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# DELTA REPORT

## 10-K

OXBRU - OXBRIDGE RE HOLDINGS LTD

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	2135
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 CHANGES	8
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 DELETIONS	1837
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 ADDITIONS	290
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UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the Fiscal Year Ended December 31, 2022

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For The Transition Period From \_\_\_\_\_ To \_\_\_\_\_

Commission File Number 1-36346

## OXBRIDGE RE HOLDINGS LIMITED

(Exact name&gt;Description of registrant as specified in its charter)

Cayman Islands

98-1150254

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

Suite 201

42 Edward Street

P.O. Box 469

Grand Cayman, Cayman Islands

KY1-9006

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (345)749-7570

Securities Registered Pursuant to Under Section 12(b) of the Exchange Act:

Title of Each Class	Trading Symbols	Name of Each Exchange on Which Registered
Ordinary Shares, par value \$0.001 (USD) per share	OXBR	The NASDAQ Capital Market
Warrants	OXBRW	The NASDAQ Capital Market

Securities Registered Pursuant to Section 12(g) of the Exchange Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 12 of the Securities Act. Yes ☐ No ☒

☒ Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐ of 1934, as amended

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated Filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes ☐ No ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the voting common equity held by non-affiliates of the registrant was \$1,606,951 (based upon the quoted closing sale price per share of the registrant's ordinary shares on The NASDAQ Capital Market) on the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2022). For purposes of this calculation, the registrant has assumed that its directors and executive officers as of June 30, 2022 were affiliates.

As of **March 30, 2023** **December 31, 2023**, 5,866,234 ordinary shares, par value \$0.001 (USD) per share, were outstanding.

**Documents Incorporated by Reference:**

Information required by Part III is incorporated by reference from registrant's Proxy Statement for its 2023 annual meeting of stockholders or an amendment to this Annual Report on Form 10-K, which will be filed with the Securities and Exchange Commission within 120 days after the end of its fiscal year ended December 31, 2022.

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**SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS**

Unless the context dictates otherwise, references to “we,” “us,” “our,” “our company,” or “the Company” in this Annual Report on Form 10-K refer to Oxbridge Re Holdings Limited (the “Company,” “we,” “us,” and its wholly-owned subsidiaries, Oxbridge Reinsurance Limited and Oxbridge Re NS.

All statements in this Annual Report on Form 10-K, including in the section entitled “*Management’s Discussion and Analysis* “our”) *had two classes of Financial Condition and Results of Operations*” (refer to Part I, Item 7 of this Annual Report on Form 10-K), other than statements of historical fact, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, securities registered under Section 27A of the Securities Act of 1933, as amended, and Section 21E 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements generally are identified by the words such as “believe,” “project,” “predict,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from our historical results and the forward-looking statements and you should not place undue reliance on the forward-looking statements. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the section entitled “*Risk Factors*” (refer to Part I, Item 1A, of this Annual Report on Form 10-K). We undertake no obligation, other than imposed by law, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on the forward-looking statements which speak only to the dates on which they were made.

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**PART I**

**ITEM 1 BUSINESS**

**Overview**

We are a Cayman Islands specialty property and casualty reinsurer that provides reinsurance solutions through our reinsurance subsidiaries, Oxbridge Reinsurance Limited and Oxbridge Re NS. We focus on underwriting fully collateralized reinsurance contracts primarily for property and casualty insurance companies in the Gulf Coast region of the United States, with an emphasis on Florida. We specialize in underwriting medium frequency, high severity risks, where we believe sufficient data exists to analyze effectively the risk/return profile of reinsurance contracts. Oxbridge Re NS functions as a reinsurance sidecar which increases the underwriting capacity of Oxbridge Reinsurance Limited. Oxbridge Re NS issues participating notes to third party investors, the proceeds of which are utilized to collateralize Oxbridge Reinsurance Limited's reinsurance obligations.

We underwrite reinsurance contracts on a selective and opportunistic basis as opportunities arise based on our goal of achieving favorable long-term returns on equity for our shareholders. Our goal is to achieve long-term growth in book value per share by writing business that generates attractive underwriting profits relative to the risk we bear. Additionally, we intend to complement our underwriting profits with investment profits on an opportunistic basis.

Our underwriting business focus is on fully collateralized reinsurance contracts for property catastrophes, primarily in the Gulf Coast region of the United States. Within that market and risk category, we attempt to select the most economically attractive opportunities across a variety of property and casualty insurers. As we attempt to grow our capital base, we expect that we will consider growth opportunities in other geographic areas and risk categories.

Our level of profitability is primarily determined by how adequately our premiums assumed and investment income cover our costs and expenses, which consist primarily of acquisition costs and other underwriting expenses, claim payments and general and administrative expenses. One factor leading to variation in our operational results is the timing and magnitude of any follow-on offerings we undertake (if any), and issuance of participating notes to investors as we are able to deploy new capital to collateralize new reinsurance treaties and consequently, earn additional premium revenue. In addition, our results of operations may be seasonal in that hurricanes and other tropical storms typically occur during the period from June 1 through November 30. Further, our results of operations may be subject to significant variations due to factors affecting the property and casualty insurance industry in general, which include competition, legislation, regulation, general economic conditions, judicial trends, and fluctuations in interest rates and other changes in the investment environment.

Because we employ an opportunistic underwriting and investment philosophy, period-to-period comparisons of our underwriting results may not be meaningful. In addition, our historical investment results may not necessarily be indicative of future performance. Due to the nature of our reinsurance and investment strategies, our operating results will likely fluctuate from period to period.

Compared to most of our competitors, we are small and have low overhead expenses. We believe that our expense efficiency, agility and existing relationships support our competitive position and allows us to profitably participate in lines of business that fit within our strategy. Over time we expect our expense advantage could erode as the industry seeks to reduce frictional costs.

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### **Recent Developments**

#### **Formation of SurancePlus**

SurancePlus Inc., an indirect wholly-owned subsidiary of Oxbridge Re Holdings Limited, was incorporated as a British Virgin Islands Business Company on December 19, 2022 for the purposes of tokenizing reinsurance contracts underwritten by its affiliated licensed reinsurer, Oxbridge Re NS.

On March 27, 2023, the Company and SurancePlus Inc. (“SurancePlus”), issued a press release announcing the commencement of an offering by SurancePlus of up to \$5.0 million (USD) of DeltaCat Re Tokens (the “Tokens”), which represent Series DeltaCat Preferred Shares of SurancePlus (“Preferred Shares”, and together with the Tokens, the “Securities”). Each Token, which will have a purchase price of \$10.00 per Token, will represent one Preferred Share of SurancePlus.

The proceeds from the offer and sale of the Securities will be used by SurancePlus to purchase one or more participating notes of Oxbridge Re NS, and the proceeds from the sale of participating notes will be invested in collateralized reinsurance contracts to be underwritten by Oxbridge Re NS. The holders of the Securities will generally be entitled to proceeds from the payment of participating notes in the amount of a preferred return of \$12.00 plus 80% of any proceeds in excess of the amount necessary to pay the preferred return. Assuming no casualty losses to properties reinsured by Oxbridge Re’s reinsurance subsidiaries, DeltaCat Re token investors are expected to receive a return on the original purchase price of the tokens of up to 196% after 3 years.

The Securities have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state or other securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state or other securities laws. The Securities will be sold in a transaction exempt from registration under the Securities Act and will be sold only to persons reasonably believed to be accredited investors in the United States under SEC Rule 506(c) under the Securities Act and outside the United States only to non-U.S. persons in accordance with Regulation S under the Securities Act.

#### **ATM Facility**

On September 30, 2022, the Company entered into an Equity Distribution Agreement (the “Offering Agreement”) with Maxim Group LLC, as sales agent (the “Sales Agent”), pursuant to which the Company could offer and sell, from time to time, through the Sales Agent up to \$6,300,000 of the Company’s ordinary shares, \$0.001 par value (“Ordinary Shares”). The expiration date of the Offering Agreement is the earlier of (i) the issuance and sale of the Ordinary Shares having an aggregate offering price equal to \$6,300,000, or (ii) the termination of the Offering Agreement by either the Sales Agent or the Company, in each such party’s sole discretion, upon the provision of thirty (30) days’ written notice. The Company will pay the Sales Agent a commission equal to 3.0% of the gross proceeds of the Ordinary Shares sold by the Sales Agent pursuant to the Offering Agreement.

Sales of the Ordinary Shares under the Offering Agreement, if any, may be made in transactions that are deemed to be “at-the-market” offerings as defined in Rule 415 under the Securities Act of 1933, as amended, including without limitation sales made directly on or through the Nasdaq Capital Market or any other existing trading market for the Ordinary Shares. The Sales Agent will use commercially reasonable efforts consistent with its normal trading and sales practices to sell the Ordinary Shares from time to time, based upon instructions from the Company (including any price, time or amount limits the Company may impose). The Company is not obligated to make any sales under the Offering Agreement.

The Ordinary Shares were registered pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-262590) (the “Registration Statement”), and offerings of the Ordinary Shares will be made only by means of a prospectus supplement.

#### **Oxbridge Acquisition Corp.**

On August 16, 2021, Oxbridge Acquisition Corp. (“Oxbridge Acquisition” or “the SPAC”), a Cayman Islands special purpose acquisition company in which the Company has an indirect investment through its wholly-owned licensed reinsurance subsidiary Oxbridge Reinsurance Limited (“OXRE”), announced the closing of an initial public offering of units (“Units”). In the initial public offering, Oxbridge Acquisition sold an aggregate of 11,500,000 Units at a price of \$10.00 per unit, resulting in total gross proceeds of \$115,000,000. Each Unit consisted of one Class A ordinary share and one redeemable warrant, with each warrant entitling the holder thereof to purchase one Class A ordinary share of Oxbridge Acquisition at a price of \$11.50 per share.

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The initial public offering of Oxbridge Acquisition was sponsored by OAC Sponsor Ltd. (“Sponsor”). In connection with Oxbridge Acquisition’s initial public offering, Sponsor purchased from Oxbridge Acquisition, simultaneous with the closing of the initial public offering, an aggregate of 4,897,500 warrants at a price of \$1.00 per warrant (\$4,897,500 in the aggregate) in a private placement (the “Private Placement Warrants”). Each Private Placement Warrant is exercisable to purchase one Class A ordinary share of Oxbridge Acquisition at \$11.50 per share. In addition, Sponsor holds 2,875,000 shares of the Class B ordinary shares of Oxbridge Acquisition, representing 20% of the outstanding shares of Oxbridge Acquisition (the “Class B Shares”).

In connection with the organization of Sponsor, OXRE placed approximately 34.7% of the risk capital and owns approximately 49.6% and 63.1% of the ordinary shares and preferred shares, respectively, of the Sponsor (the “Sponsor Equity Interest”). The preferred shares of Sponsor are nonvoting shares and generally entitle the holders thereof to receive the net proceeds, if any, received by Sponsor from the sale, exchange, or disposition of the Private Placement Warrants or the shares issuable upon the exercise thereof, and the ordinary shares of Sponsor (which are voting shares in Sponsor) will generally be equivalent to the value of the Class B Shares of Oxbridge Acquisition held by Sponsor.

On August 11, 2021, OXRE entered into a Share Purchase Agreement with Sponsor (the “Initial Share Purchase Agreement”) under which OXRE purchased the Sponsor Equity Interest for an aggregate purchase price of \$2,000,000. Under the Initial Share Purchase Agreement, OXRE acquired an aggregate of 1,500,000 ordinary shares and 3,094,999 preferred shares of Sponsor.

On November 14, 2022, OXRE entered into a Second Share Purchase Agreement with Sponsor (the “Second Share Purchase Agreement”) under which OXRE acquired an additional 285,000 ordinary shares of Sponsor for an aggregate purchase price of \$285,000.

In addition to the foregoing, the Initial Share Purchase Agreement and the Second Share Purchase Agreement contains customary representations, warranties, and covenants.

On November 9, 2022, Oxbridge Acquisition held an extraordinary general meeting (the “EGM”) of shareholders. At the EGM, Oxbridge Acquisition’s shareholders were presented the proposals to extend the date by which Oxbridge Acquisition must consummate a business combination from November 16, 2022 to August 16, 2023 (or such earlier date as determined by Oxbridge Acquisition’s Board) by amending Oxbridge Acquisition’s Amended and Restated Memorandum and Articles of Association (the “Extension Amendment Proposal”). The Extension Amendment Proposal to amend Oxbridge Acquisition’s Amended and Restated Memorandum and Articles of Association (“Charter Amendment”) was approved.

In connection with the Extension Amendment Proposal, the Sponsor has agreed to contribute to Oxbridge Acquisition a loan of \$575,000 (the “Extension Loan”), to be deposited into Oxbridge Acquisition’s Trust Account to extend the Termination Date from November 16, 2022 to August 16, 2023. On November 14, 2022, the Company subscribed for additional ordinary shares in the Sponsor for an amount of \$285,000, representing the Company’s pro-rata portion of the Extension Loan. As such, the Company’s Sponsor Equity Interest remained at approximately 49.6% and 63.1% of the ordinary shares and preferred shares, respectively, of the Sponsor.

On February 28, 2023, the Company announced in a press release that Oxbridge Acquisition filed a Current Report on Form 8-K with the Securities and Exchange Commission in connection with Oxbridge Acquisition’s business combination with Jet Token Inc. (“Jet”), a Delaware based company. Upon the closing of the transaction, the combined company will be named Jet.AI Inc. Jet offers fractional aircraft ownership, jet card, aircraft brokerage and charter service through its fleet of private aircraft and those of Jet’s Argus Platinum operating partner. Jet’s charter app enables travelers to look, book and fly. The funding and capital markets access from this transaction is expected to enable Jet to continue its growth strategy of AI software development and fleet expansion. The business combination is expected to be completed late in the second quarter of 2023.

The Company’s wholly-owned licensed reinsurance subsidiary, Oxbridge Reinsurance Limited (“Oxbridge Reinsurance”), is the lead investor in Oxbridge Acquisition’s sponsor and holds the equivalent of 1,426,180 Class B shares, which at closing of the business combination will have a value of \$14,261,800. This does not include the value of the 3,094,999 private placement warrants that the Company beneficially holds in Oxbridge Acquisition.

### **Our Business Strategy**

Our goal is to achieve attractive risk-adjusted returns for our shareholders through the prudent management of underwriting and investments risks relative to our capital base. To achieve this objective, the following are the principal elements of our business strategy.



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- **Maintain a Commitment to Disciplined Underwriting.** We employ a disciplined and data-driven underwriting approach to select a diversified portfolio of risks that we believe will generate an attractive return to our shareholders over the long term. Neither our underwriting nor our investment strategies are designed to generate smooth or predictable quarterly earnings, but rather to optimize growth in book value per share over the long term.
- **Focus on Risk Management.** We treat risk management as an integral part of our underwriting and business management processes. All of our reinsurance contracts contain loss limitation provisions that limit our losses to the value of the assets collateralizing our reinsurance contracts.
- **Deployment of Capital.** In order to eliminate the possibility of complete losses, we intend to place only a portion of our total capital at risk in any single year. This means that we expect lower returns than some of our competitors in years where there are lower than average catastrophe losses but that our capital will not be completely eroded in the event of multiple large losses.
- **Take Advantage of Market Opportunities.** Although our business is initially focused on catastrophe coverage for Gulf Coast insurers we intend to continuously evaluate various market opportunities in which our business may be strategically or financially expanded or enhanced in the future. Such opportunities could take the form of investing into related party special purpose acquisition companies, further diversifying our business into other geographic or market areas, which could include quota share reinsurance contracts, joint ventures, renewal rights transactions, corporate acquisitions of other insurers or reinsurers, spinoffs, mergers or the formation of insurance or reinsurance platforms in new markets.

We believe the environment in the reinsurance and insurance markets will continue to produce opportunities for us, either through organic expansion, through acquisitions, or a combination of both.

## **The Reinsurance Industry**

### **General**

Reinsurance is an arrangement in which an insurance company, referred to as the reinsurer, agrees to assume from another insurance company, referred to as the ceding company or cedant, all or a portion of the insurance risks that the ceding company has underwritten under one or more insurance contracts. In return, the reinsurer receives a premium for the insured risks that it assumes from the ceding company, although reinsurance does not discharge the ceding company from its liabilities to policyholders. It is standard industry practice for primary insurers to reinsure portions of their insurance risks with other insurance companies under reinsurance agreements or contracts. This permits primary insurers to underwrite policies in amounts larger than the risks they are willing to retain. Reinsurance is generally designed to:

- Reduce the ceding company's net liability on individual risks, thereby assisting it in managing its risk profile and increasing its capacity to underwrite business as well as increasing the limit to which it can underwrite on a single risk;
- assist the ceding company in meeting applicable regulatory and rating agency capital requirements;
- assist the ceding company in reducing the short-term financial impact of sales and other acquisition costs; and
- enhance the ceding company's financial strength and statutory capital.

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When reinsurance companies purchase reinsurance to cover their own risks assumed from ceding companies, this is known as retrocessional reinsurance. Reinsurance or retrocessional reinsurance can benefit a ceding company or reinsuring company, referred to herein as a “retrocedant,” as applicable, in various ways, such as by reducing exposure to individual risks and by providing catastrophe protection from larger or multiple losses. Like ceding companies, retrocedants can use retrocessional reinsurance to manage their overall risk profile or to create additional underwriting capacity, allowing them to accept larger risks or to write more business than would otherwise be possible, absent an increase in their capital or surplus.

Reinsurance contracts do not discharge ceding companies from their obligations to policyholders. Ceding companies therefore generally require their reinsurers to have, and to maintain, either a strong financial strength rating or security, in the form of collateral, as assurance that their claims will be paid.

Insurers generally purchase multiple tranches of reinsurance protection above an initial retention elected by the insurer. The amount of reinsurance protection purchased by an insurer is typically determined by the insurer through both quantitative and qualitative methods. In the event of losses, the amount of loss that exceeds the amount of reinsurance protection purchased is retained by the insurer.

As a program is constructed from the ground up, each tranche added generally has a lower probability of loss than the prior tranche and therefore is generally subject to a lower reinsurance premium charged for the reinsurance protection purchased. Insurer catastrophe programs are typically supported by multiple reinsurers per program.

Reinsurance brokers play an important role in the reinsurance market. Brokers are intermediaries that assist the ceding company in structuring a particular reinsurance program and in negotiating and placing risks with third-party reinsurers. In this capacity, the broker is selected and retained by the ceding company on a contract-by-contract basis, rather than by the reinsurer. Though brokers are not parties to reinsurance contracts, reinsurers generally receive premium payments from brokers rather than ceding companies, and reinsurers that do not provide collateralized reinsurance are frequently required to pay amounts owed on claims under their policies to brokers. These brokers, in turn, pay these amounts to the ceding companies that have reinsured a portion of their liabilities with reinsurers.

### ***Types of Reinsurance Contracts***

Property reinsurance products are often written in the form of treaty reinsurance contracts, which are contractual arrangements that provide for the automatic reinsurance of a type or category of risk underwritten. Treaty reinsurance premiums, which are typically due in installments, are a function of the number and type of contracts written, as well as prevailing market prices. The timing of premiums written varies by line of business. The majority of property catastrophe business is written at the January and June annual renewal periods, depending on the type and location of the risks covered. Most hurricane and wind-storm coverage, particularly in the Gulf Coast region of the United States, is written at the June annual renewal periods.

Property catastrophe reinsurance contracts are typically “all risk” in nature, providing protection to the ceding company against losses from hurricanes and other natural and man-made catastrophes such as floods, earthquakes, tornadoes, storms and fires, referred to herein collectively as “perils.” The predominant exposures covered by these contracts are losses stemming from property damage and business interruption resulting from a covered peril. Coverage can also vary from “all natural” perils, which is the most expansive form, to more limited types such as windstorm-only coverage.

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Property catastrophe reinsurance contracts are typically written on an “excess-of-loss” basis, which provides coverage to the ceding company when aggregate claims and claim expenses from a single occurrence for a covered peril exceed an amount that is specified in a particular contract. The coverage provided under excess-of-loss reinsurance contracts may be on a worldwide basis or may be limited in scope to specific regions or geographical areas. Under these contracts, protection is provided to an insurer for a portion of the total losses in excess of a specified loss amount, up to a maximum amount per loss specified in the contract.

Excess-of-loss contracts are typically written on a losses-occurring basis, which means that they cover losses that occur during the contract term, regardless of when the underlying policies came into force. Premiums from excess-of-loss contracts are earned ratably over the contract term, which is ordinarily 12 months. Most excess-of-loss contracts provide for a reinstatement of coverage following a covered loss event in return for an additional premium.

### **Our Reinsurance Contracts and Products**

We write primarily property catastrophe reinsurance. We currently expect that substantially all of the reinsurance products we write in the foreseeable future will be in the form of treaty reinsurance contracts. When we write treaty reinsurance contracts, we do not evaluate separately each of the individual risks assumed under the contracts and are therefore largely dependent on the individual underwriting decisions made by the cedant. Accordingly, as part of our initial review and renewal process, we carefully review and analyze the cedant’s risk management and underwriting practices in evaluating whether to provide treaty reinsurance and in appropriately pricing the treaty.

Our portfolio of business continues to be characterized by relatively large transactions with a relatively few number of cedants. We anticipate that our business will continue to be characterized by a relatively small number of reinsurance contracts for the foreseeable future.

Our contracts are written on an excess-of-loss basis, generally with a per-event cap. We generally receive the premium for the risk assumed and indemnify the cedant against all or a specified portion of losses and expenses in excess of a specified dollar or percentage amount. Our contracts are generally both single-year or multi-year contracts and our policy years generally commence on June 1 of each year and end on May 31 of the following year.

The bulk of our portfolio of risks is assumed pursuant to traditional reinsurance contracts. However, from time to time we take underwriting risk by purchasing a catastrophe-linked bond, or via a transaction booked as an industry loss warranty (as described below) or an indemnity swap. An indemnity swap is an agreement which provides for the exchange between two parties of different portfolios of catastrophe exposure with similar expected loss characteristics (for example, U.S. earthquake exposure for Asian earthquake exposure).

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We believe our most attractive near-term opportunity is in property catastrophe reinsurance coverage for insurance companies. In addition to seeking profitable pricing, we manage our risks with contractual limits on our exposure. Property catastrophe reinsurance contracts are typically “all risk” in nature, meaning that they protect against losses from earthquakes and hurricanes, as well as other natural and man-made catastrophes such as tornados, fires, winter storms, and floods (where the contract specifically provides for such coverage). Losses on these contracts typically stem from direct property damage and business interruption. We generally write property catastrophe reinsurance on an excess-of-loss basis. These contracts typically cover only specific regions or geographical areas.

We are not licensed or admitted as an insurer in any jurisdiction other than the Cayman Islands. In addition, we do not have a financial rating and do not expect to have one in the near future. Many jurisdictions such as the United States do not permit clients to take credit for reinsurance on their statutory financial statements if such reinsurance is obtained from unlicensed or non-admitted insurers without appropriate collateral. As a result, we anticipate that all of our clients will require us to fully collateralize the reinsurance contracts we bind with them. Each of our contracts are fully collateralized and separately structured, with our liability being limited to the value of the assets held in the trust. We are generally not required to top-up the value of the assets held as collateral in respect of a particular reinsurance agreement, unless such collateral is subject to market risk. For each reinsurance agreement, a reinsurance trust is established in favor of the cedant, and the trustee of the reinsurance trust is a large bank that is agreed upon by our company and the cedant.

The premium for the contract is ordinarily deposited into the trust, together with additional capital from our company, up to the coverage limit. Each reinsurance contract contains express limited recourse language to the effect that the liabilities of the relevant reinsurance contract are limited to the realizable value of the collateral held in respect of that contract. Upon the expiration of the reinsurance contract, the assets of the trust net of insured losses and other expenses are transferred to our company.

### **Underwriting and Retrocessional Coverage**

Most of our reinsurance contracts have other reinsurers participating as lead underwriters, and these lead underwriters generally set the premium for the risk. We follow the premium pricing of the lead underwriters in most cases subject to the guidance of the Underwriting Committee of our Board of Directors. Each quarter, our Board of Directors will set parameters for the maximum level of capital to be deployed for the quarter and the expected premium and risk profile that each of our contracts must meet.

### **Marketing and Distribution**

We expect that, in the future, the majority of our business will be sourced through reinsurance brokers. Brokerage distribution channels provide us with access to an efficient, variable distribution system without the significant time and expense that would be incurred in creating an in-house marketing and distribution network. Reinsurance brokers receive a brokerage commission that is usually a percentage of gross premiums written.

We intend to build relationships with global reinsurance brokers and captive insurance companies located in the Cayman Islands. Our management team has significant relationships with most of the primary and specialty broker intermediaries in the reinsurance marketplace in our target market. We believe that maintaining close relationships with brokers will give us access to a broad range of reinsurance clients and opportunities.

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Brokers do not have the authority to bind us to any reinsurance contract. We review and approve all contract submissions in our corporate offices located in the Cayman Islands. From time to time, we may also enter into relationships with managing general agents who could bind us to reinsurance contracts based on narrowly defined underwriting guidelines.

### **Investment Strategy**

Our Company takes an opportunistic approach with respect to investment income, and intend to increase shareholder value through supplemental investment income when favorable opportunities are available. The Company, from time to time, and dependent upon favorable investment conditions and our investment guidelines, may invest in real estate and other ventures that have the potential to increase shareholder value. Through its reinsurance subsidiaries, the Company has made and intend to make future investments that can contribute to the growth of capital and surplus in its licensed reinsurance subsidiaries over time.

Some of our company's capital is held in trust accounts that collateralize the reinsurance policies that we write. The investment parameters for capital held in such trust accounts are generally established by the cedant for the relevant policy. Currently, all amounts held in trust accounts are in cash and cash equivalents.

Our Board of Directors periodically reviews our investment policy and returns.

### **Claims Management**

Claims are managed internally by the company's management team. Management reviews and responds to initial loss reports, administers claims databases, determines whether further investigation is required and where appropriate, retains outside claims counsel, establishes case reserves and approves claims for payment. In addition, we may conduct audits of any significant client throughout the year, and in the process, evaluate our clients' claims handling abilities, reserving philosophies, loss notification processes and the overall quality of our clients' performance.

Upon receipt, claims notices are recorded within our underwriting, financial and claims systems. When we are notified of insured losses or discover potential losses as part of our claims' audits, we record a case reserve as appropriate for the estimated amount of the exposure at that time. The estimate reflects the judgment of management based on general reserving practices, the experience and knowledge of the manager regarding the nature of the specific claim and, where appropriate, advice of outside counsel. Reserves are also established to provide for the estimated expense of settling claims, including legal and other fees and the general expenses of administering the claims adjustment process.

### **Loss Reserves**

Loss reserves represent estimates, including actuarial and statistical projections at a given point in time, of the ultimate settlement and administration costs of claims incurred (including claims incurred but not reported ("IBNR")). Estimates are not precise in that, among other things, they are based on predictions of future developments and estimates of future trends in claims severity and frequency and other variable factors such as inflation. It is likely that the ultimate liability will be greater or less than such estimates and that, at times, this variance will be material.

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For our property and other catastrophe policies, we initially establish our loss reserves based on loss payments and case reserves reported by ceding companies. As we are not the only reinsurer on most contracts, the lead reinsurer will set the loss amount estimates for the contract and the cedant will have the ability to pay for case losses consistent with that amount on our pro-rata share of the contract.

We then add to these case reserves our estimates for IBNR. To establish our IBNR estimates, in addition to the loss information and estimates communicated by cedants, we also use the services of an independent actuary. We may also use our computer-based vendor and proprietary modeling systems to measure and estimate loss exposure under the actual event scenario, if available. Although the loss modeling systems assist with the analysis of the underlying loss, and provide us with information and the ability to perform an enhanced analysis, the estimation of claims resulting from catastrophic events is inherently difficult because of the variability and uncertainty of property catastrophe claims and the unique characteristics of each loss.

If IBNR estimates are made, we assess the validity of the assumptions we use in the reserving process on a quarterly basis during an internal review process. During this process actuaries verify that the assumptions we have made continue to form what they consider to be a sound basis for projection of future liabilities.

Although we believe that we are prudent in our assumptions and methodologies, we cannot be certain that our ultimate payments will not vary, perhaps materially, from the estimates we have made. If we determine that adjustments to an earlier estimate are appropriate, such adjustments are recorded in the quarter in which they are identified. The establishment of new reserves, or the adjustment of reserves for reported claims, could result in significant upward or downward changes to our financial condition or results of operations in any particular period. We regularly review and update these estimates, using the most current information available to us.

Our estimates are reviewed quarterly by an independent actuary in order to provide additional insight into the reasonableness of our loss reserves.

### **Competition**

The reinsurance industry is highly competitive. We expect to compete with major reinsurers, most of which are well established with significant operating histories, strong financial strength ratings and long-standing client relationships.

Our competitors include Sirius Point Ltd., Blue Capital Reinsurance Holdings Ltd., ACE Ltd., Everest Re, General Re Corporation, Hannover Re Group, Munich Reinsurance Company, Partner Re Ltd., Swiss Reinsurance Company, Transatlantic Reinsurance Company, Berkshire Hathaway, PartnerRe Ltd, Aeolus, and Nephila. Although we seek to provide coverage where capacity and alternatives are limited, we directly compete with these larger companies due to the breadth of their coverage across the property and casualty market in substantially all lines of business. We also compete with smaller companies and other niche reinsurers from time to time.

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While we have a limited operating history, we believe that our unique approach to multi-year underwriting will allow us to be successful in underwriting transactions against more established competitors.

### **Employees**

As of March 30, 2023, we had four employees, all of which were full-time. We believe that our relations with our employees are good. None of our employees are subject to collective bargaining agreements, and we are not aware of any current efforts to implement such agreements. We believe that we will continue to have relatively few employees and intend to outsource some functions to specialist firms in the Cayman Islands if and when we determine that such functions are necessary. We intend to use the expertise of our Board of Directors and where necessary, external consultants to provide any other service we may require from time to time.

### **Legal Proceedings**

We are not currently involved in any litigation or arbitration. We anticipate that, similar to the rest of the insurance and reinsurance industry, we will be subject to litigation and arbitration in the ordinary course of business.

### **Regulation and Capital Requirements**

Our wholly-owned subsidiaries, Oxbridge Reinsurance Limited and Oxbridge Re NS, each holds a Class C Insurer's License issued in accordance with the terms of the Insurance Law (as revised) of the Cayman Islands (the "Law"), and is subject to regulation by the Cayman Islands Monetary Authority ("CIMA"), in terms of the Law. As the holder of a Class C Insurer's License, Oxbridge Reinsurance Limited and Oxbridge Re NS are permitted to undertake insurance business approved by CIMA.

Oxbridge Reinsurance Limited and Oxbridge Re NS are subject to minimum capital and surplus requirements, and our failure to meet these requirements could subject us to regulatory action. Pursuant to The Insurance (Capital and Solvency) (Classes B, C and D Insurers) Regulations, 2012 (the "Capital and Solvency Regulations") published under the Law, Oxbridge Reinsurance Limited and Oxbridge Re NS are required to maintain the statutory minimum capital requirement (as defined under the Capital and Solvency Regulations) of \$500 and prescribed capital requirement (as defined under the Capital and Solvency Regulations) of \$500, and a minimum margin of solvency equal to or in excess of the total prescribed capital requirement. Any failure to meet the applicable requirements or minimum statutory capital requirements could subject us to further examination or corrective action by CIMA, including restrictions on dividend payments, limitations on our writing of additional business or engaging in finance activities, supervision or liquidation.

CIMA may at any time direct Oxbridge Reinsurance Limited and Oxbridge Re NS, in relation to a policy, a line of business or the entire business, to cease or refrain from committing an act or pursuing a course of conduct and to perform such acts as in the opinion of CIMA are necessary to remedy or ameliorate the situation. See the discussion in "Risk Factors" under the heading "*Any suspension or revocation of our reinsurance license would materially impact our ability to do business and implement our business strategy*" for more information.

In addition, as a Cayman Islands exempted company, we may not carry on business or trade locally in the Cayman Islands except in furtherance of our business outside the Cayman Islands, and we are prohibited from soliciting the public of the Cayman Islands to subscribe for any of our securities or debt. We are further required to file a return with the Registrar of Companies in January of each year and to pay an annual registration fee at that time.

The Cayman Islands has no exchange controls restricting dealings in currencies or securities.

### **Available Information**

Our website is located at [www.oxbridgere.com](http://www.oxbridgere.com). Copies of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available, free of charge, on our website as soon as reasonably practicable after we file such material electronically with or furnish it to the Securities and Exchange Commission (the "SEC"). The SEC also maintains a website that contains our SEC filings. The address of the SEC's website is [www.sec.gov](http://www.sec.gov).

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### Summary of Risk Factors

Our business is subject to numerous risks and uncertainties, including those highlighted in the section titled “Risk Factors,” that represent challenges that we face in connection with the successful implementation of our strategy. The occurrence of one or more of the events or circumstances described in the section titled “Risk Factors,” alone or in combination with other events or circumstances may have an adverse effect on our business, cash flows, financial condition and results of operations. In that case, the market price of our securities could decline, and you may lose some or all of your investment. Such risks include, but are not limited to:

- We have made a significant investment in the sponsor of a blank check company commonly referred to as a special purpose acquisition company (“SPAC”), and will suffer the loss of all of our investment if the SPAC does not complete an acquisition by August 16, 2023.
- Our use of fair value accounting of our indirect investment in the SPAC could result in income statement volatility.
- Failure to become rated by A.M. Best, or receipt of a negative rating, could significantly and negatively affect our ability to grow.
- Established competitors with greater resources may make it difficult for us to effectively market our products or offer our products at a profit.
- If actual renewals of our existing contracts do not meet expectations, our premiums assumed in future years and our future results of operations could be materially adversely affected.
- Reputation is an important factor in the reinsurance industry, and our lack of an established reputation may make it difficult for us to attract or retain business.
- If our losses and loss adjustment expenses greatly exceed our loss reserves, our financial condition may be significantly and negatively affected.
- The property and casualty reinsurance market may be affected by cyclical trends and over-supply.
- Our property and property catastrophe reinsurance operations will make us vulnerable to losses from catastrophes and may cause our results of operations to vary significantly from period to period.
- We could face unanticipated losses from war, terrorism, and political unrest, and these or other unanticipated losses could have a material adverse effect on our financial condition and results of operations.
- We depend on our clients’ evaluations of the risks associated with their insurance underwriting, which may subject us to reinsurance losses.
- Changing climate conditions may adversely affect our financial condition, profitability or cash flows.
- Operational risks, including human or systems failures, are inherent in our business.
- The effect of emerging claim and coverage issues on our business is uncertain
- We are required to maintain sufficient collateral accounts, which could significantly and negatively affect our ability to implement our business strategy.
- The inability to obtain business provided from brokers could adversely affect our business strategy and results of operations.
- The involvement of reinsurance brokers may subject us to their credit risk.
- We may be unable to purchase reinsurance for the liabilities we reinsure, and if we successfully purchase such reinsurance, we may be unable to collect, which could adversely affect our business, financial condition and results of operations.
- U.S. and global economic downturns could harm our business, our liquidity and financial condition and the price of our securities.
- Our ability to implement our business strategy could be delayed or adversely affected by Cayman Islands employment restrictions.



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- Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.
- If we lose or are unable to retain our senior management and other key personnel and are unable to attract qualified personnel, our ability to implement our business strategy could be delayed or hindered, which, in turn, could significantly and negatively affect our business.
- There are differences under Cayman Islands corporate law and Delaware corporate law with respect to interested party transactions which may benefit certain of our shareholders at the expense of other shareholders.
- Any suspension or revocation of our reinsurance license would materially impact our ability to do business and implement our business strategy.
- Our reinsurance subsidiaries are subject to minimum capital and surplus requirements, and our failure to meet these requirements could subject us to regulatory action.
- As a holding company, we will depend on the ability of our subsidiaries to pay dividends.
- We are subject to the risk of possibly becoming an investment company under U.S. federal securities law.
- Insurance regulations to which we are, or may become, subject, and potential changes thereto, could have a significant and negative effect on our business.
- We will likely be exposed to credit risk due to the possibility that counterparties may default on their obligations to us.
- Provisions of our Third Amended and Restated Memorandum and Articles of Association (“Articles”) could adversely affect the value of our securities.
- Provisions of the Companies Law of the Cayman Islands could prevent a merger or takeover of our company.
- Holders of our securities may have difficulty obtaining or enforcing a judgment against us, and they may face difficulties in protecting their interests because we are incorporated under Cayman Islands law.
- Provisions of our Articles may reallocate the voting power of our ordinary shares.
- We do not currently have an effective registration statement registering the issuance of the shares underlying our publicly traded warrants, and therefore you may not be able to exercise the warrants in a cash exercise.
- We may become subject to taxation in the Cayman Islands which would negatively affect our results.
- We may be subject to United States federal income taxation.
- We may be treated as a PFIC, in which case a U.S. holder of our ordinary shares should be subject to disadvantageous rules under U.S. federal income tax laws. We may be treated as a CFC and may be subject to the rules for related person insurance income, and in either case this may subject a U.S. holder of our ordinary shares to disadvantageous rules under U.S. federal income tax laws.
- United States tax-exempt organizations who own ordinary shares may recognize unrelated business taxable income.
- Changes in United States tax laws may be retroactive and could subject us, and/or United States persons who own ordinary shares to United States income taxation on our undistributed earnings.
- We do not intend to resume paying cash dividends in the foreseeable future.

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**ITEM 1A RISK FACTORS**

**Risks Relating to Our Business**

**We have made a significant investment in the sponsor of a blank check company commonly referred to as a special purpose acquisition company (“SPAC”), and will suffer the loss of all of our investment if the SPAC does not complete an acquisition by August 16, 2023**

In August 2021, we made an investment of \$2,000,000 in OAC Sponsor Ltd (“Sponsor”), that served as the sponsor of Oxbridge Acquisition Corp., a special purpose acquisition company (“Oxbridge Acquisition”). The investment was made to fund, in part, Sponsor’s purchase of private placement warrants of Oxbridge Acquisition as a part of the sponsorship of Oxbridge Acquisition. Prior to a business combination by Oxbridge Acquisition, Sponsor holds 100% of the shares of Class B ordinary shares and 4,897,500 Private Placement Warrants of Oxbridge Acquisition. The Class B shares equal approximately 20% of the outstanding common stock of Oxbridge Acquisition.

On November 14, 2022, we made an additional investment of \$285,000 in connection with the SPAC’s deadline extension to August 16, 2023.

The Company owns approximately 49.6% and 63.1% of the ordinary shares and preferred shares, respectively, of the Sponsor (the “Sponsor Equity Interest”). The preferred shares of Sponsor are nonvoting shares and entitle the holders thereof to receive the net proceeds, if any, received by Sponsor from the sale, exchange, or disposition of the Private Placement Warrants or the shares issuable upon the exercise thereof, and the ordinary shares of Sponsor (which are voting shares in Sponsor) are equivalent to the value of the Class B Shares of Oxbridge Acquisition held by Sponsor. Upon the successful completion of a business combination by Oxbridge Acquisition, the proforma ownership of the new company will vary depending on the business combination terms.

Although Oxbridge Acquisition entered into a Business Combination Agreement and Plan of Reorganization on February 24, 2023 with Jet Token, Inc. that contemplates a business combination transaction with Jet Token, Inc., there is no assurance that Oxbridge Acquisition will be successful in completing such a business combination or that any business combination will be successful. The Company can lose its entire investment in Sponsor if the contemplated business combination is not completed by August 16, 2023 or if the business combination is not successful, which would materially adversely impact our shareholder value.

**Our use of fair value accounting of our indirect investment in Oxbridge Acquisition could result in income statement volatility, which in turn, could cause significant market price and trading volume fluctuations for our securities.**

Our beneficial interests in Oxbridge Acquisition’s Class B shares and Private Placement Warrants are recorded at fair value with changes in fair value being recorded in the consolidated statement of operations during the period of change. The Company’s management makes a significant judgment and assumption that a business combination is more than likely to occur. The fair value calculation of the Company’s beneficial interest in OXAC’s Class B shares and Private Placement Warrants is dependent on company-specific adjustments applied to the observable trading prices of OXAC Class A shares and public warrants. At December 31, 2022, the Company relied on an independent valuation specialist who estimates that a specific discount of 25.11% sufficiently captures the risk or profit that a market participant would require as compensation for assuming the inherent risk of forfeiture if a business combination does not occur and the lack of marketability of the Company’s beneficial interests in the OXAC. The Company classifies the investment in Oxbridge Acquisition as Level 3 in the fair value hierarchy due to the unobservable input of the company-specific adjustment. However, the Company can lose its entire investment if a business combination is not completed by August 16, 2023 or if the business combination is not successful. Additionally, the fair value of the investment must be remeasured quarterly. Because of this, our earnings may experience greater volatility in the future as a decline in the fair value of our investment in Oxbridge Acquisition could significantly reduce both our earnings and shareholders’ equity, which in turn, could cause significant market price and trading volume fluctuations for our securities.

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**We will need additional capital in the future in order to grow and operate our business. Such capital may not be available to us or may not be available to us on favorable terms. Furthermore, our raising additional capital could dilute your ownership interest in our company.**

We expect that we will need to raise additional capital in the future through public or private equity or debt offerings or otherwise in order to:

- further capitalize our reinsurance subsidiaries and implement our growth strategy;
- fund liquidity needs caused by underwriting or investment losses;
- replace capital lost in the event of significant reinsurance losses or adverse reserve developments;
- meet applicable statutory jurisdiction requirements; and/or
- respond to competitive pressures.

Additional capital may not be available on terms favorable to us, or at all. Further, any additional capital raised through the sale of equity could dilute your ownership interest in our company and may cause the market price of — our ordinary shares and warrants to decline. Additional capital raised through the issuance of debt may result in creditors having rights, preferences and privileges senior or otherwise superior to those purchase ordinary shares.

The following description of our ordinary shares capital stock is a summary and warrants.

**Our results of operations will fluctuate from period to period and may does not be indicative of our long-term prospects.**

We anticipate that the performance of our reinsurance operations and our investment portfolio will fluctuate from period to period. Fluctuations will result from a variety of factors, including:

- reinsurance contract pricing;
- our assessment of the quality of available reinsurance opportunities;
- the volume and mix of reinsurance products we underwrite;
- loss experienced on our reinsurance liabilities;
- our ability to assess and integrate our risk management strategy properly; and
- the performance of our investment portfolio, including our indirect investment in the SPAC.

In particular, we plan to underwrite products and make investments to achieve favorable return on equity over the long term. In addition, our opportunistic nature and focus on long-term growth in book value will result in fluctuations in total premiums written from period to period as we concentrate on underwriting contracts that we believe will generate better long-term, rather than short-term, results. Accordingly, our short-term results of operations may not be indicative of our long-term prospects.

**Failure to become rated by A.M. Best, or receipt of a negative rating, could significantly and negatively affect our ability to grow.**

Companies, insurers and reinsurance brokers use ratings from independent ratings agencies as an important means of assessing the financial strength and quality of reinsurers. This rating reflects the rating agency's opinion of our financial strength, operating performance and ability to meet obligations. It is not an evaluation directed toward the protection of investors or a recommendation to buy, sell or hold our securities. A.M. Best assigns ratings based on its analysis of balance sheet strength, operating performance and business profile.

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Currently, A.M Best has not assigned us a financial strength rating, and we do not intend to seek a rating in the foreseeable future. Without a rating, or if we received a negative rating, our growth potential and business strategy will be limited because of the need to collateralize the insurance policies that we write.

***Established competitors with greater resources may make it difficult for us to effectively market our products or offer our products at a profit.***

The reinsurance industry is highly competitive. We compete with major reinsurers, all of which have substantially greater financial, marketing and management resources than we do. Competition in the types of business that we seek to underwrite is based on many factors, including:

- premium charges;
- the general reputation and perceived financial strength of the reinsurer;
- relationships with reinsurance brokers;
- terms and conditions of products offered;
- ratings assigned by independent rating agencies;
- speed of claims payment and reputation; and
- the experience and reputation of the members of our underwriting team in the particular lines of reinsurance we seek to underwrite.

Additionally, although the members of our underwriting team have general experience across many property and casualty lines, they may not have the requisite experience or expertise to compete for all transactions that fall within our strategy of offering customized frequency and severity contracts at times and in markets where capacity and alternatives may be limited.

Our competitors include Sirius Ltd., Blue Capital Reinsurance Holdings Ltd., ACE Ltd., Everest Re, General Re Corporation, Hannover Re Group, Munich Reinsurance Company, Partner Re Ltd., Swiss Reinsurance Company, Transatlantic Reinsurance Company, Berkshire Hathaway, PartnerRe Ltd, Aeolus, and Nephila, as well as smaller companies and other niche reinsurers. Although we seek to provide coverage where capacity and alternatives are limited, we will directly compete with these larger companies due to the breadth of their coverage across the property and casualty market in substantially all lines of business.

We cannot assure you that we will be able to compete successfully in the reinsurance market. Our failure to compete effectively could significantly and negatively affect our financial condition and results of operations and may increase the likelihood that we may be deemed purport to be a passive foreign investment company or an investment company.

***If actual renewals of our existing contracts do not meet expectations, our premiums assumed in future years and our future results of operations could be materially adversely affected.***

Many of our contracts are generally written for a one-year term. In our financial forecasting process, we make assumptions about the renewal of our prior year's contracts. The insurance and reinsurance industries have historically been cyclical businesses with periods of intense competition, often based on price. If actual renewals do not meet expectations or if we choose not to write on a renewal basis because of pricing conditions, our premiums assumed in future years and our future operations would be materially adversely affected.

***Reputation is an important factor in the reinsurance industry, and our lack of an established reputation may make it difficult for us to attract or retain business.***

Reputation is a very important factor in the reinsurance industry, and competition for business is, in part, based on reputation. Although our reinsurance policies will be fully collateralized, we are a relatively newly formed reinsurance company and do not yet have a well-established reputation in the reinsurance industry. Our lack of an established reputation may make it difficult for us to attract or retain business. In addition, we do not have or currently intend to obtain financial strength ratings, which may discourage certain counterparties from entering into reinsurance contracts with us.

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***If our losses and loss adjustment expenses greatly exceed our loss reserves, our financial condition may be significantly and negatively affected.***

Our results of operations and financial condition will depend upon our ability to accurately assess the potential losses and loss adjustment expenses associated with the risks we reinsure. Reserves are estimates at a given time of claims an insurer ultimately expects to pay, based upon facts and circumstances then known, predictions of future events, estimates of future trends in claim severity and other variable factors. The inherent uncertainties of estimating loss reserves are generally greater for reinsurance companies as compared to primary insurers, primarily due to:

- the lapse of time from the occurrence of an event to the reporting of the claim and the ultimate resolution or settlement of the claim;
- the diversity of development patterns among different types of reinsurance treaties; and
- the necessary reliance on the client for information regarding claims.

Our estimation of reserves may be less reliable than the reserve estimations of a reinsurer with a greater volume of business and an established loss history. Our actual losses and loss adjustment expenses paid may deviate substantially from the estimates of our loss reserves and could negatively affect our results of operations. If our loss reserves are later found to be inadequate, we would increase our loss reserves with a corresponding reduction in our net income and capital in the period in which we identify the deficiency, and such a reduction would also negatively affect our results of operations. If our losses and loss adjustment expenses greatly exceed our loss reserves, our financial condition may be significantly and negatively affected.

***The property and casualty reinsurance market may be affected by cyclical trends and over-supply.***

We write reinsurance in the property and casualty markets, which tend to be cyclical in nature. Ceding company underwriting results, prevailing general economic and market conditions, liability retention decisions of companies and ceding companies and reinsurance premium rates each influence the demand for property and casualty reinsurance. Prevailing prices and available surplus to support assumed business then influence reinsurance supply. Supply may fluctuate in response to changes in return on capital realized in the reinsurance industry, the frequency and severity of losses and prevailing general economic and market conditions.

Continued increases in the supply of reinsurance may have consequences for the reinsurance industry generally and for us, including lower premium rates, increased expenses for customer acquisition and retention, less favorable policy terms and conditions and/or lower premium volume. Furthermore, unpredictable developments, including courts granting increasingly larger awards for certain damages, increases in the frequency of natural disasters (such as hurricanes, windstorms, tornados, earthquakes, wildfires and floods), fluctuations in interest rates, changes in the investment environment that affect market prices of investments and inflationary pressures, affect the industry's profitability. The effects of cyclical trends could significantly and negatively affect our financial condition and results of operations.

Due to the influx of new risk capital from alternative capital market participants such as hedge funds and pension funds, we believe that the reinsurance industry is currently over-capitalized and will continue in this trend for the foreseeable future. The over-capitalization of the market is not uniform as there are a number of insurers and reinsurers that have suffered and continue to suffer from capacity issues. We continue to assess the opportunities that may be available to us with insurance and reinsurance companies with this profile. If the reinsurance market continues to soften, our strategy is to reduce premium writings rather than accept mispriced risk and conserve our capital for a more opportune environment. Significant rate increases could occur if financial and credit markets experience adverse shocks that result in the loss of capital of insurers and reinsurers, or if there are major catastrophic events, especially in North America.

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***Our property and property catastrophe reinsurance operations will make us vulnerable to losses from catastrophes and may cause our results of operations to vary significantly from period to period.***

Our reinsurance operations expose us to claims arising out of unpredictable catastrophic events, such as hurricanes, hailstorms, tornados, windstorms, earthquakes, floods, fires, explosions, and other natural or man-made disasters. Because of our emphasis on Florida, we are particularly vulnerable to hurricanes and with windstorm losses occurring in Florida. The incidence and severity of catastrophes are inherently unpredictable but the loss experience of property catastrophe reinsurers has been generally characterized as low frequency and high severity. Claims from catastrophic events could reduce our earnings and cause substantial volatility in our results of operations for any fiscal quarter or year and adversely affect our financial condition. Corresponding reductions in our surplus levels could impact our ability to write new reinsurance policies.

Catastrophic losses are a function of the insured exposure in the affected area and the severity of the event. Because accounting standards do not permit reinsurers to reserve for catastrophic events until they occur, claims from catastrophic events could cause substantial volatility in our financial results for any fiscal quarter or year and could significantly and negatively affect our financial condition and results of operations.

***We could face unanticipated losses from war, terrorism, and political unrest, and these or other unanticipated losses could have a material adverse effect on our financial condition and results of operations.***

Like other reinsurers, we face potential exposure to large, unexpected losses resulting from man-made catastrophic events, such as acts of war, acts of terrorism and political instability. These risks are inherently unpredictable and recent events may indicate that the frequency and severity of these types of losses may increase. **complete.** It is difficult to predict the timing of these events or to estimate the amount of loss that any given occurrence will generate. To the extent that losses from these risks occur, our financial condition and results of operations could be significantly and negatively affected.

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***We depend on our clients' evaluations of the risks associated with their insurance underwriting, which may subject us to reinsurance losses.***

In the proportional reinsurance business, in which we assume an agreed percentage of each underlying insurance contract being reinsured, or quota share contracts, we do not separately evaluate each of the original individual risks assumed under these reinsurance contracts. Therefore, we are largely dependent on the original underwriting decisions made by ceding companies. We are subject to the risk that the clients may not have adequately evaluated the insured risks and that the premiums ceded may not adequately compensate us for the risks we assume. We also do not separately evaluate each of the individual claims made on the underlying insurance contracts under quota share arrangements. Therefore, we are dependent on the original claims decisions made by our clients.

***Changing climate conditions may adversely affect our financial condition, profitability or cash flows.***

Climate change, to the extent it produces extreme changes in temperatures and changes in weather patterns, could impact the frequency or severity of weather events and wildfires. Further, it could impact the affordability and availability of homeowners insurance, which could have an impact on pricing. Changes in weather patterns could also affect the frequency and severity of other natural catastrophe events to which we may be exposed. The occurrence of these events would significantly and negatively affect our financial condition and results of operations.

***Operational risks, including human or systems failures, are inherent in our business.***

Operational risks and losses can result from, among other things, fraud, errors, failure to document transactions properly or to obtain proper internal authorization, failure to comply with regulatory requirements, information technology failures or external events.

We believe that our modeling, underwriting and information technology and application systems are critical to our business and our growth prospects. Moreover, we rely on our information technology and application systems to further our underwriting process and to enhance our ability to compete successfully. A major defect or failure in our internal controls or information technology and application systems could result in management distraction, harm to our reputation or increased expenses.

***The effect of emerging claim and coverage issues on our business is uncertain.***

As industry practices and legal, judicial and regulatory conditions change, unexpected issues related to claims and coverage may emerge. It is possible that certain provisions of our future reinsurance contracts, such as limitations or exclusions from coverage or choice of forum, may be difficult to enforce in the manner we intend, due to, among other things, disputes relating to coverage and choice of legal forum. These issues may adversely affect our business by either extending coverage beyond the period that we intended or by increasing the number or size of claims. In some instances, these changes may not manifest themselves until many years after we have issued insurance or reinsurance contracts that are affected by these changes. As a result, we may not be able to ascertain the full extent of our liabilities under our insurance or reinsurance contracts for many years following the issuance of our contracts. The effects of unforeseen development or substantial government intervention could adversely impact our ability to adhere to our goals.

***We are required to maintain sufficient collateral accounts, which could significantly and negatively affect our ability to implement our business strategy.***

We are not licensed or admitted as a reinsurer in any jurisdiction other than the Cayman Islands. Certain jurisdictions, including the United States, do not permit insurance companies to take credit for reinsurance obtained from unlicensed or non-admitted insurers on their statutory financial statements unless appropriate security measures are implemented. Consequently, we must continue to maintain sufficient funds in escrow accounts to serve as collateral for our reinsurance contracts. Because we intend to continue to utilize our funds (rather than utilizing the credit markets) to serve as collateral for our reinsurance obligations, we may not be able to fully utilize our capital to expand our reinsurance coverage as rapidly as other reinsurers.



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### ***The inability to obtain business provided from brokers could adversely affect our business strategy and results of operations.***

We anticipate that a substantial portion of our business will be placed primarily through brokered transactions, which involve a limited number of reinsurance brokers. If we are unable to identify and grow the brokered business provided through one or more of these reinsurance brokers, many of whom may not be familiar with our Cayman Islands jurisdiction, this failure could significantly and negatively affect our business and results of operations.

### ***The involvement of reinsurance brokers may subject us to their credit risk.***

As a standard practice of the reinsurance industry, reinsurers frequently pay amounts owed on claims under their policies to reinsurance brokers, and these brokers, in turn, remit these amounts to the ceding companies that have reinsured a portion of their liabilities with the reinsurer. In some jurisdictions, if a broker fails to make such a payment, the reinsurer might remain liable to the client for the deficiency notwithstanding the broker's obligation to make such payment. Conversely, in certain jurisdictions, when the client pays premiums for policies to reinsurance brokers for payment to the reinsurer, these premiums are considered to have been paid and the client will no longer be liable to the reinsurer for these premiums, whether or not the reinsurer has actually received them. Consequently, we assume a degree of credit risk associated with the brokers that we do business with.

### ***We may be unable to purchase reinsurance for the liabilities we reinsure, and if we successfully purchase such reinsurance, we may be unable to collect, which could adversely affect our business, financial condition and results of operations.***

Retrocessional coverage (reinsurance for the liabilities we reinsure) may not always be available to us. From time to time, we expect that we will purchase retrocessional coverage for our own account in order to mitigate the effect of a potential concentration of losses upon our financial condition. The insolvency or inability or refusal of a reinsurer of reinsurance to make payments under the terms of its agreement with us could have an adverse effect on us because we remain liable to our client. From time to time, market conditions have limited, and in some cases have prevented, reinsurers from obtaining the types and amounts of retrocession that they consider adequate for their business needs. Accordingly, we may not be able to obtain our desired amounts of retrocessional coverage or negotiate terms that we deem appropriate or acceptable or obtain retrocession from entities with satisfactory creditworthiness. Our failure to establish adequate retrocessional arrangements or the failure of our retrocessional arrangements to protect us from overly concentrated risk exposure could significantly and negatively affect our business, financial condition and results of operations.

### ***U.S. and global economic downturns could harm our business, our liquidity and financial condition and the price of our securities.***

Weak economic conditions may adversely affect (among other aspects of our business) the demand for and claims made under our products, the ability of customers, counterparties and others to establish or maintain their relationships with us, our ability to access and efficiently use internal and external capital resources and our investment performance. Volatility in the U.S. and other securities markets may adversely affect our investment portfolio and our resulting results of operations.



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### ***Our ability to implement our business strategy could be delayed or adversely affected by Cayman Islands employment restrictions.***

Under Cayman Islands law, persons who are not Caymanian, do not possess Caymanian status, or are not otherwise entitled to reside and work in the Cayman Islands pursuant to provisions of the Immigration Law (2015 Revision) of the Cayman Islands, which we refer to as the Immigration Law, may not engage in any gainful occupation in the Cayman Islands without an appropriate governmental work permit. Although Jay Madhu and Wrendon Timothy have obtained Permanent Residency in the Cayman Islands, the failure to obtain work permits, or extensions thereof, for other employee(s) could prevent us from continuing to implement our business strategy seamlessly.

### ***Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.***

In the ordinary course of our business, we may collect and store sensitive data, including proprietary business, in our data centers and on our networks. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, disrupt our operations, and damage our reputation, which could adversely affect our business, revenues and competitive position.

### ***If we lose or are unable to retain our senior management and other key personnel and are unable to attract qualified personnel, our ability to implement our business strategy could be delayed or hindered, which, in turn, could significantly and negatively affect our business.***

Although we only employ four individuals, two of whom are members of senior management, our future success may depend to a significant extent on the efforts of our senior management and other key personnel (who have not yet been hired) to implement our business strategy. We believe there are only a limited number of available, qualified executives with substantial experience in our industry. In addition, we will need to add personnel, including underwriters, to implement our business strategy. We could face challenges attracting personnel to the Cayman Islands. Accordingly, the loss of the services of one or more of the members of our senior management or other key personnel (when hired), or our inability to hire and retain other key personnel, could delay or prevent us from fully implementing our business strategy and, consequently, significantly and negatively affect our business.

We do not currently maintain key man life insurance with respect to any of our senior management. If any member of senior management dies or becomes incapacitated, or leaves the Company to pursue employment opportunities elsewhere, we would be solely responsible for locating an adequate replacement for such senior management and for bearing any related cost. To the extent that we are unable to locate an adequate replacement or are unable to do so within a reasonable period of time, our business may be significantly and negatively affected.

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***There are differences under Cayman Islands corporate law and Delaware corporate law with respect to interested party transactions which may benefit certain of our shareholders at the expense of other shareholders.***

Under Cayman Islands corporate law, a director may vote on a contract or transaction where the director has an interest as a shareholder, director, officer or employee provided such interest is disclosed. None of our contracts will be deemed to be void because any director is an interested party in such transaction and interested parties will not be held liable for monies owed to the company. In contracts, under Delaware law, interested party transactions are potentially voidable.

### **Risks Relating to Insurance and Other Regulations**

***Any suspension or revocation of our reinsurance licenses would materially impact our ability to do business and implement our business strategy.***

Oxbridge Reinsurance Limited and Oxbridge Re NS are each licensed as an insurer only in the Cayman Islands by CIMA, and we do not intend to obtain a license in any other jurisdiction. The suspension or revocation of each of our licenses to do business as a reinsurance company in the Cayman Islands for any reason would mean that we would not be able to enter into any new reinsurance contracts until the suspension ended or we became licensed in another jurisdiction. Any such suspension or revocation of our licenses would negatively impact our reputation in the reinsurance marketplace and could have a material adverse effect on our results of operations.

As a regulated insurance company, each of Oxbridge Reinsurance Limited and Oxbridge Re NS is subject to the supervision of CIMA and CIMA may at any time direct Oxbridge Reinsurance Limited and/or Oxbridge Re NS, **qualified in relation its entirety by reference to a policy, a line of business or the entire business, to cease or refrain from committing an act or pursuing a course of conduct and to perform such acts as in the opinion of CIMA are necessary to remedy or ameliorate the situation.**

Furthermore, in certain circumstances, including when CIMA is of the opinion that:

- a licensee either is or appears to be likely to become unable to meet its obligations as they fall due;
- a licensee is carrying on its business in a manner which is seen as detrimental to the general public interest or to the interests of its creditors or policy holders;
- the activities of any member of the licensee's insurance group are detrimental to those interests of the licensee's creditors, as well as its policy holders;
- a licensee has contravened the Law or the Money Laundering Regulations (2015 Revision) of the Cayman Islands;
- the licensee has failed to comply with a condition of its license such as maintaining a margin of solvency as prescribed by CIMA;
- the direction and/or management of the licensee's business has not been conducted in a fit and proper manner;
- a director, manager or officer of the licensee's business is not someone who would qualify or be seen as a person suitable to hold the respective position;
- any person who is either holding or acquiring control or ownership of the licensee is not a fit and proper person to have such control or ownership;
- the licensee has ceased to carry on business; or
- the licensee is placed in liquidation or is dissolved;

CIMA may take one of a number of steps, including:

- requiring the licensee to take steps to rectify the matter;
- suspending the license of the licensee pending a full inquiry into the licensee's affairs;
- revoking the license;
- imposing conditions upon the licensee in terms of decisions made by it, including the suspension of voting rights or nullification of votes cast by it, and amending or revoking any such condition;
- requiring the substitution or removal of any director, manager or officer of the licensee, at the expense of the licensee;
- appointing a person to advise the licensee on the proper conduct of its affairs, at the expense of the licensee;
- appointing a person to assume control of the licensee's affairs; or
- otherwise requiring such action to be taken by the licensee as CIMA considers necessary.

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Failures to comply with a direction given by CIMA may be punishable by a fine of up to five hundred thousand Cayman Islands dollars (US\$609,756.10 based on the Cayman Islands' pegged exchange rate of CI\$0.82 per US\$1.00) or imprisonment for a term of five years or both, and a fine of an additional ten thousand Cayman Islands dollars (US\$12,195.12) for every day after conviction on which the offense so continues.

***Our reinsurance subsidiaries are subject to minimum capital and surplus requirements, and our failure to meet these requirements could subject us to regulatory action.***

Pursuant to the Capital and Solvency Regulations, Oxbridge Reinsurance Limited and Oxbridge Re NS, our reinsurance subsidiaries, are each required to maintain the statutory minimum capital requirement (as defined under the Capital and Solvency Regulations) of \$500 and prescribed capital requirement (as defined under the Capital and Solvency Regulations) of \$500, and a minimum margin of solvency equal to or in excess of the total prescribed capital requirement. Any failure to meet the applicable requirements or minimum statutory capital requirements could subject us to further examination or corrective action by CIMA, including restrictions on dividend payments, limitations on our writing of additional business or engaging in finance activities, supervision or liquidation.

***As a holding company, we will depend on the ability of our subsidiaries to pay dividends.***

We are a holding company and do not have any significant operations or assets other than our ownership of the shares of our subsidiaries Oxbridge Reinsurance Limited and Oxbridge Re NS. Dividends and other permitted distributions from our subsidiaries will be our primary source of funds to meet ongoing cash requirements, including future debt service payments, if any, and other expenses, and to pay dividends to our shareholders if we choose to do so. Our subsidiaries will be subject to applicable law as well as significant regulatory restrictions limiting their ability to declare and pay dividends. The inability of our subsidiaries to pay dividends in an amount sufficient to enable us to meet our cash requirements at the holding company level could have an adverse effect on our operations and our ability to pay dividends to our shareholders if we choose to do so and/or meet our debt service obligations, if any.

***We are subject to the risk of possibly becoming an investment company under U.S. federal securities law.***

In the United States, the Investment Company Act of 1940, as amended (the "Investment Company Act"), regulates certain companies that invest in or trade securities. We run the risk of inadvertently being deemed to be an investment company that is required to register under the Investment Company Act because a significant portion of our assets may be deemed to consist of, or may be deemed to have consisted of, investment securities, including potentially Oxbridge Reinsurance Limited's interest in Oxbridge Acquisition Corp. However, we rely on an exemption under the Investment Company Act for an entity organized and regulated as a foreign insurance company which is engaged primarily and predominantly in the reinsurance of risks on insurance agreements. The law in this area is subjective and there is a lack of guidance as to the meaning of "primarily and predominantly" under the relevant exemption to the Investment Company Act. For example, there is no standard for the amount of premiums that need to be written relative to the level of an entity's capital in order to qualify for the exemption. If this exception were deemed inapplicable, we would have to seek to register under the Investment Company Act as an investment company, which, under the Investment Company Act, would require an order from the SEC. Our inability to obtain such an order could have a significant adverse impact on our business, as we might have to cease certain operations or risk substantial penalties for violating the Investment Company Act.

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Registered investment companies are subject to extensive, restrictive and potentially adverse regulation relating to, among other things, capital structure, leverage, management, dividends and transactions with affiliates. Registered investment companies are not permitted to operate their business in the manner in which we operate (and intend to operate) our business. Specifically, if we were required to register under the Investment Company Act, provisions of the Investment Company Act would limit (and in some cases even prohibit) our ability to raise additional debt and equity securities or issue options or warrants (which could impact our ability to compensate key employees), limit our ability to use financial leverage, limit our ability to incur indebtedness, and require changes to the composition of our Board of Directors. Provisions of the Investment Company Act would also prohibit (subject to certain exceptions) transactions with affiliates.

Accordingly, if we were required to register as an investment company, we would not be permitted to have many of the relationships that we have or expect that we may have with affiliated companies.

If at any time it were established that we had been operating as an investment company in violation of the registration requirements of the Investment Company Act, there would be a risk, among other material adverse consequences, that we could become subject to monetary penalties or injunctive relief, or both, or that we would be unable to enforce contracts with third parties or that third parties could seek to obtain rescission of transactions with us undertaken during the period in which it was established that we were an unregistered investment company.

***Insurance regulations to which we are, or may become, subject, and potential changes thereto, could have a significant and negative effect on our business.***

Although we do not presently expect that we will conduct business in any jurisdiction other than the Cayman Islands, we cannot assure you that insurance regulators in the United States or elsewhere will not review our activities and claim that we are subject to such jurisdiction's insurance licensing requirements. In addition, we are subject to indirect regulatory requirements imposed by jurisdictions that may limit our ability to provide reinsurance. For example, our ability to write reinsurance may be subject, in certain cases, to arrangements satisfactory to applicable regulatory bodies, and proposed legislation and regulations may have the effect of imposing additional requirements upon, or restricting the market for, non-U.S. reinsurers such as Oxbridge Reinsurance Limited and Oxbridge Re NS, with whom domestic companies may place business. We do not know of any such proposed legislation pending at this time.

Furthermore, we may not be able to comply fully with, or obtain desired exemptions from, revised statutes, regulations and policies that currently, or may in the future, govern the conduct of our business. Failure to comply with, or to obtain desired authorizations and/or exemptions under, any applicable laws could result in restrictions on our ability to do business or undertake activities that are regulated in the jurisdictions in which we operate and could subject us to fines and other sanctions. In addition, changes in the laws or regulations to which our reinsurance subsidiary is subject or may become subject, or in the interpretations thereof by enforcement or regulatory agencies, could have a material adverse effect on our business, our business plans, and our growth strategy.

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**We will likely be exposed to credit risk due to the possibility that counterparties may default on their obligations to us.**

Due to our investments in our portfolio, we are exposed to credit risk due to the possibility that counterparties may default on their obligations to us. Issuers or borrowers whose securities or debt we hold, customers, reinsurers, clearing agents, exchanges, clearing houses and other financial intermediaries and guarantors may default on their obligations to us due to bankruptcy, insolvency, lack of liquidity, adverse economic conditions, operational failure, fraud or other reasons. Such defaults could have a significant and negative effect on our results of operations, financial condition and cash flows.

### **Risks Relating to our Securities**

**Provisions of our Third Amended and Restated Memorandum and Articles of Association (“Articles”) could adversely affect and our form of Warrant Agreement (as amended by Amendment #2 to Warrant Agreement), each of which is filed as an exhibit to our Annual Report on Form 10-K for the value fiscal year ended December 31, 2023 and incorporated by reference herein.**

### **Ordinary Shares**

#### **General**

**The ordinary shares constitute common equity of our securities.**

Our company. We are authorized to issue up to 50,000,000 ordinary shares, par value \$0.001. As of the date of this Annual Report on Form 10-K, our share capital consists of only the ordinary shares. However, subject to the provisions in the Articles permit our Board and without prejudice to any rights of Directors to allot, issue, grant options over or otherwise dispose of further existing shares, (including fractions of such share) with or without preferred, deferred or other rights or restrictions, whether in regard to dividend or other distribution, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they consider appropriate. Accordingly, our the Board of Directors may authorize the issuance create different classes of preferred shares with terms and conditions and under circumstances that could have an effect of discouraging a takeover or other transaction, deny shareholders the receipt of a premium on their ordinary shares in the event of a tender or other offer for ordinary shares and have a depressive effect on may vary the value rights of our ordinary such classes of shares.

#### **Provisions Dividends**

The Board of Directors may declare dividends and other distributions out of funds legally available for dividends and in accordance with the Companies Law of the Cayman Islands could prevent a merger (“Companies Law”) and the Articles. Our ability to pay dividends depends on the ability of Oxbridge Reinsurance Limited and/or takeover of Oxbridge Re NS, our company.

As compared wholly owned subsidiaries, to mergers under corporate law in the United States, it may be more difficult pay dividends to consummate a merger of two or more companies in us. Oxbridge Reinsurance Limited and Oxbridge Re NS are subject to the Cayman Islands or the merger of one or more Cayman Islands companies with one or more overseas companies, even if such transaction would be beneficial regulatory constraints that affect its ability to our shareholders. The Companies Law of pay dividends to us. Under the Cayman Islands as amended (the “Companies Law”), permits mergers law and consolidations between Cayman Islands companies related regulations, both Oxbridge Reinsurance Limited and between Cayman Islands companies Oxbridge Re NS must maintain a minimum net worth and non-Cayman Islands companies. For these purposes, (a) “merger” means the merging of two may not declare or more constituent companies and the vesting of their undertaking, property and liabilities pay dividends that would result in one of non-compliance with such companies as the surviving company and (b) a “consolidation” means the combination of two or more constituent companies into a combined company and the vesting of the undertaking, property and liabilities of such companies to the consolidated company. requirements. In order to effect such a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorized by (a) a special resolution of the shareholders of each constituent company, and (b) such other authorization, if any, as may be specified in such constituent company’s articles of association. The written plan of merger or consolidation must be filed with the Registrar of Companies together with a declaration as to the solvency of the consolidated or surviving company, a list of the assets and liabilities of each constituent company and an undertaking that a copy of the certificate of merger or consolidation will be given to the shareholders and creditors of each constituent company and that notification of the merger or consolidation will be published in addition, under the Cayman Islands Gazette. Dissenting shareholders have law, Oxbridge Reinsurance Limited or Oxbridge Re NS may not pay or declare a dividend unless immediately following the right date on which the dividend is proposed to be paid the fair value of their shares (which, if not agreed between the parties, will be determined by the Cayman Islands court) if they follow the required procedures, subject to certain exceptions. Court approval is not required for a merger us, Oxbridge Reinsurance Limited or consolidation which is effected in compliance with these statutory procedures.

In addition, there are statutory provisions that facilitate the reconstruction and amalgamation of companies, provided that the arrangement is approved by a majority in number of each class of shareholders or creditors (representing 75% by value) with whom the arrangement is to be made and who must, in addition, represent three-fourths in value of each such class of shareholders or creditors, Oxbridge Re NS, as the case may be, that are present and voting either able to pay our or their debts as they fall due in person the ordinary course of business. Accordingly, we may not be able to declare or by proxy at a meeting, or meetings, convened for that purpose. The convening of pay dividends on the meetings and subsequently the arrangement must be sanctioned ordinary shares. Except as otherwise provided by the Grand Court rights attached to any shares, the Board of the Cayman Islands. While a dissenting shareholder has the right Directors may deduct from any dividend or other distribution payable to express any holder of our shares all sums of money payable by such holder to the court the view that the transaction ought not to be approved, the court can be expected to approve the arrangement if it determines that: company.

- the statutory provisions as to the required majority vote have been met;
- the shareholders have been fairly represented at the meeting in question and the statutory majority are acting bona fide without coercion of the minority to promote interests adverse to those of the class;
- the arrangement is such that may be reasonably approved by an intelligent and honest man of that class acting in respect of his interest; and
- the arrangement is not one that would more properly be sanctioned under some other provision of the Companies Law.

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When a takeover offer is made and accepted by holders of 90% of the shares within four months, the offeror may, within a two-month period commencing on the expiration of such four-month period, require the holders of the remaining shares to transfer such shares on the terms of the offer. An objection can be made to the Grand Court of the Cayman Islands, but such objection is unlikely to succeed in the case of an offer which has been so approved unless there is evidence of fraud, bad faith or collusion.

### **Voting**

If an arrangement and reconstruction is thus approved, the dissenting shareholder would have no rights comparable to appraisal rights, which would otherwise ordinarily be available to dissenting shareholders of certain corporations incorporated in the United States, including Delaware corporations, providing rights to receive payment in cash for the judicially determined value of the shares.

**Holders of our securities may have difficulty obtaining or enforcing a judgment against us, and they may face difficulties ordinary shares are generally entitled to one vote per share, other than in protecting their interests because we are incorporated under Cayman Islands law.**

Because we are a Cayman Islands company, there is uncertainty as to whether the Grand Court of the Cayman Islands would recognize or enforce judgments of United States courts obtained against us predicated upon the civil liability provisions of the securities laws of the United States or any state thereof, or be competent to hear original actions brought circumstances set forth in the Cayman Islands against us predicated upon the securities laws of the United States or any state thereof.

We are incorporated as an exempted company limited by shares under the Companies Law. A significant amount of our assets are located outside of the United States. As a result, it may be difficult for persons purchasing our securities to effect service of process within the United States upon us or to enforce judgments against us or judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States or any state of the United States.

Although there is no statutory enforcement in the Cayman Islands of judgments obtained in the United States, the courts of the Cayman Islands will, based on the principle that a judgment by a competent foreign court will impose upon the judgment debtor an obligation to pay the sum for which judgment has been given, recognize and enforce a foreign judgment of a court of competent jurisdiction if such judgment is final, for a liquidated sum, not in respect of taxes or a fine or penalty if not inconsistent with a Cayman Islands judgment in respect of the same matters, and was not obtained in a manner, and is not of a kind, the enforcement of which is contrary to the public policy of the Cayman Islands. There is doubt, however, as to whether the courts of the Cayman Islands will, in an original action in the Cayman Islands, recognize or enforce judgments of U.S. courts predicated upon the civil liability provisions of the securities laws of the United States or any state of the United States on the grounds that such provisions are penal in nature. Furthermore, a Cayman Islands court may stay proceedings if concurrent proceedings are being brought elsewhere.

Unlike many jurisdictions in the United States, Cayman Islands law does not specifically provide for shareholder appraisal rights on a merger or consolidation of an entity. This may make it more difficult for shareholders to assess the value of any consideration they may receive in a merger or consolidation or to require that the offeror give a shareholder additional consideration if he believes the consideration offered is insufficient. In addition, shareholders of Cayman Islands exempted companies such as ours have no general rights under Cayman Islands law to inspect corporate records and accounts. Our directors have discretion under our Articles to determine whether or not, and under what conditions, the corporate records may be inspected by shareholders, but are not obligated to make them available to shareholders. This fact may make it more difficult for shareholders to obtain the information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest. Finally, subject to limited exceptions, under Cayman Islands law, a minority shareholder may not bring a derivative action against our Board of Directors.

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### ***Provisions of our Articles may reallocate the voting power of our ordinary shares.***

**Articles.** In certain circumstances, the total voting power of our ordinary shares held by any one person will be reduced to less than 9.9% of the total voting power of the total issued and outstanding ordinary shares. In the event a holder of our ordinary shares acquires shares representing 9.9% or more of the total voting power of our total ordinary shares, there will be an effective reallocation of the voting power of the ordinary shares as described in the Articles.

An ordinary resolution to be passed by the shareholders requires the affirmative vote of a simple majority of votes attached to the ordinary shares cast in a general meeting, while a special resolution requires the affirmative vote of no less than two-thirds of votes cast attached to the ordinary shares. A special resolution will be required for important matters such as a change of name or making changes to our Articles.

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### **We do not** *Selection of Directors*

There are currently **have** five (5) directors on our Board of Directors. The number of directors may be increased or reduced by an effective registration statement registering the issuance ordinary resolution passed by a simple majority of the holders of our shares. Directors may be appointed by an ordinary resolution passed by a simple majority of the holders of our shares. However, the Board of Directors may also appoint an additional director, provided that the appointment does not cause the number of directors to exceed the number fixed in accordance with the Articles as the maximum number of directors.

### **Liquidation**

On a return of capital on winding up or otherwise (other than on conversion, redemption, or purchase of ordinary shares), assets available for distribution among the holders of ordinary shares underlying our publicly traded warrants, and therefore you may **not will** be **able to** exercise distributed among the warrants in a cash exercise.

For you to be able to effect a cash exercise our publicly traded warrants, the **sale** holders of the ordinary shares on a pro rata basis. If our assets available for distribution are insufficient to be issued to you upon exercise **repay all** of the **warrants must** paid-up capital, the assets will be **covered** distributed so that the losses are borne by **an effective** our shareholders proportionately.

### **Preemptive Rights; Redemption Rights; Further Calls and current registration statement. We have** *Assessment*

Although our Articles allow us to issue shares with preemptive rights and redemption rights provisions, the ordinary shares are **not maintained a current registration statement relating** subject to any preemptive rights or redemption rights provisions.

Our Articles also permit our Board of Directors to make calls upon holders in respect of monies unpaid on their shares.

### **Variations of Rights of Shares**

If at any time, our share capital is divided into different classes of shares, all or any of the special rights attached to any class of shares may, subject to the **sale** provisions of the Companies Law, be varied with the sanction of a special resolution passed at a general meeting of the holders of the shares of **common stock** underlying that class. Consequently, the warrants. **As** rights of any class of shares cannot be detrimentally altered without a **result**, you would be unable to exercise the warrants in a cash exercise and will be required to engage in a cashless exercise in which a **number majority** of warrant shares equal to the fair market value **two-thirds** of the exercised vote of all of the shares will be withheld. In those circumstances, we may, but are not required to, redeem in that class. The rights conferred upon the warrants by payment in cash. Consequently, there is a possibility that you will never be able to exercise holders of the warrants and receive the underlying ordinary shares. This potential inability to exercise the warrants in a cash exercise, our right to cancel the warrants under certain circumstances, and the possibility that we may redeem the warrants for nominal value, may have an adverse effect on demand for the warrants and the prices that can be obtained from reselling them.

### **Risks Relating to Taxation**

#### **We may become subject to taxation in the Cayman Islands which would negatively affect our results.**

Under current Cayman Islands law, we are not obligated to pay any taxes in the Cayman Islands on either income or capital gains. The Governor-in-Cabinet of Cayman Islands has granted us an exemption from the imposition **shares** of any such tax on us for twenty years from April 23, 2013. We cannot be assured that after such date we would not be subject to any such tax. If we were to become subject to taxation in the Cayman Islands, our financial condition and results of operations could be significantly and negatively affected.

#### **We may be subject to United States federal income taxation.**

We are incorporated under the laws of the Cayman Islands and intend to operate in a manner that **class issued with preferred or other rights** will not, cause us to be treated as engaging in a United States trade or business and will not cause us to be subject to current United States federal income taxation on our income. However, because there are no definitive standards **unless otherwise expressly** provided by the Internal Revenue Code **terms** of 1986, as amended (the "Code"), regulations or court decisions as to the specific activities that constitute being engaged in the conduct of a trade or business within the United States, and as any such determination is essentially factual in nature, we cannot assure you that the United States Internal Revenue Service, or the IRS, will not successfully assert that we are engaged in a trade or business in the United States and thus are subject to current United States federal income taxation.

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***We may be treated as a PFIC, in which case a U.S. holder of our ordinary shares should be subject to disadvantageous rules under U.S. federal income tax laws.***

Significant potential adverse United States federal income tax consequences generally apply to any United States person who owns shares in a “passive foreign investment company”, or PFIC. In general, a non-U.S. corporation is classified as a PFIC for a taxable year in which, after taking into account the income and assets **issue** of the corporation and certain subsidiaries pursuant to certain look-through rules, either (i) 75% or more **shares** of its gross income is passive income, or (ii) 50% or more of the average quarterly value of its gross assets is attributable to assets that produce passive income or are held for the production of passive income.

Passive income generally includes interest, dividends and other investment income. However, the income derived in the active conduct of an insurance business is excluded from the term “passive income” if (i) for years before 2021, the income is earned by a corporation that is predominantly engaged in an insurance business, and (ii) for years after 2021, the income is earned by a “qualifying insurance corporation”. In order for a non-U.S. property and casualty insurance company to be treated as a “qualifying insurance corporation” for a taxable year, the company’s “applicable insurance liabilities” generally must be greater than 25% of the company’s assets for the taxable year. In the case of a non-U.S. property and casualty insurance company, the term “applicable insurance liabilities” means the amount of loss and loss adjustment expenses, but shall not exceed the amount reported to the applicable regulator in an applicable financial statement. It is not clear whether the term “applicable insurance liabilities” includes not only the unpaid loss and loss adjustment expenses, but also includes the paid loss and loss adjustment expenses during the taxable year. If each of Oxbridge Reinsurance Limited and Oxbridge Re NS is a “qualified insurance corporation” for a taxable year, then neither Oxbridge Re Holdings Limited, nor Oxbridge Reinsurance Limited, nor Oxbridge Re NS should **class**, be deemed to be a PFIC for **varied by the taxable year.** **creation or issue of further shares ranking pari passu with such existing class of shares.**

Regardless **General Meetings of whether the term “applicable insurance liabilities” includes not only the unpaid loss and loss adjustment expenses but also the paid loss and loss adjustment expenses, we believe that each of Oxbridge Reinsurance Limited and Oxbridge Re NS met the requirements for being a “qualified insurance corporation” for the 2022 and 2021 years. For years prior to 2021, we also believe that each of those corporations met the requirement of being predominantly engaged in an insurance business. Accordingly, we believe that we have not been a PFIC during 2022 or prior years. We do not have an expectation, however, as to whether or not we** **Shareholders**

**Shareholders’ meetings** may be a PFIC in years after 2022. If you are a United States person, we urge you to consult your own tax advisor concerning the potential tax consequences to you under the PFIC rules.

***We may be treated as a CFC and may be subject to the rules for related person insurance income, and in either case this may subject a U.S. holder of our ordinary shares to disadvantageous rules under U.S. federal income tax laws.***

**Controlled Foreign Corporation.** United States persons who, directly or constructively through attribution rules, own 10% or more of the voting power or value of our ordinary shares, which we refer to as United States 10% shareholders, may be subject to the controlled foreign corporation, or CFC, rules. Under the controlled foreign corporation rules of the Code, each United States 10% shareholder must annually include his pro rata share of the controlled foreign corporation’s “Subpart F income,” even if no distributions are made. In general, a foreign insurance company will be treated as a controlled foreign corporation only if United States 10% shareholders collectively own, directly or constructively, more than 25% of the total combined voting power or total value of the company’s shares. If you are a United States person we urge you to consult your own tax advisor concerning the controlled foreign corporation rules. We believe that certain United States persons may be deemed to own, directly or constructively (including through the ownership of warrants), 10% or more of the voting power or value of our ordinary shares, and we believe that those United States persons collectively own, directly or constructively, more than 25% of the voting power or value of our ordinary shares.

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**Related Person Insurance Income.** A different definition of CFC is applicable in the case of a foreign corporation which earns “related person insurance income” (“RPII”). RPII is a Code Subpart F insurance income attributable to insurance policies or reinsurance contracts where the person that is directly or indirectly insured or reinsured is a RPII shareholder or a related person to the RPII shareholder. A “RPII shareholder” is a United States person who owns, directly or indirectly through foreign entities, any amount of our ordinary shares. Generally, for purposes of the RPII rules, a related person is someone who controls or is controlled by the RPII shareholder or someone who is controlled by the same person or persons which control the RPII shareholder. Control is measured by either more than 50% in value or more than 50% in voting power of shares after applying certain constructive ownership rules. For purposes of taking into account RPII, and subject to the exceptions described below, Oxbridge Reinsurance Limited or Oxbridge Re NS will be treated as a CFC if our RPII shareholders collectively own, indirectly, 25% or more of the total combined voting power or value of their respective shares on any day during a taxable year. If Oxbridge Reinsurance Limited or Oxbridge Re NS is a CFC at any time during a taxable year under the special RPII rules, any U.S. Holder that owns ordinary shares on the last day of any such taxable year must include in gross income for U.S. federal income tax purposes the U.S. Holder’s allocable share of the RPII of Oxbridge Reinsurance Limited for the entire taxable year, subject to certain modifications. Among other exceptions, the RPII rules do not apply if the insurance company’s RPII, determined on a gross basis, is less than 20% of such respective entity’s gross insurance income for such taxable year. We do not believe that the 20% gross insurance income threshold will be met. However, we cannot assure you that this is or will continue to be the case. Consequently, we cannot assure you that a person who is a direct or indirect United States shareholder will not be required to include amounts in its income in respect of RPII in any taxable year.

**United States tax-exempt organizations who own ordinary shares may recognize unrelated business taxable income.**

If you are a United States tax-exempt organization you may recognize unrelated business taxable income if a portion of our Code Subpart F insurance income is allocated to you. In general, Code Subpart F insurance income will be allocated to you if we are a CFC as discussed above and you are a United States 10% shareholder or there is related person insurance income and certain exceptions do not apply. If you are a United States tax-exempt organization, we advise you to consult your own tax advisor regarding the risk of recognizing unrelated business taxable income.

**Changes in United States tax laws may be retroactive and could subject us, and/or United States persons who own ordinary shares to United States income taxation on our undistributed earnings.**

The tax laws and interpretations regarding whether a company is engaged in a United States trade or business, is a CFC, has RPII, or is a PFIC are subject to change, possibly on a retroactive basis. There are currently no regulations regarding the application of the PFIC rules to an insurance company and the regulations regarding RPII are still in proposed form. New regulations or pronouncements interpreting or clarifying such rules may be forthcoming from the IRS. We are not able to predict if, when or in what form such guidance will be provided and whether such guidance will have a retroactive effect.

**We do not intend to resume paying cash dividends in the foreseeable future.**

On November 12, 2017, our board of directors decided to suspend our regular quarterly cash dividend. The board of directors intends to reconsider in the future the payment of a quarterly cash dividend, but the timing of such reconsideration has not been determined, and there is no intention to resume dividend payments in the foreseeable future, if at all. Any decision to resume dividend payments will be dependent upon a variety of factors, including the state of our business as well as general market conditions at the time of reconsideration, and there is no assurance that dividend payments will recommence.

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**ITEM 1B UNRESOLVED STAFF COMMENTS**

The Company has no unresolved written comments regarding its periodic or current reports from the staff of the SEC.

**ITEM 2 PROPERTIES**

We currently lease office space at Suite 201, 42 Edward Street, Georgetown, Grand Cayman. This lease expires in February 2024. We believe that our current office is suitable and sufficient for us to conduct our operations for the foreseeable future.

**ITEM 3 LEGAL PROCEEDINGS**

We are not currently involved in any litigation or arbitration. We anticipate that, similar to the rest of the insurance and reinsurance industry, we will be subject to litigation and arbitration in the ordinary course of business.

**ITEM 4 MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**ITEM 5 MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information for Ordinary Shares**

The Company’s ordinary shares and warrants are listed on The NASDAQ Capital Market under the symbols “OXBR” and “OXBRW,” respectively.

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### **Holders of Record and Tax Information**

As of March 30, 2023, there were 13 holders of record of our ordinary shares. There are no current applicable Cayman Islands laws, decrees or regulations relating to restrictions on the import or export of capital or exchange controls affecting remittances of dividends, interest and other payments to non-resident holders of our ordinary shares. There are no existing laws or regulations of the Cayman Islands imposing taxes or containing withholding provisions to which United States holders of our ordinary shares are subject. There are no reciprocal tax treaties between the Cayman Islands and the United States.

### **Dividend Policy**

The declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on our results of operations and cash flows, our financial position and capital requirements, general business conditions, rating agency guidelines (if applicable), any legal, tax, regulatory and contractual restrictions on the payment of dividends, and any other factors considered relevant convened by our Board of Directors. Our ability to pay dividends will also depend Additionally, on the requirements requisition of any future financing agreements shareholders representing not less than 66.66% of the voting rights entitled to which we may be a party and vote at general meetings, the ability board shall convene an extraordinary general meeting. Advance notice of at least ten days is required for the convening of our reinsurance subsidiaries, annual general shareholders' meeting and any other general meeting of our shareholders. A quorum required for a meeting of shareholders consists of at least two shareholders present or other subsidiaries, to pay dividends to us. Although Oxbridge Re Holdings Limited is by proxy, representing not subject to any significant legal prohibitions on the payment of dividends, Oxbridge Reinsurance Limited and Oxbridge Re NS, our reinsurance subsidiaries, are subject to Cayman Islands regulatory constraints that affect their ability to pay dividends to us and include a minimum net worth requirement. Currently, the minimum net worth requirement for Oxbridge Reinsurance Limited and Oxbridge Re NS is \$500. As of December 31, 2022, both subsidiaries exceeded the minimum requirement. By law, Oxbridge Reinsurance Limited and Oxbridge Re NS is restricted from paying a dividend if such a dividend would cause its net worth to drop to less than a majority in par value of the required minimum total issued voting shares in our company.

We paid no dividends in both 2022 **Proceedings of Board of Directors**

Our Articles provide that our business is to be managed and 2021.

Any future determination to declare cash dividends will be made at the discretion of conducted by our Board of Directors, subject to applicable laws, Directors. The quorum necessary for the board meeting may be fixed by the board and, unless so fixed at another number, will depend on be a number majority of factors, including our financial condition, results of operations, capital requirements, contractual restrictions, general business conditions and other factors that our Board of Directors may deem relevant the directors.

### **Unregistered Sales of Equity Securities**

There were no sales of unregistered securities during the year ended December 31, 2022.

### **Issuer Purchases of Equity Securities**

The Company did not repurchase any ordinary shares or warrants in 2022.

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**ITEM 6 [RESERVED]**

Not applicable.

**ITEM 7 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following management discussion and analysis is intended to help the reader understand our business, financial condition, results of operations, liquidity and capital resources. You should read this discussion in conjunction with our Consolidated Financial Statements and the related notes contained elsewhere in this Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

This discussion contains forward-looking statements that are not historical facts, including statements about our beliefs and expectations. These statements are based upon current plans, estimates and projections. Our actual results may differ materially from those projected in these forward-looking statements as a result of various factors. See "*Forward Looking Statements*" appearing at the beginning of this Annual Report on Form 10-K and Item 1A, "*Risk Factors*."

**General**

The following is a discussion and analysis of our results of operations for the years ended December 31, 2022 and 2021 and our financial condition as of December 31, 2022 and 2021. The following discussion should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. References to "we," "us," "our," "our company," or "the Company" refer to Oxbridge Re Holdings Limited and its wholly-owned subsidiaries, Oxbridge Reinsurance Limited and Oxbridge Re NS, unless the context dictates otherwise.

**Overview and Trends**

We are a Cayman Islands specialty property and casualty reinsurer that provides reinsurance solutions through our reinsurance subsidiaries, Oxbridge Reinsurance Limited and Oxbridge Re NS. Oxbridge Re NS functions as a reinsurance sidecar which increases the underwriting capacity of Oxbridge Reinsurance Limited. Oxbridge Re NS issues participating notes to third party investors, the proceeds of which are utilized to collateralize Oxbridge Reinsurance Limited's reinsurance obligations. We focus on underwriting fully-collateralized reinsurance contracts primarily for property and casualty insurance companies in the Gulf Coast region of the United States, with an emphasis on Florida. We specialize in underwriting medium frequency, high severity risks, where we believe sufficient data exists to analyze effectively the risk/return profile of reinsurance contracts.

We underwrite reinsurance contracts on a selective and opportunistic basis as opportunities arise based on our goal of achieving favorable long-term returns on equity for our shareholders. Our goal is to achieve long-term growth in book value per share by writing business that generates attractive underwriting profits relative to the risk we bear. Additionally, we complement our underwriting profits with investment profits on an opportunistic basis. Our underwriting business focus is on fully collateralized reinsurance contracts for property catastrophes, primarily in the Gulf Coast region of the United States, with an emphasis on Florida. Within that market and risk category, we attempt to select the most economically attractive opportunities across a variety of property and casualty insurers. As our capital base grows, however, we expect that we will consider further growth opportunities in other geographic areas and risk categories.

Our level of profitability is primarily determined by how adequately our premiums assumed and investment income cover our costs and expenses, which consist primarily of acquisition costs and other underwriting expenses, claim payments and general and administrative expenses. One factor leading to variation in our operational results is the timing and magnitude of any follow-on offerings we undertake (if any), as we are able to deploy new capital to collateralize new reinsurance treaties and consequently, earn additional premium revenue. In addition, our results of operations may be seasonal in that hurricanes and other tropical storms typically occur during the period from June 1 through November 30. Further, our results of operations may be subject to significant variations due to factors affecting the property and casualty insurance industry in general, which include competition, legislation, regulation, general economic conditions, judicial trends, and fluctuations in interest rates and other changes in the investment environment.



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Because we employ an opportunistic underwriting and investment philosophy, period-to-period comparisons of our underwriting results may not be meaningful. In addition, our historical investment results may not necessarily be indicative of future performance. Due to the nature of our reinsurance and investment strategies, our operating results will likely fluctuate from period to period.

Compared to most of our competitors, we are small and have low overhead expenses. We believe that our expense efficiency, agility and existing relationships support our competitive position and allows us to profitably participate in lines of business that fit within our strategy. Over time we expect our expense advantage could erode as the industry seeks to reduce frictional costs.

### **Recent Developments**

#### **Formation of SurancePlus**

SurancePlus Inc., an indirect wholly-owned subsidiary of Oxbridge Re Holdings Limited, was incorporated as a British Virgin Islands Business Company on December 19, 2022 for the purposes of tokenizing reinsurance contracts underwritten by its affiliated licensed reinsurer, Oxbridge Re NS.

On March 27, 2023, the Company and SurancePlus Inc. (“SurancePlus”), issued a press release announcing the commencement of an offering by SurancePlus of up to \$5.0 million (USD) of DeltaCat Re Tokens (the “Tokens”), which represent Series DeltaCat Preferred Shares of SurancePlus (“Preferred Shares”, and together with the Tokens, the “Securities”). Each Token, which will have a purchase price of \$10.00 per Token, will represent one Preferred Share of SurancePlus.

The proceeds from the offer and sale of the Securities will be used by SurancePlus to purchase one or more participating notes of Oxbridge Re NS, and the proceeds from the sale of participating notes will be invested in collateralized reinsurance contracts to be underwritten by Oxbridge Re NS. The holders of the Securities will generally be entitled to proceeds from the payment of participating notes in the amount of a preferred return of \$12.00 plus 80% of any proceeds in excess of the amount necessary to pay the preferred return. Assuming no casualty losses to properties reinsured by Oxbridge Re’s reinsurance subsidiaries, DeltaCat Re token investors are expected to receive a return on the original purchase price of the tokens of up to 196% after 3 years.

The Securities have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state or other securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state or other securities laws. The Securities will be sold in a transaction exempt from registration under the Securities Act and will be sold only to persons reasonably believed to be accredited investors in the United States under SEC Rule 506(c) under the Securities Act and outside the United States only to non-U.S. persons in accordance with Regulation S under the Securities Act.

#### **ATM Facility**

On September 30, 2022, the Company entered into an Equity Distribution Agreement (the “Offering Agreement”) with Maxim Group LLC, as sales agent (the “Sales Agent”), pursuant to which the Company could offer and sell, from time to time, through the Sales Agent up to \$6,300,000 of the Company’s ordinary shares, \$0.001 par value (“Ordinary Shares”). The expiration date of the Offering Agreement is the earlier of (i) the issuance and sale of the Ordinary Shares having an aggregate offering price equal to \$6,300,000, or (ii) the termination of the Offering Agreement by either the Sales Agent or the Company, in each such party’s sole discretion, upon the provision of thirty (30) days’ written notice. The Company will pay the Sales Agent a commission equal to 3.0% of the gross proceeds of the Ordinary Shares sold by the Sales Agent pursuant to the Offering Agreement.

Sales of the Ordinary Shares under the Offering Agreement, if any, may be made in transactions that are deemed to be “at-the-market” offerings as defined in Rule 415 under the Securities Act of 1933, as amended, including without limitation sales made directly on or through the Nasdaq Capital Market or any other existing trading market for the Ordinary Shares. The Sales Agent will use commercially reasonable efforts consistent with its normal trading and sales practices to sell the Ordinary Shares from time to time, based upon instructions from the Company (including any price, time or amount limits the Company may impose). The Company is not obligated to make any sales under the Offering Agreement.

The Ordinary Shares were registered pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-262590) (the “Registration Statement”), and offerings of the Ordinary Shares will be made only by means of a prospectus supplement.



## **Oxbridge Acquisition Corp.**

### **Exempted Company**

On August 16, 2021, Oxbridge Acquisition Corp. (“Oxbridge Acquisition” or “the SPAC”),

As a Cayman Islands special purpose acquisition company in which the Company has an indirect investment through its wholly-owned licensed reinsurance subsidiary Oxbridge Reinsurance Limited (“OXRE”), announced the closing of an initial public offering of units (“Units”). In the initial public offering, Oxbridge Acquisition sold an aggregate of 11,500,000 Units at a price of \$10.00 per unit, resulting in total gross proceeds of \$115,000,000. Each Unit consisted of one Class A ordinary share and one redeemable warrant, with exempted companies, each warrant entitling the holder thereof to purchase one Class A ordinary share of Oxbridge Acquisition at a price of \$11.50 per share.

The initial public offering of Oxbridge Acquisition was sponsored by OAC Sponsor Ltd. (“Sponsor”). In connection with Oxbridge Acquisition’s initial public offering, Sponsor purchased from Oxbridge Acquisition, simultaneous with the closing of the initial public offering, an aggregate of 4,897,500 warrants at a price of \$1.00 per warrant (\$4,897,500 in the aggregate) in a private placement (the “Private Placement Warrants”). Each Private Placement Warrant is exercisable to purchase one Class A ordinary share of Oxbridge Acquisition at \$11.50 per share. In addition, Sponsor holds 2,875,000 shares of the Class B ordinary shares of Oxbridge Acquisition, representing 20% of the outstanding shares of Oxbridge Acquisition (the “Class B Shares”).

In connection with the organization of Sponsor, OXRE placed approximately 34.7% of the risk capital and owns approximately 49.6% and 63.1% of the ordinary shares and preferred shares, respectively, of the Sponsor (the “Sponsor Equity Interest”). The preferred shares of Sponsor are nonvoting shares and generally entitle the holders thereof to receive the net proceeds, if any, received by Sponsor from the sale, exchange, or disposition of the Private Placement Warrants or the shares issuable upon the exercise thereof, and the ordinary shares of Sponsor (which are voting shares in Sponsor) will generally be equivalent to the value of the Class B Shares of Oxbridge Acquisition held by Sponsor.

On August 11, 2021, OXRE entered into a Share Purchase Agreement with Sponsor (the “Initial Share Purchase Agreement”) under which OXRE purchased the Sponsor Equity Interest for an aggregate purchase price of \$2,000,000 (the “Share Purchase Agreement”). Under the Share Purchase Agreement, OXRE acquired an aggregate of 1,500,000 ordinary shares and 3,094,999 preferred shares of Sponsor.

On November 14, 2022, OXRE entered into a Second Share Purchase Agreement with Sponsor (the “Second Share Purchase Agreement”) under which OXRE acquired an additional 285,000 ordinary shares of Sponsor for an aggregate purchase price of \$285,000.

In addition to the foregoing, the Initial Share Purchase Agreement contains customary representations, warranties, and covenants.

On November 9, 2022, Oxbridge Acquisition held an extraordinary general meeting (the “EGM”) of shareholders. At the EGM, Oxbridge Acquisition’s shareholders were presented the proposals to extend the date by which Oxbridge Acquisition must consummate a business combination from November 16, 2022 to August 16, 2023 (or such earlier date as determined by Oxbridge Acquisition’s Board) by amending Oxbridge Acquisition’s Amended and Restated Memorandum and Articles of Association (the “Extension Amendment Proposal”). The Extension Amendment Proposal to amend Oxbridge Acquisition’s Amended and Restated Memorandum and Articles of Association (“Charter Amendment”) was approved.

In connection with the Extension Amendment Proposal, the Sponsor has agreed to contribute to Oxbridge Acquisition a loan of \$575,000 (the “Extension Loan”), to be deposited into Oxbridge Acquisition’s Trust Account to extend the Termination Date from November 16, 2022 to August 16, 2023. On November 14, 2022, the Company subscribed for additional ordinary shares in the Sponsor for an amount of \$285,000, representing the Company’s pro-rata portion of the Extension Loan. As such, the Company’s Sponsor Equity Interest remained at approximately 49.6% and 63.1% of the ordinary shares and preferred shares, respectively, of the Sponsor.

On February 28, 2023, the Company announced in a press release that Oxbridge Acquisition filed a Current Report on Form 8-K with the Securities and Exchange Commission in connection with Oxbridge Acquisition’s business combination with Jet Token Inc. (“Jet”), a Delaware based company. Upon the closing of the transaction, the combined company will be named Jet.AI Inc. Jet offers fractional aircraft ownership, jet card, aircraft brokerage and charter service through its fleet of private aircraft and those of Jet’s Argus Platinum operating partner. Jet’s charter app enables travelers to look, book and fly. The funding and capital markets access from this transaction is expected to enable Jet to continue its growth strategy of AI software development and fleet expansion. The business combination is expected to be completed late in the second quarter of 2023.

The Company’s wholly-owned licensed reinsurance subsidiary, Oxbridge Reinsurance Limited (“Oxbridge Reinsurance”), is the lead investor in Oxbridge Acquisition’s sponsor and holds the equivalent of 1,426,180 Class B shares, which at closing of the business combination will have a value of \$14,261,800. This does not include the value of the 3,094,999 private placement warrants that the Company beneficially holds in Oxbridge Acquisition.

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## PRINCIPAL REVENUE AND EXPENSE ITEMS

### Revenues

We derive our most significant revenues from three principal sources:

- premiums assumed from reinsurance on property and casualty business;
- income from investments and unrealized (loss)/ gain on other investments;
- income under our Administrative Services Agreement

#### *Premiums Assumed*

Premiums assumed include all premiums received by a reinsurance company during a specified accounting period, even if the policy provides coverage beyond the end of the period. Premiums are earned over the term of the related policies. At the end of each accounting period, the portion of the premiums that are not yet earned are included in the unearned premiums reserve and are realized as revenue in subsequent periods over the remaining term of the policy. Our policies typically have a term of twelve months. Thus, for example, for a policy that is written on July 1, 2022, typically one-half of the premiums will be earned in 2022 and the other half will be earned during 2023. However, in the event of limit losses on our policies, premium recognition will be accelerated to match losses incurred in the period, when there is no possibility of any future treaty-year losses under the contracts.

Premiums from reinsurance on property and casualty business assumed are directly related to the number, type and pricing of contracts we write.

Premiums assumed are recorded net of change in loss experience refund, which consists of changes in amounts due to the cedants under two of our reinsurance contracts. These contracts contain retrospective provisions that adjust premiums in the event losses are minimal or zero. We recognize a liability pro-rata over the period in which the absence of loss experience obligates us to refund premiums under the contracts, and we will derecognize such liability in the period in which a loss experience arises. The change in loss experience refund is negatively correlated to loss and loss adjustment expenses described below.

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### *Investment Income*

Income from our investments is primarily comprised of net realized and unrealized gains (losses) interest income and dividends on investment securities. Such income is primarily from the Company's investments, which includes other investments in Oxbridge Acquisition Corp. and investments held in trust accounts that collateralize the reinsurance policies that we write. The investment parameters for trust accounts are generally be established by the cedant for the relevant policy.

### *Administrative Services Agreement*

Commencing on the effective date of the SPAC's IPO, the Sponsor agreed to pay the Company a total of up to \$10,000 per month for office space, utilities, secretarial and administrative support to the Sponsor and the SPAC. Upon completion of the SPAC's initial Business Combination or the SPAC's liquidation, the Sponsor will cease paying these monthly fees. For the year ended December 31, 2022, the Company received \$90,000, and recorded income of \$120,000 from the Sponsor under the Administrative Services Agreement, which is included in "net investment and other income" in the consolidated statements of operations. At December 31, 2022, the Company recorded a receivable of \$30,000 which is included in "due from related parties" in the consolidated balance sheets.

### **Expenses**

Our expenses consist primarily of the following:

- losses and loss adjustment expenses;
- policy acquisition costs and underwriting expenses; and
- general and administrative expenses.

### *Loss and Loss Adjustment Expenses*

Loss and loss adjustment expenses are a function of the amount and type of reinsurance contracts we write and of the loss experience of the underlying coverage. As described below, loss and loss adjustment expenses are based on the claims reported by our Company's ceding insurers, and may include an actuarial analysis of the estimated losses, including losses incurred during the period and changes in estimates from prior periods. Depending on the nature of the contract, loss and loss adjustment expenses may be paid over a period of years.

### *Policy Acquisition Costs and Underwriting Expenses*

Policy acquisition costs and underwriting expenses consist primarily of brokerage fees, ceding commissions, premium taxes and other direct expenses that relate to our writing of reinsurance contracts. We amortize deferred acquisition costs over the related contract term.

### *General and Administrative Expenses*

General and administrative expenses consist of salaries and benefits and related costs, including costs associated with our professional fees, rent and other general operating expenses consistent with operating as a public company.

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**RESULTS OF OPERATIONS**

The following table summarizes our results of operations for the years ended December 31, 2022 and 2021 (dollars in thousands, except per share amounts):

	Years Ended December 31,	
	2022	2021
<b>Revenue</b>		
Assumed premiums	\$ 645	904
Change in unearned premiums reserve	350	61
Net premiums earned	995	965
Net investment and other income	201	99
Net realized investment gain	27	755
Unrealized (loss) gain on other investments	(35)	9,173
Change in fair value of equity securities	(338)	(767)
Total revenue	850	10,225
<b>Expenses</b>		
Losses and loss adjustment expenses	1,073	158
Policy acquisition costs and underwriting expenses	110	106
General and administrative expenses	1,413	1,305
Total expenses	2,596	1,569
(Loss) Income before income attributable to noteholders	(1,746)	8,656
Income attributable to noteholders	(43)	(91)
<b>Net (loss) income</b>	<b>\$ (1,789)</b>	<b>8,565</b>
<b>(Loss) Earnings per share</b>		
Basic and Diluted	\$ (0.31)	1.49
<b>Weighted-average shares outstanding</b>		
Basic and Diluted	5,772,396	5,735,779
<b>Performance ratios to net premiums earned:</b>		
Loss ratio	107.8 %	16.4 %
Acquisition cost ratio	11.0 %	11.0 %
Expense ratio	153.1 %	146.2 %
Combined ratio	260.9 %	162.6 %

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### **Comparison of the Year Ended December 31, 2022 to Year Ended December 31, 2021**

**General.** Net loss for the year ended December 31, 2022 was \$1.79 million or \$0.31 basic and diluted loss per share compared to a net income of \$8.57 million or \$1.49 basic and diluted earnings per share for the year ended December 31, 2021. The decrease in earnings is due primarily to a decrease in unrealized gains on the company's investment in the SPAC and increased loss and loss adjustment expenses, during the year ended December 31, 2022, when compared with the prior year.

**Premium Income.** Net premiums earned typically reflects the pro-rata inclusion into income of premiums assumed (net of loss experience refund and premiums ceded) over the life of the reinsurance contracts. Net premiums earned for the year ended December 31, 2022 increased \$30 thousand, to \$995 thousand, from \$965 thousand for the year ended December 31, 2021. The increase is due to the acceleration of premium recognition on two of the Company's reinsurance contract due to a limit loss suffered during the year, as well as higher rates on reinsurance contracts during the year ended December 31, 2022, when compared to the prior year.

**Losses Incurred.** Losses incurred for the year ended December 31, 2022 increased to \$1,073 thousand from \$158, for the year ended December 31, 2021. The increase during the year is wholly due to the triggering of a limit loss on two of the Company's reinsurance contracts, due to the impact of Hurricane Ian on our book of business.

**Policy Acquisition Costs and Underwriting Expenses.** Acquisition costs represent the amortization of the brokerage fees and federal excise taxes incurred on reinsurance contracts placed. Policy acquisition costs and underwriting expenses for the year ended December 31, 2022 increased by \$4 thousand, to \$110 thousand from \$106 thousand for the year ended December 31, 2021. The increase is due wholly due to the acceleration of premium recognition as mentioned above, and the resulting acceleration of policy acquisition costs, as well as higher rates on reinsurance contracts during the year ended December 31, 2022, when compared to the prior year.

**General and Administrative Expenses.** General and administrative expenses for the year ended December 31, 2022 increased by approximately \$100 thousand to \$1.4 million from \$1.3 million for the year ended December 31, 2021. The increase is due to expense fluctuations during the year ended December 31, 2022, and the hiring of an additional member of staff.

### **MEASUREMENT OF RESULTS**

We use various measures to analyze the growth and profitability of business operations. For our reinsurance business, we measure growth in terms of premiums assumed and we measure underwriting profitability by examining our loss, underwriting expense and combined ratios. We analyze and measure profitability in terms of net income and return on average equity.

**Premiums Assumed.** We use gross premiums assumed to measure our sales of reinsurance products. Gross premiums assumed also correlates to our ability to generate net premiums earned. See also the analysis above relating to the growth in premiums assumed.

**Loss Ratio.** The loss ratio is the ratio of losses and loss adjustment expenses incurred to premiums earned and measures the underwriting profitability of our reinsurance business. The loss ratio for the year ended December 31, 2022 increased to 107.8% from 16.4% for the year ended December 31, 2021. The increase during the year ended December 31, 2022 is wholly due to the limit losses suffered on two of our reinsurance contracts as a result of Hurricane Ian, partially offset by a higher denominator in net premiums earned, compared with the previous year.

**Acquisition Cost Ratio.** The acquisition cost ratio is the ratio of policy acquisition costs and other underwriting expenses to net premiums earned. The acquisition cost ratio measures our operational efficiency in producing, underwriting and administering our reinsurance business. The acquisition cost ratio remained consistent at 11% for both years December 31, 2022 and 2021.

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**Expense Ratio.** The expense ratio is the ratio of policy acquisition costs, other underwriting expenses and general and administrative expenses to net premiums earned. We use the expense ratio to measure our operating performance. The expense ratio increased from 146.2% for the year ended December 31, 2021 to 153.1% for the year ended December 31, 2022. The increase is due to higher general and administrative expenses during the year ended December 31, 2022.

**Combined Ratio.** We use the combined ratio to measure our underwriting performance. The combined ratio is the sum of the loss ratio and the expense ratio. The combined ratio increased from 162.6% for the year ended December 31, 2021 to 260.9% for the year ended December 31, 2022. The increase is due to the increase in loss ratio during the year ending December 31, 2022 as a result of limit loss suffered under two of our reinsurance contracts, as well as higher general and administrative expenses, when compared with the prior year.

### **FINANCIAL CONDITION – DECEMBER 31, 2022 COMPARED TO DECEMBER 31, 2021**

**Restricted Cash and Cash Equivalents.** As of December 31, 2022, our restricted cash and cash equivalents increased by \$830 thousand, to \$2.7 million from \$1.89 million as of December 31, 2021. The increase is the net result of a partial withdrawal of collateral on a previous year contract, and the deposit of collateral for new treaty period during the year ended December 31, 2022.

**Investments.** As of December 31, 2022, our equity securities increased marginally by \$65 thousand to \$642 thousand, from \$577 thousand as of December 31, 2021. The increase is primarily a result of purchase of equity securities during the year ended December 31, 2022.

**Other investments.** As of December 31, 2022, our other investments increased to \$11.4 million from \$11.17 million at December 31, 2021. The increase is due to the additional purchases offset by the fair value changes of our investment in Oxbridge Acquisition Corp., a special purpose acquisition company in which the Company has an equity investment measured at fair value.

**Reserve of losses and loss adjustment expenses.** As of December 31, 2022, our reserve for loss and loss adjustment expenses increased to \$1.07 million from \$0 at December 31, 2021. The increase is due to the limit loss on two of our reinsurance contracts impacting our book of business as a result of Hurricane Ian.

**Notes Payable to Noteholders.** As of December 31, 2022, our notes payable remained the same at \$216 thousand. These notes relate to Series 2020-1 participating notes issued by our reinsurance sidecar subsidiary, Oxbridge Re NS during the quarter ending December 31, 2020.

**Unearned Premiums Reserve.** As of December 31, 2022, our unearned premiums reserve decreased by \$350 thousand, to \$0, from \$350 thousand at December 31, 2021. The decrease is due wholly to the recognition of premium income on in-force reinsurance contracts during the year ending December 31, 2022.

### **LIQUIDITY AND CAPITAL RESOURCES**

#### **General**

We are organized as a holding company and provide administrative and management services to our subsidiaries, as well as to Oxbridge Acquisition Corp., a special purpose acquisition company. Our operations are conducted through our reinsurance subsidiaries, Oxbridge Reinsurance Limited and Oxbridge Re NS, which underwrites risks associated with our property and casualty reinsurance programs. We have minimal continuing cash needs at the holding company level, with such needs principally being related to the payment of administrative expenses and shareholder dividends (if any). There are restrictions on Oxbridge Reinsurance Limited's and Oxbridge Re NS' ability to pay dividends which are described in more detail below.

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### **Sources and Uses of Funds**

Our sources of funds primarily consist of premium receipts (net of brokerage fees and federal excise taxes, where applicable) and investment income, including interest, dividends and realized gains, and administrative services fee income from OAC Sponsor Ltd. We use cash to pay losses and loss adjustment expenses, other underwriting expenses, dividends, and general and administrative expenses. Substantially all of our surplus funds, net of funds required for cash liquidity purposes, are invested in accordance with our business plan and investment guidelines. Our investment portfolio, except for our investment in OAC sponsor Ltd., is primarily comprised of cash and highly liquid securities, which can be liquidated, if necessary, to meet current liabilities. We believe that we have sufficient flexibility to liquidate any securities that we own to generate liquidity.

As of December 31, 2022, we believe we had sufficient cash flows from operations to meet our liquidity requirements. We expect that our operational needs for liquidity will be met by cash, investment income and funds generated from underwriting activities. We have no current plans to issue debt and expect to fund our operations for the foreseeable future from operating cash flows, as well as from potential future equity offerings. However, we cannot provide assurances that in the future we will not incur indebtedness to implement our business strategy, pay claims or make acquisitions.

Although Oxbridge Re Holdings Limited is not subject to any significant legal prohibitions on the payment of dividends, its subsidiaries Oxbridge Reinsurance Limited and Oxbridge Re NS are subject to Cayman Islands regulatory constraints that affect its ability to pay dividends to us and include a minimum net worth requirement. Currently, the minimum net worth requirement for each subsidiary is \$500. As of December 31, 2022, each subsidiary exceeded the minimum required. By law, each subsidiary is restricted from paying a dividend if such a dividend would cause its net worth to drop to less than the required minimum.

### **Cash Flows**

Our cash flows from operating, investing and financing activities for the years ended December 31, 2022 and 2021 are summarized below.

#### *Cash Flows for the Year ended December 31, 2022 (in thousands)*

Net cash used in operating activities for the year ended December 31, 2022 totaled \$829, which consisted primarily of cash received on net written premiums less cash disbursed for operating expenses and reserve for loss and loss adjustment expenses. Net cash used in investing activities of \$661 was primarily due to other investments and the net purchase and sales of equity securities. There was no cash used in or provided by financing activities.

#### *Cash Flows for the Year ended December 31, 2021 (in thousands)*

Net cash used in operating activities for the year ended December 31, 2021 totaled \$253, which consisted primarily of cash received on investments and net written premiums less cash disbursed for operating expenses. Net cash used in investing activities of \$1,805 was primarily due to other investments and the net purchase of equity securities the net proceeds from sale of equity securities. There was no cash used in or provided by financing activities.

### **OFF-BALANCE SHEET ARRANGEMENTS**

As of December 31, 2022, we had no off-balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K.



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### Exposure to Catastrophes

As with other reinsurers, our operating results and financial condition could be adversely affected by volatile and unpredictable natural and man-made disasters, such as hurricanes, windstorms, earthquakes, floods, fires, riots and explosions, and particularly to weather events in the State of Florida. Although we attempt to limit our exposure to levels we believe are acceptable, it is possible that an actual catastrophic event or multiple catastrophic events could have a material adverse effect on our financial condition, results of operations and cash flows. As described under “CRITICAL ACCOUNTING POLICIES—*Reserves for Losses and Loss Adjustment Expenses*” below, under accounting principles generally accepted in the United States of America (“GAAP”), we are not permitted to establish loss reserves with respect to losses that may be incurred under reinsurance contracts until the occurrence of an event which may give rise to a claim. As a result, only loss reserves applicable to losses incurred up to the reporting date may be established, with no provision for a contingency reserve to account for expected future losses.

### CRITICAL ACCOUNTING POLICIES

We are required to make estimates and assumptions in certain circumstances that affect amounts reported in our consolidated financial statements and related footnotes. We evaluate these estimates and assumptions on an on-going basis based on historical developments, market conditions, industry trends and other information that we believe to be reasonable under the circumstances. These accounting policies pertain to fair value measurements, particular with respect to our beneficial interest in Oxbridge Acquisition Corp., premium revenues and risk transfer, reserve for loss and loss adjustment expenses, and deferred acquisition costs.

**Fair value measurement:** GAAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under GAAP are as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date;

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active;

and

Level 3 Inputs that are unobservable.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. For fixed maturity securities, inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, broker quotes for similar securities and other factors. The fair value of investments in stocks and exchange-traded funds is based on the last traded price. The fair value of our indirect investment in Oxbridge Acquisition Corp. is based on the fair value calculation made by an independent valuation expert utilizing observable and unobservable inputs. A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes “observable” requires significant judgment by the Company’s investment custodians and management. The investment custodians and management consider observable data to be market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant markets. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument, as well as the marketability of the instrument and the risk of forfeiture of such instrument.



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**Premium Revenue and Risk Transfer.** We record premiums revenue as earned pro-rata over the terms of the reinsurance agreements and the unearned portion at the balance sheet date is recorded as unearned premiums reserve. A reserve is made for estimated premium deficiencies to the extent that estimated losses and loss adjustment expenses exceed related unearned premiums. Investment income is not considered in determining whether or not a deficiency exists.

We account for reinsurance contracts in accordance with ASC 944, “Financial Services – Insurance.” Assessing whether or not a reinsurance contract meets the conditions for risk transfer requires judgment. The determination of risk transfer is critical to reporting premiums written. If we determine that a reinsurance contract does not transfer sufficient risk, we must account for the contract as a deposit liability.

**Reserves for Losses and Loss Adjustment Expenses.** We determine our reserves for losses and loss adjustment expenses on the basis of the claims reported by our ceding insurers and for losses IBNR, we use the assistance of an independent actuary. The reserves for losses and loss adjustment expenses represent management’s best estimate of the ultimate settlement costs of all losses and loss adjustment expenses.

We believe that the amounts are adequate; however, the inherent impossibility of predicting future events with precision, results in uncertainty as to the amount which will ultimately be required for the settlement of losses and loss expenses, and the differences could be material. Adjustments are reflected in the consolidated statements of income in the period in which they are determined.

Under GAAP, we are not permitted to establish loss reserves until the occurrence of an actual loss event. As a result, only loss reserves applicable to losses incurred up to the reporting date may be recorded, with no allowance for the provision of a contingency reserve to account for expected future losses. Losses arising from future events, which could be substantial, are estimated and recognized at the time the loss is incurred.

At December 31, 2022 we had reserves of \$1.07 million as a result of Hurricane Ian. This represents the maximum loss limit on our reinsurance contracts that have been affected. See Note 7 to the consolidated financial statements.

Our reserving methodology does not lend itself well to a statistical calculation of a range of estimates surrounding the best point estimate of our reserve for loss and loss adjustment expense. Due to the low frequency and high severity nature of claims within much of our business, our reserving methodology principally involves arriving at a specific point estimate for the ultimate expected loss on a contract-by-contract basis, and our aggregate loss reserves are the sum of the individual loss reserves established.

**Deferred Acquisition Costs.** We defer certain expenses that are directly related to and vary with producing reinsurance business, including brokerage fees on gross premiums assumed, premium taxes and certain other costs related to the acquisition of reinsurance contracts. These costs are capitalized and the resulting asset, deferred acquisition costs, is amortized and charged to expense in future periods as premiums assumed are earned. The method followed in computing deferred acquisition costs limits the amount of such deferral to its estimated realizable value. The ultimate recoverability of deferred acquisition costs is dependent on the continued profitability of our reinsurance underwriting. If our underwriting ceases to be profitable, we may have to write off a portion of our deferred acquisition costs, resulting in a further charge to income in the period in which the underwriting losses are recognized.

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**ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a smaller reporting company as defined by Rule 229.10(f)(1) of the Exchange Act, we are not required to provide the information under this item.

**ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements and supplementary data have been filed as a part of this Annual Report on Form 10-K as indicated in the Index to Consolidated Financial Statements and Financial Statement Schedules appearing on page 50 of this Annual Report on Form 10-K.

**ITEM 9 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this Annual Report on Form 10-K (December 31, 2022). Our disclosure controls and procedures are intended to ensure that the information we are required to disclose in the reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including the principal executive officer and principal financial officer to allow timely decisions regarding required disclosures.

Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this Annual Report on Form 10-K, our disclosure controls and procedures were effective.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

**Management's Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over our financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

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Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of December 31, 2022, our internal control over financial reporting was effective.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

This Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our independent registered public accounting firm pursuant to scaled disclosure requirements applicable to non-accelerated filers that permit us to provide only management’s report in this Annual Report.

### **Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting that occurred during the three months and the year ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 9B OTHER INFORMATION**

None.

### **ITEM 9C DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

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**PART III**

**ITEM 10 DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Other than the information regarding our code of ethics set forth below, the information required by this Item is incorporated herein by reference to the definitive proxy statement for our 2023 Annual Meeting of Shareholders to be filed with the SEC not later than 120 days after December 31, 2022.

We have adopted a code of ethics applicable to all employees and directors, including our principal executive officer, principal financial officer and principal accounting officer. We have posted the text of our code of ethics to our internet website: [www.oxbridgere.com](http://www.oxbridgere.com). To access our code of ethics, select “Investor Information” on our website and then select “Corporate Governance,” then “Code of Conduct.” We intend to disclose any change to or waiver from our code of ethics by posting such change or waiver to our internet website within the same section as described above.

**ITEM 11 EXECUTIVE COMPENSATION**

The information required by this Item is incorporated herein by reference to the definitive proxy statement for our 2023 Annual Meeting of Shareholders or an amendment to this Form 10-K to be filed with the SEC not later than 120 days after December 31, 2022.

**ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS**

The information required by this Item is incorporated herein by reference to the definitive proxy statement for our 2023 Annual Meeting of Shareholders or an amendment to this Form 10-K to be filed with the SEC not later than 120 days after December 31, 2022.

**ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item is incorporated herein by reference to the definitive proxy statement for our 2023 Annual Meeting of Shareholders or an amendment to this Form 10-K to be filed with the SEC not later than 120 days after December 31, 2021.

**ITEM 14 PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this Item is incorporated herein by reference to the definitive proxy statement for our 2023 Annual Meeting of Shareholders or an amendment to this Form 10-K to be filed with the SEC not later than 120 days after December 31, 2022.

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**PART IV**

**ITEM 15 EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

**(a) Documents Filed as Part of the Report**

The Consolidated Financial Statements, other financial information, financial statement schedules and report of independent registered public accounting firm have been filed as part of this Annual Report on Form 10-K as indicated in the Index to Consolidated Financial Statements and Financial Statement Schedules appearing on page 50 of this Annual Report on Form 10-K.

**(b) Exhibits**

Reference is made to the separate exhibit index contained on page 48 filed herewith.

**(c) Financial Statement Schedules**

The financial statement schedules and report of independent registered public accounting firm have been filed as part of this Annual Report on Form 10-K as indicated in the Index to Consolidated Financial Statements and Financial Statement Schedules appearing on page 50 of this Annual Report on Form 10-K.

**ITEM 16 FORM 10-K SUMMARY**

None.

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### **Oxbridge Re Holdings Limited** **Index to Exhibits**

<b>Exhibit</b>	<b>Title</b>
<a href="#">3</a>	<a href="#">Third Amended and Restated Memorandum and Articles of Association of Oxbridge Re Holdings Limited, as amended through December 19, 2014 (incorporated by reference to Exhibit 3.1 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed December 24, 2014) (Commission File No. 1-36346).</a>
<a href="#">4.1</a>	<a href="#">Warrant Agreement, dated March 26, 2014, between Oxbridge Re Holdings Limited and Broadridge Corporate Issuer Solutions, Inc. (incorporated by reference to Exhibit 4.1 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed May 28, 2014) (Commission File No. 1-36346).</a>
<a href="#">4.3</a>	<a href="#">Amendment #1 to Warrant Agreement between Oxbridge Re Holdings Limited and Broadridge Corporate Issuer Solutions, Inc. (incorporated by reference to Exhibit 4.1 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed on November 19, 2019) (Commission File No. 1-36346).</a>
<a href="#">4.4</a>	<a href="#">Description of Securities Registered under Section 12 of the Securities Exchange Act of 1934, as amended (incorporated by reference to Exhibit 4.5 to Oxbridge Re Holdings Limited's Annual Report on Form 10-K filed March 23, 2020) (Commission File No. 1-36346).</a>
<a href="#">10.2*</a>	<a href="#">Oxbridge Re Holdings Limited 2014 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.10 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed December 24, 2014) (Commission File No. 1-36346).</a>
<a href="#">10.4*</a>	<a href="#">Amended and Restated Employment Agreement, dated January 9, 2023, with Jay Madhu (incorporated by reference to Exhibit 10.3 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed January 13, 2023) (Commission File No. 1-36346).</a>
<a href="#">10.5*</a>	<a href="#">Amended and Restated Employment Agreement, dated January 9, 2023, with Wrendon Timothy (incorporated by reference to Exhibit 10.4 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed January 13, 2023) (Commission File No. 1-36346).</a>
<a href="#">10.6*</a>	<a href="#">Form of Oxbridge Re Holdings Limited 2014 Omnibus Incentive Plan Restricted Share Award (incorporated by reference to Exhibit 10.1 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed January 28, 2015) (Commission File No. 1-36346).</a>
<a href="#">10.7*</a>	<a href="#">Form of Oxbridge Re Holdings Limited 2014 Omnibus Incentive Plan Share Option Award Agreement (incorporated by reference to Exhibit 10.2 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed January 28, 2015) (Commission File No. 1-36346).</a>
<a href="#">10.8*</a>	<a href="#">Oxbridge Re Holdings 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed January 13, 2023) (Commission File No.1-36346).</a>
<a href="#">10.9*</a>	<a href="#">Form of Restricted Stock Agreement under the Oxbridge Re Holdings Limited 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.5 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed January 13, 2023) (Commission File No.1-36346).</a>
<a href="#">10.10</a>	<a href="#">Oxbridge Re Holdings Limited Non-Employee Director Compensation Program (incorporated by reference to Exhibit 10.1 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed January 13, 2023) (Commission File No.1-36346).</a>
<a href="#">10.11</a>	<a href="#">Share Purchase Agreement, dated August 11, 2021, by and between Oxbridge Reinsurance Limited and OAC Sponsor Ltd. (incorporated by reference to Exhibit 10.7 to Oxbridge Re Holdings Limited's Quarterly Report on Form 10-Q filed November 7, 2021) (Commission File No. 1-36346).</a>
<a href="#">10.12</a>	<a href="#">Equity Distribution Agreement, dated September 20, 2022, between Oxbridge Re Holdings Limited and Maxim Group LLC (incorporated by reference to Exhibit 1.1 to Oxbridge Re Holdings Limited's Current Report on Form 8-K filed September 30, 2022) (Commission File No.1-36346).</a>
<a href="#">21.1</a>	<a href="#">List of Subsidiaries of Oxbridge Re Holdings Limited.</a>
<a href="#">23.1</a>	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
<a href="#">31.1</a>	<a href="#">Certifications of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934.</a>

31.2 [Certifications of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14\(a\) or 15d-14\(a\) under the Securities Exchange Act of 1934.](#)

32 [Written Statement of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. § 1350.](#)

101 The following materials from Oxbridge Re Holdings Limited's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 are filed herewith, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Changes in Shareholders' Equity and (v) Notes to Consolidated Financial Statements.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OXBRIDGE RE HOLDINGS LIMITED

By /s/ JAY MADHU  
Jay Madhu  
Chief Executive Officer and President  
(Principal Executive Officer)

Date: March 30, 2023

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below as of March 30, 2023 by the following persons on behalf of the registrant and in the capacities indicated:

/s/ WRENDON TIMOTHY  
Wrendon Timothy  
Chief Financial Officer and Secretary  
(Principal Financial Officer and Principal Accounting Officer)

/s/ JAY MADHU  
Jay Madhu  
Chief Executive Officer, President and Director  
(Principal Executive Officer)

/s/ LESLEY THOMPSON  
Lesley Thompson  
Director

/s/ DWIGHT MERREN  
Dwight Merren  
Director

/s/ ARUN GOWDA  
Arun Gowda  
Director



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### **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors

Oxbridge Re Holdings Limited

Grand Cayman, Cayman Islands;

#### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of Oxbridge Re Holdings Limited and Subsidiaries (the “Company”), as Oxbridge Reinsurance Limited is prohibited from trading in the Cayman Islands with any person, firm or corporation except in furtherance of December 31, 2022 our business carried on outside the Cayman Islands.

#### **Register of Members**

Under Cayman Islands law, the register of members (shareholders) is prima facie evidence of title to shares and 2021 this register would not record a third-party interest in such shares. However, there are certain limited circumstances where an application may be made to a Cayman Islands court for a determination on whether the register of members reflects the correct legal position. Further, the Cayman Islands court has the power to order that the register of members maintained by a company be rectified where it considers that such register of members does not reflect the correct legal position. The register of members is not filed with, and it does not need to be approved by, the related consolidated statements Cayman Islands authorities. Under Cayman Islands law, every person or entity that acquires our shares must have his, her or its name entered on our register of operations, changes members in shareholders’ equity order to be considered a shareholder.

#### **Warrants**

Each warrant may be exercised to purchase one ordinary share from us at a purchase price of \$7.50 per share. The warrants can be exercised at any time until March 26, 2029. The warrants are exercised by surrendering to us the warrants to be exercised, with an exercise form included therein duly completed and executed and paying to us the exercise price per share in cash flows or check payable to us. At any time while there is an effective registration statement available for the years then ended and issuance of shares issuable pursuant to the related notes and warrants, the consolidated financial warrants may be exercised only with a cash payment. If a registration statement schedules (collectively referred to as is not available for the “consolidated financial statements”). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position issuance of the Company as of December 31, 2022 and 2021, and underlying shares, the consolidated results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

#### **Basis for Opinion**

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion warrants may be exercised on the Company’s consolidated financial statements based on our audits, a cashless net-share basis. We are a public accounting firm registered with obligated under the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required warrants to be independent use our best efforts to maintain an effective registration statement with respect to the Company issuance of the underlying shares. However, under no circumstances will a holder of warrants be entitled to settle the warrants for cash, even in accordance with the U.S. federal securities laws absence of an effective registration statement.

As long as any warrants remain outstanding, ordinary shares to be issued upon the exercise of warrants will be adjusted in the event of one or more stock splits, readjustments or reclassifications. In the event of the foregoing, the remaining number of ordinary shares still subject to the warrants shall be increased or decreased to reflect proportionately the increase or decrease in the number of ordinary shares outstanding and the applicable rules and regulations exercise price per share shall be decreased or increased as the case may be, in the same proportion.

We have reserved a sufficient number of ordinary shares for issuance upon exercise of the Securities warrants and Exchange Commission and the PCAOB.

We conducted our audits such shares, when issued in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

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To the Shareholders and the Board of Directors

Oxbridge Re Holdings Limited

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### *Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

### *Fair Value Measurement of Other Investments*

At December 31, 2022, the Company's Other Investments reported in the consolidated balance sheet were \$11.4 million. As described in Note 2 - Summary of Significant Accounting Policies and Note 4 - Investments to the consolidated financial statements. Other Investments represents the Company's beneficial interests in Oxbridge Acquisition Corp. ("OXAC"), a special purpose acquisition company, Class B shares, Private Placement Warrants and the Extension Loan. Other Investments are recorded at fair value. The fair value calculation of the Company's beneficial interest in OXAC's Class B shares and Private Placement Warrants is dependent on company-specific adjustments applied to the observable trading prices of OXAC Class A shares and public warrants. The fair value calculation of the Company's beneficial interest in the Extension Loan is dependent on company-specific adjustments applied to the pro-rata original principal amount of the Extension Loan. The Company's management estimates that a specific discount of 25.11% sufficiently captures the risk or profit that a market participant would require as compensation for i) the lack of marketability of the Company's beneficial interests in the OXAC and ii) assuming the inherent risk of forfeiture and default if a business combination doesn't occur within OXAC's stipulated time frame. The Company's management has selected a discount of 25.11% due to the unobservable nature of this company-specific adjustment. The Company classifies the Other Investment as Level 3 in the fair value hierarchy. The methods used by management in determining the adjustment to the Company's most recent fair value are complex and subjective based on the judgement that is required to determine the key inputs and assumptions which can significantly impact the adjustments recognized.

The principal considerations for our determination of the fair value measurement of other investments as a critical audit matter are the subjectivity of the inputs and assumptions that management utilized in determining the adjustment to the Company's most recent fair value of other investments. This required a high degree of effort and judgment in selecting the audit procedures to evaluate management's estimates and assumptions as it relates to the valuation of other investments, including the use of an auditor's specialist.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included among others obtaining an understating of, and testing management's process for evaluating fair value adjustments. Performing these procedures involved testing of the completeness and accuracy of the data utilized by management and evaluated the reasonableness of management's assumptions used to develop an estimate of fair value. In addition, we engaged a specialist to develop an independent estimate of fair value of the other investments and comparison of management's estimate to the independently developed estimate of fair value.

HACKER, JOHNSON & SMITH PA

We have served as the Company's auditor since 2013.

Tampa, Florida

March 30, 2023

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**
**Consolidated Balance Sheets**
**(expressed in thousands of U.S. Dollars, except per share and share amounts)**

	At December 31,	
	2022	2021
<b>Assets</b>		
Investments:		
Equity securities, at fair value (cost: \$1,926 and \$1,522)	\$ 642	577
Cash and cash equivalents	1,207	3,527
Restricted cash and cash equivalents	2,721	1,891
Premiums receivable	282	284
Other investments	11,423	11,173
Due from related parties	45	5
Deferred policy acquisition costs	-	38
Operating lease right-of-use assets	44	135
Prepayment and other assets	114	50
Prepaid offering costs	133	-
Property and equipment, net	5	9
Total assets	<u>\$ 16,616</u>	<u>17,689</u>
<b>Liabilities and Shareholders' Equity</b>		
Liabilities:		
Notes payable to noteholders	\$ 216	216
Reserve for losses and loss adjustment expenses	1,073	-
Unearned premiums reserve	-	350
Operating lease liabilities	44	135
Accounts payable and other liabilities	294	337
Total liabilities	<u>1,627</u>	<u>1,038</u>
Shareholders' equity:		
Ordinary share capital, (par value \$0.001, 50,000,000 shares authorized; 5,769,587 and 5,749,587 shares issued and outstanding)	6	6
Additional paid-in capital	32,482	32,355
Accumulated Deficit	(17,499)	(15,710)
Total shareholders' equity	<u>14,989</u>	<u>16,651</u>
Total liabilities and shareholders' equity	<u>\$ 16,616</u>	<u>17,689</u>

See accompanying Notes to Consolidated Financial Statements

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**  
**Consolidated Statements of Operations**  
(expressed in thousands of U.S. Dollars, except per share amounts)

	Years Ended December 31,	
	2022	2021
<b>Revenue</b>		
Assumed premiums	\$ 645	904
Change in unearned premiums reserve	350	61
Net premiums earned	995	965
Net investment and other income	201	99
Net realized investment gain	27	755
Unrealized (loss) gain on other investments	(35)	9,173
Change in fair value of equity securities	(338)	(767)
Total revenue	\$ 850	10,225
<b>Expenses</b>		
Losses and loss adjustment expenses	\$ 1,073	158
Policy acquisition costs and underwriting expenses	110	106
General and administrative expenses	1,413	1,305
Total expenses	\$ 2,596	1,569
(Loss) income before income attributable to noteholders	\$ (1,746)	8,656
Income attributable to noteholders	(43)	(91)
<b>Net (loss) income</b>	<b>\$ (1,789)</b>	<b>8,565</b>
<b>(Loss) Earnings per share</b>		
Basic and Diluted	(0.31)	1.49
<b>Weighted-average shares outstanding</b>		
Basic and Diluted	5,772,396	5,735,779

See accompanying Notes to Consolidated Financial Statements

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**
**Consolidated Statements of Cash Flows**  
**(expressed in thousands of U.S. Dollars)**

	Years ended December 31	
	2022	2021
<b>Operating activities</b>		
Net (loss) income	\$ (1,789)	8,565
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Share-based compensation	127	61
Depreciation and amortization	4	7
Net realized investment gains	(27)	(755)
Change in fair value of equity securities	338	767
Change in fair value of other investments	35	(9,173)
Change in operating assets and liabilities:		
Accrued interest and dividend receivable	-	1
Premiums receivable	2	180
Due from related party	(40)	(5)
Deferred policy acquisition costs	38	7
Prepayment and other assets	(64)	25
Prepaid offering costs	(133)	-
Losses payable	1,073	-
Unearned premiums reserve	(350)	(61)
Accounts payable and other liabilities	(43)	128
Net cash used in operating activities	<u>\$ (829)</u>	<u>(253)</u>
<b>Investing activities</b>		
Purchase of equity securities	(1,002)	(1,148)
Purchase of other investments	(285)	(2,000)
Proceeds from sale of equity securities	626	1,346
Purchase of property and equipment	<u>-</u>	<u>(3)</u>
Net cash used in investing activities	<u>\$ (661)</u>	<u>(1,805)</u>
		(continued)

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows, continued**  
**(expressed in thousands of U.S. Dollars)**

	Years ended December 31	
	2022	2021
Cash and cash equivalents, and restricted cash and cash equivalents:		
Net change during the year	\$ (1,490)	(2,058)
Balance at beginning of year	\$ 5,418	7,476
Balance at end of year	\$ 3,928	5,418
<b>Supplemental disclosure of cash flow information</b>		
Interest paid	\$ -	-
Income taxes paid	\$ -	-

See accompanying Notes to Consolidated Financial Statements

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Shareholders' Equity**  
**Years ended December 31, 2022 and 2021**  
**(expressed in thousands of U.S. Dollars, except per share amounts)**

	Ordinary Share Capital		Additional	Accumulated	Total
	Shares	Amount	Paid-in	Deficit	Shareholders'
			Capital		Equity
Balance at December 31, 2020	5,733,587	\$ 6	32,294	(24,275)	8,025
Net income for the year	-	-	-	8,565	8,565
Issuance of restricted stock	16,000	-	-	-	-
Share-based compensation	-	-	61	-	61
Balance at December 31, 2021	<u>5,749,587</u>	<u>\$ 6</u>	<u>32,355</u>	<u>(15,710)</u>	<u>16,651</u>
Balance at December 31, 2021	5,749,587	\$ 6	32,355	(15,710)	16,651
Net loss for the year	-	-	-	(1,789)	(1,789)
Issuance of Restricted stock, net	20,000	-	-	-	-
Share-based compensation	-	-	127	-	127
Balance at December 31, 2022	<u>5,769,587</u>	<u>\$ 6</u>	<u>32,482</u>	<u>(17,499)</u>	<u>14,989</u>

See accompanying Notes to Consolidated Financial Statements

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements****1. ORGANIZATION AND BASIS OF PRESENTATION****(a) Organization**

Oxbridge Re Holdings Limited (the “Company”) was incorporated as an exempted company on April 4, 2013 under the laws of the Cayman Islands. Oxbridge Re Holdings Limited owns 100% of the equity interest in Oxbridge Reinsurance Limited, an exempted entity incorporated on April 23, 2013 under the laws of the Cayman Islands and for which a Class “C” Insurer’s license was granted on April 29, 2013 under the provisions of the Cayman Islands Insurance Law. Oxbridge Re Holdings Limited also owns 100% of the equity interest in Oxbridge Re NS, an entity incorporated as an exempted company on December 22, 2017 under the laws of the Cayman Islands to function as a reinsurance sidecar facility and to increase the underwriting capacity of Oxbridge Reinsurance Limited. The Company, through its subsidiaries (collectively “Oxbridge Re”) provides collateralized reinsurance in the property catastrophe market and invests in various insurance-linked securities. The Company operates as a single business segment through its wholly-owned subsidiaries. The Company’s headquarters and principal executive offices are located at Suite 201, 42 Edward Street, Georgetown, Grand Cayman, Cayman Islands, and have their registered offices at P.O. Box 309, Ugland House, Grand Cayman, Cayman Islands.

The Company’s ordinary shares and warrants are listed on The NASDAQ Capital Market under the symbols “OXBR” and “OXBRW,” respectively.

**(b) Basis of Presentation and Consolidation**

The accompanying consolidated financial statements for the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). All significant intercompany transactions and balances have been eliminated upon consolidation.

The Company consolidates in these consolidated financial statements the results of operations and financial position of all voting interest entities (“VOE”) in which the Company has a controlling financial interest and all variable interest entities (“VIE”) in which the Company is considered to be the primary beneficiary. The consolidation assessment, including the determination as to whether an entity qualifies as a VIE or VOE, depends on the facts and circumstances surrounding each entity.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates:** In preparing the consolidated financial statements, management was required to make certain estimates and assumptions that affect the reported amounts of the consolidated assets, liabilities, revenues, expenses and related disclosures at the financial reporting date and throughout the periods being reported upon. Certain of the estimates result from judgments that can be subjective and complex and consequently actual results may differ from these estimates, which would be reflected in future periods. Material estimates that are particularly susceptible to significant change in the near-term relate to the fair value of the Company’s investment in Oxbridge Acquisition Corp., the allowance for uncollectible receivables and the determination of the reserve for losses and loss adjustment expenses (if any), which may include amounts estimated for claims incurred but not yet reported. The Company uses various assumptions and actuarial data it believes to be reasonable under the circumstances to make these estimates. In addition, accounting policies specific to valuation of investments involve significant judgments and estimates material to the Company’s consolidated financial statements. Although considerable variability is likely to be inherent in these estimates, management believes that the amounts provided are reasonable. These estimates are continually reviewed and adjusted if necessary. Such adjustments are reflected in current operations.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

These estimates are continually reviewed and adjusted if necessary. Such adjustments are reflected in current operations.

**Cash and cash equivalents:** Cash and cash equivalents are comprised of cash and short-term investments with original maturities of three months or less.

**Restricted cash and cash equivalents:** Restricted cash and cash equivalents represent funds held in accordance with the Company's trust agreements with ceding insurers and trustees, which requires the Company to maintain collateral with a market value greater than or equal to the limit of liability, less unpaid premium.

**Investments:** The Company from time to time invests in fixed-maturity securities and equity securities, and for which its fixed-maturity securities are classified as available-for-sale. The Company's available for sale fixed-maturity investments are carried at fair value with changes in fair value included as a separate component of accumulated other comprehensive income (loss) in shareholders' equity. For the Company's investment in equity securities, and for the Company's investment in the special purpose acquisition company Oxbridge Acquisition Corp. classified as "other investments", the changes in fair value are recorded within the consolidated statements of operations.

Unrealized gains or losses are determined by comparing the fair market value of the securities with their cost or amortized cost. Realized gains and losses on investments are recorded on the trade date and are included in the consolidated statements of operations. The cost of securities sold is based on the specified identification method. Investment income is recognized as earned and discounts or premiums arising from the purchase of debt securities are recognized in investment income using the interest method over the remaining term of the security.

**Fair value measurement:** GAAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under GAAP are as follows:

**Level 1** Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date;

**Level 2** Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active; and

**Level 3** Inputs that are unobservable.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. For fixed maturity securities, inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, broker quotes for similar securities and other factors. The fair value of investments in stocks and exchange-traded funds is based on the last traded price. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the Company's investment custodians and management. The investment custodians consider observable data to be market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant markets.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument, as well as the marketability of the instrument and the inherent risk of forfeiture of such instrument. Management utilizes the services of an independent valuation specialist to estimate the fair value of Level 3 securities.

**Deferred policy acquisition costs (“DAC”):** Policy acquisition costs consist of brokerage fees, federal excise taxes and other costs related directly to the successful acquisition of new or renewal insurance contracts and are deferred and amortized over the terms of the reinsurance agreements to which they relate. The Company evaluates the recoverability of DAC by determining if the sum of future earned premiums and anticipated investment income is greater than the expected future claims and expenses. If a loss is probable on the unexpired portion of policies in force, a premium deficiency loss is recognized. At December 31, 2022, there was no DAC recorded.

**Offering Expenses:** At December 31, 2022, there were \$133,000 of offering expenses on the consolidated balance sheet as prepaid offering costs in relation to an equity distribution agreement with Maxim Group LLC for the sale of the ordinary shares. In accordance with the terms of the equity distribution agreement, we may offer warrants, will be fully paid and sell ordinary non-assessable. Fractional shares having an aggregate offering price will not be issued upon the exercise of up warrants, and no payment will be made with respect to \$6.3 million from time any fractional shares to time. Reclassification which any warrant holder might otherwise be entitled upon exercise of prepaid offering costs warrants. No adjustments as to additional paid-in capital will occur upon successful drawdown(s) under the offering.

**Property and equipment:** Property and equipment are recorded at cost when acquired. Property and equipment are comprised of motor vehicles, furniture and fixtures, computer equipment and leasehold improvements and are depreciated, using the straight-line method, over their estimated useful lives, which are five years for furniture and fixtures and computer equipment and four years for motor vehicles. Leasehold improvements are amortized over the lesser of the estimated useful lives of the assets previously declared or remaining lease term. The Company periodically reviews property and equipment that have finite lives, and that are not held for sale, for impairment by comparing the carrying value of the assets to their estimated future undiscounted paid cash flows. For the years ended December 31, 2022 and 2021, there were no impairments in property and equipment.

**Reserves for losses and loss adjustment expenses:** The Company determines its reserves for losses and loss adjustment expenses, dividends, if any, on the basis will be made upon any exercise of the claims reported by the Company’s ceding insurers and for losses incurred but not reported (“IBNR”), management uses the assistance of an independent actuary. The reserves for losses and loss adjustment expenses represent management’s best estimate of the ultimate settlement costs of all losses and loss adjustment expenses. Management believes that the amounts are adequate; however, the inherent impossibility of predicting future events with precision, results in uncertainty as to the amount which will ultimately be required for the settlement of losses and loss expenses, and the differences could be material. Adjustments are reflected in the consolidated statements of operations in the period in which they are determined.warrants.

**Loss experience refund payable:** Certain contracts include retrospective provisions that adjust premiums or result in profit commissions in the event losses are minimal or zero. In accordance with GAAP, the Company will recognize a liability in the period in which the absence of loss experience obligates the Company to pay cash or other consideration under the contracts. On the contrary, the Company will derecognize such liability in the period in which a loss experience arises. Such adjustments to the liability, which accrue throughout the contract terms, will reduce the liability should a catastrophic loss event covered by the Company occur.

**Premiums assumed:** The Company records premiums assumed, net of loss experience refunds, as earned pro-rata over the terms of the reinsurance agreements, or period of risk, where applicable, and the unearned portion at the consolidated balance sheet date is recorded as unearned premiums reserve. A reserve is made for estimated premium deficiencies to the extent that estimated losses and loss adjustment expenses exceed related unearned premiums. Investment income is not considered in determining whether or not a deficiency exists.

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Subsequent adjustments of premiums assumed, based on reports of actual premium by the ceding companies, or revisions in estimates of ultimate premium, are recorded in the period in which they are determined. Such adjustments are generally determined after the associated risk periods have expired, in which case the premium adjustments are fully earned when assumed.

Certain contracts allow for reinstatement premiums in the event of a full limit loss prior to the expiration. The holders of the contract. A reinstatement premium is warrants as such are not due until there is a full limit loss event and therefore, in accordance with GAAP, the Company records a reinstatement premium as written only in the event that the reinsured incurs a full limit loss on the contract and the contract allows for a reinstatement of coverage upon payment of an additional premium. For catastrophe contracts which contractually require the payment of a reinstatement premium equal entitled to vote, receive dividends or greater than the original premium upon the occurrence of a full limit loss, the reinstatement premiums are earned over the original contract period. Reinstatement premiums that are contractually calculated on a pro-rata basis to exercise any of the original premiums are earned over the remaining coverage period.

**Unearned Premiums Ceded:** The Company may reduce the risk rights of future losses on business assumed by reinsuring certain risks and exposures with other reinsurers (retrocessionaires). The Company remains liable to the extent that any retrocessionaire fails to meet its obligations and to the extent that the Company does not hold sufficient security for their unpaid obligations.

Ceded premiums are written during the period in which the risk incept and are expensed over the contract period in proportion to the period of protection. Unearned premiums ceded consist of the unexpired portion of the reinsurance obtained. There were no unearned premiums ceded at December 31, 2022 and 2021.

**Uncertain income tax positions:** The authoritative GAAP guidance on accounting for, and disclosure of, uncertainty in income tax positions requires the Company to determine whether an income tax position of the Company is more likely than not to be sustained upon examination by the relevant tax authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For income tax positions meeting the more likely than not threshold, the tax amount recognized in the consolidated financial statements, if any, is reduced by the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authority. The application of this authoritative guidance has had no effect on the Company's consolidated financial statements because the Company had no uncertain tax positions at December 31, 2022.

**(Loss) Earnings Per Share:** Basic (loss)/ earnings per share has been computed on the basis of the weighted-average number holders of ordinary shares outstanding during the years presented. Diluted (loss) earnings per share is computed based on the weighted-average number of ordinary shares outstanding for any purpose until such warrants shall have been duly exercised and reflects the assumed exercise or conversion of diluted securities, such as stock options and warrants, computed using the treasury stock method.

**Share-Based Compensation:** The Company accounts for share-based compensation under the fair value recognition provisions of GAAP which requires the measurement and recognition of compensation for all stock-based awards made to employees and directors, including stock options and restricted stock issuances based on estimated fair values. The Company measures compensation for restricted stock based on the price payment of the Company's ordinary shares at the grant date. Determining the fair value of stock options at the grant date requires significant estimation and judgment. The Company uses an option-pricing model (Black-Scholes option pricing model) to assist in the calculation of fair value for stock options. When estimating the expected volatility, the Company takes into consideration the historical volatility of entities similar to itself. The Company considers factors such as an entity's industry, stage of life cycle, size and financial leverage when selecting similar entities. The Company may use a sample peer group of companies in the reinsurance industry and/or the Company's own historical volatility in determining the expected volatility.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements, Continued**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Additionally, the Company uses the guidance in the SEC’s Staff Accounting Bulletin No. 107 to determine the estimated life of options issued and has assumed no forfeitures during the life of the options.

The Company uses the straight-line attribution method for all grants that include only a service condition. Compensation expense related to all awards is included in general and administrative expenses.

**Pending Accounting Updates:**

**Accounting Standards Update No. 2016-13.** In June 2016, the FASB issued ASU 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurements of Credit Losses on Financial Instruments” (“ASU 2016-13”). ASU 2016-13 amends the guidance on reporting credits losses and affects loans, debt securities, trade receivables, reinsurance recoverable and other financial assets that have the contractual right to receive cash. The Company has evaluated the impact of the requirements of ASU 2016-13 on the Company’s consolidated financial statements, and believe that there will not be any material impact.

**Segment Information:** Under GAAP, operating segments are based on the internal information that management uses for allocating resources and assessing performance as the source of the Company’s reportable segments. The Company manages its business on the basis of one operating segment, Property and Casualty Reinsurance, in accordance with the qualitative and quantitative criteria established under GAAP.

**3. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS**

	December 31,	
	2022	2021
	(in thousands)	
Cash held on deposit	\$ 1,207	\$ 3,527
Restricted cash held in trust	2,721	1,891
Total	\$ 3,928	\$ 5,418

Cash and cash equivalents are held by large and reputable counterparties in the United States of America and in the Cayman Islands. Restricted cash held in trust is custodied with Truist Bank, and is held in accordance with the Company’s trust agreements with the ceding insurers and trustees, which require that the Company provide collateral having a market value greater than or equal to the limit of liability, less unpaid premium.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****4. INVESTMENTS**

The Company from time to time invests in fixed-maturity securities and equity securities, with its fixed-maturity securities classified as available-for-sale. At December 31, 2022 and 2021, the Company did not hold any available-for-sale securities.

Proceeds received, and the gross realized gains and losses from sale of equity securities, for the years ended December 31, 2022 and 2021 are as follows:

	Gross proceeds from sales	Gross Realized Gains	Gross Realized Losses
	(\$ in thousands)		
<i>Year ended December 31, 2022</i>			
Equity securities	\$ 626	\$ 27	\$ -
<i>Year ended December 31, 2021</i>			
Equity securities	\$ 1,346	\$ 755	\$ -

**Other Investments**

In connection with Oxbridge Acquisition Corp. (“OXAC”) initial public offering (“IPO”) in August 2021, the Company’s affiliate OAC Sponsor Ltd. (“Sponsor”) purchased an aggregate 4,897,500 private placement warrants from OXAC (“Private Placement Warrants”) at a price of \$1.00 per warrant. Each Private Placement Warrant is exercisable for one of OXAC’s Class A ordinary share at a price of \$ 11.50 per share, and as such meets the definition of a derivative as outlined within ASC 815, Derivatives and Hedging. The Sponsor also purchased an aggregate of 2,875,000 of OXAC’s Class B ordinary shares (the “Class B shares”) par value \$0.0001 per share for \$25,000. The Class B shares and Private Placement Warrants were issued to and are held by Sponsor. The Class B shares of OXAC held by Sponsor will automatically convert into shares of OXAC’s Class A ordinary shares on a one-for- one basis at the time of OXAC’s initial business combination and are subject to certain transfer restrictions.

On August 11, 2021, the Company acquired an aggregate of 1,500,000 ordinary shares and 3,094,999 preferred shares of Sponsor for an aggregate purchase price of \$2,000,000. In connection with the organization of Sponsor, the Company placed approximately 34.7% of the risk capital and owns approximately 49.6% and 63.1% of the ordinary shares and preferred shares, respectively, of the Sponsor (the “Sponsor Equity Interest”). The preferred shares of Sponsor are nonvoting shares and generally entitle the holders thereof to receive the net proceeds, if any, received by Sponsor from the sale, exchange, or disposition of the Private Placement Warrants or the shares issuable upon the exercise thereof, and the ordinary shares of Sponsor (which are voting shares in Sponsor) are equivalent to the value of the Class B Shares of OXAC held by Sponsor.

The registration statement for OXAC’s IPO was declared effective on August 11, 2021 and on August 16, 2021, OXAC consummated the IPO with the sale of 11,500,000 units (the “Units”) at \$10.00 per Unit, generating gross proceeds of \$115,000,000. The Units trade on the NASDAQ Capital Market under the ticker symbol “OXACU”. After the securities comprising the units began separate trading on October 1, 2021, the Class A ordinary shares and public warrants were listed on NASDAQ under the symbols “OXAC” and “OXACW,” respectively.

On November 9, 2022, the OXAC held an extraordinary general meeting (the “EGM”) of shareholders. At the EGM, the OXAC’s shareholders were presented the proposals to extend the date by which OXAC must consummate a business combination from November 16, 2022 to August 16, 2023 (or such earlier date as determined by OXAC’s Board) by amending OXAC’s Amended and Restated Memorandum and Articles of Association (the “Extension Amendment Proposal”). The Extension Amendment Proposal to amend OXAC’s Amended and Restated Memorandum and Articles of Association (“Charter Amendment”) was approved.shall have been made.

In connection with the Extension Amendment Proposal, the Sponsor has agreed to contribute to OXAC a loan of \$575,000 (the “Extension Loan” or “Promissory Note”), to be deposited into OXAC Trust Account to extend the Termination Date from November 16, 2022 to August 16, 2023. On November 14, 2022, the Company subscribed for additional ordinary shares in the Sponsor for an amount of \$285,000, representing the Company’s pro-rata portion of the Extension Loan. As such, the Company’s Sponsor Equity Interest remained at approximately 49.6% and 63.1% of the ordinary shares and preferred shares, respectively, of the Sponsor.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****4. INVESTMENTS (continued)****Other Investments (continued)**

The Company's beneficial interests in OXAC's Class B shares, the Private Placement Warrants and Extension Loan are recorded at fair value and are classified in "Other Investments" on the consolidated balance sheets. The fair value calculation of the Company's beneficial interest in OXAC's Class B shares and Private Placement Warrants is dependent on company-specific adjustments applied to the observable trading prices of OXAC Class A shares and public warrants. The fair value calculation of the Company's beneficial interest in the Extension Loan is dependent on company-specific adjustments applied to the pro-rata original principal amount of the Extension Loan. The Company's management estimates that a specific discount of 25.11% sufficiently captures the risk or profit that a market participant would require as compensation for i) the lack of marketability of the Company's beneficial interests in the OXAC and ii) assuming the inherent risk of forfeiture and default if a business combination doesn't occur within OXAC's stipulated time frame. The Company has selected a discount of 25.11% based on fair value measurements by an independent valuation expert, and due to the unobservable nature of this company-specific adjustment, the Company classifies the Other Investment as Level 3 in the fair value hierarchy. Subsequent changes in fair value will be recorded in the consolidated statement of operations during the period of the change.

As a result of the re-measurement of our investment in OXAC, we recognized for the year ended December 31, 2022, an unrealized loss of \$35,000 within our consolidated statement of operations.

Other investments as of December 31, 2022 and 2021 consist of the following (in thousands):

	<b>December 31, 2022</b>	<b>December 31,</b>
Oxbridge Acquisition Corp. Private Placement Warrants	\$ -	\$
Oxbridge Acquisition Corp. Promissory Note	214	
Oxbridge Acquisition Corp. Class B Ordinary Shares	11,209	
Total	<u>\$ 11,423</u>	<u>\$ 1</u>
Beginning of year	\$ 11,173	\$
Investment in affiliate	285	
Unrealized (loss) /gain on investment in affiliate	(35)	
End of year	<u>\$ 11,423</u>	<u>\$ 1</u>

If OXAC does not complete a business combination by August 16, 2023 the proceeds from the sale of the Private Placement Warrants (after OXAC IPO transaction costs) will be used to fund the redemption of the shares sold in the OXAC IPO (subject to the requirements of applicable law), and the Private Placement Warrants will expire without value. The Sponsor holds approximately 20% of the total ordinary shares (Class A and Class B) in OXAC along with the 4,897,500 Private Placement Warrants, and the Promissory Note of \$575,000. OXAC is managed by the Company's executive officers.



**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements, Continued**

**4. INVESTMENTS (continued)**

**Assets Measured at Estimated Fair Value on a Recurring Basis**

The following table presents information about the Company's financial assets measured at estimated fair value on a recurring basis that is reflected in the consolidated balance sheets at carrying value. The table indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value as of December 31, 2022 and 2021:

	Fair Value Measurements Using			Total
	(Level 1)	(Level 2)	(Level 3)	
	(\$ in thousands)			
<b>As of December 31, 2022</b>				
Financial Assets:				
Cash and cash equivalents	\$ 1,207	\$ -	\$ -	\$ 1,207
Restricted cash and cash equivalents	\$ 2,721	\$ -	\$ -	\$ 2,721
Other investments	\$ -	\$ -	\$ 11,423	\$ 11,423
Equity securities	\$ 642	\$ -	\$ -	\$ 642
Total	\$ 4,570	\$ -	\$ 11,423	\$ 15,993
	Fair Value Measurements Using			Total
	(Level 1)	(Level 2)	(Level 3)	
	(\$ in thousands)			
<b>As of December 31, 2021</b>				
Financial Assets:				
Cash and cash equivalents	\$ 3,527	\$ -	\$ -	\$ 3,527
Restricted cash and cash equivalents	\$ 1,891	\$ -	\$ -	\$ 1,891
Other investments	\$ -	\$ -	\$ 11,173	\$ 11,173
Equity securities	\$ 577	\$ -	\$ -	\$ 577
Total	\$ 5,995	\$ -	\$ 11,173	\$ 17,168
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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements, Continued**

**4. INVESTMENTS (continued)**

**Assets Measured at Estimated Fair Value on a Recurring Basis**

The Company utilizes the services of an independent valuation expert (“Valuation Expert”) to determine the fair value of the Company’s indirect investment in OXAC. The Valuation Expert observed that the Class A shares of OXAC trades in a relatively liquid market at the measurement date, and the Company’s share of OXAC’s Class B shares were convertible to OXAC’s Class A Shares on a 1 to 1 basis. The Valuation Expert applied this ratio to the value of OXAC’s Class A shares and then applied an additional 25.11% discount to account for the lack of marketability and the inherent risk of forfeiture should a business combination not occur. Management concludes that with respect to OXAC, there is reduced inherent risk of forfeiture and reduced default probability due to OXAC’s additional extension through to August 16, 2023 as well as the proposed business combination as disclosed in Note 17.

The Valuation Expert relied on the Black-Scholes option pricing model to determine the fair value of the Company’s beneficial interest in OXAC’s private placement warrants with a strike price of \$11.50. The Valuation Expert observed volatility at 2.97%, term of 0.67 years, expected dividend yield of 0% and the risk-free rate of 4.85%.

Management has estimated the fair value of the Company’s beneficial interest in the Promissory Note to be equivalent to the discount rate of 25.11%, as determined above, applied to the pro-rata original principal amount of the Promissory Note.

There were no transfers between Levels 1, 2 or 3 during the years ended December 31, 2022 and 2021.

The following table provides a reconciliation of changes in fair value of the beginning and ending balances for the other investments classified as Level 3:

	<b>Other Investments (in thousands)</b>	
Fair value of Level 3 other investment at January 1, 2022	\$	11,173
Investment in affiliate		285
Change in valuation inputs or other assumptions		(35)
Fair value of Level 3 other investment at December 31, 2022	\$	11,423

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****5. TAXATION**

Under current Cayman Islands law, no corporate entity, including the Company and the subsidiaries, is obligated to pay taxes in the Cayman Islands on either income or capital gains. The Company and Oxbridge Reinsurance Limited have an undertaking from the Governor-in-Cabinet of the Cayman Islands, pursuant to the provisions of the Tax Concessions Law, as amended, that, in the event that the Cayman Islands enacts any legislation that imposes tax on profits, income, gains or appreciations, or any tax in the nature of estate duty or inheritance tax, such tax will not be applicable to the Company and Oxbridge Reinsurance Limited, or their operations, or to the ordinary shares or related obligations, until April 23, 2033 and May 17, 2033, respectively.

The Company and its subsidiaries intend to conduct substantially all of their operations in the Cayman Islands in a manner such that they will not be engaged in a trade or business in the U.S. However, because there is no definitive authority regarding activities that constitute being engaged in a trade or business in the U.S. for federal income tax purposes, the Company cannot assure that the U.S. Internal Revenue Service will not contend, perhaps successfully, that the Company or its subsidiaries are engaged in a trade or business in the U.S. A foreign corporation deemed to be so engaged would be subject to U.S. federal income tax, as well as branch profits tax, on its income that is treated as effectively connected with the conduct of that trade or business unless the corporation is entitled to relief under an applicable tax treaty.

**6. VARIABLE INTEREST ENTITIES**

*Oxbridge Re NS.* On December 22, 2017, the Company established Oxbridge Re NS, a Cayman domiciled and licensed special purpose insurer, formed to provide additional collateralized capacity to support Oxbridge Reinsurance Limited's reinsurance business. In respect of the debt issued by Oxbridge Re NS to investors, Oxbridge Re NS has entered into a retrocession agreement with Oxbridge Reinsurance Limited effective June 1, 2020. Under this agreement, Oxbridge Re NS receives a quota share of Oxbridge Reinsurance Limited's catastrophe business. Oxbridge Re NS is a non-rated insurer and the risks have been fully collateralized by way of funds held in trust for the benefit of Oxbridge Reinsurance Limited. Oxbridge Re NS is able to provide investors with access to natural catastrophe risk backed by the distribution, underwriting, analysis and research expertise of Oxbridge Re.

The Company has determined that Oxbridge Re NS meets the definition of a VIE as it does not have sufficient equity capital to finance its activities. The Company concluded that it is the primary beneficiary and has consolidated the subsidiary upon its formation, as it owns 100% of the voting shares, 100% of the issued share capital and has a significant financial interest and the power to control the activities of Oxbridge Re NS that most significantly impacts its economic performance. The Company has no other obligation to provide financial support to Oxbridge Re NS. Neither the creditors nor beneficial interest holders of Oxbridge Re NS have recourse to the Company's general credit.

Upon issuance of a series of participating notes by Oxbridge Re NS, all of the proceeds from the issuance are deposited into collateral accounts, to fund any potential obligation under the reinsurance agreements entered into with Oxbridge Reinsurance Limited underlying such series of notes. The outstanding principal amount of each series of notes generally is expected to be returned to holders of such notes upon the expiration of the risk period underlying such notes, unless an event occurs which causes a loss under the applicable series of notes, in which case the amount returned is expected to be reduced by such noteholder's pro rata share of such loss, as specified in the applicable governing documents of such notes.

In addition, holders of such notes are generally entitled to interest payments, payable annually, as determined by the applicable governing documents of each series of notes.

Oxbridge Re Holdings Limited receives an origination and structuring fee in connection with the formation, operation, and management of Oxbridge Re NS.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**6. VARIABLE INTEREST ENTITIES (continued)**

**Notes Payable to Series 2020-1 noteholders**

Oxbridge Re NS entered into a retrocession agreement with Oxbridge Reinsurance Ltd on June 1, 2020 and issued \$216 thousand of participating notes which provides quota share support for Oxbridge Re's global property catastrophe excess of loss reinsurance business. The participating notes have been assigned Series 2020-1 and are due to mature on June 1, 2023. None of the participating notes were redeemed during the years ended December 31, 2022 or 2021. No new participating notes were issued during the year ended December 31, 2022.

The income from Oxbridge Re NS operations that are attributable to the participating notes noteholders for year ended December 31, 2022 was \$43,000, and are included within accounts payable and other liabilities at December 31, 2022. The income from Oxbridge Re NS operations that are attributable to the participating notes noteholders for the year ended December 31, 2021 was \$91,000 and are included within accounts payable and other liabilities at December 31, 2021.

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**
**Notes to Consolidated Financial Statements, Continued**
**7. RESERVE FOR LOSSES AND LOSS ADJUSTMENT EXPENSES**

The following table summarizes the Company's loss and loss adjustment expenses ("LAE") and the reserve for loss and LAE reserve movements for the years ended December 31, 2022 and 2021

	Year ended December 31,	
	2022	2021
	(\$ in thousands)	
Gross balance, beginning of year	\$ -	-
Incurred, net of reinsurance, related to:		
Current year	1,073	158
Prior year	-	-
Total incurred	<u>1,073</u>	<u>158</u>
Paid related to:		
Current year	-	(158)
Prior year	-	-
Total paid	<u>-</u>	<u>(158)</u>
Balance, end of year	<u>\$ 1,073</u>	<u>-</u>

When losses occur, the reserves for losses and LAE are typically comprised of case reserves (which are based on claims that have been reported) and IBNR reserves (which are based on losses that are believed to have occurred but for which claims have not yet been reported and include a provision for expected future development on existing case reserves). The Company typically suffers limit losses in the event of a Category 3 or above hurricane making landfall in a populated area where the Company has catastrophe risk exposure. For the year ended December 31, 2022, the Company has recorded its reserves for losses and LAE based on the contractual maximum loss the Company can suffer under the affected contracts.

The uncertainties inherent in the reserving process and potential delays by cedants and brokers in the reporting of loss information, together with the potential for unforeseen adverse developments, may result in the reserve for losses and LAE ultimately being significantly greater or less than the reserve provided at the end of any given reporting period. The degree of uncertainty is further increased when a significant loss event takes place near the end of a reporting period. Reserve for losses and LAE estimates are reviewed periodically on a contract-by-contract basis and updated as new information becomes known. Any resulting adjustments are reflected in income in the period in which they become known.

The Company's reserving process is highly dependent on the timing of loss information received from its cedants and related brokers.

The losses incurred during the year ended December 31, 2022 related to a first limit loss suffered by the Company as a result of underwriting exposure to Hurricane Ian, which made landfall in Florida on September 28, 2022.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****7. RESERVE FOR LOSSES AND LOSS ADJUSTMENT EXPENSES (continued)****Reserving methodologies and assumptions**

Loss reserves are generally established based on loss payments and case reserves reported by clients when, and if, received. Estimates for IBNR losses are added to the case reserves. To establish IBNR loss estimates, the Company uses quarterly actuarial estimates from its independent actuary, who utilizes loss data reported by the Company along with industry loss data and information, knowledge of the business written and actuary's own professional judgment.

The independent actuary employs standard actuarial methods for its analysis each quarter. Such methods may include the:

- **Reported Loss Development Method.** Ultimate losses are estimated by calculating past reported loss development factors and applying them to exposure periods with further expected reported loss development. Since reported losses include payments and case reserves, changes in both of these amounts are incorporated in this method.
- **Expected Loss Ratio Method.** Ultimate losses are estimated by multiplying earned premiums by an expected loss ratio. The expected loss ratio is selected using industry data, historical company data and actuarial professional judgment. This method is typically used for lines of business and contracts where there are no historical losses or where past loss experience is not credible.
- **Bornhuetter-Ferguson Reported Loss Method.** Ultimate losses are estimated by modifying expected loss ratios to the extent reported losses experienced to date differ from what would have been expected to have been reported based upon the selected reported loss development pattern. This method avoids some of the distortions that could result from a large development factor being applied to a small base of reported losses to calculate ultimate losses.
- **Frequency / Severity Method.** Ultimate losses are estimated under this method by multiplying the ultimate number of claims (i.e. the frequency multiplied by the exposure base on which the frequency has been determined), by the estimated ultimate average cost per claim (i.e. the severity). By analyzing claims experience by its frequency and severity components, the Company can examine trends and patterns in the rates of claims emergence (i.e. reporting) and settlement (i.e. closure) as well as in the average cost of claims.

The approach is valuable because sometimes there is more inherent stability in the frequency and severity data when viewed separately rather than in the total losses

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements, Continued**

**7. RESERVE FOR LOSSES AND LOSS ADJUSTMENT EXPENSES (continued)**

***Reserving methodologies and assumptions (continued)***

In addition, the Company may supplement its analysis with other reserving methodologies that are deemed to be relevant to specific contracts.

For each contract, the Company utilizes reserving methodologies that are deemed appropriate to calculate a best estimate, or point estimate, of reserves. The decision of whether to use a single methodology or a combination of multiple methodologies depends upon the judgment of the independent actuary, if utilized. The Company’s reserving methodology does not require a fixed weighting of the various methods used. Certain methods are considered more appropriate depending on the type and structure of the contract, the age and maturity of the contract, and the duration of the expected paid losses on the contract.

The Company’s gross aggregate reserves are the sum of the point estimate reserves of all portfolio exposures. Generally, IBNR loss reserves are calculated by estimating the ultimate incurred losses at any point in time and subtracting cumulative paid claims and case reserves, which incorporate specific exposures, loss payment and reporting patterns and other relevant factors.

There were no significant changes in the Company’s methodology or assumptions relating to the Company’s reserve for loss and loss adjustment expenses for the years ended December 31, 2022 or 2021.

***Claims Development Tables, IBNR Reserves and Claims Frequency***

The following table discloses information about the Company’s incurred and paid claims development as of December 31, 2022, as well as cumulative claim frequency and the total of incurred-but-not-reporting and expected development on reported claims included within the net incurred claims amounts. A claim is defined as a reported loss from a cedant on an excess-of-loss reinsurance contract arising from a loss event for which the Company records a paid loss or case reserve. The Company operates a single business segment, being property catastrophe reinsurance.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**
**Notes to Consolidated Financial Statements, Continued**
**7. RESERVE FOR LOSSES AND LOSS ADJUSTMENT EXPENSES (continued)**
**Property Catastrophe Reinsurance**
*(in thousands)*
**Incurred Losses and Loss Adjustment Expenses**

Accident Year	2016	2017	2018	2019	2020	2021	2022	As of December 31, 2022 Total of Incurred-but-Not-Reported Liabilities Plus Expected Development on Reported Claims (dollars in thousands)	Cumulative Number of Reported Claims
2016	\$ 14,775	\$ 18,801	\$ 17,795	\$ 17,689	\$ 17,689	\$ 17,689	\$ 17,689	\$ -	5
2017		\$ 38,401	\$ 38,401	\$ 38,401	\$ 38,401	\$ 38,401	\$ 38,401	\$ -	8
2018			\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ -	2
2019				\$ -	\$ -	\$ -	\$ -	\$ -	-
2020					\$ -	\$ -	\$ -	\$ -	-
2021						\$ 158	\$ 158	\$ -	1
2022						-	\$ 1,073	\$ -	1
Total						\$ 66,248	\$ 67,321	\$ -	

**Cumulative Paid Losses and Loss Adjustment Expenses**

For the Years Ended December 31, (in thousands)							
Accident Year	2016	2017	2018	2019	2020	2021	2022
2016	\$ 6,073	\$ 16,073	\$ 17,687	\$ 17,689	\$ 17,689	\$ 17,689	\$ 17,689
2017		\$ 36,293	\$ 38,401	\$ 38,401	\$ 38,401	\$ 38,401	\$ 38,401
2018			\$ 6,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000
2019				\$ -	\$ -	\$ -	\$ -
2020					\$ -	\$ -	\$ -
2021						\$ 158	\$ 158
2022							\$ -
Total						\$ 66,248	\$ 66,248
Reserve for loss and loss adjustment expenses at December 31, 2022, net of reinsurance						\$ -	\$ 1,073

The following table shows the historical average annual percentage payout of claims at December 31, 2022.

Average Annual Percentage Payout of Incurred Claims by Age						
Years	1	2	3	4	5	6
Property Catastrophe Reinsurance	57.8%	34.0%	9.1%	0.0%	0.0%	0%

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**
**Notes to Consolidated Financial Statements, Continued**
**8. (LOSS) EARNINGS PER SHARE**

A summary of the numerator and denominator of the basic and diluted (loss) earnings per share is presented below (dollars in thousands except per share amounts):

	Years ended December 31	
	2022	2021
<b>Numerator:</b>		
Net (loss) earnings	\$ (1,789)	
<b>Denominator:</b>		
Weighted average shares - basic	5,772,396	5,73
Effect of dilutive securities - Stock options	-	
Shares issuable upon conversion of warrants	-	
Weighted average shares - diluted	5,772,396	5,73
(Loss) earnings per share - basic	\$ (0.31)	
(Loss) earnings per share - diluted	\$ (0.31)	

For the year ended December 31, 2022, options to purchase 871,250 ordinary shares were anti-dilutive due net loss during the year.

For the year ended December 31, 2021, options to purchase 896,250 ordinary shares were anti-dilutive due to the sum of the proceeds, including unrecognized compensation expense, exceeded the average market price of the Company's ordinary share during the year ended December 31, 2021.

GAAP requires the Company to use the two-class method in computing basic (loss) earnings per share since holders of the Company's restricted stock have the right to share in dividends, if declared, equally with common stockholders. These participating securities effect the computation of both basic and diluted (loss) earnings per share during the years ended December 31, 2022 and 2021.

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****9. WARRANTS**

There were 8,230,700 warrants outstanding at December 31, 2022 and 2021. One warrant may be exercised to acquire one ordinary share at an exercise price equal to \$7.50 per share on or before March 26, 2024. The Company at its option may cancel the warrants in whole or in part, provided that the closing price per ordinary share has exceeded \$9.38 for at least ten (10) trading days within any period of twenty (20) consecutive trading days, including the last trading day of the period. No warrants were exercised during period, the years ended December 31, 2022 and 2021.

**10. DIVIDENDS**

As of December 31, 2022, none closing price per ordinary exceeds 125% of the Company's accumulated deficit were restricted from payment of dividends warrant's exercise price, we may cancel any warrants remaining outstanding and unexercised. The date upon which we may cancel such warrants must be a date which is more than thirty (30) calendar days, but less than sixty (60) calendar days, after a notice is mailed by first class mail to the company's shareholders. However, since most all registered holders of the Company's capital and retained earnings warrants following the satisfaction of the conditions described above, or such longer time as may be invested required by regulatory authorities. The notice of cancellation must be mailed by us on or before the ninetieth (90th) calendar day following the last trading day of any twenty (20) consecutive trading day period that triggers our right to cancel any warrants.

**Book-Entry Form**

Individual certificates will not be issued for the ordinary shares and warrants. Instead, one or more global certificates are deposited by us with DTC and registered in its subsidiaries, the name of Cede & Co., as nominee for DTC. The global certificates evidence all of the ordinary shares and warrants outstanding at any time. Accordingly, holders of our shares and warrants are limited to (1) participants in DTC such as banks, brokers, dealers and trust companies ("DTC Participants"), (2) those who maintain, either directly or indirectly, a dividend from custodial relationship with a DTC Participant ("Indirect Participants"), and (3) those banks, brokers, dealers, trust companies and others who hold interests in the subsidiaries would likely securities through DTC Participants or Indirect Participants. The securities are only transferable through the book-entry system of DTC. Holders who are not DTC Participants may transfer their securities through DTC by instructing the DTC Participant holding their securities (or by instructing the Indirect Participant or other entity through which their securities are held) to transfer the securities. Transfers will be required made in order to fund accordance with standard securities industry practice.

**Anti-Takeover Provisions**

Some provisions of our Articles may discourage, delay or prevent a dividend to the Company's change of control of our company or management that shareholders and would require notification to the Cayman Islands Monetary Authority ("CIMA"). may consider favorable, including provisions that:

**Under**

- authorize our Board of Directors to issue shares in one or more series and to designate the price, rights, preferences, privileges and restrictions of such shares without any further vote or action by our shareholders;
- prohibit cumulative voting (the ordinary shares will generally be entitled to one vote per share other than in the circumstances noted in the Articles); and
- establish requirements for proposing matters that can be acted on by shareholders at extraordinary general meetings.

However, under Cayman Islands law, our directors may only exercise the use rights and powers granted to them under our Articles for a proper purpose and for what they believe in good faith to be in the best interests of additional paid-in capital is restricted, and the Company will not be allowed to pay dividends out of additional paid-in capital if such payments result in breaches of the prescribed and minimum capital requirement. our company.

**11. SHARE-BASED COMPENSATION**

The Company currently has outstanding share-based awards granted under the 2014 Omnibus Incentive Plan (the "2014 Plan") and the 2021 Omnibus Incentive Plan (the "2021 Plan") (herein collectively referred to as "the Plans"). Under each of the Plans, the Company has discretion to grant equity and cash incentive awards to eligible individuals, including the issuance of up to 1,000,000 of the Company's ordinary shares. During the year ended December 31, 2022, the Company granted an aggregated of 32,000 of restricted stock to directors under the 2021 Plan and the 2014 Plan. At December 31, 2022, there were 996,000 shares and 11,750 shares available for grant under the 2021 Plan and the 2014 Plan, respectively.

**Stock options**

Stock options granted and outstanding under the Plans vests quarterly over four years and are exercisable over the contractual term of ten years.

A summary of the stock option activity for the years ended December 31, 2022 and 2021 is as follows (option amounts not in thousands):

	Number of Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2021	<u>896,250</u>	\$ 4.71	6.9 years	\$ -
Exercisable at December 31, 2021	<u>561,250</u>	\$ 4.45	5.8 years	\$ -
Forfeited	<u>(25,000 )</u>	\$ 6.00	-	-
Outstanding at December 31, 2022	<u>871,250</u>	\$ 4.67	5.8 years	\$ -
Exercisable at December 31, 2022	<u>721,250</u>	\$ 4.39	5.3 years	\$ -

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**
**Notes to Consolidated Financial Statements, Continued**
**11. SHARE-BASED COMPENSATION (continued)**

Compensation expense recognized for the years ended December 31, 2022 and 2021 totaled \$58,000 and \$57,000, respectively, and is included in general and administrative expenses. At December 31, 2022 and 2021, there was approximately \$48,000 and \$112,000, respectively, of total unrecognized compensation expense related to non-vested stock options granted under the Plans. The Company expects to recognize the remaining compensation expense over a weighted-average period of twenty-four (24) months.

There were no options granted during the year ended December 31, 2022. During the year ended December 31, 2021, 400,000 options were granted with fair value estimated on the date of grant using the following assumptions and the Black-Scholes option pricing model:

	<u>2021</u>
Expected dividend yield	0 %
Expected volatility	31 %
Risk-free interest rate	0.92 %
Expected life (in years)	6.25
Per share grant date fair value of options issued	\$ 0.32

At the time of the grant, the dividend yield was based on the Company's history and expectation of dividend payouts at the time of the grant; expected volatility was based on volatility of similar companies' common stock; the risk-free rate was based on the U.S. Treasury yield curve in effect.

The Company examined its historical pattern of option exercises in an effort to determine if there were any pattern based on certain employee populations. From this analysis, the Company could not identify any patterns in the exercise of options. As such, the Company used the guidance in the SEC's Staff Accounting Bulletin No. 107 to determine the estimated life of options issued.

**Restricted Stock Awards**

The Company may grant restricted stock awards to eligible individuals in connection with their service to the Company. The terms of the Company's outstanding restricted stock grants may include service, performance and market-based conditions. The fair value of the awards with market-based conditions is determined using a Monte Carlo simulation method, which calculates many potential outcomes for an award and then establishes fair value based on the most likely outcome. The determination of fair value with respect to the awards with only performance or service-based conditions is based on the value of the Company's stock on the grant date.

Information with respect to the activity of unvested restricted stock awards during the year ended December 31, 2022 is as follows (share amounts not in thousands):

	<u>Weighted- Number of Restricted Stock Awards</u>	<u>Weighted- Average Grant Date Fair Value</u>
Nonvested at January 1, 2021	-	
Granted	16,000	\$ 3.57
Vested	(1,000)	
Nonvested at December 31, 2021	15,000	
Granted	32,000	\$ 3.57
Forfeited	(12,000)	\$ 3.57
Vested	(12,000)	
Nonvested at December 31, 2022	<u>23,000</u>	

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****11. SHARE-BASED COMPENSATION (continued)**

Compensation expense recognized for the years ended December 31, 2022 and 2021 totaled \$69,000 and \$4,000, respectively, and is included in general and administrative expenses. At December 31, 2022 and 2021, there was approximately \$121,000 and \$112,000, respectively, of unrecognized compensation expense related to non-vested restricted stock granted under the Plans. The Company expects to recognize the remaining compensation expense over a weighted-average period of thirty-four (34) months.

**12. NET WORTH FOR REGULATORY PURPOSES**

The subsidiaries are subject to a minimum and prescribed capital requirement as established by CIMA. Under the terms of their respective licenses, Oxbridge Reinsurance Limited and Oxbridge Re NS are required to maintain a minimum and prescribed capital requirement of \$500 in accordance with the relevant subsidiary's approved business plan filed with CIMA.

At December 31, 2022, the Oxbridge Reinsurance Limited's net worth of \$9.22 million exceeded the minimum and prescribed capital requirement. For the years ended December 31, 2022 and 2021, Oxbridge Reinsurance Ltd.'s net (loss) income was approximately (\$2.0) million and \$8.18 million, respectively.

At December 31, 2022, the Oxbridge Re NS' net worth of \$155 thousand exceeded the minimum and prescribed capital requirement. For the years ended December 31, 2022 and 2021, Oxbridge Re NS' net income was approximately \$11 thousand and \$24 thousand, respectively.

The Subsidiaries are not required to prepare separate statutory financial statements for filing with CIMA, and there were no material differences between the Subsidiaries' GAAP capital, surplus and net income, and its statutory capital, surplus and net income as of December 31, 2022 or for the year then ended.

**13. FAIR VALUE AND CERTAIN RISKS AND UNCERTAINTIES****Fair values**

With the exception of balances in respect of insurance contracts (which are specifically excluded from fair value disclosures under GAAP) and investment securities as disclosed in Note 4 of these consolidated financial statements, the carrying amounts of all other financial instruments, which consist of cash and cash equivalents, restricted cash and cash equivalents, accrued interest and dividends receivable, premiums receivable and other assets, notes payable, and accounts payable and other liabilities, approximate their fair values due to their short-term nature.

**Concentration of underwriting risk**

A substantial portion of the Company's current reinsurance business ultimately relates to the risks of a limited number of entities; accordingly, the Company's underwriting risks are not diversified.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****13. FAIR VALUE AND CERTAIN RISKS AND UNCERTAINTIES (continued)*****Concentrations of Credit and Counterparty Risk***

The Company markets retrocessional and reinsurance policies worldwide through its brokers. Credit risk exists to the extent that any of these brokers may be unable to fulfill their contractual obligations to the Company. For example, the Company is required to pay amounts owed on claims under policies to brokers, and these brokers, may fail to pay over the money to the cedants. In some jurisdictions, if a broker fails to make such a payment, the Company might remain liable to the ceding company for the deficiency. In addition, in certain jurisdictions, when the ceding company pays premiums for these policies to brokers, these premiums are considered to have been paid and the ceding insurer is no longer liable to the Company for those amounts, whether or not the premiums have actually been received.

The Company remains liable for losses it incurs to the extent that any third-party reinsurer is unable or unwilling to make timely payments under reinsurance agreements. The Company would also be liable in the event that its ceding companies were unable to collect amounts due from underlying third-party reinsurers.

The Company seeks to mitigate its concentration of credit risk, and its counterparty risk by using reputable (and in some cases) several counterparties which decreases the likelihood of any significant credit and/or counterparty risk.

***Market risk***

Market risk exists to the extent that the values of the Company's monetary assets fluctuate as a result of changes in market prices. Changes in market prices can arise from factors specific to individual securities or their respective issuers, or factors affecting all securities traded in a particular market. Relevant factors for the Company are both volatility and liquidity of specific securities and markets in which the Company holds investments. The Company has established investment guidelines that seek to mitigate significant exposure to market risk.

**14. LEASES**

Operating lease right-of-use assets and operating lease liabilities are recognized in the consolidated balance sheets. We determine if a contract contains a lease at inception and recognize operating lease right-of-use assets and operating lease liabilities based on the present value of the future minimum lease payments at the commencement date. As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Lease agreements that have lease and non-lease components, are accounted for as a single lease component. Lease expense is recognized on a straight-line basis over the lease term.

The Company has two operating lease obligations namely for the Company's office facilities located at Suite 201, 42 Edward Street Grand Cayman, Cayman Islands and residential space at Turnberry Villas in Grand Cayman, Cayman Islands. The office lease has a remaining lease term of approximately fourteen (14) months and includes an option to extend the lease. Under the terms of the lease, the Company also has the right to terminate the lease after thirty-six (36) months upon giving appropriate notice in writing to the Lessor. The residential lease has a remaining lease term of less than 1 month, and was renewed subsequent to year end.

**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**
**Notes to Consolidated Financial Statements, Continued**
**14. LEASES (continued)**

The components of lease expense and other lease information as of and during the year ended December 31, 2022 and 2021 are as follows:

	Year	Ended	Year	Ended
(in thousands)	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Operating Lease Cost <sup>(1)</sup>	\$	96	\$	96
Cash paid for amounts included in the measurement of lease liabilities				
Operating cash flows from operating leases	\$	96	\$	96

<sup>(1)</sup> Includes short-term leases

(in thousands)	At December 31, 2022	At December 31, 2021
Operating lease right-of-use assets	\$ 44	\$ 135
Operating lease liabilities	\$ 44	\$ 135
Weighted-average remaining lease term - operating leases	1.17 years	1.68 years
Weighted-average discount rate - operating leases	6.5%	5.49%

Future minimum lease payments under non-cancellable leases as of December 31, 2022 and 2021, reconciled to our discounted operating lease liability presented on the consolidated balance sheets are as follows:

(in thousands)	At December 31, 2022	At December 31, 2021
2021	\$ -	\$ -
2022	-	97
2023	40	40
Thereafter	6	6
Total future minimum lease payments	\$ 46	\$ 143
Less imputed interest	(2)	(8)
Total operating lease liabilities	\$ 44	\$ 135

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****15. RELATED PARTY TRANSACTIONS*****Administrative Services Agreement***

Commencing on the effective date of the SPAC's IPO, the Sponsor agreed to pay the Company a total of up to \$10,000 per month for office space, utilities, secretarial and administrative support to the Sponsor and the SPAC. Upon completion of the SPAC's initial Business Combination or the SPAC's liquidation, the Sponsor will cease paying these monthly fees. For the year ended December 31, 2022, the Company received \$90,000, and recorded income of \$120,000 from the Sponsor under the Administrative Services Agreement, which is included in "net investment and other income" in the consolidated statements of operations. At December 31, 2022, the Company recorded a receivable of \$30,000 which is included in "due from related parties" in the consolidated balance sheets.

Included within "due from related parties" on the consolidated balance sheets is a balance of \$15 thousand representing reimbursable expenses relating to government and professional fees that the Company paid on behalf of the SPAC and the Sponsor.

***Participating Notes***

During the year ending December 31, 2021, Mr. Jay Madhu, a director and officer of the Company and its subsidiaries, invested a principal amount of \$68 thousand in Series 2020-1 participating notes. During the years ended December 31, 2022 and 2021, Jay Madhu received \$0 and \$12 thousand respectively, return on the investment. The principal balance is included in notes payable at December 31, 2022 and December 31, 2021.

**16. PROPERTY AND EQUIPMENT, NET**

Property and equipment, net consist of the following (in thousands):

	At December 31,	
	2022	2021
Leasehold improvements	\$ 21	\$ 21
Furniture and Fixtures	38	38
Motor vehicle	34	34
Computer equipment and software	37	37
Total, at cost	130	130
less accumulated depreciation and amortization	(125)	(121)
Property and equipment, net	\$ 5	\$ 9

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****17. SUBSEQUENT EVENTS**

We evaluate all subsequent events and transactions for potential recognition or disclosure in our consolidated financial statements.

**Business Combination with Jet Token Inc.**

On February 28, 2023, the Company announced in a press release that Oxbridge Acquisition Corp. (“Oxbridge Acquisition”) filed a Current Report on Form 8-K with the Securities and Exchange Commission in connection with Oxbridge Acquisition’s business combination with Jet Token Inc. (“Jet”), a Delaware based company. Upon the closing of the transaction, the combined company will be named Jet.AI Inc. Jet offers fractional aircraft ownership, jet card, aircraft brokerage and charter service through its fleet of private aircraft and those of Jet’s Argus Platinum operating partner. Jet’s charter app enables travelers to look, book and fly. The funding and capital markets access from this transaction is expected to enable Jet to continue its growth strategy of AI software development and fleet expansion. The business combination is expected to be completed late in the second quarter of 2023.

The Company’s wholly-owned licensed reinsurance subsidiary, Oxbridge Reinsurance Limited (“Oxbridge Reinsurance”), is the lead investor in Oxbridge Acquisition’s sponsor and holds the equivalent of 1,426,180 Class B shares, which at closing of the business combination will have a value of \$14,261,800. This does not include the value of the 3,094,999 private placement warrants that the Company beneficially holds in Oxbridge Acquisition.

**Launch of SurancePlus Offering**

On March 27, 2023, Oxbridge Re Holdings Limited (the “Company”) and its indirect wholly owned subsidiary SurancePlus Inc. (“SurancePlus”), a British Virgin Islands Business Company, issued a press release announcing the commencement of an offering by SurancePlus of up to \$5.0 million (USD) of DeltaCat Re Tokens (the “Tokens”), which represent Series DeltaCat Preferred Shares of SurancePlus (“Preferred Shares”, and together with the Tokens, the “Securities”). Each Token, which will have a purchase price of \$10.00 per Token, will represent one Preferred Share of SurancePlus.

The proceeds from the offer and sale of the Securities will be used by SurancePlus to purchase one or more participating notes of Oxbridge Re NS Limited, a Cayman Islands licensed reinsurance company subsidiary of the Company, and the proceeds from the sale of participating notes will be invested in collateralized reinsurance contracts to be underwritten by Oxbridge Re NS Limited. The holders of the Securities will generally be entitled to proceeds from the payment of participating notes in the amount of a preferred return of \$12.00 plus 80% of any proceeds in excess of the amount necessary to pay the preferred return. Assuming no casualty losses to properties reinsured by Oxbridge Re’s reinsurance subsidiaries, DeltaCat Re token investors are expected to receive a return on the original purchase price of the tokens of up to 196% after 3 years.

There were no other events subsequent to December 31, 2022, other than stated above, for which disclosure was required.



OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES  
SUMMARY OF INVESTMENTS - OTHER THAN INVESTMENTS IN RELATED PARTIES  
AS OF DECEMBER 31, 2022  
(expressed in thousands of U.S. dollars)

Type of investment	Cost or Amortized Cost	Fair Value	Consolidated Balance Sheet Value
Equity securities	1,926	642	642
Total investments	\$ 1,926	\$ 642	642

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**OXBRIDGE RE HOLDINGS LIMITED**  
**CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**CONDENSED BALANCE SHEET - PARENT COMPANY ONLY**  
(expressed in thousands of U.S. Dollars)

	At December 31,	
	2022	2021
<b>Assets</b>		
Cash and cash equivalents	931	3,227
Equity securities	642	577
Investment in subsidiaries	9,389	10,884
Due from subsidiaries	3,872	2,109
Due from related party	35	5
Prepayment and other assets	105	50
Prepaid offering costs	133	-
Operating lease right-of-use assets	44	135
Property and equipment, net	5	9
Total assets	<u>\$ 15,156</u>	<u>16,996</u>
<b>Liabilities and Shareholders' Equity</b>		
Liabilities:		
Operating lease liabilities	44	135
Accounts payable and other liabilities	<u>123</u>	<u>210</u>
Total liabilities	<u>167</u>	<u>345</u>
Shareholders' equity:		
Ordinary share capital	6	6
Additional paid-in capital	32,482	32,355
Accumulated Deficit	<u>(17,499)</u>	<u>(15,710)</u>
Total shareholders' equity	<u>14,989</u>	<u>16,651</u>
Total liabilities and shareholders' equity	<u>\$ 15,156</u>	<u>16,996</u>

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OXBRIDGE RE HOLDINGS LIMITED  
CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
CONDENSED STATEMENTS OF OPERATIONS - PARENT COMPANY ONLY  
(expressed in thousands of U.S. Dollars)

	Years Ended December 31,	
	2022	2021
Revenue		
Net investment income	\$ 47	29
Change in fair value of equity securities	(338)	(767)
Net realized investment gain	27	755
Management fees and other income	1,883	1,465
Operating expenses	(1,406)	(1,124)
Income before equity in (loss) income of subsidiaries	213	358
Equity in (loss) / income of subsidiaries	(2,002)	8,207
Net (loss) income	\$ (1,789)	8,565

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**OXBRIDGE RE HOLDINGS LIMITED**  
**CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**CONDENSED STATEMENT OF CASH FLOWS - PARENT COMPANY ONLY**  
(expressed in thousands of U.S. Dollars)

	Years Ended December 31,	
	2022	2021
<b>Operating activities</b>		
Net (loss) income	\$ (1,789)	8,565
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Equity in loss (income) of subsidiaries	2,002	(8,207)
Share-based compensation	127	61
Depreciation	4	7
Net realized investment gain	(27)	(755)
Change in fair value of equity securities	338	767
Change in operating assets and liabilities:		
Due from subsidiary	(1,763)	(48)
Due from related party	(30)	(5)
Prepayment and other assets	(55)	25
Prepaid offering costs	(133)	-
Accounts payable and other liabilities	(87)	77
Net cash (used in) provided by operating activities	<u>\$ (1,413)</u>	<u>487</u>
<b>Investing activities</b>		
Purchase of equity securities	(1,002)	(1,148)
Investment in subsidiary	(507)	(1,750)
Proceeds from sale of equity securities	626	1,346
Purchase of property and equipment	<u>-</u>	<u>(3)</u>
Net cash used in investing activities	<u>\$ (883)</u>	<u>(1,555)</u>
Net change in cash and cash equivalents	(2,296)	(1,068)
Cash and cash equivalents at beginning of year	<u>3,227</u>	<u>4,295</u>
Cash and cash equivalents at end of year	<u>\$ 931</u>	<u>3,227</u>

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**  
**SUPPLEMENTARY INSURANCE INFORMATION**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**  
(expressed in thousands of U.S. dollars)

<b>Year</b>	<b>Segment</b>	<b>Deferred acquisition costs, net</b>	<b>Reserves for losses and loss adjustment expenses – gross</b>	<b>Unearned premiums – gross</b>	<b>Net premiums earned</b>	<b>Investment income (loss)</b>	<b>Net losses, and loss adjustment expenses</b>	<b>Amortization of deferred acquisition costs</b>	<b>Operating expenses</b>	<b>Gross premiums written</b>
2022	Property & Casualty	\$ -	\$ 1,073	\$ -	\$ 995	\$ 27	\$ 1,073	\$ 109	\$ 1,414	\$ 645
2021	Property & Casualty	\$ 38	\$ -	\$ 350	\$ 965	\$ 755	\$ 158	\$ 106	\$ 1,305	\$ 904

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**OXBRIDGE RE HOLDINGS LIMITED AND SUBSIDIARIES**  
**REINSURANCE INFORMATION**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**  
**(expressed in thousands of U.S. dollars)**

Year	Segment	Direct Gross Premiums	Premiums ceded to other companies	Premiums assumed from other companies	Net amount	Percentage of amount assumed to net
2022	Property & Casualty	\$ -	\$ -	\$ 645	\$ 645	100 %
2021	Property & Casualty	\$ -	\$ -	\$ 904	\$ 904	100 %

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Exhibit 21.1

**Subsidiaries of Oxbridge Re Holdings Limited**

Oxbridge Re Holdings Limited owns 100% of the equity interests in:

- Oxbridge Reinsurance Limited, which was incorporated on April 23, 2013 under the laws of the Cayman Islands.
- Oxbridge Re NS Limited, which was incorporated on December 22, 2017 under the laws of the Cayman Islands.
- SurancePlus Holdings Ltd (f/k/a Oxbridge VT Ltd, Ltd.), which was incorporated on January 27, 2022 under the laws of the Cayman Islands.
- DSN Blockchain Technologies Ltd., which was incorporated on February 18, 2022 under the laws of the Cayman Islands.
- OAC Equity Holdings LLC, which was incorporated on May 18, 2021 under the laws of the Cayman Islands.
- SurancePlus, Inc. which was incorporated on December 19, 2022 under the laws of the British Virgin Islands.

Exhibit 23.1

**Consent of Independent Registered Public Accounting Firm**

We have issued our report dated March 30, 2023 March 26, 2024, with respect to the consolidated financial statements included in the Annual Report of Oxbridge Re Holdings Limited on Form 10-K for the year ended December 31, 2022 December 31, 2023. We consent to the incorporation by reference of said report in the Registration Statement of Oxbridge Re Holdings Limited on Form S-3 (File No. 333-262590).

/s/ Hacker, Johnson & Smith PA  
HACKER, JOHNSON & SMITH PA  
Tampa, Florida  
March 30, 2023  
/s/ Hacker, Johnson & Smith PA  
HACKER, JOHNSON & SMITH PA  
Tampa, Florida  
March 26, 2024

**Certifications of the Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act and  
Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934**

I, Jay Madhu, certify that:

1. I have reviewed this Annual Report on Form 10-K of Oxbridge Re Holdings Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **March 30, 2023** March 26, 2024

By: /s/ JAY MADHU

**Certifications of the Chief Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act and  
Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934**

I, Wrendon Timothy, certify that:

1. I have reviewed this Annual Report on Form 10-K of Oxbridge Re Holdings Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **March 30, 2023** **March 26, 2024**



By: /s/ WRENDON TIMOTHY

Wrendon Timothy  
Chief Financial Officer and Secretary  
(Principal Financial Officer and Principal  
Accounting Officer)

Exhibit 32

**Written Statement of the Chief Executive Officer and Chief Financial Officer  
Pursuant to 18 U.S.C. §1350**

Solely for the purposes of complying with 18 U.S.C. §1350, we, the undersigned Chief Executive Officer and Chief Financial Officer of Oxbridge RE Holdings Limited (the “Company”), hereby certify, based on our knowledge, that the Annual Report on Form 10-K of the Company for the year ended **December 31, 2022** **December 31, 2023** (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JAY MADHU

Jay Madhu  
Chief Executive Officer and President  
(Principal Executive Officer)

/s/ WRENDON TIMOTHY

Wrendon Timothy  
Chief Financial Officer and Secretary  
(Principal Financial Officer and Principal  
Accounting Officer)

Date: **March 30, 2023** **March 26, 2024**

Exhibit 97.1

**OXBRIDGE RE HOLDINGS LIMITED**  
**Compensation Recovery Policy**

1. **Purpose.** The purpose of this Compensation Recovery Policy (this “Policy”) is to describe the circumstances under which Oxbridge RE Holdings Limited (the “Company”) is required to recover certain compensation paid to certain employees. Any references in compensation plans, agreements, equity awards or other policies to the Company’s “recoupment”, “clawback” or similarly-named policy shall be deemed to refer to this Policy with respect to Incentive-Based Compensation Received on or after the Effective Date. With respect to Incentive-Based Compensation Received prior to the Effective Date, such references to the Company’s “recoupment”, “clawback” or similarly-named policy in compensation plans, agreements, equity awards or other policies shall be deemed to refer to the Company’s “recoupment,” “clawback” or similarly-named policy, if any, in effect prior to the Effective Date.
2. **Mandatory Recovery of Compensation.** In the event that the Company is required to prepare an Accounting Restatement, the Company shall recover reasonably promptly the amount of Erroneously Awarded Compensation.
3. **Definitions.** For purposes of this Policy, the following terms, when capitalized, shall have the meanings set forth below:
  - (a) **“Accounting Restatement”** shall mean any accounting restatement required due to material noncompliance of the Company with any financial reporting requirement under the securities laws, including to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

- (b) *“Covered Officer”* shall mean the Company’s president; principal financial officer; principal accounting officer (or if there is no such accounting officer, the controller); any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance); any other officer who performs a significant policy-making function; or any other person who performs similar significant policy-making functions for the Company.
- (c) *“Effective Date”* shall mean November 28, 2023.
- (d) *“Erroneously Awarded Compensation”* shall mean the excess of (i) the amount of Incentive-Based Compensation Received by a person (A) after beginning service as a Covered Officer, (B) who served as a Covered Officer at any time during the performance period for that Incentive-Based Compensation, (C) while the Company has a class of securities listed on a national securities exchange or a national securities association and (D) during the Recovery Period; over (ii) the Recalculated Compensation. For the avoidance of doubt, a person who served as a Covered Officer during the periods set forth in clauses (A) and (B) of the preceding sentence shall continue to be subject to this Policy even after such person’s service as a Covered Officer has ended.

- (e) “*Incentive-Based Compensation*” shall mean any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure. A financial reporting measure is a measure that is determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures, regardless of whether such measure is presented within the financial statements or included in a filing with the Securities and Exchange Commission. Each of stock price and total shareholder return is a financial reporting measure. For the avoidance of doubt, incentive-based compensation subject to this Policy does not include stock options, restricted stock, restricted stock units or similar equity-based awards for which the grant is not contingent upon achieving any financial reporting measure performance goal and vesting is contingent solely upon completion of a specified employment period and/or attaining one or more non-financial reporting measures.
- (f) “*Recalculated Compensation*” shall mean the amount of Incentive-Based Compensation that otherwise would have been Received had it been determined based on the restated amounts in the Accounting Restatement, computed without regard to any taxes paid. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of the Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount of the Recalculated Compensation must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return, as the case may be, on the compensation Received. The Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the national securities exchange or association on which its securities are listed.
- (g) Incentive-Based Compensation is deemed “*Received*” in the Company’s fiscal period during which the financial reporting measure specified in the award of such Incentive-Based Compensation is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.
- (h) “*Recovery Period*” shall mean the three completed fiscal years of the Company immediately preceding the date the Company is required to prepare an Accounting Restatement; provided that the Recovery Period shall not begin before the Effective Date. For purposes of determining the Recovery Period, the Company is considered to be “required to prepare an Accounting Restatement” on the earlier to occur of: (i) the date the Company’s Board of Directors, a committee thereof, or the Company’s authorized officers conclude, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement. If the Company changes its fiscal year, then the transition period within or immediately following such three completed fiscal years also shall be included in the Recovery Period, provided that if the transition period between the last day of the Company’s prior fiscal year end and the first day of its new fiscal year comprises a period of nine to 12 months, then such transition period shall instead be deemed one of the three completed fiscal years and shall not extend the length of the Recovery Period.

4. **Exceptions.** Notwithstanding anything to the contrary in this Policy, recovery of Erroneously Awarded Compensation will not be required to the extent the Company's committee of independent directors responsible for executive compensation decisions (or a majority of the independent directors on the Company's board of directors in the absence of such a committee) has made a determination that such recovery would be impracticable and one of the following conditions have been satisfied:
- (a) The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation that was Incentive-Based Compensation based on the expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the national securities exchange or association on which its securities are listed.
  - (b) Recovery would violate home country law where, with respect to Incentive-Based Compensation, that law was adopted prior to November 28, 2022; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation that was Incentive-Based Compensation based on violation of home country law, the Company must obtain an opinion of home country counsel, acceptable to the national securities exchange or association on which its securities are listed, that recovery would result in such a violation, and must provide such opinion to the exchange or association.
  - (c) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.
5. **Manner of Recovery.** In addition to any other actions permitted by law or contract, the Company may take any or all of the following actions to recover any Erroneously Awarded Compensation: (a) require the Covered Officer to repay such amount; (b) offset such amount from any other compensation owed by the Company or any of its affiliates to the Covered Officer, regardless of whether the contract or other documentation governing such other compensation specifically permits or specifically prohibits such offsets; and (c) subject to Section 4(c), to the extent the Erroneously Awarded Compensation was deferred into a plan of deferred compensation, whether or not qualified, forfeit such amount (as well as the earnings on such amounts) from the Covered Officer's balance in such plan, regardless of whether the plan specifically permits or specifically prohibits such forfeiture. If the Erroneously Awarded Compensation consists of shares of the Company's common stock, and the Covered Officer still owns such shares, then the Company may satisfy its recovery obligations by requiring the Covered Officer to transfer such shares back to the Company.
6. **Other.**
- (a) This Policy shall be administered and interpreted, and may be amended from time to time, by the Company's board of directors or any committee to which the board may delegate its authority in its sole discretion in compliance with the applicable listing standards of the national securities exchange or association on which the Company's securities are listed, and the determinations of the board or such committee shall be binding on all Covered Officers.
  - (b) The Company shall not indemnify any Covered Officer against the loss of Erroneously Awarded Compensation.
  - (c) The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the Federal securities laws, including disclosure required by the Securities and Exchange Commission filings.
  - (d) Any right to recovery under this Policy shall be in addition to, and not in lieu of, any other rights of recovery that may be available to the Company.

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