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## DELTA REPORT

### 10-K

EIG - EMPLOYERS HOLDINGS, INC.

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

The following comparison report has been automatically generated

TOTAL DELTAS 2446

■ CHANGES	559
■ DELETIONS	860
■ ADDITIONS	1027

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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, 2022** **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 number: 001-33245

**EMPLOYERS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

**04-3850065**

(State or other jurisdiction  
of incorporation or organization)

(I.R.S. Employer  
Identification Number)

**10375 Professional 2340 Corporate Circle, Suite 200**

**Reno, Henderson, Nevada 8952189074**

(Address of principal executive offices and zip code)

**(888) 682-6671**

(Registrant's telephone number, including area code)

**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, \$0.01 par value per share	EIG	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 Exchange Act.

Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of **June 30, 2022** **June 30, 2023** was **\$833,617,786**, **\$975,608,394**.

As of **February 21, 2023** **February 20, 2024**, there were **27,135,006** **25,302,289** shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Definitive Proxy Statement relating to the **2023** **2024** Annual Meeting of Stockholders are incorporated by reference in Items 11, 12, 13 and 14 of Part III of this report.

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## FORWARD-LOOKING STATEMENTS

Unless otherwise indicated, all references to "we," "us," "our," the "Company" or similar terms refer to Employers Holdings, Inc., together with its subsidiaries. In this Annual Report on Form 10-K, the Company and its management discuss and make statements based on currently available information regarding their intentions, beliefs, current expectations, and projections of, among other things, the Company's future performance, **economic or market conditions**, including the **evolving nature** of the Coronavirus (COVID-19) pandemic, **current levels of inflation, changes in interest rates, labor market expectations, catastrophic events or geo-political conditions, legislative or regulatory actions or court decisions, business growth, retention rates, loss costs, claim trends and the impact of key business initiatives, future technologies and planned investments**. Certain of these statements may constitute "forward-looking" statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and are often identified by words such as "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "target," "project," "intend," "believe," "estimate," "predict," "potential," "pro forma," "seek," "likely," or "continue," or other comparable terminology and their negatives. The Company and its management caution investors that such forward-looking statements are not guarantees of future performance. Risks and uncertainties are inherent in the Company's future performance. Factors that could cause the Company's actual results to differ materially from those indicated by such forward-looking statements include, among other things, those

discussed or identified from time to time in the Company's public filings with the Securities and Exchange Commission (SEC), including the risks detailed in Item 1A, "Risk Factors." Except as required by applicable securities laws, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

#### **NOTE REGARDING RELIANCE ON STATEMENTS IN OUR CONTRACTS**

The agreements included or incorporated by reference as exhibits to this Annual Report on Form 10-K may contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and:

- were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement;
- may apply contract standards of "materiality" that are different from "materiality" under the applicable securities laws; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement.

Notwithstanding the inclusion of the foregoing cautionary statements, we acknowledge that we are responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading.

#### **PART I**

##### **Item 1. Business**

###### **General**

Employers Holdings, Inc. (EHI) is a holding company, which was incorporated in Nevada in 2005, with subsidiaries that are specialty providers of workers' compensation insurance and services focused on **small and select small** businesses engaged in low-to-medium hazard industries. We operate throughout the United States (U.S.), with the exception of four states that are served exclusively by their state funds. We offer insurance through Employers Insurance Company of Nevada (EICN), Employers Compensation Insurance Company (ECIC), Employers Preferred Insurance Company (EPIC), Employers Assurance Company (EAC) and Cerity Insurance Company (CIC), each of which **have has** been assigned an A.M. Best Company (A.M. Best) financial strength rating of "A-" (Excellent), with a "positive" outlook, which is the **4th 4th** highest of 13 A.M. Best ratings.

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, amendments to those reports, and Proxy Statements for our Annual Meetings of Stockholders are available free of charge on our website at [www.employers.com](http://www.employers.com) as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Our website also provides access to reports filed by our directors, executive officers and certain significant stockholders pursuant to Section 16 of the Securities Exchange Act of **1934. 1934 (Exchange Act)**. In addition, our Corporate Governance Guidelines, Code of Business Conduct and Ethics, Code of Ethics for Senior Financial Officers, and charters for the Audit, Board Governance and Nominating, Executive, Finance, Human Capital Management and Compensation, and Risk Management, Technology and Innovation committees of our Board of Directors (**Board**) are available on our website. Information in, or that can be accessed through, our website is not incorporated by reference into this Annual Report on Form 10-K. Copies of these documents may also be obtained free of charge by written request to Investor Relations, **10375 Professional 2340 Corporate Circle, Reno, Suite 200, Henderson, Nevada 89521-4802 89074**. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains the information that we file electronically with the SEC.

###### **Property and Casualty Insurance in General**

A widely-used measure of relative underwriting performance for an insurance company is the combined ratio. **Combined** The combined ratio is calculated by adding: (i) the ratio of losses and loss adjustment expense (LAE) to earned premiums (known as the "loss and LAE ratio"); (ii) the ratio of commission expenses to earned premiums (known as the "commission expense ratio"); and (iii) the ratio of underwriting and general and administrative expenses to earned premiums (known as the "underwriting expense ratio"), with each component determined in accordance with U.S. generally accepted accounting principles (GAAP). A combined ratio under 100% indicates that an insurance company is generating an underwriting profit. A combined ratio over 100% indicates that an insurance company is generating an underwriting loss.

An insurance company's calendar year loss experience includes loss and LAE movements recognized during any given calendar year regardless of the year in which the underlying insured event actually occurred. An insurance company's accident year loss experience includes only those loss and LAE movements recognized during the year in which the underlying insured event actually occurred.

In insurance and reinsurance operations, "float" arises when premiums are received before losses and other expenses are paid, an interval that may extend over many years. During that time, the insurer has the opportunity to invest the money, thereby earning investment income and generating investment gains and losses.

Insurance companies operating at a GAAP combined ratio of greater than 100% can be profitable when investment income and net investment gains are taken into account. The length of time between receiving premiums and paying out losses and other expenses, commonly referred to as the "tail," can significantly affect how profitable float can be. Long-tail losses, such as workers' compensation, pay out over longer periods of time, which provides us the opportunity to generate significant investment earnings from float.

Underwriting income or loss is determined by deducting losses and LAE, commission expenses, and underwriting and general and administrative expenses from net premiums earned.

###### **Current Macroeconomic Impacts on our Business**

The effects of supply chain interruptions, lingering U.S. labor market shortages impacting certain employer classifications that we insure, inflationary pressures, monetary and fiscal policy measures, recessionary concerns, geo-political conditions, overall general economic instability and the **COVID-19 pandemic** have caused recent disruptions in business activity. All states, including California where we generated 45% of our in-force premiums as of December 31, 2022, have experienced adverse economic impacts. Certain classes of business that we insure continue to be adversely and disproportionately affected by these challenges.

###### **Premium Production and Ending Policies In-Force**

Our growth in 2022 was the result of higher new and renewal business premiums and final audit premiums. We increased our final audit premium accruals by \$24.6 million and recognized \$34.8 million of audit premium pick-up, as our payroll exposure increased with U.S. labor market strengthening and rising wages. For 2022, our new business premiums written were \$167.7 million versus \$145.2 million in 2021 and \$133.3 million in 2020.

We ended the year with a record number of policies in-force. This growth resulted in part from our continued appetite expansion efforts, which are complementary to our business model and are contributing favorably to our top-line growth. As U.S. labor market shortages improve and wage inflation continues, we expect that rising payrolls will bring further improvement to our top line.

#### **Fluctuations in Investment Income and Investment Gains and Losses on our Investment Portfolio**

Increases in market interest rates throughout 2022 have negatively impacted the fair value of our fixed maturity investments. In addition, economic and market disruptions in 2022 caused by inflationary pressures and geo-political conditions have negatively impacted the fair value of our equity securities. The negative impacts to our investment portfolio experienced in 2022 have consisted primarily of unrealized investment losses. Conversely, the recent increases in market interest rates have favorably impacted our net investment income in 2022.

Our net investment income increased significantly in 2022 due primarily to higher bond yields and higher invested balances of fixed maturity securities, short-term investments and cash and cash equivalents, as measured by amortized cost. The future outlook for our investment income is dependent on the direction of interest rates, maturity schedules, and cash available for investment.

We experienced \$252.5 million and \$69.0 million of pretax net unrealized investment losses on our fixed maturity investments during 2022 and 2021, respectively, which resulted from an increase in market interest rates. Conversely, we experienced \$63.1 million of pretax net unrealized investment gains on our fixed maturity investments during 2020, which resulted from decreases in market interest rates.

#### **Our Strategy**

##### **Business Strategy**

Our overall strategy is to pursue profitable growth opportunities across workers' compensation insurance market cycles, and maximize total our investment returns within the constraints of prudent portfolio management, maintain a strong equity capital position at all times, and deliver value to our shareholders while being conscious of environmental, social and governance (ESG) concerns.

##### **Underwriting Strategy**

We pursue profitable growth opportunities by focusing on disciplined underwriting and claims management, utilizing medical provider networks designed to produce superior medical and indemnity outcomes, establishing and maintaining strong, long-term long-

term relationships with traditional and specialty insurance agencies, developing important alternative distribution channels, and offering workers' compensation insurance solutions directly to customers.

We believe we have a cost-effective and scalable information technology infrastructure that developing complements our geographic reach and implementing new technologies and capabilities will fundamentally transform and enhance the digital experience of our workforce, customers, policyholders and agents. These new technologies and capabilities include: (i) continued investments business model. We continue to invest in new technology data analytics, and process improvement capabilities focused on improving the agent experience and enhancing agent efficiency; and (ii) the further development of digital insurance solutions, including direct-to-customer workers' compensation coverage to automate business processes and further developing collaborations with strategic digital partners. develop our data analytic capabilities, which we believe will enable us to reduce our operating costs over the long-term and set a foundation for our future needs. Our technology saves our insurance agents and brokers, and our policyholders, considerable time and maintains our competitiveness in our target markets.

We also continue to execute a number of ongoing business initiatives, including: achieving internal and customer-facing business process excellence; further diversifying our risk exposure across geographic markets and economic sectors, when appropriate; appetite expansion; and utilizing a multi-company pricing platform and territory-specific pricing.

**Environmental, Social Beginning** In 2021, we extended our reach by applying our established underwriting approach to new industries including landscaping, janitorial and Governance (ESG) artisan contracting. This has provided meaningful and complementary growth for the company, particularly in hazard groups D and E, as we've been able to identify and partner with those small businesses in these classes that fit a desirable low-to-medium risk profile.

This expansion was achieved by thoughtfully considering industries that we previously excluded on a broad basis, and applying a finer approach to identify the lower hazard opportunities within these classes. For example, for the industries that have shown growth in the higher hazard groups (plumbing, HVAC, electricians, painters and finish carpentry), the underwriting appetite in which we operate is defined by specific and preferred characteristics related to the typical job site, standard work activities, and type of equipment utilized, consistent with our low-to-medium risk appetite.

Underwriting discipline remains a top priority as we continue to execute our growth strategy.

##### **Investing Strategy**

We are committed to delivering value to Our invested assets consist of our shareholders while being conscientious of Environmental, Social, and Governance concerns.

Environmental concerns include, among other things, dealing with the current climate crisis stockholders' capital, as well as environmental sustainability. Social concerns include, among other things, diversity, inclusion, human rights funds provided from float. Due to our financial strength and labor standards. Governance concerns include, among other things, Board of Director and management composition, employee relations, executive and employee compensation, bribery and corruption, and cyber risks, including data protection and privacy.

The Board Governance and Nominating Committee the magnitude of our Board of Directors periodically reviews unpaid loss and loss adjustment expenses, our ESG programs, including receiving periodic updates from our management responsible for such activities.

The following highlights several of our most significant ESG concerns, opportunities and achievements and outlines our strategy invested assets provide us with regard to each:

##### **I. Environmental**

**Investment Portfolio** - While we oversee all our investment activities, we employ several independent investment managers (Investment Managers). Our Investment Managers follow our written investment guidelines, which are approved by the Finance Committee of our Board of Directors. Our asset allocation is reevaluated by management and reviewed by the Finance Committee of the Board of Directors on a quarterly basis. We also utilize our Investment Managers' investment advisory services to assist us in developing a tailored set of portfolio targets and objectives.

Our Investment Managers actively monitor the ability of our bond issuers to repay their obligations, remain competitive, and maintain a strong financial position. Our Investment Managers also consider ESG criteria when evaluating investment opportunities. Each of our Investment Managers are signatories to the United Nations Principles for Responsible Investment Group, an independent non-profit organization that encourages investors to use responsible and sustainable investment practices to enhance returns and better manage risks.

Over the past several years, we have also acknowledged California's Climate Risk Carbon Initiative and have altered our investment strategy to avoid owning investments that could be in direct conflict with that initiative. This initiative was designed to provide the public with information relating to potential climate change-related financial risks faced by California insurance companies resulting from exposure to fossil fuel-based investments.

**Natural Catastrophe Exposure** - We purchase a significant amount of catastrophe reinsurance annually, net investment income annually. During the years ended December 31, 2023, 2022, and the models used to develop its potential exposure to natural catastrophes consider the potential effects of climate change. We believe that 2021, our largest exposure to natural catastrophes is currently U.S. earthquake risk.

We believe, based on the most recent catastrophe modeling software, that with our current reinsurance protection we could withstand a greater than 1 in 1,000 year U.S. earthquake occurrence.

**Carbon Footprint** - We have been taking action to reduce our carbon footprint. In the past 24 months, we have made a major move to shift our workforce to more remote net investment income totaled \$106.5 million, \$89.8 million and flexible arrangements, thus sharply reducing or eliminating commutes and their resulting carbon emissions. In fact, we have eliminated over 1 million miles of annual commuting by our employees through these actions, \$72.7 million, respectively. In addition, we have closed offices in various states and these employees are working entirely remote, thus reducing our purchased energy. The national average energy usage for office spaces like ours is 15.9 kWh/sq ft annually, according to the U.S. Energy Information Administration. Our average across all certain of our facilities was 8.4 kWh/sq ft in invested assets also generate net realized and unrealized gains and losses that we record on our Consolidated Statements of Comprehensive Income (Loss). During the years ended December 31, 2023, 2022, and 2021, less than 53% of the national average.

We have made a concerted effort to limit travel within our operations. We have reduced our in-person board meetings by 50% net realized and unrealized gains (losses) from those invested assets totaled \$22.7 million, shifting to a more virtual environment.

We are also creating more sustainable business practices by building digital systems that will allow our customers to "go paperless" \$(51.8) million and improving our digital delivery capabilities that will keep future paper waste to a minimum.

In 2022, we released our initial Task Force on Climate Related Financial Disclosures (TCFD) Report, which is the standard for insurance companies to report their climate related risks that was adopted by the National Association of Insurance Commissioners. The TCFD standard is currently the international benchmark for climate-related disclosures and helps stakeholders understand the climate-related risks to the insurance market. Our 2022 TCFD report is posted on the Company's website at [www.employers.com](http://www.employers.com) in the Investors section under "ESG and Related Reports."

## II. Social

The Human Capital Management and Compensation Committee of our Board of Directors provides advice and oversight of our policies and strategies in relation to culture and human capital management, including diversity, equity and inclusion.

We had 676 full-time employees at December 31, 2022 and our principal executive offices are located at 10375 Professional Circle in Reno, Nevada.

**Human Capital** - We believe that our employees are among our most important resources and they are critical to our continued success, good name and reputation. Our strategy is to attract and retain responsible, talented and experienced individuals through various initiatives that promote inclusion, diversity and fair pay. We continue to take positive action to increase diversity and inclusion within the Company. For example, we made improvements in female representation in leadership roles, and launched a review of hiring, promotion and succession practices at all levels within the Company. Through these initiatives, we seek to create an inclusive and engaged work community, minimize employee turnover, and improve recruitment.

The work environment we create and the way our employees treat and interact with one another affects job satisfaction and the way we perform our jobs. We respect the privacy and dignity of all individuals and recognize that our employees want and deserve a workplace where they are respected and appreciated. All employees must contribute to the creation and maintenance of such an environment.

We are committed to providing equal employment opportunity to qualified applicants without regard to race, creed, color, religion, sex, national origin or ancestry, age, marital status, pregnancy, sexual orientation, gender identification, medical condition, genetic information, disability, veteran status, and/or any other characteristic protected by law. This policy extends to all areas of employment, including recruitment, selection and placement, compensation, promotion and transfer, disciplinary measures, demotion, layoffs and terminations, testing and training, working conditions, awards and benefits, and all other employment-related actions.

We are also committed to advancing diversity, equity, and inclusion across our organization. With respect to gender, we have made improvements in female representation in leadership roles such that women currently represent 64% of all our employees, 68% of our managers and supervisors, 36% of our vice presidents and directors, 56% of our executive team and 33% of our independent members of the Board of Directors. We will continue to take positive action to increase diversity and inclusion at all levels of the Company. Some of our recent initiatives include: (i) completing a series of diversity and inclusion focus groups facilitated by our Human Resources team; (ii) developing and launching an employee affinity group framework; (iii) launching a review of our hiring, promotion, and succession practices to increase diversity and inclusion at all levels of the organization; (iv) sponsoring and supporting the International Women's Forum, an organization of 7,500 women leaders worldwide with a mission to advance women's leadership and champion equality, and its 2022 World Leadership Conference.

We require our employees to follow specific rules of professional conduct that will protect the interests and safety of all employees and the organization. Employees and our Board of Directors are required to familiarize themselves with our comprehensive Code of Business Conduct and Ethics Policy and must remain in compliance with periodic training thereon, which is designed to assist them in conducting business in a legal, professional and ethical manner.

We are also committed to philanthropic efforts that focus on children and education, equity and inclusion in the workplace, health and science, and catastrophic event relief. We sponsor various non-profit organizations and have employees serving on various boards at both the national and local levels. We also formed a Charitable Giving Committee in 2021 that is responsible for guiding our corporate giving programs at the national, regional, and individual employee levels. Our employee matching program launched in 2022 encourages and supports employees' efforts to make a difference in their communities.

**Policyholders and Their Employees** - Our approach to our Risk Advisory services is focused on assisting our policyholders in developing a positive safety culture, helping to ensure employees have a voice and are active participants in their workplace safety and well-being. Among our loss control services are hazard analyses to evaluate operations and make recommendations for hazard control, management and supervisory education programs to assist in reinforcing best health and safety practices, and employee safety presentations and training.

For injured workers, we utilize an outcome-based medical network that employs predictive analytics to identify medical providers who achieve superior clinical outcomes for injured workers. This enables us to optimize our provider network and enhance quality of care. We have also implemented a proactive pharmacy benefit management program that focuses on accelerating injured workers' return to work. Additionally, our Injured Employee Hotline allows employees who are injured at work to consult with a professional nurse when reporting a claim. This service has proven to reduce overall claims costs, thus benefiting all of our policyholders while ensuring the injured worker receives appropriate and timely care.

We are also committed to small businesses and the challenges they endured during the COVID-19 pandemic. When businesses had to reduce their workforce, our mid-term endorsements and premium audit processes ensured that the premiums charged to our policyholders accurately reflected any changes in their business operations that had occurred since the policy was issued. At the same time, we donated to the COVID worker relief programs of the restaurant associations with whom we partner. In addition, we co-hosted webinars with various restaurant associations and healthcare companies on mental health in the workplace, with particular focus on the stress people experienced from the pandemic and returning to work.

### III. Governance

**Board and Management Composition and Conduct** - Our Annual Proxy Statements and Annual Reports on Form 10-K provide details regarding the composition of our Board of Directors and our management. As previously mentioned, the Human Capital Management and Compensation Committee of our Board of Directors provides advice, direction and oversight of the Company's policies and strategies in relation to culture and human capital management, including with regard to diversity, equity and inclusion, and oversees the Company's compensation plans, policies, programs and practices applicable to our Chief Executive Officer (CEO) and other executive officers, including the Company's executive compensation plans, employee benefit plans, and incentive-compensation and equity-based plans.\$54.6 million, respectively.

Our Board of Directors investment portfolio is composed of members with diverse structured to support our need for: (i) optimizing our risk-adjusted total return; (ii) providing adequate liquidity; (iii) facilitating financial strength and varied ages, genders, racial stability, and ethnic backgrounds(iv) ensuring regulatory and wide-ranging professional experiences. All members of our Board of Directors are independent, with the exception of our CEO Katherine Antonello. Our Board of Directors' Committee Charters, Corporate Governance Guidelines, Related Person Transactions Policy and Procedures, Code of Business Conduct and Ethics, and Code of Ethics for Senior Financial Officers are posted on the Company's website at [www.employers.com](http://www.employers.com).legal compliance.

**Information Security and Cybersecurity** - Our operations rely on the secure processing, storage, and transmission of personal, confidential, and other information. Our business, including our ability to adequately price products and services, establish reserves, provide an effective and secure service to our customers and report our financial results in a timely and accurate manner, depends significantly on the integrity, availability, and timeliness of the data we maintain, as well as the data held by third party service providers.

In an effort to ensure the privacy, confidentiality, and integrity of this data, we continually enhance our cyber and other information security in order to remain secure against emerging threats, as well as increase our ability to detect, and recover from, a cyber-attack or unauthorized access.

Our Risk Management, Technology and Innovation Committee of the Board of Directors reviews and advises on our: (i) information security and data privacy risks, including the assessment, analysis and mitigation of related risks; and (ii) cybersecurity strategy, including: identification and assessment of internal and external cybersecurity risks; protection against cyber security risks; detection, response and mitigation of negative effects from cyber-attacks.

**Fraud Prevention** - We aim to safeguard our policyholders to fight workers' compensation fraud nationwide. Our Special Investigation Unit (SIU) works diligently to fight fraud, an effort that reduces costs and protects policyholders. Our SIU provides anti-fraud training to employees, law enforcement agencies and policyholders, investigates potential cases of insurance fraud and maintains a fraud hotline for tips on suspected insurance fraud.

### Equity Capital Strategy

We believe that we have a strong equity capital position. Our equity capital strategy is focused on supporting our business operations by maintaining equity capital levels commensurate with our desired ratings from independent rating agencies, satisfying regulatory constraints and legal requirements, and sustaining a level of financial flexibility to prudently manage our business through insurance and economic cycles while allowing us to take advantage of investment opportunities, including acquisitions of insurance and insurance-related entities, as and when they arise.

We also believe in returning equity capital not needed for these purposes to our stockholders through regular quarterly dividends and, when feasible, special dividends, and common stock repurchases. During the three-year period ending December 31, 2022 ended December 31, 2023, we paid declared \$149.4 million of dividends on our common stock and eligible plan awards, totaling \$149.8 million and we repurchased a total of \$172.4 million \$149.7 million of our common stock. Any future returns of equity capital to our stockholders are dependent on a variety of factors, including our financial position, holding company liquidity, share price, corporate and regulatory requirements, and any other factors that our Board and Finance Committee of Directors deems our Board (Finance Committee) deem relevant.

### ESG Strategy

Our commitment to environmental management includes, among other things, dealing with the current climate crisis as well as environmental sustainability. Social concerns include, among other things, diversity, equity and inclusion, human rights and labor standards. Governance concerns include, among other things, Board and management composition, employee relations, executive and employee compensation, bribery and corruption, and cyber risks, including data protection and privacy.

The Board Governance and Nominating Committee of our Board (Governance Committee) periodically reviews our ESG programs, including receiving periodic updates from our management responsible for such activities.

The following highlights several of our most significant ESG concerns, opportunities and achievements and outlines our strategy with regard to each:

#### I. Environmental

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Committee on a quarterly basis. We also utilize our Investment Managers' investment advisory services to assist us in developing a tailored set of portfolio targets and objectives.

Our Investment Managers actively monitor the ability of our bond issuers to repay their obligations, remain competitive, and maintain a strong financial position. Our Investment Managers also consider ESG criteria when evaluating investment opportunities. Each of our Investment Managers is a signatory to the United Nations Principles for Responsible Investment Group (UNPRI), an independent non-profit organization that encourages investors to use responsible and sustainable investment practices to enhance returns and better manage risks.

Over the past several years, we have also participated in California's Climate Risk Carbon Initiative and have altered our investment strategy to avoid owning investments that could be in direct conflict with that initiative. This initiative was designed to provide the public with information relating to potential climate change-related financial risks faced by California insurance companies resulting from exposure to fossil fuel-based investments and includes investments in low-carbon opportunities.

**Natural Catastrophe Exposure** - We purchase a significant amount of catastrophe reinsurance annually, and the models used to develop our potential exposure to natural catastrophes consider the potential effects of climate change. We believe that our largest exposure to natural catastrophes is currently U.S. earthquake risk.

We believe, based on the most recent catastrophe modeling software, that with our current reinsurance protection we could withstand a greater than 1 in 1,000 year U.S. earthquake occurrence (a 0.1% chance of occurrence).

**Carbon Footprint** - Over the past few years, we have reduced our carbon footprint by significantly shifting our workforce to more remote and flexible arrangements, thus sharply reducing or eliminating commutes and their resulting carbon emissions. In fact, we have eliminated over 1 million miles of annual commuting by our employees through these actions. In addition, we have closed offices in various states and these employees are working entirely remotely, thus reducing our purchased energy. The national average energy usage for office spaces like ours is 15.9 kWh/sq ft annually, according to the U.S. Energy Information Administration. Our average across all of our facilities was 12.5 kWh/sq ft in 2022, significantly less than the national average.

We have made a concerted effort to limit travel within our operations. We have reduced our in-person board meetings by 50%, shifting to a more virtual environment.

We are also creating more sustainable business practices by building digital systems that will allow our customers to "go paperless" and improving our digital delivery capabilities that will keep future paper waste to a minimum.

Our 2023 Task Force on Climate Related Financial Disclosures (TCFD) Report released in August 2023, is the standard for insurance companies to report their climate related risks that was adopted by the National Association of Insurance Commissioners. The TCFD standard is currently the international benchmark for climate-related disclosures and helps stakeholders understand the climate-related risks to the insurance market. Our 2023 and 2022 TCFD reports are posted on the Company's website at [www.employers.com](http://www.employers.com) in the Investors section under "ESG and Related Reports."

## II. Social

The Human Capital Management and Compensation Committee of our Board (Compensation Committee) provides advice and oversight of our policies and strategies in relation to culture and human capital management, including diversity, equity and inclusion.

We had 717 full-time employees at December 31, 2023 and our corporate headquarters are located at 2340 Corporate Circle, Suite 200, Henderson, Nevada.

**Human Capital** - We believe that our employees are among our most important resources and they are critical to our continued success and good reputation. Our strategy is to attract and retain responsible, talented and experienced individuals through various initiatives that promote inclusion, diversity and fair pay. We continue to take positive action to increase diversity, equity and inclusion within the Company. We continue to review our hiring, promotion and succession practices at all levels within the Company. In recent years, we have made improvements in female representation in leadership roles such that women currently represent 63% of all our employees, 70% of our managers and supervisors, 44% of our vice presidents and directors, 67% of our executive team and 33% of our members of the Board. Through these initiatives, we seek to create an inclusive and engaged work community, minimize employee turnover, and improve recruitment.

The work environment we create and the way our employees treat and interact with one another affects job satisfaction and the way we perform our jobs. We respect the privacy and dignity of all individuals and recognize that our employees want and deserve a safe and healthy workplace where they are respected and appreciated. All employees must contribute to the creation and maintenance of such an environment.

We are committed to providing equal employment opportunity to qualified applicants without regard to race, creed, color, religion, sex, national origin or ancestry, age, marital status, pregnancy, sexual orientation, gender identification, medical condition, genetic information, disability, veteran status, and/or any other characteristic protected by law. This policy extends to all areas of employment, including recruitment, selection and placement, compensation, promotion and transfer, disciplinary measures, demotion, layoffs and terminations, testing and training, working conditions, awards and benefits, and all other employment-related matters.

We require our employees to follow specific rules of professional conduct that will protect the interests and safety of all employees and the organization. Employees and our Board are required to familiarize themselves with our comprehensive Code of Business Conduct and Ethics Policy and must remain in compliance with periodic training thereon, which is designed to assist them in conducting business in a legal, professional and ethical manner.

We are also committed to philanthropic efforts that focus on children and education, equity and inclusion in the workplace, health and science, and catastrophic event relief. We sponsor various non-profit organizations and have employees serving on various boards at both the national and local levels. We also formed a Charitable Giving Committee in 2021 that is responsible for guiding our corporate giving programs at the national, regional, and individual employee levels. Our employee matching program launched in 2022 encourages and supports employees' efforts to make a difference in their communities.

**Policyholders and Their Employees** - Our Risk Advisory services are focused on assisting our policyholders in developing a positive safety culture, helping to ensure employees have a voice and are active participants in their workplace safety and well-being. Among our loss control services are hazard analyses to evaluate operations and make recommendations for hazard control, management and supervisory education programs to assist in reinforcing best health and safety practices, and employee safety presentations and training.

For injured workers, we utilize an outcome-based medical network that employs predictive analytics to identify medical providers who achieve superior clinical outcomes for injured workers. This enables us to optimize our provider network and enhance quality of care. We have also implemented a proactive pharmacy benefit management program that focuses on accelerating injured workers' return to work. Additionally, our Injured Employee Hotline allows employees who are injured at work to consult with a professional nurse when reporting a claim. This service has proven to reduce overall claims costs, thus benefiting all of our policyholders while ensuring the injured worker receives appropriate and timely care.

## III. Governance

**Board and Management Composition and Conduct** - Our Annual Proxy Statements and Annual Reports on Form 10-K provide details regarding the composition of our Board and our management. As previously mentioned, the Compensation Committee provides advice, direction and oversight of the Company's policies and strategies in relation to culture and human capital management, including with regard to diversity, equity and inclusion, and oversees the Company's compensation plans, policies, programs and practices applicable to our Chief Executive Officer (CEO) and other executive officers, including the Company's executive compensation plans, employee benefit plans, and incentive-compensation and equity-based plans.

Our Board consists of members with diverse and varied ages, genders, racial and ethnic backgrounds and wide-ranging professional experiences. All members of our Board are independent, with the exception of our CEO Katherine Antonello. Our Board's Committee Charters, Corporate Governance Guidelines, Related Person Transactions Policy and Procedures, Code of Business Conduct and Ethics, and Code of Ethics for Senior Financial Officers are posted on the Company's website at [www.employers.com](http://www.employers.com).

**Information Security and Cybersecurity** - Our Risk Management, Technology and Innovation Committee of the Board (Risk Committee) reviews and advises on our: (i) information security and data privacy risks, including the assessment, analysis and mitigation of related risks; and (ii) cybersecurity strategy, including: identification and assessment of internal and external cybersecurity risks; protection against cyber security risks; and detection, response and mitigation of negative effects from cyber-attacks.

**Fraud Prevention** - We aim to safeguard our policyholders to fight workers' compensation fraud nationwide. Our Special Investigation Unit (SIU) works diligently to fight fraud, an effort that reduces costs and protects policyholders. Our SIU provides anti-fraud training to employees, law enforcement agencies and policyholders, investigates potential cases of insurance fraud and maintains a fraud hotline for tips on suspected insurance fraud.

## Recent Events and Trends

### Premium Production and Policies In-Force

Our growth in 2023 was primarily the result of higher new and renewal business premiums. Our new business premiums written in 2023 were \$201.9 million versus \$167.7 million in 2022 and \$145.2 million in 2021, while our renewal premiums in 2023 were \$526.7 million versus \$483.2 million in 2022 and \$449.5 million in 2021.

We ended the year with a record number of policies in-force. This growth resulted in part from our continued appetite expansion efforts, which are complementary to our business model and are contributing favorably to our top-line growth. As U.S. labor market shortages improve and wage inflation continues, we believe that rising payrolls will bring further improvement to our top line.

### Our Investment Portfolio and Net Investment Income

Sharp increases in market interest rates throughout 2022 negatively impacted the fair value of our fixed maturity investments. In addition, economic and market disruptions caused by volatility and credit concerns in certain financial and banking markets, inflationary pressures, and geo-political uncertainties, negatively impacted the fair value of our equity securities. The negative impacts to our investment portfolio experienced in 2022 consisted primarily of unrealized investment losses.

In 2023, despite intra-year volatility, market interest rates largely stabilized compared to those of 2022. As a result, we were able to buy and sell fixed maturity securities opportunistically throughout the year, capitalizing on our float, which resulted in higher yields and an increase to the average duration of our fixed maturity securities. In addition, equity markets performed well in 2023, as measured by the performance of the Standard & Poor's 500 Index, particularly during the fourth quarter. These factors served to meaningfully reduce, but did not eliminate, the unrealized losses that we incurred in 2022.

In summary, we experienced \$58.9 million of pretax net unrealized investment gains arising from our fixed maturity investments in 2023, versus \$256.1 million of pretax losses in 2022, and we experienced \$30.7 million of pretax net unrealized investment gains arising from our equity securities and other investments in 2023, versus \$48.2 million of pretax losses in 2022.

Conversely, the sharp increases in market interest rates that began in 2022 have favorably impacted our net investment income in 2023 and 2022. As a result, our 2023 net investment income increased to \$106.5 million versus \$89.8 million in 2022 and \$72.7 million in 2021.

## Description of Business

We are a specialty provider of workers' compensation insurance focused on select small businesses in low-to-medium hazard industries. We employ a disciplined, conservative underwriting approach designed to individually select specific types of businesses, predominantly those in the lowest four of the seven workers' compensation insurance industry-defined hazard groups, that we believe will have fewer and less costly claims relative to other businesses in the same hazard groups. Workers' compensation is provided under a statutory system wherein most employers are required to provide coverage for their employees' medical, disability, vocational rehabilitation, and/or death benefit costs for work-related injuries or illnesses. We provide workers' compensation insurance throughout most of the United States, with a concentration in California, where 45% of our in-force premiums are generated.

In 1999, the Nevada State Industrial Insurance System (the Fund) entered into a retroactive 100% quota share reinsurance agreement (LPT Agreement) through a loss portfolio transfer transaction with third party reinsurers. The LPT Agreement commenced on June 30, 1999 and will remain in effect until all claims under the covered policies have closed, the LPT Agreement is commuted or terminated, upon the mutual agreement of the parties, or the reinsurers' aggregate maximum limit of liability is exhausted, whichever occurs first. The LPT Agreement does not provide for any additional termination terms. On January 1, 2000, we assumed all of the assets, liabilities and operations of the Fund, including the Fund's rights and obligations associated with the LPT Agreement.

We account for the LPT Agreement as retroactive reinsurance. Upon entry into the LPT Agreement, an initial deferred reinsurance gain (Deferred Gain) was recorded as a liability on our Consolidated Balance Sheets. We are entitled to receive a contingent profit commission under the LPT Agreement. The contingent profit commission is estimated based on both actual paid results to date and projections of expected paid losses under the LPT Agreement. We are entitled to receive a contingent profit commission under the LPT Agreement through June 30, 2024.

We had total assets of \$3.6 billion and \$3.7 billion at December 31, 2023 and \$3.8 billion at December 31, 2022 and 2021, 2022, respectively. The following table highlights key results of our operations for the last three years.

Years Ended December 31,		
2022	2021	2020
(in millions)		

		Years Ended December 31,			Years Ended December 31,	
		2023	2023	2022	2021	
		(in millions)			(in millions)	
Net premiums written	Net premiums written	\$ 707.2	\$ 583.1	\$ 574.9		
Total revenues	Total revenues	713.5	703.1	711.4		
Net income	Net income	48.4	119.3	119.8		

Our insurance subsidiaries are domiciled in the following states:

	State of Domicile
Employers Insurance Company of Nevada (EICN)	Nevada
Employers Compensation Insurance Company (ECIC)	California
Employers Preferred Insurance Company (EPIC)	Florida
Employers Assurance Company (EAC)	Florida
Cerity Insurance Company (CIC)	New York

#### Products and Services

Workers' compensation provides insurance coverage for the statutorily prescribed benefits that employers are required to provide to their employees who may be injured or suffer illness in the course of employment. The level of benefits varies by state, the nature and severity of the injury or disease, and the wages of the injured worker. Each state has a statutory, regulatory, and adjudicatory system that sets the amount of wage replacement to be paid, determines the level of medical care required to be provided, establishes the degree of permanent impairment, and specifies the options in selecting healthcare providers. These state laws generally require two types of benefits for injured employees: (a) medical benefits, including expenses related to the diagnosis and treatment of an injury, disease, or both, as well as any required rehabilitation, and (b) indemnity payments, which consist of temporary wage replacement, permanent disability payments, and death benefits to surviving family members.

#### Disciplined Underwriting

Our strategy is to focus on disciplined underwriting and continually pursue profitable growth opportunities across market cycles when presented. We carefully monitor market trends to assess business opportunities that we expect will meet our pricing and risk standards. We price our policies based on the specific risks associated with each potential insured rather than solely on the industry class in which a potential insured is classified. Our disciplined underwriting approach, workers' compensation specialization, expertise in underwriting small businesses, and data-driven strategies are critical elements of our culture, which we believe allow us to offer competitive prices, while diversifying our risks.

We execute our underwriting processes through automated systems and experienced underwriters with specific knowledge of the local markets in which we operate. We have developed automated underwriting templates for specific classes of business that produce faster quotes when certain underwriting criteria are met. Our underwriting guidelines consider many factors, such as type of business, nature of operations, and risk exposures, and are designed to minimize or prevent underwriting of certain classes of business that we view as being unattractive.

#### Loss Control Services

Our Risk Advisory and Loss Control group manages our programs geared toward helping our small business partners increase workplace safety and provide timely and appropriate care to their injured employees. We provide expert advice on the root cause of incidents and assistance in the development of policies and programs to help protect workers and navigate the often confusing worker's compensation process.

#### Premium Audit

We conduct premium audits on substantially all of our policyholders annually upon the policy expiration or termination. Premium audits allow us to comply with applicable state and reporting bureau requirements and to verify that policyholders have accurately reported their payroll and employee job classifications. We also selectively perform audit reviews and/or update renewal payroll on policies in certain classes of business or if unusual claims are filed or concerns are raised regarding projected annual payrolls, which could result in substantial variances at final audit. These variances, which can be significant, may result in adjustments to our written and earned premiums, as well as our net losses and LAE, in the periods in which they become known.

#### Claims and Medical Case Management

The role of our claims department is to actively and efficiently investigate, evaluate, and pay claims, and to aid injured workers in returning to work in accordance with applicable laws and regulations. We have implemented rigorous claims guidelines and control procedures in our claims units and have claims operations throughout the markets we serve. We also provide medical case management services for those claims that we determine will benefit from such involvement.

We utilize an outcome-based medical network that incorporates predictive analytics to identify medical providers who achieve superior clinical outcomes for our injured workers that allows us to optimize our provider network and enhance the quality of care. We have also implemented a proactive pharmacy benefit management program that, along with our outcome-based medical network, focuses on reducing claims costs and accelerating injured workers' return to work. We have an Injured Employee Hotline that allows employees who are injured at work to receive professional nurse consultation by phone when reporting the claim. This service has proven to reduce overall claims costs and is intended to ensure the injured worker receives appropriate and timely medical care.

In addition to our medical networks, we work closely with local vendors, including attorneys, medical professionals, pharmacy benefits managers, and investigators, to bring local expertise to our reported claims. We pay special attention to reducing costs and have established discounting arrangements with the aforementioned service providers. We use

preferred provider organizations, bill review services, and utilization management to closely monitor medical costs. We actively investigate and pursue all types of fraud. We have implemented a medical provider fraud tool that allows us to identify suspicious medical billing and activity within our claims. We also aggressively pursue all subrogation recoveries to mitigate claims costs. Subrogation rights are based upon state and federal laws, as well as the insurance policies we issue. Our fraud and subrogation efforts are handled through dedicated units.

We have implemented utilize a claim triage predictive model nationally that provides us with early identification of those claims likely to develop into large losses. Leveraging this information, we ensure the right resources and strategies are brought to bear on those claims early in the process.

Our claims department also provides claims management services for those claims incurred by the Fund, which were assumed by EICN and are subject to the LPT Agreement with dates of injury prior to July 1, 1995. Additional information regarding the LPT Agreement is set forth under "–Reinsurance–LPT Agreement." We receive a management fee from the third party reinsurers equal to 7% of the loss payments on these claims.

#### **Reportable Segments Segment**

We have two operate our business as a single segment, *Insurance Operations*, through our wholly owned subsidiaries. In the fourth quarter of 2023, we developed and executed an integration plan to consolidate our previously segregated direct-to-consumer operations (*Cerity*) into our mainstream operations, while retaining its digital distribution capabilities. The integration plan, which will allow us to operate more efficiently and generate cost savings, resulted in a change in the composition of our reportable segments: segments by eliminating any distinction among our former segments, which were: *Employers* and *Cerity*. Each of these segments represents a separate and distinct distribution channel through which we conduct our insurance business. This presentation allows the reader, as well as our chief operating decision makers, to objectively analyze the business originated through each of these channels.

The nature and composition of each reportable segment and our Corporate and Other activities are as follows:

The Employers segment represents the traditional business offered under our **EMPLOYERS** brand name through our agents, including business originated from our strategic partnerships and alliances.

The Ceritysegment represents the business offered under our Cerity brand name, which includes our direct-to-customer business.

Corporate and Other activities consist of those holding company expenses that are not considered to be underwriting in nature, the financial impact of the LPT agreement, and legacy business assumed and ceded by Cerity Insurance Company. These expenses are not considered to be part of a reportable segment and are not otherwise allocated to a reportable segment.

#### **Information Technology**

##### **Core Operating Systems and Development of New Technologies and Capabilities**

We believe we have a cost-effective and scalable information technology infrastructure that complements our geographic reach and business model. We continue to invest in technology to automate business processes and advanced further develop our data and analytics capabilities, that which we believe will enable us to reduce our operating costs over the long-term and set a foundation for our future needs. Our technology saves our insurance agents and brokers, and our policyholders, considerable time and maintains our competitiveness in our target markets.

##### **Development and Implementation of New Technologies and Capabilities**

We believe that our ongoing plan to develop and implement new technologies and capabilities will continues to fundamentally transform and enhance the digital experience of our workforce, customers, policyholders, and agents. These new technologies and capabilities include: (i) continued investments in new technology, data analytics, and process improvement capabilities focused on improving the agent experience and enhancing agent efficiency; and (ii) the further development of digital insurance solutions, including direct-to-customer workers' compensation coverage and further developing collaborations with strategic digital partners. We also believe that these technological and intellectual capabilities will support our future growth initiatives, provide direct access to workers' compensation insurance to those customers seeking an online experience, provide us with greater pricing precision and flexibility, and promote long-term value creation. As part of our continued technology and process improvement initiatives, we implemented a new comprehensive claims system in 2021, which has enabled, and we believe will further enable, us to continue enhancing enhance and streamlining streamline our claims handling processes.

#### **Business Continuity/Disaster Recovery**

We maintain business continuity and disaster recovery plans for our critical business functions, including the restoration of information technology infrastructure and applications. We utilize business impact analyses to predict potential consequences of business disruptions, driving creation of our business continuity plans. Additionally, we utilize multi-zone data centers that act as production facilities and as disaster recovery sites for each other.

#### **Cyber Security**

##### **Cybersecurity and Privacy**

Our operations rely on the secure processing, storage, and transmission of personal, confidential, and other information. Our business, including our ability to adequately price products and services, establish reserves, provide an effective and secure service to our customers and report our financial results in a timely and accurate manner, depends significantly on the integrity, availability, and timeliness of the data we maintain, as well as the data held by third party service providers.

In an effort to ensure the privacy, confidentiality, and integrity of this data, we continually enhance our cyber and other information security in order to remain secure against emerging threats, as well as increase our ability to detect, and recover from, a cyber-attack or unauthorized access.

Additional information regarding our Cybersecurity risk management, strategy and governance, is set forth under "Item 1C -Cybersecurity."

#### **Workers' Compensation Premiums**

Generally, the workers' compensation insurance industry classifies risks into seven hazard groups and is based on the expected extreme loss per claim, with businesses (A-G). Classes of business in the first or lowest hazard group having A have the lowest expected extreme loss per claim.

potential for large claims, while those in hazard group G have the highest potential for large claims. We generally target select small businesses engaged in low-to-medium hazard industries. Our historical loss experience has been more favorable for lower industry-defined hazard groups than for higher hazard groups. Further, we believe it is generally less costly to service and manage the risks associated with these lower hazard groups. Our underwriters use their local market expertise and disciplined underwriting to select specific types of businesses and risks within the classes of business we underwrite that allow us to generate loss ratios that are better than the industry average.

Our total in-force premiums were \$622.5 million \$694.6 million, \$571.4 million \$622.5 million and \$577.9 million \$571.4 million as of December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively. In-force premiums represent the estimated annual premium on all policies that are active and in-force at that date. More specifically, in-force premiums include policy endorsements but exclude final audit premium. When adjusting for estimated final audit premium, our total in-force premiums were \$665.0 million \$740.2 million, \$612.9 million \$662.0 million and \$575.2 million \$613.7 million as of December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively. We focus on in-force premium because it represents premium that is available for renewal in the future.

The following table shows our in-force premiums, our in-force premiums including estimated final audit premium, and number of policies in-force for each of our largest states and all other states combined as of December 31:

State	State	2022		2021		2020		State	2023		2022		2021		
		2023		In-force Premiums	Policies In-force	In-force Premiums	Policies In-force		In-force Premiums	Policies In-force	In-force Premiums	Policies In-force	In-force Premiums	Policies In-force	
		(dollars in millions)													
(dollars in millions)															
California	California	\$ 279.7	42,876	\$ 258.4	40,704	\$ 262.0	39,610								
Florida	Florida	49.4	9,417	41.1	7,989	37.9	6,898								
New York	New York	27.3	7,497	24.5	7,307	26.7	6,657								
Other (43 states and D.C.)	Other (43 states and D.C.)	266.1	61,566	247.4	55,350	251.3	50,341								
Other (43 states and D.C.)	Other (43 states and D.C.)														
Total in-force	Total in-force	\$ 622.5	121,356	\$ 571.4	111,350	\$ 577.9	103,506								
Estimated audit premium	Estimated audit premium	42.5	—	41.6	—	(2.7)	—								
Total in-force, including estimated audit premium	Total in-force, including estimated audit premium	\$ 665.0	121,356	\$ 612.9	111,350	\$ 575.2	103,506								

From 2020 2021 through 2022 2023, our total in-force premiums increased 7.7% 21.6% and our policies in-force increased 17.2% 13.5%.

The following table sets forth our in-force premiums, excluding estimated final audit premium, by hazard group and as a percentage of our total in-force premiums as of December 31:

Hazard Group	Hazard Group	Percentage of 2022		Percentage of 2021		Percentage of 2020		Hazard Group	Percentage of 2023		Percentage of 2022		Percentage of 2021		Perc of Total			
		Total	2022	Total	2021	Total	2020		Total	2023	2022	Total	2022	Total				
(in millions, except percentages)																		
(in millions, except percentages)																		
A	A	\$126.4	20.3	% \$125.6	22.0	% \$138.1	23.9	% A	\$132.6	19.1	19.1	% \$126.4	20.3	20.3	\$ 125.6			
B	B	174.6	28.0	162.8	28.5	161.6	28.0								22.0			
C	C	181.3	29.2	173.0	30.3	170.4	29.5											
D	D	101.3	16.3	92.1	16.1	92.1	15.9											
E	E	28.6	4.6	15.1	2.6	12.8	2.2											
F	F	9.5	1.5	2.3	0.4	2.3	0.4											
G	G	0.8	0.1	0.5	0.1	0.6	0.1											
Total in-force	Total in-force	\$622.5	100.0	% \$571.4	100.0	% \$577.9	100.0	% Total in-force	\$694.6	100.0	100.0	% \$622.5	100.0	100.0	% \$571.4	100.0		

In-force premiums, excluding estimated final audit premium, for our top ten employer classifications as of December 31, 2022 December 31, 2023, and as a percentage of our total in-force premiums as of December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021 were as follows:

		2022	2021	2020			2022	2021	
		2023					2023	2022	2021
Employer Classifications	Employer Classifications	In-force Premiums	Percentage of Total	Percentage of Total	Percentage of Total	Employer Classifications	In-force Premiums	Percentage of Total	Percentage of Total
(in millions, except percentages)									
(in millions, except percentages)									
Restaurants and Eating Places	Restaurants and Other Eating Places	\$ 120.9	19.4 %	21.1 %	23.4 %	Restaurants and Other Eating Places	\$ 120.7	17.4 %	17.4 % 19.4 % 21.1 %
Traveler Accommodation	Traveler Accommodation	41.0	6.6	7.3	7.4				
Automobile Dealers	Automobile Dealers	24.9	4.0	4.5	5.0				
Services to Buildings and Dwellings									
Automotive Repair and Maintenance	Automotive Repair and Maintenance	24.4	3.9	4.2	4.5				
Services to Buildings and Dwellings		23.2	3.7	3.1	2.5				
Offices of Physicians		20.9	3.4	3.7	3.7				
Real Estate Management	Real Estate Management	20.6	3.3	3.3	3.6				
Schools	Schools	18.7	3.0	3.0	2.9				
Offices of Physicians									
Other Store Retailers	Other Store Retailers	16.3	2.6	2.6	2.8				
Wholesale Stores	Wholesale Stores	15.2	2.4	2.6	2.6				
Total	Total	\$ 326.1	52.3 %	55.4 %	58.4 %	Total	\$ 336.3	48.5 %	48.5 % 52.3 % 55.4 %

We provide workers' compensation insurance throughout the United States, with the exception of four states that are served exclusively by their state funds. Our business is concentrated in California, which makes the results of our operations more dependent on the trends that are unique to that state and that may differ from national trends. State and federal legislation and regulation, court decisions, local competition, economic and employment trends, and workers' compensation medical cost trends can materially impact our financial results.

As of December 31, 2022 December 31, 2023 and 2021, 2022, our policyholders had average annual in-force premiums of \$5,130 \$5,495 and \$5,131, \$5,130, respectively. When adjusting for estimated final audit premium, as of December 31, 2022 December 31, 2023 and 2021, 2022, our policyholders had average annual in-force premiums of \$5,480 \$5,856 and \$5,504, \$5,480, respectively. We are not dependent on any single policyholder, and the loss of any single policyholder would not have a material adverse effect on our business.

Our premiums are generally a function of the applicable premium rate, the amount of the insured's payroll, and if applicable, a factor reflecting the insured's historical loss experience (experience modification factor). Premium rates vary by state according to the nature of the employees' duties and the business of the employer. The premium is computed by applying the applicable premium rate to each class of the insured's payroll after it has been appropriately classified. Total policy premium is determined after applying an experience modification factor and a further adjustment, known as a schedule rating adjustment, and other adjustments, which may be made in certain circumstances, to increase or decrease the policy premium. Schedule rating adjustments are made based on individual risk characteristics of the insured and subject to maximum amounts as established in our premium rate filings.

Our premium rates are based upon actuarial analyses for each state in which we do business, except in administered pricing states, where premium rates are set by state insurance regulators and are adjusted periodically.

The insurance industry is highly competitive, and there is significant competition in the national workers' compensation industry that is based on price and quality of services. We compete with other specialty workers' compensation carriers, state agencies, multi-line insurance companies, professional employer organizations, self-insurance funds, and state insurance pools.

#### Losses and LAE Reserves and Loss Development

We are directly liable for losses and LAE under the terms of the insurance policies our insurance subsidiaries write. Significant time can elapse between the occurrence of an insured loss, the reporting of the loss to us, and our payment of that loss. Loss reserves are reflected on our Consolidated Balance Sheets under the line item caption "Unpaid

losses and loss adjustment expenses." Estimating reserves is a complex process that involves a considerable degree of judgment by management and is inherently uncertain. Loss reserve estimates represent a significant risk to our business, which we attempt to mitigate by frequently and routinely reviewing loss cost trends.

For a detailed description of our reserves, and the judgments, key assumptions and actuarial methodologies that we use to estimate our reserves, see "Item 7 –Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations –Critical Accounting Estimates –Reserves for Losses and LAE" and Note 9 in the Notes to our Consolidated Financial Statements.

## **Reinsurance**

Reinsurance is a transaction between insurance companies in which an original insurer, or ceding company, remits a portion of its premiums to a reinsurer, or assuming company, as payment for the reinsurer assuming a portion of the risk. Excess of loss reinsurance may be written in layers, in which a reinsurer or group of reinsurers accepts a band of coverage in excess of a specified amount, or retention, and up to a specified amount. The ceding company retains any liability exceeding the coverage limits of the reinsurance program. The ceding company also bears the risk of a reinsurer's unwillingness or inability to pay. Consistent with general industry practices, we purchase excess of loss reinsurance to protect us against the impact of large individual, irregularly occurring losses, and aggregate catastrophic losses from natural perils and terrorism, excluding nuclear, biological, chemical, and radiological events. Such reinsurance reduces the magnitude of such losses on our net income and the capital of our insurance subsidiaries.

### **Excess of Loss Reinsurance**

Our current reinsurance program applies to all covered losses occurring between 12:01 a.m. July 1, 2022 July 1, 2023 and 12:01 a.m. July 1, 2023 July 1, 2024 and consists of one treaty covering excess of loss and catastrophic loss events in four layers of coverage. Our reinsurance coverage is \$190.0 million in excess of our \$10.0 million retention on a per occurrence basis, subject to certain exclusions. The coverage under our prior annual reinsurance programs that ended each as of July 1, 2022 June 30, 2023 and 2021 was 2022 were also \$190.0 million in excess of our \$10.0 million retention on a per occurrence basis. We are solely responsible for any losses we suffer above \$200.0 million except those covered by the Terrorism Risk Insurance Program Reauthorization Act of 2019 (TRIPRA of 2019). See "—Terrorism Risk Insurance Program." Covered losses that occur prior to expiration or cancellation of the applicable reinsurance agreement continue to be obligations of the subscribing reinsurers, subject to the other conditions in the agreement. The subscribing reinsurers may terminate the agreement only for our breach of the obligations of the agreement. We are responsible for the losses if the subscribing reinsurer cannot or refuses to pay.

The agreement includes certain exclusions for which our subscribing reinsurers are not liable for losses. These exclusions include but are not limited to losses arising from the following: reinsurance assumed by us under pooling arrangements; financial guarantee and insolvency; certain nuclear risks; liability as a member, subscriber, or reinsurer of any pool, syndicate, or association, but not assigned risk plans; liability arising from participation or membership in any insolvency fund; loss or damage caused by war other than acts of terrorism or civil commotion; workers' compensation business covering persons employed in Minnesota; and any loss or damage caused by any act of terrorism involving biological, chemical, nuclear, or radioactive pollution or contamination. Our underwriting guidelines generally require that insured risks fall within the coverage provided in the reinsurance program. Executive review and approval would be required if we were to write risks outside the reinsurance program.

The agreement provides that we, or any subscribing reinsurer, may request commutation of any outstanding claim or claims 10 years after the effective date of termination or expiration of the agreements and provides a mechanism for the parties to achieve valuation for commutation. We may require a special commutation of the percentage share of any loss in the reinsurance program of any subscribing reinsurer that is in runoff.

We believe that our reinsurance program meets our current needs and that we are sufficiently capitalized.

### **LPT Agreement**

In 1999, the Fund entered into a retroactive 100% quota share reinsurance agreement through a loss portfolio transfer transaction with third party reinsurers. The LPT Agreement commenced on June 30, 1999 and will remain in effect until all claims under the covered policies have closed, the agreement is commuted or terminated upon the mutual agreement of the parties, or the reinsurers' aggregate maximum limit of liability is exhausted, whichever occurs earlier. The LPT Agreement does not provide for any additional termination terms. On January 1, 2000, EICN assumed all of the assets, liabilities and operations of the Fund, including the Fund's rights and obligations associated with the LPT Agreement.

Under the LPT Agreement, the Fund initially ceded \$1.5 billion in liabilities for the incurred but unpaid losses and LAE related to claims incurred prior to July 1, 1995, for consideration of \$775.0 million in cash. The LPT Agreement, which ceded to the reinsurers substantially all of the Fund's outstanding losses as of June 30, 1999 for claims with original dates of injury prior to July 1, 1995, provides coverage for losses up to \$2.0 billion, excluding losses for burial and transportation expenses. The estimated remaining liabilities subject to the LPT Agreement were approximately \$308.6 million \$291.7 million and \$328.7 million \$308.6 million, as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively (See Note 10 in the Notes to our Consolidated Financial Statements). Losses and LAE paid with respect to the LPT Agreement totaled approximately \$877.6 million and \$858.9 million through December 31, 2023 and \$838.8 million through December 31, 2022 and 2021, 2022, respectively.

The reinsurers agreed to assume responsibilities for the claims at the benefit levels which existed in June 1999. The LPT Agreement required each reinsurer to place assets supporting the payment of claims by them in a trust that requires collateral be held at a specified level. The level must not be less than the outstanding reserve for losses and a loss expense allowance equal to

7% of estimated paid losses discounted at a rate of 6%. If the assets held in trust fall below this threshold, we may require the reinsurers to contribute additional assets to maintain the required minimum level of collateral.

The reinsurers currently party to the LPT Agreement are Chubb Bermuda Insurance Limited, XL Re Limited, and National Indemnity Company. The contract provides that during the term of the agreement all reinsurers need to maintain an A.M. Best financial strength rating of not less than "A-" (Excellent). Currently, each of the reinsurers that are a party to the LPT Agreement has a rating that satisfies this requirement.

We account for the LPT Agreement as retroactive reinsurance. Upon entry into the LPT Agreement, an initial deferred reinsurance gain was recorded as a liability on our Consolidated Balance Sheets as Deferred Gain. We are also entitled to receive a contingent profit commission under the LPT Agreement. The contingent profit commission is estimated based on both actual paid results to date and projections of expected paid losses under the LPT Agreement through June 30, 2024. As of December 31, 2022 December 31, 2023, our estimate of the ultimate expected contingent profit commission was \$69.3 million \$69.6 million, of which \$55.4 million has been settled.

### **Recoverability of Reinsurance**

Reinsurance holds the assuming reinsurer liable to the ceding company to the extent of the reinsurance; however, it does not discharge the ceding company from its primary liability to its policyholders in the event the reinsurer cannot or refuses to pay its obligations under such reinsurance. We monitor the financial strength of our reinsurers and do not believe that we are currently exposed to any material credit risk as substantially all of our reinsurance is recoverable from large, well-capitalized reinsurance companies with A.M. Best financial strength ratings of "A-" (Excellent), or better. **At December 31, 2022, \$1.7 million was held as collateral by cash or letters of credit for our reinsurance recoverables.**

We review the aging of our reinsurance recoverables on a quarterly basis and no material amounts due from our reinsurers have been written-off as uncollectible since our inception in 2000. At **December 31, 2022** **December 31, 2023**, we had no reinsurance recoverables on paid losses that were greater than 90 days overdue.

#### **Terrorism Risk Insurance Program**

The Terrorism Risk Insurance Act of 2002 (2002 Act) was initially enacted in November 2002, modified and extended in 2005, 2007, 2015, and most recently in 2019. Now known as the Terrorism Risk Insurance Program Reauthorization Act of 2019 (TRIPRA of 2019), the program is designed to allow the insurance industry and the federal government to share losses from declared terrorist events according to a specific formula, and is in effect until December 31, 2027.

The workers' compensation laws of the various states generally do not permit the exclusion of coverage for losses arising from terrorism or nuclear, biological, chemical, or radiological attacks. In addition, we are not able to limit our losses arising from any one catastrophe or from any one claimant. Our reinsurance policies exclude coverage for losses arising out of nuclear, biological, chemical, or radiological attacks. Under TRIPRA of 2019, federal protection may be provided to the insurance industry for certain acts of foreign and domestic terrorism, including nuclear, biological, chemical, or radiological attacks.

The impacts of any future terrorist acts are unpredictable, and the ultimate impact on our insurance subsidiaries, if any, of losses from any future terrorist acts will depend upon their nature, extent, location, and timing. We monitor the geographic concentration of our policyholders to help mitigate the risk of loss from terrorist acts.

#### **Investments**

Our investment portfolio is structured to support our need for: (i) optimizing our risk-adjusted total return; (ii) providing adequate liquidity; (iii) facilitating financial strength and stability; and (iv) ensuring regulatory and legal compliance.

As of **December 31, 2022** **December 31, 2023**, the total carrying value of our investment portfolio was more than **\$2.5 billion** **\$2.2 billion**. These investments provide a steady source of income, which may fluctuate with changes in interest rates and our current investment strategies.

While we oversee all of our investment activities, we employ independent Investment Managers. Our Investment Managers follow our written investment guidelines, which are approved by the Finance **Committee of the Board of Directors**, **Committee**. Our asset allocation is reevaluated by management and reviewed by the Finance **Committee of the Board of Directors** on a quarterly basis. We also utilize our Investment Managers' investment advisory services to assist us in developing a tailored set of portfolio targets and objectives.

Our Investment Managers actively monitor the ability of our bond issuers to repay their obligations, remain competitive, and maintain a strong financial position. Our Investment Managers also consider ESG criteria when evaluating investment opportunities. Each of our Investment Managers **are signatories** **is a signatory** to the **United Nations Principles for Responsible Investment Group**, an independent non-profit organization that encourages investors to use responsible and sustainable investment practices to enhance returns and better manage risks. **UNPRI**.

Over the past several years, we have also acknowledged California's Carbon Initiative and have altered our investment strategy to avoid owning investments that could be in direct conflict with that initiative. This initiative was designed to provide the public with information relating to potential climate change-related financial risks faced by California insurance companies resulting from exposure to fossil fuel-based investments.

Additional information regarding our investment portfolio, including our approach to managing investment risk, is set forth under "Item 7 –Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations –Liquidity and Capital Resources –Investments" and "Item 7A –Quantitative and Qualitative Disclosures about Market Risk."

#### **Marketing and Distribution**

We market and sell our workers' compensation insurance products through: (i) local, regional, specialty and national insurance agents and brokers; (ii) national, regional, and local trade groups and associations; and (iii) direct-to-customer interactions.

##### **Traditional Insurance Agents and Brokers**

We establish and maintain strong, long-term relationships with our vetted and appointed traditional insurance agencies that actively market our products and services. We offer ease of doing business, provide responsive service, and pay competitive commissions. Our sales representatives and underwriters work closely with these agencies to market and underwrite our business. This results in enhanced understanding of the businesses, the risks we underwrite, and the needs of prospective customers. We do not delegate underwriting authority to agents or brokers.

We had approximately **2,523** **2,500** traditional insurance agencies that marketed and sold our insurance products at **December 31, 2022** **December 31, 2023**. These agencies generated **69.3%** **67.1%**, **71.8%** **69.3%**, and **72.8%** **71.8%** of our in-force premiums at **December 31, 2022** **December 31, 2023**, **2021**, **2022**, and **2020**, **2021**, respectively, and our largest traditional insurance agency generated less than five percent of our in-force premiums at each of **December 31, 2022** **December 31, 2023**, **2021**, **2022**, and **2020**, **2021**.

##### **Specialty Agents and Distribution Partners**

We have developed and continue to add other important and emerging distribution channels for our products and services that serve as an alternative to our strong traditional insurance agency channel. These additional channels include distribution partners that utilize partnerships and alliances with entities such as payroll companies, and health care and property and casualty insurers, as well as digital agents and marketplaces. Our workers' compensation insurance products are jointly offered and marketed with and through our partners and alliances.

Select insurance agencies who possess deep expertise in specialized industries market and sell our insurance products that generally fall outside of our traditional appetite, such as senior care and parcel delivery.

Specialty agents and distribution partners generated **30.7%** **32.9%**, **28.2%** **30.7%**, and **27.2%** **28.2%** of our in-force premiums as of **December 31, 2022** **December 31, 2023**, **2021**, **2022**, and **2020**, **2021**, respectively. Our strong presence and relationships with these digital and payroll specialty entities allow us to approach new customers that we would not otherwise have access to through our traditional insurance agency distribution channel. We believe that the bundling of products and services through these relationships contributes to higher retention rates than business generated by our traditional agents, and we continue to actively seek new partnerships and alliances in these areas.

A significant concentration of our business is being generated by our specialty agent ADP. ADP is the largest payroll services provider in the United States. As part of its services, ADP sells our workers' compensation insurance product along with its payroll and accounting services through its insurance agency and field sales staff. ADP generated 15.0% 16.2%, 13.1% 15.0%, and 12.9% 13.1% of our in-force premiums as of December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively. The majority of this business is written through ADP's small business unit, which specializes in accounts from 1 to 50 employees. Our relationship with ADP is non-exclusive; however, we believe that we are a key partner for ADP in our selected markets and classes of business.

Our digital distribution channel utilizes proprietary application programming interfaces (APIs) to submit, quote and bind applications for workers' compensation insurance. Our digital channel is comprised of digital marketplace platforms as well as appointed digital retail and wholesale agency models. Digital agents generated 4.5% 5.0%, 3.5% 4.5%, and 2.6% 3.5% of our in-force premiums as of December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively. We continue to actively seek new digital distribution partnerships and expect our existing partnerships to continue to grow in this channel.

#### **Direct-to-Customer**

To address the changing buying behaviors of small and micro-businesses, we launched continue our commitment to our Cerity brand, which offers digital insurance solutions, including direct-to-customer workers' compensation coverage. Cerity specializes in smaller risks in those classes of business where we believe that customers prefer an online experience and offers a digital and mobile-friendly experience that allows small businesses to easily acquire and maintain their policies.

#### **Competition and Market Conditions**

The insurance industry is highly competitive, and there is significant competition in the national workers' compensation industry that is based on price and quality of services. We compete with other specialty workers' compensation carriers, state agencies, multi-line insurance companies, professional employer organizations, self-insurance funds, and state insurance pools. Many of our competitors are significantly larger, more widely known, and/or possess considerably greater financial resources.

#### **Regulation**

##### **State Insurance Regulation**

Insurance companies are subject to regulation and supervision by the insurance regulator in the state in which they are domiciled and, to a lesser extent, other states in which they conduct business. These state agencies have broad regulatory, supervisory, and administrative powers, including, among other things, the power to grant and revoke licenses to transact business, license agencies, set the standards of solvency to be met and maintained, determine the nature of, and limitations on, investments and dividends, approve policy forms and rates in some states, periodically examine financial statements, determine the form and content of required financial statements, set the rates that we may charge in some states, and periodically examine market conduct.

Detailed annual and quarterly financial statements, prepared in accordance with statutory accounting principles (SAP), and other reports are required to be filed with the insurance regulator in each of the states in which we are licensed to transact business. The California Department of Insurance (California DOI), Florida Office of Insurance Regulation (Florida OIR), Nevada Division of Insurance (Nevada DOI), and New York Department of Financial Services (New York DFS) periodically examine the statutory financial statements of their respective domiciliary insurance companies. In 2020, the California DOI, the Nevada DOI, the Florida OIR, and the New York DFS successfully completed The most recent financial examinations for ECIC, EICN, EPIC and EAC, and CIC, respectively. each of our insurance companies were conducted as of December 31, 2022.

Many states have laws and regulations that limit an insurer's ability to withdraw from a particular market. For example, states may limit an insurer's ability to cancel or not renew policies. Furthermore, certain states prohibit an insurer from withdrawing one or more lines of business from the state, except pursuant to a plan that is approved by the state insurance regulator. The state insurance regulator may disapprove a plan that may lead to market disruption. We are subject to laws and regulations of this type, and these laws and regulations may restrict our ability to exit unprofitable markets.

*Holding Company Regulation.* Nearly all states have enacted legislation that regulates insurance holding company systems. Each insurance company in a holding company system is required to register with the insurance regulator of its state of domicile and furnish information concerning the operations of companies within the holding company system that may materially affect the operations, management or financial condition of the insurers within the system. All transactions within a holding company system affecting an insurer must have fair and reasonable terms, the charges or fees for services performed must be reasonable, the insurer's total statutory surplus following any transaction must be both reasonable in relation to its outstanding liabilities and adequate for its needs, and are subject to other standards and requirements established by law and regulation. Notice to state insurance regulators is required prior to the consummation of certain affiliated and other transactions involving our insurance subsidiaries and such transactions may be disapproved by the state insurance regulators.

Pursuant to applicable insurance holding company laws, ECIC is required to register with the California DOI, EPIC and EAC are required to register with the Florida OIR, EICN is required to register with the Nevada DOI, and CIC is required to register with the New York DFS. Additionally, EPIC, EAC and CIC are commercially domiciled in California and are required to register with the California DOI. Under these laws, the respective state insurance regulators may, in addition to performing financial examinations, require disclosure of material transactions, and require prior notice for, or approval of, certain transactions.

*Change of Control.* Our insurance subsidiaries are domiciled in California, Florida, Nevada, and New York. The insurance laws of these states generally require that any person seeking to acquire control of a domestic insurance company must obtain the prior approval of the state's insurance commissioner. In California, Florida, Nevada, and New York, "control" is presumed

to exist through the direct or indirect ownership of 10% or more of the voting securities of a domestic insurance company or of any entity that controls a domestic insurance company. In addition, insurance laws in many states in which we are licensed require pre-notification to the state's insurance commissioner of a proposed change in control of a non-domestic insurance company licensed in those states.

*Statutory Accounting and Solvency Regulations.* State insurance regulators closely monitor the financial condition of insurance companies reflected in financial statements based on SAP and can impose significant financial and operating restrictions on an insurance company that becomes financially impaired under SAP guidelines. State insurance regulators can generally impose restrictions or conditions on the activities of a financially impaired insurance company, including: the transfer or disposition of assets; the withdrawal of funds from bank accounts; payment of dividends or other distributions; the extension of credit or the advancement of loans; and investments of funds, including business acquisitions or combinations.

*Financial, Dividend, and Investment Restrictions.* State laws require insurance companies to maintain minimum levels of surplus and place limits on the amount of premiums a company may write based on the amount of that company's surplus. These limitations may restrict the rate at which our insurance operations can grow.

State laws also require insurance companies to establish reserves for payments of policyholder liabilities and impose restrictions on the kinds of assets in which insurance companies may invest. These restrictions may require us to invest in assets more conservatively than we would if we were not subject to state restrictions and may prevent us from obtaining as high a return on our assets as we might otherwise be able to realize absent the restrictions.

The ability of EHI to pay dividends on common stock, repurchase common stock, and to pay other expenses will be dependent to a significant extent upon the ability of our insurance subsidiaries (EICN, ECIC, EPIC, EAC, and CIC) to pay dividends to their immediate holding company, companies, Employers Group, Inc. (EGI) and Cerity Group, Inc. (CGI) and, in turn, the ability of EGI and CGI to pay dividends to EHI. Additional information regarding financial, dividend, and investment restrictions is set forth in Note 15 in the Notes to our Consolidated Financial Statements.

**Insurance Assessments.** All of the states where our insurance subsidiaries are licensed to transact business require property and casualty insurers doing business within the state to pay various insurance assessments. We accrue a liability for estimated insurance assessments as direct premiums are written, losses are recorded, or as other events occur in accordance with various states' laws and regulations, and defer these costs and recognize them as an expense as the related premiums are earned. Various mechanisms exist in some of these states for assessed insurance companies to recover certain assessments. Additional information regarding insurance assessments is set forth in Note 12 in the Notes to our Consolidated Financial Statements.

**Pooling Arrangements.** As a condition to conducting business in some states, insurance companies are required to participate in mandatory workers' compensation shared market mechanisms, or pooling arrangements, which provide workers' compensation insurance coverage to private businesses that are otherwise unable to obtain coverage.

**The National Association of Insurance Commissioners (NAIC).** The NAIC is a group formed by state insurance regulators to discuss issues and formulate policy with respect to regulation, reporting, and accounting of and by U.S. insurance companies. Although the NAIC has no legislative authority and insurance companies are at all times subject to the laws of their respective domiciliary states and other states in which they conduct business, the NAIC is influential in determining the form in which insurance laws are enacted. Model Insurance Laws, Regulations, and Guidelines (Model Laws) have been promulgated by the NAIC as a minimum standard by which state regulatory systems and regulations are measured. Adoption of state laws that provide for substantially similar regulations to those described in the Model Laws is a requirement for accreditation of state insurance regulatory agencies by the NAIC.

Under the Model Laws, insurers are required to maintain minimum levels of capital based on their investments and operations. These risk-based capital (RBC) requirements provide a standard by which regulators can assess the adequacy of an insurance company's capital and surplus relative to its operations. An insurance company must maintain capital and surplus of at least 200% of the RBC computed by the NAIC's RBC model, known as the "Authorized Control Level" of RBC. At December 31, 2022 December 31, 2023, each of our insurance subsidiaries had total adjusted capital in excess of the minimum RBC requirements.

The key financial ratios of the NAIC's Insurance Regulatory Information System (IRIS) were developed to assist state regulators in overseeing the financial condition of insurance companies. These ratios are reviewed by financial examiners of the NAIC and state insurance regulators for the purposes of detecting financial distress and preventing insolvency and to select those companies that merit highest priority in the allocation of the regulators' resources. IRIS identifies 13 key financial ratios and specifies a "usual range" for each. Departure from the usual ranges on four or more of the ratios can lead to inquiries from individual state insurance regulators as to certain aspects of an insurer's business. None of our insurance subsidiaries is currently subject to any action by any state regulator with respect to IRIS ratios.

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

Investing in our common stock involves risks. When evaluating the Company, you should carefully consider the risks described below, together with all the information included or incorporated by reference in this report. The risks facing the Company include, but are not limited to, those described below. Additional risks that we are not presently aware of or that we currently believe are immaterial may also impair our business operations. The occurrence of one or more of these events could significantly and adversely affect our business, financial condition, results of operations, cash flows, and stock price, and you could lose all or part of your investment.

##### **Operational and Strategic Risks**

***If we fail to price our insurance policies sufficiently, our business competitiveness, financial condition, and results of operations could be materially adversely affected.***

Premiums are based on the particular class of business and our estimates of expected losses and LAE and other expenses related to the policies we underwrite. We analyze many factors when pricing a policy, including the policyholder's prior loss history and industry classification. Inaccurate information regarding a policyholder's past claims experience or inaccurate estimates of expected losses and LAE could put us at risk for mispricing our policies, which could have a material adverse effect on our business, financial condition, and results of operations. For example, when initiating coverage on a policyholder, we must rely on the information provided by the policyholder, agent, or the policyholder's previous insurer(s) to properly estimate future claims expense. In order to set premium rates accurately, we must utilize an appropriate pricing model that correctly assesses risks based on their individual characteristics and takes into account actual and projected industry characteristics.

Wage inflation can increase has increased the payrolls of our policyholders, which is the basis for the premiums we charge. Wage inflation can also impact the amount of future indemnity losses that we may incur, which could serve to offset any increase in premiums and negatively impact our financial condition and results of operations.

***Intense competition and the fact that we write only a single line of insurance could adversely affect our ability to sell policies at rates that we deem adequate.***

The market for workers' compensation insurance products is highly competitive. Competition in our business is based on many factors, including premiums charged, services provided, ease of doing business, financial ratings assigned by independent rating agencies, speed of claims payments, reputation, policyholder dividends, perceived financial strength, and general experience. In some cases, our competitors offer lower priced products than we do. If our competitors offer more competitive prices, policyholder dividends, or payment plans, services or commissions to our agents, brokers, and other distributors, we could lose market share have and be forced to reduce our premium rates, or increase commission rates, either of which could adversely affect our profitability. We compete with regional and national insurance companies, professional employer organizations, third-party administrators, self-insured employers, and state insurance funds. Our main competitors vary from state to state, but they are usually those companies that offer a full range of services in underwriting, loss control, and claims. We compete based on the basis of the services that we offer to our policyholders and on ease of doing business rather than solely on price.

Many of our competitors are significantly larger and possess greater financial, marketing, and management resources than we do. Some of our competitors benefit financially by not being subject to federal income tax. Intense competitive pressure on prices can result from the actions of even a single large competitor. Competitors with more surplus than us have the potential to expand in our markets more quickly than we can and invest more heavily in new technologies. Greater financial resources also permit an insurer to gain market share through more competitive pricing, even if that pricing results in reduced underwriting margins or an underwriting loss.

Many of our competitors are multi-line carriers that can price the workers' compensation insurance they offer at a loss **in order** to obtain other lines of business at a profit. This creates a competitive disadvantage for us, as we only offer a single line of insurance. For example, a business may find it more efficient or less expensive to purchase multiple lines of commercial insurance coverage from a single carrier. Additionally, we primarily target small businesses, which may be more significantly and disproportionately impacted by a downturn in economic conditions.

The property and casualty insurance industry is cyclical in nature and is characterized by periods of so-called "soft" market conditions, in which premium rates are stable or falling in relation to the associated loss costs, insurance is readily available, and insurers' profits decline, and by periods of so-called "hard" market conditions, in which rates rise in relation to the associated loss costs, insurance may be more difficult to find, and insurers' profits increase. According to the Insurance Information Institute, since 1970, the property and casualty insurance industry experienced hard market conditions from 1975 to 1978, 1984 to 1987, and 2001 to 2004. Although the financial performance of an individual insurance company is dependent on its own specific business characteristics, the profitability of most workers' compensation insurance companies generally tends to follow this cyclical market pattern. We believe the workers' compensation industry currently has excess underwriting capacity resulting in lower rate levels and smaller profit margins. We continue to experience price competition in our target markets.

Because of cyclical in the workers' compensation market, due in large part to competition, capacity, and general economic factors, we cannot predict the timing or duration of changes in the market cycle. This cyclical pattern has in the past and could in the future adversely affect our financial condition and results of operations. If we are unable to compete effectively, our business, financial condition, and results of operations could be materially adversely affected.

***Our concentration in California ties our performance to the business, economic, demographic, natural perils, competitive, legislative and regulatory conditions in that state.***

Our business is concentrated in California, where we generated 45% of our in-force premiums as of **December 31, 2022** **December 31, 2023**. Accordingly, the loss environment and **any** unfavorable business, economic, demographic, natural perils, competitive, and regulatory conditions in California could **negatively** have a significant adverse impact on our business.

Many California businesses are dependent on tourism revenues, which are, in turn, dependent on a robust economy. A downturn in the national economy or the economy of California, or any other event that causes deterioration in tourism, could adversely impact small businesses, such as restaurants, that we have targeted as customers. The insolvency of a significant number of small businesses could also have a material adverse effect on our financial condition and results of operations. California is also exposed to climate and environmental changes, **especially** natural perils such as earthquakes and wildfires. In addition, California could be more adversely impacted by pandemics and terrorist acts than most other states due to population **density**, **density** in its major metropolitan areas. Additionally, the workers' compensation industry has seen a higher level of claims litigation in California, which could expose us beyond the liabilities currently expected and included on our financial statements. Because of the concentration of our business in California, we may be exposed to losses and business, economic, and regulatory risks or risk from natural perils that are greater than the risks associated with companies with greater geographic diversification.

***We rely on traditional insurance agents, specialty agents, brokers and other distribution partners.***

We market and sell **the majority** **many** of our insurance products through non-exclusive insurance agents and brokers. These agents and brokers are not obligated to promote our products and can and do sell our competitors' products. In addition, these agents and brokers may find it easier to promote the broader range of programs of some of our competitors than to promote our single-line workers' compensation insurance products. The loss or disruption of business from our insurance agents and brokers, or the failure or inability of these agents, and brokers, and our other distribution partners, to successfully market our insurance products could have a material adverse effect on our business, financial condition, and results of operations.

ADP, our largest distribution agent, generated **15.0%** **16.2%** of our total in-force premiums as of **December 31, 2022** **December 31, 2023**. Our agreement with ADP is not exclusive. The termination of this agreement, our failure to maintain a good relationship with ADP, or its failure to successfully market our products could each materially reduce our revenues and could have a material adverse effect on our results of operations. In addition, we are subject to the risk that ADP may face financial difficulties, reputational issues, or problems with respect to its own products and services, any of which may lead to decreased sales of our products and services. Significant industry consolidation among agencies (not limited to ADP), partners, or new entrants to the workers' compensation marketplace could impact our business opportunities and revenues.

We are also subject to credit risk with respect to certain of our insurance agents, brokers and other distribution partners, including ADP, as they collect insurance premiums on our behalf. Any failure to remit such premiums to us or to remit such amounts on a timely basis could have an adverse effect on our results of operations.

***We rely on statistical data models and analytics that leverage internal and external data.***

We use models to help make decisions related to, among other things, underwriting, pricing, claims management, reserving, capital allocation, and investments. These models incorporate various assumptions and forecasts that are subject to the inherent limitations of any statistical analysis and, as a result, the historical internal and industry data and assumptions used in the models may not accurately reflect the future. As a result, actual results may differ materially from expectations and our results of operations and financial condition could be materially adversely affected.

As our industry becomes increasingly reliant on data analytics **and artificial intelligence** to improve pricing and be more targeted in marketing, our competitors may have better information, greater financial resources and/or be more efficient in leveraging **analytics** **these tools** than we are, which could put us at a competitive disadvantage.

***If we are unable to obtain reinsurance or collect on ceded reinsurance, our ability to write new policies and to renew existing policies could be adversely affected and our financial condition and results of operations could be materially adversely affected.***

At **December 31, 2022** **December 31, 2023**, we had **\$451.3 million** **\$433.8 million** of reinsurance recoverable for paid and unpaid losses and LAE, of which **\$6.8 million** **\$6.3 million** was due to us on paid claims.

We purchase reinsurance to protect us against severe claims and certain catastrophic events. Our reinsurance protection covers natural perils and acts of terrorism events, but excludes nuclear, biological, chemical, and radiological events. On **July 1, 2022** **July 1, 2023**,

we entered into a new reinsurance program that is effective through **June 30, 2023** **June 30, 2024**. The reinsurance program consists of one treaty covering excess of loss and catastrophic loss events in four layers of coverage. Our reinsurance coverage is \$190.0 million in excess of our \$10.0 million retention on a per occurrence basis, subject to certain exclusions.

The availability, amount, and cost of reinsurance depend on market conditions and our loss experience and may **vary fluctuate** significantly. We cannot be certain that our reinsurance agreements will be renewed or replaced prior to their expiration with terms satisfactory to us. If we are unable to renew or replace our reinsurance agreements with terms satisfactory to us, our net liability on individual risks could increase and we would have greater exposure to large and catastrophic losses, which could have a material adverse effect on our financial condition and results of operations.

In addition, we are subject to credit risk with respect to our reinsurers, and they may refuse to pay or delay payment of losses we cede to them. We remain liable to our policyholders even if we are unable to make recoveries that we believe we are entitled to under our reinsurance contracts. Losses may not be recovered from our reinsurers until claims are paid and, in the case of long-term workers' compensation cases, the creditworthiness of our reinsurers may change before we can recover amounts that we are entitled to. The inability of any of our reinsurers to meet their financial obligations could have a material adverse effect on our financial condition and results of operations.

***We obtained reinsurance covering the losses incurred prior to July 1, 1995, and we could be liable for some or all of those losses if the coverage provided by the LPT Agreement proves inadequate or we fail to collect from the reinsurers that are a party to such transaction.***

On January 1, 2000, EICN assumed all of the assets, liabilities, and operations of the Fund, including losses incurred by the Fund prior to such date. EICN also assumed the Fund's rights and obligations associated with the LPT Agreement that the Fund entered into with third party reinsurers with respect to its losses incurred prior to July 1, 1995. See "Item 1 - Business -Reinsurance -LPT Agreement." The reinsurers under the LPT Agreement agreed to assume responsibility for the claims at the benefit levels which existed in June 1999. Accordingly, if the Nevada legislature were to increase the benefits payable for the pre-July 1, 1995 claims **in the future**, we **would could** be responsible for the increased benefit costs to the extent of the legislative increase.

We could be liable for some or all of those ceded losses if the coverage provided by the LPT Agreement proves inadequate or we fail to collect from the reinsurers that are a party to such transaction. As of **December 31, 2022** **December 31, 2023**, the estimated remaining liabilities subject to the LPT Agreement were **\$308.6 million** **\$291.7 million**. If we are unable to collect on these reinsurance recoverable, recoverables, our financial condition and results of operations could be materially adversely affected.

The LPT Agreement requires each reinsurer to place assets supporting the payment of claims by them in individual trusts that require that collateral be held at a specified level. The collateralization level must not be less than the outstanding reserve for losses and a loss expense allowance equal to 7% of estimated paid losses discounted at a rate of 6%. If the assets held in trust fall below this threshold, we can require the reinsurers to contribute additional assets to maintain the required minimum level. **The value of these assets at December 31, 2022 was \$312.5 million.** If the value of the collateral in the trusts drops below the required minimum level and the reinsurers are unable to contribute additional assets, we could be responsible for substituting a new reinsurer or paying those claims without the benefit of reinsurance. One of the reinsurers has collateralized its obligations under the LPT Agreement by placing shares of stock of a publicly held corporation in a trust. The other reinsurers have placed U.S. treasury and fixed maturity securities in trusts to collateralize their obligations to us. The value of this collateral is subject to market fluctuations.

The LPT Agreement provides us with the ability to novate any contract with the reinsurers to the LPT Agreement if the credit rating of any such reinsurer were to fall below "A-" (Excellent) as determined by A.M. Best.

#### **Financial Risks**

***We focus on small businesses, and those businesses may be severely and disproportionately impacted by a downturn in economic conditions.***

The effects of **supply chain interruptions**, **lingering U.S. labor market shortages impacting certain employer classifications that we insure**, **inflationary pressures, volatility and credit concerns in certain financial and banking markets**, **monetary and fiscal policy measures, recessionary concerns and, overall general economic instability and the COVID-19 pandemic have, at times, caused recent disruptions in business activity.** All states, including California, where we generated 45% of our in-force premiums as of **December 31, 2022** **December 31, 2023**, have experienced adverse economic impacts. **Certain classes of business that we insure continue to be adversely and disproportionately affected by these challenges.**

***A downgrade in our financial strength rating could reduce the amount of business that we are able to write or result in the termination of certain of our agreements with our strategic partners.***

Rating agencies rate insurance companies based on financial strength as an indication of an ability to pay claims. Our insurance subsidiaries are currently assigned a group financial strength rating of "A-" (Excellent), with a "positive" outlook, by A.M. Best, which is the rating agency that we believe has the most influence on our business. This rating is assigned to companies that, in the opinion of A.M. Best, have demonstrated an excellent overall performance when compared to industry standards.

A.M. Best considers "A-" (Excellent) rated companies to have an excellent ability to meet their ongoing obligations to policyholders. This rating does not refer to our ability to meet non-insurance obligations.

The financial strength ratings of A.M. Best and other rating agencies are subject to periodic review using, among other things, proprietary capital adequacy models, and are subject to revision or withdrawal at any time. Insurers' financial strength ratings are directed toward the concerns of policyholders and insurance agents and are not intended for the protection of investors or as a recommendation to buy, hold, or sell securities. Our competitive position relative to other companies is determined in part by our financial strength rating. A reduction in our A.M. Best rating could adversely affect the amount of business we could write, as well as the relationships we currently have with our insurance agents, brokers, distribution partners, reinsurers, and others.

A.M. Best may increase the frequency and scope of its reviews and request additional information from the companies that it rates, including additional information regarding the valuation of investment securities **held**, **held and/or susceptibilities to inflationary pressures**. We cannot predict what actions rating agencies may take, or what actions we may take in response to the actions of rating agencies.

***Our liability for losses and LAE is based on estimates and may be inadequate to cover our actual losses and expenses.***

We establish and maintain reserves for our estimated losses and LAE. The loss reserves on our financial statements represent an estimate of amounts needed to pay and administer claims with respect to insured claims that have occurred, including claims that have occurred but have not yet been reported to us. Loss reserves are aggregate estimates of the ultimate outstanding cost of claims based on actuarial estimation techniques, are inherently uncertain, and do not represent an exact measure of liability. Additionally, any changes to our claims management and/or actuarial reserving processes could introduce volatility in our estimates of losses and LAE. Any changes in these estimates could be material and could have an adverse effect on our results of operations and financial condition during the period the changes are made.

Several factors contribute to the inherent uncertainty in establishing estimated losses, including the length of time to settle long-term, severe cases, the long-term health implications of the COVID-19 pandemic, claim cost inflation (deflation) trends, current and future economic conditions, and uncertainties in the long-term outcome of legislative reforms.

Judgment is required in applying actuarial techniques to determine the relevance of historical payment and claim settlement patterns under current facts and circumstances. In certain states, we have a relatively short operating history and must rely on a combination of industry experience and our specific experience regarding claims emergence and payment patterns, medical cost inflation, and claim cost trends, adjusted for future anticipated changes in claims-related and economic trends, as well as regulatory and legislative changes, to establish our best estimate of reserves for losses and LAE. As we receive new information and update our assumptions over time regarding the ultimate liability, our loss reserves may prove to be inadequate to cover our actual losses, and we have in the past made, and may in the future make, adjustments to our reserves based on a number of various factors.

Our estimates for losses and LAE include assumptions about the timing of closure and future payment of claims and claims handling expenses, such as medical treatments and litigation costs. Inflation is also incorporated in our reserving process through projections supported by historical loss emergence. Under the current elevated Additional inflationary environment, additional inflationary considerations were included concerns are considered in determining the level and adequacy of our reserves for losses and LAE, and particular consideration was given to medical and hospital inflation rates as these inflation rates have historically exceeded general inflation rates. To the extent that inflation causes these costs to increase above our established reserves, we will be required to increase our loss those reserves for losses and LAE, reserve assumptions, which would reduce negatively impact our earnings in the period in which assumptions are revised, financial condition and results of operations.

**We are a holding company with no direct operations. We depend on the ability of our subsidiaries to transfer funds to us to meet our obligations and capital management objectives, and our insurance subsidiaries' ability to pay dividends to us is restricted by law.**

EHI is a holding company that transacts substantially all of its business through its operating subsidiaries. Its primary assets are the shares of stock of our insurance subsidiaries. The ability of EHI to meet its operating and financing cash needs and capital management objectives depends on the surplus and earnings of our subsidiaries, and upon the ability of our insurance subsidiaries to pay dividends to EGI and CGI and, in turn, the ability of EGI and CGI to pay dividends to EHI.

Payments of dividends by our insurance subsidiaries are restricted by state insurance laws, including laws establishing minimum solvency and liquidity thresholds. As a result, we may not be able to receive dividends from these subsidiaries and we may not receive dividends in the amounts necessary to meet our holding company obligations. Further, if we were to experience a diminution in dividend payments from these subsidiaries in the future, we may not be able to continue to pay dividends to our stockholders and/or repurchase shares of common stock.

**Acts of terrorism and natural, or man-made catastrophes or other disruptive events could materially adversely impact our financial condition and results of operations.**

Under our workers' compensation policies and applicable laws in the states in which we operate, we are required to provide workers' compensation benefits for losses arising from acts of terrorism. The impact of any terrorist act is unpredictable, and the ultimate impact on us would depend upon the nature, extent, location, and timing of such an act. We would be particularly adversely affected by a terrorist act affecting any metropolitan area where our policyholders have a large concentration of workers.

Notwithstanding the protection provided by the reinsurance we have purchased and any protection provided by the 2002 Act, or its extension, TRIPRA of 2019, the risk of severe losses to us from acts of terrorism has not been eliminated because our excess of loss reinsurance treaty program contains various sub-limits and exclusions limiting our reinsurers' obligation to cover losses caused by acts of terrorism. Our excess of loss reinsurance treaties do not protect against nuclear, biological, chemical, or radiological events. If such an event were to impact one or more of the businesses we insure, we would be entirely responsible for any workers' compensation claims arising out of such event, subject to the terms of the 2002 Act and TRIPRA of 2019 and we could suffer substantial losses as a result.

Our operations also expose us to claims arising out of natural or man-made catastrophes because we may be required to pay benefits to workers who are injured in the workplace as a result of a catastrophe. Catastrophes can be caused by various unpredictable events, either natural or man-made. Any catastrophe occurring in the communities in which we operate or that have significant impacts on one or more of our targeted classes of business could expose us to potentially substantial losses and, accordingly, could have a material adverse effect on our financial condition and results of operations.

Acts of terrorism, natural or man-made catastrophes or other disruptive events, including social unrest, can also affect our business due to resulting temporary or permanent closures of our insured's businesses, even if there are no claims arising from such event.

While we have no international operations, recent geo-political uncertainties, including impacts from ongoing conflicts between Russia and Ukraine and those in the Middle East, have indirectly impacted the value of our investment portfolio, and may continue to impact our investment portfolio in the future.

#### **Regulatory and Legal Risks**

**The insurance business is subject to extensive regulation and legislative changes, which impact the manner in which we operate our business.**

Our insurance business is subject to extensive regulation by the applicable state agencies in the jurisdictions in which we operate, most significantly by the insurance regulators in California, Florida, Nevada, and New York, the states in which our insurance subsidiaries are domiciled. Changes in laws and regulations could have a significant negative impact on our business.

More generally, insurance regulators have broad regulatory powers designed to protect policyholders and claimants, and not stockholders or other investors.

Regulations vary from state to state, but typically address or include:

- standards of solvency, including RBC measurements;
- restrictions on the nature, quality, and concentration of investments;
- restrictions on the types of terms that we can include in the insurance policies we offer;
- mandates that may affect wage replacement and medical care benefits paid under the workers' compensation system;
- requirements for the handling and reporting of claims and procedures for adjusting claims;
- restrictions on the way rates are developed and premiums are determined;
- the manner in which agents may be appointed;
- establishment of liabilities for unearned premiums, unpaid losses and LAE;
- limitations on our ability to transact business with affiliates;
- environmental, social and governance-related requirements; ESG practices;
- mergers, acquisitions, and divestitures involving our insurance subsidiaries;
- licensing requirements and approvals that affect our ability to do business;
- applicable privacy laws; laws, including the protection of nonpublic personal information and personally identifiable information, including health information;
- cyber-security laws and regulations;

- potential assessments for the settlement of covered claims under insurance policies issued by impaired, insolvent, or failed insurance companies or other assessments imposed by regulatory agencies; and
- the amount of dividends that our insurance subsidiaries may pay to EGI and CGI and, in turn, the ability of EGI and CGI to pay dividends to EHI.

Workers' compensation insurance is statutorily required in all the states in which we do business, **with the exception of** **except for** Texas. State laws and regulations specify the form and content of policy coverage and the rights and benefits that are available to injured workers, their representatives, and medical providers. Additionally, any retrospective change in regulatory required benefits could materially increase the benefits costs that we would be responsible for to the extent of the legislative increase.

Legislation and regulation impact our ability to investigate fraud and other abuses of the workers' compensation system in the states in which we do business. Our relationships with medical providers are also impacted by legislation and regulation, including penalties for failure to make timely payments.

Federal legislation typically does not directly impact our workers' compensation business, but our business can be indirectly affected by changes in healthcare, occupational safety and health, and tax and financial regulations. Since healthcare costs are the largest component of our loss costs, we may be impacted by changes in healthcare legislation, which could affect healthcare costs and delivery in the future. There is also the possibility of federal regulation of insurance.

This extensive regulation of our business may affect the cost or demand for our products and may limit our ability to obtain rate increases or to take other actions that we might desire to maintain our profitability. In addition, we may be unable to maintain all required approvals or comply fully with applicable laws and regulations, or the relevant governmental authority's interpretation of such laws and regulations. If that were to occur, we might lose our ability to conduct business in certain jurisdictions. Further, changes in the level of regulation of the insurance industry or changes in laws or regulations or interpretations by regulatory authorities could impact our operations, require us to bear additional costs of compliance, and impact our profitability.

Single-payer healthcare proposals have been considered by the U.S. Government and certain states, including California, at various times in the past. Proposals of this nature have typically involved the establishment of a comprehensive, universal single-payer health care coverage program for the benefit of all residents of a particular jurisdiction. Under a single-payer system, universal healthcare could potentially cover all injuries, including those that occur in the workplace, which could limit or otherwise eliminate the offering and administration of workers' compensation insurance coverage by private insurance companies. If any such proposal were to be enacted in the future, it could adversely impact our current business model and negatively impact our financial condition and results of operations.

***Administrative proceedings, legal actions, or judicial decisions involving our insurance subsidiaries could have a material adverse effect on our business, financial condition and results of operations.***

Our insurance subsidiaries are involved in various administrative proceedings and legal actions in the normal course of their business and could be impacted by adverse judicial decisions. Our subsidiaries have responded to such actions and intend to defend these claims. These claims or decisions concern issues including eligibility for workers' compensation insurance coverage or benefits, the extent of injuries, wage determinations, disability ratings, and bad faith and extra-contractual liability. Adverse decisions in administrative proceedings, legal actions, or judicial decisions could require us to pay significant amounts in the aggregate or to change the manner in which **way** we administer claims, which could have a material adverse effect on our business, financial condition and results of operations.

***Assessments and other surcharges for guaranty funds, second injury funds, and other mandatory pooling arrangements may reduce our profitability.***

All states require insurance companies licensed to do business in their state to bear a portion of the unfunded obligations of insolvent insurance companies. These obligations are funded by assessments that can be expected to continue in the future in the states in which we operate. Many states also have laws that establish 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. In addition, as a condition to the ability to conduct business in some states, insurance companies are required to participate in mandatory workers' compensation shared market mechanisms or pooling arrangements, which provide workers' compensation insurance coverage from private insurers. The effect of these assessments and mandatory shared market mechanisms or changes in them could reduce our profitability in any given period or limit our ability to grow our business.

***State insurance laws, certain provisions of our charter documents, and Nevada corporation law could prevent or delay a change in control that could be beneficial to us and our stockholders.***

Our insurance subsidiaries are domiciled in California, Florida, Nevada, and New York. The insurance laws of these states generally require that any person seeking to acquire control of a domestic insurance company obtain the prior approval of the state's insurance commissioner. In California, Florida, Nevada, and New York, "control" is presumed to exist through the direct or indirect ownership of 10% or more of the voting securities of a domestic insurance company or of any entity that controls a domestic insurance company. In addition, insurance laws in many states in which we are licensed require pre-notification to the state's insurance commissioner of a change in control of a non-domestic insurance company licensed in those states. Because we have insurance subsidiaries domiciled in California, Florida, Nevada, and New York, any transaction that would constitute a change in control of us would generally require the party attempting to acquire control to obtain the prior approval of the insurance commissioners of these states and may require pre-notification of the proposed change of control in these or other states in which we are licensed to transact business. The time required to obtain these approvals may result in a material delay of, or deter, any such transaction. These laws may discourage potential acquisition proposals or tender offers, and may delay, deter, or prevent a change of control, even if the acquisition proposal or tender offer is favorable to our stockholders.

Provisions of our amended and restated articles of incorporation and amended and restated by-laws could discourage, delay, or prevent a merger, acquisition, or other change in control of us, even if our stockholders might consider such a change in control to be favorable. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect

Directors and take other corporate actions. In particular, our amended and restated articles of incorporation and amended and restated by-laws currently include provisions:

- eliminating the ability of our stockholders to call special meetings of stockholders;
- permitting our **Board of Directors** to issue preferred stock in one or more series;
- imposing advance notice requirements for nominations for election to our **Board of Directors** and/or for proposing matters that can be acted upon by stockholders at the stockholder meetings; and
- prohibiting stockholder action by written consent, thereby limiting stockholder action to that taken at an annual or special meeting of our stockholders.

These provisions may make it difficult for stockholders to replace Directors and could have the effect of discouraging a future takeover attempt that is not approved by our **Board of Directors**, but which stockholders might consider favorable. Additionally, these provisions could limit the price that investors are willing to pay in the future for shares of our common stock.

## General Risk Factors

### **We may be unable to realize our investment objectives, and economic conditions in the financial markets could lead to investment losses.**

Investment income is an important component of our revenue and net income. Our investment portfolio is managed by independent asset managers that operate under investment guidelines approved by the Finance Committee of the Board of Directors Committee. Although these guidelines stress diversification and capital preservation, our investments are subject to a variety of risks that are beyond our control, including risks related to general economic conditions, interest rate fluctuations or prolonged periods of high or low interest rates, and market volatility. Interest rates are highly sensitive to many factors, including governmental fiscal and monetary policies and domestic and international economic and political conditions. These and other factors affect the capital markets and, consequently, the value of our investment portfolio.

We are exposed to significant financial risks related to the capital markets, including the risk of potential economic loss principally arising from adverse changes in the fair value of financial instruments. The major components of market risk affecting us are credit risk, interest rate risk, equity price risk and effects of inflation. For more information regarding market risk, see "Item 7A—Quantitative and Qualitative Disclosures About Market Risk."

**Increases** Sharp increases in market interest rates that have occurred throughout 2022 have negatively impacted the fair value of our fixed maturity investments as of December 31, 2022, investments. In addition, economic and market disruptions caused by volatility and credit concerns in certain financial and banking markets, inflationary pressures, and geopolitical conditions have uncertainties, negatively impacted the fair value of our equity securities during in 2022. The negative impacts to our investment portfolio experienced in 2022 have consisted primarily of unrealized investment losses.

In 2023, despite intra-year volatility, market interest rates largely stabilized and equity markets performed well versus those of 2022. These factors served to meaningfully reduce, but did not eliminate, the unrealized losses that we experienced in 2022.

The future outlook for our investment income is dependent on the direction of interest rates, maturity schedules, and cash available for investment. In addition, the fair value of our fixed maturity securities that are available-for-sale (AFS) fluctuate with changes in interest rates and credit risk assumptions, which cause fluctuations in our stockholders' equity, net income and comprehensive income. A significant decline in our investment income or the value of our investments as a result of changes in interest rates, deterioration in the credit of companies or municipalities in which we have invested, decreased dividend payments, general market conditions, or events that have an adverse impact on any particular industry or geographic region in which we hold significant investments could have an adverse effect on our net income and, as a result, on our stockholders' equity and policyholder surplus.

The valuation of our investments, including the determination of the amount of charges and impairments, includes estimates and assumptions and could result in changes to investment valuations. Our determinations, including the use of valuation models, pricing services and other techniques, can have a material effect on the valuation of our investments which may adversely affect our financial condition and results of operations.

We regularly review the valuation of our portfolio of fixed maturity investments, including the identification of other-than-temporary declines in fair value and current expected credit losses (CECL). The determination of the amount of impairments and/or credit losses recognized on our investments is based on our periodic evaluation and assessment of our investments and known and inherent risks associated with the various asset classes. There can be no assurance that we have accurately determined the level of impairments and/or credit losses reflected on our financial statements and additional provisions may need to be recognized in the future. Further, historical trends may not be indicative of future impairments and/or credit losses.

### **We may require additional capital in the future, which may not be available to us or may be available only on unfavorable terms.**

Our future capital requirements will depend on many factors, including state regulatory requirements, our ability to write new business successfully, and our ability to establish premium rates and reserves at levels sufficient to cover losses. If we have to must raise additional capital, equity or debt financing may not be available on terms that are favorable to us. In the case of equity financings, there could be dilution to our stockholders and the securities may have rights, preferences, and privileges senior to our common stock. In the case of debt financings, we may be subject to covenants that restrict our ability to freely operate our business. If we cannot obtain adequate capital on favorable terms or at all, we may be unable to implement our future growth or operating plans and our business, financial condition, and results of operations could be materially adversely affected.

The capital and credit markets continue to experience volatility and disruption that could negatively affect market liquidity. These conditions have, at times, produced downward pressure on stock prices and limited the availability of credit for certain issuers without regard to those issuers' underlying financial strength. In addition, we could be forced to delay raising capital or be unable to raise capital on favorable terms, or at all, which could decrease our profitability, significantly reduce our financial flexibility, and cause rating agencies to reevaluate our financial strength ratings.

### **Our business is largely dependent on the efforts of our executives and other key employees because of their industry and technical expertise, knowledge of our markets, and relationships with the insurance agents and brokers and partners that sell our products.**

Our success depends in substantial part upon on our ability to attract and retain qualified executive officers, experienced underwriting and claims personnel, and other highly skilled employees who are knowledgeable about our business. The current success of our business is dependent in significant part on the efforts of our executive officers. Many of our employees are also particularly important to our operations because of their industry expertise, knowledge of our markets, and relationships with the insurance agents and brokers who sell our products. Higher levels of wage inflation and U.S. labor market shortages including impacts from the "Great Resignation," may lead to increased staffing expenses, increased turnover rates among key personnel and difficulty filling new and vacant roles. As a result, our operations may be disrupted and/or our financial performance and results of operations may be adversely affected. Further, if we were to lose the services of members of our management team or other key employees, we may be unable to find replacements satisfactory to us and our business, which could disrupt our operations and adversely impact our financial performance and results of operations.

### **We rely on our information technology and telecommunication systems, including those of third parties that we outsource certain business functions to, and the disruption or failure of these systems, cyber-attacks on these systems, or security breaches or incidents could materially and adversely affect our business.**

Our business is highly dependent upon the successful and uninterrupted functioning of our information technology and telecommunications systems, including those of third parties that to which we outsource certain functions to. We rely on these systems to operate key aspects of our business, including processing and generating new and renewal business, providing customer service, administering and making payments on claims, facilitating collections, and underwriting and administering the policies we write. Additionally, our business and operations involve the collection, storage, transmission, and other processing of personal data and certain other sensitive and proprietary data.

Companies are increasingly subject to a wide variety of attacks on their systems and networks on an ongoing basis. In addition to threats from traditional computer "hackers," we face threats from malicious code (such as malware, viruses, worms, and ransomware), employee or contractor error or malfeasance, fraud, misconduct, or misuse, phishing, social engineering attacks and denial-of-service attacks. We could be a target for cybersecurity attacks designed to disrupt our operations or to attempt to gain access to our systems, data processed or maintained in our business, trade secrets, or other proprietary information or financial resources. The third parties we have outsourced business functions to also face significant security risks. Although we have implemented and are in the process of implementing additional systems and processes designed to protect our data and systems, these security measures cannot guarantee security. Because techniques used to obtain unauthorized access to or to sabotage systems change frequently and may not be known until

launched, we and the third parties on which we rely may be unable to anticipate or prevent these attacks, react in a timely manner or implement adequate preventive measures, and we may face delays in our detection or remediation of, or other responses to, security breaches and other privacy-and security-related incidents. Certain efforts may be state-sponsored or supported by significant financial and technological resources, making them even more difficult to detect, remediate, and otherwise respond to. handle.

We also may experience outages, interruptions, and other disruptions to systems used in our business, including information technology and telecommunications systems, and may suffer the loss of, or inability to perform of, third parties who provide these services. Any interruptions, outages, or delays in our systems and infrastructure, our business or third parties, or deterioration in the performance of these systems and infrastructure, could impair our ability to provide our products and services. Fire, flood, power loss, telecommunications failure, hurricanes, tornadoes, earthquakes, other natural disasters, acts of war or military conflict, terrorism, exceeding capacity limits, and similar events or disruptions may result in damage to or interruption of telecommunications and other systems. There can be no guarantee that our business continuity plans or measures would be sufficient to restore or secure systems or data.

Any security breach or security incident, or any outages or other disruption to systems used in our business, could interrupt our operations (including by impacting our ability to service our agents, insureds, and injured workers, generate and service direct-to-customer business, and meet certain regulatory requirements), result in loss or improper access to, or acquisition, disclosure, or other processing of, personal data and other sensitive and proprietary data, or a loss of intellectual property protection.

Additionally, any actual or perceived outage, breach, incident, or disruption may harm our reputation and competitive position, reduce demand for our products and services, damage our relationships with customers or others or result in claims, demands, litigation, regulatory investigations and proceedings and significant legal, regulatory and financial exposure. Further, any such incidents or any perception that our security measures are inadequate could lead to loss of confidence in us and harm to our reputation. Any of the foregoing matters could have a material adverse effect upon our business, financial condition, and operating results. We expect to incur significant costs in an effort to detect and prevent security breaches and incidents, and we may face increased costs and requirements to expend substantial resources in the event of an actual or perceived security breach or other incident.

While we maintain insurance that may cover certain liabilities in connection with certain disruptions, security breaches, and incidents, our insurance policies may not be adequate to compensate us for the potential losses arising from any disruption in or, failure or security breach or incident of or impacting our systems or third-party systems used in our business, and such insurance may not be available to us in the future on economically reasonable terms, or at all. Further, our insurance coverage may not cover all claims made against us and could have high deductibles in any event, and defending a suit, regardless of its merit, could be costly and divert management attention.

***A failure to effectively maintain, enhance and modernize our information technology systems, effectively develop and deploy new technologies, and execute new business initiatives, could adversely affect our business.***

Our success depends on our ability to maintain effective information technology systems, to enhance those systems to better support our business in an efficient and cost-effective manner, and to develop new technologies and capabilities, including those involving the use of data, analytics, and artificial intelligence, in pursuit of our long-term strategy. We have multiple initiatives that are focused on developing new technologies and capabilities and enhancing our information technology infrastructure. Some long-term technology development and new business initiatives may negatively impact our expense ratios as we invest in the projects, may cost more than anticipated to complete, or may not be completed. Additionally, these initiatives may be more time-consuming than anticipated, may not deliver the expected benefits upon completion, and/or may need to be replaced or become obsolete more quickly than expected, all of which could result in accelerated recognition of expenses. If we fail to successfully execute on new business initiatives, fail to maintain or enhance our existing information technology systems, or if we were to experience failure in developing and implementing new technologies, our relationships, ability to do business with our clients and/or our competitive position may be adversely affected. We could also experience other adverse consequences, including additional costs or write-offs of capitalized costs, unfavorable underwriting and reserving decisions, internal control deficiencies, and information security breaches resulting in loss or inappropriate disclosure of data.

***We are subject to laws and regulations governing privacy and information security that could adversely affect our business or subject us to liability.***

Privacy and information security are areas of increasing focus for our customers, governmental regulators, and privacy advocates, and many jurisdictions are evaluating or have implemented laws and regulations relating to these matters. The laws, rules, regulations, standards and other actual and asserted obligations relating to privacy and information security to which we may be subject, or that otherwise apply to our business, are constantly evolving, and we expect that there will continue to be new proposed laws, regulations and industry standards concerning these matters. We cannot fully predict the impact of these laws or regulations, including those that may be modified or enacted in the future, or new or evolving industry standards or actual or asserted obligations, relating to privacy, information security, or data processing on our business or operations.

These laws, regulations, and other obligations to which we are or may become subject, or that may be argued to apply to us, including contractual obligations and industry standards, may require us to modify our practices and policies and to incur substantial costs and expenses in an effort to comply. The interpretation and enforcement of these actual and asserted obligations are uncertain and evolving constantly, and it is possible that our products, services, or practices may be alleged to violate such laws, regulations, or other actual or asserted obligations to which we are or may be subject.

Any actual or perceived failure to comply with laws, regulations, or other actual or asserted obligations to which we are or are alleged to be subject relating to privacy or information security could result in claims, litigation, and regulatory investigations and other proceedings, as well as damage to our reputation. These could result in substantial costs, diversion of resources, fines, penalties, and other damages and liabilities, and harm to our customer relationships, our market position, and our ability to attract new customers. Any of these could harm our business, financial condition, and results of operations.

#### **Item 1B. Unresolved Staff Comments**

None.

#### **Item 1C. Cybersecurity**

##### **Risk Management and Strategy**

Our operations rely on the secure processing, storage, and transmission of personal, confidential, and other information. Our business, including our ability to adequately price products and services, establish reserves, provide an effective and secure service to our customers and report our financial results in a timely and accurate manner, depends significantly on the integrity, availability, and timeliness of the data we maintain, as well as the data held by third party service providers. The Company

manages cybersecurity risk via expectations set by its Information Security and related policies, real-time monitoring of threats, and recovery where needed through incident response plans.

The Company leverages ISO 27005, an international standard for identifying, measuring, and assessing cybersecurity risks, as a model for measuring its cybersecurity risk. An annual baseline is established to guide development of the information security program. The ISO 27005 model is refreshed as new cybersecurity risks are identified.

The Company's Chief Information Security Officer (CISO) leverages a model of continuous vulnerability detection to identify new cybersecurity risk as soon as practicable. The information security program is subject to a bi-annual assessment using the ISO 27001 standard for managing cybersecurity. Annually, external security firms conduct penetration tests of the Company's technology surface area internally and externally. The Company's information security program is subject to internal and independent external audits.

The Company is not aware of any cybersecurity risks, including as a result of any cybersecurity incidents during 2023, that have materially affected or are reasonably likely to materially affect it, including its business strategy, results of operations, or financial condition.

#### ***Third parties with access to sensitive data or systems are subject to due diligence and ongoing monitoring.***

Potential new vendors and existing vendors (which are reviewed periodically) that are known to have access to sensitive data or Company systems are subject to a risk assessment process including the review of independent security audits where available. Continuous monitoring of existing vendors occurs via an automated service that rates companies' publicly facing cybersecurity posture and identifies known vulnerabilities.

#### **Governance**

The Company's cybersecurity risks and strategies are overseen by both management, including our CISO, Chief Information Officer (CIO), VP, Enterprise Risk Management, and Executive Risk Committee (ERC), and the Company's Board and relevant Board committees, including the Risk Management, Technology & Innovation Committee (RMTIC). This structure reinforces that the Company's most critical risks are effectively monitored and communicated to the Board, and management, including for purposes of making any required disclosures in a timely manner. Cybersecurity risk assessments, subsequent findings, and response plans, including risks arising in connection with the Company's use of vendors and third parties, are integrated within the Company's Enterprise Risk Management framework.

Members of our senior management have specific and relevant cybersecurity expertise and experience, including the following:

- The Company's CISO holds a B.S. degree in Computer Science, an M.S. degree in Administration, an M.S. degree in Electrical Engineering, and a Graduate Certificate in Cybersecurity. In addition to the CISO's more than 30 years of experience in technology and cybersecurity, he also holds multiple professional certifications in security, privacy, governance, audit, and technology.
- The Company's CIO holds a Master of Liberal Arts (ALM) degree in Information Technology Management and a Graduate Certificate in Project Management. In addition to the CIO's more than 16 years of experience in technology, she has directly managed global privacy, compliance, ethics, and records retention technology, been responsible for addressing global cybersecurity risks, and has also attended multiple training programs in cybersecurity, privacy, governance, and technology.
- The Company's VP, Enterprise Risk Management holds a Certificate in Risk and Information Systems Controls (CRISC) certification along with 25 years of experience in managing technology delivery, vendor management, privacy, and governance.

Cybersecurity is one of several key risk categories that are evaluated and rated by the ERC on a quarterly basis. Each of our CISO, CIO, and VP, Enterprise Risk Management is a member of the ERC. The ERC reports periodically on its activities, findings, and areas of concern to the RMTIC. The RMTIC in turn reports to the Board on its oversight of cybersecurity risk.

#### **Item 2. Properties**

As of **February 1, 2023** **February 1, 2024**, we leased **131,882** **50,140** square feet of office space in **5** **four** states, including our **principal executive offices** **corporate headquarters** located in **Reno**, **Henderson**, Nevada. Since 2021, we have reduced our real estate footprint by closing and vacating certain of our offices located in California, Missouri, Nevada, North Carolina and Wisconsin. **Whereas we** **We** believe that our existing office space is adequate for our current **needs**, **we** **needs**. **We** will continue to evaluate our office needs and may further **reduce** **adjust** our real estate footprint in the future.

#### **Item 3. Legal Proceedings**

From time to time, we are involved in pending and threatened litigation in the normal course of business in which claims for monetary damages are asserted and/or insurance or reinsurance coverage is disputed.

Expected or actual reductions in our reinsurance recoveries due to reinsurance coverage disputes (as opposed to a reinsurer's inability to pay) are not recorded as an uncollectible reinsurance recoverable. Rather, they are factored into the determination of, and are reflected in, our net loss and LAE reserves.

In the opinion of management, the ultimate liability, if any, arising from such pending or threatened litigation, **individually or in aggregate**, is not expected to have a material effect on our result of operations, liquidity, or financial position.

#### **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, Holders, and Stockholder Dividends**

Our common stock is listed on the New York Stock Exchange (NYSE) under the symbol "EIG." There were **740** **669** registered holders of record as of **February 21, 2023** **February 20, 2024**.

We currently expect that quarterly cash dividends will continue to be declared and paid to our stockholders in the future. In addition, we may also pay special dividends from time-to-time as we did in **2022**, **2022**, though there can be no assurance that we will do so. Any determination to declare and pay additional or future dividends will be at the discretion of our Board of Directors and Finance Committee and will be dependent upon: depend on:

- the surplus and earnings of our insurance subsidiaries and their ability to pay dividends and/or other statutorily permissible payments to their parent;
- our results of operations and cash flows;

- our financial position and capital requirements;
- general business conditions;
- any legal, tax, regulatory, and/or contractual restrictions on the payment of dividends; and
- any other factors our Board of Directors deems or Finance Committee may deem relevant.

#### Issuer Purchases of Equity Securities

We have repurchased shares of our common stock during every year since 2007, including the periods noted below. However, any repurchase of shares of our common stock in the future will be at the discretion of our Board of Directors and Finance Committee and will be dependent upon: depend on:

- the surplus and earnings of our insurance subsidiaries and their ability to pay dividends and/or other statutorily permissible payments to their parent;
- our results of operations and cash flows;
- our financial position and capital requirements;
- general business and social economic conditions;
- any legal, tax, regulatory, and/or contractual restrictions on repurchases of our common stock; and
- any other factors our Board of Directors deems relevant.

The following table provides information with respect to the Company's repurchases of its common stock during the quarter ended December 31, 2022 December 31, 2023:

Period	Total Number of Shares Purchased	Average Price Paid Per Share <sup>(1)</sup>	Approximate Total Number of Shares Purchased as Part of Publicly Announced Program		Dollar Value of Shares that May Yet be Purchased Under the Program <sup>(2)</sup> (in millions)
			Part of Publicly Announced Program	40,355	
October 1 – October 31, 2022	—	\$ —	—	—	\$ 49.1
November 1 – November 30, 2022	—	\$ —	—	—	49.1
December 1 – December 31, 2022	40,355	\$ 42.15	40,355	40,355	47.4
<b>Total</b>	<b>40,355</b>	<b>\$ 42.15</b>	<b>40,355</b>	<b>40,355</b>	

Period	Total Number of Shares Purchased	Average Price Paid Per Share <sup>(1)</sup>	Approximate Total Number of Shares Purchased as Part of Publicly Announced Program		Dollar Value of Shares that May Yet be Purchased Under the Program <sup>(2)</sup> (in millions)
			Part of Publicly Announced Program	400,334	
October 1 – October 31, 2023	30,000	\$ 37.77	30,000	30,000	\$ 35.3
November 1 – November 30, 2023	248,675	\$ 38.09	248,675	248,675	25.8
December 1 – December 31, 2023	121,659	\$ 39.18	121,659	121,659	21.0
<b>Total</b>	<b>400,334</b>	<b>\$ 38.40</b>	<b>400,334</b>	<b>400,334</b>	

(1) Includes fees and commissions paid on stock repurchases.

(2) On July 21, 2021 July 26, 2023, the Board of Directors authorized a new share stock repurchase authorization (the "2023 Program") for repurchases of up to \$50.0 million of repurchases of the Company's common stock from July 27, 2021 July 31, 2023 through December 31, 2022 December 31, 2024, unless otherwise extended, terminated, or modified by the Board. The 2023 Program replaced its former program (the 2021 Program). On April 27, 2022 that was set to expire on December 31, 2023, the Board of Directors authorized a \$50.0 million expansion of the 2021 Program to \$100.0 million, and extended the program's expiration to December 31, 2023, but its remaining repurchase authorization had been exhausted. The 2021 2023 Program provides that shares may be purchased at prevailing market prices through a variety of methods, including in the open market and/or private in privately negotiated transactions in accordance with applicable laws and regulations and as determined by management. The timing and actual number of shares that may be repurchased will depend on a variety of factors, including the share price, corporate and regulatory requirements, and other market and economic conditions. Repurchases under the 2021 Program may be commenced, modified, or suspended from time to time, without prior notice, and that all purchases shall be made in compliance with all applicable provisions of the program may be suspended or discontinued at any time, Nevada Revised Statutes and federal and state securities laws, including Rules 10b5-1 and 10b-18 of the Exchange.

#### Performance Graph

The following information compares the cumulative total return on \$100 invested in the common stock of EHI, ticker symbol EIG, for the period commencing at the close of market on December 31, 2017 December 31, 2018 and ending on December 31, 2022 December 31, 2023 with the cumulative total return on \$100 invested in each of the Standard and Poor's (S&P) 500 Index (S&P 500) and the Standard and Poor's 500 Property-Casualty Insurance Index (S&P P&C Insurance Index). The calculation of cumulative total return assumes the reinvestment of dividends. The following graph and related information shall not be deemed to be "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any filing pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into such filing.

**Employers Holdings, Inc.**  
**Cumulative Total Return Performance**

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	Period Ending					12/31/2019	12/31/2020	12/31/2021	12/31/2022	12/31/2023
	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022					
	Period Ending	Period Ending	Period Ending	Period Ending	Period Ending					
	12/31/2019					12/31/2019	12/31/2020	12/31/2021	12/31/2022	12/31/2023
Employers Holdings, Inc.	Employers Holdings, Inc.	\$ 96.33	\$ 97.86	\$ 77.75	\$ 102.55	\$ 115.49				
S&P 500	S&P 500	95.62	125.72	148.85	191.58	156.89				
S&P 500 P&C Insurance Index	S&P 500 P&C Insurance Index	95.31	119.97	128.31	153.05	181.93				

**Item 6. [Reserved]**

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the consolidated financial statements, the accompanying notes thereto, and the financial statement schedules included in Item 8 and Item 15 of this report. In addition to historical information, the following discussion contains forward-looking statements that are subject to risks and uncertainties and other factors described in Item 1A of this report. Our actual results in future periods may differ from those referred to herein due to a number of several factors, including the risks described in the sections entitled "Risk Factors" and "Forward-Looking Statements" elsewhere in this report.

**Overview General**

We are a Nevada holding company. Through our insurance subsidiaries, we provide workers' compensation insurance coverage to select, small businesses primarily in low-to-medium hazard industries. Workers' compensation insurance is provided under a statutory system wherein most employers are required to provide coverage for their employees' medical, disability, vocational rehabilitation, and/or death benefit costs for work-related injuries or illnesses. We provide workers' compensation insurance throughout most of the United States, with a concentration in California, where 45% of our in-force premiums are generated. Our revenues are primarily comprised of net premiums earned, net investment income, and net realized and unrealized gains and losses on investments.

The insurance industry is highly competitive, and there is significant competition in the national workers' compensation industry that is based on price and quality of services. We compete with other specialty workers' compensation carriers, state agencies, multi-line insurance companies, professional employer organizations, self-insurance funds, and state insurance pools.

We target small businesses, as we believe that this market is traditionally characterized by more attractive pricing and stronger persistency when compared to the U.S. workers' compensation insurance industry in general. We believe we are able to price our policies at levels that are competitive and profitable over the long-term given our expertise in underwriting and claims handling in this market segment. Our underwriting approach is to consistently underwrite small business accounts at appropriate and competitive prices without sacrificing long-term profitability and stability for short-term top-line revenue growth.

**Overview**

**Summary Financial Results**

Our net income was \$118.1 million, \$48.4 million, and \$119.3 million in 2023, 2022, and 2021, respectively. The insurance industry key factors that affected our financial results during those years included:

- Net premiums earned increased 6.9% in 2023 and 17.5% in 2022, each compared to the previous year;
- Losses and LAE increased 3.8% in 2023 and 24.0% in 2022, each compared to the previous year;
- Underwriting and general and administrative expenses increased 7.6% in 2023 and 4.4% in 2022, each compared to the previous year;
- Underwriting income was \$36.2 million, \$21.0 million and \$22.9 million in 2023, 2022, and 2021, respectively;
- Net investment income increased 18.6% in 2023 and 23.5% in 2022, each compared to the previous year;
- Net realized and unrealized gains (losses) on investments were \$22.7 million, \$(51.8) million, and \$54.6 million in 2023, 2022, and 2021, respectively; and
- Other expenses were \$11.0 million and \$4.1 million in 2023 and 2021, respectively. We did not incur any noteworthy other expenses in 2022.

**Year Ended December 31, 2023**

Our underwriting results benefited from an increase in net premiums earned because of higher new and renewal business premiums and higher net favorable prior year loss reserve development. Our investment results benefited from a sharp increase in our net investment income due to higher bond yields and net realized and unrealized gains. Our non-underwriting expenses in 2023 included the cost of the early lease termination of our former corporate headquarters and a write-off of previously capitalized cloud computing costs associated with a policy management system.

**Year Ended December 31, 2022**

Our underwriting results benefited from an increase in net premiums earned because of higher new and renewal business premiums, increased final audit premiums, and higher net favorable prior year loss reserve development. Our investment results benefited from a sharp increase in our net investment income due to higher bond yields, offset by net realized and unrealized losses.

#### Year Ended December 31, 2021

Our underwriting results benefited from net favorable prior year loss reserve development. Our investment results benefited from net realized and unrealized investment gains. Our non-underwriting expenses included severance costs from a reduction-in-force and the write-off of previously capitalized costs relating to information technologies identified as no longer being utilized.

Our consolidated financial results of operations for the three year period ending December 31, 2023 are as follows:

	Years Ended December 31,		
	2023		2022
	(in millions)		
Gross premiums written	\$ 767.7	\$ 714.2	\$ 589.7
Net premiums written	\$ 760.6	\$ 707.2	\$ 583.1
Net premiums earned	\$ 721.9	\$ 675.2	\$ 574.4
Net investment income	106.5	89.8	72.7
Net realized and unrealized gains (losses) on investments	22.7	(51.8)	54.6
Other (loss) income	(0.2)	0.3	1.4
Total revenues	850.9	713.5	703.1
<i>Underwriting expenses:</i>			
Losses and LAE	405.7	391.0	315.2
Commission expense	100.0	95.9	76.1
Underwriting and general and administrative expenses	180.0	167.3	160.2
<i>Non-underwriting expenses:</i>			
Interest and financing expenses	5.8	3.5	0.5
Other expenses	11.0	—	4.1
Total expenses	702.5	657.7	556.1
Net income before income taxes	148.4	55.8	147.0
Income tax expense	30.3	7.4	27.7
Net income	\$ 118.1	\$ 48.4	\$ 119.3

A primary measure of our financial strength and performance is highly competitive, our ability to increase Adjusted stockholders' equity and there Adjusted stockholders' equity per share over the long-term. We believe that this measure is significant competition in the national workers' compensation industry that is based on price important to our investors, analysts, and quality of services. We compete other interested parties who benefit from having an objective and consistent basis for comparison with other specialty workers' compensation carriers, state agencies, multi-line insurance companies professional employer organizations, self-insurance funds, within our industry. Further, the change in our adjusted stockholders' equity per share (after taking into account stockholder dividends declared) serves as the performance measure associated with our 2023 and state insurance pools. 2022 performance share unit awards. The following table shows a reconciliation of our Stockholders' equity on a GAAP basis to our Adjusted stockholders' equity.

	Years Ended December 31,		
	2023		2022
	(in millions, except share and per share data)		
GAAP stockholders' equity	\$ 1,013.9	\$ 944.2	
Deferred reinsurance gain - LPT agreement	99.2	106.1	
Accumulated other comprehensive loss, net of tax	86.0	138.9	
Adjusted stockholders' equity <sup>(1)</sup>	\$ 1,199.1	\$ 1,189.2	
Ending common shares outstanding	25,369,753	27,160,748	
Adjusted stockholders' equity per share	\$ 47.26	\$ 43.78	

(1) Adjusted stockholders' equity is a non-GAAP measure consisting of total GAAP stockholders' equity plus the Deferred Gain, plus Accumulated other comprehensive loss, net.

During 2023, we grew our Adjusted stockholders' equity by \$9.9 million (or \$3.48 per share), despite returning \$106.5 million to stockholders through share repurchases and dividends declared on common stock and eligible plan awards.

#### I. **Review of Underwriting Results**

Underwriting income or loss is determined by deducting losses and LAE, commission expenses, and underwriting and general and administrative expenses from net premiums earned. Our underwriting results for the three year period ending December 31, 2023 are as follows:

	Years Ended December 31,		
	2023		
	(in millions)		
Gross premiums written	\$ 767.7	\$ 714.2	\$ 589.7
Net premiums written	\$ 760.6	\$ 707.2	\$ 583.1
Net premiums earned	\$ 721.9	\$ 675.2	\$ 574.4
Losses and LAE	405.7	391.0	315.2
Commission expense	100.0	95.9	76.1
Underwriting and general and administrative expenses	180.0	167.3	160.2
Total underwriting expenses	685.7	654.2	551.5
Underwriting income	\$ 36.2	\$ 21.0	\$ 22.9
Total impact of the LPT	(7.2)	(8.3)	(11.5)
Underwriting income excluding LPT <sup>(1)</sup>	\$ 29.0	\$ 12.7	\$ 11.4
Loss and LAE ratio	56.2 %	57.9 %	54.9 %
Commission expense ratio	13.9	14.2	13.2
Underwriting expense ratio	24.9	24.8	27.9
Combined ratio	95.0 %	96.9 %	96.0 %
Total impact of the LPT	1.0 %	1.2 %	2.0 %
Combined ratio excluding LPT <sup>(1)</sup>	96.0 %	98.1 %	98.0 %

(1) The LPT Agreement is a non-recurring transaction that does not result in any significant ongoing benefits to the Company. We provide our underwriting income and combined ratios excluding the effects of supply chain interruptions, lingering U.S. labor market shortages impacting certain employer classifications the LPT because we believe that we insure, inflationary pressures, monetary these measures are useful in providing investors, analysts and fiscal policy measures, overall general economic instability and the COVID-19 pandemic have continued to cause disruptions in business activity. All states, including California, where we generated 45% other interested parties a meaningful understanding of our in-force ongoing underwriting performance and provides them with a consistent basis for comparison with other companies in our industry. In addition, we believe that these non-GAAP measures, as presented, are helpful to our management in identifying trends in our performance because the LPT has limited significance to our current and ongoing operations.

#### Gross Premiums Written

Gross premiums as of December 31, 2022 written were \$767.7 million, have experienced adverse economic impacts. Certain classes of business that we insure continue to be adversely \$714.2 million, and disproportionately affected by these challenges.

Our premium \$589.7 million for the years ended December 31, 2023, 2022, and 2021, respectively. The strong growth in 2022 is our premiums written in 2023 was the result of higher new and renewal business premiums and final audit premiums. The growth in new business premiums we experienced in 20222023 was mostly the result of increases in new business submissions, quotes and binds in most of the states in which we operate, which was largely driven by our expansion in the classes of business that we offer and our growing number of collaborations with strategic business partners. As Additionally, in 2023 we increased our final audit premium accruals by \$4.1 million and we recognized \$29.2 million of audit premium pick-up, as our payroll exposure increased with U.S. labor market shortages improve strengthening and wage inflation continues, we expect that rising payrolls will continue to bring further improvement to wages. Furthermore, our top line renewal premiums benefited from strong retention rates experienced throughout the year.

We continually review and adjust to changes The strong growth in our policyholders' payrolls, economic conditions, premiums written in 2022 was the result of higher new and seasonality, as experience develops or renewal business premiums and higher final audit premiums. The growth in new information becomes known. Any such adjustments are included business premiums experienced was the result of increases in new business submissions, quotes and binds in most of the states in which we operate, which was largely driven by our current operations and are made periodically through mid-term endorsements and/or premium audits. expansion in the classes of business that we offer. We also increased our final audit premium accruals by \$24.6 million and recognized \$34.8 million of audit premium pick-up, in 2022, as our payroll exposure improved increased with U.S. labor market strengthening and rising wages.

Recent increases in market interest Furthermore, our renewal premiums benefited from strong retention rates have negatively impacted experienced throughout the fair value of our fixed maturity investments in 2022. In addition, economic and market disruptions caused by inflationary pressures and geo-political conditions have negatively impacted the fair value of our equity securities in 2022. The negative impacts to our investment portfolio experienced in 2022 have consisted primarily of unrealized investment losses. Conversely, the recent increases in market interest rates have favorably impacted our net investment income throughout 2022.

While we have no international operations, the geo-political uncertainties associated with the ongoing Russia and Ukraine conflict have indirectly impacted the value of our investment portfolio.

#### Results of Operations

Our results of operations for the three year period ending December 31, 2022 are as follows:

	Years Ended December 31,		

	2022	2021	2020
	(in millions)		
Gross premiums written	\$ 714.2	\$ 589.7	\$ 580.1
Net premiums written	\$ 707.2	\$ 583.1	\$ 574.9
Net premiums earned	\$ 675.2	\$ 574.4	\$ 615.3
Net investment income	89.8	72.7	76.3
Net realized and unrealized (losses) gains on investments	(51.8)	54.6	19.0
Other income	0.3	1.4	0.8
Total revenues	713.5	703.1	711.4
Losses and LAE	391.0	315.2	302.4
Commission expense	95.9	76.1	78.8
Underwriting and general and administrative expenses	167.3	160.2	181.3
Interest and financing expenses	3.5	0.5	0.4
Other expenses	—	4.1	0.8
Total expenses	657.7	556.1	563.7
Net income before income taxes	55.8	147.0	147.7
Income tax expense	7.4	27.7	27.9
Net income	\$ 48.4	\$ 119.3	\$ 119.8

## Overview

Our net income was \$48.4 million, \$119.3 million, and \$119.8 million in 2022, 2021, and 2020, respectively. The key factors that affected our financial performance during those years included:

- Net premiums earned increased 17.5% in 2022 and decreased 6.6% in 2021, each compared to the previous year;
- Losses and LAE increased 24.0% in 2022 and 4.2% in 2021, each compared to the previous year;
- Underwriting and general and administrative expenses increased 4.4% in 2022 and decreased 11.6% in 2021, each compared to the previous year;
- Underwriting income was \$21.0 million, \$22.9 million and \$52.8 million in 2022, 2021, and 2020, respectively;
- Net investment income increased 23.5% in 2022 and decreased 4.7% in 2021, each compared to the previous year; and
- Net realized and unrealized (losses) gains on investments were \$(51.8) million, \$54.6 million, and \$19.0 million in 2022, 2021, and 2020, respectively.

## Summary of Consolidated Financial Results

### Gross Premiums Written

Gross premiums written were \$714.2 million, \$589.7 million, and \$580.1 million for the years ended December 31, 2022, 2021, and 2020, respectively. The period over period changes in gross premiums earned during 2022, 2021, and 2020 were primarily related to our Employers segment. See –Summary of Financial Results by Segment – Employers year.

### Net Premiums Written

Net premiums written are gross premiums written less reinsurance premiums ceded. For each of the years presented, the reinsurance premiums ceded related to our July 1- June 30 annual reinsurance programs as further described herein.

Net premiums written were \$760.6 million, \$707.2 million, and \$583.1 million for the years ended December 31, 2023, 2022, and 2021, respectively, which included \$7.1 million, \$7.0 million, and \$6.6 million of reinsurance premiums ceded, respectively.

### Net Premiums Earned

Net premiums earned are primarily a function of the amount and timing of net premiums previously written.

### Net Investment Income and Net Realized and Unrealized Gains and Losses on Investments

We invest in fixed maturity securities, equity securities, other invested assets, short-term investments, and cash equivalents. Net investment income includes interest and dividends premiums earned on our invested assets and amortization of premiums and discounts on our fixed maturity securities, less bank service charges and custodial and portfolio management fees.

Net investment income was \$89.8 million were \$721.9 million, \$72.7 million \$675.2 million, and \$76.3 million \$574.4 million for the years ended December 31, 2022 December 31, 2023, 2022, and 2021, and 2020, respectively. The increase in 2022 was primarily due to higher market interest rates impacting bond yields and higher invested balances of fixed maturity securities, short-term investments, and cash and cash equivalents, as measured by amortized cost. The decrease in 2021 was primarily due to lower interest rates impacting bond yields. The average pre-tax ending book yield on our invested assets was 3.9%, 3.0%, and 3.0% at December 31, 2022, 2021, and 2020, respectively.

Realized and unrealized gains and losses on our investments are reported separately from our net investment income. Realized gains and losses on investments include the gain or loss on a security at the time of sale compared to its original or adjusted cost (equity securities) or amortized cost (fixed maturity securities). Realized losses are also recognized for changes in our CECL allowance or when securities are written down as a result of an other-than-temporary impairment. Changes in fair value of equity securities and other invested assets are also included in Net realized and unrealized gains and losses on investments on our Consolidated Statements of Comprehensive (Loss) Income.

Net realized and unrealized (losses) gains on investments were \$(51.8) million, \$54.6 million, and \$19.0 million for the years ended December 31, 2022, 2021, and 2020, respectively.

Net realized and unrealized (losses) gains on investments in 2022 included \$(49.2) million of net realized and unrealized losses on equity securities, \$(3.6) million of net realized losses on fixed maturity securities, and \$1.0 million of unrealized gains on other invested assets. The net investment losses on our equity securities were largely consistent with the performance of U.S. equity markets. The net investment losses on our fixed maturity securities were primarily the result of rising market interest rates. The net realized losses on our fixed maturity securities we experienced in 2022 included a \$4.3 million net increase in our allowance for CECL.

Net realized and unrealized gains on investments in 2021 included \$45.6 million of net realized and unrealized gains on equity securities, \$4.1 million of net realized gains on fixed maturity securities, and \$4.9 million of unrealized gains on other invested assets. The net investments gains on our equity securities were largely consistent with the performance of U.S. equity markets. The net investment gains on our fixed maturity securities were primarily the result of decreases in market interest rates. The net investment gains on our fixed maturity securities we experienced in 2021 included a \$0.5 million net decrease in our allowance for CECL.

Net realized and unrealized gains on investments in 2020 included \$15.8 million of net realized and unrealized gains on equity securities, \$4.5 million of net realized gains on fixed maturity securities and short-term investments, and \$(1.3) million of unrealized losses on other invested assets. The net investment gains on our equity securities were largely consistent with the performance of U.S. equity markets. The net investment gains on our fixed maturity securities were primarily the result of decreases in market interest rates. The net investment gains on our fixed maturity securities we experienced in 2020 included a \$0.7 million net increase in our allowance for CECL.

Additional information regarding our Investments is set forth under "—Liquidity and Capital Resources—Investments" and Note 5 in the Notes to our Consolidated Financial Statements.

#### Other Income

Other income consists of net gains and losses on fixed assets, non-investment interest, installment fee revenue, and other miscellaneous income. Beginning in 2022, installment fee revenue is included within our net investment income.

#### Losses and LAE, Commission Expenses, and Underwriting Expenses

The following table presents our calendar year combined ratios.

	Years Ended December 31,		
	2023	2022	2021
Loss and LAE ratio excluding LPT	57.2 %	59.1 %	56.9 %
Loss and LAE ratio - LPT	(1.0)%	(1.2)%	(2.0)%
Commission expense ratio	13.9	14.2	13.2
Underwriting expense ratio	24.9	24.8	27.9
Combined ratio	95.0 %	96.9 %	96.0 %
Combined ratio excluding LPT	96.0 %	98.1 %	98.0 %

Losses and LAE represents our largest expense item and includes claim payments made, amortization of the Deferred Gain, LPT Reserve Adjustments, LPT Contingent Commission Adjustments, estimates for future claim payments and changes in those estimates for current and prior periods, and costs associated with investigating, defending, and adjusting claims. The quality of our financial reporting depends in large part on accurately predicting our losses and LAE, which are inherently uncertain as they are estimates of the ultimate cost of individual claims based on actuarial estimation techniques.

Our current accident year loss estimate considers, and continues to consider, and benefit from, overall declines in the on-leveled frequency of compensable indemnity claims. Total claims costs have also been reduced by cost savings associated with our continued focus on accelerating claims settlements. We believe that our current accident year loss estimate is adequate; however, ultimate losses will not be known with any certainty for many years.

Additional information regarding our reserves for losses and LAE is set forth under "—Critical Accounting Estimates—Reserves for Losses and LAE." See also, "—Summary

**Loss and LAE Ratio.** We analyze our loss and LAE ratios on both a calendar year and accident year basis.

The calendar year loss and LAE ratio is calculated by dividing the losses and LAE recorded during the calendar year, regardless of when the underlying insured event occurred, by the net premiums earned during that calendar year. The calendar year loss and LAE ratio includes changes made during the calendar year in reserves for losses and LAE established for insured events occurring in the current and prior years. The calendar year loss and LAE ratio for a particular year will not change in future periods.

The accident year loss and LAE ratio is calculated by dividing cumulative losses and LAE for reported events that occurred during a particular year by the net premiums earned for that year. The accident year loss and LAE ratio for a particular year can decrease or increase when recalculated in subsequent periods as the reserves established for insured events occurring during that year fluctuate.

Our calendar year loss and LAE ratio is analyzed to measure profitability in a particular year and to evaluate the adequacy of premium rates charged in a particular year to cover expected losses and LAE from all periods, including development (whether favorable or unfavorable) of reserves established in prior periods. In contrast, our accident year loss and LAE ratios are analyzed to evaluate underwriting performance and the adequacy of the premium rates charged in a particular year in relation to ultimate losses and LAE from insured events occurring during that year. The loss and LAE ratios provided in this report are on a calendar year basis, except where they are expressly identified as accident year loss and LAE ratios.

The table below reflects prior accident year loss and LAE reserve adjustments and the impact to loss ratio.

	Years Ended December 31,
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	2023	2022	2021
	(dollars in millions)		
Current accident year losses and LAE - excluding LPT	\$ 457.8	\$ 432.8	\$ 366.5
Prior accident year favorable loss reserve development, net	(44.9)	(33.5)	(39.8)
Impact of LPT	(7.2)	(8.3)	(11.5)
Calendar year losses and LAE	<u>\$ 405.7</u>	<u>\$ 391.0</u>	<u>\$ 315.2</u>
Current accident year loss and LAE ratio	63.4 %	64.1 %	63.8 %
Calendar year loss and LAE ratio	56.2 %	57.9 %	54.9 %
Calendar year loss and LAE ratio - excluding LPT	57.2 %	59.1 %	56.9 %

The increase in our calendar year losses and LAE from 2022 to 2023 was primarily due to higher earned premium, partially offset by higher net favorable prior year loss reserve development. Net favorable prior year loss reserve development in 2023 was \$44.9 million versus \$33.5 million in 2022. The increase in our calendar year losses and LAE from 2021 to 2022 was primarily due to higher earned premium, a higher accident year loss and LAE estimate and less net favorable prior year loss reserve development. Net favorable prior year loss reserve development recognized in 2022 was \$33.5 million versus \$39.8 million recognized in 2021.

The net favorable development recognized in 2023 was primarily the result of decreasing medical paid loss trends in California related to accident years 2020 and prior, partially offset by reserve strengthening related to accident year 2021. The rapid economic rebound following the COVID-19 pandemic led to large premium increases related to accident year 2021 that were recognized through policy audits in subsequent years. In response, we strengthened our reserves for accident year 2021 to reflect the potential for higher losses arising from the higher than expected premium.

The net favorable development recognized in 2022 was primarily the result of decreasing medical and indemnity paid loss trends related to accident years 2020 and prior.

The net favorable development recognized in 2021 was primarily the result of decreasing medical and defense and cost containment paid loss trends related to accident years 2017 and prior, due primarily to decreasing medical costs and defense and cost containment, partially offset by: (i) \$10.0 million of unfavorable development related to accident year 2019, which is reflective of more weight being placed on now sufficiently seasoned loss trends and patterns originating in part from business written in our newer territories; and (ii) \$8.0 million of unfavorable loss development associated with two catastrophic non-COVID-19 claims in accident year 2020.

Our current accident year loss and LAE ratios from 2021 to 2023 have remained largely consistent due to continued low indemnity claim frequency. In addition, our current accident year loss and LAE ratios continue to reflect the impact of key business initiatives: an emphasis on accelerated settlements of open claims; further diversifying our risk exposure across geographic markets, when appropriate; and leveraging data-driven strategies to target, underwrite, and price profitable classes of business across our markets.

Excluding the impact from the LPT Agreement, losses and LAE would have been \$412.9 million, \$399.3 million, and \$326.7 million, or 57.2%, 59.1%, and 56.9% of net premiums earned, for the years ended December 31, 2023, 2022, and 2021, respectively.

The table below reflects the impact of the LPT on Losses and LAE, which are recorded as a reduction to Losses and LAE incurred on our Consolidated Statements of Comprehensive Income (Loss).

	Years Ended December 31,		
	2023	2022	2021
		(in millions)	
Amortization of the Deferred Gain related to losses	\$ 6.3	\$ 6.8	\$ 6.7
Amortization of the Deferred Gain related to contingent commission	1.5	1.5	1.7
Impact of LPT Reserve Adjustments <sup>(1)</sup>	(0.9)	—	2.6
Impact of LPT Contingent Commission Adjustments <sup>(2)</sup>	0.3	—	0.5
<b>Total impact of the LPT</b>	<b>\$ 7.2</b>	<b>\$ 8.3</b>	<b>\$ 11.5</b>

(1) LPT Reserve Adjustments result in a cumulative adjustment to the Deferred Gain, which is recognized in losses and LAE incurred on our Consolidated Statements of Comprehensive Income (Loss), such that the Deferred Gain reflects the balance that would have existed had the revised reserves been recognized at the inception of the LPT Agreement. (See Note 2 in the Notes to our Consolidated Financial Results by Segment –Employers.” Statements.)

(2) LPT Contingent Commission Adjustments result in an adjustment to the Contingent commission receivable - LPT Agreement, which is recognized in losses and LAE incurred on our Consolidated Statements of Comprehensive Income (Loss). (See Note 2 in the Notes to our Consolidated Financial Statements.)

#### Commission Expenses Expense Ratio.

Commission expenses include direct commissions to our agents and brokers, including our partnerships and alliances, for the premiums that they produce for us, as well as incentive payments, other marketing costs, and fees. See “-Summary

Our commission expense ratio was 13.9%, 14.2%, and 13.2%, and our commission expenses were \$100.0 million, \$95.9 million, and \$76.1 million for the years ended December 31, 2023, 2022, and 2021, respectively. The decrease in the commission expense ratio from 2022 to 2023 was primarily related to a reduction for uncollected premium, which resulted in a reversal of Financial Results by Segment –Employers.”

commissions. The increase from 2021 to 2022 was primarily the result of an increase in agency incentive accruals, an increase in new business writings, which are subject to higher commission rates, and a reversal of commissions relating to non-compliant and uncollectible premium recorded in 2021.

#### Underwriting and General and Administrative Expenses Expense Ratio.

Underwriting and general and administrative expenses represent those costs that we incur to underwrite and maintain the insurance policies we issue, excluding commissions. Direct Variable underwriting expenses, such as premium taxes, policyholder dividends, and those expenses that vary directly with the production of new or renewal business, are recognized as the associated premiums are earned. Indirect Fixed underwriting expenses, such as the operating expenses of each of the Company's EHI and its subsidiaries, do not vary directly with the production of new or renewal business and are recognized as incurred.

General Our underwriting and general and administrative expense ratio was 24.9%, 24.8%, and 27.9%, and our underwriting expenses were \$180.0 million, \$167.3 million, and \$160.2 million for the years ended December 31, 2023, 2022, and 2021, respectively.

During 2023, our fixed underwriting expenses increased by \$7.5 million, primarily the result of increases in payroll-related expenses and professional fees, partially offset by decreases in facilities and advertising expenses, and our variable underwriting expenses increased by \$5.2 million, primarily due to higher policyholder dividends and our allowance for bad debt.

During 2022, our fixed underwriting expenses decreased by \$2.5 million, primarily the holding company result of a reduction in facilities and IT-related expenses, and our variable underwriting expenses increased by \$9.6 million, primarily due to higher premium taxes and assessments.

## II. Review of Non-Underwriting Results

### **Net Investment Income and Net Realized and Unrealized Gains and Losses on Investments**

We invest in fixed maturity securities, equity securities, other invested assets, short-term investments, and cash equivalents. Net investment income includes interest and dividends earned on our invested assets and amortization of premiums and discounts on our fixed maturity securities, less bank service charges and custodial and portfolio management fees.

Net investment income was \$106.5 million, \$89.8 million, and \$72.7 million for the years ended December 31, 2023, 2022, and 2021, respectively. The increase in 2023 was due to higher bond yields, partially offset by lower invested balances of fixed maturity securities and short-term investments, as measured by amortized cost. The increase in 2022 was primarily due to higher bond yields and higher invested balances of fixed maturity securities, short-term investments, and cash and cash equivalents, as measured by amortized cost. The average pre-tax ending book yield on our invested assets was 4.3%, 3.9%, and 3.0% at December 31, 2023, 2022, and 2021, respectively.

Realized and unrealized gains and losses on our investments are excluded reported separately from our net investment income. Realized gains and losses on investments include the underwriting expense ratios gain or loss on a security at the time of sale compared to its original or adjusted cost (equity securities) or amortized cost (fixed maturity securities). Realized losses are also recognized for changes in our reportable segments. CECL allowance or when securities are written down because of an other-than-temporary impairment. Changes in fair value of equity securities and other invested assets are also included in Net realized and unrealized gains and losses on investments on our Consolidated Statements of Comprehensive Income (Loss).

Net realized and unrealized gains (losses) on investments were \$22.7 million, \$(51.8) million, and \$54.6 million for the years ended December 31, 2023, 2022, and 2021, respectively.

Net realized and unrealized gains (losses) on investments in 2023 included \$27.0 million of net realized and unrealized gains on equity securities, \$(8.0) million of net realized losses on fixed maturity securities, and \$3.7 million of unrealized gains on other invested assets. The net investment gains on our equity securities were largely consistent with the performance of U.S. equity markets. The net investment losses on our fixed maturity securities were largely concentrated in certain holdings in the financial and banking sectors and were partially offset by a decrease of \$1.8 million in our allowance for CECL.

Net realized and unrealized gains (losses) on investments in 2022 included \$(49.2) million of net realized and unrealized losses on equity securities, \$(3.6) million of net realized losses on fixed maturity securities, and \$1.0 million of unrealized gains on other invested assets. The net investments losses on our equity securities were largely consistent with the performance of U.S. equity markets. The net investment losses on our fixed maturity securities were primarily the result of rising market interest rates. The net investment losses on our fixed maturity securities we experienced in 2022 included a \$4.3 million net increase in our allowance for CECL.

Net realized and unrealized gains on investments in 2021 included \$45.6 million of net realized and unrealized gains on equity securities, \$4.1 million of net realized gains on fixed maturity securities, and \$4.9 million of unrealized gains on other invested assets. The net investment gains on our equity securities were largely consistent with the performance of U.S. equity markets. The net investment gains on our fixed maturity securities were primarily the result of decreases in market interest rates. The net investment gains on our fixed maturity securities we experienced in 2021 included a \$0.5 million net decrease in our allowance for CECL.

Additional information regarding our Investments is set forth under "–Liquidity and Capital Resources–Investments" and Note 5 in the Notes to our Consolidated Financial Statements.

### **Other (Loss) Income**

Other (loss) income consists of net gains and losses on fixed assets, non-investment interest, and other miscellaneous income. Other (loss) income were \$(0.2) million, \$0.3 million, and \$1.4 million for the years ended December 31, 2023, 2022, and 2021, respectively.

### **Interest and Financing Expenses**

Interest and financing expenses include fees and interest associated with our \$75.0 million three-year revolving credit facility, fees and interest associated with our various credit arrangements with the Federal Home Loan Bank of San Francisco (FHLB), finance lease interest, and other financing fees.

Interest and financing expenses were \$5.8 million, \$3.5 million, and \$0.5 million for the years ended December 31, 2023, 2022, and 2021, respectively.

The increase in interest and financing expenses in December 31, 2023 and 2022, versus those of 2021, were the result of advances we received from the FHLB Standard Credit Program, all of which were repaid at December 31, 2023.

### **Other Expenses**

In 2023, we wrote-off \$1.6 million of previously capitalized cloud computing costs associated with a policy management system as part of a continual evaluation of our ongoing technology initiatives. Additionally, we recorded a non-recurring charge in connection with the early termination of the lease associated with our former corporate headquarters in Reno, Nevada. This charge included a lease termination payment of \$7.6 million, a write-off related to remaining leasehold improvements and furniture and equipment of \$2.6 million, and estimated miscellaneous expenses associated with exiting the property of \$0.2 million. We also recognized a lease termination gain pertaining to the elimination of the lease liability net of the right-of-use asset of \$1.0 million. The decision to terminate this operating lease was undertaken as part of an ongoing review of our future facility needs.

In 2021, we recorded \$3.1 million of employee severance costs resulting from a reduction-in-force, which was undertaken to better align our expenses with current revenues. We also wrote off \$1.0 million of previously capitalized costs relating to information technologies identified as no longer being utilized. In 2020, as a result of the effectiveness of our work-from-home transition, we reduced our real estate footprint and closed and vacated various office locations and, accordingly, we recorded charges of \$0.8 million related to the abandonment of certain operating leases.

#### Income Tax Expense

Income tax expense was \$7.4 million \$30.3 million, \$27.7 million \$7.4 million, and \$27.9 million \$27.7 million for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively, representing effective tax rates of 13.3% 20.4%, 18.8% 13.3%, and 18.9% 18.8% for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively.

On January 1, 2000, EICN assumed the assets, liabilities, and operations of the Fund pursuant to legislation passed in the 1999 Nevada Legislature (the Privatization). Prior to the Privatization, the Fund was part of the State of Nevada and therefore was not subject to federal income tax. Accordingly, any pre-Privatization loss and LAE reserve adjustments, LPT Reserve Adjustments and Deferred Gain amortization impact our net income but do not change our taxable income.

Tax-advantaged investment income, pre-Privatization loss and LAE reserve adjustments, LPT Reserve Adjustments, LPT Contingent Commission Adjustments, Deferred Gain amortization and certain other adjustments reduced our income tax expense computed at a statutory rate of 21% by \$4.3 million \$0.9 million, \$3.3 million \$4.3 million, and \$3.1 million \$3.3 million for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively.

In addition to the adjustments described above, our effective tax rate in 2022 was further reduced by a \$1.4 million non-recurring Federal income tax benefit attributable to the repeal of Internal Revenue Code (IRC) section 847.

Additionally, we recognize deferred tax assets when we determine that such assets are more-likely-than-not to be realized in future periods. In making such a determination, we consider all available evidence, including future reversals of existing taxable temporary differences, tax-planning strategies, projected future taxable income, projected future tax rates, and results of recent operations. If it is determined that it is not more-likely-than-not that we could fully realize our deferred tax assets in future periods, we would establish a deferred tax asset valuation allowance that would increase our provision for income taxes.

In assessing the need for a deferred tax asset valuation allowance, we are required to make certain judgments and assumptions about our future operations based on historical experience and information regarding reversals of existing temporary differences, carryback capacity, future taxable income and tax planning strategies. Recent events, including changes in market interest rates and significant financial market volatility, have caused us to recognize a net capital deferred tax asset in the amount of \$24.7 million at December 31, 2022, as compared to a net capital deferred tax liability of \$43.5 million at December 31, 2021. We are currently utilizing tax planning strategies in our assessment of the realizability of a portion of our net capital deferred tax asset at December 31, 2022. These tax planning strategies include the potential sale of selected securities that are currently in a net unrealized gain position for tax purposes to offset future expiring capital loss carryforwards, as well as the holding fixed maturity securities that are currently in a net unrealized loss position for tax purposes until recovery or maturity, if needed, to avoid future expiring capital loss carryforwards. As of December 31, 2022 December 31, 2023, we did not require a deferred tax asset valuation allowance.

For additional information regarding our income tax expense see Note 8 in the Notes to our Consolidated Financial Statements.

#### Summary of Financial Results by Segment

##### EMPLOYERS

The components of net income before income taxes for our Employers segment are set forth in the following table:

	Years Ended December 31,		
	(\$ in millions)		
	2022	2021	2020
Gross premiums written	\$ 707.5	\$ 588.2	\$ 579.8
Net premiums written	\$ 700.5	\$ 581.6	\$ 574.6
Net premiums earned	\$ 672.1	\$ 573.7	\$ 615.1
Net investment income	82.1	69.3	72.1
Net realized and unrealized (losses) gains on investments	(44.0)	54.5	20.9
Other income	0.3	1.4	0.8
Total revenues	710.5	698.9	708.9
Losses and LAE	397.5	326.2	314.2
Commission expense	95.8	76.1	78.8
Underwriting expenses	138.9	131.2	151.1
Interest and financing expenses	3.0	—	0.1
Other expenses	—	4.1	0.7
Total expenses	635.2	537.6	544.9
Net income before income taxes	\$ 75.3	\$ 161.3	\$ 164.0
Underwriting income	\$ 39.9	\$ 40.2	\$ 71.0

Combined ratio	94.1 %	93.1 %	88.5 %
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#### Underwriting Results

##### **Gross Premiums Written**

Gross premiums written were \$707.5 million, \$588.2 million, and \$579.8 million for the years ended December 31, 2022, 2021, and 2020, respectively.

The strong growth in Employers' premiums written in 2022 was the result of higher new and renewal business premiums and final audit premiums. The growth in new business premiums experienced was the result of increases in new business submissions, quotes and binds in the majority of the states in which we operate, which is being largely driven by our expansion in the classes of business that Employers offers. We also increased our final audit premium accruals by \$24.6 million and recognized \$34.8 million of audit premium pick-up, as our payroll exposure increased with U.S. labor market strengthening and rising wages. In addition, renewal premium benefited from continued strong retention rates throughout the year.

The modest growth in Employers' premiums written in 2021 was the result of higher new business premiums and final audit premiums, partially offset by lower renewal premium. The growth in new business premiums experienced was the result of increases in new business submissions, quotes and binds in the majority of the states in which we operate, particularly in California. We also increased our final audit accruals by \$12.3 million, as payroll exposure improved with U.S. labor market strengthening during the second half of the year, although we returned \$11.5 million to policyholders throughout the year as a result of lower final audits. Decreases in average rates and policy sizes in many of the states in which we do business negatively impacted our renewal premium in 2021, despite our retention rate remaining strong.

##### **Net Premiums Written**

Net premiums written were \$700.5 million, \$581.6 million, and \$574.6 million for the years ended December 31, 2022, 2021, and 2020, respectively, which included \$7.0 million, \$6.6 million, and \$5.2 million of reinsurance premiums ceded, respectively.

##### **Net Premiums Earned**

Net premiums earned were \$672.1 million, \$573.7 million, and \$615.1 million for the years ended December 31, 2022, 2021, and 2020, respectively.

The following table shows the percentage change in Employers' in-force premiums, excluding estimated final audit premium, policy count, average policy size, and payroll exposure upon which our premiums are based as of December 31, 2022 and 2021, respectively, overall, for California, where 45% of our premiums were generated, and for all other states, excluding California:

	Percentage Change 2022 Over 2021			Percentage Change 2021 Over 2020		
	Overall	California	All Other States	Overall	California	All Other States
In-force premiums	8.3 %	8.2 %	8.4 %	(1.3)%	(1.4)%	(1.3)%
In-force policy count	7.6	5.3	8.9	6.7	2.8	9.1
Average in-force policy size	0.7	2.8	(0.4)	(7.5)	(4.0)	(9.5)
In-force payroll exposure	11.2	9.2	12.2	7.4	10.6	5.8

##### **Losses and LAE, Commission Expenses, and Underwriting Expenses**

The following table presents calendar year combined ratios for our Employers segment:

	Years Ended December 31,		
	2022	2021	2020
Loss and LAE ratio	59.1 %	56.9 %	51.1 %
Commission expense ratio	14.3	13.3	12.8
Underwriting expense ratio	20.7	22.9	24.6
Combined ratio	94.1 %	93.1 %	88.5 %

**Loss and LAE Ratio.** We analyze our loss and LAE ratios on both a calendar year and accident year basis.

The calendar year loss and LAE ratio is calculated by dividing the losses and LAE recorded during the calendar year, regardless of when the underlying insured event occurred, by the net premiums earned during that calendar year. The calendar year loss and LAE ratio includes changes made during the calendar year in reserves for losses and LAE established for insured events occurring in the current and prior years. The calendar year loss and LAE ratio for a particular year will not change in future periods.

The accident year loss and LAE ratio is calculated by dividing cumulative losses and LAE for reported events that occurred during a particular year by the net premiums earned for that year. The accident year loss and LAE ratio for a particular year can decrease or increase when recalculated in subsequent periods as the reserves established for insured events occurring during that year develop favorably or unfavorably. The accident year loss and LAE ratio is based on our statutory financial statements and is not derived from our GAAP financial information.

Our calendar year loss and LAE ratio is analyzed to measure profitability in a particular year and to evaluate the adequacy of premium rates charged in a particular year to cover expected losses and LAE from all periods, including development (whether favorable or unfavorable) of reserves established in prior periods. In contrast, our accident year loss and LAE ratios are analyzed to evaluate underwriting performance and the adequacy of the premium rates charged in a particular year in relation to ultimate losses and LAE from insured events occurring during that year. The loss and LAE ratios provided in this report are on a calendar year basis, except where they are expressly identified as accident year loss and LAE ratios.

The table below reflects Employers' prior accident year loss and LAE reserve adjustments and the impact to loss ratio.

Years Ended December 31,		

	2022	2021	2020
	(\$ in millions)		
Net premiums earned	\$ 672.1	\$ 573.7	\$ 615.1
Losses and LAE	\$ 397.5	\$ 326.2	\$ 314.2
Prior accident year favorable development, net	33.4	39.8	81.6
Current accident year losses and LAE	\$ 430.9	\$ 366.0	\$ 395.8
Current accident year loss and LAE ratio	64.1 %	63.8 %	64.3 %

The increase in Employers' total losses and LAE from 2021 to 2022 was primarily due to higher earned premium, a higher current accident year estimate and less net favorable prior year loss reserve development. Net favorable prior year loss reserve development in 2022 was \$33.4 million versus \$39.8 million in 2021. The increase in Employers' total losses and LAE from

2020 to 2021 was primarily due to less favorable prior year loss reserve development. Net favorable prior year loss reserve development recognized in 2021 was \$39.8 million versus \$81.6 million recognized in 2020.

The net favorable development recognized in 2022 was primarily the result of observed favorable paid loss cost trends predominantly related to accident years 2017 and prior, due primarily to decreasing medical and indemnity costs.

The net favorable development recognized in 2021 was primarily the result of observed favorable paid loss cost trends predominantly related to accident years 2017 and prior, due primarily to decreasing medical costs and defense and cost containment, partially offset by: (i) \$10.0 million of unfavorable development related to accident year 2019, which is reflective of more weight being placed on now sufficiently seasoned loss trends and patterns originating in part from business written in our newer territories; and (ii) \$8.0 million of unfavorable loss development associated with two catastrophic non-COVID claims in accident year 2020.

The net favorable development recognized in 2020 was primarily the result of observed favorable paid loss cost trends predominantly related to accident years 2018 and prior, due primarily to decreasing medical costs, partially offset by \$13.3 million of adverse development on accident year 2019 due, in part, to an inability to fully execute our claims initiatives to reduce loss costs as a result of the COVID-19 pandemic.

Employers' current accident year loss and LAE ratios from 2020 to 2022 have remained largely consistent due to continued low indemnity claim frequency. In addition, Employers' current accident year loss and LAE ratios continue to reflect the impact of key business initiatives: an emphasis on accelerated settlements of open claims; further diversifying its risk exposure across geographic markets, when appropriate; and leveraging data-driven strategies to target, underwrite, and price profitable classes of business across all of its markets.

**Commission Expense Ratio.** Employers' commission expense ratio was 14.3%, 13.3%, and 12.8%, and its commission expenses were \$95.8 million, \$76.1 million, and \$78.8 million for the years ended December 31, 2022, 2021, and 2020, respectively. The increase in Employers' commission expense ratio from 2021 to 2022 was primarily the result of an increase in agency incentive accruals, an increase in new business writings, which are subject to higher commission rates, and a reversal of commissions relating to non-compliant and uncollectible premium recorded in 2021. The increase in Employers' commission expense ratio from 2020 to 2021 was primarily the result of increased commissions on new business writings, which were subject to a higher commission rate.

**Underwriting Expense Ratio.** Employers' underwriting expense ratio was 20.7%, 22.9%, and 24.6%, and its underwriting expenses were \$138.9 million, \$131.2 million, and \$151.1 million for the years ended December 31, 2022, 2021, and 2020, respectively.

The improvement in Employers' underwriting expense ratio from 2021 to 2022 was primarily the result of higher earned premiums and active fixed expense management. During 2022, Employers' fixed expenses (payroll, information technology costs, professional fees, facilities and other) decreased \$1.2 million in the aggregate, to \$96.8 million, and its variable expenses (premium taxes, assessments, policyholder dividends and bad debt expense) increased \$8.9 million in the aggregate, to \$42.1 million, as a result of the increase in earned premium.

The reduction in Employers' underwriting expenses and the improvement in its underwriting expense ratio from 2020 to 2021 was primarily the result of employee reductions and departures, as well as other planned fixed expense reductions such as professional fees.

#### **Underwriting Income**

Employers' underwriting income was \$39.9 million, \$40.2 million, and \$71.0 million for the years ended December 31, 2022, 2021, and 2020, respectively. Underwriting income or loss is determined by deducting losses and LAE, commission expense, and underwriting expenses from net premiums earned.

#### **Non-Underwriting Income and Expenses**

For a further discussion of non-underwriting related income and expenses, including Net Investment Income and Net Realized and Unrealized Gains and Losses on Investments, Other Income, Interest and Financing Expenses, and Other Expenses, see "–Results of Operations –Summary of Consolidated Financial Results."

#### **CERTITY**

The components of net loss before income taxes for our Certity segment are set forth in the following table:

	Years Ended December 31,		
	2022	2021	2020
(in millions)			
Gross premiums written	\$ 6.7	\$ 1.5	\$ 0.3
Net premiums written	\$ 6.7	\$ 1.5	\$ 0.3

Net premiums earned	\$ 3.1	\$ 0.7	\$ 0.2	
Net investment income	4.1	2.8	3.1	
Net realized and unrealized (losses) gains on investments	(1.3)	0.3	—	
Total revenues	5.9	3.8	3.3	
Losses and LAE	1.8	0.5	0.1	
Commission expense	0.1	—	—	
Underwriting expenses	13.9	12.9	16.6	
Other expenses	—	—	0.1	
Total expenses	15.8	13.4	16.8	
Net loss before income taxes	\$ (9.9)	\$ (9.6)	\$ (13.5)	
Underwriting loss	\$ (12.7)	\$ (12.7)	\$ (16.5)	
Combined ratio	n/m	n/m	n/m	
n/m - not meaningful				

#### Underwriting Results

##### **Gross Premiums Written and Net Premiums Written**

Cerity's gross and net premiums written were \$6.7 million, \$1.5 million and \$0.3 million for the years ended December 31, 2022, 2021, and 2020, respectively. Cerity's growth in premiums written in 2022 was largely the result of an expansion in the classes of business that it offers, as well as an increase in the growing number of collaborations that it has developed with strategic digital partners.

Cerity's net premiums earned were \$3.1 million, \$0.7 million and \$0.2 million for the years ended December 31, 2022, 2021, and 2020, respectively.

##### **Losses and LAE and Underwriting Expenses**

Cerity's current accident year loss and LAE ratios in 2022, 2021, and 2020 were highly consistent with those of the Employers' segment. During 2022, Cerity recognized \$0.1 million of net favorable prior year loss reserve development, which was the result of observed favorable paid loss cost trends related to accident years 2020 and prior. Cerity did not recognize any prior year loss reserve development in 2021 or 2020.

Cerity's underwriting expenses were \$13.9 million, \$12.9 million, and \$16.6 million for the years ended December 31, 2022, 2021, and 2020, respectively. The increase in Cerity's underwriting expenses from 2021 to 2022 related primarily to its variable expenses (premium taxes, assessments and bad debt expense), which increased in the aggregate by \$0.7 million as a result of the increase in its earned premium. The decrease in Cerity's underwriting expenses from 2020 to 2021 were primarily the result of employee reductions and departures.

##### **Underwriting Loss**

Cerity's underwriting losses were \$12.7 million, \$12.7 million, and \$16.5 million for the years ended December 31, 2022, 2021, and 2020, respectively. Underwriting income or loss is determined by deducting losses and LAE, commission expense, and underwriting expenses from net premiums earned.

##### **Non-Underwriting Income and Expenses**

For a further discussion of non-underwriting related income and expenses, including Net Investment Income and Net Realized and Unrealized Gains and Losses on Investments, Other Income, and Other Expenses, see "–Results of Operations –Summary of Consolidated Financial Results Consolidated."

#### **CORPORATE AND OTHER**

The components of net income (loss) before income taxes for Corporate and Other are set forth in the following table:

	Years Ended December 31,		
	2022		2021
	(in millions)		
Net investment income	\$ 3.6	\$ 0.6	\$ 1.1
Net realized and unrealized losses on investments	(6.5)	(0.2)	(1.9)
Total revenues	(2.9)	0.4	(0.8)
Losses and LAE - LPT	(8.3)	(11.5)	(11.9)
General and administrative expenses	14.5	16.1	13.6
Interest and financing expenses	0.5	0.5	0.3
Total expenses	6.7	5.1	2.0
Net loss before income taxes	\$ (9.6)	\$ (4.7)	\$ (2.8)

#### Losses and LAE - LPT

The table below reflects the impact of the LPT on Losses and LAE, which are recorded as a reduction to Losses and LAE incurred on our Consolidated Statements of Comprehensive Income.

	Years Ended December 31,		
	2022	2021	2020
(in millions)			
Amortization of the Deferred Gain related to losses	\$ 6.8	\$ 6.7	\$ 8.7
Amortization of the Deferred Gain related to contingent commission	1.5	1.7	1.8
Impact of LPT Reserve Adjustments <sup>(1)</sup>	—	2.6	1.2
Impact of LPT Contingent Commission Adjustments <sup>(2)</sup>	—	0.5	0.2
Total impact of the LPT	\$ 8.3	\$ 11.5	\$ 11.9

(1) LPT Reserve Adjustments result in a cumulative adjustment to the Deferred Gain, which is recognized in losses and LAE incurred on our Consolidated Statements of Comprehensive Income, such that the Deferred Gain reflects the balance that would have existed had the revised reserves been recognized at the inception of the LPT Agreement. (See Note 2 in the Notes to our Consolidated Financial Statements.)

(2) LPT Contingent Commission Adjustments result in a cumulative adjustment to the Deferred Gain, which is recognized in losses and LAE incurred on our Consolidated Statements of Comprehensive Income, such that the Deferred Gain reflects the balance that would have existed had the revised contingent profit commission been recognized at the inception of the LPT Agreement. (See Note 2 in the Notes to our Consolidated Financial Statements.)

#### General and Administrative Expenses

Corporate and Other's general and administrative expenses, which consist primarily of compensation-related expenses, professional fees, and other holding company expenses, were \$14.5 million, \$16.1 million, and \$13.6 million for the years ended December 31, 2022, 2021, and 2020, respectively. Corporate and Other's compensation-related expenses decreased \$2.3 million in 2022 as compared to 2021. The decrease related primarily to the acceleration of share-based awards in connection with the retirement of our former President and Chief Executive Officer in 2021, which served to increase Corporate and Other's compensation-related expenses in that year.

#### Non-Underwriting Income and Expenses

For a further discussion of non-underwriting related income and expenses, including Net Investment Income, Net Realized and Unrealized Gains and Losses on Investments, and Interest and Financing Expenses, see "Results of Operations—Summary of Consolidated Financial Results."

#### Liquidity and Capital Resources

Despite the unrealized investment losses that we sustained in 2022 as a result of increases in market interest rates, economic and market disruptions caused by inflationary pressures and geo-political conditions, we believe that our total capital position remains strong and that the liquidity available to our holding company EHI and its operating subsidiaries remains adequate, adequate and will be sufficient for our financing needs in the next 12 months and in the longer term period thereafter. As a result, we do not currently foresee a need to: (i) suspend dividends at either the holding company EHI or our its insurance subsidiaries; (ii) forgo forego repurchases of our EHI's common stock; (iii) seek additional capital; or (iv) seek any material non-investment asset sales.

#### Holding Company EHI Liquidity

We are EHI is a holding company and our its ability to fund our its operations is contingent upon our its existing capital and the ability of our its subsidiaries to pay dividends up to the holding company, it dividends. Payment of dividends by our EHI's insurance subsidiaries is restricted by state insurance laws and regulations, including laws establishing minimum solvency and liquidity thresholds. We require EHI requires cash to pay stockholder dividends to its stockholders, repurchase its common stock, provide additional surplus to our its insurance subsidiaries, and fund our its operating expenses.

Total cash and investments at the holding company were \$98.9 million \$45.8 million at December 31, 2022 December 31, 2023, consisting of \$37.3 million \$20.3 million of cash and cash equivalents, \$7.9 million \$1.3 million of fixed maturity securities \$33.0 million and \$24.2 million of equity securities, and \$20.7 million of short-term investments. securities.

On December 15, 2020, EHI entered into a Credit Agreement (the Credit Agreement) with a syndicate of financial institutions. The Credit Agreement provides provided EHI with a \$75.0 million three-year revolving credit facility. Borrowings under the Credit Agreement may could be used for working capital and general corporate purposes. Pursuant to the Credit Agreement, EHI has also had the option to request an increase of the credit available under the facility, up to a maximum facility amount of \$125.0 million, subject to the consent of lenders and the satisfaction of certain conditions. EHI borrowed and subsequently repaid \$10.0 million and \$27.0 million under

On February 16, 2023, the Credit Agreement during was amended (the Amended Credit Agreement) to: (i) formally replace the years ended December 31, 2022 Eurodollar interest rate option with an Adjusted term SOFR option; (ii) amend the definition of consolidated "net worth", as referred to within the Amended Credit Agreement; and 2021, respectively. EHI had no outstanding advances under (iii) amend the Credit Agreement as of December 31, 2022 and 2021. minimum consolidated net worth covenant for fiscal quarters ending after September 30, 2022.

The interest rates applicable to loans under the Amended Credit Agreement are were generally based on, at EHI's option, a base rate plus a specified margin, ranging from 0.25% to 1.25%, or the Eurodollar Adjusted Term SOFR rate, (which will convert to an alternative reference rate once LIBOR is discontinued) plus a specified margin, ranging from 1.25% to 2.25%. In addition, EHI paid a fee on each lender's unused commitment, ranging from 0.20% to 0.50%. Total interest paid during and/or fees incurred pursuant to the Amended Credit Agreement or Credit Agreement, as applicable, was \$0.5 million for the year ended December 31, 2023 and \$0.3 million for each of the years ended December 31, 2022 and 2021 was \$0.3 million. 2021.

The Amended Credit Agreement contains contained covenants that require us EHI and its consolidated subsidiaries to maintain: (i) a minimum consolidated net worth of no less than 70% of our stockholders' equity as of September 30, 2020, plus 50% of our aggregate net income thereafter; \$900.0 million; and (ii) a debt to total capitalization ratio of no more than

35%, in each case as determined in accordance with the Amended Credit Agreement. As of December 31, 2022 and 2021, EHI was in compliance with each of these requirements, all the covenants associated with the Credit Agreement from its inception to its expiration on December 15, 2023.

Our EHI's insurance subsidiaries' ability to pay dividends to their parent and distributions is based on their reported capital, surplus, and dividends paid within the prior 12 twelve months. For 2023, 2024, ECIC cannot pay any dividends through March 15, 2024 and can pay \$23.3 million thereafter, without prior regulatory approval; EICN cannot pay any dividends through March 23, 2023 March 27, 2024 and can pay \$9.8 million \$13.7 million thereafter, without prior regulatory approval; EPIC cannot pay any dividends through July 1, 2023 July 14, 2024, and can pay \$22.9 \$23.2 million thereafter, without prior regulatory approval; EAC cannot pay any dividends through July 1, 2023 July 14, 2024, and can pay \$21.0 million \$22.4 million thereafter, without prior regulatory approval; and CIC cannot pay dividends through September 9, 2023 September 20, 2024, without prior regulatory approval, and \$4.0 \$5.7 million thereafter.

On January 14, 2022, ECIC received regulatory approval from the California DOI to pay an extraordinary distribution, in the amount of \$120.0 million, to its parent company, EGI. This distribution was approved by ECIC's Board of Directors on November 12, 2021 and it was paid to EGI on February 15, 2022. As a result of this distribution, ECIC cannot pay dividends through February 15, 2023, without prior regulatory approval and can pay \$21.0 million thereafter, without prior regulatory approval.

#### Operating Subsidiaries' Liquidity

The primary sources of cash for our operating subsidiaries, which include our insurance and other operating subsidiaries, are premium collections, investment income, sales and maturities of investments, proceeds from FHLB advances, and reinsurance recoveries. The primary uses of cash for our operating subsidiaries are payments of losses and LAE, commission expenses, underwriting and general and administrative expenses, ceded reinsurance, repayments of FHLB advances, investment purchases and dividends paid to their parent.

Total cash and investments held by our operating subsidiaries was \$2,559.3 million \$2,458.9 million at December 31, 2022 December 31, 2023, consisting of \$52.1 million \$206.3 million of cash, cash equivalents, and restricted cash, \$2,178.4 million \$1,935.0 million of fixed maturity securities, \$170.7 million \$193.0 million of equity securities, \$98.4 million \$33.1 million of short-term investments, and \$59.7 million \$91.5 million of other invested assets. Sources of immediate and unencumbered liquidity at our operating subsidiaries as of December 31, 2022 December 31, 2023 consisted of \$51.9 million \$206.1 million of cash and cash equivalents, \$164.1 million equivalents, \$187.0 million of publicly-traded equity securities whose proceeds are available within three business days, \$616.0 million \$573.2 million of highly liquid fixed maturity securities whose proceeds are available within three business days, and \$98.4 million \$11.0 million of short-term investments whose proceeds are available within three business days. We believe that our subsidiaries' liquidity needs over the next 24 12 months and for the longer term period thereafter will be met with cash from operations, investment income, and maturing investments.

All of our insurance subsidiaries are members of the FHLB. Membership allows our subsidiaries access to collateralized advances, which may be used to support and enhance liquidity management. The amount of advances that may be taken is dependent on statutory admitted assets on a per company basis.

During 2022, our insurance subsidiaries, with the exception of CIC, had received aggregate advances of \$182.5 million from under the FHLB under their Standard Credit Program, all of which remained outstanding Program. These advances could be repaid at December 31, 2022 any time without penalty and were collateralized by eligible investment securities. The proceeds from these advances were used to purchase an equivalent amount of high-quality collateralized loan obligation securities. The annualized Company's weighted average annual interest rate on these advances was 2.65% in 2022, 5.11% for 2023. Interest incurred and paid during the year ended December 31, 2022 December 31, 2023 each totaled \$5.3 million, and in 2022 totaled \$3.0 million and \$2.3 million, respectively. These In 2023, our insurance subsidiaries repaid all of their advances can be repaid at any time without penalty and are collateralized by eligible investment securities, under the FHLB Standard Credit Program.

In 2020, the FHLB launched its Recovery Advance Program. The Recovery Advance Program is a zero percent interest, six-month or one-year credit product that members could use to provide immediate relief to property owners, businesses, and other customers struggling with the financial impacts of the COVID-19 pandemic. Each FHLB member was allocated up to \$10.0 million in advances under the Recovery Advance Program.

On May 11, 2020, our insurance subsidiaries, with the exception of CIC, received a total of \$35.0 million of advances from the FHLB under the Recovery Advance Program. The advances were secured by collateral previously pledged to the FHLB by our insurance subsidiaries in support of their existing collateralized advance facility, which was reduced by the amount of these outstanding advances. Our insurance subsidiaries repaid \$15.0 million of such advances on November 4, 2020, \$5.0 million on March 31, 2021, and \$15.0 million on May 4, 2021.

FHLB membership also allows our insurance subsidiaries access to Letter of Credit Agreements and on March 9, 2018, ECIC, EPIC, and EAC entered into Letter of Credit Agreements with the FHLB. On January 26, 2021, we chose to amend our existing Letter of Credit Agreements among the FHLB and EPIC to decrease its respective credit amount. On August 13, 2021, we chose to amend our existing Letter of Credit Agreements among the FHLB, ECIC and EAC to decrease their respective credit amounts. The amended Letter of Credit Agreements are between the FHLB and each of EAC, in the amount of \$25.0 million, ECIC, in the amount of \$35.0 million, and EPIC, in the amount of \$10.0 million. The amended Letter of Credit Agreements in effect will expire March 31, 2023. The Letter of Credit Agreements on March 31, 2024 and may only be used to satisfy, in whole or in part, insurance deposit requirements with the State of California and are fully secured with eligible collateral at all times (See Note 11 in the Notes to our Consolidated Financial Statements).

We purchase reinsurance to protect us against the costs of severe claims and catastrophic events, including pandemics. On July 1, 2022 July 1, 2023, we entered into a new reinsurance program that is effective through June 30, 2023 June 30, 2024. The reinsurance program consists of one treaty covering excess of loss and catastrophic loss events in four layers of coverage. Our reinsurance coverage is \$190.0 million in excess of our \$10.0 million retention on a per occurrence basis, subject to certain exclusions. We believe that our reinsurance program meets our needs and that we are sufficiently capitalized.

Our insurance subsidiaries are required by law to maintain a certain minimum level of surplus on a statutory basis. Surplus is calculated by subtracting total liabilities from total admitted assets. The amount of capital in our insurance subsidiaries is maintained relative to standardized capital adequacy measures such as risk-based capital (RBC), as established by the National Association of Insurance Commissioners. The RBC standard was designed to provide a measure by which regulators can assess the adequacy of an insurance company's capital and surplus relative to its operations. An insurance company must maintain capital and surplus of at least 200% of RBC. Each of our insurance subsidiaries had total adjusted capital in excess of the minimum RBC requirements that correspond to any level of regulatory action at December 31, 2022 December 31, 2023.

Various state laws and regulations require us to hold investment securities or letters of credit on deposit with certain states in which we do business. Securities having a fair value of \$745.9 million \$748.1 million and \$861.4 million \$745.9 million were on deposit at each of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. These laws and regulations govern both the amount and types of investment securities that are eligible for deposit. Additionally, standby letters of credit from the FHLB have been issued in lieu of \$70.0 million of securities on deposit at December 31, 2022 December 31, 2023 and 2021, 2022.

Certain reinsurance contracts require company funds to be held in trust for the benefit of the ceding reinsurer to secure the outstanding liabilities we have assumed. The fair value of fixed maturity securities held in trust for the benefit of our ceding reinsurers was \$3.0 million and \$2.7 million at December 31, 2023 and \$3.1 million at December 31, 2022 and 2021, 2022, respectively.

#### Sources of Liquidity

We monitor the cash flows of each of our subsidiaries individually, as well as collectively as a consolidated group. We use trend and variance analyses to project future cash needs, making adjustments to our forecasts as appropriate.

The table below shows our net cash flows. For additional information regarding our cash flows, see Item 8, Consolidated Statements of Cash Flows.

		Years Ended December 31,				
		2022	2021	2020		
		Years Ended December 31,				
		2023			2023	2022
Cash, cash equivalents, and restricted cash provided by (used in):	Cash, cash equivalents, and restricted cash provided by (used in):				Cash, cash equivalents, and restricted cash provided by (used in):	(in millions)
Operating activities	Operating activities	\$ 99.8	\$ 10.8	\$ 33.0		
Investing activities	Investing activities	(146.1)	(1.7)	84.3		
Financing activities	Financing activities	60.4	(94.4)	(111.9)		
Increase (decrease) in cash, cash equivalents, and restricted cash	Increase (decrease) in cash, cash equivalents, and restricted cash					
		\$ 14.1	\$ (85.3)	\$ 5.4		

#### Operating Activities

Net cash provided by operating activities in 2023 included net premiums received of \$703.4 million and investment income received of \$111.6 million. These operating cash inflows were partially offset by net claims payments of \$471.6 million, underwriting and general and administrative expenses paid of \$157.3 million, commissions paid of \$92.7 million, interest and financing fees paid of \$5.8 million, lease termination and related disposal payments of \$7.8 million, and federal income taxes paid of \$30.4 million.

Net cash provided by operating activities in 2022 included net premiums received of \$646.2 million and investment income received of \$88.3 million. These operating cash inflows were partially offset by net claims payments of \$387.7 million, underwriting and general and administrative expenses paid of \$145.8 million, commissions paid of \$82.6 million, interest and financing fees paid of \$3.5 million, and federal income taxes paid of \$15.1 million.

Net cash provided by operating activities in 2021 included net premiums received of \$568.0 million and investment income received of \$82.0 million. These operating cash inflows were partially offset by net claims payments of \$394.6 million, underwriting and general and administrative expenses paid of \$141.0 million, commissions paid of \$74.8 million, and federal income taxes paid of \$28.2 million.

Net cash provided by operating activities in 2020 included net premiums received of \$624.6 million and investment income received of \$87.2 million. These operating cash inflows were partially offset by net claims payments of \$402.6 million, underwriting and general and administrative expenses paid of \$171.3 million, commissions paid of \$85.7 million, and federal income taxes paid of \$18.5 million.

#### Investing Activities

Net cash provided by investing activities in 2023 related primarily to investment sales, maturities, and redemptions whose proceeds were used to fund claims payment, underwriting and general and administrative expenses, stockholder dividend payments, common stock repurchases, and to repay FHLB advances. The cash provided by these activities were largely offset by investments of premiums received and reinvestment of funds from investment sales, maturities, redemptions, and interest income.

Net cash used in investing activities in 2022 related primarily to FHLB advances received, and reinvestment of funds from investment sales, maturities, redemptions, and interest income. These investing cash outflows were partially offset by investment sales, maturities and redemptions whose proceeds were used to fund claims payments, underwriting and general and administrative expenses, stockholder dividend payments, and common stock repurchases.

Net cash used in investing activities in 2021 related primarily to the investment of premiums received and reinvestment of funds from investment sales, maturities, redemptions, and interest income. These investing cash outflows were largely offset by sales, maturities, and redemptions of investments whose proceeds were used to fund claims

payments, underwriting and general and administrative expenses, stockholder dividend payments, and common stock repurchases.

#### **Financing Activities**

Net cash provided by investing used in financing activities in 2020 2023 related primarily related to sales, maturities, and redemptions of investments whose proceeds were used to fund claims payments, underwriting and general and administrative expenses, stockholder dividend payments, and common stock repurchases, partially offset by the investment and repayments of premiums received and reinvestment of funds from investment sales, maturities, redemptions, and interest income.

#### **Financing Activities FHLB advances.**

Net cash provided by financing activities in 2022 was related primarily related to FHLB advances received, partially offset by common stock repurchases and stockholder dividend payments. During the year ended December 31, 2022, we borrowed and subsequently repaid \$10.0 million under the Credit Agreement.

Net cash used in financing activities in 2021 included common stock repurchases and stockholder dividend payments and repayments of FHLB advances. During the year ended December 31, 2021, we borrowed and subsequently repaid \$27.0 million under the Credit Agreement.

Net cash used in financing activities in 2020 included common stock repurchases and stockholder dividend payments, partially offset by net cash received from the FHLB Recovery Advance Program.

**Dividends.** We paid \$28.8 million \$29.7 million, \$29.0 million \$28.8 million, and \$30.5 million \$29.0 million in regular quarterly dividends to our stockholders and eligible plan award holders in 2023, 2022, 2021, and 2020, 2021, respectively. We also paid \$27.5 million and \$34.0 million in special dividends to our stockholders in June 2022 and December 2022. The declaration and payment of future dividends to common stockholders will be at the discretion of our Board of Directors and will depend upon many factors, including our financial position, capital requirements of our operating subsidiaries, legal and regulatory requirements, and any other factors our Board of Directors deems deem relevant. On February 15, 2023 February 14, 2024, the Board of Directors declared a \$0.26 \$0.28 quarterly dividend per share, payable March 15, 2023 March 13, 2024, to stockholders of record on March 1, 2023 February 28, 2024.

**Repurchases of Common Stock.** We repurchased \$30.4 million \$77.1 million, \$42.2 million \$30.4 million and \$99.8 million \$42.2 million of our common stock in 2023, 2022, 2021, and 2020, 2021, respectively. On July 21, 2021 July 26, 2023, our Board of Directors authorized a new share stock repurchase authorization for repurchases of up to \$50.0 million of our common stock from July 27, 2021 July 31, 2023 through December 31, 2022 December 31, 2024 (the 2023 Program). The 2023 Program replaced its former program (the 2021 Program). On April 27, 2022, the Board of Directors authorized a \$50.0 million expansion of the 2021 Program that was set to \$100.0 million, and extended the program's expiration to expire on December 31, 2023. Future repurchases of our common stock will be at the discretion of our Board of Directors and will depend upon many factors, including our financial position, capital requirements of our operating subsidiaries, general business and social economic conditions, legal, tax, regulatory, and/or contractual restrictions, and any other factors our Board of Directors deems deem relevant. As of December 31, 2022 December 31, 2023, we had a remaining common stock repurchase authorization of \$47.4 million \$21.0 million. See Item 5, Issuer Purchases of Equity Securities.

#### **Capital Resources**

As of December 31, 2022 December 31, 2023, the capital resources available to us consisted of \$944.2 million \$1,013.9 million of stockholders' equity and the \$106.1 million \$99.2 million Deferred Gain.

**Stockholders' Equity.** The following table summarizes our beginning and ending stockholders' equity balance and the changes thereto for each of the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020: 2021:

		December 31,		
		2022	2021	2020
		(in millions)		
December 31,				
		2023	2022	2021
		(in millions)		
Beginning	Beginning			
Balance	Balance	\$1,213.1	\$1,212.8	\$1,165.8
Stock-based	Stock-based			
obligations	obligations	5.1	9.1	9.7
Stock options	Stock options			
exercised	exercised	1.1	1.1	0.9
Shares	Shares			
withheld to	withheld to			
satisfy	satisfy			
minimum	minimum			
tax	tax			
withholdings	withholdings			
for certain	for certain			
stock-based	stock-based			
obligations	obligations	(2.3)	(3.8)	(2.7)

Acquisition of common stock	Acquisition of common stock	(30.4)	(42.2)	(99.8)
Acquisition of common stock				
Acquisition of common stock				
Dividends declared on common stock and eligible plan awards	Dividends declared on common stock and eligible plan awards	(91.3)	(28.7)	(30.8)
Net income for the year	Net income for the year	48.4	119.3	119.8
Net income for the year				
Net income for the year				
Change in net unrealized (losses) gains on investments, net of taxes				
	investments, net of taxes	(199.5)	(54.5)	49.8
Change in net unrealized gains (losses) on investments, net of taxes				
Change in net unrealized gains (losses) on investments, net of taxes				
Change in net unrealized gains (losses) on investments, net of taxes				
Ending Balance	Ending Balance	\$ 944.2	\$ 1,213.1	\$ 1,212.8

**Deferred Gain.** The Deferred Gain, which totaled \$106.1 million \$99.2 million and \$114.4 million \$106.1 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively, reflects the unamortized gain from the LPT Agreement. See Note 2 in the Notes to our Consolidated Financial Statements.

#### **Contractual Obligations and Commitments**

Other than operating expenses, current and long-term cash requirements include the following contractual obligations and commitments as of December 31, 2022, December 31, 2023:

##### **Leases**

We have entered into lease arrangements for certain equipment and facilities. As of December 31, 2022 December 31, 2023, we had lease payment obligations of \$14.7 million \$6.2 million, with \$3.5 million \$1.8 million payable within 12 months. In 2023, we incurred a non-recurring charge in connection with the early termination of the lease associated with our former corporate headquarters in Reno, Nevada. This payment included a one-time lease termination payment of \$7.6 million.

##### **Other Purchase Obligations**

We have other purchase obligations that primarily consist of non-cancellable obligations to acquire capital assets, commitments for information technology and related services, software acquisition and license commitments and other legally binding agreements to purchase services that are to be used in our operations. As of December 31, 2022 December 31, 2023, we had other purchase obligations of \$26.1 million \$17.0 million, with \$7.7 million \$6.3 million payable within 12 months.

##### **Unfunded Investment Commitments**

We have investments in private equity limited partnerships that require capital distributions to fund the investments and can be called at any time deemed necessary. As of December 31, 2022 December 31, 2023, we had unfunded investment commitments of \$55.2 million \$25.4 million.

##### **Unpaid Losses and LAE reserves**

We have developed unpaid losses and LAE reserves payment patterns that are computed based on historical information. Our calculation of loss and LAE reserve payments by period is subject to the same uncertainties associated with determining the level of reserves and to the additional uncertainties arising from the difficulty of predicting when claims (including claims that have not yet been reported to us) will be paid. Actual payments of losses and LAE by period will vary, perhaps materially, to the extent that current estimates of losses and LAE reserves vary from actual ultimate claims amounts due to variations between expected and actual payout patterns. As of December 31, 2022 December 31, 2023, we had unpaid losses and LAE reserves of \$1,960.7 million \$1,884.5 million, with \$315.6 million \$309.2 million payable within 12 months. For a discussion of our reserving process, see “-Critical Accounting Estimates-Reserves for Losses and LAE.”

The unpaid losses and LAE expense payment patterns are gross of reinsurance recoverables for unpaid losses. As of December 31, 2022 December 31, 2023, we had reinsurance recoverables on unpaid losses and LAE of \$445.4 million \$405.3 million, of which \$30.9 million \$30.3 million is currently expected to be received within 12 months.

##### **Investments**

Our investment portfolio is structured to support our need for: (i) optimizing our risk-adjusted total return; (ii) providing adequate liquidity; (iii) facilitating financial strength and stability; and (iv) ensuring regulatory and legal compliance. These investments provide a steady source of income, which may fluctuate with changes in interest rates and our current investment strategies.

Our Investment Managers follow our written investment guidelines, which are approved by the Finance Committee of the **Board of Directors**. Our asset allocation is reevaluated by management and reviewed by the Finance Committee of the **Board of Directors** on a quarterly basis. We also utilize our Investment Managers' investment advisory services to assist us in developing a tailored set of portfolio targets and objectives.

As of **December 31, 2022** December 31, 2023, our investment portfolio consisted of 85% fixed maturity securities. We strive to limit the interest rate risk associated with fixed maturity investments by managing the duration of these securities. Our fixed maturity securities (excluding cash and cash equivalents) which had a duration of **3.9** 4.5 at **December 31, 2022** December 31, 2023. To minimize interest rate risk, our portfolio is weighted toward short-term and intermediate-term bonds; however, our **Our** investment strategy balances consideration of duration, yield, and credit risk. Our investment guidelines require that the minimum weighted average quality of our fixed maturity securities portfolio be "A," using ratings assigned by S&P or an equivalent rating assigned by another nationally recognized statistical rating agency. Our fixed maturity securities portfolio had a weighted average quality of "A" as of **December 31, 2022** December 31, 2023. Other securities within fixed maturity securities consist of bank loans, which are classified as AFS and are reported at fair value.

Our investment portfolio also contains equity securities. We strive to limit the exposure to equity price risk associated with publicly traded equity securities by diversifying our holdings across several industry sectors. These equity securities had a fair value of **\$197.0 million** \$211.2 million at **December 31, 2022** December 31, 2023, which represented **8%** 9% of our investment portfolio at that time. We also have a **\$6.7 million** \$6.0 million investment in FHLB stock which we record at cost. We receive periodic dividends from the FHLB for this investment, when declared, which can vary from period to period.

Our other invested assets made up **2%** 4% of our investment portfolio at **December 31, 2022** December 31, 2023 and include private equity limited partnerships. Our investments in private equity limited partnerships totaled **\$59.7 million** \$91.5 million at **December 31, 2022** December 31, 2023 and are generally not redeemable by the investees and cannot be sold without prior approval of the general partner. These investments have a fund term of 3 to 12 years, subject to two or three one-year extensions at the general partner's discretion. We expect to receive distributions of proceeds from dividends and interest from fund investments, as well as from the disposition of a fund investment or portion thereof, from time-to-time during the full course of the fund term. As of **December 31, 2022** December 31, 2023, we had unfunded commitments to these private equity limited partnerships totaling **\$55.2 million** \$25.4 million.

We believe that our current asset allocation meets our strategy to preserve capital for claims and policy liabilities and to provide sufficient capital resources to support and grow our ongoing insurance operations.

The following table shows the estimated fair value, the percentage of the fair value to total invested assets, and the average ending book yield (each based on the book value of each category of invested assets) as of **December 31, 2022** December 31, 2023.

Category	Category	Estimated Fair Value	Percentage of Total		Book Yield					
(in millions, except percentages)										
<b>Category</b>										
<b>Category</b>										
(in millions, except percentages)										
(in millions, except percentages)										
(in millions, except percentages)										
U.S. Treasuries	U.S. Treasuries	\$ 90.8	3.6	%	2.3	%				
U.S. Agencies	U.S. Agencies	2.1	0.1		2.9					
U.S. Agencies										
U.S. Agencies										
States and municipalities										
States and municipalities										
States and municipalities	States and municipalities	317.6	12.7		3.1					
Corporate securities	Corporate securities	868.1	34.7		3.4					
Corporate securities										
Corporate securities										
Residential mortgaged-backed securities										
Residential mortgaged-backed securities										
Residential mortgaged-backed securities	Residential mortgaged-backed securities	360.2	14.4		3.1					
Commercial mortgaged-backed securities	Commercial mortgaged-backed securities	55.1	2.2		3.2					
Commercial mortgaged-backed securities										
Commercial mortgaged-backed securities										
Asset-backed securities										
Asset-backed securities										

Asset-backed securities	Asset-backed securities	66.1	2.6	4.5
Collateralized loan obligations	Collateralized loan obligations	260.9	10.4	5.9
Collateralized loan obligations				
Collateralized loan obligations				
Foreign government securities				
Foreign government securities				
Foreign government securities	Foreign government securities	10.2	0.4	3.7
Other securities	Other securities	155.2	6.2	8.0
Other securities				
Other securities				
Equity securities				
Equity securities				
Equity securities	Equity securities	197.0	7.9	3.2
Short-term investments	Short-term investments	119.1	4.8	4.4
Short-term investments				
Short-term investments				
Total investments at fair value				
Total investments at fair value				
Total investments at fair value	Total investments at fair value	\$ 2,502.4	100.0	%
Weighted average ending yield	Weighted average ending yield			3.9 %
Weighted average ending yield				
Weighted average ending yield				
The following table shows the percentage of total estimated fair value of our fixed maturity securities as of December 31, 2022 December 31, 2023 by credit rating category, using the lower of the ratings assigned by Moody's Investors Service or S&P.				
Rating			Percentage of Total Estimated Fair Value	
"AAA"			13.6 9.1 %	
"AA"			36.3 36.2	
"A"			25.9 30.9	
"BBB"			13.1 14.7	
Below Investment Grade			11.1 9.1	
Total			100.0 %	

Investments that we currently own could be subject to default by the issuer. We regularly assess individual securities as part of our ongoing portfolio management, including the identification of credit related losses. Our assessment includes reviewing the extent of declines in fair value of investments below amortized cost, historical and projected financial performance and near-term prospects of the issuer, the outlook for industry sectors, credit rating, and macro-economic changes. We also make a determination as to whether it is more likely than not that we will be required to sell the security before its fair value recovers to above cost, or maturity.

In addition to recognizing realized gains and losses upon the disposition of an investment security, we also recognize realized gains or losses on AFS debt securities for changes in CECL. We recognized maintained a CECL allowance of \$2.7 million, \$4.5 million, and \$0.2 million and \$0.7 million of CECL on AFS debt securities during the years ended December 31, 2022 as of December 31, 2023, 2021, 2022, and 2020, 2021, respectively. The increase decrease of \$4.3 million \$1.8 million in 2022 2023 was due to significant volatility the sale of securities that previously had an allowance and the stabilization in the financial markets, which increased decreased our current provision. The remaining fixed maturity securities whose total fair value was less than amortized cost at December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, were those in which we had no intent, need or requirement to sell at an amount less than their amortized cost.

For additional information regarding our investments, including the cost or amortized cost, gross unrealized gains, gross unrealized losses, and estimated fair value of our investments, the amortized cost and estimated fair value of fixed maturity securities by contractual maturity, and net realized and unrealized gains and losses on investments, see Note 5 in the Notes to our Consolidated Financial Statements.

#### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

#### Critical Accounting Estimates

The preparation of financial statements in accordance with GAAP requires both the use of estimates and judgment, relative to the application of appropriate accounting policies, which include the recognition of premium revenue, recoverability of deferred income taxes, and valuation of investments. Our accounting policies are described in Note 2 to our Consolidated Financial

Statements, however, we believe that the following matters are particularly important to understand our financial statements because changes in these estimates or changes in the assumptions used to make them could have a material impact on our results of operations, financial condition, and cash flows.

#### **Reserves for Losses and LAE**

Accounting for workers' compensation insurance requires us to estimate the liability for the expected ultimate cost of unpaid losses and LAE (loss reserves) as of a balance sheet date. Loss reserve estimates are inherently uncertain because the ultimate amount we pay for many of the claims we have incurred as of the balance sheet date will not be known for many years. Our estimate of loss reserves is intended to equal the difference between the expected ultimate losses and LAE of all claims that have occurred as of a balance sheet date and amounts already paid. We establish loss reserves based on our own analysis of emerging claims experience and environmental conditions in our markets and review of the results of various actuarial projections. Our aggregate carried loss reserves is the sum of our reserves for each accident year and represents our best estimate of outstanding loss reserves.

The amount by which estimated losses in the aggregate differ from those previously estimated for a specific time period is known as reserve "development." Reserve development is unfavorable when losses ultimately settle for more than the amount estimated or subsequent estimates indicate a basis for reserve increases, causing the previously estimated loss reserves to be "deficient." Reserve development is favorable when estimates of ultimate losses indicate a decrease in established reserves, causing the previously estimated loss reserves to be "redundant." Development is reflected in our operating results through an adjustment to incurred losses and LAE during the period in which it is recognized.

Although claims for which reserves are established may not be paid for several years or more, we do not discount loss reserves in our financial statements for the time value of money, in accordance with GAAP.

The three main components of our loss reserves are case reserves, incurred but not reported (IBNR) loss reserves, and LAE reserves.

When claims are reported to us, we establish individual estimates of the ultimate cost of each claim (case reserves). These case reserves are continually monitored and revised in response to new information and for amounts paid.

In addition to case reserves, we establish a provision for IBNR. IBNR is an actuarial estimate comprised of the following: (a) future payments on claims that are incurred but have not yet been reported to us; (b) a reserve for the additional development on claims that have been reported to us; and (c) a provision for additional payments on closed claims that might reopen. IBNR reserves apply to the entire body of claims arising from a specific time period, rather than a specific claim. Most of our IBNR reserves relate to estimated future claim payments on recorded open claims.

LAE reserves are our estimate of future expense payments to manage, investigate, administer, and settle claims that have occurred, and include legal expenses. LAE reserves are established in the aggregate, rather than on a claim-by-claim basis. LAE reserves are categorized between defense and cost containment, and adjusting and other.

We cede a portion of our obligations for losses and LAE to unaffiliated reinsurers. The amount of reinsurance that will be recoverable on our losses and LAE includes both the reinsurance recoverable from our excess of loss reinsurance contracts, as well as reinsurance recoverable under the terms of the LPT Agreement.

Our loss reserves (gross and net of reinsurance), including the main components of such reserves, were as follows:

		As of December 31,	
		2022	2021
		(in millions)	
		As of December 31,	
		As of December 31,	
		As of December 31,	
		2023	
		2023	
		2023	
		(in millions)	
		(in millions)	
		(in millions)	
Case reserves	Case reserves	\$ 917.6	\$ 900.2
IBNR	IBNR	771.7	818.7
IBNR			
IBNR			
LAE reserves			
LAE reserves			
LAE reserves	LAE reserves	271.4	262.3
Gross unpaid losses and LAE reserves	Gross unpaid losses and LAE reserves		
LAE reserves	LAE reserves	1,960.7	1,981.2
Gross unpaid losses and LAE reserves			
Gross unpaid losses and LAE reserves			

Less reinsurance recoverable on unpaid losses and LAE, excluding CECL allowance	
Less reinsurance recoverable on unpaid losses and LAE, excluding CECL allowance	
Less reinsurance recoverable on unpaid losses and LAE, excluding CECL allowance	
Less reinsurance recoverable on unpaid losses and LAE, excluding CECL allowance	
Net unpaid losses and LAE reserves	
Net unpaid losses and LAE reserves	

Net unpaid losses and LAE reserves

Net unpaid losses and LAE reserves

We use actuarial methods to analyze and estimate the aggregate amount of loss reserves. Management considers the results of various actuarial methods and their underlying assumptions, among other factors, in establishing loss reserves.

Judgment is required in the actuarial estimation of loss reserves, including the selection of various actuarial methodologies to project the ultimate cost of claims. Specifically, judgment is required in the following areas: the selection of parameters utilized in the various methodologies; the use of industry data and other benchmarks; and the weighting of differing reserve indications resulting from alternative methods and assumptions. The adequacy of our ultimate loss reserves is inherently uncertain and represents a significant risk to our business. We attempt to mitigate this risk through our claims management processes and by monitoring and reacting to statistics relating to the cost and duration of claims.

We compile and aggregate our claims data by grouping the claims according to the accident year in which the claim occurred when analyzing claim payment and emergence patterns and trends over time. Additionally, we aggregate and analyze claims data by claim type, benefits type, and by state, territory within state, or groups of states in which we do business.

**Our Internal Actuary** We prepared reserve estimates for all accident years using our own historical claims data, industry data and many of the generally accepted actuarial methodologies for estimating loss reserves, such as paid loss development methods, incurred loss development methods, and Bornhuetter-Ferguson methods. These methods vary in their responsiveness to different information, characteristics, and dynamics in the data, and the results assist the actuary in considering these characteristics and dynamics in the historical data. The methods employed for each segment of claims data, and the relative weight accorded to each method, vary depending on the nature of the claims segment and on the age of the claims.

Each actuarial methodology requires the selection and application of various parameters and assumptions. The key parameters and assumptions include: the future payment and emergence patterns of our aggregate claims data; the magnitude and changes in claim settlement activity; the effects of legislative benefit changes and/or judicial decisions; and trends in the frequency and severity of claims.

**Management, along with our Internal Actuary** We separately analyzed LAE and estimated unpaid LAE. These analyses rely primarily on examining the relationship between historical aggregate paid LAE and the volume of claims activity for the corresponding periods. The portion of unpaid LAE that will be recoverable from reinsurers is estimated based on the contractual reinsurance terms.

The ranges of estimates of loss reserves produced by **our Internal Actuary** are intended to represent the range in which it is most likely that the ultimate losses will fall. These ranges are narrower than the range of indications produced by the individual methods applied because it is not likely that the high or low result will emerge for every claim segment and accident year. Each **actuary's** point estimate of loss reserves for each claim segment is based on a judgmental selection from within the range of results indicated by the different actuarial methods.

Management formally establishes loss reserves for financial statement purposes on a quarterly basis. In doing so, we make reference to the most current **actuarial analyses**, **of our Internal Actuary**, including a review of the assumptions and the results of the various actuarial methods used. **Our Internal Actuary** We conducted comprehensive studies in the second and fourth quarters. On the alternate quarters, **our Internal Actuary updates** we update the results of the preceding quarter's studies for actual claim payment and case reserve activity.

The aggregate carried reserve calculated by management represents our best estimate of our outstanding unpaid losses and LAE. In establishing management's best estimate of unpaid losses and LAE at December 31 for the last three years, **management and our Internal Actuary** we reviewed and considered the following: (a) our **Internal Actuary's** **actuaries'** assumptions, point estimates, and ranges; and (b) the inherent uncertainty of workers' compensation loss reserves. Management did not quantify a specific loss reserve increment for each uncertainty, but rather established an overall provision that represented management's best estimate of loss reserves in light of the historical data, actuarial assumptions, point estimate and range, and current facts and circumstances.

The table below provides the actuarial range of loss reserves and LAE, net of reinsurance, that management considered when selecting its best estimate and our carried reserves.

As of December 31,		
2022	2021	
(in millions)		
	As of December 31,	
	As of December 31,	
	As of December 31,	
2023		
2023		
2023		
	(in millions)	

		(in millions)	
		(in millions)	
Low end of actuarial range	Low end of actuarial range	\$ 1,365.8	\$ 1,351.3
Carried reserves	Carried reserves	1,515.3	1,504.3
Carried reserves			
Carried reserves			
High end of actuarial range	High end of actuarial range	1,687.3	1,687.1
High end of actuarial range			
High end of actuarial range			

As of December 31, 2022 December 31, 2023, California and Nevada loss reserves represented approximately 67% 65% of our total net loss reserves on our Consolidated Balance Sheet.

In California, our recent loss experience from 2012 through 2019, indicates shows a slight upward trend in indemnity severity, likely driven by wage increases, and a slight downward trend in medical severity and a slight upward trend in indemnity severity. The reduction in medical severity can be attributed to a number of factors including California Senate Bill 863 (SB 863), which was enacted in 2012 and largely became effective in 2013/2014. Among the more significant changes, SB 863 introduced independent medical review (IMR) into the dispute resolution process and filing fees for medical liens. On the indemnity side, various provisions of SB 863 resulted in an overall increase in certain benefits. Our indemnity claims frequency (the number of claims expressed as a percentage of payroll on-leveled premium) has decreased year-over-year for the past four years. Aside from the impact of recent regulatory changes, we been decreasing. We believe our claims practices, including our continued emphasis on accelerating claims settlements, as well as our various underwriting initiatives, have contributed to more our favorable trends results in our California results. California.

In Nevada, we have compiled a lengthy history of workers' compensation claims payment patterns based on the business of the Fund and EICN, but the EICN. The emergence and payment of claims payments in recent years has been more favorable than in the long-term history in Nevada with the Fund. The expected patterns of claim payments and emergence used in the projection of our ultimate claim payments are based on both long and short-term historical data. In recent evaluations, claim patterns have continued to emerge in a manner generally consistent with short-term historical data. Consequently, our selection expectations which has resulted in relatively minor changes in reserve estimates. Nevada statutorily prohibits entering into full and final settlement of claim projection patterns has relied more heavily on patterns observed in recent years. claims, therefore, paid losses largely reflect stable and consistent periodic payments, particularly for indemnity benefits.

Our insurance subsidiaries have been operating in a period characterized by changing environmental conditions in our major markets, entry into new markets, and operational changes. During periods characterized by such changes, at each evaluation, the actuaries and management must make judgments as to the relative weight to accord to long-term historical company data, more recent company data, and external data. We also consider the impact of environmental and operational changes and other factors when selecting the methods used to project ultimate losses and LAE, the parameters to incorporate in those methods, and the relative weights applied to those methods.

An internal initiative that began in 2014 emphasizes the settlement of open claims. This initiative has actively driven a significant increase in claims settlement activity and has primarily affected accident years 2009 and forward. However, this activity slowed down during the height of the COVID-19 pandemic in 2020 and 2021.

Approximately 55% 54% of our claims payments during the three years ended December 31, 2022 December 31, 2023 related to medical care for injured workers. The utilization and cost of medical services in the future is a significant source of uncertainty in the establishment of loss reserves for workers' compensation. However, because medical care may be provided to an injured worker over many years, and in some cases decades, the pace of medical claim cost inflation can have a significant impact on our ultimate claim payments. For example, if the rate of medical claim cost inflation increases by 1% above the inflation rate that is implicitly included in the loss reserves at December 31, 2022 December 31, 2023, we estimate that future medical costs over the lifetime of current claims would increase by approximately \$63.9 million \$74.0 million on a net-of-reinsurance basis. Under the current elevated inflationary environment, additional inflationary considerations were included in determining the level and adequacy of our reserves, and particular consideration was given to medical and hospital inflation rates as these inflation rates have historically exceeded general inflation rates.

Our reserve estimates reflect expected increases in the costs of contested claims, but do not assume any losses resulting from significant new legal liability theories. Our reserve estimates also assume that there will not be significant future changes in the regulatory and legislative environment. In the event of significant new legal liability theories or new regulation or legislation, we will attempt to quantify its impact on our business.

If the actual loss reserves were at the high or the low end of the actuarial range, the impact on our financial results would have been as follows:

		December 31,	
		2022	2021
		December 31,	
		December 31,	
		December 31,	
		2023	
		2023	
		2023	
<b>Increase (decrease) in reserves <sup>(1)</sup></b>			
<b>Increase (decrease) in reserves <sup>(1)</sup></b>			
<b>Increase (decrease) in reserves <sup>(1)</sup></b>	<b>Increase (decrease) in reserves <sup>(1)</sup></b>		
		(in millions)	(in millions)

At low end of range	At low end of range	\$ (149.5)	\$ (153.0)
At high end of range	At high end of range	172.0	182.8
At high end of range			
At high end of range			
<b>Increase (decrease) in stockholders' equity and net income</b>			
<b>Increase (decrease) in stockholders' equity and net income</b>			
At low end of range	At low end of range	\$ 118.1	\$ 120.9
At low end of range			
At low end of range			
At high end of range	At high end of range	(135.9)	(144.4)
At high end of range			
At high end of range			

(1) The range of actuarial indications captures the range of reasonable estimates and is asymmetrical (e.g. not based on a normal distribution).

Actual losses are affected by a more complex combination of forces and dynamics than any one model or actuarial methodology can represent, and each methodology is an approximation of these complex forces and dynamics. None of the methods are designed or intended to produce an indication that is systematically higher or lower than the other methods. At any given evaluation date, some of the actuarial projection methods produce indications outside the actuary's selected range. Accordingly, we believe that the range of potential outcomes is considerably wider than the actuarially estimated range of the most likely outcomes. We have no basis for anticipating whether actual future payments of losses and LAE may be either greater than or less than the loss reserves currently on our Consolidated Balance Sheets.

Additionally, any adjustment to the estimated ceded reserves under the LPT Agreement results in a cumulative adjustment to the Deferred Gain, which is also included in losses and LAE incurred in the Consolidated Statements of Comprehensive Income (Loss), so that the Deferred Gain reflects the balance that would have existed had the revised reserves been recognized at the inception of the LPT Agreement. The table below provides the actuarial range of estimated liabilities for gross loss reserves under the LPT Agreement and our carried reserves.

	As of December 31,	
	2022	2023
	(in millions)	
Low end of actuarial range	\$ 285.1	277.4
LPT carried reserves	308.6	291.7
High end of actuarial range	349.7	300.6

#### Reinsurance Recoverables

Reinsurance recoverables represent: (a) amounts currently due from reinsurers on paid losses and LAE; (b) amounts recoverable from reinsurers on estimates of reported losses; and (c) amounts recoverable from reinsurers on actuarial estimates of IBNR for losses and LAE. These recoverables are based on our current estimates of the underlying loss reserves, and are reported on our Consolidated Balance Sheets separately as assets, as reinsurance does not relieve us of our legal liability to policyholders. We bear credit risk with respect to the reinsurers, which could be significant in the future, considering that some of the loss reserves remain outstanding for an extended period of time. Reinsurers may refuse or fail to pay losses that we cede to them, or they might delay payment. We are required to pay losses even if a reinsurer refuses or fails to meet its obligations under the applicable reinsurance agreement. We continually monitor the financial condition and financial strength ratings of our reinsurers. No material amounts due from reinsurers have been written-off as uncollectible since our inception in 2000, and in assessing future default, we evaluate the allowance for CECL under the ratings based method using the A.M. Best Average Cumulative Net Impairment Rates. Reinsurer ratings are also assessed through this process.

Under the LPT Agreement, the Fund initially ceded \$1.5 billion in liabilities for the incurred but unpaid losses and LAE related to claims incurred prior to July 1, 1995 for consideration of \$775.0 million in cash. The estimated remaining liabilities subject to the LPT Agreement were \$308.6 million \$291.7 million as of December 31, 2022 December 31, 2023. Losses and LAE paid with respect to the LPT Agreement totaled \$858.9 million \$877.6 million at December 31, 2022 December 31, 2023. We account for the LPT Agreement as retroactive reinsurance. Entry into the LPT Agreement resulted in a deferred reinsurance gain that was recorded on our Consolidated Balance Sheets as a liability. The Deferred Gain is being amortized using the recovery method, whereby the amortization is determined by the proportion of actual reinsurance recoveries to total estimated recoveries through the life of the LPT Agreement, and the amortization is reflected in losses and LAE. Changes in estimates of the reserves ceded under the LPT Agreement may significantly impact the Deferred Gain on our Consolidated Balance Sheets and losses and LAE on our Consolidated Statements of Comprehensive Income (Loss).

Additionally, we are entitled to receive a contingent profit commission under the LPT Agreement. The contingent profit commission is an amount based on the favorable difference between actual paid losses and LAE and expected paid losses and LAE as established in the LPT Agreement. The calculation of actual amounts paid versus expected amounts is determined every five years beginning June 30, 2004 for the first twenty-five years of the agreement and ending June 30, 2024. We are paid 30% of the favorable difference between the actual and expected losses and LAE paid at each calculation point. Each quarter, management records its best estimate of the estimated ultimate contingent profit commission through June 30, 2024, which is impacted by estimates for ceded losses and LAE. The Deferred Gain related to the contingent profit commission is amortized using the recovery method, whereby the amortization is determined by the proportion of actual reinsurance recoveries to total estimated recoveries over the life of the contingent profit commission, or through June 30, 2024, and is recorded in losses and LAE incurred in the accompanying Consolidated Statements of Comprehensive Income (Loss).

Changes in estimates of the reserves ceded under the LPT Agreement may significantly impact the Contingent commission receivable–LPT Agreement and the Deferred Gain on our Consolidated Balance Sheets and losses and LAE on our Consolidated Statements of Comprehensive **Income, Income (Loss)**.

#### New Accounting Standards

See Note 3 in the Notes to our Consolidated Financial Statements for a summary of all recently issued and recently adopted accounting standards.

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of potential economic loss principally arising from adverse changes in the fair value of financial instruments. The major components of market risk affecting us are credit risk, interest rate risk, and equity price risk.

##### Credit Risk

Our fixed maturity securities, equity securities, other invested assets and cash equivalents are exposed to credit risk, which we attempt to manage through issuer and industry diversification. Our investment guidelines include limitations on the minimum rating of fixed maturity securities and concentrations of a single issuer.

We also bear credit risk with respect to the reinsurers, which can be significant considering that some loss reserves remain outstanding for an extended period of time. We are required to pay losses even if a reinsurer refuses or fails to meet its obligations to us under the applicable reinsurance agreement(s). We continually monitor the financial condition and financial strength ratings of our reinsurers. Additionally, we bear credit risk with respect to premiums receivable, which is generally diversified due to the large number of entities comprising our policyholder base and their dispersion across many different industries and geographies.

The economic disruptions caused by **Volatility and credit concerns in certain financial and banking markets, inflationary pressures, heightened geo-political conditions, and the COVID-19 pandemic** have impacted the credit risk associated with certain of our investment holdings.

As a result, we **recorded \$4.5 million maintained \$2.7 million** of allowance for CECL on our fixed maturity portfolio **during the year ended December 31, 2022 as of December 31, 2023**. See Note 6 in the Notes to our Consolidated Financial Statements.

##### Interest Rate Risk

###### Investments

The fair value of our fixed maturity portfolio is exposed to interest rate risk, which is the risk of a decline in fair value resulting from changes in prevailing interest rates, which we **strive to limit by managing** **through** duration. Our fixed maturity investments (excluding cash and cash equivalents) had a duration of **3.9** **4.5** at **December 31, 2022** **December 31, 2023**. **To minimize interest rate risk, our portfolio is weighted toward short-term and intermediate-term bonds; however, our** **Our** investment strategy balances consideration of duration, yield and credit risk. We continually monitor **the** changes in interest rates and **the** **their** impact on our liquidity and ability to meet our obligations.

###### Sensitivity Analysis

The fair values or cash flows of market sensitive instruments are subject to potential losses in future earnings resulting from changes in interest rates and other market conditions. Our sensitivity analysis applies a hypothetical parallel shift in market rates and reflects what we believe are reasonably possible near-term changes in those rates (covering a period of time going forward up to one year from the date of the consolidated financial statements). Actual results may differ from the hypothetical change in market rates assumed in this disclosure. This sensitivity analysis does not reflect the results of any action that we may take to mitigate such hypothetical losses in fair value.

We use fair values to measure our potential loss in this model, which includes fixed maturity securities and short-term investments. For invested assets, we use modified duration modeling to calculate changes in fair values. Durations on invested assets are adjusted for call, put, and interest rate reset features. Invested asset portfolio durations are calculated on a market value weighted basis, excluding accrued investment income, using holdings as of **December 31, 2022** **December 31, 2023**. The estimated changes in fair values on our fixed maturity securities and short-term investments, which had an aggregate value of **\$2,305.4 million** **\$1,969.4 million** as of **December 31, 2022** **December 31, 2023**, based on specific changes in interest rates are as follows:

Hypothetical Changes in Interest Rates	Hypothetical Changes in Interest Rates	Estimated Pre-tax Increase (Decrease) in Fair Value	Estimated Pre-tax Increase (Decrease) in Fair Value		
		(in millions, except percentages)			
		(in millions, except percentages)			
300 basis point rise	300 basis point rise	\$ (242.3) (10.5)%	\$ (222.1)	(11.3)	(11.3)%
200 basis point rise	200 basis point rise	(161.8) (7.0)			
100 basis point rise	100 basis point rise	(74.3) (3.2)			
50 basis point decline	50 basis point decline	71.8 3.1			
100 basis point decline	100 basis point decline	124.5 5.4			

200 basis point decline	200 basis point decline	235.9	10.2
300 basis point decline	300 basis point decline	351.9	15.3

The most significant assessment of the effects of hypothetical changes in interest rates on investment income would be based on GAAP guidance related to "Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases," which requires amortization adjustments for mortgage-backed securities. The rates at which the mortgages underlying mortgage-backed securities are prepaid, and therefore the average life of mortgage-backed securities, can vary depending on changes in interest rates (for example, mortgages are prepaid faster and the average life of mortgage-backed securities falls when interest rates decline). Adjustments for changes in amortization are based on revised average life assumptions and would have an impact on investment income if a significant portion of our commercial and residential mortgage-backed securities were purchased at significant discounts or premiums to par value. As of December 31, 2022 December 31, 2023, the par value of our commercial and residential mortgage-backed securities holdings was \$452.1 million \$458.6 million, and the amortized cost was 102.8% 102.4% of par value. Since a majority of our mortgage-backed securities were purchased at a premium that is significant as a percentage of par, an adjustment could have a significant effect on investment income. The commercial and residential mortgage-backed securities portion of the portfolio totaled 16.6% 19.5% of total investments as of December 31, 2022 December 31, 2023. Agency-

Agency-backed residential mortgage pass-throughs totaled \$332.8 million \$331.8 million, or 92.4% 91.6%, of the residential mortgage-backed securities portion of the portfolio as of December 31, 2022 December 31, 2023.

#### Equity Price Risk

Equity price risk is the risk that we may incur losses in the fair value of the equity securities we hold in our investment portfolio. Adverse changes in the market prices of the equity securities we hold in our investment portfolio would result in decreases in the fair value of our total assets on our Consolidated Balance Sheets and in net realized and unrealized gains and losses on our Consolidated Statements of Comprehensive Income. Income (Loss). Economic and market disruptions caused by geo-political conditions, inflationary pressures and the COVID-19 pandemic credit concerns in certain financial and banking markets, have resulted in volatility in the fair value of our equity securities. We minimize our exposure to equity price risk by investing primarily in the equity securities of mid-to-large capitalization issuers and by diversifying our equity holdings across several industry sectors.

The table below shows the sensitivity of our equity securities at fair value to price changes as of December 31, 2022 December 31, 2023:

(in millions)	(in millions)	Pre-tax Impact on Decrease			Pre-tax Impact on Increase			(in millions)	Fair Value Decrease	Pre-tax Impact on Decrease in Total Equity Securities	10% Fair Value Increase	Pre-tax Impact on Increase in Total Equity Securities
		10% Fair Value Decrease		10% Fair Value Increase	10% Fair Value Increase							
		Fair Value	Decrease	Equity Securities	Value	Equity Securities						
Equity securities	Equity securities	\$144.2	\$197.0	\$ 177.3	\$ (19.7)	\$ 216.7	\$ 19.7					

#### Effects of Inflation

Recent economic slowdowns, financial market volatility, supply chain disruptions, monetary and fiscal policy measures, heightened geo-political tensions and fluctuations in interest rates have contributed to higher levels of inflation and may continue to lead to elevated levels of inflation in future periods.

Higher levels of inflation than we have anticipated could significantly impact our financial statements and results of operations. Our estimates for losses and LAE include assumptions about the timing of closure and future payment of claims and claims handling expenses, such as medical treatments and litigation costs. Inflation is also incorporated in our reserving process through projections supported by historical loss emergence. Under the current elevated inflationary environment, additional inflationary considerations were included in determining the level and adequacy of our reserves, and particular consideration was given to medical and hospital inflation rates as these inflation rates have historically exceeded general inflation rates. To the extent inflation causes these costs to increase above established reserves, we will be required to increase those reserves for losses and LAE, reducing our earnings in the period in which our assumptions are revised.

Higher levels of wage inflation can specifically impact the payrolls of our insureds, which is the basis for the premiums we charge, as well as amount of future indemnity losses we may incur.

Higher levels of inflation could also impact our operating expenses and, in the case of wage inflation, could impact our payroll expenses.

Recent increases in market interest rates throughout 2022, which were sustained throughout 2023, are intended to aid in the suppression of inflation, have negatively impacted the market value of our existing fixed maturity investments while increasing the yields on our new and variable rate fixed maturity investments.

#### Item 8. Financial Statements and Supplementary Data

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**The following Financial Statement Schedules are filed in Item 15 of Part IV of this report:**

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Pursuant to Rule 7-05 of Regulation S-X, Financial Statement Schedules I, III, IV, and V have been omitted as the information to be set forth therein is included in the Notes to Consolidated Financial Statements or has been supplied in another Financial Statement Schedule.

#### **MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management of Employers Holdings, Inc. and its Subsidiaries (collectively, the Company) is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of, the Company's principal executive officer and principal financial officer, and effected by the Company's Board, of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. generally accepted accounting principles (GAAP).

The Company's internal control over financial reporting includes policies and procedures that: (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of its management and Board of Directors; Board; and (c) 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 all misstatements. 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.

Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2022 December 31, 2023 based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework).

Based on this assessment, management did not identify any material weaknesses in the internal control over financial reporting and management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2022 December 31, 2023.

The Company's independent registered public accounting firm, Ernst & Young LLP, has independently assessed the effectiveness of the Company's internal control over financial reporting. A copy of their report is included in Item 8 of this report.

February 24, 2023 26, 2024

#### **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and the Board of Directors of Employers Holdings, Inc. and Subsidiaries

**Opinion on Internal Control Over Financial Reporting**

We have audited Employers Holdings, Inc. and Subsidiaries' internal control over financial reporting as of December 31, 2022 December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Employers Holdings, Inc. and Subsidiaries' (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022 December 31, 2023, based on the COSO criteria.

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, 2022 December 31, 2023 and 2021, 2022, the related consolidated statements of comprehensive (loss) income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, and the related notes and financial statement schedules listed in the Index at Item 15 and our report dated February 24, 2023 February 26, 2024 expressed an unqualified opinion thereon.

**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 Management's Annual Report on Internal Control **over Over** Financial Reporting. 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 included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and 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/ Ernst & Young LLP  
San Francisco, California  
February 24, 2023 February 26, 2024

#### **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and the Board of Directors of Employers Holdings, Inc. **and Subsidiaries**

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

We have audited the accompanying consolidated balance sheets of Employers Holdings, Inc. and Subsidiaries (the Company) as of **December 31, 2022 December 31, 2023** and **2021, 2022**, the related consolidated statements of comprehensive **income (loss) income**, stockholders' equity and cash flows for each of the three years in the period ended **December 31, 2022 December 31, 2023**, and the related notes and financial statement schedules listed in the Index at Item 15 (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at **December 31, 2022 December 31, 2023** and **2021, 2022**, and the results of its operations and its cash flows for each of the three years in the period ended **December 31, 2022 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, 2022 December 31, 2023**, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated **February 24, 2023 February 26, 2024** expressed an unqualified opinion thereon.

#### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's 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 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 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 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 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 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 financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

**Valuation of reserve for Unpaid Losses and Loss Adjustment Expenses**

**Description of the Matter**

At December 31, 2022 December 31, 2023, the liability for incurred but not reported (IBNR) reserves represented a material portion of the \$1,960.7 million \$1,884.5 million of unpaid loss and loss adjustment expenses (LAE). As explained in Notes 2 and 9 to the consolidated financial statements, the liability for unpaid losses and LAE represents management's best estimate of the ultimate net cost of all reported and unreported losses incurred for the applicable periods, less payments made. The estimated reserves include the accumulation of estimates for all claims reported prior to the balance sheet date, estimates of claims incurred but not reported, and estimates of expenses for investigating and adjusting all incurred and unadjusted claims. IBNR reserves include an estimate for claims that are incurred but not yet reported, expected development on reported claims and for additional payments on closed claims. There is significant uncertainty inherent in determining management's best estimate of the ultimate loss settlement cost which is used to determine the incurred but not reported claim reserves. In particular, the estimate is sensitive to the selection and weighting of actuarial methods and management's selection of parameters and assumptions including, the pattern with which aggregate claims data will be paid or emerge over time, the magnitude and change in claim settlement activity, the effects of legislative benefit changes and/or judicial decisions, and trends in claim frequency and severity.

Auditing management's best estimate of IBNR reserves was complex due to the highly judgmental nature of the assumptions used in the actuarial reserving process. The significant judgement was primarily due to the sensitivity of management's estimate to the selection of methods and assumptions including the pattern with which aggregate claims data will be paid or emerge over time, which had a significant effect on the valuation of IBNR reserves.

**How We Addressed the Matter in Our Audit** We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's controls over the process for estimating IBNR reserves. This included, among other procedures, testing management review controls in place over the review and approval of methods and assumptions used in estimating IBNR reserves.

To test IBNR reserves, our audit procedures included, among others, testing the completeness and accuracy of the data used in the calculations by testing reconciliations of the underlying claims and policyholder data recorded in the source systems to the actuarial reserving calculations, and comparing a sample of incurred and paid claims to source documentation. With the assistance of EY actuarial specialists, we evaluated the Company's selection and weighting of actuarial methods by comparing the methods and weightings used in the current estimate to our expectations of those used in the industry for the specific types of insurance and age of the claims. To evaluate the significant assumptions used by management, we compared the assumptions to current and historical claims trends. We also compared management's recorded reserves to a range of reasonable reserves reserve estimates calculated independently by our EY actuarial specialists. Additionally, we performed a hindsight analysis of the prior period estimates using subsequent claims development.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2002

San Francisco, California

February 24, 2023 26, 2024

		Employers Holdings, Inc. and Subsidiaries		Consolidated Balance Sheets					
		As of December 31,		As of December 31,					
		2022	2021	2023	2022				
		(in millions, except share data)							
<b>Consolidated Balance Sheets</b>									
<b>Consolidated Balance Sheets</b>									
		As of December 31,		As of December 31,					
		2023		2023	2022				
		(in millions, except share data)							
<b>Assets</b>	<b>Assets</b>								
Investments:	Investments:								
Fixed maturity securities at fair value (amortized cost \$2,366.7 at December 31, 2022 and \$2,266.3 at December 31, 2021, less CECL allowance of \$4.5 at December 31, 2022 and \$0.2 at December 31, 2021)		\$ 2,186.3	\$ 2,342.7						

Equity securities at fair value (cost \$144.2 at December 31, 2022 and \$212.6 at December 31, 2021)	197.0	338.8	
Investments:			
Investments:			
Fixed maturity securities at fair value (amortized cost \$2,048.0 at December 31, 2023 and \$2,366.7 at December 31, 2022, less CECL allowance of \$2.7 at December 31, 2023 and \$4.5 at December 31, 2022)			
Equity securities at fair value (cost \$125.9 at December 31, 2023 and \$144.2 at December 31, 2022)			
Equity securities at cost	Equity securities at cost	6.7	5.6
Other invested assets (cost \$54.4 at December 31, 2022 and \$34.1 at December 31, 2021)	59.7	38.4	
Short-term investments at fair value (amortized cost \$119.1 at December 31, 2022 and \$10.5 at December 31, 2021)	119.1	10.5	
Other invested assets (cost \$82.5 at December 31, 2023 and \$54.4 at December 31, 2022)			

Short-term investments at fair value (amortized cost \$33.1 at December 31, 2023 and \$119.1 at December 31, 2022)			
	Total investments	2,568.8	2,736.0
Cash and cash equivalents	Cash and cash equivalents	89.2	75.1
Restricted cash and cash equivalents	Restricted cash and cash equivalents	0.2	0.2
Accrued investment income	Accrued investment income	19.0	14.5
Premiums receivable (less CECL allowance of \$12.8 at December 31, 2022 and \$10.3 at December 31, 2021)		305.9	244.7
Premiums receivable (less CECL allowance of \$17.9 at December 31, 2023 and \$12.8 at December 31, 2022)			
Reinsurance recoverable for:	Reinsurance recoverable for:		
Paid losses	Paid losses	6.8	7.5
Unpaid losses (less CECL allowance of \$0.9 at December 31, 2022 and \$0.6 at December 31, 2021)		444.5	476.3
Paid losses			
Paid losses			
Unpaid losses (less CECL allowance of \$0.9 at December 31, 2023 and \$0.9 at December 31, 2022)			
Deferred policy acquisition costs	Deferred policy costs	48.3	43.7
Deferred policy acquisition costs			

Deferred policy acquisition costs			
Deferred income taxes, net			
Deferred income taxes, net			
Deferred income taxes, net	Deferred income taxes, net	62.7	—
Property and equipment, net	Property and equipment, net	12.0	14.7
Operating lease right-of-use assets	Operating lease right-of-use assets	11.5	14.2
Intangible assets, net	Intangible assets, net	13.6	13.6
Goodwill	Goodwill	36.2	36.2
Contingent commission receivable—LPT Agreement	Contingent commission receivable—LPT Agreement	13.9	13.9
Cloud computing arrangements			
Cloud computing arrangements			
Cloud computing arrangements	Cloud computing arrangements	42.9	43.9
Other assets	Other assets	41.2	48.7
Total assets	Total assets	\$ 3,716.7	\$3,783.2
Liabilities and stockholders' equity	Liabilities and stockholders' equity		
Claims and policy liabilities:	Claims and policy liabilities:		
Unpaid losses and loss adjustment expenses	Unpaid losses and loss adjustment expenses	\$ 1,960.7	\$1,981.2
Unearned premiums	Unearned premiums	339.5	304.7
Commissions and premium taxes payable	Commissions and premium taxes payable	58.2	42.1
Commissions and premium taxes payable			
Commissions and premium taxes payable			
Accounts payable and accrued expenses	Accounts payable and accrued expenses	28.7	24.1
Deferred income taxes, net		—	7.7
Deferred reinsurance gain—LPT Agreement			
Deferred reinsurance gain—LPT Agreement			

Deferred reinsurance gain —LPT Agreement	Deferred reinsurance gain—LPT Agreement	106.1	114.4
FHLB advances	FHLB advances	182.5	—
Non-cancellable obligations	Non-cancellable obligations	26.1	21.7
Operating lease liability	Operating lease liability	13.6	16.6
Other liabilities	Other liabilities	57.1	57.6
<b>Total liabilities</b>	<b>Total liabilities</b>	<b>\$ 2,772.5</b>	<b>\$2,570.1</b>
<b>Commitments and contingencies (Note 12)</b>			<b>Commitments and contingencies (Note 12)</b>

#### Employers Holdings, Inc. and Subsidiaries

#### Consolidated Balance Sheets

	<b>As of December 31,</b>		
	<b>2022</b>	<b>2021</b>	
(in millions, except share data)			
<b>Consolidated Balance Sheets</b>			
<b>Consolidated Balance Sheets</b>			
	<b>As of December 31,</b>		
	<b>2023</b>		<b>As of December 31,</b>
			<b>2022</b>
(in millions, except share data)			
Stockholders' equity:	Stockholders' equity:		Stockholders' equity:
Common stock, \$0.01 par value; 150,000,000 shares authorized; 57,876,287 and 57,690,254 shares issued and 27,160,748 and 27,741,400 shares outstanding at December 31, 2022 and 2021, respectively	\$ 0.6	\$ 0.6	

Common stock, \$0.01 par value; 150,000,000 shares authorized; 58,055,968 and 57,876,287 shares issued and 25,369,753 and 27,160,748 shares outstanding at December 31, 2023 and 2022, respectively		
Preferred stock, \$0.01 par value; 25,000,000 shares authorized; none issued	Preferred stock, \$0.01 par value; 25,000,000 shares authorized; none issued	—
Additional paid-in capital	Additional paid-in capital	414.6 410.7
Retained earnings	Retained earnings	1,295.6 1,338.5
Accumulated other comprehensive (loss) income, net of tax	(138.9)	60.6
Treasury stock, at cost (30,715,539 shares at December 31, 2022 and 29,948,854 shares at December 31, 2021)	(627.7)	(597.3)
Accumulated other comprehensive loss, net of tax		
Treasury stock, at cost (32,686,215 shares at December 31, 2023 and 30,715,539 shares at December 31, 2022)		
<b>Total stockholders' equity</b>	<b>Total stockholders' equity</b>	<b>944.2 1,213.1</b>

Total liabilities and stockholders' equity	\$ 3,716.7	\$ 3,783.2
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See accompanying notes.

Employers Holdings, Inc. and Subsidiaries			Consolidated Statements of Comprehensive (Loss) Income		
Consolidated Statements of Comprehensive Income (Loss)			Consolidated Statements of Comprehensive Income (Loss)		
Consolidated Statements of Comprehensive Income (Loss)			Consolidated Statements of Comprehensive Income (Loss)		
			Years Ended December 31,	Years Ended December 31,	
			2022	2021	2020
			(in millions, except per share data)		
<b>Revenues</b>	<b>Revenues</b>		<b>Revenues</b>	(in millions, except per share data)	
Net premiums earned	Net premiums earned		\$ 675.2	\$ 574.4	\$ 615.3
Net investment income	Net investment income		89.8	72.7	76.3
Net realized and unrealized (losses) gains on investments	Net realized and unrealized (losses) gains on investments		(51.8)	54.6	19.0
Net realized and unrealized gains (losses) on investments	Net realized and unrealized gains (losses) on investments				
Other income	Other income		0.3	1.4	0.8
Other (loss) income	Other (loss) income				
Other (loss) income	Other (loss) income				
Total revenues	Total revenues		713.5	703.1	711.4
<b>Expenses</b>	<b>Expenses</b>				
Expenses	Expenses				
Losses and loss adjustment expenses	Losses and loss adjustment expenses				
Losses and loss adjustment expenses	Losses and loss adjustment expenses				
Losses and loss adjustment expenses	Losses and loss adjustment expenses				
Commission expense	Commission expense		391.0	315.2	302.4
Commission expense	Commission expense		95.9	76.1	78.8
Underwriting and general and administrative expenses	Underwriting and general and administrative expenses				
Underwriting and general and administrative expenses	Underwriting and general and administrative expenses				

Underwriting and general and administrative expenses	Underwriting and general and administrative expenses	167.3	160.2	181.3
Interest and financing expenses	Interest and financing expenses	3.5	0.5	0.4
Other expenses	Other expenses	—	4.1	0.8
	Total expenses	657.7	556.1	563.7
	Net income before income taxes	55.8	147.0	147.7

#### Net income before income taxes

#### Net income before income taxes

#### Income tax expense

Income tax expense	7.4	27.7	27.9
Net income	Net income	\$ 48.4	\$119.3

#### Net income

Net income	\$ 48.4	\$119.3	\$119.8
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#### Comprehensive (loss) income

Unrealized AFS investment (losses) gains during the period, net of tax benefit (expense) of \$53.8, \$13.6, and \$(14.2) for the years ended December 31, 2022, 2021, and 2020, respectively	\$ (202.3)	\$ (51.3)	\$ 53.4
Reclassification adjustment for realized AFS investment losses (gains) in net income, net of tax (benefit) expense of \$(0.8), \$0.9, and \$0.9 for the years ended December 31, 2022, 2021, and 2020, respectively	2.8	(3.2)	(3.6)
Other comprehensive (loss) income, net of tax	(199.5)	(54.5)	49.8

#### Comprehensive income (loss)

#### Comprehensive income (loss)

#### Comprehensive income (loss)

#### Unrealized AFS investment

gains (losses) during the period, net of tax (expense) benefit of \$(12.3), \$53.8, and \$13.6 for the years ended December 31, 2023, 2022, and 2021, respectively	\$ (12.3)	\$53.8	\$13.6
Unrealized AFS investment gains (losses) during the period, net of tax (expense) benefit of \$(12.3), \$53.8, and \$13.6 for the years ended December 31, 2023, 2022, and 2021, respectively	\$ (12.3)	\$53.8	\$13.6

#### Unrealized AFS investment

gains (losses) during the period, net of tax (expense) benefit of \$(12.3), \$53.8, and \$13.6 for the years ended December 31, 2023, 2022, and 2021, respectively	\$ (12.3)	\$53.8	\$13.6
Unrealized AFS investment gains (losses) during the period, net of tax (expense) benefit of \$(12.3), \$53.8, and \$13.6 for the years ended December 31, 2023, 2022, and 2021, respectively	\$ (12.3)	\$53.8	\$13.6

Unrealized AFS investment gains (losses) during the period, net of tax (expense) benefit of \$(12.3), \$53.8, and \$13.6 for the years ended December 31, 2023, 2022, and 2021, respectively	
Reclassification adjustment for realized AFS investment losses (gains) in net income, net of tax (benefit) expense of \$(1.7), \$(0.8), and \$0.9 for the years ended December 31, 2023, 2022, and 2021, respectively	
Other comprehensive income (loss), net of tax	
<b>Total comprehensive (loss) income</b>	<b>\$ (151.1) \$ 64.8 \$ 169.6</b>
<b>Net realized and unrealized (losses) gains on investments</b>	
Net realized and unrealized (losses) gains on investments before impairments	\$ (51.8) \$ 54.6 \$ 19.0
<b>Total comprehensive income (loss)</b>	
<b>Total comprehensive income (loss)</b>	
<b>Total comprehensive income (loss)</b>	
Net realized and unrealized (losses) gains on investments	\$ (51.8) \$ 54.6 \$ 19.0
<b>Earnings per common share (Note 18):</b>	
<b>Earnings per common share (Note 18):</b>	
Earnings per common share (Note 18):	Earnings per common share (Note 18):
Basic	Basic
Basic	Basic
Diluted	Diluted

	Cash	=====	=====
	dividends		
Cash dividends	declared per		
declared per	common		
common share	share and		
and eligible plan	eligible plan		
awards	awards	\$ 3.28	\$ 1.00 \$ 1.00

*See accompanying notes.*

Consolidated  
Statements of  
Stockholders' Equity

Employers Holdings, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity  
Consolidated Statements of Stockholders' Equity

Common Stock		Accumulated Other					
Common Stock		Additional		Comprehensive Income		Treasury	Total
Shares		Paid-In Capital	Retained Earnings	(Loss), Net of Tax		Stock, at Cost	Stockholders' Equity
(in millions, except share data)							
(in millions, except share data)							
(in millions, except share data)							
Common Stock		Accumulated Other					
Common Stock		Additional		Comprehensive Income		Treasury	Total
Shares	Amount	Paid-In Capital	Retained Earnings	Income (Loss), Net of Tax		Stock, at Cost	Stockholders' Equity
Balance, January 1, 2021							
(in millions, except share data)							
Balance, January 1, 2021							
Balance, January 1, 2020	57,184,370	\$ 0.6	\$ 396.4	\$ 1,158.8	\$ 65.3	\$ (455.3)	\$ 1,165.8
Stock-based obligations (Note 14)	—	—	9.7	—	—	—	9.7
Stock options exercised	40,800	—	0.9	—	—	—	0.9
Vesting of restricted and performance stock units, net of shares withheld to satisfy minimum tax withholding (Note 14)	188,636	—	(2.7)	—	—	—	(2.7)
Acquisition of common stock (Note 13)	—	—	—	—	—	(99.8)	(99.8)
Dividends declared on common stock and eligible plan awards	—	—	—	(30.8)	—	—	(30.8)
Net income for the year	—	—	119.8	—	—	—	119.8
Change in net unrealized losses on investments, net of taxes of \$(13.3)	—	—	—	49.8	—	—	49.8
Balance, December 31, 2020	57,413,806	\$ 0.6	\$ 404.3	\$ 1,247.9	\$ 115.1	\$ (555.1)	\$ 1,212.8
Balance, January 1, 2021	57,413,806	\$ 0.6	\$ 404.3	\$ 1,247.9	\$ 115.1	\$ (555.1)	\$ 1,212.8

Stock-based obligations	Stock-based obligations							
(Note 14)	(Note 14)	—	—	9.1	—	—	9.1	
Stock options exercised	Stock options exercised	48,051	—	1.1	—	—	1.1	
Vesting of restricted and performance stock units, net of shares withheld to satisfy minimum tax withholding	Vesting of restricted and performance stock units, net of shares withheld to satisfy minimum tax withholding							
(Note 14)	(Note 14)	228,397	—	(3.8)	—	—	(3.8)	
Acquisition of common stock (Note 13)	Acquisition of common stock (Note 13)	—	—	—	—	—	(42.2)	
Acquisition of common stock (Note 13)	Acquisition of common stock (Note 13)	—	—	—	—	—	(42.2)	
Dividends declared on common stock and eligible plan awards	Dividends declared on common stock and eligible plan awards	—	—	—	(28.7)	—	(28.7)	
Net income for the year	Net income for the year	—	—	119.3	—	—	119.3	
Net income for the year	Net income for the year	—	—	119.3	—	—	119.3	
Change in net unrealized gains on investments, net of taxes of \$14.5	Change in net unrealized gains on investments, net of taxes of \$14.5	—	—	—	(54.5)	—	(54.5)	
Change in net unrealized losses on investments, net of taxes of \$14.5	Change in net unrealized losses on investments, net of taxes of \$14.5	—	—	—	(54.5)	—	(54.5)	
Change in net unrealized losses on investments, net of taxes of \$14.5	Change in net unrealized losses on investments, net of taxes of \$14.5	—	—	—	(54.5)	—	(54.5)	
Balance, December 31, 2021	Balance, December 31, 2021	57,690,254	\$ 0.6	\$ 410.7	\$ 1,338.5	\$ 60.6	\$ (597.3)	\$ 1,213.1
Balance, January 1, 2022	Balance, January 1, 2022							
Balance, January 1, 2022	Balance, January 1, 2022							
Balance, January 1, 2022	Balance, January 1, 2022	57,690,254	\$ 0.6	\$ 410.7	\$ 1,338.5	\$ 60.6	\$ (597.3)	\$ 1,213.1
Stock-based obligations	Stock-based obligations							
(Note 14)	(Note 14)	—	—	5.1	—	—	5.1	

Stock options exercised	Stock options exercised	41,665	—	1.1	—	—	—	1.1
Vesting of restricted and performance stock units, net of shares withheld to satisfy minimum tax withholding	Vesting of restricted and performance stock units, net of shares withheld to satisfy minimum tax withholding							
(Note 14)	(Note 14)	144,368	—	(2.3)	—	—	—	(2.3)
Acquisition of common stock (Note 13)	Acquisition of common stock (Note 13)	—	—	—	—	—	(30.4)	(30.4)
Acquisition of common stock (Note 13)	Acquisition of common stock (Note 13)							
Dividends declared on common stock and eligible plan awards	Dividends declared on common stock and eligible plan awards	—	—	—	(91.3)	—	—	(91.3)
Net income for the year	Net income for the year	—	—	48.4	—	—	—	48.4
Net income for the year	Net income for the year							
Change in net unrealized losses on investments, net of taxes of \$(53.0)	Change in net unrealized gains on investments, net of taxes of \$53.0	—	—	—	(199.5)	—	—	(199.5)
Change in net unrealized gains on investments, net of taxes of \$53.0	Change in net unrealized gains on investments, net of taxes of \$53.0							
Balance, December 31, 2022	Balance, December 31, 2022	57,876,287	\$ 0.6	\$ 414.6	\$ 1,295.6	\$ (138.9)	\$ (627.7)	\$ 944.2
Balance, January 1, 2023	Balance, January 1, 2023							
Stock-based obligations (Note 14)	Stock-based obligations (Note 14)							
Stock options exercised	Stock options exercised							

Vesting of restricted and performance stock units, net of shares withheld to satisfy minimum tax withholding (Note 14)
Acquisition of common stock <sup>(1)</sup> (Note 13)
Dividends declared on common stock and eligible plan awards
Dividends declared on common stock and eligible plan awards
Dividends declared on common stock and eligible plan awards
Net income for the year
Net income for the year
Net income for the year
Change in net unrealized losses on investments, net of taxes of \$(14.0)
Change in net unrealized losses on investments, net of taxes of \$(14.0)
Change in net unrealized losses on investments, net of taxes of \$(14.0)
Balance, December 31, 2023

<sup>(1)</sup> Beginning January 1, 2023, amount includes applicable excise tax as imposed by the Inflation Reduction Act of 2022.  
See accompanying notes.

			Employers Holdings, Inc. and Subsidiaries						Consolidated Statements of Cash Flows		
			Years Ended December 31,						Years Ended December 31,		
			2022	2021	2020				2023	2022	2021
			2023						(in millions)		
Operating activities	Operating activities	(in millions)	Operating activities						(in millions)		
Net income	Net income	\$ 48.4	\$ 119.3	\$ 119.8							

Adjustments to reconcile net income to net cash provided by operating activities:	Adjustments to reconcile net income to net cash provided by operating activities:	Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	Depreciation and amortization	5.3	7.4	8.2
Stock-based compensation	Stock-based compensation	5.1	9.1	9.7
Amortization of cloud computing arrangements	Amortization of cloud computing arrangements	16.4	14.2	9.0
Net amortization on investments	Net amortization on investments	3.0	8.5	9.8
Allowance for expected credit losses	Allowance for expected credit losses	2.8	(0.3)	6.6
Deferred income tax expense		(17.4)	6.7	(13.4)
Net realized and unrealized losses (gains) on investments		51.8	(54.6)	(19.0)
Deferred income tax expense (benefit)				
Net realized and unrealized (gains) losses on investments				
Asset impairment charges	—	1.0	0.8	
Asset impairment and related charges				
Asset impairment and related charges				
Asset impairment and related charges				
Noncash operating lease term adjustment				
Noncash operating lease term adjustment				
Noncash operating lease term adjustment				
Change in operating assets and liabilities:	Change in operating assets and liabilities:			Change in operating assets and liabilities:
Premiums receivable	Premiums receivable	(63.7)	(12.1)	47.4
Premiums receivable	Premiums receivable			
Reinsurance recoverable on paid and unpaid losses	Reinsurance recoverable on paid and unpaid losses	32.2	20.2	35.1
Cloud computing arrangements				
Cloud computing arrangements				
Cloud computing arrangements	Cloud computing arrangements	(15.4)	(7.9)	(25.6)
Operating lease right-of-use-assets	Operating lease right-of-use-assets	2.7	3.2	(2.3)

Current federal income taxes	Current federal income taxes	8.8	(7.9)	22.0
Unpaid losses and loss adjustment expenses	Unpaid losses and loss adjustment expenses	(20.5)	(88.2)	(123.4)
Unearned premiums	Unearned premiums	34.8	5.6	(38.0)
Accounts payable, accrued expenses and other liabilities	Accounts payable, accrued expenses and other liabilities	7.2	(2.5)	(4.0)
Deferred reinsurance gain–LPT Agreement	Deferred reinsurance gain–LPT Agreement	(8.3)	(11.0)	(11.7)
Contingent commission receivable–LPT Agreement	Contingent commission receivable–LPT Agreement			
Contingent commission receivable–LPT Agreement	Contingent commission receivable–LPT Agreement			
Contingent commission receivable–LPT Agreement	Contingent commission receivable–LPT Agreement	—	(0.5)	(0.2)
Operating lease liabilities	Operating lease liabilities	(3.0)	(3.3)	2.1
Non-cancellable obligations	Non-cancellable obligations	4.4	(2.4)	1.1
Other	Other	5.2	6.3	(1.0)
Net cash provided by operating activities	Net cash provided by operating activities	99.8	10.8	33.0
<b>Investing activities</b>	<b>Investing activities</b>			<b>Investing activities</b>
Purchases of fixed maturity securities	Purchases of fixed maturity securities	(611.4)	(516.6)	(645.6)
Purchases of equity securities	Purchases of equity securities	(124.9)	(199.5)	(179.5)
Purchases of short-term investments	Purchases of short-term investments	(132.7)	(12.5)	(135.9)
Purchases of other invested assets	Purchases of other invested assets	(20.3)	(17.3)	(8.3)
Proceeds from sale of fixed maturity securities	Proceeds from sale of fixed maturity securities	313.8	206.7	349.5
Proceeds from sale of equity securities	Proceeds from sale of equity securities	216.3	135.9	243.4

Proceeds from maturities and redemptions of fixed maturity securities	Proceeds from maturities and redemptions of fixed maturity securities	195.0	373.5	359.2			
Proceeds from maturities of short-term investments	Proceeds from maturities of short-term investments	24.0	28.3	110.6			
Net change in unsettled investment purchases and sales	Net change in unsettled investment purchases and sales	(3.3)	3.4	(3.6)			
Capital expenditures and other	Capital expenditures and other	(2.6)	(3.6)	(5.5)			
Capital expenditures and other							
Net cash (used in) provided by investing activities		(146.1)	(1.7)	84.3			
Capital expenditures and other							
Net cash provided by (used in) investing activities							
Net cash provided by (used in) investing activities							
Net cash provided by (used in) investing activities							
<b>Financing activities</b>		<b>Financing activities</b>					
Acquisition of common stock							
Acquisition of common stock							
Acquisition of common stock	Acquisition of common stock	(30.4)	(42.6)	(99.4)			
Cash transactions related to stock-based compensation	Cash transactions related to stock-based compensation	(1.2)	(2.7)	(1.8)			
Dividends paid to stockholders and eligible plan award holders	Dividends paid to stockholders and eligible plan award holders	(90.3)	(29.0)	(30.5)			
Proceeds from FHLB advances	Proceeds from FHLB advances	182.5	—	35.0			
Repayments on FHLB advances	Repayments on FHLB advances	—	(20.0)	(15.0)			
Proceeds from line of credit advances	Proceeds from line of credit advances	10.0	27.0	—			
Repayments on line of credit advances	Repayments on line of credit advances	(10.0)	(27.0)	—			
Payments on finance leases	Payments on finance leases	(0.2)	(0.1)	(0.2)			
Net cash provided by (used in) financing activities		60.4	(94.4)	(111.9)			
Net increase (decrease) in cash, cash equivalents, and restricted cash		14.1	(85.3)	5.4			
Cash, cash equivalents, and restricted cash at the beginning of the period		75.3	160.6	155.2			

Cash, cash equivalents, and restricted cash at the end of the period	\$ 89.4	\$ 75.3	\$ 160.6
<b>Non-cash transactions</b>			
Financed property and equipment purchases	\$ 0.1	\$ 0.3	\$ 0.1
Non-cash exchange of private preferred shares for common stock	—	20.0	—
Net cash (used in) provided by financing activities			
Net cash (used in) provided by financing activities			
Net cash (used in) provided by financing activities			

Net increase (decrease) in cash, cash equivalents, and restricted cash	137.2	14.1	(85.3)
Cash, cash equivalents, and restricted cash at the beginning of the period	89.4	75.3	160.6
Cash, cash equivalents, and restricted cash at the end of the period	\$ 226.6	\$ 89.4	\$ 75.3
Cash paid for federal income taxes	\$ 30.4	\$ 15.1	\$ 28.2
Cash paid for state income taxes	\$ 1.5	\$ 0.7	\$ 1.2
Cash paid for interest	\$ 5.8	\$ 2.6	\$ 0.3
<b>Non-cash transactions</b>			
Financed property and equipment purchases	\$ —	\$ 0.1	\$ 0.3
Non-cash exchange of private preferred shares for equity securities	—	—	20.0

The following table presents our cash, cash equivalents, and restricted cash by category within the Consolidated Balance Sheets:

	As of	As of	(in millions)
	December	December	
	December 31, 2022	31, 2021	
Cash and cash equivalents	Cash and cash equivalents	\$ 89.2	\$ 75.1
Restricted cash and cash equivalents supporting reinsurance obligations	Restricted cash and cash equivalents supporting reinsurance obligations	0.2	0.2
Total cash, cash equivalents and restricted cash	Total cash, cash equivalents and restricted cash	\$ 89.4	\$ 75.3

See accompanying notes.

**Employers Holdings, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**

## 1. Basis of Presentation and Summary of Operations

### Nature of Operations and Organization

Employers Holdings, Inc. (EHI) is a Nevada holding company. Through its wholly owned insurance subsidiaries, Employers Insurance Company of Nevada (EICN), Employers Compensation Insurance Company (ECIC), Employers Preferred Insurance Company (EPIC), Employers Assurance Company (EAC), and Cerity Insurance Company (CIC), EHI is engaged in the commercial property and casualty insurance industry, specializing in workers' compensation products and services. Unless otherwise indicated, all references to the "Company" refer to EHI, together with its subsidiaries.

In 1999, the Nevada State Industrial Insurance System (the Fund) entered into a retroactive 100% quota share reinsurance agreement (the LPT Agreement) through a loss portfolio transfer transaction with third party reinsurers. The LPT Agreement commenced on June 30, 1999 and will remain in effect until: (i) all claims under the covered policies have closed; (ii) the LPT Agreement is commuted or terminated upon the mutual agreement of the parties; or (iii) the reinsurers' aggregate maximum limit of liability is exhausted, whichever occurs first. The LPT Agreement does not provide for any additional termination terms. On January 1, 2000, EICN assumed all of the assets, liabilities and operations of the Fund, including the Fund's rights and obligations associated with the LPT Agreement. See Notes 2 and 10.

The Company accounts for the LPT Agreement as retroactive reinsurance. Upon entry into the LPT Agreement, an initial deferred reinsurance gain (the Deferred Gain) was recorded as a liability on the Company's Consolidated Balance Sheets. The Company is also entitled to receive a contingent profit commission under the LPT Agreement. The contingent profit commission is estimated based on both actual paid results to date and projections of expected paid losses under the LPT Agreement and is recorded as an asset on the Company's Consolidated Balance Sheets. The Contingent Commission receivable at December 31, 2023 was \$14.2 million.

### Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). All intercompany transactions and balances have been eliminated in consolidation.

The Company operates as a single operating segment, *Insurance Operations*, through its wholly owned subsidiaries. The Company considers an operating segment to be any component of its business whose operating results are regularly reviewed by the Company's chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance based on discrete financial information. Prior to December 31, 2023, the Company operated through two reportable segments: *Employers* and *Cerity*. Each of All periods prior to December 31, 2023 have been conformed to the segments represents a separate and distinct underwriting platform through which the Company conducts insurance business. This presentation allows the reader, as well as the Company's chief operating decision makers, to objectively analyze the business originated through each of the Company's underwriting platforms. current presentation. Detailed financial information about the Company's single operating segments is presented in Note 19.

### Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. As a result, actual results could differ from these estimates. The most significant areas that require management judgment are the estimate of unpaid losses and loss adjustment expenses (LAE), evaluation of reinsurance recoverables, recognition of premium revenue, recoverability of deferred income taxes, and valuation of investments.

### Reclassifications

Certain prior period information has been reclassified to conform to the current period presentation.

## 2. Summary of Significant Accounting Policies

### Cash and Cash Equivalents

The Company considers all liquid investments with maturities of less than three months, as measured from the date of purchase, to be cash equivalents.

### Restricted Cash and Cash Equivalents

Restricted cash and cash equivalents represent cash and cash equivalents held in trust in order to secure certain of the Company's obligations and, accordingly, are restricted as to withdrawal or usage. As of December 31, 2022 December 31, 2023 and 2021 2022 the

Company held \$2.7 million \$3.0 million and \$3.1 million \$2.7 million, respectively, in cash and investments in trust for reinsurance obligations, of which \$0.2 million, represented restricted cash and cash equivalents for each year.

### Short-Term Investments

The Company considers all liquid investments with maturities of between three and twelve months, as measured from the date of purchase, to be short-term investments.

### Investment Securities

The Company's investments in fixed maturity securities and short-term investments are classified as available-for-sale (AFS) and are reported at fair value with unrealized gains and losses excluded from earnings and reported as a separate component of stockholders' equity, net of deferred taxes, in Accumulated other comprehensive (loss) income loss on the Company's Consolidated Balance Sheets.

The Company's investments in equity securities at fair value are not classified as AFS and changes in fair value are included in Net realized and unrealized gains and losses on investments on the Company's Consolidated Statements of Comprehensive Income. Income (Loss). The Company's investment in FHLB stock is presented within Equity securities at cost on the Company's Consolidated Balance Sheets.

The Company's investments in other invested assets are reported at either net asset value or fair value and changes in the value of these investments are included in Net realized and unrealized gains (losses) gains on investments on the Company's Consolidated Statements of Comprehensive Income. Income (Loss).

Beginning in 2020, with the adoption of ASU 2016-13, *Financial Instruments - Credit Losses* (Topic 326), the Company's investments in fixed maturity securities are presented net of an allowance for current expected credit losses (CECL). The Company first assesses whether it intends to sell, or it is more likely than not that it will be required to sell, the security before recovery of its amortized cost basis. If either of the criteria is met, the security's amortized cost basis is written down to its fair value. For AFS debt securities that do not meet either criteria, the Company evaluates whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and adverse conditions specifically related to the security, among other factors. The changes in the Company's allowance for CECL on investments are included in Net realized and unrealized gains (losses) gains on investments on the Company's Consolidated Statements of Comprehensive Income (Loss) (see Note 6).

Investment income consists primarily of interest and dividends generated by investment securities. Interest is recorded as earned on an accrual basis and dividends are recorded as earned at the ex-dividend date. Interest income on mortgage-backed and asset-backed securities is determined using the effective-yield method based on estimated principal repayments. Mortgage-backed securities are adjusted for the effects of changes in prepayment assumptions on the related accretion of discount or amortization of premium of such securities using the retrospective method.

Realized gains and losses on investments are determined on a specific-identification basis.

#### Recognition of Revenue and Expense

##### Revenue Recognition

Premiums written are recognized as revenues, net of any applicable underlying reinsurance coverage, and recognized as premiums earned, over the period of the contract in proportion to the amount of insurance protection provided. At the end of the policy term, payroll-based premium audits are performed on substantially all policyholder accounts to determine the actual amount of net premiums earned for that policy year. Earned but unbilled premiums include estimated future audit premiums based on the Company's historical experience. These estimates are subject to changes in policyholders' payrolls, economic conditions, and seasonality, and are continually reviewed and adjusted as experience develops or new information becomes known. Any such Audit premium adjustments are included in current operations; premiums earned; however, these adjustments are partially offset by the resulting changes in losses and LAE, commission expenses, and premium taxes. The Company's premiums receivable on its Consolidated Balance Sheets included \$38.7 million and \$42.9 million and \$13.8 million of additional premiums expected to be received from policyholders for premium audits at December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

The Company establishes an allowance for CECL (see Note 6) on its premiums receivable through a charge included in underwriting and general and administrative expenses in its Consolidated Statements of Comprehensive Income. This allowance for CECL is determined based on estimates (collectability and historical payment patterns) and assumptions to project future experience. After all collection efforts have been exhausted, the Company reduces the allowance for CECL for write-offs of premiums receivable that have been deemed uncollectible. The Company's allowance for CECL was \$17.9 million and \$12.8 million at December 31, 2023 and \$10.3 million at December 31, 2022 and 2021, 2022, respectively. The Company had write-offs of \$2.0 million and \$3.9 million, \$2.5 million and \$2.0 million, and \$6.8 million and \$2.5 million for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively.

#### Deferred Policy Acquisition Costs

Policy acquisition costs, those costs that relate directly to the successful acquisition of new or renewal insurance contracts, including underwriting, policy issuance and processing, medical and inspection, sales force contract selling and commissions are deferred and amortized as the related premiums are earned. Amortization of deferred policy acquisition costs for the years ended December 31, 2022 December 31, 2023, 2022, and 2021, and 2020, was \$113.8 million, \$106.4 million, \$92.2 million, and \$97.5 million \$92.2 million, respectively.

If the sum of a policy's expected losses and LAE and deferred policy acquisition costs exceeds the related unearned premiums and projected investment income, a premium deficiency is determined to exist. In this event, deferred policy acquisition costs are immediately expensed to the extent necessary to eliminate the premium deficiency. If the premium deficiency exceeds deferred acquisition costs, a liability is accrued for the excess deficiency. There were no premium deficiency adjustments recognized during the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021.

#### Unpaid Loss and LAE Reserves

Unpaid loss and LAE reserves represent management's best estimate of the ultimate net cost of all reported and unreported losses incurred for the applicable periods, less payments made. The estimated reserves for losses and LAE include the accumulation of estimates for all claims reported prior to the balance sheet date, estimates of claims incurred but not reported, and estimates of expenses for investigating and adjusting all incurred and unadjusted claims (based on projections of relevant historical data). Amounts reported are subject to the impact of future changes in economic, regulatory and social conditions. Management believes that, subject to the inherent variability in any such estimate, the reserves are within a reasonable and acceptable range of adequacy. Estimates for claims prior to the balance sheet date are continually monitored and reviewed, and as settlements are made or reserves adjusted, the differences are reported in current operations. Salvage and subrogation recoveries are estimated based on a review of the level of historical salvage and subrogation recoveries.

#### Reinsurance

In the ordinary course of business, the Company purchases excess of loss reinsurance in order to protect it against the impact of large and/or catastrophic losses. Additionally, the Company is a party to the LPT Agreement (see Note 10). These reinsurance arrangements reduce the Company's exposure to such losses since its reinsurers are liable to the Company to the extent of the reinsurance protection provided. However, the Company remains liable for all losses it incurs to the extent that any reinsurer is unable or unwilling to make timely payments under its reinsurance agreements.

Balances due from reinsurers on unpaid losses, including an estimate of such recoverables related to reserves for incurred but not reported losses, are reported as reinsurance recoverables on the Company's Consolidated Balance Sheets. Reinsurance recoverables on paid losses represent amounts currently due from reinsurers. Reinsurance recoverables on unpaid losses represent amounts that will be collectible from reinsurers once the losses are paid. Reinsurance recoverables on unpaid losses and LAE amounted to \$427.5 million and \$444.5 million at December 31, 2023 and \$476.3 million at December 31, 2022 and 2021, 2022, respectively.

Beginning in 2020, with the adoption of ASU 2016-13, the Company's reinsurance recoverables are presented net of an allowance for CECL. The changes in the Company's allowance for CECL are included in underwriting and general and administrative expenses on the Company's Consolidated Statements of Comprehensive Income (Loss) (see Note 6). This allowance for CECL is determined based on historical information, financial strength of reinsurers, collateralization amounts and ratings to determine the appropriateness of the allowance.

Ceded reinsurance premiums are accounted for on a basis consistent with those used in accounting for the underlying premiums, and are reported as reductions to arrive at net premiums written and earned.

Ceded losses and LAE are also accounted for on a basis consistent with those used in accounting for the original policies issued and the terms of the relevant reinsurance agreement, and are recorded as reductions to losses and LAE incurred.

Pursuant to the LPT Agreement, LAE is deemed to be 7% of total losses paid and is payable to the Company as compensation for management of the claims under the LPT Agreement. The Deferred Gain is amortized using the recovery method, whereby the amortization is determined by the proportion of actual reinsurance recoveries to total estimated recoveries through the life of the LPT Agreement, and is recorded in losses and LAE incurred in the Company's Consolidated Statements of Comprehensive **Income**, **Income (Loss)**. Any adjustment to the estimated loss and LAE reserves ceded under the LPT Agreement results in a cumulative adjustment to the Deferred Gain, which is also recognized in losses and LAE incurred in the Company's Consolidated Statements of Comprehensive **Income (Loss)**, such that the Deferred Gain reflects the balance that would have existed had the revised reserves been recognized at the inception of the LPT Agreement (LPT Reserve Adjustment).

Additionally, the Company is entitled to receive a contingent profit commission under the LPT Agreement. The contingent profit commission is equal to 30% of the favorable difference between actual paid losses and LAE and expected paid losses and LAE as established in the LPT Agreement based on losses paid through June 30, 2024. The contingent profit commission is **paid payable** every five years beginning June 30, 2004 for the first 25 years of the agreement, and ending June 30, 2024. The Company could be required to return any previously received contingent profit commission, plus interest, in the event of unfavorable differences through **June 30**.

**2024, June 30, 2024.** The Company records an estimate of contingent profit commission on its Consolidated Balance Sheets as Contingent

commission receivable—LPT Agreement and a corresponding liability is recorded as Deferred reinsurance gain—LPT Agreement. The Contingent commission receivable—LPT Agreement is reduced as amounts are received from participating reinsurers. **In 2019, the Company received \$19.1 million in cash related to the contingent profit commission.** The Deferred reinsurance gain—LPT Agreement is amortized using the recovery method. The amortization of the contingent profit commission is determined by the proportion of actual reinsurance recoveries to total estimated recoveries over the life of the contingent profit commission (through June 30, 2024), and is recorded in losses and LAE incurred in the Company's Consolidated Statements of Comprehensive **Income (Loss)**. Any adjustment to the contingent profit commission under the LPT Agreement results in a cumulative adjustment to the Deferred Gain, which is also recognized in losses and LAE incurred in the Company's Consolidated Statements of Comprehensive **Income (Loss)**, such that the Deferred Gain reflects the balance that would have existed had the revised contingent profit commission been recognized at the inception of the LPT Agreement (LPT Contingent Commission Adjustment).

#### **Property and Equipment**

Property and equipment are stated at cost less accumulated depreciation (see Note 7). Expenditures for maintenance and repairs are charged against operations as incurred.

Electronic data processing equipment, software, furniture and equipment, and automobiles are depreciated using the straight-line method over **three** 3 to **seven** 7 years. Leasehold improvements are also carried at cost less accumulated amortization. The Company amortizes leasehold improvements using the straight-line method over the lesser of the useful life of the asset or the remaining original lease term, excluding options or renewal periods. Leasehold improvements are generally amortized over **three** 3 to **eight** 8 years.

#### **Cloud Computing Arrangements**

The Company capitalizes software license fees and implementation costs associated with hosting arrangements that are service contracts. These amounts are included in Cloud computing arrangements on the Company's Consolidated Balance Sheets. Amortization of the software license fees is calculated using the straight-line method over the term of the service contract or based on the expected utilization of the asset. Amortization of the implementation costs are calculated using the straight-line method based on the term of the service contract and commence once the module or component is ready for its intended use, regardless of whether the hosted software has been placed into service, and will be recognized over the remaining life of the service contract.

#### **Operating leases**

The Company determines if an arrangement is a lease at the inception of the transaction. Leased office property meets the definition of operating leases under ASC 842 and is presented as a right-of-use asset (ROU asset) and lease liability on the Company's Consolidated Balance Sheets. ROU assets represent the right to use an underlying asset for the lease payments arising from the lease transaction. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of the lease payments over the lease term. The Company uses collateralized incremental borrowing rates to determine the present value of lease payments. The ROU assets also include lease payments less any lease incentives within a lease agreement. The Company's lease terms may include options to extend or terminate a lease. Lease expense for lease payments is recognized on a straight-line basis over the lease term. See Note 12 for additional disclosures related to operating leases.

#### **Finance Leases**

Leased property and equipment meeting finance lease criteria are capitalized at the lower of the present value of the related lease payments or the fair value of the leased asset at the inception of the lease. Financing leases for automobiles are included in property and equipment in other liabilities on the Company's Consolidated Balance Sheets. Amortization is calculated using the straight-line method based on the term of the lease and is included in the depreciation expense of property and equipment. See Note 12 for additional disclosures related to finance leases.

#### **Income Taxes**

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the Company's financial statements. Under this method, the Company determines deferred tax assets and liabilities on the basis of the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse.

The Company recognizes tax positions that are determined to be more likely than not of being sustained upon examination. Recognized income tax positions are measured at the largest amount that has a greater than 50% likelihood of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

The Company recognizes deferred tax assets when it determines that such assets are more likely than not to be realized in future periods. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, tax-planning strategies, projected future taxable income, projected future tax rates, and results of recent operations. If the Company determines that it is not more likely than not that it could realize its deferred tax assets in future periods, it would establish a deferred tax asset valuation allowance that would increase the Company's provision for income taxes. If the Company determines that it would be able to realize its deferred tax assets in the future in excess of its net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company recognizes accrued interest and penalties, if any, in income taxes. For the years ended **December 31, 2022** **December 31, 2023** and **2021**, the Company incurred no material interest and penalties.

#### Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk are primarily cash and cash equivalents (including restricted cash equivalents), short-term investments, investment securities, premiums receivable, and reinsurance recoverable balances.

The Company's cash equivalents and short-term investments include investments in money market securities and securities backed by the U.S. government. The Company's investment securities are diversified throughout many industries and geographic regions and include investments in U.S. government and U.S. government-sponsored enterprises. The Company believes that it has no significant concentrations of credit risk from a single issue or issuer within its cash equivalents, short-term investments and investment securities other than concentrations in U.S. government and U.S. government-sponsored enterprises.

The Company's premiums receivable are generally diversified due to the large number of entities composing the Company's policyholder base and their dispersion across many different industries.

The Company monitors the financial condition of its reinsurers to minimize its exposure to significant losses from reinsurer insolvencies. The Company also obtains collateral from its reinsurers in order to mitigate the risks related to insolvencies. At December 31, 2022 and 2021, \$1.7 million and \$1.8 million were held as collateral by cash or letters of credit for the Company's reinsurance recoverables, respectively.

#### Fair Value of Financial Instruments

The fair values of the Company's financial instruments have been determined using available market information and other appropriate valuation methodologies. Judgment is required in developing fair value estimates where quoted market prices are not available. Accordingly, these estimates are not necessarily indicative of the amounts that could be realized in a current market exchange. The use of different market assumptions or estimating methodologies may have an effect on the estimated fair value amounts.

The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments:

*Cash and cash equivalents, short-term investments, premiums receivable, accounts payable and accrued expenses, and other liabilities.* The carrying amounts for each of these financial instruments as reported in the Company's Consolidated Balance Sheets approximate their fair values.

*Investment securities.* The Company's investment securities are predominantly valued on the basis of actual market transactions or observable inputs. A small portion of the Company's investment securities are valued on the basis of pricing models with significant unobservable inputs or nonbinding broker quotes (see Note 4).

#### Goodwill and Other Intangible Assets

The Company formally tests for impairment of goodwill and intangible assets around the fourth quarter of each year. At the end of each quarter, management considers the results of the previous analysis as well as any recent developments that may constitute triggering events requiring the impairment analysis of goodwill and other intangible assets to be updated. The Company assessed the effects of current economic conditions on the Company's financial condition and results of operations and changes in the Company's fair value and determined that there were no impairments of these assets as of **December 31, 2022** **December 31, 2023** and **2021**.

Intangible assets related to state licenses are not subject to amortization. Intangibles related to insurance relationships were amortized in proportion to the expected period of benefit and were fully amortized as of **December 31, 2022** **December 31, 2023**.

The gross carrying value, accumulated amortization, and net carrying value for the Company's intangible assets, by major class, as of December 31, were as follows:

	2022				2021			
	Gross		Net		Gross		Net	
	Carrying Value	Accumulated Amortization	Carrying Value	Accumulated Amortization	Carrying Value	Accumulated Amortization	Carrying Value	Accumulated Amortization
(in millions)								
	2023				2023			
	Gross Carrying Value				Gross Carrying Value		Gross Carrying Value	
	(in millions)				(in millions)			
State licenses	\$ 13.5	\$ —	\$ 13.5	\$ 13.5	\$ —	\$ 13.5	\$ —	\$ 13.5
Insurance relationships	9.4	\$ (9.4)	—	9.4	(9.4)	—	—	—
Other	0.1	—	0.1	0.1	—	—	0.1	0.1
Total	\$ 23.0	\$ (9.4)	\$ 13.6	\$ 23.0	\$ (9.4)	\$ 13.6	\$ —	\$ —

There was no amortization expense in **2022** **2023** or **2021**. Amortization expenses are included in the Company's Consolidated Statements of Comprehensive Income (Loss) Income in underwriting and general and administrative expenses.

#### Stock-Based Compensation

The Company provides stock-based compensation to its directors and certain of its employees, which is recognized in its Consolidated Statements of Comprehensive Income (Loss) based on estimated grant date fair values over the relevant service period (see Note 14).

#### 3. New Accounting Standards

### **Recently Issued Accounting Standards**

In March 2020, November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280). The amendments in this update improve disclosures about reportable segments and provide more detailed information about a reportable segment's expenses. The amendments in this update include disclosures on an annual and interim basis, significant segment expenses that are regularly provided to the CODM, an amount for other segment items by reportable segment and a description on their composition, all annual disclosures about a reportable segment's profit or loss and assets be required on an interim basis, identify the measures the CODM uses in assessing performance and allocating resources, and the title and position of the CODM. Additionally, a single reporting segment is subject to all disclosures in this amendment along with existing segment disclosures within Topic 280. This update is effective for fiscal years beginning after December 15, 2023 and early adoption is permitted. The Company will adopt this standard when it becomes effective.

In October 2023, the FASB issued ASU 2023-06, Disclosure Improvements. The amendments in this update modify the disclosure or presentation requirements of a variety of topics within the Codification, including Statement of Cash Flows, Accounting Changes and Error Corrections, Earnings Per Share, Interim Reporting, Commitments, Debt, Equity, Derivatives and Hedging, Transfers and Servicing of Securities Borrowed or Repurchases, Oil and Gas activities, Investment Company activities and Real Estate Investment Trusts. Certain of the amendments represent clarifications to or technical corrections of the current requirements to allow users to more easily compare entities subject to existing SEC disclosures. For entities subject to the SEC's existing disclosure requirements and for entities required to file or furnish financial statements with or to the SEC in preparation for the sale of or for purposes of issuing securities that are not subject to contractual restrictions on transfer, the effective date for each amendment will be the date on which the SEC's removal of related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption permitted. The Company will adopt any codification improvements as they become applicable and has determined that the impact of these improvements will not be material to its consolidated financial condition or results of operations.

### **Recently Adopted Accounting Standards**

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740). This update requires public business entities to annually disclose specific categories within the income tax rate reconciliation, and provide additional information for reconciling items that meet a certain quantitative threshold. Additionally, the amendments in this update require entities to disclose certain information about income taxes paid, income tax disaggregation, disclosures around unrecognized tax benefits, and the removal of disclosures related to temporary differences surrounding deferred tax liabilities to enhance the transparency and decision usefulness of income tax disclosures. This update is effective for fiscal years beginning after December 15, 2024 and early adoption is permitted for financial statements that have not been issued. The Company elected to early adopt this update as of December 31, 2023 and determined that the impact of this standard was not material to its consolidated financial condition or results of operations. See Note 8 regarding the additional disclosures of this adoption that were applicable to the Company.

In March 2020, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2020-04, Reference Rate Reform (Topic 848). This update provides optional transition guidance to ease the potential accounting burden associated with transitioning away from the London Interbank Offered Rate (LIBOR), with optional expedients and exceptions related to the application of US GAAP to contracts, hedging relationships and other transactions affected by reference rate reform. Companies can apply elect to adopt this ASU immediately, but early adoption is only available through December 31, 2022 when the ASU becomes effective, December 31, 2024. The Company evaluated the determined that there was no impact of LIBOR transitioning on its existing contracts and investments and does not expect that this update will have a material impact on its consolidated financial condition or results of operations, investments.

### **Recently Adopted Accounting Standards**

In October 2020, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2020-10, Codification Improvements. This update ensures all disclosure guidance that requires or provides an option for an entity to provide notes to the financial statements is included in the Disclosure Section (Section 50) of the Codification. This update also provides various codification improvements in which the original guidance was unclear. This update became effective for annual periods beginning after December 15, 2020 and early adoption is was permitted for any annual or interim period for which financial statements have not been issued. The Company determined that the impact of this standard was not material to its consolidated financial condition and results of operations.

In October 2020, the FASB issued ASU 2020-08, Codification Improvements to Subtopic 310-20, Receivable-Nonrefundable fees and other costs. The amendments in that Update shortened the amortization period for certain purchased callable debt securities held at a premium by requiring that entities amortize the premium associated with those callable debt securities within the scope of paragraph 310-20-25-33 to the earliest call date. The amendments affect the guidance in Accounting Standards Update No. 2017-08, receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities. The amendments in this update became effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2020. Early adoption is was not permitted. The Company determined that the impact of this standard was not material to its consolidated financial condition and results of operations.

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740). This update simplifies the accounting for income taxes within Accounting Standards Codification (ASC) topic 740 by removing certain exceptions and clarifies existing guidance. This update became effective for annual periods beginning after December 15, 2020. The Company determined that the impact of this standard was not material to its consolidated financial condition and results of operations.

In April 2019, the FASB issued ASU 2019-04, Codification Improvements to Topic 326, Financial Instruments - Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments. The amendments in this update represent changes to clarify, correct errors in, or improve the codification within various ASC topics. The Company adopted the updates related to Topic 815 when it adopted ASU 2016-13. The Company determined that the impact of these improvements was not material to its consolidated financial condition and results of operations.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. This update removes the disclosure requirements for the amounts of and the reasons for transfers between Level 1 and Level 2 and disclosure of the policy for timing of transfers between levels. This update also removes disclosure requirements for the valuation processes for Level 3 fair value measurements. Additionally, this update adds disclosure requirements for the changes in unrealized gains and losses for recurring Level 3 fair value measurements and quantitative information for certain unobservable inputs in Level 3 fair value measurements. Additionally, in March 2020, the FASB issued ASU 2020-03, Codification Improvements to Financial Instruments. This update provided clarification and eliminated inconsistencies on a variety of topics within the codification. The Company adopted the applicable standards and there was no impact on its consolidated financial condition and results of operations.

In January 2017, the FASB issued ASU 2017-04, *Intangibles-Goodwill and Other* (Topic 350). This update simplifies the measurement of goodwill by eliminating the performance of Step 2 in the goodwill impairment analysis. This update allows the testing to be performed by comparing the fair value of a reporting unit with its carrying amount and recognizing an impairment charge when the carrying amount exceeds fair value. Additionally, this update eliminates the requirements of any reporting unit with a zero or negative carrying value to perform Step 2, but requires disclosure of the amount of goodwill allocated to a reporting unit with zero or negative carrying amount of net assets. This update became effective for its annual or any interim goodwill impairment tests beginning after December 15, 2020. The Company adopted this standard and there was no impact on its consolidated financial condition and results of operations.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses* (Topic 326). This update replaces the incurred loss impairment methodology for recognizing credit losses on financial instruments with a methodology that reflects an entity's current estimate of all expected credit losses. This update requires financial assets (including receivables and

reinsurance recoverables) measured at amortized cost to be presented net of an allowance for credit losses. Additionally, this update requires credit losses on available-for-sale fixed maturity securities to be presented as an allowance rather than as a write-down, allowing an entity to also record reversals of credit losses in current period net income. This update is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Additionally, in December 2018, the FASB issued ASU 2018-19, *Codification Improvements to Topic 326, Financial Instruments - Credit Losses*. This update provides clarification on the effective and transition dates and the exclusion of operating lease receivables from Topic 326. In May 2019, the FASB issued ASU 2019-05, *Financial Instruments - Credit Losses (Topic 326): Targeted Transition Relief*. This update adds optional transition relief for entities to elect the fair value option for certain financial assets previously measured at amortized cost basis to increase comparability of similar financial assets. In December 2019, the FASB issued ASU 2019-11, *Codification Improvements to Topic 326, Financial Instruments - Credit Losses* which provides clarification on certain aspects of the guidance in ASC 326 including purchased credit-deteriorated financial assets, transition relief for troubled debt restructurings, disclosure relief for accrued interest receivables and allows a practical expedient for financial assets secured by collateral maintenance provisions. The Company adopted these standards on January 1, 2020 and did not make any opening balance sheet adjustments due to the immaterial amounts. See Note 6 regarding the impact of this adoption on the Company's consolidated financial condition and results of operations.

#### 4. Valuation of Financial Instruments

##### **Financial Instruments Carried at Fair Value**

The carrying value and the estimated fair value of the Company's financial instruments at fair value were as follows as of December 31:

	2022		2021		2023		2023		2022	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial assets	Financial assets		(in millions)		Financial assets		(in millions)			
Total investments at fair value	Total investments at fair value									
(Note 5)	(Note 5)	\$ 2,502.4	\$ 2,502.4	\$ 2,692.0	\$ 2,692.0					
Cash and cash equivalents	Cash and cash equivalents	89.2	89.2	75.1	75.1					
Restricted cash and cash equivalents	Restricted cash and cash equivalents	0.2	0.2	0.2	0.2					

Assets and liabilities recorded at fair value on the Company's Consolidated Balance Sheets are categorized based upon the levels of judgment associated with the inputs used to measure their fair value. Level inputs are defined as follows:

- Level 1 - Inputs are unadjusted quoted market prices for identical assets or liabilities in active markets at the measurement date.
- Level 2 - Inputs other than Level 1 prices that are observable for similar assets or liabilities through corroboration with market data at the measurement date.
- Level 3 - Inputs that are unobservable that reflect management's best estimate of what willing market participants would use in pricing the assets or liabilities at the measurement date.

The Company uses third party pricing services to assist with its investment accounting function. The ultimate pricing source varies depending on the investment security and pricing service used, but investment securities valued on the basis of observable inputs (Levels 1 and 2) are generally assigned values on the basis of actual transactions. Securities valued on the basis of pricing models with significant unobservable inputs or non-binding broker quotes are classified as Level 3. The Company performs quarterly analyses on the prices it receives from third parties to determine whether the prices are reasonable estimates of fair value, including confirming the fair values of these securities through observable market prices using an alternative pricing source, as it is ultimately management's responsibility to ensure that the fair values reflected in the

Company's consolidated financial statements are appropriate. If differences are noted in these analyses, the Company may obtain additional information from other pricing services to validate the quoted price.

The Company bases all of its estimates of fair value for assets on the bid prices, when available, as they represent what a third-party market participant would be willing to pay in an arm's length transaction.

For securities not actively traded, third party pricing services may use quoted market prices of similar instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates, and prepayment speed assumptions. There were no material adjustments to the valuation methodology utilized by third party pricing services as of December 31, 2022 December 31, 2023 and 2021.

2022.

These methods of valuation only produce an estimate of fair value if there is objectively verifiable information to produce a valuation. If objectively verifiable information is not available, the Company would be required to produce an estimate of fair value using some of the same methodologies, making assumptions for market-based inputs that are unavailable.

As of December 31, 2022 December 31, 2023, the Company held \$24.2 million \$46.2 million of fixed maturity securities at fair value that were designated Level 3. These private placements securities, which were acquired during purchased in 2022 and 2023, were designated as Level 3 securities due to the limited amount of observable market information available.

The following table presents the Company's investments at fair value and the corresponding fair value measurements.

		December 31, 2022			December 31, 2021								
		Level			Level								
		Level 1	Level 2	3	Level 1	Level 2	3						
(in millions)													
		December 31, 2023							December 31, 2022				
		Level 1			Level 1			Level 1	Level 2	Level 3			
		(in millions)							(in millions)				
Fixed maturity securities	Fixed maturity securities												
U.S. Treasuries	U.S. Treasuries												
U.S. Treasuries	U.S. Treasuries	\$ —	\$ 90.8	\$ —	\$ —	\$ 65.7	\$ —						
U.S. Agencies	U.S. Agencies	—	2.1	—	—	2.4	—						
States and municipalities	States and municipalities	—	317.6	—	—	436.1	—						
Corporate securities	Corporate securities	—	851.9	16.2	—	1,080.3	—						
Residential mortgage-backed securities	Residential mortgage-backed securities	—	360.2	—	—	321.8	—						
Commercial mortgage-backed securities	Commercial mortgage-backed securities	—	55.1	—	—	92.3	—						
Asset-backed securities	Asset-backed securities	—	58.1	8.0	—	68.5	—						
Collateralized loan obligations	Collateralized loan obligations	—	260.9	—	—	85.4	—						
Foreign government securities	Foreign government securities	—	10.2	—	—	12.5	—						
Other securities	Other securities	—	155.2	—	—	177.7	—						
Total fixed maturity securities	Total fixed maturity securities	\$ —	\$ 2,162.1	\$ 24.2	\$ —	\$ 2,342.7	\$ —						

<b>Equity securities at fair value</b>	<b>Equity securities at fair value</b>
Industrial and miscellaneous	Industrial and miscellaneous \$165.3 \$ — \$ 283.1 \$ — \$ —
Industrial and miscellaneous	Industrial and miscellaneous
Other	Other
Other	Other 31.5 0.2 — 55.7 — —
Total equity securities at fair value	Total equity securities at fair value \$196.8 \$ 0.2 \$ — \$338.8 \$ — \$ —
Short-term investments	Short-term investments \$119.1 \$ — \$ — \$ — \$ 10.5 \$ —
Total investments at fair value	Total investments at fair value \$315.9 \$2,162.3 \$24.2 \$338.8 \$2,353.2 \$ —

#### Financial Instruments Carried at Cost

EICN, ECIC, EPIC, EAC and CIC All of the Company's insurance subsidiaries are members of the Federal Home Loan Bank of San Francisco (FHLB). Members are required to purchase stock in the FHLB in addition to maintaining collateral deposits that back any funds advanced, advanced and standby letters of credit issued. The Company's investment in FHLB stock is recorded at cost, which approximates fair value, as purchases and sales of these securities are at par value with the issuer. FHLB stock is considered a restricted security and is periodically evaluated by the Company for impairment based on the estimated ultimate recovery of par value.

#### Financial Instruments Carried at Net Asset Value (NAV)

The Company has investments in private equity limited partnership interests that are included in Other invested assets on the Company's Consolidated Balance Sheets. These investments do not have readily determinable fair values and are carried at NAV and therefore are excluded from the fair value hierarchy. The Company initially estimates the value of these investments using the transaction price. In subsequent periods, the Company measures these investments using NAV per share provided quarterly by the general partner, based on financial statements that are audited annually. These investments are generally not redeemable by the investees and cannot be sold without approval of the general partner. These investments have a fund term of 3 to 12 years, subject to two or three one-year extensions at the general partner's discretion. The Company will receive distributions of proceeds from dividends and interest from fund investments, as well as from the disposition of a fund

investment, or a portion thereof. The Company expects these distributions from time-to-time during the full course of the fund term. As of December 31, 2022 December 31, 2023 and 2021, 2022, the Company had unfunded commitments to these private equity limited partnerships totaling \$55.2 million \$25.4 million and \$46.4 million \$55.2 million, respectively.

Additionally, certain cash equivalents, principally money market securities, are measured using NAV, which approximates fair value.

The following table presents cash and investments carried at NAV on the Company's Consolidated Balance Sheets.

	December 31, 2022	December 31, 2021	
	December 31, 2023	December 31, 2023	December 31, 2022
	(in millions)		(in millions)
Cash equivalents	Cash equivalents		
measured at NAV	measured at NAV	65.5	29.5
Other invested assets carried at NAV	Other invested assets carried at NAV	59.7	38.4

The following table provides a reconciliation of the beginning and ending balances that are measured using Level 3 inputs for the year ended December 31, 2022, inputs.

	<b>Level 3 Securities</b> (in millions)	
Beginning balance, January 1, 2022	\$	—
Purchases		25.8
Unrealized losses included in comprehensive (loss) income		(1.6)
Ending balance, December 31, 2022	\$	24.2
	<b>Years Ended December 31,</b>	
	<b>2023</b>	<b>2022</b>
	(in millions)	
Beginning balance	\$ 24.2	\$ —
Purchases	20.7	25.8
Unrealized gains (losses) included in comprehensive income (loss)	1.3	(1.6)
Ending balance	\$ 46.2	\$ 24.2

## 5. Investments

The amortized cost, gross unrealized gains, gross unrealized losses, and estimated fair value of the Company's AFS investments were as follows:

		Allowance for Current Expected Credit Losses				Gross Unrealized Gains		Gross Unrealized Losses		Estimated Fair Value	
<b>At December 31, 2022</b>						(in millions)					
		Amortized Cost									
<b>At December 31, 2023</b>											
		Amortized Cost									
<b>At December 31, 2023</b>											
<b>Fixed maturity securities</b>											
U.S. Treasuries	U.S. Treasuries	\$ 95.1	\$ —	\$ 0.1	\$ (4.4)	\$ 90.8					
U.S. Agencies	U.S. Agencies	2.2	—	—	(0.1)	2.1					
States and municipalities	States and municipalities	326.7	—	0.8	(9.9)	317.6					
Corporate securities	Corporate securities	963.4	(2.8)	2.0	(94.5)	868.1					
Residential mortgage-backed securities	Residential mortgage-backed securities	403.5	—	0.3	(43.6)	360.2					
Commercial mortgage-backed securities	Commercial mortgage-backed securities	61.5	—	—	(6.4)	55.1					
Asset-backed securities	Asset-backed securities	74.0	—	0.1	(8.0)	66.1					
Collateralized loan obligations	Collateralized loan obligations	268.1	—	—	(7.2)	260.9					

Foreign government securities	Foreign government securities	13.0	—	—	(2.8)	10.2
Other securities <sup>(1)</sup>	Other securities <sup>(1)</sup>	159.2	(1.7)	0.6	(2.9)	155.2
Total fixed maturity securities	Total fixed maturity securities	2,366.7	(4.5)	3.9	(179.8)	2,186.3
Short-term investments	Short-term investments	119.1	—	—	—	119.1
Total AFS investments	Total AFS investments	\$ 2,485.8	\$ (4.5)	\$ 3.9	\$ (179.8)	\$ 2,305.4
<b>At December 31, 2021</b>						
<b>At December 31, 2022</b>						
<b>At December 31, 2022</b>						
<b>At December 31, 2022</b>						
Fixed maturity securities	Fixed maturity securities					
<b>Fixed maturity securities</b>						
U.S. Treasuries						
U.S. Treasuries	U.S. Treasuries	\$ 64.3	\$ —	\$ 1.6	\$ (0.2)	\$ 65.7
U.S. Agencies	U.S. Agencies	2.2	—	0.2	—	2.4
States and municipalities	States and municipalities	413.8	—	22.4	(0.1)	436.1
Corporate securities	Corporate securities	1,035.3	(0.2)	47.0	(1.8)	1,080.3
Residential mortgage-backed securities	Residential mortgage-backed securities	319.0	—	7.0	(4.2)	321.8
Commercial mortgage-backed securities	Commercial mortgage-backed securities	87.9	—	4.5	(0.1)	92.3
Asset-backed securities	Asset-backed securities	68.6	—	0.4	(0.5)	68.5
Collateralized loan obligations	Collateralized loan obligations	85.5	—	—	(0.1)	85.4
Foreign government securities	Foreign government securities	12.7	—	—	(0.2)	12.5
Other securities <sup>(1)</sup>	Other securities <sup>(1)</sup>	177.0	—	1.2	(0.5)	177.7
Total fixed maturity securities	Total fixed maturity securities	2,266.3	(0.2)	84.3	(7.7)	2,342.7
Short-term investments	Short-term investments	10.5	—	—	—	10.5
Total AFS investments	Total AFS investments	\$ 2,276.8	\$ (0.2)	\$ 84.3	\$ (7.7)	\$ 2,353.2

(1) Other securities within fixed maturity securities consist of bank loans, which are classified as AFS and reported at fair value.

The cost and estimated fair value of the Company's equity securities recorded at fair value at December 31, 2022 December 31, 2023 and 2021 2022 were as follows:

		Estimated	
		Cost	Fair Value
(in millions)			
<b>At December 31, 2022</b>			
		Cost	Estimated Fair Value
		(in millions)	
<b>At December 31, 2023</b>			
<b>Equity securities at fair value</b>	<b>Equity securities at fair value</b>		
Industrial and miscellaneous	Industrial and miscellaneous		
Industrial and miscellaneous	Industrial and miscellaneous		
Industrial and miscellaneous	Industrial and miscellaneous	\$ 115.3	\$ 165.3
Other	Other	28.9	31.7
<b>Total equity securities at fair value</b>	<b>Total equity securities at fair value</b>	\$ 144.2	\$ 197.0
<b>At December 31, 2021</b>			
<b>At December 31, 2022</b>			
<b>At December 31, 2022</b>			
<b>Equity securities at fair value</b>	<b>Equity securities at fair value</b>		
Industrial and miscellaneous	Industrial and miscellaneous		
Industrial and miscellaneous	Industrial and miscellaneous		
Industrial and miscellaneous	Industrial and miscellaneous	\$ 170.5	\$ 283.1
Other	Other	42.1	55.7
<b>Total equity securities at fair value</b>	<b>Total equity securities at fair value</b>	\$ 212.6	\$ 338.8

The Company had Other invested assets totaling \$59.7 million \$91.5 million and \$38.4 million \$59.7 million (initial cost of \$54.4 million \$82.5 million and \$34.1 million \$54.4 million) at December 31, 2022 December 31, 2023 and 2021 2022, respectively, consisting of private equity limited partnerships, which are carried at NAV based on information provided by the general partner. These investments are non-redeemable until conversion and are periodically evaluated by the Company for impairment based on the ultimate recovery of the investment. Changes in the value of these investments are recorded through Net realized and unrealized gains and losses on the Company's Consolidated Statements of Comprehensive Income (Loss) Income. |

The amortized cost and estimated fair value of the Company's fixed maturity securities at December 31, 2022 December 31, 2023, by contractual maturity, are shown below. Expected maturities differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

		Estimated	
		Amortized Cost	Fair Value
(in millions)			
<b>Amortized Cost</b>			
		Amortized Cost	Estimated Fair Value
		(in millions)	

Due in one year or less	Due in one year or less	\$ 69.3	\$ 68.7
Due after one year through five years	Due after one year through five years	808.2	776.0
Due after five years through ten years	Due after five years through ten years	595.7	529.9
Due after ten years	Due after ten years	81.9	69.4
Mortgage and asset- backed securities	Mortgage and asset- backed securities	807.1	742.3
<b>Total</b>	<b>Total</b>	<b>\$ 2,362.2</b>	<b>\$ 2,186.3</b>

The following is a summary of AFS investments that have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for 12 months or greater in each case as of December 31, 2022 December 31, 2023 and 2021, 2022.

	December 31, 2022		December 31, 2021		December 31, 2023	December 31, 2023	
	Estimated Value	Gross Unrealized Losses	Number of Issues	Gross Unrealized Losses		Gross Estimated Fair Value	Gross Unrealized Losses
		Estimated Fair Value	Number of Issues	Estimated Fair Value		Estimated Fair Value	Unrealized Losses
	December 31, 2023						
	Estimated Fair Value						
<b>Less than 12 months:</b>	<b>Less than 12 months:</b>				<b>Less than 12 months:</b>		
Fixed maturity securities	Fixed maturity securities						
U.S. Treasuries							
U.S. Treasuries							
U.S. Treasuries							
U.S.							
Agencies							
States and municipalities							
Corporate securities							
Residential mortgage- backed securities							
Commercial mortgage- backed securities							

Asset-backed securities								
Collateralized loan obligations								
Other securities								
Other securities								
Other securities								
Total fixed maturity securities								
<b>Total less than 12 months</b>								
<b>12 months or greater:</b>								
<b>12 months or greater:</b>								
<b>12 months or greater:</b>								
Fixed maturity securities								
Fixed maturity securities								
Fixed maturity securities								
U.S. Treasuries								
U.S. Treasuries								
U.S. Treasuries	U.S. Treasuries	\$ 76.8	\$ (3.5)	13	\$ 12.8	\$ (0.2)	4	
U.S. Agencies	U.S. Agencies	2.1	(0.1)	1	—	—	—	
States and municipalities	States and municipalities	193.4	(9.0)	68	7.7	(0.1)	4	
Corporate securities	Corporate securities	763.3	(76.4)	335	113.0	(1.8)	87	
Residential mortgage-backed securities	Residential mortgage-backed securities	236.8	(17.9)	186	146.3	(3.9)	65	
Commercial mortgage-backed securities	Commercial mortgage-backed securities	52.5	(5.7)	22	—	—	—	
Asset-backed securities	Asset-backed securities	27.6	(2.6)	22	50.1	(0.5)	14	
Collateralized loan obligations	Collateralized loan obligations	209.9	(5.5)	37	24.4	(0.1)	10	
Foreign government securities	Foreign government securities	—	—	—	12.5	(0.2)	2	
Other securities	Other securities	81.6	(1.8)	224	66.3	(0.4)	176	
<b>Total fixed maturity securities</b>	<b>Total fixed maturity securities</b>	<b>1,644.0</b>	<b>(122.5)</b>	<b>908</b>	<b>433.1</b>	<b>(7.2)</b>	<b>362</b>	
<b>Total less than 12 months</b>		<b>\$ 1,644.0</b>	<b>\$ (122.5)</b>	<b>908</b>	<b>\$ 433.1</b>	<b>\$ (7.2)</b>	<b>362</b>	
<b>12 months or greater:</b>								
Fixed maturity securities								
U.S. Treasuries		\$ 11.2	\$ (0.9)	4	\$ —	\$ —	—	
States and municipalities		5.4	(0.9)	3	—	—	—	

Corporate securities	84.6	(18.1)	84	—	—	—
Residential mortgage-backed securities	106.6	(25.7)	65	4.9	(0.3)	3
Commercial mortgage-backed securities	2.6	(0.7)	3	2.4	(0.1)	2
Asset-backed securities	27.7	(5.4)	11	—	—	—
Collateralized loan obligations	36.9	(1.7)	11	—	—	—
Foreign government securities	10.2	(2.8)	3	—	—	—
Other securities	38.4	(1.1)	119	8.0	(0.1)	29
<b>Total fixed maturity securities</b>	<b>323.6</b>	<b>(57.3)</b>	<b>303</b>	<b>15.3</b>	<b>(0.5)</b>	<b>34</b>
<b>Total 12 months or greater</b>	<b>\$ 323.6</b>	<b>\$ (57.3)</b>	<b>\$ 303</b>	<b>\$ 15.3</b>	<b>\$ (0.5)</b>	<b>\$ 34</b>

The Company recorded CECL on AFS debt securities of \$4.5 million \$2.7 million and \$0.2 million \$4.5 million during the years ended December 31, 2022 December 31, 2023 and 2021 December 31, 2022 (see Note 6). Those fixed maturity securities whose total fair value was less than amortized cost at December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022, were those in which the Company had no intent, need or requirement to sell at an amount less than their amortized cost.

Realized gains and losses on investments include the gain or loss on a security at the time of sale compared to its original or adjusted cost (equity securities and other invested assets) or amortized cost (fixed maturity securities). Realized losses on fixed maturity securities are also recognized when securities are written down as a result of an other-than-temporary impairment or for changes in the expected credit loss allowance. CECL.

Net realized gains on investments and the change in unrealized gains (losses) on the Company's investments recorded at fair value are determined on a specific-identification basis and were as follows:

Year Ended December 31, 2023	Changes								
	Net (Increase)		Changes in Fair Value		Reflected				
	Decrease	Net	Value	in AOCI,					
	Gross Change in	Unrealized Gains	Reflected	in AOCI,					
	Gross Realized Gains	Realized CECL Losses	Gains Allowance	(Losses)	Earnings	in before tax			
Gross Realized Gains				Gross Realized Gains	Gross Realized Losses	Net Decrease (Increase) Change in CECL Allowance	Change in Net Unrealized Gains (Losses)		
							Changes in Fair Value		
							Changes in Value Reflected in AOCI <sup>(1)</sup> , before tax		
(in millions)							(in millions)		
Total investments									
(in millions)									
Year Ended December 31, 2022	Year Ended December 31, 2022								

<b>Year Ended December 31, 2022</b>							
<b>Year Ended December 31, 2022</b>							
Fixed maturity securities							
Fixed maturity securities							
Fixed maturity securities	Fixed maturity securities	\$ 3.2	\$ (2.5)	\$ (4.3)	\$ (252.5)	\$ (3.6)	\$ (252.5)
Equity securities	Equity securities	41.2	(17.1)	—	(73.3)	(49.2)	—
Other invested assets	Other invested assets	—	—	—	1.0	1.0	—
Short-term investments	Short-term investments	—	—	—	—	—	—
Total investments	Total investments	\$ 44.4	\$ (19.6)	\$ (4.3)	\$ (324.8)	\$ (51.8)	\$ (252.5)
<b>Year Ended December 31, 2021</b>							
<b>Year Ended December 31, 2021</b>							
Fixed maturity securities							
Fixed maturity securities							
Fixed maturity securities	Fixed maturity securities	\$ 4.7	\$ (1.1)	\$ 0.5	\$ (68.9)	\$ 4.1	\$ (68.9)
Equity securities	Equity securities	20.6	(5.0)	—	30.0	45.6	—
Other invested assets	Other invested assets	—	—	—	4.9	4.9	—
Short-term investments	Short-term investments	—	—	—	(0.1)	—	(0.1)
Total investments	Total investments	\$ 25.3	\$ (6.1)	\$ 0.5	\$ (34.1)	\$ 54.6	\$ (69.0)
<b>Year Ended December 31, 2020</b>							
<b>Year Ended December 31, 2020</b>							
Fixed maturity securities							
Fixed maturity securities							
Fixed maturity securities	Fixed maturity securities	\$ 9.2	\$ (4.1)	\$ (0.7)	\$ 63.0	\$ 4.4	\$ 63.0
Equity securities	Equity securities	42.6	(21.8)	—	(5.0)	15.8	—
Other invested assets	Other invested assets	—	—	—	(1.3)	(1.3)	—
Short-term investments	Short-term investments	0.1	—	—	0.1	0.1	0.1
Total investments	Total investments	\$ 51.9	\$ (25.9)	\$ (0.7)	\$ 56.8	\$ 19.0	\$ 63.1

(1) AOCI means Accumulated other comprehensive income or loss

Proceeds from the sales of fixed maturity securities were \$313.8 million \$558.0 million, \$206.7 million \$313.8 million and \$349.5 million \$206.7 million for years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively.

Net investment income was as follows:

Years Ended December 31,			
2022	2021	2020	
(in millions)			

		Years Ended December 31,			Years Ended December 31,		
		2023		2022		2021	
		(in millions)			(in millions)		
Fixed maturity securities	Fixed maturity securities	\$ 81.1	\$ 69.8	\$ 72.6			
Equity securities	Equity securities	8.3	5.4	4.4			
Other invested assets	Other invested assets	2.8	2.7	2.8			
Short-term investments	Short-term investments	0.2	0.2	1.5			
Cash equivalents and restricted cash	Cash equivalents and restricted cash	2.1	—	0.5			
Gross investment income	Gross investment income	94.5	78.1	81.8			
Investment expenses	Investment expenses	(4.7)	(5.4)	(5.5)			
Net investment income	Net investment income	\$ 89.8	\$ 72.7	\$ 76.3			

The Company is required by various state laws and regulations to support, through securities on deposit or otherwise, its outstanding loss reserves in certain states in which it does business. These laws and regulations govern not only the amount but also the types of securities that are eligible for deposit. As of December 31, 2022 December 31, 2023 and 2021, 2022, securities having a fair value of \$745.9 million \$748.1 million and \$861.4 million \$745.9 million, respectively, were on deposit. Additionally, standby letters of credit from the FHLB were in place in lieu of \$70.0 million of securities on deposit as of December 31, 2022 December 31, 2023 and 2021 2022 (see Note 11).

Certain reinsurance contracts require the Company's funds to be held in trust for the benefit of the ceding reinsurer to secure the outstanding liabilities assumed by the Company. The fair value of fixed maturity securities and restricted cash and cash equivalents held in trust for the benefit of ceding reinsurers at December 31, 2022 December 31, 2023 and 2021 2022 was \$2.7 million \$3.0 million and \$3.1 million \$2.7 million, respectively.

## 6. Current Expected Credit Losses

### Premiums Receivable

Premiums receivable balances are all due within one year or less. The Company currently determines the allowance for premiums receivable based on an internal aging schedule using collectability and historical payment patterns, as well as current and expected future market conditions to determine the appropriateness of the allowance. Historical payment patterns and future market conditions provide the basis for the estimation along with similar risk characteristics and the Company's business strategy, which have not changed significantly over time. Changes in the allowance for CECL are recorded through underwriting and general and administrative expenses.

The table below shows the changes in the allowance for CECL on premiums receivable.

		Years Ended December 31,			Years Ended December 31,				
		2022		2021					
		(in millions)							
		Years Ended December 31,	Years Ended December 31,	Years Ended December 31,					
		2023							
		(in millions)							
		(in millions)							
Beginning balance of the allowance for CECL on premiums receivable	Beginning balance of the allowance for CECL on premiums receivable	\$ 10.3		\$ 10.8					

Current period provision for CECL	Current period provision for CECL	9.6	10.6
Current period provision for CECL			
Write-offs charged against the allowance			
Write-offs charged against the allowance			
Write-offs charged against the allowance	Write-offs charged against the allowance	(2.0)	(2.5)
Recoveries collected	Recoveries collected	(5.1)	(8.6)
Recoveries collected			
Recoveries collected			
Ending balance of the allowance for CECL on premiums receivable	Ending balance of the allowance for CECL on premiums receivable	\$ 12.8	\$ 10.3
Ending balance of the allowance for CECL on premiums receivable			
Ending balance of the allowance for CECL on premiums receivable			

#### **Reinsurance Recoverable**

In assessing an allowance for reinsurance assets, which includes reinsurance recoverables and contingent commission receivables, the Company considers historical information, financial strength of reinsurers, collateralization amounts, and ratings to determine the appropriateness of the allowance. Historically, the Company has not experienced a credit loss from reinsurance transactions. In assessing future default, the Company evaluated the CECL allowance under the ratings-based method using the A.M. Best Best's Average Cumulative Net Impairment Rates. Reinsurer ratings are also assessed through this process. Changes in the allowance for CECL are recorded through underwriting and general and administrative expenses.

The table below shows the changes in the allowance for CECL on reinsurance recoverables.

Years Ended December 31,			
2022			
(in millions)			
Years Ended December 31,			
Years Ended December 31,			
Years Ended December 31,			
2023			
(in millions)			
(in millions)			
(in millions)			
Beginning balance of the allowance for CECL on reinsurance recoverables	Beginning balance of the allowance for CECL on reinsurance recoverables	\$ 0.6	\$ 0.4
Current period provision for CECL	Current period provision for CECL	0.3	0.2
Current period provision for CECL			
Current period provision for CECL			
Ending balance of the allowance for CECL on reinsurance recoverables	Ending balance of the allowance for CECL on reinsurance recoverables	\$ 0.9	\$ 0.6
Ending balance of the allowance for CECL on reinsurance recoverables			
Ending balance of the allowance for CECL on reinsurance recoverables			

#### **Investments**

The Company assesses all AFS debt securities in an unrealized loss position for CECL. The Company first assesses whether it intends to sell, or it is more likely than not that it will be required to sell, the security before recovery of its amortized cost basis. If either of the criteria is met, the security's amortized cost basis is written down to its fair value. For AFS

debt securities that do not meet either criteria, the Company evaluates whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and adverse conditions specifically related to the security, among other factors. Any impairment that has not been recorded through an allowance for credit losses is recognized in Accumulated other comprehensive (loss) income loss on the Company's Consolidated Balance Sheets. Changes in the allowance for CECL are recorded through realized capital losses.

As of December 31, 2022 December 31, 2023, the Company established an aggregate allowance for CECL in the amount of \$4.5 million \$2.7 million. For the Company's investments in fixed-income debt securities, the allowance for CECL was determined by: (i) observing the credit characteristics of those debt securities that may have demonstrated a credit loss as of that date and by comparing the present value of cash flows expected to be collected to its amortized cost basis; and (ii) observing the credit characteristics of those debt securities that are expected to demonstrate a credit loss in the future by comparing the present value of cash flows expected to be collected to its amortized cost basis. The expected present value of cash flows are calculated using scenario based credit loss models derived from the discounted cash flows under the Comprehensive Capital Analysis Review (CCAR) framework, which is adopted by the Federal Reserve.

As of December 31, 2022 December 31, 2023, the Company did not intend to sell any of its AFS debt securities in which its amortized cost exceeded its fair value.

Accrued interest receivable on AFS debt securities totaled \$19.0 million \$16.3 million at December 31, 2022 December 31, 2023 and is excluded from the estimate of credit losses based on historically timely payments.

The table below shows the changes in the allowance for CECL on AFS securities.

		Years Ended December 31,		
		2022	2021	
		(in millions)		
		Years Ended December 31,	Years Ended December 31,	Years Ended December 31,
		2023		
			(in millions)	
			(in millions)	
			(in millions)	
Beginning balance of the allowance for CECL on AFS securities	Beginning balance of the allowance for CECL on AFS securities	\$ 0.2	\$ 0.7	
Current period provision for CECL	Current period provision for CECL	4.5	—	
Current period provision for CECL	Current period provision for CECL			
Reductions in allowance from disposals	Reductions in allowance from disposals	—	(0.2)	
Reductions in allowance from disposals	Reductions in allowance from disposals	(0.2)	(0.3)	
Recoveries of amounts previously written off	Recoveries of amounts previously written off			
Ending balance of the allowance for CECL on AFS securities	Ending balance of the allowance for CECL on AFS securities	\$ 4.5	\$ 0.2	
Ending balance of the allowance for CECL on AFS securities	Ending balance of the allowance for CECL on AFS securities			
Ending balance of the allowance for CECL on AFS securities	Ending balance of the allowance for CECL on AFS securities			

## 7. Property and Equipment

Property and equipment consists of the following:

As of December 31,		As of December 31,	
2023	2023	2022	
(in millions)		(in millions)	

		As of December 31,	
		2022	2021
(in millions)			
Furniture and equipment			
Furniture and equipment			
Furniture and equipment	Furniture and equipment	\$ 3.3	\$ 3.3
Leasehold improvements	Leasehold improvements	5.0	5.0
Computers and software	Computers and software	47.6	46.8
Automobiles	Automobiles	0.8	0.8
Property and equipment, gross	Property and equipment, gross	56.7	55.9
Accumulated depreciation	Accumulated depreciation	(44.7)	(41.2)
Property and equipment, net	Property and equipment, net	\$12.0	\$14.7

Depreciation expenses related to property and equipment for the years ended December 31, 2022 December 31, 2023, 2022, and 2021 and 2020 were \$4.8 million, \$5.3 million, \$7.4 million, and \$8.2 million \$7.4 million, respectively. Internally developed software costs of \$1.2 million \$1.8 million and \$2.3 million \$1.2 million were capitalized during the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

#### Cloud Computing Arrangements

The Company's capitalized costs associated with cloud computing arrangements totaled \$42.9 million \$28.0 million and \$43.9 million \$42.9 million, which were comprised of service contract fees and implementation costs associated with hosting arrangements on the Company's Consolidated Balance Sheets as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. Total amortization for hosting arrangements for the years ended December 31, 2022 December 31, 2023 and 2021 2022 was \$16.4 million \$16.7 million and \$14.2 million \$16.4 million, respectively.

In 2023, the Company wrote-off \$1.6 million of previously capitalized cloud computing costs associated with a policy management system as part of a continual evaluation of our ongoing technology initiatives, which is included in Other expenses on the Company's Consolidated Statements of Comprehensive Income (Loss).

#### Lease Exit and Disposal Cost

In 2023, the Company recorded a non-recurring charge in connection with the early termination of the lease associated with the Company's former corporate headquarters in Reno, Nevada. This charge included a lease payment of \$7.6 million, a write-off related to remaining leasehold improvements and furniture and equipment of \$2.6 million, and estimated miscellaneous expenses associated with exiting the property of \$0.2 million. The Company also recognized a lease termination gain pertaining to the elimination of the lease liability net of the right-of-use asset of \$1.0 million. These amounts are included in Other expenses on the Company's Consolidated Statements of Comprehensive Income (Loss). The decision to terminate this operating lease was undertaken as part of an ongoing review of the Company's future facility needs.

#### 8. Income Taxes

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740). The Company elected to early adopt this update as of December 31, 2023 and all prior periods presented have been conformed to the new additional disclosure requirements as applicable.

The Company files a consolidated federal income tax return. The insurance subsidiaries pay premium taxes on premiums in lieu of some states' income or franchise taxes.

Tax years 2023 through 2020 remain open and are available for examination by the Internal Revenue Service (IRS).

The Company's provision for income taxes consisted of the following:

		Years Ended December 31,	
		2022	2021
		2020	
Years Ended December			
31,			
2023		Years Ended December 31,	
2022		2021	
Current tax expense:	Current tax expense: (in millions)	Current tax expense: (in millions)	

Federal	Federal	\$23.6	\$20.2	\$27.6
State	State	1.1	0.8	0.7
Total	Total			
current	current			
tax	tax			
expense	expense	24.7	21.0	28.3
Deferred federal tax expense:				
Other		(17.3)	6.7	(0.4)
Total deferred federal tax expense				

Total	Total			
deferred	deferred			
federal	federal			
tax	tax			
expense	expense	(17.3)	6.7	(0.4)
Income	Income			
tax	tax			
expense	expense	\$ 7.4	\$27.7	\$27.9

The differences in amounts and percentages between the statutory federal tax rate of 21% and the Company's effective tax rate on net income before income taxes as reflected in the Consolidated Statements of Comprehensive Income (Loss) were as follows:

	Years Ended December 31,		
	2022	2021	2020
			(in millions)
Expense computed at statutory rate	\$ 11.7	\$ 31.0	\$ 31.0
Tax-advantaged investment income	(1.4)	(1.7)	(1.9)
LPT deferred gain amortization	(1.7)	(1.9)	(2.2)
Stock based compensation	(0.1)	0.1	(0.2)
LPT Reserve Adjustment	—	(0.5)	(0.3)
Pre-Privatization reserve adjustments, excluding LPT	(0.9)	(0.5)	(0.4)
Other	(0.2)	1.2	1.9
Income tax expense	\$ 7.4	\$ 27.7	\$ 27.9

	Years Ended December 31,					
	2023		2022		2021	
	(in millions)	(percent)	(in millions)	(percent)	(in millions)	(percent)
U.S. Federal statutory tax rate	\$ 31.2	21.0 %	\$ 11.7	21.0 %	\$ 31.0	21.0 %
State income tax expense, net of federal income tax effect <sup>(1)</sup>	1.1	0.8	0.9	1.5	0.6	0.4
Nontaxable or nondeductible items						
Tax-advantaged investment income	(0.9)	(0.6)	(1.4)	(2.5)	(1.7)	(1.1)
LPT deferred gain amortization and LPT reserve adjustments	(1.5)	(1.0)	(1.7)	(3.1)	(2.4)	(1.6)
IRC section 162(m), excessive employee remuneration	0.9	0.6	0.8	1.4	0.7	0.4
Tax benefit attributable to repeal of IRC section 847	—	—	(1.4)	(2.5)	—	—
Pre-Privatization reserve adjustments, excluding LPT	(0.1)	—	(0.9)	(1.7)	(0.5)	(0.3)
Other	(0.4)	(0.4)	(0.6)	(0.8)	—	—
Effective tax rate	\$ 30.3	20.4 %	\$ 7.4	13.3 %	\$ 27.7	18.8 %

(1) Florida and Illinois make up the majority (greater than 50 percent) of the State income tax expense, net of federal income tax effect category.

The LPT Reserve Adjustments for the years ended December 31, 2021 December 31, 2023 and 2020 increased 2021 decreased GAAP net income by \$2.6 million \$0.9 million, and \$1.2 million increased net income by \$2.6 million, respectively, but did not affect taxable income. The LPT Contingent Commission Adjustments increased net income by \$0.5 million \$0.3 million, and \$0.2 million \$0.5 million during 2021 2023 and 2020, 2021, respectively, but did not increase taxable income.

As of December 31, 2022, 2021, and 2020 the Company had no material unrecognized tax benefits and its tax years 2019 through 2022 remain open and are available for examination by the Internal Revenue Service.

The Company made cash payments of \$15.1 million, \$28.2 million and \$18.5 million for income taxes during the years ended December 31, 2022, 2021, and 2020, respectively.

The significant components of deferred income taxes, net, were as follows as of December 31:

	2022		2021			
	Deferred Tax		Deferred Tax			
	Assets	Liabilities	Assets	Liabilities		
(in millions)						
	2023		2023		2022	
	Deferred Tax		Deferred Tax		Deferred Tax	
	Assets		Assets		Assets	
(in millions)						
Unrealized capital gains and losses, net	Unrealized capital gains and losses, net					
	\$ 24.7	\$ —	\$ —	\$ 43.5		
Deferred policy acquisition costs	Deferred policy acquisition costs					
	—	10.3	—	9.4		
Intangible assets	Intangible assets					
	—	1.6	—	1.6		
Loss reserve discounting for tax reporting	Loss reserve discounting for tax reporting					
	31.2	—	30.0	—		
Unearned premiums	Unearned premiums					
	13.2	—	11.9	—		
Allowance for bad debt	Allowance for bad debt					
	2.9	—	2.3	—		
Stock-based compensation	Stock-based compensation					
	1.8	—	2.5	—		
Accrued liabilities	Accrued liabilities					
	4.6	—	4.1	—		
Operating leases	Operating leases					
	2.9	2.4	3.5	3.0		
Operating leases						
Operating leases						
Other	Other	3.2	7.5	2.2	6.7	
Total	Total	\$ 84.5	\$ 21.8	\$ 56.5	\$ 64.2	
Deferred income tax asset (liability), net		\$ 62.7		\$ (7.7)		
Deferred income tax asset, net						

Deferred tax assets are required to be reduced by a valuation allowance if it is more likely than not that all or some portion of the deferred tax asset will not be realized. Realization of the deferred income tax asset is dependent on the Company generating sufficient taxable income in future years as the deferred income tax charges become deductible for tax reporting purposes.

Although realization is not assured, management believes that it is more likely than not that the net deferred income tax asset will be realized. Accordingly, as of December 31, 2023, the Company did not record a deferred tax asset valuation allowance.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits, if any, in income taxes. For the years ended December 31, 2023, 2022, and 2021, respectively, the Company incurred no material interest and penalties. All of the total amount of gross unrecognized tax benefits, if recognized, would impact the Company's effective tax rate. The changes in the balances of gross unrecognized tax benefits were as follows:

Years Ended December 31,

	2023	2022	2021
	(in millions)		
Beginning balance of unrecognized tax benefits	\$ 0.4	\$ 0.3	\$ 0.3
Increases resulting from prior period tax provisions	—	0.1	—
Increases resulting from current period tax provisions	0.2	0.1	0.1
Decreases resulting from lapse of applicable statute of limitations	—	(0.1)	(0.1)
Ending balance of unrecognized tax benefits	\$ 0.6	\$ 0.4	\$ 0.3

#### 9. Liability for Unpaid Losses and Loss Adjustment Expenses

Accounting for workers' compensation insurance requires the Company to estimate the liability for the expected ultimate cost of unpaid losses and LAE (loss reserves) as of a balance sheet date. Loss reserve estimates are inherently uncertain because the ultimate amount the Company will pay for many of the claims it has incurred as of the balance sheet date will not be known for many years. The estimate of loss reserves is intended to equal the difference between the expected ultimate losses and LAE of all claims that have occurred as of a balance sheet date and amounts already paid. The Company establishes loss reserves based on its own analysis of emerging claims experience and environmental conditions in its markets and review of the results of various actuarial projections. The Company's aggregate carried reserve for unpaid losses and LAE is the sum of its reserves for each accident year and represents its best estimate of outstanding loss reserves.

The amount by which estimated losses in the aggregate differ from those previously estimated for a specific time period is known as reserve "development." Reserve development is unfavorable when losses ultimately settle for more than the amount estimated or subsequent estimates indicate a basis for reserve increases on open claims, causing the previously estimated loss reserves to be "deficient." Reserve development is favorable when estimates of ultimate losses indicate a decrease in established reserves, causing the previously estimated loss reserves to be "redundant." Development is reflected in the Company's operating results through an adjustment to incurred losses and LAE during the period in which it is recognized.

Although claims for which reserves are established may not be paid for several years or more, the Company does not discount loss reserves in its financial statements for the time value of money, in accordance with GAAP.

The three main components of reserves for unpaid losses and LAE are case reserves, incurred but not reported (IBNR) loss reserves, and LAE reserves.

When claims are reported, the Company establishes individual estimates of the ultimate cost of each claim (case reserves). These case reserves are continually monitored and revised in response to new information and for amounts paid.

In addition to case reserves, the Company establishes a provision for IBNR. IBNR is an actuarial estimate composed of the following: (a) future payments on claims that are incurred but have not yet been reported to the Company; (b) a reserve for the additional development on claims that have been reported to the Company; and (c) a provision for additional payments on closed claims that might reopen. IBNR reserves apply to the entire body of claims arising from a specific period, rather than a specific claim. Most of the Company's IBNR reserves relate to estimated future claim payments on recorded open claims.

LAE reserves are the Company's estimate of the future expense to manage, investigate, administer, and settle claims that have occurred, and include legal expenses. LAE reserves are established in the aggregate, rather than on a claim-by-claim basis. LAE reserves are categorized between defense and cost containment (DCC), and adjusting and other (AO).

A portion of the Company's obligations for losses and LAE are ceded to unaffiliated reinsurers. The amount of reinsurance that will be recoverable on losses and LAE reserves includes both the reinsurance recoverable from excess of loss reinsurance contracts, as well as reinsurance recoverable under the terms of the LPT Agreement.

The Company uses actuarial methods to analyze and estimate the aggregate amount of unpaid losses and LAE. Management considers the results of various actuarial methods and their underlying assumptions, among other factors, in establishing reserves for unpaid losses and LAE.

Judgment is required in the actuarial estimation of loss reserves, including the selection of various actuarial methodologies to project the ultimate cost of claims. Specifically, judgment is required in the following areas: the selection of parameters utilized in the various methodologies; the use of industry data and other benchmarks; and the weighting of differing reserve indications resulting from alternative methods and assumptions.

The **Company's Internal Actuary** Company prepares reserve estimates for all accident years using our own historical claims data, industry data and many of the generally accepted actuarial methodologies for estimating loss reserves, such as paid loss development methods, incurred loss development methods, and Bornhuetter-Ferguson methods. These methods vary in their responsiveness to different information, characteristics, and dynamics in the data, and the results assist the actuary in considering these characteristics and dynamics in the historical data. The methods employed for each segment of claims data, and the relative weight accorded to each method, vary depending on the nature of the claims segment and on the age of the claims.

Each actuarial methodology requires the selection and application of various parameters and assumptions. The key parameters and assumptions include the future payment and emergence patterns of our aggregate claims data; the magnitude and changes in claim settlement activity; the effects of legislative benefit changes and/or judicial decisions; and trends in the frequency and severity of claims.

The following table represents a reconciliation of changes in the liability for unpaid losses and LAE.

Years Ended December 31,		
2022	2021	2020
(in millions)		
Years Ended December 31,		
2023	2022	2021

Unpaid losses and LAE at beginning of period	Unpaid losses and LAE at beginning of period	\$1,981.2	\$2,069.4	\$2,192.8
Less reinsurance recoverable, excluding CECL allowance, on unpaid losses and LAE	Less reinsurance recoverable, excluding CECL allowance, on unpaid losses and LAE	476.9	497.0	532.5
Net unpaid losses and LAE at beginning of period	Net unpaid losses and LAE at beginning of period	1,504.3	1,572.4	1,660.3
Losses and LAE, net of reinsurance, incurred during the period related to:	Losses and LAE, net of reinsurance, incurred during the period related to:	432.8	366.5	395.9
Current year	Current year	432.8	366.5	395.9
Current year	Current year			
Current year	Prior years	(33.5)	(39.8)	(81.6)
Total net losses and LAE incurred during the period	Total net losses and LAE incurred during the period	399.3	326.7	314.3
Paid losses and LAE, net of reinsurance, related to:	Paid losses and LAE, net of reinsurance, related to:	92.5	76.6	83.6
Current year	Current year	92.5	76.6	83.6
Prior years	Prior years	295.8	318.2	318.6
Total net paid losses and LAE during the period	Total net paid losses and LAE during the period	388.3	394.8	402.2
Ending unpaid losses and LAE, net of reinsurance	Ending unpaid losses and LAE, net of reinsurance	1,515.3	1,504.3	1,572.4
Reinsurance recoverable, excluding CECL allowance, on unpaid losses and LAE	Reinsurance recoverable, excluding CECL allowance, on unpaid losses and LAE	445.4	476.9	497.0
Unpaid losses and LAE at end of period	Unpaid losses and LAE at end of period	\$1,960.7	\$1,981.2	\$2,069.4

Total net losses and LAE included in the above table excludes the impact of the amortization of the Deferred Gain and LPT Reserve Adjustments (See Note 10).

In 2023, the Company had \$44.9 million of net favorable prior accident year loss reserve development, which included \$44.6 million of favorable loss reserve development on the Company's voluntary business and \$0.3 million on its assigned risk business. The net favorable loss development recognized in 2023 was primarily the result of decreasing medical paid loss trends in California related to accident years 2020 and prior, partially offset by reserve strengthening related to accident year 2021. The rapid economic rebound following the COVID-19 pandemic led to large premium increases related to accident year 2021 that were recognized through policy audits in subsequent years. In response, the Company strengthened its reserves for accident year 2021 to reflect the potential for higher losses arising from the higher than expected premium.

In 2022, the Company had \$33.5 million of net favorable prior accident year loss reserve development, which included \$32.1 million of favorable loss reserve development on the Company's voluntary risk business and \$1.4 million on its assigned risk business. The net favorable loss development recognized in 2022 was primarily the result of observed favorable decreasing medical and indemnity paid loss cost trends predominantly related to accident years 2017-2020 and prior, due primarily to decreasing medical and indemnity costs, prior.

In 2021, the Company had \$39.8 million of net favorable prior accident year loss reserve development, which included \$38.0 million of favorable development on its voluntary risk business and \$1.8 million on its assigned risk business. The net favorable development recognized in 2021 on voluntary business was primarily the result of observed favorable paid loss cost trends predominantly related to accident years 2017 and prior, due primarily to decreasing medical costs and defense and cost containment paid loss trends related to accident years 2017 and prior, partially offset by: (i) \$10.0 million of unfavorable development related to accident year 2019, which is reflective of more weight being placed on now sufficiently seasoned loss trends and patterns originating in part from business written in our newer territories; and (ii) \$8.0 million of unfavorable loss development associated with two catastrophic non-COVID non-COVID-19 claims in accident year 2020.

In 2020, the Company had \$81.6 million of net favorable prior accident year loss reserve development, which included \$80.2 million of favorable development on its voluntary risk business and \$1.4 million on its assigned risk business. The net favorable development recognized in 2020 on voluntary business was primarily the result of observed favorable paid loss cost trends predominantly related to accident years 2018 and prior, due primarily to decreasing medical costs, partially offset by \$13.3 million of adverse development on accident year 2019 partially due to an inability to fully execute its claims initiatives to reduce loss costs as a result of the COVID-19 pandemic.

The Company compiles and aggregates its claims data by grouping the claims according to the year in which the claim occurred ("accident year") when analyzing claim payment and emergence patterns and trends over time. Reported claims include any claim that has case reserves and/or loss and LAE payments associated with them.

The Company analyzed the usefulness of disaggregation of its results and determined the characteristics associated with the policies and the related unpaid loss reserves, incurred losses, and payment patterns are similar in nature. As such, the following tables show the Company's historical incurred and cumulative paid losses and LAE development, net of reinsurance, as well as

IBNR loss reserves and the number of reported claims on an aggregated basis as of December 31, 2022 December 31, 2023 for each of the previous 10 accident years.

Incurred Losses and DCC, Net of Reinsurance												As of December 31, 2022											
Years Ended December 31,												Years Ended December 31, 2022											
Incurred Losses and DCC, Net of Reinsurance												Years Ended December 31,											
Years Ended December 31,												Years Ended December 31,											
Accident Year												Cumulative number of reported claims											
Accident Year												Accident Year											
2013 2014 2014 2014 2015 2015 2016 2016 2017 2017 2018 2018 2019 2019 2020 2020 2021 2021 2022 2022												2014 2015 2016 2017 2018 2019 2020											
(in millions, except claims counts)																							
2013												\$452.6	\$460.6	\$478.6	\$472.6	\$468.9	\$464.6	\$459.3	\$446.8	\$440.9	\$436.9	\$24.6	28,941
(in millions, except claims counts)																							
2014	2014	463.4	445.8	432.9	434.6	430.5	424.7	415.5	406.0	402.1	28.6	28,598											
2015	2015		422.2	425.8	423.9	419.6	408.7	396.7	384.9	381.9	28.5	27,273											
2016	2016			419.0	414.6	395.4	375.0	364.6	354.8	350.4	28.4	25,820											
2017	2017				412.4	391.3	358.3	337.9	329.8	326.9	35.8	25,121											
2018	2018					422.5	424.6	407.7	400.6	400.5	35.4	28,008											
2019	2019						422.4	435.7	448.5	448.8	62.6	32,989											
2020	2020							365.7	374.0	373.3	66.9	24,195											
2021	2021								339.2	339.0	72.2	22,624											
2022	2022									399.3	190.7	20,202											

2023																							
Total	Total											\$3,859.2											
Cumulative Paid Losses and DCC, Net of Reinsurance																							
Years Ended December 31,																							
Cumulative Paid Losses and DCC, Net of Reinsurance																							
Years Ended December 31,																							
Accident Year	Accident Year	2013 <sup>(1)</sup>	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	Accident Year											
(in millions)																							
2013		\$68.5	\$184.4	\$263.8	\$317.4	\$346.1	\$365.9	\$379.3	\$386.6	\$391.3	\$395.5												
(in millions)																							
2014	2014	65.3	172.7	248.9	297.2	323.4	342.1	351.4	357.7	361.6													
2015	2015		65.5	174.5	246.9	290.5	311.2	322.2	329.3	333.7													
2016	2016			65.6	166.8	227.7	261.2	278.3	290.0	298.1													
2017	2017				63.5	160.2	215.7	243.7	260.0	269.5													
2018	2018					77.9	189.9	254.2	293.6	315.2													
2019	2019						88.8	212.6	285.2	325.8													
2020	2020							71.9	175.6	233.5													
2021	2021								66.1	166.8													
2022	2022									76.5													
2023																							
Total	Total										\$2,776.2												
All outstanding liabilities for unpaid losses and DCC prior to 2013, net of reinsurance											363.8												
All outstanding liabilities for unpaid losses and DCC prior to 2014, net of reinsurance																							
Total outstanding liabilities for unpaid losses and DCC, net of reinsurance											\$1,446.8												
<b>Total outstanding liabilities for unpaid losses and DCC, net of reinsurance</b>											<b>\$1,446.8</b>												

(1) Data presented for these calendar years is required supplementary information, which is unaudited.

The following table represents a reconciliation of claims development to the aggregate carrying amount of the liability for unpaid losses and LAE:

	December 31, 2022	2023
	(in millions)	
Liabilities for unpaid losses and LAE, net of reinsurance	\$ 1,446.8	1,389.2
Reinsurance recoverable, excluding CECL allowance, on unpaid losses		445.4
AO		68.5
<b>Total liability for unpaid losses and LAE</b>	<b>\$ 1,960.7</b>	<b>1,884.5</b>

The following table presents the average annual percentage payout of incurred claims by age, net of reinsurance, as of December 31, 2022 December 31, 2023 and is presented as required supplementary information, which is unaudited:

Average Annual Percentage Payout of Claims by Age, Net of Reinsurance																				
Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
1	1	2	3	4	5	6	7	8	9	10	18.4	28.1 %	17.3 %	10.4 %	5.6 %	3.7 %	2.4 %	1.5 %	1.0 %	1.0 %
19.2											19.2 %	28.9 %	17.5 %	10.3 %	5.7 %	4.0 %	2.2 %	1.3 %	1.0 %	0.8 %

## 10. Reinsurance

The Company purchases reinsurance from third parties in the normal course of its business in order to manage its exposures. The Company's reinsurance coverage is provided on both a quota share and excess of loss basis.

The effects of reinsurance on the Company's written and earned premiums and on its losses and LAE incurred were as follows:

Years Ended December 31,										
2022			2021			2020				
Written	Earned	Written	Earned	Written	Earned	Written	Earned	Written	Earned	(in millions)
(in millions)										
Years Ended December 31,			2023			2022			Years Ended December 31,	
Written			Written			Earned			Written	
(in millions)									(in millions)	
Direct premiums	Direct premiums	\$705.3	\$673.2	\$582.6	\$574.0	\$570.8	\$611.0			
Assumed premiums	Assumed premiums	8.9	9.0	7.1	7.0	9.3	9.5			
Gross premiums	Gross premiums	714.2	682.2	589.7	581.0	580.1	620.5			
Ceded premiums	Ceded premiums	(7.0)	(7.0)	(6.6)	(6.6)	(5.2)	(5.2)			
Net premiums	Net premiums	\$707.2	\$675.2	\$583.1	\$574.4	\$574.9	\$615.3			
Ceded losses	Ceded losses									
and LAE incurred	and LAE incurred	\$ 3.5	\$ 16.8			\$ 5.9				

Ceded losses and LAE incurred includes the amortization of the Deferred Gain, LPT Reserve Adjustments, and LPT Contingent Commission Adjustments.

## Excess of Loss Reinsurance

The Company has consistently maintained excess of loss reinsurance coverage to protect it against the impact of large and/or catastrophic losses in its workers' compensation business. The Company currently maintains reinsurance for losses from a single occurrence or catastrophic event in excess of \$10.0 million and up to \$200.0 million, subject to certain exclusions. This The current reinsurance program is effective July 1, 2022 July 1, 2023 through June 30, 2023. The coverage under the Company's June 30, 2024, and is highly consistent with annual reinsurance program programs that ended each of July 1, 2021 on June 30, 2022 and 2020 was \$190.0 million, in excess of its \$10.0 million retention on a per occurrence basis. 2021. The reinsurance coverage includes coverage for pandemics and, acts of terrorism, excluding nuclear, biological, chemical, and radiological events. Any liability outside the coverage limits of the reinsurance program is retained by the Company.

## LPT Agreement

Recoverables from reinsurers on unpaid losses and LAE amounted to \$427.5 million and \$444.5 million at December 31, 2023 and \$476.3 million at December 31, 2022 and 2021, 2022, respectively. At each of December 31, 2022 December 31, 2023 and 2021, 2022, \$291.7 million and \$308.6 million and \$328.7 million, respectively, of those recoverables was related to the LPT Agreement that was entered into in 1999 by the Fund and assumed by EICN. Under the LPT Agreement, substantially all of the Fund's losses and LAE on claims incurred prior to July 1, 1995 have been ceded to three unaffiliated reinsurers on a 100% quota share basis. Under the LPT Agreement, initially \$1.5 billion in liabilities for the incurred but unpaid losses and LAE related to claims incurred prior to July 1, 1995, were reinsured for consideration of \$775.0 million. The LPT Agreement provides coverage up to \$2.0 billion. Through December 31, 2022 December 31, 2023, the Company has paid losses and LAE claims totaling \$858.9 million \$877.6 million related to the LPT Agreement.

The Company amortized \$8.3 million \$6.9 million, \$8.4 million \$8.3 million, and \$10.5 million \$11.0 million of the Deferred Gain for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively. Additionally, the Company recognized favorable development in the estimated reserves ceded under the LPT Agreement of \$4.9 million and \$4.2 million that reduced the Deferred Gain by \$2.6 million and \$1.2 million for the years ended December 31, 2021 December 31, 2023 and 2020, respectively, due to favorable LPT Reserve Adjustments 2021, the Company recognized \$0.3 million and by \$0.5 million and \$0.2 million for the years ended December 31, 2021 and 2020, respectively, due to favorable LPT Contingent Commission Adjustments, respectively (Note 2 –Reinsurance).

## 11. FHLB Advances, Notes Payable and Other Financing Arrangements

## Credit Agreement

On December 15, 2020, the Company EHI entered into a Credit Agreement (the Credit Agreement) with a syndicate of financial institutions. The Credit Agreement provides for a \$75.0 million three-year revolving credit facility and is guaranteed by certain of the Company's EHI's wholly owned subsidiaries, (Employers Employers Group, Inc. and Cerity Group, Inc.). Borrowings under the Credit Agreement may be used for working capital and general corporate purposes of the Company EHI and its subsidiaries. Pursuant to the Credit Agreement, the Company EHI also has an option to request an increase of the credit available under the facility up to a maximum facility amount of \$125.0 million, subject to the consent of lenders and the satisfaction of certain conditions.

On February 16, 2023, the Credit Agreement was amended (the Amended Credit Agreement) to: (i) formally replace the Eurodollar interest rate option with an Adjusted Term Secured Overnight Financing Rate (SOFR) option; (ii) amend the definition of "net worth", as referred to within the Amended Credit Agreement and (iii) amend the minimum consolidated net worth covenant for fiscal quarters ending after September 30, 2022.

The interest rates applicable to loans made under the Credit Agreement are generally based on, at EHI's option, a base rate plus a specified margin, ranging from 0.25% to 1.25%, or the Eurodollar Adjusted Term SOFR rate (which will convert to an alternative reference rate once LIBOR is discontinued), plus a specified margin, ranging from 1.25% to 2.25%. In addition, the Company will pay EHI a fee on each lender's unused commitment, ranging from 0.20% to 0.50%, irrespective of usage. The applicable margin and the amount of such commitment fee vary based upon the financial strength rating of the Company's EHI's insurance subsidiaries as most recently announced by A.M.

Best or the Company's EHI's debt to total capitalization ratio if such financial strength rating is not available. Interest paid and/or fees incurred pursuant to the Amended Credit Agreement or Credit Agreement, as applicable, during the year ended December 31, 2023 was \$0.5 million and during each of the years ended December 31, 2022 and 2021 was \$0.3 million.

The Credit Agreement contains covenants that require the Company and its consolidated subsidiaries to maintain: (i) a minimum consolidated net worth of no less than 70% of the Company's stockholders' equity as of September 30, 2020, plus 50% of the Company's aggregate net income thereafter; and (ii) a debt to total capitalization ratio of no more than 35%, in each case as determined in accordance with the Credit Agreement. As of December 31, 2022 and 2021, the Company was in compliance with each of these requirements.

The Company EHI incurred \$0.7 million in debt issuance costs in connection with the Credit Agreement, which are being amortized over the three-year life of the facility in Interest and Financing expenses. The annual commitment and administrative fee on the unused portion of the facility is 0.30%, for a maximum of \$225,000, and an annual agency fee of \$25,000. Advances can be repaid at any time without prepayment penalties or additional fees.

The Amended Credit Agreement contained covenants that required EHI and its consolidated subsidiaries to maintain: (i) a minimum consolidated net worth of no less than \$900.0 million and (ii) a debt to total capitalization ratio of no more than 35%, in each case as determined in accordance with the Amended Credit Agreement. EHI remained in compliance with all of the covenants associated with the Credit Agreement from its inception to its expiration on December 15, 2023.

The Company borrowed and subsequently repaid \$10.0 million and \$27.0 million \$10.0 million under the credit facility during the years year ended December 31, 2022 and 2021. As of December 31, 2022 and 2021, the Company had no outstanding borrowings on during the credit facility year ended December 31, 2023.

Other financing arrangements are comprised of the following:

### FHLB Advances

All of the Company's insurance subsidiaries are members of the FHLB. Membership allows the insurance subsidiaries access to collateralized advances, which may be used to support and enhance liquidity management. The amount of advances that may be taken is dependent on statutory admitted assets on a per company basis.

During 2022, the Company's insurance subsidiaries, with the exception of CIC, had received aggregate advances of \$182.5 million under the FHLB Standard Credit Program, all of which remained outstanding Program. These advances could be repaid at December 31, 2022, any time without penalty and were collateralized by eligible investment securities. The proceeds from these advances were used to purchase an equivalent amount of high-quality collateralized loan obligation securities. As of December 31, 2022, the The Company's weighted average annual interest rate on these advances was 2.65% 5.11% for 2023. Interest incurred and paid during the year ended December 31, 2022 December 31, 2023 each totaled \$5.3 million, and in 2022 totaled \$3.0 million and \$2.3 million, respectively. These In 2023, the Company's insurance subsidiaries repaid all of its advances can be repaid at any time without penalty and are collateralized by eligible investment securities. under the FHLB Standard Credit Program.

In 2020, the FHLB launched its Recovery Advance Program. The Recovery Advance Program is a zero percent interest, six-month or one-year credit product that members could use to provide immediate relief to property owners, businesses, and other customers from the COVID-19 pandemic. Each FHLB member was allocated up to \$10.0 million in advances under the Recovery Advance Program.

On May 11, 2020, the Company's insurance subsidiaries, with the exception of CIC, received a total of \$35.0 million of advances from the FHLB under the Recovery Advance Program. The advances were secured by collateral previously pledged to the FHLB by the Company's insurance subsidiaries in support of their existing collateralized advance facility, which was reduced by the amount of these outstanding advances. The Company repaid \$15.0 million of such advances on November 4, 2020, \$5.0 million on March 31, 2021, and the remaining \$15.0 million on May 4, 2021.

FHLB membership also allows the Company's insurance subsidiaries access to standby letters of credit (Letter of Credit Agreements).

On March 9, 2018, ECIC, EPIC, and EAC entered into standby Letter of Credit Agreements with the FHLB. On January 26, 2021, EPIC chose to amend its existing Letter of Credit Agreement to decrease its credit amount to \$10.0 million. On August 13, 2021, EAC and ECIC chose to amend their existing Letter of Credit Agreements to decrease their respective credit amounts to \$25.0 million and \$35.0 million. The amended Letter of Credit Agreements will currently in effect expire March 31, 2023 on March 31, 2024, and will remain evergreen with automatic one-year extensions unless the FHLB notifies the beneficiary at least 60 days prior to the then applicable expiration date of its election not to renew. The Letter of Credit Agreements may only be used to satisfy, in whole or in part, insurance deposit requirements with the State of California and are fully secured with eligible collateral at all times. The Letter of Credit Agreements are subject to annual maintenance charges and a fee of 15 basis points on issued amounts. As of December 31, 2022 December 31, 2023 and 2021 2022 letters of credit totaling \$70.0 million were issued in lieu of securities on deposit with the State of California under these Letter of Credit Agreements.

As of December 31, 2022 December 31, 2023 and 2021 2022, investment securities having a fair value of \$321.2 million \$286.4 million and \$261.0 million \$321.2 million, respectively, were pledged to the FHLB by the Company's insurance subsidiaries in support of the collateralized advance facility and the Letter of Credit Agreements.

## 12. Commitments and Contingencies

### Leases

At December 31, 2022 December 31, 2023, the Company's operating leases have remaining terms of 1 year to 5 years, with options to extend up to 105 years with no termination provision. The Company's finance leases have an option to terminate after 1 year.

As a result of the effectiveness of our work-from-home transition, in 2021 we reduced our real estate footprint by closing and vacating certain of our offices. Whereas we believe that our existing office space is adequate for our current needs, we will continue to evaluate our office needs and may further reduce our real estate footprint in the future.

Components of lease expense were as follows:

		Years Ended December 31,	
		2022	2021
		(in millions)	
Operating lease expense	Operating lease expense	\$ 3.4	\$ 4.1
Finance lease expense	Finance lease expense	0.2	0.2
Finance lease expense			
Finance lease expense			
<b>Total lease expense</b>	<b>Total lease expense</b>	<b>\$ 3.6</b>	<b>\$ 4.3</b>
<b>Total lease expense</b>			
<b>Total lease expense</b>			

As of December 31, 2022 December 31, 2023, the weighted average remaining lease term for operating leases was 4.4 4.0 years and for finance leases was 2.9 1.9 years. The weighted average discount rate was 2.2% 1.3% and 7.3% 7.4% for operating and finance leases, respectively.

Maturities of lease liabilities were as follows:

Year	Year	Operating Leases	Finance Leases
(in millions)			
2023		\$ 3.3	\$ 0.2
(in millions)			
2024	2024	3.2	0.1
2025	2025	3.1	0.1
2026	2026	2.8	—
2027	2027	1.7	—
2028			
Thereafter	Thereafter	0.2	—
Total lease payments	Total lease payments	14.3	0.4
Less: imputed interest	Less: imputed interest	(0.7)	—
<b>Total</b>	<b>Total</b>	<b>\$ 13.6</b>	<b>\$ 0.4</b>

Supplemental balance sheet information related to leases was as follows:

As of	
December 31,	
2022	2021
(in millions)	

		As of December 31,		As of December 31,	
		2023	2023	2022	(in millions)
<b>Operating leases:</b>	<b>Operating leases:</b>				
Operating lease right-of-use asset	Operating lease right-of-use asset				
Operating lease right-of-use asset	Operating lease right-of-use asset				
Operating lease right-of-use asset	Operating lease right-of-use asset	\$ 11.5	14.2		
Operating lease liability	Operating lease liability	13.6	16.6		
<b>Finance leases:</b>	<b>Finance leases:</b>				
Property and equipment, gross	Property and equipment, gross	0.8	0.8		
Property and equipment, gross	Property and equipment, gross				
Property and equipment, gross	Property and equipment, gross				
Accumulated depreciation	Accumulated depreciation	(0.4)	(0.3)		
Property and equipment, net	Property and equipment, net	0.4	0.5		
Other liabilities	Other liabilities	\$ 0.4	\$0.5		

Supplemental cash flow information related to leases was as follows:

		Years Ended December 31,		Years Ended December 31,	
		2022		2021	
				(in millions)	
<b>Cash paid for amounts included in the measurement of lease liabilities:</b>	<b>Cash paid for amounts included in the measurement of lease liabilities:</b>				
Operating cash flows used for operating leases	Operating cash flows used for operating leases	\$	3.4	\$	4.1
Operating cash flows used for operating leases	Operating cash flows used for operating leases				
Financing cash flows used for finance leases	Financing cash flows used for finance leases	0.2		0.1	
Financing cash flows used for finance leases	Financing cash flows used for finance leases				

#### Lease Exit and Disposal Costs

During the year ended December 31, 2023, the Company recorded a non-recurring charge in connection with the early termination of the lease associated with the Company's former corporate headquarters in Reno, Nevada. This charge included a one-time lease termination payment of \$7.6 million, a write-off related to remaining leasehold improvements and furniture and equipment of \$2.6 million, and estimated miscellaneous expenses associated with exiting the property of \$0.2 million. The Company also recognized a lease termination gain pertaining to the elimination of the lease liability net of the right-of-use asset of \$1.0 million, which amount is included in Other expenses on the Company's Consolidated Statements of Comprehensive Income (Loss). The decision to terminate this operating lease was undertaken as part of an ongoing review of the Company's current and future facility needs.

#### Contingencies Surrounding Insurance Assessments

Each of the states where the Company's insurance subsidiaries are licensed to transact business require property and casualty insurers that write business within the respective state to pay various insurance assessments. The Company accrues a liability for estimated insurance assessments as direct premiums are written, losses are recorded, or as other events occur, depending on the relevant laws and regulations of a particular state. The Company defers such costs to the extent they are associated with unearned premium and recognizes them as an expense as such premiums are earned. The Company had an accrued liability for guaranty fund assessments, second injury funds assessments, and other insurance assessments totaling \$11.1 million \$13.0 million and \$10.1 million \$11.1 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. These liabilities are generally expected to be paid over periods from less than one year to, in some instances, the duration of the outstanding claims, based on individual state's laws and regulations. The Company also recorded an asset of \$15.6 million \$12.5 million and \$19.9 million \$15.6 million, as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively, for remitted, estimated policy charges anticipated to be recouped from policyholders. This asset also includes state assessments that may be recovered through a reduction in future premium taxes. These assets are expected to be realized over one to ten year periods in accordance with their type and each individual state's laws and regulations.

#### Unfunded Investment Commitments

As of December 31, 2022 December 31, 2023 and 2021, 2022, the Company had unfunded commitments to invest \$55.2 million \$25.4 million and \$46.4 million \$55.2 million, respectively, into private equity limited partnerships. See Note 4.

### 13. Stockholders' Equity

#### Stock Repurchase Programs

On July 21, 2021 July 26, 2023, the Board of Directors authorized a new share stock repurchase program authorization for repurchases of up to \$50.0 million of the Company's our common stock from July 27, 2021 July 31, 2023 through December 31, 2022 December 31, 2024 (the 2023 Program). The 2023 Program replaced its former program (the 2021 Program). On April 27, 2022 that was set to expire on December 31, 2023, but the Board of Directors authorized a \$50.0 million expansion of the 2021 Program to \$100.0 million, and extended the program's expiration to December 31, 2023, remaining authorization had been exhausted. The 2021 Program replaced an earlier share repurchase program, which expired on June 30, 2021. The 2021 2023 Program provides that shares may be purchased at prevailing market prices through a variety of methods, including in the open market and/or private in privately negotiated transactions from time to time, and that all purchases shall be made in accordance compliance with all applicable provisions of the Nevada Revised Statutes and federal and state securities laws including, Rules 10b5-1 and regulations and 10b-18 of the Exchange Act, as determined by management. The timing and actual number of shares that may be repurchased will depend on a variety of factors, including the share price, corporate and regulatory requirements, and other market and economic conditions. Repurchases under the 2021 Program may be commenced, modified, or suspended from time-to-time without prior notice, and the program may be suspended or discontinued at any time. amended. Through December 31, 2022 December 31, 2023, the Company has repurchased a total of 1,317,649 752,543 shares of common stock at an average price of \$39.88 \$38.68 per share, including commissions, for a total of \$52.6 million \$29.1 million under the 2023 Program. Prior to the commencement of the 2023 Program, the Company repurchased a total of 2,535,782 shares of common stock at an average price of \$39.39 per share, including commissions for a total of \$99.9 million under the 2021 Program.

Since the Company's initial public offering in January 2007 through December 31, 2022 December 31, 2023, the Company has repurchased a total of 30,715,539 32,686,215 shares of common stock at an average cost per share of \$20.44 \$21.54 through various stock repurchase programs, which is reported as treasury stock, at cost, on its Consolidated Balance Sheets.

The Inflation Reduction Act of 2022 added a new IRC section, Section 4501, that imposes a 1% excise tax on stock repurchases on publicly traded companies that occurred after December 31, 2022. The Company's excise tax obligation is \$0.7 million at December 31, 2023, which is included in treasury stock, on its Consolidated Balance Sheets.

### 14. Stock-Based Compensation

On May 28, 2020, the Company's stockholders approved the Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan (as amended and restated, the "Plan"). The Plan will expire on the tenth anniversary of April 1, 2020, which is also the effective date of the Plan. The Plan is administered by the Human Capital Management and Compensation Committee of the Board, of Directors, which is authorized to grant, at its discretion, awards to officers, employees, non-employee directors, consultants, and independent contractors. The maximum number of common shares reserved for grants of awards under the Plan was 6,555,000 shares, prior to reductions for grants made. The Plan provides for the grant of stock options (both incentive stock options and nonqualified stock options), stock appreciation rights, shares of restricted stock, restricted stock units (RSUs), performance stock units (PSUs), and other stock-based awards.

Employees who were awarded RSUs and PSUs are entitled to receive dividend equivalents for eligible awards, payable in cash, when and if, the underlying award vests and becomes payable. If the underlying award does not vest or is forfeited, dividend equivalents with respect to the underlying award fail to become payable and are forfeited.

As of December 31, 2022 December 31, 2023, the only stock based incentive awards outstanding under the Plan were nonqualified stock options, RSUs and PSUs.

Compensation costs are recognized based on expected performance, if applicable, net of any estimated forfeitures on a straight-line basis over the requisite employee service periods. Forfeiture rates are based on historical experience and are adjusted in subsequent periods for differences in actual forfeitures from those estimated. The Company's forfeiture assumptions serve to reduce the unamortized grant date fair value of outstanding awards as well as the associated stock-based compensation expense. As awards are actually forfeited, the number of awards outstanding is reduced and the remaining unamortized grant date fair value is compared to assumed forfeiture levels. True-up adjustments are made as deemed necessary. For the years presented, the

Company assumed a zero to 15% forfeiture rate on RSU and PSU awards. Net stock-based compensation expense recognized in the Company's Consolidated Statements of Comprehensive Income (Loss) was as follows:

		Years Ended December 31,			Years Ended December 31,		
		2023	2022	2021	2023	2022	2021
Stock-based compensation expense related to:					Stock-based compensation expense related to:		
							(in millions)
	Years Ended December 31,						
		2022	2021	2020			
Stock-based compensation expense related to:					(in millions)		
Stock options	\$ —	\$ —	\$ —				
RSUs							
RSUs	RSUs	2.6	3.4	3.0			
PSUs	PSUs	2.3	5.7	6.4			
Total	Total	4.9	9.1	9.4			
Less: related tax benefit	Less: related tax benefit	1.0	1.8	2.0			
Net stock-based compensation expense	Net stock-based compensation expense	\$3.9	\$7.3	\$7.4			

#### Stock Options

No stock options were granted in 2023, 2022 or 2021, or 2020.

The Company anticipates issuing new shares of common and no stock upon the exercise of its options were outstanding stock options at December 31, 2023.

Changes in outstanding stock options for the year ended December 31, 2022 December 31, 2023 were as follows:

	Weighted Average				
	Number of Stock Options	Weighted-Average Price	Remaining Contractual Life		
Stock options outstanding at January 1, 2020	154,016	\$ 23.65	1.7 years		
Stock options outstanding at January 1, 2021	113,216	\$ 24.21	1.2 years		
Exercised	Exercised (48,051)	21.84			

Stock options outstanding at December 31, 2021	Stock options outstanding at December 31, 2021	65,165	25.96	0.7 years
Stock options outstanding at December 31, 2021				
Stock options outstanding at December 31, 2021				
Exercised				
Exercised				
Exercised	Exercised	(41,665)	24.97	
Stock options outstanding at December 31, 2022	Stock options outstanding at December 31, 2022	23,500	27.72	0.2 years
Exercisable at December 31, 2022	Exercisable at December 31, 2022	23,500	27.72	0.2 years
Stock options outstanding at December 31, 2022				
Stock options outstanding at December 31, 2022				
Exercised				
Exercised				
Exercised				
Stock options outstanding at December 31, 2023				
Stock options outstanding at December 31, 2023				
Stock options outstanding at December 31, 2023				
Exercisable at December 31, 2023	Exercisable at December 31, 2023	—	—	0.0 years
Exercisable at December 31, 2023	Exercisable at December 31, 2023	—	—	0.0 years

The fair value of stock options vested and the intrinsic value of outstanding and exercisable stock options as of December 31, were as follows:

2023	2023	2022	2021
(in millions)			(in millions)
	2022	2021	2020
	(in millions)		
Fair value of stock options vested	\$ —	\$ —	\$ 0.1
Intrinsic value of outstanding stock options			

Intrinsic value of outstanding stock options	Intrinsic value of outstanding stock options	0.4	1.0	0.9
Intrinsic value of exercisable stock options	Intrinsic value of exercisable stock options	0.4	1.0	0.9

The intrinsic value of stock options exercised was \$0.7 million \$0.4 million, \$0.6 million \$0.7 million, and \$0.8 million \$0.6 million for the years ended December 31, 2022 December 31, 2023, 2022, and 2021, and 2020, respectively.

#### RSUs

The Company has awarded RSUs to non-employee members of the Board of Directors and certain employees of the Company.

The RSUs awarded to non-employee members of the Board of Directors generally vest on the first anniversary of the award date. RSU grants allow each non-employee Director to decide whether to defer settlement of the RSUs until six months after termination of Board service or settle the RSUs at vesting. Dividend equivalents are granted to Directors who elected to defer settlement of the RSUs after the grants vested.

The RSUs awarded to employees of the Company typically have a service vesting period of approximately four years from the date awarded and vest 25% on or after each of the subsequent four anniversaries of such date. These All RSUs are subject to accelerated vesting in certain limited circumstances, such as: retirement, death or disability of the holder, or in connection with a change of control of the Company.

Changes in outstanding RSUs for the year ended December 31, 2022 December 31, 2023 were as follows:

	Number of RSUs	Weighted Average Grant Date Fair Value	
		Number of RSUs	Weighted Average Grant Date Fair Value
RSUs outstanding at January 1, 2020	241,905	\$ 32.45	
Granted	100,491	36.01	
Forfeited	(7,710)	38.94	
Vested	(90,342)	34.76	
RSUs outstanding at December 31, 2020	244,344	35.08	
RSUs outstanding at January 1, 2021			
Granted	Granted	86,020	38.29
Forfeited	Forfeited	(35,730)	38.78
Vested	Vested	(96,508)	37.71
RSUs outstanding at December 31, 2021	198,126	34.53	
Granted	Granted	124,042	39.90
Forfeited	Forfeited	(13,728)	38.45
Vested	Vested	(51,127)	37.69

RSUs	RSUs		
outstanding	outstanding		
at	at		
December	December		
31, 2022	31, 2022	257,313	36.28
Vested but unsettled			
RSUs at December 31,			
2022		74,889	29.24
Granted			
Forfeited			
Vested			
RSUs			
outstanding			
at			
December			
31, 2023			
Vested but			
unsettled			
RSUs at			
December			
31, 2023			

At December 31, 2022 December 31, 2023, the Company had yet to recognize \$5.6 million \$5.5 million of expense related to outstanding RSUs and expects to recognize the remaining expense on a straight-line basis over the next 39 months. The grant date fair value of RSUs vested and the intrinsic value of vested RSUs for the years ended December 31, were as follows:

	2022	2021	2020
	(in millions)		
	2023		
	(in millions)		
Grant date fair value of RSUs			
vested	vested	vested	vested
Intrinsic value of RSUs			
vested	vested	vested	vested

The intrinsic value of outstanding RSUs was \$11.1 million \$9.1 million, \$8.2 million \$11.1 million, and \$7.9 million \$8.2 million at December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021.

#### PSUs

The Company has awarded PSUs to certain employees of the Company as follows:

Date of Grant	Fair Value on		Aggregate Fair Value on Date of Grant					
	Date of Grant	Target Number of						
Grant	Awarded	Grant	Date of Grant	Target Number Awarded	Fair Value on Date of Grant	Aggregate Fair Value on Date of Grant		
			(in millions)					
March 2020 <sup>(1)</sup>	105,180	37.81	(in millions)					
March 2021 <sup>(1)</sup>		4.0						

March 2021 <sup>(1)</sup>					
March	March				
2021 <sup>(1)</sup>	2021 <sup>(1)</sup>	77,320	37.54	2.9	
April	April				
2021 <sup>(1)</sup>	2021 <sup>(1)</sup>	980	43.29	—	
August	August				
2021 <sup>(1)</sup>	2021 <sup>(1)</sup>	779	41.72	—	
March 2022 <sup>(1)</sup>		73,120	40.54	3.0	
March					
2022 <sup>(2)</sup>					
March					
2023 <sup>(3)</sup>					
April					
2023 <sup>(3)</sup>					

(1) The PSUs awarded in March 2020, 2021 and 2022, March 2021, April 2021, and August 2021 were have a performance period of two years followed by an additional one year vesting period. The PSU awards are subject to certain performance goals with payouts that range from 0% to 200% of the target awards. The values shown in the table represent the aggregate number of PSUs awarded and at the target level.

(2) The PSUs awarded in March 2022, have a performance period of two years followed by an additional one year vesting period. The PSU awards are subject to certain performance goals with payouts that range from 0% to 250% of the target awards. The values shown in the table represent the aggregate number of PSUs awarded at the target level.

(3) The PSUs awarded in March 2023 and April 2023 have a performance period of three years. The PSU awards are subject to certain performance goals with payouts that range from 0% to 250% of the target awards. The values shown in the table represent the aggregate number of PSUs awarded at the target level.

At December 31, 2022 December 31, 2023, the Company had yet to recognize \$1.9 million \$3.4 million of expense related to PSU grants and expects to recognize the remaining expense on a straight-line basis over the next 24 months. This is based on the expectation of the Company achieving a 179% of target rate for the 2020 PSUs, a 140% of target rate for the 2021 PSUs, and a 26% 59% of target rate for the 2022 PSUs, and a 100% of target rate for the 2023 PSUs.

## 15. Statutory Matters

### Statutory Financial Data

The combined capital stock, surplus, and net income of the Company's insurance subsidiaries (EICN, ECIC, EPIC, EAC, and CIC), prepared in accordance with the statutory accounting practices (SAP) of the National Association of Insurance Commissioners (NAIC) as well as SAP permitted by the states of California, Florida, Nevada, and New York were as follows:

		December 31,			
		2022	2021		
		(in millions)			
		December 31,		December 31,	
		2023		2022	
		(in millions)			
Capital stock and unassigned surplus	Capital stock and unassigned surplus	\$696.7	\$ 726.0		
Paid in capital	Paid in capital	243.2	363.2		
Total statutory surplus	Total statutory surplus	\$939.9	\$1,089.2		
Total statutory surplus					
Total statutory surplus					

Net income provided from the Company's insurance subsidiaries prepared in accordance with SAP was \$105.1 million \$96.2 million, \$94.9 million \$105.1 million, and \$140.4 million \$94.9 million, for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively.

Treatment of the LPT Agreement, deferred policy acquisition costs, fair value of financial instruments, and the surplus notes (see Notes 4, 10, and 11) are the primary differences in the SAP-basis capital stock and total surplus of the insurance subsidiaries of \$939.9 million \$982.9 million and \$1,089.2 million \$939.9 million, and the GAAP-basis equity of the Company of \$944.2 million \$1,013.9 million and \$1,213.1 million \$944.2 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. Under SAP accounting, the retroactive reinsurance gain resulting from the LPT Agreement is recorded as a special component of surplus (special surplus funds) in the initial year of the contract, and not reported as unassigned surplus until the Company has recovered amounts in excess of the original consideration paid. The special surplus funds are also reduced by the amount of

extraordinary dividends as approved by the Nevada Division of Insurance. Under SAP, the surplus notes are recorded as a separate component of surplus. Under SAP, changes to the estimated contingent profit commission under the LPT Agreement are reflected in commission expense in the period that the estimate is revised.

#### **Insurance Company Dividends and Regulatory Requirements and Restrictions**

The ability of EHI to pay dividends on the Company's common stock and to pay other expenses will be dependent to a significant extent upon the ability of the Nevada domiciled insurance company, EICN, the California domiciled insurance company, ECIC, the Florida domiciled insurance companies, EPIC and EAC, to pay dividends to their immediate holding company, Employers Group, Inc. (EGI) and the New York domiciled insurance company, CIC, to pay dividends to its immediate holding company Cerity Group, Inc. (CGI), and in turn, the ability of EGI and CGI to pay dividends to EHI. The amount of dividends each of the Company's insurance subsidiaries may pay to their immediate parent is limited by the laws of its respective state of domicile.

Nevada law limits the payment of cash dividends by EICN to its parent by providing that payments cannot be made except from available and accumulated surplus, otherwise unrestricted (unassigned), and derived from realized net operating profits and realized and unrealized capital gains. A stock dividend may be paid out of any available surplus. A cash or stock dividend prohibited by these restrictions may only be declared and distributed as an extraordinary dividend upon the prior approval of the Nevada Commissioner of Insurance (Nevada Commissioner). EICN may not pay such an extraordinary dividend or make an extraordinary distribution until the Nevada Commissioner either approves or does not disapprove the payment within 30 days after receiving notice of its declaration. An extraordinary dividend or distribution is defined by statute to include any dividend or distribution of cash or property whose fair market value, together with that of other dividends or distributions made within the preceding 12 months, exceeds the lesser of: (a) 10% of EICN's statutory surplus as regards to policyholders at the next preceding December 31; or (b) EICN's statutory net income, not including realized capital gains, for the 12-month period ending at the next preceding December 31. As of **December 31, 2022** **December 31, 2023**, EICN had positive unassigned surplus of **\$233.7 million** **\$247.5 million**. During **2022, 2023**, EICN paid an ordinary dividend in the amount of **\$9.7 million** **\$9.8 million** to its parent company, EGI. As a result of that payment, EICN cannot pay any dividends through **March 23, 2023** **March 27, 2024**, and can pay **\$9.8 million** **\$13.7 million** of dividends thereafter, without regulatory approval.

Under Florida law, without regulatory approval, EPIC and EAC may pay dividends if they do not exceed the greater of: the lesser of 10% of surplus or net income, not including realized capital gains, plus a 2-year carry forward; 10% of surplus, with dividends payable limited to unassigned funds minus 25% of unrealized capital gains; or, the lesser of 10% of surplus or net investment income plus a 3-year carry forward with dividends payable limited to unassigned funds minus 25% of unrealized capital gains. During **2022, 2023**, EAC paid an ordinary dividend in the amount of **\$23.2 million** **\$21.0 million** to its parent company, EGI. As a result of that payment, EAC cannot pay any dividends through **July 1, 2023** **July 14, 2024** and **\$21.0 million** **\$22.4 million** thereafter, without regulatory approval from the Florida Office of Insurance Regulation (FOIR), provided that no dividends are paid prior to **July 1, 2023** **July 14, 2024**. During **2022, 2023**, EPIC paid an ordinary dividend in the amount of **\$24.0** **\$22.9 million** to its parent company, EGI. As a result of that payment, EPIC cannot pay any dividends through **July 1, 2023** **July 14, 2024** and can pay **\$22.9** **\$23.2 million** of dividends thereafter, without regulatory approval from the FOIR.

EPIC and EAC are subject to regulation by the Florida Department of Financial Services (FDFS). Florida statute Section 624.408 requires EPIC and EAC to maintain minimum capital and surplus of the greater of \$4.0 million or 10% of total liabilities. Florida statutes require EPIC and EAC to maintain a ratio of written premiums, defined as 1.25 times written premiums, to surplus of no greater than 10-to-1 for gross written premiums and 4-to-1 for net written premiums. During the years ended **December 31, 2022** **December 31, 2023, 2021** **2022**, and **2020, 2021**, EPIC and EAC were in compliance with these statutes.

ECIC is subject to regulation by the California Department of Insurance (California DOI). Additionally, the California Insurance Holding Company System Regulatory Act limits the ability of ECIC to pay dividends to its parent. California law provides that, absent prior approval of the California Insurance Commissioner, dividends may only be declared from earned surplus. For purpose of this statute, earned surplus excludes amounts derived from net appreciation in the value of assets not yet realized, or derived from an exchange of assets, unless the assets received are currently realizable in cash. In addition, California law provides that the appropriate insurance regulatory authorities in the state of California must approve (or, within a 30-day notice period, not disapprove) any dividend that, together with all other such dividends paid during the preceding 12 months, exceeds the greater of: (a) 10% of the paying company's statutory surplus as regards to policyholders at the preceding December 31; or (b) 100% of net income for the preceding year. During the years ended **December 31, 2022** **December 31, 2023, 2021, 2022**, and **2020, 2021**, ECIC was in compliance with these requirements.

On January 14, 2022,

During **2023**, ECIC received regulatory approval from the California DOI to pay paid an extraordinary distribution, ordinary dividend in the amount of **\$120.0 million**, **\$21.0 million** to its parent company, EGI. This distribution was approved by ECIC's Board of Directors on November 12, 2021 and it was paid to EGI on February 15, 2022. As a result of this distribution, that payment, ECIC cannot pay any dividends through February 15, 2023, without regulatory approval until March 15, 2024 and can pay **\$21.0 million** **\$23.3 million** thereafter without prior regulatory approval.

Under New York law, without regulatory approval, CIC may pay dividends if they do not exceed the lesser of 10% of surplus or 100% of net investment income for the previous year increased by the excess, if any, of net investment income over dividends declared or distributed during the period commencing 36 months prior to the declaration or distribution of the current dividend and ending 12 months prior thereto. The New York state law also provides that any distribution may only be paid out of earned surplus. During **2022, 2023**, CIC paid an ordinary dividend in the amount of **\$2.7** **\$4.0 million** to its parent company, CSI. As a result of that payment, CIC cannot pay any dividends through **September 9, 2023** **September 20, 2024**, and can pay **\$4.0** **\$5.7 million** of dividends thereafter, without regulatory approval.

Additionally, EICN, ECIC, EPIC, EAC, and CIC are required to comply with RBC requirements. RBC is a method of measuring the amount of capital appropriate for an insurance company to support its overall business operations in light of its size and risk profile. NAIC RBC standards are used by regulators to determine appropriate regulatory actions relating to insurers that show signs of weak or deteriorating conditions. As of **December 31, 2022** **December 31, 2023, 2021, 2022**, and **2020, 2021**, EICN, ECIC, EPIC, EAC, and CIC each had total adjusted capital above all regulatory action levels.

#### **16. Accumulated Other Comprehensive (Loss) Income Loss**

Accumulated other comprehensive (loss) income loss is comprised of unrealized gains on investments classified as available-for-sale, net of deferred tax expense. The following table summarizes the components of Accumulated other comprehensive (loss) income loss:

	<b>Years Ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
(in millions)		
Net unrealized (losses) gains on investments, before taxes	\$ (175.8)	\$ 76.7
Deferred tax benefit (expense) on net unrealized gains and losses	36.9	(16.1)
<b>Total accumulated other comprehensive (loss) income</b>	<b>\$ (138.9)</b>	<b>\$ 60.6</b>

	Years Ended December 31,	
	2023	2022
Net unrealized losses on investments, before taxes	\$ (108.9)	\$ (175.8)
Deferred tax benefit on net unrealized losses	22.9	36.9
Total accumulated other comprehensive loss	<u><u>\$ (86.0)</u></u>	<u><u>\$ (138.9)</u></u>

## 17. Employee Benefit and Retirement Plans

The Company maintains a 401(k) defined contribution plan covering all eligible Company employees (the Employers 401(k) Plan). Under the Employers 401(k) Plan, the Company's safe harbor matching consists of a 100% matching contribution on salary deferrals up to 3% of compensation and then a 50% matching contribution on salary deferrals from 3% to 5% of compensation. The Company's matching contribution to the Employers 401(k) Plan was \$2.0 million \$2.3 million, \$2.1 million \$2.0 million, and \$2.3 million \$2.1 million for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively.

## 18. Earnings Per Common Share

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilutive impact of all common stock equivalents on earnings per share. Diluted earnings per share includes common shares assumed issued under the "treasury stock method," which reflects the potential dilution that would occur if outstanding RSUs and PSUs vested, and stock options were to be exercised.

**Outstanding Employees who are awarded RSUs and PSUs awarded to employees** are entitled to receive dividend equivalents **for eligible awards, payable in cash**, when and if, the underlying award vests and becomes payable. Therefore, these awards are not considered participating securities for the purposes of determining earnings per share.

The following table presents the net income and the weighted average number of shares outstanding used in the earnings per common share calculations.

	Years Ended December 31,				
	2022	2021	2020		
	(in millions, except share data)				
	Years Ended December 31,			Years Ended December 31,	
	2023	2023	2022	2021	
	(in millions, except share data)			(in millions, except share data)	
Net income	Net income \$ 48.4	\$ 119.3	\$ 119.8		
Weighted average number of shares outstanding—basic	Weighted average number of shares outstanding—basic	27,503,941	28,289,118	29,912,063	
Effect of dilutive securities:	Effect of dilutive securities:				
Stock options					
Stock options	Stock options 11,256	27,033	36,568		
PSUs	PSUs 131,465	237,999	230,831		
RSUs	RSUs 34,326	46,843	25,402		
Dilutive potential shares	Dilutive potential shares 177,047	311,875	292,801		
Weighted average number of shares outstanding—diluted	Weighted average number of shares outstanding—diluted	27,680,988	28,600,993	30,204,864	

Diluted earnings per share excludes outstanding **options and other common stock equivalents** potential dilutive shares in periods where the inclusion of such **options and common stock equivalents** securities would be **anti-dilutive** under the treasury stock methodology. During the year ended December 31, 2023, 22,395 potential dilutive shares were excluded

from the Company's diluted earnings per share computations because they were determined to be anti-dilutive. The following table presents options. During the years ended December 31, 2022 and 2021, no potential dilutive shares were excluded from the Company's diluted earnings per share computations because none were determined to be anti-dilutive.

No outstanding PSUs and RSUs that were excluded from are considered in the Company's diluted earnings per share.

	Years Ended December 31,		
	2022	2021	2020
Options, PSUs, and RSUs excluded under the treasury method, as the potential proceeds on settlement or exercise was greater than the value of shares acquired	—	—	111,386

share computations in any period that involves a net loss because their inclusion would be anti-dilutive.

#### 19. Segment Reporting

The Company has determined that it has two operates as a single reportable segments: segment, *Insurance Operations*, through our wholly owned subsidiaries. In the fourth quarter of 2023, the Company developed and executed an integration plan to consolidate our previously segregated direct-to-consumer operations (*Cerity*) into the Company's mainstream operations, while retaining our digital distribution capabilities. The integration plan, which will allow the Company to operate more efficiently and generate cost savings, resulted in a change in the composition of our reportable segments by eliminating any distinction, including stand-alone financial statements, among our former segments, which were: *Employers* and *Cerity*. Each of these segments represents a separate and distinct underwriting platform through which the Company conducts insurance business. *Cerity*.

The nature and composition of each reportable segment and its Corporate and Other activities are as follows:

The *Employers*/*Insurance Operations* segment represents the traditional business offered through the *EMPLOYERS* brand name through its agents, including business originated from the Company's strategic partnerships and alliances.

The *Cerity* segment represents the business offered under the *Cerity* brand name, which includes the Company's alliances and also direct-to-customer business.

Corporate and Other activities consist of those holding company expenses that are not considered to be underwriting in nature, the financial impact of the LPT agreement, and legacy business assumed and ceded by CIC. These expenses are not considered to be part of a reportable segment and are not otherwise allocated to a reportable segment.

The Company has determined that it is not practicable to report identifiable assets by segment since certain assets are used interchangeably among the segments.

The following table summarizes the Company's written premiums and components of net income before income taxes by reportable segment. All periods prior to December 31, 2023 have been conformed to the current presentation.

Year Ended December 31, 2023	Insurance Operations		Total
	(in millions)		
Gross premiums written	\$ 767.7	\$ 767.7	767.7
Net premiums written	760.6	760.6	760.6
Net premiums earned	721.9	721.9	721.9
Net investment income	106.5	106.5	106.5
Net realized and unrealized gains on investments	22.7	22.7	22.7
Other (loss) income	(0.2)	(0.2)	(0.2)
Total revenues	850.9	850.9	850.9
Losses and loss adjustment expenses	405.7	405.7	405.7
Commission expense	100.0	100.0	100.0
Underwriting and general and administrative expenses	180.0	180.0	180.0
Interest and financing expenses	5.8	5.8	5.8
Other expenses	11.0	11.0	11.0
Total expenses	702.5	702.5	702.5
Net income before income taxes	148.4	148.4	148.4
Income tax expense	30.3	30.3	30.3
Net income	\$ 118.1	\$ 118.1	118.1

	Corporate			Total
	Employers	Cerity and Other	Total	
(in millions)				
Insurance Operations			Insurance Operations	Total
(in millions)				(in millions)

Year Ended December 31, 2022	Year Ended December 31, 2022					
Gross premiums written						
Gross premiums written						
Gross premiums written	Gross premiums written	\$	707.5	\$ 6.7	\$ —	\$ 714.2
Net premiums written	Net premiums written		700.5	6.7	—	707.2
Net premiums earned	Net premiums earned		672.1	3.1	—	675.2
Net premiums earned						
Net premiums earned						
Net investment income	Net investment income		82.1	4.1	3.6	89.8
Net realized and unrealized losses on investments	(44.0)	(1.3)	(6.5)	(51.8)		
Net realized and unrealized (losses) on investments						
Other income						
Other income	Other income		0.3	—	—	0.3
Total revenues	Total revenues		710.5	5.9	(2.9)	713.5
Losses and loss adjustment expenses						
Losses and loss adjustment expenses						
Losses and loss adjustment expenses	Losses and loss adjustment expenses		397.5	1.8	(8.3)	391.0
Commission expense	Commission expense		95.8	0.1	—	95.9
Underwriting and general and administrative expenses	Underwriting and general and administrative expenses		138.9	13.9	14.5	167.3
Interest and financing expenses	Interest and financing expenses		3.0	—	0.5	3.5
Total expenses	Total expenses		635.2	15.8	6.7	657.7
Total expenses						
Net income (loss) before income taxes	\$ 75.3	\$ (9.9)	\$ (9.6)	\$ 55.8		
Net income before income taxes						

Net income before income taxes
Net income before income taxes
Income tax expense
Net income

	Employers	Cerity	Corporate and		Total
			Other	(in millions)	
<b>Year Ended December 31, 2021</b>					
Gross premiums written	\$ 588.2	\$ 1.5	\$ —	\$ 589.7	
Net premiums written	581.6	1.5	—	583.1	
Net premiums earned	573.7	0.7	—	574.4	
Net investment income	69.3	2.8	0.6	72.7	
Net realized and unrealized gains (losses) on investments	54.5	0.3	(0.2)	54.6	
Other income	1.4	—	—	1.4	
<b>Total revenues</b>	<b>698.9</b>	<b>3.8</b>	<b>0.4</b>	<b>703.1</b>	
Losses and loss adjustment expenses	326.2	0.5	(11.5)	315.2	
Commission expense	76.1	—	—	76.1	
Underwriting and general and administrative expenses	131.2	12.9	16.1	160.2	
Interest and financing expenses	—	—	0.5	0.5	
Other expenses	4.1	—	—	4.1	
<b>Total expenses</b>	<b>537.6</b>	<b>13.4</b>	<b>5.1</b>	<b>556.1</b>	
<b>Net income (loss) before income taxes</b>	<b>\$ 161.3</b>	<b>\$ (9.6)</b>	<b>\$ (4.7)</b>	<b>\$ 147.0</b>	

	Employers	Corporate		Total		
		Cerity	and Other			
<b>(in millions)</b>						
<b>Year Ended December 31, 2020</b>						
<b>Insurance Operations</b>		<b>Insurance Operations</b>		<b>Total</b>		
				<b>(in millions)</b>		
<b>Year Ended December 31, 2021</b>						
Gross premiums written						
Gross premiums written						
Gross premiums written	Gross premiums written	\$ 579.8	\$ 0.3	\$ 580.1		
Net premiums written	Net premiums written	574.6	0.3	574.9		
Net premiums earned	Net premiums earned	615.1	0.2	615.3		
Net premiums earned						
Net premiums earned						

Net investment income	Net investment income	72.1	3.1	1.1	76.3
Net realized and unrealized gains (losses) on investments		20.9	—	(1.9)	19.0
Net realized and unrealized gains on investments					
Other income	Other income				
Other income	Other income	0.8	—	—	0.8
Total revenues	Total revenues	708.9	3.3	(0.8)	711.4
Losses and loss adjustment expenses	Losses and loss adjustment expenses	314.2	0.1	(11.9)	302.4
Losses and loss adjustment expenses					
Commission expense	Commission expense	78.8	—	—	78.8
Underwriting and general and administrative expenses		151.1	16.6	13.6	181.3
Other underwriting expenses					
Interest and financing expenses	Interest and financing expenses	0.1	—	0.3	0.4
Other expenses	Other expenses	0.7	0.1	—	0.8
Total expenses	Total expenses	544.9	16.8	2.0	563.7
Net income (loss) before income taxes	\$ 164.0 \$(13.5) \$ (2.8) \$ 147.7				
Net income before income taxes					
Net income before income taxes					
Net income before income taxes					
Income tax expense					
Net income					

#### Entity-Wide Disclosures

The Company operates solely within the United States and does not have revenue from transactions with a single policyholder accounting for 10% or more of its revenues. The following table shows our in-force premiums, in-force premiums including estimated final audit premium, and number of policies in-force for each state of our largest states and all other states combined as of December 31:

2022	2021	2020	2023	2022	2021
2023					

State	State	In-force Policies				In-force Policies				In-force Policies				State	In-force Premiums	Policies In-force		In-force Premiums		Policies In-force		In-force Premiums		Policies In-force			
		In-force Premiums	In-force	Policies	In-force Premiums	In-force	Policies	In-force Premiums	In-force	Policies	In-force Premiums	In-force	Policies			In-force Premiums	In-force	Policies	In-force Premiums	In-force	Policies	In-force Premiums	In-force	Policies			
(dollars in millions)																											
(dollars in millions)																											
California	California	\$ 279.7	42,876	\$ 258.4	40,704	\$ 262.0	39,610																				
Florida	Florida	49.4	9,417	41.1	7,989	37.9	6,898																				
New York	New York	27.3	7,497	24.5	7,307	26.7	6,657																				
Other (43 states and D.C.)	Other (43 states and D.C.)	266.1	61,566	247.4	55,350	251.3	50,341																				
(dollars in millions)																											
Total	Total	\$ 622.5	121,356	\$ 571.4	111,350	\$ 577.9	103,506																				
Estimated audit premium	Estimated audit premium	42.5	—	41.6	—	(2.7)	—																				
Total, including estimated audit premium	Total, including estimated audit premium	\$ 665.0	121,356	\$ 612.9	111,350	\$ 575.2	103,506																				

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

None.

#### Item 9A. Controls and Procedures

##### **Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the **Securities Exchange Act, of 1934, as amended (the Exchange Act)**) designed to provide reasonable assurance that the information required to be reported in the Exchange Act filings is recorded, processed, summarized and reported within the time periods specified and pursuant to SEC regulations, including controls and procedures designed to ensure that this information is accumulated and communicated to management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding the required disclosure. It should be noted that, because of inherent limitations, our disclosure controls and procedures, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the disclosure controls and procedures are met.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our

Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at a reasonable level of assurance as of **December 31, 2022** December 31, 2023.

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

Management's annual report regarding internal control over financial reporting is set forth in Item 8 of this report under the caption "Management's Annual Report on Internal Control over Financial Reporting" and incorporated herein by reference.

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

The attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting is set forth in Item 8 of this report under the caption "Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting" and incorporated herein by reference.

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

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) in the Exchange Act) during the fourth fiscal quarter of the year to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### Item 9B. Other Information

**None.** 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 such term is defined in Item 408(a) of Regulation S-K.

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

Not applicable.

### PART III

#### Item 10. Directors, Executive Officers, and Corporate Governance

##### Executive Officers of the Registrant

The following provides information regarding our executive officers as of **February 24, 2023** **February 26, 2024**. No family relationships exist among our directors or executive officers.

Name	Age	Position
Katherine H. Antonello	58 59	President and Chief Executive Officer of EHI
Michael S. Paquette	59 60	Executive Vice President, Chief Financial Officer of EHI
Lori A. Brown	57 58	Executive Vice President, Chief Legal Officer and General Counsel of EHI
John M. Mutschink	50 51	Executive Vice President, Chief Administrative Officer of EHI
Christina M. Ozuna	Jeffrey C. Shaw 54	Senior Vice President, Chief Claims Officer of EHI
Ann Marie Smith	50 53	Senior Vice President, Chief Underwriting Officer of EHI
Lindsey M. Rynard	Executive 44	Senior Vice President, Chief Sales Officer of EHI
Kelley F. Kage	39	Senior Vice President, Chief Information Officer of EHI

**Katherine H. Antonello.** Ms. Antonello has served as President and Chief Executive Officer of EHI since April 2021. She has also served as a director and Chief Executive Officer of **Elite Insurance Services, Inc. since March 2021 and all of the remaining** Company's wholly-owned subsidiaries since April **2021**, **2021 except for Elite Insurance Services, Inc. where she served as a director and Chief Executive Officer from March 2021 to December 2023 when it merged into EIG Services.** Ms. Antonello joined the Company in August 2019 as Executive Vice President, Chief Actuary. Prior to joining the Company, she served as the Chief Actuary of NCCI from June 2013 to June 2019. Prior to that position, from July 2001 to June 2013, Ms. Antonello held various positions at Lumbermen's Underwriting Alliance and served as Vice President and Chief Actuary. Earlier in her career, she worked at Milliman & Robertson and Liberty National Life Insurance Company. She has also previously worked at NCCI as an Associate Actuary. Ms. Antonello **earned her BS** **holds a B.S. degree** in Mathematics from Birmingham-Southern College. She is a Fellow of the Casualty Actuarial Society, a Fellow of the Society of Actuaries, and a Member of the American Academy of Actuaries. In addition, she currently serves as Chair of the **Nominating Committee** of the Board of Directors of the Casualty Actuarial Society and as an advisory board member of Kids' Chance of America.

**Michael S. Paquette.** Mr. Paquette has served as Executive Vice President, Chief Financial Officer and Treasurer of EHI since January 2017. He has served as Treasurer of EGI, EICN, ECIC, EPIC, EAC, and EIG Services and **Elite Insurance Services, Inc. since January 2017**, of CGI and CSI since May 2018, and of CIC since August **2019**, **2019**, and of **Elite Insurance Services, Inc. from January 2017 to December 2023 when it merged into EIG Services.** He has served as a Director of EICN, ECIC, EPIC, EAC, and EIG Services since January 2017, of EGI, **since May 2018**, of CGI **since May 2018**, of and CSI since May 2018, and of CIC since August 2019. He has served on the Board of Directors of the Illinois Insurance Guaranty Fund since June 2019. Mr. Paquette previously served as Executive Vice President, Chief Financial Officer of Montpelier Re Holdings Ltd. from 2008 to 2015 and Chief Financial Officer of Blue Capital Reinsurance Holdings Ltd. from its inception in 2012 to 2015. Mr. Paquette had also previously spent 18 years with White Mountains Insurance Group, Ltd. in various capacities, including Senior Vice President, Controller, and 4 years with KPMG LLP as an auditor. Mr. Paquette holds a B.S. degree in Business Administration from the University of Vermont and is a Certified Public Accountant, Certified Management Accountant, Certified Financial Manager, and Chartered Global Management Accountant.

**Lori A. Brown.** Ms. Brown has served as Executive Vice President, Chief Legal Officer, General Counsel, and Secretary of EHI since January 2019. She served as Senior Vice President, Deputy General Counsel from March 2015 to December 2018 to EIG Services, Inc., EICN, ECIC, EPIC, and EAC and as Vice President, Deputy General Counsel of ECIC and EICN from January 2006 to March 2015, EPIC and EAC from November 2008 to March 2015, and EIG Services Inc. and its predecessor from May 2014 to March 2015. Ms. Brown has served as a director of EGI, CGI and CSI since May 2018, of EICN, ECIC, EPIC, EAC, and EIG Services Inc. since January 2019, and of CIC since August 2019. She has served as Secretary to EGI, ECIC, EPIC, EAC, and EIG Services Inc., and since March 2021, Elite Insurance Services, Inc. **since from March 2021 to December 2023 when it merged into EIG Services**, and EICN, CGI, CSI, and CIC since November 2022. Ms. Brown works extensively with the Company's statutory, regulatory and public company filings. Prior to joining the Company, she was Senior Legal Counsel of DHL Worldwide from May 1994 to April 2005. Ms. Brown brings more than 30 years of experience as an attorney primarily in the areas of labor and employment, corporate governance, and SEC compliance. Ms. Brown holds a B.A. degree from UC Riverside and a J.D. degree from the University of San Francisco.

**John M. Mutschink.** Mr. Mutschink has served as Executive Vice President, Chief Administrative Officer of EHI since August 2021. Previously, he served as Senior Vice President, Chief Human Resources Officer beginning in November 2019. **He has served as a Director of CGI, CSI and CIC since July 2023.** Prior to joining the Company, he was Managing Director, HR at

Maxim Integrated – an analog, mixed-signal semiconductor company. He worked at Maxim Integrated from July 2010 to October 2019. He has also held roles at several other technology companies, including Intuit, HP and Compaq. Mr. Mutschink holds a B.S. degree from Texas A&M University and a M.S. & Ph.D. from Kansas State University.

**Jeffrey C. Shaw.** **Christina M. Ozuna.** **Mr. Shaw** Ms. Ozuna has served as Executive Senior Vice President, Chief Information Claims Officer of **EHI** **EIG Services** since October 2022. Prior to holding this position, she served as Vice President, Quality Assurance of EIG Services from 2015 to 2022, as the Vice President, Claims of EICN from 2006 to 2015, and as Claims Manager of EICN from 2003 to 2006. Prior to joining the Company, Ms. Ozuna held other roles in the workers' compensation industry, including as a managing director for a regional third-party administrator and as a director for a multinational, multi-line insurance carrier. She is a member of the Finance and Investment Committee for the California Insurance Guarantee Association and is the Chairperson of the Scholarship Committee for Kids' Chance of Nevada. Ms. Ozuna attended the University of Nevada, Reno and holds a New York claims adjusting license.

**Ann Marie Smith.** Ms. Smith has served as Senior Vice President, Chief Underwriting Officer of EIG Services since April 2021. Previously, she served as Vice President, Actuarial Pricing from July 2020 to April 2021. She has served as a Director of EGI, EICN, ECIC, EPIC, EAC, CIC, and EIG Services since December 2023. Prior to joining the Company, she

was an Actuarial Loss Modeling Manager at Allstate Dealer Services from March 2019 to July 2020 and was an independent actuarial consultant from June 2018 to June 2020. Earlier in her career, she worked at the National Council on Compensation Insurance (NCCI) for over 15 years. Ms. Smith holds a B.A. degree in Mathematics and a M.S. degree in Teaching Mathematics from Florida Atlantic University. She is a Fellow of the Casualty Actuary Society and a Member of the American Academy of Actuaries.

**Lindsey M. Rynard.** Ms. Rynard has served as Senior Vice President, Chief Sales Officer of EIG Services since April 2022. Prior to this position, she served as Vice President, Sales Operations from March 2019 to April 2022, and Director, Sales Operations from April 2017 to March 2019. Prior to joining the Company, Ms. Rynard held various roles within the areas of underwriting, sales, and marketing with two national multi-line insurance carriers, C.N.A. and The Hartford from 2003 to 2017. Ms. Rynard holds B.S. degrees in Marketing and Spanish from Missouri State University.

**Kelley F. Kage.** Ms. Kage has served as Senior Vice President, Chief Information Officer of EIG Services since November 2017. Mr. Shaw previously served October 2023. Prior to joining the Company, she worked at Liberty Mutual Insurance (Liberty Mutual) for 16 years, most recently as its Business Segment Chief Information Officer and Vice

President, Application Development Technology from June 2017. Mr. Shaw has served 2021 to October 2023, serving as a director its technology leader for Global Surety, supporting 18 countries, and for its North American Commercial business. Ms. Kage was the Sr. Director of CGI, CSI, Technology, Legal and CIC since April 2021. He served as Vice President, Information Technology for NIC, Inc. in Olathe, Kansas Compliance at Liberty Mutual from April 2012 until April 2017. Prior September 2018 to that, he served as 2nd Vice President, Application Development for Assurant, Inc. He June 2021, and held other technology leadership roles during the remainder of her tenure with Liberty Mutual. Ms. Kage holds a Bachelor's B.S. degree a J.D. degree from the University of New Hampshire and a Master of Business Administration Liberal Arts (ALM) degree from the Harvard University of Kansas.

**Christopher W. Laws.** Mr. Laws has served as Executive Vice President, Chief Actuary of EHI since April 2021. He has served as Executive Vice President, Chief Actuary of EICN, ECIC, EPIC, EAC, and CIC since April 2021. Prior to April 2021, he served as Executive Vice President beginning Extension School in February 2021. Mr. Laws has served as a director of EICN, ECIC, EPIC, EAC, EGI, and EIG Services, Inc. since March 2021 and as a director of CIC since April 2021. Mr. Laws was formerly with American International Group, Inc. ("AIG"), where he most recently served as the Chief Actuarial Administration Officer for AIG's global general insurance business. Prior to AIG, Mr. Laws worked at NCCI. Mr. Laws earned his Bachelor of Arts degree in Mathematics at the University of Florida and is a fellow of the Casualty Actuarial Society and a member of the American Academy of Actuaries, Information Technology Management.

The information required by Item 10 with respect to our Directors is included under the caption "Election of Directors" in our Proxy Statement for the 2023 2024 Annual Meeting of Stockholders and is incorporated herein by reference.

The information required by Item 10 with respect to compliance with Section 16 of the Exchange Act, if applicable, is included under the caption "Delinquent Section 16(a) Reports" in our Proxy Statement for the 2023 2024 Annual Meeting of Stockholders and is incorporated herein by reference.

The information required by Item 10 with respect to our audit committee and our audit committee financial expert is included under the caption "Board Committees" in our Proxy Statement for the 2023 2024 Annual Meeting of Stockholders and is incorporated herein by reference.

The information required by Item 10 with respect to our Code of Business Conduct and Ethics and our Code of Ethics for Senior Financial Officers is posted on our website at [www.employers.com](http://www.employers.com) in the Investors section under "Governance." We will post information regarding any amendment to, or waiver from, our Code of Business Conduct and Ethics on our website in the Investor section under Governance.

#### Item 11. Executive Compensation

The information required by Item 11 is included under the captions "Compensation Discussion and Analysis," "Compensation Committee Report" and "Compensation Committee Interlocks and Insider Participation" in our Proxy Statement for the 2023 2024 Annual Meeting of Stockholders and is incorporated herein by reference.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Certain information required by Item 12 is included under the captions "Security Ownership of Certain Beneficial Owners and Management" and "Compensation Discussion and Analysis" in our Proxy Statement for the 2023 2024 Annual Meeting of Stockholders and is incorporated herein by reference.

#### Equity and Incentive Plan

The following table gives information about our common stock that may be issued upon the exercise of options, warrants, and rights under all of our existing equity compensation plans as of December 31, 2022 December 31, 2023. We do not have any plans not approved by our stockholders. Our equity compensation plans are discussed further in Note 14 in the Notes to our Consolidated Financial Statements, which are included herein.

Plan Category	Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants, and rights	(b) Weighted- average exercised price of outstanding options, warrants, and rights <sup>(4)</sup>	(c) Number of securities remaining available for further issuance under compensation plans (excluding securities reflected in column (a))	Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants, and rights	(b) Weighted-average exercised price of outstanding options, warrants, and rights <sup>(4)</sup>	(c) Number of securities remaining available for further issuance under compensation plans (excluding securities reflected in column (a))
Plan Category	Plan Category							

Equity compensation plans approved by stockholders <sup>(1)</sup> :	Equity compensation plans approved by stockholders <sup>(1)</sup> :			
<b>Stock options</b>				
<b>Stock options</b>				
Stock options	Stock options	23,500	\$ 27.72	1,801,631
RSUs <sup>(2)</sup>	RSUs <sup>(2)</sup>	257,313		1,544,318
PSUs <sup>(3)</sup>	PSUs <sup>(3)</sup>	478,405		1,065,913
Equity compensation plans not approved by stockholders	Equity compensation plans not approved by stockholders	—	—	—
<b>Total</b>	<b>Total</b>	<b>759,218</b>	<b>\$ 27.72</b>	<b>1,065,913</b>

(1) On May 28, 2020, our stockholders approved the Amended and Restated Equity and Incentive Plan (as amended and restated, "the Plan"). The Plan will expire on the tenth anniversary of April 1, 2020, which is also the effective date of the Plan. The Plan is administered by the Compensation Committee of the Board, of Directors, which is authorized to grant, at its discretion, awards to officers, employees, non-employee directors, consultants, and independent contractors. The maximum number of common shares currently reserved for grants of awards under the Plan was 6,555,000 shares, prior to reductions for grants made.

The Plan provides for the grant of stock options (both incentive stock options and nonqualified stock options), stock appreciation rights, shares of restricted stock, RSUs, PSUs, and other stock-based awards. As of December 31, 2022 December 31, 2023, the only stock based incentive awards outstanding under the Plan were nonqualified stock options, RSUs and PSUs.

- (2) RSUs are phantom (as opposed to actual) shares of common stock which, depending on the individual award, vest in equal tranches over one- to four-year periods, subject to the recipient maintaining a continuous relationship with the Company through the applicable vesting date.
- (3) PSUs are phantom (as opposed to actual) shares of common stock, which are subject to a performance period of two years followed by an additional one-year vesting period prior to 2023 and in 2023, are subject to a performance period of three years, subject to the recipient maintaining a continuous relationship with the Company through the applicable vesting date. PSU awards are subject to certain performance goals with payouts that range vary from 0% to 200% 250% of the target awards. The values shown in the table above represent the aggregate number of PSUs based on the expectation of the Company achieving a 179% of target rate for the 2020 PSUs, a 140%141% of target rate for the 2021 PSUs, and a 26%59% of target rate for the 2022 PSUs, and a 100% of target rate for the 2023 PSUs.
- (4) Holders of RSUs and PSUs are not entitled to voting rights. RSUs and PSUs are entitled to receive dividend equivalents for eligible awards, payable in cash, when and if, the underlying award vests and becomes payable. RSUs and PSUs do not require the payment of an exercise price; accordingly, there is no weighted average exercise price for these awards.

#### Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by Item 13 is included under the captions "Certain Relationships and Related Transactions" and "Director Independence" in our Proxy Statement for the 2023 2024 Annual Meeting of Stockholders and is incorporated herein by reference.

#### Item 14. Principal Accountant Fees and Services

The information required by Item 14 with respect to the fees and services of Ernst & Young LLP, our independent registered public accounting firm, is included under the caption "Audit Matters" in our Proxy Statement for the 2023 2024 Annual Meeting of Stockholders and is incorporated herein by reference.

## PART IV

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

The following consolidated financial statements are filed in Item 8 of Part II of this report:

Report of Independent Registered Public Accounting Firm	Page
Consolidated Balance Sheets as of December 31, 2022 December 31, 2023 and 20212022	<a href="#">54 53</a>
Consolidated Statements of Comprehensive Income (Loss) for each of the three years ended December 31, 2022 December 31, 2023, 20212022, and 20202021	<a href="#">56 55</a>
Consolidated Statements of Stockholders' Equity for each of the three years ended December 31, 2022 December 31, 2023, 20212022, and 20202021	<a href="#">58 57</a>
Consolidated Statements of Cash Flows for each of the three years ended December 31, 2022 December 31, 2023, 20212022, and 20202021	<a href="#">59 58</a>
Notes to Consolidated Financial Statements	<a href="#">60 59</a>
<b>Financial Statement Schedules:</b>	
Schedule II. Condensed Financial Information of Registrant	<a href="#">97 96</a>
Schedule VI. Supplemental Information Concerning Property-Casualty Insurance Operations	<a href="#">100 99</a>

Pursuant to Rule 7-05 of Regulation S-X, Financial Statement Schedules I, III, IV, and V have been omitted as the information to be set forth therein is included in the notes to the audited consolidated financial statements.

**Schedule II. Condensed Financial Information of Registrant**

Short-term investments at fair value (amortized cost \$20.7 at December 31, 2022)	20.7	—
Investment in subsidiaries		
Investment in subsidiaries		
Fixed maturity securities at fair value (amortized cost \$1.3 at December 31, 2023 and \$7.9 at December 31, 2022)		
Equity securities at fair value (cost \$26.2 at December 31, 2023 and \$37.5 at December 31, 2022)		
Short-term investments at fair value (amortized cost \$37.5 at December 31, 2022)		
Total investments	917.9	1,207.8
Cash and cash equivalents	37.3	4.8
Cash and cash equivalents		
Accrued investment income	0.4	0.2
Accrued investment income		
Intercompany receivable	0.1	0.1
Federal income taxes receivable	—	1.5
Deferred income taxes, net		
Deferred income taxes, net		
Deferred income taxes, net	2.9	2.1
Other assets	0.7	0.9
Total assets	\$ 959.3	\$1,217.4

Liabilities and stockholders' equity		Liabilities and stockholders' equity	
<b>Liabilities and stockholders' equity</b>		<b>Liabilities and stockholders' equity</b>	
<b>Liabilities and stockholders' equity</b>		<b>Liabilities and stockholders' equity</b>	
Accounts payable and accrued expenses		Accounts payable and accrued expenses	
Accounts payable and accrued expenses		Accounts payable and accrued expenses	\$ 6.2 \$ 4.3
Intercompany payable		Intercompany payable	0.6 —
Other liabilities		Other liabilities	8.3 —
<b>Other liabilities</b>		<b>Other liabilities</b>	
<b>Other liabilities</b>		<b>Other liabilities</b>	
Total liabilities		Total liabilities	15.1 4.3
<b>Stockholders' equity:</b>		<b>Stockholders' equity:</b>	
Common stock, \$0.01 par value; 150,000,000 shares authorized; 57,876,287 and 57,690,254 shares issued and 27,160,748 and 27,741,400 shares outstanding at December 31, 2022 and 2021, respectively		Common stock, \$0.01 par value; 150,000,000 shares authorized; 58,055,968 and 57,876,287 shares issued and 25,369,753 and 27,160,748 shares outstanding at December 31, 2023 and 2022, respectively	
Common stock, \$0.01 par value; 150,000,000 shares authorized; 58,055,968 and 57,876,287 shares issued and 25,369,753 and 27,160,748 shares outstanding at December 31, 2023 and 2022, respectively		Common stock, \$0.01 par value; 150,000,000 shares authorized; 58,055,968 and 57,876,287 shares issued and 25,369,753 and 27,160,748 shares outstanding at December 31, 2023 and 2022, respectively	

Common stock, \$0.01 par value; 150,000,000 shares authorized; 58,055,968 and 57,876,287 shares issued and 25,369,753 and 27,160,748 shares outstanding at December 31, 2023 and 2022, respectively			
Additional paid-in capital	Additional paid-in capital	414.6	410.7
Additional paid-in capital			
Additional paid-in capital			
Retained earnings	Retained earnings	1,295.6	1,338.5
Accumulated other comprehensive (loss) income, net of tax		(138.9)	60.6
Treasury stock, at cost (30,715,539 shares at December 31, 2022 and 29,948,854 shares at December 31, 2021)		(627.7)	(597.3)
Accumulated other comprehensive loss, net of tax			
Treasury stock, at cost (32,686,215 shares at December 31, 2023 and 30,715,539 shares at December 31, 2022)			
Total stockholders' equity	Total stockholders' equity	944.2	1,213.1
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$ 959.3	\$ 1,217.4

#### Employers Holdings, Inc.

#### Condensed Statements of Income

Condensed Statements of Income		
Condensed Statements of Income		
Years Ended December 31,		
2022	2021	2020
(in millions, except per share data)		
Years Ended December 31,		
Years Ended December 31,		

		Years Ended December 31,		
		Years Ended December 31,		
		Years Ended December 31,		
		Years Ended December 31,		
2023		2023	2022	2021
(in millions, except per share data)				
<b>Revenues</b>	<b>Revenues</b>			
Net investment income	Net investment income	\$ 3.6	\$ 0.6	\$ 1.1
Net realized and unrealized (losses) gains on investments		(6.5)	(0.2)	(1.9)
Net investment income				
Net realized and unrealized gains (losses) on investments				
Total revenues	Total revenues	(2.9)	0.4	(0.8)
<b>Expenses</b>	<b>Expenses</b>			
Underwriting and general and administrative expenses				
Underwriting and general and administrative expenses				
Underwriting and general and administrative expenses				
Underwriting and general and administrative expenses				
Interest and financing expenses	Interest and financing expenses	13.5	15.0	16.8
Total expenses	Total expenses	0.5	0.5	0.3
Loss before income taxes and equity in earnings of subsidiaries				
Loss before income taxes and equity in earnings of subsidiaries				

Loss before income taxes and equity in earnings of subsidiaries				
Loss before income taxes and equity in earnings of subsidiaries				
Loss before income taxes and equity in earnings of subsidiaries				
Loss before income taxes and equity in earnings of subsidiaries	Loss before income taxes and equity in earnings of subsidiaries			
	(16.9)	(16.3)	(17.9)	
Income tax benefit	Income tax benefit	(3.4)	(3.1)	(3.2)
Net loss before equity in earnings of subsidiaries	Net loss before equity in earnings of subsidiaries	(13.5)	(13.2)	(14.7)
Equity in earnings of subsidiaries	Equity in earnings of subsidiaries	61.9	132.5	134.5
Net income	Net income	\$48.4	\$119.3	\$119.8
<b>Earnings per common share:</b>	<b>Earnings per common share:</b>			
Earnings per common share:				
Earnings per common share:				
Earnings per common share:				
Earnings per common share:				
Basic	Basic	\$1.76	\$ 4.22	\$ 4.01
Basic	Diluted	\$1.75	\$ 4.17	\$ 3.97
Cash dividends declared per common share and eligible equity plan holders		\$3.28	\$ 1.00	\$ 1.00
Cash dividends declared per common share and eligible plan awards				
Cash dividends declared per common share and eligible plan awards				
Cash dividends declared per common share and eligible plan awards				
Cash dividends declared per common share and eligible plan awards				

Cash dividends declared per common share and eligible plan awards
Cash dividends declared per common share and eligible plan awards

Employers Holdings, Inc.			Condensed Statement of Cash Flows					
Condensed Statement of Cash Flows			Condensed Statement of Cash Flows					
Years Ended December 31,			Years Ended December 31,					
2022    2021    2020			2023    2022    2021					
(in millions)			(in millions)					
Years Ended December 31,			Years Ended December 31,					
Years Ended December 31,			Years Ended December 31,					
Years Ended December 31,			(in millions)					
2023			2023    2022    2021					
(in millions)			(in millions)					
<b>Operating activities</b>								
<b>Net income</b>								
Net income								
Net income	Net income	\$ 48.4	\$119.3	\$119.8				
Adjustments to reconcile net income to net cash provided by operating activities:	Adjustments to reconcile net income to net cash provided by operating activities:							
Equity in undistributed earnings of subsidiaries	Equity in undistributed earnings of subsidiaries	117.6	(40.9)	(39.9)				
Equity in undistributed earnings of subsidiaries	Equity in undistributed earnings of subsidiaries							
Net realized and unrealized losses on investments	6.5	0.2	1.9					
Net realized and unrealized (gains) losses on investments								
Net realized and unrealized (gains) losses on investments								
Net realized and unrealized (gains) losses on investments								
Stock-based compensation	Stock-based compensation	5.1	9.1	9.7				
Net amortization on investments	Net amortization on investments	0.1	0.1	0.1				
Deferred income tax expense	(0.5)	(0.2)	0.8					
Net amortization on investments								
Net amortization on investments								

Deferred income tax expense (benefit)				
Change in operating assets and liabilities:	Change in operating assets and liabilities:			
Accounts payable, accrued expenses, and other liabilities	Accounts payable, accrued expenses, and other liabilities			
Accounts payable, accrued expenses, and other liabilities	Accounts payable, accrued expenses, and other liabilities			
Accounts payable, accrued expenses, and other liabilities	Accounts payable, accrued expenses, and other liabilities	0.8	0.3	(2.5)
Federal income taxes	Federal income taxes	9.8	(0.7)	3.5
Other assets	Other assets	0.2	(0.4)	(0.5)
Intercompany payables and receivables	Intercompany payables and receivables	0.6	(0.1)	3.5
Other	Other	(0.1)	(0.1)	(0.3)
Net cash provided by operating activities	Net cash provided by operating activities	188.5	86.6	96.1
<b>Investing activities</b>	<b>Investing activities</b>			
<b>Investing activities</b>				
Purchases of fixed maturity securities	Purchases of fixed maturity securities			
Purchases of fixed maturity securities	Purchases of fixed maturity securities	(14.7)	—	(3.2)
Purchases of equity securities	Purchases of equity securities	(40.2)	(35.0)	(3.0)
Purchases of short-term securities	Purchases of short-term securities	(24.7)	—	—
Proceeds from sale of fixed maturity securities	Proceeds from sale of fixed maturity securities	16.0	0.4	14.9
Proceeds from sale of equity securities	Proceeds from sale of equity securities	25.5	10.3	29.0
Proceeds from maturities and redemptions of short-term investments	Proceeds from maturities and redemptions of short-term investments	4.0	—	3.8
Net change in unsettled investment purchases and sales	Net change in unsettled investment purchases and sales	—	5.8	(4.4)
Net change in unsettled investment purchases and sales	Net change in unsettled investment purchases and sales			
Capital contributions to subsidiaries	Capital contributions to subsidiaries	—	—	(0.4)
Capital contributions to subsidiaries	Capital contributions to subsidiaries			

Net cash (used in) provided by investing activities		(34.1)	(18.5)	36.7
Net cash provided by (used in) investing activities				
Net cash provided by (used in) investing activities				
Net cash provided by (used in) investing activities				
<b>Financing activities</b>	<b>Financing activities</b>			
Financing activities				
Financing activities				
Acquisition of common stock				
Acquisition of common stock				
Acquisition of common stock	Acquisition of common stock	(30.4)	(42.6)	(99.4)
Cash transactions related to stock-based compensation	Cash transactions related to stock-based compensation	(1.2)	(2.7)	(1.8)
Dividends paid to stockholders and eligible plan award holders	Dividends paid to stockholders and eligible plan award holders	(90.3)	(29.0)	(30.5)
Proceeds from line of credit advances	Proceeds from line of credit advances	10.0	27.0	—
Repayments on line of credit advances	Repayments on line of credit advances	(10.0)	(27.0)	—
Net cash used in financing activities	Net cash used in financing activities	(121.9)	(74.3)	(131.7)
Net cash used in financing activities				
Net cash used in financing activities				
Net increase (decrease) in cash and cash equivalents		32.5	(6.2)	1.1
Net (decrease) increase in cash and cash equivalents				
Net (decrease) increase in cash and cash equivalents				
Net (decrease) increase in cash and cash equivalents				
Cash and cash equivalents at the beginning of the period	Cash and cash equivalents at the beginning of the period	4.8	11.0	9.9
Cash and cash equivalents at the end of the period	Cash and cash equivalents at the end of the period	<u>\$ 37.3</u>	<u>\$ 4.8</u>	<u>\$ 11.0</u>

**Schedule VI. Supplemental Information Concerning Property - Casual Operations**

**Employers Holdings, Inc. and Subsidiaries**  
**Employers Holdings, Inc. and Subsidiaries**



**Employers Holdings, Inc. and Subsidiaries**  
**Employers Holdings, Inc. and Subsidiaries**  
**Employers Holdings, Inc. and Subsidiaries**  
**Employers Holdings, Inc. and Subsidiaries**  
**Employers Holdings, Inc. and Subsidiaries**

**Consolidated Supplemental Information Concerning Property and Casualty Insurance Operations**

		Losses and											
		Losses and LAE Related											
		Reserves				and		to Prior		Paid Losses			
		For		LAE		Years		Amortization		And LAE			
Year	Year	Deferred	Unpaid	Related	(including	of Deferred	(including	Acquisition	Amortization	(including	Acquisition	Amortization	Premiums
Year	Year	Policy	Losses	Net	to	LPT	Policy	LPT	Net	Policy	LPT	Net	Premiums
Ended	Ended	Costs	LAE	Premiums	Earned	Income	Years	and Adj)	Costs	and Adj)	Written		
Year	Year												
Ended	Ended												
(in millions)													
<b>Insurance Operations</b>													
2023													
2023													
2023													
2022													
2021													
<b>Employers Segment</b>													
2022	\$	48.1	\$ 1,918.5	\$ 335.1	\$ 672.1	\$ 82.1	\$ 430.9	\$ (33.4)	\$ 106.4	\$ 387.8	\$ 700.5		
2021		43.7	1,938.0	303.9	573.7	69.3	366.0	(39.8)	92.2	394.8	581.6		
2020		43.2	2,024.5	298.9	615.1	72.1	395.8	(81.6)	97.5	402.2	574.6		
<b>Cerity Segment</b>													
2022	\$	0.2	\$ 1.9	\$ 4.4	\$ 3.1	\$ 4.1	\$ 1.9	\$ (0.1)	\$ —	\$ 0.5	\$ 6.7		
2021	—	0.6	0.8	0.7	2.8	0.5	—	—	—	—	1.5		
2020	—	0.1	0.2	0.2	3.1	0.1	—	—	—	—	0.3		
<b>Corporate &amp; Other</b>													
2022	\$	—	\$ 40.2	\$ —	\$ —	\$ 3.6	\$ —	\$ (8.3)	\$ —	\$ (8.3)	\$ —		
2021	—	42.6	—	—	0.6	—	(11.5)	—	(11.5)	—	—		
2020	—	44.8	—	—	1.1	—	(11.9)	—	(11.9)	—	—		

**Exhibits:**

Exhibit No.	Description of Exhibit	Included Herewith	Incorporated by Reference Herein			
			Form	File No.	Exhibit	Filing Date
3.1	<a href="#">Amended and Restated Articles of Incorporation of Employers Holdings, Inc.</a>		10-K	001-33245	3.1	February 28, 2019
3.2	<a href="#">Amended and Restated Bylaws of Employers Holdings, Inc.</a>		8-K	001-33245	3.1	December 14, 2022
4.1	<a href="#">Form of Common Stock Certificate</a>		S-1/A	333-139092	4.1	January 18, 2007
4.2	<a href="#">Description of Capital Stock</a>		10-K	001-33245	4.2	February 20, 2020

10.1	<a href="#">Quota Share Reinsurance Agreement, dated as of June 30, 1999, between State Industrial Insurance System of Nevada, D.B.A.: Employers Insurance Company of Nevada and the various Reinsurers as identified by the Interests and Liabilities Agreements attached thereto<sup>(1)</sup></a>	S-1/A	333-139092	10.1	January 18, 2007
10.2	<a href="#">Producer Agreement, dated as of May 1, 2005, between Employers Compensation Insurance Company and Automatic Data Processing Insurance Agency, Inc.<sup>(1)</sup></a>	S-1/A	333-139092	10.2	January 18, 2007
10.3	<a href="#">Amended and Restated Stock Purchase Agreement among Partner Reinsurance Company of the U.S., Cerity Group, Inc. and Employers Holdings, Inc. (solely in its capacity as Guarantor) dated as of May 23, 2018</a>	8-K/A	001-33245	10.1	May 24, 2018
10.4	<a href="#">Amendment No. 1 to the Amended and Restated Stock Purchase Agreement among Partner Reinsurance Company of the U.S., Cerity Group, Inc. and Employers Holdings, Inc.</a>	10-Q	001-33245	10.11	October 25, 2018
10.5	<a href="#">Credit Agreement dated December 15, 2020 among Employers Holdings, Inc., as Borrower, certain subsidiaries of Borrower as guarantors, the lenders from time to time party thereto, Bank of Montreal, as Administrative Agent, and the other agents and arrangers party thereto</a>	8-K	001-33245	10.1	December 15, 2020
10.6	<a href="#">Form of Letter of Credit and Reimbursement Agreement</a>	8-K	001-33245	10.4	March 15, 2018
10.7	<a href="#">FHLB Form of Advances and Security Agreement</a>	10-Q	001-33245	10.7	July 28, 2020
10.8	<a href="#">Confirmation of Amendment No. 1 To Irrevocable Letter of Credit No. 2018-08 between EAC and FHLB SF, dated March 1, 2019</a>	10-Q	001-33245	10.1	April 25, 2019
10.9	<a href="#">Confirmation of Amendment No. 2 to Irrevocable Standby Letter of Credit No. 2018-08 between EAC and FHLB, dated February 20, 2020</a>	10-Q	001-33245	10.5	July 28, 2020
10.10	<a href="#">Amendment No. 3 to Irrevocable Standby Letter of Credit No. 2018-08 between EAC and FHLB, dated January 26, 2021</a>	10-Q	001-33245	10.5	April 26, 2021
10.11	<a href="#">Amendment No. 4 to Irrevocable Standby Letter of Credit No. 2018-08 between EAC and FHLB, dated August 13, 2021</a>	10-K	001-33245	10.1	February 24, 2022
10.12	<a href="#">Confirmation of Amendment No. 1 To Irrevocable Letter of Credit No. 2018-09 between ECIC and FHLB SF, dated March 1, 2019</a>	10-Q	001-33245	10.2	April 25, 2019
10.13	<a href="#">Amendment No. 2 to Irrevocable Standby Letter of Credit No. 2018-09 between ECIC and FHLB, dated May 5, 2020</a>	10-Q	001-33245	10.4	July 28, 2020

10.14	<a href="#">Amendment No. 3 to Irrevocable Standby Letter of Credit No. 2018-09 between ECIC and FHLB, dated August 13, 2021</a>	10-K	001-33245	10.2	February 24, 2022
10.15	<a href="#">Confirmation of Amendment No. 1 To Irrevocable Letter of Credit No. 2018-10 between EPIC and FHLB SF, dated March 1, 2019</a>	10-Q	001-33245	10.3	April 25, 2019
10.16	<a href="#">Confirmation of Amendment No. 2 to Irrevocable Standby Letter of Credit No. 2018-10 between EPIC and FHLB, dated February 20, 2020</a>	10-Q	001-33245	10.6	July 28, 2020
10.17	<a href="#">Confirmation of Amendment No. 3 to Irrevocable Standby Letter of Credit No. 2018-10 between EPIC and FHLB, dated January 26, 2021</a>	10-Q	001-33245	10.4	April 26, 2021
*10.18	<a href="#">Separation and Release Agreement dated March 8, 2021 between Employers Holdings, Inc. and Douglas D. Dirks</a>	8-K	001-33245	10.1	March 8, 2021
*10.19	<a href="#">Amended and Restated Employment Agreement by and between Employers Holdings, Inc. and Katherine H. Antonello dated November 17, 2020, and effective as of April 1, 2021</a>	8-K	001-33245	10.2	November 19, 2020

*10.20	<a href="#">Amended and Restated Employment Agreement by and between Employers Holdings, Inc. and Michael S. Paquette dated June 11, 2020, and effective as of January 1, 2021</a>	8-K	001-33245	10.1	June 12, 2020
*10.21	<a href="#">Separation and Release Agreement dated March 17, 2021 between Employers Holdings, Inc. and Stephen V. Festa</a>	10-Q	001-33245	10.3	April 26, 2021
*10.22	<a href="#">Amended and Restated Employment Agreement by and between Employers Holdings, Inc. and Lori A. Brown dated June 11, 2020, and effective as of January 1, 2021</a>	8-K	001-33245	10.2	June 12, 2020
*10.23	<a href="#">Employment Agreement by and between Employers Holdings, Inc. and Jeffrey C. Shaw, dated April 29, 2019 and effective May 1, 2019</a>	10-Q	001-33245	10.1	July 29, 2019
*10.24	<a href="#">Offer of Employment Letter dated December 8, 2020 from Employers Holdings, Inc. to Christopher W. Laws</a>	10-Q	001-33245	10.2	April 5, 2021
*10.25	<a href="#">Employers Holdings, Inc. Key Executive Change in Control and Severance Plan</a>	8-K	001-33245	10.1	August 3, 2021
*10.26	<a href="#">Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan effective April 1, 2010</a>	8-K	001-33245	10.1	May 22, 2015
*10.27	<a href="#">Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan effective as of April 1, 2020</a>	S-8 POS	333-168563	10.2	May 28, 2020
*10.28	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Stock Option Agreement</a>	10-Q	001-33245	10.3	April 30, 2015
*10.29	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Restricted Stock Unit Agreement for Non-Employee Directors</a>	10-Q	001-33245	10.1	August 7, 2009
*10.30	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Restricted Stock Unit Agreement</a>	10-Q	001-33245	10.3	April 27, 2017
*10.31	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Performance Share Agreement</a>	10-Q	001-33245	10.2	April 27, 2017
*10.32	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Performance Share Agreement</a>	10-Q	001-33245	10.1	April 29, 2022
*10.33	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Restricted Stock Unit Agreement</a>	10-Q	001-33245	10.2	April 29, 2022

Exhibit No.	Description of Exhibit	Included Herewith	Incorporated by Reference Herein			
			Form	File No.	Exhibit	Filing Date
3.1	<a href="#">Amended and Restated Articles of Incorporation of Employers Holdings, Inc.</a>		10-K	001-33245	3.1	February 28, 2019
3.2	<a href="#">Amended and Restated Bylaws of Employers Holdings, Inc.</a>		8-K	001-33245	3.1	May 22, 2023
4.1	<a href="#">Form of Common Stock Certificate</a>		S-1/A	333-139092	4.1	January 18, 2007
4.2	<a href="#">Description of Capital Stock</a>		10-K	001-33245	4.2	February 20, 2020
10.1	<a href="#">Quota Share Reinsurance Agreement, dated as of June 30, 1999, between State Industrial Insurance System of Nevada, D.B.A.: Employers Insurance Company of Nevada and the various Reinsurers as identified by the Interests and Liabilities Agreements attached thereto<sup>(1)</sup></a>		S-1/A	333-139092	10.1	January 18, 2007
10.2	<a href="#">Producer Agreement, dated as of May 1, 2005, between Employers Compensation Insurance Company and Automatic Data Processing Insurance Agency, Inc.<sup>(1)</sup></a>		S-1/A	333-139092	10.2	January 18, 2007
10.3	<a href="#">Credit Agreement dated December 15, 2020 among Employers Holdings, Inc., as Borrower, certain subsidiaries of Borrower as guarantors, the lenders from time to time party thereto, Bank of Montreal, as Administrative Agent, and the other agents and arrangers party thereto</a>		8-K	001-33245	10.1	December 15, 2020
10.4	<a href="#">Form of Letter of Credit and Reimbursement Agreement</a>		8-K	001-33245	10.4	March 15, 2018

10.5	<a href="#">First Amendment, dated February 16, 2023, to the Credit Agreement, dated December 15, 2020, among Employers Holdings, Inc., as Borrower, certain subsidiaries of Borrower as guarantors, the lenders from time to time party thereto, Bank of Montreal, as Administrative Agent, and the other agents and arrangers party thereto</a>	10-Q	001-33245	10.3	April 28, 2023
10.6	<a href="#">FHLB Form of Advances and Security Agreement</a>	10-Q	001-33245	10.7	July 28, 2020
10.7	<a href="#">Amendment No. 4 to Irrevocable Standby Letter of Credit No. 2018-08 between EAC and FHLB, dated August 13, 2021</a>	10-K	001-33245	10.1	February 24, 2022
10.8	<a href="#">Amendment No. 3 to Irrevocable Standby Letter of Credit No. 2018-09 between ECIC and FHLB, dated August 13, 2021</a>	10-K	001-33245	10.2	February 24, 2022
10.9	<a href="#">Confirmation of Amendment No. 3 to Irrevocable Standby Letter of Credit No. 2018-10 between EPIC and FHLB, dated January 26, 2021</a>	10-Q	001-33245	10.4	April 26, 2021
*10.10	<a href="#">Employers Holdings, Inc. Key Executive Change in Control and Severance Plan</a>	8-K	001-33245	10.1	August 3, 2021
*10.11	<a href="#">Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan effective April 1, 2010</a>	8-K	001-33245	10.1	May 22, 2015
*10.12	<a href="#">Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan effective as of April 1, 2020</a>	S-8 POS	333-168563	10.2	May 28, 2020
*10.13	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Stock Option Agreement</a>	10-Q	001-33245	10.3	April 30, 2015
*10.14	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Restricted Stock Unit Agreement for Non-Employee Directors</a>	10-Q	001-33245	10.1	August 7, 2009

*10.15	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Restricted Stock Unit Agreement</a>	10-Q	001-33245	10.3	April 27, 2017	
*10.16	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Performance Share Agreement</a>	10-Q	001-33245	10.2	April 27, 2017	
*10.17	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Performance Share Agreement</a>	10-Q	001-33245	10.1	April 29, 2022	
*10.18	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Restricted Stock Unit Agreement</a>	10-Q	001-33245	10.2	April 29, 2022	
*10.19	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Performance Share Agreement</a>	10-Q	001-33245	10.1	April 28, 2023	
*10.20	<a href="#">Employers Holdings, Inc. Equity and Incentive Plan Form of Restricted Stock Unit Agreement</a>	10-Q	001-33245	10.2		April 28, 2023
21.1	<a href="#">Subsidiaries of Employers Holdings, Inc.</a>	X				
23.1	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm</a>	X				
31.1	<a href="#">Certification of Katherine H. Antonello Pursuant to Section 302</a>	X				
31.2	<a href="#">Certification of Michael S. Paquette Pursuant to Section 302</a>	X				
32.1	<a href="#">Certification of Katherine H. Antonello Pursuant to Section 906</a>	X				
32.2	<a href="#">Certification of Michael S. Paquette Pursuant to Section 906</a>	X				
97.1	<a href="#">Policy Relating to Recovery of Erroneously Awarded Compensation</a>	X				
101.INS	The following materials from Employers Holdings, Inc.'s Annual Report on Form 10-K for the year ended <b>December 31, 2022</b> , December 31, 2023, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of <b>December 31, 2022</b> December 31, 2023 and <b>December 31, 2021</b> December 31, 2022; (ii) Consolidated Statements of Income for the years ended <b>December 31, 2022</b> , December 31, 2023, <b>2021</b> 2022 and <b>2020</b> 2021 (iii) Consolidated Statements of Comprehensive Income (Loss) for the years ended <b>December 31, 2022</b> December 31, 2023, <b>2021</b> 2022 and <b>2020</b> 2021; (iv) Consolidated Statements of Stockholders' Equity for the years ended <b>December 31, 2022</b> , December 31, 2023, <b>2021</b> 2022 and <b>2020</b> 2021; (v) Consolidated Statements of Cash Flows for the years ended <b>December 31, 2022</b> December 31, 2023, <b>2021</b> 2022 and <b>2020</b> 2021; (vi) Notes to consolidated financial statements tagged in summary and detail; (vii) Schedule II - Condensed Financial Information of Registrant (Parent Only); and (viii) Supplemental Information Concerning Property-Casualty Insurance Operations.	X				
101.SCH	XBRL Taxonomy Extension Schema Document	X				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	X				
101.DEF	XBRL Taxonomy Definition Linkbase Document	X				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X				
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)					

\*Represents management contracts and compensatory plans or arrangements.

(1) Confidential treatment has been requested for certain confidential portions of this exhibit; these confidential portions have been omitted from this exhibit and filed separately with the Securities and Exchange Commission.

#### Item 16. Form 10-K Summary

None.

#### SIGNATURES

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

Date: February 24, 2023 26, 2024

EMPLOYERS HOLDINGS, INC.

By: /s/ Michael S. Paquette

Name: Michael S. Paquette

Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed 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/ Michael J. McSally Michael J. McSally	Chairman of the Board	February 24, 2023 26, 2024
/s/ Katherine H. Antonello Katherine H. Antonello	President and Chief Executive Officer, Director (Principal Executive Officer)	February 24, 2023 26, 2024
/s/ Michael S. Paquette Michael S. Paquette	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 24, 2023 26, 2024
/s/ Prasanna G. Dhoré Prasanna G. Dhoré	Director	February 24, 2023 26, 2024
/s/ João (John) M. de Figueiredo João (John) M. de Figueiredo	Director	February 24, 2023 26, 2024
/s/ Valerie R. Glenn Valerie R. Glenn	Director	February 24, 2023
/s/ Barbara A. Higgins Barbara A. Higgins	Director	February 24, 2023 26, 2024
/s/ James R. Kroner James R. Kroner	Director	February 24, 2023 26, 2024
/s/ Michael J. McColgan Michael J. McColgan	Director	February 24, 2023 26, 2024
/s/ Jeanne L. Mockard Jeanne L. Mockard	Director	February 24, 2023 26, 2024
/s/ Alex Perez-Tenessa Alex Perez-Tenessa	Director	February 24, 2023 26, 2024

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Exhibit 21.1

EMPLOYERS HOLDINGS, INC.  
SUBSIDIARIES AS OF December 31, 2022 December 31, 2023

Name	Jurisdiction of Organization
Employers Group, Inc.	Nevada
Employers Insurance Company of Nevada	Nevada
Employers Compensation Insurance Company	California
Employers Preferred Insurance Company	Florida
Employers Assurance Company	Florida
EIG Services, Inc.	Florida
Cerity Group, Inc.	Nevada
Cerity Services, Inc.	Nevada
Cerity Insurance Company	New York

Exhibit 23.1

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-238081 333-271738) of Employers Holdings, Inc. and Registration Statements on Form S-8 (Nos. 333-168563 and 333-152900) pertaining to the Amended and Restated Equity and Incentive Plan of Employers Holdings, Inc. of our reports dated **February 24, 2023** **February 26, 2024**, with respect to the consolidated financial statements and schedules of Employers Holdings, Inc. and Subsidiaries and the effectiveness of internal control over financial reporting of Employers Holdings, Inc. and Subsidiaries included in this Annual Report (Form 10-K) for the year ended **December 31, 2022** **December 31, 2023**.

/s/ Ernst & Young LLP

San Francisco, California  
February 24, 2023 26, 2024

Exhibit 31.1

**CERTIFICATIONS**

I, Katherine H. Antonello, certify that:

1. I have reviewed this annual report on Form 10-K of Employers Holdings, Inc.;
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;

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 24, 2023 26, 2024

/s/ Katherine H. Antonello

Katherine H. Antonello  
President and Chief Executive Officer  
Employers Holdings, Inc.

Exhibit 31.2

#### CERTIFICATIONS

I, Michael S. Paquette, certify that:

1. I have reviewed this annual report on Form 10-K of Employers Holdings, Inc.;
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;
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 24, 2023 26, 2024

/s/ Michael S. Paquette

Michael S. Paquette  
Executive Vice President and Chief Financial Officer  
Employers Holdings, Inc.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350**  
**as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Form 10-K of Employers Holdings, Inc. (the Company) for the year ended **December 31, 2022** **December 31, 2023**, as filed with the Securities and Exchange Commission on the date hereof (the Report), the undersigned hereby, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 24, 2023 26, 2024

/s/ Katherine H. Antonello

Katherine H. Antonello  
 President and Chief Executive Officer  
 Employers Holdings, Inc.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350**  
**as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Form 10-K of Employers Holdings, Inc. (the Company) for the year ended **December 31, 2022** **December 31, 2023**, as filed with the Securities and Exchange Commission on the date hereof (the Report), the undersigned hereby, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 24, 2023 26, 2024

/s/ Michael S. Paquette

Michael S. Paquette  
 Executive Vice President and Chief Financial Officer  
 Employers Holdings, Inc.

**EMPLOYERS HOLDINGS, INC.**  
**COMPENSATION RECOVERY POLICY**

**Effective December 1, 2023**

Employers Holdings, Inc. (the “**Company**”) is committed to strong corporate governance. As part of this commitment, the Company’s Board of Directors (the “**Board**”) has adopted this clawback policy called the Compensation Recovery Policy (the “**Policy**”). The Policy is intended to further the Company’s pay-for-performance philosophy and to comply with applicable law by providing for the reasonably prompt recovery of certain executive compensation in the event of an Accounting Restatement. Capitalized terms used in the Policy are defined below, and the definitions have substantive impact on its application so reviewing them carefully is important to your understanding.

The Policy, which was approved as set forth above, is intended to comply with Section 10D of the Securities Exchange Act of 1934 (the “**Exchange Act**”), with Exchange Act Rule 10D-1 and with the listing standards of the national securities exchange (the “**Exchange**”) on which the securities of the Company are listed. The Policy will be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act, Exchange Act Rule 10D-1 and with the listing standards of the Exchange, including any interpretive guidance provided by the Exchange.

In summary, the Policy provides rules related to the reasonably prompt recovery of certain incentive-based compensation received by Executive Officers. The application of the Policy to Executive Officers is not discretionary, except to the limited extent provided below, and applies without regard to whether an Executive Officer was at fault.

#### **Persons Covered by the Policy**

The Policy is binding and enforceable against all Executive Officers. “**Executive Officer**” means each individual who is or was ever designated as an “officer” by the Board in accordance with Exchange Act Rule 16a-1(f). Each currently employed Executive Officer will be required to sign and return to the Company an acknowledgement that such Executive Officer will be bound by the terms of and comply with the Policy. The failure to obtain such acknowledgement will have no impact on the applicability or enforceability of the Policy.

#### **Administration of the Policy**

The Human Capital Management and Compensation Committee (the “**Committee**”) of the Board has full delegated authority to administer the Policy. The Committee is authorized to interpret and construe the Policy and to make all determinations necessary, appropriate, or advisable for the administration of the Policy. In addition, if determined in the discretion of the Board, the Policy may be administered by the independent members of the Board or another committee of the Board made up of independent members of the Board, in which case all references to the Committee will be deemed to refer to the independent members of the Board or the other Board committee. All determinations of the Committee will be final and binding and will be given the maximum deference permitted by law.

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#### **Events Requiring Application of the Policy**

If the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (an “**Accounting Restatement**”), then the Committee must determine what compensation, if any, must be recovered.

#### **Compensation Covered by the Policy**

The Policy applies to certain **Incentive-Based Compensation** (certain terms used in this Section are defined below) that is **Received** on or after October 2, 2023 (the “**Effective Date**”), during the **Covered Period** while the Company has a class of securities listed on a national securities exchange. Such Incentive-Based Compensation is considered “**Clawback Eligible Incentive-Based Compensation**” if the Incentive-Based Compensation is Received by a person after such person became an Executive Officer and the person served as an Executive Officer at any time during the performance period for the Incentive-Based Compensation. The Incentive-Based Compensation that must be recovered is the amount of Clawback Eligible Incentive-Based Compensation that exceeds the amount of Clawback Eligible Incentive-Based Compensation that otherwise would have been Received had such Clawback Eligible Incentive-Based Compensation been determined based on the restated amounts (such

compensation, as computed without regard to any taxes paid, the “**Excess Compensation**,” is referred to in the listings standards as “erroneously awarded incentive-based compensation”).

To determine the amount of Excess Compensation for Incentive-Based Compensation based on stock price or total shareholder return, where it is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received and the Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the Exchange.

“**Incentive-Based Compensation**” means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. For the avoidance of doubt, no compensation that is potentially subject to recovery under the Policy will be earned until the Company’s right to recover under the Policy has lapsed.

*The following items of compensation are not Incentive-Based Compensation under the Policy: salaries, bonuses paid solely at the discretion of the Human Capital Management and Compensation Committee or Board that are not paid from a bonus pool that is determined by satisfying a Financial Reporting Measure, bonuses paid solely upon satisfying one or more subjective standards and/or completion of a specified employment period, non-equity incentive plan awards earned solely upon satisfying one or more strategic measures or operational measures, and equity awards for which the grant is not contingent upon achieving any Financial Reporting Measure performance goal and vesting is contingent solely upon completion of a specified employment period (e.g., time-based vesting equity awards) and/or attaining one or more non-Financial Reporting Measures.*

“**Financial Reporting Measures**” are measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the financial statements or included in a filing with the Securities and Exchange Commission.

Incentive-Based Compensation is “**Received**” under the Policy in the Company’s fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment, vesting, settlement or grant of the Incentive-Based Compensation occurs after the end of that period. For the avoidance of doubt, the Policy does not apply to Incentive-Based Compensation for which the Financial Reporting Measure is attained prior to the Effective Date.

“**Covered Period**” means the three completed fiscal years immediately preceding the Accounting Restatement Determination Date. In addition, Covered Period can include certain transition periods resulting from a change in the Company’s fiscal year. The Company’s obligation to recover Excess Compensation is not dependent on if or when the restated financial statements are filed.

“**Accounting Restatement Determination Date**” means the earliest to occur of: (a) the date the Board, a committee of the Board, or one or more of the 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 an Accounting Restatement; and (b) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

#### **Repayment of Excess Compensation**

The Company must recover such Excess Compensation reasonably promptly and Executive Officers are required to repay Excess Compensation to the Company. Subject to applicable law, the Company may recover such Excess Compensation by requiring the Executive Officer to repay such amount to the Company by direct payment to the Company or such other means or combination of means as the Committee determines to be appropriate (these determinations do not need to be identical as to each Executive Officer). These means may include:

- (a) requiring reimbursement of cash Incentive-Based Compensation previously paid;
- (b) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- (c) offsetting the amount to be recovered from any unpaid or future compensation to be paid by the Company or any affiliate of the Company to the Executive Officer;
- (d) cancelling outstanding vested or unvested equity awards; and/or
- (e) taking any other remedial and recovery action permitted by law, as determined by the Committee.

The repayment of Excess Compensation must be made by an Executive Officer notwithstanding any Executive Officer's belief (whether legitimate or non-legitimate) that the Excess Compensation had been previously earned under applicable law and therefore is not subject to clawback.

In addition to its rights to recovery under the Policy, the Company or any affiliate of the Company may take any legal actions it determines appropriate to enforce an Executive Officer's obligations to the Company or to discipline an Executive Officer, including (without limitation) termination of employment, institution of civil proceedings, reporting of misconduct to appropriate governmental authorities, reduction of future compensation opportunities or change in role. The decision to take any actions described in the preceding sentence will not be subject to the approval of the Committee and can be made by the Board, any committee of the Board, or any duly authorized officer of the Company or of any applicable affiliate of the Company.

#### **Limited Exceptions to the Policy**

The Company must recover the Excess Compensation in accordance with the Policy except to the limited extent that the conditions set forth below are met, and the Committee determines that recovery of the Excess Compensation would be impracticable:

- (a) The direct expense paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered. Before reaching this conclusion, the Company must make a reasonable attempt to recover such Excess Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange; or
- (b) 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 legal requirements as such.

#### **Other Important Information in the Policy**

The Policy is in addition to the requirements of Section 304 of the Sarbanes-Oxley Act of 2002 that are applicable to the Company's Chief Executive Officer and Chief Financial Officer, as well as any other applicable laws, regulatory requirements, rules, or pursuant to the terms of any existing Company policy or agreement providing for the recovery of compensation.

Notwithstanding the terms of any of the Company's organizational documents (including, but not limited to, the Company's bylaws), any corporate policy or any contract (including, but not limited to, any indemnification agreement), neither the Company nor any affiliate of the Company will indemnify or provide advancement for any Executive Officer against any loss of Excess Compensation. Neither the Company nor any affiliate of the Company will pay for or reimburse insurance premiums for an insurance policy that covers potential recovery obligations. In the event the Company is required to recover Excess Compensation from an Executive Officer who is no longer an employee pursuant to the Policy, the Company will be entitled to seek such recovery in order to comply with applicable law, regardless of the terms of any release of claims or separation agreement such individual may have signed.

The Committee or Board may review and modify the Policy from time to time.

If any provision of the Policy or the application of any such provision to any Executive Officer is adjudicated to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provisions of the Policy or the application of such provision to another Executive Officer, and the invalid, illegal or unenforceable provisions will be deemed amended to the minimum extent necessary to render any such provision or application enforceable.

The Policy will terminate and no longer be enforceable when the Company ceases to be listed issuer within the meaning of Section 10D of the Exchange Act.

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