

REFINITIV

DELTA REPORT

10-Q

ESGRO - ENSTAR GROUP LTD

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS 2555

█ CHANGES 414

█ DELETIONS 1190

█ ADDITIONS 951

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **March 31, 2024** **June 30, 2024**

Commission File Number 001-33289



ENSTAR GROUP LIMITED

(Exact name of Registrant as specified in its charter)

BERMUDA

(State or other jurisdiction of incorporation or organization)

N/A

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

A.S. Cooper Building, 4th Floor, 26 Reid Street, Hamilton HM 11, Bermuda

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(441) 292-3645**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>	
Ordinary shares, par value \$1.00 per share	ESGR	The NASDAQ Stock Market	LLC
Depository Shares, Each Representing a 1/1,000th Interest in a 7.00%	ESGRP	The NASDAQ Stock Market	LLC
Fixed-to-Floating Rate Perpetual Non-Cumulative Preferred Share, Series D, Par Value \$1.00 Per Share			
Depository Shares, Each Representing a 1/1,000th Interest in a 7.00%	ESGRO	The NASDAQ Stock Market	LLC
Perpetual Non-Cumulative Preferred Share, Series E, Par Value \$1.00 Per Share			

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As at **May 1, 2024** **July 30, 2024**, the registrant had outstanding **15,229,358** **15,231,654** voting ordinary shares, par value \$1.00 per share.

Enstar Group Limited

Quarterly Report on Form 10-Q

For the Period Ended **March 31, 2024 **June 30, 2024****

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GLOSSARY OF KEY TERMS

A&E	Asbestos and environmental
Acquisition costs	Costs that are directly related to the successful efforts of acquiring new insurance contracts or renewing existing insurance contracts, and which principally consist of incremental costs such as: commissions, brokerage expenses, premium taxes and other fees incurred at the time that a contract or policy is issued.
ADC	Adverse development cover – A retrospective reinsurance arrangement that will insure losses in excess of an established reserve and provide protection up to a contractually agreed amount.
Adjusted RLE	Adjusted run-off liability earnings - Non-GAAP financial measure calculated by dividing adjusted prior period development by average adjusted net loss reserves. See "Non-GAAP Financial Measures" for reconciliation.
Adjusted ROE	Adjusted return on equity - Non-GAAP financial measure calculated by dividing adjusted operating income (loss) attributable to Enstar ordinary shareholders by adjusted opening Enstar ordinary shareholders' equity. See "Non-GAAP Financial Measures" for reconciliation.
Adjusted Term SOFR	Adjusted forward-looking term rate based on the Secured Overnight Financing Rate.
Adjusted TIR	Adjusted total investment return - Non-GAAP financial measure calculated by dividing adjusted total investment return by average adjusted total investable assets. See "Non-GAAP Financial Measures" for reconciliation.
AFS	Available-for-sale
ALAE	Allocated loss adjustment expenses
Allianz	Allianz SE
AmTrust	AmTrust Financial Services, Inc.
Annualized	Calculation of the quarterly result or year-to-date result multiplied by four and then divided by the number of quarters elapsed within the applicable year-to-date period.
AOCI	Accumulated other comprehensive income
APIC	Additional Paid-in Capital
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
Arden	Arden Reinsurance Company Ltd.
Atrium	Atrium Underwriting Group Limited
bps	Basis point(s)
BMA	Bermuda Monetary Authority
BSCR	Bermuda Solvency Capital Requirement
BVPS	Book value per ordinary share - GAAP financial measure calculated by dividing Enstar ordinary shareholders' equity by the number of ordinary shares outstanding.
Cavello	Cavello Bay Reinsurance Limited, a wholly-owned subsidiary
CODM	Chief operating decision maker
Citco	Citco III Limited
CLO	Collateralized loan obligation
Core Specialty	Core Specialty Insurance Holdings, Inc.
CPP Investments	Canada Pension Plan Investment Board
DCo	DCo LLC
Defendant A&E liabilities	Defendant asbestos and environmental liabilities - Non-insurance liabilities relating to amounts for indemnity and defense costs for pending and future claims, as well as amounts for environmental liabilities associated with properties.
DCA	Deferred charge asset - The amount by which estimated ultimate losses payable exceed the consideration received at the inception of a retroactive reinsurance agreement and that are subsequently amortized over the estimated loss settlement period.

GLOSSARY OF KEY TERMS

DGL	Deferred gain liability - The amount by which consideration received exceeds estimated ultimate losses payable at the inception of a retroactive reinsurance agreement and that are subsequently amortized over the estimated loss settlement period.
EB Trust	Enstar Group Limited Employee Benefit Trust
Enhanced Re	Enhanced Reinsurance Ltd.
Enstar	Enstar Group Limited and its consolidated subsidiaries

Enstar Finance	Enstar Finance LLC
Exchange Transaction	The exchange of a portion of our indirect interest in Northshore for all of the Trident V Funds' indirect interest in StarStone U.S.
FAL	Funds at Lloyd's - A deposit in the form of cash, securities, letters of credit or other approved capital instrument that satisfies the capital requirement to support the Lloyd's syndicate underwriting capacity.
FDBVPS	Fully diluted book value per ordinary share - Non-GAAP financial measure calculated by dividing Enstar ordinary shareholders' equity by the number of ordinary shares outstanding, adjusted for equity awards granted and not yet vested (similar to the calculation of diluted earnings per share). See "Non-GAAP Financial Measures" in Item 7 for reconciliation.
Funds held	The account created with premium due to the reinsurer pursuant to the reinsurance agreement, the balance of which is credited with investment income and losses paid are deducted.
Funds held by reinsured companies	Funds held, as described above, where we receive a fixed crediting rate of return or other contractually agreed return on the assets held.
Funds held - directly managed	Funds held, as described above, where we receive the actual investment portfolio return on the assets held.
Future policyholder benefits	The liability relating to life reinsurance contracts, which are based on the present value of anticipated future cash flows and mortality rates.
GCM Fund	GCM Blue Sails Infrastructure Offshore Opportunities Fund, L.P.
Go-shop	A 35-day period immediately following the date of the Merger Agreement during which the Company's Board of Directors and advisors may solicit alternative acquisition proposals from third parties.
IBNR	Incurred but not reported - The estimated liability for unreported claims that have been incurred, as well as estimates for the possibility that reported claims may settle for amounts that differ from the established case reserves as well as the potential for closed claims to re-open.
ILS	Insurance Linked Securities
Investable assets	The sum of total investments, cash and cash equivalents, restricted cash and cash equivalents and funds held
JSOP	Joint Share Ownership Plan
LAE	Loss adjustment expenses
Lloyd's	This term may refer to either the society of individual and corporate underwriting members that pool and spread risks as members of one or more syndicates, or the Corporation of Lloyd's, which regulates and provides support services to the Lloyd's market
LOC	Letters Letter of credit
LPT	Loss Portfolio Transfer - Retroactive reinsurance transaction in which loss obligations that are already incurred are ceded to a reinsurer, subject to any stipulated limits
Merger	Series of mergers resulting in the Company surviving the Merger as a wholly-owned subsidiary of Elk Bidco Limited, an exempted company limited by shares existing under the laws of Bermuda
Merger Agreement	Enstar Group Limited entered into an Agreement and Plan of Merger with Elk Bidco Limited, which is backed by equity commitments from investment vehicles managed or advised by affiliates of Sixth Street Partners, LLC.
Monument Midco	Monument Midco Limited, a wholly owned subsidiary of Monument Re
Monument Re	Monument Insurance Group Limited
Morse TEC	Morse TEC LLC
NAV	Net asset value
NCI	Noncontrolling interests

New business	Material transactions, which generally take the form of reinsurance or direct business transfers, or business acquisitions.
NIFO	Net investment in foreign operation
Northshore	Northshore Holdings Limited
OLR	Outstanding loss reserves - Provisions for claims that have been reported and accrued but are unpaid at the balance sheet date.
Parent Company	Enstar GroupElk Bidco Limited excluding its consolidated subsidiaries
ppps	Percentage point(s)
PPD	Prior period development - Changes to loss estimates recognized in the current calendar year that relate to loss reserves established in previous calendar years.
Private equity funds	Investments in limited partnerships and limited liability companies
QBE	QBE Insurance Group Limited
RACQ	RACQ Insurance Limited
Reinsurance to close (RITC)	A business transaction to transfer estimated future liabilities attached to a given year of account of a Lloyd's syndicate into a later year of account of either the same or different Lloyd's syndicate in return for a premium.

GLOSSARY OF KEY TERMS

Reserves for losses and LAE	Management's best estimate of the ultimate cost of settling losses as of the balance sheet date. This includes OLR and IBNR.
Retroactive reinsurance	Contracts that provide indemnification for losses and LAE with respect to past loss events.
RLE	Run-off liability earnings – GAAP-based financial measure calculated by dividing prior period development by average net loss reserves.
RNCI	Redeemable noncontrolling interests
ROE	Return on equity - GAAP-based financial measure calculated by dividing net income (loss) attributable to Enstar ordinary shareholders by opening Enstar ordinary shareholders' equity
Run-off	A line of business that has been classified as discontinued by the insurer that initially underwrote the given risk
Run-off portfolio	A group of insurance policies classified as run-off.
SEC	U.S. Securities and Exchange Commission
SGL No. 1	SGL No. 1 Limited
Sixth Street	Sixth Street Partners, LLC
SSH	StarStone Specialty Holdings Limited
StarStone International	StarStone's non-U.S. operations
StarStone U.S.	StarStone U.S. Holdings, Inc. and its subsidiaries
Stone Point	Stone Point Capital LLC
TIR	Total investment return - GAAP financial measure calculated by dividing total investment return, including other comprehensive income, for the applicable period by average total investable assets
Trident V Funds	Trident V, L.P., Trident V Parallel Fund, L.P. and Trident V Professionals Fund, L.P.
U.S. GAAP	Accounting principles generally accepted in the United States of America
ULAE	Unallocated loss adjustment expenses - Loss adjustment expenses relating to run-off costs for the estimated payout of the run-off, such as internal claim management or associated operational support costs.
Unearned premium	The unexpired portion of policy premiums that will be earned over the remaining term of the insurance contract.
VIE	Variable interest entities entity

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report and the documents incorporated by reference herein contain statements that constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, with respect to our financial condition, results of operations, business strategies, operating efficiencies, competitive positions, growth opportunities, plans and objectives of our management, as well as the markets for our securities and the insurance and reinsurance sectors in general.

Statements that include words such as "estimate," "project," "plan," "intend," "expect," "anticipate," "believe," "would," "should," "could," "seek," "may" and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise.

All forward-looking statements are necessarily estimates or expectations, and not statements of historical fact, reflecting the best judgment of our management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements.

These forward looking statements should, therefore, be considered in light of various important factors, including those set forth in this report and in our Annual Report on Form 10-K for the year ended December 31, 2023, which could cause actual results to differ materially from those suggested by the forward-looking statements. These risk factors include:

- the completion of the Merger (as defined herein) on the anticipated terms and timing;
- the satisfaction of other conditions to the completion of the Merger, including obtaining required shareholder and regulatory approvals;
- the risk that our stock price may fluctuate during the pendency of the Merger and may decline if the Merger is not completed;
- potential litigation relating to the Merger that could be instituted against us or our directors, managers or officers, including the effects of any outcomes related thereto;
- the risk that disruptions from the Merger (including the ability of certain customers to terminate or amend contracts upon a change of control) will harm our business, including current plans and operations, including during the pendency of the Merger;
- our ability to retain and hire key personnel;
- the diversion of management's time and attention from ordinary course business operations to completion of the Merger and integration matters;
- potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Merger;
- legislative, regulatory and economic developments;
- potential business uncertainty, including changes to existing business relationships, during the pendency of the Merger that could affect our financial performance;
- certain restrictions during the pendency of the proposed transaction that may impact our ability to pursue certain business opportunities or strategic transactions;
- unpredictability and severity of catastrophic events, including but not limited to acts of terrorism, outbreaks of war or hostilities or global pandemics, as well as management's response to any of the aforementioned factors;
- the possibility that the Merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events;
- unexpected costs, liabilities or delays associated with the Merger;
- the response of competitors to the Merger;
- the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger, including in circumstances requiring us to pay a termination fee;
- the risk that an active trading market for the newly issued preferred shares that our holders of the depositary shares representing our preferred shares will receive in the Merger does not exist and may not develop;

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

- the adequacy of our loss reserves and the need to adjust such reserves as claims develop over time, including due to the impact of emerging claim and coverage issues and disputes that could impact reserve adequacy;
- risks relating to our acquisitions, including our ability to evaluate opportunities, successfully price acquisitions, address operational challenges, support our planned growth and assimilate acquired portfolios and companies into our internal control system in order to maintain effective internal controls, provide reliable financial reports and prevent fraud;
- risks relating to climate change and its potential impact on the returns from our run-off business and our investments;
- changes in tax laws or regulations applicable to us or our subsidiaries, including the Bermuda Corporate Income Tax, or the risk that we or one of our non-U.S. subsidiaries become subject to significant, or significantly increased, income taxes in the U.S. or elsewhere;
- the risk that U.S. persons who own our ordinary shares might become subject to adverse U.S. tax consequences as a result of related person insurance income;
- risks relating to our ability to obtain regulatory approvals, including the timing, terms and conditions of any such approvals, and to satisfy other closing conditions in connection with our acquisition agreements, which could affect our ability to complete acquisitions;
- risks relating to the variability of statutory capital requirements and the risk that we may require additional capital in the future, which may not be available or may be available only on unfavorable terms;
- the risk that our reinsurance subsidiaries may not be able to provide the required collateral to ceding companies pursuant to their reinsurance contracts, including through the use of letters of credit;
- risks relating to the availability and collectability of our ceded reinsurance;
- the ability of our subsidiaries to distribute funds to us and the resulting impact on our liquidity;
- losses due to foreign currency exchange rate fluctuations;
- the risk that the value of our investment portfolios and the investment income that we receive from these portfolios may decline materially as a result of market fluctuations and economic conditions, including those related to interest rates, credit spreads and equity prices (including the risk that we may realize losses related to declines in the value of

our investments portfolios if we elect to, or are required to, sell investments with unrealized losses);

- risks relating to our ability to structure our investments in a manner that recognizes our liquidity needs;
- risks relating to our strategic investments in alternative asset classes and joint ventures, which are illiquid and may be volatile;

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

- risks relating to our ability to accurately value our investments, which requires methodologies, estimates and assumptions that can be highly subjective, and the inaccuracy of which could adversely affect our financial condition;
- risks relating to our liquidity demands and the structure of our investment portfolios, which may adversely affect the performance of our investment portfolio and financial results;
- risks relating to the complex regulatory environment in which we operate, including that ongoing or future industry regulatory developments will disrupt our business, affect the ability of our subsidiaries to operate in the ordinary course or to make distributions to us, or mandate changes in industry practices in ways that increase our costs, decrease our revenues or require us to alter aspects of the way we do business;
- risks relating to laws and regulations regarding sanctions and foreign corrupt practices, the violation of which could adversely affect our financial condition and results of operations;
- **loss of key personnel;**
- the risk that some of our directors, large shareholders and their affiliates have interests that can create conflicts of interest through related party transactions;
- the risk that outsourced providers could breach their obligations to us which could adversely affect our business and results of operations;

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

- operational risks, including cybersecurity events, external hazards, human failures or other difficulties with our information technology systems that could disrupt our business or result in the loss of critical and confidential information, increased costs; and
- risks relating to the ownership of our shares resulting from certain provisions of our bye-laws and our status as a Bermuda company.

The factors listed above should not be construed as exhaustive and should be read in conjunction with the Risk Factors that are included in our Annual Report on Form 10-K for the year ended December 31, 2023 and this Quarterly Report on Form 10-Q for the quarter ended June 30, 2024. We undertake no obligation to publicly update or review any forward-looking statement, whether to reflect any change in our expectations with regard thereto, or as a result of new information, future developments or otherwise, except as required by law.

PART I — FINANCIAL INFORMATION

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ENSTAR GROUP LIMITED

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

As of March 31, 2024 June 30, 2024 and December 31, 2023

	March 31, 2024	March 31, 2024	March 31, 2024	December 31, 2023
	March 31, 2024			
	June 30, 2024			
	June 30, 2024			
	June 30, 2024			

(expressed in millions of U.S. dollars, except share data)

ASSETS

Short-term investments, trading, at fair value

Short-term investments, trading, at fair value
Short-term investments, trading, at fair value
Short-term investments, available-for-sale, at fair value (amortized cost: 2024 — \$41; 2023 — \$62)
Short-term investments, available-for-sale, at fair value (amortized cost: 2024 — \$45; 2023 — \$62)
Fixed maturities, trading, at fair value
Fixed maturities, available-for-sale, at fair value (amortized cost: 2024 — \$5,462; 2023 — \$5,642; net of allowance: 2024 — \$17; 2023 — \$16)
Fixed maturities, available-for-sale, at fair value (amortized cost: 2024 — \$5,462; 2023 — \$5,642; net of allowance: 2024 — \$17; 2023 — \$16)
Fixed maturities, available-for-sale, at fair value (amortized cost: 2024 — \$5,462; 2023 — \$5,642; net of allowance: 2024 — \$17; 2023 — \$16)
Fixed maturities, available-for-sale, at fair value (amortized cost: 2024 — \$5,381; 2023 — \$5,642; net of allowance: 2024 — \$14; 2023 — \$16)
Fixed maturities, available-for-sale, at fair value (amortized cost: 2024 — \$5,381; 2023 — \$5,642; net of allowance: 2024 — \$14; 2023 — \$16)
Fixed maturities, available-for-sale, at fair value (amortized cost: 2024 — \$5,381; 2023 — \$5,642; net of allowance: 2024 — \$14; 2023 — \$16)
Funds held
Equities, at fair value (cost: 2024 — \$602; 2023 — \$615)
Other investments, at fair value (includes consolidated variable interest entity: 2024 — \$97; 2023 — \$59)
Other investments, at fair value (includes consolidated variable interest entity: 2024 — \$101; 2023 — \$59)
Equity method investments
Equity method investments
Equity method investments
Total investments (Note 3 and Note 9)
Cash and cash equivalents (includes consolidated variable interest entity: 2024 — \$0; 2023 — \$8)
Total investments (Note 5 and Note 11)
Cash and cash equivalents (includes consolidated variable interest entity: 2023 — \$8)
Restricted cash and cash equivalents
Accrued interest receivable
Reinsurance balances recoverable on paid and unpaid losses (net of allowance: 2024 — \$121; 2023 — \$131)
Reinsurance balances recoverable on paid and unpaid losses (net of allowance: 2024 — \$119; 2023 — \$131)
Reinsurance balances recoverable on paid and unpaid losses (net of allowance: 2024 — \$121; 2023 — \$131)
Reinsurance balances recoverable on paid and unpaid losses (net of allowance: 2024 — \$119; 2023 — \$131)
Reinsurance balances recoverable on paid and unpaid losses (net of allowance: 2024 — \$121; 2023 — \$131)
Reinsurance balances recoverable on paid and unpaid losses, at fair value (Note 9)
Insurance balances recoverable (net of allowance: 2024 and 2023 — \$5) (Note 8)
Reinsurance balances recoverable on paid and unpaid losses (net of allowance: 2024 — \$119; 2023 — \$131)
Reinsurance balances recoverable on paid and unpaid losses, at fair value (Note 11)
Insurance balances recoverable (net of allowance: 2024 — \$4; 2023 — \$5) (Note 10)
Net deferred charge assets (Note 5)
Net deferred charge assets (Note 7)
Net deferred charge assets (Note 5)
Net deferred charge assets (Note 7)
Net deferred charge assets (Note 5)
Net deferred charge assets (Note 7)
Other assets
TOTAL ASSETS
TOTAL ASSETS
TOTAL ASSETS
LIABILITIES
LIABILITIES
LIABILITIES
Losses and loss adjustment expenses (Note 6)
Losses and loss adjustment expenses (Note 6)
Losses and loss adjustment expenses (Note 6)
Losses and loss adjustment expenses, at fair value (Note 6 and Note 9)
Losses and loss adjustment expenses (Note 8)
Losses and loss adjustment expenses (Note 8)
Losses and loss adjustment expenses (Note 8)
Losses and loss adjustment expenses, at fair value (Note 8 and Note 11)

Defendant asbestos and environmental liabilities (Note 8)	
Defendant asbestos and environmental liabilities (Note 8)	
Defendant asbestos and environmental liabilities (Note 9)	
Defendant asbestos and environmental liabilities (Note 10)	
Defendant asbestos and environmental liabilities (Note 10)	
Defendant asbestos and environmental liabilities (Note 10)	
Insurance and reinsurance balances payable	
Insurance and reinsurance balances payable	
Insurance and reinsurance balances payable	
Debt obligations	
Debt obligations	
Debt obligations	
Other liabilities (includes consolidated variable interest entity: 2024 — \$0; 2023 — \$1)	
Other liabilities (includes consolidated variable interest entity: 2024 — \$0; 2023 — \$1)	
Other liabilities (includes consolidated variable interest entity: 2024 — \$0; 2023 — \$1)	
Other liabilities (includes consolidated variable interest entity: 2024 and 2023 — \$1)	
Other liabilities (includes consolidated variable interest entity: 2024 and 2023 — \$1)	
Other liabilities (includes consolidated variable interest entity: 2024 and 2023 — \$1)	
TOTAL LIABILITIES	
TOTAL LIABILITIES	
TOTAL LIABILITIES	
COMMITMENTS AND CONTINGENCIES (Note 15)	
COMMITMENTS AND CONTINGENCIES (Note 15)	
COMMITMENTS AND CONTINGENCIES (Note 15)	
COMMITMENTS AND CONTINGENCIES (Note 17)	
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SHAREHOLDERS' EQUITY (Note 12)	
SHAREHOLDERS' EQUITY (Note 14)	
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SHAREHOLDERS' EQUITY (Note 14)	
SHAREHOLDERS' EQUITY (Note 12)	
SHAREHOLDERS' EQUITY (Note 14)	
Voting ordinary shares (par value \$1 each, issued and outstanding 2024: 15,224,431; 2023: 15,196,685)	
Voting ordinary shares (par value \$1 each, issued and outstanding 2024: 15,230,911; 2023: 15,196,685)	
Voting ordinary shares (par value \$1 each, issued and outstanding 2024: 15,224,431; 2023: 15,196,685)	
Voting ordinary shares (par value \$1 each, issued and outstanding 2024: 15,230,911; 2023: 15,196,685)	
Voting ordinary shares (par value \$1 each, issued and outstanding 2024: 15,224,431; 2023: 15,196,685)	
Voting ordinary shares (par value \$1 each, issued and outstanding 2024: 15,230,911; 2023: 15,196,685)	
Voting ordinary shares (par value \$1 each, issued and outstanding 2024: 15,230,911; 2023: 15,196,685)	
Preferred Shares:	
Preferred Shares:	
Preferred Shares:	
Series C Preferred Shares (issued and held in treasury 2024 and 2023: 388,571)	
Series C Preferred Shares (issued and held in treasury 2024 and 2023: 388,571)	
Series C Preferred Shares (issued and held in treasury 2024 and 2023: 388,571)	
Series D Preferred Shares (issued and outstanding 2024 and 2023: 16,000; liquidation preference \$400)	
Series E Preferred Shares (issued and outstanding 2024 and 2023: 4,400; liquidation preference \$110)	
Treasury shares, at cost:	
Series C Preferred shares (2024 and 2023: 388,571)	
Series C Preferred shares (2024 and 2023: 388,571)	
Series C Preferred shares (2024 and 2023: 388,571)	
Joint Share Ownership Plan (voting ordinary shares, held in trust 2024 and 2023: 565,630)	
Additional paid-in capital	
Accumulated other comprehensive loss	
Retained earnings	
Total Enstar Shareholders' Equity	
Noncontrolling interests (Note 11)	

ENSTAR GROUP LIMITED**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****For the Three and Six Months Ended March 31, 2024 June 30, 2024 and 2023**

	Three Months Ended March 31,			Six Months Ended June 30,		
	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2024	2024	2023	2024	2023
(expressed in millions of U.S. dollars, except share and per share data)						
(expressed in millions of U.S. dollars, except share and per share data)						
(expressed in millions of U.S. dollars, except share and per share data)				(expressed in millions of U.S. dollars, except share and per share data)		
REVENUES						
Net premiums earned						
Net premiums earned						
Net premiums earned						
Net investment income						
Net investment income						
Net investment income						
Net realized losses						
Net realized losses						
Net realized losses						
Fair value changes in trading securities, funds held and other investments						
Fair value changes in trading securities, funds held and other investments						
Fair value changes in trading securities, funds held and other investments						
Other income						
Other income						
Other income						
Other (loss) income						
Total revenues						
Total revenues						
Total revenues						
EXPENSES						
EXPENSES						
EXPENSES						
Net incurred losses and loss adjustment expenses						
Net incurred losses and loss adjustment expenses						

Net incurred losses and loss adjustment expenses
Current period
Current period
Current period
Prior periods
Prior periods
Prior periods
Total net incurred losses and loss adjustment expenses
Total net incurred losses and loss adjustment expenses
Total net incurred losses and loss adjustment expenses
Amortization of net deferred charge assets
Amortization of net deferred charge assets
Amortization of net deferred charge assets
Acquisition costs
Acquisition costs
Acquisition costs
General and administrative expenses
General and administrative expenses
General and administrative expenses
Interest expense
Interest expense
Interest expense
Net foreign exchange gains
Net foreign exchange gains
Net foreign exchange gains
Total expenses
Total expenses
Net foreign exchange losses (gains)
Total expenses
INCOME BEFORE INCOME TAXES
INCOME BEFORE INCOME TAXES
INCOME BEFORE INCOME TAXES
Income tax (expense) benefit
(Loss) income from equity method investments
(Loss) income from equity method investments
Income tax benefit (expense)
(Loss) income from equity method investments
NET INCOME
NET INCOME
NET INCOME
Net income attributable to noncontrolling interests
Net income attributable to noncontrolling interests
Net income attributable to noncontrolling interests
NET INCOME ATTRIBUTABLE TO ENSTAR
NET INCOME ATTRIBUTABLE TO ENSTAR
Less: Net income attributable to noncontrolling interests
NET INCOME ATTRIBUTABLE TO ENSTAR
Dividends on preferred shares

Dividends on preferred shares
 Dividends on preferred shares
NET INCOME ATTRIBUTABLE TO ENSTAR ORDINARY SHAREHOLDERS
NET INCOME ATTRIBUTABLE TO ENSTAR ORDINARY SHAREHOLDERS
NET INCOME ATTRIBUTABLE TO ENSTAR ORDINARY SHAREHOLDERS
Earnings per ordinary share attributable to Enstar Ordinary Shareholders:
Earnings per ordinary share attributable to Enstar Ordinary Shareholders:
Earnings per ordinary share attributable to Enstar Ordinary Shareholders:
 Basic
 Basic
 Basic
 Diluted
 Diluted
 Diluted
 Weighted average ordinary shares outstanding:
 Weighted average ordinary shares outstanding:
 Weighted average ordinary shares outstanding:
 Basic
 Basic
 Basic
 Diluted
 Diluted
 Diluted

See accompanying notes to the unaudited condensed consolidated financial statements.

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ENSTAR GROUP LIMITED

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the Three and Six Months Ended **March 31, 2024** **June 30, 2024** and **2023**

	Three Months Ended		Six Months Ended		
	March 31,		June 30,		
	March 31,		March 31,		
	2024	2024	2024	2023	
(expressed in millions of U.S. dollars)				(expressed in millions of U.S. dollars)	

NET INCOME

Other comprehensive income (loss), net of income taxes:
 Other comprehensive income (loss), net of income taxes:
 Other comprehensive income (loss), net of income taxes:
 Unrealized (losses) gains on fixed maturities, available-for-sale arising during the period

Unrealized (losses) gains on fixed maturities, available-for-sale arising during the period
 Unrealized (losses) gains on fixed maturities, available-for-sale arising during the period
 Reclassification adjustment for change in allowance for credit losses recognized in net income
 Reclassification adjustment for net realized losses included in net income
 Unrealized (losses) gains arising during the period, net of reclassification adjustments
 Unrealized (losses) gains arising during the period, net of reclassification adjustments
 Unrealized (losses) gains arising during the period, net of reclassification adjustments
 Unrealized gains (losses) arising during the period, net of reclassification adjustments
 Unrealized gains (losses) arising during the period, net of reclassification adjustments
 Unrealized gains (losses) arising during the period, net of reclassification adjustments
 Reclassification adjustment for remeasurement of future policyholder benefits included in net income
 Reclassification adjustment for remeasurement of future policyholder benefits included in net income
 Reclassification adjustment for remeasurement of future policyholder benefits included in net income
 Change in currency translation adjustment
 Change in net liability for losses and LAE at fair value - Instrument-specific credit risk
 Total other comprehensive loss
 Total other comprehensive loss
 Total other comprehensive loss
 Total other comprehensive income (loss)
 Total other comprehensive income (loss)
 Total other comprehensive income (loss)
 Comprehensive income
 Comprehensive income
 Comprehensive income
 Comprehensive loss attributable to noncontrolling interests
 Less: Comprehensive loss attributable to noncontrolling interests

COMPREHENSIVE INCOME ATTRIBUTABLE TO ENSTAR

See accompanying notes to the unaudited condensed consolidated financial statements.

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ENSTAR GROUP LIMITED
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
 For the Three Months Ended **March 31, 2024** **June 30, 2024** and **2023**

Share Capital (1)
Share Capital (1)
Share Capital (1)
Non-voting Convertible Ordinary Shares
Non-voting Convertible Ordinary Shares
Non-voting Convertible Ordinary Shares
Preferred Shares
Preferred Shares
Preferred Shares
Voting Ordinary Shares
Voting Ordinary Shares

	Voting Ordinary Shares
	(in millions of U.S. dollars)
	(in millions of U.S. dollars)
	(in millions of U.S. dollars)
<u>Three Months Ended March 31, 2024</u>	
Balance as at December 31, 2023	
Balance as at December 31, 2023	
Balance as at December 31, 2023	
<u>Three Months Ended June 30, 2024</u>	
Balance as at March 31, 2024	
Balance as at March 31, 2024	
Balance as at March 31, 2024	
Net income attributable to Enstar or noncontrolling interests	
Net income attributable to Enstar or noncontrolling interests	
Net income attributable to Enstar or noncontrolling interests	
Dividends on preferred shares	
Dividends on preferred shares	
Dividends on preferred shares	
Amortization of share-based compensation	
Amortization of share-based compensation	
Amortization of share-based compensation	
Acquisition of noncontrolling shareholders' interest in subsidiary	
Acquisition of noncontrolling shareholders' interest in subsidiary	
Acquisition of noncontrolling shareholders' interest in subsidiary	
Other comprehensive income, net of tax	
Other comprehensive loss, net of tax	
Other comprehensive income, net of tax	
Other comprehensive loss, net of tax	
Other comprehensive loss, net of tax	
Other comprehensive income, net of tax	
Other	
Other	
Other	
Balance as at March 31, 2024	
Balance as at March 31, 2024	
Balance as at March 31, 2024	
Balance as at June 30, 2024	
Balance as at June 30, 2024	
Balance as at June 30, 2024	
<u>Three Months Ended March 31, 2023</u>	
<u>Three Months Ended June 30, 2023</u>	
<u>Three Months Ended March 31, 2023</u>	
<u>Three Months Ended June 30, 2023</u>	
<u>Three Months Ended March 31, 2023</u>	
Balance as at December 31, 2022	
Balance as at December 31, 2022	
Balance as at December 31, 2022	
Net income attributable to Enstar or noncontrolling interests	
Net income attributable to Enstar or noncontrolling interests	
Net income attributable to Enstar or noncontrolling interests	
<u>Three Months Ended June 30, 2023</u>	
Balance as at March 31, 2023	
Balance as at March 31, 2023	

Balance as at March 31, 2023
Net income attributable to Enstar or noncontrolling interests (excludes redeemable non controlling interests)
Net income attributable to Enstar or noncontrolling interests (excludes redeemable non controlling interests)
Net income attributable to Enstar or noncontrolling interests (excludes redeemable non controlling interests)
Dividends on preferred shares
Dividends on preferred shares
Dividends on preferred shares
Ordinary shares repurchased
Ordinary shares repurchased
Ordinary shares repurchased
Amortization of share-based compensation
Amortization of share-based compensation
Amortization of share-based compensation
Acquisition of noncontrolling shareholders' interest in subsidiary
Acquisition of noncontrolling shareholders' interest in subsidiary
Acquisition of noncontrolling shareholders' interest in subsidiary
Other comprehensive loss, net of tax
Other comprehensive loss, net of tax
Other comprehensive loss, net of tax
Other comprehensive income, net of tax
Other comprehensive income, net of tax
Other comprehensive income, net of tax
Other
Other
Other
Balance as at March 31, 2023
Balance as at March 31, 2023
Balance as at March 31, 2023
Balance as at June 30, 2023
Balance as at June 30, 2023
Balance as at June 30, 2023

(a) Series C non-voting convertible shares, Series E non-voting convertible shares and Series C convertible participating non-voting shares were excluded from these tables as all amounts were less than \$1 million.

See accompanying notes to the unaudited condensed consolidated financial statements.

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ENSTAR GROUP LIMITED

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Six Months Ended June 30, 2024 and 2023

	Share Capital (1)											
	Non-voting Convertible											
	Ordinary Shares				Preferred Shares				Treasury Shares			
	Voting				Series C				Total Enstar			
	Ordinary				Preferred				Shareholders' Equity			
	Shares	Series C	Series D	Series E	Shares	JSOP	APIC	AOCL	Retained Earnings	Shareholders' Equity	NCI	Total Shareholders' Equity
(in millions of U.S. dollars)												
Six Months Ended June 30, 2024												
Balance as at December 31, 2023	\$ 15	\$ —	\$ 400	\$ 110	\$ (422)	\$ (1)	\$ 579	\$ (336)	\$ 5,190	\$ 5,535	\$ 113	\$ 5,648
Net income attributable to Enstar or noncontrolling interests	—	—	—	—	—	—	—	—	263	263	1	264

Dividends on preferred shares	—	—	—	—	—	—	—	—	(18)	(18)	—	(18)
Amortization of share-based compensation	—	—	—	—	—	—	16	—	—	16	—	16
Acquisition of noncontrolling shareholders' interest in subsidiary	—	—	—	—	—	—	—	—	—	—	(6)	(6)
Other comprehensive loss, net of tax	—	—	—	—	—	—	(21)	—	—	(21)	—	(21)
Other	—	—	—	—	—	—	(4)	—	—	(4)	1	(3)
Balance as at June 30, 2024	\$ 15	\$ —	\$ 400	\$ 110	\$ (422)	\$ (1)	\$ 591	\$ (357)	\$ 5,435	\$ 5,771	\$ 109	\$ 5,880

Six Months Ended June 30, 2023												
Balance as at December 31, 2022	\$ 16	\$ 1	\$ 400	\$ 110	\$ (422)	\$ (1)	\$ 766	\$ (302)	\$ 4,406	\$ 4,974	\$ 186	\$ 5,160
Net income attributable to Enstar or noncontrolling interests (excludes redeemable noncontrolling interests)	—	—	—	—	—	—	—	—	463	463	86	549
Dividends on preferred shares	—	—	—	—	—	—	—	—	(18)	(18)	—	(18)
Ordinary shares repurchased	—	(1)	—	—	—	—	(339)	—	—	(340)	—	(340)
Amortization of share-based compensation	—	—	—	—	—	—	14	—	—	14	—	14
Acquisition of noncontrolling shareholders' interest in subsidiary	—	—	—	—	—	—	9	—	—	9	(175)	(166)
Other comprehensive loss, net of tax	—	—	—	—	—	—	(186)	—	—	(186)	(90)	(276)
Other	—	—	—	—	—	—	(3)	—	—	(3)	4	1
Balance as at June 30, 2023	\$ 16	\$ —	\$ 400	\$ 110	\$ (422)	\$ (1)	\$ 447	\$ (488)	\$ 4,851	\$ 4,913	\$ 11	\$ 4,924

(a) Series E non-voting convertible shares and Series C convertible participating non-voting shares were excluded from these tables as all amounts were less than \$1 million.

See accompanying notes to the unaudited condensed consolidated financial statements.

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ENSTAR GROUP LIMITED

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the **Three** **Six** Months Ended **March 31, 2024** **June 30, 2024** and **2023**

	Three Months Ended March 31,			Six Months Ended June 30,		
	2024		2024	2023		2023
			(expressed in millions of U.S. dollars)			(expressed in millions of U.S. dollars)
OPERATING ACTIVITIES:						
Net income						
Net income						
Net income						
Adjustments to reconcile net income to cash flows provided by operating activities:						
Adjustments to reconcile net income to cash flows provided by operating activities:						
Adjustments to reconcile net income to cash flows provided by operating activities:						
Realized losses on investments						
Realized losses on investments						
Realized losses on investments						
Fair value changes in trading securities, funds held and other investments						
Amortization of net deferred charge assets						
Depreciation, accretion and other amortization						
Net gain on Enhanced Re novation						
Loss (income) from equity method investments						
Other adjustments						
Other adjustments						
Other adjustments						

Changes in:

Reinsurance balances recoverable on paid and unpaid losses

Reinsurance balances recoverable on paid and unpaid losses

Reinsurance balances recoverable on paid and unpaid losses

Losses and loss adjustment expenses

Defendant asbestos and environmental liabilities

Defendant asbestos and environmental liabilities

Defendant asbestos and environmental liabilities

Insurance and reinsurance balances payable

Other operating assets and liabilities

Other operating assets and liabilities

Other operating assets and liabilities

Funds held

Cash from/to operating activities:

Cash from/to operating activities:

Cash from/to operating activities:

Cash from/(to) operating activities:

Cash from/(to) operating activities:

Cash from/(to) operating activities:

Cash consideration for the Enhanced Re novation

Cash consideration for the Enhanced Re novation

Cash consideration for the Enhanced Re novation

Sales and maturities of trading securities

Purchases of trading securities

Net cash flows (used in) provided by operating activities

INVESTING ACTIVITIES:

Sales and maturities of available-for-sale securities

Sales and maturities of available-for-sale securities

Sales and maturities of available-for-sale securities

Purchase of available-for-sale securities

Purchase of other investments

Purchase of other investments

Purchase of other investments

Proceeds from other investments

Proceeds from the sale of equity method investments

Other

Other

Other

Other investing activities

Other investing activities

Other investing activities

Net cash flows provided by (used in) investing activities

Net cash flows provided by (used in) investing activities

Net cash flows provided by (used in) investing activities

FINANCING ACTIVITIES:

Dividends on preferred shares

Dividends on preferred shares

Dividends on preferred shares

Dividends paid to redeemable noncontrolling interest
Dividends paid to redeemable noncontrolling interest
Dividends paid to redeemable noncontrolling interest
Repurchase of shares
Other
Acquisition of noncontrolling interest

Net cash flows used in financing activities

Net cash flows used in financing activities

Net cash flows used in financing activities

EFFECT OF EXCHANGE RATE CHANGES ON FOREIGN CURRENCY CASH AND CASH EQUIVALENTS

EFFECT OF EXCHANGE RATE CHANGES ON FOREIGN CURRENCY CASH AND CASH EQUIVALENTS

EFFECT OF EXCHANGE RATE CHANGES ON FOREIGN CURRENCY CASH AND CASH EQUIVALENTS

NET DECREASE IN CASH AND CASH EQUIVALENTS

CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF PERIOD

CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD

CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD

CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD

Supplemental Cash Flow Information:

Supplemental Cash Flow Information:

Supplemental Cash Flow Information:

Income taxes (received) paid, net of refunds

Income taxes (received) paid, net of refunds

Income taxes (received) paid, net of refunds

Interest paid

Interest paid

Interest paid

Reconciliation to Consolidated Balance Sheets:

Reconciliation to Consolidated Balance Sheets:

Reconciliation to Consolidated Balance Sheets:

Cash and cash equivalents

Cash and cash equivalents

Cash and cash equivalents

Restricted cash and cash equivalents

Restricted cash and cash equivalents

Restricted cash and cash equivalents

Cash, cash equivalents and restricted cash

Cash, cash equivalents and restricted cash

Cash, cash equivalents and restricted cash

Non-cash operating activities:

Non-cash operating activities:

Non-cash operating activities:

Novation of future policy holder benefits

Novation of future policy holder benefits
 Novation of future policy holder benefits
 Funds held directly managed transferred in exchange on novation of future policy holder benefits
 Funds held directly managed transferred in exchange on novation of future policy holder benefits
 Funds held directly managed transferred in exchange on novation of future policy holder benefits
 Other assets / liabilities transferred on novation of future policy holder benefits
 Other assets / liabilities transferred on novation of future policy holder benefits
 Other assets / liabilities transferred on novation of future policy holder benefits
 Losses and loss adjustment expenses transferred in connection with settlement of participation in Atrium's Syndicate 609
 Losses and loss adjustment expenses transferred in connection with settlement of participation in Atrium's Syndicate 609
 Losses and loss adjustment expenses transferred in connection with settlement of participation in Atrium's Syndicate 609
 Investments transferred in connection with settlement of participation in Atrium's Syndicate 609
 Investments transferred in connection with settlement of participation in Atrium's Syndicate 609
 Investments transferred in connection with settlement of participation in Atrium's Syndicate 609
Non-cash investing activities:
Non-cash investing activities:
Non-cash investing activities:
 Unsettled purchases of available-for-sale securities and other investments
 Unsettled purchases of available-for-sale securities and other investments
 Unsettled purchases of available-for-sale securities and other investments
 Unsettled sales of available-for-sale securities and other investments
 Unsettled sales of available-for-sale securities and other investments
 Unsettled sales of available-for-sale securities and other investments
 Receipt of warrants as consideration in exchange for assumption of reinsurance contract liabilities
 Receipt of warrants as consideration in exchange for assumption of reinsurance contract liabilities
 Receipt of warrants as consideration in exchange for assumption of reinsurance contract liabilities
 Receipt of AFS debt securities as consideration in exchange for assumption of reinsurance contract liabilities
 Receipt of AFS debt securities as consideration in exchange for assumption of reinsurance contract liabilities
 Receipt of AFS debt securities as consideration in exchange for assumption of reinsurance contract liabilities

See accompanying notes to the unaudited condensed consolidated financial statements.

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ENSTAR GROUP LIMITED

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. MERGER AGREEMENT

Subsequent to quarter end, on July 29, 2024, Enstar Group Limited (the "Company," "we," "us," or "our") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Elk Bidco Limited (the "Parent"), an exempted company limited by shares existing under the laws of Bermuda. The Parent is backed by equity commitments from investment vehicles managed or advised by affiliates of Sixth Street Partners, LLC ("Sixth Street"). Pursuant to the Merger Agreement, there will be a series of mergers (collectively, the "Merger") resulting in the Company surviving the Merger as a wholly-owned subsidiary of the Parent.

Under the terms of the Merger Agreement, all of the Company's issued and outstanding ordinary shares, par value \$1.00 per share, will be converted into the right to receive \$338 in cash per ordinary share, except for shares held by Sixth Street and certain shareholders who will reinvest in the merged entity. The total consideration to be paid to our shareholders is approximately \$5.1 billion. Completion of the Merger remains subject to certain conditions, including the approval of the Merger by the Company's shareholders, as well as certain governmental and regulatory approvals. The Merger is currently expected to close in mid-2025.

In connection with the Merger Agreement, any Company restricted stock awards, restricted stock unit awards, deferred stock awards, and performance shares that are outstanding immediately prior to completion of the Merger will generally become vested and are included in the consideration. As part of the consideration, Enstar has agreed to a return of capital of approximately \$500 million to the Company's shareholders, which is included as part of the total \$338 per ordinary share in cash received. Upon completion of the transaction, the Company's ordinary shares will no longer be publicly listed, and the Company will become a privately-held company.

The agreement includes a 35-day "go-shop" period expiring on September 2, 2024, which permits the Company's Board of Directors and advisors to solicit alternative acquisition proposals from third parties. There can be no assurance that this "go-shop" will result in a superior proposal, and the Company does not intend to disclose developments with respect to the solicitation process unless and until it determines such disclosure is appropriate or is otherwise required. The Company will have the right to terminate the Merger Agreement to enter into a superior proposal both during and after the "go-shop" period, subject to the terms and conditions of the Merger Agreement.

The Merger Agreement contains termination rights for the Company and Sixth Street upon the occurrence of certain events, including, among others:

1. if the consummation of the Merger does not occur on or before July 29, 2025 (the "Closing Date"); except that if the effective time of the Merger has not occurred by July 29, 2025 due to the fact that all required applicable regulatory approvals have not been obtained on acceptable terms but all other conditions to closing have been satisfied (other than those conditions that by their terms are to be satisfied at the closing, each of which is capable of being satisfied) or (to the extent permitted by law) waived, the Closing Date would be automatically extended by another six months;
2. if the Company wishes to terminate the Merger Agreement to enter into a definitive agreement with respect to a Superior Proposal (as defined in the Merger Agreement); and
3. if Sixth Street wishes to terminate the Merger Agreement upon the occurrence of a Specified Debt Event of Default (as defined in the Merger Agreement).

Upon termination of the Merger Agreement under specified circumstances, including, among others, the termination by the Company in the event of a change of recommendation by the Company's Board of Directors or in order to enter into a definitive agreement with respect to a Superior Proposal, the Company would be required to pay Sixth Street a termination fee of \$145 million (or \$102 million if such termination occurs during the "go-shop" period). In addition, upon termination of the Merger Agreement by Sixth Street, under certain circumstances, Sixth Street would be required to pay the Company a termination fee of \$265 million, or if Sixth Street terminates the Merger Agreement upon a Specified Debt Event of Default, a termination fee of \$97 million.

2. BASIS OF PRESENTATION

Enstar Group Limited ("Enstar") is a leading global (re)insurance group that offers innovative capital release solutions through its network of group companies in Bermuda, the United States, the United Kingdom, Continental Europe and Australia. Our core focus is acquiring and managing (re)insurance companies and portfolios of (re)insurance business in run-off.

These unaudited condensed consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and in conformity with the instructions to Form 10-Q and Article 10 of Regulation S-X of the Rules and Regulations of the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the financial information and note disclosures required by U.S. GAAP for complete consolidated financial statements.

In the opinion of management, these unaudited condensed consolidated financial statements reflect all adjustments, that are normal and recurring in nature, necessary for a fair statement of the financial results for the interim periods. All intercompany accounts and transactions have been eliminated and certain comparative information has been reclassified to conform to the current presentation.

The results of operations for any interim period are not necessarily indicative of results for the full year. These unaudited condensed consolidated financial statements and related notes should be read in conjunction with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2023.

Recently Issued Accounting Pronouncements Not Yet Adopted

ASU 2023-07 - Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued ASU 2023-07, which includes the following amendments to Topic 280 Segment Reporting:

- Disclose, on an annual and interim basis, significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within the segment measure of profit or loss;
- Disclose, on an annual and interim basis, an amount for other segment items by reportable segment and a description of its composition;
- Disclose, on an interim basis, all annual disclosures about a reportable segment's profit or loss and assets currently required by Topic 280;
- Clarify that an entity is not precluded from reporting one or more additional measure(s) of segment profit or loss if the CODM uses more than one measure in assessing segment performance and deciding how to allocate resources;
- Disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources; and
- Require an entity with a single reportable segment to provide all disclosures required by the amendments in ASU 2023-07 and all existing segment disclosures in Topic 280.

These amendments are effective for annual reporting periods beginning after December 15, 2023 and interim reporting periods beginning after December 15, 2024, and must be applied retrospectively to all prior periods presented. Early adoption is permitted.

Adopting ASU 2023-07 will require us to expand our segment disclosures. We are currently determining will retrospectively adopt this ASU for our Form 10-K for the period year ended December 31, 2024 and interim periods beginning in which 2025.

Item 1 | Notes to the new guidance will be adopted. Unaudited Condensed Consolidated Financial Statements | Note 2. Basis of Presentation

ASU 2023-09 - Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU 2023-09, which includes the following amendments to Topic 740 Income Taxes:

- Disclose, on an annual basis, specific categories in the rate reconciliation;

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 1. Basis of Presentation

- Disclose, on an annual basis, additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5% of the amount computed by multiplying pretax income (or loss) by the applicable statutory income tax rate);
- Disclose, on an annual basis, the amount of income taxes paid (net of refunds received) disaggregated by federal (national), state, and foreign taxes;
- Disclose, on an annual basis, the amount of income taxes paid (net of refunds received) disaggregated by individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than 5% of total income taxes paid (net of refunds received);
- Disclose income (or loss) from continuing operations before income tax expense (or benefit) disaggregated between domestic and foreign;
- Disclose income tax expense (or benefit) from continuing operations disaggregated by federal (national), state, and foreign;
- Eliminates the requirement to disclose the nature and estimate of the range of the reasonably possible change in the unrecognized tax benefits balance in the next 12 months or make a statement that an estimate of the range cannot be made; and
- Eliminates the requirement to disclose the cumulative amount of each type of temporary difference when a deferred tax liability is not recognized because of the exceptions to comprehensive recognition of deferred taxes related to subsidiaries and corporate joint ventures.

These amendments are effective for annual reporting periods beginning after December 15, 2024, and should be applied prospectively, however retrospective application is permitted. Early adoption is permitted.

Adopting ASU 2023-09 will require us to expand our income tax disclosures. We are currently determining the period in which the new guidance will be adopted.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 2. Basis of Presentation

3. SIGNIFICANT NEW BUSINESS

We define new business as material transactions, which generally take the form of reinsurance or direct business transfers, or business acquisitions.

Signed and closed agreements

The table below sets forth a summary of the new reinsurance business that we closed with R&Q (Accredited) in the six months ended June 30, 2024:

Line of Business	Consideration	Net Loss Reserves			Remaining Limit upon			Jurisdiction
	Received	Assumed	DCA ⁽¹⁾	Type of Transaction	Acquisition			
(in millions of U.S. dollars)								
Diversified mix including asbestos, general casualty, and workers' compensation	\$ 282	\$ 297	\$ 15	LPT and ADC	\$ 111			U.S., U.K. and Europe

⁽¹⁾ Where the estimated ultimate losses payable exceed the consideration received at the inception of the agreement, a deferred charge asset ("DCA") is recorded. Refer to Note 7 for additional information.

Signed agreements not closed as of June 30, 2024

During the six months ended June 30, 2024, we entered into new reinsurance deals with SiriusPoint and Insurance Australia Group, that had yet to close as at June 30, 2024. Additionally, in July 2024 we closed on a deal to reinsurance certain 2019 and 2020 business written by a third-party capital platform which uses an Insurance Linked securities ("ILS") mechanism to fund its risks, for which Enstar will receive a premium of \$350 million for the portfolio.

The table below sets forth a summary of new reinsurance business that we have signed between January 1, 2024 and June 30, 2024 but that had not closed as of June 30, 2024:

Line of Business	Agreement Date	Type of Transaction	Estimated Reserves (1)	
			(in millions of U.S. dollars)	
Workers' compensation (2)	April 30, 2024	LPT	\$	400
Property catastrophe and COVID-19 exposures (3)	June 4, 2024	LPT		350
Product & public liability, compulsory third-party motor, professional risks, and workers' compensation (2)	June 26, 2024	ADC		200
Total			\$	950

(1) Estimated reserves are subject to changes from finalization procedures following the closing of the transactions.

(2) The closing of these signed transactions are subject to regulatory approval and other closing conditions.

(3) On July 25, 2024, this LPT transaction was closed.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 4. Segment Information

4. SEGMENT INFORMATION

Our segment structure is aligned with how our CODM, our Chief Executive Officer, views our business, assesses performance and allocates resources to our business components. Effective January 1, 2024, our business is organized into two reportable segments: (i) Run-off and (ii) Investments. In addition, our Corporate and other activities, which do not qualify as an operating segment, include income and expense items that are not directly attributable to our reportable segments and activities from the former Assumed Life and Legacy Underwriting reportable segments.

Effective January 1, 2024, each of our Assumed Life and Legacy Underwriting reportable segments were determined to no longer meet the definition of reportable segments as they no longer engage in any active business activities following the series of commutation and novation transactions in Enhanced Re and the settlement of the arrangements between SGL No. 1, Arden, and Atrium. Given the cessation of business activities and that all remaining activities are not expected to be material, all residual income or expense of the former Assumed Life and Legacy Underwriting reportable segments will be prospectively included within our Corporate and other activities.

The Assumed Life segment previously included Enhanced Re's life and property aggregate excess of loss (catastrophe) business. In August 2022, Enhanced Re entered into a Master Agreement with Cavello Bay Reinsurance Limited ("Cavello"), a wholly-owned subsidiary of Enstar, and Allianz, pursuant to which a series of commutation and novation agreements were completed which ceased any continuing reinsurance obligations for this segment. We recognized the impact of transactions that closed in the fourth quarter of 2022 in the first quarter of 2023 due to the one quarter lag in reporting.

The Legacy Underwriting segment previously included participation in direct underwriting activities, including a 25% participation within 2020 and prior underwriting years of Atrium's Syndicate 609 at Lloyd's, offset by the contractual transfer of the results of that business to the Atrium entities that were divested in an exchange transaction. All remaining contractual arrangements were settled in the second quarter of 2023. Other than the settlement of these amounts, no other transactions were recorded in the Legacy Underwriting segment in 2023.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 2. Segment Information

Our assets are reviewed on a consolidated basis by management for decision making purposes since they support business operations across both of our reportable segments as well as our Corporate and other activities. We do not allocate assets to our reportable segments with the exception of (re)insurance balances recoverable on paid and unpaid losses and goodwill (all goodwill is attributable to the Run-off segment) that are directly attributable to our reportable segments.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 4. Segment Information

The following table sets forth select unaudited condensed consolidated statements of operations results by segment and our Corporate and other activities:

	Three Months Ended	Three Months Ended	Six Months Ended	
	Three Months Ended	Three Months Ended		
	Three Months Ended	March 31,		
	2024	2024	2023	2024
Revenues			(in millions of U.S. dollars)	(in millions of U.S. dollars)
Run-off				
Run-off				
Run-off				
Investments				
Assumed Life ⁽¹⁾				
Subtotal				
Subtotal				
Subtotal				
Corporate and other ⁽¹⁾				
Total revenues				
(Loss) income from equity method investments				
(Loss) income from equity method investments				
(Loss) income from equity method investments				
Investments				
Investments				
Investments				
Segment net income (loss)				
Segment net income (loss)				
Segment net income (loss)				
Run-off				
Run-off				
Run-off				
Investments				
Assumed Life ⁽¹⁾				
Total segment net income				
Total segment net income				
Total segment net income				
Corporate and other ⁽¹⁾ :				
Other expense ⁽²⁾				
Other expense ⁽²⁾				
Other expense ⁽²⁾				
Net incurred losses and loss adjustment expenses ("LAE") ⁽³⁾				
Net incurred losses and loss adjustment expenses ("LAE") ⁽³⁾				
Net incurred losses and loss adjustment expenses ("LAE") ⁽³⁾				
Amortization of net deferred charge assets				
Amortization of net deferred charge assets				
Amortization of net deferred charge assets				
General and administrative expenses				
Interest expense				
Net foreign exchange gains				
Income tax (expense) benefit				

Net foreign exchange (losses) gains
Income tax benefit (expense)
Net income attributable to noncontrolling interests
Net income attributable to noncontrolling interests
Net income attributable to noncontrolling interests
Less: Net income attributable to noncontrolling interests
Less: Net income attributable to noncontrolling interests
Less: Net income attributable to noncontrolling interests

Dividends on preferred shares

Total - Corporate and other loss

Net income attributable to Enstar Ordinary Shareholders

(a) Effective January 1, 2024, Assumed Life and Legacy Underwriting were determined to no longer meet the definition of reportable segments and their residual income and loss activities were prospectively included in Corporate and other activities. Activities prior to January 1, 2024 are recorded in their respective segments. In addition, Legacy Underwriting had no revenue or income activity for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023 and therefore is excluded from the table above.

(b) Other expense for Corporate and other activities includes the amortization of fair value adjustments associated with the acquisition of DCo and Morse TEC.

(c) Net incurred losses and LAE for Corporate and other activities includes fair value adjustments associated with the acquisition of companies and the changes in the discount rate and risk margin components of the fair value of assets and liabilities related to our assumed retroactive reinsurance contracts for which we have elected the fair value option.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 3.5. Investments

3.5. INVESTMENTS

Short-term and Fixed Maturity Investments

Asset Types

The fair values of the following underlying asset categories are set out below:

	March 31, 2024						June 30, 2024					
	Short-term investments, trading	Short-term investments, trading	Short-term investments, AFS	Fixed maturities, trading	Fixed maturities, AFS	Total	Short-term investments, trading	Short-term investments, AFS	Fixed maturities, trading	Fixed maturities, AFS	Total	
(in millions of U.S. dollars)												
U.S. government and agency												
U.K. government												
Other government												
Corporate												
Municipal												
Residential mortgage-backed												
Commercial mortgage-backed												
Asset-backed												
Total fixed maturity and short-term investments												

U.S. government and agency
U.K. government
Other government
Corporate
Municipal
Residential mortgage-backed
Commercial mortgage-backed
Asset-backed
Total fixed maturity and short-term investments

Total fixed maturity and short-term investments

Total fixed maturity and short-term investments

	December 31, 2023					
	Short-term investments, trading	Short-term investments, AFS	Fixed maturities, trading		Fixed maturities, AFS	Total
(in millions of U.S. dollars)						
U.S. government and agency	\$ —	\$ 38	\$ 76	\$ 212	\$ 326	
U.K. government	—	—	21	51	72	
Other government	—	2	144	245	391	
Corporate	2	22	1,349	2,758	4,131	
Municipal	—	—	49	93	142	
Residential mortgage-backed	—	—	55	432	487	
Commercial mortgage-backed	—	—	138	703	841	
Asset-backed	—	—	117	767	884	
Total fixed maturity and short-term investments	\$ 2	\$ 62	\$ 1,949	\$ 5,261	\$ 7,274	

Included within residential mortgage-backed securities as of **March 31, 2024** **June 30, 2024** were securities issued by U.S. governmental agencies with a fair value of **\$278 million** **\$266 million** (December 31, 2023: \$306 million).

Included within commercial mortgage-backed securities as of **March 31, 2024** **June 30, 2024** were securities issued by U.S. governmental agencies with a fair value of \$66 million (December 31, 2023: \$73 million).

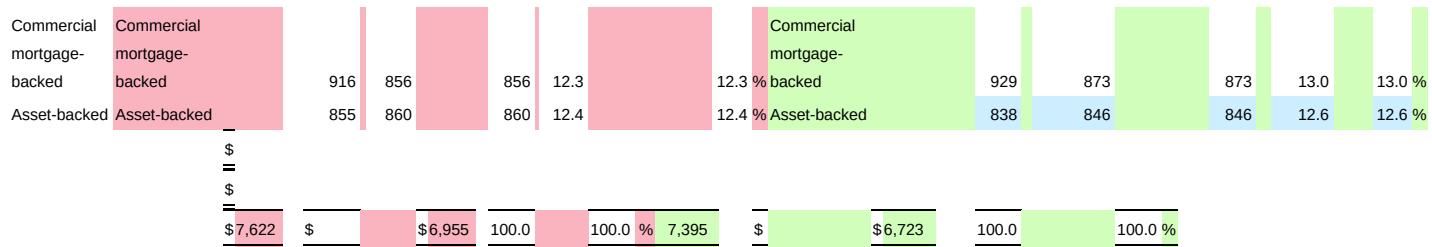
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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 3.5. Investments

Contractual Maturities

The contractual maturities of our short-term and fixed maturity investments, classified as trading and AFS are shown below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.



Unrealized Gains and Losses on AFS Short-term and Fixed Maturity Investments

The amortized cost, unrealized gains and losses, allowance for credit losses and fair values of our short-term and fixed maturity investments classified as AFS were as follows:

As of March 31, 2024		Gross Unrealized Gains			
As of March 31, 2024					
As of March 31, 2024		Amortized Cost	Non-Credit Related Losses	Allowance for Credit Losses	Fair Value
As of June 30, 2024					
As of June 30, 2024					
As of June 30, 2024		Amortized Cost	Non-Credit Related Losses	Allowance for Credit Losses	Fair Value
(in millions of U.S. dollars)					
U.S. government and agency					
U.K. government					
Other government					
Corporate					
Municipal					
Residential mortgage-backed					
Commercial mortgage-backed					
Asset-backed					
	\$	\$	\$	\$	\$
	—	—	—	—	—
Gross Unrealized Losses					
Allowance for Credit Losses					
As of December 31, 2023		Amortized Cost	Gross Unrealized Gains	Non-Credit Related Losses	Allowance for Credit Losses
(in millions of U.S. dollars)					
U.S. government and agency	\$ 268	\$ 1	\$ (19)	\$ —	\$ 250
U.K. government	49	3	(1)	—	51
Other government	250	5	(8)	—	247
Corporate	3,040	23	(268)	(15)	2,780
Municipal	107	1	(15)	—	93
Residential mortgage-backed	466	3	(37)	—	432
Commercial mortgage-backed	760	1	(57)	(1)	703
Asset-backed	764	10	(7)	—	767
	\$ 5,704	\$ 47	\$ (412)	\$ (16)	\$ 5,323

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 3.5. Investments

Gross Unrealized Losses on AFS Short-term and Fixed Maturity Investments

The following tables summarizes our short-term and fixed maturity investments classified as AFS that were in a gross unrealized loss position, for which an allowance for credit losses has not been recorded, as explained below:

	12 Months or Greater		Less Than 12 Months		Total	12 Months or Greater		Less Than 12 Months	Total
	Fair	Gross Unrealized	Fair	Gross Unrealized		Fair	Gross Unrealized		
	Value	Losses	Value	Losses	Value	Losses	Value	Losses	Value
As of March 31, 2024									
As of June 30, 2024									

(in millions of U.S. dollars)

U.S. government and agency
U.K. government
Other government
Corporate
Municipal
Residential mortgage-backed
Commercial mortgage-backed
Asset-backed
Total short-term and fixed maturity investments
Total short-term and fixed maturity investments
Total short-term and fixed maturity investments

As of December 31, 2023	12 Months or Greater		Less Than 12 Months		Total	
	Fair	Gross Unrealized	Fair	Gross Unrealized	Fair	Gross Unrealized
	Value	Losses	Value	Losses	Value	Losses
(in millions of U.S. dollars)						
U.S. government and agency	\$ 135	\$ (18)	\$ 43	\$ (1)	\$ 178	\$ (19)
U.K. government	9	(1)	4	—	13	(1)
Other government	70	(8)	10	—	80	(8)
Corporate	1,854	(265)	243	(3)	2,097	(268)
Municipal	78	(15)	2	—	80	(15)
Residential mortgage-backed	267	(36)	41	(1)	308	(37)
Commercial mortgage-backed	410	(48)	225	(9)	635	(57)
Asset-backed	239	(6)	100	(1)	339	(7)
Total short-term and fixed maturity investments	\$ 3,062	\$ (397)	\$ 668	\$ (15)	\$ 3,730	\$ (412)

As of March 31, 2024 June 30, 2024 and December 31, 2023, the number of securities classified as AFS in an unrealized loss position for which an allowance for credit loss is not recorded was 2,363, 2,405 and 2,156, respectively. Of these securities, the number of securities that had been in an unrealized loss position for twelve months or longer was 1,549, 1,493 and 1,736, respectively.

The contractual terms of a majority of these investments do not permit the issuers to settle the securities at a price less than the amortized cost basis of the security. While interest rates have increased and credit spreads have widened, and in certain cases credit ratings were downgraded, we currently do not expect the issuers of these fixed maturities to will settle them at a price less than their amortized cost basis and therefore it is expected that we will expect to recover the entire amortized cost basis of each security. Furthermore, we do not intend to sell the securities that are currently in an unrealized loss position, and it is also not more likely than not that we will be required to sell the securities, before the recovery of their amortized cost bases.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 3,5. Investments

Allowance for Credit Losses on AFS Fixed Maturity Investments

The following table provides a reconciliation of the beginning and ending allowance for credit losses on our AFS debt securities:

Three Months Ended March 31,	Three Months Ended March 31,
Three Months Ended March 31,	Three Months Ended March 31,

	Three Months Ended March 31,			Three Months Ended June 30,			Three Months Ended June 30,			Three Months Ended June 30,		
	2024		2024	2023		2024	2023	2024		2023	2023	
	Corporate	Corporate	Commercial mortgage backed	Total	Other government	Corporate	Total	Corporate	Commercial mortgage backed	Total	Corporate	Total
	(in millions of U.S. dollars)											
Allowance for credit losses, beginning of period												
Allowances for credit losses on securities for which credit losses were not previously recorded												
Allowances for credit losses on securities for which credit losses were not previously recorded												
Allowances for credit losses on securities for which credit losses were not previously recorded												
Reductions for securities sold during the period												
Reductions for securities sold during the period												
Reductions for securities sold during the period												
(Increase) decrease to the allowance for credit losses on securities that had an allowance recorded in the previous period												
(Increase) decrease to the allowance for credit losses on securities that had an allowance recorded in the previous period												
(Increase) decrease to the allowance for credit losses on securities that had an allowance recorded in the previous period												
Decrease (increase) to the allowance for credit losses on securities that had an allowance recorded in the previous period												
Decrease (increase) to the allowance for credit losses on securities that had an allowance recorded in the previous period												
Decrease (increase) to the allowance for credit losses on securities that had an allowance recorded in the previous period												
Allowance for credit losses, end of period												
Allowance for credit losses, end of period												
Allowance for credit losses, end of period												

	Six Months Ended June 30,						
	2024			2023			
	Commercial mortgage backed		Total	Other government		Corporate	Commercial mortgage backed
	Corporate	Commercial mortgage backed	Total	Corporate	Other government	Corporate	Total
(in millions of U.S. dollars)							
Allowance for credit losses, beginning of period	\$ (15)	\$ (1)	\$ (16)	\$ (1)	\$ (32)	\$ —	\$ (33)
Allowances for credit losses on securities for which credit losses were not previously recorded	(1)	—	(1)	—	(3)	(2)	(5)
Reductions for securities sold during the period	1	—	1	—	5	—	5
Decrease to the allowance for credit losses on securities that had an allowance recorded in the previous period	1	1	2	1	8	—	9
Allowance for credit losses, end of period	\$ (14)	\$ —	\$ (14)	\$ —	\$ (22)	\$ (2)	\$ (24)

During the three and six months ended **March 31, 2024** **June 30, 2024** and 2023, we did not have any write-offs charged against the allowance for credit losses or any recoveries of amounts previously written off.

Equity Investments

The following table summarizes our equity investments:

	March 31, 2024	December 31, 2023
	(in millions of U.S. dollars)	
Equity Investments		
Publicly traded equity investments in common and preferred stocks	\$ 310	\$ 275
Exchange-traded funds	84	82
Privately held equity investments in common and preferred stocks	344	344
	\$ 738	\$ 701

Other Investments

The following table summarizes our other investments carried at fair value:

	March 31, 2024	December 31, 2023
	(in millions of U.S. dollars)	
Other Investments		
Private equity funds	\$ 1,706	\$ 1,617
Private credit funds	642	625
Hedge funds	559	491
Fixed income funds	550	605
Real estate funds	336	269
CLO equity funds	161	182
CLO equities	60	60
Equity funds	4	4
	\$ 4,018	\$ 3,853

	June 30, 2024	December 31, 2023
	(in millions of U.S. dollars)	
Equity Investments		
Publicly traded equity investments in common and preferred stocks	\$ 292	\$ 275
Exchange-traded funds	71	82
Privately held equity investments in common and preferred stocks	382	344
Warrants and other	16	—
	\$ 761	\$ 701

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 3.5. Investments

Other Investments

The following table summarizes our other investments carried at fair value:

	June 30, 2024	December 31, 2023
	(in millions of U.S. dollars)	
Other Investments		
Private equity funds	\$ 1,794	\$ 1,617
Private credit funds	669	625
Hedge funds	551	491
Fixed income funds	545	605
Real estate fund	319	269
CLO equity funds	160	182

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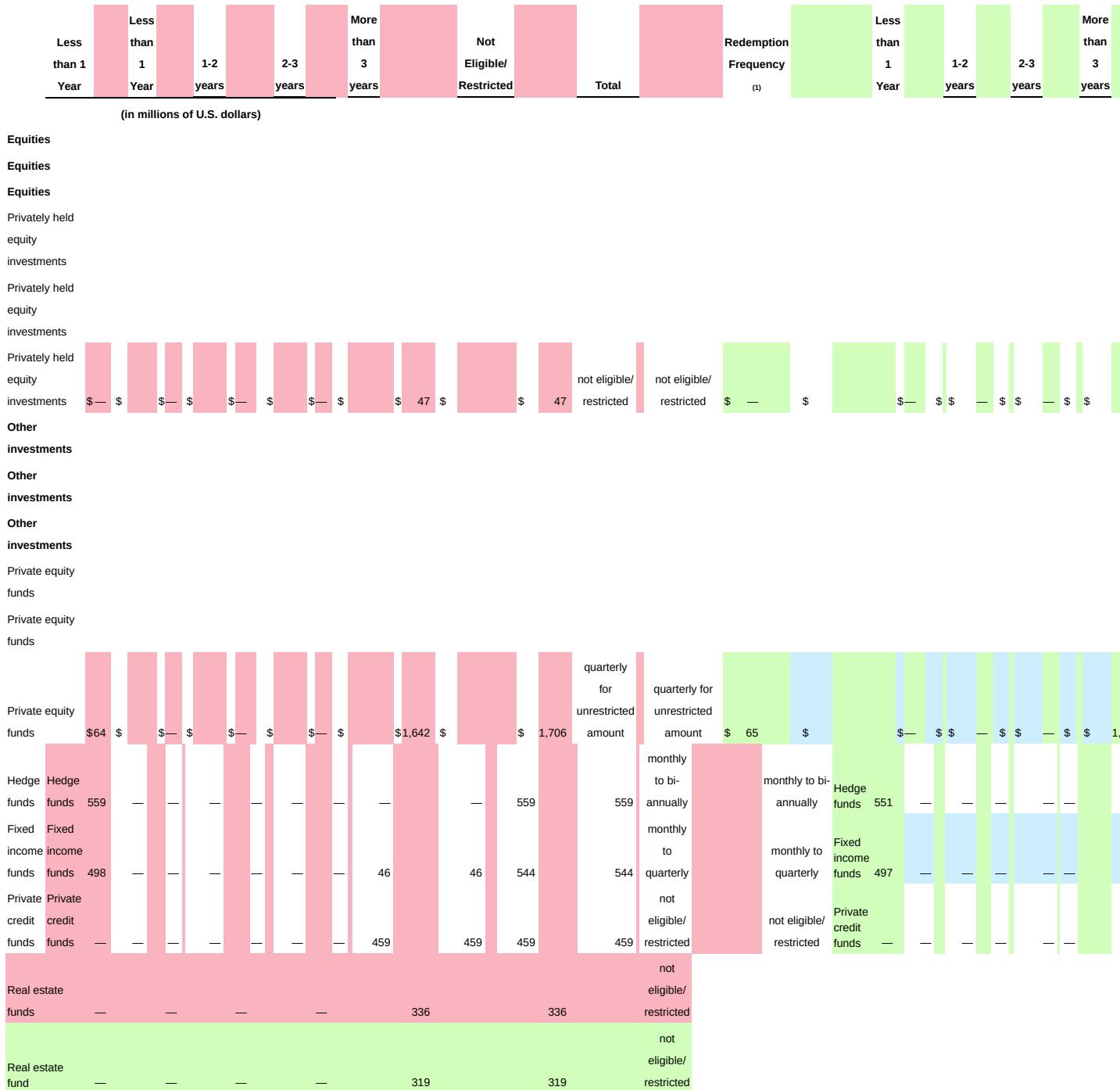
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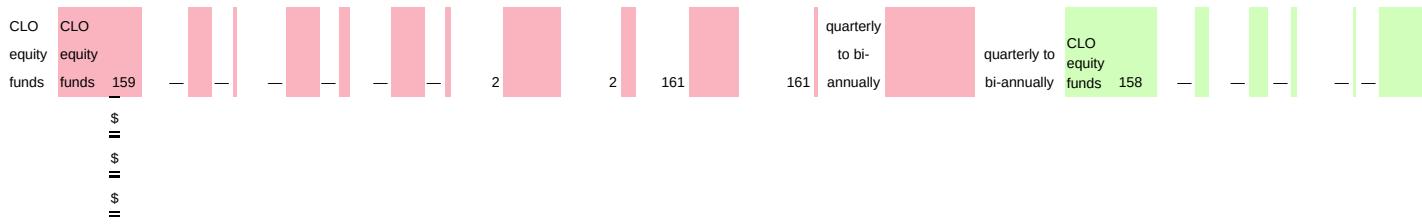
CLO equities	49	60
Equity funds	4	4
	\$ 4,091	\$ 3,853

Other investments, including equities measured at fair value using NAV as a practical expedient

We use NAV as a practical expedient to fair value certain of our other investments, including equities.

The table below details the estimated period by which proceeds would be received if we had provided notice of our intent to redeem or initiated a sales process as of **March 31, 2024** **June 30, 2024** for our investments measured at fair value using NAV as a practical expedient:





(1) Redemption frequency relates to unrestricted amounts.

Equity Method Investments

The table below shows our equity method investments:

March 31, 2024	March 31, 2024	March 31, 2024	December 31, 2023	June 30, 2024	June 30, 2024	June 30, 2024	December 31, 2023	
Ownership %	Ownership %	Carrying Value						
(in millions of U.S. dollars)	(in millions of U.S. dollars)							
Monument Re (1)								
Monument Re (1)								
Monument Re (1)								
Core Specialty								
Other								
Other								
Other								
	\$							
	\$							
	\$							
	\$							

(1) As of **March 31, 2024** **June 30, 2024**, we own 24.6% of the common shares in Monument Re. We converted all of our preferred shares in Monument Midco to common shares in Monument Re on January 2, 2024. As of December 31, 2023, we owned 20.0% of the common shares in Monument Re as well as preferred shares in Monument Midco which had fixed dividend yields (where declared). **Losses for**

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Item 1 | Notes to the three months ended March 31, 2024 include an other-than-temporary impairment charge. Unaudited Condensed Consolidated Financial Statements | Note 5. Investments

Funds Held

Under funds held arrangements, the reinsured company has retained funds that would otherwise have been remitted to us. The funds held balance is credited with investment income and losses paid are deducted.

We present funds held as a single category within the consolidated balance sheets. The following table summarizes the components of funds held:

	March 31, 2024	December 31, 2023
	(in millions of U.S. dollars)	
Funds held - directly managed	\$ 2,336	\$ 2,502
Funds held by reinsured companies	2,544	2,749
Total funds held	\$ 4,880	\$ 5,251

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	June 30, 2024	December 31, 2023
	(in millions of U.S. dollars)	
Funds held - directly managed	\$ 2,204	\$ 2,502
Funds held by reinsured companies	2,526	2,749
Total funds held	\$ 4,730	\$ 5,251

Funds Held - Directly Managed

The following table summarizes the components of the investments collateralizing the funds held - directly managed:

	March 31, 2024	March 31, 2024	March 31, 2024	December 31, 2023
	(in millions of U.S. dollars)			
Funds held - directly managed, at cost				
Fair value changes in:				
Accumulated change in fair value - embedded derivative accounting				
Accumulated change in fair value - embedded derivative accounting				
Accumulated change in fair value - embedded derivative accounting				
Funds held - directly managed, at fair value				
Funds held - directly managed, at fair value				
Funds held - directly managed, at fair value				

The majority of our funds held - directly managed is comprised of short-term and fixed maturities. The ~~\$166 million~~ \$298 million decrease in funds held - directly managed from December 31, 2023 to ~~March 31, 2024~~ June 30, 2024 was primarily driven by net paid losses.

Funds Held by Reinsured Companies

The following table summarizes the components of our funds held by reinsured companies:

	March 31, 2024	March 31, 2024	March 31, 2024	December 31, 2023
	(in millions of U.S. dollars)			
Funds held by reinsurance companies, at amortized cost				
Fair value of embedded derivative ⁽¹⁾				
Funds held by reinsured companies				

⁽¹⁾ Pursuant to the terms of the Aspen Insurance Holdings transaction entered in 2022, in addition to earning a fixed crediting rate ("base crediting rate") on the funds withheld through September 30, 2025, we receive a variable return (together, the "full crediting rate"). The embedded derivative represents the fair value of the amount by which all future interest payments on the funds withheld balance made at the full crediting rate are expected to exceed all future interest payments made on the funds withheld balance at the base crediting rate.

The ~~\$205 million~~ \$223 million decrease in funds held by reinsured companies from December 31, 2023 to ~~March 31, 2024~~ June 30, 2024 was primarily driven by net paid losses specific to the Aspen LPT.

Net Investment Income

Major categories of net investment income are summarized as follows:

	Three Months Ended

	March 31,	
	2024	2023
	(in millions of U.S. dollars)	
Fixed maturity investments	\$ 84	\$ 79
Short-term investments and cash and cash equivalents	8	7
Funds held	58	50
Investment income from fixed maturities and cash and cash equivalents	150	136
Equity investments	8	14
Other investments	12	10
Investment income from equities and other investments	20	24
Gross investment income	170	160
Investment expenses	(10)	(4)
Net investment income	\$ 160	\$ 156

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 3, 5. Investments

Net Investment Income

Major categories of net investment income are summarized as follows:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2024	2023	2024	2023
(in millions of U.S. dollars)				
Fixed maturity investments	\$ 83	\$ 81	\$ 167	\$ 160
Short-term investments and cash and cash equivalents	7	10	15	17
Funds held	54	62	112	112
Investment income from fixed maturities and cash and cash equivalents	144	153	294	289
Equity investments	8	10	16	24
Other investments	11	13	23	23
Investment income from equities and other investments	19	23	39	47
Gross investment income	163	176	333	336
Investment expenses	(8)	(4)	(18)	(8)
Net investment income	<u>\$ 155</u>	<u>\$ 172</u>	<u>\$ 315</u>	<u>\$ 328</u>

Net Realized Gains (Losses) and Fair Value Changes

Investment purchases and sales are recorded on a trade-date basis. Realized gains and losses on the sale of investments are based upon specific identification of the cost of investments. Components of net realized gains (losses) and fair value changes are recorded within our unaudited condensed consolidated statements of operations were as follows:

	Three Months Ended		Six Months Ended	
	Three Months Ended	Ended	Three Months Ended	Ended
	Three Months Ended	Ended	Three Months Ended	Ended
March 31,				
	2024	2024	2023	2024
	(in millions of U.S. dollars)		(in millions of U.S. dollars)	
	2024	2023	2024	2023
	(in millions of U.S. dollars)		(in millions of U.S. dollars)	

Net realized losses on sales:

Gross realized gains on fixed maturity securities, AFS
Gross realized gains on fixed maturity securities, AFS

Gross realized gains on fixed maturity securities, AFS
Gross realized gains (losses) on fixed maturity securities, AFS
Gross realized gains (losses) on fixed maturity securities, AFS
Gross realized gains (losses) on fixed maturity securities, AFS
Gross realized losses on fixed maturity securities, AFS
(Increase) decrease in allowance for expected credit losses on fixed maturity securities, AFS
Decrease (increase) in allowance for expected credit losses on fixed maturity securities, AFS
Total net realized losses on sales
Total net realized losses on sales
Total net realized losses on sales
Fair value changes in trading securities, funds held and other investments:
Fixed maturity securities, trading
Fixed maturity securities, trading
Fixed maturity securities, trading
Funds held - directly managed
Equity securities
Other investments
Investment derivatives
Total fair value changes in trading securities, funds held and other investments
Total fair value changes in trading securities, funds held and other investments
Total fair value changes in trading securities, funds held and other investments
Net realized gains and fair value changes in trading securities, funds held and other investments
Net realized losses and fair value changes in trading securities, funds held and other investments

The gross realized gains and losses on AFS investments for the three months ended **March 31, 2024** **June 30, 2024** and 2023 included in the table above resulted from sales of AFS investments of **\$436 million** **\$200 million** and **\$656 million** **\$337 million**, respectively. The gross realized gains and losses on AFS investments for the six months ended June 30, 2024 and 2023 included in the table above resulted from sales of **\$636 million** and **\$993 million**, respectively.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 5. Investments

For the three months ended **March 31, 2024** **June 30, 2024** and 2023, fair value changes in trading securities, funds held and other investments recorded within the statement of operations relating to equity securities still held on the balance sheet date were **\$37** **\$33 million** and **\$43** **\$26 million**, respectively.

For the six months ended June 30, 2024 and 2023, fair value changes in trading securities, funds held and other investments recorded within the statement of operations relating to equity securities still held on the balance sheet date were **\$70 million** and **\$69 million**, respectively.

Restricted Assets

The carrying value of our restricted assets, including restricted cash of **\$310 million** **\$283 million** and **\$266 million**, as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively, was as follows:

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
(in millions of U.S. dollars)		
Collateral in trust for third party agreements		
Assets on deposit with regulatory authorities		
Collateral for secured letter of credit facilities		
Funds at Lloyd's ⁽¹⁾		
	\$	\$

(b) We managed and provided capacity for one Lloyd's syndicate as of both **March 31, 2024** June 30, 2024 and December 31, 2023. Lloyd's determines the required capital principally through the use of an internal model that calculates a solvency capital requirement for each syndicate. This capital is referred to as FAL and will be drawn upon in the event that a syndicate has a loss that cannot be funded from other sources.

4.6. DERIVATIVES AND HEDGING INSTRUMENTS

Accounting for Derivatives

Freestanding Derivatives

Freestanding derivatives are recorded on trade-dates and carried on the consolidated balance sheet either as assets within other assets or as liabilities within other liabilities at estimated fair value. We do not offset the estimated fair value amounts recognized for derivatives executed with the same counterparty under the same master netting agreement.

If a derivative is not designated as an accounting hedge or its use in managing risk does not qualify for hedge accounting, changes in the estimated fair value of the derivative are reported in fair value changes in trading securities, funds held and other investments included in our consolidated statements of operations.

Hedge Accounting

To qualify for hedge accounting, at the inception of the hedging relationship, we formally document the risk management objective and strategy for undertaking the hedging transaction, as well as the designation of the hedge.

We have qualifying net investment in foreign operation ("NIFO") hedges. We recognize changes in the estimated fair value of the hedging derivatives within OCI, consistent with the translation adjustment for the hedged net investment in the foreign operation.

Our documentation sets forth how the hedging instrument is expected to hedge the designated risks related to the hedged item and also sets forth the method that will be used to retrospectively and prospectively assess the hedging instrument's effectiveness. A derivative designated as a hedging instrument must be assessed as being highly effective in offsetting the designated risk of the hedged item. Hedge effectiveness is formally assessed at inception and at least quarterly throughout the life of the designated hedging relationship. Assessments of hedge effectiveness are also subject to interpretation and estimation and different interpretations or estimates may have a material effect on the amount reported in net income.

When hedge accounting is discontinued pursuant to a NIFO hedge (due to a revaluation, payment of a dividend or the disposal of our investment in a foreign operation), the derivative continues to be carried on the balance sheet at

its estimated fair value. Deferred gains and losses recorded in OCI pursuant to a discontinued NIFO hedge are recognized immediately in net foreign exchange losses (gains) in our consolidated statements of operations.

Embedded Derivatives

We are party to certain reinsurance agreements that have embedded derivatives. We also have embedded derivatives on our convertible bond portfolio, recorded within fixed maturities, trading on the consolidated balance sheets. We assess each identified embedded derivative to determine whether it is required to be bifurcated. The embedded derivative is bifurcated from the host contract and accounted for as a freestanding derivative if:

- the combined instrument is not accounted for in its entirety at estimated fair value with changes in estimated fair value recorded in net income;
- the terms of the embedded derivative are not clearly and closely related to the economic characteristics of the host contract; and
- a separate instrument with the same terms as the embedded derivative would qualify as a derivative instrument.

Such embedded derivatives are carried on the consolidated balance sheet at estimated fair value with the host contract and changes in their estimated fair value are generally reported within fair value changes in trading securities, funds held and other investments.

Derivative Strategies

We are exposed to various risks relating to our ongoing business operations, including interest rate, foreign currency exchange rate, credit and equity price risks. We use a variety of strategies to manage these risks, including the use of derivatives.

Derivatives are financial instruments with values derived from interest rates, foreign currency exchange rates, credit spreads and/or other financial indices. The types of derivatives we use include swaps and forwards.

Foreign Currency Derivatives

We use foreign currency exchange rate derivatives, including foreign currency forwards, to reduce the risk from fluctuations in foreign currency exchange rates associated with our assets and liabilities denominated in foreign currencies. We also use foreign currency derivatives to hedge the foreign currency exchange rate risk associated with certain of our net investments in foreign operations.

In a foreign currency forward transaction, we agree with another party to deliver a specified amount of an identified currency at a specified future date. The price is agreed upon at the time of the contract and payment for such a contract is made at the specified future date. We utilize foreign currency forwards in fair value, NIFO hedges and nonqualifying hedging relationships.

Interest Rate Derivatives

We use interest rate derivatives, specifically interest rate swaps, to reduce our exposure to changes in interest rates.

Interest rate swaps are used by us primarily to reduce market risks from changes in interest rates and to alter interest rate exposure arising from mismatches between assets and liabilities (duration mismatches). In an interest rate swap, we agree with another party to exchange, at specified intervals, the difference between fixed rate and floating rate interest amounts as calculated by reference to an agreed notional amount. We utilize interest rate swaps in nonqualifying hedging relationships.

In February 2023, June 2024, we entered into a two-month four one-month forward interest rate swaps each with a different underlying swap term of 2 to 5 years, receiving a fixed rate and paying a floating rate with a notional value of \$800 million to (1) partially mitigate the risk that interest rates could decrease prior to our receipt of the premium consideration and (2) reduce asset and liability mismatch risk driven by investment restrictions for the LPT transaction related to property catastrophe and COVID-19 exposures signed on June 4, 2024, which closed in July 2024.

Additionally, in June 2024, we entered into two one-month forward interest rate swaps, receiving a fixed rate and paying a floating rate with a notional value of AUD \$195 million (USD \$130 million) to partially mitigate the risk that interest rates could decrease prior to our receipt of the cash consideration for the QBE LPT transaction. Following ADC transaction related to product & public liability, compulsory third-party motor, professional risks, and workers' compensation business signed on June 26, 2024.

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Item 1 | Notes to the expiration of the forward period in April 2023, we took delivery of a three-year receive fixed, pay floating interest rate swap. The notional value of the swap was subsequently partially unwound as the consideration received was invested. The swap was fully unwound in July 2023. As of March 31, 2024 and December 31, 2023, we had no interest rate swaps. Unaudited Condensed Consolidated Financial Statements | Note 5. Investments

The following table presents the gross notional amounts and estimated fair values of our derivatives recorded within other assets and other liabilities on the consolidated balance sheets as of March 31, 2024 June 30, 2024 and December 31, 2023:

Derivatives designated as hedging instruments	March 31, 2024		December 31, 2023							
	June 30, 2024		December 31, 2023							
	Gross Notional Amount	Fair Value								
<i>(in millions of U.S. dollars)</i>										
Foreign currency forward contracts										
Foreign currency forward contracts										
Foreign currency forward contracts										
Derivatives not designated as hedging instruments										
Derivatives not designated as hedging instruments										
Derivatives not designated as hedging instruments										
Foreign currency forward contracts										
Foreign currency forward contracts										
Foreign currency forward contracts										
Others										
Others										
Interest rate swaps										
Others										

Total

The following table presents the net gains and losses relating to our derivative instruments for the three and six months ended March 31, 2024 June 30, 2024 and 2023:

Location of gain (loss) recognized on derivatives	Location of gain (loss) recognized on March 31, 2024	Amount of Net Gains (Losses)		Amount of Net Gains (Losses)	
		Amount of Net Gains (Losses)	Amount of Net Gains (Losses)	Three Months Ended	Six Months Ended
		Amount of Net Gains (Losses)	Amount of Net Gains (Losses)	June 30, 2024	June 30, 2023
Derivatives designated as hedging instruments					
Foreign currency forward contracts					
Foreign currency forward contracts					
Foreign currency forward contracts					
Derivatives not designated as hedging instruments					
Derivatives not designated as hedging instruments					
Derivatives not designated as hedging instruments					
Foreign currency forward contracts					
Foreign currency forward contracts					
Foreign currency forward contracts					
Interest rate swap					
Interest rate swap					
Interest rate swap					
Interest rate swaps					

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 5.7. Deferred Charge Assets and Deferred Gain Liabilities

5.7. DEFERRED CHARGE ASSETS AND DEFERRED GAIN LIABILITIES

If, at the inception of a retroactive reinsurance contract, the estimated liabilities for losses and LAE exceed the consideration received, a deferred charge asset ("DCA") is recorded for this difference. In contrast, if the consideration received is in excess of the estimated undiscounted ultimate losses payable, a deferred gain liability ("DGL") is recorded.

We amortize the net DCA balances over the estimated claim payment period of the related contracts with the amortization prospectively adjusted at each reporting period to reflect new estimates of the pattern and timing of remaining losses and LAE payments.

The following table presents a summary of the DCA balances and related activity for the three and six months ended March 31, 2024 June 30, 2024 and 2023 (there were no DGL balances in either period):

Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	2023	2024	2023

	(in millions of U.S. dollars)	
	(in millions of U.S. dollars)	
	(in millions of U.S. dollars)	
Beginning carrying value		
Recorded during the period		
Amortization		
Amortization		
Amortization		
Ending carrying value		
Ending carrying value		
Ending carrying value		
	Three Months Ended March 31,	
	Three Months Ended March 31,	
	Three Months Ended March 31,	
	2024	2023
	(in millions of U.S. dollars)	
	(in millions of U.S. dollars)	
	(in millions of U.S. dollars)	
Beginning carrying value		
Amortization		
Amortization		
Amortization		
Ending carrying value		
Ending carrying value		
Ending carrying value		

For each of the three months ended March 31, 2024 and 2023, we completed our assessment for impairment of deferred charge assets and concluded that there had been no impairment of our carried deferred charge asset balances.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 6. Losses and Loss Adjustment Expenses

6.8. LOSSES AND LOSS ADJUSTMENT EXPENSES

The liability for losses and LAE, also referred to as loss reserves, represents our gross estimates before reinsurance for unpaid reported losses ("Outstanding Loss Reserves, or "OLR") and includes losses that have been incurred but not yet reported ("IBNR") using a variety of actuarial methods. We recognize an asset for the portion of the liability that we expect to recover from reinsurers. LAE reserves include allocated LAE ("ALAE") and unallocated LAE ("ULAE"). ALAE are linked to the settlement of an individual claim or loss, whereas ULAE are based on our estimates of future costs to administer the claims. IBNR includes amounts for unreported claims, development on known claims and reopened claims.

Our loss reserves cover multiple lines of business, including asbestos, environmental, general casualty, workers' compensation, marine, aviation and transit, construction defect, professional indemnity/directors and officers, motor, property and other non-life lines of business. We complete most of our annual loss reserve studies in the fourth quarter of each year and, as a result, tend to record the largest movements, both favorable and adverse, to net incurred losses and LAE in this period.

We have elected to apply the fair value option for certain reinsurance contracts including loss portfolio transfers ("LPTs") and reinsurance to close ("RITC") transactions. This is an irrevocable election that applies to all balances under the reinsurance contract, including reinsurance balances recoverable on paid and unpaid losses and the liability for losses and LAE. The primary reason for electing the fair value option was to reduce the earnings volatility created by carrying the liabilities for losses and LAE at cost and the assets supporting those liabilities at fair value. During 2017 and 2018, we elected the fair value option on select new business and classified the supporting portfolio investments as trading securities, whereby all changes in fair value were recorded in the statements of operations. Commencing in 2019, we discontinued electing the fair value option on new business in order to better align with our evolving investment objectives.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 6.8. Losses and Loss Adjustment Expenses

The table below provides a consolidated reconciliation of the beginning and ending liability for losses and LAE:

	Three Months Ended	Three Months Ended	Three Months Ended	Six Months Ended
	March 31,	March 31,	June 30,	June 30,
	2024	2024	2023	2024
	(in millions of U.S. dollars)			
Balance as of beginning of period				
Reinsurance reserves recoverable on unpaid losses				
Reinsurance reserves recoverable on unpaid losses				
Reinsurance reserves recoverable on unpaid losses				
Net balance as of beginning of period				
Net balance as of beginning of period				
Net balance as of beginning of period				
Net incurred losses and LAE:				
Current period:				
Current period:				
Current period:				
Increase in estimates of net ultimate losses				
Increase in estimates of net ultimate losses				
Increase in estimates of net ultimate losses				
Total current period				
Total current period				
Total current period				
Prior periods:				
Reduction in estimates of net ultimate losses				
Reduction in estimates of net ultimate losses				
Reduction in estimates of net ultimate losses				
Reduction in provisions for ULAE				
Amortization of fair value adjustments				
Amortization of fair value adjustments				
Amortization of fair value adjustments				
Changes in fair value - fair value option ⁽¹⁾				
Total prior periods				
Total net incurred losses and LAE				
Net paid losses:				
Current period				
Current period				
Current period				
Prior periods				
Total net paid losses				
Other changes:				
Effect of exchange rate movement				
Effect of exchange rate movement				
Effect of exchange rate movement				
Ceded business ⁽²⁾				
Ceded business ⁽²⁾				

Change in net liability for losses and LAE at fair value - Instrument-specific credit risk			
Ceded business (2)			
Assumed business			
Assumed business			
Assumed business			
Total other changes			
Net balance as of March 31			
Net balance as of June 30			
Reinsurance reserves recoverable on unpaid losses			
Balance as of March 31			
Balance as of March 31			
Balance as of March 31			
Balance as of June 30			
Balance as of June 30			
Balance as of June 30			
	As of		
	As of		
	As of		
	March 31, 2024	December 31, 2023	
			June 30, 2024
			December 31, 2023
	(in millions of U.S. dollars)	(in millions of U.S. dollars)	(in millions of U.S. dollars)

Reconciliation to Consolidated Balance Sheets:

Losses and loss adjustment expenses

Losses and loss adjustment expenses

Losses and loss adjustment expenses

Losses and loss adjustment expenses, at fair value

Total losses and loss adjustment expenses

Reinsurance balances recoverable on paid and unpaid losses

Reinsurance balances recoverable on paid and unpaid losses

Reinsurance balances recoverable on paid and unpaid losses

Reinsurance balances recoverable on paid and unpaid losses - fair value option

Total reinsurance balances recoverable on paid and unpaid losses

Less: Paid losses recoverable

Reinsurance reserves recoverable on unpaid losses

Reinsurance reserves recoverable on unpaid losses

Reinsurance reserves recoverable on unpaid losses

(i) Comprises discount rate and risk margin components.

(e) Represents the settlement of our participation in Atrium's Syndicate 609 relating to the 2020 and prior underwriting years, comprised of losses and LAE expenses of \$173 million, net of reinsurance reserves recoverable of \$34 million.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 6.8. Losses and Loss Adjustment Expenses

Prior Period Development

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Reduction in Estimates of Net Ultimate Losses

The following table summarizes the change in estimates of net ultimate losses related to prior years in our Run-off segment by line of business:

	Three Months Ended		Three Months Ended		Six Months Ended	
	Three Months Ended		Three Months Ended		Six Months Ended	
	March 31, 2024		March 31, 2023		June 30, 2024	
	(in millions of U.S. dollars)		(in millions of U.S. dollars)		(in millions of U.S. dollars)	
Asbestos						
Asbestos						
Asbestos						
Environmental						
General casualty						
Workers' compensation						
Marine, aviation and transit						
Construction defect						
Professional indemnity/Directors and Officers						
Motor						
Property						
All Other						
Total						

Three Months Ended March 31, 2024 June 30, 2024:

The prior period reduction in estimates of net ultimate losses of \$6 million was driven by favorable development across multiple lines of business. The primary drivers included favorable development on our Professional Indemnity/Directors and Officers line of business of \$29 million, driven by favorable claims experience and favorable development on our Asbestos line of business of \$24 million resulting from actuarial analysis. These were partially offset by adverse development on our General Casualty line of business of \$18 million driven by adverse claims experience and adverse development on our Environmental line of business of \$25 million due to results from actuarial reviews in the period.

Three Months Ended March 31, 2023:

The reduction in estimates of net ultimate losses of \$15 million related to prior periods was primarily due to favorable development on our construction defect and professional indemnity/directors and officers lines of business of \$24 million and \$12 million, respectively. This is a result of favorable claims experience, most notably in the 2021 and 2022 acquisition years.

Three Months Ended June 30, 2023:

The comparative quarter's reduction in estimates of net ultimate losses of \$8 million was driven by \$9 million of favorable development on our workers' compensation line of business as a result of continued favorable claims experience, most notably in the 2021 acquisition year.

Six Months Ended June 30, 2024:

The reduction in estimates of net ultimate losses of \$48 million was driven by net favorable development across multiple lines of business. We recognized \$41 million and \$22 million of favorable development on our professional indemnity/directors and officers and construction defect lines of business, respectively, as a result of favorable claims experience and \$25 million of favorable development on our asbestos line of business resulting from actuarial analysis.

The results were partially offset by \$25 million of adverse development on our environmental line of business, primarily due to actuarial reviews during the period and \$17 million on our general casualty line of business, due to adverse claims experience.

Six Months Ended June 30, 2023:

The comparative period's reduction in estimates of net ultimate losses of \$23 million was driven by \$20 million of favorable development on our workers' compensation line of business as a result of continued favorable claims experience, most notably in the 2021 acquisition year.

Reduction in Provisions for ULAE

Three and Six Months Ended March 31, 2024 and 2023: June 30, 2024:

The favorable reduction in provisions for ULAE for the three months ended March 31, 2024 June 30, 2024 and 2023 was driven by ULAE provision adjustments, due to the corresponding reductions in loss reserves and the associated estimated cost of managing such liabilities.

Three and Six Months Ended June 30, 2023

The reduction in provisions for ULAE was adversely impacted by an increase of \$21 million for the three and six months ended June 30, 2023 as a result of assuming active claims control on a 2022 LPT agreement with Argo.

which fully offset and partially offset other ULAE provision adjustments from our run-off operations for those same periods, respectively.

Changes in Fair Value - Fair Value Option

Three Months Ended **March 31, 2024** June 30, 2024 and 2023:

PPD for the three months ended March 31, 2024 was favorably impacted by changes in the fair value of liabilities for which we have elected the fair value option of \$4 million and \$8 million for the three months ended June 30, 2024 and 2023, respectively, which was primarily driven by an increase in U.K. corporate bond yields during the first quarter of 2024, both periods. The corporate bond yields, which form a component of the discount rate used to calculate the fair value of the liabilities, are matched to the original currencies of the underlying loss portfolios, of which GBP is the predominant currency for those portfolios that we have elected to measure at fair value using the fair value option.

PPD The favorable results for the three months ended March 31, 2023 June 30, 2023 were partially offset by a \$21 million adjustment related to the change in fair value for instrument-specific credit risk from net incurred losses and LAE to AOCI (representing a previously disclosed out-of-period error between 2023 and 2022).

Six Months Ended June 30, 2024 and 2023:

PPD was favorably impacted by changes in the fair value of liabilities for which we have elected the fair value option of \$8 million for the six months ended June 30, 2024, predominantly driven by an increase in U.K. corporate bond yields.

For the comparative period, PPD was adversely impacted by changes in the fair value of liabilities for which we have elected the fair value option of \$20 \$12 million, due to which was primarily a decline result a net decrease in corporate bond yields.

yields during the first half 2023 and the impact of the out-of-period adjustment reclassified from net incurred losses and LAE to AOCI discussed above.

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Item 1 | Notes to Consolidated Financial Statements | Note 7.9. Future Policyholder Benefits

7.9. FUTURE POLICYHOLDER BENEFITS

The provision for future policyholder benefits includes provisions for life contingent liabilities assumed as well as other policy benefits for insureds. The future policyholder benefits are equal to the present value of the future benefits payments and related expenses less the present value of future net premiums.

The assumed liabilities for future policyholder benefits are comprised primarily of in-payment annuity contract liabilities, which are classified as limited-payment contracts. The balances of and changes in liability for future policyholder benefits is as follows:

	Three Months Ended March 31, June 30, 2023	(in millions of U.S. dollars)
Beginning Balance	\$ 821	
Benefits paid	(6)	
Effect of exchange rate movement	13	
Derecognition (1)	(828)	
Balance as of March 31 June 30	\$ —	

(1) In November 2022, we completed a novation of the reinsurance of a closed block of life annuity policies, which was recorded in our first quarter 2023 results due to a one quarter reporting lag. See below for additional information.

There were no gross premiums recognized for the three and six months ended March 31, 2023 June 30, 2023.

The effects of actual variances from expected policyholder behavior experience were not material for the three six month period ended March 31, 2023 June 30, 2023.

Novation of Future Policyholder Benefits

In November 2022, Enhanced Re completed a novation of the reinsurance of a closed block of life annuity policies to Monument Re Limited, a subsidiary of Monument Insurance Group Limited ("Monument Re"). We settled the life liabilities and the related assets at carrying value in return for cash consideration of \$94 million as of the closing date and recorded other income of \$275 million. This amount consists of a reclassification adjustment of the component of AOCI related to the unlocking of the discount rate assumption from the adoption of ASU 2018-12 into earnings. Our net income attributable to Enstar was reduced by the amount attributable to Allianz's 24.9% noncontrolling interest in Enhanced Re at the time of the transaction and our other income recorded was subject to deferral as profits emerge from the underlying novated business, which is generally over the expected settlement period of the life annuity policies, to account for our 20% ownership interest in Monument Re at the time of the transaction.

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Item 1 | Notes to Consolidated Financial Statements | Note 7.9. Future Policyholder Benefits

The following table illustrates the calculation of the gain as of the closing date of the novation: novation, in millions of U.S. dollars:

Calculation of carrying value as of transaction closing:		
Funds held - directly managed and other assumed reinsurance recoverables	\$	973
Future policyholder benefits (corresponds to derecognition referenced above)		(828)
Other assumed reinsurance liabilities		(12)
Carrying value of net assets	\$	133
Calculation of gain on novation (recorded in first quarter 2023):		
Cash consideration received	\$	94
Less: carrying value of net assets		(133)
Add: reclassification of remeasurement of future policyholder benefits from AOCI and NCI ⁽¹⁾		363
Amount deferred relating to 20% ownership interest in Monument Re ⁽²⁾		(49)
Gain on novation ⁽³⁾	\$	275
Net income attributable to noncontrolling interest		(81)
Gain on novation attributable to Enstar ⁽⁴⁾	\$	194

(1) Comprised of \$273 million from AOCI and \$90 million from NCI.

(2) Calculated as 20% of the net Enstar transaction gain of \$243 million (representing \$324 million, consisting of the \$39 million loss when comparing cash consideration to carrying value plus the \$363 million reclassification benefit, less Allianz's 24.9% share equal to \$81 million).

(3) Recognized in other income in our unaudited condensed consolidated statements of operations.

(4) Recognized in net income in our unaudited condensed consolidated statements of operations.

During For the three six months ended **March 31, 2024** June 30, 2023, we amortized \$1 million into other income relating to the portion of the gain that was deferred to account for our preexisting ownership interest in Monument Re. For the three months ended March 31, 2023 the total gain on novation attributable to Enstar was \$194 million. The remaining deferred gain of \$47 \$46 million as of **March 31, 2024** June 30, 2024 will be amortized over the expected settlement period of the transferred life annuity policies, which is projected to be approximately 50 years, with the majority of benefit payments occurring in the earlier years. years (for the three and six months ended June 30, 2024 and June 30, 2023 the amortization was less than \$1 million).

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 8.10. Defendant Asbestos and Environmental Liabilities

8.10. DEFENDANT ASBESTOS AND ENVIRONMENTAL LIABILITIES

The carrying value of the defendant asbestos and environmental liabilities ("defendant A&E liabilities"), insurance recoveries, future estimated expenses and the fair value adjustments related to DCo and Morse TEC was as follows:

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
(in millions of U.S. dollars)		

Defendant A&E liabilities:

- Defendant asbestos liabilities
- Defendant asbestos liabilities
- Defendant asbestos liabilities
- Defendant environmental liabilities
- Estimated future expenses
- Fair value adjustments
- Defendant A&E liabilities

Insurance balances recoverable:

Insurance balances recoverable:**Insurance balances recoverable:**

Insurance recoverables related to defendant asbestos liabilities (net of allowance: 2024 and 2023 - \$5)

Insurance recoverables related to defendant asbestos liabilities (net of allowance: 2024 and 2023 - \$5)

Insurance recoverables related to defendant asbestos liabilities (net of allowance: 2024 and 2023 - \$5)

Insurance recoverables related to defendant asbestos liabilities (net of allowance: 2024 - \$4; 2023 - \$5)

Insurance recoverables related to defendant asbestos liabilities (net of allowance: 2024 - \$4; 2023 - \$5)

Insurance recoverables related to defendant asbestos liabilities (net of allowance: 2024 - \$4; 2023 - \$5)

Fair value adjustments

Insurance balances recoverable

Net liabilities relating to defendant A&E exposures

Net liabilities relating to defendant A&E exposures

Net liabilities relating to defendant A&E exposures

The table below provides a consolidated reconciliation of the beginning and ending liability for defendant A&E liabilities:

	Three Months Ended	Three Months Ended	Three Months Ended	Six Months Ended
	Three Months Ended	Three Months Ended	March 31,	June 30,
	2024	2024	2023	2024
	(in millions of U.S. dollars)		(in millions of U.S. dollars)	(in millions of U.S. dollars)
Balance as of beginning of period				
Insurance balances recoverable				
Insurance balances recoverable				
Insurance balances recoverable				
Net balance as of beginning of period				
Net balance as of beginning of period				
Net balance as of beginning of period				
Total paid claims				
Amounts recorded in other expense				
(income):				
Reduction in estimates of ultimate net liabilities				
Reduction in estimates of ultimate net liabilities				
Reduction in estimates of ultimate net liabilities				
Reduction in estimated future expenses				
Amortization of fair value adjustments				
Total other expense				
Net balance as of March 31				
Net balance as of March 31				
Net balance as of March 31				
Net balance as of June 30				
Net balance as of June 30				
Net balance as of June 30				
Insurance balances recoverable				
Balance as of March 31				
Balance as of June 30				

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 9, 11. Fair Value Measurements

9.11. FAIR VALUE MEASUREMENTS

Fair Value Hierarchy

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the "exit price") in an orderly transaction between market participants. We use a fair value hierarchy that gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. The hierarchy is broken down into three levels as follows:

- Level 1 - Valuations based on unadjusted quoted prices in active markets that we have the ability to access for identical assets or liabilities. Valuation adjustments and block discounts are not applied to Level 1 instruments.
- Level 2 - Valuations based on quoted prices in active markets for similar assets or liabilities, quoted prices for identical assets or liabilities in inactive markets, or significant inputs that are observable (e.g. interest rates, yield curves, prepayment speeds, default rates, loss severities, etc.) or can be corroborated by observable market data.
- Level 3 - Valuations based on unobservable inputs where there is little or no market activity. Unadjusted third party pricing sources or management's assumptions and internal valuation models may be used to determine the fair values.

In addition, certain of our other investments are measured at fair value using net asset value ("NAV") per share (or its equivalent) as a practical expedient and have not been classified within the fair value hierarchy as defined above.

There have been no material changes in our valuation techniques during the period represented by these unaudited condensed consolidated financial statements.

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We have categorized our assets and liabilities that are recorded at fair value on a recurring and nonrecurring basis among levels based on the observability of inputs, or at fair value using NAV per share (or its equivalent) as follows:

	March 31, 2024			June 30, 2024			Quoted Prices in Active Markets for Identical Assets (Level 1)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Measured Using NAV as Practical Expedient			Measured Using NAV as Practical Expedient
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)			Total Fair Value	Total Fair Value	Total Fair Value	
(in millions of U.S. dollars)												

Investments:

Short-term and fixed maturity investments:

Short-term and fixed maturity investments:

Short-term and fixed maturity investments:

U.S. government and agency

U.S. government and agency

U.S. government and agency

U.K. government

Other government

Corporate

Municipal

Residential mortgage-backed

Commercial mortgage-backed

Asset-backed

\$
\$
\$

Funds held (1)

Funds held (1)	
Funds held (1)	
Equities:	
Publicly traded equity investments	
Publicly traded equity investments	
Publicly traded equity investments	
Exchange-traded funds	
Privately held equity investments	
Warrant and others	\$
Other investments:	
Private equity funds	
Private equity funds	
Private equity funds	
Private credit funds	
Hedge funds	
Fixed income funds	
Real estate debt fund	
Real estate fund	
CLO equity funds	
CLO equities	
Equity funds	\$
\$	
\$	
\$	
Total Investments	
Total Investments, excluding funds held by reinsured companies and equity method investments	
Reinsurance balances recoverable on paid and unpaid losses:	
Reinsurance balances recoverable on paid and unpaid losses:	
Reinsurance balances recoverable on paid and unpaid losses:	
Other Assets:	
Other Assets:	
Other Assets:	
Derivatives qualifying as hedging	
Derivatives qualifying as hedging	
Derivatives qualifying as hedging	
Derivatives not qualifying as hedging	
Derivative instruments	
Losses and LAE:	
Losses and LAE:	
Losses and LAE:	
Other Liabilities:	
Other Liabilities:	
Other Liabilities:	
Derivatives not qualifying as hedging	
Derivatives not qualifying as hedging	
Derivatives not qualifying as hedging	

(i) The difference in the amount of funds held shown at fair value and the funds held shown in our unaudited condensed consolidated balance sheet relates to the \$2.5 billion of funds held by reinsured companies carried at amortized cost as of **March 31, 2024** **June 30, 2024**.

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	December 31, 2023					December 31, 2023			Measured Using Fair Value
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Measured Using NAV as Practical Expedient	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
(in millions of U.S. dollars)									
Investments:									
Short-term and fixed maturity investments:									
Short-term and fixed maturity investments:									
Short-term and fixed maturity investments:									
U.S. government and agency									
U.S. government and agency									
U.S. government and agency									
U.K. government									
Other government									
Corporate									
Municipal									
Residential mortgage-backed									
Commercial mortgage-backed									
Asset-backed									
—									
—									
—									
—									
Funds held (i)									
Funds held (i)									
Funds held (i)									
Equities:									
Publicly traded equity investments									
Publicly traded equity investments									
Publicly traded equity investments									
Exchange-traded funds									
Privately held equity investments									
—									
\$									
Other investments:									
Private equity funds									
Private equity funds									
Private equity funds									
Private credit funds									
Fixed income funds									
Hedge funds									
Real estate debt fund									
CLO equity funds									

CLO equities	
Equity funds	
	—
	\$
	\$
	\$
	\$
Total Investments	
Total Investments, excluding funds held by reinsured companies and equity method investments	

Reinsurance balances recoverable on paid and unpaid losses:

Reinsurance balances recoverable on paid and unpaid losses:

Reinsurance balances recoverable on paid and unpaid losses:

Other Assets:

Other Assets:

Other Assets:

Derivatives qualifying as hedging

Derivatives qualifying as hedging

Derivatives qualifying as hedging

Derivatives not qualifying as hedging

Derivative instruments

Losses and LAE:

Losses and LAE:

Losses and LAE:

Other Liabilities:

Other Liabilities:

Other Liabilities:

Derivatives qualifying as hedging

Derivatives qualifying as hedging

Derivatives qualifying as hedging

Derivatives not qualifying as hedging

Derivative instruments

(a) The difference in the amount of funds held shown at fair value and the funds held shown in our consolidated balance sheet relates to the \$2.7 billion of funds held by reinsured companies carried at amortized cost as of December 31, 2023.

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Level 3 Measurements and Changes in Leveling

Transfers into or out of levels are recorded at their fair values as of the end of the reporting period, consistent with the date of determination of fair value.

Investments

The following table presents a reconciliation of the beginning and ending balances for all investments measured at fair value on a recurring basis using Level 3 inputs:

	Three Months Ended
	Three Months Ended
	Three Months Ended
	March 31, 2024
	March 31, 2024

	March 31, 2024			
	June 30, 2024		June 30, 2023	
	Fixed maturity investments	Fixed maturity investments	Equities	Equities
Fixed maturity investments				
Fixed maturity investments				
Fixed maturity investments				
Corporate				
Corporate				
Corporate				
	(in millions of U.S. dollars)			
	(in millions of U.S. dollars)			
	(in millions of U.S. dollars)			

Beginning fair value

Purchases

Sales and paydowns

Total fair value changes in trading securities, funds held and other investments ⁽¹⁾

Total fair value changes in trading securities, funds held and other investments ⁽¹⁾

Total fair value changes in trading securities, funds held and other investments ⁽¹⁾

Transfer into Level 3 from Level 2

Transfer into Level 3 from Level 2

Transfer into Level 3 from Level 2

Ending fair value

Ending fair value

Ending fair value

	Six Months Ended							
	June 30, 2024					June 30, 2023		
	Fixed maturity investments		Equities			Equities		
	Corporate	Asset-backed	Privately-held Equities	Public Equities	Warrants and Other	Total	Privately-held Equities	Total
	(in millions of U.S. dollars)							
Beginning fair value	12	\$ 11	\$ 299	\$ 1	\$ —	\$ 323	\$ 294	\$ 294
Purchases	—	—	—	—	16	16	—	—
Sales and paydowns	—	(1)	—	—	—	(1)	—	—
Total fair value changes in trading securities, funds held and other investments ⁽¹⁾	(1)	—	34	—	—	33	6	6
Transfer into Level 3 from Level 2	5	20	—	—	—	25	—	—
Ending fair value	\$ 16	\$ 30	\$ 333	\$ 1	\$ 16	\$ 396	\$ 300	\$ 300

⁽¹⁾ Fair value changes in trading securities, funds held and other investments included in our unaudited condensed consolidated statements of operations is equal to the change in fair value changes in trading securities, funds held and other investments relating to assets held at the end of the reporting period.

Fair value changes in trading securities, funds held and other investments related to Level 3 assets in the tables above are included in fair value changes in trading securities, funds held and other investments in our unaudited condensed consolidated statements of operations.

Transfers into Level 3 are primarily attributable to the lack of observable market transactions and price information and the use of unobservable inputs within valuation methodologies.

Valuation Techniques and Inputs

The table below presents the quantitative information related to the fair value measurements for our fixed maturity and equity investments measured at fair value on a recurring basis using Level 3 inputs:

Qualitative Information about Level 3 Fair Value Measurements

Qualitative Information about Level 3 Fair Value Measurements

Qualitative Information about Level 3 Fair Value Measurements



(i) The average represents the arithmetic average of the inputs and is not weighted by the relative fair value.

Funds Held by Reinsured Companies - Embedded Derivative

As described in Note 3.5, we have an embedded derivative in relation to the Aspen LPT transaction to account for the fair value of the full crediting rate we expect to earn on the funds withheld received as consideration.

The following table presents a reconciliation of the beginning and ending balances for the embedded derivative measured at fair value on a recurring basis using Level 3 inputs:

Beginning fair value

Total fair value changes

Total fair value changes

Total fair value changes
Ending fair value
Ending fair value
Ending fair value

Fair value changes in trading securities, funds held and other investments in the table above are included in fair value changes in trading securities, funds held and other investments in our unaudited condensed consolidated statements of operations.

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Valuations Techniques and Inputs

The table below presents the qualitative information related to the fair value measurements for the embedded derivative on our funds held by reinsured companies measured at fair value on a recurring basis using Level 3 inputs:

Qualitative Information about Level 3 Fair Value Measurements

Valuation Techniques	Fair Value as of March 31, 2024 June 30, 2024		Unobservable Input	Average
	(in millions of U.S. dollars)			
Monte Carlo simulation model;			Volatility rate;	6.37% 5.89%
Discounted cash flow analysis	\$	22	Expected Loss Payments	\$530 427 million

Insurance Contracts - Fair Value Option

The following table presents a reconciliation of the beginning and ending balances for all insurance contracts measured at fair value on a recurring basis using Level 3 inputs:

	Three Months Ended March 31,						Three Months Ended June 30,						
	2024			2024			2023			2024			
	Liability for losses and LAE	Liability for losses and LAE	Reinsurance balances recoverable	Net	Liability for losses and LAE	Reinsurance balances recoverable	Net	Liability for losses and LAE	Reinsurance balances recoverable	Net	Liability for losses and LAE	Reinsurance balances recoverable	Net
(in millions of U.S. dollars)													

Beginning fair value

Incurred losses and LAE:

Incurred losses and LAE:

Incurred losses and LAE:

Increase (reduction) in estimates of ultimate losses

Increase (reduction) in estimates of ultimate losses

Increase (reduction) in estimates of ultimate losses

Reduction in provisions for ULAE

Changes in fair value due to changes in:

Average payout

Average payout

Average payout

Corporate bond yield

Risk cost of capital

Total change in fair value

Total change in fair value

Credit spread for non-performance risk

Credit spread for non-performance risk

Credit spread for non-performance risk

Total change in fair value

Total incurred losses and LAE

Paid losses
Effect of exchange rate movements
Effect of exchange rate movements
Change in net liability for losses and LAE at fair value - Instrument-specific credit risk
Effect of exchange rate movements
Ending fair value

Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 11. Fair Value Measurements

	Six Months Ended June 30,							
	2024				2023			
	Liability for losses and LAE		Reinsurance balances recoverable		Liability for losses and LAE		Reinsurance balances recoverable	
	(in millions of U.S. dollars)							
Beginning fair value	\$ 1,163	\$ 217	\$ 946	\$ 1,286	\$ 275	\$ 1,011		
Incurred losses and LAE:								
Reduction in estimates of ultimate losses	(7)	(13)	6	6	1	5		
Reduction in unallocated LAE	(4)	—	(4)	(6)	—	(6)		
Change in fair value due to changes in :								
Average payout	19	4	15	27	5	22		
Corporate bond yield	(29)	(5)	(24)	(35)	(4)	(31)		
Risk cost of capital	1	—	1	—	—	—		
Credit spread for non-performance risk	—	—	—	27	6	21		
Total change in fair value	(9)	(1)	(8)	19	7	12		
Total incurred losses and LAE	(20)	(14)	(6)	19	8	11		
Paid losses	(74)	(11)	(63)	(143)	(34)	(109)		
Change in net liability for losses and LAE at fair value - Instrument-specific credit risk	—	—	—	(27)	(6)	(21)		
Effect of exchange rate movements	(13)	7	(20)	35	4	31		
Ending fair value	\$ 1,056	\$ 199	\$ 857	\$ 1,170	\$ 247	\$ 923		

Below is a summary of the quantitative information regarding the significant observable and unobservable inputs used in the internal model to determine fair value on a recurring basis:

Valuation Technique	Valuation Technique Inputs	March 31, 2024		December 31, 2023		June 30, 2024		December 31, 2023	
		Weighted Average	Unobservable (U) and Observable (O) Inputs	Weighted Average	Unobservable (U) and Observable (O) Inputs	Weighted Average	Unobservable (U) and Observable (O) Inputs	Weighted Average	Unobservable (U) and Observable (O) Inputs
Internal model	Internal model	Corporate bond yield (O)	A Rated	A Rated	Internal Corporate bond yield model (O)	A Rated	Internal Corporate bond yield model (O)	A Rated	Internal Corporate bond yield model (O)
Internal model	Internal model	Credit spread for Instrument-specific credit risk (U)	0.65%	0.65%	Internal Credit spread for Instrument-specific credit risk (U)	0.65%	Internal Credit spread for Instrument-specific credit risk (U)	0.65%	Internal Credit spread for Instrument-specific credit risk (U)
Internal model	Internal model	Risk cost of capital (U)	5.65%	5.60%	Internal Risk cost of capital (U)	5.65%	Internal Risk cost of capital (U)	5.60%	Internal Risk cost of capital (U)
Internal model	Internal model	Weighted average cost of capital (U)	8.75%	8.75%	Internal Weighted average cost of capital (U)	8.75%	Internal Weighted average cost of capital (U)	8.75%	Internal Weighted average cost of capital (U)

Internal model	Internal model	Average payout - liability (U) years	8.13 years	8.12 years	Internal model	Average payout - liability (U) years	8.11 years	8.12 years
Internal model	Internal model	Average payout - reinsurance balances recoverable on paid and unpaid losses (U)	8.53 years	8.35 years	Internal model	Average payout - reinsurance balances Internal recoverable on paid and unpaid losses (U)	8.62 years	8.35 years

The fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses may increase or decrease due to changes in the corporate bond rate, the credit spread for non-performance risk, the risk cost of capital, the weighted average cost of capital and the estimated payment pattern.

In addition, the estimate of the capital required to support the liabilities is based upon current industry standards for capital adequacy.

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Changes in the fair value due to changes in average payout and corporate bond yields are included in net incurred losses and loss adjustment expenses in our unaudited condensed consolidated statements of **earnings**, **operations**. Changes in the fair value due to changes in credit spread for instrument-specific credit risk are classified to other comprehensive income.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 11. Fair Value Measurements

[Disclosure of Fair Values for Financial Instruments Carried at Cost](#)

Senior and Junior Subordinated Notes

The following table presents the fair values of our Senior and Junior Subordinated Notes carried at amortized cost:

	March 31, 2024		June 30, 2024	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(in millions of U.S. dollars)				

4.95% Senior Notes due 2029

3.10% Senior Notes due 2031

Total Senior Notes

5.75% Junior Subordinated Notes due 2040

5.50% Junior Subordinated Notes due 2042

Total Junior Subordinated Notes

Total Junior Subordinated Notes

Total Junior Subordinated Notes

The fair value of our Senior Notes and our Junior Subordinated Notes was based on observable market pricing from a third party pricing service.

Both the Senior Notes and Junior Subordinated Notes are classified as Level 2.

Insurance Contracts

Disclosure of fair value of amounts relating to insurance contracts is not required, except those for which we elected the fair value option, as described above.

Remaining Financial Assets and Liabilities

Our remaining financial assets and liabilities were generally carried at cost or amortized cost, which due to their short-term nature approximates fair value as of **March 31, 2024** **June 30, 2024** and December 31, 2023.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 10.12. Variable Interest Entities

10.12. VARIABLE INTEREST ENTITIES

We have investments in certain limited partnership funds which are deemed to be variable interest entities ("VIEs"). The activities of these VIEs are generally limited to holding investments and our involvement in these entities is passive in nature. We consolidate all VIEs in which we are considered to be the primary beneficiary.

GCM Fund

In July 2022, we entered into an agreement to become a limited partner of GCM Blue Sails Infrastructure Offshore Opportunities Fund, L.P. ("GCM Fund"), with an initial commitment of \$150 million. At that time, we performed an assessment and concluded that as a result of being a limited partner and having no substantive kick-out or participating rights, the GCM Fund is a VIE. We also concluded that we are the primary beneficiary, as our 99.5% economic interest in the GCM Fund is disproportionately greater than our lack of stated power to direct the activities of the GCM Fund that will most significantly impact the GCM Fund's economic performance. As a result, we have consolidated the results of the GCM Fund. There was no gain or loss recognized on consolidation.

We recognize the results of the GCM Fund on a one quarter lag. As of **March 31, 2024** **June 30, 2024**, **\$100** **\$101** million of the initial commitment has been called. The carrying amounts of the assets and liabilities of the GCM Fund are presented within existing captions on our consolidated balance sheet as of **March 31, 2024** **June 30, 2024**. Net investment income, changes in the fair value of assets and liabilities of the GCM Fund and management fees are presented within existing captions in the consolidated statements of operations.

We recognized fair value changes in trading securities, funds held and other investments of \$1 million for the three months ended March 31, 2024. Such amounts were less than **\$1** and \$2 million for the three and six months ended **March 31, 2023**, **June 30, 2024**, respectively. Such amounts were \$2 million for each of the three and six months ended June 30, 2023, respectively.

Our exposure to risk of loss is limited to the amount of our investment, in accordance with the limited partnership agreement. We have not committed to provide any financial support to the general partner of the GCM Fund. In addition, we have not committed to provide any additional financial support to the GCM Fund in excess of previously funded capital commitments and all undistributed profits and income.

The assets of Enstar are not available to the creditors of the GCM Fund.

Nonconsolidated VIEs

The tables below present the fair value of our investments in nonconsolidated VIEs as well as our maximum exposure to loss associated with these VIEs:

	March 31, 2024		December 31,				June 30, 2024		December 31,				
			2023		2023				2023		2023		
	Fair Value	Fair Value	Unfunded Commitments	Maximum Exposure to Loss	Fair Value	Unfunded Commitments	Maximum Exposure to Loss	Fair Value	Unfunded Commitments	Maximum Exposure to Loss	Fair Value	Unfunded Commitments	Maximum Exposure to Loss
(in millions of U.S. dollars)													
Equities													
Publicly traded equity investment in common stock													
Publicly traded equity investment in common stock													
Publicly traded equity investment in common stock													
Privately Held Equity													
Total													
Other investments													
Hedge funds													
Hedge funds													
Hedge funds													
Fixed income funds													
Private equity funds													
CLO equity funds													
Private credit funds													
Real estate funds													
Total													
Total													
Total													
Total investments in nonconsolidated VIEs													

11.13. NONCONTROLLING INTERESTS

Redeemable Noncontrolling Interests

In December 2023, we entered into a Purchase Agreement with Trident V Funds and Dowling Capital Partners (together, the "RNCI Holders") to purchase their remaining equity interest in StarStone Specialty Holdings Limited ("SSHL"). Following the completion of the transaction in December 2023, SSHL became a wholly-owned subsidiary and all redeemable non-controlling interests ("RNCI") within our unaudited condensed consolidated balance sheets were redeemed.

The following is a reconciliation of the beginning and ending carrying amount of the equity attributable to the RNCI in the prior year period (as of December 2023 we no longer held any RNCI):

	Three Months Ended	
	March 31,	
	2023	
	(in millions of U.S. dollars)	
Balance at beginning of period		\$ 168
Net income attributable to RNCI		1
Change in unrealized gains on AFS investments attributable to RNCI		1
Balance as of March 31	\$ 170	
	Three Months Ended	Six Months Ended
	June 30,	June 30,
	2023	2023
	(in millions of U.S. dollars)	
Balance at beginning of period	\$ 170	\$ 168
Net income attributable to RNCI	8	9
Change in unrealized gains on AFS investments attributable to RNCI	—	1
Balance as of June 30	\$ 178	\$ 178

Noncontrolling Interests

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, we had **\$114 million** **\$109 million** and **\$113 million**, respectively, of non-controlling interests ("NCI") primarily related to external interests in our subsidiaries.

In December 2022, Enhanced Re repurchased the entire 24.9% ownership interest Allianz held in Enhanced Re for \$175 million. We recorded the impact of reclassifying the carrying value of the NCI acquired to Enstar shareholders' equity in our first quarter 2023 results, as we report the results of Enhanced Re on a one quarter reporting lag.

A reconciliation of the beginning and ending carrying amount of the equity attributable to NCI is included in the unaudited condensed consolidated statements of changes in shareholder's equity.

12.14. SHAREHOLDERS' EQUITY

Ordinary Shares

The following is a reconciliation of our beginning and ending ordinary shares:

		Total Voting Ordinary Shares
Balance as of December 31, 2023		15,196,685
	27,746	
Balance as of March 31, 2024		15,224,431
Shares issued (1)(2)		34,226
Balance as of June 30, 2024		15,230,911

(1) Ordinary Shares issued in relation to share-based compensation plan awards and the Employee Share Purchase Plan.

(2) Includes 2,035 shares of restricted stock.

Non-voting Ordinary Shares

Strategic Share Repurchases

In March 2023, we repurchased 1,597,712 of our non-voting convertible ordinary shares held by Canada Pension Plan Investment Board ("CPP Investments") for an aggregate \$341 million, representing a price per share of \$213.13 and a 5% discount to the trailing 10-day volume weighted average price of our voting ordinary shares as at the agreed March 2023 measurement date. The shares comprised all of our outstanding Series C and Series E non-voting ordinary shares.

There were no non-voting ordinary shares repurchased during the three and six months ended March 31, 2024 June 30, 2024.

Dividends on Preferred Shares

During the three months ended March 31, 2024 June 30, 2024 and 2023, we declared and paid dividends on Series D Preferred Shares of \$7 million and on Series E Preferred Shares of \$2 million for both periods.

During the six months ended June 30, 2024 and 2023, we declared and paid dividends on Series D Preferred Shares of \$14 million and on Series E Preferred Shares of \$4 million for both periods.

Accumulated Other Comprehensive Income (Loss)

The following tables present a roll forward of accumulated other comprehensive income (loss):

	Three Months Ended			March 31, 2024	
	Three Months Ended				
	June 30,	Unrealized gains (losses) arising during the year	Cumulative Currency Translation Adjustment	Insurance contracts - net liability for losses and LAE at fair value - Instrument-specific credit risk	
		Unrealized (losses) gains on available-for-sale investments	Cumulative currency translation adjustment	FVO - Own credit Adjustment	Total
(in millions of U.S. dollars)					
Balance December 31, 2023, net of tax					
Balance March 31, 2024, net of tax					
Unrealized losses on fixed maturities, AFS arising during the period					
Reclassification adjustment for change in allowance for credit losses recognized in net income					
Reclassification adjustment for net realized losses included in net income					
Change in currency translation adjustment					
Change in currency translation adjustment					
Change in currency translation adjustment					
Other comprehensive loss					
Other comprehensive income					
Other comprehensive loss					
Other comprehensive income					
Other comprehensive loss					
Other comprehensive income					
Balance March 31, 2024, net of tax					
Balance March 31, 2024, net of tax					
Balance March 31, 2024, net of tax					
Balance June 30, 2024, net of tax					
Balance June 30, 2024, net of tax					
Balance June 30, 2024, net of tax					

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	Three Months Ended	Three Months Ended	Three Months Ended	March 31,
	June 30,			2023
	Unrealized gains (losses) on available-for-sale investments	Cumulative currency translation adjustment	Remeasurement of future policyholder benefits - change in discount rate	Total
	Unrealized (losses) gains on available-for-sale investments	Cumulative currency translation adjustment	FVO - Own credit Adjustment	Total
(in millions of U.S. dollars)				
Balance December 31, 2022, net of tax				
Unrealized gains on fixed maturities, AFS arising during the period				
Balance March 31, 2023, net of tax				
Unrealized losses on fixed maturities, AFS arising during the period				
Reclassification adjustment for change in allowance for credit losses recognized in net income				
Reclassification adjustment for net realized losses included in net income				
Change in currency translation adjustment				
Change in currency translation adjustment				
Change in currency translation adjustment				
Reclassification adjustment for remeasurement of future policyholder benefits included in net income				
Reclassification adjustment for remeasurement of future policyholder benefits included in net income				
Reclassification adjustment for remeasurement of future policyholder benefits included in net income				
Other comprehensive income (loss)				
Change in net liability for losses and LAE at fair value - Enstar-specific credit risk				
Other comprehensive income (loss)				
Other comprehensive income (loss)				
Other comprehensive (income) loss attributable to NCI and RNCI				
Balance March 31, 2023, net of tax				
Change in net liability for losses and LAE at fair value - Enstar-specific credit risk				
Change in net liability for losses and LAE at fair value - Enstar-specific credit risk				
Other comprehensive (loss) income				
Less: Other comprehensive income attributable to NCI and RNCI				
Balance June 30, 2023, net of tax				

Six Months Ended

June 30,

2024

	Unrealized (losses) gains on available-for-sale investments	Cumulative currency translation adjustment	FVO - Own credit Adjustment	Total
(in millions of U.S. dollars)				
Balance December 31, 2023, net of tax	\$ (368)	\$ 12	\$ 20	\$ (336)
Unrealized losses on fixed maturities, AFS arising during the period	(36)	—	—	(36)
Reclassification adjustment for change in allowance for credit losses recognized in net income	(1)	—	—	(1)
Reclassification adjustment for net realized losses included in net income	15	—	—	15
Change in currency translation adjustment	—	1	—	1
Other comprehensive (loss) income	(22)	1	—	(21)
Balance June 30, 2024, net of tax	\$ (390)	\$ 13	\$ 20	\$ (357)

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 14. Shareholders' Equity

	Six Months Ended June 30,					
	2023					
	Unrealized (losses) gains on available-for-sale investments	Cumulative currency translation adjustment	Remeasurement of future policyholder benefits - change in discount rate	FVO - Own credit Adjustment	Total	
(in millions of U.S. dollars)						
Balance December 31, 2022, net of tax	\$ (584)	\$ 9	\$ 273	\$ —	\$ —	\$ (302)
Unrealized gains on fixed maturities, AFS arising during the period	23	—	—	—	—	23
Reclassification adjustment for change in allowance for credit losses recognized in net income	(4)	—	—	—	—	(4)
Reclassification adjustment for net realized losses included in net income	47	—	—	—	—	47
Change in currency translation adjustment	—	2	—	—	—	2
Reclassification adjustment for remeasurement of future policyholder benefits included in net income	—	—	(363)	—	—	(363)
Change in net liability for losses and LAE at fair value - Enstar-specific credit risk	—	—	—	21	21	21
Other comprehensive income (loss)	66	2	(363)	21	21	(274)
Less: Other comprehensive income attributable to NCI and RNCI	(2)	—	90	—	—	88
Balance June 30, 2023, net of tax	\$ (520)	\$ 11	\$ —	\$ 21	\$ 21	\$ (488)

The following table presents details about the tax effects allocated to each component of other comprehensive income (loss):

	Three Months Ended March 31,					
	2024			2023		
	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount
(in millions of U.S. dollars)						
Unrealized (losses) gains on fixed maturities, AFS arising during the period	\$ (41)	\$ 8	\$ (33)	\$ 58	\$ (1)	\$ 57
Reclassification adjustment for change in allowance for credit losses recognized in net income	1	—	1	(9)	—	(9)
Reclassification adjustment for net realized losses included in net income	5	—	5	27	—	27
Change in currency translation adjustment	(1)	—	(1)	5	—	5
Remeasurement of future policyholder benefits - change in interest rate	—	—	—	(363)	—	(363)
Other comprehensive loss	\$ (36)	\$ 8	\$ (28)	\$ (282)	\$ (1)	\$ (283)

The following tables present details of amounts reclassified from accumulated other comprehensive loss:

Details about AOCI components	Three Months Ended March 31,		Affected Line Item in Statement where Net Income are presented
	2024	2023	
	(in millions of U.S. dollars)		
Unrealized losses on fixed maturities, AFS	\$ (6)	\$ (18)	Net realized losses
		(6)	(18) Net of tax
Remeasurement of future policyholder benefits	—	363	Other income
Total reclassifications for the period, net of tax	\$ (6)	\$ 345	

	Three Months Ended June 30,					
	2024		2023			
	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount
(in millions of U.S. dollars)						
Unrealized (losses) gains on fixed maturities, AFS arising during the period	\$ (7)	\$ 4	\$ (3)	\$ (35)	\$ 1	\$ (34)
Reclassification adjustment for change in allowance for credit losses recognized in net income	(2)	—	(2)	5	—	5
Reclassification adjustment for net realized losses included in net income	10	—	10	20	—	20
Change in currency translation adjustment	2	—	2	(3)	—	(3)
Change in net liability for losses and LAE at fair value - Enstar-specific credit risk	—	—	—	21	—	21
Other comprehensive income	\$ 3	\$ 4	\$ 7	\$ 8	\$ 1	\$ 9

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 12, 14, Shareholders' Equity

	Six Months Ended June 30,					
	2024		2023			
	Before Tax Amount	Tax Benefit (Expense)	Net of Tax Amount	Before Tax Amount	Tax Benefit (Expense)	Net of Tax Amount
(in millions of U.S. dollars)						
Unrealized (losses) gains on fixed maturities, AFS arising during the period	\$ (48)	\$ 12	\$ (36)	\$ 23	\$ —	\$ 23
Reclassification adjustment for change in allowance for credit losses recognized in net income	(1)	—	(1)	(4)	—	(4)
Reclassification adjustment for net realized losses included in net income	15	—	15	47	—	47
Change in currency translation adjustment	1	—	1	2	—	2
Reclassification adjustment for remeasurement of future policyholder benefits included in net income	—	—	—	(363)	—	(363)
Change in net liability for losses and LAE at fair value - Enstar-specific credit risk	—	—	—	21	—	21
Other comprehensive loss	\$ (33)	\$ 12	\$ (21)	\$ (274)	\$ —	\$ (274)

The following tables present details of amounts reclassified from accumulated other comprehensive loss:

Details about AOCI components	Three Months Ended June 30,		Six Months Ended June 30,		Affected Line Item in Statement where Net Income are presented
	2024	2023	2024	2023	
	(in millions of U.S. dollars)				
Unrealized losses on fixed maturities, AFS	\$ (8)	\$ (25)	\$ (14)	\$ (43)	Net realized losses
Remeasurement of future policyholder benefits	—	—	—	363	Other income
Total reclassifications for the period, net of tax	\$ (8)	\$ (25)	\$ (14)	\$ 320	

Changes in Ownership of Consolidated Subsidiaries

The following table summarizes changes in the ownership interest in consolidated subsidiaries during the periods presented:

	Three Months Ended		March 31,		Six months ended		June 30,	
	2024	2024	2023	2024	2023	2024	2023	
(in millions of U.S. dollars)								
Net income attributable to Enstar ordinary shareholders								
Transfers from noncontrolling interests:								
Increase in Enstar's additional paid-in capital for purchase of noncontrolling interest ⁽¹⁾								
Increase in Enstar's additional paid-in capital for purchase of noncontrolling interest ⁽¹⁾								
Increase in Enstar's additional paid-in capital for purchase of noncontrolling interest ⁽¹⁾								
Change from net income attributable to Enstar ordinary shareholders and net transfers from noncontrolling interests								
⁽¹⁾ The transfer from the noncontrolling interests for the three <ins>six</ins> months ended March 31, 2023 <ins>June 30, 2023</ins> relates to the repurchase of the entire 24.9% ownership interest Allianz held in Enhanced Re recorded in the first quarter 2023.								

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 13, 15. Earnings Per Share

13.15. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted net earnings per ordinary share:

	Three Months Ended			Three Months Ended			Six Months Ended		
	Three Months Ended	Three Months Ended	Three Months Ended	March 31,	2024	2023	June 30,	2024	2023
(in millions of U.S. dollars, except share and per share data)									
(in millions of U.S. dollars, except share and per share data)									

Numerator:

Net income attributable to Enstar ordinary shareholders:

Denominator:

Denominator:

Denominator:

Weighted-average ordinary shares outstanding — basic ⁽¹⁾

Weighted-average ordinary shares outstanding — basic ⁽¹⁾

Weighted-average ordinary shares outstanding — basic ⁽¹⁾

Effect of dilutive securities:

Share-based compensation plans ⁽²⁾

Share-based compensation plans (2)								
Share-based compensation plans (2)	192,682	120,714	120,714	181,738	200,663	200,663	201,711	150,437
Weighted-average ordinary shares outstanding — diluted								
Weighted-average ordinary shares outstanding — diluted								
Weighted-average ordinary shares outstanding — diluted								
Earnings per share attributable to Enstar ordinary shareholders:								
Earnings per share attributable to Enstar ordinary shareholders:								
Earnings per share attributable to Enstar ordinary shareholders:								
Basic								
Basic								
Basic								
Diluted								
Diluted								
Diluted								

(1) Weighted-average ordinary shares for basic earnings per share includes ordinary shares (voting and non-voting), but excludes ordinary shares held in the Enstar Group Limited Employee Benefit Trust (the "EB Trust") in respect of Joint Share Ownership Plan ("JSOP") awards, which, as a result of us consolidating the EB trust, are classified as treasury shares.

(2) Share-based dilutive securities include restricted shares, restricted share units, directors' restricted share units and performance share units. Certain share-based compensation awards were excluded from the calculation for the three and six months ended March 31, 2024 June 30, 2024 and 2023 because they were anti-dilutive. The number of potential common shares excluded from diluted shares outstanding was 47 shares for the three months ended June 30, 2024, and 287 and 18,156 shares for the six months ended June 30, 2024 and 2023 respectively, because the effect of including those common shares in the calculation would have been anti-dilutive. Securities may be anti-dilutive based on timing of forfeitures of share-based compensation awards or if the share price at grant date was greater than the average market price of our common shares. Refer to Note 22 to the Consolidated Financial Statements of our 2023 Form 10-K for additional information on the share-based compensation awards.

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 14, 16. Related Party Transactions

14, 16. RELATED PARTY TRANSACTIONS

The following tables summarize our related party balances and transactions. Additional details about the nature of our relationships and transactions are disclosed in Note 24 to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2023.

As of March 31, 2024	Stone Point (1) (2)	Monument	AmTrust	Citco	Core	Specialty	Other (3)
As of March 31, 2024							
As of June 30, 2024							
As of June 30, 2024							
As of June 30, 2024	Stone Point (1) (2)	Monument	AmTrust	Core Specialty	Other (3)		
	(in millions of U.S. dollars)			(in millions of U.S. dollars)			(in millions of U.S. dollars)

Assets

- Fixed maturities, trading, at fair value
- Fixed maturities, trading, at fair value
- Fixed maturities, trading, at fair value
- Fixed maturities, AFS, at fair value
- Equities, at fair value
- Funds held

Other investments, at fair value

Equity method investments

Total investments

Cash and cash equivalents

Other assets

Other assets

Other assets

Liabilities

Losses and LAE

Losses and LAE

Losses and LAE

Insurance and reinsurance balances payable

Insurance and reinsurance balances payable

Insurance and reinsurance balances payable

Other liabilities

Net assets

(1) As of **March 31, 2024** June 30, 2024, investment funds managed by Stone Point Capital LLC ("Stone Point") own 1,451,196 of our Voting Ordinary Shares, which constitutes 9.5% of our outstanding Voting Ordinary Shares.

(2) As of **March 31, 2024** June 30, 2024, we had unfunded commitments of \$137 \$118 million to other investments, and \$12 million to privately held equity managed by Stone Point and its affiliated entities.

(3) Other related party investments include investments in limited partnerships and partnership-like limited liability companies, for which had we not elected the fair value option, would be accounted for as equity method investments. We have disclosed our investments in these entities on an aggregated basis as they are individually immaterial.

As of December 31, 2023	Stone Point	Monument	AmTrust	Citco	Core Specialty	Other
	(in millions of U.S. dollars)					
Assets						
Fixed maturities, trading, at fair value	\$ 69	\$ —	\$ —	\$ —	\$ —	\$ —
Fixed maturities, AFS, at fair value	428	—	—	—	—	—
Equities, at fair value	136	—	181	—	—	—
Funds held	—	—	—	—	19	—
Other investments, at fair value	446	—	—	—	—	1,602
Equity method investments	—	95	—	—	225	14
Total investments	1,079	95	181	—	244	1,616
Cash and cash equivalents	19	—	—	—	—	—
Other assets	—	—	—	20	9	—
Liabilities						
Losses and LAE	—	—	—	—	192	—
Net assets	\$ 1,098	\$ 95	\$ 181	\$ 20	\$ 61	\$ 1,616

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 14, 16. Related Party Transactions

Stone Point	Three Months Ended						Stone Point	Three Months Ended						
	March 31, 2024			June 30, 2024				Stone Point			Monument			
	Stone Point	Monument	AmTrust	Citco	Core Specialty	Other		Stone Point	Monument	AmTrust	Citco	Core Specialty	Other	
(in millions of U.S. dollars)														

REVENUES

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REFINITIV 

Net premiums earned
 Net premiums earned
 Net premiums earned
 Net investment income
 Net investment income
 Net investment income
 Fair value changes in trading securities, funds held and other investments
 Fair value changes in trading securities, funds held and other investments
 Fair value changes in trading securities, funds held and other investments
 Total revenues
 Total revenues
 Total revenues
EXPENSES
EXPENSES
EXPENSES
 Net incurred losses and LAE
 Net incurred losses and LAE
 Net incurred losses and LAE
 Total expenses
 Total expenses
 Total expenses
 (Loss) income from equity method investments
 (Loss) income from equity method investments
 (Loss) income from equity method investments
Total net (loss) income
Total net income (loss)

Three Months Ended											
Three Months Ended											
Three Months Ended											
March 31, 2023				June 30, 2023				(in millions of U.S. dollars)			
Stone Point	Stone Point	Monument	AmTrust	Citco	Core	Specialty	Other	Stone Point	Northshore	Monument	AmTrust

REVENUES
 Net premiums earned
 Net premiums earned
 Net premiums earned
 Net investment income
 Net investment income
 Net investment income
 Net investment income
 Net realized gains
 Fair value changes in trading securities, funds held and other investments
 Fair value changes in trading securities, funds held and other investments
 Fair value changes in trading securities, funds held and other investments
 Total revenues
 Total revenues
 Total revenues
EXPENSES

EXPENSES
EXPENSES
Net incurred losses and LAE
Net incurred losses and LAE
Net incurred losses and LAE
Total expenses
Total expenses
Total expenses
(Loss) income from equity method investments
(Loss) income from equity method investments
(Loss) income from equity method investments
Total net income (loss)
Income from equity method investments
Income from equity method investments
Income from equity method investments
Total net (loss) income

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Item 1 | Notes to the Unaudited Condensed Consolidated Financial Statements | Note 15, 16. Related Party Transactions

	Six Months Ended					
	June 30, 2024					
	Stone Point	Monument	AmTrust	Citco	Core Specialty	Other
(in millions of U.S. dollars)						
REVENUES						
Net premiums earned	\$ —	\$ —	\$ —	\$ —	\$ 2	\$ —
Net investment income	5	—	4	—	—	5
Fair value changes in trading securities, funds held and other investments	40	—	21	—	—	36
Total revenues	45	—	25	—	2	41
EXPENSES						
Net incurred losses and LAE	—	—	—	—	22	—
Total expenses	—	—	—	—	22	—
(Loss) income from equity method investments	—	(46)	—	—	34	(1)
Total net income (loss)	\$ 45	\$ (46)	\$ 25	\$ —	\$ 14	\$ 40

	Six Months Ended						
	June 30, 2023						
	Stone Point	Northshore	Monument	AmTrust	Citco	Core Specialty	Other
(in millions of U.S. dollars)							
REVENUES							
Net premiums earned	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (2)	\$ —
Net investment income	6	—	—	3	—	—	3
Net realized gains	1	—	—	—	—	—	—

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Fair value changes in trading securities, funds held and other investments	2	(6)	—	(3)	—	—	—	33
Total revenues	9	(6)	—	—	—	—	(2)	36
EXPENSES								
Net incurred losses and LAE	—	—	—	—	—	—	(11)	—
Total expenses	—	—	—	—	—	—	(11)	—
Income from equity method investments	—	—	4	—	3	18	—	—
Total net income (loss)	\$ 9	\$ (6)	\$ 4	\$ —	\$ 3	\$ 27	\$ 36	

15.17. COMMITMENTS AND CONTINGENCIES

Concentration of Credit Risk

We are subject to credit risk principally in relation to our:

- i. investments, including equity method investments;
- ii. cash and cash equivalents and restricted cash and cash equivalents;
- iii. assets pledged to ceding companies under reinsurance contracts;
- iv. (re)insurance balances recoverable on paid and unpaid losses; and
- v. funds held by reinsured companies and funds held - directly managed (together funds held).

As of **March 31, 2024** **June 30, 2024**, we had funds held concentrations to reinsurance counterparties exceeding 10% of shareholders' equity of **\$4.5 billion** **\$4.2 billion** (December 31, 2023: \$4.8 billion) in aggregate. However, we generally have the contractual ability to offset any shortfall in the payment of the funds held balances with amounts owed by us.

We limit the amount of credit exposure to any one counterparty, and none of our counterparty credit exposures, excluding U.S. government and agency instruments and the reinsurance counterparties noted above, exceeded 10% of shareholders' equity as of **March 31, 2024** **June 30, 2024**. As of **March 31, 2024** **June 30, 2024**, our credit exposure to the U.S. government and agency instruments was **\$848 million** **\$812 million** (December 31, 2023: \$932 million).

Legal Proceedings

We are, from time to time, involved in various legal proceedings in the ordinary course of business, including litigation and arbitration regarding claims. Estimated losses relating to claims arising in the ordinary course of business, including the anticipated outcome of any pending arbitration or litigation, are included in the liability for losses and LAE in our unaudited condensed consolidated balance sheets. In addition to claims litigation, we may be subject to other lawsuits and regulatory actions in the normal course of business, which may involve, among other things, allegations of underwriting errors or omissions, employment claims or regulatory activity. We do not believe that the resolution of any currently pending legal proceedings, either individually or taken as a whole, will have a material effect on our business, results of operations or financial condition. We anticipate that, similar to the rest of the (re)insurance industry, we will continue to be subject to litigation and arbitration proceedings in the ordinary course of business, including litigation generally related to the scope of coverage with respect to A&E and other claims.

Unfunded Investment Commitments

As of **March 31, 2024** **June 30, 2024**, we had unfunded commitments of **\$1.6 billion** **\$1.5 billion** to other investments, and \$12 million to privately held equity.

Guarantees

As of **March 31, 2024** **June 30, 2024**, and December 31, 2023 parental guarantees supporting reinsurance obligations, defendant A&E liabilities, subsidiary capital support arrangements and credit facilities were \$2.3 billion, for both periods. We also guarantee the 2040 and 2042 Junior Subordinated Notes, which have an aggregate principal amount of \$850 million as of **March 31, 2024** **June 30, 2024** and December 31, 2023.

16. SUBSEQUENT EVENTS

Transactions

SiriusPoint

On April 30, 2024, one of our wholly owned subsidiaries reached an agreement for a loss portfolio transfer with a subsidiary of SiriusPoint Ltd. ("SiriusPoint") to reinsure a portfolio of workers compensation business covering underwriting years 2018 to 2023. SiriusPoint will cede \$400 million of net reserves and our subsidiary will provide \$200 million of additional cover in excess of the ceded reserves. The closing of the transaction is subject to regulatory approval and other closing conditions.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unless the context indicates otherwise, the terms "Enstar," "we," "us" or "our" mean Enstar Group Limited and its consolidated subsidiaries.

The following discussion and analysis of our financial condition as of **March 31, 2024** **June 30, 2024** and our results of operations for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023 should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes included elsewhere in this quarterly report and the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2023.

Some of the information contained in this discussion and analysis or included elsewhere in this quarterly report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and the timing of events could differ materially from those anticipated by these forward-looking statements as a result of many factors, including those discussed under "Cautionary Statement Regarding Forward-Looking Statements" and Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023.

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Item 2 | Management's Discussion and Analysis | Operational Highlights

Operational Highlights

Our consolidated results for the **three** **six** months ended **March 31, 2024** **June 30, 2024** reflect our continued progress on providing capital release solutions to our clients by acquiring and managing their run-off portfolios.

Capital Activity

In March 2024, Cavello Bay Reinsurance Limited ("Cavello"), a **wholly owned** subsidiary of Enstar, was assigned an S&P Insurer Financial Strength Rating of 'A' with stable outlook. Cavello is Enstar's primary non-life run-off consolidator, and a Class 3B reinsurer.

Transactions

In June 2024, one of our wholly-owned subsidiaries completed an ADC and LPT agreement with Accredited Surety and Casualty Company, Inc. and Accredited Insurance (Europe) Limited (together, "Accredited") relating to a diversified portfolio, including asbestos, general casualty, and workers' compensation.

As a result of this transaction, we assumed net loss reserves of \$297 million in exchange for consideration of \$282 million.

Refer to Note 3 to the interim financial statements for a description of additional agreements that were signed during the second quarter 2024 but not closed as of June 30, 2024.

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Item 2 | Management's Discussion and Analysis | Consolidated Results of Operations

Consolidated Results of Operations - For the Three and Six Months Ended **March 31, 2024** **June 30, 2024** and 2023

Primary GAAP Financial Measures

We use the following GAAP measures to manage the company and monitor our performance:

- Net income and net income attributable to Enstar ordinary shareholders, collectively provide a measure of our performance focusing on underwriting, investment and expense results;
- Comprehensive income attributable to Enstar, which provides a measure of the total return, including unrealized gains and losses on fixed maturities, AFS investments, as well as other elements of other comprehensive income;
- Book value per share ("BVPS"), which we use to measure the value of our company over time;
- Return on equity ("ROE"), which measures our profitability by dividing our net income attributable to Enstar ordinary shareholders by opening Enstar ordinary shareholders' equity;
- Total investment return ("TIR"), which measures the rate of return we obtain, realized, unrealized and fair value changes, on our investments; and
- Run-off liability earnings ("RLE") and RLE %, which measure both the dollar amount of prior period development on our acquired portfolios (RLE) and the percentage of prior period development relative to average net loss reserves, calculated by dividing our prior period development by our average net loss reserves (RLE %).

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Item 2 | Management's Discussion and Analysis | Consolidated Results of Operations

The following table sets forth certain condensed consolidated financial information:

Technical Results	Three Months Ended			\$ / pp Change	
	March 31,		(in millions of U.S. dollars, except per share data)		
	2024	2023			
Net premiums earned	\$ 11	\$ 8		3	
Net incurred losses and LAE					
Current period	5	10		(5)	
Prior period	(24)	(10)		(14)	
Total net incurred losses and LAE	(19)	—		(19)	

Acquisition costs	1	2	(1)
Investment Results			
Net investment income	160	156	4
Net realized losses	(6)	(18)	12
Fair value changes in trading securities, funds held and other investments	85	206	(121)
(Loss) income from equity method investments	(5)	11	(16)
Other income	—	280	(280)
Amortization of net deferred charge assets	30	17	13
General and administrative expenses	87	89	(2)
NET INCOME	128	519	(391)
Net income attributable to noncontrolling interests	—	(86)	86
NET INCOME ATTRIBUTABLE TO ENSTAR ORDINARY SHAREHOLDERS	<u>\$ 119</u>	<u>\$ 424</u>	<u>\$ (305)</u>
COMPREHENSIVE INCOME ATTRIBUTABLE TO ENSTAR	<u>\$ 100</u>	<u>\$ 239</u>	<u>\$ (139)</u>
GAAP measures:			
ROE	2.4 %	9.5 %	(7.1) pp
Annualized ROE	9.5 %	38.0 %	(28.5) pp
Annualized TIR	4.9 %	9.5 %	(4.6) pp
RLE	0.2 %	0.1 %	0.1 pp
Non-GAAP measures:			
Adjusted ROE*	2.6 %	6.8 %	(4.2) pp
Annualized Adjusted ROE*	10.5 %	27.3 %	(16.8) pp
Annualized Adjusted TIR*	5.5 %	6.3 %	(0.8) pp
Adjusted RLE *	0.2 %	0.3 %	(0.1) pp
As of			
	<u>March 31, 2024</u>	<u>December 31, 2023</u>	<u>\$ Change</u>
GAAP measure:			
BVPS	\$ 349.41	\$ 343.45	\$ 5.96
Non-GAAP measure:			
Fully diluted BVPS*	\$ 341.53	\$ 336.72	\$ 4.81

pp - Percentage point(s)

	Three Months Ended			Six Months Ended			\$ / pp Change	
	June 30,		\$ / pp Change	June 30,		\$ / pp Change		
	2024	2023		2024	2023			
(in millions of U.S. dollars, except per share data)								
Technical Results								
Net premiums earned	\$ 5	\$ 7	\$ (2)	\$ 16	\$ 15	\$ 1		
Net incurred losses and LAE								
Current period	4	3	1	9	13	(4)		
Prior period	(62)	(10)	(52)	(86)	(20)	(66)		
Total net incurred losses and LAE	(58)	(7)	(51)	(77)	(7)	(70)		
Acquisition costs	1	4	(3)	2	6	(4)		
Investment Results								
Net investment income	155	172	(17)	315	328	(13)		
Net realized losses	(9)	(25)	16	(15)	(43)	28		
Fair value changes in trading securities, funds held and other investments	86	(2)	88	171	204	(33)		
(Loss) income from equity method investments	(8)	14	(22)	(13)	25	(38)		
Other (loss) income	(1)	2	(3)	(1)	282	(283)		
Amortization of net deferred charge assets	29	24	5	59	41	18		
General and administrative expenses	98	85	13	185	174	11		
NET INCOME	136	39	97	264	558	(294)		
Less: Net income attributable to noncontrolling interests	(1)	(9)	8	(1)	(95)	94		
NET INCOME ATTRIBUTABLE TO ENSTAR ORDINARY SHAREHOLDERS	<u>\$ 126</u>	<u>\$ 21</u>	<u>\$ 105</u>	<u>\$ 245</u>	<u>\$ 445</u>	<u>\$ (200)</u>		
COMPREHENSIVE INCOME ATTRIBUTABLE TO ENSTAR	<u>\$ 142</u>	<u>\$ 38</u>	<u>\$ 104</u>	<u>\$ 242</u>	<u>\$ 277</u>	<u>\$ (35)</u>		
GAAP measures:								

ROE	2.5 %	0.5 %	2.0 pp	4.9 %	10.0 %	(5.1) pp
Annualized ROE				9.8 %	19.9 %	(10.1) pp
Annualized TIR				5.0 %	6.1 %	(1.1) pp
RLE				0.8 %	0.2 %	0.6 pp
Non-GAAP measures:						
Adjusted ROE*	2.9 %	2.1 %	0.8 pp	5.6 %	8.6 %	(3.0) pp
Annualized Adjusted ROE*				11.2 %	17.2 %	(6.0) pp
Annualized Adjusted TIR*				5.6 %	5.6 %	— pp
Adjusted RLE *				0.7 %	0.3 %	0.4 pp
As of						
				December 31, June 30, 2024	2023	\$ Change
GAAP measure:						
BVPS				\$ 358.74	\$ 343.45	\$ 15.29
Non-GAAP measure:						
Fully diluted BVPS*				\$ 350.74	\$ 336.72	\$ 14.02

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

Item 2 | Management's Discussion and Analysis | Consolidated Results of Operations

Overall Results

Three Months Ended March 31, 2024 June 30, 2024 versus 2023:

Net income attributable to Enstar ordinary shareholders for the three months ended March 31, 2024 June 30, 2024 was \$119 million \$126 million, in comparison to net income of \$424 million \$21 million in the comparative quarter, as a result of:

- An increase of \$52 million in prior period favorable development in net incurred losses and LAE. Net favorable prior period development of \$62 million in the current period was primarily due to a reduction in our estimates of net ultimate losses and provisions for ULAE of \$64 million and a \$4 million decrease in other income the fair value of \$280 million largely driven our 2017 and 2018 LPT liabilities where we elected the fair value option, partially offset by the first amortization of fair value adjustments of \$6 million. Second quarter 2023 prior period net gain recognized from favorable development of \$10 million was primarily due to a reduction in our estimates of net ultimate losses of \$8 million and an \$8 million decrease in the novation fair value of our 2017 and 2018 LPT liabilities where we elected the Enhanced Re reinsurance closed block fair value option, partially offset by amortization of life annuity policies included fair value adjustments of \$6 million. This resulted in RLE of 0.6% for the three months ended June 30, 2024 in comparison to RLE of 0.1% in the comparative quarter.
- An increase in the amortization of net deferred charge assets of \$13 million, driven by an increase in net DCA balances as a result of transactions completed subsequent to March 31, 2023 quarter; and
- Total investment returns recognized in income of \$234 million \$224 million for the three months ended March 31, 2024 June 30, 2024, in comparison to \$355 million \$159 million for the comparative quarter, consisting of the aggregate of net investment income, net realized losses, fair value changes in trading securities, funds held and other investments, and (loss) income from equity method investments. The total investment returns in each period were driven by:
 - Net investment income of \$155 million for the three months ended June 30, 2024 compared to \$172 million in the prior year quarter, due to an overall reduction in investments and funds held assets as a result of claims payments which outpaced new business relative to the periods, as well as higher investment expenses primarily due to increased performance fees;
 - Fair value changes in our fixed maturities resulting in a \$19 million \$26 million loss for the three months ended March 31, 2024 June 30, 2024 compared with a gain of \$59 million \$64 million loss in the comparative quarter;
 - Fair value changes in our other investments, including equities, resulting in a of \$104 million \$112 million gain for the three months ended March 31, 2024 June 30, 2024 compared with \$147 million a \$62 million gain in the comparative quarter;
 - Net investment income of \$160 million for the three months ended March 31, 2024 compared to \$156 million in the comparative quarter, consistent with the increasing investment income we have earned, primarily due to reinvestment of fixed maturities at higher yields, deployment of consideration received from deals closed over the past 12 months and the impact of rising interest rates on our floating rate fixed maturities; and
 - Net realized losses on our fixed maturities of \$6 million \$9 million, for the three months ended March 31, 2024 June 30, 2024 compared to \$18 million a \$25 million loss in the comparative quarter; and
 - Loss from equity method investments of \$8 million for the three months ended June 30, 2024 compared to \$14 million income in the comparative quarter as a result of increased losses on our investment in Monument Re.

This was partially offset by:

- An increase in the amortization of net deferred charge assets of \$5 million, driven by an increase in net DCA balances as a result of transactions completed during and subsequent to the second quarter of 2023; and
- An increase in general and administrative expenses of \$13 million, primarily driven by higher legal fees and salaries and benefits expenses due to inflation and other staff related costs. This is partially offset by decreases in other general and administrative expenses.

The above factors contributed to net income of \$136 million for the three months ended June 30, 2024 as compared to net income of \$39 million in the comparative quarter, as well as net income attributable to Enstar ordinary shareholders of \$126 million as compared to \$21 million in the comparative quarter. Consequently, our ROE was 2.5% in the current quarter compared to 0.5% in the comparative quarter.

Comprehensive income attributable to Enstar for the three months ended June 30, 2024 was \$142 million as compared to \$38 million in the comparative quarter. The second quarter 2024 comprehensive income was primarily due to net income of \$136 million and unrealized gains on fixed maturities, AFS, net of reclassification adjustments excluding foreign exchange of \$3 million. The unrealized gains on our fixed maturities, AFS, combined with our favorable investment results, described above, contributed to a net favorable Annualized TIR of 5.2% for the three months ended June 30, 2024, in comparison to an Annualized TIR of 3.0% in the comparative quarter.

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Six Months Ended June 30, 2024 versus 2023:

Net income attributable to Enstar ordinary shareholders decreased by \$200 million from \$445 million in the comparative period to \$245 million for the six months ended June 30, 2024, as a result of:

- A decrease in other income of \$283 million, largely driven by the first quarter 2023 net gain recognized from the novation of the Enhanced Re reinsurance of a closed block of life annuity policies;
- Total investment returns recognized in income of \$458 million for the six months ended June 30, 2024, in comparison to \$514 million for the comparative period, consisting of the aggregate of net investment income, net realized losses, fair value changes in trading securities, funds held and other investments, and (loss) income from equity method investments. The total investment returns in each period were driven by:
 - Net investment income of \$315 million for the six months ended June 30, 2024 compared to \$328 million in the prior period, due to an overall reduction in investments and funds held assets as a result of claims payments which outpaced new business relative to the periods, as well as less dividend income earned on our publicly traded equities and increased investment expenses primarily due to increased performance fees;
 - Fair value changes in our fixed maturities resulting in a \$45 million loss for the six months ended June 30, 2024 compared with a \$5 million loss in the comparative quarter;
 - Fair value changes in our other investments (excluding fixed maturities), including equities, resulting in a \$216 million gain for the six months ended June 30, 2024 compared with a \$209 million gain in the comparative quarter;
 - Net realized losses on our fixed maturities of \$15 million, for the six months ended June 30, 2024 compared to a \$43 million loss in the comparative quarter; and
 - Losses from equity method investments of \$13 million for the six months ended June 30, 2024 compared to \$25 million income in the comparative period as a result of increased losses on our investment in Monument Re, partially offset by an increase in income on our investment in Core Specialty; and
- An increase in general and administrative expenses of \$11 million primarily driven by higher salaries and benefits expenses due to inflationary rises and other staff related costs.

This was partially offset by:

- An increase of \$14 million \$66 million in favorable development in prior period net incurred losses and LAE for relative to the comparative period. First half 2024 net prior periods. Net period favorable development of \$24 million in the current period \$86 million was primarily due to a reduction in our estimates of net ultimate losses and provisions for ULAE of \$23 million \$87 million and a \$4 million an \$8 million decrease in the fair value of our 2017 and 2018 LPT liabilities where we elected the fair value option, partially offset by fair value amortization of fair value adjustments of \$3 million \$9 million. First quarter half 2023 net prior period favorable development of \$10 million \$20 million was primarily due to a reduction in our estimates of net ultimate losses and provisions for ULAE of \$33 million \$41 million, partially offset by amortization of fair value adjustments of \$3 million and a \$20 million \$12 million increase in the fair value of liabilities where we elected the fair value option due to a decrease in interest rates, and fair value amortization of \$9 million. This resulted in RLE of 0.2% 0.8% for the three six months ended March 31, 2024 June 30, 2024 in comparison to RLE of 0.1% 0.2% in the comparative quarter period; and
- A decrease in net income attributable to non-controlling noncontrolling interests of \$86 million \$94 million, as a result of recording the portion of the gain on novation of the Enhanced Re reinsurance of a closed block of life annuity policies attributable to Allianz's equity interest in Enhanced Re in the comparative quarter prior period.

The above factors contributed to net income of \$128 million \$264 million for the three six months ended March 31, 2024 June 30, 2024 as compared to \$519 million \$558 million net income in the comparative quarter period, as well as net income attributable to Enstar ordinary shareholders of \$119 million \$245 million as compared to \$424 million \$445 million in the comparative quarter period. Consequently, our ROE was 2.4% in 4.9% for the current quarter six months ended June 30, 2024 compared to 9.5% in 10.0% for the comparative quarter six months ended June 30, 2023.

Comprehensive income attributable to Enstar for the three six months ended March 31, 2024 June 30, 2024 was \$100 million \$242 million as compared to \$239 million \$277 million in the comparative quarter. The first quarter period. Year to date 2024 comprehensive income was primarily due to net income of \$128 million partially offset by \$264 million and

unrealized losses on fixed maturities, AFS, net of reclassification adjustments **excluding foreign exchange of \$27 million** \$9 million. The unrealized losses on our fixed maturities, AFS, combined with our favorable investment **results, return**, described above, contributed to a net favorable Annualized TIR of **4.9% 5.0%** for the **three** **six** months ended **March 31, 2024** June 30, 2024, in comparison to **an** Annualized TIR of **9.5% 6.1%** in the comparative quarter.

BVPS and FDBVPS* increased by 1.7% and 1.4%, respectively, from December 31, 2023 to March 31, 2024, primarily due to comprehensive income attributable to Enstar for the quarter ended which contributed to both BVPS and FDBVPS* period.

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BVPS and Fully Diluted BVPS* increased by 4.5% and 4.2%, respectively, from December 31, 2023 to June 30, 2024, primarily due to comprehensive income attributable to Enstar for the six months ended June 30, 2024, which contributed 4.8% to both BVPS and Fully Diluted BVPS*.

The cumulative unrealized loss and fair value changes in our fixed maturities portfolio and funds held was **\$789 million** \$803 million as of **March 31, 2024** June 30, 2024, which has adversely impacted BVPS by **\$53.82** \$54.76 per share and **FDBVPS* Fully Diluted BVPS*** by **\$52.61** \$53.53 per share, share as of June 30, 2024. This compares to **\$994 million** \$1.05 billion of cumulative unrealized loss and fair value changes in our fixed maturities portfolio and funds held as of **March 31, 2023** June 30, 2023.

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

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Item 2 | Management's Discussion and Analysis | Key Performance Measures

Overall Measures of Performance

BVPS and Fully Diluted BVPS*

BVPS and Fully Diluted BVPS* increased by **1.7% 4.5%** and **1.4% 4.2%**, respectively, from December 31, 2023 to **March 31, 2024** June 30, 2024, primarily as a result of comprehensive income attributable to Enstar of **\$100 million** \$242 million. The cumulative unrealized loss and fair value changes in our fixed maturities portfolio and funds held was **\$789 million** \$803 million as of **March 31, 2024** June 30, 2024, which adversely impacted BVPS by **\$53.82** \$54.76 per share and **FDBVPS* by \$52.61** \$53.53 per share.

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Item 2 | Management's Discussion and Analysis | Key Performance Measures

ROE and Adjusted ROE*

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Three and Six Months Ended **March 31, 2024** June 30, 2024 versus 2023: ROE decreased increased by **7.1** 2.0 pp for the three months ended March 31, 2024 primarily due to:

- 1 June 30, 2024 and decreased other income, comprised primarily by 5.1 pp for the six months ended June 30, 2024 compared to 2023. The key drivers of the gain recognized on the novation of the Enhanced Re reinsurance closed block of life annuity policies in the comparative quarter, which contributed 6.3 pp to the decrease in ROE;
- 1 fair value changes in trading securities, funds held and other investments which contributed 2.9 pp to the decrease in ROE; ROE are as follows:

These factors were partially offset by:

	Three Months Ended			ROE pp change
	June 30, 2024		June 30, 2023	
	(in millions of U.S. dollars)			
Net investment income	\$ 155	\$ 172	\$ (17)	(0.4)%
Fair value changes on fixed maturities	(26)	(64)	38	0.9 %

Fair value changes on other investments, including equities	112	62	50	1.1 %
Prior period net incurred losses and LAE	62	10	52	1.2 %
General and administrative expenses	(98)	(85)	(13)	(0.3)%
Loss (income) from equity method investments	(8)	14	(22)	(0.5)%
Other	(71)	(88)	17	— %
Total change in ROE			105	2.0 %
Opening Equity	\$ 5,122	\$ 4,367		

iii. increased favorable prior period development, or RLE, which offset the decrease in ROE by 0.3 pp; and

iv. decreased net income attributable to noncontrolling interests, which offset the decrease in ROE by 1.9 pp.

	Six Months Ended				ROE Impact	
	June 30, 2024		June 30, 2023			
	(in millions of U.S. dollars)					
Net investment income	\$ 315	\$ 328	\$ (13)		(0.3)%	
Fair value changes on fixed maturities	(45)	(5)	(40)		(0.9)%	
Other (expense) income (primarily related to Enhanced Re novation)	(1)	282	(283)		(6.3)%	
Prior period net incurred losses and LAE	86	20	66		1.5 %	
Amortization of deferred charge assets	(59)	(41)	(18)		(0.4)%	
General and administrative expenses	(185)	(174)	(11)		(0.2)%	
Loss (income) from equity method investments	(13)	25	(38)		(0.9)%	
Net income attributable to noncontrolling interests	(1)	(95)	94		2.1 %	
Other	148	105	43		0.3 %	
Total change in ROE					(5.1)%	
Opening Equity	\$ 5,025	\$ 4,464				

Adjusted ROE* **decreased** increased by **4.2** 0.8 pp for the three months ended **March 31, 2024** June 30, 2024 and decreased 3.0 pp for the six months ended June 30, 2024, as **which** excludes the impact of net realized losses and **changes in the fair value of** **changes on** **fixed maturities**, maturities and funds held.

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

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Item 2 | Management's Discussion and Analysis | Consolidated Results of Operations

We discuss the results of our operations by aggregating certain captions from our unaudited condensed consolidated statements of operations, as we believe it provides a more meaningful view of our results and eliminates repetition that would arise if captions were discussed on an individual basis.

In order to facilitate analysis, we have grouped the discussion into the following captions:

- **Technical results:** includes net premiums earned, net incurred losses and LAE and acquisition costs.
- **Investment results:** includes net investment income, net realized (losses) gains, fair value changes in trading securities, funds held and other investments, unrealized (losses) gains on fixed maturities, AFS (recorded through the unaudited condensed consolidated statements of other comprehensive income) and income (losses) from equity method investments.
- **General and administrative results:** includes general and administrative expenses.

Technical Results

Our strategy is focused on effectively managing (re)insurance portfolios underwritten in previous years that we assume through our provision of capital release solutions and acquisition of portfolios and businesses in run-off.

Net premiums earned and the associated current period net incurred losses and LAE and acquisition costs are the result of the recognition of unearned premiums from transactions completed in recent years.

Premiums earned in the Run-off segment are generally offset by the related current period net incurred losses and LAE and acquisition costs.

The components of technical results are as follows:

	Three Months Ended March 31,
	Three Months Ended March 31,
	Three Months Ended March 31,
	Three Months Ended June 30,
	Three Months Ended June 30,
	Three Months Ended June 30,
	2024
	2024
	2024
	Run-off
	Run-off
	Run-off
	(in millions of U.S. dollars)
	(in millions of U.S. dollars)
	(in millions of U.S. dollars)

Net premiums earned
 Net premiums earned
 Net premiums earned
 Net incurred losses and LAE:
 Net incurred losses and LAE:
 Net incurred losses and LAE:
 Current period
 Current period
 Current period
 Prior periods
 Prior periods
 Prior periods
 Total net incurred losses and LAE
 Total net incurred losses and LAE
 Total net incurred losses and LAE
 Acquisition costs
 Acquisition costs
 Acquisition costs
 Technical results
 Technical results
 Technical results

	Six Months Ended June 30,					
	2024			2023		
	Run-off	Corporate and other	Total	Run-off	Corporate and other	Total
(in millions of U.S. dollars)						
Net premiums earned	\$ 16	\$ —	\$ 16	\$ 15	\$ —	\$ 15
Net incurred losses and LAE:						
Current period	9	—	9	13	—	13
Prior periods	(87)	1	(86)	(41)	21	(20)
Total net incurred losses and LAE	(78)	1	(77)	(28)	21	(7)
Acquisition costs	2	—	2	6	—	6
Technical results	\$ 92	\$ (1)	\$ 91	\$ 37	\$ (21)	\$ 16

Prior Periods - RLE - Three and Six Months Ended March 31, 2024 June 30, 2024 and 2023

The following tables summarize RLE, RLE %, Adjusted RLE* and Adjusted RLE %* by acquisition year for the three months ended **March 31, 2024** **June 30, 2024** and 2023, which management believes is useful in measuring and monitoring performance of our claims management activity on the portfolios that we have acquired. This permits comparability between acquisition years of different loss reserve volumes.

Refer to the table below for a summary of RLE, RLE %, Adjusted RLE* and Adjusted RLE %* for the three months ended **March 31, 2024** **June 30, 2024**:

Acquisition Year	Three Months Ended March 31, 2024			Three Months Ended June 30, 2024		
	RLE		RLE		Adjusted RLE*	
	(in millions of U.S. dollars)		(in millions of U.S. dollars)		(in millions of U.S. dollars)	
2014 and prior						
2015						
2015						
2015						
2016						
2016						
2016						
2017						
2017						
2018						
2018						
2018						
2019						
2019						
2019						
2020						
2020						
2021						
2021						
2022						
2022						
2023						
2023						
2023						
2024						
2024						
2024						

Total
Total
Total

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

Three Months Ended March 31, 2024 June 30, 2024:

Our RLE % was 0.2% 0.6% for the three months ended March 31, 2024 June 30, 2024, as favorable reductions in estimates of net ultimate losses, reductions in provisions for ULAE and net favorable changes in the fair value of liabilities for which we have elected the fair value option were partially offset by amortization of fair value adjustments.

Acquisition years 2021 and 2022 provided most of the favorable results for the period, driven by our construction defect line of business after assuming active claims management, as well as our professional indemnity/directors and officers, workers' compensation and general casualty lines of business, as a result of favorable claims experience. Partially offsetting this, acquisition years 2020 and prior were Acquisition year 2023 was unfavorably impacted by increased settlement activity adverse development in our professional indemnity/directors and officers line of business, partially offset by favorable developments in the general casualty, casualty line of business.

Our Adjusted RLE %* was marginally impacted by the net reduction in estimates exclusion of net ultimate losses and reductions in provisions for ULAE. It also excludes the impact of the changes in the discount rate upon the fair value of liabilities where we have elected the fair value option and the amortization of fair value adjustments relating to purchased subsidiaries. It is also impacted by the change in estimate of net ultimate liabilities and reduction in estimated future expenses of our defendant A&E liabilities.

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Refer to the table below for a summary of RLE, RLE %, Adjusted RLE* and Adjusted RLE %* for the three months ended March 31, 2023 June 30, 2023:

Acquisition Year	Three Months Ended March 31, 2023		Three Months Ended June 30, 2023	
	RLE	RLE	Adjusted RLE*	RLE
	(in millions of U.S. dollars)	(in millions of U.S. dollars)	(in millions of U.S. dollars)	(in millions of U.S. dollars)
2014 and prior				
2015				
2015				
2016				
2016				
2017				
2017				
2018				
2018				
2019				
2019				
2019				
2020				
2020				
2020				
2021				

2021
2021
2022
2022
2022
2023
2023
2023
Total
Total
Total
Total

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

Three Months Ended **March 31, 2023** **June 30, 2023**:

Our RLE % was almost flat insignificant for the three months ended **March 31, 2023** **June 30, 2023**, as favorable reductions in estimates of net ultimate losses and reductions in provisions for ULAE were largely offset by unfavorable changes in the fair value of liabilities for which we have elected the fair value option. option were largely offset by amortization of fair value adjustments.

Unfavorable RLE in Acquisition year 2017 provided favorable results for the 2017 and 2018 acquisition years was period, predominantly driven predominantly by an increase a reduction in the fair value of liabilities for which we have elected the fair value option. option, partially offset by an adjustment to reclassify the changes in net incurred losses and LAE relating to our credit risk. Acquisition year 2018 was 2021 also adversely impacted provided favorable results for the period, driven by adverse to expected favorable claims experience on certain in our workers' compensation line of our general casualty portfolios.

Favorable business. Adverse RLE in the 2020 2022 acquisition year was driven by an increase in ULAE provisions as a release result of \$10 million relating to COVID-19 exposures assuming active claims management control on our general casualty line of business.

Favorable RLE in the 2021 acquisition year was driven by continued favorable claims experience to expected on our workers' compensation line of business. 2022 LPT transaction with Argo.

Our Adjusted RLE %* was positively marginally impacted by the net reduction in estimates exclusion of net ultimate losses and the reduction in provisions for ULAE relating to the Run-off segment. It excludes the impact of the changes in the discount rate upon the fair value of liabilities where we have elected the fair value option and the amortization of fair value adjustments relating to purchased subsidiaries. It is also impacted by the change in estimate of net ultimate liabilities and reduction in estimated future expenses of our defendant A&E liabilities.

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Six Months Ended **June 30, 2024**:

Acquisition Year	Six Months Ended June 30, 2024					
	RLE			Adjusted RLE*		
	RLE / PPD	Average net loss reserves	RLE %	Adjusted RLE / PPD*	Average adjusted net loss reserves*	Adjusted RLE %*
(in millions of U.S. dollars)						
2014 and prior	\$ (10)	\$ 1,249	\$ 3	\$ 904		
2015	1	409	1	234		
2016	10	567	10	628		
2017	1	559	(6)	773		
2018	(10)	749	(8)	601		
2019	(1)	639	—	1,428		
2020	(12)	1,656	(12)	356		
2021	62	2,484	56	3,146		
2022	50	1,738	50	2,076		
2023	(5)	854	(5)	1,650		
2024	—	148	—	148		

Total	\$ 86	\$ 11,052	0.8 %	\$ 89	\$ 11,944	0.7 %
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*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

Our RLE % was 0.8% for the six months ended June 30, 2024, as favorable reductions in estimates of net ultimate losses, reductions in provisions for ULAE and net favorable changes in the fair value of liabilities for which we have elected the fair value option, partially offset by amortization of fair value adjustments.

Acquisition years 2021 and 2022 provided most of the favorable results for the period, driven by our professional indemnity/directors and officers, construction defect, general casualty and workers' compensation lines of business, as a result of favorable claims experience. Partially offsetting this, acquisition years 2020, 2018 and 2014 and prior were unfavorably impacted by increased settlement activity in the general casualty line of business.

Our Adjusted RLE %* was negatively impacted by the exclusion of the impact of the changes in the discount rate upon the fair value of liabilities where we have elected the fair value option and the amortization of fair value adjustments relating to purchased subsidiaries. It is also impacted by the change in estimate of net ultimate liabilities and reduction in estimated future expenses of our defendant A&E liabilities.

Six Months Ended June 30, 2023:

Acquisition Year	Six Months Ended June 30, 2023					
	RLE		Adjusted RLE*			
	RLE / PPD	Average net loss reserves	RLE %	Adjusted RLE / PPD*	Average adjusted net loss reserves*	Adjusted RLE %*
(in millions of U.S. dollars)						
2014 and prior	\$ 5	\$ 1,434	\$ 3	\$ 944		
2015	3	277	4	295		
2016	1	675	3	743		
2017	(1)	556	2	797		
2018	(10)	720	3	809		
2019	1	1,029	1	1,555		
2020	14	529	14	531		
2021	17	3,360	24	3,842		
2022	(10)	2,974	(10)	2,981		
2023	—	921	—	921		
Total	\$ 20	\$ 12,475	0.2 %	\$ 13,418		0.3 %

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

Our RLE % was insignificant for the six months ended June 30, 2023, as favorable reductions in estimates of net ultimate losses and reductions in provisions for ULAE were largely offset by net unfavorable changes in the fair value of liabilities for which we have elected the fair value option and amortization of fair value adjustments.

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Acquisition year 2020 provided favorable results primarily driven by a release of \$10 million relating to COVID-19 exposures on our general casualty line of business. Acquisition year 2021 also provided favorable results, driven by continued favorable claims experience on our workers' compensation line of business.

Acquisition years 2017, and 2018 were unfavorably impacted by an increase in the fair value of liabilities for which we have elected the fair value option. Acquisition year 2022 was unfavorably impacted by an increase in ULAE provisions as a result of assuming active claims management control on the 2022 LPT transaction with Argo, partially offset by a reduction in provisions for ULAE in accordance with our run-off operations.

Our Adjusted RLE %* was positively impacted by the exclusion of the impact of the changes in the discount rate upon the fair value of liabilities where we have elected the fair value option and the amortization of fair value adjustments relating to purchased subsidiaries. It is also impacted by the change in estimate of net ultimate liabilities and reduction in estimated future expenses of our defendant A&E liabilities.

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

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Investment Results

We strive to structure our investment holdings and the duration of our investments in a manner that recognizes our liquidity needs, including our obligation to pay losses and LAE liabilities.

The components of our investment results split between our fixed income assets (which includes our short-term and fixed maturities classified as trading and AFS, funds held, cash and cash equivalents and restricted cash and cash equivalents, collectively our "Fixed Income" assets) and other investments (which includes equities and equity method investments, collectively our "Other Investments") for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023 are as follows:

	Three Months Ended March 31,						Three Months Ended June 30,					
	2024			2024			2023			2024		
	Fixed Income	Other Investments	Total	Fixed Income	Other Investments	Total	Fixed Income	Other Investments	Total	Fixed Income	Other Investments	Total
(in millions of U.S. dollars)												
Net investment income												
Net realized losses												
Fair value changes in trading securities, funds held and other investments												
(Loss) income from equity method investments												
Other comprehensive income:												
Unrealized (losses) gains on fixed maturities, AFS, net of reclassification adjustments, excluding foreign exchange												
Unrealized (losses) gains on fixed maturities, AFS, net of reclassification adjustments, excluding foreign exchange												
Unrealized (losses) gains on fixed maturities, AFS, net of reclassification adjustments, excluding foreign exchange												
Unrealized gains (losses) on fixed maturities, AFS, net of reclassification adjustments, excluding foreign exchange												
Unrealized gains (losses) on fixed maturities, AFS, net of reclassification adjustments, excluding foreign exchange												
Unrealized gains (losses) on fixed maturities, AFS, net of reclassification adjustments, excluding foreign exchange												
TIR (\$)												
Annualized												
Annualized TIR %	TIR %	3.2 %	9.5 %	4.9 %	7.6 %	14.7 %	9.5 %	TIR %	3.3 %	9.6 %	5.2 %	1.1 %
Annualized												
Annualized												
Adjusted												
Adjusted												
Adjusted TIR %*	TIR %*	4.1 %	9.5 %	5.5 %	3.5 %	14.7 %	6.3 %	TIR %*	4.1 %	9.6 %	5.6 %	4.1 %
Adjusted												
Adjusted TIR %*												
3.0 %												

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

	Six Months Ended June 30,									
	2024			2023						
	Fixed Income	Other Investments	Total	Fixed Income	Other Investments	Total	(in millions of U.S. dollars)			
Net investment income	\$ 276	\$ 39	\$ 315	\$ 281	\$ 47	\$ 328				
Net realized losses	(15)	—	(15)	(43)	—	(43)				
Fair value changes in trading securities, funds held and other investments	(45)	216	171	(5)	209	204				
(Loss) income from equity method investments	—	(13)	(13)	—	25	25				
Other comprehensive income:										
Unrealized (losses) gains on fixed maturities, AFS, net of reclassification adjustments, excluding foreign exchange	(9)	—	(9)	65	—	65				
TIR (\$)	\$ 207	\$ 242	\$ 449	\$ 298	\$ 281	\$ 579				
Annualized TIR %	3.2 %	9.6 %	5.0 %	4.3 %	11.5 %	6.1 %				
Annualized Adjusted TIR %*	4.1 %	9.6 %	5.6 %	3.7 %	11.5 %	5.6 %				

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measure.

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Net Investment Income

The below chart is charts are in millions of U.S. dollars.

20208

Three Months Ended March 31, 2024 June 30, 2024 versus 2023: Net investment income increased decreased primarily due to:

- an increase overall reduction in our annualized investments and funds held assets as a result of claims payments which outpaced new business relative to the periods; and
- higher investment book yield of 78 basis points expenses primarily due to a combination of investment of new premium and reinvestment of fixed maturities at higher yields and the impact of rising interest rates on the \$3.1 billion of our fixed maturities that are subject to floating interest rates. Our floating rate investments generated net increased performance fees.

Six Months Ended June 30, 2024 versus 2023: Net investment income decreased primarily due to:

- an overall reduction in investments and funds held assets as a result of \$58 million, an increase of \$2 million in comparison claims payments which outpaced new business relative to the prior period periods;
- a decrease in dividend income earned on our publicly traded equities; and
- higher investment expenses primarily due to increased performance fees.

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Fair Value Changes, Net Realized Losses and Unrealized (Losses) Gains included in Comprehensive Income

The below chart is charts are in millions of U.S. dollars.

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Three Months Ended March 31, 2024 June 30, 2024 versus 2023: The net reduction increase of \$208 million \$129 million when comparing the aggregate of fair value changes, realized losses and unrealized gains (losses) gains on fixed maturities, AFS for the three months ended March 31, 2024 June 30, 2024 to the comparative quarter was the result of:

- a decrease in the aggregate of realized losses and losses from fair value changes in trading securities and funds held of \$54 million, primarily as a result of comparatively less significant increase in interest rates across U.S., U.K. and European markets for the three months ended June 30, 2024 relative to the comparative quarter;

- net unrealized gains on fixed income securities, AFS of \$3 million in the current quarter compared to net unrealized losses of \$22 million in the comparative quarter primarily driven by significant increases in interest rates in the comparative quarter;
- an increase in the gain from fair value changes in other investments, including equities of \$50 million, primarily driven by a favorable variance in relation to embedded derivatives pertaining to assets backing one of our LPT portfolios and increases in the gains for our CLO equities, hedge funds, private equity funds, privately held equities, and infrastructure. This is partially offset by decreases in the gain from publicly traded equities, fixed income funds, and real estate.

Six Months Ended June 30, 2024 versus 2023: The net decrease of \$79 million when comparing the aggregate of fair value changes, realized losses and unrealized gains (losses) on fixed maturities, AFS for the six months ended June 30, 2024 to the comparative period was the result of:

- an increase in the current period overall loss aggregate of net realized losses and losses from the total of fair value changes realized losses on trading securities and unrealized losses, AFS on fixed maturities funds held of \$37 million \$12 million, compared to the overall gain from the comparative quarter as a result of \$128 million. The variance of \$165 million was primarily driven by comparatively more significant increases in interest rates across U.S., U.K. and European markets in the current period, in comparison to decreases in interest rates in the prior U.S. as well as comparatively less significant tightening of credit spreads during the six months ended June 30, 2024 relative to the comparative period; and
- net unrealized losses on fixed income securities, AFS of \$9 million in the current period gain from fair value changes on other investments, including equities, of \$104 million, compared to \$147 million net unrealized gains of \$65 million in the comparative period. The decrease of \$43 million was period, primarily driven by interest rate rises in the current period; as partially offset by;
- a decrease an increase in the gain on fair value change in changes from other investments, including equities, of \$18 million for the three months ended March 31, 2024 \$7 million, primarily driven by our privately held equities, CLO equities, hedge funds, and private equity funds relative to the comparative period, partially offset by decreased gains on publicly traded equities, private debt, and real estate, and an unfavorable variance in the fair value change of an embedded derivative in relation to the Aspen LPT, partially offset by increases in the fair value change related to CLO equity funds, private equity funds and high yield bond and loan funds relative to the comparative quarter; and
 - a decrease in the gain in fair value changes in equities of \$16 million for the three months ended March 31, 2024, largely as a result of the reduced amount of equities within the investment portfolio relative to the comparative quarter.

(Loss) income from equity method investments

The below chart is in millions of U.S. dollars.

2346

Three Months Ended March 31, 2024 versus 2023: The unfavorable movement in income from equity method investments of \$16 million was primarily due to a \$29 million increase in the loss from our investment in Monument Re, partially offset by an increase in our income from our investment in Core Specialty of \$15 million. LPT.

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(Loss) income from equity method investments

The below charts are in millions of U.S. dollars.

1881895

Three Months Ended June 30, 2024 versus 2023: The variance of \$22 million is driven by losses from our investment in Monument Re of \$16 million for the three months ended June 30, 2024 compared to income in the comparative quarter of \$5 million.

Six Months Ended June 30, 2024 versus 2023: The variance of \$38 million is driven by losses from our investment in Monument Re of \$46 million for the six months ended June 30, 2024 compared to income in the comparative year of \$4 million. This is partially offset by an increase in income from our investment in Core Specialty of \$16 million.

Investable Assets

Investable assets and adjusted investable assets* decreased by 3.1% 4.8% and 2.6% 4.2%, respectively, from December 31, 2023 to March 31, 2024 June 30, 2024, primarily due to the impact of net paid losses, partially offset by investment income and the fair value change in our fixed maturities.

*Non-GAAP measure; refer to "Non-GAAP Financial Measures" section for reconciliation to the applicable GAAP financial measures.

Duration and average credit rating on fixed maturities, cash and cash equivalents and fixed maturities included in funds held - directly managed

The fair value, duration and average credit rating of investments (all attributable to our Run-off segment) is as follows:

March 31, 2024				December 31, 2023				March 31, 2024				December 31, 2023			
Fair Value (\$) ⁽¹⁾	Fair Value (\$) ⁽¹⁾	Average Duration (in years) ⁽²⁾	Average Credit Rating ⁽³⁾	Fair Value (\$) ⁽¹⁾	Average Duration (in years) ⁽²⁾	Average Credit Rating ⁽³⁾	Fair Value (\$) ⁽¹⁾	Average Duration (in years) ⁽²⁾	Average Credit Rating ⁽³⁾	Fair Value (\$) ⁽¹⁾	Average Duration (in years) ⁽²⁾	Average Credit Rating ⁽³⁾			
Total															

Total																
Total	\$9,733	3.91	3.91	A+	\$10,320	4.04	4.04	A+	\$9,384	3.90	3.90	A+	\$10,320	4.04	4.04	A+

(1) The fair value by segment of our fixed maturities, cash and cash equivalents and fixed maturities included in funds held-directly managed portfolios does not include the carrying value of cash and cash equivalents within our funds held-directly managed portfolios.

(2) The average duration calculation includes cash and cash equivalents, short-term investments and fixed maturities, as well as the fixed maturities and cash and cash equivalents within our funds held-directly managed portfolios.

(3) The average credit rating calculation includes cash and cash equivalents, short-term investments, fixed maturities and the fixed maturities within our funds held - directly managed portfolios.

The overall decrease in the balance of our fixed maturities and cash and cash equivalents of **\$587 million** **\$936 million** when comparing **March 31, 2024** **June 30, 2024** to December 31, 2023 was primarily driven by the impact of net paid **losses**, **losses** which outpaced new business for the period.

As of both **March 31, 2024** **June 30, 2024** and December 31, 2023, our fixed maturities and cash and cash equivalents had an average credit quality rating of A+ .

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, our fixed maturities that were non-investment grade (i.e. rated lower than BBB- and non-rated securities) comprised **\$506** **\$497** million, or **5.6%** **5.8%**, and \$456 million, or 4.8%, of our total fixed maturities portfolio, respectively.

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General and Administrative Expenses for the Three and Six Months Ended **March 31, 2024** **June 30, 2024** and 2023

The below chart is in millions of U.S. dollars.

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Three Months Ended March 31, 2024 **June 30, 2024** versus 2023: The \$2 million decrease in general and administrative expenses **\$13 million** increase was primarily driven by a decrease in lower professional higher legal fees and salaries and benefits expenses due to prior period bonus accrual releases, inflation and other staff costs. This is partially offset by increases decreases in other general and administrative expenses.

4

Six Months Ended June 30, 2024 versus 2023: The \$11 million increase was primarily driven by higher salaries and benefits expenses due to inflationary rises and other expenses, prior year bonus releases.

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Item 2 | Management's Discussion and Analysis | Non-GAAP Financial Measures

Non-GAAP Financial Measures

In addition to our key financial measures presented in accordance with GAAP, we present other non-GAAP financial measures that we use to manage our business, compare our performance against prior periods and against our peers, and as performance measures in our incentive compensation program.

These non-GAAP financial measures provide an additional view of our operational performance over the long-term and provide the opportunity to analyze our results in a way that is more aligned with the manner in which our management measures our underlying performance.

The presentation of these non-GAAP financial measures, which may be defined and calculated differently by other companies, is used to enhance the understanding of certain aspects of our financial performance. It is not meant to be considered in isolation, superior to, or as a substitute for the directly comparable financial measures prepared in accordance with GAAP.

Some of the adjustments reflected in our non-GAAP measures are recurring items, such as the exclusion of adjustments to net realized (gains)/losses and fair value changes on fixed maturity investments recognized in our statements of operations, the fair value of certain of our loss reserve liabilities for which we have elected the fair value option, and the amortization of fair value adjustments.

Management makes these adjustments in assessing our performance so that the changes in fair value due to interest rate movements, which are applied to some but not all of our assets and liabilities as a result of preexisting accounting elections, do not impair comparability across reporting periods.

It is important for the readers of our periodic filings to understand that these items will recur from period to period.

However, we exclude these items for the purpose of presenting a comparable view across reporting periods of the impact of our underlying claims management and investments without the effect of interest rate fluctuations on assets that we anticipate to hold to maturity and non-cash changes to the fair value of our reserves.

Similarly, our non-GAAP measures reflect the exclusion of certain items that we deem to be nonrecurring, unusual or infrequent when the nature of the charge or gain is such that it is not reasonably likely that such item may recur within two years, nor was there a similar charge or gain in the preceding two years. This includes adjustments related to bargain purchase gains on acquisitions of businesses, net gains or losses on sales of subsidiaries, net assets of held for sale or disposed subsidiaries classified as discontinued operations and other items that we separately disclose.

The following table presents more information on each non-GAAP measure. The results and GAAP reconciliations for these measures are set forth further below.

Non-GAAP Measure	Definition	Purpose of Non-GAAP Measure over GAAP Measure
<u>Fully diluted book value per ordinary share</u>	<p>Total Enstar ordinary shareholders' equity</p> <p>Divided by</p> <p>Number of ordinary shares outstanding, adjusted for:</p> <p><i>-the ultimate effect of any dilutive securities (which include restricted shares, restricted share units, directors' restricted share units and performance share units) on the number of ordinary shares outstanding</i></p>	<p>Increases the number of ordinary shares to reflect the exercise of equity awards granted but not yet vested as, over the long term, this presents both management and investors with a more economically accurate measure of the realizable value of shareholder returns by factoring in the impact of share dilution.</p> <p>We use this non-GAAP measure in our incentive compensation program.</p>

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Item 2 | Management's Discussion and Analysis | Non-GAAP Financial Measures

Non-GAAP Measure	Definition	Purpose of Non-GAAP Measure over GAAP Measure
<u>Adjusted return on equity (%)</u>	Adjusted operating income (loss) attributable to Enstar ordinary shareholders divided by adjusted opening Enstar ordinary shareholder's equity	Calculating the operating income (loss) as a percentage of our adjusted opening Enstar ordinary shareholders' equity provides a more consistent measure of the performance of our business by enabling comparison between the financial periods presented.
Adjusted operating income (loss) attributable to Enstar ordinary shareholders (numerator)	Net income (loss) attributable to Enstar ordinary shareholders, adjusted for:	We eliminate the impact of fair value changes and net realized (gains) losses on fixed maturities and funds held-directly managed and the change in fair value of insurance contracts for which we have elected the fair value option, as:
	<p><i>-fair value changes and net realized (gains) losses on fixed maturities and funds held-directly managed,</i></p> <p><i>-change in fair value of insurance contracts for which we have elected the fair value option (1),</i></p> <p><i>-amortization of fair value adjustments,</i></p> <p><i>-net gain/loss on purchase and sales of subsidiaries (if any),</i></p> <p><i>-net income from discontinued operations (if any),</i></p> <p><i>-tax effects of adjustments, and</i></p> <p><i>-adjustments attributable to noncontrolling interests</i></p>	<ul style="list-style-type: none"> we typically hold most of our fixed maturities until the earlier of maturity or the time that they are used to fund any settlement of related liabilities which are generally recorded at cost; and removing the fair value option improves comparability since there are limited acquisition years for which we elected the fair value option. <p>Therefore, we believe that excluding their impact on our net income improves comparability of our core operational performance across periods.</p>
Adjusted opening Enstar ordinary shareholders' equity (denominator)	Opening Enstar ordinary shareholders' equity, less:	We include fair value adjustments as non-GAAP adjustments to the adjusted operating income (loss) attributable to Enstar ordinary shareholders as they are non-cash charges that are not reflective of the impact of our claims management strategies on our loss portfolios.
	<p><i>-fair value changes on fixed maturities and funds held-directly managed,</i></p> <p><i>-fair value of insurance contracts for which we have elected the fair value option (1),</i></p> <p><i>-fair value adjustments, and</i></p> <p><i>-net assets of held for sale or disposed subsidiaries classified as discontinued operations (if any)</i></p>	We eliminate the net gain (loss) on the purchase and sales of subsidiaries and net income from discontinued operations, as these items are not indicative of our ongoing operations.
		We use this non-GAAP measure in our incentive compensation program.

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Item 2 | Management's Discussion and Analysis | Non-GAAP Financial Measures

Non-GAAP Measure	Definition	Purpose of Non-GAAP Measure over GAAP Measure
<u>Adjusted run-off liability earnings (%)</u>	Adjusted PPD divided by average adjusted net loss reserves.	Calculating the RLE as a percentage of our adjusted average net loss reserves provides a more meaningful and comparable measurement of the impact of our claims management strategies on our loss portfolios across acquisition years and also to our overall financial periods.
Adjusted prior period development (numerator)	Prior period net incurred losses and LAE, adjusted to: <i>Remove:</i> -Legacy Underwriting ⁽²⁾ operations -amortization of fair value adjustments, -change in fair value of insurance contracts for which we have elected the fair value option ⁽¹⁾ , and <i>Add:</i> -the reduction/(increase) in estimates of net ultimate liabilities and reduction in estimated future expenses of our defendant A&E liabilities.	We use this measure to evaluate the impact of our claims management strategies because it provides visibility into our ability to settle our claims obligations for amounts less than our initial estimate at the point of acquiring the obligations.
Adjusted net loss reserves (denominator)	Net losses and LAE, adjusted to: <i>Remove:</i> -Legacy Underwriting ⁽²⁾ net loss reserves -current period net loss reserves -net fair value adjustments associated with the acquisition of companies, -the fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾ and <i>Add:</i> -net nominal defendant A&E liability exposures and estimated future expenses.	The following components of periodic recurring net incurred losses and LAE and net loss reserves are not considered key components of our claims management performance for the following reasons: <ul style="list-style-type: none">Prior to the settlement of the contractual arrangements, the results of our Legacy Underwriting segment were economically transferred to a third party primarily through use of reinsurance and a Capacity Lease Agreement⁽³⁾; as such, the results were not a relevant contribution to Adjusted RLE, which is designed to analyze the impact of our claims management strategies⁽²⁾;The change in fair value of insurance contracts for which we have elected the fair value option⁽¹⁾ has been removed to support comparability between the two acquisition years for which we elected the fair value option in reserves assumed and the acquisition years for which we did not make this election (specifically, this election was only made in the 2017 and 2018 acquisition years and the election of such option is irrevocable); andThe amortization of fair value adjustments are non-cash charges that obscure our trends on a consistent basis. We include our performance in managing claims and estimated future expenses on our defendant A&E liabilities because such performance is relevant to assessing our claims management strategies even though such liabilities are not included within the loss reserves.
Adjusted total investment return (%)	Adjusted total investment return (dollars) recognized in net income for the applicable period divided by period average adjusted total investable assets.	Provides a key measure of the return generated on the capital held in the business and is reflective of our investment strategy.
Adjusted total investment return (\$) (numerator)	Total investment return (dollars), adjusted for: -fair value changes in fixed maturities, trading and funds held-directly managed; and -unrealized (gains) losses on fixed maturities, AFS included within OCI, net of reclassification adjustments and excluding foreign exchange.	Provides a consistent measure of investment returns as a percentage of all assets generating investment returns.
Adjusted average aggregate total investable assets (denominator)	Total average investable assets, adjusted for: -net unrealized (gains) losses on fixed maturities, AFS included within AOCI -fair value changes on fixed maturities, trading and funds held - directly managed	We adjust our investment returns to eliminate the impact of the change in fair value of fixed maturities (both credit spreads and interest rates), as we typically hold most of these investments until the earlier of maturity or used to fund any settlement of related liabilities which are generally recorded at cost.

(1) Comprises the discount rate and risk margin components.

(2) As of January 1, 2024, not applicable. Refer to Note 24 - "Segment Information" for more detail.

(3) The reinsurance contractual arrangements (including the Capacity Lease Agreement) described in Note 6 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2023 were settled during the second quarter of 2023, and we did not record any transactions in the Legacy Underwriting segment in 2023.

Item 2 | Management's Discussion and Analysis | Non-GAAP Financial Measures

Reconciliation of GAAP to Non-GAAP Measures

The table below presents a reconciliation of BVPS to Fully Diluted BVPS*:

March 31, 2024		December 31, 2023		June 30, 2024		December 31, 2023		March 31, 2024		December 31, 2023		
Equity (1)	Equity (1)	Ordinary Shares	Per Share Amount	Equity (1)	Ordinary Shares	Per Share Amount	Equity (1)	Ordinary Shares	Per Share Amount	Equity (1)	Ordinary Shares	Per Share Amount

(in millions of U.S. dollars, except share and per share data)

Book value per ordinary share

Non-GAAP adjustment:

Share-based compensation plans
Share-based compensation plans
Share-based compensation plans

Fully diluted book value per ordinary share*

Fully diluted book value per ordinary share*

Fully diluted book value per ordinary share*

(1) Equity comprises Enstar ordinary shareholders' equity, which is calculated as Enstar shareholders' equity less preferred shares (\$510 million) prior to any non-GAAP adjustments.

The table below presents a reconciliation of ROE to Adjusted ROE* and Annualized ROE to Annualized Adjusted ROE*:

	Three Months Ended									
	March 31, 2024			March 31, 2023						
	June 30, 2024			June 30, 2023						
	Net income (loss) ⁽¹⁾	Net income (loss) ⁽¹⁾	Opening equity ⁽¹⁾	(Adj) ROE	Annualized (Adj) ROE		Net income (loss) ⁽¹⁾	Opening equity ⁽¹⁾	(Adj) ROE	Annualized (Adj) ROE
(in millions of U.S. dollars)										
Net income/Opening equity/ROE/Annualized equity/ROE/Annualized ROE ⁽¹⁾	Net income/Opening equity/ROE/Annualized equity/ROE/Annualized ROE ⁽¹⁾	\$119	\$5,025	2.4	2.4 %	9.5 %	\$424	\$4,464	9.5	9.5 %
Non-GAAP adjustments for loss (gains):										
Net realized losses on fixed maturities, AFS ⁽²⁾ /										
Cumulative fair value changes to fixed maturities, AFS ⁽³⁾										
Net realized losses on fixed maturities, AFS ⁽²⁾ /										
Cumulative fair value changes to fixed maturities, AFS ⁽³⁾										
Net realized losses on fixed maturities, AFS ⁽²⁾ /										
Cumulative fair value changes to fixed maturities, AFS ⁽³⁾										
Fair value changes on fixed maturities, trading ⁽²⁾ / Fair value changes on fixed maturities, trading ⁽³⁾										
Fair value changes on fixed maturities, trading ⁽²⁾ / Fair value changes on fixed maturities, trading ⁽³⁾										
Fair value changes on fixed maturities, trading ⁽²⁾ / Fair value changes on fixed maturities, trading ⁽³⁾										
Fair value changes on funds held - directly managed ⁽²⁾ / Fair value changes on funds held - directly managed ⁽³⁾										
Fair value changes on funds held - directly managed ⁽²⁾ / Fair value changes on funds held - directly managed ⁽³⁾										
Fair value changes on funds held - directly managed ⁽²⁾ / Fair value changes on funds held - directly managed ⁽³⁾										

Change in fair value of insurance contracts for which we have elected the fair value option / Fair value of insurance contracts for which we have elected the fair value option (4)

Change in fair value of insurance contracts for which we have elected the fair value option / Fair value of insurance contracts for which we have elected the fair value option (4)

Change in fair value of insurance contracts for which we have elected the fair value option / Fair value of insurance contracts for which we have elected the fair value option (4)

Amortization of fair value adjustments / Fair value adjustments

Amortization of fair value adjustments / Fair value adjustments

Amortization of fair value adjustments / Fair value adjustments

Tax effects of adjustments (5)

Tax effects of adjustments (5)

Tax effects of adjustments (5)

Adjustments attributable to noncontrolling interests (6)

Adjustments attributable to noncontrolling interests (6)

Adjustments attributable to noncontrolling interests (6)

Adjusted net income (loss)/Adjusted opening equity/Adjusted ROE/Annualized adjusted ROE*

Adjusted net income (loss)/Adjusted opening equity/Adjusted ROE/Annualized adjusted ROE*

Adjusted net income (loss)/Adjusted opening equity/Adjusted ROE/Annualized adjusted ROE*

Adjusted net income /Adjusted opening equity/Adjusted ROE/Annualized adjusted ROE*

Adjusted net income /Adjusted opening equity/Adjusted ROE/Annualized adjusted ROE*

Adjusted net income /Adjusted opening equity/Adjusted ROE/Annualized adjusted ROE*

ROE*

\$141 **\$5,397** **2.6 %** **10.5 %** **\$401** **\$5,873** **6.8 %** **27.3 %**

Adjusted net income /Adjusted opening equity/Adjusted ROE/Annualized adjusted ROE*

Adjusted net income /Adjusted opening equity/Adjusted ROE/Annualized adjusted ROE*

Adjusted net income /Adjusted opening equity/Adjusted ROE/Annualized adjusted ROE*

ROE*

\$160 **\$5,559** **2.9 %** **11.5 %** **\$105** **\$4,962** **2.1 %** **8.5 %**

(3) Net income (loss) comprises net income (loss) attributable to Enstar ordinary shareholders, prior to any non-GAAP adjustments. Opening equity comprises Enstar ordinary shareholders' equity, which is calculated as opening Enstar shareholders' equity less preferred shares (\$510 million), prior to any non-GAAP adjustments.

(4) Net realized gains (losses) on fixed maturities, AFS are included in net realized gains (losses) in our unaudited condensed consolidated statements of operations. Fair value changes in our fixed maturities, trading and funds held - directly managed are included in fair value changes in trading securities, funds held and other investments in our unaudited condensed consolidated statements of operations.

(5) Our fixed maturities are held directly on our balance sheet and also within the "Funds held" balance.

(6) Comprises the discount rate and risk margin components.

(7) Represents an aggregation of the tax expense or benefit associated with the specific country to which the pre-tax adjustment relates, calculated at the applicable jurisdictional tax rate.

*Non-GAAP measure.

	Six Months Ended							
	June 30, 2024				June 30, 2023			
	Net income (loss) ⁽¹⁾	Opening equity (⁽²⁾)	ROE	Annualized ROE	Net income (loss) ⁽¹⁾	Opening equity (⁽²⁾)	ROE	Annualized ROE
(in millions of U.S. dollars)								
Net income/Opening equity/ROE ⁽³⁾	\$ 245	\$ 5,025	4.9 %	9.8 %	\$ 445	\$ 4,464	10.0 %	19.9 %
Non-GAAP adjustments for loss (gains):								
Net realized losses on fixed maturities, AFS ⁽²⁾ / Cumulative fair value changes to fixed maturities, AFS ⁽³⁾	15	380			43	647		
Fair value changes on fixed maturities, trading ⁽³⁾ / Fair value changes on fixed maturities, trading ⁽⁴⁾	30	234			2	400		
Fair value changes on funds held - directly managed ⁽³⁾ / Fair value changes on funds held - directly managed ⁽⁴⁾	15	111			3	780		
Change in fair value of insurance contracts for which we have elected the fair value option / Fair value of insurance contracts for which we have elected the fair value option ⁽⁵⁾	(8)	(246)			12	(294)		
Amortization of fair value adjustments / Fair value adjustments	9	(107)			9	(124)		
Tax effects of adjustments ⁽⁶⁾	(5)	—			(6)	—		
Adjustments attributable to noncontrolling interests ⁽⁷⁾	—	—			(2)	—		
Adjusted net income /Adjusted opening equity/Adjusted ROE*	\$ 301	\$ 5,397	5.6 %	11.2 %	\$ 506	\$ 5,873	8.6 %	17.2 %

⁽¹⁾ Net income (loss) comprises net income (loss) attributable to Enstar ordinary shareholders, prior to any non-GAAP adjustments. Opening equity comprises Enstar ordinary shareholders' equity, which is calculated as opening Enstar shareholders' equity less preferred shares (\$510 million), prior to any non-GAAP adjustments.

⁽²⁾ Enstar ordinary shareholders' equity as of December 31, 2022 has been retrospectively adjusted for the impact of adopting ASU 2018-12. Refer to Note 9 to our unaudited condensed consolidated financial statements for further information.

⁽³⁾ Net realized gains (losses) on fixed maturities, AFS are included in net realized gains (losses) in our unaudited condensed consolidated statements of operations. Fair value changes in our fixed maturities, trading and funds held - directly managed are included in fair value changes in trading securities, funds held and other investments in our unaudited condensed consolidated statements of operations.

⁽⁴⁾ Our fixed maturities are held directly on our balance sheet and also within the "Funds held" balance.

⁽⁵⁾ Comprises the discount rate and risk margin components.

⁽⁶⁾ Represents an aggregation of the tax expense or benefit associated with the specific country to which the pre-tax adjustment relates, calculated at the applicable jurisdictional tax rate.

⁽⁷⁾ Represents the impact of the adjustments on the net income (loss) attributable to noncontrolling interests associated with the specific subsidiaries to which the adjustments relate.

*Non-GAAP measure.

The tables below present a reconciliation of RLE to Adjusted RLE*:

	Three Months Ended		Three Months Ended		Three Months Ended		As of Three Months Ended	
	Three Months Ended	As of	Three Months Ended	As of	Three Months Ended	As of		
	March 31, 2024	March 31, 2024	December 31, 2023	March 31, 2024	March 31, 2024	March 31, 2024		
	June 30, 2024	June 30, 2024	March 31, 2024	June 30, 2024	June 30, 2024	June 30, 2024		

RLE / PPD
(in millions of U.S. dollars)
(in millions of U.S. dollars)
(in millions of U.S. dollars)

PPD/net loss reserves/RLE %

Non-GAAP adjustments for expenses (income):

Non-GAAP adjustments for expenses (income):

Non-GAAP adjustments for expenses (income):

Net loss reserves incurred in the current period

Net loss reserves incurred in the current period

Net loss reserves incurred in the current period

Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies

Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies

Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies

Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾

Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾

Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾

Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities

Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities

Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities

Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E

Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E

Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E

Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*

Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*

Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*

⁽¹⁾ Comprises the discount rate and risk margin components.

*Non-GAAP measure.

Three Months Ended	As of			Three Months Ended	As of Three Months Ended
	Three Months Ended	March 31, 2023	March 31, 2023	December 31, 2022	
RLE / PPD	(in millions of U.S. dollars)			(in millions of U.S. dollars)	(in millions of U.S. dollars)

PPD/net loss reserves/RLE %

PPD/net loss reserves/RLE %

PPD/net loss reserves/RLE %

Non-GAAP adjustments for expenses (income):

Non-GAAP adjustments for expenses (income):

Non-GAAP adjustments for expenses (income):

Net loss reserves incurred in the current period

Net loss reserves incurred in the current period

Net loss reserves incurred in the current period

Legacy Underwriting

Legacy Underwriting

Legacy Underwriting

Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies

Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies

Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies

Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾

Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾

Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾

Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities

Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities

Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities

Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E

Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E

Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E

Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*

Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*

Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*

⁽¹⁾ Comprises the discount rate and risk margin components.

*Non-GAAP measure.

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Item 2 | Management's Discussion and Analysis | Non-GAAP Financial Measures

	Six Months Ended		As of		Six Months Ended	
	June 30, 2024		December 31, 2023		June 30, 2024	
	RLE / PPD	Net loss reserves	Net loss reserves	Average net loss reserves	RLE %	
(in millions of U.S. dollars)						
PPD/net loss reserves/RLE/Annualized RLE	\$ 86	\$ 10,518	\$ 11,585	\$ 11,052	0.8 %	
Non-GAAP Adjustments:						
Net loss reserves - current period	—	(9)	—	(5)		
Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies	9	98	107	103		
Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾	(8)	253	246	250		
Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities	—	497	527	512		
Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E	2	31	33	32		
Adjusted PPD/Adjusted net loss reserves/Adjusted RLE/Annualized Adjusted RLE*	\$ 89	\$ 11,388	\$ 12,498	\$ 11,944	0.7 %	

⁽¹⁾ Comprises the discount rate and risk margin components.

*Non-GAAP measure.

	Six Months Ended		As of			Six Months Ended	
	June 30, 2023		June 30, 2023	December 31, 2022	June 30, 2023	June 30, 2023	June 30, 2023
	RLE / PPD	Net loss reserves	Net loss reserves	Average Net loss reserves	RLE %		
(in millions of U.S. dollars)							
PPD/net loss reserves/RLE/Annualized RLE	\$ 20	\$ 12,939	\$ 12,011	\$ 12,475	0.2 %		
Non-GAAP Adjustments:							
Net loss reserves - current period	—	(11)	—	(6)			
Legacy Underwriting	—	—	(139)	(70)			
Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies	9	116	124	120			
Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾	12	312	294	303			
Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities	2	550	572	561			
Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E	1	34	35	35			
Adjusted PPD/Adjusted net loss reserves/Adjusted RLE/Annualized Adjusted RLE*	\$ 44	\$ 13,940	\$ 12,897	\$ 13,418	0.3 %		

⁽¹⁾ Comprises the discount rate and risk margin components.

*Non-GAAP measure.

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Item 2 | Management's Discussion and Analysis | Non-GAAP Financial Measures

The tables below present a reconciliation of our Annualized TIR to our Annualized Adjusted TIR*:

	Three Months Ended						March 31,						June 30,					
	2024			2024			2023			2024			2023			2023		
	Fixed Income	Fixed Income	Other Investments	Fixed Income	Other Investments	Total												
(in millions of U.S. dollars)																		(in millions of U.S. dollars)

Net investment income

Net investment income

Net investment income

Net realized losses

Fixed maturities, AFS

Fixed maturities, AFS

Fixed maturities, AFS

Net realized losses

Net realized losses

Net realized losses

Fair value changes

Fixed maturities, trading

Fixed maturities, trading

Fixed maturities, trading

Funds held

Equity securities

Other investments

Investment

derivatives

Fair value changes

(Loss) income from

equity method

investments

Other

comprehensive

income:

Unrealized (losses) gains on fixed

maturities, AFS, net of

reclassification adjustments

excluding foreign exchange

Unrealized (losses) gains on fixed

maturities, AFS, net of

reclassification adjustments

excluding foreign exchange

Unrealized (losses) gains on fixed

maturities, AFS, net of

reclassification adjustments

excluding foreign exchange

Unrealized gains (losses) on fixed

maturities, AFS, net of

reclassification adjustments

excluding foreign exchange

Unrealized gains (losses) on fixed

maturities, AFS, net of

reclassification adjustments

excluding foreign exchange

Unrealized gains (losses) on fixed

maturities, AFS, net of

reclassification adjustments

excluding foreign exchange

TIR (\$)

Non-GAAP adjustments:

Non-GAAP adjustments:

Non-GAAP adjustments:

Net realized losses (gains) on fixed maturities, AFS and fair value changes in trading and funds held - directly managed

Net realized losses (gains) on fixed maturities, AFS and fair value changes in trading and funds held - directly managed

Net realized losses (gains) on fixed maturities, AFS and fair value changes in trading and funds held - directly managed

Net unrealized losses (gains) on fixed maturities, AFS, net of reclassification adjustments excluding foreign exchange

Net unrealized
(gains) losses on
fixed maturities,
AFS, net of
reclassification
adjustments
excluding foreign
exchange

Adjusted TIR (\$)*

Total investments

Total investments

Total investments

Cash and cash
equivalents,
including restricted
cash and cash
equivalents

Total investable assets

Total investable assets

Total investable assets

Average aggregate invested
assets, at fair value (1)

Average aggregate invested
assets, at fair value (1)

Average aggregate invested
assets, at fair value (1)

	Annualized		Annualized		Annualized		Annualized		Annualized		Annualized		Annualized	
(2)	TIR % (2)	3.2 %	9.5 %	4.9 %	7.6 %	14.7 %	9.5 %	TIR % (2)	3.3 %	9.6 %	5.2 %	1.1 %	8.2 %	3.0 %

Non-GAAP

adjustment:

Net unrealized losses on fixed
maturities, AFS included within
AOCl and fair value changes on
fixed maturities, trading and funds
held - directly managed

Net unrealized losses on fixed
maturities, AFS included within
AOCl and fair value changes on
fixed maturities, trading and funds
held - directly managed

Net unrealized losses on fixed
maturities, AFS included within
AOCl and fair value changes on
fixed maturities, trading and funds
held - directly managed

Adjusted

investable assets*

Adjusted average aggregate
invested assets, at fair value* (3)

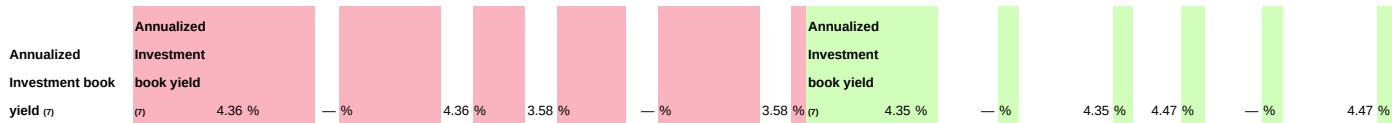
Adjusted average aggregate
invested assets, at fair value* (3)

Adjusted average aggregate
invested assets, at fair value* (3)

	Annualized		Annualized		Annualized		Annualized		Annualized		Annualized		Annualized	
Annualized	adjusted													

adjusted TIR %* (4)	TIR %* (4)	4.1 %	9.5 %	5.5 %	3.5 %	14.7 %	6.3 %	TIR %* (4)	4.1 %	9.6 %	5.6 %	4.1 %	8.2 %	5.1 %
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Annualized income
from fixed income
assets (5)
Average aggregate
fixed income assets,
at cost (5)(6)



(1) This amount is a two period average of the total investable assets, as presented above, and is comprised of amounts disclosed in our quarterly and annual U.S. GAAP consolidated financial statements.

(2) Annualized TIR % is calculated by dividing the annualized TIR (\$) by average aggregate invested assets, at fair value.

(3) This amount is a two period average of the adjusted investable assets*, as presented above.

(4) Annualized adjusted TIR %* is calculated by dividing the annualized adjusted TIR* (\$) by adjusted average aggregate invested assets, at fair value*.

(5) Fixed income assets include fixed maturities and cash and restricted cash, and funds held by reinsured companies.

(6) These amounts are a two period average of the amounts disclosed in our quarterly and annual U.S. GAAP consolidated financial statements.

(7) Annualized investment book yield % is calculated by dividing the annualized income from fixed income assets by average aggregate fixed income assets, at cost.

*Non-GAAP measure.

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Item 2 | Management's Discussion and Analysis | Non-GAAP Financial Measures

	Six Months Ended					
	June 30, 2024			June 30, 2023		
	Fixed Income	Other Investments	Total	Fixed Income	Other Investments	Total
(in millions of U.S. dollars)						
Net investment income	\$ 276	\$ 39	\$ 315	\$ 281	\$ 47	\$ 328
Net realized losses						
Fixed maturities, AFS	(15)	—	(15)	(43)	—	(43)
Net realized losses	(15)	—	(15)	(43)	—	(43)
Fair value changes						
Fixed maturities, trading	(30)	—	(30)	(2)	—	(2)
Funds held	(15)	—	(15)	(3)	—	(3)
Equity securities	—	72	72	—	92	92
Other investments	—	145	145	—	112	112
Investment derivatives	—	(1)	(1)	—	5	5
Fair value changes	(45)	216	171	(5)	209	204
(Loss) income from equity method investments	—	(13)	(13)	—	25	25
Other comprehensive income:						
Unrealized (losses) gains on fixed maturities, AFS, net of reclassification adjustments						
excluding foreign exchange	(9)	—	(9)	65	—	65
TIR (\$)	\$ 207	\$ 242	\$ 449	\$ 298	\$ 281	\$ 579
Non-GAAP adjustments:						
Net realized losses (gains) on fixed maturities, AFS and fair value changes in trading and funds held - directly managed	60	—	60	49	—	49
Net unrealized losses (gains) on fixed maturities, AFS, net of reclassification adjustments excluding foreign exchange	9	—	9	(65)	—	(65)
Adjusted TIR (\$)*	\$ 276	\$ 242	\$ 518	\$ 282	\$ 281	\$ 563
Total investments	\$ 11,453	\$ 5,170	\$ 16,623	\$ 13,228	\$ 4,805	\$ 18,033
Cash and cash equivalents, including restricted cash and cash equivalents	752	—	752	1,186	—	1,186

Total investable assets	\$ 12,205	\$ 5,170	\$ 17,375	\$ 14,414	\$ 4,805	\$ 19,219
Average aggregate invested assets, at fair value ⁽¹⁾	12,777	5,048	17,825	13,937	4,894	18,831
Annualized TIR % ⁽²⁾	3.2 %	9.6 %	5.0 %	4.3 %	11.5 %	6.1 %
Non-GAAP adjustment:						
Net unrealized losses on fixed maturities, AFS included within AOCI and fair value changes on fixed maturities, trading and funds held - directly managed	803	—	803	1,053	—	1,053
Adjusted investable assets*	\$ 13,008	\$ 5,170	\$ 18,178	\$ 15,467	\$ 4,805	\$ 20,272
Adjusted average aggregate invested assets, at fair value* ⁽³⁾	\$ 13,549	\$ 5,048	\$ 18,597	\$ 15,324	\$ 4,894	\$ 20,218
Annualized adjusted TIR %* ⁽⁴⁾	4.1 %	9.6 %	5.6 %	3.7 %	11.5 %	5.6 %
Annualized income from fixed income assets ⁽⁵⁾	588	—	588	578	—	578
Average aggregate fixed income assets, at cost ⁽⁵⁾⁽⁶⁾	13,526	—	13,526	15,294	—	15,294
Annualized Investment book yield ⁽⁷⁾	4.35 %	— %	4.35 %	3.78 %	— %	3.78 %

(1) This amount is a three period average of the total investable assets, as presented above, and is comprised of amounts disclosed in our first and second quarterly and our annual U.S. GAAP consolidated financial statements.

(2) Annualized TIR % is calculated by dividing the annualized TIR (\$) by average aggregate invested assets, at fair value.

(3) This amount is a three period average of the adjusted investable assets*, as presented above.

(4) Annualized adjusted TIR %* is calculated by dividing the annualized adjusted TIR* (\$) by adjusted average aggregate invested assets, at fair value*.

(5) Fixed income assets include fixed maturities and cash and restricted cash, and funds held by reinsured companies.

(6) These amounts are a three period average of the amounts disclosed in our first and second quarterly and our annual U.S. GAAP consolidated financial statements.

(7) Annualized investment book yield % is calculated by dividing the annualized income from fixed income assets by average aggregate fixed income assets, at cost.

*Non-GAAP measure.

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Item 2 | Management's Discussion and Analysis | Results of Operations by Segment

Results of Operations by Segment - For the Three and Six Months Ended March 31, 2024 June 30, 2024 and 2023

Effective January 1, 2024, our business is organized into two reportable segments: (i) Run-off and (ii) Investments. In addition, our Corporate and other activities, which do not qualify as an operating segment, include income and expense items that are not directly attributable to our reportable segments and activities from the former Assumed Life and Legacy Underwriting reportable segments.

Effective January 1, 2024, Assumed Life and Legacy Underwriting are no longer reportable segments as they ceased all business activities following the series of commutation and novation transactions in Enhanced Re and the settlement of the arrangements between SGL No. 1, Arden, and Atrium. Any residual activities of the former Assumed Life and Legacy Underwriting reportable segments will be prospectively included within our Corporate and other activities (all of which are expected to be immaterial). See Note 24 to the consolidated financial statements for additional information.

The following is a discussion of our results of operations by segment.

Run-off Segment

The following is a discussion and analysis of the results of operations for our Run-off segment.

		Three Months Ended
		Three Months Ended
		Three Months Ended
		March 31,
		March 31,
		March 31,
		June 30,
		June 30,
		June 30,
		2024
		2024
		2024

	(in millions of U.S. dollars)
	(in millions of U.S. dollars)
	(in millions of U.S. dollars)
REVENUES	
REVENUES	
REVENUES	
Net premiums earned	
Net premiums earned	
Net premiums earned	
Other income:	
Other income:	
Other income:	
Reduction in estimates of net ultimate defendant A&E liabilities - prior periods	
Reduction in estimates of net ultimate defendant A&E liabilities - prior periods	
Reduction in estimates of net ultimate defendant A&E liabilities - prior periods	
Reduction in estimated future defendant A&E expenses	
Reduction in estimated future defendant A&E expenses	
Reduction in estimated future defendant A&E expenses	
All other income	
All other income	
All other income	
Total other income	
Total other income	
Total other income	
Total revenues	
Total revenues	
Total revenues	
EXPENSES	
EXPENSES	
EXPENSES	
Net incurred losses and LAE:	
Net incurred losses and LAE:	
Net incurred losses and LAE:	
Current period	
Current period	
Current period	
Prior periods:	
Prior periods:	
Prior periods:	
Reduction in estimates of net ultimate losses	
Reduction in estimates of net ultimate losses	
Reduction in estimates of net ultimate losses	
Reduction in provisions for ULAE	
Reduction in provisions for ULAE	
Reduction in provisions for ULAE	
Total prior periods	
Total prior periods	
Total prior periods	
Total net incurred losses and LAE	
Total net incurred losses and LAE	
Total net incurred losses and LAE	

Acquisition costs	
Acquisition costs	
Acquisition costs	
General and administrative expenses	
General and administrative expenses	
General and administrative expenses	
Total expenses	
Total expenses	
Total expenses	
SEGMENT NET LOSS	
SEGMENT NET INCOME (LOSS)	
SEGMENT NET LOSS	
SEGMENT NET INCOME (LOSS)	
SEGMENT NET LOSS	
SEGMENT NET INCOME (LOSS)	

Overall Results

Three Months Ended March 31, 2024 June 30, 2024 versus 2023: Net loss income from our Run-off segment was \$11 million \$19 million compared to net loss of \$5 million \$34 million in the comparative quarter, primarily due to:

- A \$10 million decrease \$56 million increase in favorable PPD in the current quarter, mainly driven by a \$9 million \$34 million increase in the reduction in estimates of net ultimate losses in the comparative quarter.
 - During the first quarter and a \$22 million release of 2024, the net favorable development was primarily due to favorable development on our Professional Indemnity/Directors and Officers line of business of \$29 million driven by favorable claims experience and favorable development on our Asbestos line of business of \$24 million resulting from actuarial analysis. These were partially offset by adverse development on our General Casualty line of business of \$18 million driven by adverse claims experience and adverse development on our Environmental line of business of \$25 million due to results from actuarial reviews in the period. ULAE provisions.

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Item 2 | Management's Discussion and Analysis | Results of Operations by Segment | Run-off Segment

- During the second quarter of 2024, we recognized favorable development on our construction defect and professional indemnity/directors and officers lines of business of \$24 million and \$12 million, respectively, driven by favorable claims experience.
- In comparison, during the first second quarter of 2023 we recognized favorable development of \$11 million \$9 million on our workers' compensation line of business as a result of favorable claims experience, most notably in the 2021 acquisition year. We also increased our ULAE provision by \$21 million as a result of assuming active claims control on the 2022 LPT agreement with Argo, which offset other ULAE reserve adjustments from our run-off operations.

Six Months Ended June 30, 2024 versus 2023: Net income from our Run-off segment was \$8 million compared to net loss of \$39 million in the comparative period, primarily due to:

- A \$46 million increase in favorable PPD, mainly driven by a \$25 million increase in the reduction in estimates of net favorable change in current period net incurred ultimate losses and LAE a \$21 million increase in the release of ULAE provisions relative to the comparative period.
 - During the first half of 2024, PPD was primarily driven by favorable development across multiple lines of business. We recognized \$41 million and \$22 million of favorable development on our professional indemnity/directors and officers and construction defect lines of business, respectively, as a result of favorable claims experience, as well as \$25 million of favorable development on our asbestos line of business resulting from actuarial analysis. This was partially offset by adverse development on our general casualty line of business of \$17 million driven by adverse claims experience and adverse development on our environmental line of business of \$25 million due to results from actuarial reviews during the period.
 - In comparison, in the first half of 2023, we recognized favorable development of \$20 million on our workers' compensation line of business as a result of continued favorable claims experience, most notably in the 2021 acquisition costs of \$6 million year.

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Item 2 | Management's Discussion and Analysis | Results of Operations by Segment | Investments Segment

Investments Segment

The following is a discussion and analysis of the results of operations for our Investments segment.

	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,
	June 30,	June 30,	June 30,
	2024	2024	2024
	(in millions of U.S. dollars)	(in millions of U.S. dollars)	(in millions of U.S. dollars)
REVENUES			
REVENUES			
REVENUES			
Net investment income:			
Net investment income:			
Net investment income:			
Fixed maturities			
Fixed maturities			
Fixed maturities			
Cash and restricted cash			
Cash and restricted cash			
Cash and restricted cash			
Other investments, including equities			
Other investments, including equities			
Other investments, including equities			
Less: Investment expenses			
Less: Investment expenses			
Less: Investment expenses			
Total net investment income			
Total net investment income			
Total net investment income			
Net realized losses:			
Net realized losses:			
Net realized losses:			
Fixed maturities			
Fixed maturities			
Fixed maturities			
Total net realized losses			
Total net realized losses			
Total net realized losses			
Fair value changes in:			

Fair value changes in:

Fair value changes in:

Fixed maturities, trading

Fixed maturities, trading

Fixed maturities, trading

Other investments, including equities

Other investments, including equities

Other investments, including equities

Total fair value changes in trading securities and other investments

Total fair value changes in trading securities and other investments

Total fair value changes in trading securities and other investments

Total revenues

Total revenues

Total revenues

EXPENSES

EXPENSES

EXPENSES

General and administrative expenses

General and administrative expenses

General and administrative expenses

Total expenses

Total expenses

Total expenses

(Loss) income from equity method investments

(Loss) income from equity method investments

(Loss) income from equity method investments

SEGMENT NET INCOME

SEGMENT NET INCOME

SEGMENT NET INCOME

Overall Results

Three Months Ended March 31, 2024 June 30, 2024 versus 2023: Net income from our Investments segment was \$224 million for the three months ended March 31, 2024 compared to net income of \$344 million for the three months ended March 31, 2023. The variance increase of \$120 million was primarily due to:

- a decrease in the gain from fair value changes in other investments, including equities of \$50 million, primarily driven by a favorable variance in relation to an embedded derivative related to the assets supporting one of our LPTs and increases in the gains for our CLO equities, hedge funds, private equity funds, privately held equities and infrastructure. This is partially offset by decreases in the gain from publicly traded equities, fixed maturities, income funds, and real estate; and
- a decrease in the aggregate of \$78 million net realized losses and losses from fair value changes in trading securities and funds held of \$54 million, primarily as a result of moderating increases in interest rates across U.S., U.K. and European markets in the current period, in comparison to decreases in interest rates in the comparative period;
- fair value change in other investments, including equities, of \$104 million, compared to \$147 million in the comparative period. The decrease of \$43 million was primarily driven by:
 - a decrease in gain in the fair value change in other investments of \$18 million for the three months ended March 31, 2024, primarily driven by an unfavorable variance in the fair value change of an embedded derivative in relation to the Aspen LPT, partially offset by increases in the fair value change related to CLO equity funds, private equity funds, real estate funds and high yield bond and loan funds relative to the comparative quarter; and
 - a decrease in the gain in fair value changes in equities of \$16 million for the three months ended March 31, 2024, largely as a result of the reduced amount of equities within the investment portfolio relative to the comparative quarter. This is partially offset by;
- an increase in our net investment income of \$4 million, \$17 million due to an overall reduction in investments and funds held assets as a result of claims payments which is outpaced new business relative to the periods and an increase in investment expenses primarily due to increased performance fees; and
- a loss from equity method investments of \$8 million for the reinvestment current quarter compared to \$14 million income in the comparative quarter as a result of fixed maturities at higher yields, deployment of consideration received from deals closed over the past 12 months and increased losses on our investment in Monument Re.

Six Months Ended June 30, 2024 versus 2023: Net income from our Investments segment was \$438 million for the **impact** six months ended June 30, 2024 compared to \$493 million for the six months ended June 30, 2023. The decrease of **rising** \$55 million was primarily due to:

- an increase in the aggregate of net realized losses and losses from fair value changes in trading securities and funds held of \$12 million, primarily as a result of comparatively more significant increase in interest rates on in the \$3.1 billion U.S., as well as comparatively less significant tightening credit spreads;
- a loss from equity method investments of our average fixed maturities outstanding during \$13 million for the current period that are subject compared to floating interest rates. Our floating rate investments generated \$25 million income in the comparative period as a result of increased losses on our investment in Monument Re, partially offset by an increase in income on our investment in Core Specialty; and
- a decrease in our net investment income of \$58 million, \$13 million, which is primarily due reductions in our investments and funds held assets as a result of claims payments which outpaced new business, less dividend income earned on our publicly traded equities and increased investment expenses primarily due to increased performance fees; partially offset by;
- an increase in the gain on fair value changes from other investments, including equities, of \$2 million in comparison \$7 million, primarily driven by our privately held equities, CLO equities, hedge funds, and private equity funds relative to the comparative quarter period, partially offset by decreased gains on publicly traded equities, private debt, and real estate, and an unfavorable variance in relation to an embedded derivative related to the assets supporting one of our LPTs.

Total Investments

Fixed maturities

Refer to the **The** below tables for present the fair value, duration, and credit rating of our fixed maturities in our Run-off segment:

	March 31, 2024
	March 31, 2024
	March 31, 2024
	June 30, 2024
	June 30, 2024
	June 30, 2024
	<hr/> Fair Value
	<hr/> Fair Value
	<hr/> Fair Value
	<hr/> (in millions of U.S. dollars, except percentages)
	<hr/> (in millions of U.S. dollars, except percentages)
	<hr/> (in millions of U.S. dollars, except percentages)

Fixed maturity and short-term investments, trading and AFS

U.S. government & agency
U.S. government & agency
U.S. government & agency
U.K. government
U.K. government
U.K. government
Other government
Other government
Other government
Corporate
Corporate
Corporate
Municipal
Municipal
Municipal
Residential mortgage-backed
Residential mortgage-backed
Residential mortgage-backed

Commercial mortgage-backed	
Commercial mortgage-backed	
Commercial mortgage-backed	
Asset-backed	
Asset-backed	
Asset-backed	
Total - Fixed maturity and short-term investments, trading and AFS	
Total - Fixed maturity and short-term investments, trading and AFS	
Total - Fixed maturity and short-term investments, trading and AFS	
Fixed maturities included in funds held - directly managed	
Fixed maturities included in funds held - directly managed	
Fixed maturities included in funds held - directly managed	

\$
\$
\$

(a) The average duration and average credit ratings calculation includes short-term investments, fixed maturities and the fixed maturities within our funds held-directly managed portfolios.

The overall decrease in our fixed maturities of **\$516 million** **\$858 million** when comparing **March 31, 2024** **June 30, 2024** to December 31, 2023 was primarily driven by the impact of net paid losses, partially offset by investment income and fair value changes.

Other investments, including equities

Refer to the below table for the composition of our other investments, including equities:

	March 31, 2024		December 31, 2023	
	(in millions of U.S. dollars)			
Equities				
Publicly traded equities	\$	310	\$	275
Exchange-traded funds		84		82
Privately held equities		344		344
Total	\$	738	\$	701
Other investments				
Hedge funds	\$	559	\$	491
Fixed income funds		550		605
Equity funds		4		4
Private equity funds		1,706		1,617
CLO equities		60		60
CLO equity funds		161		182
Private credit funds		642		625
Real estate debt funds		336		269
Total	\$	4,018	\$	3,853

Our equities increased by \$37 million and other investments increased by \$165 million from December 31, 2023 to March 31, 2024, primarily due to fair value changes and the funding of various asset strategies, in line with our strategic asset allocation.

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Item 2 | Management's Discussion and Analysis | Results of Operations by Segment | Investments Segment

Other investments, including equities

The below tables present the composition of our other investments, including equities:

	June 30, 2024		December 31, 2023	
	(in millions of U.S. dollars)			
Equities				

Publicly traded equities	\$	292	\$	275
Exchange-traded funds		71		82
Privately held equities		382		344
Warrant and others		16		—
Total	\$	761	\$	701
Other investments				
Hedge funds	\$	551	\$	491
Fixed income funds		545		605
Equity funds		4		4
Private equity funds		1,794		1,617
CLO equities		49		60
CLO equity funds		160		182
Private credit funds		669		625
Real estate fund		319		269
Total	\$	4,091	\$	3,853

Our equities increased by \$60 million and other investments increased by \$238 million from December 31, 2023 to June 30, 2024, primarily due to fair value changes and the funding of various non-core asset strategies, in line with our strategic asset allocation.

Equity Method Investments

Refer to the below table for a summary of our equity method investments, which does not include those investments we have elected to measure under the fair value option:

Citco (1)

Citco (1)

Citco (1)

Monument

Re (2)

Monument

Re (2)

Monument

1000

Specialty

Core

Specialty

Core

Specialty

Other	
Other	
Other	

	\$
	\$
	\$
	\$

(a) Prior to the sale of our entire equity interest in Citco during the fourth quarter of 2023, we owned 31.9% of the common shares in HH CITCO Holdings Limited which in turn owns 15.4% of the convertible preferred shares, amounting to a 6.2% interest in the total equity of Citco.

(b) As of **March 31, 2024** **June 30, 2024**, we **own** **owned** 24.6% of the common shares in Monument Re. We converted all of our preferred shares in Monument Midco to common shares in Monument Re on January 2, 2024. As of December 31, 2023, we owned 20.0% of the common shares in Monument Re as well as preferred shares in Monument Midco which had fixed dividend yields (where declared) and whose balances were included in the investment amount.

Carrying Value and (Loss) Income from Equity Method Investments

The carrying value of our equity method investments decreased from December 31, 2023 primarily due to **\$5** **\$13** million in loss from equity method investments for the **three** **six** months ended **March 31, 2024**, which included a **\$30** million loss from our equity method investment in Monument, offset by earnings of **\$26** million from our equity method investment in Core Specialty. **June 30, 2024**.

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(Loss) Income from Equity Method Investments

Three Months Ended June 30, 2024 and 2023:

In the current quarter, there was a loss from equity method investments of \$8 million compared to income of \$14 million for comparative quarter. The decrease was primarily due to a \$16 million loss from our investment in Monument Re, compared to income of \$5 million in the comparative quarter.

Six Months Ended June 30, 2024 and 2023:

In the first half of 2024, there was a loss from equity method investments of \$13 million compared to income from of \$25 million for the comparative period. The decrease was primarily due to a \$46 million loss in Monument Re, compared to income of \$4 million in the comparative period. This was partially offset by an increase in our income of \$16 million from our investment in Core Specialty.

Assumed Life Segment

The Assumed Life segment consisted of life and property aggregate excess of loss (catastrophe) business relating to Enhanced Re.

During 2022, Enhanced Re entered into a Master Agreement, through which we completed a series of commutation and novation agreements that allowed us to unwind Enhanced Re's operations in an orderly manner.

Transactions completed in the fourth quarter of 2022 were recognized in the first quarter of 2023, including the novation of our reinsurance of a closed block of life annuity policies to Monument Re and the repurchase of the remaining 24.9% interest in Enhanced Re from Allianz.

Overall Results

Three Six Months Ended March 31, 2023 **June 30, 2023**: Net income from our Assumed Life segment of \$275 million for the **three** **six** months ended **March 31, 2023** **June 30, 2023** was primarily due to the net gain recognized on the completion of the novation of the Enhanced Re reinsurance of a closed block of life annuity policies.

The \$275 million gain calculated as of the completion date of the novation, prior to noncontrolling interests, was comprised of three components:

- the reclassification benefit to income of \$363 million from AOCI related to the settlement of the novated liabilities (in accordance with our adoption of ASU 2018-12, the discount rate assumption for our long-duration liabilities was required to be periodically adjusted for changes in interest rates, which had the effect of reducing our future policyholder benefit liabilities and increasing the net assets transferred in the novation);
- the loss of \$39 million on the carrying value of the net assets of \$133 million as of the closing date of the transaction in exchange for cash consideration of \$94 million (as noted above, the retrospective adoption of ASU 2018-12 resulted in an increase in net assets which gave rise to the transactional loss prior to our realization of the \$363 million reclassification benefit); and
- a deferral of a portion of the net gain, \$49 million, to account for our preexisting 20% ownership interest in Monument Re, calculated from the total gain of \$324 million less Allianz's 24.9% interest equal to \$81 million (the deferred gain will be amortized over the expected settlement period for the life annuity policies to account).

Our net income attributable to Enstar was further reduced by \$81 million, the amount attributable to Allianz's 24.9% noncontrolling interest in Enhanced Re at the time of the transaction. This amount has been recorded within our "Corporate and other activities".

Our total first **quarter** **half** of 2023 net income attributable to Enstar from this novation transaction was \$194 million.

Item 2 | Management's Discussion and Analysis | Results of Operations by Segment | Legacy Underwriting Segment

Legacy Underwriting Segment

The former Legacy Underwriting segment previously consisted of direct underwriting activities.

Overall Results**Three Six Months Ended March 31, 2023 June 30, 2023:**

The Legacy Underwriting segment results comprised of SGL No.1 Limited's ("SGL No.1") 25% gross share of the 2020 and prior underwriting years of Atrium's Syndicate 609 at Lloyd's, less the impact of reinsurance agreements with Arden and a Syndicate 609 Capacity Lease Agreement with Atrium 5 Limited.

The contractual arrangements between SGL No. 1, Arden and Atrium relating to the reinsurance agreements and the Capacity Lease Agreement settled in the second quarter of 2023 for the economic benefit of Atrium, and there was no net retention by Enstar. As a result of the settlement, we did not record and do not expect to record any transactions in the Legacy Underwriting segment in 2023 and 2024, respectively.

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Corporate and other

The following is a discussion and analysis of our results of operations for our Corporate and other activities.

	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,
	June 30,	June 30,	June 30,
	2024	2024	2024
REVENUES			(in millions of U.S. dollars)
REVENUES			(in millions of U.S. dollars)
REVENUES			(in millions of U.S. dollars)
Other income:			

General and administrative expenses
General and administrative expenses
General and administrative expenses
Total expenses
Total expenses
Total expenses
Interest expense
Interest expense
Interest expense
Net foreign exchange gains
Net foreign exchange gains
Net foreign exchange gains
Income tax (expense) benefit
Income tax (expense) benefit
Income tax (expense) benefit
Net foreign exchange (losses) gains
Net foreign exchange (losses) gains
Net foreign exchange (losses) gains
Income tax benefit (expense)
Income tax benefit (expense)
Income tax benefit (expense)

Net income attributable to noncontrolling interests

Net income attributable to noncontrolling interests

Net income attributable to noncontrolling interests

Dividends on preferred shares

Dividends on preferred shares

Dividends on preferred shares

NET LOSS ATTRIBUTABLE TO ENSTAR ORDINARY SHAREHOLDERS

NET LOSS ATTRIBUTABLE TO ENSTAR ORDINARY SHAREHOLDERS

NET LOSS ATTRIBUTABLE TO ENSTAR ORDINARY SHAREHOLDERS

(a) Amortization of fair value adjustments relates to the acquisition of DCo and Morse TEC.

(2) Comprises the discount rate and risk margin components.

Overall Results

Three Months Ended March 31, 2024 June 30, 2024 versus 2023: Net loss attributable to Enstar ordinary shareholders from our Corporate and other activities was increased by \$13 million from \$94 million and \$190 million in the comparative quarter to \$107 million for the three months ended March 31, 2024 and 2023, respectively June 30, 2024, primarily due to:

- a decrease in net income attributable general and administrative expenses of \$12 million primarily due to noncontrolling interests of \$86 million, that was primarily a result of attributing \$81 million of the gain on novation of the Enhanced Re reinsurance closed block of life annuity policies higher legal fees and salaries and benefits expenses due to Allianz's 24.9% equity interest in Enhanced Re at the time of the transaction, in the comparative quarter; inflation and other staff costs;
- changes in the fair value of the 2017 and 2018 portfolios where we elected the fair value option which resulted in a \$4 million reduction in liabilities in the first quarter of 2024 compared to \$8 million in the comparative quarter primarily driven by a moderate increase in U.K. corporate bond yields during the first quarter of 2024 compared to the first quarter of 2023. The corporate bond yields, which form a component of the discount rate used to calculate the fair value of the liabilities, are matched to the original currencies of the underlying loss portfolios, of which GBP is the predominant currency for those portfolios that we have elected to measure at fair value using the fair value option. In comparison, we recognized a \$20 million increase of such liabilities in the first quarter 2023 due to a decline in interest rates; partially offset by
- an increase in the amortization of net deferred charge assets of \$13 million \$5 million, driven by an increase in net DCA balances as a result of transactions completed subsequent during the second quarter of 2023;
- a decrease in net income attributable to March 31, 2023 noncontrolling interests of \$8 million primarily due to the comparative quarter's earnings on StarStone Specialty Holdings Limited ("SSHL"). In December 2023, we purchased the remaining equity interest and no longer attribute earnings to noncontrolling interests for this subsidiary.

Six Months Ended June 30, 2024 versus 2023: Net loss attributable to Enstar ordinary shareholders from our Corporate and other activities decreased by \$83 million from \$284 million in the comparative period to \$201 million for the six months ended June 30, 2024, primarily due to:

- a decrease in the net income attributable to noncontrolling interests of \$94 million which was primarily a result of attributing \$81 million of the gain on novation of the Enhanced Re reinsurance closed block of life annuity policies in the comparative quarter to the then-existing Allianz 24.9% equity interest in Enhanced Re at the time of the transaction;
- changes in the fair value of the 2017 and 2018 portfolios where we elected the fair value option resulted in a \$8 million decrease in liabilities in the first half of 2024 due to increases in interest rates, in comparison to \$12 million of unfavorable fair value changes in the comparative period;
- an increase in general and administrative expenses of \$8 million, primarily driven by higher salaries and benefits expenses due to inflationary rises and prior year bonus releases; partially offset by
- an increase in the amortization of net deferred charge assets of \$18 million, driven by an increase in net DCA balances as a result of recently completed transactions.

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Current Outlook

Merger Agreement

On July 29, 2024, we entered into the Merger Agreement, under which all of Enstar's issued and outstanding ordinary shares, par value \$1.00 per share, will be converted into the right to receive \$338 in cash per ordinary share, except for shares held by Sixth Street and certain shareholders who will reinvest in the merged entity. The total consideration to be paid to our shareholders in the Merger is approximately \$5.1 billion. Completion of the Merger remains subject to certain conditions, including the approval of the Merger by our shareholders, as well as certain governmental and regulatory approvals. The Merger is currently expected to close in mid-2025; however, no assurance can be given as to when, or if, the Merger will occur. Refer to Note 1. Merger Agreement of our unaudited condensed consolidated financial statements for further information on the Merger Agreement.

Run-off Outlook

Transactions

On April 30, 2024, one Refer to Note 3. Significant New Business of our wholly owned subsidiaries reached an agreement unaudited condensed consolidated financial statements for a loss summary of significant new business transactions that were signed but not yet closed as of June 30, 2024.

We have also expanded our run-off portfolio transfer with a subsidiary of SiriusPoint Ltd. ("SiriusPoint") to reinsure certain property catastrophe risks written by third-party capital platforms which are funded by Insurance Linked Securities ("ILS"), whereby in July 2024, we closed on a deal to reinsure certain property coverage business written by a third-party capital platform for which Enstar will receive a premium of \$350 million for the portfolio, which marks our first ever deal in ILS and the first solution of workers compensation business covering underwriting years 2018 to 2023. SiriusPoint will cede \$400 million of net reserves and our subsidiary will provide \$200 million of additional cover its type in excess of the ceded reserves. The closing of the transaction is subject to regulatory approval and other closing conditions, this market.

We continue to evaluate transactions in our active pipeline including LPTs, ADCs, and other transaction types including acquisitions. We seek opportunities to execute on creative and accretive transactions by offering innovative capital release solutions that enable our clients to meet their capital and risk management objectives.

Should we execute additional transactions, our mix of loss reserves by line of business, asset mix and both rate and timing of earnings may be impacted in the medium to long term.

Seasonality

We complete most of our annual loss reserve studies in the fourth quarter of each year and, as a result, tend to record the largest movements, both favorable and adverse, to net incurred losses and LAE in this period.

In the interim periods where a reserve study has not been completed, we perform quarterly reviews to ascertain whether changes to claims paid or case reserves have varied from our expectations developed during the last annual reserve review. In this event, we consider the timing and magnitude of the actual versus expected development, and we may record an interim adjustment to our recorded reserves if, and when, warranted.

Investment Outlook

We expect global financial markets to remain uncertain throughout 2024 due to the lagged impact of higher interest rates and tighter financial conditions, a potential economic recession, resilient inflation, US Presidential elections and the macroeconomic effects of ongoing geopolitical conflicts and tensions.

Market expectations around the future path of interest rates will represent a continued source of volatility, as global central banks attempt to engineer a soft landing by normalizing interest rates while closely monitoring inflation. If interest rates rise and/or credit spreads widen, we may recognize unrealized losses and fair value changes on our fixed maturities and incur a higher rate of borrowing and interest costs if we renew or borrow under credit facilities in the current environment.

Despite this, elevated interest rates can represent an opportunity for us in the medium to long term, notably;

- As of March 31, 2024 For the three months ended June 30, 2024, we hold 17.4% of our portfolio, or \$3.1 billion, in fixed maturity investments with floating interest rates which, should interest rates remain elevated, would be accretive to future investment book yields. We have earned \$58 million and \$56 million of net investment income from our floating rate investments for the three months ended March 31, 2024 and June 30, 2024, respectively, which were generally indexed to LIBOR¹ through June 30, 2023 and SOFR thereafter.

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rate investments for the three months ended June 30, 2024 and 2023, respectively, which were generally indexed to LIBOR¹ through June 30, 2023 and SOFR thereafter.

- For the six months ended June 30, 2024, we hold 17.5% of our portfolio, or \$3.0 billion in fixed maturity investments with floating interest rates which, should interest rates remain elevated, would be accretive to future investment book yields. We have earned \$117 million and \$119 million of net investment income from our floating rate investments for the three six months ended March 31, 2024 June 30, 2024 and 2023, respectively, which were generally indexed to LIBOR^{1,2} through June 30, 2023 and SOFR thereafter.
- Higher interest rates have provided us with the opportunity to reinvest at higher yields as our securities mature or as we invest a significant portion of consideration received from new business in fixed maturities.

We expect that the cumulative unrealized losses and fair value changes we have recognized on our fixed maturities since 2022 will be recouped as these assets get closer to their maturity and the prices pull to par, assuming we do not, or are otherwise not required to, sell such investments prior to maturity. We may also undertake tactical repositioning of our portfolio as opportunities arise to achieve better alignment with our investment strategy, rather than waiting for certain fixed maturities to pull to par, which may result in the recognition of previously unrealized losses within our income statement with a corresponding reclassification adjustment in other comprehensive income. Such adjustments would be neutral to equity since the unrealized losses are recorded as a component of

¹ LIBOR was ceased on June 30, 2023 and replaced by the Secured Overnight Financing Rate ("SOFR").

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accumulated other comprehensive income. Any investment repositioning may also have a corresponding impact to our investment book yield.

We expect global equity markets to remain volatile in 2024, and this, combined with our reporting lag on certain investments, may impact the valuation of our risk investments. We invest in public and private assets, which may vary in the magnitude of their exposure to any potential economic recession downturn and other macroeconomic factors.

Despite these challenges, we remain committed to our strategic asset allocation and expect our investments to provide attractive risk adjusted returns and diversification benefits over the medium to long term.

Inflation

We continue to monitor the inflationary impacts resulting from pandemic-related government stimulus and labor force supply pressures on our loss cost trends.

Commencing in 2021, economic inflation rose significantly before peaking in mid-2022 and returning to low single digits in late 2023 and early 2024, through mid-2024. During this period our net loss reserves have not been significantly impacted by these inflationary pressures.

Social inflation has been a persistent headwind for the industry for some time. We continue to monitor and seek to actively resolve claims in difficult judicial districts. We closely follow these trends and proactively set appropriate reserves.

As described above, global economic policy responses to inflation have contributed to increases in interest rates, which, in the short term, have had a significant impact on our investments, in particular our fixed maturities. Any further rise in interest rates will have further negative impacts on our fixed maturities in the form of unrealized losses and fair value changes.

There remains uncertainty around the future of inflation. We continue to monitor liquidity, capital and the potential earnings impact of these changes but remain focused on medium to long term asset allocation decisions.

We expect to continue to benefit from our allocation to investments with inflationary pass-through components, including investments in private equity, private credit, real estate, and infrastructure asset classes.

Inflation, tight labor conditions and higher service costs continue to put pressure on wages and prices, which could impact our general and administrative expenses as we remain focused on being a competitive employer in our market.

¹ LIBOR was ceased on June 30, 2023 and replaced by the Secured Overnight Financing Rate ("SOFR").

² LIBOR was ceased on June 30, 2023 and replaced by the Secured Overnight Financing Rate ("SOFR").

Geopolitical Conflicts

Heightened geopolitical conflicts, including the Russian invasion of Ukraine and the more recent conflicts in the Middle East, are directly and indirectly (through comprehensive sanctions regimes) contributing to increased commodity prices, disrupted supply chains, global financial market volatility and significant industry losses.

We continue to monitor our direct investment and underwriting risks and our acquisition pipeline as a result of these ongoing conflicts. To date, we are not aware of operational disruption to us or our third party service providers as a result of these conflicts, and we have not identified any significant direct impacts from these events. We also continue to monitor for, and respond to, all changes in the global sanctions regime, updating our procedures accordingly.

Minimum Corporate Income Tax

In December 2021, the OECD released the final model rules on Pillar II, an initiative proposing a global minimum tax rate of 15% designed to ensure large multinational enterprises pay a minimum level of tax on the income arising in each jurisdiction where they operate. We have several subsidiaries in jurisdictions that have enacted, or intend to enact, Pillar II legislation, including particularly the U.K., Australia and Belgium.

In response to Pillar II initiatives, the government of Bermuda enacted a 15% corporate income tax in December 2023 that will become effective January 1, 2025. Based on our substantial operations in Bermuda, we expect a meaningful portion of our income will be subject to the Bermuda corporate income tax. However, the Bermuda Corporate income tax will mitigate the impact of Pillar II.

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We continue to monitor ongoing developments relating to these new tax regimes.

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Item 2 | Management's Discussion and Analysis | Liquidity and Capital Resources

Liquidity and Capital Resources

Overview

We aim to generate cash flows from our (re)insurance operations and investments, preserve sufficient capital for future acquisitions and new business, and develop relationships with lenders who provide borrowing capacity at competitive rates.

Liquidity and Capital Resources Highlights

Uses of Cash During the Three Months Ended March 31, 2024:

- We paid \$9 million of cash dividends on our Series D and E Preferred Shares; and
- We paid \$32 million of interest coupon payments on our Publicly Issued Notes.

As of **March 31, 2024** June 30, 2024 we had **\$450 million** \$469 million of cash and cash equivalents, excluding restricted cash, that supports (re)insurance operations. Included in this amount was **\$234** \$246 million held by our foreign subsidiaries outside of Bermuda.

We closed 2023 with an estimated solvency capital ratio of 195%. Based upon our **strong** financial fundamentals and **available** funding sources, **available to us**, we continue to believe we have access to adequate liquidity and capital resources to meet business requirements under current market conditions and reasonably possible stress scenarios for the foreseeable future. We continuously monitor our liquidity and capital positions and adjust as required by market conditions. The following represent our total capitalization and capitalization attributable to Enstar as of **March 31, 2024** June 30, 2024 and December 31, 2023.

Total capitalization attributable to Enstar excluding NCI was \$7.60 billion as of June 30, 2024 and \$7.37 billion as of December 31, 2023. Debt and Series D and E preferred shares to total capitalization attributable to Enstar was 30.8% and 31.8% as of June 30, 2024 and December 31, 2023, respectively. Debt to total capitalization attributable to Enstar was 24.1% and 24.9% as of June 30, 2024 and December 31, 2023, respectively.

Under the eligible capital rules of the Bermuda Monetary Authority ("BMA"), our Preferred Shares qualify as Tier 2 capital when considering the Bermuda Solvency Capital Requirements ("BSCR").

For purposes of the financial covenants in our credit facilities, total debt excludes hybrid capital (defined as our Junior Subordinated Notes) not exceeding 15% of total capital attributable to Enstar. As of **March 31, 2024** June 30, 2024, we were in compliance with the financial covenants in our credit facilities.

Item 2 | Management's Discussion and Analysis | Liquidity and Capital Resources

Liquidity and Capital Resources of Holding Company and subsidiaries

Holding Company Liquidity

We conduct substantially all of our operations through our subsidiaries. As such, the potential sources of liquidity to Enstar as a holding company consist of cashflows cash flows from our subsidiaries, including dividends, advances and loans, and interest income on loans to our subsidiaries. We have available borrowing capacity under our revolving credit facility, and we have obtained funding through the issuance of senior notes and preferred shares. The holding company also guaranteed guarantees our Junior Subordinated Notes issued by one of our subsidiaries in prior years.

As of **March 31, 2024** June 30, 2024, we had \$800 million of available unutilized capacity under our unsecured revolving credit agreement, which expires in May 2028. We may request additional commitments under the facility up to an aggregate amount of \$200 million, which the existing lenders, in their discretion, or new lenders, may provide. **To date, we have not requested any additional commitments under the facility.**

We use cash to fund new acquisitions of companies. We also utilize cash for our operating expenses associated with being a public company and to pay dividends on our preferred shares and interest and principal on loans from subsidiaries and debt obligations, including loans under our credit facilities, our Senior Notes and our Junior Subordinated Notes.

We may, from time to time, raise capital from the issuance of equity, debt or other securities as we continuously evaluate our strategic opportunities. We filed an automatic shelf registration statement in March 2023 with the SEC to allow us to conduct future offerings of certain securities, if desired, including debt, equity and other securities.

As we are a holding company and have no substantial operations of our own, our assets consist primarily of investments in subsidiaries and our loans and advances to subsidiaries. Dividends from our (re)insurance subsidiaries are restricted by (re)insurance laws and regulations, as described below. The ability of all of our subsidiaries to make distributions and transfers to us may also be restricted by, among other things, other applicable laws and regulations and the terms of our credit facilities and our subsidiaries' bank loans and other issued debt instruments.

Based on our group's current corporate structure with a Bermuda domiciled parent company and the jurisdictions in which we operate, if the cash and cash equivalents held by our foreign subsidiaries were to be distributed to us, as dividends or otherwise, such amount would not be subject to incremental income taxes; however, in certain circumstances withholding taxes may be imposed by some jurisdictions, including by the United States.

Based on existing tax laws, regulations and our current intentions, there were no accruals as of **March 31, 2024** June 30, 2024 for any material withholding taxes on dividends or other distributions.

Sources and Uses of Cash

Cash and cash equivalents decreased by \$70 million \$78 million during the **three** six months ended **March 31, 2024** June 30, 2024, which was largely due to cash used in operating and financing activities of \$168 million \$268 million and \$8 million \$24 million, respectively, partially offset by cash provided by investing activities of \$102 million \$211 million.

Cash and cash equivalents decreased by \$187 million \$144 million during the **three** six months ended **March 31, 2023** June 30, 2023, which was largely due to cash used in financing and investing activities of \$349 million \$533 million and \$31 million, respectively, partially offset by cash provided by operating activities of \$437 million.

We monitor cash flows at the consolidated and investing entity levels. Cash flow forecasts at the consolidated and entity levels are provided on a monthly basis, and we use trend and variance analyses to project future cash needs, making adjustments to the forecasts when needed. We typically generate operating cash inflows from consideration on run-off reinsurance coverages and income received from our investments, while outflows generally consist of paid losses and loss adjustment expenses and operating expenses. These net cash flows are then used to pay off interest on debt and preferred share dividends and invested to support the obligations of our reinsured coverages and required capital supporting these coverages. Our cash flows from operating activities are affected by the timing of \$70 million consideration and \$94 million, respectively, investment income received and expenses paid.

Item 2 | Management's Discussion and Analysis | Liquidity and Capital Resources

Analysis of Sources and Uses of Cash		
Three Months Ended March 31,		
2024	2023	\$ Change

	(in millions of U.S. dollars)				
Operating Cash Flow Activities					
Net paid losses	\$	(670)	\$	(677)	\$ 7
Net sales and maturities of trading securities		66		323	(257)
Net investment income		161		116	45
Cash consideration received for novation		—		94	(94)
Other sources		275		214	61
Net cash flows (used in) provided by operating activities		(168)		70	(238)
Investing Cash Flow Activities					
Net sales of AFS securities		184		147	37
Net purchases of other investments		(83)		(54)	(29)
Other sources		1		1	—
Net cash flows provided by investing activities		102		94	8
Financing Cash Flow Activities					
Preferred share dividends		(9)		(9)	—
Share repurchases		—		(340)	340
Other		1		—	1
Net cash flows used in financing activities	\$	(8)	\$	(349)	\$ 341

The following table shows our net cash flows for the six months ended June 30, 2024 and 2023:

	Analysis of Sources and Uses of Cash				
	Six Months Ended June 30,				
	2024	2023	\$ Change	(in millions of U.S. dollars)	
Operating Cash Flow Activities					
Net paid losses	\$	(1,216)	\$	(1,189)	\$ (27)
Net cash acquired on completion of acquisitions and new business		—		402	(402)
Net sales and maturities of trading securities		283		500	(217)
Net investment income received		252		242	10
Cash consideration received for novation		—		94	(94)
Other sources, net		413		388	25
Net cash flows (used in) provided by operating activities		(268)		437	(705)
Investing Cash Flow Activities					
Net sales of AFS securities		268		(7)	275
Net purchases of other investments		(78)		(25)	(53)
Other sources		21		1	20
Net cash flows provided by (used in) investing activities		211		(31)	242
Financing Cash Flow Activities					
Preferred share dividends		(18)		(18)	—
Share repurchases		—		(340)	340
Other		(6)		(175)	169
Net cash flows used in financing activities	\$	(24)	\$	(533)	\$ 509

Analysis of Sources and Uses of Cash

Operating Cash Flow Activities

2024 vs 2023: Cash used in operating activities of **\$168 million** **\$268 million** for the **three six** months ended **March 31, 2024** June 30, 2024 was driven by net paid losses of **\$670 million** **\$1.22 billion**, partially offset by net sales and maturities of trading securities of **\$66 million** **\$283 million**, **\$161 million** **\$252 million** from receipt of net investment income and other sources of **\$275 million** **\$413 million**, which was largely generated by the release of funds held balances to cover net paid claims on certain portfolios. In comparison, cash provided by operating activities of **\$70 million** **\$437 million** for the **three six** months ended **March 31, 2023** June 30, 2023 was driven by net sales and maturities of trading securities of **\$323 million** **\$500 million** and other sources of **\$214 million** **\$388 million**, which was largely generated by the release of funds held balances to cover net paid claims on certain portfolios, partially offset by the payment of general and administrative and interest expenses. We also received **\$402 million** of cash as partial consideration for the QBE and RACQ LPTs, net investment income received of **\$116 million**, **\$242 million** and cash consideration for the Enhanced Re gain on novation of **\$94 million**. These net inflows were partially offset by net paid losses of **\$677 million** **\$1.19 billion**.

Investing Cash Flow Activities

2024 vs 2023: Cash provided by investing activities of **\$102 million** **\$211 million** for the **three six** months ended **March 31, 2024** June 30, 2024 was primarily due to net sales of fixed maturities, AFS of **\$184 million** **\$268 million**, partially offset by net purchases of other investments of **\$83 million** **\$78 million**. In comparison, cash provided by used in investing

activities of \$94 million \$31 million for the three six months ended March 31, 2023 June 30, 2023 was primarily due to net sales of fixed maturities, AFS of \$147 million, partially offset by net purchases of and other investments of \$54 million. \$7 million and \$25 million, respectively.

Financing Cash Flow Activities

2024 vs 2023: Cash used in financing activities of \$8 million \$24 million for the three six months ended March 31, 2024 June 30, 2024 was primarily driven by the payment of preferred share dividends of \$9 million \$18 million. In comparison, cash used in financing activities of \$349 million \$533 million for the three six months ended March 31, 2023 June 30, 2023 was largely driven by share repurchases of \$340 million, as a result of our strategic repurchase of our non-voting convertible ordinary shares during the first quarter of 2023.

2023, in addition to Enhanced Re's repurchase of the entire 24.9% ownership interest Allianz held in Enhanced Re for \$175 million.

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Item 2 | Management's Discussion and Analysis | Liquidity and Capital Resources

U.S. Finance Company Liquidity

Enstar Finance is a wholly-owned finance subsidiary under which we have issued our Junior Subordinated Notes. Similar to our holding company, Enstar Finance is dependent upon funds from other subsidiaries to pay any amounts due under the Junior Subordinated Notes in the form of distributions or loans, which may be restricted by, among other things, other applicable laws and regulations and the terms of our credit facilities and our subsidiaries' bank loans and other issued debt instruments.

Liquidity in Operating Companies

We expect that our operating companies will generate sufficient liquidity, together with our existing capital base and cash and investments acquired and from new business transactions, to meet cash requirements and to operate our business.

Sources of funds to our operating companies primarily consist of cash and investment portfolios acquired on the completion of acquisitions and new business, investment income earned, proceeds from sales and maturities of investments and collection of reinsurance recoverables. We also collect small amounts of premiums and fee and commission income.

Cash balances acquired upon the purchase of (re)insurance companies are classified as cash provided by investing activities, whereas cash from new business is classified as cash provided by operating activities.

The primary uses of funds by our operating companies are claims payments, investment purchases, operating expenses and collateral requirements.

The ability of our (re)insurance subsidiaries to pay dividends and make other distributions is limited by the applicable laws and regulations of the jurisdictions in which our (re)insurance subsidiaries operate, including Bermuda, the United Kingdom, the United States, Australia and Continental Europe, which subject these subsidiaries to significant regulatory restrictions.

These laws and regulations require, among other things, certain of our (re)insurance subsidiaries to maintain minimum capital requirements and limit the amount of dividends and other payments that these subsidiaries can pay to us, which in turn may limit our ability to pay dividends and make other payments.

As of March 31, 2024 June 30, 2024, to our knowledge, all of our (re)insurance subsidiaries' capital requirement levels were in excess of the minimum levels required for their respective regulatory jurisdictions.

Our subsidiaries' ability to pay dividends and make other forms of distributions may also be limited by our repayment obligations under certain of our outstanding credit facility agreements and other debt instruments. Variability in ultimate loss payments and collateral amounts required may also result in increased liquidity requirements for our subsidiaries.

Debt Obligations

We utilize debt financing and loan facilities primarily for funding acquisitions and significant new business, investment activities and, from time to time, for general corporate purposes.

Our debt obligations as of March 31, 2024 June 30, 2024 and December 31, 2023 were as follows:

Facility	Facility	Origination Date	Term	March 31, 2024	December 31, 2023	Due Date	June 30, 2024	December 31, 2023
				(in millions of U.S. dollars)	(in millions of U.S. dollars)		(in millions of U.S. dollars)	(in millions of U.S. dollars)
4.95% Senior Notes due 2029								
4.95% Senior Notes due 2029								
4.95% Senior Notes due 2029								
3.10% Senior Notes due 2031								
4.95% Senior Notes								
4.95% Senior Notes								

4.95% Senior Notes
3.10% Senior Notes
Total Senior Notes
5.75% Junior Subordinated Notes
due 2040
5.50% Junior Subordinated Notes
due 2042
5.75% Junior Subordinated Notes
5.50% Junior Subordinated Notes
Total debt obligations
Total debt obligations
Total debt obligations

Under the eligible capital rules of the BMA, the Senior Notes qualify as Tier 3 capital and the Junior Subordinated Notes qualify as Tier 2 capital when considering the BSCR.

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Item 2 | Management's Discussion and Analysis | Liquidity and Capital Resources

We may from time to time seek to retire or purchase our outstanding debt through cash purchases, redemptions and/or exchanges for other securities, in open market purchases, privately negotiated transactions or otherwise. Any such repurchases, redemptions or exchanges will be dependent upon several factors, including our liquidity requirements, contractual restrictions, general market conditions and applicable regulatory, legal and accounting factors.

Credit Ratings

The following table presents our credit ratings as of **May 2, 2024** **July 31, 2024**:

Credit ratings (1)	Standard and Poor's	Fitch Ratings
Long-term issuer	BBB+ (Outlook: Stable)	BBB+ (Outlook: Stable)
2029 Senior Notes	BBB+	BBB
2031 Senior Notes	BBB	BBB
2040 and 2042 Junior Subordinated Notes	BBB-	BBB-
Series D and E Preferred Shares	BBB-	BBB-

(1) Credit ratings are provided by third parties, Standard & Poor's and Fitch Ratings, and are subject to certain limitations and disclaimers. For information on these ratings, refer to the rating agencies' websites and other publications.

Agency ratings are not a recommendation to buy, sell or hold any of our securities and may be revised or withdrawn at any time by the issuing organization. Each agency's rating should be evaluated independently of any other agency's rating²³.

Contractual Obligations

Reserves for Losses and LAE

We generally attempt to match the duration of our investment portfolio to the duration of our general liability profile and generally seek to maintain investment portfolios that are shorter or of equivalent duration to the liabilities in order to provide liquidity for the settlement of losses and, where possible, to avoid having to liquidate longer-dated investments. The settlement of liabilities also has the potential to accelerate the natural payout of losses and policyholder benefits, which may require additional liquidity. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the weighted average estimated durations of our Run-off segment gross reserves for losses and LAE were 4.69 and 4.72 years, respectively.

Share Repurchases, Return of Capital and Dividends

We believe that the best investment is in our business, by funding future transactions and meeting our financing obligations. We may choose to return value to shareholders in the form of share repurchases or dividends. To date, we have not declared any dividends on our ordinary shares. We may re-evaluate this strategy from time to time based on overall market conditions and other factors.

As part of the proposed Merger Agreement as set out in Note 1. Merger Agreement of our unaudited condensed consolidated financial statements, Enstar has agreed to a return of capital of approximately \$500 million to our shareholders, as part of the total \$338 per ordinary share received.

We have 16,000 Series D Preferred Shares with an aggregate liquidation value of \$400 million and 4,400 Series E Preferred Shares with an aggregate liquidation value of \$110 million. The dividends on both Series of Preferred Shares are non-cumulative and may be paid quarterly in arrears, only when, as and if declared.

Any payment of common or preferred dividends must be approved by our Board. Our ability to pay ordinary and preferred dividends is subject to certain restrictions.

³ For information on risks related to our credit ratings, refer to "Item 1A. Risk Factors - Risks Relating to Liquidity and Capital Resources" and "Item 1A. Risk Factors - Risks Relating to Ownership of our Shares" in our Annual Report on Form 10-K for the year ended December 31, 2023.

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Item 2 | Management's Discussion and Analysis | Liquidity and Capital Resources

Off-Balance Sheet Arrangements

As of ^{March 31, 2024} June 30, 2024, we have entered into certain investment commitments and parental guarantees. We do not believe it is reasonably likely that these arrangements will have a material unplanned current or future effect on our financial condition as they are considered in normal course of business and on-going stress testing.

We also utilize unsecured and secured letters of credit⁴ ("LOCs") and a deposit facility.

The following table represents our outstanding unfunded investment commitments and LOCs by duration as of ^{March 31, 2024} June 30, 2024:

	Short-Term	Short-Term	Short-Term	(in millions of U.S. dollars)	(in millions of U.S. dollars)
Investing Activities					
Unfunded investment commitments					
Unfunded investment commitments					
Unfunded investment commitments					
Financing Activities					
Financing Activities					
Letters of credit					
Letters of credit					
Letters of credit					

⁴ Refer to Note 18 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023 for further details.

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Item 3 | Quantitative and Qualitative Disclosures About Market Risk

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are principally exposed to four types of market risk: interest rate risk, credit risk, equity price risk and foreign currency risk. For the ^{three} six months ended ^{March 31, 2024} June 30, 2024, there were no material changes to these market risks or our policies to address these market risks, as disclosed in "Part II, Item 7A. Quantitative and Qualitative Disclosures about Market Risk" in our Annual Report on Form 10-K for the year ended December 31, 2023.

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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including our Chief Executive Officer and our Chief Financial Officer, we 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 **March 31, 2024** **June 30, 2024**. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that we maintained effective disclosure controls and procedures to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and timely reported as specified in the rules and forms of the U.S. Securities and Exchange Commission and is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal controls over financial reporting that occurred during the three months ended **March 31, 2024** **June 30, 2024** that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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Part II - Other Information

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For a discussion of legal proceedings, see Note **15** **17** to our unaudited condensed consolidated financial statements, which is incorporated herein by reference.

ITEM 1A. RISK FACTORS

Our results of operations and financial condition are subject to numerous risks and uncertainties described in "Risk Factors" included in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023. **The** **Other** than as described below, the risk factors identified therein have not materially changed.

On July 29, 2024, the Company entered into the Merger Agreement with Elk Bidco Limited (the "Parent"), an exempted company limited by shares existing under the laws of Bermuda. The Parent is backed by equity commitments from investment vehicles managed or advised by affiliates of Sixth Street. Pursuant to the Merger Agreement, there will be a series of mergers resulting in the Company surviving the Merger as a wholly-owned subsidiary of the Parent. Refer to Note 1. Merger Agreement of our unaudited condensed consolidated financial statements for further information on the Merger Agreement.

The Merger Agreement was unanimously approved by the Company's Board of Directors. The description of the Merger Agreement in these risk factors does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 2.1 to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 29, 2024.

Risks Related to the Proposed Merger

While the Merger is pending, we are subject to business uncertainties and contractual restrictions that could harm our business relationships, financial condition, results of operations and business.

During the period prior to the closing of the Merger and pursuant to the terms of the Merger Agreement, our business is exposed to certain incremental risks and contractual restrictions that could harm our business relationships, financial condition, results of operations, and business, including:

- the proposed Merger and its announcement could have an adverse effect on our ability to retain clients and retain and hire key personnel and maintain relationships with our clients and business partners;
- the diversion of management time and attention, as well as distraction of our key personnel, from the Company's ordinary course of business operations;
- delays or deferrals of certain business decisions by our clients and business partners, who may defer decisions about working with us, move to our competitors, or seek to delay or change existing business relationships with us;

- our inability to, among other things, solicit other acquisition proposals following 35 days after the signing of the Merger Agreement, pursue alternative business opportunities, freely issue securities, incur or refinance certain indebtedness, or take certain actions without Parent's prior approval;
- the proposed Merger and the termination fee of \$145 million (or \$102 million if such termination occurs during the "go-shop" period), that we may be required to pay under certain circumstances if the Merger does not close, may negatively impact the structure, pricing and terms proposed by a third party seeking to acquire or merge with the Company or deter such third party from making a competing acquisition proposal;
- the inability to make strategic changes to our business because the Merger Agreement requires us to use commercially reasonable efforts to conduct our business in the ordinary course of business consistent with past practice in all material respects and not engage in certain kinds of transactions prior to the completion of the proposed Merger without Parent's approval;
- negative publicity as a result of significant delays in completing the Merger or the failure to complete the Merger, which, in turn, could negatively affect our relationships with business partners and could impact investor and consumer confidence in our business;

Part II - Other Information

- any litigation relating to the Merger and the costs related thereto;
- the incurrence of significant costs, expenses, and fees for professional services and other transaction costs in connection with the Merger.

Even if successfully completed, there are certain risks to our shareholders from the Merger, including:

- we may experience a departure of employees prior to the closing of the Merger;
- the amount of cash to be paid under the Merger Agreement is fixed and will not be adjusted for any positive changes in our business, assets, liabilities, prospects, outlook, financial condition or operations;
- receipt of the all-cash per share merger consideration under the Merger Agreement is taxable to shareholders that are treated as U.S. holders for U.S. federal income tax purposes; and
- if the Merger is completed, holders of our ordinary shares will forgo the opportunity to realize the potential long-term value of the successful execution of our current strategy as an independent company.

The Merger may not be completed within the intended timeframe, or at all, and the failure to complete the Merger could adversely affect our business, results of operations, financial condition, and the market price of our ordinary shares, depositary shares representing our preferred shares, Senior Notes and Junior Subordinated Notes.

The Merger Agreement contains a number of conditions that must be satisfied or waived prior to the completion of the Merger, including (a) the adoption of the Merger Agreement by the Company's shareholders, (b) the approval of the Bermuda Monetary Authority pursuant to the Bermuda Exchange Control Act 1972 and the Insurance Act 1978, other additional approvals of certain other insurance regulatory bodies, the expiration, termination or receipt of any approval or clearances applicable to the consummation of the Merger under applicable antitrust laws, including the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the receipt of certain additional clearances or approvals of certain other governmental bodies, without the imposition of a Burdensome Condition (as defined in the Merger Agreement); (c) the absence of any order restraining, enjoining or otherwise preventing the Merger or any law that prohibits or makes illegal the consummation of the Merger that remains in effect, (d) the absence of any Specified Debt Event of Default (as defined in the Merger Agreement) and (e) the absence of any Company Material Adverse Effect.

Any such required consents and approvals may not be received at all, may not be received in a timely fashion, or may impose conditions on the completion of the Merger. We cannot assure that all of the conditions in the Merger Agreement will be satisfied or waived on a timely basis or at all. If the conditions in the Merger Agreement are not satisfied or waived on a timely basis or at all, or if Parent failed to obtain financing necessary to complete the proposed transaction, we may be unable to complete the Merger in the timeframe or manner currently anticipated or at all.

If the Merger is delayed or not completed without realizing any of the benefits, for any of the reasons articulated above or because Sixth Street is unable to meet their equity or debt commitments required to fund the Merger, we may be subject to a number of risks, including the following:

- the market price of our securities, including our ordinary shares, could decline to the extent that the current market price reflects a market assumption that the Merger will be completed;
- commitments of management's time and resources to the Merger that could otherwise have been devoted to pursuing other beneficial opportunities for the Company;
- we may experience negative reactions from the financial markets or from our clients, business partners or employees;
- any disruptions to our business resulting from the announcement and pendency of the Merger, including adverse changes in our relationships with clients, suppliers, partners and employees, may continue or intensify in the event the Merger is not consummated or is significantly delayed;
- the inability to attract and retain key personnel and recruit prospective employees, and the possibility that our current employees could be distracted, and their productivity decline as a result, due to uncertainty regarding the Merger;
- the inability to pursue alternative business opportunities or make changes to our business pending the completion of the Merger, and other restrictions on our ability to conduct our business;

- we have incurred, and expect to continue incurring, significant costs, expenses, and fees for professional services and other Merger-related costs, for which we may receive little or no benefit if the Merger is not completed, and many of these fees and costs will be payable by us even if the Merger is not completed; and
- we may be required, if the Merger Agreement is terminated in certain limited circumstances, to pay a termination fee of \$145 million (or \$102 million if such termination occurs during the "go-shop" period) as provided in the Merger Agreement, which would require us to use cash that would have otherwise been available for general corporate purposes or other uses.

If any of these or other risks materialize, they could adversely impact our ongoing business, financial condition, financial results and the price of our ordinary shares, depositary shares representing our preferred shares, Senior Notes and Junior Subordinated Notes. Similarly, delays in the completion of the Merger could, among other things, result in additional transaction costs, loss of revenue or other negative effects associated with uncertainty about completion of the Merger.

If the Merger Agreement is terminated, we may, under certain circumstances, be obligated to pay a termination fee to Parent. These costs could require us to use available cash that would have otherwise been available for other uses.

If the Merger is not completed, in certain circumstances, we could be required to pay a termination fee of \$145 million (or \$102 million if such termination occurs during the "go-shop" period). If the Merger Agreement is terminated, the termination fee we may be required to pay, if any, under the Merger Agreement may require us to use available cash that would have otherwise been available for general corporate purposes or other uses. For these and other reasons, termination of the Merger Agreement could materially and adversely affect our business, results of operations or financial condition, which in turn would materially and adversely affect the price of our ordinary shares, depositary shares representing our preferred shares, Senior Notes and Junior Subordinated Notes.

Our executive officers and directors may have interests in the proposed Merger that are different from, or in addition to, those of our shareholders generally.

Our executive officers and directors may have interests in the proposed Merger that are different from the interests of our shareholders generally, including, among others, the acceleration of the vesting of equity awards, the settlement of the JSOP and receipt of change in control or other severance payments in connection with the proposed Merger, continued indemnification and insurance, potentially continued service to the combined company and potentially the reinvestment of certain individuals in the private company (including our Chief Executive Officer). These interests, among others, may influence, or appear to influence, our executive officers and directors and cause them to view the Merger differently from how our shareholders generally may view it.

Additional information regarding our executive officers and directors and their interests in the proposed Merger will be included in the proxy statement relating to the proposed Merger when it is filed with the Securities and Exchange Commission.

Shareholder litigation could prevent or delay the closing of the Merger or otherwise negatively impact our business, operating results and financial condition.

Litigation relating to the Merger may be filed against the Company and its Board of Directors. Among other remedies, these claimants could seek damages and/or to enjoin the Merger and the other transactions contemplated by the Merger Agreement. The outcome of any litigation is uncertain and any such lawsuits could prevent or delay the completion of the Merger and result in significant costs. The litigation costs, including costs associated with the indemnification of obligations to our directors, and diversion of management's attention and resources to address the claims in any litigation related to the Merger may adversely affect our business, results of operations, prospects, and financial condition. Any litigation related to the Merger may result in negative publicity or an unfavorable impression of us, which could adversely affect the price of our securities, including our ordinary shares, impair our ability to recruit or retain employees, damage our relationships with our clients and business partners, or otherwise harm our operations and financial performance.

The Merger will involve substantial costs and require substantial management resources, which could adversely affect our operating results and financial condition.

Management and financial resources have been diverted and will continue to be diverted towards the completion of the Merger. We have incurred, and expect to continue to incur substantial costs and expenses relating to, as well as the direction of management resources towards, the Merger. Such costs, fees and expenses include fees and expenses payable to financial advisors, other professional fees and expenses, fees and costs relating to regulatory

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filings and filings with the SEC and notices and other transaction-related costs, fees and expenses. We expect these costs could have an adverse effect on our operating results. If the Merger is not completed, we will have incurred substantial expenses and expended substantial management resources for which we will have received little or no benefit if the closing of the Merger does not occur.

In connection with the Merger, our current and prospective employees could experience uncertainty about their future with us or decide that they do not want to continue their employment. As a result, key employees may depart because of issues relating to such uncertainty or a desire not to remain with the Company following the completion of the Merger. Loss of employees could adversely affect our business, results of operations, and financial condition. Such adverse effects could also be exacerbated by a delay in the completion of the Merger for any reason, including delays associated with obtaining requisite regulatory approvals.

Holders of the depositary shares representing our preferred shares who receive newly issued preferred shares of the surviving company cannot be sure of the value of the new preferred shares that they will receive as a result of the Merger, and an active trading market for the newly issued preferred shares does not exist and may not develop.

Upon consummation of the Merger, holders of depositary shares representing our preferred shares will receive newly issued preferred shares of the surviving company. The value of the newly issued preferred shares is unknown, and may vary as a result of a variety of factors, including the number of holders of the newly issued preferred shares, prevailing interest rates, the issuer's operating performance and financial condition, the market for similar securities and other risk factors appearing in this quarterly report. The Company cannot provide any assurances regarding the value of the newly issued preferred shares.

After the consummation of the Merger, the newly issued preferred shares will not be listed on any securities exchange. As a result, holders of the newly issued preferred shares may have difficulty selling such shares. If an active, liquid market for the newly issued preferred shares does not develop, the value and liquidity of the newly issued preferred shares may be adversely effected. As a result, the holders of the newly issued preferred shares may not be able to sell their preferred shares at a particular time or at a favorable price. Since the signing of the Merger Agreement Sixth Street has informed the Company that, after the consummation of the Merger, the information made available to the holders of the Senior Notes and Junior Subordinated Notes is also expected to be provided to the holders of the newly issued preferred shares.

We may be required to record a goodwill impairment charge that will impact our operating results in the third quarter 2024 given the July 2024 proposed acquisition consideration relative to our book value.

Our balance sheet includes \$63 million of goodwill. We have historically tested goodwill for impairment by performing a qualitative assessment test. The qualitative impairment assessment is an assessment of historical information and relevant current events and circumstances, including economic, industry and market considerations, to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. As a result of performing these procedures we determined that goodwill was not impaired as of December 31, 2023.

Given the proposed July 2024 acquisition consideration is less than our book value, we expect to record an impairment charge in the third quarter 2024 for the full amount of the goodwill.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

There were no ordinary shares acquired by the Company during the three months ended **March 31, 2024** June 30, 2024.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

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Part II - Other Information

Not applicable.

ITEM 5. OTHER INFORMATION

During the three months ended **March 31, 2024** June 30, 2024, no director or officer of the Company adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

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Part II - Other Information

ITEM 6. EXHIBITS

EXHIBIT INDEX

Exhibit No.	Description
3.1	Memorandum of Association of Enstar Group Limited (incorporated by reference to Exhibit 3.1 of the Company's Form 10-K/A filed on May 2, 2011).
3.2	Sixth Amended and Restated Bye-Laws of Enstar Group Limited (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed on June 15, 2021).
3.3	Certificate of Designations of Series C Participating Non-Voting Perpetual Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed on June 17, 2016).
3.4	Certificate of Designations of 7.00% fixed-to-floating rate perpetual non-cumulative preference shares, Series D (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed on June 27, 2018).
3.5	Certificate of Designations of 7.00% perpetual non-cumulative preference shares, Series E (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed on November 21, 2018).
10.1*	Amended and Restated Employment Agreement, dated June 6, 2023, by and between Enstar (US), Inc. and Nazar Alobaidat.
10.2*	Amendment No. 2 to the Employment Agreement, dated April 4, 2024, between Enstar (US), Inc. and Paul Brockman.
10.3*+s	Contract of Employment, dated April 4, 2024, between Enstar (EU) Limited and Paul Brockman.
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted under Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted under Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
104	Cover page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101)

* filed herewith

** furnished herewith

+ denotes management contract or compensatory arrangement

s certain of the schedules and similar attachments are not filed but Enstar Group Limited undertakes to furnish a copy of the schedules or similar attachments to the SEC upon request

Enstar Group Limited | First Second Quarter 2024 | Form 10-Q

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SIGNATURES

Pursuant to the requirements 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 on [May 2, 2024](#) July 31, 2024.

ENSTAR GROUP LIMITED

By: /s/ Matthew Kirk

Matthew Kirk
Chief Financial Officer,
Authorized Signatory and
Principal Financial Officer

By: /s/ Girish Ramanathan

Girish Ramanathan
Chief Accounting Officer and
Principal Accounting Officer

Exhibit 10.1**AMENDED AND RESTATED****EMPLOYMENT AGREEMENT**

This Amended and Restated Employment Agreement ("Agreement") is made by and between **Enstar (US) Inc.**, a Delaware corporation (the "Company"), and **Nazar Alabaidat** ("Executive"). The Company is a subsidiary of Enstar Group Limited (collectively, with its subsidiaries, "Enstar").

1. Employment Period. The Company hereby continues to employ Executive for the period commencing on the date Executive signs this Agreement (the "Effective Date") and ending on the date that Executive's employment with the Company terminates ("Termination Date") pursuant to the provisions of this Agreement ("Employment Period"). This Agreement shall amend and restate in its entirety the current employment agreement between Executive and the Company dated as of September 9, 2016 (the "Original Agreement") and shall expire, except for its surviving terms, on the Termination Date.

2. Terms of Employment.

(a) **Position and Duties.** During the Employment Period, Executive shall serve as Enstar's Chief Investment Officer, with such duties, authority and responsibilities as are commensurate with such position and assigned by the Company and/or Enstar. During the Employment Period, Executive shall faithfully perform all of the duties and responsibilities for the position and shall devote his best efforts and full business time and attention to the business of Enstar. Executive shall directly report to Enstar's Chief Executive Officer ("CEO"). Executive will principally work on a remote basis from his home in New Jersey, although it is understood that Executive may be required to work from or visit other offices and locations from time to time and that Executive's position will require travel. Notwithstanding the foregoing, Executive may devote reasonable time to other professional activities, including without limitation participation in committees, professional associations, and board memberships, in each case so long as such activities are in accordance with the Code of Conduct and approved in advance in writing by Enstar's CEO or the CEO's designee.

(b) **Compensation.**

(i) **Base Salary.** During the Employment Period, Executive shall receive a base salary ("Base Salary"), initially effective April 1, 2023, at an annualized rate of \$650,000, payable in accordance with the Company's standard payroll practices in effect from time to time (the Company currently has 26 pay periods in a year) and subject to applicable deductions and withholdings. Executive acknowledges that he is an exempt employee and, accordingly, that he is not entitled to overtime pay regardless of the number of hours required to complete his duties hereunder. The Base Salary of Executive will be reviewed from time to time in accordance with the established procedures of the Company and/or Enstar for adjusting salaries for similarly situated employees and may be increased in the sole discretion of the Company and/or Enstar but not decreased without Executive's consent. The Company's annual salary review is currently conducted prior to April 30th of each year. If that schedule continues, Executive will first be eligible for a merit increase, if any, on or before April 30, 2024.

(ii) **Performance Bonus Plan.** During the Employment Period, Executive will be eligible to participate in the Enstar annual discretionary performance bonus program in effect from time to time at a level commensurate with his position and in accordance with the policies and practices of Enstar in its sole discretion. The annual discretionary performance bonus program is administered by the Enstar Compensation Committee and subject to its discretionary review and approval each year, and therefore Enstar can only provide guidance that it expects Executive's eligibility for future awards, beginning with respect to performance year 2023 (payable in calendar year 2024), to be based on a

"target" of one hundred twenty-five percent (125%) of Base Salary, which awards shall be assessed pursuant to Enstar financial performance objectives and individual performance objectives to be established by the Enstar Compensation Committee in its discretion. In all cases, actual bonus awards received, if any, are subject to vary. Payment of the performance bonus under the bonus program, if any, is not a wage, and is not earned or accrued or payable, until the date that it is actually tendered to Executive. Receipt of a bonus in one year does not guarantee a bonus in any other year. If awarded, any performance bonus shall be payable at such time as the Company pays annual bonuses generally

to its employees, but in no event later than April 30th of the year following the year to which the performance bonus relates; provided, however, that the accrual and payment of any performance bonus is conditioned upon Executive being employed through the end of the applicable calendar year and, as of the date of payment, Executive (A) not having been previously terminated for Cause (as defined herein) and (B) not having received notice of a termination for Cause where such Cause is not subsequently cured.

(iii) **Annual Equity Incentives.** During the Employment Period, Executive shall be eligible to continue to participate in the Enstar long-term incentive program in effect from time to time at a level commensurate with his position and in accordance with the policies and practices of Enstar. The long-term incentive program is administered by the Enstar Compensation Committee and subject to its discretionary review and approval each year, and therefore Enstar can only provide guidance that it expects Executive's eligibility for future awards to be based on one-hundred percent (100%) of Base Salary annually, with the awards expected to be comprised of a combination of Restricted Stock Units ("RSUs") pursuant to the terms and conditions of Enstar's Amended and Restated 2016 Equity Incentive Plan (or any successor plan) (the "Equity Incentive Plan") and approved forms of RSU award agreements, and Performance Stock Units ("PSUs") pursuant to the terms and conditions of the Equity Incentive Plan and approved forms of PSU award agreements, in the proportion established by the Enstar Compensation Committee (which proportion is currently thirty percent (30%) RSUs and seventy percent (70%) PSUs, but is subject to change from time to time).

(iv) **Employee Benefit Plans.** During the Employment Period, Executive shall be eligible to continue to participate in the Company's group health and welfare insurance programs. These benefits are subject to change, with advance notice to Executive as required by law, in the Company's discretion.

(v) **401(k) Plan.** During the Employment Period, Executive shall be eligible to participate in the Company's 401(k) plan (subject to plan eligibility requirements), as such plan is amended from time to time in the Company's discretion. If Executive elects to participate in the Company's 401(k) plan, and such plan provides for employee matching contributions during his participation, the Company will make matching contributions, in accordance with the terms of the Company's plan then in effect. Enrollment elections will become effective as soon as administratively feasible.

(vi) **Paid Time Off.** During the Employment Period, Executive shall be entitled to thirty (30) business days of paid time off ("PTO") per calendar year in accordance with the Company's PTO policy, as may be amended from time to time.

(vii) **Expenses.** The Company shall reimburse Executive for reasonable business expenses incurred in the performance of his duties in accordance with the Company's expense reimbursement guidelines, as may be amended from time to time.

(viii) **Deductions and Withholding.** The Company shall deduct and withhold from any salary, benefits, and other compensation payable to Executive all federal, state, local, and other taxes and all other amounts as required by applicable law, rule or regulation.

(c) **Policies and Procedures.** The employment relationship between the parties shall be governed by the general employment practices, policies, and procedures of Enstar, and Executive

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agrees to comply with all of Enstar's practices, policies, and procedures in effect and made available to him from time to time.

3. Other Activities

(a) **Activities.** During the Employment Period, Executive shall not, without the prior written consent of the Company in its sole discretion as signed by a duly authorized officer of the Company, (i) engage in any employment other than with the Company, (ii) solicit the business of any client or customer of Enstar other than on behalf of the Company, and/or (iii) engage, directly or indirectly, in any other business activity (whether or not pursued for pecuniary advantage) that does or may be expected to interfere with the obligations of Executive under this Agreement or that might create a conflict of interest with Enstar.

(b) **No Conflict.** Executive represents and warrants that his execution of this Agreement, his employment with the Company, and the performance of his duties under this Agreement has not violated and will not violate any obligations he may have to any former employer or other person or entity, including any obligations with respect to proprietary or confidential information of any such employer or other person or entity or with respect to non-competition or non-solicitation. By signing this Agreement, Executive confirms that he has not used or disclosed and that he will not use or disclose, for any purpose whatsoever, any confidential, proprietary, or trade secret information belonging to any former employer or other person or entity.

4. Confidentiality Agreement and Intellectual Property. On or about the date his employment commenced, Executive signed the Company's standard confidentiality agreement (the "Confidentiality Agreement") in connection with initially being hired by the Company and such agreement shall remain in effect notwithstanding any other provision of this Agreement. Executive agrees to cooperate fully with Enstar, both during and after his employment with the Company, with respect to the procurement, maintenance, and enforcement of intellectual property rights in Enstar-related developments. Executive agrees to sign, both during and after the Employment Period, all papers, including without limitation copyright applications, patent applications, declarations, oaths, assignments of priority rights, and powers of attorney, which Enstar may deem necessary or desirable in

order to protect its rights and interests in any Enstar-related development. If the Company is unable, after reasonable effort, to secure Executive's signature on any such papers, Executive hereby irrevocably designates and appoints each officer of the Company as his agent and attorney-in-fact to execute any such papers on his behalf, and to take any and all actions as the Company may deem necessary or desirable in order to protect its rights and interests in any Company-related development. Executive hereby waives and irrevocably quitclaims to the Company or its designee any and all claims, of any nature whatsoever, which he now or hereafter has for infringement of any and all proprietary rights assigned to the Company or such designee.

5. At-Will Employment; Termination without Cause by the Company.

(a) **At-Will Employment.** The employment of Executive shall be "at-will" at all times hereunder, meaning that either the Company or Executive may terminate Executive's employment at any time or for any reason, with or without Cause or with or without Good Reason, and subject only to applicable "notice" and severance provisions of this Section 5 and Section 6, notwithstanding any provision to the contrary contained in or arising from any statements, policies, or practices of the Company relating to the employment, discipline, or termination of its employees. This at-will employment relationship cannot be changed except in writing signed by Executive and a duly authorized officer of the Company other than Executive.

(b) **Termination without Cause by the Company.** The Company may unilaterally terminate the employment of Executive without Cause, as defined in Section 7 immediately upon written notice. If Executive's employment is terminated by the Company without Cause, then subject to

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Executive's signing (and non-revocation) of a separation agreement containing a plenary release of all claims in a form acceptable to the Company (a "Release") within twenty-one (21) days of the Termination Date (or such shorter period as required by such Release), Executive shall be entitled to receive, in addition to all earned compensation through his Termination Date, the following without duplication (collectively, the "Severance Benefits"):

(i) the greater of (A) salary continuation at Executive's then-current base salary for twelve (12) months after the Termination Date or (B) payment of severance under the Enstar US Severance Plan existing at the time of Termination Date;

(ii) a lump sum cash amount equal to Executive's target bonus opportunity under the annual performance bonus program for the year in which Executive's employment is terminated, pro-rated based on the ratio of the number of days of employment completed in the performance year through and including the Termination Date to the total number of days in the performance year; and

(iii) subject to timely election and eligibility, Company-paid COBRA-continuation coverage for Executive and any eligible dependents for a period of up to 12 months after the Termination Date, at the same or substantially same coverage levels available during the last ninety (90) days of Executive's active employment with the Company.

Notwithstanding the foregoing, all Severance Benefits not yet paid by March 15 of the calendar year following the Termination Date shall be paid in a lump sum on such March 15 or the first business day prior thereto. If Executive is terminated without Cause, any and all RSUs and PSUs awarded to Executive prior to the Termination Date shall be treated pursuant to the terms of the Equity Incentive Plan and the applicable award agreements thereunder.

6. Termination by Executive.

(a) **Resignation with Good Reason.** Executive may terminate his employment with the Company with Good Reason, as defined in Section 6(c), by notifying the Company in writing within thirty (30) days after the initial existence of the event giving rise to Good Reason that Executive intends to terminate his employment with Good Reason, and if such Good Reason is not cured within thirty (30) days of such written notice to the Company (the "Cure Period"), by actually terminating employment no earlier than sixty (60) calendar days after the Cure Period ends (the "Good Reason Notice Period"), during which period, Executive shall continue to fulfill his obligations under this Agreement and assist with the transition of Executive's duties. The Company shall have the option, in its sole discretion to ask the Executive to cease performing duties at any time prior to the end of the Good Reason Notice Period; *provided, however,* that should the Company exercise this option such exercise shall not be deemed a termination by the Company without Cause or an event giving rise to Good Reason. In the event Executive resigns for Good Reason, subject to Executive's signing (and non-revocation) of a Release within twenty-one (21) days of the Termination Date (or such shorter period as required by such Release), Executive shall be entitled to receive the Severance Benefits, and any and all RSUs and PSUs awarded to Executive prior to the Termination Date shall be treated pursuant to the terms of the Equity Incentive Plan and the applicable award agreements thereunder.

(b) **Resignation without Good Reason.** Executive may terminate his employment with the Company at any time without Good Reason by providing six (6) months' advance written notice to the Company ("Non-Good Reason Notice Period"). In the event of a resignation without Good Reason, Executive shall be entitled only to compensation and benefits earned and accrued up to and through the Termination Date. The Company shall have the option, in its sole discretion, to make Executive's termination effective at any time prior to the end of such Non-Good Reason Notice Period. For clarity, should the Company exercise the option described in the foregoing sentence, such exercise shall not be deemed a termination by the Company without Cause or an event giving rise to Good Reason. For

clarity, this Section 6(b) is subject to Section 7(a), such that if Executive is terminated for Cause during the Non-Good Reason Notice Period, the terms of Section 7(a) hereof shall control.

(c) **Good Reason.** For purposes of this Agreement, "Good Reason" means any of the following without Executive's consent, and subject to the cure period in Section 6(a) above:

(i) Material diminution in Executive's title, duties or authority inconsistent with Executive's position;

(ii) No longer permitting Executive to work primarily remotely, other than relocating Executive's principal place of employment to an office that is no more than a 90-minute commute from Executive's residence at the Effective Date if Executive's physical attendance is regularly required at such place, and except for required travel on Company business to an extent substantially consistent with Executive's business travel obligations as of the date of relocation; or

(iii) Any other action or inaction by Enstar that constitutes a material breach of the material terms and provisions of this Agreement or any other material agreement between Executive and Enstar.

(d) **New Equity Awards.** Notwithstanding anything in this Agreement to the contrary, Executive shall not be entitled to receive any new equity incentive awards following his delivery of notice to the Company that he is resigning for Good Reason or that he is resigning without Good Reason.

7. Other Terminations of Employment.

(a) **Termination for Cause.** The Company may immediately terminate the employment of Executive for Cause upon the occurrence of any of the following events (each a "Cause"):

(i) Conviction or plea to a felony or a crime involving fraud or misrepresentation;

(ii) Indictment for a felony or a crime involving fraud, misrepresentation, or misconduct; provided, however, that in the event Executive is subsequently acquitted of such crime or the indictment is subsequently dismissed, any prior termination of Executive solely pursuant to this clause (ii) shall be treated as a termination without Cause;

(iii) Failure by Executive to follow lawful instructions from Executive's supervisor or the Board of Directors of the Company or Enstar following a reasonable opportunity to cure, if curable, within a time frame determined by the Company, but no less than twenty (20) days from such notice;

(iv) Failure to perform Executive's duties hereunder following written notice and a reasonable opportunity to cure, if curable, within a time frame determined by the Company, but no less than twenty (20) days from such notice;

(v) Material gross neglect by Executive in the performance of his duties hereunder following written notice and a reasonable opportunity to cure, if curable, not to exceed twenty (20) days from such notice;

(vi) Fraud or dishonesty in connection with the Executive's employment or the performance of his duties;

(vii) Breach of fiduciary duty related to the business or affairs of the Company or Enstar;

(viii) Executive's material breach of any written agreement with the Company or Enstar, including this Agreement and the Confidentiality Agreement, following written notice and a reasonable opportunity to cure, if curable, not to exceed twenty (20) days from such notice; or

(ix) Willful misconduct that the Company reasonably believes to be materially harmful to the business, interests, or reputation of Enstar, including any material violation of any Enstar written policy; **provided, however**, that any right to cure hereunder shall not be applicable to two or more of the same or similar or related breaches, acts, or omissions.

In the event of a termination for Cause, the Company shall pay to Executive only the compensation to which Executive is entitled up through the Termination Date, subject to any other rights or remedies of the Company under law; and thereafter all obligations of the Company under this Agreement shall cease. For clarity, Executive shall not be entitled to Severance Benefits in the event of a termination for Cause.

(b) **By Death.** The employment of Executive shall terminate automatically upon Executive's death. The Company shall pay and provide to Executive's beneficiaries or estate, as appropriate, any compensation to which Executive would have been entitled up through the date of death, and any and all RSUs and PSUs awarded to Executive prior to his death shall be treated pursuant to the terms of the Equity Incentive Plan and the applicable award agreements thereunder. Thereafter all obligations of the Company under this Agreement shall cease. Nothing in this Section shall affect any entitlement of the heirs or devisees of Executive to the benefits of any life insurance plan or policy or other applicable benefits. For clarity, Executive shall not be entitled to Severance Benefits in the event of a termination pursuant to this Section.

(c) **By Disability.** If Executive becomes eligible for the long term disability benefits of the Company or if, in the reasonable opinion of the Board of Directors of the Company, Executive is unable to carry out the responsibilities and functions of the position held by Executive by reason of any physical or mental impairment for more than ninety (90) consecutive days or more than one hundred and twenty (120) days in any twelve (12) month period, then, to the extent not prohibited by law, the Company may terminate Executive's employment. If the Company so terminates Executive's employment, the Company shall pay and provide to Executive (i) all compensation to which Executive is entitled up through the Termination Date, (ii) salary continuation at Executive's then-current base salary for six (6) months after the Termination Date minus any disability payments received by Executive from disability insurance policies paid for by the Company, and (iii) a lump sum cash amount equal to Executive's target bonus opportunity under the annual performance bonus program for the year in which Executive's employment is terminated, pro-rated based on the ratio of the number of days of employment completed in the performance year through and including the Termination Date to the total number of days in the performance year. Notwithstanding the foregoing, all such disability payments not yet paid by March 15 of the calendar year following the Termination Date shall be paid in a lump sum on such March 15 or the first business day prior thereto. In addition, upon termination of Executive's employment pursuant to this Section, any and all RSUs and PSUs awarded to Executive prior to the Termination Date shall be treated pursuant to the terms of the Equity Incentive Plan and the applicable award agreements thereunder. Thereafter all obligations of the Company under this Agreement shall cease. Nothing in this Section shall affect Executive's rights under any disability plan or other applicable benefit plans or policies in which Executive is a participant. For clarity, Executive shall not be entitled to Severance Benefits in the event of a termination pursuant to this Section.

(d) **Termination without Cause or Resignation with Good Reason following Change in Control.** If there should be a Change in Control (as defined in the Equity Incentive Plan), and on or within 12 months thereafter either: (i) Executive's employment is terminated without Cause or (ii) Executive terminates his employment for Good Reason, then subject to Executive's signing (and non-revocation) of a Release within twenty-one (21) days of the Termination Date (or such shorter period as required by such Release) and in lieu of any Severance Benefits to which Executive may have been entitled to receive under Section 5(b) or Section 6(a), Executive shall be entitled to receive in addition to all earned

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compensation through his Termination Date, the following without duplication of amounts paid or benefits provided hereunder or otherwise in connection with the Change of Control (collectively, the "Change in Control Severance Benefits"):

(i) the greater of (A) salary continuation at Executive's then-current base salary for eighteen (18) months after the Termination Date or (B) payment of severance under the Enstar US Severance Plan existing at the time of Termination Date;

(ii) a lump sum cash amount equal to Executive's target bonus opportunity under the annual performance bonus program for the year in which Executive's employment is terminated, pro-rated based on the ratio of the number of days of employment completed in the performance year through and including the Termination Date to the total number of days in the performance year; and

(iii) subject to timely election and eligibility, Company-paid COBRA-continuation coverage for Executive and any eligible dependents for a period of up to 12 months after the Termination Date, at the same or substantially same coverage levels available during the last ninety (90) days of Executive's active employment with the Company.

Notwithstanding the foregoing, all Change in Control Severance Benefits not yet paid by March 15 of the calendar year following the Termination Date shall be paid in a lump sum on such March 15 or the first business day prior thereto. Any and all RSUs and PSUs awarded to Executive prior to the Termination Date shall be treated pursuant to the terms of the Equity Incentive Plan and the applicable award agreements thereunder.

8. Return of Property. Upon termination of employment with the Company, Executive agrees to promptly return to the Company and not retain any and all property, equipment, documents, data, and materials of Enstar of any kind in the possession and/or control of Executive.

9. Cooperation in Pending Work. Following any termination of Executive's employment (or, during any notice period, if applicable), Executive shall reasonably cooperate with the Company and/or Enstar in all matters relating to the winding up of pending work on behalf of the Company and/or Enstar and the orderly transfer of work to other employees or contractors of the Company and/or Enstar. Executive shall also reasonably cooperate, at all times during and after Executive's employment, in the defense of any action brought by any third party against the Company and/or Enstar that relates in any manner to Executive's acts or omissions while employed by the Company or which concerns matters about which Executive has knowledge. The Company's request for cooperation pursuant to this Section shall take into consideration Executive's personal and business commitments and the amount of notice provided to Executive. Except for any cooperation that occurs during an applicable notice period, the Company will reimburse Executive, in accordance with Company policy, for reasonable expenses and reasonable and necessary attorneys' fees incurred as a result of Executive's cooperation pursuant to this Section.

10. Non-Solicitation. During the term of his employment with the Company and for a period of twelve (12) months immediately after the date his employment terminates for any reason (the "Non-Solicitation Period"), Executive agrees that Executive will not, directly or indirectly, (i) call upon, solicit, divert, or take away any of the clients, business, or business partners of the Company, or request or cause any of the above to abandon, cancel or terminate any part of their relationship with Enstar, or (ii) solicit, entice, or attempt to persuade any employee, agent, consultant, or independent contractor of Enstar to leave the service of such company for any reason or take any other action that may cause any such individual to terminate his relationship with Enstar.

11. Non-Competition. During the term of his employment with the Company and for a period of twelve (12) months immediately after the date his employment terminates by reason of

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termination for Cause by the Company or by reason of resignation by the Executive without Good Reason (the "Restriction Period"), Executive shall not, without the prior written permission of the Enstar Board, directly or indirectly engage in any Competitive Activity. The term "Competitive Activity" shall mean (i) entering the employ of, or rendering services to, any person, firm or corporation engaged in the insurance run-off business and/or the reinsurance run-off business (hereinafter defined as the "Business"); (ii) engaging in the Business for Executive's own account or becoming interested in any such Business, directly or indirectly, as an individual, partner, shareholder, member, director, officer, principal, agent, employee, trustee, consultant, or in any other similar capacity; provided, however, nothing in this Section 11 shall prohibit Executive from owning, solely as a passive investment, 5% or less of the total outstanding securities of a publicly-held company. For the avoidance of doubt, the provisions of this Section 11 shall not apply in the event Executive's employment with the Company is terminated without Cause or due to resignation with Good Reason. For the avoidance of doubt, nothing in this Section 11 shall prevent Executive from becoming employed during the Restriction Period with an insurance company that is not engaged in insurance run-off business or reinsurance run-off business.

12. Injunctive Relief. Executive acknowledges that the remedy at law for any Executive breach or threatened breach of Sections 4, 8, 9, 10 or 11 this Agreement will be inadequate, and accordingly that the Company, in addition to all other available remedies (including without limitation seeking such damages as it has sustained by reason of such breach), shall be entitled, notwithstanding Section 13 hereof, to seek injunctive or any other appropriate form of equitable relief in a court of competent jurisdiction without being required to post a bond. Executive agrees and acknowledges that the Non-Solicitation Period and Restriction Period, respectively, shall be extended for one extra day for each day in which Executive is in breach of Sections 10 or 11, respectively.

13. Alternative Dispute Resolution.

(a) **Arbitrable Claims.** To ensure the rapid, economical, and private resolution of any disputes which may arise concerning the relationship between Executive and the Company, the parties hereby agree that any and all disputes, claims or controversies (collectively "disputes") in any manner arising out of or relating to or in connection with Executive's employment or termination of employment with the Company, including but not limited to any matter arising from or related to this Agreement or any breach, termination, enforcement, interpretation, or validity thereof ("Arbitrable Claims"), shall be resolved to the fullest extent not prohibited by law by final and binding arbitration administered by the American Arbitration Association or its successor ("AAA") pursuant to its then applicable employment arbitration rules and procedures ("AAA Rules"); provided, however, that notwithstanding the foregoing or any contrary provision of this Agreement, this arbitration provision shall not be applicable to any dispute relating to (i) any of the ownership or scope or validity or enforceability of any patent, copyright, trade mark, trade secret or other intellectual property or intellectual property rights or the infringement or misappropriation or violation thereof or (ii) any demand for injunctive relief pursuant to Section 12 of this Agreement. Subject to the foregoing proviso, Arbitrable Claims shall include without limitation claims for breach of contract (express or implied), tort of any kind, employment discrimination (including harassment), as well as all claims based on any federal, state, or local law, statute, or regulation, including claims for employment discrimination or retaliation, which include, by way of example only, claims under Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act, the Americans with Disabilities Act, and any other similar federal laws or their comparable state or local counterparts.

(b) **Arbitration Procedures.** The arbitration of Arbitrable Claims shall be in accordance with the AAA Rules and shall take place in New York, New York before a single neutral arbitrator, unless otherwise agreed by the parties. Arbitration shall be final and binding upon the parties and shall be the exclusive remedy for all Arbitrable Claims. Executive shall have the right to be represented by legal counsel at any arbitration proceeding. The arbitrator shall (i) have the authority to compel adequate discovery for the resolution of the dispute and to award such relief as would otherwise be available under applicable law in a court proceeding; (ii) have the authority to award attorneys' fees

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and costs to the prevailing party in any dispute submitted to arbitration; and (iii) issue a written statement signed by the arbitrator regarding the disposition of each claim and the relief, if any, awarded as to each claim, the reasons for the award, and the arbitrator's essential findings and conclusions on which the award is based. Either party may bring an action in court to compel arbitration under this Agreement, to enforce an arbitration award or to obtain temporary injunctive relief pending a judgment based on the arbitration award. Otherwise, neither party shall initiate or prosecute any lawsuit or administrative action in any manner related to any Arbitrable Claim. The Federal Arbitration Act shall govern the interpretation and enforcement of this provision.

(c) **Class Arbitration Waiver.** Any arbitration will be conducted and resolved on an individual basis and not a class-wide, multiple plaintiff, or similar basis. Any arbitration will not be consolidated with any other arbitration proceeding involving any other person.

14. Compliance with Section 409A of the Internal Revenue Code. Notwithstanding anything herein to the contrary:

(a) As determined by the Company, to the extent any provision herein constitutes a "nonqualified deferred compensation plan" under Section 409A(d)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), which provides for the payment of compensation provides to Executive upon his "separation from service" under Section 409A(a)(2)(A)(i) of the Code, and Executive is a "specified employee" under Section 409A(a)(2)(B)(i) of the Code, then any such compensation or benefit otherwise payable to Executive shall be suspended and not be paid to Executive until the date that is six (6) months after the date of his separation from service and any amounts suspended during such six (6)-month period shall be paid once benefits commence. The right to any series of installment payments hereunder shall be treated for purposes of Section 409A of the Code as a right to a series of separate payments.

(b) The provisions herein, and plans and arrangements referenced hereunder, are intended to comply with or be exempt from the applicable requirements of Section 409A of the Code and may be limited, construed, and interpreted in accordance with such intent. References in this Agreement to "termination of employment" or word to similar effect shall mean a "separation from service" as defined in final regulations promulgated under Section 409A of the Code. Notwithstanding anything herein to the contrary, (i) any provision hereunder that is inconsistent with Section 409A of the Code may be deemed to be amended to comply with Section 409A of the Code, and to the extent such provision cannot be amended to comply therewith, such provision may be null and void, and (ii) neither the Company, Enstar, any of their affiliates, or any person acting on any of their behalf shall be liable to Executive or any other person by reason of any acceleration of income or any additional tax (including any interest or penalties) asserted by reason of the failure of any payments or benefits to comply with or be exempt from Section 409A of the Code.

(c) To the extent Executive is entitled to receive taxable reimbursements and/or in-kind benefits, the following provisions apply: (i) Executive shall receive such reimbursements and benefits for the period set forth in this Agreement and, if no such period is specified, Executive shall receive such reimbursements and benefits for the term of this Agreement, (ii) the amount of such reimbursements and benefits Executive receives in one year shall not affect amounts provided in any other year, (iii) such reimbursements must be made by the last day of the year following the year in which the expense was incurred, and (iv) such reimbursements and benefits may not be liquidated or exchanged for any other reimbursement or benefit.

(d) No acceleration of any payment, including separation payments, shall be permitted if such acceleration would result in Executive being taxed under Section 409A of the Code.

15. Section 280G of the Code. If any payment or benefit due under this Agreement, together with all other payments and benefits that Executive receives or is entitled to receive from the

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Company, Enstar, or any of their subsidiaries, affiliates, or related entities, would (if paid or provided) constitute an "excess parachute payment" for purposes of Section 280G of the Code, the amounts otherwise payable and benefits otherwise due under this Agreement will either (i) be delivered in full, or (ii) be limited to the minimum extent necessary to ensure that no portion thereof will fail to be tax-deductible to the Company by reason of Section 280G of the Code, whichever of the foregoing amounts, taking into account the applicable federal, state or local income and employment taxes and the excise tax imposed under Section 4999 of the Code, results in the receipt by Executive, on an after-tax basis, of the greatest amount of benefits, notwithstanding that all or some portion of such benefits may be subject to the excise tax imposed under Section 4999 of the Code. In the event that the payments and/or benefits are to be reduced pursuant to this Section 14, such payments and benefits shall be reduced such that the reduction of cash compensation to be provided to Executive as a result of this Section 14 is minimized. Notwithstanding the immediately preceding sentence, in applying this principle, the reduction shall be made in a manner consistent with the requirements of Section 409A of the Code, and where two economically equivalent amounts are subject to reduction but payable at different times, such amounts

shall be reduced on a pro rata basis but not below zero. All determinations required to be made under this Section 14 shall be made by the Company's independent public accounting firm or by another advisor mutually agreed to by the parties.

16. Indemnification. Company shall indemnify and defend Executive against all claims arising out of Executive's activities as an officer or employee of Company or its affiliates to the fullest extent permitted by law and under Company's organizational documents, except that the Company shall not indemnify and defend Executive against any claims brought against Executive by the Company, Enstar, or any of their affiliates. During Executive's employment and for six (6) years following the end of Executive's employment, Executive shall be entitled to be covered by a policy of directors' and officers' liability insurance on commercially reasonable terms sufficient to cover the risk to Executive that would reasonably be expected to result from his activities as an officer or employee of the Company or its affiliates as aforesaid and a copy of the policy shall be provided to Executive upon his request from time to time. At the request of the Company, Executive shall, during and after Executive's employment with the Company, render reasonable assistance to the Company in connection with any litigation or other proceeding involving the Company or any of its affiliates, unless precluded from so doing by law. The Company shall provide reasonable compensation to Executive for such assistance rendered after Executive's employment ceases and will reimburse Executive for reasonable attorneys' fees incurred as a result of Executive's requested assistance pursuant to this Section.

17. Clawback Right. Notwithstanding any other provisions in this Agreement to the contrary, any incentive-based compensation paid to Executive pursuant to this Agreement or any other agreement or arrangement with the Company or Enstar that is subject to recovery under any law, government regulation, stock exchange listing requirement, or Enstar policy approved by the Enstar or Company board and notified to Executive, will be subject to such deductions and clawback as may be required to be made pursuant to such law, government regulation, stock exchange listing requirement, or Enstar policy.

18. General Provisions.

(a) **Entire Agreement.** This Agreement (inclusive of the Confidentiality Agreement) is the entire and final agreement and understanding of the parties relating to the subject matter hereof and shall supersede all prior or other current negotiations, agreements, representations, warranties, and understandings, whether written or oral, between the parties or any subsidiaries or other affiliates of a party, including, but not limited to, the Original Agreement.

(b) **Assignment; Binding Effect.** This Agreement is a personal services contract, and neither this Agreement nor any rights or obligations hereunder may be assigned or transferred or delegated or otherwise disposed of by Executive without the prior written consent of the Company, which may be withheld in its sole discretion, and any purported assignment or transfer or delegation or other disposition by Executive without such consent shall be null and void. Executive acknowledges and

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agrees that the Company has the right and power to assign or transfer or delegate or otherwise dispose of this Agreement or any rights or obligations hereunder in its sole discretion and in whole or in part, whether by merger, consolidation, reorganization, sale or other transfer or disposition of assets or stock or operation of law or otherwise, and specifically including to any other member or affiliate of Enstar. Subject to the foregoing restrictions on Executive, this Agreement shall inure to the benefit of and be binding upon each of the parties; the affiliates, officers, directors, agents, successors and assigns of the Company; and the heirs, devisees, spouses, legal representatives, successors and permitted assigns of Executive. Other than Enstar, which is a third-party beneficiary of this Agreement, there are no intended third-party beneficiaries under this Agreement.

(c) **Amendments, Waivers.** This Agreement or any provision hereof may not be amended except by a writing signed by Executive and by a duly authorized representative of the Company other than Executive. Any waiver of any provision of this Agreement must be in writing and executed by the party waiving such provision. The waiver of a party of any default or breach of this Agreement shall not constitute a waiver of any other or subsequent default or breach. The Company shall not be required to give notice to enforce strict adherence to all terms of this Agreement.

(d) **Severability.** If any provision of this Agreement shall be held by a court or arbitrator of competent jurisdiction to be invalid or unenforceable or void, such provision shall be enforced to the fullest extent not prohibited by law and shall be revised to the extent necessary to make such provision a valid and enforceable and legal provision consistent with the original intent and/or economic effect of such provision, and the remaining provisions hereof will remain in full force and effect. In addition, if any one or more provisions contained in this Agreement shall be held to be excessively broad as to duration, geographical scope, activity or subject, such provision shall be construed by limiting or reducing it, so as to be enforceable under applicable law, and the parties agree that any presiding court or arbitrator shall be requested to do so.

(e) **Governing Law.** This Agreement and all matters arising out of or relating to or in connection with this Agreement shall be governed by and construed in accordance with the laws of the State of New York, without application of conflict of law rules, subject to the application of the Federal Arbitration Act.

(f) **Notices.** Any notice, request, demand, or other communication required or permitted hereunder shall be in writing, shall reference this Agreement, and shall be deemed to be properly given: (i) when delivered personally, by courier, or by e-mail or (ii) five (5) business days after having been sent by registered or certified mail, return receipt requested, postage prepaid. All notices shall be sent to the respective addresses set forth in the signature page of this Agreement. Any party may change its notice address or e-mail address by notifying the other party of such change in compliance with this Section.

(g) **Representations.** Each party represents and warrants that such party has the full right, power and authority to enter into, execute and deliver this Agreement and to perform its or his obligations hereunder, and that this Agreement shall constitute its or his valid and legally binding agreement enforceable in accordance with its terms.

(h) **Remedies Cumulative.** The remedies provided in this Agreement shall be cumulative and shall not preclude any party from asserting any other right, or seeking any other remedies, against the other party.

(i) **Interpretation.** When the context requires, the plural shall include the singular and the singular the plural; and any gender reference shall include any other gender or the absence of gender. All references to "including" or "includes" or any variation thereof shall be deemed to include the terms "without limitation". The words "hereunder," "hereof," "hereto" and words of similar import shall be deemed references to this Agreement as a whole. To the extent not prohibited by law, this Agreement

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shall not be construed against the drafter. Section headings are not part of this Agreement and are only for the convenience of the parties.

(j) **Counterparts.** This Agreement may be executed in several counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same instrument. Facsimile or PDF signatures shall be deemed as effective as originals.

(k) **Executive Acknowledgment.** Executive hereby acknowledges that he has had the opportunity to and did consult legal counsel concerning this Agreement, that he has read and understands the agreement, that he is fully aware of its legal effect, and that he has entered into the agreement freely and based on his own judgment and not on any representations or promises other than those expressly provided in this agreement.

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IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date set forth below.

Enstar (US) Inc.

By: l/s/ Audrey B. Taranto Dated: June 6, 2023

Name: Audrey B. Taranto

Title: Authorized Signatory

Address:

411 Fifth Ave., 5th Floor
New York, NY 10016

Email: Notice to the email address of the General Counsel, on file with the Company

Executive:

l/s/ Nazar Alobaïdat Dated: June 6, 2023

Name: Nazar Alobaïdat

Address: As registered in the Company's HR files

Email Notice: Notice to the Company-provided email address

Amendment No. 2
to
Employment Agreement

This Amendment No. 2 (this "Amendment") is entered into on April 4, 2024 (the "Signing Date") and is effective as of January 12, 2024 (the "Effective Date"), between **Enstar (US) Inc.**, a Delaware corporation ("Company") and **Paul Brockman** ("Executive") and amends the Employment Agreement between Company and Executive entered into January 8, 2018, as amended March 21, 2023 (the "Current Employment Agreement").

BACKGROUND

WHEREAS, Company and Executive have agreed to certain changes to his role and responsibilities and wish to amend the Current Employment to reflect such changes;

WHEREAS, Executive's title in the Current Employment Agreement is "Chief Operating Officer and Chief Claims Officer of Enstar Group";

WHEREAS, Executive will continue to serve as "Chief Operating Officer of Enstar Group," but:

- i) Effective as of January 12, 2024, Executive assumes the additional role of Interim Chief Executive Officer for Enstar (EU) Limited, for an undetermined interim period (capped at roughly two calendar years), to provide direction and oversight in connection with the transition from the retiring current CEO, and this appointment has been approved by the Enstar (EU) Limited board of directors; and ii) Effective as of January 29, 2024, Executive consents to the relinquishment of his Chief Claims Officer title and role, because Company, with Executive's support, has hired a new Chief Claims Officer reporting into Executive.

WHEREAS, Company and Executive agree to make such other changes as are necessary to reflect the change in circumstances and the parties' intent.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein and intending to be legally bound hereby, the parties hereto agree as follows:

AMENDED TERMS

1. **Position and Duties.** Section 2(a) of the Current Employment Agreement is hereby amended and restated as follows:

(a) **Position and Duties.**

- (i) *During the Employment Period, Executive shall serve as Chief Operating Officer of Enstar Group, with such duties, authority and responsibilities as are commensurate with such position and assigned by the Company and Enstar Group Limited. During the Employment Period, Executive shall faithfully perform all of the duties and responsibilities for the position and shall devote his best efforts and full time and attention to the business of Enstar (except for vacation periods and reasonable periods of absence for illness or incapacity as not prohibited by the Company's general employment policies and the terms of this Agreement). Executive shall directly report to the Enstar Group Limited Chief Executive Officer, who shall have authority to change such reporting line in his discretion. The Executive will be based in the Company's offices in St. Petersburg.*

Florida, although it is understood that Executive may be required to visit other offices and locations from time to time and that Executive's position will require travel. Notwithstanding the foregoing, Executive may devote reasonable time to personal and professional activities, including without limitation participation in committees, professional associations, and board memberships, in each case so long as such activities are in accordance with the Code of Conduct and approved in writing by Enstar Group Limited's Chief Executive Officer.

- (ii) During an interim period intended to last until a successor is identified, Executive shall also serve as Interim Chief Executive Officer of Enstar (EU) Limited, the U.K.-based service company that is a subsidiary of Enstar Group Limited and sister entity of Company. In such role, Executive shall also report to the Enstar (EU) Limited board of directors. Executive's UK role shall be subject to that certain Contract of Employment between Enstar (EU) Limited and Executive, effective as of the Effective Date (the "UK Contract"). Company consents to this arrangement and acknowledges Executive will spend approximately 50% of his full-time working hours performing Interim Chief Executive Officer of Enstar (EU) Limited services.
- (iii) At such time as Enstar Group determines his interim services in the UK role under the UK Contract are no longer necessary (for example, if a successor is named), Executive shall submit all appropriate resignations and consent to transitioning and relinquishing such officer and any related director roles. For the avoidance of doubt, such a change shall not constitute an actual or constructive termination of employment or notice of termination of employment, nor shall it trigger Severance Payments or severance benefits of any kind. At such time, Executive is expected to return to spending 100% of his full-time working hours performing Group Chief Operating Officer services for Company.

2. Base Salary. Section 2(b)(i) of the Current Employment Agreement shall be amended and restated in its entirety as follows:

During the Employment Period, Executive shall receive a base salary ("U.S. Base Salary"), initially with effect from the Effective Date, at an annualized rate equal to the following formula: (A) Eight hundred thousand dollars (\$800,000) ("Global Base Salary") minus (B) "Salary" as defined in the UK Contract in effect from time to time, payable in accordance with the Company's standard payroll practices and subject to statutory payroll deductions and withholdings. Executive acknowledges that he is an exempt employee and, accordingly, that he is not entitled to overtime pay regardless of the number of hours required to complete his duties hereunder. The Global Base Salary of Executive will be reviewed from time to time in accordance with the established procedures of the Company for adjusting salaries for similarly situated employees and may be increased in the sole discretion of the Company. The Company's annual salary review is conducted on April 1 of each year. Executive will first be eligible for a merit increase on April 1st, 2025.

3. Performance Bonus Plan. Section 2(b)(ii)(A) and (B) of the Current Employment Agreement shall be amended and restated in its entirety as follows:

(A) For the performance year period beginning on January 1, 2024, Executive was selected as one of the Enstar employees whose performance bonus is governed by the group executive team program, which specifies performance bonus opportunity subject to achievement of the Enstar financial and corporate performance metrics and individual operational objectives adopted by Enstar's Compensation Committee in its sole discretion from time to time. As part of this program,

Enstar's Compensation Committee has established Executive's "threshold," "target," and "maximum" 2024 performance bonus opportunity as 75%, 125%, and 150% of U.S. Base Salary, respectively, with actual performance bonus payments subject to a 10% adjustment amount (increase or decrease). The program's nature and structure are subject to review and discretion of Enstar's Compensation Committee on an annual basis and is therefore subject to change upon their approval from time to time.

(B) For performance year periods beginning on January 1, 2025, Executive shall, following the completion of each fiscal year, be eligible for a performance bonus in accordance with Enstar's bonus program, as administered by Enstar's Compensation Committee at a level commensurate with his position and in accordance with the policies and practices of Enstar.

4. Equity Incentives. Section 2(b)(iii)(A) of the Current Employment Agreement shall be amended and restated in its entirety as follows:

(A) Commencing in 2024 and during the Employment Period, Executive shall be eligible to continue to participate in the Enstar long-term incentive program in effect from time to time at a level commensurate with his position and in accordance with the policies and practices of Enstar. The long-term incentive program is administered by the Enstar Compensation Committee and subject to its discretionary review and approval each year, and therefore Enstar can only provide guidance that it expects Executive's eligibility for future awards to be based on one-hundred thirty-five percent (135%) of Global Base Salary annually, with the awards expected to be comprised of a combination of Restricted Stock Units ("RSUs") pursuant to the terms and conditions of Enstar's Amended and Restated 2016 Equity Incentive Plan (or any successor plan) (the "Equity Incentive Plan") and approved forms of RSU award agreements, and Performance Stock Units ("PSUs") pursuant to the terms and conditions of the Equity Incentive Plan and approved forms of PSU award agreements, in the proportion established by the Enstar Compensation Committee (which proportion is currently thirty percent (30%) RSUs and seventy percent (70%) PSUs, but is subject to change from time to time).

5. Paid Time Off. For so long as Executive is employed by Enstar (EU) Limited, his PTO under the Current Employment Agreement shall be reduced to fifteen (15) business days, with the parties' intention being that he will be entitled to thirty (30) PTO days per year in the aggregate between his Current Employment Agreement and the UK Contract.

6. Termination without Cause by the Company. Section 5(b) of the Current Employment Agreement shall be amended and restated in its entirety as follows:

The Company may unilaterally terminate the employment of Executive at any time without Cause, as defined in Section 7, upon thirty (30) days advance written notice. If Executive's employment is terminated by the Company without Cause, then upon Executive's signing (and non-revocation) of a separation agreement containing a plenary release of claims in a form acceptable to the Company (a "Release"), Executive shall be entitled to receive, in addition to all earned compensation through his Termination Date: (i) salary continuation at his then-current Global Base Salary for the greater of (A) twelve (12) months after the Termination Date or (B) the number of pay periods required by the Company's Severance Pay Plan and (ii) if, for the year in which Executive's employment is terminated pursuant to this Section, the Company achieves the performance goals established in accordance with any incentive plan in which he participates, including for this purpose, any incentive plan in which he participates with respect to his employment by Enstar (EU) Limited, the Company shall pay Executive an amount equal to the bonus that he would have received had he been employed by

the Company for the full year, multiplied by a fraction, the numerator of which is the number of calendar days Executive was employed in such year and the denominator of which is 365 (the "Severance Payments").

Notwithstanding the foregoing, all Severance Payments not yet paid by March 15 of the calendar year following the Termination Date shall be paid in a lump sum on such March 15 or the first business day prior thereto. In addition, upon termination of Executive's employment pursuant to this Section, any and all RSUs and PSUs awarded to Executive prior to the Termination Date shall be treated pursuant to the terms of the Equity Incentive Plan and the applicable award agreements thereunder.

7. Termination by Disability. Section 7(c) of the Current Employment Agreement shall be amended and restated in its entirety as follows:

By Disability. If Executive becomes eligible for the long term disability benefits of the Company or if, in the reasonable opinion of the Board of Directors of the Company, Executive is unable to carry out the responsibilities and functions of the position held by Executive by reason of any physical or mental impairment for more than ninety (90) consecutive days or more than one hundred and twenty (120) days in any twelve (12) month period, then, to the extent not prohibited by law, the Company may terminate Executive's employment. The Company shall pay to Executive (i) all compensation to which Executive is entitled up through the Termination Date, (ii) salary continuation at Executive's then-current U.S Base Salary for six (6) months after the Termination Date minus any disability payments received by Executive from disability insurance policies paid for by the Company, and (iii) if, for the year in which Executive's employment is terminated pursuant to this Section, the Company achieves the performance goals established in accordance with any incentive plan in which he participates, including for this purpose, any incentive plan in which he participates with respect to his employment by Enstar (EU) Limited, the Company shall pay Executive an amount equal to the bonus that he would have received had he been employed by the Company for the full year, multiplied by a fraction, the numerator of which is the number of calendar days Executive was employed in such year and the denominator of which is 365 (the "Disability Payments"). Notwithstanding the foregoing, all Disability Payments not yet paid by March 15 of the calendar year following the Termination Date shall be paid in a lump sum on such March 15 or the first business day prior thereto. In addition, upon termination of Executive's employment pursuant to this Section, any and all RSUs and PSUs awarded to Executive prior to the Termination Date shall be treated pursuant to the terms of the Equity Incentive Plan and the applicable award agreements thereunder. Thereafter all obligations of the Company under this Agreement shall cease. Nothing in this Section shall affect Executive's rights under any disability plan or other applicable benefit plans or policies in which Executive is a participant. For clarity, Executive shall not be entitled to Severance Benefits in the event of a termination pursuant to this Section.

8. Non-solicitation. Section 10 of the Current Employment Agreement shall be amended and restated in its entirety as follows:

Non-Solicitation. During the term of his employment with the Company and for a period of six (6) months immediately after the date his employment terminates for any reason, Executive agrees that Executive will not, directly or indirectly, (i) call upon, solicit, divert, or take away any of the clients, business, or business partners of Enstar, or request or cause any of the above to abandon, cancel or terminate any part of their relationship with Enstar, or (ii) solicit, entice, or attempt to persuade any employee, agent, consultant, or independent contractor of Enstar to leave the service of Enstar for any reason or take any other action that may cause any such individual to terminate his relationship with Enstar.

9. No Other Changes to Compensation. Except as expressly provided herein, there shall be no other changes to Executive's compensation and benefits under the Current Employment Agreement, which shall remain in full force and effect. The parties acknowledge that Executive's employment with Enstar (EU) Limited is independent from his employment with the Company, but their mutual intention is that neither party is financially better or worse off as a result of the split employment arrangement relative

to the Executive's previous employment relationship solely with the Company, except that Enstar (EU) Limited has agreed to make certain tax equalization payments designed to ensure that the Executive's tax burden is not increased as a result of the split employment arrangement. Except as expressly set forth herein, the terms of the Current Employment Agreement shall be unaffected by the UK Contract and if there is any inconsistency between any of the provisions of the Current Employment Agreement as amended hereby and the UK Contract, the Current Employment Agreement as amended hereby shall prevail.

10. Counterparts. This Amendment may be executed in several counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same instrument. Facsimile or PDF signatures shall be deemed as effective as originals.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Amendment No. 2 as of the Effective Date.

ENSTAR (US) Inc.

By: /s/ Audrey B. Taranto /s/ Paul Brockman
Name: Audrey B. Taranto Paul Brockman
Title: Authorized Signatory

DATED: 04-April-2024

ENSTAR (EU) LIMITED

AND

PAUL BROCKMAN

CONTRACT OF EMPLOYMENT

THIS AGREEMENT is dated 04-April-2024

1. Terms of Employment

1.1 Capitalised terms used in this Agreement are defined below or in Schedule 1.

1.2 Your employment is at all times conditional on you providing satisfactory evidence that you have the legal right to work in the UK and you will notify the Company immediately if this changes.

1.3 The terms of this Agreement will apply from the Commencement Date and shall continue until the earliest of the following events:

- 1.3.1 the second anniversary of the Commencement Date, less eight days;
- 1.3.2 the Company's appointment of a permanent Chief Executive Officer; or
- 1.3.3 the termination of your employment with Enstar (US) Inc,

at which point your employment with the Company will terminate automatically, unless previously terminated:

- 1.3.4 as provided by the terms of this Agreement; or
- 1.3.5 by either party giving not less than six months' prior written notice to the other party (**Notice Period**).

1.4 For the avoidance of doubt, the terms of your employment contract with Enstar (US) Inc of 8 January 2018 (as amended, most recently on or around the date of this Agreement) (**US Employment Contract**) are unaffected by this Agreement. For the duration of this Agreement, it is expected that your working time will be split equally between your role as Chief Operating Officer of Enstar Group and your role as Interim Chief Executive Officer of the Company. Whilst your employment with Enstar (US) Inc. is independent from your employment with the Company because it constitutes a separate role, the Company's and your mutual intention is that neither party is better or worse off as a result of the split employment (except as related to the Company's commitment to your tax equalisation).

1.5 You confirm that by entering into this Agreement you are not in breach of any contract or other obligation and that you are not subject to any restrictions that prevent you from performing your duties.

2. Job Title and Duties

2.1 Effective as of 12 January 2024 the Company will employ you in the role of Interim Chief Executive Officer for Enstar (EU) Limited. In this role, you will report to your Line Manager.

2.2 During your employment you will:

- 2.2.1 provide direction and oversight in connection with the transition from the retired previous Chief Executive Officer of the Company;
- 2.2.2 use your best endeavours to promote, protect, develop and extend the business, reputations and interests of the Company and any Group Company;
- 2.2.3 faithfully and diligently perform such duties and services to the Company or any Group Company that are commensurate with your abilities and as may be assigned to you, including but not limited to those set out in the job specification provided to you;
- 2.2.4 abide by all applicable regulatory and other compliance obligations and comply with all Company resolutions, policies, regulations and directions from time to time;

2.2.5 unless prevented by illness or accident or during any period of statutory leave, devote the whole of your time, attention and abilities during your Hours of Work to the performance of your duties and the business of the Company and any Group Company;

2.2.6 immediately disclose to the Company any criminal charges brought against you and any convictions and report your own wrongdoing and any wrongdoing or proposed wrongdoing of any other employee or director of the Company or any Group Company to the Company immediately on becoming aware of it; and

2.2.7 consent to the Company monitoring and recording any use that you make of the Company's electronic communications systems for the purpose of ensuring that the Company's rules are being complied with and for legitimate business purposes, and comply with any electronic communication, information systems and social media policies from time to time.

2.3 The Company will be entitled at any time to appoint another person or persons to act jointly with you, and has the right to require you at any time to carry out any duties, special projects or functions commensurate with your abilities.

3. Authority and Outside Interests

3.1 You will not during your employment:

3.1.1 act in any regulated function for which you are not authorised by the Regulator;

3.1.2 except with written permission from the Company be directly or indirectly engaged, concerned or interested in any capacity (whether paid or unpaid) in any business, trade, profession or occupation (or the setting up of any business, trade, profession or occupation) which is similar to or in competition with any business for the time being carried on by the Company or any Group Company or which may interfere, conflict or compete with the performance of your obligations to the Company, except as the holder of securities listed, dealt in or traded on a recognised stock exchange, not exceeding 5% of the total issued share capital of any company; or

3.1.3 directly or indirectly solicit, entice or attempt to solicit or entice any client, customer, introducer of business or supplier away from the Company or any Group Company, or take any steps to divert business or opportunities away from the Company or any Group Company.

4. Place of Work and Hours

4.1 You are employed to work at your Place of Work. You may be required to transfer your Place of Work to such other locations as the Company may reasonably require.

4.2 You will travel both within and outside the United Kingdom as may be necessary for the performance of your duties.

4.3 You will work during your Hours of Work, and you may be required to work additional hours without further remuneration as necessary for the proper performance of your duties.

4.4 Regulation 4(1) of the Working Time Regulations 1998 ("Regulations") limits the average working week of each worker to a maximum of 48 hours. By signing this Agreement you agree to opt out of this part of the Regulations. Should you wish to terminate this opt-out you may do so by giving the Company not less than three months' written notice.

5. Salary and Short-Term Incentive Bonus

5.1 Your Salary will be paid by bank credit transfer, to the bank account nominated by you, in monthly instalments in arrears on or around the 23rd day of each month (subject to deductions for income tax and social security).

5.2 Subject to prior notification, the Company reserves the right to deduct from your Salary any sums which you may owe the Company, including without limitation any overpayments, any amounts to enable the tax equalisation process in accordance with clause 5.5 below, excess Holiday taken or loans made to you by the Company.

5.3 You will be eligible for a short-term incentive bonus. In the first year of your employment by the Company, your 'threshold', 'target' and 'maximum' bonus eligibility will be based respectively on

75%, 125% and 150% of your Salary. Any short-term incentive bonus awarded during your employment will be subject to this clause 5.3 and the terms of the Enstar Group Limited 2022-2024 Annual Incentive Compensation Program (2024 Compensation Program), or such other applicable scheme. Where a short-term incentive bonus is awarded:

5.3.1 it will be purely discretionary and will not be a guarantee or indicator of any future entitlement to a bonus;

5.3.2 it will only be payable if, at the normal date for payment of the short-term incentive bonus, you are employed by the Company or a Group Company and have not given or received notice of termination of employment for any reason; and

5.3.3 it will not be pensionable, and shall not be taken to be part of Salary for any calculation or used as a basis for other benefits.

5.4 The Company reserves the right to vary your remuneration unilaterally if necessary in order to conform with regulatory requirements including, but not limited to, those under the UK Solvency II Regime and all relevant Prudential Regulation Authority regulations.

5.5 Notwithstanding any other provisions in this Agreement to the contrary, any incentive-based compensation paid to you pursuant to this Agreement or any other agreement or arrangement with the Company or any Group Company that is subject to recovery under any law, government regulation, stock exchange listing requirement or Company or Group Company policy, will be subject to such deductions and clawback as may be required to be made pursuant to such law, government regulation, stock exchange listing requirement or Company or Group Company policy.

5.6 During your employment by the Company, and for such period as you are subject to UK income tax (and if necessary National Insurance Contributions) as a result of this employment, the Company will tax equalise you with respect to your employment income (relative to your US Federal and state income tax and social security liabilities). During the period of employment, you will be subject to withholding for US income tax (actual or hypothetical) and social security and the Company will settle the UK tax arising on your employment income.

6. Expenses

6.1 The Company will reimburse you for all expenses reasonably and properly incurred by you in the performance of your duties upon appropriate evidence being provided to the Company and subject to the Company's expenses policy.

7. Benefits

7.1 The Company provides a range of benefits, the details of which will be provided to you. The benefits schemes operated by the Company are subject always to:

7.1.1 the terms of the relevant benefit scheme and the rules and/or insurance policy of the relevant insurance provider for the scheme, as amended from time to time;

7.1.2 you satisfying the normal underwriting requirements of the relevant insurance provider and the premium being at a rate which the Company considers reasonable;

7.1.3 you cooperating with the Company and its insurers in completing the necessary forms and generally in making a claim or in relation to the continuation of benefit; and

7.1.4 the insurer accepting the benefits or any claim as payable.

7.2 If an insurance provider refuses for any reason to provide a benefit to you under the terms of any benefit scheme and/or insurance policy the Company will not be liable to pay any compensation in lieu of such benefit.

8. Holidays and additional leave

8.1 You will be entitled to your Holidays (inclusive of all public and bank holidays in England and Wales), which will accrue pro rata over the holiday year (1 January to 31 December) and in accordance with your Hours of Work. Where public and bank holidays in England and Wales coincide with public holidays in Florida, you are entitled to one day's holiday only in respect of each calendar day.

8.2 You must obtain the consent of your Line Manager on the prescribed form prior to taking any holiday and you are normally expected to provide twice the number of days' written notice as the amount of days you wish to take as annual leave.

8.3 You are entitled to carry forward up to five days' Holiday from one holiday year to the next, provided that your Holiday entitlement does not exceed 30 days. Carried forward Holiday must be used in the next holiday year, after which it will lapse.

8.4 On the termination of your employment for any reason other than gross misconduct you will be entitled to pay in lieu of any accrued but unused Holidays. This will be calculated on a pro-rata basis where one day's holiday pay is 1/260th of your Salary rounded up to the nearest half-day (pro-rated for part time Hours of Work). During your Notice Period, the Company may require you to take any accrued but unused Holidays.

9. Reporting Illness or Accident and Sick Pay Entitlement

9.1 Subject to complying with the rules on absence and the conditions below, if prevented from performing your duties through illness, accident or other such incapacity you will be entitled to receive Statutory Sick Pay ("SSP").

9.2 At the Company's discretion and subject to you complying with the Company's rules and conditions regarding absence you will be paid your Salary and receive your usual benefits for a period not exceeding 26 weeks in any 12 month period, which will be offset by the amount of sickness or disability benefit (including SSP) to which you may be entitled under any scheme maintained by the Company or under relevant legislation.

9.3 You must notify your Line Manager by 9.30am on the first day of absence of any illness, accident or other incapacity and thereafter at such intervals as the Company may require. You will be required to complete a self-certification of sickness form for all periods of sickness or injury that last for between one to seven calendar days. If you are not able to return to work within seven consecutive calendar days you must obtain a certificate from a doctor, at weekly or prescribed intervals so long as the absence continues. The certificate(s) must be forwarded to your Line Manager without delay. You should enclose a note on your recovery or progress when forwarding medical evidence. Payment of SSP and any Company sick pay is subject to your continued compliance with these conditions.

9.4 If required to do so by the Company during any period of sickness absence, you agree to submit yourself (at the Company's expense) to medical examination by a medical practitioner nominated by the Company and to authorise such practitioner in writing to disclose and discuss with the Company the results.

10. Inventions and Intellectual Property

10.1 You acknowledge that any Employment IPR and all materials embodying them shall automatically belong to the Company to the fullest extent permitted by law. To the extent that they do not vest in the Company automatically, you hold them on trust for the Company. To the extent that legal title in any Employment IPR does not vest in the Company, you assign with full title guarantee to the Company, by way of present and future assignment, all Employment IPR created by you during your employment under this Agreement.

10.2 You irrevocably and unconditionally waive to the fullest extent permitted by law all moral rights to which you may be entitled under the Copyright Designs and Patents Act 1988, and all similar rights in other jurisdictions relating to any copyright which forms all or part of any Employment IPR, created by you and belonging to the Company. You agree not to support, maintain or permit any claim for infringement of moral rights in such copyright works. You confirm and acknowledge that this waiver will operate in favour of the Company, its licensees, assigns and successors in title.

10.3 You undertake to execute all documents and do all acts both during and after your employment by the Company as may, in the opinion of the Company, be necessary or desirable to vest the Employment IPR in the Company, to register them in the name of the Company and to protect and maintain the Employment IPR. The Company agrees to reimburse your reasonable expenses in complying with this clause.

11. Confidentiality

11.1 You will not, whether during or after the termination of your employment, except in the proper course of your duties or as required by law:

11.1.1 use or divulge to any person, firm or company and shall use your best endeavours to prevent the use or disclosure of any trade or business secrets or any Confidential Information or other information concerning the business or finances of the Company or any Group Company or of any dealings, transactions or affairs of the Company or any Group Company or of any client, customer or supplier of the Company or any Group Company which has or may come to your knowledge in the course of your employment;

11.1.2 write or contribute to any article for the technical trade press or otherwise for publication or comment or speak on radio, television, the internet or using social networking sites or otherwise in public on any matter connected with or relating to the workers or business affairs of the Company or any Group Company unless authorised to do so pursuant to your job description or any communications strategy of the Group; or

11.1.3 make any disparaging or derogatory comments (including on the internet or using social networking) about the Company or any Group Company, or their directors, officers, employees, workers or any clients, customers or suppliers of the Company or any Group Company.

11.2 The restrictions in this clause do not apply to prevent you from making a protected disclosure within the meaning of section 43A of the Employment Rights Act 1996.

12. Discipline and Grievances

You are subject to the Company's disciplinary and grievance procedures (as amended from time to time) the terms of which will be notified to you and which are currently contained in the Company's Staff Handbook. These procedures do not form part of this Agreement.

13. Termination of Your Employment

13.1 The Company may at any time terminate your employment immediately without notice or payment in lieu of notice (and with no liability to make any further payment to you except for monies due and owing at the date of termination), without prejudice to any rights or claims which it may have against you, if at any time you:

13.1.1 commit serious misconduct or any serious or repeated breach or non-observance of any of the provisions of this Agreement or any Company policies;

13.1.2 in the reasonable opinion of the Company, wilfully neglect to perform or prove to be incapable of properly performing your duties (otherwise than as a result of illness, accident or other such incapacity);

13.1.3 are adjudged bankrupt, compound with your creditors, suffer execution against your effects or have a county court administration order made against you;

13.1.4 commit any act of fraud or dishonesty (whether or not connected with your employment) which may bring the Company or any Group Company into disrepute or is materially adverse to their interests;

13.1.5 are convicted of any criminal offence (other than an offence under any road traffic legislation in the United Kingdom or elsewhere for which a fine or non-custodial penalty is imposed);

13.1.6 cease to be eligible to work in the United Kingdom; or

13.1.7 are for any reason no longer authorised to carry out a Regulator-controlled function for which you are employed.

13.2 The rights of the Company under clause 13.1 are without prejudice to any other rights that it might have at law to terminate this Agreement or to accept any breach of this Agreement by you as having brought this Agreement to an end. Any delay by the Company in exercising its rights to terminate will not constitute a waiver thereof.

13.3 The Company reserves the right to pay Salary and an amount equal to the cost of providing your benefits (excluding bonus) for the applicable Notice Period in lieu of notice of termination of your employment.

14. Garden Leave/Suspension

14.1 The Company is under no obligation to vest in or assign to you any powers or duties or to provide any work for you and the Company may at any time suspend you from the performance of your duties or require you not to attend for work, including to investigate a disciplinary matter or during any Notice Period.

14.2 During any period of suspension you will ensure that your Line Manager know where you will be and how you can be contacted during each working day (except during any periods taken as holiday in the usual way); you will not enter any Company or Group Company premises; you may be required to carry out alternative duties or to only perform such duties as are assigned to you at such location (including your home) as the Company may decide; you will not be permitted to work for or provide services to any third party without the prior written consent of the Company; you will remain an employee of the Company and bound by the terms of this Agreement and your duty of good faith and fidelity; and you will not contact or deal with (or attempt to contact or deal with) any client, customer, supplier (or prospective client, customer or supplier), or (except for social contact) any director, officer, employee, consultant or other business contact of the Company or any Group Company.

15. Your Obligations upon Termination of your Employment

15.1 On the date your employment terminates (save where your employment with Enstar (US) Inc is continuing and you are not serving notice of termination in relation to that employment), or if instructed to do so at any other time including during any period of garden leave/suspension:

15.1.1 you will deliver to the Company all Confidential Information and records, documents, accounts, letters and papers of every description (including copies and any copies on electronic or recordable media or drive) within your possession or control relating to the affairs and business of the Company and any Group Company and any other property belonging to the Company and any Group Company including in particular any mobile telephone, smartphone, computer or other electronic equipment and any Company credit cards;

15.1.2 you shall delete any Confidential Information stored on any electronic media or drive or in any internet, email or social media account and all matter derived from such sources which is in your possession or under your control outside the Company's premises.

16. Restrictions Following Notice of the Termination of your Employment

16.1 Your employment is subject to and conditional upon the restrictions in Schedule 2.

16.2 You shall upon receipt of any offer of employment or any other engagement or arrangement made by any third party which may give rise to a breach of one or more of the restrictions contained in Schedule 2 immediately inform the third party of the existence of those restrictions.

17. Notices

Any notice to be given under this Agreement must be in writing, with email or fax being acceptable for these purposes provided in both cases that the sender has a delivery receipt as proof of sending. Any notice to be given to the Company shall be sufficiently served either if delivered personally or sent by email, fax or registered post to your Line Manager with a copy to the Company's human resources team. Any notice to you will be sufficiently served if delivered to you personally or sent by email, fax or registered post to your usual or last known place of abode. Any notice if posted will be deemed to have been served at the time when in the ordinary course of post such notice would have been received.

18. Health and Safety at Work

The Company will take all reasonable practicable steps to ensure your health and safety and welfare while at work. You must familiarise yourself with the Company's Health and Safety Policy (as amended from time to time), the terms of which will be notified to you and a copy of which is currently contained in the Company's Staff Handbook.

19. Policies and Procedures

You agree to comply with all relevant policies and procedures as set out in the Company's Policies and Procedures (as amended from time to time) the terms of which will be notified to you and which are currently contained in the Company's Staff Handbook. The Policies and Procedures do not form part of your terms and conditions of employment and if there is any conflict between any provision in this Agreement and the Policies and Procedures, the terms of this Agreement prevail.

20. Data Protection

The Company will collect and process your personal data in accordance with our Privacy Notice as updated from time to time and which is attached to this agreement.

21. Definitions

In this Agreement the following expressions have the following meanings:

21.1 **"Confidential Information"** means trade secrets or information of a confidential nature concerning and relating to the business of the Company or any Group Company including (without limitation) information regarding:

21.1.1 details of Employment IPR, technical data, products, affairs, finances, business plans or policies, marketing plans, expansion plans, market research, or other plans or programmes undertaken in respect of sales of products or services and financial and/or management and/or organisation information of the Company and any Group Companies;

21.1.2 lists and/or details, whether typed or on computer database or otherwise, of clients, producers, intermediaries or underwriters, and any agreements or arrangements made with clients, producers, intermediaries or underwriters;

21.1.3 client or prospective client or other business contacts you have made and/or developed in the course of your duties during your employment;

21.1.4 clients, producers, intermediaries or underwriters, or prospective clients, producers, intermediaries or underwriters of the Company and any Group Companies including the identity of and insurance-related affairs of clients and prospective clients, details of insurance policies purchased by clients, premium rates and brokerage rates, policy terms, conditions and rates, expiry dates, customer risk characteristics and information concerning the insurance or reinsurance arrangements for large and complex risks; and

21.1.5 details of computer programme applications or codes (whether source or object), software specifications, marketing plans, staff and salary details, business relationships, contract provisions, pricing, margins, business plans, marketing plans,

financial data, business and client strategy, technical know-how and research and development;

21.2 **"Employment IPR"** means Intellectual Property Rights and any Invention created wholly or partially by you in the course of performing your duties during your employment with the Company or any Group Company (whether or not during working hours or using Company premises or resources);

21.3 **"Group Company"** means the Company, its subsidiaries, affiliates, or parent/holding companies from time to time and any subsidiary or affiliate of any parent/holding company from time to time, each as defined in the Companies Act 2006;

21.4 **"Intellectual Property Rights"** means patents, utility models, rights to Inventions, copyright and related rights, trade marks, service marks, trade names, domain names, rights in get-up, goodwill and the right to sue for passing off, unfair competition rights, rights in designs, all rights whatsoever in computer programs, firmware, 'apps' and other computer software and data, database rights, topography rights, rights to use and preserve the confidentiality of information (including know-how and trade secrets) and any other intellectual property rights, in each case whether registered or unregistered and including all applications (or rights to apply) for and be granted, renewals or extensions of, and rights to claim priority from, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world;

21.5 **"Invention"** means any invention, idea, discovery, process, development, improvement or innovation, whether or not patentable or capable of registration, and whether or not recorded in any medium;

21.6 **"Period of Restriction"** means the period set out in Schedule 1; and

21.7 **"Regulator"** means as applicable the Financial Conduct Authority and/or the Prudential Regulation Authority and any replacement or successor regulator.

22. General

22.1 The Schedules to this Agreement form part of (and are incorporated into) this Agreement. The headings in this Agreement are inserted for convenience only and shall not affect its construction. A reference to a particular law is a reference to it as it is in force for the time being taking account of any amendment, extension, or re-enactment and includes any subordinate legislation for the time being in force made under it. Unless the context otherwise requires, a reference to one gender shall include a reference to the other genders; and words in the singular include the plural and in the plural include the singular. Except where stated, no person other than a party to this Agreement may enforce any of its terms.

22.2 This Agreement shall take effect in substitution for all previous agreements and arrangements (whether written, oral or implied) between the Company and you relating to your employment (including any offer letter), which will be deemed to have been terminated by mutual consent with effect from the Commencement Date. For the avoidance of doubt the terms of your US Employment Contract are unaffected by this Agreement. If there is an inconsistency between any of the provisions of this Agreement and the provisions of your US Employment Contract, the provisions of your US Employment Contract shall prevail.

22.3 There is no collective agreement that directly affects this Agreement.

22.4 Reasonable changes to this Agreement and your terms and conditions of employment may be made by the Company on one month's written notice to you. Subject to your mutual agreement or as provided by law, you consent to the transfer of your employment and the assignment of the benefit of your obligations under this Agreement to any Group Company at any time during your employment.

22.5 The performance of the terms and conditions of this Agreement will be governed by English law and will be subject to the exclusive jurisdiction of the English Courts.

Signed on behalf of Enstar (EU) Limited /s/ Steven Humberstone
Steven Humberstone
Chief People Officer

Signed by Paul Brockman /s/ Paul Brockman
Paul Brockman

SCHEDULE 1

Summary of Terms and Conditions of Employment

Company Enstar (EU) Limited

You: ***

Commencement Date: 12 January 2024

Job Title: Interim Chief Executive Officer, Enstar (EU) Limited

Line Manager: Enstar (EU) Limited Board

Place of Work: Agile*

*Your position will be considered "Agile". It is understood that you will be based in both Enstar (US) Inc., offices in St. Petersburg, Florida, United States of America, and Enstar (EU) Limited's offices in London, United Kingdom, and that you will be required to visit other offices and locations on a regular basis under this Agreement.

Hours of Work: 50% FTE (i.e. 18 hours per week), normally to be worked during the period 9am to 5pm (UK), Monday to Friday.

Salary: \$400,000 gross per annum

Holiday: 15 days (based on a FTE entitlement of 30 days)

Period of Restriction:

The twelve month period immediately following the Restriction Date; provided that if your employment continues with Enstar (US) Inc. after the termination of your employment with the Company, the Period of Restriction shall end on your last day of employment as the covenants in the US Employment Contract shall remain as applicable.

SCHEDULE 2

Restrictions Following Notice of the Termination of your Employment

1. Restrictions

1.1 In this Schedule 2, the "Restriction Date" shall mean the date on which notice of the termination of your employment with the Company under this Agreement is given by either you or the Company.

1.2 You shall not without the prior written consent of the Company during the Period of Restriction, either alone or jointly with or on behalf of any other person, firm or company solicit the services of or endeavour to entice away from the Company or any Group Company with which you have been personally involved, any director, employee or consultant of the Company or any Group Company who at any time during the period of 12 months prior to the Restriction Date was employed or engaged by the Company or any such Group Company as a director, a senior manager, a senior underwriter or a senior claims administrator or adjuster and in each case, with whom you have had dealings during the period of 12 months prior to the Restriction Date.

1.3 You shall not without the prior written consent of the Company directly or indirectly, either alone or jointly with or on behalf of any third party and whether as principal, manager, employee, contractor, consultant, agent or otherwise howsoever at any time during the Period of Restriction:

1.3.1 canvass, solicit or entice (or cause to be canvassed, solicited or enticed) or deal with any insured or reinsured with whom or which you may have regularly dealt either directly or indirectly through a broker or other intermediary in the 12 months prior to the Restriction Date in respect of business of a type which within a period of 12 months prior to the Restriction Date was business of a type carried out by the Company or any Group Company and with which you have been directly concerned during such period;

1.3.2 canvass, solicit or entice (or cause to be canvassed, solicited or enticed) or deal with any insured or reinsured with whom during the period of 12 months prior to the Restriction Date the Company or any Group Company had negotiations or discussions regarding the possible placing of insurance with such insured or reinsured and with whom or which you at any time during the 12 month period prior to the Restriction Date may have regularly dealt, either directly or indirectly through a broker or other intermediary in respect of business of a type which at or within a period of 12 months prior to the Restriction Date with business of a type carried out by the Company or any Group Company and with which you have been directly concerned during such period;

1.3.3 canvass, solicit or entice (or cause to be canvassed, solicited or enticed) or deal with any broker or other intermediary who during the period of 12 months prior to the Restriction Date has introduced material business to the Company or any Group Company and with whom you may have regularly dealt during that period save that this shall not place any restriction upon you canvassing, soliciting, enticing or dealing with such broker or other intermediary in respect of insureds or reinsureds for whom such broker or intermediary did not place or attempt to place business with the company or any Group Company during the period of 12 months prior to the Restriction Date;

1.3.4 canvass, solicit or entice (or cause to be canvassed, solicited or enticed) or deal with any broker or other intermediary with whom or which during the period of 12 months prior to the Restriction Date the Company or any Group Company had negotiations or discussions regarding the possible introduction of material

business to the Company or any Group Company and with whom you may have regularly dealt during the period of 12 months prior to the Restriction Date save that this shall not place any restriction upon you canvassing, soliciting, enticing or dealing with such broker or other intermediary in respect of insureds or reinsureds for whom such broker or other intermediary did not place or attempt to place business with the Company or any

Group Company during the period of 12 months prior to the Restriction Date; 1.3.5 interfere or seek to interfere or take steps that may interfere with the continuance of supplies to the Company and/or any Group Company (or the terms relating to those supplies) from any person, firm or company supplying components, materials or services to the Company or any Group Company;

- 1.3.6 assist in the underwriting of any insurance or any reinsurance risk which is, or has at any time during the period for 12 months prior to the Restriction Date been, insured by the Company or any Group Company as the only or lead insurer provided that this shall not preclude the underwriting of a risk which has been shown to have been declined by or written as part of the following market by the Company or any Group Company;
- 1.3.7 except as required by law at any time do or say anything likely to and/or calculated to lead any person, firm or company to cease to do business or reduce the amount of business it transacts with the Company or any Group Company on terms substantially equivalent to those previously applying or at all.

1.4 You shall not, without the prior written consent of the Company, directly or indirectly, either alone or jointly with or on behalf of any third party and whether as principal, manager, employee, contractor, consultant, agent or otherwise howsoever at any time after the termination of your employment with the Company use any name or style which is likely to be confused with any name or style used by the Company or any Group Company during the 12 months prior to the termination of your employment with the Company or which is likely to cause an assumption of association with the Company or any Group Company.

1.5 You shall not directly or indirectly, either alone or jointly with or on behalf of any third party and whether as principal, manager, employee, contractor, consultant, agent or otherwise howsoever solicit or entice or endeavour to solicit or entice any person to breach his contract of employment or contract for services with the Company or any Group Company or procure or facilitate any such breach.

1.6 While the restrictions referred to in this Schedule 2 are considered by the parties to be reasonable in all the circumstances it is agreed that if any of such restrictions shall, taken together, be adjudged to go beyond what is reasonable in all the circumstances for the protection of the legitimate interests of the Company or any Group Company but would be adjudged reasonable if part of the wording thereof were deleted or modified the said restrictions shall apply with such words deleted or modified.

1.7 None of the restrictions in this Schedule 2 shall prevent you from:

- 1.7.1 holding an investment by way of shares or other securities of not more than 5% of the total issued share capital of any company, whether or not it is listed or dealt in on a recognised stock exchange;
- 1.7.2 being engaged or concerned in any business concern insofar as your duties or work shall relate solely to geographical areas where the business concern is not in competition with any Restricted Business; or
- 1.7.3 being engaged or concerned in any business concern, provided that your duties or work shall relate solely to services or activities of a kind with which you were not concerned to a material extent in the 12 months before the Restriction Date.

1.8 The restrictions imposed on you by this Schedule 2 apply to you acting:

- 1.8.1 directly or indirectly; and
- 1.8.2 on your own behalf or on behalf of, or in conjunction with, any firm, company or person.

1.9 The periods for which the restrictions in this Schedule 2 apply shall be reduced by any period that you spend on garden leave immediately before the Restriction Date.

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Dominic F. Silvester, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Enstar Group 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 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.

Dated: **May 2, 2024** July 31, 2024

/S/ DOMINIC F. SILVESTER

Dominic F. Silvester

Chief Executive Officer

Exhibit 31.2

**CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Matthew Kirk, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Enstar Group 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 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.

Dated: **May 2, 2024** July 31, 2024

/S/ MATTHEW KIRK

Matthew Kirk

Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Enstar Group Limited (the "Company") on Form 10-Q for the quarterly period ended **March 31, 2024** June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dominic F. Silvester, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: **May 2, 2024** July 31, 2024

/S/ DOMINIC F. SILVESTER

Dominic F. Silvester

Chief Executive Officer

Exhibit 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Enstar Group Limited (the "Company") on Form 10-Q for the quarterly period ended **March 31, 2024** June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Matthew Kirk, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: **May 2, 2024** **July 31, 2024**

/S/ MATTHEW KIRK

Matthew Kirk

Chief Financial Officer

DISCLAIMER

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