

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Fiscal Year Ended December 31, 2023  
or  
☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Transition Period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File No. 001-12257

MERCURY GENERAL CORPORATION  
(Exact name of registrant as specified in its charter)

California 95-2211612  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
4484 Wilshire Boulevard  
Los Angeles, California 90010  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: ( 323 ) 937-1060

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock	MCY	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:  
None

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 (§232.405 of this chapter) 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

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

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

The aggregate market value of the registrant's common equity held by non-affiliates of the registrant at June 30, 2023 was \$ 803,841,584 (which represents 26,555,718 shares of common equity held by non-affiliates multiplied by \$30.27, the closing sales price on the New York Stock Exchange for such date, as reported by the Wall Street Journal).

At February 8, 2024, the registrant had issued and outstanding an aggregate of 55,371,127 shares of its Common Stock.

Documents Incorporated by Reference

Certain information from the registrant's definitive proxy statement for the 2024 Annual Meeting of Shareholders is incorporated herein by reference into Part III hereof.

**MERCURY GENERAL CORPORATION**  
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**PART I**

**Item 1. Business**

**General**

Mercury General Corporation ("Mercury General") and its subsidiaries (referred to herein collectively as the "Company") are primarily engaged in writing personal automobile insurance through 12 insurance subsidiaries (referred to herein collectively as the "Insurance Companies") in 11 states, principally California. The Company also writes homeowners, commercial automobile, commercial property, mechanical protection, and umbrella insurance. The Company's insurance policies are mostly sold through independent agents who receive a commission for selling policies. The Company believes that it has thorough underwriting and claims handling processes that, together with its agent relationships, provide the Company with competitive advantages.

The direct premiums written for the years ended December 31, 2023, 2022 and 2021 by state and line of insurance business were:

**Year Ended December 31, 2023**  
(Dollars in thousands)

	Private Passenger Automobile	Homeowners	Commercial Automobile	Other Lines <sup>(2)</sup>	Total	
California	\$ 2,317,678	\$ 813,056	\$ 246,253	\$ 235,735	\$ 3,612,722	79.3 %
Texas	123,390	147,854	53,430	5,592	330,266	7.2 %
Other states <sup>(1)</sup>	400,714	158,094	46,538	10,154	615,500	13.5 %
<b>Total</b>	<b>\$ 2,841,782</b>	<b>\$ 1,119,004</b>	<b>\$ 346,221</b>	<b>\$ 251,481</b>	<b>\$ 4,558,488</b>	<b>100.0 %</b>
	62.4 %	24.5 %	7.6 %	5.5 %	100.0 %	

**Year Ended December 31, 2022**  
(Dollars in thousands)

	Private Passenger Automobile	Homeowners	Commercial Automobile	Other Lines <sup>(2)</sup>	Total	
California	\$ 2,142,265	\$ 716,651	\$ 193,809	\$ 216,022	\$ 3,268,747	80.8 %
Texas	97,620	105,269	43,641	6,174	252,704	6.2 %
Other states <sup>(1)</sup>	358,973	118,419	39,312	10,375	527,079	13.0 %
<b>Total</b>	<b>\$ 2,598,858</b>	<b>\$ 940,339</b>	<b>\$ 276,762</b>	<b>\$ 232,571</b>	<b>\$ 4,048,530</b>	<b>100.0 %</b>
	64.3 %	23.2 %	6.8 %	5.7 %	100.0 %	

**Year Ended December 31, 2021**  
(Dollars in thousands)

	Private Passenger Automobile	Homeowners	Commercial Automobile	Other Lines <sup>(2)</sup>	Total	
California	\$ 2,286,017	\$ 642,291	\$ 181,957	\$ 188,446	\$ 3,298,711	84.4 %
Other states <sup>(1)</sup>	354,730	159,197	77,916	16,975	608,818	15.6 %
<b>Total</b>	<b>\$ 2,640,747</b>	<b>\$ 801,488</b>	<b>\$ 259,873</b>	<b>\$ 205,421</b>	<b>\$ 3,907,529</b>	<b>100.0 %</b>
	67.6 %	20.5 %	6.6 %	5.3 %	100.0 %	

<sup>(1)</sup> No individual state accounted for more than 5% of total direct premiums written.

<sup>(2)</sup> No individual line of insurance business accounted for more than 5% of total direct premiums written.

The Company offers the following types of automobile coverage: collision, property damage, bodily injury ("BI"), comprehensive, personal injury protection ("PIP"), underinsured and uninsured motorist, and other hazards.

The Company offers the following types of homeowners coverage: dwelling, liability, personal property, and other coverages.

The following table presents the Company's published maximum limits of coverage:

<u>Insurance type</u>	<u>Published maximum limits of coverage</u>
Private Passenger Automobile - bodily injury (BI)	\$500,000 per person; \$500,000 per accident <sup>(1)</sup>
Private Passenger Automobile (combined policy limits)	\$500,000 per accident
Private Passenger Automobile - property damage	\$250,000 per accident <sup>(1)</sup>
Commercial Automobile (combined policy limits)	\$1,000,000 per accident
Homeowner property	no maximum <sup>(2) (3)</sup>
Homeowner liability	\$1,000,000 <sup>(3)</sup>
Commercial property	no maximum <sup>(2)</sup>
Umbrella liability	\$5,000,000 <sup>(4)</sup>

<sup>(1)</sup> The majority of the Company's automobile policies have coverage limits that are equal to or less than \$100,000 per person and \$300,000 per accident for BI and \$50,000 per accident for property damage.

<sup>(2)</sup> The Company has a per-risk reinsurance treaty covering losses of \$10 million in excess of \$5 million, and facultative reinsurance coverage for losses above \$15 million.

<sup>(3)</sup> The majority of the Company's homeowners policies have liability coverage limits of \$300,000 or less, a replacement value of \$500,000 or less, and a total insured value of \$1,000,000 or less.

<sup>(4)</sup> The majority of the Company's umbrella policies have coverage limits of \$1,000,000. The commercial umbrella liability is 100% reinsured.

The principal executive offices of Mercury General are located in Los Angeles, California. The home office of the Insurance Companies and the information technology center are located in Brea, California. The Company also owns an office building in Folsom, California, which is used to support California operations, and another in Oklahoma City, Oklahoma, which supports the Company's operations outside of California and houses several third party tenants. The Company maintains branch offices in a number of locations in California; Clearwater, Florida; Kennesaw, Georgia; Lake Forest, Illinois; Las Vegas, Nevada; Bridgewater, New Jersey; Melville, New York; Independence, Ohio; Oklahoma City, Oklahoma; Austin, Texas; and Shanghai, China.

#### Human Capital

The Company had approximately 4,100 employees at December 31, 2023. The Company's employees are critical to its continued success, and it focuses significant attention on attracting and retaining talented and motivated individuals. The Company pays its employees fairly and competitively and offers a wide range of benefits regardless of gender, race, religion, or ethnicity. The Company benchmarks and sets pay ranges based on market data and considering such factors as employees' roles, experiences and performance, and the location of their job. Individual goals are set annually for each employee, and attainment of those goals is an element of the employee's performance assessment. The Company regularly reviews its compensation practices, both in terms of its overall workforce and individual employees, to ensure its pay is fair and equitable. In addition, the Company reviews its staffing levels periodically to ensure they are aligned with its business needs.

The Company also reviews employee engagement and satisfaction surveys to monitor employee morale and receive feedback on a variety of issues, in order to improve the employee experience and identify opportunities to continually strengthen its culture. The Company devotes extensive resources to employee training and development, including tuition assistance for career-enhancing academic and professional programs. The Company recognizes that its success is based on the talents and dedication of those it employs, and it is highly invested in their success.

The Company is committed to hiring, developing and supporting a diverse and inclusive workplace. All of the Company's employees are expected to exhibit and promote honest, ethical and respectful conduct in the workplace, must adhere to a code of conduct that sets standards for appropriate behavior, and are required to take annual training on preventing, identifying, reporting and stopping any type of unlawful discrimination.

The Company sponsors a wellness program designed to enhance physical, financial and mental well-being for all of its employees, and encourages healthy behaviors through regular communications, educational sessions, voluntary progress tracking, wellness challenges, and other incentives. The vast majority of the Company's employees currently work from home

as a result of the "Mercury's My Workplace" policy that allows most of its employees to work from anywhere in the U.S..

#### Available Information

The Company's website address is [www.mercuryinsurance.com](http://www.mercuryinsurance.com). The Company's website address is not intended to function as a hyperlink and the information contained on the Company's website is not, and should not be considered part of, and is not incorporated by reference into, this Annual Report on Form 10-K. The Company makes available on its website its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements, and amendments to such periodic reports and proxy statements (the "SEC Reports") filed with or furnished to the Securities and Exchange Commission (the "SEC") pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after each SEC Report is filed with or furnished to the SEC. In addition, copies of the SEC Reports are available, without charge, upon written request to the Company's Chief Financial Officer, Mercury General Corporation, 4484 Wilshire Boulevard, Los Angeles, California 90010. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains the SEC Reports that the Company has filed or furnished electronically with the SEC.

#### Organization

Mercury General, an insurance holding company, is the parent of Mercury Casualty Company, a California automobile insurer founded in 1961 by George Joseph, the Company's Chairman of the Board of Directors.

Mercury General conducts its business through the following subsidiaries:

Insurance Companies	Formed or Acquired	A.M. Best Rating	Primary States
Mercury Casualty Company ("MCC") <sup>(1)</sup>	1961	A	CA, AZ, NV, NY, VA
Mercury Insurance Company ("MIC") <sup>(1)</sup>	1972	A	CA
California Automobile Insurance Company ("CAIC") <sup>(1)</sup>	1975	A	CA
California General Underwriters Insurance Company, Inc. ("CGU") <sup>(1)</sup>	1985	A	CA
Mercury Insurance Company of Illinois	1989	A	IL, NJ
Mercury Insurance Company of Georgia	1989	A	GA
Mercury Indemnity Company of Georgia	1991	A	GA
American Mercury Insurance Company	1996	A	OK, CA, TX, VA
American Mercury Lloyds Insurance Company ("AML")	1996	A	TX
Mercury County Mutual Insurance Company	2000	A	TX
Mercury Indemnity Company of America	2001	A	FL, NJ
Orion Indemnity Company ("OIC") <sup>(1)</sup>	2015	A	CA
Non-Insurance Companies	Formed or Acquired	Purpose	
Mercury Select Management Company, Inc.	1997	AML's attorney-in-fact	
Mercury Insurance Services LLC	2000	Management services to subsidiaries	
AIS Management LLC	2009	Parent company of AIS and PoliSeek	
Auto Insurance Specialists LLC ("AIS")	2009	Insurance agency	
PoliSeek AIS Insurance Solutions, Inc. ("PoliSeek")	2009	Insurance agency	
Animas Funding LLC ("AFL")	2013	Special purpose investment vehicle	
Fannette Funding LLC ("FFL")	2014	Special purpose investment vehicle	
Mercury Plus Insurance Services LLC	2018	Insurance agency	
Mercury Information Technology Services LLC	2023	Parent company of Mercury Shanghai	
Mercury (Shanghai) Information Technology Services Co., Ltd. ("Mercury Shanghai")	2024	Software development and related technical services to other subsidiaries	

<sup>(1)</sup> The term "California Companies" refers to MCC, MIC, CAIC, CGU, and OIC.

**Production and Servicing of Business**

The Company sells its policies through a network of approximately 6,390 independent agents, its 100% owned insurance agencies, AIS and PoliSeek, and directly through internet sales portals. Approximately 1,630, 1,030, and 1,110 of the independent agents are located in California, Florida, and Texas, respectively. The independent agents and agencies are independent contractors selected and contracted by the Company and generally also represent competing insurance companies. Certain of these independent agencies are under the common ownership of a parent company; however, they each operate autonomously with their own contractual agreements with the Company and hence are accounted for as separate independent agencies. Excluding AIS and PoliSeek, independent agents and agencies collectively accounted for approximately 89% of the Company's direct premiums written in 2023 and no single independent agent or agency accounted for more than 1.9% of the Company's direct premiums written during any of the last three years. AIS and PoliSeek represented the Company as independent agencies prior to their acquisition in 2009, and continue to act as independent agencies selling policies for a number of other insurance companies. Policies sold directly through the internet sales portals are assigned to and serviced by the Company's agents and agencies, including AIS and PoliSeek.

The Company believes that it compensates its agents above the industry average. Net commissions incurred in 2023 were approximately 15% of net premiums written.

The Company's advertising budget is allocated among television, radio, newspaper, internet, and direct mailing media with the intent to provide the best coverage available within targeted media markets. While the majority of these advertising costs are borne by the Company, a portion of these costs are reimbursed by the Company's independent agents based upon the number of account leads generated by the advertising. The Company believes that its advertising program is important to generate leads and create brand awareness. In 2023, the Company incurred approximately \$9 million in net advertising expense.

**Underwriting**

The Company sets its own automobile insurance premium rates, subject to rating regulations issued by the Department of Insurance or similar governmental agency of each state in which it is licensed to operate ("DOI"). Each state has different rate approval requirements. See "Regulation—Department of Insurance Oversight."

The Company offers standard, non-standard, and preferred private passenger automobile insurance in 11 states. The Company also offers homeowners insurance in 10 states, commercial automobile insurance in 4 states, and mechanical protection insurance in most states.

In California, "good drivers," as defined by the California Insurance Code, accounted for approximately 87% of the Company's California voluntary private passenger automobile policies-in-force at December 31, 2023, while higher risk categories accounted for approximately 13%. The Company's private passenger automobile renewal rate in California (the rate of acceptance of offers to renew) averaged approximately 95%, 96%, and 97% in 2023, 2022, and 2021, respectively.

**Claims**

The Company conducts the majority of claims processing without the assistance of outside adjusters. The claims staff administers all claims and manages all legal and adjustment aspects of claims processing.

**Loss and Loss Adjustment Expense Reserves ("Loss Reserves") and Reserve Development**

The Company maintains loss reserves for both reported and unreported claims. Loss reserves for reported claims are estimated based upon a case-by-case evaluation of the type of claim involved and the expected development of such claims. Loss reserves for unreported claims are determined on the basis of historical information by line of insurance business. Inflation is reflected in the reserving process through analysis of cost trends and review of historical reserve settlement.

The Company's ultimate liability may be greater or less than management estimates of reported loss reserves. The Company does not discount to a present value that portion of loss reserves expected to be paid in future periods. However, the Company is required to discount loss reserves for federal income tax purposes.

The following table provides a reconciliation of beginning and ending estimated reserve balances for the years indicated:

**RECONCILIATION OF NET LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES**

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Gross reserves at January 1 <sup>(1)</sup>	\$ 2,584,910	\$ 2,226,430	\$ 1,991,304
Reinsurance recoverables on unpaid losses	(25,323)	(41,379)	(54,461)
Net reserves at January 1 <sup>(1)</sup>	2,559,587	2,185,051	1,936,843
Incurred losses and loss adjustment expenses related to:			
Current year	3,553,801	3,314,938	2,786,246
Prior years	(35,948)	47,281	(26,091)
Total incurred losses and loss adjustment expenses	3,517,853	3,362,219	2,760,155
Loss and loss adjustment expense payments related to:			
Current year	2,080,690	1,862,006	1,601,998
Prior years	1,243,196	1,125,677	909,949
Total payments	3,323,886	2,987,683	2,511,947
Net reserves at December 31 <sup>(1)</sup>	2,753,554	2,559,587	2,185,051
Reinsurance recoverables on unpaid losses	32,148	25,323	41,379
Gross reserves at December 31 <sup>(1)</sup>	\$ 2,785,702	\$ 2,584,910	\$ 2,226,430

<sup>(1)</sup> Under statutory accounting principles ("SAP"), reserves are stated net of reinsurance recoverables on unpaid losses whereas under U.S. generally accepted accounting principles ("GAAP"), reserves are stated gross of reinsurance recoverables on unpaid losses.

Inflationary trends accelerated to their highest level in decades in 2022, which had a significant impact on the cost of automobile parts and labor as well as medical expenses for bodily injuries, and supply chain and labor shortage issues lengthened the time to repair vehicles. Bodily injury costs were also under pressure from social inflation. The severe inflationary trend continued into 2023, but began moderating as the year progressed.

The decrease in the provision for insured events of prior years in 2023 of approximately \$35.9 million primarily resulted from lower than estimated losses and loss adjustment expenses in the private passenger automobile and homeowners lines of insurance business, partially offset by unfavorable reserve development in the commercial property line of insurance business. The moderating inflationary trend in 2023 relative to 2022 discussed above was a major contributor to the favorable reserve development in the private passenger automobile line of insurance business for 2023.

The increase in the provision for insured events of prior years in 2022 of approximately \$47.3 million primarily resulted from higher than estimated losses and loss adjustment expenses in the automobile line of insurance business. The inflationary pressures and the supply chain and labor shortage issues discussed above were major contributors to the adverse reserve development in the automobile line of insurance business for 2022.

The decrease in the provision for insured events of prior years in 2021 of approximately \$26.1 million primarily resulted from lower than estimated losses and loss adjustment expenses in the homeowners and private passenger automobile lines of insurance business.

The Company recorded catastrophe losses net of reinsurance of approximately \$239 million, \$102 million, and \$104 million in 2023, 2022, and 2021, respectively. Catastrophe losses due to events that occurred in 2023 totaled approximately \$247 million, with no reinsurance benefits used for these losses, resulting primarily from rainstorms and hail in Texas and Oklahoma, winter storms and rainstorms in California, and the impact of Tropical Storm Hilary in California. In addition, the Company experienced favorable development of approximately \$8 million on prior years' catastrophe losses in 2023. Catastrophe losses due to the events that occurred in 2022 totaled approximately \$101 million, with no reinsurance benefits used for these losses, resulting primarily from the deep freeze of Winter Storm Elliott and other extreme weather events in Texas, Oklahoma and Georgia, winter storms in California, and the impact of Hurricane Ian in Florida. In addition, the Company experienced unfavorable development of approximately \$1 million on prior years' catastrophe losses in 2022.

Catastrophe losses due to the events that occurred in 2021 totaled approximately \$109 million, with no reinsurance benefits used for these losses, resulting primarily from the deep freeze of Winter Storm Uri and other extreme weather events in Texas and Oklahoma, rainstorms, wildfires and winter storms in California, and the impact of Hurricane Ida in New Jersey and New York. In addition, the Company experienced favorable development of approximately \$5 million on prior years' catastrophe losses in 2021.

#### Statutory Accounting Principles

The Company's results are reported in accordance with GAAP, which differ in some respects from amounts reported under SAP prescribed by insurance regulatory authorities. Some of the significant differences under GAAP are described below:

- Policy acquisition costs such as commissions, premium taxes, and other costs that vary with and are primarily related to the successful acquisition of new and renewal insurance contracts, are capitalized and amortized on a pro rata basis over the period in which the related premiums are earned, whereas under SAP, these costs are expensed as incurred.
- Certain assets are included in the consolidated balance sheets, whereas under SAP, such assets are designated as "nonadmitted assets," and charged directly against statutory surplus. These assets consist primarily of premium receivables that are outstanding for more than 90 days, deferred tax assets that do not meet statutory requirements for recognition, furniture, equipment, leasehold improvements, capitalized software, and prepaid expenses.
- Amounts related to ceded reinsurance are shown gross as prepaid reinsurance premiums and reinsurance recoverables, whereas under SAP, these amounts are netted against unearned premium reserves and loss and loss adjustment expense reserves.
- Fixed-maturity securities are reported at fair value, whereas under SAP, these securities are reported at amortized cost, or the lower of amortized cost, or fair value, depending on the specific type of security.
- Equity securities are marked to market through the consolidated statements of operations, whereas under SAP, these securities are marked to market through unrealized gains and losses in surplus.
- Goodwill is reported as the excess of cost of an acquired entity over the fair value of the underlying assets and assessed periodically for impairment. Intangible assets are amortized over their useful lives. Under SAP, goodwill is reported as the excess of cost of an acquired entity over the statutory book value and amortized over 10 years. Its carrying value is limited to 10% of adjusted surplus. Under SAP, intangible assets are not recognized.
- The differing treatment of income and expense items results in a corresponding difference in federal income tax expense. Changes in deferred income taxes are reflected as an item of income tax benefit or expense, whereas under SAP, changes in deferred income taxes are recorded directly to statutory surplus as regards policyholders. Admittance testing under SAP may result in a charge to unassigned surplus for non-admitted portions of deferred tax assets. Under GAAP, a valuation allowance may be recorded against the deferred tax assets and reflected as an expense.
- Certain assessments paid to regulatory agencies that are recoverable from policyholders in future periods are expensed, whereas under SAP, these assessments are recorded as receivables.

#### Operating Ratios (SAP basis)

##### **Loss and Expense Ratios**

Loss and expense ratios are used to evaluate the underwriting experience of property and casualty insurance companies. Under SAP, losses and loss adjustment expenses are stated as a percentage of premiums earned because losses occur over the life of a policy, while underwriting expenses are stated as a percentage of premiums written rather than premiums earned because most underwriting expenses are incurred when policies are written and are not spread over the policy period. The statutory underwriting profit margin is the extent to which the combined loss and expense ratios are less than 100%.

The following table presents, on a statutory basis, the Insurance Companies' loss, expense and combined ratios, and the private passenger automobile industry combined ratio. The Insurance Companies' ratios (Company-wide) include lines of insurance business other than private passenger automobile that accounted for approximately 37.6% of direct premiums written in 2023; hence, the Company believes its combined ratio (for private passenger automobile only) is more comparable to the industry ratios.

	Year Ended December 31,				
	2023	2022	2021	2020	2019
Loss ratio (Company-wide)	82.3 %	85.1 %	73.8 %	67.4 %	75.2 %
Expense ratio (Company-wide)	23.5 %	24.4 %	24.9 %	26.2 %	24.5 %
Combined ratio (Company-wide)	105.8 %	109.5 %	98.7 %	93.6 %	99.7 %
Combined ratio (Company's private passenger automobile only)	103.0 %	110.3 %	96.0 %	88.3 %	98.2 %
Industry combined ratio (all writers) <sup>(1)</sup>	N/A	111.7 %	100.7 %	90.5 %	98.1 %
Industry combined ratio (excluding direct writers) <sup>(1)</sup>	N/A	104.6 %	99.4 %	91.4 %	97.3 %

<sup>(1)</sup> Source: A.M. Best, *Aggregates & Averages* (2019 through 2022), for all property and casualty insurance companies (private passenger automobile line only, after policyholder dividends).

#### Premiums to Surplus Ratio

The following table presents the Insurance Companies' statutory ratios of net premiums written to policyholders' surplus. Guidelines established by the National Association of Insurance Commissioners (the "NAIC") indicate that this ratio should be no greater than 3 to 1.

	Year Ended December 31,				
	2023	2022	2021	2020	2019
	(Amounts in thousands, except ratios)				
Net premiums written	\$ 4,464,199	\$ 3,978,017	\$ 3,855,369	\$ 3,611,543	\$ 3,731,723
Policyholders' surplus	\$ 1,667,187	\$ 1,502,424	\$ 1,827,210	\$ 1,768,103	\$ 1,539,998
Ratio	2.7 to 1	2.7 to 1	2.1 to 1	2.0 to 1	2.4 to 1

#### Investments

The Company's investments are directed by the Chief Investment Officer under the supervision of the Investment Committee of the Board of Directors. The Company's investment strategy emphasizes safety of principal and consistent income generation, within a total return framework. The investment strategy has historically focused on maximizing after-tax yield with a primary emphasis on maintaining a well diversified, investment grade, fixed income portfolio to support the underlying liabilities and achieve a return on capital and profitable growth. The Company believes that investment yield is maximized by selecting assets that perform favorably on a long-term basis and by disposing of certain assets to enhance after-tax yield and minimize the potential effect of downgrades and defaults. The Company believes that this strategy maintains the optimal investment performance necessary to sustain investment income over time. The Company's portfolio management approach utilizes a market risk and asset allocation strategy as the primary basis for the allocation of interest sensitive, liquid and credit assets as well as for monitoring credit exposure and diversification requirements. Within the ranges set by the asset allocation strategy, tactical investment decisions are made in consideration of prevailing market conditions.

Tax considerations are important in portfolio management. The Company closely monitors the timing and recognition of capital gains and losses to maximize the realization of any deferred tax assets arising from capital losses. The Company had no capital loss carryforward at December 31, 2023.

## Investment Portfolio

The following table presents the composition of the Company's total investment portfolio:

	December 31,					
	2023		2022		2021	
	Cost <sup>(1)</sup>	Fair Value	Cost <sup>(1)</sup>	Fair Value	Cost <sup>(1)</sup>	Fair Value
(Amounts in thousands)						
Taxable bonds	\$ 2,102,740	\$ 2,031,594	\$ 1,758,853	\$ 1,649,078	\$ 1,640,945	\$ 1,632,358
Tax-exempt state and municipal bonds	2,292,243	2,287,742	2,467,937	2,439,233	2,268,835	2,399,165
Total fixed maturities	4,394,983	4,319,336	4,226,790	4,088,311	3,909,780	4,031,523
Equity securities	654,939	730,693	668,843	699,552	754,536	970,939
Short-term investments	179,375	178,491	123,928	122,937	141,206	140,127
Total investments	\$ 5,229,297	\$ 5,228,520	\$ 5,019,561	\$ 4,910,800	\$ 4,805,522	\$ 5,142,589

<sup>(1)</sup> Fixed maturities and short-term bonds at amortized cost; equities and other short-term investments at cost.

The Company applies the fair value option to all fixed maturity and equity securities and short-term investments at the time the eligible item is first recognized. For more detailed discussion on the Company's investment portfolio, including credit ratings, see "Liquidity and Capital Resources—C. Invested Assets" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 3. Investments, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

## Investment Results

The following table presents the investment results of the Company for the most recent five years:

	Year Ended December 31,				
	2023	2022	2021	2020	2019
(Dollars in thousands)					
Average invested assets at cost <sup>(1) (2)</sup>	\$ 5,096,428	\$ 4,902,755	\$ 4,681,462	\$ 4,291,888	\$ 4,008,601
Net investment income <sup>(3)</sup>					
Before income taxes	\$ 234,630	\$ 168,356	\$ 129,727	\$ 134,858	\$ 141,263
After income taxes	\$ 200,209	\$ 146,204	\$ 115,216	\$ 120,043	\$ 125,637
Average annual yield on investments <sup>(3)</sup>					
Before income taxes	4.6 %	3.4 %	2.8 %	3.1 %	3.5 %
After income taxes	3.9 %	3.0 %	2.5 %	2.8 %	3.1 %
Net realized investment gains (losses) after income taxes	\$ 79,801	\$ (385,583)	\$ 88,210	\$ 67,727	\$ 176,006

<sup>(1)</sup> Fixed maturities and short-term bonds at amortized cost; equities and other short-term investments at cost. Average invested assets at cost are based on the monthly amortized cost of the invested assets for each period.

<sup>(2)</sup> At December 31, 2023, fixed maturity securities with call features totaled \$3.2 billion at fair value and \$3.3 billion at amortized cost.

<sup>(3)</sup> Net investment income before and after income taxes for 2023 increased compared to 2022, primarily due to higher average yield combined with higher average invested assets. Average annual yield on investments before and after income taxes for 2023 increased compared to 2022, primarily due to the maturity and replacement of lower yielding investments purchased when market interest rates were lower with higher yielding investments, as a result of increasing overall market interest rates, as well as higher yields on investments based on floating interest rates.

## Competitive Conditions

The Company operates in the highly competitive property and casualty insurance industry subject to competition on pricing, claims handling, consumer recognition, coverage offered and product features, customer service, and geographic coverage. Some of the Company's competitors are larger and well-capitalized national companies that sell directly to consumers or have broad distribution networks of employed or captive agents.

Reputation for customer service and price are the principal means by which the Company competes with other insurers. In addition, the marketing efforts of independent agents can provide a competitive advantage. Based on the most recent regularly published statistical compilations of premiums written in 2022, the Company was the seventh largest writer of private passenger automobile insurance in California and the sixteenth largest in the United States.

The property and casualty insurance industry is highly cyclical, with alternating hard and soft market conditions. The Company has historically seen premium growth during hard market conditions. The Company believes that the automobile insurance market in most states was hard during 2023 as insurance carriers increased rates reflecting high inflation and loss severity and tightened their underwriting. In addition, in California, several insurance carriers stopped writing new business policies.

Reinsurance

For California homeowners policies, the Company has reduced its catastrophe exposure from earthquakes by placing earthquake risks directly with the California Earthquake Authority ("CEA"). However, the Company continues to have catastrophe exposure to fires following an earthquake. For more detailed discussion, see "Regulation—Insurance Assessments" below.

The Company is the assuming reinsurer under a Catastrophe Portfolio Participation Reinsurance Contract ("Contract") effective through December 31, 2025. The Company reimburses a group of affiliates of a ceding company for a proportional share of a portfolio of catastrophe losses based on the premiums ceded to the Company under the Contract, to the extent the actual loss ratio exceeds the threshold loss ratio of 73.5%. The total assumed premium under the Contract is \$15.0 million for each of the 12 month periods ending December 31, 2023 through 2025 and \$10.0 million for the 12 months ended December 31, 2022. The total possible amount of losses for the Company under the Contract is \$30.0 million for each of the 12 month periods ending December 31, 2023 through 2025 and \$25.0 million for the 12 months ended December 31, 2022. The Company recognized \$15.0 million and \$10.0 million in earned premiums and \$9.6 million and \$8.4 million in incurred losses under the Contract for the 12 months ended December 31, 2023 and 2022, respectively.

The Company is the ceding party to a Catastrophe Reinsurance Treaty ("Treaty") covering a wide range of perils that is effective through June 30, 2024. For the 12 months ending June 30, 2024 and 2023, the Treaty provides \$1,111 million and \$936 million of coverage, respectively, on a per occurrence basis after covered catastrophe losses exceed the Company retention limit of \$100 million and \$60 million, respectively. The Treaty specifically excludes coverage for any Florida business and for California earthquake losses on fixed property policies such as homeowners, but does cover losses from fires following an earthquake. The Treaty includes additional restrictions as noted in the tables below.

Coverage on individual catastrophes provided for the 12 months ending June 30, 2024 under the Treaty is presented below in various layers:

	Catastrophe Losses and LAE			
	In Excess of		Up to	Percentage of Coverage
	(Amounts in millions)			
Retained	\$	—	\$ 100	— %
Layer of Coverage		100	140	5.0
Layer of Coverage <sup>(1) (3)</sup>		140	610	100.0
Layer of Coverage <sup>(2) (3) (4)</sup>		610	1,120	99.8
Layer of Coverage		1,120	1,250	100.0

<sup>(1)</sup> Approximately 4% of this layer covers California, Arizona and Nevada only.  
<sup>(2)</sup> Approximately 30% of this layer covers California, Arizona and Nevada only.  
<sup>(3)</sup> Layer of Coverage represents multiple actual treaty layers that are grouped for presentation purposes.  
<sup>(4)</sup> Approximately 10% of this layer covers only California wildfires and fires following an earthquake in California, and is not subject to reinstatement.

Coverage on individual catastrophes provided for the 12 months ended June 30, 2023 under the Treaty is presented below in various layers:

	Catastrophe Losses and LAE		Percentage of Coverage
	In Excess of	Up to	
	(Amounts in millions)		
Retained	\$ —	\$ 60	— %
Layer of Coverage	60	100	19.5
Layer of Coverage	100	200	98.8
Layer of Coverage <sup>(1)</sup>	200	530	98.6
Layer of Coverage <sup>(2) (3) (4)</sup>	530	930	100.0
Layer of Coverage	930	1,035	98.9

<sup>(1)</sup> 5% of this layer covers California, Arizona and Nevada only.

<sup>(2)</sup> 33% of this layer covers California, Arizona and Nevada only.

<sup>(3)</sup> Layer of Coverage represents multiple actual treaty layers that are grouped for presentation purposes.

<sup>(4)</sup> 6.3% of this layer covers only California wildfires and fires following an earthquake in California, and is not subject to reinstatement.

The table below presents the combined total reinsurance premiums under the Treaty (annual premiums and reinstatement premiums) for the 12 months ending June 30, 2024 and 2023, respectively:

Treaty	Annual Premium <sup>(1)</sup>	Reinstatement Premium <sup>(2)</sup>	Total Combined Premium <sup>(2)</sup>
	(Amounts in millions)		
For the 12 months ending June 30, 2024	\$ 99	\$ —	\$ 99
For the 12 months ended June 30, 2023	\$ 74	\$ —	\$ 74

<sup>(1)</sup> The increase in the annual premium is primarily due to higher reinsurance coverage and rates and growth in the covered book of business.

<sup>(2)</sup> The reinstatement premium and the total combined premium for the treaty period ending June 30, 2024 are projected amounts to be paid based on the assumption that there will be no reinstatements occurring during this treaty period. The reinstatement premium for the treaty period ended June 30, 2023 is zero, as there were no actual reinstatement premiums paid.

The Treaty ending June 30, 2024 and 2023 each provides for one full reinstatement of coverage limits. Reinstatement premiums are based on the amount of reinsurance benefits used by the Company at 100% of the annual premium rate, with the exception of the reinstatement restrictions noted in the tables above, up to the maximum reinstatement premium of approximately \$95 million and \$72 million if the full amount of benefit is used for the 12 months ending June 30, 2024 and 2023, respectively.

The total amount of reinstatement premiums is recorded as ceded reinstatement premiums written at the time of the catastrophe event based on the total amount of reinsurance benefits expected to be used for the event, and such reinstatement premiums are recognized ratably over the remaining term of the Treaty as ceded reinstatement premiums earned.

The catastrophe events that occurred in 2023 caused approximately \$247 million in losses to the Company, resulting primarily from rainstorms and hail in Texas and Oklahoma, winter storms and rainstorms in California, and the impact of Tropical Storm Hilary in California. No reinsurance benefits were available under the Treaty for these losses as none of the 2023 catastrophe events individually resulted in losses in excess of the Company's per-occurrence retention limit of \$100 million and \$60 million under the Treaty for the 12 months ending June 30, 2024 and 2023, respectively.

The catastrophe events that occurred in 2022 caused approximately \$105 million in losses to the Company as of December 31, 2023, resulting primarily from the deep freeze of Winter Storm Elliott and other extreme weather events in Texas, Oklahoma and Georgia, winter storms in California, and the impact of Hurricane Ian in Florida. No reinsurance benefits were available under the Treaty for these losses as none of the 2022 catastrophe events individually resulted in losses in excess

of the Company's per-occurrence retention limit of \$60 million and \$40 million under the Treaty for the 12 months ending June 30, 2023 and 2022, respectively.

The Company carries a commercial umbrella reinsurance treaty and a per-risk property reinsurance treaty, and seeks facultative arrangements for large property risks. In addition, the Company has other reinsurance in force that is not material to the consolidated financial statements. If any reinsurers are unable to perform their obligations under a reinsurance treaty, the Company will be required, as primary insurer, to discharge all obligations to its policyholders in their entirety.

## Regulation

The Insurance Companies are subject to significant regulation and supervision by insurance departments of the jurisdictions in which they are domiciled or licensed to operate business.

### *Department of Insurance Oversight*

The powers of the DOI in each state primarily include the prior approval of insurance rates and rating factors and the establishment of capital and surplus requirements, solvency standards, restrictions on dividend payments and transactions with affiliates. DOI regulations and supervision are designed principally to benefit policyholders rather than shareholders.

California Proposition 103 (the "Proposition") requires that property and casualty insurance rates be approved by the California DOI prior to their use and that no rate be approved which is excessive, inadequate, unfairly discriminatory, or otherwise in violation of the provisions of the Proposition. The Proposition specifies four statutory factors required to be applied in "decreasing order of importance" in determining rates for private passenger automobile insurance: (1) the insured's driving safety record, (2) the number of miles the insured drives annually, (3) the number of years of driving experience of the insured and (4) whatever optional factors are determined by the California DOI to have a substantial relationship to risk of loss and are adopted by regulation. The statute further provides that insurers are required to give at least a 20% discount to "good drivers," as defined, from rates that would otherwise be charged to such drivers and that no insurer may refuse to insure a "good driver." The Company's rate plan operates under these rating factor regulations.

Insurance rates in California, Georgia, New York, New Jersey, and Nevada require prior approval from the state DOI, while insurance rates in Illinois, Texas, Virginia, Oklahoma, and Arizona must only be filed with the respective DOI before they are implemented. Florida has a modified version of use and file laws. Insurance laws and regulations in all states in which the Company operates provide that rates must not be excessive, inadequate, or unfairly discriminatory.

The DOI in each state in which the Company operates is responsible for conducting periodic financial and market conduct examinations of the Insurance Companies in their states. Market conduct examinations typically review compliance with insurance statutes and regulations with respect to rating, underwriting, claims handling, billing, and other practices. For more detailed information on the Company's current financial and market conduct examinations, see "Liquidity and Capital Resources—F. Regulatory Capital Requirements" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

For a discussion of current regulatory matters in California, see "Regulatory and Legal Matters" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 18. Commitments and Contingencies, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

The operations of the Company are dependent on the laws of the states in which it does business and changes in those laws can materially affect the revenue and expenses of the Company. The Company retains its own legislative advocates in California. The Company made direct financial contributions of approximately \$24,000 and \$83,000 to officeholders and candidates in 2023 and 2022, respectively. The Company believes in supporting the political process and intends to continue to make such contributions in amounts which it determines to be appropriate.

The Insurance Companies must comply with minimum capital requirements under applicable state laws and regulations. The risk-based capital ("RBC") formula is used by insurance regulators to monitor capital and surplus levels. It was designed to capture the widely varying elements of risks undertaken by writers of different lines of insurance business having differing risk characteristics, as well as writers of similar lines where differences in risk may be related to corporate structure, investment policies, reinsurance arrangements, and a number of other factors. The Company periodically monitors the RBC level of each of the Insurance Companies. As of December 31, 2023, 2022 and 2021, each of the Insurance Companies exceeded the minimum required RBC level. For more detailed information, see "Liquidity and Capital Resources—F. Regulatory Capital Requirements" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

### ***Own Risk and Solvency Assessment***

Insurance companies are required to file an Own Risk and Solvency Assessment ("ORSA") with the insurance regulators in their domiciliary states. The ORSA is required to cover, among many items, a company's risk management policies, the material risks to which the company is exposed, how the company measures, monitors, manages and mitigates material risks, and how much economic and regulatory capital is needed to continue to operate in a strong and healthy manner. The ORSA is intended to be used by state insurance regulators to evaluate the risk exposure and quality of the risk management processes within insurance companies to assist in conducting risk-focused financial examinations and for determining the overall financial condition of insurance companies. The Company filed its most recent ORSA Summary Report with the California DOI in November 2023. Compliance with the ORSA requirements did not have a material impact on the Company's consolidated financial statements.

### ***Insurance Assessments***

The California Insurance Guarantee Association ("CIGA") was created to pay claims on behalf of insolvent property and casualty insurers. Each year, these claims are estimated by CIGA and the Company is assessed for its pro-rata share based on prior year California premiums written in the particular line. These assessments are currently limited to 2% of premiums written in the preceding year and are recouped through a mandated surcharge to policyholders in the year after the assessment. There were no material CIGA assessments in 2023.

The CEA is a quasi-governmental organization that was established to provide a market for earthquake coverage to California homeowners. The Company places all new and renewal earthquake coverage offered with its homeowner policy directly with the CEA. The Company receives a small fee for placing business with the CEA, which is recorded as other revenue in the consolidated statements of operations. Upon the occurrence of a major seismic event, the CEA has the ability to assess participating companies for losses. These assessments are made after CEA capital has been expended and are based upon each company's participation percentage multiplied by the amount of the total assessment. Based upon the most recent information provided by the CEA, the Company's maximum total exposure to CEA assessments at April 30, 2023, the most recent date at which information was available, was \$85.6 million. There was no assessment made in 2023.

The Insurance Companies in other states are also subject to the provisions of similar insurance guaranty associations. There were no material assessments or payments during 2023 in other states.

### ***Holding Company Act***

The California Companies are subject to California DOI regulation pursuant to the provisions of the California Insurance Holding Company System Regulatory Act (the "Holding Company Act"). The California DOI may examine the affairs of each of the California Companies at any time. The Holding Company Act requires disclosure of any material transactions among affiliates within a holding company system. Some transactions require advance notice and may not be made if the California DOI disapproves the transaction within 30 days after notice. Such transactions include, but are not limited to, extraordinary dividends; management agreements, service contracts, and cost-sharing arrangements, and modifications thereto; all guarantees that are not quantifiable, or, if quantifiable, exceed the lesser of one-half of 1% of admitted assets or 10% of policyholders' surplus as of the preceding December 31; derivative transactions or series of derivative transactions; reinsurance agreements or modifications thereto in which the reinsurance premium or a change in the insurer's liabilities equals or exceeds 5% of the policyholders' surplus as of the preceding December 31; sales, purchases, exchanges, loans, and extensions of credit; and investments, in the net aggregate, involving more than the lesser of 3% of the respective California Companies' admitted assets or 25% of statutory surplus as regards policyholders as of the preceding December 31. An extraordinary dividend is a dividend which, together with other dividends or distributions made within the preceding 12 months, exceeds the greater of 10% of the insurance company's statutory policyholders' surplus as of the preceding December 31 or the insurance company's statutory net income for the preceding calendar year. The Holding Company Act also requires filing of an annual enterprise risk report identifying the material risks within the insurance holding company system.

California-domiciled insurance companies are also required to notify the California DOI of any dividend after declaration, but prior to payment. There are similar limitations imposed by other states on the Insurance Companies' ability to pay dividends. As of December 31, 2023, the Insurance Companies are permitted to pay in 2024, without obtaining DOI approval for extraordinary dividends, \$163 million in dividends to Mercury General, of which \$140 million may be paid by the California Companies.

The Holding Company Act also provides that the acquisition or change of "control" of a California domiciled insurance company or of any person who controls such an insurance company cannot be consummated without the prior approval of the

California DOI. In general, a presumption of "control" arises from the ownership of voting securities and securities that are convertible into voting securities, which in the aggregate constitute 10% or more of the voting securities of a California insurance company or of a person that controls a California insurance company, such as Mercury General. A person seeking to acquire "control," directly or indirectly, of the Company must generally file with the California DOI an application for change of control containing certain information required by statute and published regulations and provide a copy of the application to the Company. The Holding Company Act also effectively restricts the Company from consummating certain reorganizations or mergers without prior regulatory approval.

Each of the Insurance Companies is subject to holding company regulations in the state in which it is domiciled. These provisions are substantially similar to those of the Holding Company Act.

Information about the Company's Executive Officers

The following table presents certain information concerning the executive officers of the Company as of February 8, 2024:

Name	Age	Position
George Joseph	102	Chairman of the Board
Gabriel Tirador	59	Chief Executive Officer
Victor G. Joseph	37	President and Chief Operating Officer
Theodore R. Stalick	60	Senior Vice President and Chief Financial Officer
Kelly Butler	41	Vice President and Chief Underwriting Officer
Katie Gibbs	34	Vice President and Chief Experience Officer
Christopher Graves	58	Vice President and Chief Investment Officer
Brandt N. Minnich	57	Vice President and Chief Sales Development Officer
Wilson Pang	47	Vice President and Chief Technology Officer
Randall R. Petro	60	Vice President and Chief Claims Officer
Mark Ribisi	61	President and Chief Executive Officer of AIS Management LLC
Jeffrey M. Schroeder	47	Vice President and Chief Product Officer
Heidi C. Sullivan	55	Vice President and Chief Human Capital Officer
Erik Thompson	55	Vice President and Chief Marketing Officer
Charles Toney	62	Vice President and Chief Actuary
Judy A. Walters	77	Vice President, Corporate Affairs and Secretary
Simon Zhang	47	Vice President and Chief Data & Analytics Officer

Mr. George Joseph, Chairman of the Board of Directors, has served in this capacity since 1961. He held the position of Chief Executive Officer of the Company for 45 years from 1961 through 2006. Mr. Joseph has more than 60 years' experience in the property and casualty insurance business.

Mr. Tirador, Chief Executive Officer, served as the Company's assistant controller from 1994 to 1996. In 1997 and 1998, he served as the Vice President and Controller of the Automobile Club of Southern California. He rejoined the Company in 1998 as Vice President and Chief Financial Officer. He was appointed President and Chief Operating Officer in October 2001 and Chief Executive Officer in 2007. Mr. Tirador has over 30 years' experience in the property and casualty insurance industry and is an inactive Certified Public Accountant.

Mr. Victor Joseph, President and Chief Operating Officer, has been employed by the Company in various capacities since 2009, and was appointed Vice President and Chief Underwriting Officer in July 2017, Executive Vice President and Chief Operating Officer in January 2022, and President and Chief Operating Officer in January 2024. Mr. Victor Joseph is Mr. George Joseph's son.

Mr. Stalick, Senior Vice President and Chief Financial Officer, joined the Company as Corporate Controller in 1997. He was appointed Chief Accounting Officer in October 2000 and Vice President and Chief Financial Officer in 2001. In July 2013, he was named Senior Vice President and Chief Financial Officer. Mr. Stalick is a Certified Public Accountant.

Ms. Butler, Vice President and Chief Underwriting Officer, joined the Company as a Casualty Claims Adjuster in 2004 and worked in various capacities including as Director of Personal Property Underwriting. Ms. Butler was appointed Vice President and Chief Underwriting Officer in January 2022.

Ms. Gibbs, Vice President and Chief Experience Officer, joined the Company in 2022. Prior to joining the Company, she served as Vice President, Product Development for Kemper Insurance from 2019 to 2022. Prior to 2019, she held various leadership positions in Product and Corporate Strategy at American Family Insurance and its subsidiaries.

Mr. Graves, Vice President and Chief Investment Officer, has been employed by the Company in the investment department since 1986. Mr. Graves was appointed Chief Investment Officer in 1998, and named Vice President in 2001.

Mr. Minnich, Vice President and Chief Sales Development Officer, joined the Company as an underwriter in 1989. In 2007, he joined Superior Access Insurance Services as Director of Agency Operations. In 2008 he rejoined the Company as an Assistant Product Manager, and in 2009, he was named Senior Director of Marketing, a role he held until appointed to his current position later in 2009. Mr. Minnich has over 30 years' experience in the property and casualty insurance industry and is a Chartered Property and Casualty Underwriter.

Mr. Pang, Vice President and Chief Technology Officer, joined the Company in 2023. Prior to joining the Company, he served as Chief Technology Officer for Appen from 2018 to 2023 and Chief Data Officer for Ctrip from 2017 to 2018. Prior to 2017, he held various leadership positions at eBay and IBM.

Mr. Petro, Vice President and Chief Claims Officer, has been employed by the Company in the Claims Department since 1987. Mr. Petro was appointed Vice President in March 2014, and named Chief Claims Officer in March 2015.

Mr. Ribisi, President and Chief Executive Officer of AIS Management LLC, joined the Company in 2009 as President and Chief Executive Officer of AIS Management LLC, a significant subsidiary of the Company. Prior to joining the Company, he served as Vice President and Chief Operating Officer for Aon's Personal Lines Division from 2002 to 2009. Mr. Ribisi has over 35 years' experience in the property and casualty insurance industry and is a Certified Insurance Counselor.

Mr. Schroeder, Vice President and Chief Product Officer, has been employed by the Company since 2010. Prior to his appointment as Vice President and Chief Product Officer, he served as President and Chief Operating Officer of OIC. Prior to joining the Company, Mr. Schroeder was a Product Manager at 21st Insurance Company.

Ms. Sullivan, Vice President and Chief Human Capital Officer, joined the Company in 2012. Prior to joining the Company, she served as Senior Vice President, Human Capital for Arcadian Health Plan from 2008 to 2012. Prior to 2008, she held various leadership positions at Kaiser Permanente, Progressive Insurance, and Score Educational Centers.

Mr. Thompson, Vice President, Chief Marketing Officer, joined the Company as Director of Advertising in 2005, and was appointed Vice President, Advertising and Public Relations in October 2017. Prior to joining the Company, Mr. Thompson held various leadership positions in advertising, marketing, and public relations at several organizations, including Universal Studios, Inc., Turner, and Columbia TriStar Television.

Mr. Toney, Vice President and Chief Actuary, joined the Company in 1984 as a programmer/analyst. In 1994, he earned his Fellowship in the Casualty Actuarial Society and was appointed to his current position. In 2011, he became a board member of the Personal Insurance Federation of California. Mr. Toney is Mr. George Joseph's nephew.

Ms. Walters, Vice President, Corporate Affairs and Secretary, has been employed by the Company since 1967, and has served as its Secretary since 1982. Ms. Walters was named Vice President, Corporate Affairs in 1998.

Mr. Zhang, Vice President and Chief Data & Analytics Officer, joined the Company in 2023. Prior to joining the Company, he co-founded a data analytics company, GrowingIO and worked there for 8 years. He served as Senior Director of Business Analytics for LinkedIn from 2010 to 2015. Mr. Zhang has over 20 years of experience in the data analytics and data science fields.

#### **Item 1A. Risk Factors**

The Company's business involves various risks and uncertainties in addition to the normal risks of business, some of which are discussed in this section. It should be noted that the Company's business and that of other insurers may be adversely affected by a downturn in general economic conditions and other forces beyond the Company's control. In addition, other risks

and uncertainties not presently known or that the Company currently believes to be immaterial may also adversely affect the Company's business. Any such risks or uncertainties, or any of the following risks or uncertainties, that develop into actual events could result in a material and adverse effect on the Company's business, financial condition, results of operations, or liquidity.

The information discussed below should be considered carefully with the other information contained in this Annual Report on Form 10-K and the other documents and materials filed by the Company with the SEC, as well as news releases and other information publicly disseminated by the Company from time to time.

#### **Risks Related to the Company's Business**

##### ***The Company remains highly dependent upon California to produce revenues and operating profits.***

For the year ended December 31, 2023, the Company generated approximately 80% of its direct automobile insurance premiums written in California. The Company's financial results are subject to prevailing regulatory, legal, economic, demographic, competitive, and other conditions in the states in which the Company operates and changes in any of these conditions could negatively impact the Company's results of operations.

##### ***Mercury General is a holding company that relies on regulated subsidiaries for cash flows to satisfy its obligations.***

As a holding company, Mercury General maintains no operations that generate cash flows sufficient to pay operating expenses, shareholders' dividends, or principal or interest on its indebtedness. Consequently, Mercury General relies on the ability of the Insurance Companies, particularly the California Companies, to pay dividends for Mercury General to meet its obligations. The ability of the Insurance Companies to pay dividends is regulated by state insurance laws, which limit the amount of, and in certain circumstances may prohibit the payment of, cash dividends. Generally, these insurance regulations permit the payment of dividends only out of earned surplus in any year which, together with other dividends or distributions made within the preceding 12 months, do not exceed the greater of 10% of statutory surplus as of the end of the preceding year or the net income for the preceding year, with larger dividends payable only after receipt of prior regulatory approval. The inability of the Insurance Companies to pay dividends in an amount sufficient to enable the Company to meet its cash requirements at the holding company level could have a material adverse effect on the Company's results of operations, financial condition, and its ability to pay dividends to its shareholders.

##### ***The Insurance Companies are subject to minimum capital and surplus requirements, and any failure to meet these requirements could subject the Insurance Companies to regulatory action.***

The Insurance Companies are subject to risk-based capital standards and other minimum capital and surplus requirements imposed under the applicable laws of their states of domicile. The risk-based capital standards, based upon the Risk-Based Capital Model Act adopted by the NAIC, require the Insurance Companies to report their results of RBC calculations to state departments of insurance and the NAIC. If any of the Insurance Companies fails to meet these standards and requirements, the DOI regulating such subsidiary may require specified actions by the subsidiary.

##### ***The Company's success depends on its ability to accurately underwrite risks and to charge adequate premiums to policyholders.***

The Company's financial condition, results of operations, and liquidity depend on its ability to underwrite and set premiums accurately for the risks it assumes. Premium rate adequacy is necessary to generate sufficient premium to offset losses, loss adjustment expenses, and underwriting expenses and to earn a profit. In order to price its products accurately, the Company must collect and properly analyze a substantial volume of data; develop, test, and apply appropriate rating formulae; closely monitor and timely recognize changes in trends; and project both severity and frequency of losses with reasonable accuracy. The Company's ability to undertake these efforts successfully, and as a result, price accurately, is subject to a number of risks and uncertainties, including but not limited to:

- availability of sufficient reliable data;
- incorrect or incomplete analysis of available data;
- uncertainties inherent in estimates and assumptions, generally;
- selection and application of appropriate rating formulae or other pricing methodologies;
- successful innovation of new pricing strategies;
- recognition of changes in trends and in the projected severity and frequency of losses;

- the Company's ability to forecast renewals of existing policies accurately;
- unanticipated court decisions, legislation or regulatory action;
- ongoing changes in the Company's claim settlement practices;
- changes in operating expenses;
- changing driving patterns;
- extra-contractual liability arising from bad faith claims;
- catastrophes, including those which may be related to climate change;
- unexpected medical inflation; and
- unanticipated inflation in automobile repair costs, automobile parts prices, and used car prices.

Such risks and uncertainties may result in the Company's pricing being based on outdated, inadequate or inaccurate data, or inappropriate analyses, assumptions or methodologies, and may cause the Company to estimate incorrectly future changes in the frequency or severity of claims. As a result, the Company could underprice risks, which would negatively affect the Company's margins, or it could overprice risks, which could reduce the Company's volume and competitiveness. In either event, the Company's financial condition, results of operations, and liquidity could be materially and adversely affected.

***The Company's insurance rates are subject to approval by the departments of insurance in most of the states in which the Company operates, and to political influences.***

In five of the states in which it operates, including California, the Company must obtain the DOI's prior approval of insurance rates charged to its customers, including any increases in those rates. If the Company is unable to receive approval of the rate changes it requests, or if such approval is delayed, the Company's ability to operate its business in a profitable manner may be limited and its financial condition, results of operations, and liquidity may be adversely affected. Additionally, in California, the law allows for consumer groups to intervene in rate filings, which frequently causes delays in rate approvals and implementation of rate changes and can impact the rate that is ultimately approved.

From time to time, the automobile insurance industry comes under pressure from state regulators, legislators, and special interest groups to reduce, freeze, or set rates at levels that do not correspond with underlying costs, in the opinion of the Company's management. The homeowners insurance business faces similar pressure, particularly as regulators in catastrophe-prone states seek an acceptable methodology to price for catastrophe exposure. In addition, various insurance underwriting and pricing criteria regularly come under attack by regulators, legislators, and special interest groups. The result could be legislation, regulations, or new interpretations of existing regulations that adversely affect the Company's business, financial condition, and results of operations.

***The effects of emerging claim and coverage issues on the Company's business are uncertain and may have an adverse effect on the Company's business.***

As industry practices and legal, judicial, social, and other environmental conditions change, unexpected and unintended issues related to claims and coverage may emerge. These issues may adversely affect the Company's business by either extending coverage beyond its underwriting intent or by increasing the number or size of claims. In some instances, these changes may not become apparent until sometime after the Company has issued insurance policies that are affected by the changes. As a result, the full extent of liability under the Company's insurance policies may not be known for many years after a policy is issued.

***Loss of, or significant restriction on, the use of credit scoring in the pricing and underwriting of personal lines products could reduce the Company's future profitability.***

The Company uses credit scoring as a factor in pricing and underwriting decisions where allowed by state law. Some consumer groups and regulators have questioned whether the use of credit scoring unfairly discriminates against some groups of people and are seeking to prohibit or restrict the use of credit scoring in underwriting and pricing. Laws or regulations that significantly curtail or regulate the use of credit scoring, if enacted in a large number of states in which the Company operates, could negatively impact the Company's future results of operations.

***If the Company cannot maintain its A.M. Best ratings, it may not be able to maintain premium volume in its insurance operations sufficient to attain the Company's financial performance goals.***

The Company's ability to retain its existing business or to attract new business in its Insurance Companies is affected by its rating by A.M. Best. A.M. Best currently rates all of the Insurance Companies with sufficient operating history as A (Excellent). On February 17, 2023, A.M. Best affirmed the Financial Strength Rating ("FSR") of A (Excellent) with Stable outlook for the Company's A rated entities and upgraded the FSR from A- (Excellent) to A (Excellent) with Stable outlook for the Company's A- rated entities. The Company believes that if it is unable to maintain its A.M. Best ratings within the A ratings range, it may face greater challenges to grow its premium volume sufficiently to attain its financial performance goals, which may adversely affect the Company's business, financial condition, and results of operations.

***The Company may require additional capital in the future, which may not be available or may only be available on unfavorable terms.***

The Company's future capital requirements, including to fund future growth opportunities, depend on many factors, including its ability to underwrite new business successfully, its ability to establish premium rates and reserves at levels sufficient to cover losses, the success of its expansion plans, the performance of its investment portfolio and its ability to obtain financing. The Company may seek to obtain financing through equity or debt issuances, or sales of all or a portion of its investment portfolio or other assets. The Company's ability to obtain financing also depends on economic conditions affecting financial markets and financial strength and claims-paying ability ratings, which are assigned based upon an evaluation of the Company's ability to meet its financial obligations. The Company's current financial strength rating with Fitch and Moody's is A- and A2, respectively. If the Company were to seek financing through the capital markets in the future, there can be no assurance that the Company would obtain favorable ratings from rating agencies. Any equity or debt financing, if available at all, may not be available on terms that are favorable to the Company. In the case of equity financing, the Company's shareholders could experience dilution. In addition, such securities may have rights, preferences, and privileges that are senior to those of the Company's current shareholders. If the Company cannot obtain adequate capital on favorable terms or at all, its business, financial condition, and results of operations could be adversely affected.

***Changes in market interest rates, defaults on securities and tax considerations may have an adverse effect on the Company's investment portfolio, which may adversely affect the Company's financial results.***

The Company's financial results are affected, in part, by the performance of its investment portfolio. The Company's investment portfolio contains interest rate sensitive-investments, such as municipal and corporate bonds. Increases in market interest rates may have an adverse impact on the value of the investment portfolio by decreasing the value of fixed income securities. Declining market interest rates could have an adverse impact on the Company's investment income as it invests positive cash flows from operations and as it reinvests proceeds from maturing and called investments in new investments that could yield lower rates than the Company's investments have historically generated. Defaults in the Company's investment portfolio may produce operating losses and negatively impact the Company's results of operations.

Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions, and other factors beyond the Company's control. Although the Company takes measures to manage the risks of investing in a changing interest rate environment, it may not be able to mitigate interest rate sensitivity effectively. The Company's mitigation efforts include maintaining a high quality portfolio and managing the duration of the portfolio to reduce the effect of interest rate changes. Despite its mitigation efforts, a significant change in interest rates could have a material adverse effect on the Company's financial condition and results of operations. Although the Company monitors the timing and recognition of capital gains and losses in an effort to maximize the realization of deferred tax assets arising from capital losses, no guaranty can be provided that such monitoring or the Company's tax strategies will be effective.

***The Company's valuation of financial instruments may include methodologies, estimates, and assumptions that are subject to differing interpretations and could result in changes to valuations that may materially adversely affect the Company's financial condition or results of operations.***

The Company employs a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date using the exit price. Accordingly, when market observable data are not readily available, the Company's own assumptions are set to reflect those that market participants would be presumed to use in pricing the asset or liability at the measurement date. Assets and liabilities recorded on the consolidated balance sheets at fair value are categorized based on the level of judgment associated with the inputs used to measure their fair value and the level of market price observability.

During periods of market disruption, including periods of significantly changing interest rates, rapidly widening credit spreads, inactivity or illiquidity, it may be difficult to value certain of the Company's securities if trading becomes less frequent and/or market data become less observable. There may be certain asset classes in historically active markets with significant observable data that become illiquid due to changes in the financial environment. In such cases, the valuations associated with such securities may rely more on management's judgment and include inputs and assumptions that are less observable or require greater estimation as well as valuation methods that are more sophisticated or require greater estimation. The valuations generated by such methods may be different from the value at which the investments ultimately may be sold. Further, rapidly changing and unprecedented credit and equity market conditions could materially impact the valuation of securities as reported within the Company's consolidated financial statements, and the period-to-period changes in value could vary significantly. Decreases in value may have a material adverse effect on the Company's financial condition or results of operations.

***Changes in the financial strength ratings of financial guaranty insurers issuing policies on bonds held in the Company's investment portfolio may have an adverse effect on the Company's investment results.***

In an effort to enhance the bond rating applicable to certain bond issues, some bond issuers purchase municipal bond insurance policies from private insurers. The insurance generally guarantees the payment of principal and interest on a bond issue if the issuer defaults. By purchasing the insurance, the financial strength ratings applicable to the bonds are based on the credit worthiness of the insurer as well as the underlying credit of the bond issuer. These financial guaranty insurers are subject to DOI oversight. As the financial strength ratings of these insurers are reduced, the ratings of the insured bond issues correspondingly decrease. Although the Company has determined that the financial strength ratings of the underlying bond issues in its investment portfolio are within the Company's investment policy without the enhancement provided by the insurance policies, any further downgrades in the financial strength ratings of these insurance companies or any defaults on the insurance policies written by these insurance companies may reduce the fair value of the underlying bond issues and the Company's investment portfolio or may reduce the investment results generated by the Company's investment portfolio, which could have a material adverse effect on the Company's financial condition, results of operations, and liquidity.

***Deterioration of the municipal bond market in general or of specific municipal bonds held by the Company may result in a material adverse effect on the Company's financial condition, results of operations, and liquidity.***

At December 31, 2023, approximately 44% of the Company's total investment portfolio at fair value and approximately 53% of its total fixed maturity securities at fair value were invested in tax-exempt municipal bonds. With such a large percentage of the Company's investment portfolio invested in municipal bonds, the performance of the Company's investment portfolio, including the cash flows generated by the investment portfolio, is significantly dependent on the performance of municipal bonds. If the value of municipal bond markets in general or any of the Company's municipal bond holdings deteriorates, the performance of the Company's investment portfolio, financial condition, results of operations, and liquidity may be materially and adversely affected.

***If the Company's loss reserves are inadequate, its business and financial position could be harmed.***

The process of establishing property and liability loss reserves is inherently uncertain due to a number of factors, including underwriting quality, the frequency and amount of covered losses, variations in claims settlement practices, the costs and uncertainty of litigation, and expanding theories of liability. While the Company believes that its actuarial techniques and databases are sufficient to estimate loss reserves, the Company's approach may prove to be inadequate. If any of these contingencies, many of which are beyond the Company's control, results in loss reserves that are not sufficient to cover its actual losses, the Company's financial condition, results of operations, and liquidity may be materially and adversely affected.

***There is uncertainty involved in the availability of reinsurance and the collectability of reinsurance recoverable.***

The Company reinsures a portion of its potential losses on the policies it issues to mitigate the volatility of the losses on its financial condition and results of operations. The availability and cost of reinsurance is subject to market conditions, which are outside of the Company's control. From time to time, market conditions have limited, and in some cases, prevented insurers from obtaining the types and amounts of reinsurance that they consider adequate for their business needs. As a result, the Company may not be able to successfully purchase reinsurance and transfer a portion of the Company's risk through reinsurance arrangements. In addition, as is customary, the Company initially pays all claims and seeks to recover the reinsured losses from its reinsurers. Although the Company reports as assets the amount of claims paid which the Company expects to recover from reinsurers, no assurance can be given that the Company will be able to collect from its reinsurers. If the amounts actually recoverable under the Company's reinsurance treaties are ultimately determined to be less than the amount it has reported as recoverable, the Company may incur a loss during the period in which that determination is made.

***The failure of any loss limitation methods employed by the Company could have a material adverse effect on its financial condition or results of operations.***

Various provisions of the Company's policies, such as limitations or exclusions from coverage which are intended to limit the Company's risks, may not be enforceable in the manner the Company intends. In addition, the Company's policies contain conditions requiring the prompt reporting of claims and the Company's right to decline coverage in the event of a violation of that condition. While the Company's insurance product exclusions and limitations reduce the Company's loss exposure and help eliminate known exposures to certain risks, it is possible that a court or regulatory authority could nullify or void an exclusion or legislation could be enacted modifying or barring the use of such endorsements and limitations in a way that would adversely affect the Company's loss experience, which could have a material adverse effect on its financial condition or results of operations.

***The Company's business is vulnerable to significant catastrophic property loss, which could have an adverse effect on its financial condition and results of operations.***

The Company faces a significant risk of loss in the ordinary course of its business for property damage resulting from natural disasters, man-made catastrophes and other catastrophic events, particularly hurricanes, earthquakes, hail storms, explosions, tropical storms, rain storms, fires, mudslides, sinkholes, war, acts of terrorism, severe weather and other natural and man-made disasters. Such events typically increase the frequency and severity of automobile and other property claims. Because catastrophic loss events are by their nature unpredictable, historical results of operations may not be indicative of future results of operations, and the occurrence of claims from catastrophic events may result in substantial volatility in the Company's financial condition and results of operations from period to period. Although the Company attempts to manage its exposure to such events, the occurrence of one or more major catastrophes in any given period could have a material and adverse impact on the Company's financial condition and results of operations and could result in substantial outflows of cash as losses are paid.

***The Company depends on independent agents who may discontinue sales of its policies at any time.***

The Company sells its insurance policies primarily through a network of approximately 6,390 independent agents. The Company must compete with other insurance carriers for these agents' business. Some competitors offer a larger variety of products, lower prices for insurance coverage, higher commissions, or more attractive non-cash incentives. To maintain its relationship with these independent agents, the Company must pay competitive commissions, be able to respond to their needs quickly and adequately, and create a consistently high level of customer satisfaction. If these independent agents find it preferable to do business with the Company's competitors, it would be difficult to renew the Company's existing business or attract new business. State regulations may also limit the manner in which the Company's producers are compensated or incentivized. Such developments could negatively impact the Company's relationship with these parties and ultimately reduce revenues.

***The Company's expansion plans may adversely affect its future profitability.***

The Company intends to continue to expand its operations in several of the states in which the Company has operations and may expand into states in which it has not yet begun operations. The intended expansion will necessitate increased expenditures. The Company intends to fund these expenditures out of cash flows from operations. The expansion may not occur, or if it does occur, may not be successful in providing increased revenues or profitability. If the Company's cash flows from operations are insufficient to cover the costs of the expansion, or if the expansion does not provide the benefits anticipated, the Company's financial condition, results of operations, and ability to grow its business may be harmed.

***Any inability of the Company to realize its deferred tax assets, if and when they arise, may have a material adverse effect on the Company's financial condition and results of operations.***

The Company recognizes deferred tax assets and liabilities for the future tax consequences related to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax credits. The Company evaluates its deferred tax assets for recoverability based on available evidence, including assumptions about future profitability and capital gain generation. Although management believes that it is more likely than not that the deferred tax assets will be realized, some or all of the Company's deferred tax assets could expire unused if the Company is unable to generate taxable income of an appropriate character and in a sufficient amount to utilize these tax benefits in the future. Any determination that the Company would not be able to realize all or a portion of its deferred tax assets in the future would result in a charge to earnings in the period in which the determination is made. This charge could have a material adverse effect on the Company's results of operations and financial condition. In addition, the assumptions used to make this determination are subject to change from period to period based on changes in tax laws or variances between the Company's projected operating performance and actual results. As a result, significant management judgment is required in assessing the possible need for a

deferred tax asset valuation allowance. The changes in the estimates and assumptions used in such assessments and decisions can materially affect the Company's results of operations and financial condition.

***The carrying value of the Company's goodwill and other intangible assets could be subject to an impairment write-down.***

At December 31, 2023, the Company's consolidated balance sheets reflected approximately \$43 million of goodwill and \$8 million of other intangible assets. The Company evaluates whether events or circumstances have occurred that suggest that the fair values of its goodwill and other intangible assets are below their respective carrying values. The determination that the fair values of the Company's goodwill and other intangible assets are less than their carrying values may result in an impairment write-down. An impairment write-down would be reflected as expense and could have a material adverse effect on the Company's results of operations during the period in which it recognizes the expense. In the future, the Company may incur impairment charges related to goodwill and other intangible assets already recorded or arising out of future acquisitions.

***Uncertain economic conditions may negatively affect the Company's business and operating results.***

Uncertain economic conditions could adversely affect the Company in the form of consumer behavior and pressure on its investment portfolio. Consumer behavior could include policy cancellations, modifications, or non-renewals, which may reduce cash flows from operations and investments, may harm the Company's financial position, and may reduce the Insurance Companies' statutory surplus. Uncertain economic conditions also may impair the ability of the Company's customers to pay premiums as they become due, and as a result, the Company's bad debt reserves and write-offs could increase. It is also possible that claims fraud may increase. The Company's investment portfolios could be adversely affected as a result of financial and business conditions affecting the issuers of the securities in the Company's investment portfolio. In addition, declines in the Company's profitability could result in a charge to earnings for the impairment of goodwill, which would not affect the Company's cash flows but could decrease its earnings, and could adversely affect its stock price.

The Company may be adversely affected if economic conditions result in either inflation or deflation. In an inflationary environment, established reserves may become inadequate and increase the Company's loss ratio, and market interest rates may rise and reduce the value of the Company's fixed maturity portfolio. The departments of insurance may not approve premium rate increases in time for the Company to adequately mitigate inflated loss costs. In a deflationary environment, some fixed maturity issuers may have difficulty meeting their debt service obligations and thereby reduce the value of the Company's fixed maturity portfolio; equity investments may decrease in value; and policyholders may experience difficulties paying their premiums to the Company, which could adversely affect premium revenue.

**Risks Related to the Company's Industry**

***The private passenger automobile insurance industry is highly competitive, and the Company may not be able to compete effectively against larger or better-capitalized companies.***

The Company competes with many property and casualty insurance companies selling private passenger automobile insurance in the states in which the Company operates. Many of these competitors are better capitalized than the Company, have higher A.M. Best ratings, and have a larger market share in the states in which the Company operates. The superior capitalization of the competitors may enable them to offer lower rates, to withstand larger losses, and to more effectively take advantage of new marketing opportunities. The Company's competition may also become increasingly better capitalized in the future as the traditional barriers between insurance companies and banks and other financial institutions erode and as the property and casualty industry continues to consolidate. The Company's ability to compete against these larger, better-capitalized competitors depends on its ability to deliver superior service and its strong relationships with independent agents.

The Company may undertake strategic marketing and operating initiatives to improve its competitive position and drive growth. If the Company is unable to successfully implement new strategic initiatives or if the Company's marketing campaigns do not attract new customers, the Company's competitive position may be harmed, which could adversely affect the Company's business and results of operations. Additionally, in the event of a failure of any competitor, the Company and other insurance companies would likely be required by state law to absorb the losses of the failed insurer and would be faced with an unexpected surge in new business from the failed insurer's former policyholders.

***The Company may be adversely affected by changes in the private passenger automobile insurance industry.***

Approximately 62% of the Company's direct premiums written for the year ended December 31, 2023 were generated from private passenger automobile insurance policies. Adverse developments in the market for personal automobile insurance or the personal automobile insurance industry in general, whether related to changes in competition, pricing or regulations,

could cause the Company's results of operations to suffer. The property-casualty insurance industry is also exposed to the risks of severe weather conditions, such as rainstorms, snowstorms, hail and ice storms, hurricanes, tornadoes, wild fires, sinkholes, earthquakes and, to a lesser degree, explosions, terrorist attacks, and riots. The automobile insurance business is also affected by cost trends that impact profitability. Factors which negatively affect cost trends include inflation in automobile repair costs, automobile parts costs, new and used car valuations, medical costs, and changes in non-economic costs due to changes in the legal and regulatory environments. In addition, the advent of driverless cars and usage-based insurance could materially alter the way that automobile insurance is marketed, priced, and underwritten.

***The Company cannot predict the impact that changing climate conditions, including legal, regulatory and social responses thereto, may have on its business.***

Various scientists, environmentalists, international organizations, regulators and other commentators believe that global climate change has added, and will continue to add, to the unpredictability, frequency and severity of natural disasters (including, but not limited to, hurricanes, tornadoes, freezes, droughts, other storms and fires) in certain parts of the world. In response, a number of legal and regulatory measures and social initiatives have been introduced in an effort to reduce greenhouse gas and other carbon emissions that may be chief contributors to global climate change. The Company cannot predict the impact that changing climate conditions, if any, will have on its business or its customers, although the impact on the Company's results of operations or financial condition of incurred losses related to natural disasters that may result from changing climate conditions is mitigated to the extent its reinsurance programs provide coverage for such losses. See "Reinsurance" in "Item 1. Business" for information regarding the Company's reinsurance programs. It is also possible that the legal, regulatory and social responses to climate change could have a negative effect on the Company's results of operations or financial condition.

***Changes in federal or state tax laws could adversely affect the Company's business, financial condition, results of operations, and liquidity.***

The Company's financial condition, results of operations, and liquidity are dependent in part on tax policy implemented at the federal and/or state level. For example, a significant portion of the Company's investment portfolio consists of municipal securities that receive beneficial tax treatment under applicable federal tax law. The Company's results are also subject to federal and state tax rules applicable to dividends received from its subsidiaries and its equity holdings. Additionally, changes in tax laws could have an adverse effect on deferred tax assets and liabilities included in the Company's consolidated balance sheets and results of operations. The Company cannot predict whether any tax legislation will be enacted in the near future or whether any such changes to existing federal or state tax law would have a material adverse effect on the Company's financial condition and results of operations.

***The insurance industry is subject to extensive regulation, which may affect the Company's ability to execute its business plan and grow its business.***

The Company is subject to extensive regulation and supervision by government agencies in each of the states in which its Insurance Companies are domiciled, sell insurance products, issue policies, or manage claims. Some states impose restrictions or require prior regulatory approval of specific corporate actions, which may adversely affect the Company's ability to operate, innovate, obtain necessary rate adjustments in a timely manner or grow its business profitably. These regulations provide safeguards for policyholders and are not intended to protect the interests of shareholders. The Company's ability to comply with these laws and regulations, and to obtain necessary regulatory action in a timely manner is, and will continue to be, critical to its success. Some of these regulations include:

*Required Licensing.* The Company operates under licenses issued by the DOI in the states in which the Company sells insurance. If a regulatory authority denies or delays granting a new license, the Company's ability to enter that market quickly or offer new insurance products in that market may be substantially impaired. In addition, if the DOI in any state in which the Company currently operates suspends, non-renews, or revokes an existing license, the Company would not be able to offer affected products in that state.

*Transactions Between Insurance Companies and Their Affiliates.* Transactions between the Insurance Companies and their affiliates (including the Company) generally must be disclosed to state regulators, and prior approval of the applicable regulator is required before any material or extraordinary transaction may be consummated. State regulators may refuse to approve or delay approval of some transactions, which may adversely affect the Company's ability to innovate or operate efficiently.

*Regulation of Insurance Rates and Approval of Policy Forms.* The insurance laws of most states in which the Company conducts business require insurance companies to file insurance rate schedules and insurance policy forms for review and approval. If, as permitted in some states, the Company begins using new rates before they are approved, it may be required to issue refunds or credits to the Company's policyholders if the new rates are ultimately deemed excessive or unfair and disapproved by the applicable state regulator. In other states, prior approval of rate changes is required and there may be long delays in the approval process or the rates may not be approved. Accordingly, the Company's ability to respond to market developments or increased costs in that state can be adversely affected.

*Restrictions on Cancellation, Non-Renewal or Withdrawal.* Most of the states in which the Company operates have laws and regulations that limit its ability to exit a market, or reduce risk by cancellation or non-renewal of individual policies. For example, these states may, for public policy reasons, limit an insurer's ability to cancel and non-renew private passenger automobile or homeowners insurance policies. They may also prohibit the Company from withdrawing one or more lines of insurance business from the state unless prior approval is received from the state DOI. In some states, the regulations restricting withdrawal extend to significant reductions in the amount of insurance written, not only to a complete withdrawal. Laws and regulations that limit the Company's ability to cancel and non-renew policies in some states or locations and that subject withdrawal plans to prior approval requirements may restrict the Company's ability to control its risk exposure or exit unprofitable markets, which may harm its business and results of operations.

*Other Regulations.* The Company must also comply with regulations involving, among other matters:

- the use of non-public consumer information and related privacy issues;
- the use of credit history in underwriting and rating;
- limitations on the ability to charge policy fees;
- limitations on types and amounts of investments;
- the payment of dividends;
- the acquisition or disposition of an insurance company or of any company controlling an insurance company;
- involuntary assignments of high-risk policies, participation in reinsurance facilities and underwriting associations, assessments and other governmental charges;
- reporting with respect to financial condition;
- periodic financial and market conduct examinations performed by state insurance department examiners; and
- the other regulations discussed in this Annual Report on Form 10-K.

The failure to comply with these laws and regulations may also result in regulatory actions, fines and penalties, and in extreme cases, revocation of the Company's ability to do business in that jurisdiction. In addition, the Company may face individual and class action lawsuits by insured and other parties for alleged violations of certain of these laws or regulations.

In addition, from time to time, the Company may support or oppose legislation or other amendments to insurance regulations in California or other states in which it operates. Consequently, the Company may receive negative publicity related to its support or opposition of legislative or regulatory changes that may have a material adverse effect on the Company's financial condition, results of operations, and liquidity.

***Regulation may become more restrictive in the future, which may adversely affect the Company's business, financial condition, and results of operations.***

No assurance can be given that states will not make existing insurance-related laws and regulations more restrictive in the future or enact new restrictive laws. New or more restrictive regulation in any state in which the Company conducts business could make it more expensive for it to continue to conduct business in these states, restrict the premiums the Company is able to charge or otherwise change the way the Company does business. In such events, the Company may seek to reduce its writings in or to withdraw entirely from these states. In addition, from time to time, the United States Congress and certain federal agencies investigate the current condition of the insurance industry to determine whether federal regulation is necessary. The Company cannot predict whether and to what extent new laws and regulations that would affect its business will be adopted, the timing of any such adoption and what effects, if any, they may have on the Company's business, financial condition, and results of operations.

***Assessments and other surcharges for guaranty funds, second-injury funds, catastrophe funds, and other mandatory pooling arrangements may reduce the Company's profitability.***

Virtually all states require insurers licensed to do business in their state to bear a portion of the loss suffered by some insured parties as the result of impaired or insolvent insurance companies. Many states also have laws that established second-injury funds to provide compensation to injured employees for aggravation of a prior condition or injury which are funded by either assessments based on paid losses or premium surcharge mechanisms. In addition, as a condition to the ability to conduct business in various states, the Insurance Companies must participate in mandatory property and casualty shared-market mechanisms or pooling arrangements, which provide various types of insurance coverage to individuals or other entities that otherwise are unable to purchase that coverage from private insurers. The effect of these assessments and mandatory shared-market mechanisms or changes in them could reduce the Company's profitability in any given period or limit its ability to grow its business.

***The insurance industry faces litigation risks, which, if resolved unfavorably, could result in substantial penalties and/or monetary damages, including punitive damages. In addition, insurance companies incur material expenses defending litigation and their results of operations or financial condition could be adversely affected if they fail to accurately project litigation expenses.***

Insurance companies are subject to a variety of legal actions including breach of contract claims, tort claims, fraud and misrepresentation claims, employee benefit claims, and wage and hour claims. In addition, insurance companies incur and likely will continue to incur potential liability for claims related to the insurance industry in general and to the Company's business in particular, such as those related to allegations for failure to pay claims, termination or non-renewal of coverage, interpretation of policy language, policy sales practices, reinsurance matters, and other similar matters. Such actions can also include allegations of fraud, misrepresentation, and unfair or improper business practices and can include claims for punitive damages.

Court decisions and legislative activity may increase exposures for any of the types of claims insurance companies face. There is a risk that insurance companies could incur substantial legal fees and expenses in any of the actions companies defend in excess of amounts budgeted for defense.

The Company and the Insurance Companies are named as defendants in a number of lawsuits. Those that management believes could have a material effect on the Company's consolidated financial statements are described more fully in "Overview—B. Regulatory and Legal Matters" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 18. Commitments and Contingencies, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data." Litigation, by its very nature, is unpredictable and the outcome of these cases is uncertain. The precise nature of the relief that may be sought or granted in any lawsuit is uncertain and may negatively impact the manner in which the Company conducts its business, which could materially increase the Company's legal expenses and negatively impact the results of operations. In addition, potential litigation involving new claim, coverage, and business practice issues could adversely affect the Company's business by changing the way policies are priced, extending coverage beyond its underwriting intent, or increasing the size of claims.

**Risks Related to Technology and Cybersecurity**

***The Company relies on its information technology systems, and those of its service providers, to manage many aspects of its business, and any failure of these systems to function properly or any interruption in their operation could result in a material adverse effect on the Company's business, financial condition, and results of operations.***

The Company depends on the accuracy, reliability, and proper functioning of its information technology systems, networks and online sites, including systems maintained by third-party vendors with which we do business (collectively, "IT Systems"). The Company relies on these IT Systems to effectively manage many aspects of its business, including underwriting, policy acquisition, claims processing and handling, accounting, reserving and actuarial processes and policies, and to maintain its policyholder data. We and our providers face various and evolving cybersecurity risks that threaten the confidentiality, integrity and availability of our IT Systems and data, including personal information, that we process. These risks include the risk of a cyber incident, which has generally increased as the number, intensity and sophistication of attempted attacks by threat actors have increased globally, especially given the use of more advanced hacking tools and techniques and the use of artificial intelligence, including by computer hackers, state-sponsored actors, information service interruptions and cyber terrorists, opportunistic hackers and hacktivists, as well as through diverse attack vectors, such as social engineering/phishing, malware (including ransomware), malfeasance by insiders, human or technological error, and as a result of bugs, misconfigurations or exploited vulnerabilities in software or hardware. Techniques used in cyber incidents evolve frequently, may originate from less regulated and remote areas of the world and be difficult to detect and may not be recognized until

launched against a target. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, making it impossible for us to entirely eliminate this risk.

Like many companies, we have been, and expect to continue to be, the target of cyber incidents. While these incidents have not had a material impact to date, as our reliance on technology increases, so do the risks of a security incident. For example, unauthorized parties, whether within or outside the Company, may disrupt or gain access to our IT Systems, or those of third parties with whom we do business, through human error, misfeasance, fraud, trickery, or other forms of deceit, including break-ins, use of stolen credentials, social engineering, phishing, computer viruses or other malicious codes, and similar means of unauthorized and destructive tampering. Though we have adopted cybersecurity measures, such measures cannot provide absolute security, and there can be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully complied with or effective in protecting our systems and information.

The failure of hardware or software that supports the Company's information technology systems, the loss of data contained in the systems, or any delay or failure in the full deployment of the Company's information technology systems could disrupt its business and could result in decreased premiums, increased overhead costs, and inaccurate reporting, all of which could have a material adverse effect on the Company's business, financial condition, and results of operations.

In addition, despite system redundancy, the implementation of security measures, and the existence of a disaster recovery plan for the Company's information technology systems, these systems are vulnerable to damage or interruption from:

- earthquake, fire, flood and other natural disasters;
- terrorist attacks and attacks by computer viruses, hackers, phishing, ransomware, or other exploits;
- power loss in areas not covered by backup power generators;
- unauthorized access; and
- computer systems, internet, telecommunications or data network failure.

An actual or perceived IT System failure, accident, or security breach could result in a material disruption to the Company's business and result in the theft, misuse, loss, corruption or improper use or disclosure of data, including personal information or confidential business information. In addition, substantial costs may be incurred to remedy the damages caused by these disruptions. Following implementation of IT Systems, the Company may from time to time install new or upgraded business management systems. To the extent that a critical system fails or is not properly implemented and the failure cannot be corrected in a timely manner, the Company may experience disruptions to the business that could have a material adverse effect on the Company's results of operations. This could result in government investigations, lawsuits (including class actions), enforcement actions and other legal and financial liability, and/or loss of confidence in the availability and security of our products and services, all of which could seriously harm our reputation and brand and impair our ability to attract and retain clients. Cyberattacks could also compromise our own trade secrets and other sensitive information and result in such information being disclosed to others and becoming less valuable, which could negatively affect our business. Although the Company seeks to mitigate the impact and severity of potential cyber threats through cyber insurance coverage, not every risk or liability can be insured, and for risks that are insurable, the policy limits and terms of coverage reasonably obtainable in the market may not be sufficient to cover all actual losses or liabilities incurred. In addition, disputes with insurance carriers, including over policy terms, reservation of rights, applicability of coverage (including exclusions), compliance with provisions (including notice) and/or insolvency of insurance carriers, may significantly affect the amount or timing of recovery.

***Cybersecurity risks and the failure to maintain the confidentiality, integrity, and availability of internal or policyholder systems and data could result in damages to the Company's reputation and/or subject it to expenses, fines or lawsuits.***

The Company collects and retains large volumes of internal and policyholder data, including personally identifiable information, for business purposes including underwriting, claims and billing purposes, and relies upon the various information technology systems that enter, process, summarize and report such data. The Company also maintains personally identifiable information about its employees. The confidentiality and protection of the Company's policyholder, employee and Company data are critical to the Company's business. The Company's policyholders and employees have a high expectation that the Company will adequately protect their personal information. As such, we are subject to various federal, state and local laws, regulations and industry standards. The regulatory environment, as well as the requirements imposed by the payment card industry and insurance regulators, governing information, security and privacy laws is increasingly demanding and continues to evolve, resulting in a patchwork of legislation that can be subject to differing interpretation. Maintaining compliance with applicable information security and privacy regulations may increase the Company's operating costs and adversely impact its

ability to market products and services to its policyholders. Any failure or perceived failure by us to comply with laws, regulations, policies or regulatory guidance relating to privacy or data security may result in governmental investigations and enforcement actions, litigation, fines and penalties or adverse publicity, and could cause our customers and consumers to lose trust in us, which could have an adverse effect on our reputation and business.

**General Risk Factors**

*The Company is controlled by a small number of shareholders who will be able to exert significant influence over matters requiring shareholder approval, including change of control transactions.*

George Joseph and Gloria Joseph collectively own more than 50% of the Company's common stock. Accordingly, George Joseph and Gloria Joseph have the ability to exert significant influence on the actions the Company may take in the future, including change of control transactions. From time to time, certain institutional investors also each own over 5% of the Company's common stock. This concentration of ownership may conflict with the interests of the Company's other shareholders and lenders.

*Future equity or debt financing may affect the market price of the Company's common stock and rights of the current shareholders, and the future exercise of options and granting of shares will result in dilution in the investment of the Company's shareholders.*

The Company may raise capital in the future through the issuance and sale of its common stock or debt securities. The Company cannot predict what effect, if any, such future financing will have on the market price of its common stock. Sales of substantial amounts of its common stock in the public market or issuance of substantial amounts of debt securities could adversely affect the market price of the Company's outstanding common stock, and may make it more difficult for shareholders to sell common stock at a time and price that the shareholder deems appropriate. Furthermore, holders of some of the Company's securities may have rights, preferences, and privileges that are senior to those of the Company's current shareholders. In addition, the Company has issued and may issue options to purchase shares of its common stock as well as restricted stock units ("RSUs") to incentivize its executives and key employees. In the event that any options to purchase common stock are exercised or any shares of common stock are issued when the RSUs vest, shareholders will suffer dilution in their investment.

*Applicable insurance laws may make it difficult to effect a change of control of the Company or the sale of any of its Insurance Companies.*

Before a person can acquire control of a U.S. insurance company or any holding company of a U.S. insurance company, prior written approval must be obtained from the DOI of the state where the insurer is domiciled. Prior to granting approval of an application to acquire control of the insurer or holding company, the state DOI will consider a number of factors relating to the acquirer and the transaction. These laws and regulations may discourage potential acquisition proposals and may delay, deter or prevent a change of control of the Company or the sale by the Company of any of its Insurance Companies, including transactions that some or all of the Company's shareholders might consider to be desirable.

*Although the Company has consistently paid cash dividends in the past, it may not be able to pay or increase cash dividends in the future.*

The Company has consistently paid cash dividends since the public offering of its common stock in November 1985 and has consistently increased the dividend per share until 2022. As a result of challenging business conditions, the Company reduced the dividend per share during 2022 for the first time since 1985. Future cash dividends will depend upon a variety of factors, including the Company's profitability, financial condition, capital needs, future prospects, and other factors deemed relevant by the Board of Directors. The Company's ability to pay dividends or increase the dividend per share may also be limited by the ability of the Insurance Companies to make distributions to the Company, which may be restricted by financial, regulatory or tax constraints, and by the terms of the Company's debt instruments. In addition, there can be no assurance that the Company will pay dividends or increase the dividend per share even if the necessary financial and regulatory conditions are met and if sufficient cash is available for distribution.

*Changes in accounting standards issued by the Financial Accounting Standards Board (the "FASB") or other standard-setting bodies may adversely affect the Company's consolidated financial statements.*

The Company's consolidated financial statements are subject to the application of GAAP, which is periodically revised and/or expanded. Accordingly, the Company is required to adopt new or revised accounting standards from time to time issued by recognized authoritative bodies, including the FASB. It is possible that future changes the Company is required to adopt

could change the current accounting treatment that the Company applies to its consolidated financial statements and that such changes could have a material adverse effect on the Company's financial condition and results of operations.

***The Company's disclosure controls and procedures may not prevent or detect acts of fraud.***

The Company's disclosure controls and procedures are designed to reasonably assure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to management and is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. The Company's management, including its Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, the Company cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by an unauthorized override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and the Company cannot assure that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

***Failure to maintain an effective system of internal control over financial reporting may have an adverse effect on the Company's stock price.***

The Company is required to include in its Annual Report on Form 10-K a report by its management regarding the effectiveness of the Company's internal control over financial reporting, which includes, among other things, an assessment of the effectiveness of the Company's internal control over financial reporting as of the end of its fiscal year, including a statement as to whether or not the Company's internal control over financial reporting is effective. This assessment must include disclosure of any material weaknesses in the Company's internal control over financial reporting identified by management. Areas of the Company's internal control over financial reporting may require improvement from time to time. If management is unable to assert that the Company's internal control over financial reporting is effective now or in any future period, or if the Company's independent auditors are unable to express an opinion on the effectiveness of those internal controls, investors may lose confidence in the accuracy and completeness of the Company's financial reports, which could have an adverse effect on the Company's stock price.

***The ability of the Company to attract, develop and retain talented employees, managers and executives, and to maintain appropriate staffing levels, is critical to the Company's success.***

The Company is constantly hiring and training new employees and seeking to retain current employees. An inability to attract, retain and motivate the necessary employees for the operation and expansion of the Company's business could hinder its ability to conduct its business activities successfully, develop new products and attract customers.

The Company's success also depends upon the continued contributions of its executive officers, both individually and as a group. The Company's future performance will be substantially dependent on its ability to retain and motivate its management team. The loss of the services of any of the Company's executive officers could prevent the Company from successfully implementing its business strategy, which could have a material adverse effect on the Company's business, financial condition, and results of operations.

***Pandemics, epidemics, widespread health emergencies, or outbreaks of infectious diseases could disrupt the Company's business and adversely affect its results of operations and financial condition.***

The Company's operations may be subject to disruptions due to the occurrence of public health emergencies, such as the COVID-19 pandemic, or other similar unexpected events, some of which may be intensified by the effects of a government response to such an event. In March 2020, the outbreak of COVID-19 was recognized as a pandemic by the World Health Organization and shortly thereafter, the President of the United States declared a National Emergency. The COVID-19 pandemic has caused significant economic and financial turmoil both in the United States and globally.

**High inflation levels could have adverse consequences for the Company, the insurance industry and the U.S. economy generally.**

The U.S. economy experienced elevated levels of inflation in 2022. Although the inflation moderated in 2023, it has created a heightened level of risk for the Company, the insurance industry and the U.S. economy generally throughout 2022 and much of 2023. Rising inflation may impact the reliability of the Company's loss reserve estimates and its ability to accurately price insurance products, and may create additional volatility in the fair value of its investments. Additionally, regulatory agencies, such as various state Departments of Insurance, the U.S. government and Federal Reserve may be slow to approve rate changes or adopt measures to attempt to control inflation during the highly inflationary periods, which could adversely affect the Company's ability to generate profits and cash flow. Continuing significant inflation could have a prolonged effect on the U.S. economy and could in turn increase the Company's operating and loss costs due to higher labor and materials costs, and may negatively affect its business, financial condition and results of operations.

**The Company's business, financial condition and results of operations could be adversely affected by geopolitical conflicts and related disruptions in the global economy.**

The escalation of geopolitical conflicts and tensions in various parts of the world, including increased trade barriers or restrictions on global trade, could result in, among other things, heightened cybersecurity threats, prolonged supply chain disruptions, protracted or increased inflation, lower consumer demand, fluctuations in interest rates, and increased volatility in financial markets, which could adversely affect the Company's business, financial condition and results of operations.

**Item 1B. Unresolved Staff Comments**

None.

**Item 1C. Cybersecurity**

Risk Management and Strategy

A. Processes for Assessing, Identifying, and Managing Material Risks from Cybersecurity Threats

The Company has developed and implemented a cybersecurity risk management program designed to protect the confidentiality, integrity, and availability of its critical systems and information. The Company's cybersecurity risk management is integrated into and embedded in its overall enterprise risk management framework, and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas.

The Enterprise Risk Management Committee oversees cybersecurity risks Company-wide while the Company's Chief Technology Officer ("CTO"), a member of the Enterprise Risk Management Committee, oversees the Information Security business unit's cybersecurity management programs and activities. The Company's cybersecurity risk management program includes the following key elements:

- formal cybersecurity risk assessment designed to help identify material cybersecurity risks to the Company's critical systems, information, services, and its broader enterprise information technology environment led by the Company's Information Security business unit and reported to its Enterprise Risk Management Committee;
- a team comprised of information security, information technology, infrastructure, and compliance personnel responsible for directing the Company's cybersecurity risk assessment and security processes and its cybersecurity incident response;
- third-party cybersecurity service provider, as needed, to conduct independent review and testing of the Company's cybersecurity risks and report to the Company;
- systems for protecting information technology systems and monitoring for suspicious events, such as threat protection, firewall and anti-virus software;
- cybersecurity awareness and prevention training for all employees;
- a Security Incident Response Plan designed to respond to cybersecurity incidents, which is regularly tested;
- a Vendor Risk Management Process for vetting third party service providers with access to the Company's information technology systems.

The Information Security business unit regularly evaluates the Company's cybersecurity risk profile and reports to the Board of Directors (the "Board"). In the event that a significant cybersecurity incident is identified, the Company engages a third-party cybersecurity incident response consultant, as needed, to provide an independent evaluation of the incident.

B. Oversight of Cybersecurity Risks Associated with Third Party Service Providers

The Company oversees and identifies material risks from cybersecurity threats related to its use of third-party service providers in accordance with its Vendor Risk Management Process. The contracts with service providers are reviewed during the onboarding process, renewal periods, and as necessary. The contracts require service providers to report cybersecurity incidents that impact the Company's data or information systems or that can otherwise disrupt its operations to the Company on a timely basis.

C. Impact of Cybersecurity Threats on Business Strategy and Results of Operations

The Company has experienced cybersecurity incidents in the past, and has been impacted by cybersecurity incidents experienced by its service providers, but none has materially affected the Company's operations. The Company has not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected the Company, including its operations, business strategy, results of operations, or financial condition. The Company faces certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect the Company, including its operations, business strategy, results of operations, or financial condition. See "Risks Related to Technology and Cybersecurity" in "Part I – Item 1A. Risk Factors" for additional information.

Governance

A. Board of Directors' Oversight of Risks from Cybersecurity Threats

The Company's Board considers cybersecurity risk as critical to the enterprise. The full Board oversees the Company's Enterprise Risk Management program which incorporates cybersecurity risks together with other top operational, reporting and compliance risks the Company manages. The full Board is kept apprised by Management of the Company's cybersecurity risk assessment results, and an escalation process exists to inform the Board of high-severity cybersecurity incidents that may occur. In addition, the Board periodically engages independent third-party technology experts to test the Company's information technology systems, including cybersecurity.

The Company's Enterprise Risk Management Committee provides the Board with an overview of cybersecurity risks regularly. Additionally, the Company's Chief Executive Officer ("CEO") provides the Board with an Information Security Incident Report for Board meetings, which summarizes new incidents that did not require "off-cycle" escalation to the Board, and status updates on previously reported high severity incidents, as well as a cybersecurity incident analysis report issued by a third-party cybersecurity service provider.

B. Management's Role in Assessing and Managing Material Risks from Cybersecurity Threats

The Company's Information Security business unit primarily manages the day-to-day operations of monitoring cybersecurity risks to the Company's information systems, takes prevention, detection, and remediation measures for cybersecurity incidents, makes initial assessment of reported cybersecurity incidents, and reports such incidents to the Company's CEO, Chief Operating Officer ("COO"), CTO, Board and Enterprise Risk Management Committee as well as certain regulatory bodies, as needed. The following five management personnel are primarily responsible for assessing and managing the Company's material risks from cybersecurity threats:

- **Gabriel Tirador, Chief Executive Officer**: The Company's CEO, along with its COO, oversees the Technology team who monitors the Company's information technology systems for suspicious events. The Company's CEO reports to the Board regarding cybersecurity incidents and issues. The Company's CEO, COO and CTO oversee the use of third-party cybersecurity consultants by the Information Security business unit to engage in periodic evaluations. Mr. Tirador has over 30 years' experience in the property and casualty insurance industry and in the Company and is an inactive Certified Public Accountant. As CEO of the Company, he has overseen its Technology business unit for over 20 years, among other business units.
- **Victor Joseph, President and Chief Operating Officer**: The Company's President and COO oversees the technology team who monitors the Company's information technology systems for suspicious events. Mr. Joseph has overseen the technology team since 2022. Mr. Joseph has been employed by the Company in various capacities since 2009, and was appointed Executive Vice President and COO in January 2022 and President and COO in January 2024.
- **Theodore R. Stalick, Senior Vice President and Chief Financial Officer**: The Company's CFO oversees its enterprise risk management program which, among others, includes oversight of cybersecurity risk management and serves as Chairperson of the Company's Enterprise Risk Management Committee. Mr. Stalick has been the Company's CFO since 2001. Mr. Stalick is a Certified Public Accountant and has a Bachelors Degree in Business Administration, Accounting and Finance concentration, and an MBA, Business Analytics concentration.
- **Wilson Pang, Vice President and Chief Technology Officer**: The Company's CTO regularly provides the

Board with updates on cybersecurity risk management or significant reported cybersecurity incidents. The Company's CTO works with the Company's CEO, COO and Head of Information Security to determine the severity of cybersecurity incidents. The Company's CTO also works with its Head of Information Security to direct action in the event of a severe cybersecurity incident. Mr. Pang has over 20 years' experience in the technology industry. He has served in Chief Technology Officer and Chief Data Officer roles in several public companies and has deep expertise in technology, data, and artificial intelligence. He has a Master's and a Bachelor's Degree in electrical engineering.

- **Dustin Howard, Head of Information Security:** The Company's Head of Information Security supervises efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external cybersecurity service providers; and alerts and reports produced by security tools deployed in the information technology environment. The Company's Head of Information Security also oversees the creation of remediation action plans with the affected business units. Mr. Howard has over 30 years' experience managing various aspects of information technology, and has extensive expertise in information security, compliance, and information technology infrastructure and service delivery. He has served in Head of Information Security, Chief Information Officer and Vice President roles in several public companies and has maintained Certified Information Systems Security Professional ("CISSP") certification since 2001. He has a Bachelor's Degree in Business Administration and a Master's Degree in Information Systems.

The five management personnel above also serve in the Company's Enterprise Risk Management Committee and are informed about and discuss updates to the cybersecurity risk management programs and cybersecurity incidents, including any prevention and detection measures as well as mitigation and remediation measures for any reported cybersecurity incidents. The Enterprise Risk Management Committee oversees the Company's overall risk management processes that include oversight of material risks from cybersecurity threats. The CEO and CFO are also members of the Company's Disclosure Committee. The CTO and Head of Information Security participate in Disclosure Committee meetings, as needed, to facilitate discussion and provide information on cybersecurity incidents reported. The CEO, CTO and Head of Information Security provide the Board with information and updates on cybersecurity risks and incidents as in-house technology and cybersecurity experts during Board meetings or as needed.

Depending on the nature and severity of the reported cybersecurity incidents, the Enterprise Risk Management Committee may recommend activation of the Crisis Management Plan under the Company's Business Continuity Management Program. The Disclosure Committee is informed by the CEO of significant cybersecurity incidents for purposes of determining materiality.

## Item 2. Properties

The Company owns the following buildings which support all business segments. Space not occupied by the Company may be leased to independent third party tenants.

Location	Purpose	Size in Square Feet	Percent Occupied by the Company at December 31, 2023	
Brea, CA	Property held for sale	156,000	100	%
Brea, CA	Home office and I.T. facilities	80,000	100	%
Folsom, CA	Administrative	88,000	100	%
Los Angeles, CA	Executive offices	41,000	95	%
Oklahoma City, OK	Administrative	100,000	10	%

The Company leases additional office space for operations. In addition, the Company owns 5.9 acres of land in Rancho Cucamonga, California. The Company's properties are well maintained, adequately meet its needs, and are being utilized for their intended purposes.

Office location is not crucial to the Company's operations. Although the Company occupies space in owned buildings and leased office space, and all team members may utilize this office space to carry out Company business, most of its workforce chooses to work from home, as a result of the "Mercury's My Workplace" policy that allows most of its employees to work from anywhere in the U.S. beginning January 2022. Consequently, the Company is in the process of reducing its office footprint.

**Item 3. Legal Proceedings**

The Company is, from time to time, named as a defendant in various lawsuits or regulatory actions incidental to its insurance business. The majority of lawsuits brought against the Company relate to insurance claims that arise in the normal course of business and are reserved for through the reserving process. For a discussion of the Company's reserving methods, see "Overview-C. Critical Accounting Estimates" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 1. Summary of Significant Accounting Policies, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

The Company also establishes accruals for estimated liabilities for non-insurance claims related lawsuits, regulatory actions, and other contingencies when the Company believes a loss is probable and is able to estimate its potential exposure. For loss contingencies believed to be reasonably possible, the Company also discloses the nature of the loss contingency and an estimate of the possible loss, range of loss, or a statement that such an estimate cannot be made. In addition, the Company accrues for anticipated legal defense costs associated with such lawsuits and regulatory actions. While actual losses may differ from the amounts recorded and the ultimate outcome of the Company's pending actions is generally not yet determinable, the Company does not believe that the ultimate resolution of currently pending legal or regulatory proceedings, either individually or in the aggregate, will have a material adverse effect on its financial condition or cash flows.

In all cases, the Company vigorously defends itself unless a reasonable settlement appears appropriate. For a discussion of legal matters, see "Overview—B. Regulatory and Legal Matters" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 18. Commitments and Contingencies, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data," which is incorporated herein by reference.

There are no environmental proceedings arising under federal, state, or local laws or regulations to be discussed.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Market Information

The shares of the Company's common stock are listed and traded on the New York Stock Exchange (trading symbol: MCY).

The closing price of the Company's common stock on February 8, 2024 was \$40.01.

#### Holders

As of February 8, 2024, there were approximately 141 holders of record of the Company's common stock.

#### Dividends

For financial statement purposes, the Company records dividends on the declaration date. The continued payment and amount of cash dividends will depend upon the Company's operating results, overall financial condition, capital requirements, and general business conditions.

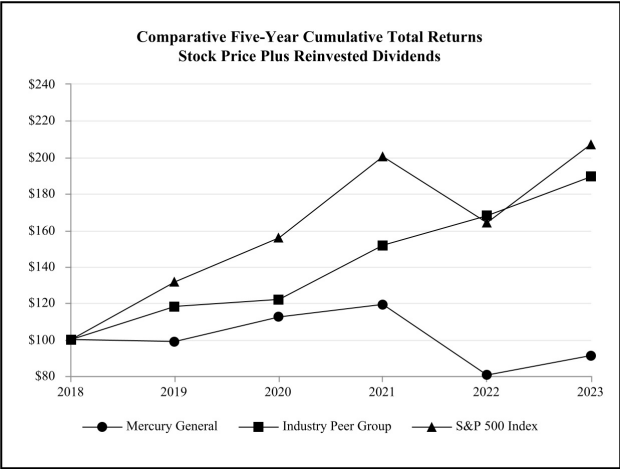
#### *Holding Company Act*

Pursuant to the Holding Company Act, California-domiciled insurance companies are required to notify the California DOI of any dividend after declaration, but prior to payment. There are similar limitations imposed by other states on the Insurance Companies' ability to pay dividends. As of December 31, 2023, the Insurance Companies are permitted to pay in 2024, without obtaining DOI approval for extraordinary dividends, \$163 million in dividends to Mercury General, of which \$140 million may be paid by the California Companies.

For a discussion of certain restrictions on the payment of dividends to Mercury General by some of its insurance subsidiaries, see Note 13. Dividends, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

Performance Graph

The following graph compares the cumulative total shareholder returns on the Company's common stock (trading symbol: MCY) with the cumulative total returns on the Standard and Poor's 500 Composite Stock Price Index ("S&P 500 Index") and the Company's industry peer group over the last five years. The graph assumes that \$100 was invested on December 31, 2018 in each of the Company's Common Stock, the S&P 500 Index and the industry peer group and the reinvestment of all dividends.



	2018		2019		2020		2021		2022		2023	
Mercury General	\$	100.00	\$	98.76	\$	112.28	\$	119.22	\$	80.33	\$	91.20
Industry Peer Group		100.00		118.21		121.92		151.59		167.70		189.22
S&P 500 Index		100.00		131.49		155.68		200.37		164.08		207.21

The industry peer group consists of Alleghany Corporation, Allstate Corporation, American Financial Group, Arch Capital Group Ltd, Berkley (W.R.), Berkshire Hathaway 'B', Chubb Corporation, Cincinnati Financial Corporation, CNA Financial Corporation, Erie Indemnity Company, Hanover Insurance Group, Markel Corporation, Old Republic International, Progressive Corporation, RLI Corporation, Selective Insurance Group, and Travelers Companies, Inc.

Recent Sales of Unregistered Securities

None.

Share Repurchases

The Company does not currently have any share repurchases authorized by the Board. The Company has not repurchased any of its Common Stock since 2000.

Item 6.      Reserved

**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

**Forward-looking Statements**

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for certain forward-looking statements. Certain statements contained in this report are forward-looking statements based on the Company’s current expectations and beliefs concerning future developments and their potential effects on the Company. There can be no assurance that future developments affecting the Company will be those anticipated by the Company. Actual results may differ from those projected in the forward-looking statements. These forward-looking statements involve significant risks and uncertainties (some of which are beyond the control of the Company) and are subject to change based upon various factors, including but not limited to the following risks and uncertainties: changes in the demand for the Company’s insurance products, inflation and general economic conditions, including general market risks associated with the Company’s investment portfolio; the accuracy and adequacy of the Company’s pricing methodologies; catastrophes in the markets served by the Company; uncertainties related to estimates, assumptions and projections generally; the possibility that actual loss experience may vary adversely from the actuarial estimates made to determine the Company’s loss reserves in general; the Company’s ability to obtain and the timing of the approval of premium rate changes for insurance policies issued in states where the Company operates; legislation adverse to the automobile insurance industry or business generally that may be enacted in the states where the Company operates; the Company’s success in managing its business in non-California states; the presence of competitors with greater financial resources and the impact of competitive pricing and marketing efforts; the Company’s ability to successfully allocate the resources used in the states with reduced or exited operations to its operations in other states; changes in driving patterns and loss trends; acts of war and terrorist activities; pandemics, epidemics, widespread health emergencies, or outbreaks of infectious diseases; court decisions and trends in litigation and health care and auto repair costs; and legal, cybersecurity, regulatory and litigation risks.

From time to time, forward-looking statements are also included in the Company’s quarterly reports on Form 10-Q and current reports on Form 8-K, in press releases, in presentations, on its web site, and in other materials released to the public. Investors are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K or, in the case of any document the Company incorporates by reference, any other report filed with the SEC or any other public statement made by the Company, the date of the document, report or statement. The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information or future events or otherwise.

**OVERVIEW**

**A. General**

The operating results of property and casualty insurance companies are subject to significant quarter-to-quarter and year-to-year fluctuations due to the effect of competition on pricing, the frequency and severity of losses, the effect of weather and natural disasters on losses, general economic conditions, the general regulatory environment in states in which an insurer operates, state regulation of insurance including premium rates, changes in fair value of investments, and other factors such as changes in tax laws. The property and casualty insurance industry has been highly cyclical, with periods of high premium rates and shortages of underwriting capacity followed by periods of severe price competition and excess capacity. These cycles can have a significant impact on the Company’s ability to grow and retain business.

The Company is headquartered in Los Angeles, California and writes primarily personal automobile lines of business selling policies through a network of independent agents, 100% owned insurance agents and direct channels, in 11 states: Arizona, California, Florida, Georgia, Illinois, Nevada, New Jersey, New York, Oklahoma, Texas, and Virginia. The Company also offers homeowners, commercial automobile, commercial property, mechanical protection, fire, and umbrella insurance. Private passenger automobile lines of insurance business accounted for approximately 62% of the \$4.6 billion of the Company’s direct premiums written in 2023, and approximately 82% of the private passenger automobile premiums were written in California.

This section discusses some of the relevant factors that management considers in evaluating the Company’s performance, prospects, and risks. It is not all-inclusive and is meant to be read in conjunction with the entirety of management’s discussion and analysis, the Company’s consolidated financial statements and notes thereto, and all other items contained within this Annual Report on Form 10-K.

**2023 Financial Performance Summary**

The Company’s net income (loss) for the year ended December 31, 2023 was \$96.3 million, or \$1.74 per diluted share,

compared to \$(512.7) million, or \$(9.26) per diluted share, for the same period in 2022. Included in net income (loss) was \$234.6 million of pre-tax net investment income that was generated during 2023 on a portfolio of \$5.2 billion, at fair value, at December 31, 2023, compared to \$168.4 million of pre-tax net investment income that was generated during 2022 on a portfolio of \$4.9 billion, at fair value, at December 31, 2022. Also included in net income (loss) were pre-tax net realized investment gains (losses) of \$101.0 million and \$(488.1) million in 2023 and 2022, respectively, and pre-tax catastrophe losses, net of reinsurance and reinstatement premiums earned, of approximately \$239.2 million and \$101.3 million in 2023 and 2022, respectively. Pre-tax net realized investment gains for 2023 resulted largely from the increase in fair value of fixed maturity securities as well as the increase in fair value of equity securities.

The Company continued its marketing efforts to enhance name recognition and lead generation in 2023, although it reduced the spending for advertising and marketing as part of its cost saving initiative. The Company believes that its marketing efforts, combined with its ability to maintain relatively low prices and a strong reputation, make its insurance products competitive in California and in other states.

The Company believes its thorough underwriting process gives it an advantage over its competitors. The Company's agent relationships and underwriting and claims processes are its most important competitive advantages.

The Company's operating results and growth have allowed it to consistently generate positive cash flow from operations, which was approximately \$453 million and \$353 million in 2023 and 2022, respectively. Cash flow from operations has been used to pay shareholder dividends and help support growth.

#### ***Economic and Industry Wide Factors***

- **Regulatory Uncertainty**—The insurance industry is subject to strict state regulation and oversight and is governed by the laws of each state in which each insurance company operates. State regulators generally have substantial power and authority over insurance companies including, in some states, approving rate changes and rating factors, restricting cancellation and non-renewal of insurance policies, and establishing minimum capital and surplus requirements. In many states, insurance commissioners may emphasize different agendas or interpret existing regulations differently than previous commissioners. There is no certainty that current or future regulations and the interpretation of those regulations by insurance commissioners and the courts will not have an adverse impact on the Company.
- **Cost Uncertainty**—Because insurance companies pay claims after premiums are collected, the ultimate cost of an insurance policy is not known until well after the policy revenues are earned. Consequently, significant assumptions are made when establishing insurance rates and loss reserves. While insurance companies use sophisticated models and experienced actuaries to assist in setting rates and establishing loss reserves, there can be no assurance that current rates or current reserve estimates will be adequate. Furthermore, there can be no assurance that insurance regulators will approve rate increases when the Company's actuarial analyses indicate that they are needed.
- **Economic Conditions**—The Company's financial condition, results of operations, and liquidity may be negatively impacted by global, national and local economic conditions, such as recessions, increased levels of unemployment, inflation, and large fluctuations in interest rates. Further, volatility in global capital markets could adversely affect the Company's investment portfolio. The Company is not able to predict the timing and effect of these factors, or their duration and severity.
- **Inflation**—The largest cost component for automobile insurers is losses, which include medical, replacement automobile parts, and labor costs. There can be significant variation in the overall increases in medical cost inflation, and it is often years after the respective fiscal period ends before sufficient claims have closed for the inflation rate to be known with a reasonable degree of certainty. Therefore, it can be difficult to establish reserves and set premium rates, particularly when actual inflation rates may be higher or lower than anticipated.
- **Loss Frequency**—Another component of overall loss costs is loss frequency, which is the number of claims per risk insured. Loss frequency trends are affected by many factors such as fuel prices, the economy, the prevalence of distracted driving, collision avoidance and other technology in vehicles, and stay-at-home orders issued by state and local governments due to the pandemic.
- **Underwriting Cycle and Competition**—The property and casualty insurance industry is highly cyclical, with alternating hard and soft market conditions. The Company believes that the automobile insurance market in most states was hard during 2023 as insurance carriers increased rates reflecting high inflation and loss severity and tightened their underwriting. In addition, in California, several insurance carriers stopped writing new business policies.

## Technology

The Company has made significant progress in migrating most of its products from legacy systems to a single platform in 2023. The Company will continue to invest in the modernization of its technology and data science platforms as well as enhanced security protections in 2024.

## B. Regulatory and Legal Matters

The process for implementing rate changes varies by state. For more detailed information related to insurance rate approval, see "Item 1. Business—Regulation."

During 2023, the Company implemented rate changes in 11 states. The following are recent rate increases approved by the California DOI or pending its approval for lines of insurance business that accounted for 5% or more of the Company's total net premiums earned in 2023:

- In January 2023, the California DOI approved a 6.9% rate increase on the private passenger automobile line of insurance business for MIC and CAIC. These rate increases became effective in March 2023. The California DOI approved an additional 6.99% rate increase on the private passenger automobile line of insurance business for MIC and CAIC in June 2023. These rate increases became effective in July 2023. In addition, in January 2024, the California DOI approved a 22.5% rate increase for MIC and a 3.8% rate increase for CAIC on the private passenger automobile line of insurance business. These rate increases are expected to become effective in late February of 2024. The private passenger automobile line of insurance business of MIC and CAIC represented approximately 48% and 5%, respectively, of the Company's total net premiums earned in 2023.
- In March 2023, the California DOI approved a 12.6% rate increase on the California homeowners line of insurance business. This rate increase became effective in May 2023. In addition, in May 2023, the Company filed an application with the California DOI for a 6.99% rate increase on the California homeowners line of insurance business. The California homeowners line of insurance business represented approximately 16% of the Company's total net premiums earned in 2023.

The Company is, from time to time, named as a defendant in various lawsuits or regulatory actions incidental to its insurance business. The majority of lawsuits brought against the Company relate to insurance claims that arise in the normal course of business and are reserved for through the reserving process. For a discussion of the Company's reserving methods, see "Critical Accounting Estimates" below and Note 1. Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

The Company also establishes accruals for estimated liabilities for non-insurance claims related lawsuits, regulatory actions, and other contingencies when the Company believes a loss is probable and is able to estimate its potential exposure. For material loss contingencies believed to be reasonably possible, the Company also discloses the nature of the loss contingency and an estimate of the possible loss, range of loss, or a statement that such an estimate cannot be made. In addition, the Company accrues for anticipated legal defense costs associated with such lawsuits and regulatory actions. While actual losses may differ from the amounts recorded and the ultimate outcome of the Company's pending actions is generally not yet determinable, the Company does not believe that the ultimate resolution of currently pending legal or regulatory proceedings, either individually or in the aggregate, will have a material adverse effect on its financial condition or cash flows.

For a discussion of additional regulatory and legal matters, see Note 18. Commitments and Contingencies of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data." In all cases, the Company vigorously defends itself unless a reasonable settlement appears appropriate.

## C. Critical Accounting Estimates

### Loss and Loss Adjustment Expense Reserves ("Loss Reserves")

Preparation of the Company's consolidated financial statements requires management's judgment and estimates. The most significant is the estimate of loss reserves. Estimating loss reserves is a difficult process as many factors can ultimately affect the final settlement of a claim and, therefore, the loss reserve that is required. A key assumption in estimating loss reserves is the degree to which the historical data used to analyze reserves will be predictive of ultimate claim costs on incurred claims. Changes in the regulatory and legal environments, results of litigation, medical costs, the cost of repair materials, and labor rates, among other factors, can impact this assumption. In addition, time can be a critical part of reserving determinations since the longer the span between the incidence of a loss and the payment or settlement of a claim, the more variable the

ultimate settlement amount could be. Accordingly, short-tail liability claims, such as property damage claims, tend to be more reasonably predictable than long-tail liability claims.

The Company calculates a loss reserve point estimate rather than a range. There is inherent uncertainty with estimates and this is particularly true with loss reserve estimates. This uncertainty comes from many factors which may include changes in claims reporting and settlement patterns, changes in the regulatory and legal environments, uncertainty over inflation rates, and uncertainty for unknown items. The Company does not make specific provisions for these uncertainties, rather it considers them in establishing its loss reserve by looking at historical patterns and trends and projecting these out to current loss reserves. The underlying factors and assumptions that serve as the basis for preparing the loss reserve estimate include paid and incurred loss development factors, expected average costs per claim, inflation trends, expected loss ratios, industry data, and other relevant information.

The Company also engages independent actuarial consultants to review the Company's loss reserves and to provide the annual actuarial opinions required under state statutory accounting requirements. The Company analyzes loss reserves quarterly primarily using the incurred loss, paid loss, average severity coupled with the claim count development methods, and the generalized linear model ("GLM") described below. When deciding among methods to use, the Company evaluates the credibility of each method based on the maturity of the data available and the claims settlement practices for each particular line of insurance business or coverage within a line of insurance business. The Company may also evaluate qualitative factors such as known changes in laws or legal rulings that could affect claims handling or other external environmental factors or internal factors that could affect the settlement of claims. When establishing the loss reserve, the Company generally analyzes the results from all of the methods used rather than relying on a single method. While these methods are designed to determine the ultimate losses on claims under the Company's policies, there is inherent uncertainty in all actuarial models since they use historical data to project outcomes. The Company believes that the techniques it uses provide a reasonable basis in estimating loss reserves.

- The *incurred loss method* analyzes historical incurred case loss (case reserves plus paid losses) development to estimate ultimate losses. The Company applies development factors against current case incurred losses by accident period to calculate ultimate expected losses. The Company believes that the *incurred loss method* provides a reasonable basis for evaluating ultimate losses, particularly in the Company's larger, more established lines of insurance business which have a long operating history.
- The *paid loss method* analyzes historical payment patterns to estimate the amount of losses yet to be paid.
- The *average severity method* analyzes historical loss payments and/or incurred losses divided by closed claims and/or total claims to calculate an estimated average cost per claim. From this, the expected ultimate average cost per claim can be estimated. The *average severity method* coupled with the *claim count development method* provides meaningful information regarding inflation and frequency trends that the Company believes is useful in establishing loss reserves. The *claim count development method* analyzes historical claim count development to estimate future incurred claim count development for current claims. The Company applies these development factors against current claim counts by accident period to calculate ultimate expected claim counts.
- The GLM determines an average severity for each percentile of claims that have been closed as a percentage of estimated ultimate claims. The average severities are applied to open claims to estimate the amount of losses yet to be paid. The GLM utilizes operational time, determined as a percentile of claims closed rather than a finite calendar period, which neutralizes the effect of changes in the timing of claims handling.

The Company analyzes catastrophe losses separately from non-catastrophe losses. For catastrophe losses, the Company generally determines claim counts based on claims reported and development expectations from previous catastrophes and applies an average expected loss per claim based on loss reserves established by adjusters and average losses on previous similar catastrophes. For catastrophe losses on individual properties that are expected to be total losses, the Company typically establishes reserves at the policy limits.

There are many factors that can cause variability between the ultimate expected loss and the actual developed loss. While there are certainly other factors, the Company believes that the following three items tend to create the most variability between expected losses and actual losses.

**(1) Inflation**

For the Company's California automobile lines of insurance business, total reserves are comprised of the following:

- BI reserves—approximately 70% of total reserves
- Material damage (“MD”) reserves, including collision and comprehensive property damage—approximately 10% of total reserves
- Loss adjustment expense reserves—approximately 20% of total reserves.

Loss development on MD reserves is generally insignificant because MD claims are generally settled in a shorter period than BI claims. The majority of the loss adjustment expense reserves are estimated costs to defend BI claims, which tend to require longer periods of time to settle as compared to MD claims.

BI loss reserves are generally the most difficult to estimate because they take longer to close than other coverages. BI coverage in the Company’s policies includes injuries sustained by any person other than the insured, except in the case of uninsured or underinsured motorist BI coverage, which covers damages to the insured for BI caused by uninsured or underinsured motorists. BI payments are primarily for medical costs and general damages.

The following table presents the typical closure patterns of BI claims in the Company’s California personal automobile insurance coverage:

	% of Total	
	Claims Closed	Dollars Paid
BI claims closed in the accident year reported	37%	12%
BI claims closed one year after the accident year reported	78%	51%
BI claims closed two years after the accident year reported	94%	76%
BI claims closed three years after the accident year reported	98%	88%

BI claims closed in the accident year reported are generally the smaller and less complex claims that settle for approximately \$8,000 to \$9,000 on average, whereas the total average settlement, once all claims are closed for a particular accident year, is approximately \$18,000 to \$28,000. The Company creates incurred and paid loss triangles to estimate ultimate losses utilizing historical payment and reserving patterns and evaluates the results of this analysis against its frequency and severity analysis to establish BI loss reserves. The Company adjusts development factors to account for inflation trends it sees in loss severity. As a larger proportion of claims from an accident year are settled, there emerges a higher degree of certainty for the loss reserves established for that accident year. At December 31, 2023, the accident years that are most likely to develop are the 2021 through 2023 accident years; however, it is possible that older accident years could develop as well.

In general, the Company expects that historical claims trends will continue with costs tending to increase, which is generally consistent with historical data, and therefore the Company believes that it is reasonable to expect inflation to continue. Many potential factors can affect the BI inflation rate, including changes in claims handling process, changes in statutes and regulations, the number of litigated files, increased use of medical procedures such as MRIs and epidural injections, general economic factors, timeliness of claims adjudication, vehicle safety, weather patterns, changes in the relative percentages of single- and multi-car accidents, social inflation, and gasoline prices, among other factors; however, the magnitude of the impact of such factors on the inflation rate is unknown.

In 2022, inflationary trends accelerated to their highest level since the 1980s. Excessive inflation led to significant increases in loss severities related to vehicle repairs and bodily injuries. The severe inflationary trend continued into 2023, but began moderating as the year progressed. In addition, the COVID-19 pandemic created greater uncertainty in the reserve estimates. A greater number of large claims may emerge from the 2020 through 2023 accident years compared to the prior accident years as claimants may have been reluctant to go to a medical provider due to the pandemic but subsequently seek monetary compensation to ease the economic hardship attributable to the pandemic. Based on these factors and uncertainty attributable to the pandemic and inflation, the reserve estimates for the 2020 through 2023 accident years are subject to a high degree of variability.

The Company believes that it is reasonably possible that the California automobile BI severity could vary from recorded amounts by as much as 12%, 8% and 6% for 2023, 2022 and 2021 accident years, respectively; however, the variation could be more or less than these amounts.

During the years 2019 through 2023, the changes in the loss severity amounts for the three preceding accident years from the prior year amounts (BI severity variance from prior year) have ranged as follows:

	High	Low
Immediate preceding accident year	7.9%	(2.9)%
Second preceding accident year	5.4%	(1.0)%
Third preceding accident year	3.6%	(2.6)%

The following table presents the effects on the California automobile BI loss reserves for the 2023, 2022 and 2021 accident years based on possible variations in the severity recorded; however, the actual variations could be more or less than these amounts:

**California Automobile Bodily Injury Inflation Reserve Sensitivity Analysis**

Accident Year	Number of Claims Expected	Actual Recorded Severity at 12/31/2023	Implied Inflation Rate Recorded <sup>(1)</sup>	(A) Pro-forma severity if actual severity is lower by 12% for 2023, 8% for 2022, and 6% for 2021	(B) Pro-forma severity if actual severity is higher by 12% for 2023, 8% for 2022, and 6% for 2021	Favorable loss development if actual severity is less than recorded (Column A)	Unfavorable loss development if actual severity is more than recorded (Column B)
2023	20,642	\$ 28,070	7.3 % <sup>(2)</sup>	\$ 24,702	\$ 31,438	\$ 69,522,000	\$ (69,522,000)
2022	20,969	\$ 26,154	12.3 %	\$ 24,062	\$ 28,246	\$ 43,867,000	\$ (43,867,000)
2021	20,522	\$ 23,284	12.8 %	\$ 21,887	\$ 24,681	\$ 28,669,000	\$ (28,669,000)
2020	18,591	\$ 20,645	—	—	—	—	—
<b>Total Loss Development—Favorable (Unfavorable)</b>						<b>\$ 142,058,000</b>	<b>\$ (142,058,000)</b>

<sup>(1)</sup> Implied inflation rate is calculated by dividing the difference between the current and prior year actual recorded severity by the prior year actual recorded severity. The Company believes that severity increases are caused by litigation, medical costs, inflation, and increased utilization of medical procedures.

<sup>(2)</sup> The severe inflationary trend of 2022 began to moderate in 2023, which contributed to the decrease in implied inflation rate recorded for the 2023 accident year.

**(2) Claim Count Development**

The Company generally estimates ultimate claim counts for an accident period based on development of claim counts in prior accident periods. Typically, almost every claim is reported within one year following the end of an accident year and at that point the Company has a high degree of certainty as to the ultimate claim count. There are many factors that can affect the number of claims reported after an accident period ends. These factors include changes in weather patterns, a change in the number of litigated files, the number of automobiles insured, and whether the last day of the accident period falls on a weekday or a weekend. However, the Company is unable to determine which, if any, of the factors actually impact the number of claims reported and, if so, by what magnitude.

The COVID-19 pandemic created greater uncertainty in the claims count development for the 2020 through 2023 accident years. The Company believes that the reduced services for non-critical cases at medical facilities and fear of infection during the pandemic combined with the economic hardship caused by the pandemic may increase the late reporting of claims seeking settlement for monetary compensation. At December 31, 2023, there were 19,318 California automobile BI claims reported for the 2023 accident year and the Company estimates that these are expected to ultimately grow by approximately 6.9%. The Company believes that while actual development in recent years has ranged approximately from 3% to 7%, it is reasonable to expect that the range of the development could be as great as between 0% and 10%. However, actual development may be more or less than the expected range.

The following table presents the effects on loss development of different claim counts within the broader possible range at December 31, 2023:

**California Automobile Bodily Injury Claim Count Reserve Sensitivity Analysis**

2023 Accident Year	Claims Reported	Amount Recorded at 12/31/2023 at Approximately 6.9%		Total Expected Amount If Claim Count Development is	
		Claim Count Development		0%                      10%	
Claim count	19,318	20,642		19,318	21,250
Approximate average cost per claim	Not meaningful	\$ 28,070	\$	\$ 28,070	\$ 28,070
Total dollars	Not meaningful	\$ 579,421,000	\$	\$ 542,256,000	\$ 596,488,000
	<b>Total Loss Development—Favorable (Unfavorable)</b>		<b>\$</b>	<b>37,165,000</b>	<b>\$ (17,067,000)</b>

**(3) Unexpected Losses**

Unexpected losses are generally not provided for in the current loss reserve because they are not known or expected or differ materially from reasonable loss development expectations, and therefore they tend to be unquantifiable. Once known or otherwise quantifiable, the Company establishes a provision for the losses, but it is not possible to provide any meaningful sensitivity analysis as to the potential size of any unexpected losses. These losses can be caused by many factors, including unexpected legal interpretations of coverage, ineffective claims handling, regulations extending claims reporting periods, assumption of unexpected or unknown risks, adverse court decisions as well as many unknown factors.

Unexpected losses are fairly infrequent but can have a large impact on the Company's losses. To mitigate this risk, the Company has established claims handling and review procedures. However, it is still possible that these procedures will not prove entirely effective, and the Company may have material unexpected losses in future periods. It is also possible that the Company has not identified and established a sufficient loss reserve for all material unexpected losses, even though a comprehensive claims file review was undertaken. The Company may experience additional development on these loss reserves.

**Discussion of Losses and Loss Reserves and Prior Period Loss Development**

At December 31, 2023 and 2022, the Company recorded its point estimate of approximately \$2.79 billion and \$2.58 billion (\$2.75 billion and \$2.56 billion, net of reinsurance), respectively, in loss and loss adjustment expense reserves, which included approximately \$1.61 billion and \$1.45 billion (\$1.61 billion and \$1.45 billion, net of reinsurance), respectively, of incurred-but-not-reported liabilities ("IBNR"). IBNR includes estimates, based upon past experience, of ultimate developed costs, which may differ from case estimates, unreported claims that occurred on or prior to December 31, 2023 and 2022, and estimated future payments for reopened claims. Management believes that the liability for losses and loss adjustment expenses is adequate to cover the ultimate net cost of losses and loss adjustment expenses incurred to date; however, since the provisions are necessarily based upon estimates, the ultimate liability may be more or less than such provisions.

The Company evaluates its loss reserves quarterly. When management determines that the estimated ultimate claim cost requires a decrease for previously reported accident years, favorable development occurs and a reduction in losses and loss adjustment expenses is reported in the current period. If the estimated ultimate claim cost requires an increase for previously reported accident years, unfavorable development occurs and an increase in losses and loss adjustment expenses is reported in the current period. For 2023, the Company reported favorable development of approximately \$36 million on the 2022 and prior accident years' loss and loss adjustment expense reserves. The favorable development in 2023 was primarily attributable to lower than estimated losses and loss adjustment expenses in the private passenger automobile and homeowners lines of insurance business, partially offset by unfavorable reserve development in the commercial property line of insurance business. The moderating inflationary trend in 2023 after the severe inflation in 2022 was a major contributor to the favorable reserve development in the private passenger automobile line of insurance business for 2023.

The Company recorded catastrophe losses net of reinsurance of approximately \$239 million in 2023. Catastrophe losses due to the events that occurred during 2023 totaled approximately \$247 million, with no reinsurance benefits used for these losses. The majority of the 2023 catastrophe losses resulted from rainstorms and hail in Texas and Oklahoma, winter storms and rainstorms in California, and the impact of Tropical Storm Hilary in California. In addition, the Company experienced favorable development of approximately \$8 million on prior years' catastrophe losses in 2023.

## RESULTS OF OPERATIONS

### Year Ended December 31, 2023 Compared to Year Ended December 31, 2022

#### Revenues

Net premiums earned and net premiums written in 2023 increased 8.1% and 12.2%, respectively, from 2022. The increase in net premiums earned and written was primarily due to rate increases in the California automobile and homeowners lines of insurance business and in certain lines of insurance business in states outside of California, combined with increases in the number of policies written outside of California.

Net premiums earned included ceded premiums earned of \$109.4 million and \$81.0 million in 2023 and 2022, respectively. Net premiums written included ceded premiums written of \$109.6 million and \$81.3 million in 2023 and 2022, respectively. The increase in ceded premiums earned and written resulted mostly from higher reinsurance coverage and rates and growth in the covered book of business.

Net premiums earned, a GAAP measure, represents the portion of net premiums written that is recognized as revenue in the financial statements for the periods presented and earned on a pro-rata basis over the term of the policies. Net premiums written is a non-GAAP financial measure which represents the premiums charged on policies issued during a fiscal period less any applicable reinsurance. Net premiums written is a statutory measure designed to determine production levels.

The following is a reconciliation of total net premiums earned to net premiums written:

	Year Ended December 31,	
	2023	2022
	(Amounts in thousands)	
Net premiums earned	\$ 4,274,378	\$ 3,952,482
Change in net unearned premiums	189,821	25,535
Net premiums written	<u>\$ 4,464,199</u>	<u>\$ 3,978,017</u>

#### Expenses

Loss and expense ratios are used to interpret the underwriting experience of property and casualty insurance companies. The following table presents the Insurance Companies' loss, expense, and combined ratios determined in accordance with GAAP:

	Year Ended December 31,	
	2023	2022
Loss ratio	82.3 %	85.1 %
Expense ratio	23.1 %	23.6 %
Combined ratio	<u>105.4 %</u>	<u>108.7 %</u>

Loss ratio is calculated by dividing losses and loss adjustment expenses by net premiums earned. The Company's loss ratio was affected by favorable development of approximately \$36 million and unfavorable development of approximately \$47 million on prior accident years' loss and loss adjustment expense reserves for the years ended December 31, 2023 and 2022, respectively. The favorable development in 2023 was primarily attributable to lower than estimated losses and loss adjustment expenses in the private passenger automobile and homeowners lines of insurance business, partially offset by unfavorable reserve development in the commercial property line of insurance business. The moderating inflationary trend in 2023 after the severe inflation in 2022 was a major contributor to the favorable reserve development in the private passenger automobile line of insurance business for 2023. The unfavorable development in 2022 was primarily attributable to higher than estimated losses and loss adjustment expenses in the automobile line of insurance business. Inflationary trends accelerated to their highest level in decades in 2022, contributing to the adverse reserve development in the automobile line of insurance business for 2022.

The 2023 loss ratio was negatively impacted by a total of approximately \$247 million of catastrophe losses, excluding favorable development of approximately \$8 million on prior years' catastrophe losses, primarily due to rainstorms and hail in Texas and Oklahoma, winter storms and rainstorms in California, and the impact of Tropical Storm Hilary in California. The 2022 loss ratio was negatively impacted by a total of approximately \$101 million of catastrophe losses, excluding unfavorable

development of approximately \$1 million on prior years' catastrophe losses, primarily due to the deep freeze of Winter Storm Elliott and other extreme weather events in Texas, Oklahoma and Georgia, winter storms in California, and the impact of Hurricane Ian in Florida.

Excluding the effect of estimated prior periods' loss development and catastrophe losses, the loss ratio was 77.4% and 81.3% for the years ended December 31, 2023 and 2022, respectively. The decrease in the loss ratio was primarily due to an increase in net premiums earned resulting from rate increases in the California automobile and homeowners lines of insurance business and in certain lines of insurance business in states outside of California, partially offset by increases in loss severity in the automobile and homeowners lines of insurance business.

Expense ratio is calculated by dividing the sum of policy acquisition costs and other operating expenses by net premiums earned. The expense ratio decreased, aided in part by the rate increases discussed above. Expenses for real estate operations and office leases decreased as a result of the sale of certain office buildings and termination of certain office leases, as the majority of the Company's employees continue to work from home. In addition, advertising expenses decreased.

Combined ratio is equal to loss ratio plus expense ratio and is the key measure of underwriting performance traditionally used in the property and casualty insurance industry. A combined ratio under 100% generally reflects profitable underwriting results; a combined ratio over 100% generally reflects unprofitable underwriting results.

Income tax expense (benefit) was \$3.1 million and \$(158.0) million for the years ended December 31, 2023 and 2022, respectively. The \$161.1 million increase in income tax expense was mainly due to a significant increase in pre-tax income of \$770.1 million.

The Company's effective income tax rate can be affected by several factors. These generally include large changes in fully-taxable income including net realized investment gains or losses, tax-exempt investment income, nondeductible expenses, and periodically, non-routine tax items such as adjustments to unrecognized tax benefits related to tax uncertainties. Income tax expense of \$3.1 million on pre-tax income of approximately \$99.4 million, including tax-exempt investment income of \$86.6 million, resulted in an effective tax rate of 3.1%, below the statutory tax rate of 21%, for 2023, and income tax benefit of \$158.0 million on pre-tax loss of approximately \$670.7 million, including tax-exempt investment income of approximately \$75.3 million, resulted in an effective tax rate of 23.6% for the corresponding period in 2022.

#### Investments

The following table presents the investment results of the Company:

	Year Ended December 31,	
	2023	2022
	(Amounts in thousands)	
Average invested assets at cost <sup>(1)</sup>	\$ 5,096,428	\$ 4,902,755
Net investment income <sup>(2)</sup>		
Before income taxes	\$ 234,630	\$ 168,356
After income taxes	\$ 200,209	\$ 146,204
Average annual yield on investments <sup>(2)</sup>		
Before income taxes	4.6 %	3.4 %
After income taxes	3.9 %	3.0 %
Net realized investment gains (losses)	\$ 101,014	\$ (488,080)

<sup>(1)</sup> Fixed maturities and short-term bonds at amortized cost; equities and other short-term investments at cost. Average invested assets at cost are based on the monthly amortized cost of the invested assets for each period.

<sup>(2)</sup> Net investment income before and after income taxes increased primarily due to higher average yield combined with higher average invested assets. Average annual yield on investments before and after income taxes increased primarily due to the maturity and replacement of lower yielding investments purchased when market interest rates were lower with higher yielding investments, as a result of increasing overall market interest rates, as well as higher yields on investments based on floating interest rates.

The following tables present the components of net realized investment gains (losses) included in net income:

	Year Ended December 31, 2023			
	Gains (Losses) Recognized in Income			
	Sales	Changes in fair value		Total
	(Amounts in thousands)			
Net realized investment gains (losses):				
Fixed maturity securities <sup>(1)(2)</sup>	\$	(1,463)	\$ 62,833	\$ 61,370
Equity securities <sup>(1)(3)</sup>		(14,265)	45,046	30,781
Short-term investments <sup>(1)</sup>		(4)	107	103
Note receivable <sup>(1)</sup>		—	174	174
Options sold		8,955	(369)	8,586
Total	\$	(6,777)	\$ 107,791	\$ 101,014

		Year Ended December 31, 2022		
		Gains (Losses) Recognized in Income		
		Sales	Changes in fair value	Total
		(Amounts in thousands)		
Net realized investment gains (losses):				
Fixed maturity securities <sup>(1)(2)</sup>		\$ (70,562)	\$ (260,223)	\$ (330,785)
Equity securities <sup>(1)(3)</sup>		24,916	(185,694)	(160,778)
Short-term investments <sup>(1)</sup>		(2,492)	88	(2,404)
Options sold		5,786	101	5,887
Total		\$ (42,352)	\$ (445,728)	\$ (488,080)

<sup>(1)</sup> The changes in fair value of the investment portfolio and note receivable resulted from the application of the fair value option.

<sup>(2)</sup> The increase in fair value of fixed maturity securities in 2023 was primarily due to decreases in certain long-term interest rates and the decrease in fair value of fixed maturity securities in 2022 was primarily due to increases in overall market interest rates.

<sup>(3)</sup> The increase in fair value of equity securities in 2023 was primarily due to the overall improvement in equity markets, and the decrease in fair value of equity securities in 2022 was primarily due to the overall decline in equity markets.

#### Net Income (Loss)

	Year Ended December 31,		
	2023	2022	
	(Amounts in thousands, except per share data)		
Net income (loss)	\$	96,336	\$ (512,672)
Basic average shares outstanding		55,371	55,371
Diluted average shares outstanding		55,371	55,371
Basic Per Share Data:			
Net income (loss)	\$	1.74	\$ (9.26)
Net realized investment gains (losses), net of tax	\$	1.44	\$ (6.96)
Diluted Per Share Data:			
Net income (loss)	\$	1.74	\$ (9.26)
Net realized investment gains (losses), net of tax	\$	1.44	\$ (6.96)

Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Form 10-K for the year ended December 31, 2022 for a discussion of changes in its results of operations from the year ended December 31, 2021 to the year ended December 31, 2022.

LIQUIDITY AND CAPITAL RESOURCES

**A. General**

The Company is largely dependent upon dividends received from its insurance subsidiaries in the current and prior years to pay debt service costs and to make distributions to its shareholders. Under current insurance law, the Insurance Companies are entitled to pay ordinary dividends of approximately \$163 million in 2024 to Mercury General. As of December 31, 2023, Mercury General had approximately \$43 million in investments and cash that could be utilized to satisfy its direct holding company obligations.

The principal sources of funds for the Insurance Companies are premiums, sales and maturity of invested assets, and dividend and interest income from invested assets. The principal uses of funds for the Insurance Companies are the payment of claims and related expenses, operating expenses, dividends to Mercury General, and the purchase of investments.

**B. Cash Flows**

The Company has generated positive cash flow from operations since the public offering of its common stock in November 1985. The Company does not attempt to match the duration and timing of asset maturities with those of liabilities; rather, it manages its portfolio with a view towards maximizing total return with an emphasis on after-tax income. With combined cash and short-term investments of \$729.4 million at December 31, 2023 as well as \$50 million of undrawn credit in its unsecured credit facility, the Company believes its cash flow from operations is adequate to satisfy its liquidity requirements without the forced sale of investments. Investment maturities are also available to meet the Company's liquidity needs. However, the Company operates in a rapidly evolving and often unpredictable business environment that may change the timing or amount of expected future cash receipts and expenditures. Accordingly, there can be no assurance that the Company's sources of funds will be sufficient to meet its liquidity needs or that the Company will not be required to raise additional funds to meet those needs or for future business expansion, through the sale of equity or debt securities or from credit facilities with lending institutions.

Net cash provided by operating activities for the year ended December 31, 2023 was \$453.0 million, an increase of \$100.4 million compared to the year ended December 31, 2022. The increase was primarily due to increases in premium collections, investment income received and income taxes refunded, partially offset by increases in payments for losses and loss adjustment expenses and policy acquisition costs. The Company utilized the cash provided by operating activities during the year ended December 31, 2023 primarily for the net purchases of investment securities and payment of dividends to its shareholders. The average annual net cash provided by operating activities for the past 10 years was approximately \$389 million, and cash generated from operations was sufficient to meet the liquidity requirements over this period.

The following table presents the estimated fair value of fixed maturity securities at December 31, 2023 by contractual maturity in the next five years.

	Fixed Maturity Securities	
	(Amounts in thousands)	
Due in one year or less	\$	303,986
Due after one year through two years		174,127
Due after two years through three years		271,312
Due after three years through four years		318,084
Due after four years through five years		175,442
	\$	1,242,951

See "D. Debt" below for cash flow related to outstanding debt.

## C. Invested Assets

### Portfolio Composition

An important component of the Company's financial results is the return on its investment portfolio. The Company's investment strategy emphasizes safety of principal and consistent income generation, within a total return framework. The investment strategy has historically focused on maximizing after-tax yield with a primary emphasis on maintaining a well-diversified, investment grade, fixed income portfolio to support the underlying liabilities and achieve return on capital and profitable growth. The Company believes that investment yield is maximized by selecting assets that perform favorably on a long-term basis and by disposing of certain assets to enhance after-tax yield and minimize the potential effect of downgrades and defaults. The Company believes that this strategy enables the optimal investment performance necessary to sustain investment income over time. The Company's portfolio management approach utilizes a market risk and consistent asset allocation strategy as the primary basis for the allocation of interest sensitive, liquid and credit assets as well as for determining overall below investment grade exposure and diversification requirements. Within the ranges set by the asset allocation strategy, tactical investment decisions are made in consideration of prevailing market conditions.

The following table presents the composition of the total investment portfolio of the Company at December 31, 2023:

	Cost <sup>(1)</sup>	Fair Value
	(Amounts in thousands)	
<b>Fixed maturity securities:</b>		
U.S. government bonds	\$ 174,903	\$ 174,450
Municipal securities	2,797,971	2,777,258
Mortgage-backed securities	201,727	186,887
Corporate securities	626,723	599,630
Collateralized loan obligations	486,984	484,947
Other asset-backed securities	106,675	96,164
	4,394,983	4,319,336
<b>Equity securities:</b>		
Common stock	497,543	597,888
Non-redeemable preferred stock	64,860	51,563
Private equity funds measured at net asset value <sup>(2)</sup>	92,536	81,242
	654,939	730,693
Short-term investments	179,375	178,491
<b>Total investments</b>	<b>\$ 5,229,297</b>	<b>\$ 5,228,520</b>

<sup>(1)</sup> Fixed maturities and short-term bonds at amortized cost and equities and other short-term investments at cost.

<sup>(2)</sup> The fair value is measured using the net asset value practical expedient. See Note 4. Fair Value Measurements, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" for additional information.

At December 31, 2023, 43.8% of the Company's total investment portfolio at fair value and 53.0% of its total fixed maturity investments at fair value were invested in tax-exempt state and municipal bonds. Equity holdings consist of non-redeemable preferred stocks, dividend-bearing common stocks on which dividend income is partially tax-sheltered by the 50% corporate dividend received deduction, and private equity funds. At December 31, 2023, 92.2% of short-term investments consisted of highly rated short-duration securities redeemable on a daily or weekly basis.

### Fixed Maturity Securities and Short-Term Investments

Fixed maturity securities include debt securities, which may have fixed or variable principal payment schedules, may be held for indefinite periods of time, and may be used as a part of the Company's asset/liability strategy or sold in response to changes in interest rates, anticipated prepayments, risk/reward characteristics, liquidity needs, tax planning considerations, or other economic factors. Short-term investments include money market accounts, options, and short-term bonds that are highly rated short duration securities and redeemable within one year.

A primary exposure for the fixed maturity securities is interest rate risk. The longer the duration, the more sensitive the

asset is to market interest rate fluctuations. As assets with longer maturity dates tend to produce higher current yields, the Company's historical investment philosophy has resulted in a portfolio with a moderate duration. The Company's portfolio is heavily weighted in investment grade tax-exempt municipal bonds. Fixed maturity securities purchased by the Company typically have call options attached, which further reduce the duration of the asset as interest rates decline. The holdings, that are heavily weighted with high coupon issues, are expected to be called prior to maturity. Modified duration measures the length of time it takes, on average, to receive the present value of all the cash flows produced by a bond, including reinvestment of interest. As it measures four factors (maturity, coupon rate, yield and call terms) which determine sensitivity to changes in interest rates, modified duration is considered a better indicator of price volatility than simple maturity alone.

The following table presents the maturities and durations of the Company's fixed maturity securities and short-term investments:

	December 31, 2023	December 31, 2022
	(in years)	
<b>Fixed Maturity Securities</b>		
Nominal average maturity:		
excluding short-term investments	11.4	12.4
including short-term investments	11.0	12.0
Call-adjusted average maturities:		
excluding short-term investments	3.8	4.9
including short-term investments	3.6	4.8
Modified duration reflecting anticipated early calls:		
excluding short-term investments	3.1	3.6
including short-term investments	3.0	3.5
<b>Short-Term Investments</b>	—	—

Another exposure related to the fixed maturity securities is credit risk, which is managed by maintaining a weighted-average portfolio credit quality rating of A+, at fair value at December 31, 2023, consistent with the average rating at December 31, 2022. The Company's municipal bond holdings, of which 82.4% were tax exempt, represented 64.3% of its fixed maturity portfolio at December 31, 2023, at fair value, and were broadly diversified geographically.

To calculate the weighted-average credit quality ratings as disclosed throughout this Annual Report on Form 10-K, individual securities were weighted based on fair value and a credit quality numeric score that was assigned to each security's average of ratings assigned by nationally recognized securities rating organizations.

Taxable holdings consist principally of investment grade issues. At December 31, 2023, fixed maturity holdings rated below investment grade and non-rated bonds totaled \$6.4 million and \$15.1 million, respectively, at fair value, and represented 0.1% and 0.3%, respectively, of total fixed maturity securities. The majority of non-rated issues are a result of municipalities pre-funding and collateralizing those issues with U.S. government securities with an implicit AAA equivalent credit risk. At December 31, 2022, fixed maturity holdings rated below investment grade and non-rated bonds totaled \$6.6 million and \$26.5 million, respectively, at fair value, and represented 0.2% and 0.6%, respectively, of total fixed maturity securities.

During 2023, approximately 82.3% of the Company's fixed maturity securities at fair value experienced no changes in their overall credit ratings, and approximately 14.5% and 3.2% experienced upgrades and downgrades, respectively.

The following table presents the credit quality ratings of the Company's fixed maturity securities by security type at fair value:

Security Type	December 31, 2023						Total Fair Value <sup>(1)</sup>
	AAA <sup>(1)</sup>	AA <sup>(1)</sup>	A <sup>(1)</sup>	BBB <sup>(1)</sup>	Non-Rated/Other <sup>(1)</sup>		
(Dollars in thousands)							
U.S. government bonds and agencies:							
Agencies	\$ 51,268	\$ —	\$ —	\$ —	\$ —	\$ 51,268	
Treasuries	122,385	797	—	—	—	123,182	
Total	173,653	797	—	—	—	174,450	
	100.0 %	— %	— %	— %	— %	100.0 %	
Municipal securities:							
Insured	25,165	257,921	115,572	27,762	4,825	431,245	
Uninsured	63,091	834,990	1,284,055	151,962	11,915	2,346,013	
Total	88,256	1,092,911	1,399,627	179,724	16,740	2,777,258	
	3.2 %	39.4 %	50.3 %	6.5 %	0.6 %	100.0 %	
Mortgage-backed securities:							
Commercial	22,904	5,230	4,895	—	—	33,029	
Agencies	14,747	—	—	—	—	14,747	
Non-agencies:							
Prime	39,282	90,231	8,048	—	346	137,907	
Alt-A	—	439	121	—	644	1,204	
Total	76,933	95,900	13,064	—	990	186,887	
	41.2 %	51.3 %	7.0 %	— %	0.5 %	100.0 %	
Corporate securities:							
Communications	—	168	—	6,148	—	6,316	
Consumer, cyclical	—	1,900	—	40,094	—	41,994	
Consumer, non-cyclical	—	—	18,094	8,289	—	26,383	
Energy	—	6,733	3,406	31,844	—	41,983	
Financial	—	11,201	191,994	64,638	3,750	271,583	
Industrial	—	62,101	84,826	45,014	—	191,941	
Technology	—	—	—	725	—	725	
Utilities	—	—	8,939	9,766	—	18,705	
Total	—	82,103	307,259	206,518	3,750	599,630	
	— %	13.7 %	51.3 %	34.4 %	0.6 %	100.0 %	
Collateralized loan obligations:							
Corporate	102,324	139,461	243,162	—	—	484,947	
Total	102,324	139,461	243,162	—	—	484,947	
	21.1 %	28.8 %	50.1 %	— %	— %	100.0 %	
Other asset-backed securities							
	—	—	59,734	36,430	—	96,164	
	— %	— %	62.1 %	37.9 %	— %	100.0 %	
Total	\$ 441,166	\$ 1,411,172	\$ 2,022,846	\$ 422,672	\$ 21,480	\$ 4,319,336	
	10.2 %	32.7 %	46.8 %	9.8 %	0.5 %	100.0 %	

<sup>(1)</sup> Intermediate ratings are included at each level (e.g., AA includes AA+, AA and AA-).

#### U.S. Government Bonds

The Company had \$174.5 million and \$158.6 million, or 4.0% and 3.9% of its fixed maturity portfolio, at fair value, in U.S. government bonds at December 31, 2023 and 2022, respectively. Moody's and Fitch ratings for U.S. government-issued

debt were Aaa and AA+, respectively, at December 31, 2023, and Aaa and AAA, respectively, at December 31, 2022. The Company understands that market participants continue to use rates of return on U.S. government debt as a risk-free rate and have continued to invest in U.S. Treasury securities. The modified duration of the U.S. government bonds portfolio reflecting anticipated early calls was 0.9 years and 1.4 years at December 31, 2023 and 2022, respectively.

#### **Municipal Securities**

The Company had \$2.78 billion and \$2.74 billion, or 64.3% and 67.0% of its fixed maturity securities portfolio, at fair value, in municipal securities at December 31, 2023 and 2022, respectively, of which \$431.2 million and \$395.2 million, respectively, were insured by bond insurers. The underlying ratings for insured municipal bonds have been factored into the average rating of the securities by the rating agencies with no significant disparity between the absolute bond ratings and the underlying credit ratings as of December 31, 2023 and 2022.

At December 31, 2023 and 2022, respectively, 70.3% and 65.5% of the insured municipal securities, at fair value, most of which were investment grade, were insured by bond insurers that provide credit enhancement in addition to the ratings reflected by the financial strength of the underlying issuers. At December 31, 2023 and 2022, the average rating of the Company's insured municipal securities was A+, which corresponded to the average rating of the investment grade bond insurers. The remaining 29.7% and 34.5% of insured municipal securities at December 31, 2023 and 2022, respectively, were insured by non-rated or below investment grade bond insurers that the Company believes did not provide credit enhancement. The modified duration of the municipal securities portfolio reflecting anticipated early calls was 3.0 years and 3.6 years at December 31, 2023 and 2022, respectively.

The Company considers the strength of the underlying credit as a buffer against potential market value declines which may result from future rating downgrades of the bond insurers. In addition, the Company has a long-term time horizon for its municipal bond holdings, which generally allows it to recover the full principal amounts upon maturity and avoid forced sales prior to maturity of bonds that have declined in market value due to the bond insurers' rating downgrades. Based on the uncertainty surrounding the financial condition of these insurers, it is possible that there will be additional downgrades to below investment grade ratings by the rating agencies in the future, and such downgrades could impact the estimated fair value of those municipal bonds.

#### **Mortgage-Backed Securities**

At December 31, 2023 and 2022, respectively, the mortgage-backed securities portfolio of \$186.9 million and \$166.3 million, or 4.3% and 4.1% of the Company's fixed maturity securities portfolio, at fair value, was categorized as loans to "prime" residential and commercial real estate borrowers. The Company had holdings of \$33.0 million and \$27.3 million, at fair value, in commercial mortgage-backed securities at December 31, 2023 and 2022, respectively.

The weighted-average rating of the entire mortgage backed securities portfolio was AA+ and AA at December 31, 2023 and 2022, respectively. The modified duration of the mortgage-backed securities portfolio reflecting anticipated early calls was 8.7 years and 7.3 years at December 31, 2023 and 2022, respectively.

#### **Corporate Securities**

The Company had corporate securities of \$599.6 million and \$569.6 million at December 31, 2023 and 2022, respectively, which represented 13.9% of its fixed maturity securities portfolio, at fair value, at each of those dates. The weighted-average rating was A- at December 31, 2023 and 2022. The modified duration reflecting anticipated early calls was 2.4 years and 3.1 years at December 31, 2023 and 2022, respectively.

#### **Collateralized Loan Obligations**

At December 31, 2023 and 2022, respectively, the Company had collateralized loan obligations of \$484.9 million and \$320.3 million, or 11.2% and 7.8% of its fixed maturity securities portfolio, at fair value. The weighted-average rating was AA- and A+ at December 31, 2023 and 2022, respectively. The modified duration reflecting anticipated early calls was 3.5 years and 4.6 years at December 31, 2023 and 2022, respectively.

#### **Other Asset-Backed Securities**

The Company had other asset-backed securities of \$96.2 million and \$136.5 million, which represented 2.2% and 3.3% of its fixed maturity securities portfolio, at fair value, at December 31, 2023 and 2022, respectively. The weighted-average rating was A- and A+ at December 31, 2023 and 2022, respectively. The modified duration reflecting anticipated early calls

was 2.2 years and 3.1 years at December 31, 2023 and 2022, respectively.

#### Equity Securities

Equity holdings of \$730.7 million and \$699.6 million, at fair value, as of December 31, 2023 and 2022, respectively, consisted of non-redeemable preferred stocks, common stocks on which dividend income is partially tax-sheltered by the 50% corporate dividend received deduction, and private equity funds. The net gains (losses) due to changes in fair value of the Company's equity portfolio were \$45.0 million and \$(185.7) million in 2023 and 2022, respectively. The primary cause for the increase in fair value of the Company's equity securities in 2023 was the overall improvement in equity markets, and the primary cause for the decrease in fair value of the Company's equity securities in 2022 was the overall decline in equity markets.

The Company's common stock allocation is intended to enhance the return of and provide diversification for the total portfolio. At December 31, 2023, 14.0% of the total investment portfolio, at fair value, was held in equity securities, compared to 14.2% at December 31, 2022.

The following table presents the equity security portfolio by industry sector at December 31, 2023 and 2022:

	December 31,			
	2023		2022	
	Cost	Fair Value	Cost	Fair Value
	(Amounts in thousands)			
Equity securities:				
Basic materials	\$ 20,521	\$ 20,274	\$ 5,091	\$ 5,597
Communications	19,667	20,045	23,035	22,824
Consumer, cyclical	35,118	42,889	39,289	53,261
Consumer, non-cyclical	57,277	67,806	48,869	62,534
Energy	83,758	95,427	87,205	103,949
Financial	106,078	104,008	105,568	105,964
Funds	116,006	110,656	172,897	125,428
Industrial	53,794	73,443	53,677	70,645
Technology	59,133	87,310	56,406	67,264
Utilities	103,587	108,835	76,806	82,086
	<u>\$ 654,939</u>	<u>\$ 730,693</u>	<u>\$ 668,843</u>	<u>\$ 699,552</u>

#### D. Debt

The Company's debt consists of the following:

	Lender	Interest Rate	Expiration	December 31,	
				2023	2022
				(Amounts in thousands)	
Senior unsecured notes <sup>(1)</sup>	Publicly traded	4.40%	March 15, 2027	\$ 375,000	\$ 375,000
Unsecured credit facility <sup>(2)</sup>	Bank of America, Wells Fargo Bank, BMO Bank, and U.S. Bank	Term SOFR plus 112.5-150.0 basis points	November 16, 2026	200,000	25,000
Total principal amount				575,000	400,000
Less unamortized discount and debt issuance costs <sup>(3)</sup>				1,271	1,670
<b>Total</b>				<u>\$ 573,729</u>	<u>\$ 398,330</u>

<sup>(1)</sup> On March 8, 2017, the Company completed a public debt offering issuing \$375 million of senior notes. The notes are unsecured senior obligations of the Company, with a 4.4% annual coupon payable on March 15 and September 15 of each year commencing September 15, 2017. These notes mature on March 15, 2027. The Company used the proceeds from the notes to pay off the total outstanding balance of \$320 million under the existing loan and credit facility agreements and terminated the agreements on March 8, 2017. The remainder of the proceeds from the notes was used for general corporate

purposes. The Company incurred debt issuance costs of approximately \$3.4 million, inclusive of underwriters' fees. The notes were issued at a slight discount of 99.847% of par, resulting in the effective annualized interest rate, including debt issuance costs, of approximately 4.45%.

- <sup>(2)</sup> On March 31, 2021, the Company entered into an unsecured \$75 million five-year revolving credit facility. On November 18, 2022, the Company entered into the First Amendment to this credit facility. The First Amendment extended the maturity date of the loan to November 16, 2026 from March 31, 2026 with possible further extension if certain conditions are met, increased the aggregate commitments by all the lenders to \$200 million from \$75 million, and replaced the LIBOR with the term SOFR. On November 30, 2023, the Company entered into the Second Amendment to this credit facility, which further increased the aggregate commitments by all the lenders to \$250 million from \$200 million. The interest rates on borrowings under the credit facility are based on the Company's debt to total capital ratio and range from Term SOFR plus 112.5 basis points when the ratio is under 20% to Term SOFR plus 150.0 basis points when the ratio is greater than or equal to 30%. Commitment fees for the undrawn portions of the credit facility range from 12.5 basis points when the ratio is under 20% to 22.5 basis points when the ratio is greater than or equal to 30%. The debt to total capital ratio is expressed as a percentage of (a) consolidated debt to (b) consolidated shareholders' equity plus consolidated debt. The Company's debt to total capital ratio was 27.1% at December 31, 2023, resulting in a 17.5 basis point commitment fee on any undrawn portion of the credit facility. As of February 13, 2024, a total of \$200 million was drawn under this facility on a three-month revolving basis at an annual interest rate of approximately 6.84%, with \$50 million available to be drawn. The Company contributed \$150 million of the total amount drawn to the surplus of its consolidated insurance subsidiaries, and used the remainder for general corporate purposes.
- <sup>(3)</sup> The unamortized discount and debt issuance costs are associated with the publicly traded \$375 million senior unsecured notes. These are amortized to interest expense over the life of the notes, and the unamortized balance is presented in the Company's consolidated balance sheets as a direct deduction from the carrying amount of the debt. The unamortized debt issuance cost of approximately \$0.8 million associated with the \$250 million unsecured revolving credit facility maturing on November 16, 2026 is included in other assets in the Company's consolidated balance sheets and amortized to interest expense over the term of the credit facility.

The Company was in compliance with all of its financial covenants pertaining to minimum statutory surplus, debt to total capital ratio, and RBC ratio under the unsecured credit facility at December 31, 2023.

For a further discussion, see Note 8. Notes Payable, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

## E. Uses of Capital

### Dividends

Cash returned to shareholders through dividends in 2023, 2022 and 2021 totaled approximately \$70.3 million, \$105.5 million and \$140.2 million, respectively. On February 9, 2024, the Board of Directors declared a \$0.3175 quarterly dividend per share payable on March 27, 2024 to shareholders of record on March 13, 2024, with an expected payout of approximately \$18 million. The Company currently expects quarterly dividends to continue in future periods, although the declaration and amount of any future cash dividends are at the discretion and subject to the approval of its Board of Directors. The decisions of the Company's Board of Directors regarding the amount and payment of dividends will depend on many factors, such as its financial condition, results of operations, capital requirements, business conditions, debt service obligations, industry practice, legal requirements, regulatory constraints, and other factors that its Board of Directors may deem relevant. The Company expects to fund its future dividend payments primarily with a combination of cash expected to be generated from future operations and cash and short-term investments on hand.

For a further discussion, see Note 13. Dividends, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

### Capital Expenditures

The Company's capital expenditures were approximately \$36.8 million, \$35.5 million and \$41.4 million for 2023, 2022 and 2021, respectively, and they were primarily related to improving the Company's information technology infrastructure and corporate facilities. The Company expects the capital spending for 2024, primarily for continued investments in its technology assets, to be somewhat larger than that for 2023. The Company expects to fund its 2024 capital expenditures primarily with a combination of cash expected to be generated from future operations and cash and short-term investments on hand.

## Contractual Obligations

The Company's material cash requirements include the following contractual obligations at December 31, 2023:

Contractual Obligations <sup>(4)</sup>	Payments Due By Period						
	Total	2024	2025	2026	2027	2028	Thereafter
	(Amounts in thousands)						
Debt (including interest) <sup>(1)</sup>	\$ 672,215	\$ 30,174	\$ 30,174	\$ 228,617	\$ 383,250	\$ —	\$ —
Lease obligations <sup>(2)</sup>	21,552	9,495	5,884	3,572	2,211	335	55
Loss and loss adjustment expense reserves <sup>(3)</sup>	2,785,702	1,646,189	530,418	262,648	159,753	85,910	100,784
Total contractual obligations	\$ 3,479,469	\$ 1,685,858	\$ 566,476	\$ 494,837	\$ 545,214	\$ 86,245	\$ 100,839

<sup>(1)</sup> The Company's debt contains various terms, conditions and covenants which, if violated by the Company, would result in a default and could result in the acceleration of the Company's payment obligations. Amounts differ from the balances presented on the consolidated balance sheets as of December 31, 2023 because the debt amounts above include interest and exclude the discount and issuance costs of the debt.

<sup>(2)</sup> The Company is obligated under various non-cancellable lease agreements providing for office space, automobiles, office equipment, and electronic data processing equipment that expire at various dates through the year 2028. Lease obligations include \$3.4 million in lease commitments that have not yet commenced as of December 31, 2023. See Note 7. Leases, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" for additional information on lease obligations.

<sup>(3)</sup> Loss and loss adjustment expense reserves represents an estimate of amounts necessary to settle all outstanding claims, including IBNR as of December 31, 2023. The Company has estimated the timing of these payments based on its historical experience and expectation of future payment patterns. However, the timing of these payments may vary significantly from the amounts shown above. The ultimate cost of losses may vary materially from recorded amounts which are the Company's best estimates. For more detailed information on the Company's historical loss experience and payment patterns, see "Overview—C. Critical Accounting Estimates" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as Note 12. Loss and Loss Adjustment Expense Reserves, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

<sup>(4)</sup> The table excludes liabilities of \$3.9 million related to uncertainty in tax settlements as the Company is unable to reasonably estimate the timing and amount of related future payments.

The Company expects to meet these contractual obligations primarily with a combination of cash expected to be generated from future operations and cash and short-term investments on hand, except for the payment of the principal of the debt, which is expected to be made with a future borrowing.

## F. Regulatory Capital Requirements

The Insurance Companies must comply with minimum capital requirements under applicable state laws and regulations. The RBC formula is used by insurance regulators to monitor capital and surplus levels. It was designed to capture the widely varying elements of risks undertaken by writers of different lines of insurance business having differing risk characteristics, as well as writers of similar lines where differences in risk may be related to corporate structure, investment policies, reinsurance arrangements, and a number of other factors. The Company periodically monitors the RBC level of each of the Insurance Companies. As of December 31, 2023, 2022 and 2021, each of the Insurance Companies exceeded the minimum required RBC level, as determined by the NAIC and adopted by the state insurance regulators. None of the Insurance Companies' RBC ratios were less than 350% of the authorized control level RBC as of December 31, 2023, none less than 330% as of December 31, 2022, and none less than 400% as of December 31, 2021. Generally, an RBC ratio of 200% or less would require some form of regulatory or company action.

Among other considerations, industry and regulatory guidelines suggest that the ratio of a property and casualty insurer's annual net premiums written to statutory policyholders' surplus should not exceed 3.0 to 1. Based on the combined surplus of all the Insurance Companies of \$1.67 billion at December 31, 2023 and net premiums written in 2023 of \$4.5 billion, the ratio of premiums written to surplus was 2.68 to 1.

Insurance companies are required to file an Own Risk and Solvency Assessment ("ORSA") with the insurance regulators in their domiciliary states. The ORSA is required to cover, among many items, a company's risk management policies, the

material risks to which the company is exposed, how the company measures, monitors, manages and mitigates material risks, and how much economic and regulatory capital is needed to continue to operate in a strong and healthy manner. The ORSA is intended to be used by state insurance regulators to evaluate the risk exposure and quality of the risk management processes within insurance companies to assist in conducting risk-focused financial examinations and for determining the overall financial condition of insurance companies. The Company filed its most recent ORSA Summary Report with the California DOI in November 2023. Compliance with the ORSA requirements did not have a material impact on the Company's consolidated financial statements.

The DOI in each state in which the Company operates is responsible for conducting periodic financial and market conduct examinations of the Insurance Companies in their states. Market conduct examinations typically review compliance with insurance statutes and regulations with respect to rating, underwriting, claims handling, billing, and other practices.

The following table presents a summary of recent examinations:

State	Exam Type	Period Under Review	Status
CA, FL, GA, IL, OK, TX	Coordinated Multi-state Financial	2018-2021	Received final examination reports.
TX	Market Conduct	2022	Examination commenced in the fourth quarter of 2023.

During the course of and at the conclusion of the examinations, the examining DOI generally reports findings to the Company. No material findings were noted in the final examination reports of the coordinated multi-state financial examination.

Item 7A. Quantitative and Qualitative Disclosures about Market Risks

The Company is subject to various market risk exposures primarily due to its investing and borrowing activities. Primary market risk exposures are changes in interest rates, equity prices, and credit risk. Adverse changes to these rates and prices may occur due to changes in the liquidity of a market, or to changes in market perceptions of creditworthiness and risk tolerance. The following disclosure reflects estimates of future performance and economic conditions. Actual results may differ.

Overview

The Company’s investment policies define the overall framework for managing market and investment risks, including accountability and controls over risk management activities, and specify the investment limits and strategies that are appropriate given the liquidity, surplus, product profile, and regulatory requirements of the Company’s subsidiaries. Executive oversight of investment activities is conducted primarily through the Company’s investment committee. The Company’s investment committee focuses on strategies to enhance after-tax yields, mitigate market risks, and optimize capital to improve profitability and returns.

The Company manages exposures to market risk through the use of asset allocation, duration, and credit ratings. Asset allocation limits place restrictions on the total amount of funds that may be invested within an asset class. Duration limits on the fixed maturity securities portfolio place restrictions on the amount of interest rate risk that may be taken. Comprehensive day-to-day management of market risk within defined tolerance ranges occurs as portfolio managers buy and sell within their respective markets based upon the acceptable boundaries established by investment policies.

Credit Risk

Credit risk results from uncertainty in a counterparty’s ability to meet its obligations. Credit risk is managed by maintaining a high credit quality fixed maturity securities portfolio. As of December 31, 2023, the estimated weighted-average credit quality rating of the fixed maturity securities portfolio was A+, at fair value, consistent with the average rating at December 31, 2022.

The following table presents municipal securities by state in descending order of holdings at fair value at December 31, 2023:

States	Fair Value		Average Rating
	(Amounts in thousands)		
Florida	\$	301,743	A
Texas		234,404	AA-
California		217,330	AA-
New York		206,272	AA-
Illinois		172,500	A+
Other states		1,645,009	A+
Total	\$	2,777,258	

At December 31, 2023, the municipal securities portfolio was broadly diversified among the states and the largest holdings were in populous states such as Florida and Texas. These holdings were further diversified primarily among cities, counties, schools, public works, hospitals, and state general obligations. The Company seeks to minimize overall credit risk and ensure diversification by limiting exposure to any particular issuer.

Taxable fixed maturity securities represented 47.0% of the Company’s fixed maturity portfolio at December 31, 2023. 8.6% of the Company’s taxable fixed maturity securities were comprised of U.S. government bonds, which were rated AAA at December 31, 2023. 0.2% of the Company’s taxable fixed maturity securities, representing 0.1% of its total fixed maturity portfolio, were rated below investment grade at December 31, 2023. Below investment grade issues are considered “watch list” items by the Company, and their status is evaluated within the context of the Company’s overall portfolio and its investment policy on an aggregate risk management basis, as well as their ability to recover their investment on an individual issue basis.

Equity Price Risk

Equity price risk is the risk that the Company will incur losses due to adverse changes in the equity markets.

At December 31, 2023, the Company’s primary objective for common equity investments was current income. The fair

value of the equity investments consisted of \$597.9 million in common stocks, \$51.6 million in non-redeemable preferred stocks, and \$81.2 million in private equity funds. Common stocks are typically valued for future economic prospects as perceived by the market.

Common stocks represented 11.4% of total investments at fair value at December 31, 2023. Beta is a measure of a security's systematic (non-diversifiable) risk, which is measured as the percentage change in an individual security's return for a 1% change in the return of the market.

Based on hypothetical reductions in the overall value of the stock market, the following table illustrates estimated reductions in the overall value of the Company's common stock portfolio at December 31, 2023 and 2022:

	December 31,			
	2023		2022	
	(Amounts in thousands, except Average Beta)			
Average Beta		0.87		0.84
Hypothetical reduction of 25% in the overall value of the stock market	\$	129,742	\$	116,518
Hypothetical reduction of 50% in the overall value of the stock market	\$	259,483	\$	233,036

Interest Rate Risk

Interest rate risk is the risk that the Company will incur a loss due to adverse changes in interest rates relative to the interest rate characteristics of interest bearing assets and liabilities. The Company faces interest rate risk, as it invests a substantial amount of funds in interest sensitive assets and issues interest sensitive liabilities. Interest rate risk includes risks related to changes in U.S. Treasury yields and other key benchmarks, as well as changes in interest rates resulting from widening credit spreads and credit exposure to collateralized securities.

The fixed maturity portfolio at December 31, 2023, which represented 82.6% of total investments at December 31, 2023, at fair value, is subject to interest rate risk. As market interest rates decrease, the value of the portfolio increases and vice versa. A common measure of the interest sensitivity of fixed maturity assets is modified duration, a calculation that utilizes maturity, coupon rate, yield and call terms to calculate an average age to receive the present value of all the cash flows produced by such assets, including reinvestment of interest. The longer the duration, the more sensitive the asset is to market interest rate fluctuations.

The Company has historically invested in fixed maturity securities with a goal of maximizing after-tax yields and holding assets to the maturity or call date. Since assets with longer maturities tend to produce higher current yields, the Company's historical investment philosophy resulted in a portfolio with a moderate duration. Fixed maturity securities purchased by the Company typically have call options attached, which further reduce the duration of the asset as interest rates decline. The modified duration of the overall fixed maturity securities portfolio reflecting anticipated early calls was 3.0 years at December 31, 2023.

If interest rates were to rise by 100 and 200 basis points, the Company estimates that the fair value of its fixed maturity securities portfolio at December 31, 2023 would decrease by \$134.1 million and \$268.2 million, respectively. Conversely, if interest rates were to decrease, the fair value of the Company's fixed maturity securities portfolio would rise, and it may cause a higher number of the Company's fixed maturity securities to be called away. The proceeds from the called fixed maturity securities would likely be reinvested at lower yields, which would result in lower overall investment income for the Company.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Board of Directors  
Mercury General Corporation:

*Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Mercury General Corporation and subsidiaries (the Company) as of December 31, 2023 and 2022, the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2023, and the related notes and financial statement schedules I, II, and IV (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 13, 2024 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

*Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

*Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

*Loss and loss adjustment expense reserves*

As discussed in Notes 1 and 12 to the consolidated financial statements, the Company estimates loss and loss adjustment expense reserves (loss reserves) to cover incurred losses and loss adjustment expenses. Specifically, loss reserves are established based on the Company's assessment of claims pending and the development of prior years' loss liabilities. As of December 31, 2023, the loss and loss adjustment expense reserves balance was \$2.79 billion, which included catastrophe losses.

We identified the evaluation of loss reserves, excluding catastrophe losses, as a critical audit matter. Subjective auditor judgment was required to assess the Company's selected methods and assumptions, such as paid and incurred loss development factors, used to estimate loss reserves. Specialized actuarial skills and knowledge were needed to evaluate the Company's actuarial methodologies and the estimate of future claims payment and reporting patterns based on observed historical patterns.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's reserving process. This included controls related to the selection of methods and assumptions used in the estimate of loss reserves. We also

involved actuarial professionals with specialized skills and knowledge, who assisted in:

- assessing the Company's methodology for estimating loss reserves by comparing it to generally accepted actuarial methods
- evaluating the Company's estimates for certain lines of business by performing independent analyses of loss reserves using the Company's underlying historical claims data
- evaluating the Company's estimates for the remaining lines of business in comparison to internal experience and related industry trends
- developing a range of reserves based on actuarial methodologies and comparing to the Company's total recorded loss reserves
- evaluating the year-over-year movements of the Company's recorded loss reserves within the developed range of reserves.

/s/ KPMG LLP

We have served as the Company's auditor since 1963.

Los Angeles, California  
February 13, 2024

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Board of Directors

Mercury General Corporation:

*Opinion on Internal Control Over Financial Reporting*

We have audited the Mercury General Corporation and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2023, and the related notes and financial statement schedules I, II, and IV (collectively, the consolidated financial statements), and our report dated February 13, 2024 expressed an unqualified opinion on those consolidated financial statements.

*Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Independent Registered Public Accounting Firm. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

*Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ KPMG LLP

Los Angeles, California

February 13, 2024

**MERCURY GENERAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands)

	December 31,	
	2023	2022
<b>ASSETS</b>		
Investments, at fair value:		
Fixed maturity securities (amortized cost \$ 4,394,983 ; \$ 4,226,790 )	\$ 4,319,336	\$ 4,088,311
Equity securities (cost \$ 654,939 ; \$ 668,843 )	730,693	699,552
Short-term investments (cost \$ 179,375 ; \$ 123,928 )	178,491	122,937
Total investments	5,228,520	4,910,800
Cash	550,903	289,776
Receivables:		
Premiums	607,025	571,910
Allowance for credit losses on premiums receivable	( 5,300 )	( 5,800 )
Premiums receivable, net of allowance for credit losses	601,725	566,110
Accrued investment income	59,128	52,474
Other	25,603	11,358
Total receivables	686,456	629,942
Reinsurance recoverables (net of allowance for credit losses \$ 12 ; \$ 0 )	31,947	25,895
Deferred policy acquisition costs	293,844	266,475
Fixed assets, net	151,183	171,442
Operating lease right-of-use assets	14,406	20,183
Current income taxes	4,081	55,136
Deferred income taxes	33,013	42,903
Goodwill	42,796	42,796
Other intangible assets, net	8,333	9,212
Other assets	57,915	49,628
Total assets	\$ 7,103,397	\$ 6,514,188
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Loss and loss adjustment expense reserves	\$ 2,785,702	\$ 2,584,910
Unearned premiums	1,735,660	1,545,639
Notes payable	573,729	398,330
Accounts payable and accrued expenses	175,219	151,686
Operating lease liabilities	14,231	21,924
Other liabilities	270,711	289,568
Total liabilities	5,555,252	4,992,057
Commitments and contingencies		
Shareholders' equity:		
Common stock without par value or stated value:		
Authorized 70,000 shares; issued and outstanding 55,371 ; 55,371	98,947	98,947
Retained earnings	1,449,198	1,423,184
Total shareholders' equity	1,548,145	1,522,131
Total liabilities and shareholders' equity	\$ 7,103,397	\$ 6,514,188

See accompanying Notes to Consolidated Financial Statements.

**MERCURY GENERAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)

	Year Ended December 31,		
	2023	2022	2021
<b>Revenues:</b>			
Net premiums earned	\$ 4,274,378	\$ 3,952,482	\$ 3,741,948
Net investment income	234,630	168,356	129,727
Net realized investment gains (losses)	101,014	( 488,080 )	111,658
Other	19,609	10,308	10,024
Total revenues	4,629,631	3,643,066	3,993,357
<b>Expenses:</b>			
Losses and loss adjustment expenses	3,517,853	3,362,219	2,760,155
Policy acquisition costs	708,525	654,612	633,385
Other operating expenses	279,656	279,718	283,397
Interest	24,169	17,232	17,113
Total expenses	4,530,203	4,313,781	3,694,050
Income (loss) before income taxes	99,428	( 670,715 )	299,307
Income tax expense (benefit)	3,092	( 158,043 )	51,370
Net income (loss)	\$ 96,336	\$ ( 512,672 )	\$ 247,937
<b>Net income (loss) per share:</b>			
Basic	\$ 1.74	\$ ( 9.26 )	\$ 4.48
Diluted	\$ 1.74	\$ ( 9.26 )	\$ 4.48

See accompanying Notes to Consolidated Financial Statements.

**MERCURY GENERAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(in thousands)

	Year Ended December 31,		
	2023	2022	2021
Common stock, beginning of year	\$ 98,947	\$ 98,943	\$ 98,970
Proceeds of stock options exercised	—	—	215
Share-based compensation expense	—	15	141
Withholding tax on stock options exercised	—	( 11 )	( 383 )
Common stock, end of year	98,947	98,947	98,943
Retained earnings, beginning of year	1,423,184	2,041,338	1,933,627
Net income (loss)	96,336	( 512,672 )	247,937
Dividends paid to shareholders	( 70,322 )	( 105,482 )	( 140,226 )
Retained earnings, end of year	1,449,198	1,423,184	2,041,338
Total shareholders' equity, end of year	<u>\$ 1,548,145</u>	<u>\$ 1,522,131</u>	<u>\$ 2,140,281</u>

See accompanying Notes to Consolidated Financial Statements.

**MERCURY GENERAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Year Ended December 31,		
	2023	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income (loss)	\$ 96,336	\$ ( 512,672 )	\$ 247,937
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	72,240	82,390	79,056
Net realized investment (gains) losses	( 101,014 )	488,080	( 111,658 )
Net (gains) losses on sales of fixed assets	( 5,879 )	86	( 17 )
Loss on property held for sale	—	841	—
(Increase) decrease in premiums receivable	( 35,615 )	49,630	( 26,670 )
(Increase) decrease in reinsurance recoverables	( 6,052 )	19,105	3,488
Changes in current and deferred income taxes	60,945	( 131,500 )	( 18,097 )
Increase in deferred policy acquisition costs	( 27,369 )	( 8,216 )	( 11,265 )
Increase in loss and loss adjustment expense reserves	200,792	358,480	235,126
Increase in unearned premiums	190,021	25,840	113,926
Increase (decrease) in accounts payable and accrued expenses	23,162	( 15,844 )	( 26,724 )
Other, net	( 14,579 )	( 3,631 )	16,482
Net cash provided by operating activities	452,988	352,589	501,584
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Fixed maturity securities available for sale in nature:			
Purchases	( 784,752 )	( 1,794,817 )	( 1,460,641 )
Sales	276,805	856,291	336,201
Calls or maturities	294,309	480,023	518,557
Equity securities available for sale in nature:			
Purchases	( 1,356,493 )	( 1,042,913 )	( 958,008 )
Sales	1,356,132	1,154,523	943,857
Changes in securities payable and receivable	( 36,435 )	22,124	8,327
(Increase) decrease in short-term investments	( 48,446 )	38,141	270,383
Purchases of fixed assets	( 36,810 )	( 35,508 )	( 41,442 )
Sales of fixed assets	29,876	3	27
Other, net	10,377	5,749	9,069
Net cash used in investing activities	( 295,437 )	( 316,384 )	( 373,670 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Dividends paid to shareholders	( 70,322 )	( 105,482 )	( 140,226 )
Proceeds from stock options exercised	—	—	215
Payments on finance lease obligations	( 1,102 )	( 1,504 )	( 825 )
Proceeds from bank loan	175,000	25,000	—
Net cash provided by (used in) financing activities	103,576	( 81,986 )	( 140,836 )
Net increase (decrease) in cash	261,127	( 45,781 )	( 12,922 )
Cash:			
Beginning of year	289,776	335,557	348,479
End of year	\$ 550,903	\$ 289,776	\$ 335,557
<b>SUPPLEMENTAL CASH FLOW DISCLOSURE</b>			
Interest paid	\$ 23,000	\$ 16,665	\$ 16,616
Income taxes (refunded) paid, net	\$ ( 57,853 )	\$ ( 26,542 )	\$ 69,467

See accompanying Notes to Consolidated Financial Statements.

**MERCURY GENERAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Summary of Significant Accounting Policies**

**General**

Mercury General Corporation ("Mercury General") and its subsidiaries (referred to herein collectively as the "Company") are primarily engaged in writing personal automobile insurance through 12 Insurance Companies in 11 states, principally California. The Company also writes homeowners, commercial automobile, commercial property, mechanical protection, fire, and umbrella insurance. The private passenger automobile line of insurance business was more than 62 % of the Company's direct premiums written in 2023, 2022, and 2021, and approximately 82 %, 82 %, and 87 % of the private passenger automobile premiums were written in California in 2023, 2022, and 2021, respectively. Premiums written represents the premiums charged on policies issued during a fiscal period, which is a statutory measure designed to determine production levels.

**Consolidation and Basis of Presentation**

The consolidated financial statements include the accounts of Mercury General Corporation and its subsidiaries:

Insurance Companies

Mercury Casualty Company ("MCC")	American Mercury Insurance Company
Mercury Insurance Company ("MIC")	American Mercury Lloyds Insurance Company <sup>(1)</sup>
California Automobile Insurance Company ("CAIC")	Mercury County Mutual Insurance Company <sup>(2)</sup>
California General Underwriters Insurance Company, Inc.	Mercury Indemnity Company of America
Mercury Insurance Company of Illinois	Orion Indemnity Company
Mercury Insurance Company of Georgia	Mercury Indemnity Company of Georgia

Non-Insurance Companies

Mercury Select Management Company, Inc.	AIS Management LLC
Mercury Insurance Services LLC	Auto Insurance Specialists LLC
Animas Funding LLC ("AFL") <sup>(3)</sup>	PoliSeek AIS Insurance Solutions, Inc.
Fannette Funding LLC ("FFL") <sup>(3)</sup>	Mercury Plus Insurance Services LLC
Mercury Information Technology Services LLC <sup>(4)</sup>	Mercury (Shanghai) Information Technology Services Co., Ltd. ("Mercury Shanghai") <sup>(5)</sup>

<sup>(1)</sup> American Mercury Lloyds Insurance Company is not owned but is controlled by the Company through its attorney-in-fact, Mercury Select Management Company, Inc.

<sup>(2)</sup> Mercury County Mutual Insurance Company is not owned but is controlled by the Company through a management contract.

<sup>(3)</sup> Special purpose investment vehicle.

<sup>(4)</sup> Parent company of Mercury Shanghai.

<sup>(5)</sup> Mercury Shanghai provides software development and related technical services to the Company's subsidiaries.

The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP"), which differ in some respects from those filed in reports to insurance regulatory authorities. All intercompany transactions and balances have been eliminated.

Certain prior period amounts have been reclassified to conform with the current period presentation.

The Company did not have other comprehensive income (loss) in 2023, 2022 and 2021.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date

of the financial statements, and the reported amounts of revenue and expenses during the reporting period. These estimates require the Company to apply complex assumptions and judgments, and often the Company must make estimates about effects of matters that are inherently uncertain and will likely change in subsequent periods. The most significant assumptions in the preparation of these consolidated financial statements relate to reserves for losses and loss adjustment expenses. Actual results could differ from those estimates.

#### ***Investments and Other Financial Instruments***

Financial instruments recorded in the consolidated balance sheets include investments, note receivable, other receivables, accounts payable, options sold, and notes payable. The Company's investments include securities issued by the U.S. government and its agencies, securities issued by states and municipal governments and agencies, certain corporate and other debt securities, equity securities, and exchange traded funds.

The Company applies the fair value option to all fixed maturity and equity securities and short-term investments at the time an eligible item is first recognized. The primary reasons for electing the fair value option were simplification and cost benefit considerations as well as the expansion of the use of fair value measurement by the Company consistent with the long-term measurement objectives of the Financial Accounting Standards Board (the "FASB") for accounting for financial instruments. Gains and losses due to changes in fair value for items measured at fair value pursuant to application of the fair value option are included in net realized investment gains in the Company's consolidated statements of operations, while interest and dividend income on investment holdings are recognized on an accrual basis on each measurement date and are included in net investment income in the Company's consolidated statements of operations. The Company's fixed maturity and equity securities are classified as "trading" and carried at fair value as required when applying the fair value option. The majority of equity holdings, including non-redeemable preferred stocks, are actively traded on national exchanges or trading markets, and are valued at the last transaction price on the balance sheet date.

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Due to their short-term maturity, the carrying values of other receivables and accounts payable approximate their fair values. 98.4 % of the fair value of its investments at December 31, 2023 is based on observable market prices, observable pricing parameters, or is derived from such prices or parameters. The availability of observable market prices and pricing parameters can vary by financial instrument. Observable market prices and pricing parameters of a financial instrument, or a related financial instrument, are used to derive a price without requiring significant judgment.

The Company may hold or acquire financial instruments that lack observable market prices or pricing parameters because they are less actively traded currently or in future periods. The fair value of such instruments is determined using techniques appropriate for each particular financial instrument. These techniques may involve some degree of judgment. The price transparency of the particular financial instrument will determine the degree of judgment involved in determining the fair value of the Company's financial instruments. Price transparency is affected by a wide variety of factors, including the type of financial instrument, whether it is a new financial instrument and not yet established in the marketplace, and the characteristics particular to the transaction. Financial instruments for which actively quoted prices or pricing parameters are available or for which fair value is derived from actively quoted prices or pricing parameters will generally have a higher degree of price transparency. By contrast, financial instruments that are thinly traded or not quoted will generally have diminished price transparency. Even in normally active markets, the price transparency for actively quoted financial instruments may be reduced during periods of market dislocation. Alternatively, in thinly quoted markets, the participation of market makers willing to purchase and sell a financial instrument provides a source of transparency for products that otherwise are not actively quoted. For a further discussion, see Note 4, Fair Value Measurements.

Fixed maturity securities include debt securities, which may have fixed or variable principal payment schedules, may be held for indefinite periods of time, and may be used as a part of the Company's asset/liability strategy or sold in response to changes in interest rates, anticipated prepayments, risk/reward characteristics, liquidity needs, tax planning considerations, or other economic factors. Premiums and discounts on fixed maturities are amortized using first call date and are adjusted for anticipated prepayments. Premiums and discounts on mortgage-backed securities are adjusted for anticipated prepayment using the retrospective method, with the exception of some beneficial interests in securitized financial assets, which are accounted for using the prospective method.

Equity securities consist of non-redeemable preferred stocks, common stocks on which dividend income is partially tax-sheltered by the 50 % corporate dividend received deduction, and private equity funds.

Short-term investments include money market accounts, options, and short-term bonds that are highly rated short duration securities and redeemable within one year.

In the normal course of investing activities, the Company either forms or enters into relationships with variable interest entities ("VIEs"). A VIE is an entity that either has investors that lack certain essential characteristics of a controlling financial interest, such as simple majority kick-out rights, or lacks sufficient funds to finance its own activities without financial support provided by other entities. The Company performs ongoing qualitative assessments of the VIEs to determine whether the Company has a controlling financial interest in the VIE and therefore is the primary beneficiary. The Company is deemed to have a controlling financial interest when it has both the ability to direct the activities that most significantly impact the economic performance of the VIE and the obligation to absorb losses or right to receive benefits from the VIE that could potentially be significant to the VIE. Based on the Company's assessment, if it determines it is the primary beneficiary, the Company consolidates the VIE in its consolidated financial statements.

From time to time, the Company forms special purpose investment vehicles to facilitate its investment activities involving derivative instruments such as total return swaps, or limited partnerships such as private equity funds. These special purpose investment vehicles are consolidated VIEs as the Company has determined it is the primary beneficiary of such VIEs. Creditors have no recourse against the Company in the event of default by these VIEs. The Company had no implied or unfunded commitments to these VIEs at December 31, 2023 and 2022. The Company's financial or other support provided to these VIEs and its loss exposure are limited to its collateral and original investment.

The Company invests, directly or indirectly through its consolidated VIEs, in limited partnerships or limited liability companies such as private equity funds. These investments are non-consolidated VIEs as the Company has determined it is not the primary beneficiary of such VIEs. The Company's maximum exposure to loss with respect to these VIEs is limited to the total carrying value that is included in equity securities in the Company's consolidated balance sheets. At December 31, 2023 and 2022, the Company had approximately \$ 8 million and \$ 9 million, respectively, in unfunded commitments to these VIEs.

#### **Securities on Deposit**

As required by statute, the Company's insurance subsidiaries have securities deposited with the departments of insurance or similar governmental agencies in the states in which they are licensed to operate ("DOI") with fair values totaling approximately \$ 15 million and \$ 14 million at December 31, 2023 and 2022, respectively.

#### **Deferred Policy Acquisition Costs**

Deferred policy acquisition costs consist of commissions paid to outside agents, premium taxes, salaries, and certain other underwriting costs that are incremental or directly related to the successful acquisition of new and renewal insurance contracts and are amortized over the life of the related policy in proportion to premiums earned. Deferred policy acquisition costs are limited to the amount that will remain after deducting from unearned premiums and anticipated investment income, the estimated losses and loss adjustment expenses, and the servicing costs that will be incurred as premiums are earned. The Company's deferred policy acquisition costs are further limited by excluding those costs not directly related to the successful acquisition of insurance contracts. The Company does not defer advertising expenditures but expenses them as incurred.

The table below presents a summary of deferred policy acquisition cost amortization and net advertising expense:

	Year Ended December 31,			
	2023		2022	
	2021			
	(Amounts in millions)			
Deferred policy acquisition cost amortization	\$	708.5	\$	654.6
Net advertising expense		8.9		11.8
				50.1

#### **Fixed Assets**

Fixed assets are stated at historical cost less accumulated depreciation and amortization. A fixed asset classified as held for sale is measured at the lower of its carrying amount or fair value less cost to sell, and is presented separately from other fixed assets. The useful life for buildings is 40 years. Furniture, equipment, and purchased software are depreciated on a combination of straight-line and accelerated methods over 3 to 7 years. The Company has capitalized certain consulting costs, payroll, and payroll-related costs for employees related to computer software developed for internal use, which are amortized on a straight-line method over the estimated useful life of the software, generally not exceeding 7 years. In accordance with

applicable accounting standards, capitalization ceases no later than the point at which a computer software project is substantially complete and ready for its intended use. Leasehold improvements are amortized over the shorter of the useful life of the assets or the life of the associated lease.

The Company periodically assesses long-lived assets or asset groups including building and equipment, for recoverability when events or changes in circumstances indicate that their carrying amounts may not be recoverable. If the Company identifies an indicator of impairment, the Company assesses recoverability by comparing the carrying amount of the asset to the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset. An impairment loss is recognized when the carrying amount is not recoverable and is measured as the excess of carrying value over fair value. There were no impairment charges during 2023, 2022, and 2021.

#### ***Goodwill and Other Intangible Assets***

Goodwill and other intangible assets arise as a result of business acquisitions and consist of the excess of the cost of the acquisitions over the tangible and intangible assets acquired and liabilities assumed and identifiable intangible assets acquired. Identifiable intangible assets consist of the value of customer relationships, trade names, software and technology, and favorable leases, which are all subject to amortization, and an insurance license which is not subject to amortization.

The Company evaluates goodwill and other intangible assets for impairment annually or whenever events or changes in circumstances indicate that it is more likely than not that the carrying amount of goodwill and other intangible assets may exceed their implied fair values. The Company qualitatively determines whether, more likely than not, the fair value exceeds the carrying amount of a reporting unit. There are numerous assumptions and estimates underlying the qualitative assessments including future earnings, long-term strategies, and the Company's annual planning and forecasting process. If these planned initiatives do not accomplish the targeted objectives, the assumptions and estimates underlying the qualitative assessments could be adversely affected and have a material effect upon the Company's financial condition and results of operations. In addition, the Company evaluates other intangible assets using methods similar to those used for goodwill described above. As of December 31, 2023 and 2022, goodwill and other intangible impairment assessments indicated that there was no impairment.

#### ***Premium Revenue Recognition***

Premium revenue is recognized on a pro-rata basis over the terms of the policies in proportion to the amount of insurance protection provided. Premium revenue includes installment and other fees for services which are recognized in the periods in which the services are rendered. Unearned premiums represent the portion of the written premium related to the unexpired policy term. Unearned premiums are predominantly computed monthly on a pro-rata basis and are stated gross of reinsurance deductions, with the reinsurance deduction recorded in other assets. The Company evaluates its unearned premiums periodically for premium deficiencies by comparing the sum of expected claim costs, unamortized acquisition costs and maintenance costs, partially offset by investment income, to related unearned premiums. To the extent that any of the Company's lines of insurance business become unprofitable, a premium deficiency reserve may be required. Net premiums written, a statutory measure designed to determine production levels, was \$ 4.46 billion, \$ 3.98 billion, and \$ 3.86 billion in 2023, 2022, and 2021, respectively.

#### ***Losses and Loss Adjustment Expenses***

Unpaid losses and loss adjustment expenses are determined in amounts estimated to cover incurred losses and loss adjustment expenses and established based upon the Company's assessment of claims pending and the development of prior years' loss liabilities. These amounts include liabilities based upon individual case estimates for reported losses and loss adjustment expenses and estimates of such amounts that are incurred but not reported. Changes in the estimated liability are charged or credited to operations as the losses and loss adjustment expenses are re-estimated. The liability is stated net of anticipated salvage and subrogation recoveries, and gross of reinsurance recoverables on unpaid losses.

Estimating loss reserves is a difficult process as many factors can ultimately affect the final settlement of a claim and, therefore, the loss reserve that is required. A key assumption in estimating loss reserves is the degree to which the historical data used to analyze reserves will be predictive of ultimate claim costs on incurred claims. Changes in the regulatory and legal environments, results of litigation, medical costs, the cost of repair materials, and labor rates, among other factors, can impact this assumption. In addition, time can be a critical part of reserving determinations since the longer the span between the incidence of a loss and the payment or settlement of a claim, the more variable the ultimate settlement amount could be. Accordingly, short-tail claims, such as property damage claims, tend to be more reasonably predictable than long-tail liability claims, such as those involving the Company's bodily injury ("BI") coverages. Management believes that the liability for losses and loss adjustment expenses is adequate to cover the ultimate net cost of losses and loss adjustment expenses

incurred to date. However, since the provisions for loss reserves are necessarily based upon estimates, the ultimate liability may be more or less than such provisions.

The Company analyzes loss reserves quarterly primarily using the incurred loss, paid loss, average severity coupled with the claim count development methods, and the generalized linear model ("GLM") described below. When deciding among methods to use, the Company evaluates the credibility of each method based on the maturity of the data available and the claims settlement practices for each particular line of insurance business or coverage within a line of insurance business. The Company may also evaluate qualitative factors such as known changes in laws or legal ruling that could affect claims handling or other external environmental factors or internal factors that could affect the settlement of claims. When establishing the loss reserve, the Company will generally analyze the results from all of the methods used rather than relying on a single method. While these methods are designed to determine the ultimate losses on claims under the Company's policies, there is inherent uncertainty in all actuarial models since they use historical data to project outcomes. The Company believes that the techniques it uses provide a reasonable basis in estimating loss reserves.

- The *incurred loss method* analyzes historical incurred case loss (case reserves plus paid losses) development to estimate ultimate losses. The Company applies development factors against current case incurred losses by accident period to calculate ultimate expected losses. The Company believes that the *incurred loss method* provides a reasonable basis for evaluating ultimate losses, particularly in the Company's larger, more established lines of insurance business which have a long operating history.
- The *paid loss method* analyzes historical payment patterns to estimate the amount of losses yet to be paid.
- The *average severity method* analyzes historical loss payments and/or incurred losses divided by closed claims and/or total claims to calculate an estimated average cost per claim. From this, the expected ultimate average cost per claim can be estimated. The *average severity method* coupled with the *claim count development method* provides meaningful information regarding inflation and frequency trends that the Company believes is useful in establishing loss reserves. The *claim count development method* analyzes historical claim count development to estimate future incurred claim count development for current claims. The Company applies these development factors against current claim counts by accident period to calculate ultimate expected claim counts.
- The GLM determines an average severity for each percentile of claims that have been closed as a percentage of estimated ultimate claims. The average severities are applied to open claims to estimate the amount of losses yet to be paid. The GLM utilizes operational time, determined as a percentile of claims closed rather than a finite calendar period, which neutralizes the effect of changes in the timing of claims handling.

The Company analyzes catastrophe losses separately from non-catastrophe losses. For catastrophe losses, the Company generally determines claim counts based on claims reported and development expectations from previous catastrophes and applies an average expected loss per claim based on loss reserves established by adjusters and average losses on previous similar catastrophes. For catastrophe losses on individual properties that are expected to be total losses, the Company typically establishes reserves at the policy limits.

#### **Derivative Financial Instruments**

The Company accounts for all derivative instruments, other than those that meet the normal purchases and sales exception, as either an asset or liability, measured at fair value, which is based on information obtained from independent parties. In addition, changes in fair value are recognized in earnings unless specific hedge accounting criteria are met. See Note 9. Derivative Financial Instruments.

#### **Earnings (Loss) Per Share**

Basic earnings (loss) per share excludes dilution and reflects net income (loss) divided by the weighted average shares of common stock outstanding during the periods presented. Diluted earnings (loss) per share is based on the weighted average shares of common stock and potential dilutive securities outstanding during the periods presented. At December 31, 2023, potentially dilutive securities consisted of outstanding stock options. See Note 17. Earnings (Loss) Per Share, for the required disclosures relating to the calculation of basic and diluted earnings (loss) per share.

#### **Income Taxes**

Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial reporting basis and the respective tax basis of the Company's assets and liabilities, and expected benefits of utilizing net operating loss, capital loss, and tax-credit carryforwards. The Company assesses the likelihood that its deferred

tax assets will be realized and, to the extent management does not believe these assets are more likely than not to be realized, a valuation allowance is established. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or laws is recognized in earnings in the period that includes the enactment date.

The Company's deferred income taxes usually include a combination of ordinary and capital deferred tax benefits and expenses. At December 31, 2023, the Company's deferred income taxes were in a net asset position mainly due to deferred tax assets generated by unearned premiums and loss reserve discounting. These deferred tax assets were substantially offset by deferred tax liabilities resulting from deferred policy acquisition costs. In assessing the Company's ability to realize deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized, and to the extent management does not believe these assets are more likely than not to be realized, a valuation allowance is established. The ultimate realization of deferred tax assets is dependent upon generating sufficient taxable income of the appropriate character within the carryback and carryforward periods available under the tax law. Management considers the reversal of deferred tax liabilities, projected future taxable income of an appropriate nature, and tax-planning strategies in making this assessment.

Management's recoverability assessment of the Company's deferred tax assets which are ordinary in character takes into consideration the Company's strong history of generating ordinary taxable income and a reasonable expectation that it will continue to generate ordinary taxable income in the future. The Company also has various deferred tax liabilities that represent sources of future ordinary taxable income. Management's recoverability assessment with regard to its capital deferred tax assets is based on estimates of anticipated capital gains, tax-planning strategies available to generate future taxable capital gains, and the Company's capacity to absorb capital losses carried back to prior years, each of which would contribute to the realization of deferred tax benefits. The Company has significant unrealized gains in its investment portfolio that could be realized through asset dispositions, at management's discretion. In addition, the Company expects to hold certain debt securities, which are currently in loss positions, to recovery or maturity. Management believes unrealized losses related to these debt securities, which represent a portion of the unrealized loss positions at December 31, 2023, are fully realizable at maturity. Management believes its long-term time horizon for holding these securities allows it to avoid any forced sales prior to maturity. Further, the Company has the capability to generate additional realized capital gains by entering into sale-leaseback transactions using one or more of its appreciated real estate holdings. The realized gains on the real estate holdings could be used to realize both ordinary and capital deferred tax assets. The Company also has the capacity to recoup capital deferred tax assets through tax capital loss carryback claims for taxes paid within permitted carryback periods.

The Company has the capability to implement tax planning strategies and it has a steady history of generating positive cash flows from operations and believes that its liquidity needs can be met in future periods without the forced sale of its investments. This capability assists management in controlling the timing and amount of realized losses generated during future periods. By prudent utilization of some or all of these strategies, management has the intent and believes that it has the ability to generate capital gains and minimize tax losses in a manner sufficient to avoid losing the benefits of its deferred tax assets. Management will continue to assess the need for a valuation allowance on a quarterly basis. Although realization is not assured, management believes it is more likely than not that the Company's deferred tax assets will be realized.

#### ***Contingent Liabilities***

The Company has known, and may have unknown, potential liabilities which include claims, assessments, lawsuits, or regulatory fines and penalties relating to the Company's business. The Company continually evaluates these potential liabilities and accrues for them and/or discloses them in the notes to the consolidated financial statements where required. In addition, the Company accrues for anticipated legal defense costs associated with lawsuits, claims or regulatory actions. The Company does not believe that the ultimate resolution of currently pending legal or regulatory proceedings, either individually or in the aggregate, will have a material adverse effect on its financial condition or cash flows. See Note 18. Commitments and Contingencies, for the required disclosures relating to contingent liabilities.

#### ***Reinsurance***

Liabilities for unearned premiums and unpaid losses are stated in the accompanying consolidated financial statements before deductions for ceded reinsurance. Unpaid losses and unearned premiums that are ceded to reinsurers are carried in reinsurance recoverables and other assets, respectively, in the Company's consolidated balance sheets. Reinsurance recoverables on unpaid losses are estimated based upon assumptions consistent with those used in establishing the liabilities related to the underlying contracts. Most of the Company's reinsurance premiums are recognized ratably over the contract period to the extent coverage remains available. Net premiums earned and losses and loss adjustment expenses are stated net of deductions for ceded reinsurance.

The Company is the assuming reinsurer under a Catastrophe Portfolio Participation Reinsurance Contract ("Contract") effective through December 31, 2025. The Company reimburses up to \$ 30 million in losses for a proportional share of a portfolio of catastrophe losses under the Contract, to the extent the actual loss ratio exceeds the threshold loss ratio of 73.5 %.

The Company is party to a Catastrophe Reinsurance Treaty ("Treaty") covering a wide range of perils that is effective through June 30, 2024. The Treaty provides \$ 1,111 million of coverage on a per occurrence basis after covered catastrophe losses exceed the \$ 100 million Company retention limit. The Treaty specifically excludes coverage for any Florida business and for California earthquake losses on fixed property policies, such as homeowners, but does cover losses from fires following an earthquake. The Treaty provides for one full reinstatement of coverage limits with a minor exception at certain upper layers of coverage, and includes some additional minor territorial and coverage restrictions.

The effect of reinsurance on property and casualty premiums written and earned was as follows:

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
<b>Premiums Written</b>			
Direct	\$ 4,531,942	\$ 4,018,057	\$ 3,877,4
Ceded	( 109,644 )	( 81,256 )	( 65,5
Assumed	15,353	10,743	13,3
Net	\$ 4,437,651	\$ 3,947,544	\$ 3,825,2
<b>Premiums Earned</b>			
Direct	\$ 4,339,333	\$ 3,993,771	\$ 3,764,6
Ceded	( 109,445 )	( 80,950 )	( 65,0
Assumed	15,481	10,821	13,3
Net	\$ 4,245,369	\$ 3,923,642	\$ 3,712,9

The Company recognized ceded premiums earned of approximately \$ 109 million, \$ 81 million, and \$ 65 million in 2023, 2022, and 2021, respectively, which are included in net premiums earned in its consolidated statements of operations, and ceded losses and loss adjustment expenses of approximately \$ 10 million, \$( 13 ) million, and \$( 10 ) million in 2023, 2022, and 2021, respectively, which are included in losses and loss adjustment expenses in its consolidated statements of operations. The negative ceded losses and loss adjustment expenses in each of 2022 and 2021 was primarily the result of favorable development on prior years' catastrophe losses that had previously been ceded to the Company's reinsurers.

The Insurance Companies, as primary insurers, are required to pay losses to the extent reinsurers are unable to discharge their obligations under the reinsurance agreements.

#### Share-Based Compensation

Share-based compensation expenses for all stock options granted or modified are based on their estimated grant-date fair values. The Company recognizes these compensation costs on a straight-line basis over the requisite service period of the award, which is the option vesting term of four years. The Company estimates forfeitures expected to occur in determining the amount of compensation cost to be recognized in each period. The fair value of stock option awards is estimated using the Black-Scholes option pricing model with the grant-date assumptions and weighted-average fair values. See Note 16. Share-Based Compensation for additional disclosures.

#### Revenue from Contracts with Customers

The Company's revenue from contracts with customers that are in scope of Topic 606 represents the commission income that the Company's 100% owned insurance agencies, Auto Insurance Specialists LLC ("AIS") and PoliSeek AIS Insurance Solutions, Inc. ("Poliseek"), earned from third-party insurers. The Company's commission income from third-party insurers was approximately \$ 20.8 million, \$ 18.2 million and \$ 20.2 million, with related expenses of approximately \$ 11.4 million, \$ 11.0 million and \$ 12.8 million, for the years ended December 31, 2023, 2022 and 2021, respectively. Due to the immateriality of the Company's commission income and its related expenses to the overall consolidated financial statements, the commission income, net of related expenses, is included in other revenues in the Company's consolidated statements of operations, and in other income of the Property and Casualty business segment in the Company's segment reporting in accordance with Topic 280.

Segment Reporting (see Note 19. Segment Information).

AIS and PoliSeek are primarily engaged in the marketing and sales of insurance policies in private passenger automobile, commercial automobile and homeowners lines of business. Their revenues primarily consist of commission income received from property and casualty insurers. The primary performance obligation of AIS and PoliSeek in return for the commission income from the insurers is to complete the sale of the policy and deliver the control of the policy to the insurer prior to the policy effective date. The total revenue from the sale of a policy is recognized when the sale is complete and the policy is effective as all the material aspects of the performance obligation are satisfied and the insurer is deemed to obtain control of the insurance policy at that time. The commission income is constrained such that the revenue is recognized only to the extent that the commission income received is not likely to be returned to the insurers due to policy cancellations. Any commission income not received when the sale is complete is recognized as commission income receivable, which is included in other receivables in the Company's consolidated balance sheets. Commission income receivable at December 31, 2023 and 2022 was approximately \$ 1.6 million and \$ 1.3 million, respectively.

A refund liability is recorded for the expected amount of the commission income that has to be returned to the insurers based on estimated policy cancellations. The refund liability is computed for the entire portfolio of contracts as a practical expedient, using the expected value method based on all relevant information, including historical data. The refund liability at December 31, 2023 and 2022 was approximately \$ 1.0 million and \$ 0.8 million, respectively, which was included in other liabilities in the Company's consolidated balance sheets.

As of December 31, 2023 and 2022, the Company had no contract assets and contract liabilities, and no remaining performance obligations associated with unrecognized revenues.

#### **Capitalized Implementation Costs for Cloud Computing Arrangements**

The majority of the Company's cloud computing arrangements relate to service contracts with third parties that host the Company's data and computing infrastructure that are used in providing services to and supporting transactions with its existing or potential policyholders and insurance agents. The balance of capitalized implementation costs for cloud computing arrangements, net of accumulated amortization, was \$ 0.2 million and \$ 1.1 million at December 31, 2023 and 2022, respectively, which is included in other assets in the Company's consolidated balance sheets. The accumulated amortization was \$ 5.5 million and \$ 4.7 million at December 31, 2023 and 2022, respectively. The total amortization expense related to such capitalized implementation costs was \$ 0.9 million, \$ 2.8 million, \$ 3.9 million for the years ended December 31, 2023, 2022, and 2021, respectively, which is included in other operating expenses in the Company's consolidated statements of operations.

#### **Allowance for Credit Losses**

*Financial Instruments - Credit Losses (Topic 326)* uses the "expected loss" methodology for recognizing credit losses for financial assets that are not accounted for at fair value through net income. The Company's investment portfolio, excluding accrued investment income, was not affected by Topic 326 as it applies the fair value option to all of its investments. The estimated allowance amounts for credit losses at December 31, 2023 and December 31, 2022 primarily related to premiums receivable.

#### **Premiums Receivable**

The majority of the Company's premiums receivable are short-term in nature and are due within a year, consistent with the policy term of its insurance policies sold. Generally, premiums are collected prior to providing risk coverage, minimizing the Company's exposure to credit risk. The Company monitors the credit risk associated with premiums receivable, taking into consideration the fact that credit risk is reduced by the Company's right to offset unearned premiums against premiums receivable. The Company has established an allowance for uncollectible premiums receivable related to credit risk, and the estimated allowance is reviewed quarterly and adjusted as appropriate based on evaluations of balances due from insureds, management's experience, historical data, current economic conditions, and reasonable and supportable forecasts of future economic conditions that affect the collectibility of the reported amounts. In estimating an allowance for uncollectible premiums receivable, the Company assesses customer balances and write-offs by state, line of business, and the year the premiums were written. The estimated allowance is based on historical write-off percentages adjusted for the effects of current trends and reasonable and supportable forecasts, as well as expected recoveries of amounts written off.

Evaluating the current trends or economic conditions that impact the Company's ability to collect premiums receivable and projecting those into the remaining life of premiums receivable in order to develop a reasonable and supportable forecast of the ultimate collectibility involve significant judgment and assumptions about future economic conditions. The Company

monitors the overall credit risk of premiums receivable by regularly reviewing macroeconomic indicators such as trends in unemployment, inflation and interest rates, regulatory developments such as restrictions on cancellation of policies for nonpayment of premiums, and insurance policy specific indicators such as trends in policy cancellations.

The following table presents a summary of changes in allowance for credit losses on premiums receivable:

	Year Ended December 31,		
	2023	2022	2021
Beginning balance	\$ 5,800	\$ 6,000	\$ 10,000
Provision during the period for expected credit losses	2,819	4,213	( 893 )
Write-off amounts during the period	( 3,879 )	( 5,027 )	( 3,693 )
Recoveries during the period of amounts previously written off	560	614	586
Ending balance	\$ 5,300	\$ 5,800	\$ 6,000

#### Reinsurance Recoverables

Reinsurance recoverables are balances due to the Company from its reinsurers for paid and unpaid losses and loss adjustment expenses. A credit exposure exists with respect to these balances to the extent that any reinsurer is unable to meet its obligations. The Company has established an allowance for uncollectible reinsurance recoverables related to credit risk, and changes in the allowance are presented as a component of losses and loss adjustment expenses in the Company's consolidated statements of operations. The Company reviews the allowance quarterly and adjusts it as necessary to reflect changes in estimates of uncollectible balances. The Company evaluates the financial condition of its reinsurers and monitors concentration risk to minimize its exposure to significant losses from individual reinsurers. The Company attempts to mitigate its credit risk related to reinsurance by entering into reinsurance arrangements with reinsurers that have high credit ratings and by obtaining collateral as necessary. The primary method of obtaining collateral is through letters of credit. Generally, the Company uses a default analysis to estimate uncollectible reinsurance recoverables. The primary components of the default analysis are reinsurance recoverable balances by reinsurer, net of collateral and any liabilities held by the Company subject to a right of offset, and future default factors used to estimate the probability that the reinsurer may be unable to meet its future obligations in full. The determination of the future default factor is based on a historical default factor published by a major rating agency applicable to the particular financial strength rating class.

The following table presents a summary of changes in allowance for credit losses on reinsurance recoverables:

	Year Ended December 31,		
	2023	2022	2021
Beginning balance	\$ —	\$ —	\$ 91
Provision during the period for expected credit losses	12	—	( 91 )
Write-off amounts during the period	—	—	—
Recoveries during the period of amounts previously written off	—	—	—
Ending balance	\$ 12	\$ —	\$ —

#### Accrued Interest Receivables

The Company made certain accounting policy elections for its accrued interest receivables on the adoption date of Topic 326 as allowed: a) an election to present accrued interest receivable balances separately from the associated financial assets on the balance sheet, and b) an election not to measure an allowance for credit losses on accrued interest receivable amounts and instead write off uncollectible accrued interest amounts in a timely manner by reversing interest income.

As a general policy, the Company writes off the accrued interest receivable balance when it receives a default notice or when the scheduled interest payment is not received, unless management determines that the default is temporary considering all of the relevant information. The Company believes that for the majority of its investment securities, writing off the uncollectible interest receivable balance within a year from the due date is considered timely. In all cases, the Company writes

off the accrued interest receivable immediately if management determines that it is not reasonably expected that the payment will be received. The Company's accrued interest receivable balances are included in accrued investment income receivables in its consolidated balance sheets. There were no accrued interest receivable amounts considered uncollectible or written off for the years ended December 31, 2023, 2022 and 2021.

Recently Issued Accounting Standards

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. ASU 2023-09 will be effective for the Company in the annual period beginning January 1, 2025, though early adoption is permitted. The Company is evaluating the presentational effect that ASU 2023-09 will have on its consolidated financial statements and expects presentation changes to its note on income taxes.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in ASU 2023-07 improve financial reporting by requiring disclosure of incremental segment information, including significant segment expenses, on an annual and interim basis for all public entities to enable investors to develop more useful financial analyses. Currently, Topic 280 requires that a public entity disclose certain information about its reportable segments. For example, a public entity is required to report a measure of segment profit or loss that the Chief Operating Decision Maker ("CODM") uses to assess segment performance and make decisions about allocating resources. Topic 280 also requires other specified segment information, such as depreciation, amortization and depletion expense amounts, to be disclosed under certain circumstances. The amendments in ASU 2023-07 do not change or remove those disclosure requirements. The amendments in ASU 2023-07 also do not change how a public entity identifies its operating segments, aggregates those operating segments, or applies the quantitative thresholds to determine its reportable segments. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. A public entity should apply the amendments in ASU 2023-07 retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of this ASU on its consolidated financial statements and related disclosures.

In March 2020, the FASB issued ASU 2020-04, "Reference Rate Reform (Topic 848), Facilitation of the Effects of Reference Rate Reform on Financial Reporting." ASU 2020-04 provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The amendments in this ASU apply only to contracts, hedging relationships, and other transactions that reference LIBOR or other interbank offered rates expected to be discontinued because of reference rate reform. ASU 2020-04 was effective for all entities as of March 12, 2020 through December 31, 2022. In December 2022, the FASB issued ASU 2022-06, "Reference Rate Reform (Topic 848), Deferral of the Sunset Date of Topic 848," which defers the sunset date of Topic 848 from December 31, 2022 to December 31, 2024. The Company does not expect any material impact on its consolidated financial statements and related disclosures resulting from applying these ASUs.

2. Financial Instruments

Financial instruments recorded in the consolidated balance sheets include investments, other receivables, options sold, accounts payable, and notes payable. Due to their short-term maturity, the carrying values of other receivables and accounts payable approximate their fair values. All investments are carried at fair value in the consolidated balance sheets.

The following table presents the fair values of financial instruments:

	December 31,	
	2023	2022
	(Amounts in thousands)	
Assets		
Investments	\$ 5,228,520	\$ 4,910,800
Note receivable	9,974	—
Liabilities		
Options sold	1,955	162
Notes payable	557,710	375,631

### Investments

The Company applies the fair value option to all fixed maturity and equity securities and short-term investments at the time an eligible item is first recognized. The cost of investments sold is determined on a first-in and first-out method, and realized and unrealized gains and losses are included in net realized investment gains in the Company's consolidated statements of operations. See Note 3. Investments for additional information.

### Options Sold

The Company writes covered call options through listed and over-the-counter exchanges. When the Company writes an option, an amount equal to the premium received by the Company is recorded as a liability and is subsequently adjusted to the current fair value of the option written. Premiums received from writing options that expire unexercised are treated by the Company as realized gains from investments on the expiration date. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security in determining whether the Company has realized a gain or loss. The Company, as writer of an option, bears the market risk of an unfavorable change in the price of the security underlying the written option. Liabilities for covered call options are included in other liabilities in the Company's consolidated balance sheets.

### Notes payable

The fair values of the Company's publicly traded \$ 375 million unsecured notes at December 31, 2023 and 2022 and its \$ 200 million and \$ 25 million drawn under the unsecured credit facility at December 31, 2023 and 2022 were obtained from third party pricing services.

For additional disclosures regarding methods and assumptions used in estimating fair values, see Note 4. Fair Value Measurements.

### 3. Investments

The following table presents gains (losses) due to changes in fair value of investments that are measured at fair value pursuant to application of the fair value option:

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Fixed maturity securities	\$ 62,833	\$ ( 260,223 )	\$ ( 39,649 )
Equity securities	45,046	( 185,694 )	107,701
Short-term investments	107	88	( 141 )
Total gains (losses)	\$ 107,986	\$ ( 445,829 )	\$ 67,911

The following table presents gross gains (losses) realized on the sales of investments:

	Year Ended December 31,								
	2023			2022			2021		
	(Amounts in thousands)								
	Gross Realized Gains	Gross Realized Losses	Net	Gross Realized Gains	Gross Realized Losses	Net	Gross Realized Gains	Gross Realized Losses	Net
Fixed maturity securities	\$ 1,783	\$ (3,246)	\$ (1,463)	\$ 863	\$ (71,425)	\$ (70,562)	\$ 2,306	\$ (6,690)	\$ (4,384)
Equity securities	76,844	(91,109)	(14,265)	86,168	(61,252)	24,916	64,061	(18,826)	45,235
Short-term investments	—	(4)	(4)	8	(2,500)	(2,492)	236	(381)	(145)

### Contractual Maturity

At December 31, 2023, fixed maturity holdings rated below investment grade and non-rated comprised 0.4 % of total investments at fair value. Additionally, the Company owns securities that are credit enhanced by financial guarantors that are subject to uncertainty related to market perception of the guarantors' ability to perform. Determining the estimated fair value of municipal bonds could become more difficult should markets for these securities become illiquid.

The following table presents the estimated fair values of the Company's fixed maturity securities at December 31, 2023 by contractual maturity. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Estimated Fair Value	
	(Amounts in thousands)	
Fixed maturity securities:		
Due in one year or less	\$	306,970
Due after one year through five years		935,982
Due after five years through ten years		888,429
Due after ten years		2,187,955
Total	\$	4,319,336

#### Investment Income

The following table presents a summary of net investment income:

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Fixed maturity securities	\$ 173,167	\$ 127,336	\$ 100,001
Equity securities	44,223	43,495	35,064
Cash and Short-term investments	23,741	3,495	1,059
Total investment income	\$ 241,131	\$ 174,326	\$ 136,124
Less: investment expense	( 6,501 )	( 5,970 )	( 6,397 )
Net investment income	\$ 234,630	\$ 168,356	\$ 129,727

#### 4. Fair Value Measurements

The Company employs a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date using the exit price. Accordingly, when market observable data are not readily available, the Company's own assumptions are set to reflect those that market participants would be presumed to use in pricing the asset or liability at the measurement date. Assets and liabilities recorded at fair value on the consolidated balance sheets are categorized based on the level of judgment associated with inputs used to measure their fair value and the level of market price observability, as follows:

**Level 1** Unadjusted quoted prices are available in active markets for identical assets or liabilities as of the reporting date.

**Level 2** Pricing inputs are other than quoted prices in active markets, which are based on the following:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in non-active markets; or
- Either directly or indirectly observable inputs as of the reporting date.

**Level 3** Pricing inputs are unobservable and significant to the overall fair value measurement, and the determination of fair value requires significant management judgment or estimation.

In certain cases, inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. Thus, a Level 3 fair value measurement may include inputs that are observable (Level 1 or Level 2) and unobservable (Level 3). The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset or liability.

The Company uses prices and inputs that are current as of the measurement date, including during periods of market

disruption. In periods of market disruption, the ability to observe prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2, or from Level 2 to Level 3. The Company recognizes transfers between levels at either the actual date of the event or a change in circumstances that caused the transfer.

#### Summary of Significant Valuation Techniques for Financial Assets and Financial Liabilities

The Company's fair value measurements are based on the market approach, which utilizes market transaction data for the same or similar instruments. The Company obtained unadjusted fair values on 98.4 % of its investment portfolio from an independent pricing service at December 31, 2023.

**Level 1 measurements**—Fair values of financial assets and financial liabilities are obtained from an independent pricing service, and are based on unadjusted quoted prices for identical assets or liabilities in active markets. Additional pricing services and closing exchange values are used as a comparison to ensure that reasonable fair values are used in pricing the investment portfolio.

U.S. government bonds/Short-term bonds: Valued using unadjusted quoted market prices for identical assets in active markets.

Common stock: Comprised of actively traded, exchange listed U.S. and international equity securities and valued based on unadjusted quoted prices for identical assets in active markets.

Money market instruments: Valued based on unadjusted quoted prices for identical assets in active markets.

Options sold: Comprised of free-standing exchange listed derivatives that are actively traded and valued based on quoted prices for identical instruments in active markets.

**Level 2 measurements**—Fair values of financial assets and financial liabilities are obtained from an independent pricing service or outside brokers, and are based on prices for similar assets or liabilities in active markets or valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability. Additional pricing services are used as a comparison to ensure reliable fair values are used in pricing the investment portfolio.

Municipal securities: Valued based on models or matrices using inputs such as quoted prices for identical or similar assets in active markets.

Mortgage-backed securities: Comprised of securities that are collateralized by residential and commercial mortgage loans and valued based on models or matrices using multiple observable inputs, such as benchmark yields, reported trades and broker/dealer quotes, for identical or similar assets in active markets. The Company had holdings of \$ 33.0 million and \$ 27.3 million in commercial mortgage-backed securities at December 31, 2023 and 2022, respectively.

Corporate securities/Short-term bonds: Valued based on a multi-dimensional model using multiple observable inputs, such as benchmark yields, reported trades, broker/dealer quotes and issue spreads, for identical or similar assets in active markets.

Non-redeemable preferred stock: Valued based on observable inputs, such as underlying and common stock of same issuer and appropriate spread over a comparable U.S. Treasury security, for identical or similar assets in active markets.

Collateralized loan obligations ("CLOs"): Valued based on underlying debt instruments and the appropriate benchmark spread for similar assets in active markets.

Other asset-backed securities: Comprised of securities that are collateralized by non-mortgage assets, such as automobile loans, valued based on models or matrices using multiple observable inputs, such as benchmark yields, reported trades and broker/dealer quotes, for identical or similar assets in active markets.

**Level 3 measurements**—Fair values of financial assets are based on inputs that are both unobservable and significant to the overall fair value measurement, including any items in which the evaluated prices obtained elsewhere were deemed to be of a distressed trading level. At December 31, 2023 and 2022, the Company did not have any financial assets or financial liabilities based on Level 3 measurements.

**Fair value measurement using NAV practical expedient** - The fair values of the Company's investment in private equity funds measured at net asset value are determined using net asset value ("NAV") as advised by the external fund managers and the third party administrators. The NAV of the Company's limited partnership or limited liability company interest in such a fund is based on the manager's and the administrator's valuation of the underlying holdings in accordance with the fund's governing documents and GAAP. In accordance with applicable accounting guidance, private equity funds measured at fair value using the NAV practical expedient are not classified in the fair value hierarchy. At December 31, 2023, the Company had capital

invested in three such funds: the strategy of two such funds with a combined fair value of approximately \$ 79.2 million at December 31, 2023 is to provide current income to investors by investing mainly in secured loans, CLOs or CLO issuers, and equity interests in vehicles established to purchase and warehouse loans; and the strategy of the other such fund with a fair value of approximately \$ 2.0 million at December 31, 2023 is to achieve long-term capital appreciation through privately-negotiated venture capital investments in seed- and early-stage portfolio companies with technology-enabled business models. The Company had approximately \$ 8 million in unfunded commitments at December 31, 2023 with respect to the private equity funds measured at NAV. The underlying assets of the funds are expected to be liquidated over the period of approximately one year to nine years from December 31, 2023. In addition, the Company does not have the ability to redeem or withdraw from the funds, or to sell, assign, pledge or transfer its investment, without the consent from the General Partner or Managers of each fund, but will receive distributions based on the liquidation of the underlying assets and the interest proceeds from the underlying assets.

The Company's financial instruments at fair value are reflected in the consolidated balance sheets on a trade-date basis. Related unrealized gains or losses are recognized in net realized investment gains or losses in the consolidated statements of operations. Fair value measurements are not adjusted for transaction costs.

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis, and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair values:

December 31, 2023				
	Level 1	Level 2	Level 3	Total
(Amounts in thousands)				
<b>Assets</b>				
Fixed maturity securities:				
U.S. government bonds and agencies	\$ 123,182	\$ 51,268	\$ —	\$ 174,450
Municipal securities	—	2,777,258	—	2,777,258
Mortgage-backed securities	—	186,887	—	186,887
Corporate securities	—	599,630	—	599,630
Collateralized loan obligations	—	484,947	—	484,947
Other asset-backed securities	—	96,164	—	96,164
Total fixed maturity securities	123,182	4,196,154	—	4,319,336
Equity securities:				
Common stock	597,888	—	—	597,888
Non-redeemable preferred stock	—	51,563	—	51,563
Private equity funds measured at net asset value <sup>(1)</sup>	—	—	—	81,242
Total equity securities	597,888	51,563	—	730,693
Short-term investments:				
Short-term bonds	12,015	1,838	—	13,853
Money market instruments	164,595	—	—	164,595
Other	43	—	—	43
Total short-term investments	176,653	1,838	—	178,491
Other assets:				
Note receivable	—	9,974	—	9,974
Total assets at fair value	\$ 897,723	\$ 4,259,529	\$ —	\$ 5,238,494
<b>Liabilities</b>				
Other liabilities:				
Options sold	1,955	—	—	1,955
Total liabilities at fair value	\$ 1,955	\$ —	\$ —	\$ 1,955

December 31, 2022				
	Level 1	Level 2	Level 3	Total
(Amounts in thousands)				
<b>Assets</b>				
Fixed maturity securities:				
U.S. government bonds	\$ 103,519	\$ 55,088	\$ —	\$ 158,607
Municipal securities	—	2,737,183	—	2,737,183
Mortgage-backed securities	—	166,260	—	166,260
Corporate securities	—	569,553	—	569,553
Collateralized debt obligations	—	320,252	—	320,252
Other asset-backed securities	—	136,456	—	136,456
Total fixed maturity securities	103,519	3,984,792	—	4,088,311
Equity securities:				
Common stock	558,169	—	—	558,169
Non-redeemable preferred stock	—	51,236	—	51,236
Private equity funds measured at net asset value <sup>(1)</sup>	—	—	—	90,147
Total equity securities	558,169	51,236	—	699,552
Short-term investments:				
Short-term bonds	51,638	8,238	—	59,876
Money market instruments	63,021	—	—	63,021
Other	40	—	—	40
Total short-term investments	114,699	8,238	—	122,937
Total assets at fair value	\$ 776,387	\$ 4,044,266	\$ —	\$ 4,910,800
<b>Liabilities</b>				
Other liabilities:				
Options sold	162	—	—	162
Total liabilities at fair value	\$ 162	\$ —	\$ —	\$ 162

<sup>(1)</sup> The fair value is measured using the NAV practical expedient; therefore, it is not categorized within the fair value hierarchy. The fair value amount is presented in this table to permit reconciliation of the fair value hierarchy to the amounts presented in the Company's consolidated balance sheets.

There were no transfers between Levels 1, 2, and 3 of the fair value hierarchy in 2023 and 2022.

At December 31, 2023 and 2022, there were no material assets or liabilities measured at fair value on a nonrecurring basis.

#### Financial Instruments Disclosed, But Not Carried, at Fair Value

The following tables present the carrying value and fair value of the Company's financial instruments disclosed, but not carried, at fair value, and the level within the fair value hierarchy at which such instruments are categorized:

		December 31, 2023				
	Carrying Value	Fair Value	Level 1		Level 2	Level 3
(Amounts in thousands)						
Liabilities						
Notes payable:						
Unsecured notes	\$	373,729	\$	357,765	\$	—
Unsecured credit facility		200,000		199,945		—
Total	\$	573,729	\$	557,710	\$	—

	December 31, 2022				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
(Amounts in thousands)					
<b>Liabilities</b>					
Notes payable:					
Unsecured notes	\$ 373,330	\$ 350,644	\$ —	\$ 350,644	\$ —
Unsecured credit facility	25,000	24,987	—	24,987	—
Total	<u>\$ 398,330</u>	<u>\$ 375,631</u>	<u>\$ —</u>	<u>\$ 375,631</u>	<u>\$ —</u>

#### Unsecured Notes

The fair value of the Company's publicly traded \$ 375 million unsecured notes at December 31, 2023 and 2022 was based on the spreads above the risk-free yield curve. These spreads are generally obtained from the new issue market, secondary trading and broker-dealer quotes. See Note 8. Notes Payable for additional information on unsecured notes.

#### Unsecured Credit Facility

The fair value of the Company's \$ 200 million and \$ 25 million drawn under the unsecured credit facility at December 31, 2023 and 2022 are based on the unadjusted quoted price for similar notes in active markets. See Note 8. Notes Payable for additional information on unsecured credit facility.

#### 5. Fixed Assets

The following table presents the components of fixed assets:

	December 31,	
	2023	2022
(Amounts in thousands)		
Land	\$ 9,713	\$ 18,152
Buildings and improvements	65,408	105,526
Furniture and equipment	30,862	45,829
Capitalized software	344,654	314,092
Leasehold improvements	2,892	5,471
	453,529	489,070
Less: accumulated depreciation and amortization	( 302,346 )	( 317,628 )
Fixed assets, net	<u>\$ 151,183</u>	<u>\$ 171,442</u>

Depreciation expense, including amortization of leasehold improvements, was \$ 33.8 million, \$ 34.3 million, and \$ 32.5 million for 2023, 2022, and 2021, respectively.

An office building located in Clearwater, Florida was initially classified as a property held for sale at December 31, 2022, and \$ 20.2 million of the property held for sale, which represented the fair value of the property less the estimated costs to sell, was included in other assets in the Company's consolidated balance sheets on that date. The loss of \$ 0.8 million recognized for the held-for-sale classification was included in other operating expenses in the Company's consolidated statements of operations for the year ended December 31, 2022. The Company completed the sale of this property on March 31, 2023 for a total sale price of \$ 19.6 million, and recognized a loss of \$ 1.8 million associated with the sale, which was included in other revenues in the Company's consolidated statements of operations for the year ended December 31, 2023. \$ 9.8 million of the total sale price was received in the form of a promissory note (the "Note"). \$ 8.5 million of the sale price, after settlement of selling expenses and outstanding amounts due on the property, was received in cash. Only the cash received on the sale of the property is included in the Company's consolidated statements of cash flows for the year ended December 31, 2023. The Note is secured by the property sold, and bears interest at an annual rate of 7.0 % for the first two years, with an adjustment to the greater of 7.0 % or the rate on a one-year U.S. Treasury Bill at the two-year anniversary for the remainder of the term. The term of the Note is four years and interest is paid in monthly installments. In connection with the sale of the property, the Company entered into a lease agreement whereby the Company leased 14,883 square feet of office space, or approximately 9 % of the total space of the property sold, from the new owner of the property. The lease term is five years , commencing on April 1, 2023, and the average annual base rent is approximately \$ 0.4 million.

The Company completed the sale of an office building located in Rancho Cucamonga, California in May 2023 for a total sale price of \$ 22.3 million, and recognized a gain of \$ 7.9 million associated with the sale, which is included in other revenues in the Company's consolidated statements of operations for the year ended December 31, 2023. The Company received \$ 21.4 million in cash, after settlement of selling expenses. In connection with the sale of the property, the Company entered into a lease agreement whereby the Company leased 6,000 square feet of office space, or approximately 5 % of the total space of the property sold, from the new owner of the property. The lease term is two years , commencing on May 16, 2023, and the average annual base rent is approximately \$ 0.2 million. This office building was initially classified as a property held for sale at March 31, 2023, and \$ 13.6 million of the property held for sale, which represented the carrying amount of the property, was included in other assets in the Company's consolidated balance sheets until completion of the sale.

In addition, an office building located in Brea, California was classified as a property held for sale at September 30, 2023, and \$ 10.8 million of the property held for sale, which represented the carrying amount of the property, was included in other assets in the Company's consolidated balance sheets at December 31, 2023. The Company is actively engaged in selling this office building as most of its employees currently work from home and this property is being used on a limited basis.

#### 6. Deferred Policy Acquisition Costs

Deferred policy acquisition costs were as follows:

	December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Balance, beginning of year	\$ 266,475	\$ 258,259	\$ 246,994
Policy acquisition costs deferred	735,894	662,828	644,650
Amortization	( 708,525 )	( 654,612 )	( 633,385 )
Balance, end of year	<u>\$ 293,844</u>	<u>\$ 266,475</u>	<u>\$ 258,259</u>

#### 7. Leases

The Company has operating leases for office space for insurance operations and administrative functions, automobiles for certain employees and general uses, and office equipment such as printers and computers. In addition, the Company has finance leases for electronic data processing ("EDP") equipment. As of December 31, 2023, the Company's leases had remaining terms ranging from less than one year to approximately six years . These leases may contain provisions for periodic adjustments to rates and charges applicable under such lease agreements. These rates and charges also may vary with the Company's level of use. Certain of these leases include one or more options to renew or early terminate, and the exercise of these options is at the Company's sole discretion. Certain leases also include options to purchase the leased property. The Company's lease agreements do not contain any residual value guarantees.

The Company determines if an arrangement is a lease at inception. Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. Lease assets and liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term.

The Company uses its estimated incremental borrowing rate for leases for office space, office equipment and EDP equipment, which is derived from information available at the lease commencement date, in determining the present value of lease payments, as the rate implicit in the lease is not readily available for such leases. The Company gives consideration to its recent debt issuances as well as publicly available data for instruments with similar characteristics when calculating its incremental borrowing rates. For automobile leases, the Company uses the rate implicit in the lease at the lease commencement date in determining the present value of lease payments, as the readily-determinable implicit rate is provided in such leases.

The Company's lease terms include options to extend or terminate the lease when it is reasonably certain that it will exercise that option. The Company does not use the short-term lease exemption practical expedient and records all leases on the balance sheets, including leases with a term of twelve months or less. The Company accounts for the lease and non-lease components as a single lease component for leases for office space, automobiles, and office equipment, while it accounts for the lease components separately from the non-lease components for EDP equipment leases.

The components of lease cost along with its classification on the Company's consolidated statements of operations were as follows:

Lease Cost	Classification	Year Ended December 31,		
		2023	2022	2021
(Amounts in thousands)				
Operating lease cost <sup>(1)</sup>	Other operating expenses	\$ 11,674	\$ 14,747	\$ 15,846
Finance lease cost:				
Amortization of assets	Other operating expenses	1,241	1,288	719
Interest on lease liabilities	Interest expense	40	54	25
Variable lease cost <sup>(1)</sup>	Other operating expenses	1,100	2,184	1,500
Sublease income <sup>(2)</sup>	Other revenue	( 799 )	( 492 )	( 11 )
Net lease cost		\$ 13,256	\$ 17,781	\$ 18,079

<sup>(1)</sup> Includes short-term leases, which are immaterial.

<sup>(2)</sup> The Company subleased certain leased office space to third parties in 2023, 2022 and 2021.

The components of lease assets and liabilities along with their classification on the Company's consolidated balance sheets were as follows:

Lease Assets and Liabilities	Classification	December 31,	
		2023	2022
(Amounts in thousands)			
Operating lease assets	Operating lease right-of-use assets	\$ 14,406	\$ 20,183
Operating lease liabilities	Operating lease liabilities	14,231	21,924
Finance lease assets	Other assets	2,996	4,233
Finance lease liabilities	Other liabilities	2,841	3,573

Weighted-average lease term and discount rate were as follows:

	December 31,	
	2023	2022
Weighted-average remaining lease term (in years):		
Operating leases	2.6	2.9
Finance leases	2.5	3.5
Weighted-average discount rate:		
Operating leases	4.37 %	2.84 %
Finance leases	1.37 %	1.29 %

Supplemental cash flow and other information related to leases was as follows:

	Year Ended December 31,		
	2023	2022	2021
(Amounts in thousands)			
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 14,010	\$ 15,815	\$ 16,158
Operating cash flows from finance leases	41	54	25
Financing cash flows from finance leases	1,102	1,504	825
ROU assets obtained in exchange for lease liabilities:			
Operating leases	6,587	4,677	4,904
Finance leases	—	1,951	1,115

Maturities of lease liabilities as of December 31, 2023 were as follows:

Year	Operating Leases		Finance Leases	
	(Amounts in thousands)			
2024	\$	7,282	\$	1,449
2025		4,039		1,032
2026		2,351		405
2027		1,362		—
2028		243		—
Total lease payments	\$	15,277	\$	2,886
Less: Imputed interest		1,046		45
Total lease obligations	\$	14,231	\$	2,841

As of December 31, 2023, the Company had additional lease commitments that have not yet commenced of approximately \$ 3 million with each lease term of approximately four to six years . These leases will commence in 2024.

#### 8. Notes Payable

The following table presents information about the Company's notes payable:

				December 31,	
	Lender	Interest Rate	Expiration	2023	2022
				(Amounts in thousands)	
Senior unsecured notes <sup>(1)</sup>	Publicly traded	4.40 %	March 15, 2027	\$ 375,000	\$ 375,000
Unsecured credit facility <sup>(2)</sup>	Bank of America, Wells Fargo Bank, BMO Bank, and U.S. Bank	Term SOFR plus 112.5 - 150.0 basis points	November 16, 2026	200,000	25,000
Total principal amount				575,000	400,000
Less unamortized discount and debt issuance costs <sup>(3)</sup>				1,271	1,670
Total				\$ 573,729	\$ 398,330

<sup>(1)</sup> On March 8, 2017, the Company completed a public debt offering issuing \$ 375 million of senior notes. The notes are unsecured senior obligations of the Company, with a 4.4 % annual coupon payable on March 15 and September 15 of each year commencing September 15, 2017. These notes mature on March 15, 2027. The Company used the proceeds from the notes to pay off the total outstanding balance of \$ 320 million under the existing loan and credit facility agreements and terminated the agreements on March 8, 2017. The remainder of the proceeds from the notes was used for general corporate purposes. The Company incurred debt issuance costs of approximately \$ 3.4 million, inclusive of underwriters' fees. The notes were issued at a slight discount of 99.847 % of par, resulting in the effective annualized interest rate, including debt issuance costs, of approximately 4.45 %.

<sup>(2)</sup> On March 31, 2021, the Company entered into an unsecured \$ 75 million five-year revolving credit facility. On November 18, 2022, the Company entered into the First Amendment to this credit facility. The First Amendment extended the maturity date of the loan to November 16, 2026 from March 31, 2026 with possible further extension if certain conditions are met, increased the aggregate commitments by all the lenders to \$ 200 million from \$ 75 million, and replaced the LIBOR with the term SOFR. On November 30, 2023, the Company entered into the Second Amendment to this credit facility, which further increased the aggregate commitments by all the lenders to \$ 250 million from \$ 200 million. The interest rates on borrowings under the credit facility are based on the Company's debt to total capital ratio and range from Term SOFR plus 112.5 basis points when the ratio is under 20 % to Term SOFR plus 150.0 basis points when the ratio is greater than or equal to 30 %. Commitment fees for the undrawn portions of the credit facility range from 12.5 basis points when the ratio is under 20 % to 22.5 basis points when the ratio is greater than or equal to 30 %. The debt to total capital ratio is expressed as a percentage of (a) consolidated debt to (b) consolidated shareholders' equity plus consolidated debt. The Company's debt to total capital ratio was 27.1 % at December 31, 2023, resulting in a 17.5 basis point commitment fee on any undrawn portion of the credit facility. As of February 13, 2024, a total of \$ 200 million was drawn under this facility on a three-month revolving basis at an annual interest rate of approximately 6.84 %,

with \$ 50 million available to be drawn. The Company contributed \$ 150 million of the total amount drawn to the surplus of its consolidated insurance subsidiaries, and used the remainder for general corporate purposes.

(2) The unamortized discount and debt issuance costs are associated with the publicly traded \$ 375 million senior unsecured notes. These are amortized to interest expense over the life of the notes, and the unamortized balance is presented in the Company's consolidated balance sheets as a direct deduction from the carrying amount of the debt. The unamortized costs of approximately \$ 0.8 million associated with entering into the \$ 250 million unsecured revolving credit facility maturing on November 16, 2026 are included in other assets in the Company's consolidated balance sheets and amortized to interest expense over the term of the credit facility.

The Company was in compliance with all of its financial covenants pertaining to minimum statutory surplus, debt to total capital ratio, and risk based capital ("RBC") ratio under the unsecured credit facility at December 31, 2023.

Debt maturities for each of the next five years and thereafter as of December 31, 2023 are as follows:

Maturity	Amounts
	(in thousands)
2024	\$ —
2025	—
2026	200,000
2027	375,000
2028	—
Thereafter	—
Total	\$ 575,000

## 9. Derivative Financial Instruments

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed by using derivative instruments are equity price risk and interest rate risk. Equity contracts (options sold) on various equity securities are intended to manage the price risk associated with forecasted purchases or sales of such securities. From time to time, the Company also enters into derivative contracts to enhance returns on its investment portfolio.

The following tables present the location and amounts of derivative fair values in the consolidated balance sheets and derivative gains in the consolidated statements of operations:

	Liability Derivatives	
	December 31, 2023	December 31, 2022
	(Amounts in thousands)	
Options sold - Other liabilities	\$ 1,955	\$ 162
Total derivatives	\$ 1,955	\$ 162

	Gains Recognized in Income		
	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Options sold - Net realized investment gains (losses)	\$ 8,586	\$ 5,887	\$ 3,045
Total	\$ 8,586	\$ 5,887	\$ 3,045

Most options sold consist of covered calls. The Company writes covered calls on underlying equity positions held as an enhanced income strategy that is permitted for the Company's insurance subsidiaries under statutory regulations. The Company manages the risk associated with covered calls through strict capital limitations and asset diversification throughout various industries. For additional disclosures regarding equity contracts, see Note 4. Fair Value Measurements for additional disclosures regarding options sold.

## 10. Goodwill and Other Intangible Assets

### Goodwill

There were no changes in the carrying amount of goodwill during 2023 and 2022. No accumulated goodwill impairment losses existed at December 31, 2023 and 2022. Goodwill is reviewed annually for impairment and more frequently if potential impairment indicators exist. No impairment indicators were identified during 2023 and 2022. All of the Company's goodwill is associated with the Property and Casualty business segment (See Note 19. Segment Information for additional information on the reportable business segment).

### Other Intangible Assets

The following table presents the components of other intangible assets:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Useful Lives
	(Amounts in thousands)			(in years)
As of December 31, 2023				
Customer relationships	\$ 54,862	\$ ( 53,704 )	\$ 1,158	11
Trade names	15,400	( 9,625 )	5,775	24
Technology	4,300	( 4,300 )	—	10
Insurance license	1,400	—	1,400	Indefinite
Total intangible assets, net	<u>\$ 75,962</u>	<u>\$ ( 67,629 )</u>	<u>\$ 8,333</u>	
As of December 31, 2022				
Customer relationships	\$ 54,862	\$ ( 53,467 )	\$ 1,395	11
Trade names	15,400	( 8,983 )	6,417	24
Technology	4,300	( 4,300 )	—	10
Insurance license	1,400	—	1,400	Indefinite
Total intangible assets, net	<u>\$ 75,962</u>	<u>\$ ( 66,750 )</u>	<u>\$ 9,212</u>	

Other intangible assets are reviewed annually for impairment and more frequently if potential impairment indicators exist. No impairment indicators were identified during 2023 and 2022.

Other intangible assets with definite useful lives are amortized on a straight-line basis over their useful lives. Other intangible assets amortization expense was \$ 0.9 million, \$ 1.0 million, and \$ 1.1 million for the years ended December 31, 2023, 2022 and 2021, respectively. None of the intangible assets with definite useful lives are anticipated to have a residual value.

The following table presents the estimated future amortization expense related to other intangible assets as of December 31, 2023:

Year Ending December 31,	Amortization Expense
	(Amounts in thousands)
2024	\$ 851
2025	807
2026	807
2027	807
2028	807
Thereafter	2,854
Total	<u>\$ 6,933</u>

## 11. Income Taxes

### Income tax provision

The Company and its subsidiaries file a consolidated federal income tax return. The income tax expense (benefit) consisted of the following components:

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
<b>Federal</b>			
Current	\$ ( 3,840 )	\$ ( 62,355 )	\$ 37,391
Deferred	10,523	( 93,562 )	11,349
	<u>\$ 6,683</u>	<u>\$ ( 155,917 )</u>	<u>\$ 48,740</u>
<b>State</b>			
Current	\$ ( 2,958 )	\$ 784	\$ 1,542
Deferred	( 633 )	( 2,910 )	1,088
	<u>\$ ( 3,591 )</u>	<u>\$ ( 2,126 )</u>	<u>\$ 2,630</u>
<b>Total</b>			
Current	\$ ( 6,798 )	\$ ( 61,571 )	\$ 38,933
Deferred	9,890	( 96,472 )	12,437
<b>Total</b>	<u>\$ 3,092</u>	<u>\$ ( 158,043 )</u>	<u>\$ 51,370</u>

In computing taxable income, property and casualty insurers reduce underwriting income by losses and loss adjustment expenses incurred. The amount of the deduction for losses incurred associated with unpaid losses is discounted at the interest rates and for the loss payment patterns prescribed by the U.S. Treasury.

The Inflation Reduction Act of 2022 introduced a new Corporate Alternative Minimum Tax ("CAMT") on the adjusted financial statement income of applicable corporations. The provision is effective for tax years beginning after December 31, 2022, and was enacted on August 16, 2022. The Company has determined that averaged adjusted financial statement income is below the thresholds such that the Company does not expect to be liable for any CAMT.

The following table presents a reconciliation of the tax expense based on the statutory rate to the Company's actual tax expense in the consolidated statements of operations:

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Computed tax expense (benefit) at 21%	\$ 20,880	\$ ( 140,850 )	\$ 62,854
Tax-exempt interest income	( 13,640 )	( 11,864 )	( 11,577 )
Dividends received deduction	( 1,237 )	( 1,364 )	( 1,311 )
State tax (benefit) expense	( 3,539 )	( 1,597 )	2,134
Nondeductible expenses	639	279	843
Other, net	( 11 )	( 2,647 )	( 1,573 )
<b>Income tax expense (benefit)</b>	<u>\$ 3,092</u>	<u>\$ ( 158,043 )</u>	<u>\$ 51,370</u>

### Deferred Income Taxes

Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial reporting basis and the respective tax basis of the Company's assets and liabilities, and expected benefits of utilizing net operating loss, capital loss, and tax-credit carryforwards. The ultimate realization of deferred tax assets is dependent upon generating sufficient taxable income of the appropriate character within the carryback and carryforward periods available under the tax law. Management considers the reversal of deferred tax liabilities, projected future taxable income of an appropriate nature, and tax-planning strategies in making this assessment. The Company believes that through the use of prudent tax planning strategies and the generation of capital gains, sufficient income will be realized in order to maximize the

full benefits of its deferred tax assets.

The following table presents the significant components of the Company's net deferred tax assets and liabilities:

	December 31,	
	2023	2022
	(Amounts in thousands)	
Deferred tax assets:		
20% of net unearned premiums	\$ 75,394	\$ 67,285
Discounting of loss reserves and salvage and subrogation recoverable for tax purposes	25,340	21,606
Expense accruals	11,262	11,578
Tax asset on net unrealized loss on securities carried at fair value	166	22,802
Other deferred tax assets	8,743	6,511
Total gross deferred tax assets	120,905	129,782
Deferred tax liabilities:		
Deferred policy acquisition costs	( 61,707 )	( 55,960 )
Tax depreciation in excess of book depreciation	( 6,801 )	( 11,029 )
Undistributed earnings of insurance subsidiaries	( 1,511 )	( 1,898 )
Tax amortization in excess of book amortization	( 8,904 )	( 7,466 )
Other deferred tax liabilities	( 8,969 )	( 10,526 )
Total gross deferred tax liabilities	( 87,892 )	( 86,879 )
Net deferred tax assets	\$ 33,013	\$ 42,903

The Company had federal net operating loss carryforwards of approximately \$ 19.7 million and \$ 5.7 million at December 31, 2023 and 2022, respectively. \$ 2.1 million of the total federal net operating loss carryforward at December 31, 2023 will begin to expire in 2028 and the remaining \$ 17.6 million can be carried forward indefinitely for federal tax purposes.

#### Uncertainty in Income Taxes

The Company recognizes tax benefits related to positions taken, or expected to be taken, on its tax returns, only if the positions are "more-likely-than-not" sustainable. Once this threshold has been met, the Company's measurement of its expected tax benefits is recognized in its financial statements.

The total amount of unrecognized tax benefits related to tax uncertainties decreased by approximately \$ 2.1 million during the 12 months ended December 31, 2023. The decrease was the result of a resolution related to a California Franchise Tax Board audit for tax years 2012 and 2013.

The Company and its subsidiaries file income tax returns with the Internal Revenue Service and the taxing authorities of various states. Tax years that remain subject to examination by major taxing jurisdictions are 2020 through 2022 for federal taxes, and 2011 and 2020 through 2022 for California state taxes. The Company has certain unresolved tax assessment issues for tax year 2011 for California state taxes that are not material to its consolidated financial statements. Tax years 2012 through 2019 for California state taxes have been resolved with no outstanding issues.

The following table presents a reconciliation of the beginning and ending balances of unrecognized tax benefits:

	December 31,	
	2023	2022
	(Amounts in thousands)	
Balance at January 1	\$ 4,380	\$ 4,380
Additions (reductions) based on tax positions related to:		
Current year	—	—
Prior years	( 2,118 )	—
Balance at December 31	<u>\$ 2,262</u>	<u>\$ 4,380</u>

If unrecognized tax benefits were recognized, approximately \$ 3.9 million and \$ 6.6 million, including accrued interest, penalties and federal tax benefit related to unrecognized tax benefits, would impact the Company's effective tax rate at December 31, 2023 and 2022, respectively.

The Company recognizes interest and penalties related to unrecognized tax benefits as a part of income taxes. The Company recognized an accrued net (benefit) expense related to interest and penalties of approximately \$( 1.2 ) million, \$ 0.4 million, and \$ 0.3 million for the years ended December 31, 2023, 2022 and 2021, respectively. The Company carried an accrued interest and penalty balance of approximately \$ 2.5 million and \$ 3.7 million at December 31, 2023 and 2022, respectively.

## 12. Loss and Loss Adjustment Expense Reserves

The following table presents the activity in loss and loss adjustment expense reserves:

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Gross reserves at January 1	\$ 2,584,910	\$ 2,226,430	\$ 1,991,304
Reinsurance recoverables on unpaid losses	( 25,323 )	( 41,379 )	( 54,461 )
Net reserves at January 1	2,559,587	2,185,051	1,936,843
Incurring losses and loss adjustment expenses related to:			
Current year	3,553,801	3,314,938	2,786,246
Prior years	( 35,948 )	47,281	( 26,091 )
Total incurred losses and loss adjustment expenses	3,517,853	3,362,219	2,760,155
Loss and loss adjustment expense payments related to:			
Current year	2,080,690	1,862,006	1,601,998
Prior years	1,243,196	1,125,677	909,949
Total payments	3,323,886	2,987,683	2,511,947
Net reserves at December 31	2,753,554	2,559,587	2,185,051
Reinsurance recoverables on unpaid losses	32,148	25,323	41,379
Gross reserves at December 31	\$ 2,785,702	\$ 2,584,910	\$ 2,226,430

During 2022, inflationary trends accelerated to their highest level in decades, which had a significant impact on the cost of automobile parts and labor as well as medical expenses for bodily injuries, and supply chain and labor shortage issues lengthened the time to repair vehicles. Bodily injury costs were also under pressure from social inflation. The severe inflationary trend continued into 2023, but began moderating as the year progressed. These factors contributed to higher losses and loss adjustment expenses related to the current accident year for 2023 and 2022 compared to 2021.

The decrease in the provision for insured events of prior years in 2023 of approximately \$ 35.9 million primarily resulted from lower than estimated losses and loss adjustment expenses in the private passenger automobile and homeowners lines of insurance business, partially offset by unfavorable reserve development in the commercial property line of insurance business. The moderating inflationary trend in 2023 relative to 2022 discussed above was the major contributor to the favorable reserve development in the private passenger automobile line of insurance business for 2023.

The increase in the provision for insured events of prior years in 2022 of approximately \$ 47.3 million primarily resulted from higher than estimated losses and loss adjustment expenses in the automobile line of insurance business. The inflationary pressures and the supply chain and labor shortage issues discussed above were major contributors to the adverse reserve development in the automobile line of insurance business for 2022.

The decrease in the provision for insured events of prior years in 2021 of approximately \$ 26.1 million primarily resulted from lower than estimated losses and loss adjustment expenses in the homeowners and private passenger automobile lines of insurance business.

The Company recorded catastrophe losses net of reinsurance of approximately \$ 239 million, \$ 102 million, and \$ 104 million in 2023, 2022, and 2021, respectively. Catastrophe losses due to the events that occurred in 2023 totaled approximately

\$ 247 million, with no reinsurance benefits used for these losses, resulting primarily from rainstorms and hail in Texas and Oklahoma, winter storms and rainstorms in California, and the impact of Tropical Storm Hilary in California. In addition, the Company experienced favorable development of approximately \$ 8 million on prior years' catastrophe losses in 2023. Catastrophe losses due to the events that occurred in 2022 totaled approximately \$ 101 million, with no reinsurance benefits used for these losses, resulting primarily from the deep freeze of Winter Storm Elliott and other extreme weather events in Texas, Oklahoma and Georgia, winter storms in California, and the impact of Hurricane Ian in Florida. In addition, the Company experienced unfavorable development of approximately \$ 1 million on prior years' catastrophe losses in 2022. Catastrophe losses due to the events that occurred in 2021 totaled approximately \$ 109 million, with no reinsurance benefits used for these losses, resulting primarily from the deep freeze of Winter Storm Uri and other extreme weather events in Texas and Oklahoma, rainstorms, wildfires and winter storms in California, and the impact of Hurricane Ida in New Jersey and New York. In addition, the Company experienced favorable development of approximately \$ 5 million on prior years' catastrophe losses in 2021.

The following is information about incurred and paid claims development as of December 31, 2023, net of reinsurance, as well as cumulative claim frequency and the total of incurred-but-not-reported liabilities plus expected development on reported claims included within the net incurred claims amounts for our two major product lines: automobile and homeowners lines of business. As the information presented is for these two major product lines only, the total incurred and paid claims development shown below does not correspond to the aggregate development presented in the table above, which is for all product lines and includes unallocated claims adjustment expenses. The cumulative number of reported claims represents open claims, claims closed with payment, and claims closed without payment. It does not include an estimated amount for unreported claims. The number of claims is measured by claim event (such as a car accident or storm damage) and an individual claim event may result in more than one reported claim. The Company considers a claim that does not result in a liability as a claim closed without payment.

The information about incurred and paid claims development for the years ended December 31, 2014 to 2022 is presented as unaudited supplementary information.

Incurred Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance (Automobile Insurance)											As of Dec 31, 2023
For the Years Ended December 31,											Total of Incurred But Not Reported Liabilities Plus Expected Development on Reported Claims
Accident Year	2014 <sup>(1)</sup>	2015 <sup>(1)</sup>	2016 <sup>(1)</sup>	2017 <sup>(1)</sup>	2018 <sup>(1)</sup>	2019 <sup>(1)</sup>	2020 <sup>(1)</sup>	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023	
(Amounts in thousands)											(Amount in thousands)
2014	\$ 1,467,175	\$ 1,454,366	\$ 1,473,545	\$ 1,486,322	\$ 1,498,504	\$ 1,501,075	\$ 1,501,713	\$ 1,501,850	\$ 1,502,161	\$ 1,502,313	\$ 58
2015		\$ 1,551,105	\$ 1,588,443	\$ 1,610,839	\$ 1,634,435	\$ 1,645,950	\$ 1,649,170	\$ 1,653,878	\$ 1,654,843	\$ 1,655,267	\$ 336
2016			\$ 1,672,853	\$ 1,669,642	\$ 1,713,696	\$ 1,731,997	\$ 1,732,410	\$ 1,740,807	\$ 1,743,417	\$ 1,745,513	\$ 2,544
2017				\$ 1,703,857	\$ 1,727,277	\$ 1,741,825	\$ 1,733,425	\$ 1,748,289	\$ 1,755,702	\$ 1,754,356	\$ 4,910
2018					\$ 1,781,817	\$ 1,773,502	\$ 1,785,071	\$ 1,806,240	\$ 1,807,297	\$ 1,811,302	\$ 12,992
2019						\$ 1,916,269	\$ 1,911,268	\$ 1,959,262	\$ 1,954,151	\$ 1,951,924	\$ 22,464
2020							\$ 1,514,551	\$ 1,448,083	\$ 1,452,343	\$ 1,430,973	\$ 36,124
2021								\$ 1,811,064	\$ 1,879,751	\$ 1,854,319	\$ 96,072
2022									\$ 2,255,032	\$ 2,264,193	\$ 238,967
2023										\$ 2,349,659	\$ 673,888
Total										\$ 18,319,819	

<sup>(1)</sup> The information for the years 2014 to 2022 is presented as unaudited supplemental information.

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance (Automobile Insurance)											
Accident Year	For the Years Ended December 31,										
	2014 <sup>(1)</sup>	2015 <sup>(1)</sup>	2016 <sup>(1)</sup>	2017 <sup>(1)</sup>	2018 <sup>(1)</sup>	2019 <sup>(1)</sup>	2020 <sup>(1)</sup>	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023	
(Amounts in thousands)											
	967,481	1,231,413	1,358,472	1,432,472	1,476,944	1,490,366	1,496,814	1,500,243	1,501,483	1,502,305	
2014	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
2015		1,040,253	1,336,223	1,466,368	1,560,480	1,614,188	1,634,780	1,643,443	1,651,465	1,654,069	
2016			1,094,006	1,395,199	1,554,217	1,656,192	1,699,069	1,722,293	1,736,697	1,740,902	
2017				1,076,079	1,399,202	1,561,850	1,648,328	1,701,298	1,733,196	1,746,147	
2018					1,082,127	1,417,637	1,588,049	1,697,228	1,757,923	1,784,876	
2019						1,134,859	1,494,342	1,698,121	1,828,410	1,896,186	
2020							825,398	1,089,096	1,242,000	1,328,686	
2021								992,705	1,410,748	1,599,756	
2022									1,237,725	1,743,364	
2023										1,313,943	
Total										\$	16,310,234
All outstanding liabilities before 2014, net of reinsurance											10
Loss and allocated loss adjustment expense reserves, net of reinsurance										\$	2,009,595

<sup>(1)</sup> The information for the years 2014 to 2022 is presented as unaudited supplemental information.

Incurred Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance (Homeowners Insurance)											As of December 31, 2023		
Accident Year	For the Years Ended December 31,										Total of Incurred But Not Reported Liabilities Plus Expected Development on Reported Claims		Cumulative Number of Reported Claims
	2014 <sup>(1)</sup>	2015 <sup>(1)</sup>	2016 <sup>(1)</sup>	2017 <sup>(1)</sup>	2018 <sup>(1)</sup>	2019 <sup>(1)</sup>	2020 <sup>(1)</sup>	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023	Reported Claims	Reported Claims	
	(Amounts in thousands)										(Amounts in thousands)		
2014	\$ 199,298	\$ 202,621	\$ 203,218	\$ 202,513	\$ 204,986	\$ 208,003	\$ 208,743	\$ 209,622	\$ 209,071	\$ 208,990	\$ —	25	
2015		234,800	234,881	233,501	236,855	238,652	239,941	240,927	237,872	237,994	150	24	
2016			250,691	250,489	259,497	259,708	260,496	259,984	259,722	259,701	48	24	
2017				309,491	295,163	288,322	289,869	289,294	291,360	290,909	227	30	
2018					311,798	308,361	310,695	305,292	306,347	308,345	3,131	25	
2019						359,643	366,139	361,421	360,609	360,140	1,278	30	
2020							420,257	411,404	413,882	411,408	5,728	29	
2021								510,724	511,311	504,086	11,687	31	
2022									578,489	562,562	23,284	30	
2023										717,988	147,258	39	
								Total	\$ 3,862,123				

<sup>(1)</sup> The information for the years 2014 to 2022 is presented as unaudited supplemental information.

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance (Homeowners Insurance)																					
Accident Year	For the Years Ended December 31,																				
	2014 <sup>(1)</sup>	2015 <sup>(1)</sup>	2016 <sup>(1)</sup>	2017 <sup>(1)</sup>	2018 <sup>(1)</sup>	2019 <sup>(1)</sup>	2020 <sup>(1)</sup>	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023											
(Amounts in thousands)																					
2014	\$	139,615	\$	186,996	\$	194,605	\$	198,758	\$	202,193	\$	203,333	\$	207,524	\$	207,801	\$	208,737	\$	208,866	
2015				163,196		213,994		224,178		230,480		234,683		235,971		236,143		236,983		237,651	
2016						173,537		234,215		245,878		253,919		256,642		258,477		259,045		259,875	
2017								217,900		269,254		278,341		283,311		286,531		290,291		290,984	
2018										213,038		271,534		286,658		294,099		300,742		303,053	
2019												240,240		324,953		340,237		350,288		355,697	
2020														271,208		365,910		386,297		395,412	
2021																316,314		458,124		473,644	
2022																		339,242		501,075	
2023																				474,712	
																	Total	\$		3,500,969	
																	All outstanding liabilities before 2014, net of reinsurance			1,044	
																	Loss and allocated loss adjustment expense reserves, net of reinsurance			\$	362,198

<sup>(1)</sup> The information for the years 2014 to 2022 is presented as unaudited supplemental information.

The following is unaudited supplementary information about average historical claims duration as of December 31, 2023.

Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance										
Years	1	2	3	4	5	6	7	8	9	10
Automobile insurance	59.1 %	19.0 %	9.4 %	5.7 %	3.1 %	1.4 %	0.6 %	0.3 %	0.1 %	0.1 %

Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance										
Years	1	2	3	4	5	6	7	8	9	10
Homeowners insurance	66.8 %	23.0 %	4.1 %	2.4 %	1.5 %	0.8 %	0.6 %	0.3 %	0.4 %	0.1 %

The reconciliation of the net incurred and paid claims development tables to the liability for claims and claim adjustment expenses in the consolidated balance sheets is as follows:

**Reconciliation of the Disclosure of Incurred and Paid Claims Development  
to the Loss and Loss Adjustment Expense Reserves**

	December 31, 2023
	(Amounts in thousands)
Net outstanding liabilities	
Automobile insurance	\$ 2,009,595
Homeowners insurance	362,198
Other short-duration insurance lines	236,069
Loss and loss adjustment expense reserves, net of reinsurance recoverables on unpaid losses	2,607,862
Reinsurance recoverables on unpaid losses	
Automobile insurance	27,528
Homeowners insurance	3,903
Other short-duration insurance lines	717
Total reinsurance recoverables on unpaid losses	32,148
Insurance lines other than short-duration	1,072
Unallocated claims adjustment expenses	144,620
	145,692
Total gross loss and loss adjustment expense reserves	\$ 2,785,702

**13. Dividends**

The following table presents shareholder dividends paid:

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands, except per share data)		
Total paid	\$ 70,322	\$ 105,482	\$ 140,226
Per share paid	\$ 1.2700	\$ 1.9050	\$ 2.5325

The Insurance Companies are subject to the financial capacity guidelines established by their domiciliary states. The payment of dividends from statutory unassigned surplus of the Insurance Companies is restricted, subject to certain statutory limitations. As of December 31, 2023, the insurance subsidiaries of the Company are permitted to pay approximately \$ 163 million in dividends in 2024 to Mercury General without the prior approval of the DOI of domiciliary states. The above statutory regulations may have the effect of indirectly limiting the ability of the Company to pay shareholder dividends. During 2023, 2022, and 2021, the Insurance Companies paid Mercury General ordinary dividends of \$ 0 , \$ 0 , and \$ 191 million, respectively.

On February 9, 2024, the Board of Directors declared a \$ 0.3175 quarterly dividend payable on March 27, 2024 to shareholders of record on March 13, 2024.

**14. Statutory Balances and Accounting Practices**

The Insurance Companies prepare their statutory-basis financial statements in conformity with accounting practices prescribed or permitted by the insurance departments of their domiciliary states. Prescribed statutory accounting practices primarily include those published as statements of statutory accounting principles by the National Association of Insurance Commissioners (the "NAIC"), as well as state laws, regulations, and general administrative rules. Permitted statutory accounting practices encompass all accounting practices not so prescribed. As of December 31, 2023, there were no material permitted statutory accounting practices utilized by the Insurance Companies.

The following table presents the statutory net income, and statutory capital and surplus of the Insurance Companies, as reported to regulatory authorities:

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Statutory net (loss) income <sup>(1)</sup>	\$ ( 35,590 )	\$ ( 184,292 )	\$ 200,488
Statutory capital and surplus	\$ 1,667,187	\$ 1,502,424	\$ 1,827,210

<sup>(1)</sup> Statutory net (loss) income reflects differences from GAAP net income (loss), including changes in the fair value of the investment portfolio as a result of the application of the fair value option.

The Insurance Companies must comply with minimum capital requirements under applicable state laws and regulations. The RBC formula is used by insurance regulators to monitor capital and surplus levels. It was designed to capture the widely varying elements of risks undertaken by writers of different lines of insurance business having differing risk characteristics, as well as writers of similar lines where differences in risk may be related to corporate structure, investment policies, reinsurance arrangements, and a number of other factors. The Company periodically monitors the RBC level of each of the Insurance Companies. As of December 31, 2023, 2022 and 2021, each of the Insurance Companies exceeded the minimum required RBC level, as determined by the NAIC and adopted by the state insurance regulators. None of the Insurance Companies' RBC ratios were less than 350 % of the authorized control level RBC as of December 31, 2023, none less than 330 % as of December 31, 2022, and none less than 400 % as of December 31, 2021. Generally, an RBC ratio of 200 % or less would require some form of regulatory or company action.

#### 15. Profit Sharing Plan and Annual Cash Bonuses

The Company's employees are eligible to become members of the Profit Sharing Plan (the "Plan"). The Company, at the option of the Board of Directors, may make annual contributions to the Plan, and the contributions are not to exceed the greater of the Company's net income for the plan year or its retained earnings at that date. In addition, the annual contributions may not exceed an amount equal to 15 % of the compensation paid or accrued during the year to all participants under the Plan. No contributions were made in the past three years.

The Plan includes an option for employees to make salary deferrals under Section 401(k) of the Internal Revenue Code. Matching contributions, at a rate set by the Board of Directors, totaled approximately \$ 11.1 million, \$ 10.8 million, and \$ 10.4 million for 2023, 2022, and 2021, respectively.

The Plan also includes an employee stock ownership plan that covers substantially all employees. The Board of Directors authorizes the Plan to purchase the Company's common stock in the open market for allocation to the Plan participants. No purchases were made during the past three years.

The Company also provides company-wide annual cash bonuses to all eligible employees based on performance criteria for each recipient and for the Company as a whole. The Company performance goals are largely based on the Company's premium growth and combined ratio. The Company paid a total of approximately \$ 3.6 million, \$ 9.1 million, and \$ 36.9 million of company-wide annual cash bonuses to all its eligible employees based on these performance criteria in 2023, 2022, and 2021, respectively.

#### 16. Share-Based Compensation

In February 2015, the Company adopted the 2015 Incentive Award Plan (the "2015 Plan"), replacing the 2005 Equity Incentive Plan (the "2005 Plan") which expired in January 2015. The 2015 Plan was approved at the Company's Annual Meeting of Shareholders in May 2015. A maximum of 4,900,000 shares of common stock under the 2015 Plan are authorized for issuance upon exercise of stock options, stock appreciation rights and other awards, or upon vesting of RSU or deferred stock awards. The Company had granted 80,000 stock options under the 2015 Plan, 10,000 of which were forfeited, with 4,830,000 shares of common stock available for future grant as of December 31, 2023. No share-based compensation awards have been granted since March 2018 under the 2015 Plan.

The following table presents a summary of cash received, compensation costs recognized and excess tax benefit, related to the Company's share-based awards:

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Cash received from stock option exercises	\$ —	\$ —	\$ 215
Compensation cost, all share-based awards	—	15	141
Excess tax benefit, all share-based awards	—	(1)	(117)

#### Stock Option Awards

Stock option awards become exercisable at a rate of 25 % per year beginning one year from the date granted, are granted at the closing price of the Company's stock on the date of grant, and expire after 10 years.

In February 2018, the Compensation Committee of the Company's Board of Directors awarded a total of 80,000 stock options to four senior executives under the 2015 Plan which will vest over the four-year requisite service period. 10,000 of these stock options were forfeited in February 2019 following the departure of a senior executive. The fair values of these stock options were estimated on the date of grant using a closed-form option valuation model (Black-Scholes).

The following table provides the assumptions used in the calculation of grant-date fair values of these stock options based on the Black-Scholes option pricing model:

Weighted-average grant-date fair value	\$ 8.09
Expected volatility	33.18 %
Risk-free interest rate	2.62 %
Expected dividend yield	5.40 %
Expected term in months	72

Expected volatility is based on historical volatility of the Company's stock over the term of the stock options. The Company estimated the expected term of stock options, which represents the period of time that stock options granted are expected to be outstanding, by using historical exercise patterns and post-vesting termination behavior. The risk free interest rate is determined based on U.S. Treasury yields with equivalent remaining terms in effect at the time of the grant.

The following table presents a summary of the stock option activity for the year ended December 31, 2023:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in 000's)
Outstanding at January 1, 2023	17,500	\$ 43.01		
Exercised	—	\$ —		
Canceled or expired	—	\$ —		
Outstanding at December 31, 2023	17,500	\$ 43.01	4.1	\$ —
Exercisable at December 31, 2023	17,500	\$ 43.01	4.1	\$ —

The aggregate intrinsic values in the table above represent the total pre-tax intrinsic value (the difference between the Company's closing stock price and the stock option exercise price, multiplied by the number of in-the-money stock options) that would have been received by the stock option holders had all stock options been exercised on December 31, 2023. The aggregate intrinsic value of stock options exercised was \$ 29,975 and \$ 1,007,175 for 2022 and 2021, respectively. There were no stock options exercised in 2023. The total fair value of stock options vested was \$ 141,584 for each of 2022 and 2021. There were no stock options vested in 2023.

The following table presents information regarding stock options outstanding at December 31, 2023:

Exercise Price	Options Outstanding			Options Exercisable		
	Number of Options	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number of Options	Weighted-Average Exercise Price	
\$ 43.01	17,500	4.1	\$ 43.01	17,500	\$ 43.01	

As of December 31, 2023, the Company had no unrecognized share-based compensation expense.

#### 17. Earnings (Loss) Per Share

The following table presents a reconciliation of the numerators and denominators of the basic and diluted earnings (loss) per share calculations:

	Year Ended December 31,								
	2023			2022			2021		
	Net Income (Numerator)	Weighted Average Shares (Denominator)	Per-Share Amount	Net Loss (Numerator)	Weighted Average Shares (Denominator)	Per-Share Amount	Net Income (Numerator)	Weighted Average Shares (Denominator)	Per-Share Amount
(Amounts and numbers in thousands, except per-share data)									
<b>Basic EPS</b>									
Income (loss) available to common stockholders	\$ 96,336	55,371	\$ 1.74	\$ (512,672)	55,371	\$ (9.26)	\$ 247,937	55,368	\$ 4.48
Effect of dilutive securities:									
Options	—	—		—	—		—	6	
<b>Diluted EPS</b>									
Income (loss) available to common stockholders after assumed conversions	\$ 96,336	55,371	\$ 1.74	\$ (512,672)	55,371	\$ (9.26)	\$ 247,937	55,374	\$ 4.48

Potentially dilutive securities representing approximately 17,500 shares of common stock were excluded from the computation of diluted earnings (loss) per common share for each of 2023 and 2022, because their effect would have been anti-dilutive. For 2022, 26 incremental shares were also excluded from the computation of diluted loss per share as the Company generated a net loss in 2022. There were no potentially dilutive securities with anti-dilutive effect for 2021.

#### 18. Commitments and Contingencies

##### Leases

The Company is obligated under various non-cancellable lease agreements providing for office space, automobiles, office equipment, and EDP equipment that expire at various dates through the year 2028. See Note 7. Leases for additional information on leases and future lease payments as of December 31, 2023.

##### California Earthquake Authority ("CEA")

The CEA is a quasi-governmental organization that was established to provide a market for earthquake coverage to California homeowners. The Company places all new and renewal earthquake coverage offered with its homeowners policies directly with the CEA. The Company receives a small fee for placing business with the CEA, which is recorded as other income in the consolidated statements of operations. Upon the occurrence of a major seismic event, the CEA has the ability to assess participating companies for losses. These assessments are made after CEA capital has been expended and are based upon each company's participation percentage multiplied by the amount of the total assessment. Based upon the most recent information provided by the CEA, the Company's maximum total exposure to CEA assessments at April 30, 2023, the most recent date at which information was available, was approximately \$ 85.6 million. There was no assessment made in 2023.

##### Regulatory and Legal Matters

On October 5, 2021, the Company received a letter from the California DOI requesting additional information on the

amount of premium refunds or credits that the Company has provided or plans to further provide to its private passenger automobile policyholders, and the methodology used in determining such refunds or credits for the time period of March 2020 through at least March 2021, due to reduced driving during the pandemic. On October 6, 2021, the California DOI issued a press release alleging that the Company and two other insurers have not provided enough premium relief to the policyholders through premium refunds or credits for lower frequency resulting from reduced driving during the pandemic. Two private actions against the Company were also filed during the first quarter of 2022, asserting substantially the same arguments on behalf of an alleged class of similarly situated policyholders, and seeking restitution of the allegedly excessive premiums charged during the pandemic. On November 21, 2022, after its review of loss and expense data requested from and provided by the Company, the California DOI notified the Company that an additional total refund of approximately \$ 52 million should be provided to its private passenger automobile policyholders, purportedly based upon its analysis of the Company's data. The Company believes that the amounts returned to-date, including the mileage reductions on individual policies, have provided appropriate and material relief to its policyholders and that there is no legal basis for the California DOI or the courts to require the Company to issue additional refunds. The total amount of premiums returned to the Company's policyholders through refunds or credits is approximately \$ 128 million, which reduced its net premiums earned for 2020. The Company has also worked with its agents and policyholders to reclassify exposures on an individual policy basis, including reducing mileage on a large number of vehicles since the pandemic began. Management believes the mileage reductions have significantly reduced premiums on those individual policies in a manner consistent with the Company's filed and approved rates. The Company engaged in discussions with the California DOI, and on April 24, 2023, the Company entered into a stipulated settlement agreement with the California DOI (the "Settlement Stipulation"), which fully resolved all issues related to the California DOI's alleged COVID refund obligations, with the exception of a similar issue involving Orion Indemnity Company, a small consolidated subsidiary of the Company, that was settled separately with the California DOI on May 15, 2023 for approximately \$ 0.25 million paid to its existing California private passenger automobile policyholders. Under the Settlement Stipulation, the Company agreed to provide an aggregate credit amount of \$ 25 million to the existing California private passenger automobile policyholders of MIC and CAIC, significant consolidated subsidiaries of the Company, by means of credits against the future private passenger automobile renewal premium obligations over a period not to exceed 18 months commencing on July 7, 2023. The renewal premium credits are recorded as reductions to the Company's net premiums earned and written in the periods when the applicable policies are renewed. Although the Company believes the voluntary amounts returned to date have provided appropriate relief to its policyholders and there is no legal basis for the California DOI to require the Company to issue additional refunds, the Company agreed to the Settlement Stipulation to resolve the matter and facilitate timely review and approval of its pending rate applications. The Company filed a motion to dismiss the two private actions seeking COVID-related restitution, based on the California case law barring such retroactive relief and the resolution with the California DOI. In August 2023, the court granted the Company's motion to dismiss, and the judgment in the Company's favor is now final.

On September 10, 2021, the California DOI served the Company a Notice of Non-Compliance ("NNC"), alleging violations in connection with its 2014 Rating & Underwriting Examination Report, which was adopted by the California DOI in 2019. The NNC itemizes alleged violations, many of which management believes were corrected or otherwise resolved during the course of the examination, and seeks penalties. The Company has participated in lengthy and detailed discussions with the California DOI since the adoption of the examination report, in an attempt to address the issues deemed unresolved by the California DOI, and has taken several additional corrective actions approved by the California DOI. The Company is continuing discussions with the California DOI to resolve the outstanding issues, or at least obtain the agreement of the California DOI to remove the resolved items from the NNC before proceeding to a formal hearing process if a settlement is not reached. On August 1, 2022, the California DOI publicly announced its intention to pursue an administrative action against the Company with respect to certain outstanding issues. The Company filed a written response to the NNC on September 29, 2022. The response, consisting of a notice of defense, a motion to strike, and a motion to dismiss, challenges the NNC on procedural and substantive grounds. On November 9, 2022, the California DOI served objections and non-substantive responses to the Company's discovery requests. The Company is continuing settlement discussions with the California DOI. The parties are also conferring regarding the possible filing of an Amended NNC that would eliminate the resolved items and identify the remaining issues in dispute should the matter proceed to a hearing. The parties agreed to conduct a mediation to attempt resolution, which is currently scheduled for March 4, 2024. On November 14, 2023, the California DOI granted Consumer Watchdog's petition to intervene in the NNC, although the Company has not agreed to allow its involvement in the mediation. The Company cannot reasonably predict the likelihood, timing or outcome of any hearing process or administrative action, nor can it reasonably estimate the amount of penalties, if any.

The Company is, from time to time, named as a defendant in various lawsuits or regulatory actions incidental to its insurance business. The majority of lawsuits brought against the Company relate to insurance claims that arise in the normal course of business and are reserved for through the reserving process. For a discussion of the Company's reserving methods, see Note 1. Summary of Significant Accounting Policies.

The Company also establishes accruals for estimated liabilities for non-insurance claims related lawsuits, regulatory actions, and other contingencies when the Company believes a loss is probable and is able to estimate its potential exposure. For loss contingencies believed to be reasonably possible, the Company also discloses the nature of the loss contingency and an

estimate of the possible loss, range of loss, or a statement that such an estimate cannot be made. In addition, the Company accrues for anticipated legal defense costs associated with such lawsuits and regulatory actions. While actual losses may differ from the amounts recorded and the ultimate outcome of the Company's pending actions is generally not yet determinable, the Company does not believe that the ultimate resolution of currently pending legal or regulatory proceedings, either individually or in the aggregate, will have a material adverse effect on its financial condition or cash flows.

The Company is also involved in proceedings relating to assessments made by the FTB. See Note 11. Income Taxes.

#### **19. Segment Information**

The Company is primarily engaged in writing personal automobile insurance and provides related property and casualty insurance products to its customers through 12 subsidiaries in 11 states, principally in California.

The Company has one reportable business segment - the Property and Casualty business segment.

The Company's Chief Operating Decision Maker evaluates operating results based on pre-tax underwriting results which is calculated as net premiums earned less (a) losses and loss adjustment expenses and (b) underwriting expenses (policy acquisition costs and other operating expenses).

Expenses are allocated based on certain assumptions that are primarily related to premiums and losses. The Company's net investment income, net realized investment gains (losses), other income, and interest expense are excluded in evaluating pre-tax underwriting profit. The Company does not allocate its assets, including investments, or income taxes in evaluating pre-tax underwriting profit.

#### **Property and Casualty Lines**

The Property and Casualty business segment offers several insurance products to the Company's individual customers and small business customers. These insurance products are: private passenger automobile, which is the Company's primary business, and related insurance products such as homeowners, commercial automobile and commercial property. These insurance products are primarily sold to the Company's individual customers and small business customers, which increases retention of the Company's private personal automobile client base. The insurance products comprising the Property and Casualty business segment are sold through the same distribution channels, mainly through independent and 100% owned insurance agents, and go through a similar underwriting process.

#### **Other Lines**

The Other business segment represents net premiums written and earned from an operating segment that does not meet the quantitative thresholds required to be considered a reportable segment. This operating segment offers automobile mechanical protection warranties which are primarily sold through automobile dealerships and credit unions.

The following table presents operating results by reportable segment for the years ended:

	Year Ended December 31,								
	2023			2022			2021		
	Property & Casualty	Other	Total	Property & Casualty	Other	Total	Property & Casualty	Other	Total
	(Amounts in millions)								
Net premiums earned	\$ 4,245.4	\$ 29.0	\$ 4,274.4	\$ 3,923.6	\$ 28.9	\$ 3,952.5	\$ 3,712.9	\$ 29.0	\$ 3,741.9
Less:									
Losses and loss adjustment expenses	3,502.2	15.7	3,517.9	3,347.2	15.0	3,362.2	2,746.3	13.9	2,760.2
Underwriting expenses	973.4	14.7	988.1	922.1	12.3	934.4	902.6	14.1	916.7
Underwriting (loss) gain	(230.2)	(1.4)	(231.6)	(345.7)	1.6	(344.1)	64.0	1.0	65.0
Investment income			234.6			168.4			129.7
Net realized investment gains (losses)			101.0			(488.1)			111.7
Other income			19.6			10.3			10.0
Interest expense			(24.2)			(17.2)			(17.1)
Pre-tax income (loss)			\$ 99.4			\$ (670.7)			\$ 299.3
Net income (loss)			\$ 96.3			\$ (512.7)			\$ 247.9

The following table presents the Company's net premiums earned and direct premiums written by line of insurance business for the years ended:

	Year Ended December 31,								
	2023			2022			2021		
	Property & Casualty	Other	Total	Property & Casualty	Other	Total	Property & Casualty	Other	Total
	(Amounts in millions)								
Private passenger automobile	\$ 2,796.1	\$ —	\$ 2,796.1	\$ 2,655.7	\$ —	\$ 2,655.7	\$ 2,613.5	\$ —	\$ 2,613.5
Homeowners	957.7	—	957.7	830.6	—	830.6	698.1	—	698.1
Commercial automobile	303.9	—	303.9	267.9	—	267.9	258.6	—	258.6
Other	187.7	29.0	216.7	169.4	28.9	198.3	142.7	29.0	171.7
Net premiums earned	\$ 4,245.4	\$ 29.0	\$ 4,274.4	\$ 3,923.6	\$ 28.9	\$ 3,952.5	\$ 3,712.9	\$ 29.0	\$ 3,741.9
Private passenger automobile	\$ 2,841.8	\$ —	\$ 2,841.8	\$ 2,598.9	\$ —	\$ 2,598.9	\$ 2,640.7	\$ —	\$ 2,640.7
Homeowners	1,119.0	—	1,119.0	940.3	—	940.3	801.5	—	801.5
Commercial automobile	346.2	—	346.2	276.8	—	276.8	259.9	—	259.9
Other	224.9	26.6	251.5	202.1	30.4	232.5	175.4	30.0	205.4
Direct premiums written	\$ 4,531.9	\$ 26.6	\$ 4,558.5	\$ 4,018.1	\$ 30.4	\$ 4,048.5	\$ 3,877.5	\$ 30.0	\$ 3,907.5

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None

**Item 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

The Company maintains disclosure controls and procedures designed to ensure that information required to be disclosed in the Company's reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost benefit relationship of possible controls and procedures.

As required by Securities and Exchange Commission Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based on the foregoing, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level.

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

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system was designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2023. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework (2013)*. Based upon its assessment, the Company's management believes that, as of December 31, 2023, the Company's internal control over financial reporting is effective based on these criteria.

KPMG LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this 2023 Annual Report on Form 10-K, has issued an audit report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2023, which is included herein.

**Changes in Internal Control over Financial Reporting**

There has been no change in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. The Company's process for evaluating controls and procedures is continuous and encompasses constant improvement of the design and effectiveness of established controls and procedures and the remediation of any deficiencies which may be identified during this process.

**Item 9B. Other Information**

Rule 10b5-1 and Non-Rule 10b5-1 Trading Arrangements

During the three months ended December 31, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Adoption of Long-Term Incentive Plan and Initial Awards

On February 7, 2024, the Compensation Committee of the Board of Directors approved the Mercury General Corporation Long-Term Incentive Plan (the "LTIP") to provide certain key employees with the right to receive cash awards providing an opportunity to participate in the appreciation of the company's value and in order to retain these key employees

and consultants and reward them for contributing to the success of the company and its subsidiaries. The LTIP is administered by the Compensation Committee of the Board of Directors. Initial awards were granted under the LTIP in February 2024, with subsequent awards to employees to be granted in the discretion of the Compensation Committee of the Board of Directors or its delegate. Participants in the LTIP may be granted a number of notional interests, or “Phantom Stock Units.” Each Phantom Stock Unit represents the right to receive payment of the value of a share of the Company’s common stock upon vesting. Phantom Stock Units may be granted subject to vesting conditions, which may include service-based and/or performance-based vesting conditions tied to corporate and/or individual achievement objectives. An employee must remain employed through the date of payment of an award to be eligible for any payout under the LTIP.

Also on February 7, 2024, the Compensation Committee of the Board of Directors approved awards of performance-based Phantom Stock Units (“PSUs”) to the named executive officers of the Company. The named executive officers were each awarded the following “target” number of PSUs: George Joseph, 23,527 PSUs; Gabriel Tirador, 23,979 PSUs; Theodore Stalick, 11,000 PSUs; and Victor Joseph, 11,716 PSUs. The payout value of PSUs granted under the LTIP will be determined based on the achievement of specific, pre-established corporate performance objectives, and in part on individual performance, for each named executive officer during the applicable performance period. The maximum payout level with respect to the PSUs is 150% of the “target” award.

The foregoing description of the LTIP and the awards thereunder is qualified in its entirety by reference to the full text of the LTIP, which is filed as Exhibits 10.49, 10.50 and 10.51 to this Annual Report on Form 10-K.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable

**PART III**

- Item 10. Directors, Executive Officers, and Corporate Governance**
- Item 11. Executive Compensation**
- Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**
- Item 13. Certain Relationships and Related Transactions, and Director Independence**
- Item 14. Principal Accounting Fees and Services**

Information regarding executive officers of the Company is included in Part I. For other information called for by Items 10, 11, 12, 13 and 14, reference is made to the Company's definitive proxy statement for its Annual Meeting of Shareholders, which will be filed with the SEC within 120 days after December 31, 2023 and which is incorporated herein by reference.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

The following documents are filed as a part of this report:

1. Financial Statements: The Consolidated Financial Statements for the year ended December 31, 2023 are contained herein as listed in the Index to Consolidated Financial Statements on page 54.

2. Financial Statement Schedules:

Report of Independent Registered Public Accounting Firm

Schedule I—Summary of Investments—Other than Investments in Related Parties

Schedule II—Condensed Financial Information of Registrant

Schedule IV—Reinsurance

All other schedules are omitted as the required information is inapplicable or the information is presented in the Consolidated Financial Statements or Notes thereto.

3. Exhibits

Form 10-K Exhibit No.	Description of Exhibit	If Incorporated by Reference, Documents with Which Exhibit was Previously Filed with the SEC
3.1	<a href="#">Articles of Incorporation of the Company, as amended to date.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 1997, and is incorporated herein by this reference.</a>
3.2	<a href="#">Amended and Restated Bylaws of the Company.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-Q for the quarterly period ended September 30, 2007, and is incorporated herein by this reference.</a>
3.3	<a href="#">First Amendment to Amended and Restated Bylaws of the Company.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on August 4, 2008, and is incorporated herein by this reference.</a>
3.4	<a href="#">Second Amendment to Amended and Restated Bylaws of the Company.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on February 25, 2009, and is incorporated herein by this reference.</a>
3.5	<a href="#">Third Amendment to Amended and Restated Bylaws of the Company.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on May 11, 2018, and is incorporated herein by this reference.</a>
4.1	Shareholders' Agreement dated as of October 7, 1985 among the Company, George Joseph and Gloria Joseph.	This document was filed as an exhibit to Registrant's Registration Statement on Form S-1, File No. 33-899, and is incorporated herein by this reference. (Not available on the SEC website. Filed prior to the SEC Edgar filing mandate).
4.2	<a href="#">Indenture, dated as of March 8, 2017, between Mercury General Corporation and Wilmington Trust, National Association.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K, filed with the Securities and Exchange Commission on March 8, 2017, and is incorporated herein by this reference.</a>
4.3	<a href="#">First Supplemental Indenture, dated as of March 8, 2017, between Mercury General Corporation and Wilmington Trust, National Association.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K, filed with the Securities and Exchange Commission on March 8, 2017, and is incorporated herein by this reference.</a>
4.4	<a href="#">Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2019, and is incorporated herein by this reference.</a>

10.1*	Profit Sharing Plan, as Amended and Restated as of March 11, 1994.	This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 1993, and is incorporated herein by this reference. (Not available on the SEC website. Filed prior to the SEC Edgar filing mandate).
10.2*	Amendment 1994-I to the Mercury General Corporation Profit Sharing Plan.	This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 1994, and is incorporated herein by this reference. (Not available on the SEC website. Filed prior to the SEC Edgar filing mandate).
10.3*	Amendment 1994-II to the Mercury General Corporation Profit Sharing Plan.	This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 1994, and is incorporated herein by this reference. (Not available on the SEC website. Filed prior to the SEC Edgar filing mandate).
10.4*	<a href="#">Amendment 1996-I to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 1996, and is incorporated herein by this reference.</a>
10.5*	<a href="#">Amendment 1997-I to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 1996, and is incorporated herein by this reference.</a>
10.6*	<a href="#">Amendment 1998-I to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 1997, and is incorporated herein by this reference.</a>
10.7*	<a href="#">Amendment 1999-I to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 1999, and is incorporated herein by this reference.</a>
10.8*	<a href="#">Amendment 1999-II to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 1999, and is incorporated herein by this reference.</a>
10.9*	<a href="#">Amendment 2001-I to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2001, and is incorporated herein by this reference.</a>
10.10*	<a href="#">Amendment 2002-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2002, and is incorporated herein by this reference.</a>
10.11*	<a href="#">Amendment 2002-2 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2002, and is incorporated herein by this reference.</a>
10.12*	<a href="#">Amendment 2003-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2004, and is incorporated herein by this reference.</a>
10.13*	<a href="#">Amendment 2004-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2004, and is incorporated herein by this reference.</a>
10.14*	<a href="#">Amendment 2006-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2007, and is incorporated herein by this reference.</a>
10.15*	<a href="#">Amendment 2006-2 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2006, and is incorporated herein by this reference.</a>
10.16*	<a href="#">Amendment 2007-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2007, and is incorporated herein by this reference.</a>
10.17*	<a href="#">Amendment 2008-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2008, and is incorporated herein by this reference.</a>
10.18*	<a href="#">Amendment 2008-2 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2008, and is incorporated herein by this reference.</a>

10.19*	<a href="#">Amendment 2009-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2009, and is incorporated herein by this reference.</a>
10.20*	<a href="#">Amendment 2009-2 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2009, and is incorporated herein by this reference.</a>
10.21*	<a href="#">Amendment 2011-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2011, and is incorporated herein by this reference.</a>
10.22*	<a href="#">Amendment 2013-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2013, and is incorporated herein by this reference.</a>
10.23*	<a href="#">Amendment 2014-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2014, and is incorporated herein by this reference.</a>
10.24*	<a href="#">Amendment 2014-2 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2014, and is incorporated herein by this reference.</a>
10.25*	<a href="#">Amendment 2015-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2015, and is incorporated herein by this reference.</a>
10.26*	<a href="#">Amendment 2015-2 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2015, and is incorporated herein by this reference.</a>
10.27*	<a href="#">Amendment 2017-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2017, and is incorporated herein by this reference.</a>
10.28*	<a href="#">Amendment 2019-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2018, and is incorporated herein by this reference.</a>
10.29*	<a href="#">Amendment 2020-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2020, and is incorporated herein by this reference.</a>
10.30*	<a href="#">Amendment 2021-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2021, and is incorporated herein by this reference.</a>
10.31*	<a href="#">Amendment 2021-2 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2021, and is incorporated herein by this reference.</a>
10.32*	<a href="#">Amendment 2022-1 to the Mercury General Corporation Profit Sharing Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2021, and is incorporated herein by this reference.</a>
10.33	<a href="#">Management Agreement effective January 1, 2001 between Mercury Insurance Services, LLC and Mercury Casualty Company, Mercury Insurance Company, California Automobile Insurance Company and California General Insurance Company.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2000, and is incorporated herein by this reference.</a>
10.34	<a href="#">Expense Reimbursement and Services Agreement effective January 1, 2001 between Mercury Insurance Services, LLC and American Mercury Insurance Company.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2000, and is incorporated herein by this reference.</a>
10.35	<a href="#">Management Agreement effective January 1, 2001 between Mercury Insurance Services, LLC and Mercury Insurance Company of Georgia.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2000, and is incorporated herein by this reference.</a>
10.36	<a href="#">Management Agreement effective January 1, 2001 between Mercury Insurance Services, LLC and Mercury Indemnity Company of Georgia.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2000, and is incorporated herein by this reference.</a>
10.37	<a href="#">Management Agreement effective January 1, 2001 between Mercury Insurance Services, LLC and Mercury Insurance Company of Illinois.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2000, and is incorporated herein by this reference.</a>

10.38	<a href="#">Management Agreement effective January 1, 2001 between Mercury Insurance Services, LLC and Mercury Indemnity Company of Illinois.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2000, and is incorporated herein by this reference.</a>
10.39	<a href="#">Management Agreement effective January 1, 2002 between Mercury Insurance Services, LLC and Mercury Insurance Company of Florida and Mercury Indemnity Company of Florida.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2001, and is incorporated herein by this reference.</a>
10.40	<a href="#">Management Agreement dated January 22, 1997 between Mercury County Mutual Insurance Company and Mercury Insurance Services, LLC.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 10-K for the fiscal year ended December 31, 2006, and is incorporated herein by this reference.</a>
10.41*	<a href="#">Mercury General Corporation Senior Executive Incentive Bonus Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on May 10, 2013, and is incorporated herein by this reference.</a>
10.42*	<a href="#">Amended and Restated Mercury General Corporation 2005 Equity Incentive Award Plan.</a>	<a href="#">This document was filed as an exhibit to the Registrant's Form 8-K filed with the Securities and Exchange Commission on November 1, 2010, and is incorporated herein by this reference.</a>
10.43*	<a href="#">Form of Incentive Stock Option Agreement under the Mercury General Corporation 2005 Equity Incentive Award Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on May 16, 2005, and is incorporated herein by this reference.</a>
10.44*	<a href="#">Mercury General Corporation Annual Incentive Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on May 2, 2011, and is incorporated herein by this reference.</a>
10.45*	<a href="#">Mercury General Corporation 2015 Incentive Award Plan.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form S-8 filed with the Securities and Exchange Commission on February 20, 2015 (File No. 333-202204), and is incorporated herein by this reference.</a>
10.46*	<a href="#">Form of Restricted Stock Unit Agreement under the Mercury General Corporation 2015 Incentive Award Plan</a>	<a href="#">This document was filed as an exhibit to Registrant's Form S-8 filed with the Securities and Exchange Commission on February 20, 2015 (File No. 333-202204), and is incorporated herein by this reference.</a>
10.47*	<a href="#">Form of Stock Option Agreement under the Mercury General Corporation 2015 Incentive Award Plan</a>	<a href="#">This document was filed as an exhibit to Registrant's Form S-8 filed with the Securities and Exchange Commission on February 20, 2015 (File No. 333-202204), and is incorporated herein by this reference.</a>
10.48*	<a href="#">Form of Restricted Stock Unit Agreement under the Mercury General Corporation 2015 Incentive Award Plan (2016 and later version).</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on March 23, 2016, and is incorporated herein by this reference.</a>
10.49*	<a href="#">Mercury General Corporation Long-Term Incentive Plan.</a>	Filed herewith.
10.50*	<a href="#">Performance Phantom Stock Unit Award Agreement under Mercury General Corporation Long-Term Incentive Plan</a>	Filed herewith.
10.51*	<a href="#">Restricted Phantom Stock Unit Award Agreement under Mercury General Corporation Long-Term Incentive Plan</a>	Filed herewith.
10.52	<a href="#">Amended and Restated Credit Agreement, dated as of March 31, 2021, by and among Mercury General Corporation, Bank of America, as Administrative Agent, and the Lenders party thereto.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on April 1, 2021, and is incorporated herein by this reference.</a>
10.53	<a href="#">First Amendment to Amended and Restated Credit Agreement, dated as of November 18, 2022, by and among Mercury General Corporation, Bank of America, as Administrative Agent, and the Lenders party thereto.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on November 22, 2022, and is incorporated herein by this reference.</a>

10.54	<a href="#">Second Amendment to Amended and Restated Credit Agreement, dated as of November 30, 2023, by and among Mercury General Corporation, Bank of America, as Administrative Agent, and the Lenders party thereto.</a>	<a href="#">This document was filed as an exhibit to Registrant's Form 8-K filed with the Securities and Exchange Commission on November 30, 2023, and is incorporated herein by this reference.</a>
19.1	<a href="#">Insider Trading Policies and Procedures.</a>	Filed herewith.
21.1	<a href="#">Subsidiaries of the Company.</a>	Filed herewith.
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>	Filed herewith.
31.1	<a href="#">Certification of Registrant's Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	Filed herewith.
31.2	<a href="#">Certification of Registrant's Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	Filed herewith.
32.1	<a href="#">Certification of Registrant's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002. This certification is being furnished solely to accompany this Annual Report on Form 10-K and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company.</a>	Filed herewith.
32.2	<a href="#">Certification of Registrant's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002. This certification is being furnished solely to accompany this Annual Report on Form 10-K and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company.</a>	Filed herewith.
97.1	<a href="#">Policy Relating to Recovery of Erroneously Awarded Compensation.</a>	Filed herewith.
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 Document.	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.	
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.	
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).	

\* Denotes management contract or compensatory plan or arrangement.

#### Item 16. Form 10-K Summary

None

## SIGNATURES

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

MERCURY GENERAL CORPORATION

BY

/s/ GABRIEL TIRADOR

Gabriel Tirador  
Chief Executive Officer

February 13, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ <u>GEORGE JOSEPH</u> George Joseph	Chairman of the Board	February 13, 2024
/s/ <u>GABRIEL TIRADOR</u> Gabriel Tirador	Chief Executive Officer and Director (Principal Executive Officer)	February 13, 2024
/s/ <u>VICTOR G. JOSEPH</u> Victor G. Joseph	President and Chief Operating Officer and Director	February 13, 2024
/s/ <u>THEODORE R. STALICK</u> Theodore R. Stalick	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 13, 2024
/s/ <u>GEORGE G. BRAUNEGG</u> George G. Braunegg	Director	February 13, 2024
/s/ <u>RAMONA L. CAPPELLO</u> Ramona L. Cappello	Director	February 13, 2024
/s/ <u>JAMES G. ELLIS</u> James G. Ellis	Director	February 13, 2024
/s/ <u>VICKY WAI YEE JOSEPH</u> Vicky Wai Yee Joseph	Director	February 13, 2024
/s/ <u>JOSHUA E. LITTLE</u> Joshua E. Little	Director	February 13, 2024
/s/ <u>MARTHA E. MARCON</u> Martha E. Marcon	Director	February 13, 2024

MERCURY GENERAL CORPORATION AND SUBSIDIARIES  
SUMMARY OF INVESTMENTS  
OTHER THAN INVESTMENTS IN RELATED PARTIES  
DECEMBER 31, 2023

Type of Investment	Amounts in the		
	Cost	Fair Value	Balance Sheet
(Amounts in thousands)			
Fixed maturity securities:			
U.S. government bonds	\$ 174,903	\$ 174,450	\$ 174,450
Municipal securities	2,797,971	2,777,258	2,777,258
Mortgage-backed securities	201,727	186,887	186,887
Corporate securities	626,723	599,630	599,630
Collateralized loan obligations	486,984	484,947	484,947
Other asset-backed securities	106,675	96,164	96,164
Total fixed maturity securities	4,394,983	4,319,336	4,319,336
Equity securities:			
Common stock	497,543	597,888	597,888
Non-redeemable preferred stock	64,860	51,563	51,563
Private equity funds measured at net asset value <sup>(1)</sup>	92,536	81,242	81,242
Total equity securities	654,939	730,693	730,693
Short-term investments	179,375	178,491	178,491
Total investments	\$ 5,229,297	\$ 5,228,520	\$ 5,228,520

<sup>(1)</sup> The fair value is measured using the NAV practical expedient. See Note 4, Fair Value Measurements of the Notes to Consolidated Financial Statements for additional information.

See accompanying Report of Independent Registered Public Accounting Firm

MERCURY GENERAL CORPORATION AND SUBSIDIARIES  
SUMMARY OF INVESTMENTS  
OTHER THAN INVESTMENTS IN RELATED PARTIES  
DECEMBER 31, 2022

Type of Investment	Amounts in the		
	Cost	Fair Value	Balance Sheet
(Amounts in thousands)			
Fixed maturity securities:			
U.S. government bonds	\$ 159,256	\$ 158,607	\$ 158,607
Municipal securities	2,794,476	2,737,183	2,737,183
Mortgage-backed securities	184,936	166,260	166,260
Corporate securities	607,945	569,553	569,553
Collateralized loan obligations	332,859	320,252	320,252
Other asset-backed securities	147,318	136,456	136,456
Total fixed maturity securities	4,226,790	4,088,311	4,088,311
Equity securities:			
Common stock	463,940	558,169	558,169
Non-redeemable preferred stock	64,686	51,236	51,236
Private equity funds measured at net asset value <sup>(1)</sup>	140,217	90,147	90,147
Total equity securities	668,843	699,552	699,552
Short-term investments	123,928	122,937	122,937
Total investments	\$ 5,019,561	\$ 4,910,800	\$ 4,910,800

<sup>(1)</sup> The fair value is measured using the NAV practical expedient. See Note 4, Fair Value Measurements of the Notes to Consolidated Financial Statements for additional information.

See accompanying Report of Independent Registered Public Accounting Firm

MERCURY GENERAL CORPORATION  
CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
BALANCE SHEETS

	December 31,	
	2023	2022
	(Amounts in thousands)	
ASSETS		
Investments, at fair value:		
Fixed maturity securities (amortized cost \$ 9,979 ; \$ 10,908 )	\$ 9,949	\$ 10,907
Equity securities (cost \$ 17,227 ; \$ 35,041 )	28,027	51,416
Short-term investments (cost \$ 571 ; \$ 27,057 )	571	27,059
Investment in subsidiaries	2,084,346	1,833,372
Total investments	2,122,893	1,922,754
Cash	4,698	6,218
Accrued investment income	141	149
Amounts receivable from affiliates	503	516
Current income taxes	5,148	55,777
Deferred income taxes	1,544	1,072
Income tax receivable from affiliates	15,161	12,865
Other assets	1,499	1,493
Total assets	\$ 2,151,587	\$ 2,000,844
LIABILITIES AND SHAREHOLDERS' EQUITY		
Notes payable	\$ 573,729	\$ 398,330
Amounts payable to affiliates	2,753	90
Income tax payable to affiliates	21,209	75,079
Other liabilities	5,751	5,214
Total liabilities	603,442	478,713
Commitments and contingencies		
Shareholders' equity:		
Common stock	98,947	98,947
Retained earnings	1,449,198	1,423,184
Total shareholders' equity	1,548,145	1,522,131
Total liabilities and shareholders' equity	\$ 2,151,587	\$ 2,000,844

See accompanying notes to condensed financial information.  
See accompanying Report of Independent Registered Public Accounting Firm

MERCURY GENERAL CORPORATION  
CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Revenues:			
Net investment income	\$ 2,998	\$ 2,696	\$ 2,560
Net realized investment gains (losses)	1,431	(12,969)	26,523
Total revenues	4,429	(10,273)	29,083
Expenses:			
Other operating expenses	2,526	2,446	2,627
Interest	24,129	17,178	17,088
Total expenses	26,655	19,624	19,715
(Loss) income before income taxes and equity in net income (loss) of subsidiaries	(22,226)	(29,897)	9,368
Income tax (benefit) expense	(4,379)	(10,234)	4,930
(Loss) income before equity in net income (loss) of subsidiaries	(17,847)	(19,663)	4,438
Equity in net income (loss) of subsidiaries	114,183	(493,009)	243,499
Net income (loss)	\$ 96,336	\$ (512,672)	\$ 247,937

See accompanying notes to condensed financial information.  
See accompanying Report of Independent Registered Public Accounting Firm

**MERCURY GENERAL CORPORATION**  
**CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2023	2022	2021
	(Amounts in thousands)		
Cash flows from operating activities:			
Net cash (used in) provided by operating activities	\$ (14,703)	\$ 225	\$ (36,662)
Cash flows from investing activities:			
Capital contribution to subsidiaries	(150,000)	—	—
Capital distribution from subsidiaries	—	3,431	—
Distributions received from special purpose entities	6,210	2,904	5,199
Dividends received from subsidiaries	—	—	191,000
Fixed maturity securities available for sale in nature			
Purchases	—	(11,905)	—
Sales	—	1,000	—
Calls or maturities	955	—	—
Equity securities available for sale in nature			
Purchases	(1,172)	(5,307)	(13,151)
Sales	25,848	48,215	38,092
Decrease (increase) in short-term investments	26,481	(6,268)	(16,172)
Other, net	183	667	791
Net cash (used in) provided by investing activities	(91,495)	32,737	205,759
Cash flows from financing activities:			
Dividends paid to shareholders	(70,322)	(105,482)	(140,226)
Proceeds from stock options exercised	—	—	215
Proceeds from bank loan	175,000	25,000	—
Net cash provided by (used in) financing activities	104,678	(80,482)	(140,011)
Net (decrease) increase in cash	(1,520)	(47,520)	29,086
Cash:			
Beginning of year	6,218	53,738	24,652
End of year	\$ 4,698	\$ 6,218	\$ 53,738
<b>SUPPLEMENTAL CASH FLOW DISCLOSURE</b>			
Interest paid	\$ 22,959	\$ 16,611	\$ 16,590
Income taxes paid (refunded), net	\$ 1,630	\$ (14,102)	\$ 18,841

See accompanying notes to condensed financial information.  
See accompanying Report of Independent Registered Public Accounting Firm

**MERCURY GENERAL CORPORATION**  
**CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**NOTES TO CONDENSED FINANCIAL INFORMATION**

The accompanying condensed financial information should be read in conjunction with the Consolidated Financial Statements and Notes to Consolidated Financial Statements included in this report.

**Distributions received from Special Purpose Investment Vehicles**

From time to time, the Company forms special purpose investment vehicles to facilitate its investment activities involving derivative instruments such as total return swaps, or limited partnerships such as private equity funds. For the three years ended December 31, 2023, the Company had two such special purpose investment vehicles: Fannette Funding LLC and Animas Funding LLC. These special purpose investment vehicles are consolidated into the Company. Creditors have no recourse against the Company in the event of default by these special purpose investment vehicles. The Company had no implied or unfunded commitments to these entities at December 31, 2023 and 2022. The Company's financial or other support provided to these entities and its loss exposure are limited to its collateral and original investment. Mercury General received distributions of \$ 6.2 million, \$ 2.9 million, and \$ 5.2 million in 2023, 2022, and 2021, respectively, from these special purpose investment vehicles.

**Dividends received from Subsidiaries**

Dividends of \$ 0 , \$ 0 and \$ 191 million were received by Mercury General from its 100% owned insurance subsidiaries in 2023, 2022 and 2021, respectively, and were recorded as a reduction to investment in subsidiaries.

**Capitalization of Insurance Subsidiaries**

Mercury General made capital contributions to its insurance subsidiaries of \$ 150 million, \$ 0 and \$ 0 in 2023, 2022 and 2021, respectively. In addition, Mercury General received a capital distribution from its insurance subsidiaries of \$ 0 , \$ 3,431,433 , and \$ 0 in 2023, 2022 and 2021, respectively. The capital distribution for 2022 was related to the dissolution of an insurance subsidiary in November 2022, pursuant to which Mercury General received the complete return of its invested capital.

**Notes Payable**

On March 8, 2017, Mercury General completed a public debt offering issuing \$ 375 million of senior notes. The notes are unsecured senior obligations of Mercury General, with a 4.4 % annual coupon payable on March 15 and September 15 of each year commencing September 15, 2017. These notes mature on March 15, 2027. The Company used the proceeds from the notes to pay off the total outstanding balance of \$ 320 million under the existing loan and credit facility agreements and terminated the agreements on March 8, 2017. The remainder of the proceeds from the notes was used for general corporate purposes. Mercury General incurred debt issuance costs of approximately \$ 3.4 million, inclusive of underwriters' fees. The notes were issued at a slight discount of 99.847 % of par, resulting in the effective annualized interest rate, including debt issuance costs, of approximately 4.45 %.

On March 31, 2021, the Company entered into an unsecured \$ 75 million five-year revolving credit facility. On November 18, 2022, the Company entered into the First Amendment to this credit facility. The First Amendment extended the maturity date of the loan to November 16, 2026 from March 31, 2026 with possible further extension if certain conditions are met, increased the aggregate commitments by all the lenders to \$ 200 million from \$ 75 million, and replaced the LIBOR with the term SOFR. On November 30, 2023, the Company entered into the Second Amendment to this credit facility, which further increased the aggregate commitments by all the lenders to \$ 250 million from \$ 200 million. The interest rates on borrowings under the credit facility are based on the Company's debt to total capital ratio and range from Term SOFR plus 112.5 basis points when the ratio is under 20 % to Term SOFR plus 150.0 basis points when the ratio is greater than or equal to 30 %. Commitment fees for the undrawn portions of the credit facility range from 12.5 basis points when the ratio is under 20 % to 22.5 basis points when the ratio is greater than or equal to 30 %. The debt to total capital ratio is expressed as a percentage of (a) consolidated debt to (b) consolidated shareholders' equity plus consolidated debt. The Company's debt to total capital ratio was 27.1 % at December 31, 2023, resulting in a 17.5 basis point commitment fee on any undrawn portion of the credit facility. As of February 13, 2024, a total of \$ 200 million was drawn under this facility on a three-month revolving basis at an annual interest rate of approximately 6.84 %, with \$ 50 million available to be drawn. The Company contributed \$ 150 million of the

total amount drawn to the surplus of its consolidated insurance subsidiaries, and used the remainder for general corporate purposes.

Federal Income Taxes

The Company files a consolidated federal income tax return for the following entities:

Mercury Casualty Company	Mercury Indemnity Company of America
Mercury Insurance Company	Mercury Select Management Company, Inc.
California Automobile Insurance Company	Mercury Insurance Services LLC
California General Underwriters Insurance Company, Inc.	AIS Management LLC
Mercury Insurance Company of Illinois	Auto Insurance Specialists LLC
Mercury Insurance Company of Georgia	PoliSeek AIS Insurance Solutions, Inc.
Mercury Indemnity Company of Georgia	Animas Funding LLC
American Mercury Insurance Company	Fannette Funding LLC
American Mercury Lloyds Insurance Company	Mercury Plus Insurance Services LLC
Orion Indemnity Company	Mercury Information Technology Services LLC
Mercury County Mutual Insurance Company	Mercury (Shanghai) Information Technology Services Co., Ltd.

The method of allocation between the companies is subject to an agreement approved by the Board of Directors. Allocation is based upon separate return calculations with current credit for net losses incurred by the insurance subsidiaries to the extent it can be used in the current consolidated return.

MERCURY GENERAL CORPORATION AND SUBSIDIARIES  
 REINSURANCE  
 THREE YEARS ENDED DECEMBER 31,  
 Property and Liability Insurance Earned Premiums

	2023	2022	2021
	(Amounts in thousands)		
Direct amounts	\$ 4,368,342	\$ 4,022,611	\$ 3,793,664
Ceded to other companies	( 109,445 )	( 80,950 )	( 65,017 )
Assumed	15,481	10,821	13,301
Net amounts	<u>\$ 4,274,378</u>	<u>\$ 3,952,482</u>	<u>\$ 3,741,948</u>

See accompanying Report of Independent Registered Public Accounting Firm  
 S-8

**MERCURY GENERAL CORPORATION  
LONG-TERM INCENTIVE PLAN**

**ARTICLE 1.**

**PURPOSE**

The purpose of the Mercury General Corporation Long-Term Incentive Plan (as it may be amended or restated from time to time, the "**Plan**") is to promote the success and enhance the value of Mercury General Corporation (the "**Company**") by providing Employees with an incentive for outstanding performance to generate superior returns to the Company's stockholders.

**ARTICLE 2.**

**GRANTING OF AWARDS**

2.1 Participation. The Administrator may, from time to time, select from among all Employees, those to whom an Award shall be granted and shall determine the nature and amount of each Award, which shall not be inconsistent with the requirements of the Plan. No Employee shall have any right to be granted an Award pursuant to the Plan. The Administrator shall determine the number of Awards that may be granted under the Plan, in the aggregate.

2.2 Award Agreement. Each Award shall be evidenced by an Award Agreement that sets forth the terms, conditions and limitations for such Award.

2.3 At-Will Employment; Voluntary Participation. Nothing in the Plan or any Award Agreement shall confer upon any Participant any right to continue in the employ of the Company or any Subsidiary, or shall interfere with or restrict in any way the rights of the Company and any Subsidiary, which rights are hereby expressly reserved, to discharge any Participant at any time for any reason whatsoever, with or without cause, and with or without notice, or to terminate or change all other terms and conditions of employment or engagement, except to the extent expressly provided otherwise in a written agreement signed by both the Participant and the Chief Executive Officer and President of the Company (or his designee). Participation by each Participant in the Plan shall be voluntary and nothing in the Plan shall be construed as mandating that any Employee shall participate in the Plan.

**ARTICLE 3.**

**PHANTOM STOCK UNITS**

3.1 Grant of Phantom Stock Units. The Administrator is authorized to grant Awards of Phantom Stock Units to any Employee selected by the Administrator in such amounts and subject to such terms and conditions as determined by the Administrator.

3.2 Vesting of Phantom Stock Units. At the time of grant, the Administrator shall specify the date or dates on which the Phantom Stock Units shall become fully vested and nonforfeitable, the Payout Value, and may specify such conditions to vesting as it deems appropriate, including, without limitation, vesting based upon the Participant's duration of service to the Company or any Subsidiary, one or more Performance Criteria, Company performance, individual performance or other specific criteria, in each case on a specified date or dates or over any period or periods, as determined by the Administrator.

3.3 Maturity and Payment. At the time of grant, the Administrator shall specify the payment date(s) applicable to each grant of Phantom Stock Units; provided that, except as otherwise determined by the Administrator and set forth in any applicable Award Agreement, the payment date relating to each Phantom Stock Unit shall not occur following the later of (a) the 15<sup>th</sup> day of the third month following the end of the calendar year in which the applicable portion of the Phantom Stock Unit vests; or (b) the 15<sup>th</sup> day of the third month following the end of the Company's fiscal year in which the applicable portion of the Phantom Stock Unit vests. On the payment date, the Company shall, subject to the terms and conditions of this Plan, pay to the Participant an amount in cash equal to the Payout Value for each Phantom Stock Unit scheduled to be paid out on such date. All Awards granted under the Plan shall be paid in cash.

3.4 Tax Withholding. The Company or any Subsidiary shall have the authority and the right to deduct or withhold, or require a Participant to remit to the Company, an amount sufficient to satisfy federal, state, local and foreign taxes required by Applicable Law to be withheld with respect to any taxable event concerning a Participant arising as a result of the Plan.

3.5 Transferability of Awards. No Award under the Plan may be sold, pledged, assigned or transferred in any manner other than by will or the laws of descent and distribution.

3.6 Forfeiture and Claw-Back Provisions.

(a) All compensation received by Participants, including pursuant to Awards (including, without limitation, any proceeds, gains or other economic benefit actually or constructively received by Participant upon any receipt or exercise of any Award) shall be subject to reduction, cancellation, forfeiture and/or recoupment to the extent necessary to comply with (a) any clawback, forfeiture or other similar policy adopted by the Company, including, without limitation, the Policy for Recovery of Erroneously Awarded Compensation (as amended from time to time, the "**Policy**") adopted by the Company, and (b) any other clawback, recoupment, forfeiture or similar policies or provisions applicable to a Participant or required under Applicable Law (collectively, the "**Recovery Arrangements**"), notwithstanding any other agreement to the contrary.

(b) If the Company is required to prepare an accounting restatement due to the material noncompliance of the Company, as a result of a Participant's intentional misconduct or gross negligence, with respect to any financial reporting requirement under the United States securities laws, then, if determined by the Administrator, the Participant will forfeit any Award or Payout Value and/or reimburse the Company for any Payout Value in respect of Awards under the Plan to such Participant based upon such erroneously stated financial information.

(c) In addition, notwithstanding anything to the contrary in the Plan or in any Award Agreement, an Award may be terminated by the Administrator in the event of Participant's misconduct or violation of Company policy prior to the payment of the Payout Value, if any, as determined in the sole discretion of the Administrator.

(d) Notwithstanding anything to the contrary in the Plan or in any Award Agreement, the Administrator may, in its discretion, reduce or eliminate an Award otherwise payable to any Participant. Any such reduction or elimination may be made based on such objective or subjective determinations as the Administrator determines appropriate.

(e) No reduction, cancellation, forfeiture and/or recoupment of compensation under any Recovery Arrangements or otherwise under this Section 3.6 will be an event that triggers or contributes to any right of a Participant to resign for "good reason" (or similar term) under the Plan or any Award Agreement or any other agreement with the Company or a Subsidiary or affiliate. By accepting an Award, each Participant will be deemed to have agreed that he or she is not entitled to indemnification in connection with any enforcement of the Recovery Arrangements and to have waived any rights to such indemnification under the Company's organizational documents or otherwise. By accepting an Award, each Participant agrees to take all required action in a reasonably prompt manner, as applicable, to enable the

enforcement of the Recovery Arrangements and this Section 3.6. The Administrator may condition a Participant's receipt of an Award on such Participant's execution of an acknowledgment pursuant to which such Participant will agree to be bound by the terms of, and comply with, the Recovery Arrangements and this Section 3.6.

3.7 Conditions to Payment. Notwithstanding anything herein to the contrary, if the Company is not permitted to make any payment of the Payout Value with respect to an Award or Awards because such payment to one or more Participants of the Payout Value (together with any other payouts pursuant to the Plan) (a) would be illegal, restricted or prohibited, (b) would violate or result in a default or event of default under, under any guarantee, financing or security agreement of the Company or any of its affiliates or any agreement or document entered into by the Company or any of its affiliates and in effect on such date, (c) would violate any law, statute, rule, regulation, order, injunction, decree or judgment promulgated or entered by any federal, state, local or foreign court or governmental authority applicable to the Company or any of its affiliates or any of its or their property (either directly or indirectly as a result of the prohibition of a related cash dividend or distribution), or (d) would require the consent of the shareholders of the Company, the Administrator shall notify the Participants in writing of such limitation and the future payment, if any, of such prohibited payments shall be in the sole discretion of the Administrator. This Section 3.7 shall not apply following a Change in Control.

#### ARTICLE 4.

##### ADMINISTRATION

4.1 Administrator. The Compensation Committee shall administer the Plan. To the extent permitted by applicable law, the Compensation Committee may delegate any or all of its powers under the Plan to one or more committees of the Board or one or more officers of the Company; provided, however, that the Compensation Committee shall administer the Plan with respect to Awards to the executive officers of the Company. In its sole discretion, the Board may at any time and from time to time exercise any and all rights and duties of the Administrator under the Plan.

4.2 Duties and Powers of Administrator. It shall be the duty of the Administrator to conduct the general administration of the Plan in accordance with its provisions. The Administrator shall have the power to interpret the Plan and Award Agreements, and to adopt such rules for the administration, interpretation and application of the Plan as are not inconsistent therewith. The Administrator's interpretation of the Plan, any Awards granted pursuant to the Plan, and any Award Agreement and all decisions and determinations by the Administrator with respect to the Plan are final, binding and conclusive on all parties.

#### ARTICLE 5.

##### MISCELLANEOUS PROVISIONS

###### 5.1 Amendment, Suspension or Termination of the Plan and Awards

(a) The Plan may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by the Administrator. No Participant shall have any vested right to receive any payment until actual delivery of such compensation.

(b) The Administrator may also modify or terminate any outstanding Award, including by substituting another Award of the same or a different type or changing the settlement date.

## 5.2 Changes in Common Stock or Assets of the Company, Acquisition or Liquidation of the Company and Other Corporate Events

(a) In the event of any stock dividend, stock split, combination or exchange of shares, merger, consolidation or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other change affecting the shares of the Company's stock or the share price of the Company's stock other than an Equity Restructuring, the Administrator may make equitable adjustments, if any, to reflect such change with respect to: (i) the number of outstanding Awards; and (ii) the terms and conditions of any outstanding Awards (including, without limitation, any applicable performance targets or criteria with respect thereto).

(b) In the event of any transaction or event described in Section 5.2(a) or any unusual or nonrecurring transactions or events affecting the Company, any Subsidiary of the Company, or the financial statements of the Company or any Subsidiary, or of changes in Applicable Law or accounting principles, including, without limitation, a Change in Control, the Administrator, in its sole discretion, and on such terms and conditions as it deems appropriate, either by the terms of the Award or by action taken prior to the occurrence of such transaction or event and either automatically or upon the Participant's request, is hereby authorized to take any one or more of the following actions whenever the Administrator determines that such action is appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or with respect to any Award under the Plan, to facilitate such transactions or events or to give effect to such changes in laws, regulations or principles:

(i) To provide for either (A) termination of any such Award in exchange for an amount of cash, if any, equal to the amount that would have been attained upon the realization of the Participant's rights or (B) the replacement of such Award with other rights or property selected by the Administrator, in its sole discretion, having an aggregate value not exceeding the amount that could have been attained upon realization of the Participant's rights had such Award been currently payable or fully vested;

(ii) To provide that such Award be assumed by the successor or survivor corporation, or a parent or subsidiary thereof, with appropriate adjustments as to the number of units;

(iii) To make adjustments in the number of units subject to outstanding Awards, and the criteria included in, outstanding Awards and Awards which may be granted in the future;

(iv) To provide that such Award shall be payable in full or fully vested, notwithstanding anything to the contrary in the Plan or the applicable Award Agreement; and

(v) To provide that the Award cannot vest or become payable after such event.

(c) In connection with the occurrence of any Equity Restructuring, and notwithstanding anything to the contrary in Section 5.2(a) and 5.2(b), the number and type of securities subject to each outstanding Award shall be equitably adjusted by the Administrator. The adjustments provided under this Section 5.2(c) shall be nondiscretionary and shall be final and binding on the affected Participant and the Company; provided that whether an adjustment is equitable shall be determined in the sole discretion of the Administrator.

5.3 No Stockholder Rights. Awards granted under this Plan do not confer upon a Participant any rights as a stockholder or any rights to receive any securities of the Company by virtue of the Plan or any Award Agreement. Awards represent only a potential payment in cash that may become payable on the terms and conditions set forth in this Plan and any Award Agreement and shall not represent actual units or other equity interests in the Company or a security interest in any of the assets held by the Company.

5.4 Paperless Administration. In the event that the Company establishes, for itself or using the services of a third party, an automated system for the documentation, granting or exercise of Awards, such as a system using an internet website or interactive voice response, then the paperless documentation, granting or exercise of Awards by a Participant may be permitted through the use of such an automated system.

5.5 Compliance with Laws. The Plan, the granting and vesting of Awards under the Plan and the payment of money under the Plan or under Awards granted or awarded hereunder are subject to compliance with all Applicable Law. To the extent permitted by Applicable Law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to Applicable Law.

5.6 Titles and Headings. The titles and headings of the Sections in the Plan are for convenience of reference only and, in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control.

5.7 Governing Law. The Plan and any Award Agreements hereunder shall be administered, interpreted and enforced under the internal laws of the State of California without regard to conflicts of laws thereof or of any other jurisdiction.

5.8 Section 409A. This Plan and all Awards hereunder shall be interpreted in accordance with, and incorporate the terms and conditions required by, Section 409A of the Code (together with any Department of Treasury regulations and other interpretive guidance issued thereunder, "**Section 409A**"). The Company intends that all Awards be structured to comply with, or be exempt from, Section 409A, such that no adverse tax consequences, interest, or penalties under Section 409A apply. The Plan and the Awards granted hereunder will be interpreted in accordance with the foregoing intent. For purposes of Section 409A, each payment that Participant may be eligible to receive under this Award Agreement shall be treated as a separate and distinct payment. Notwithstanding any provision of the Plan to the contrary, in the event that the Administrator determines that any Award may be subject to Section 409A of the Code, the Administrator may adopt such amendments to the Plan and the applicable Award Agreement or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, that the Administrator determines are necessary or appropriate to (a) exempt the Award from Section 409A of the Code and/or preserve the intended tax treatment of the benefits provided with respect to the Award, or (b) comply with the requirements of Section 409A of the Code and thereby avoid the application of any penalty taxes under such Section.

5.9 No Rights to Awards. No Employee or other person shall have any claim to be granted any Award pursuant to the Plan, and neither the Company nor the Administrator is obligated to treat Employees, Participants or any other persons uniformly. Participation in the Plan at any given time does not guarantee ongoing participation.

5.10 Unfunded Status of Awards. The Plan is intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Participant pursuant to an Award, nothing contained in the Plan or any Award Agreement shall give the Participant any rights that are greater than those of an unsecured general creditor of the Company or any Subsidiary. Nothing contained in the Plan and no action taken pursuant to the provisions of any related agreements shall create or be construed to create a trust of any kind. No property which may be acquired or invested by the Company in connection with this Plan shall be deemed to be security for the obligations to participants hereunder, but shall be, and continue for all purposes to be, a part of the general funds of the Company.

5.11 Successors and Assigns. The Company may assign any of its rights under the Plan or any Award Agreement to one or more affiliates, and the Plan and such Award Agreements shall inure to the benefit of the successors and assigns of the Company. Subject to the foregoing, the terms and provisions of the Plan and any Award Agreements shall be binding upon any successor to the Company (including without limitation, any acquiror), and such

successor shall accordingly be liable for the payment of the amounts which become due and payable hereunder with respect to the Participants. For all purposes hereunder, references to the Company shall be deemed to include any successor thereto. Subject to the restrictions on transfer herein set forth, the Plan and any Award Agreement shall be binding upon a Participant and his or her heirs, executors, administrators, successors and assigns.

## ARTICLE 6.

### DEFINITIONS AND CONSTRUCTION

Wherever the following terms are used in the Plan they shall have the meanings specified below, unless the context clearly indicates otherwise. The singular pronoun shall include the plural where the context so indicates.

6.1 **"Administrator"** shall mean the entity that conducts the general administration of the Plan as provided in Article 4. With reference to the duties of the Administrator under the Plan which have been delegated to one or more persons pursuant to Section 4.1, or as to which the Board has assumed, the term "Administrator" shall refer to such person(s) unless the Committee has revoked such delegation or the Board has terminated the assumption of such duties.

6.2 **"Applicable Law"** shall mean any applicable law, including without limitation: (a) provisions of the Code, federal or state securities laws and any rules or regulations thereunder; (b) corporate, securities, tax or other laws, statutes, rules, requirements or regulations, whether federal, state, local or foreign; and (c) rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded.

6.3 **"Award"** shall mean a Phantom Stock Unit award granted under the Plan.

6.4 **"Award Agreement"** shall mean any written notice, agreement, terms and conditions, contract or other instrument or document evidencing an Award, including through electronic medium, which shall contain such terms and conditions with respect to an Award as the Administrator shall determine consistent with the Plan.

6.5 **"Board"** shall mean the Board of Directors of the Company.

6.6 **"Change in Control"** shall mean and includes each of the following:

(a) A transaction or series of transactions (other than an offering of Common Stock to the general public through a registration statement filed with the Securities and Exchange Commission) whereby any "person" or related "group" of "persons" (as such terms are used in Sections 13(d) and 14(d)(2) of the Exchange Act) (other than the Company, any of its Subsidiaries, an employee benefit plan maintained by the Company or any of its Subsidiaries or a "person" that, prior to such transaction, directly or indirectly controls, is controlled by, or is under common control with, the Company) directly or indirectly acquires beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of securities of the Company possessing more than 50% of the total combined voting power of the Company's securities outstanding immediately after such acquisition; or

(b) The consummation by the Company (whether directly involving the Company or indirectly involving the Company through one or more intermediaries) of (x) a merger, consolidation, reorganization, or business combination or (y) a sale or other disposition of all or substantially all of the Company's assets in any single transaction or series of related transactions or (z) the acquisition of assets or stock of another entity, in each case other than a transaction:

(i) which results in the Company's voting securities outstanding immediately before the transaction continuing to represent (either by remaining outstanding or by being converted into voting securities of the Company or the person that, as a result of the transaction, controls, directly or indirectly, the Company or owns, directly or indirectly, all or substantially all of the Company's assets or otherwise succeeds to the business of the Company (the Company or such person, the "**Successor Entity**")) directly or indirectly, at least a majority of the combined voting power of the Successor Entity's outstanding voting securities immediately after the transaction, and

(ii) after which no person or group beneficially owns voting securities representing 50% or more of the combined voting power of the Successor Entity; provided however, that no person or group shall be treated for purposes of this Section 6.6(b)(ii) as beneficially owning 50% or more of the combined voting power of the Successor Entity solely as a result of the voting power held in the Company prior to the consummation of the transaction.

Notwithstanding the foregoing, if a Change in Control constitutes a payment event with respect to any portion of an Award that provides for the deferral of compensation and is subject to Section 409A of the Code, the transaction or event described in subsection (a) or (b) with respect to such Award (or portion thereof) must also constitute a "change in control event," as defined in Treasury Regulation Section 1.409A-3(i)(5) to the extent required by Section 409A.

The Committee shall have full and final authority, which shall be exercised in its sole discretion, to determine conclusively whether a Change in Control of the Company has occurred pursuant to the above definition, and the date of the occurrence of such Change in Control and any incidental matters relating thereto; provided that any exercise of authority in conjunction with a determination of whether a Change in Control is a "change in control event" as defined in Treasury Regulation Section 1.409A-3(i)(5) shall be consistent with such regulation.

6.7 "**Code**" shall mean the Internal Revenue Code of 1986, as amended from time to time, together with the regulations and official guidance promulgated thereunder, whether issued prior or subsequent to the grant of any Award.

6.8 "**Committee**" shall mean the Compensation Committee of the Board, or another committee or subcommittee of the Board or the Compensation Committee, appointed as provided in Section 4.1.

6.9 "**Common Stock**" shall mean the common stock of the Company.

6.10 "**Employee**" shall mean any officer or other employee (as determined in accordance with Section 3401(c) of the Code) of the Company or of any Subsidiary.

6.11 "**Equity Restructuring**" shall mean a nonreciprocal transaction between the Company and its stockholders, such as a stock dividend, stock split, spin-off, rights offering or recapitalization through a large, nonrecurring cash dividend, that affects the number or kind of Shares (or other securities of the Company) or the share price of Common Stock (or other securities) and causes a change in the per share value of the Common Stock.

6.12 "**Exchange Act**" shall mean the Securities Exchange Act of 1934, as amended from time to time.

6.13 "**Fair Market Value**" shall mean, as of any given date, the value of a Share determined as follows:

(a) If the Common Stock is (i) listed on any established securities exchange (such as the New York Stock Exchange), (ii) listed on any national market system or (iii) listed, quoted or traded on any automated quotation system, its Fair Market Value shall be the closing sales price for a Share as quoted on such exchange or system for such date or, if there is no

closing sales price for a Share on the date in question, the closing sales price for a Share on the last preceding date for which such quotation exists, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable; or

(b) If the Common Stock is not listed on an established securities exchange, national market system or automated quotation system, its Fair Market Value shall be established by the Administrator in good faith.

6.14 **"Participant"** shall mean a person who has been granted an Award pursuant to the Plan.

6.15 **"Payout Value"** of a Phantom Stock Unit means, unless otherwise determined by the Administrator, the Fair Market Value per share of the Common Stock on the applicable determination date. The Payout Value shall be determined by the Administrator in good faith on such basis as it deems appropriate consistent with this Plan and any Award Agreement.

6.16 **"Phantom Stock Unit"** shall mean an unfunded, unsecured right to receive, on the applicable payment date, an amount in cash determined by the Administrator awarded to a Participant under Article 3 subject to certain vesting conditions and other restrictions.

6.17 **"Performance Criteria"** shall mean the criteria (and adjustments) that the Committee selects for an Award for purposes of establishing the performance goals for such Award. The Performance Criteria that may be used to establish performance goals may include, but are not limited to: (i) net earnings (either before or after one or more of the following: (A) interest, (B) taxes, (C) depreciation, (D) amortization and (E) non-cash equity-based compensation expense); (ii) gross or net sales or revenue; (iii) net income (either before or after taxes); (iv) adjusted net income; (v) operating earnings or profit; (vi) cash flow (including, but not limited to, operating cash flow and free cash flow); (vii) return on assets; (viii) return on capital; (ix) return on stockholders' equity; (x) total stockholder return; (xi) return on sales; (xii) return on investments; (xiii) gross or net profit or operating margin; (xiv) costs; (xv) expenses; (xvi) working capital; (xvii) earnings per Share; (xviii) adjusted earnings per Share; (xix) price per Share; (xx) implementation or completion of critical projects; (xxi) market share; (xxii) economic value; (xxiii) comparisons with various stock market indices; (xxiv) capital raised in financing transactions or other financing milestones; (xxv) stockholders' equity; (xxvi) market recognition (including but not limited to awards and analyst ratings); (xxvii) financial ratios, including combined ratio; (xxviii) implementation, completion or attainment of objectively determinable objectives relating to commercial or strategic milestones or developments; (xxix) underwriting income; (xxx) underwriting results; or (xxi) premiums earned; any of which may be measured either in absolute terms or as compared to any incremental increase or decrease or as compared to results of a peer group or to market performance indicators or indices. The Administrator, in its sole discretion, may provide that one or more objectively determinable adjustments shall be made to one or more of the performance goals.

6.18 **"Shares"** shall mean shares of Common Stock.

6.19 **"Subsidiary"** shall mean any entity (other than the Company), whether domestic or foreign, in an unbroken chain of entities beginning with the Company if each of the entities other than the last entity in the unbroken chain beneficially owns, at the time of the determination, securities or interests representing more than 50% of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

6.20 **"Termination of Service"** shall mean the time when the employee-employer relationship between a Participant and the Company or any Subsidiary is terminated for any reason, including, without limitation, a termination by resignation, layoff, discharge, death, disability or retirement; but excluding terminations where the Participant simultaneously re-commences or remains in employment or service with the Company or any Subsidiary.

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MERCURY GENERAL CORPORATION  
LONG-TERM INCENTIVE PLAN

PERFORMANCE PHANTOM STOCK UNIT AWARD AGREEMENT

Mercury General Corporation (the "**Company**") hereby grants to the participant listed below ("**Participant**"), this award (the "**Award**") of the number of performance-based phantom stock units ("**Performance Phantom Stock Units**" or "**PSUs**") listed below. Each PSU represents the right to receive the "**Payout Value**" in cash per PSU upon satisfaction of certain performance conditions as specified in Section 1(b) of the terms and conditions attached hereto as Exhibit A (together with this grant notice, the "**Award Agreement**").

Participant:	_____
Grant Date:	_____
Target Number of PSUs:	_____
Maximum Number of PSUs:	1.50x Target Number of PSUs
Performance Cycle:	_____
Performance Conditions:	The PSUs shall be eligible for payment based on the performance conditions set forth in <u>Exhibit B</u> .
Distribution Schedule:	The Payout Value shall be payable within 30 days following the Determination Date (as defined in <u>Exhibit B</u> ), provided that Participant shall not have had a Termination of Service prior to the applicable payment date.

By accepting this Award, Participant agrees to be bound by the terms and conditions of the Plan and this Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Award. Participant understands and agrees that this Award does not alter the at-will nature of his or her employment relationship with the Company and is not a promise of continued employment for the term of the Award or any portion of it.<sup>1</sup>

This Award is subject to the terms and conditions set forth in this Agreement and the Plan, which is incorporated herein by reference. In the event of any inconsistency between the Plan and this Agreement, the terms of the Plan shall control. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in this Award Agreement.

<sup>1</sup> awards will be accepted electronically.

## EXHIBIT A

### TERMS AND CONDITIONS

#### 1. Award of PSUs

(a) Performance Conditions; Effect of Termination of Service. The PSUs subject to the PSU Award shall become eligible for payment in accordance with the Performance Conditions set forth on the first page of this Award Agreement and in Exhibit B. In the event of Participant's Termination of Service prior to the payment of the Payout Value (as defined below) with respect to the PSUs, all PSUs will terminate automatically and be forfeited without further notice. Unless and until the Payout Value with respect to the PSUs has been paid to Participant, Participant will have no right to any distribution with respect to such PSUs.

(b) Payment. Subject to the terms and provisions of the Plan and this Award Agreement, Participant shall be eligible to receive a cash payment for each Payment Eligible PSU (as defined in Exhibit B) in an amount equal to the Per Share Payout Value (as defined below) on the Determination Date for each such Payment Eligible PSU (the "**Payout Value**"). Subject to Section 1(a), the Payout Value shall be paid to Participant within 30 days following the Determination Date (as defined in Exhibit B), and shall be subject to any tax withholding required by Applicable Law. Once payment has been made on a PSU under this Section 1(b), then such PSU will be satisfied in full and no further payment will be due thereon. Notwithstanding anything to the contrary in the Plan or in this Award Agreement, the Administrator may, in its discretion, reduce or eliminate the Payout Value otherwise payable to Participant. Any such reduction or elimination may be made based on such objective or subjective determinations as the Administrator determines appropriate. For purposes of this Agreement, the "**Per Share Payout Value**" will be equal to the average closing price per share of the Company's Common Stock for the 30 calendar days preceding (and including) the Determination Date.

2. Section 409A. This Award shall be interpreted in accordance with, and incorporate the terms and conditions required by, Section 409A of the Code (together with any Department of Treasury regulations and other interpretive guidance issued thereunder, "**Section 409A**"). This Award Agreement is not intended to provide for any deferral of compensation subject to Section 409A of the Code, and, accordingly, the cash payable hereunder shall be distributed to Participant no later than the later of: (a) the 15th day of the third month following Participant's first taxable year in which such PSUs are no longer subject to a substantial risk of forfeiture, and (b) the 15<sup>th</sup> day of the third month following first taxable year of the Company in which such PSUs are no longer subject to substantial risk of forfeiture, as determined in accordance with Section 409A. For purposes of Section 409A, each payment that Participant may be eligible to receive under this Award Agreement shall be treated as a separate and distinct payment.

3. Forfeiture and Clawback Provisions. By executing this Agreement and accepting this Award, Participant agrees that all compensation received by Participant, including Awards under the Plan (including, without limitation, any proceeds, gains or other economic benefit actually or constructively received by Participant upon receipt of this Award), shall be subject to reduction, cancellation, forfeiture and/or recoupment as provided in Section 3.6 of the Plan, notwithstanding any other agreement to the contrary. Participant agrees that Participant is not entitled to indemnification in connection with any enforcement of the Recovery Arrangements and expressly waives any rights to such indemnification under the Company's organizational documents or otherwise. By executing this Award Agreement, Participant agrees to take all required action in a reasonably prompt manner, as applicable, to enable the enforcement of the Recovery Arrangements and Section 3.6 of the Plan.

4. Governing Law. This Award Agreement shall be administered, interpreted and enforced under the internal laws of the State of California without regard to conflicts of laws thereof or of any other jurisdiction.

5. Entire Agreement. The Plan and this Award Agreement constitute the entire agreement of the parties and supersede in their entirety all prior undertakings and agreements of the Company and Participant with respect to the subject matter hereof. This Award Agreement may be amended by the Administrator as provided in the Plan.

6. Unfunded Status of Award. The Plan and this Award are intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to Participant pursuant to this Award, nothing contained in the Plan or this Award Agreement shall give Participant any rights that are greater than those of a general creditor of the Company or any Subsidiary.

7. No Stockholder Rights. This Award does not confer upon Participant any rights as a stockholder or any rights to receive any securities of the Company by virtue of the Plan or this Award Agreement. This Award represents only a potential payment in cash that may become payable on the terms and conditions set forth in the Plan and this Award Agreement and shall not represent actual units or other equity interests in the Company or a security interest in any of the assets held by the Company.

## EXHIBIT B

### PERFORMANCE CONDITIONS

1. **Performance Conditions.** Participant may be eligible for payment with respect to up to 1.50x the Target Number of PSUs based on the Average Company Combined Factor and Individual Performance Factor for the three-year period commencing January 1, [Year 1] and ending December 31, [Year 3] (the "**Performance Cycle**"). On the Determination Date (as defined below), such number of PSUs will become eligible for payment as is determined in accordance with the formula below (the "**Payment Eligible PSUs**"):

$$\text{Average Company Combined Factor} \times \text{Individual Performance Factor} \times \text{Target Number of PSUs} =$$

**Final Number of PSUs to be Paid**

In the event of Participant's Termination of Service prior to the payment of the Payout Value with respect to the PSUs that are determined to be eligible for payment pursuant to this Exhibit B, all PSUs will terminate automatically and be forfeited without further notice.

2. **Determination of Average Company Combined Factor.** The "**Average Company Combined Factor**" will be determined by the Administrator on the Determination Date and will be equal to the average of the Combined Factors (as determined below) for each of the three calendar years in the Performance Cycle. For each calendar year in the Performance Cycle, a "**Combined Factor**" will be determined based on the Company's Growth Factor and the Company's Profitability Factor for such calendar year as set forth below:

$$\text{Company Factor} = (\text{Company Growth Factor} \times 50\%) + (\text{Company Profitability Factor} \times 50\%)$$

Notwithstanding anything in this Award Agreement to the contrary, the Combined Factor for any given calendar year during the Performance Cycle will be 0.0 if the Company's Profitability Factor for such calendar year is less than 0.50 or the Company's Growth Factor for such calendar year is less than 0.50.

A. **Company Growth Factor.** The "**Company Growth Factor**" for each calendar year during the Performance Cycle will be determined by the Administrator based on "Year Over Year Growth in Market Share" for such calendar year as set forth in the table below:

Year Over Year Growth in Market Share	Company Growth Factor
[ ]% or More	1.50
[ ]%	1.00
[ ]%	0.50

\*Achievement between levels will be determined by linear interpolation.

B. **Company Profitability Factor.** The "**Company Profitability Factor**" for each calendar year in the Performance Cycle will be determined by the Administrator based on the Company's Combined Ratio for such calendar year as set forth in the table below:

Combined Ratio	Company Profitability Factor
Less Than or Equal to [ ]%	1.50
[ ]%	1.00
[ ]%	0.50

\*Achievement between levels will be determined by linear interpolation.

3. Determination of Individual Performance Factor. Participant will be assigned an **"Individual Performance Factor"** for purposes of Section 1. If Participant is determined to have met or exceeded performance expectations during the Performance Cycle and through the Determination Date as determined by their supervisor or manager, in their sole discretion, Participant will be assigned an Individual Performance Factor of 1.0. If Participant is determined NOT to have met or exceeded performance expectations during the Performance Cycle and through the Determination Date, as determined by their supervisor or manager, in their sole discretion, Participant will be assigned an Individual Performance Factor of 0.0 and will not receive any payout in respect of the PSUs or this Award. While Participant's supervisor or manager shall take Participant's achievement with respect to their individual performance goals for the Performance Cycle, if applicable, into account in determining the Individual Performance Factor, any such determination remains in the discretion of the supervisor or manager based on their subjective assessment of Participant's overall performance. In addition, this Award may be terminated and/or a Participant may be assigned an Individual Performance Factor of 0.0 in the event of Participant's misconduct or violation of Company policy during the Performance Cycle or prior to the payment of the Payout Value, if any, as determined in the sole discretion of the Administrator.

4. Adjustment of Performance Objectives. If, during the Performance Cycle, the Administrator determines, by the application of reasonable criteria, that the established performance measures or objectives are no longer applicable due to a change in the Company's business, operations, corporate structure, or capital structure, the Administrator may modify the performance measures and standards as the Administrator considers appropriate and equitable without Participant's consent.

5. Definitions. For purposes of this Award Agreement, the following terms have the meanings provided below:

**"Determination Date"** means the date following the end of the Performance Cycle on which date the Administrator determines the number of PSUs that will be eligible for payment with respect to the Performance Cycle, if any. The Determination Date shall occur as soon as reasonably practicable following the end of the Performance Cycle and the date the Market Share becomes available for the final calendar year in the Performance Cycle.

**"Combined Ratio"** means for any calendar year means combined ratio – GAAP Basis – the sum of the Loss Ratio and Expense Ratio for the Incentive Plan Year. The Loss Ratio is calculated by dividing losses and loss adjustment expenses (inclusive of Catastrophe Losses), by Net Premiums Earned. The Expense Ratio is calculated by dividing the total of policy acquisition costs and other operating expenses inclusive of Plan expenses, by Net Premiums Earned.

**"Market Share"** means for any calendar year the Company's market share as determined by the Administrator based on such third-party sources as the Administrator determines are appropriate.

**"Year Over Year Growth in Market Share"** for any calendar year means the year over year positive growth in the Company's Market Share for such calendar year as compared to the Company's Market Share for the immediately preceding calendar year, expressed as a percentage.

**MERCURY GENERAL CORPORATION  
LONG-TERM INCENTIVE PLAN**

**RESTRICTED PHANTOM STOCK UNIT AWARD AGREEMENT**

Mercury General Corporation (the “**Company**”) hereby grants to the participant listed below (“**Participant**”), this award (the “**Award**”) of the number of phantom stock units (“**Restricted Phantom Stock Units**” or “**RSUs**”) listed below. Each RSU represents the right to receive the “**Payout Value**” in cash per RSU upon vesting specified in Section 1(b) of the terms and conditions attached hereto as Exhibit A (together with this grant notice, the “**Award Agreement**”).

**Participant:** \_\_\_\_\_

**Grant Date:** \_\_\_\_\_

**Total Number of RSUs:** \_\_\_\_\_

**Vesting Schedule:** The RSUs shall vest in three equal annual installments on each of the first three anniversaries of the Grant Date (each a “**Vesting Date**”).

**Distribution Schedule:** The Payout Value for any vested RSUs shall be payable within 30 days following the applicable Vesting Date of the RSUs in accordance with Section 1(b) of the Award Agreement, provided that Participant shall not have had a Termination of Service prior to the applicable payment date.

By accepting this Award, Participant agrees to be bound by the terms and conditions of the Plan and this Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Award. Participant understands and agrees that this Award does not alter the at-will nature of his or her employment relationship with the Company and is not a promise of continued employment for the term of the Award or any portion of it.<sup>1</sup>

This Award is subject to the terms and conditions set forth in this Agreement and the Plan, which is incorporated herein by reference. In the event of any inconsistency between the Plan and this Agreement, the terms of the Plan shall control. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in this Award Agreement.

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<sup>1</sup> awards will be accepted electronically.

## EXHIBIT A

### TERMS AND CONDITIONS

#### 1. Award of RSUs.

(a) Vesting; Effect of Termination of Service. The RSUs subject to the RSU Award shall become eligible for payment in accordance with the Vesting Schedule set forth on the first page of this Award Agreement. In the event of Participant's Termination of Service prior to the payment of the Payout Value (as defined below) with respect to any RSUs, such RSUs will terminate automatically and be forfeited without further notice. Unless and until the Payout Value with respect to the RSUs has been paid to Participant, Participant will have no right to any distribution with respect to such RSUs.

(b) Payment. Subject to the terms and provisions of the Plan and this Award Agreement, Participant shall be eligible to receive a cash payment for each RSU for which the Vesting Date has occurred in accordance with the Vesting Schedule set forth on the first page of this Award Agreement in an amount equal to the Per Share Payout Value (as defined below) on the applicable Vesting Date for each such vested RSU (the "**Payout Value**"). Subject to Section 1(a), the Payout Value shall be paid to Participant within 30 days following the applicable Vesting Date of the RSUs, and shall be subject to any tax withholding required by Applicable Law. Once payment has been made on a RSU under this Section 1(b), then such RSU will be satisfied in full and no further payment will be due thereon. Notwithstanding anything to the contrary in the Plan or in this Award Agreement, the Administrator may, in its discretion, reduce or eliminate the Payout Value otherwise payable to Participant. Any such reduction or elimination may be made based on such objective or subjective determinations as the Administrator determines appropriate. For purposes of this Agreement, the "**Per Share Payout Value**" will be equal to the average closing price per share of the Company's Common Stock for the 30 calendar days preceding (and including) the applicable Vesting Date.

2. Section 409A. This Award shall be interpreted in accordance with, and incorporate the terms and conditions required by, Section 409A of the Code (together with any Department of Treasury regulations and other interpretive guidance issued thereunder, "**Section 409A**"). This Award Agreement is not intended to provide for any deferral of compensation subject to Section 409A of the Code, and, accordingly, the cash payable hereunder shall be distributed to Participant no later than the later of: (a) the 15th day of the third month following Participant's first taxable year in which such RSUs are no longer subject to a substantial risk of forfeiture, and (b) the 15<sup>th</sup> day of the third month following first taxable year of the Company in which such RSUs are no longer subject to substantial risk of forfeiture, as determined in accordance with Section 409A. For purposes of Section 409A, each payment that Participant may be eligible to receive under this Award Agreement shall be treated as a separate and distinct payment.

3. Forfeiture and Clawback Provisions. By executing this Agreement and accepting this Award, Participant agrees that all compensation received by Participant, including Awards under the Plan (including, without limitation, any proceeds, gains or other economic benefit actually or constructively received by Participant upon receipt of this Award), shall be subject to reduction, cancellation, forfeiture and/or recoupment as provided in Section 3.6 of the Plan, notwithstanding any other agreement to the contrary. Participant agrees that Participant is not entitled to indemnification in connection with any enforcement of the Recovery Arrangements and expressly waives any rights to such indemnification under the Company's organizational documents or otherwise. By executing this Award Agreement, Participant agrees to take all required action in a reasonably prompt manner, as applicable, to enable the enforcement of the Recovery Arrangements and Section 3.6 of the Plan.

4. Governing Law. This Award Agreement shall be administered, interpreted and enforced under the internal laws of the State of California without regard to conflicts of laws thereof or of any other jurisdiction.

5. Entire Agreement. The Plan and this Award Agreement constitute the entire agreement of the parties and supersede in their entirety all prior undertakings and agreements of the Company and Participant with respect to the subject matter hereof. This Award Agreement may be amended by the Administrator as provided in the Plan.

6. Unfunded Status of Award. The Plan and this Award are intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to Participant pursuant to this Award, nothing contained in the Plan or this Award Agreement shall give Participant any rights that are greater than those of a general creditor of the Company or any Subsidiary.

7. No Stockholder Rights. This Award does not confer upon Participant any rights as a stockholder or any rights to receive any securities of the Company by virtue of the Plan or this Award Agreement. This Award represents only a potential payment in cash that may become payable on the terms and conditions set forth in the Plan and this Award Agreement and shall not represent actual units or other equity interests in the Company or a security interest in any of the assets held by the Company.

**MERCURY GENERAL CORPORATION INSIDER TRADING COMPLIANCE POLICY**

This Insider Trading Compliance Policy (this "Policy") consists of seven sections:

- Section I provides an overview;
- Section II sets forth Mercury General Corporation's policies prohibiting insider trading;
- Section III explains insider trading;
- Section IV consists of procedures that have been put in place by Mercury General Corporation to prevent insider trading;
- Section V sets forth additional transactions that are prohibited by this Policy;
- Section VI explains Rule 10b5-1 trading plans provides information about Section 16 and Rule 144; and
- Section VII refers to the execution and return of a compliance certificate.

**I. SUMMARY**

Preventing insider trading is necessary to comply with securities laws and to preserve the reputation and integrity of Mercury General Corporation (the "Company") as well as that of all persons affiliated with the Company. "Insider trading" occurs when any person purchases or sells a security while in possession of inside information relating to the security. As explained in Section III below, "inside information" is information that is both "material" and "non-public." Insider trading is a crime. The criminal penalties for violating insider trading laws include imprisonment and fines up to \$5 million for individuals and \$25 million for corporations. Insider trading may also result in civil penalties, including disgorgement of profits and civil fines. Insider trading is also prohibited by this Policy, and violation of this Policy may result in Company-imposed sanctions, including removal or dismissal for cause, and disclosure of wrongdoing to governmental authorities.

This Policy applies to all officers, directors and employees of the Company. For purposes of this Policy, "officers" refers to those individuals who meet the definition of "officer" under Section 16 of the Securities Exchange Act of 1934 (as amended, the "1934 Act"). Individuals subject to this Policy are responsible for ensuring that members of their households also comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, limited liability companies, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual's own account. The Company may determine that this Policy applies to additional persons with access to material nonpublic information, such as contractors or consultants. This Policy extends to all activities within and outside an individual's Company duties. Every officer, director and employee must review this Policy. Questions regarding the Policy should be directed to the Company's Corporate Secretary.

The Company's Corporate Secretary shall be responsible for the administration of this Policy.

In the absence of the Company's Corporate Secretary, responsibility for administering this Policy will rest with Chief Financial Officer or such other employee as may be designated by the Company Corporate Secretary.

In all cases, as someone subject to this Policy, you bear full responsibility for ensuring your compliance with this Policy, and also for ensuring that members of your household (and individuals not residing in your household but whose transactions are subject to your influence or control) and entities under your influence or control are in compliance with this Policy.

Actions taken by the Company, the Company's Corporate Secretary, or any other Company personnel do not constitute legal advice, nor do they insulate you from the consequences of noncompliance with this Policy.

## II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING

No officer, director or employee (or any other person designated as subject to this Policy) shall purchase or sell any type of security while in possession of material, non-public information relating to the security or the issuer of such security in breach of a duty of trust or confidence, whether the issuer of such security is the Company or any other company.

**Additionally, no officer, director or employee shall purchase or sell any security of the Company during the period beginning on the 15<sup>th</sup> calendar day before the end of any fiscal quarter of the Company and ending two full trading days after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company.**

These prohibitions do not apply to:

- purchases of the Company's securities from the Company or sales of the Company's securities to the Company;
- exercises of stock options or other equity awards or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards that do not involve a market sale of the Company's securities (the "cashless exercise" of a Company stock option through a broker does involve a market sale of the Company's securities, and therefore would not qualify under this exception);
- *bona fide* gifts of the Company's securities, unless the individual making the gift knows, or is reckless in not knowing, the recipient intends to sell the securities while the donor is in possession of material nonpublic information about the Company;
- purchases or sales of the Company's securities made pursuant to a plan adopted to comply with the 1934 Act Rule 10b5-1 ("Rule 10b5-1"). For more information about Rule 10b5-1 trading plans, see Section VI below.

From time to time, events will occur that are material to the Company and cause certain officers, directors, or employees to be in possession of material nonpublic information. When that happens, the Company will recommend that those in possession of the material nonpublic information suspend all trading in the Company's securities until the information is no longer material or has been publicly disclosed.

When such event-specific blackout periods occur, those subject to it will be notified by the Company. The event-specific blackout period will not be announced to those not subject to it, and those subject to it or otherwise aware of it should not disclose it to others.

Even if the Company has not notified you that you are subject to an event-specific blackout period, if you are aware of material nonpublic information about the Company, you should not trade in Company securities. Any failure by the Company to designate you as subject to an event-specific blackout period, or to notify you of such designation, does not relieve you of your obligation not to trade in the Company's securities while possessing material nonpublic information.

In addition, if an officer, director or employee (or any other person designated as subject to this Policy) is in possession of material nonpublic information about other publicly traded companies, such as suppliers, customers, competitors or potential acquisition targets, the officer, director or employee (or any other person designated as subject to this Policy) may not trade in such other companies' securities until the information becomes public or is no longer material. Further, no officer, director or employee (or any other person designated as subject to this Policy) shall purchase or sell any security of any other company, including another company in

the Company's industry, while in possession of material nonpublic information if such information is obtained in the course of such officer's, director's or employee's employment or service with the Company.

No officer, director or employee (or any other person designated as subject to this Policy) shall directly or indirectly communicate (or "tip") material, non-public information to anyone outside the Company (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

### III. EXPLANATION OF INSIDER TRADING

*"Insider trading"* refers to the purchase or sale of a security while in possession of "material," "non-public" information relating to the security.

*"Securities"* includes stocks, bonds, notes, debentures, options, warrants and other convertible securities, as well as derivative instruments.

"Purchase" and "sale" are defined broadly under the federal securities law. *"Purchase"* includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. *"Sale"* includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions, including conventional cash-for-stock transactions, conversions, the exercise of stock options, and acquisitions and exercises of warrants or puts, calls or other derivative securities.

It is generally understood that insider trading includes the following:

- Trading by insiders while in possession of material, non-public information;
- Trading by persons other than insiders while in possession of material, non-public information, if the information either was given in breach of an insider's fiduciary duty to keep it confidential or was misappropriated; and
- Communicating or tipping material, non-public information to others, including recommending the purchase or sale of a security while in possession of such information.

#### A. What Facts are Material?

The materiality of a fact depends upon the circumstances. A fact is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security, or if the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company's business or to any type of security, debt or equity. Also, information that something is likely to happen in the future- or even just that it may happen – could be deemed material.

Examples of material information include (but are not limited to) information about dividends; corporate earnings or earnings forecasts; possible mergers, acquisitions, tender offers or dispositions; large catastrophic property losses incurred under policies issued by the Company; important business developments such as major contract awards or cancellations; management or control changes; significant borrowing or financing developments including pending public sales or offerings of debt or equity securities; defaults on borrowings; bankruptcies; and significant litigation or regulatory actions. Moreover, material information does not have to be related to a company's business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: **When in doubt, do not trade.**

#### B. What is Non-public?

Information is "non-public" if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors in a Regulation FD compliant method, such as through such media as Dow Jones, Business Wire, Reuters, Bloomberg, The Wall Street Journal, Associated Press, or United Press International, a broadcast on widely

available radio or television programs, publication in a widely available newspaper, magazine or news website, a Regulation FD-compliant conference call, or public disclosure documents filed with the U.S. Securities and Exchange Commission (the "SEC") that are available on the SEC's website.

The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination. In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. Generally, one should allow two full trading days following publication as a reasonable waiting period before such information is deemed to be public.

#### C. Who is an Insider?

"Insiders" include officers, directors and employees of a company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material, non-public information relating to the company's securities. All officers, directors and employees of the Company should consider themselves insiders with respect to material, non-public information about the Company's business, activities and securities. Officers, directors and employees may not trade in the Company's securities while in possession of material, non-public information relating to the Company, nor may they tip such information to anyone outside the Company (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

Individuals subject to this Policy are responsible for ensuring that members of their households also comply with this Policy. This includes family members residing with the individual, anyone else living in the individual's household, and any family members not living with the individual whose transactions in the Company's securities are directed by the individual, or subject to the individual's influence and control. This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual's own account.

#### D. Trading by Persons Other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party ("tippee"), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information that has been misappropriated. Insiders may be held liable for tipping even if they receive no personal benefit from tipping and even if no close personal relationship exists between them and the tippee.

Tippees inherit an insider's duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business, or other gatherings.

#### E. Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The SEC and Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws include:

- SEC administrative sanctions;
- Securities industry self-regulatory organization sanctions;
- Civil injunctions;

- Damage awards to private plaintiffs;
- Disgorgement of all profits;
- Civil fines for the violator of up to three times the amount of profit gained or loss avoided;
- Civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of \$1,425,000 or three times the amount of profit gained or loss avoided by the violator;
- Criminal fines for individual violators of up to \$5,000,000 (\$25,000,000 for an entity); and
- Jail sentences of up to 20 years.

In addition, insider trading could result in serious sanctions by the Company, including dismissal. Insider trading violations are not limited to violations of the federal securities laws. Other federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act (RICO), also may be violated in connection with insider trading.

#### F. Size of Transaction and Reason for Transaction Do Not Matter

The size of the transaction or the amount of profit received does not have to be significant to result in prosecution. The SEC has the ability to monitor even the smallest trades, and the SEC performs routine market surveillance. Brokers or dealers are required by law to inform the SEC of any possible violations by people who may have material, non-public information. The SEC aggressively investigates even small insider trading violations.

#### G. Examples of Insider Trading

Examples of insider trading cases include actions brought against corporate officers, directors, and employees who traded in a company's securities after learning of significant confidential corporate developments; friends, business associates, family members and other tippees of such officers, directors, and employees who traded in the securities after receiving such information; government employees who learned of such information in the course of their employment; and other persons who misappropriated, and took advantage of, confidential information from their employers.

The following are illustrations of insider trading violations. These illustrations are hypothetical and, consequently, not intended to reflect on the actual activities or business of the Company or any other entity.

##### Trading by Insider

An officer of X Corporation learns that earnings to be reported by X Corporation will increase dramatically. Prior to the public announcement of such earnings, the officer purchases X Corporation's stock. The officer, an insider, is liable for all profits as well as penalties of up to three times the amount of all profits. The officer also is subject to, among other things, criminal prosecution, including up to \$5,000,000 in additional fines and 20 years in jail. Depending upon the circumstances, X Corporation and the individual to whom the officer reports also could be liable as controlling persons.

##### Trading by Tippee

An officer of X Corporation tells a friend that X Corporation is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Corporation's stock in advance of the announcement. The officer is jointly liable with his friend for all the friend's profits, and each is liable for all civil penalties of up to three times the amount of the friend's profits. The officer and his friend are also subject to criminal prosecution and other remedies and sanctions, as described above.

#### H. Prohibition of Records Falsification and False Statements

Section 13(b)(2) of the 1934 Act requires companies subject to the Act to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading, or incomplete statement to any accountant in connection with any audit or filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors and other persons with access to the Company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public. Falsifying records or accounts or making materially false, misleading, or incomplete statements in connection with an audit or filing with the SEC could also result in criminal penalties for obstruction of justice.

#### IV. STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every officer, director and employee is required to follow these procedures.

##### A. Pre-Clearance of Trades by Officers, Directors and Employees

**All transactions in the Company's securities (including without limitation, acquisitions and dispositions of Company stock, the exercise of stock options and the sale of Company stock issued upon exercise of stock options) by officers, directors and employees listed on Schedule I must be pre-cleared** by the Company's Corporate Secretary or the Chief Financial Officer for transactions by the Corporate Secretary. In addition, the exercise of stock options by employees must be pre-cleared by the Company's Corporate Secretary. As part of the pre-clearance process, the individual requesting pre-clearance must confirm that he or she is not in possession of material, non-public information. Pre-clearance does not relieve anyone of his or her responsibility under SEC rules and should not be understood to represent legal advice by the Company that a proposed transaction complies with the law.

##### B. Black-Out Periods

**Additionally, no officer, director or employee listed on Schedule II, as amended from time to time, (as well as any individual or entity covered by this Policy by virtue of their relationship to such director, officer or employee) shall purchase or sell any security of the Company during the period beginning on the 15th calendar day before the end of any fiscal quarter of the Company and ending two full trading days after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company**, such period, a "black-out period." A "trading day" is a day on which U.S. national stock exchanges are open for trading. If, for example, the Company were to make an announcement on Monday *prior* to 9:30 a.m. Eastern Time, then the black-out period would terminate *after* the close of trading on Tuesday. If an announcement were made on Monday *after* 9:30 a.m., Eastern Time, then the black-out period would terminate after the close of trading on Wednesday. These prohibitions do not apply to:

- purchases of the Company's securities from the Company or sales of the Company's securities to the Company;
- exercises of stock options or other equity awards, the surrender of shares to the Company in payments of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards that do not involve a market sale of the Company's securities (the "cashless exercise" of a Company stock option through a broker does involve a market sale of the Company's securities, and therefore would not qualify under this exception);
- bona fide gifts of the Company's securities, unless the individual making the gift knows, or is reckless in not knowing, the recipient intends to sell the securities while the donor is in possession of material nonpublic information about the Company; and

- purchases or sales of the Company's securities made pursuant to a plan adopted to comply with Rule 10b5-1.

Exceptions to the black-out period policy may be approved only by the Company's Corporate Secretary or, in the case of exceptions for directors, the Board of Directors or Audit Committee of the Board of Directors.

From time to time, the Company, through the Board of Directors, the Company's disclosure committee or its Corporate Secretary, may recommend that officers, directors, employees or others suspend trading in the Company's securities because of developments that have not yet been disclosed to the public. Subject to the exceptions noted above, all those affected should not trade in our securities while the suspension is in effect and should not disclose to others that we have suspended trading.

A request for preclearance may be oral or in writing (including by e-mail), should be made at least two business days in advance of the proposed transaction, and should include the identity of the individual, the type of proposed transaction (for example, an open market purchase, a privately negotiated sale, an option exercise, etc.), the proposed date of the transaction, and the number of shares or other securities to be involved. In addition, the individual must execute a certification (in the form approved by the Company Corporate Secretary) that he or she is not aware of material nonpublic information about the Company. The Company Corporate Secretary shall have sole discretion to decide whether to clear any contemplated transaction. The President or Chief Financial Officer of the Company shall have sole discretion to decide whether to clear transactions by the Company Corporate Secretary or persons or entities subject to this policy as a result of their relationship with the Company Corporate Secretary. All trades that are precleared must be effected within five business days of receipt of the preclearance, unless a specific exception has been granted by the Company Corporate Secretary. A precleared trade (or any portion of a precleared trade) that has not been effected during the five business day period must be precleared again prior to execution. Notwithstanding receipt of preclearance, if the individual becomes aware of material nonpublic information or becomes subject to a blackout period before the transaction is effected, the transaction may not be completed. Transactions under a previously established Rule 10b5-1 Trading Plan that has been preapproved in accordance with this Policy are not subject to further preclearance.

None of the Company, the Company Corporate Secretary, or the Company's other employees will have any liability for any delay in reviewing, or refusal of, a request for preclearance submitted pursuant to this Section IV.B. Notwithstanding any preclearance of a transaction pursuant to this Section IV.B, none of the Company, the Company Corporate Secretary, or the Company's other employees assumes any liability for the legality or consequences of such transaction to the person engaging in such transaction.

#### C. Post-Termination Transactions

Except for the pre-clearance requirement, this Policy continues to apply to transactions in the Company's securities even after termination of service to the Company. If an individual is in possession of material, non-public information when his or her service terminates, that individual may not trade in the Company's securities until that information has become public or is no longer material.

#### D. Information Relating to the Company

##### 1. Access to Information

Access to material, non-public information about the Company, including the Company's business, earnings or prospects, should be limited to officers, directors and employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company on an other than need-to-know basis.

In communicating material, non-public information to employees of the Company, all officers, directors and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

## 2. Inquiries From Third Parties

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Company's Chief Financial Officer at (323) 857-7101.

## E. Limitations on Access to Company Information

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

All officers, directors and employees should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:

- Maintaining the confidentiality of Company-related transactions;
- Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted so as to prevent access by unauthorized persons;
- Restricting access to documents and files (including computer files) containing material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
- Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
- Disposing of all confidential documents and other papers, after there is no longer any business or other legally required need, through shredders when appropriate;
- Restricting access to areas likely to contain confidential documents or material, non-public information;
- Safeguarding laptop computers, tablets, memory sticks, CDs and other items that contain confidential information; and
- Avoiding the discussion of material, non-public information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.
- Restricting access to confidential information when working from home, including taking steps to ensure that confidential material non-public information is not viewed or such conversations are not overheard by others in the house.

Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

## V. ADDITIONAL PROHIBITED TRANSACTIONS

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. Therefore, officers, directors and employees shall comply with the following policies with respect to certain transactions in the Company securities:

### A. Short Sales

Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy. In addition, as noted below, Section 16(c) of the 1934 Act absolutely prohibits Section 16 reporting persons from making short sales of the Company's equity securities, i.e., sales of shares that the insider does not own at the time of sale, or sales of shares against which the insider does not deliver the shares within 20 days after the sale.

#### B. Publicly Traded Options

A transaction in options is, in effect, a bet on the short-term movement of the Company's stock and therefore creates the appearance that an officer, director or employee is trading based on inside information. Transactions in options also may focus an officer's, director's or employee's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities involving the Company's equity securities, on an exchange or in any other organized market, are prohibited by this Policy.

#### C. Hedging Transactions

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an officer, director or employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the officer, director or employee to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the officer, director or employee may no longer have the same objectives as the Company's other stockholders. Therefore, such transactions involving the Company's equity securities are prohibited by this Policy.

#### D. Purchases of the Company's Securities on Margin; Pledging the Company's Securities to Secure Margin or Other Loans

Purchasing on margin means borrowing from a brokerage firm, bank or other entity in order to purchase the Company's securities (other than in connection with a cashless exercise of stock options under the Company's equity plans). Margin purchases of the Company's securities are prohibited by this Policy. Pledging the Company's securities as collateral to secure loans is prohibited. This prohibition means, among other things, that you cannot hold the Company's securities in a "margin account" (which would allow you to borrow against your holdings to buy securities).

#### E. Director and Executive Officer Cashless Exercises

The Company will not arrange with brokers to administer cashless exercises on behalf of directors and executive officers of the Company. Directors and executive officers of the Company may use the cashless exercise feature of their equity awards only if (i) the director or officer retains a broker independently of the Company, (ii) the Company's involvement is limited to confirming that it will deliver the stock promptly upon payment of the exercise price and (iii) the director or officer uses a "T+2" cashless exercise arrangement, in which the Company agrees to deliver stock against the payment of the purchase price on the same day the sale of the stock underlying the equity award settles. Under a T+2 cashless exercise, a broker, the issuer, and the issuer's transfer agent work together to make all transactions settle simultaneously. This approach is to avoid any inference that the Company has "extended credit" in the form of a personal loan to the director or executive officer. Questions about cashless exercises should be directed to the Company's Corporate Secretary.

### VI. RULE 10b5-1 TRADING PLANS, SECTION 16 AND RULE 144

#### A. Rule 10b5-1 Trading Plans

##### 1. General

The trading restrictions set forth in this Policy, other than those transactions described under "Additional Prohibited Transactions," do not apply to transactions under a previously established contract, plan or instruction to trade in the Company's securities entered into in accordance with the terms of Rule 10b5-1 (a "Trading Plan") that:

- Has been submitted to and preapproved by the Company's Corporate Secretary, or such other person as the Company's board of directors may designate from time to time (the "Authorizing Officer");
- Includes a "Cooling Off Period" for
  - Section 16 reporting persons that extends to the later of 90 days after adoption or modification of a Trading Plan or two business days after filing the Form 10-K or Form 10-Q covering the fiscal quarter in which the Trading Plan was adopted, up to a maximum of 120 days; and
  - employees and any other persons, other than the Company, that extends 30 days after adoption or modification of a Trading Plan;
- for Section 16 reporting persons, includes a representation in the Trading Plan that the Section 16 reporting person is (1) not aware of any material nonpublic information about the Company or its securities; and (2) adopting the Trading Plan in good faith and not as part of a plan or scheme to evade Rule 10b-5;
- has been entered into in good faith at a time when the individual was not in possession of material nonpublic information about the Company and not otherwise in a blackout period, and the person who entered into the Trading Plan has acted in good faith with respect to the Trading Plan;
- either (1) specifies the amounts, prices, and dates of all transactions under the Trading Plan; or (2) provides a written formula, algorithm, or computer program for determining the amount, price, and date of the transactions, and (3) prohibits the individual from exercising any subsequent influence over the transactions; and
- complies with all other applicable requirements of Rule 10b5-1.

The Authorizing Officer may impose such other conditions on the implementation and operation of the Trading Plan as the Authorizing Officer deems necessary or advisable. Individuals may not adopt more than one Trading Plan at a time except under the limited circumstances permitted by Rule 10b5-1 and subject to pre-approval by the Authorizing Officer.

**Trading Plans do not exempt individuals from complying with Section 16 short-swing profit rules or liability.**

Rule 10b5-1 presents an opportunity for insiders to establish arrangements to sell (or purchase) Company stock without the restrictions of trading windows and black-out periods, even when there is undisclosed material information. A Trading Plan may also help reduce negative publicity that may result when key executives sell the Company's stock. Rule 10b5-1 only provides an "affirmative defense" in the event there is an insider trading lawsuit. It does not prevent someone from bringing a lawsuit.

Although transactions effected under a Trading Plan will not require further pre-clearance at the time of the trade, any transaction (including the quantity and price) made pursuant to a Trading Plan of a Section 16 reporting person must be reported to the Company promptly on the day of each trade to permit the Company's filing coordinator to assist in the preparation and filing of a required Form 4.

The Company reserves the right to publicly disclose (including as part of any required quarterly disclosure on Form 10-Q and Form 10-K), announce, or respond to inquiries from the media regarding the adoption, modification, or termination of a Trading Plan and non-Rule 10b5-1 trading arrangements (including a description of the material terms of each plan, including the name and title of the director or officer; the date the plan was adopted, modified or terminated; the plan's duration; and the total amount of securities to be purchased

or sold under the plan), or the execution of transactions made under a Trading Plan. The Company reserves the right from time to time to suspend, discontinue or otherwise prohibit any transaction in the Company's securities, even pursuant to a previously approved Trading Plan, if the Authorizing Officer or the board of directors, in its discretion, determines that such suspension, discontinuation or other prohibition is in the best interests of the Company. Any Trading Plan submitted for approval hereunder should explicitly acknowledge the Company's right to prohibit transactions in the Company's securities. Failure to discontinue purchases and sales as directed shall constitute a violation of the terms of this Section VI and result in a loss of the exemption set forth herein.

Compliance of a Trading Plan with the terms of Rule 10b5-1 and the execution of transactions pursuant to the Trading Plan are the sole responsibility of the person initiating the Trading Plan, and none of the Company, the Authorizing Officer, or the Company's other employees assumes any liability for any delay in reviewing and/or refusing to approve a Trading Plan submitted for approval, nor the legality or consequences relating to a person entering into, informing the Company of, or trading under, a Trading Plan.

## 2. Revocation of and Amendments to Trading Plans

Revocation of Trading Plans should occur only in unusual circumstances. Effectiveness of any revocation or amendment of a Trading Plan will be subject to the prior review and approval of the Authorizing Officer. Revocation is effected upon written notice to the broker. Once a Trading Plan has been revoked, the participant should wait at least 30 days before trading outside of a Trading Plan and 180 days before establishing a new Trading Plan.

A person acting in good faith may amend a prior Trading Plan so long as such amendments are made outside of a quarterly trading black-out period and at a time when the Trading Plan participant does not possess material, non-public information.

Modifications or terminations of a Trading Plan are subject to pre-approval by the Authorizing Officer and modifications of a Trading Plan that change the amount, price, or timing of the purchase or sale of the securities underlying the trading plan will trigger a new Cooling-Off Period.

Under certain circumstances, a Trading Plan *must* be revoked. This includes circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. The Authorizing Officer or administrator of the Company's stock plans is authorized to notify the broker in such circumstances, thereby insulating the insider in the event of revocation.

## 3. Discretionary Plans

Although non-discretionary Trading Plans are preferred, discretionary Trading Plans, where the discretion or control over trading is transferred to a broker, are permitted if pre-approved by the Authorizing Officer.

The Authorizing Officer of the Company must pre-approve any Trading Plan, arrangement or trading instructions, etc., involving potential sales or purchases of the Company's stock or option exercises, including but not limited to, blind trusts, discretionary accounts with banks or brokers, or limit orders. The actual transactions effected pursuant to a pre-approved Trading Plan will not be subject to further pre-clearance for transactions in the Company's stock once the Trading Plan or other arrangement has been pre-approved.

## 4. Reporting (if Required)

If required, an SEC Form 144 will be filled out and filed by the individual/brokerage firm in accordance with the existing rules regarding Form 144 filings. A footnote at the bottom of the Form 144 should indicate that the trades "are in accordance with a Trading Plan that complies with Rule 10b5-1 and expires \_\_\_\_." For Section 16 reporting persons, Form 4s should be filed before the end of the second business day following the date that the broker, dealer or plan administrator informs the individual that a transaction was executed, provided that the date of such notification is not later than the third business day following the trade date. The relevant box should be

checked to indicate that the trades "were made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defenses conditions of Rule 10b5-1(c)".

#### 5. Options

Exercises of options for cash may be executed at any time, with pre-clearance from Corporate Secretary. "Cashless exercise" option exercises are subject to trading windows, as well as pre-clearance from Corporate Secretary. However, the Company will permit same day sales under Trading Plans. If a broker is required to execute a cashless exercise in accordance with a Trading Plan, then the Company must have exercise forms attached to the Trading Plan that are signed, undated and with the number of shares to be exercised left blank. Once a broker determines that the time is right to exercise the option and dispose of the shares in accordance with the Trading Plan, the broker will notify the Company in writing and the administrator of the Company's stock plans will fill in the number of shares and the date of exercise on the previously signed exercise form. The insider should not be involved with this part of the exercise.

#### B. Section 16: Insider Reporting Requirements, Short-Swing Profits and Short Sales (Applicable to Officers, Directors and 10% Stockholders)

##### 1. Reporting Obligations Under Section 16(a): SEC Forms 3, 4 and 5

Section 16(a) of the 1934 Act generally requires all officers, directors and 10% stockholders ("insiders"), within 10 days after the insider becomes an officer, director, or 10% stockholder, to file with the SEC an "Initial Statement of Beneficial Ownership of Securities" on SEC Form 3 listing the amount of the Company's stock, options and warrants which the insider beneficially owns. Following the initial filing on SEC Form 3, changes in beneficial ownership of the Company's stock, options and warrants must be reported on SEC Form 4, generally within two days after the date on which such change occurs, or in certain cases on Form 5, within 45 days after fiscal year end. A Form 4 must be filed even if, as a result of balancing transactions, there has been no net change in holdings. In certain situations, purchases or sales of Company stock made within six months *prior* to the filing of a Form 3 must be reported on Form 4. Similarly, certain purchases or sales of Company stock made within six months after an officer or director ceases to be an insider must be reported on Form 4.

##### 2. Recovery of Profits Under Section 16(b)

For the purpose of preventing the unfair use of information which may have been obtained by an insider, any profits realized by any officer, director or 10% stockholder from any "purchase" and "sale" of Company stock during a six-month period, so called "short-swing profits," may be recovered by the Company. When such a purchase and sale occurs, good faith is no defense. The insider is liable even if compelled to sell for personal reasons, and even if the sale takes place after full disclosure and without the use of any inside information.

The liability of an insider under Section 16(b) of the 1934 Act is only to the Company itself. The Company, however, cannot waive its right to short swing profits, and any Company stockholder can bring suit in the name of the Company. Reports of ownership filed with the SEC on Form 3, Form 4 or Form 5 pursuant to Section 16(a) (discussed above) are readily available to the public, and certain attorneys carefully monitor these reports for potential Section 16(b) violations. In addition, liabilities under Section 16(b) may require separate disclosure in the Company's annual report to the SEC on Form 10-K or its proxy statement for its annual meeting of stockholders. No suit may be brought more than two years after the date the profit was realized. However, if the insider fails to file a report of the transaction under Section 16(a), as required, the two-year limitation period does not begin to run until after the transactions giving rise to the profit have been disclosed. Failure to report transactions and late filing of reports require separate disclosure in the Company's proxy statement.

Officers and directors should consult the attached "Short-Swing Profit Rule Section 16(b) Checklist" attached hereto as "Attachment A" in addition to consulting the Company's Corporate Secretary prior to engaging

in any transactions involving the Company's securities, including without limitation, the Company's stock, options or warrants.

### 3. Short Sales Prohibited Under Section 16(c)

Section 16(c) of the 1934 Act prohibits insiders absolutely from making short sales of the Company's equity securities. Short sales include sales of stock which the insider does not own at the time of sale, or sales of stock against which the insider does not deliver the shares within 20 days after the sale. Under certain circumstances, the purchase or sale of put or call options, or the writing of such options, can result in a violation of Section 16(c). Insiders violating Section 16(c) face criminal liability.

The Company's Corporate Secretary should be consulted if you have any questions regarding reporting obligations, short-swing profits or short sales under Section 16.

#### C. Rule 144 (Applicable to Officers, Directors and 10% Stockholders)

Rule 144 provides a safe harbor exemption to the registration requirements of the Securities Act of 1933, as amended, for certain resales of "restricted securities" and "control securities." "Restricted securities" are securities acquired from an issuer, or an affiliate of an issuer, in a transaction or chain of transactions not involving a public offering. "Control securities" are any securities owned by directors, executive officers or other "affiliates" of the issuer, including stock purchased in the open market and stock received upon exercise of stock options. Sales of Company securities by affiliates (generally, directors, officers and 10% stockholders of the Company) must comply with the requirements of Rule 144, which are summarized below:

- **Current Public Information.** The Company must have filed all SEC-required reports during the last 12 months.
- **Volume Limitations.** Total sales of Company common stock by a covered individual for any three-month period may not exceed the greater of: (i) 1 % of the total number of outstanding shares of Company common stock, as reflected in the most recent report or statement published by the Company, or (ii) the average weekly reported volume of such shares traded during the four calendar weeks preceding the filing of the requisite Form 144.
- **Method of Sale.** The shares must be sold either in a "broker's transaction" or in a transaction directly with a "market maker." A "broker's transaction" is one in which the broker does no more than execute the sale order and receive the usual and customary commission. Neither the broker nor the selling person can solicit or arrange for the sale order. In addition, the selling person or Board member must not pay any fee or commission other than to the broker. A "market maker" includes a specialist permitted to act as a dealer, a dealer acting in the position of a block positioner, and a dealer who holds himself out as being willing to buy and sell Company common stock for his own account on a regular and continuous basis.
- **Notice of Proposed Sale.** A notice of the sale (a Form 144) must be filed with the SEC at the time of the sale. Brokers generally have internal procedures for executing sales under Rule 144 and will assist you in completing the Form 144 and in complying with the other requirements of Rule 144.

If you are subject to Rule 144, you must instruct your broker who handles trades in Company securities to follow the brokerage firm's Rule 144 compliance procedures in connection with all trades.

### VII. UPDATE OF THE POLICY AND EXECUTION, ACKNOWLEDGEMENT AND CERTIFICATION OF COMPLIANCE

This Policy will be reviewed and approved annually by the Disclosure Committee of the Company. All directors, officers and employees of the Company will review this Policy on an annual basis and all officers and employees of the Company shall acknowledge their compliance through UKG. After reading this Policy, all directors who are not officers of the Company shall execute and return to the Company's Corporate Secretary the Certification of Compliance form. In addition, new hires of the Company will review and acknowledge their understanding of this Policy through UKG.

Attachment A

SHORT-SWING PROFIT RULE SECTION 16(B) CHECKLIST

Note: ANY combination of PURCHASE AND SALE or SALE AND PURCHASE within six months of each other by an officer, director or 10% stockholder (or any family member living in the same household or certain affiliated entities) results in a violation of Section 16(b), and the "profit" must be recovered by Mercury General Corporation (the "Company"). It makes no difference how long the shares being sold have been held or, for officers and directors, that you were an insider for only one of the two matching transactions. The highest priced sale will be matched with the lowest priced purchase within the six-month period.

**Sales**

If a sale is to be made by an officer, director or 10% stockholder (or any family member living in the same household or certain affiliated entities):

1. Have there been any purchases by the insider (or family members living in the same household or certain affiliated entities) within the past six months?
2. Have there been any option grants or exercises not exempt under Rule 16b-3 within the past six months?
3. Are any purchases (or non-exempt option exercises) anticipated or required within the next six months?
4. Has a Form 4 been prepared?

Note: If a sale is to be made by an affiliate of the Company, has a Form 144 been prepared and has the broker been reminded to sell pursuant to Rule 144?

**Purchases And Option Exercises**

If a purchase or option exercise for Company stock is to be made:

1. Have there been any sales by the insider (or family members living in the same household or certain affiliated entities) within the past six months?
2. Are any sales anticipated or required within the next six months (such as tax-related or year-end transactions)?
3. Has a Form 4 been prepared?

**Before proceeding with a purchase or sale, consider whether you are aware of material inside information which could affect the price of the Company stock. All transactions in the Company's securities by officers and directors must be pre-cleared by contacting the Company's Corporate Secretary.**

Schedule I

Individuals Subject to Preclearance Requirement

Schedule II

Individuals Subject to Quarterly Trading Blackouts

## Subsidiaries of the Company

<u>Name of the Entity</u>	<u>State or Other Jurisdiction of Incorporation</u>
Mercury Casualty Company	California
Mercury Insurance Company	California
Mercury Insurance Company of Illinois	Illinois
Mercury Insurance Company of Georgia	Georgia
Mercury Indemnity Company of Georgia	Georgia
Mercury Indemnity Company of America	Florida
California Automobile Insurance Company	California
California General Underwriters Insurance Company, Inc.	California
Mercury Insurance Services LLC	California
Mercury County Mutual Insurance Company*	Texas
American Mercury Insurance Company	Oklahoma
American Mercury Lloyds Insurance Company*	Texas
Mercury Select Management Company, Inc.	Texas
Auto Insurance Specialists LLC	California
AIS Management LLC	California
PoliSeek AIS Insurance Solutions, Inc.	Illinois
Animas Funding LLC	Delaware
Fannette Funding LLC	Delaware
Orion Indemnity Company	California
Mercury Plus Insurance Services LLC	California
Mercury Information Technology Services LLC	California
Mercury (Shanghai) Information Technology Services Co., Ltd.	Shanghai, China

\* Controlled by Mercury General Corporation

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Mercury General Corporation:

We consent to the incorporation by reference in the registration statement (Nos. 333-125460 and 333-202204) on Form S-8 and (No. 333-215344) on Form S-3ASR of our reports dated February 13, 2024, with respect to the consolidated financial statements and financial statement schedules I, II and IV of Mercury General Corporation and subsidiaries and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Los Angeles, California  
February 13, 2024

**Certification of Chief Executive Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Gabriel Tirador, certify that:

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

Date: February 13, 2024

/s/ GABRIEL TIRADOR

Gabriel Tirador, Chief Executive Officer

**Certification of Chief Financial Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Theodore Stalick, certify that:

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

Date: February 13, 2024

/s/ THEODORE STALICK

Theodore Stalick, Senior Vice President and Chief Financial Officer

**Certification of Chief Executive Officer**  
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. §1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Mercury General Corporation (the " Company") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Annual Report on Form 10-K of the Company for the period ended December 31, 2023 (the " Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 13, 2024

/s/ GABRIEL TIRADOR

Gabriel Tirador, Chief Executive Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. §1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Certification of Chief Financial Officer**  
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. §1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Mercury General Corporation (the " Company") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Annual Report on Form 10-K of the Company for the period ended December 31, 2023 (the " Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 13, 2024

/s/ THEODORE STALICK

\_\_\_\_\_  
Theodore Stalick, Senior Vice President and Chief Financial Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. §1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**MERCURY GENERAL CORPORATION**  
**POLICY FOR RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION**

Mercury General Corporation (the "**Company**") has adopted this Policy for Recovery of Erroneously Awarded Compensation (the "**Policy**"), effective as of October 2, 2023 (the "**Effective Date**"). Capitalized terms used in this Policy but not otherwise defined herein are defined in Section 11.

**1. Persons Subject to Policy**

This Policy shall apply to current and former Officers of the Company.

**2. Compensation Subject to Policy**

This Policy shall apply to Incentive-Based Compensation received on or after the Effective Date. For purposes of this Policy, the date on which Incentive-Based Compensation is "received" shall be determined under the Applicable Rules, which generally provide that Incentive-Based Compensation is "received" in the Company's fiscal period during which the relevant Financial Reporting Measure is attained or satisfied, without regard to whether the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of that period.

**3. Recovery of Compensation**

In the event that the Company is required to prepare a Restatement, the Company shall recover, reasonably promptly, the portion of any Incentive-Based Compensation that is Erroneously Awarded Compensation, unless the Committee has determined that recovery would be Impracticable. Recovery shall be required in accordance with the preceding sentence regardless of whether the applicable Officer engaged in misconduct or otherwise caused or contributed to the requirement for the Restatement and regardless of whether or when restated financial statements are filed by the Company. For clarity, the recovery of Erroneously Awarded Compensation under this Policy will not give rise to any person's right to voluntarily terminate employment for "good reason," or due to a "constructive termination" (or any similar term of like effect) under any plan, program or policy of or agreement with the Company or any of its affiliates.

**4. Manner of Recovery; Limitation on Duplicative Recovery**

The Committee shall, in its sole discretion, determine the manner of recovery of any Erroneously Awarded Compensation, which may include, without limitation, reduction or cancellation by the Company or an affiliate of the Company of Incentive-Based Compensation or Erroneously Awarded Compensation, reimbursement or repayment by any person subject to this Policy of the Erroneously Awarded Compensation, and, to the extent permitted by law, an offset of the Erroneously Awarded Compensation against other compensation payable by the Company or an affiliate of the Company to such person. Notwithstanding the foregoing, unless otherwise prohibited by the Applicable Rules, to the extent this Policy provides for recovery of Erroneously Awarded Compensation already recovered by the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 or Other Recovery Arrangements, the amount of Erroneously Awarded Compensation already recovered by the Company from the recipient of such Erroneously Awarded Compensation may be credited to the amount of Erroneously Awarded Compensation required to be recovered pursuant to this Policy from such person.

**5. Administration**

This Policy shall be administered, interpreted and construed by the Committee, which is authorized to make all determinations necessary, appropriate or advisable for such purpose. The Board of Directors of the Company (the "**Board**") may re-vest in itself the authority to administer, interpret and construe this Policy in accordance with applicable law, and in such event references herein to the "Committee" shall be deemed to be references to the Board. Subject to any permitted review by the applicable national

securities exchange or association pursuant to the Applicable Rules, all determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company and its affiliates, equityholders and employees. The Committee may delegate administrative duties with respect to this Policy to one or more directors or employees of the Company, as permitted under applicable law, including any Applicable Rules.

**6. Interpretation**

This Policy will be interpreted and applied in a manner that is consistent with the requirements of the Applicable Rules, and to the extent this Policy is inconsistent with such Applicable Rules, it shall be deemed amended to the minimum extent necessary to ensure compliance therewith.

**7. No Indemnification; No Liability**

The Company shall not indemnify or insure any person against the loss of any Erroneously Awarded Compensation pursuant to this Policy, nor shall the Company directly or indirectly pay or reimburse any person for any premiums for third-party insurance policies that such person may elect to purchase to fund such person's potential obligations under this Policy. None of the Company, an affiliate of the Company or any member of the Committee or the Board shall have any liability to any person as a result of actions taken under this Policy.

**8. Application; Enforceability**

Except as otherwise determined by the Committee or the Board, the adoption of this Policy does not limit, and is intended to apply in addition to, any other clawback, recoupment, forfeiture or similar policies or provisions of the Company or its affiliates, including any such policies or provisions of such effect contained in any employment agreement, bonus plan, incentive plan, equity-based plan or award agreement thereunder or similar plan, program or agreement of the Company or an affiliate or required under applicable law (the "***Other Recovery Arrangements***"). The remedy specified in this Policy shall not be exclusive and shall be in addition to every other right or remedy at law or in equity that may be available to the Company or an affiliate of the Company.

**9. Severability**

The provisions in this Policy are intended to be applied to the fullest extent of the law; provided, however, to the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

**10. Amendment and Termination**

The Board or the Committee may amend, modify or terminate this Policy in whole or in part at any time and from time to time in its sole discretion. This Policy will terminate automatically when the Company does not have a class of securities listed on a national securities exchange or association.

**11. Definitions**

"***Applicable Rules***" means Section 10D of the Exchange Act, Rule 10D-1 promulgated thereunder, the listing rules of the national securities exchange or association on which the Company's securities are listed, and any applicable rules, standards or other guidance adopted by the Securities and Exchange Commission or any national securities exchange or association on which the Company's securities are listed.

"***Committee***" means the committee of the Board responsible for executive compensation decisions comprised solely of independent directors (as determined under the Applicable Rules), or in the absence of such a committee, a majority of the independent directors serving on the Board.

**"Erroneously Awarded Compensation"** means the amount of Incentive-Based Compensation received by a current or former Officer that exceeds the amount of Incentive-Based Compensation that would have been received by such current or former Officer based on a restated Financial Reporting Measure, as determined on a pre-tax basis in accordance with the Applicable Rules.

**"Exchange Act"** means the Securities Exchange Act of 1934, as amended.

**"Financial Reporting Measure"** means any measure determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures derived wholly or in part from such measures, including GAAP, IFRS and non-GAAP/IFRS financial measures, as well as stock or share price and total equityholder return.

**"GAAP"** means United States generally accepted accounting principles.

**"IFRS"** means international financial reporting standards as adopted by the International Accounting Standards Board.

**"Impracticable"** means (a) the direct costs paid to third parties to assist in enforcing recovery would exceed the Erroneously Awarded Compensation; provided that the Company (i) has made reasonable attempts to recover the Erroneously Awarded Compensation, (ii) documented such attempt(s), and (iii) provided such documentation to the relevant listing exchange or association, (b) to the extent permitted by the Applicable Rules, the recovery would violate the Company's home country laws pursuant to an opinion of home country counsel; provided that the Company has (i) obtained an opinion of home country counsel, acceptable to the relevant listing exchange or association, that recovery would result in such violation, and (ii) provided such opinion to the relevant listing exchange or association, or (c) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

**"Incentive-Based Compensation"** means, with respect to a Restatement, any compensation that is granted, earned, or vested based wholly or in part upon the attainment of one or more Financial Reporting Measures and received by a person: (a) after beginning service as an Officer; (b) who served as an Officer at any time during the performance period for that compensation; (c) while the issuer has a class of its securities listed on a national securities exchange or association; and (d) during the applicable Three-Year Period.

**"Officer"** means each person who serves as an executive officer of the Company, as defined in Rule 10D-1(d) under the Exchange Act.

**"Restatement"** means an accounting restatement to correct the Company's material noncompliance with any financial reporting requirement under securities laws, including restatements that correct an error in previously issued financial statements (a) that is material to the previously issued financial statements or (b) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

**"Three-Year Period"** means, with respect to a Restatement, the three completed fiscal years immediately preceding the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare such Restatement, or, if earlier, the date on which a court, regulator or other legally authorized body directs the Company to prepare such Restatement. The "Three-Year Period" also includes any transition period (that results from a change in the Company's fiscal year) within or immediately following the three completed fiscal years identified in the preceding sentence. However, a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months shall be deemed a completed fiscal year.