the par value is shown as additional paid-in capital.

During 2023, the Company declared and paid a dividend of \$11.8 million and returned additional paid-in capital of \$3.8 million on a pro rata basis to its shareholders in cash.

During 2022, the Company declared and paid a dividend of \$13.0 million and returned additional paid-in capital of \$4.4 million on a pro rata basis to its shareholders in cash.

See "Note 13. Subsequent Events" for additional information related to a dividend subsequent to December 31, 2023.

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**NOTE 8. RELATED PARTY TRANSACTIONS AND MAJOR CUSTOMERS**

Amounts due to and from affiliates are non-interest bearing and payable on demand. Amounts due to and from State Farm under the stop-loss contract are non-interest bearing and payable in accordance with the terms of the underlying stop-loss contract.

*Reinsurance-Related Transactions*

The Company has in place a stop-loss contract with State Farm. See “Note 5. Reinsurance” for additional information related to the stop-loss contract.

*Other Items*

Under the terms of an Administration Agreement, Renaissance Underwriting Managers Ltd. (“RUM”) or related entities, provide all of the Company’s management, underwriting and administrative functions, and the Company reimburses RUM for its administrative services, office lease and other expenses at a fixed percentage of gross premiums written. For the year ended December 31, 2023, such costs and expenses incurred by the Company were \$3.4 million (2022 - \$2.4 million). At December 31, 2023, the Company had an outstanding payable to RUM of \$0.8 million (2022 - \$0.6 million).

*Major Customers*

During 2023, the Company received 86.7% (2022 - 100.0%) of its gross premiums written from three reinsurance brokers. Subsidiaries and affiliates of Aon plc, Marsh & McLennan Companies, Inc. and Arthur J. Gallagher accounted for approximately 66.3%, 16.7% and 3.7%, respectively, of the Company’s gross premiums written in 2023 (2022 - 89.1%, and 5.3% and 5.6%, respectively)

**NOTE 9. TAXATION**

Under current Bermuda law, the Company is not subject to any income or capital gains taxes in Bermuda. On December 27, 2023, the Corporate Income Tax Act 2023 (the “Act”) was signed into law and will apply a 15% corporate income tax to certain Bermuda businesses which are considered Bermuda Constituent Entities as defined in section 9 of the Act beginning in fiscal years that start on or after January 1, 2025. The Company does not currently meet the definition of Bermuda Constituent Entity, and is not expected to be a Bermuda Constituent Entity at any time in the foreseeable future. As such the Company is not expected to be subject to any income or capital gains taxes in Bermuda.

**NOTE 10. STATUTORY REQUIREMENTS**

*Bermuda Statutory Requirements*

The Company is subject to insurance laws and regulations in Bermuda. These regulations include certain restrictions on the amount of dividends or other distributions, such as loans or cash advances, available to shareholders without prior approval of the Bermuda Monetary Authority (“BMA”). The Company is required to prepare statutory financial statements.

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NOTE 10. STATUTORY REQUIREMENTS, cont'd.

Under the Insurance Act 1978 and related regulations (the "Insurance Act"), the Company is registered as a Class 3A insurer. Class 3A insurers are prohibited from declaring or paying any dividends if in breach of the required minimum solvency margin or minimum liquidity ratio or if the declaration or payment of such dividend would cause the insurer to fail to meet the required minimum solvency margin or minimum liquidity ratio. Where an insurer fails to meet its Relevant Margins on the last day of any financial year, it is prohibited from declaring or paying any dividends during the next financial year without the prior approval of the BMA. Further, Class 3A insurers are prohibited to declare or pay dividends over certain thresholds without the BMA's approval. These restrictions on declaring or paying dividends and distributions under the Insurance Act are in addition to the solvency requirements under the Companies Act 1981, amendments thereto of Bermuda (the "Companies Act") which apply to all Bermuda companies.

The Insurance Act requires that the Company's statutory assets exceed its statutory liabilities by an amount equal to or greater than the prescribed minimum solvency margin ("MSM"). The MSM is the greater of (i) \$1.0 million, (ii) 20% of the first \$6.0 million of net premiums written; if in excess of \$6.0 million, the figure is \$1.2 million plus 15% of net premiums written in excess of \$6.0 million, (iii) 15% of net aggregate loss and loss expense provisions and other insurance reserves, or (iv) 25% of the insurer's Enhanced Capital Requirement ("ECR"). The ECR is calculated by reference to the Bermuda Solvency Capital Requirement ("BSCR") model.

In addition, the Company is required to maintain available statutory economic capital and surplus at a level to meet its ECR. The BMA has also established a target capital level equal to 120% of the applicable ECR, which is not a required level of capital, but serves as an early warning tool to the BMA. The Company is currently completing its 2023 BSCR, which must be filed with the BMA on or before April 30, 2024, and at this time, the Company believes it will exceed the target capital level. The Company's 2022 BSCR was filed with the BMA on April 28, 2023 with a BSCR ratio of 246%.

The statutory capital and surplus and required minimum statutory capital and surplus of the Company are detailed below:

<b>At December 31,</b>	<b>2023</b>	<b>2022</b>
Statutory capital and surplus (1)	\$ 138,536	\$ 122,124
Required statutory capital and surplus (1)	\$ 12,908	\$ 13,121

(1) Statutory capital and surplus is based on the relevant insurer's statutory financial statements and required statutory capital and surplus is based on the minimum solvency margin.

Statutory capital includes \$75.0 million of letters of credit pledged by the Company's shareholders as other fixed capital. See "Note 12. Commitments and Contingencies" for additional information relating to the letters of credit pledged by the Company's shareholders.

NOTE 11. DERIVATIVE INSTRUMENTS

From time to time, the Company may enter into derivative instruments such as forward contracts primarily to manage its foreign currency exposure. The Company's derivative instruments can be exchange traded or over-the-counter, with over-the-counter derivatives generally traded under International Swaps and Derivatives Association master agreements, which establish the terms of the transactions entered into with the Company's derivative counterparties. In the event a party becomes insolvent or otherwise defaults on its obligations, a master agreement generally permits the non-defaulting party to accelerate and terminate all outstanding transactions and net the transactions' marked-to-market values so that a single sum in a single currency will be owed by, or owed to, the non-defaulting party. Effectively, this contractual close-out netting reduces credit exposure from gross to net exposure. Where the Company has entered into master netting agreements with counterparties, or the Company has the legal and



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NOTE 11. DERIVATIVE INSTRUMENTS, cont'd.

contractual right to offset positions, the derivative positions are generally netted by counterparty and are reported accordingly in other assets and other liabilities.

The Company is not aware of the existence of any credit-risk related contingent features that it believes would be triggered in its derivative instruments that are in a net liability position at December 31, 2023.

The tables below show the gross and net amounts of recognized derivative assets and liabilities at fair value, including the location on the balance sheets of the Company's principal derivative instruments:

Derivative Assets						
At December 31, 2023	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets Presented in the Balance Sheet	Balance Sheet Location	Collateral	Net Amount
Foreign currency forward contracts (1)	\$ 431	\$ —	\$ 431	Other assets	\$ —	\$ 431
Derivative Liabilities						
At December 31, 2023	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Balance Sheet	Net Amounts of Liabilities Presented in the Balance Sheet	Balance Sheet Location	Collateral Pledged	Net Amount
Foreign currency forward contracts	\$ 802	\$ —	\$ 802	Other liabilities	\$ —	\$ 802

(1) Contracts used to manage foreign currency risks in underwriting and non-investment operations.

Derivative Assets						
At December 31, 2022	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets Presented in the Balance Sheet	Balance Sheet Location	Collateral	Net Amount
Foreign currency forward contracts (1)	\$ 1	\$ —	\$ 1	Other assets	\$ —	\$ 1
Derivative Liabilities						
At December 31, 2022	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Balance Sheet	Net Amounts of Liabilities Presented in the Balance Sheet	Balance Sheet Location	Collateral Pledged	Net Amount
Foreign currency forward contracts (1)	\$ 89	\$ —	\$ 89	Other liabilities	\$ —	\$ 89

(1) Contracts used to manage foreign currency risks in underwriting and non-investment operations.

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NOTE 11. DERIVATIVE INSTRUMENTS, cont'd

The location and amount of the gain (loss) recognized in the Company's statements of operations related to the Company's principal derivative instruments are shown in the following table:

Year ended December 31,	Location of gain (loss) recognized on derivatives	Amount of gain (loss) recognized on derivatives	
		2023	2022
Foreign currency forward contracts	Net foreign exchange gains (losses)	\$ 1,241	\$ (2,103)

Foreign Currency Derivatives

The Company's functional currency is the U.S. dollar. The Company writes a portion of its business in currencies other than U.S. dollars and may, from time to time, experience foreign exchange gains and losses in the Company's financial statements. The impact of changes in exchange rates on the Company's assets and liabilities denominated in currencies other than the U.S. dollar, excluding non-monetary assets and liabilities, are recognized in the Company's statements of operations. Changes in the fair value of the Company's foreign currency derivatives are recognized in the statements of operations.

*Underwriting and Non-investments Operations Related Foreign Currency Contracts*

The Company's foreign currency policy with regard to its underwriting operations is generally to enter into foreign currency forward and option contracts for notional values that approximate the foreign currency liabilities, including claims and claim expense reserves and reinsurance balances payable, net of any cash, investments and receivables held in the respective foreign currency. The Company's use of foreign currency forward and option contracts is intended to minimize the effect of fluctuating foreign currencies on the value of non-U.S. dollar denominated assets and liabilities associated with its underwriting operations. The Company may determine not to match a portion of its projected underwriting related assets or liabilities with underlying foreign currency exposure with investments in the same currencies, which would increase its exposure to foreign currency fluctuations and potentially increase the impact and volatility of foreign exchange gains and losses on its results of operations. The fair value of the Company's underwriting operations related foreign currency contracts is determined using indicative pricing obtained from counterparties or broker quotes. At December 31, 2023, the Company had outstanding underwriting related foreign currency contracts of \$9.0 million in notional long positions and \$20.9 million in notional short positions, denominated in U.S. dollars (2022 - \$Nil and \$14.1 million, respectively).

NOTE 12. COMMITMENTS, CONTINGENCIES AND OTHER ITEMS

Concentration of Credit Risk

Instruments which potentially subject the Company to concentration of credit risk consist principally of investments, cash, premiums receivable and reinsurance balances. The Company limits the amount of credit exposure to any one financial institution and, except for U.S. treasuries, none of the Company's fixed-maturity and short-term investments exceeded 10% of shareholders' equity at December 31, 2023. See "Note 5. Reinsurance" for additional information with respect to reinsurance recoverable.

**TOP LAYER REINSURANCE LTD.**  
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(amounts in tables expressed in thousands of United States dollars)

NOTE 12. COMMITMENTS, CONTINGENCIES AND OTHER ITEMS, cont'd.

Letters of Credit and Other Commitments

The Company is the beneficiary of \$75.0 million of letters of credit issued on behalf of Renaissance Reinsurance and State Farm. These letters of credit can be drawn by the Company if a capital call resulting from a claim is not funded by either Renaissance Reinsurance or State Farm.

The Company is also the beneficiary of a \$100.0 million mandatory additional capital contribution agreement issued by Renaissance Reinsurance and State Farm. In the event that a loss reduces the Company's capital below a specified level, the Company can call on both Renaissance Reinsurance and State Farm to contribute additional capital as needed, up to a maximum of \$50.0 million each.

Indemnifications and Warranties

In the ordinary course of its business, the Company may enter into contracts or agreements that contain indemnifications or warranties. Future events could occur that lead to the execution of these provisions against the Company. Based on past experience, management currently believes that the likelihood of such an event is remote.

Legal Proceedings

The Company is subject to lawsuits and regulatory actions in the normal course of business that do not arise from or directly relate to claims on reinsurance treaties or contracts or direct surplus lines insurance policies. In the Company's industry, business litigation may involve allegations of underwriting or claims-handling errors or misconduct, regulatory actions or other disputes. The Company may also directly or indirectly be subject to claims litigation involving, among other things, disputed interpretations of policy coverages. In addition, the Company may from time to time engage in litigation or arbitration related to its claims for payment in respect of ceded reinsurance, including disputes that challenge the Company's ability to enforce its underwriting intent. Such matters could result, directly or indirectly, in providers of protection not meeting their obligations to the Company or not doing so on a timely basis. The Company may also be subject to other disputes from time to time, relating to operational or other matters distinct from insurance or reinsurance claims. Any litigation or arbitration, or regulatory process, contains an element of uncertainty, and the value of an exposure or a gain contingency related to a dispute is difficult to estimate. The Company believes that no individual litigation or arbitration to which it is presently a party is likely to have a material adverse effect on its financial condition, business or operations.

NOTE 13. SUBSEQUENT EVENTS

During February 2024, the Company declared and paid a cash dividend of \$33.5 million on a pro rata basis to its shareholders.

The Company has completed its subsequent events evaluation for the period subsequent to the balance sheet date of December 31, 2023, through April 18, 2024, the date the financial statements were available to be issued.