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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2017

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 001-33493

GREENLIGHT CAPITAL RE, LTD.

(Exact name of registrant as specified in its charter)

CAYMAN ISLANDS

(State or other jurisdiction of incorporation or organization)

N/A

(I.R.S. employer identification no.)

**65 MARKET STREET
SUITE 1207, CAMANA BAY
P.O. BOX 31110
GRAND CAYMAN
CAYMAN ISLANDS**

(Address of principal executive offices)

KY1-1205

(Zip code)

(345) 943-4573

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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 and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company)
Smaller reporting company Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

Yes No

Class A Ordinary Shares, \$0.10 par value

31,093,858

Class B Ordinary Shares, \$0.10 par value

6,254,895

(Class)

Outstanding as of October 27, 2017

GREENLIGHT CAPITAL RE, LTD.

TABLE OF CONTENTS

| | <u>Page</u> |
|---|--------------------|
| <u>PART I — FINANCIAL INFORMATION</u> | |
| Item 1. Financial Statements | 3 |
| Condensed Consolidated Balance Sheets as of September 30, 2017 (unaudited) and December 31, 2016 | 3 |
| Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2017 and 2016 (unaudited) | 4 |
| Condensed Consolidated Statements of Shareholders' Equity for the nine months ended September 30, 2017 and 2016 (unaudited) | 5 |
| Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2017 and 2016 (unaudited) | 6 |
| Notes to the Condensed Consolidated Financial Statements (unaudited) | 7 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 33 |
| Item 3. Quantitative and Qualitative Disclosures about Market Risk | 58 |
| Item 4. Controls and Procedures | 61 |
| <u>PART II — OTHER INFORMATION</u> | |
| Item 1. Legal Proceedings | 61 |
| Item 1A. Risk Factors | 61 |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 62 |
| Item 3. Defaults Upon Senior Securities | 62 |
| Item 4. Mine Safety Disclosures | 62 |
| Item 5. Other Information | 62 |
| Item 6. Exhibits | 63 |
| <u>SIGNATURES</u> | 64 |

PART I — FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

GREENLIGHT CAPITAL RE, LTD.
CONDENSED CONSOLIDATED BALANCE SHEETS

September 30, 2017 and December 31, 2016
(expressed in thousands of U.S. dollars, except per share and share amounts)

| | September 30, 2017 (unaudited) | December 31, 2016 (audited) |
|--|-----------------------------------|--------------------------------|
| Assets | | |
| Investments | | |
| Debt instruments, trading, at fair value | \$ 1,737 | \$ 22,473 |
| Equity securities, trading, at fair value | 1,195,864 | 844,001 |
| Other investments, at fair value | 139,165 | 156,063 |
| Total investments | 1,336,766 | 1,022,537 |
| Cash and cash equivalents | 31,887 | 39,858 |
| Restricted cash and cash equivalents | 1,349,989 | 1,202,651 |
| Financial contracts receivable, at fair value | 20,644 | 76,381 |
| Reinsurance balances receivable | 294,253 | 219,126 |
| Loss and loss adjustment expenses recoverable | 18,447 | 2,704 |
| Deferred acquisition costs, net | 77,241 | 61,022 |
| Unearned premiums ceded | 6,131 | 2,377 |
| Notes receivable, net | 29,653 | 33,734 |
| Other assets | 5,697 | 4,303 |
| Total assets | \$ 3,170,708 | \$ 2,664,693 |
| Liabilities and equity | | |
| Liabilities | | |
| Securities sold, not yet purchased, at fair value | \$ 890,001 | \$ 859,902 |
| Financial contracts payable, at fair value | 10,409 | 2,237 |
| Due to prime brokers | 547,699 | 319,830 |
| Loss and loss adjustment expense reserves | 445,778 | 306,641 |
| Unearned premium reserves | 281,618 | 222,527 |
| Reinsurance balances payable | 76,292 | 41,415 |
| Funds withheld | 16,487 | 5,927 |
| Other liabilities | 12,739 | 14,527 |
| Performance compensation payable to related party | 3,955 | — |
| Total liabilities | 2,284,978 | 1,773,006 |
| Equity | | |
| Preferred share capital (par value \$0.10; authorized, 50,000,000; none issued) | — | — |
| Ordinary share capital (Class A: par value \$0.10; authorized, 100,000,000; issued and outstanding, 31,093,858 (2016: 31,111,432); Class B: par value \$0.10; authorized, 25,000,000; issued and outstanding, 6,254,895 (2016: 6,254,895)) | 3,735 | 3,737 |
| Additional paid-in capital | 501,766 | 500,337 |
| Retained earnings | 362,004 | 370,168 |
| Shareholders' equity attributable to shareholders | 867,505 | 874,242 |
| Non-controlling interest in joint venture | 18,225 | 17,445 |
| Total equity | 885,730 | 891,687 |
| Total liabilities and equity | \$ 3,170,708 | \$ 2,664,693 |

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of the Condensed Consolidated Financial Statements.

GREENLIGHT CAPITAL RE, LTD.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

For the three and nine months ended September 30, 2017 and 2016
(expressed in thousands of U.S. dollars, except per share and share amounts)

| | Three months ended September 30 | | Nine months ended September 30 | |
|--|--|------------------|---|-------------------|
| | 2017 | 2016 | 2017 | 2016 |
| Revenues | | | | |
| Gross premiums written | \$ 181,588 | \$ 128,205 | \$ 553,691 | \$ 387,234 |
| Gross premiums ceded | (7,931) | (2,119) | (13,880) | (7,748) |
| Net premiums written | 173,657 | 126,086 | 539,811 | 379,486 |
| Change in net unearned premium reserves | (964) | (13,294) | (54,892) | (3,000) |
| Net premiums earned | 172,693 | 112,792 | 484,919 | 376,486 |
| Net investment income (loss) | 63,976 | 32,945 | 36,445 | 23,326 |
| Other income (expense), net | (520) | (192) | (224) | (181) |
| Total revenues | 236,149 | 145,545 | 521,140 | 399,631 |
| Expenses | | | | |
| Loss and loss adjustment expenses incurred, net | 168,918 | 81,467 | 379,746 | 283,511 |
| Acquisition costs, net | 38,011 | 25,844 | 126,651 | 100,291 |
| General and administrative expenses | 8,202 | 6,937 | 21,292 | 18,930 |
| Total expenses | 215,131 | 114,248 | 527,689 | 402,732 |
| Income (loss) before income tax | 21,018 | 31,297 | (6,549) | (3,101) |
| Income tax (expense) benefit | (65) | (305) | 109 | (251) |
| Net income (loss) including non-controlling interest | 20,953 | 30,992 | (6,440) | (3,352) |
| Loss (income) attributable to non-controlling interest in joint venture | (1,078) | (981) | (780) | (963) |
| Net income (loss) | \$ 19,875 | \$ 30,011 | \$ (7,220) | \$ (4,315) |
| Earnings (loss) per share | | | | |
| Basic | \$ 0.53 | \$ 0.80 | \$ (0.20) | \$ (0.12) |
| Diluted | \$ 0.53 | \$ 0.80 | \$ (0.20) | \$ (0.12) |
| Weighted average number of ordinary shares used in the determination of earnings and loss per share | | | | |
| Basic | 37,345,985 | 37,323,575 | 36,994,969 | 36,928,283 |
| Diluted | 37,375,273 | 37,385,481 | 37,022,347 | 36,928,283 |

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of the Condensed Consolidated Financial Statements.

GREENLIGHT CAPITAL RE, LTD.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(UNAUDITED)

For the nine months ended September 30, 2017 and 2016
(expressed in thousands of U.S. dollars)

| | Ordinary share capital | Additional paid-in capital | Retained earnings | Shareholders' equity attributable to shareholders | Non- controlling interest in joint venture | Total equity |
|---|---------------------------------------|---|------------------------------|--|---|-------------------------|
| Balance at December 31, 2015 | \$ 3,703 | \$ 496,401 | \$ 325,287 | \$ 825,391 | \$ 23,382 | \$ 848,773 |
| Issue of Class A ordinary shares, net of forfeitures | 33 | — | — | 33 | — | 33 |
| Share-based compensation expense, net of forfeitures | — | 3,096 | — | 3,096 | — | 3,096 |
| Non-controlling interest contribution into (withdrawal from) joint venture, net | — | — | — | — | (10,000) | (10,000) |
| Income (loss) attributable to non-controlling interest in joint venture | — | — | — | — | 963 | 963 |
| Net income (loss) | — | — | (4,315) | (4,315) | — | (4,315) |
| Balance at September 30, 2016 | <u>\$ 3,736</u> | <u>\$ 499,497</u> | <u>\$ 320,972</u> | <u>\$ 824,205</u> | <u>\$ 14,345</u> | <u>\$ 838,550</u> |
| Balance at December 31, 2016 | \$ 3,737 | \$ 500,337 | \$ 370,168 | \$ 874,242 | \$ 17,445 | \$ 891,687 |
| Issue of Class A ordinary shares, net of forfeitures | 12 | — | — | 12 | — | 12 |
| Repurchase of Class A ordinary shares | (14) | (1,861) | (944) | (2,819) | — | (2,819) |
| Share-based compensation expense, net of forfeitures | — | 3,290 | — | 3,290 | — | 3,290 |
| Income (loss) attributable to non-controlling interest in joint venture | — | — | — | — | 780 | 780 |
| Net income (loss) | — | — | (7,220) | (7,220) | — | (7,220) |
| Balance at September 30, 2017 | <u>\$ 3,735</u> | <u>\$ 501,766</u> | <u>\$ 362,004</u> | <u>\$ 867,505</u> | <u>\$ 18,225</u> | <u>\$ 885,730</u> |

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of the Condensed Consolidated Financial Statements.

GREENLIGHT CAPITAL RE, LTD.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
For the nine months ended September 30, 2017 and 2016
(expressed in thousands of U.S. dollars)

| | Nine months ended September 30 | |
|--|---|------------------|
| | 2017 | 2016 |
| Cash provided by (used in) operating activities | | |
| Net income (loss) | \$ (7,220) | \$ (4,315) |
| Adjustments to reconcile net income or loss to net cash provided by (used in) operating activities | | |
| Net change in unrealized gains and losses on investments and financial contracts | 25,462 | (158,644) |
| Net realized (gains) losses on investments and financial contracts | (86,746) | 122,015 |
| Foreign exchange (gains) losses on cash and investments | 6,109 | 7,087 |
| Income (loss) attributable to non-controlling interest in joint venture | 780 | 963 |
| Share-based compensation expense, net of forfeitures | 3,302 | 3,129 |
| Depreciation expense | 275 | 298 |
| Net change in | | |
| Reinsurance balances receivable | (75,127) | (39,485) |
| Loss and loss adjustment expenses recoverable | (15,743) | 148 |
| Deferred acquisition costs, net | (16,219) | 4,005 |
| Unearned premiums ceded | (3,754) | 120 |
| Other assets | (1,669) | 1,688 |
| Loss and loss adjustment expense reserves | 139,137 | (23,056) |
| Unearned premium reserves | 59,091 | 1,881 |
| Reinsurance balances payable | 34,877 | 14,789 |
| Funds withheld | 10,560 | (1,213) |
| Other liabilities | (1,788) | 99 |
| Performance compensation payable to related party | 3,955 | 2,413 |
| Net cash provided by (used in) operating activities | <u>75,282</u> | <u>(68,078)</u> |
| Investing activities | | |
| Purchases of investments, trading | (898,573) | (1,057,656) |
| Sales of investments, trading | 772,588 | 1,116,738 |
| Payments for financial contracts | (19,939) | (54,557) |
| Proceeds from financial contracts | 68,323 | 14,834 |
| Securities sold, not yet purchased | 972,991 | 570,172 |
| Dispositions of securities sold, not yet purchased | (1,054,357) | (705,503) |
| Change in due to prime brokers | 227,869 | 2,258 |
| Change in restricted cash and cash equivalents, net | (155,620) | 132,209 |
| Change in notes receivable, net | 4,081 | (8,956) |
| Non-controlling interest withdrawal from joint venture, net | — | (10,000) |
| Net cash provided by (used in) investing activities | <u>(82,637)</u> | <u>(461)</u> |
| Financing activities | | |
| Repurchase of Class A ordinary shares | (2,819) | — |
| Net cash provided by (used in) financing activities | <u>(2,819)</u> | <u>—</u> |
| Effect of foreign exchange rate changes on cash and cash equivalents | <u>2,203</u> | <u>(4,460)</u> |
| Net increase (decrease) in cash and cash equivalents | <u>(7,971)</u> | <u>(72,999)</u> |
| Cash and cash equivalents at beginning of the period | 39,858 | 112,162 |
| Cash and cash equivalents at end of the period | <u>\$ 31,887</u> | <u>\$ 39,163</u> |
| Supplementary information | | |
| Interest paid in cash | \$ 5,875 | \$ 7,602 |
| Interest received in cash | 2,725 | 6,582 |
| Income tax paid in cash | — | — |

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of the Condensed Consolidated Financial Statements.

GREENLIGHT CAPITAL RE, LTD.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

September 30, 2017

1. ORGANIZATION AND BASIS OF PRESENTATION

Greenlight Capital Re, Ltd. (“GLRE”) was incorporated as an exempted company under the Companies Law of the Cayman Islands on July 13, 2004. GLRE’s principal wholly-owned subsidiary, Greenlight Reinsurance, Ltd. (“Greenlight Re”), provides global specialty property and casualty reinsurance. Greenlight Re has a Class D insurer license issued in accordance with the terms of The Insurance Law, 2010 and underlying regulations thereto (the “Law”) and is subject to regulation by the Cayman Islands Monetary Authority (“CIMA”), in terms of the Law. Greenlight Re commenced underwriting in April 2006. During 2008, Verdant Holding Company, Ltd. (“Verdant”), a wholly-owned subsidiary of GLRE, was incorporated in the state of Delaware. During 2010, GLRE established Greenlight Reinsurance Ireland, Designated Activity Company (“GRIL”), a wholly-owned reinsurance subsidiary based in Dublin, Ireland. GRIL is authorized as a non-life reinsurance undertaking in accordance with the provisions of the European Union (Insurance and Reinsurance) Regulations 2015 (“Irish Regulations”). GRIL provides multi-line property and casualty reinsurance capacity to the European broker market and provides GLRE with an additional platform to serve clients located in Europe and North America. As used herein, the “Company” refers collectively to GLRE and its consolidated subsidiaries.

The Class A ordinary shares of GLRE are listed on Nasdaq Global Select Market under the symbol “GLRE”.

These unaudited condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete consolidated financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2016. In the opinion of management, these unaudited condensed consolidated financial statements reflect all of the normal recurring adjustments considered necessary for a fair presentation of the Company’s financial position and results of operations as of the dates and for the periods presented.

The results for the nine months ended September 30, 2017 are not necessarily indicative of the results expected for the full calendar year.

Reclassifications

During the year ended December 31, 2016, the Company revised its classification of the lines of business presented in Note 10 of the condensed consolidated financial statements. As a result the gross written premiums relating to certain lines of business previously reported for the three and nine months ended September 30, 2017, have been reclassified to conform to the current period presentation. The reclassification resulted in no changes to net income (loss) or retained earnings for any of the periods presented.

2. SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. 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 condensed consolidated financial statements and the reported amounts of income and expenses during the period. Actual results could differ from these estimates.

Restricted Cash and Cash Equivalents

The Company is required to maintain certain cash in segregated accounts with prime brokers and derivative counterparties. The amount of restricted cash held by prime brokers is primarily used to support the liability created from securities sold, not yet purchased and derivatives. Additionally, restricted cash and cash equivalent balances are held to collateralize regulatory trusts and letters of credit issued to cedents (see Notes 4 and 9). The amount of cash encumbered varies depending on the market value of the securities sold, not yet purchased, and the collateral required by the cedents in the form of trust accounts and letters of credit. In addition, derivative counterparties require cash collateral to support the current value of any amounts that may be due to the counterparty based on the value of the underlying financial instrument.

Premium Revenue Recognition

The Company accounts for reinsurance contracts in accordance with U.S. GAAP. In the event that a reinsurance contract does not transfer sufficient risk, deposit accounting is used and the contract is reported as a deposit liability. Similarly for ceded contracts that do not transfer sufficient risk, deposit accounting is used and the contract is reported as a deposit asset.

The Company writes excess of loss contracts as well as quota share contracts. The Company estimates the ultimate premiums for the entire contract period. These estimates are based on information received from the ceding companies and estimates from actuarial pricing models used by the Company. For excess of loss contracts, the total ultimate estimated premiums are recorded as premiums written at the inception of the contract. For quota share contracts, the premiums are recorded as written based on cession statements from cedents which typically are received monthly or quarterly depending on the terms specified in each contract. For any reporting lag, premiums written are estimated based on the portion of the ultimate estimated premiums relating to the risks underwritten during the lag period.

Premium estimates are reviewed by management at least quarterly. Such review includes a comparison of actual reported premiums to expected ultimate premiums along with a review of the aging and collection of premium estimates. Based on management's review, the appropriateness of the premium estimates is evaluated, and any adjustments to these estimates are recorded in the period in which they are determined. Changes in premium estimates, including premium receivable on both excess of loss and quota share contracts, are expected and may result in significant adjustments in any period. A significant portion of amounts included in reinsurance balances receivable represent estimated premiums written, net of commissions and brokerage, and are not currently due based on the terms of the underlying contracts.

Certain contracts allow for reinstatement premiums in the event of a loss prior to the expiry of a contract. A reinstatement premium is not due until there is a loss event and therefore, in accordance with U.S. GAAP, the Company records a reinstatement premium as written only in the event that a client incurs a loss on the contract and the contract allows for a reinstatement of coverage upon payment of an additional premium. For catastrophe contracts which contractually require the payment of a reinstatement premium upon the occurrence of a loss, the reinstatement premiums are earned over the original contract period. Reinstatement premiums that are contractually calculated on a pro-rata basis of the original contract period, are earned over the remaining coverage period. For additional premiums which are due on a contract that has no remaining coverage period, the additional premiums are earned in full when due.

Certain contracts may provide for a penalty to be paid if the contract is terminated and canceled prior to its expiration term. Cancellation penalties are recognized in the period the notice of cancellation is received and are recorded in the consolidated statements of income under "other income (expense), net".

Premiums written are generally recognized as earned over the contract period in proportion to the period of risk covered. Unearned premiums consist of the unexpired portion of reinsurance provided.

Deferred Acquisition Costs

Policy acquisition costs, such as commission and brokerage costs, relate directly to, and vary with, the writing of reinsurance contracts. Acquisition costs relating solely to bound contracts are deferred subject to ultimate recoverability and are amortized over the related contract term. The Company evaluates the recoverability of deferred acquisition costs by determining if the sum of future earned premiums and anticipated investment income is greater than the expected future claims and expenses. If a loss is probable on the unexpired portion of policies in force, a premium deficiency loss is recognized. At September 30, 2017 and December 31, 2016, the deferred acquisition costs were considered fully recoverable and no premium deficiency loss was recorded.

Acquisition costs also include profit commissions which are expensed when incurred. Profit commissions are calculated and accrued based on the expected loss experience for contracts and recorded when the current loss estimate indicates that a profit commission is probable under the contract terms. As of September 30, 2017, \$12.1 million (December 31, 2016: \$15.2 million) of profit commission reserves were included in reinsurance balances payable on the condensed consolidated balance sheets. For the three and nine months ended September 30, 2017, \$(3.5) million and \$2.2 million (2016: \$2.0 million and \$4.6 million) of net profit commission expense was included in acquisition costs in the condensed consolidated statements of income. For the three months ended September 30, 2017, the negative profit commission expense was due to the reversal of profit commissions during the period.

Loss and Loss Adjustment Expense Reserves and Recoverable

The Company establishes reserves for contracts based on estimates of the ultimate cost of all losses including losses incurred but not reported ("IBNR"). These estimated ultimate reserves are based on the Company's own actuarial estimates derived from reports received from ceding companies, industry data and historical experience. These estimates are reviewed by the Company periodically on a contract by contract basis and adjusted as necessary. Since reserves are estimates, the final settlement of losses may vary from the reserves established and any adjustments to the estimates, which may be material, are recorded in the period they are determined.

Loss and loss adjustment expenses recoverable include the amounts due from retrocessionaires for unpaid loss and loss adjustment expenses on retrocession agreements. Ceded losses incurred but not reported are estimated based on the Company's actuarial estimates. These estimates are reviewed periodically and adjusted when deemed necessary. The Company may not be able to ultimately recover the loss and loss adjustment expense recoverable amounts due to the retrocessionaires' inability to pay. The Company regularly evaluates the financial condition of its retrocessionaires and records provisions for uncollectible reinsurance expenses recoverable when recovery is no longer probable.

Consideration paid by the Company for retroactive reinsurance that meets the conditions for reinsurance accounting (e.g. loss portfolio transfers) are reported as loss and loss adjustment expenses recoverable to the extent those amounts do not exceed the associated liabilities. If the amounts paid for retroactive reinsurance exceed the liabilities, the Company increases the related liabilities, at the time the reinsurance contract is effective, and the excess is charged to net income as losses incurred. If the liabilities exceed the amounts paid, the recoverable balance is increased to reflect the difference, and the resulting gain is deferred and amortized over the estimated loss payout period. Changes in the estimated amount of liabilities relating to the underlying reinsured contracts are recognized in net income in the period of the change.

Notes Receivable

Notes receivable include promissory notes receivable from third party entities. These notes are recorded at cost along with accrued interest, if any, which approximates the fair value. Interest income and realized gains or losses on sale of notes receivable are included under net investment income (loss) in the condensed consolidated statements of income.

The Company regularly reviews all notes receivable individually for impairment and records valuation allowance provisions for uncollectible and non-performing notes. The Company places notes on non-accrual status when the recorded value of the note is not considered impaired but there is uncertainty as to the collection of interest in accordance with the terms of the note. For notes receivable placed on non-accrual status, the notes are recorded excluding any accrued interest amount. The Company resumes accrual of interest on a note when none of the principal or interest remains past due, and the Company expects to collect the remaining contractual principal and interest. Interest collected on notes that are placed on non-accrual status is treated on a cash-basis and recorded as interest income when collected, provided that the recorded value of the note is deemed to be fully collectible. Where doubt exists as to the collectability of the remaining recorded value of the notes placed on non-accrual status, any payments received are applied to reduce the recorded value of the notes.

At September 30, 2017, \$15.2 million of notes receivable (net of any valuation allowance) were on non-accrual status (December 31, 2016: \$18.6 million) and any payments received were applied to reduce the recorded value of the notes.

At September 30, 2017 and December 31, 2016, de minimis accrued interest was included in the notes receivable balance. Based on management's assessment, the recorded values of the notes receivable, net of valuation allowance, at September 30, 2017 and December 31, 2016, were expected to be fully collectible.

Financial Instruments

Investments in Securities and Investments in Securities Sold, Not Yet Purchased

The Company's investments in debt instruments and equity securities that are classified as "trading securities" are carried at fair value. The fair values of the listed equity investments are derived based on quoted prices (unadjusted) in active markets for identical assets (Level 1 inputs). The fair values of listed equities that have restrictions on sale or transfer which expire within one year, are determined by adjusting the observed market price of the equity using a liquidity discount based on observable market inputs. The fair values of debt instruments are derived based on inputs that are observable, either directly or indirectly, such as market maker or broker quotes reflecting recent transactions (Level 2 inputs), and are generally derived based on the average of multiple market maker or broker quotes which are considered to be binding. Where quotes are not available, debt instruments are valued using cash flow models using assumptions and estimates that may be subjective and non-observable (Level 3 inputs).

The Company's "other investments" may include investments in private and unlisted equity securities, limited partnerships and commodities, which are all carried at fair value. The fair values of commodities are determined based on quoted prices in active markets for identical assets (Level 1). The Company maximizes the use of observable direct or indirect inputs (Level 2 inputs) when deriving the fair values for "other investments". For limited partnerships and private and unlisted equity securities, where observable inputs are not available, the fair values are derived based on unobservable inputs (Level 3 inputs) such as management's assumptions developed from available information using the services of the investment advisor, including the most recent net asset values obtained from the managers of those underlying investments. For certain private equity fund investments, the Company has elected to measure the fair value using the net asset value practical expedient allowed under U.S. GAAP, and accordingly these investments are not classified as Level 1, 2 or 3 in the fair value hierarchy.

For securities classified as "trading securities" and "other investments", any realized and unrealized gains or losses are determined on the basis of the specific identification method (by reference to cost or amortized cost, as appropriate) and included in net investment income (loss) in the condensed consolidated statements of income.

Dividend income and expense are recorded on the ex-dividend date. The ex-dividend date is the date as of when the underlying security must have been traded to be eligible for the dividend declared. Interest income and interest expense are recorded on an accrual basis.

Derivative Financial Instruments

U.S. GAAP requires that an entity recognize all derivatives in the balance sheet at fair value. It also requires that unrealized gains and losses resulting from changes in fair value be included in income or comprehensive income, depending on whether the instrument qualifies as a hedge transaction, and if so, the type of hedge transaction. The Company's derivative financial instrument assets are included in financial contracts receivable. Derivative financial instrument liabilities are included in financial contracts payable. The Company's derivatives generally do not qualify as hedges for financial reporting purposes and are recorded in the condensed consolidated balance sheets on a gross basis and not offset against any collateral pledged or received. Pursuant to the International Swaps and Derivatives Association ("ISDA") master agreements, securities lending agreements and other agreements, the Company and its counterparties typically have the ability to net certain payments owed to each other in specified circumstances. In addition, in the event a party to one of the ISDA master agreements, securities lending agreements or other agreements defaults, or a transaction is otherwise subject to termination, the non-defaulting party generally has the right to set off outstanding balances due from the defaulting party against payments owed to the defaulting party or collateral held by the non-defaulting party. The Company may from time to time enter into underwriting contracts such as industry loss warranty contracts ("ILW") that are treated as derivatives for U.S GAAP purposes.

Financial Contracts

The Company enters into financial contracts with counterparties as part of its investment strategy. Financial contracts, which include total return swaps, credit default swaps ("CDS"), futures, options, currency forwards and other derivative instruments, are recorded at their fair value with any unrealized gains and losses included in net investment income (loss) in the condensed consolidated statements of income. Financial contracts receivable represents derivative contracts whereby, based upon the contract's current fair value, the Company will be entitled to receive payments upon settlement of the contract. Financial contracts payable represents derivative contracts whereby, based upon each contract's current fair value, the Company will be obligated to make payments upon settlement of the contract.

Total return swap agreements, included on the condensed consolidated balance sheets as financial contracts receivable and financial contracts payable, are derivative financial instruments whereby the Company is either entitled to receive or obligated to pay the product of a notional amount multiplied by the movement in an underlying security, which the Company may not own, over a specified time frame. In addition, the Company may also be obligated to pay or receive other payments based on interest rates, dividend payments and receipts, or foreign exchange movements during a specified period. The Company measures its rights or obligations to the counterparty based on the fair value movements of the underlying security together with any other payments due. These contracts are carried at fair value, based on observable inputs (Level 2 inputs) with the resultant unrealized gains and losses reflected in net investment income (loss) in the condensed consolidated statements of income. Additionally, any changes in the value of amounts received or paid on swap contracts are reported as a gain or loss in net investment income (loss) in the condensed consolidated statements of income.

Financial contracts may also include exchange traded futures or options contracts that are based on the movement of a particular index, equity security, commodity, currency or interest rate. Where such contracts are traded in an active market, the Company's obligations or rights on these contracts are recorded at fair value based on the observable quoted prices of the same or similar financial contracts in an active market (Level 1) or on broker quotes which reflect market information based on actual transactions (Level 2). Amounts invested in exchange traded options and over the counter ("OTC") options are recorded either as an asset or liability at inception. Subsequent to initial recognition, unexpired exchange traded option contracts are recorded at fair value based on quoted prices in active markets (Level 1). For OTC options or exchange traded options where a quoted price in an active market is not available, fair values are derived based upon observable inputs (Level 2) such as multiple quotes from brokers and market makers, which are considered to be binding.

The Company may purchase and sell CDS for strategic investment purposes. A CDS is a derivative instrument that provides protection against an investment loss due to specified credit or default events of a reference entity. The seller of a CDS guarantees to pay the buyer a specified amount if the reference entity defaults on its obligations or fails to perform. The buyer of a CDS pays a premium over time to the seller in exchange for obtaining this protection. A CDS trading in an active market is valued at fair value based on broker or market maker quotes for identical instruments in an active market (Level 2) or based on the current credit spreads on identical contracts (Level 2).

Comprehensive Income (Loss)

The Company has no comprehensive income or loss, other than the net income or loss disclosed in the condensed consolidated statements of income.

Earnings (Loss) Per Share

Basic earnings per share are based on the weighted average number of common shares and participating securities outstanding during the period. Diluted earnings per share includes the dilutive effect of restricted stock units ("RSU") and additional potential common shares issuable when stock options are exercised and are determined using the treasury stock method. The Company treats its unvested restricted stock as participating securities in accordance with U.S. GAAP, which requires that unvested stock awards which contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid (referred to as "participating securities"), be included in the number of shares outstanding for both basic and diluted earnings per share calculations. In the event of a net loss, all RSUs, stock options outstanding and participating securities are excluded from the calculation of both basic and diluted loss per share since their inclusion would be anti-dilutive.

| | Three months ended September 30 | | Nine months ended September 30 | |
|--|------------------------------------|------------|-----------------------------------|------------|
| | 2017 | 2016 | 2017 | 2016 |
| Weighted average shares outstanding - basic | 37,345,985 | 37,323,575 | 36,994,969 | 36,928,283 |
| Effect of dilutive employee and director share-based awards | 29,288 | 61,906 | 27,378 | — |
| Weighted average shares outstanding - diluted | 37,375,273 | 37,385,481 | 37,022,347 | 36,928,283 |
| Anti-dilutive stock options outstanding | 358,741 | 435,991 | 351,074 | 435,991 |
| Participating securities excluded from calculation of loss per share | — | — | 332,134 | 365,432 |

Taxation

Under current Cayman Islands law, no corporate entity, including GLRE and Greenlight Re, is obligated to pay taxes in the Cayman Islands on either income or capital gains. The Company has an undertaking from the Governor-in-Cabinet of the Cayman Islands, pursuant to the provisions of the Tax Concessions Law, as amended, that, in the event that the Cayman Islands enacts any legislation that imposes tax on profits, income, gains or appreciations, or any tax in the nature of estate duty or inheritance tax, such tax will not be applicable to GLRE, Greenlight Re nor their respective operations, or to the Class A or Class B ordinary shares or related obligations, until February 1, 2025.

Verdant is incorporated in Delaware and therefore is subject to taxes in accordance with the U.S. federal rates and regulations prescribed by the U.S. Internal Revenue Service (“IRS”). Verdant’s taxable income is generally expected to be taxed at a rate of 35%.

GRIL is incorporated in Ireland and therefore is subject to the Irish corporation tax rate of 12.5% on its trading income, and 25% on its non-trading income, if any.

Any deferred tax asset is evaluated for recovery and a valuation allowance is recorded when it is more likely than not that the deferred tax asset will not be realized in the future. The Company has not taken any income tax positions that are subject to significant uncertainty or that are reasonably likely to have a material impact on the Company.

Recent Accounting Pronouncements

In January 2016, the FASB issued ASU 2016-01, “Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities” (“ASU 2016-01”). The new guidance is intended to improve the recognition and measurement of financial instruments. ASU 2016-01, among other things, requires equity investments to be measured at fair value with changes in fair value recognized in net income or loss, requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes and requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset. ASU 2016-01 affects public and private companies, not-for-profit organizations, and employee benefit plans that hold financial assets or owe financial liabilities. The new guidance is effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is in the process of evaluating the impact of adopting ASU 2016-01 on the Company’s consolidated financial statements. However, the adoption of this guidance is not expected to have a significant impact on the Company’s net income or loss or retained earnings since the Company’s investments are currently classified as “trading” and the unrealized gains and losses are already recognized in net income or loss.

In February 2016, the FASB issued ASU 2016-02, “Leases (Topic 842)” (“ASU 2016-02”). Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 is effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted for any organization in any interim or annual period. The Company currently has two operating leases for its office spaces as disclosed in Note 9 of the condensed consolidated financial statements. The Company is in the process of evaluating the impact of adopting ASU 2016-02 on the Company’s consolidated financial statements and anticipates implementing ASU 2016-02 during the first quarter of fiscal year 2019.

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurements of Credit Losses on Financial Instruments” (“ASU 2016-13”). ASU 2016-13 amends the guidance on reporting credits losses and affects loans, debt securities, trade receivables, reinsurance recoverables and other financial assets that have the contractual right to receive cash. The amendments are effective for annual periods beginning after December 15, 2019, and interim periods within those annual periods. Early adoption is permitted for any organization for annual periods beginning after December 15, 2018 and interim periods within those annual periods. The Company is in the process of evaluating the impact of the requirements of ASU 2016-13 on the Company’s consolidated financial statements and anticipates implementing ASU 2016-13 during the first quarter of fiscal year 2020.

In November 2016, the FASB issued ASU 2016-18, “Statements of Cash Flows - Restricted Cash (Topic 230)” (“ASU 2016-18”). ASU 2016-18 requires restricted cash and cash equivalents to be included with cash and cash equivalents in the statement of cash flows and disclose the nature of the restrictions on cash and cash equivalents. ASU 2016-18 is effective for annual periods beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted.

The Company currently presents changes in restricted cash and cash equivalents under investing activities in the condensed consolidated statements of cash flows. Upon adoption of ASU 2016-18, the Company will amend the presentation in the statement of cash flows to include the restricted cash and cash equivalents with cash and cash equivalents in the condensed consolidated statements of cash flows and will retrospectively reclassify all periods presented.

In May 2017, the FASB issued ASU 2017-09, “Compensation - Stock Compensation - Scope of Modification Accounting (Topic 718) (“ASU 2017-09”). ASU 2017-09 provides guidance on determining which changes to the terms and conditions of share-based payment awards require an entity to apply modification accounting under Topic 718. ASU 2017-09 is effective for annual periods beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. ASU 2017-09 will impact the Company to the extent that there are changes to terms and conditions of the Company’s share-based payment awards after the adoption date. The Company does not anticipate modifications to its share-based payment awards.

The FASB has issued ASU No. 2014-09, “Revenue from Contracts with Customers”, and related amendments, ASU 2015-14, ASU 2016-10, ASU 2016-12, ASU 2016-20, ASU 2017-05 and ASU 2017-13, (collectively, “Topic 606”). Topic 606 creates a new comprehensive revenue recognition standard that will serve as a single source of revenue guidance for all companies that either enter into contracts with customers to transfer goods or services or enter into contracts for the transfer of non-financial assets, unless those contracts are within the scope of other standards, such as insurance contracts. Topic 606 becomes effective for annual periods beginning after December 15, 2017, and interim periods within those fiscal years. The Company will adopt Topic 606 on the effective date and since all of the Company’s revenues relate to reinsurance contracts and investment income, the adoption of Topic 606 is not expected to have a material impact on the Company’s revenues.

3. FINANCIAL INSTRUMENTS

In the normal course of its business, the Company purchases and sells various financial instruments, which include listed and unlisted equities, corporate and sovereign debt, commodities, futures, put and call options, currency forwards, other derivatives and similar instruments sold, not yet purchased.

Fair Value Hierarchy

The Company’s financial instruments are carried at fair value, and the net unrealized gains or losses are included in net investment income (loss) in the condensed consolidated statements of income.

The following table presents the Company's investments, categorized by the level of the fair value hierarchy as of September 30, 2017:

| Description | Fair value measurements as of September 30, 2017 | | | Total |
|---|--|---|---|---------------------|
| | Quoted prices in active markets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) | |
| (\$ in thousands) | | | | |
| Assets: | | | | |
| Debt instruments | \$ — | \$ 903 | \$ 834 | \$ 1,737 |
| Listed equity securities | 1,178,079 | 17,785 | — | 1,195,864 |
| Commodities | 119,349 | — | — | 119,349 |
| Private and unlisted equity securities | — | — | 6,127 | 6,127 |
| | <u>\$ 1,297,428</u> | <u>\$ 18,688</u> | <u>\$ 6,961</u> | <u>\$ 1,323,077</u> |
| Private equity funds measured at net asset value ⁽¹⁾ | | | | 13,689 |
| Total investments | | | | <u>\$ 1,336,766</u> |
| Financial contracts receivable | \$ 16 | \$ 20,628 | \$ — | \$ 20,644 |
| Liabilities: | | | | |
| Listed equity securities, sold not yet purchased | \$ (792,632) | \$ — | \$ — | \$ (792,632) |
| Debt instruments, sold not yet purchased | — | (97,369) | — | (97,369) |
| Total securities sold, not yet purchased | <u>\$ (792,632)</u> | <u>\$ (97,369)</u> | <u>\$ —</u> | <u>\$ (890,001)</u> |
| Financial contracts payable | \$ (34) | \$ (10,375) | \$ — | \$ (10,409) |

⁽¹⁾ Investments measured at fair value using the net asset value practical expedient have not been classified in the fair value hierarchy. The fair value amounts are presented in the above table to facilitate reconciliation to the condensed consolidated balance sheets.

The following table presents the Company's investments, categorized by the level of the fair value hierarchy as of December 31, 2016:

| Description | Fair value measurements as of December 31, 2016 | | | Total |
|---|---|---|---|---------------------|
| | Quoted prices in active markets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) | |
| | (\$ in thousands) | | | |
| Assets: | | | | |
| Debt instruments | \$ — | \$ 21,819 | \$ 654 | \$ 22,473 |
| Listed equity securities | 823,421 | 20,580 | — | 844,001 |
| Commodities | 137,296 | — | — | 137,296 |
| Private and unlisted equity securities | — | — | 6,109 | 6,109 |
| | <u>\$ 960,717</u> | <u>\$ 42,399</u> | <u>\$ 6,763</u> | <u>\$ 1,009,879</u> |
| Private equity funds measured at net asset value ⁽¹⁾ | | | | 12,658 |
| Total investments | | | | <u>\$ 1,022,537</u> |
| Financial contracts receivable | \$ 20 | \$ 76,361 | \$ — | \$ 76,381 |
| Liabilities: | | | | |
| Listed equity securities, sold not yet purchased | \$ (770,267) | \$ — | \$ — | \$ (770,267) |
| Debt instruments, sold not yet purchased | — | (89,635) | — | (89,635) |
| Total securities sold, not yet purchased | <u>\$ (770,267)</u> | <u>\$ (89,635)</u> | <u>\$ —</u> | <u>\$ (859,902)</u> |
| Financial contracts payable | \$ — | \$ (2,237) | \$ — | \$ (2,237) |

⁽¹⁾ Investments measured at fair value using the net asset value practical expedient have not been classified in the fair value hierarchy. The fair value amounts are presented in the above table to facilitate reconciliation to the condensed consolidated balance sheets.

The following table presents the reconciliation of the balances for all investments measured at fair value using significant unobservable inputs (Level 3) for the three and nine months ended September 30, 2017:

| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) | | |
|---|--|---|-----------------|
| | Three months ended September 30, 2017 | | |
| | Debt instruments | Private and unlisted equity securities | Total |
| | (\$ in thousands) | | |
| Beginning balance | \$ 776 | \$ 6,085 | \$ 6,861 |
| Total realized and unrealized gains (losses) and amortization included in earnings, net | 58 | 42 | 100 |
| Ending balance | <u>\$ 834</u> | <u>\$ 6,127</u> | <u>\$ 6,961</u> |

| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) | | |
|---|--|---|-----------------|
| | Nine months ended September 30, 2017 | | |
| | Debt instruments | Private and unlisted equity securities | Total |
| | (\$ in thousands) | | |
| Beginning balance | \$ 654 | \$ 6,109 | \$ 6,763 |
| Purchases | — | 1,750 | 1,750 |
| Total realized and unrealized gains (losses) and amortization included in earnings, net | 180 | 36 | 216 |
| Transfers out of Level 3 | — | (1,768) | (1,768) |
| Ending balance | <u>\$ 834</u> | <u>\$ 6,127</u> | <u>\$ 6,961</u> |

During the nine months ended September 30, 2017, \$1.8 million of the private equity securities were transferred from Level 3 as these securities commenced trading on a listed exchange. However, due to lock-up period restrictions on those securities, they were classified as Level 2. During the three months ended September 30, 2017, the lock-up period expired and these securities were transferred from Level 2 to Level 1 with the fair value based on the last traded price on an active market.

There were no other transfers between Level 1, Level 2 or Level 3 during the three and nine months ended September 30, 2017.

The following table presents the reconciliation of the balances for all investments measured at fair value using significant unobservable inputs (Level 3) for the three and nine months ended September 30, 2016:

| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) | | |
|---|--|---|--------------|
| | Three months ended September 30, 2016 | | |
| | Debt instruments | Private and unlisted equity securities | Total |
| | (\$ in thousands) | | |
| Beginning balance | \$ 586 | \$ 5,987 | \$ 6,573 |
| Total realized and unrealized gains (losses) and amortization included in earnings, net | 56 | 124 | 180 |
| Ending balance | \$ 642 | \$ 6,111 | \$ 6,753 |

| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) | | |
|---|--|---|--------------|
| | Nine months ended September 30, 2016 | | |
| | Debt instruments | Private and unlisted equity securities | Total |
| | (\$ in thousands) | | |
| Beginning balance | \$ 505 | \$ 8,452 | \$ 8,957 |
| Sales | — | (2,539) | (2,539) |
| Total realized and unrealized gains (losses) and amortization included in earnings, net | 137 | 198 | 335 |
| Ending balance | \$ 642 | \$ 6,111 | \$ 6,753 |

There were no transfers between Level 1, Level 2 or Level 3 during the three and nine months ended September 30, 2016.

As of September 30, 2017, the Company held investments in private equity funds of \$13.7 million (December 31, 2016: \$12.7 million) with fair values measured using the unadjusted net asset values as reported by the managers of these funds as a practical expedient. Some of these net asset values were reported from periods prior to September 30, 2017. The private equity funds have varying lock-up periods and, as of September 30, 2017, all of the funds had redemption restrictions. The redemption restrictions have been in place since inception of the investments and are not expected to lapse in the near future. As of September 30, 2017, the Company had \$7.2 million (December 31, 2016: \$9.2 million) of unfunded commitments relating to private equity funds whose fair values are determined based on unadjusted net asset values reported by the managers of these funds. These commitments are included in the amounts presented in the schedule of commitments and contingencies in Note 9 of these condensed consolidated financial statements.

For the three and nine months ended September 30, 2017, included in net investment income in the condensed consolidated statements of income were no net realized losses relating to Level 3 securities (2016: nil and \$1.4 million, respectively).

For Level 3 securities still held as of the reporting date, the change in net unrealized gain for the three and nine months ended September 30, 2017 of \$0.1 million and \$0.2 million, respectively (three and nine months ended September 30, 2016: net unrealized losses of \$0.2 million and \$1.7 million), were included in net investment income (loss) in the condensed consolidated statements of income.

Investments

Debt instruments, trading

At September 30, 2017, the following investments were included in debt instruments:

| | <u>Cost/amortized cost</u> | <u>Unrealized gains</u> | <u>Unrealized losses</u> | <u>Fair value</u> |
|-------------------------------|--------------------------------|-------------------------|--------------------------|-----------------------|
| | (\$ in thousands) | | | |
| Corporate debt – U.S. | \$ 8,508 | \$ — | \$ (6,874) | \$ 1,634 |
| Corporate debt – Non U.S. | 2,109 | — | (2,006) | 103 |
| Total debt instruments | \$ 10,617 | \$ — | \$ (8,880) | \$ 1,737 |

At December 31, 2016, the following investments were included in debt instruments:

| | <u>Cost/amortized cost</u> | <u>Unrealized gains</u> | <u>Unrealized losses</u> | <u>Fair value</u> |
|-------------------------------|--------------------------------|-------------------------|--------------------------|-----------------------|
| | (\$ in thousands) | | | |
| Corporate debt – U.S. | \$ 21,294 | \$ 6,509 | \$ (5,331) | \$ 22,472 |
| Corporate debt – Non U.S. | 2,109 | — | (2,108) | 1 |
| Total debt instruments | \$ 23,403 | \$ 6,509 | \$ (7,439) | \$ 22,473 |

The maturity distribution for debt instruments held at September 30, 2017 and December 31, 2016 was as follows:

| | <u>September 30, 2017</u> | | <u>December 31, 2016</u> | |
|------------------------|-------------------------------------|-----------------------|-------------------------------------|-----------------------|
| | <u>Cost/ amortized cost</u> | <u>Fair value</u> | <u>Cost/ amortized cost</u> | <u>Fair value</u> |
| | (\$ in thousands) | | | |
| Within one year | \$ 6,106 | \$ 741 | \$ — | \$ — |
| From one to five years | 1,451 | 59 | 17,803 | 19,492 |
| From five to ten years | 2,109 | 103 | 4,649 | 2,327 |
| More than ten years | 951 | 834 | 951 | 654 |
| | \$ 10,617 | \$ 1,737 | \$ 23,403 | \$ 22,473 |

Equity securities, trading

At September 30, 2017, the following long positions were included in equity securities, trading:

| | <u>Cost</u> | <u>Unrealized gains</u> | <u>Unrealized losses</u> | <u>Fair value</u> |
|--------------------------------|---------------------|-----------------------------|------------------------------|-----------------------|
| | (\$ in thousands) | | | |
| Equities – listed | \$ 1,013,956 | \$ 214,617 | \$ (49,737) | \$ 1,178,836 |
| Exchange traded funds | 15,056 | 1,972 | — | 17,028 |
| Total equity securities | \$ 1,029,012 | \$ 216,589 | \$ (49,737) | \$ 1,195,864 |

At December 31, 2016, the following long positions were included in equity securities, trading:

| | <u>Cost</u> | <u>Unrealized gains</u> | <u>Unrealized losses</u> | <u>Fair value</u> |
|-------------------------|-------------------|-------------------------|--------------------------|-------------------|
| | (\$ in thousands) | | | |
| Equities – listed | \$ 753,813 | \$ 115,379 | \$ (40,706) | \$ 828,486 |
| Exchange traded funds | 15,056 | 459 | — | 15,515 |
| Total equity securities | <u>\$ 768,869</u> | <u>\$ 115,838</u> | <u>\$ (40,706)</u> | <u>\$ 844,001</u> |

Other Investments

“Other investments” include commodities and private and unlisted equity securities. As of September 30, 2017 and December 31, 2016, all commodities were comprised of gold bullion.

At September 30, 2017, the following securities were included in other investments:

| | <u>Cost</u> | <u>Unrealized gains</u> | <u>Unrealized losses</u> | <u>Fair value</u> |
|--|-------------------|-------------------------|--------------------------|-------------------|
| | (\$ in thousands) | | | |
| Commodities | \$ 101,184 | \$ 18,165 | \$ — | \$ 119,349 |
| Private and unlisted equity securities | 14,801 | 5,015 | — | 19,816 |
| | <u>\$ 115,985</u> | <u>\$ 23,180</u> | <u>\$ —</u> | <u>\$ 139,165</u> |

At December 31, 2016, the following securities were included in other investments:

| | <u>Cost</u> | <u>Unrealized gains</u> | <u>Unrealized losses</u> | <u>Fair value</u> |
|--|-------------------|-------------------------|--------------------------|-------------------|
| | (\$ in thousands) | | | |
| Commodities | \$ 130,671 | \$ 6,625 | \$ — | \$ 137,296 |
| Private and unlisted equity securities | 14,418 | 4,375 | (26) | 18,767 |
| | <u>\$ 145,089</u> | <u>\$ 11,000</u> | <u>\$ (26)</u> | <u>\$ 156,063</u> |

Investments in Securities Sold, Not Yet Purchased

Securities sold, not yet purchased, are securities that the Company has sold, but does not own, in anticipation of a decline in the market value of the security. The Company’s risk is that the value of the security will increase rather than decline. Consequently, the settlement amount of the liability for securities sold, not yet purchased, may exceed the amount recorded in the condensed consolidated balance sheet as the Company is obligated to purchase the securities sold, not yet purchased, in the market at prevailing prices to settle its obligations. To establish a position in a security sold, not yet purchased, the Company needs to borrow the security for delivery to the buyer. On each day the transaction is open, the liability for the obligation to replace the borrowed security is marked-to-market and an unrealized gain or loss is recorded. At the time the transaction is closed, the Company realizes a gain or loss equal to the difference between the price at which the security was sold and the cost of replacing the borrowed security. While the transaction is open, the Company will also incur an expense for any dividends or interest which will be paid to the lender of the securities.

At September 30, 2017, the following securities were included in investments in securities sold, not yet purchased:

| | <u>Proceeds</u> | <u>Unrealized gains</u> | <u>Unrealized losses</u> | <u>Fair value</u> |
|---------------------------|---------------------|-------------------------|--------------------------|---------------------|
| | (\$ in thousands) | | | |
| Equities – listed | \$ (646,419) | \$ 27,120 | \$ (173,333) | \$ (792,632) |
| Sovereign debt – Non U.S. | (96,230) | — | (1,139) | (97,369) |
| | <u>\$ (742,649)</u> | <u>\$ 27,120</u> | <u>\$ (174,472)</u> | <u>\$ (890,001)</u> |

At December 31, 2016, the following securities were included in investments in securities sold, not yet purchased:

| | Proceeds | Unrealized gains | Unrealized losses | Fair value |
|---------------------------|---------------------|------------------|---------------------|---------------------|
| | (\$ in thousands) | | | |
| Equities – listed | \$ (690,270) | \$ 30,768 | \$ (110,765) | \$ (770,267) |
| Sovereign debt – Non U.S. | (96,230) | 6,595 | — | (89,635) |
| | <u>\$ (786,500)</u> | <u>\$ 37,363</u> | <u>\$ (110,765)</u> | <u>\$ (859,902)</u> |

Financial Contracts

As of September 30, 2017 and December 31, 2016, the Company had entered into total return equity swaps, interest rate swaps, commodity swaps, options, warrants, rights, futures and forward contracts with various financial institutions to meet certain investment objectives. Under the terms of each of these financial contracts, the Company is either entitled to receive or is obligated to make payments, which are based on the product of a formula contained within each contract that includes the change in the fair value of the underlying or reference security.

At September 30, 2017, the fair values of financial contracts outstanding were as follows:

| Financial Contracts | Listing currency ⁽¹⁾ | Notional amount of underlying instruments | Fair value of net assets (obligations) on financial contracts |
|--|---------------------------------|---|---|
| | | (\$ in thousands) | |
| Financial contracts receivable | | | |
| Call options | USD | 14,008 | \$ 887 |
| Commodity Swaps | USD | 34,190 | 2,392 |
| Interest rate swaps | JPY | 21,286 | 302 |
| Put options ⁽²⁾ | USD | 1,363 | 8 |
| Total return swaps – equities | EUR/RON/USD | 46,686 | 17,037 |
| Warrants and rights on listed equities | EUR/USD | 52 | 18 |
| Total financial contracts receivable, at fair value | | | <u>\$ 20,644</u> |
| Financial contracts payable | | | |
| Commodity Swaps | USD | 17,833 | \$ (104) |
| Forwards | KRW | 12,611 | (124) |
| Futures | USD | 5,773 | (34) |
| Put options | USD | 253 | (42) |
| Total return swaps – equities | BRL/EUR/GBP/KRW/USD | 57,616 | (10,105) |
| Total financial contracts payable, at fair value | | | <u>\$ (10,409)</u> |

⁽¹⁾ USD = US Dollar; BRL = Brazilian Real; EUR = Euro; GBP = British Pound; JPY = Japanese Yen; KRW = Korean Won; RON = Romanian New Leu.

⁽²⁾ Includes options on the Chinese Yuan, denominated in U.S. dollars.

At December 31, 2016, the fair values of financial contracts outstanding were as follows:

| Financial Contracts | Listing currency ⁽¹⁾ | Notional amount of underlying instruments | Fair value of net assets (obligations) on financial contracts |
|--|---------------------------------|---|---|
| (\$ in thousands) | | | |
| Financial contracts receivable | | | |
| Call options | USD | 134,495 | \$ 26,508 |
| Commodity Swaps | USD | 82,009 | 13,506 |
| Interest rate swaps | JPY | 20,490 | 218 |
| Put options ⁽²⁾ | USD | 115,481 | 6,703 |
| Total return swaps – equities | EUR/GBP/USD | 100,199 | 29,413 |
| Warrants and rights on listed equities | EUR/USD | 67 | 33 |
| Total financial contracts receivable, at fair value | | | \$ 76,381 |
| Financial contracts payable | | | |
| Forwards | KRW | 6,880 | \$ (118) |
| Put options | USD | 815 | (172) |
| Total return swaps – equities | EUR/GBP/KRW/RON/USD | 31,257 | (1,947) |
| Total financial contracts payable, at fair value | | | \$ (2,237) |

⁽¹⁾ USD = US Dollar; EUR = Euro; GBP = British Pound; JPY = Japanese Yen; KRW = Korean Won; RON = Romanian New Leu.

⁽²⁾ Includes options on the Japanese Yen and the Chinese Yuan, denominated in U.S. dollars.

Options are derivative financial instruments that give the buyer, in exchange for a premium payment, the right, but not the obligation, to either purchase from (call option) or sell to (put option) the writer, a specified underlying security at a specified price on or before a specified date. The Company enters into option contracts to meet certain investment objectives. For exchange traded option contracts, the exchange acts as the counterparty to specific transactions and therefore bears the risk of delivery to and from counterparties of specific positions.

As of September 30, 2017, the Company held \$0.0 million OTC put options (long) (December 31, 2016: \$6.7 million), \$0.3 million OTC call options (long) (December 31, 2016: \$22.4 million), and \$0.0 million OTC put options (short) (December 31, 2016: \$0.2 million).

During the three and nine months ended September 30, 2017 and 2016, the Company reported gains and losses on derivatives as follows:

| Derivatives not designated as hedging instruments | Location of gains and losses on derivatives recognized in income | Gain (loss) on derivatives recognized in income | | | |
|---|--|---|-----------------|--------------------------------|------------------|
| | | Three months ended September 30 | | Nine months ended September 30 | |
| | | 2017 | 2016 | 2017 | 2016 |
| | | (\$ in thousands) | | | |
| Forwards | Net investment income (loss) | \$ (28) | \$ (116) | \$ 306 | \$ (184) |
| Futures | Net investment income (loss) | (77) | 793 | (480) | 2,086 |
| Interest rate swaps | Net investment income (loss) | 113 | — | 20 | — |
| Options, warrants, and rights | Net investment income (loss) | (6,467) | (2,834) | (18,579) | (5,082) |
| Commodity swaps | Net investment income (loss) | 1,794 | (1,476) | (8,911) | (1,195) |
| Total return swaps – equities | Net investment income (loss) | 12,635 | 7,769 | 12,353 | 21,573 |
| Total | | \$ 7,970 | \$ 4,136 | \$ (15,291) | \$ 17,198 |

The Company generally does not enter into derivatives for risk management or hedging purposes. The volume of derivative activities varies from period to period depending on potential investment opportunities.

For the three and nine months ended September 30, 2017, the Company's volume of derivative activities (based on notional amounts) was as follows:

| Derivatives not designated as hedging instruments (notional amounts) | 2017 | | Three months ended September 30 | | Nine months ended September 30 | |
|--|-------------------|------------------|---------------------------------|-------------------|--------------------------------|--------|
| | Entered | Exited | Entered | Exited | Entered | Exited |
| | (\$ in thousands) | | | | | |
| Forwards | \$ 1,781 | \$ — | \$ 5,421 | \$ — | | |
| Futures | 5,807 | 2,650 | 38,207 | 32,537 | | |
| Options, warrants and rights ⁽¹⁾ | 372,894 | 15,840 | 950,811 | 125,942 | | |
| Commodity swaps | — | 17,729 | 2,025 | 34,317 | | |
| Total return swaps | — | 20,147 | 243,495 | 316,560 | | |
| Total | \$ 380,482 | \$ 56,366 | \$ 1,239,959 | \$ 509,356 | | |

⁽¹⁾ Exited amount excludes derivatives that expired or were exercised during the period.

For the three and nine months ended September 30, 2016, the Company's volume of derivative activities (based on notional amounts) was as follows:

| Derivatives not designated as hedging instruments (notional amounts) | 2016 | | Three months ended September 30 | | Nine months ended September 30 | |
|--|---------------------|---------------------|---------------------------------|---------------------|--------------------------------|--------|
| | Entered | Exited | Entered | Exited | Entered | Exited |
| | (\$ in thousands) | | | | | |
| Forwards | \$ — | \$ 2,950 | \$ — | \$ 3,128 | | |
| Futures | 1,603,250 | 1,578,692 | 1,777,971 | 1,773,858 | | |
| Options, warrants and rights ⁽¹⁾ | 215,008 | 65,625 | 368,547 | 324,327 | | |
| Commodity swaps | — | 6,257 | 75,566 | 70,282 | | |
| Total return swaps | 33,479 | 10,501 | 35,529 | 59,766 | | |
| Total | \$ 1,851,737 | \$ 1,664,025 | \$ 2,257,613 | \$ 2,231,361 | | |

⁽¹⁾ Exited amount excludes derivatives that expired or were exercised during the period.

The Company does not offset its derivative instruments and presents all amounts in the condensed consolidated balance sheets on a gross basis. The Company has pledged cash collateral to derivative counterparties to support the current value of amounts due to the counterparties on its derivative instruments.

As of September 30, 2017, the gross and net amounts of derivative instruments and the cash collateral applicable to derivative instruments were as follows:

| September 30, 2017 | (i) | (ii) | (iii) = (i) - (ii) | (iv) Gross amounts not offset in the balance sheet | | (v) = (iii) + (iv) |
|--------------------------------|--|--|---|--|---|---------------------------------------|
| Description | Gross amounts of recognized assets (liabilities) | Gross amounts offset in the balance sheet | Net amounts of assets (liabilities) presented in the balance sheet | Financial instruments available for offset | Cash collateral (received) pledged | Net amount of asset (liability) |
| (\$ in thousands) | | | | | | |
| Financial contracts receivable | \$ 20,644 | \$ — | \$ 20,644 | \$ (5,509) | \$ (10,695) | \$ 4,440 |
| Financial contracts payable | (10,409) | — | (10,409) | 5,509 | 4,900 | — |

As of December 31, 2016, the gross and net amounts of derivative instruments and the cash collateral applicable to derivative instruments were as follows:

| December 31, 2016 | (i) | (ii) | (iii) = (i) - (ii) | (iv) Gross amounts not offset in the balance sheet | | (v) = (iii) + (iv) |
|--------------------------------|--|--|---|--|---|---------------------------------------|
| Description | Gross amounts of recognized assets (liabilities) | Gross amounts offset in the balance sheet | Net amounts of assets (liabilities) presented in the balance sheet | Financial instruments available for offset | Cash collateral (received) pledged | Net amount of asset (liability) |
| (\$ in thousands) | | | | | | |
| Financial contracts receivable | \$ 76,381 | \$ — | \$ 76,381 | \$ (938) | \$ (44,572) | \$ 30,871 |
| Financial contracts payable | (2,237) | — | (2,237) | 938 | 1,299 | — |

4. DUE TO PRIME BROKERS

As of September 30, 2017, the amount due to prime brokers was comprised of margin-borrowing from prime brokers relating to investments purchased on margin, as well as margin-borrowing for providing collateral to support some of the Company's outstanding letters of credit (see Note 9) and trust accounts. Under term margin agreements and certain letter of credit facility agreements, the Company pledges certain investment securities to borrow cash from the prime brokers. The borrowed cash is placed in a custodial account in the name of the Company and this custodial account provides collateral for any letters of credit issued. Similarly for the trust accounts, the Company may borrow cash from prime brokers which is placed in a trust account for the benefit of the cedent. Since there is no legal right of offset, the Company's liability for the cash borrowed from the prime brokers is included on the condensed consolidated balance sheets as due to prime brokers while the cash held in the custodial account and trust account is included on the condensed consolidated balance sheets as restricted cash and cash equivalents.

As of September 30, 2017, Greenlight Re's investment guidelines (which may be amended from time to time by Greenlight Re's board of directors) allows for up to 15% (GRIL: 5%) net margin leverage for extended periods of time and up to 30% (GRIL: 20%) net margin leverage relating to investing activities for periods of less than 30 days.

5. LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES

There were no significant changes in the actuarial methodology or assumptions relating to the Company's loss and loss adjustment expense reserves for the nine months ended September 30, 2017.

At September 30, 2017 and December 31, 2016, loss and loss adjustment expense reserves were comprised of the following:

| Consolidated | September 30, 2017 | December 31, 2016 |
|---------------------|---------------------------|--------------------------|
| | (\$ in thousands) | |
| Case reserves | \$ 179,911 | \$ 98,815 |
| IBNR | 265,867 | 207,826 |
| Total | \$ 445,778 | \$ 306,641 |

At September 30, 2017 and December 31, 2016, the loss and loss adjustment expense reserves relating to health were \$21.6 million and \$19.0 million, respectively.

A summary of changes in outstanding loss and loss adjustment expense reserves for the nine months ended September 30, 2017 and 2016 is as follows:

| Consolidated | 2017 | 2016 |
|-------------------------------|--------------------------|-------------------|
| | (\$ in thousands) | |
| Gross balance at January 1 | \$ 306,641 | \$ 305,997 |
| Less: Losses recoverable | (2,704) | (3,368) |
| Net balance at January 1 | 303,937 | 302,629 |
| Incurred losses related to: | | |
| Current year | 360,102 | 254,211 |
| Prior years | 19,644 | 29,300 |
| Total incurred | 379,746 | 283,511 |
| Paid losses related to: | | |
| Current year | (130,207) | (126,296) |
| Prior years | (128,937) | (175,126) |
| Total paid | (259,144) | (301,422) |
| Foreign currency revaluation | 2,792 | (4,997) |
| Net balance at September 30 | 427,331 | 279,721 |
| Add: Losses recoverable | 18,447 | 3,220 |
| Gross balance at September 30 | \$ 445,778 | \$ 282,941 |

The changes in the outstanding loss and loss adjustment expense reserves for health claims for the nine months ended September 30, 2017 and 2016 are as follows:

| Health | 2017 | 2016 |
|-------------------------------|--------------------------|-------------|
| | (\$ in thousands) | |
| Gross balance at January 1 | \$ 18,993 | \$ 21,533 |
| Less: Losses recoverable | — | — |
| Net balance at January 1 | 18,993 | 21,533 |
| Incurred losses related to: | | |
| Current year | 33,463 | 20,907 |
| Prior years | 2,949 | (266) |
| Total incurred | 36,412 | 20,641 |
| Paid losses related to: | | |
| Current year | (15,019) | (9,150) |
| Prior years | (18,832) | (11,646) |
| Total paid | (33,851) | (20,796) |
| Foreign currency revaluation | — | — |
| Net balance at September 30 | 21,554 | 21,378 |
| Add: Losses recoverable | — | — |
| Gross balance at September 30 | \$ 21,554 | \$ 21,378 |

For the nine months ended September 30, 2017, the net losses incurred relating to prior accident years increased by \$19.6 million, which primarily related to the following:

- \$4.2 million of adverse loss development associated with motor contracts;
- \$3.0 million of adverse loss development associated with specialty health contracts;
- \$2.9 million of adverse loss development relating to Florida homeowners' insurance contracts, largely driven by "assignment of benefits" issues in the state whereby homeowners assign their rights for filing and settling claims to attorneys and public adjusters; and
- \$2.0 million of adverse loss development due to large claims reported on a surety contract.

The remaining \$7.5 million of adverse development for the nine months ended September 30, 2017, was due to development across various other casualty and multi-line contracts.

For the nine months ended September 30, 2016, the net losses incurred relating to prior periods was \$29.3 million, which primarily related to the following:

- \$19.0 million of losses resulting from the loss portfolio transfer and subsequent novation of the legacy construction defect liabilities;
- \$5.5 million of adverse loss development relating to our Florida homeowners' insurance contracts as a result of deterioration of sinkhole claims and an increase in the practice of "assignment of benefits" whereby homeowners assign their rights for filing and settling claims to attorneys and public adjusters; and
- \$4.5 million of adverse loss development on an excess of loss contract relating to losses resulting from the U.S. sub-prime crisis.

There were no other significant developments of prior period reserves during the nine months ended September 30, 2016.

6. RETROCESSION

The Company, from time to time, purchases retrocessional coverage for one or more of the following reasons: to manage its overall exposure, to reduce its net liability on individual risks, to obtain additional underwriting capacity or to balance its underwriting portfolio. Additionally, retrocession can be used as a mechanism to share the risks and rewards of business written and, therefore, can be used as a tool to align the Company's interests with those of its counterparties. The Company currently has coverage that provides for recovery of a portion of loss and loss expenses incurred on certain contracts. Loss and loss adjustment expense recoverable from the retrocessionaires are recorded as assets.

For the three and nine months ended September 30, 2017, loss and loss adjustment expenses incurred of \$168.9 million and \$379.7 million, respectively (2016: \$81.5 million and \$283.5 million, respectively), reported on the condensed consolidated statements of income are net of loss and loss expenses recovered and recoverable of \$16.0 million and \$15.9 million, respectively (2016: \$0.2 million and \$0.9 million, respectively).

Retrocession contracts do not relieve the Company from its obligations to the insureds. Failure of retrocessionaires to honor their obligations could result in losses to the Company. At September 30, 2017, the Company had losses receivable and loss reserves recoverable of \$17.2 million (December 31, 2016: \$2.2 million) from unrated retrocessionaires which were secured by collateral held by the Company. At September 30, 2017, \$1.2 million (December 31, 2016: \$0.5 million) of losses recoverable were from retrocessionaires rated A- or higher by A.M. Best.

The Company regularly evaluates the financial condition of its retrocessionaires to assess the ability of the retrocessionaires to honor their respective obligations. At September 30, 2017 and December 31, 2016, no provision for uncollectible losses recoverable was considered necessary.

7. SHARE-BASED COMPENSATION

The Company has a stock incentive plan for directors, employees and consultants that is administered by the Compensation Committee of the Board of Directors. The Company's shares authorized for issuance pursuant to the stock incentive plan include 5,000,000 (December 31, 2016: 3,500,000) Class A ordinary shares. On April 26, 2017, the Company's shareholders approved an amendment to the stock incentive plan to increase the number of Class A ordinary shares available for issuance. As of September 30, 2017, 1,281,946 (December 31, 2016: 424,787) Class A ordinary shares remained available for future issuance under the Company's stock incentive plan.

Employee and Director Restricted Shares

As part of its stock incentive plan, the Company issues restricted shares for which the fair value is equal to the price of the Company's Class A ordinary shares on the grant date. Compensation based on the grant date fair market value of the shares is expensed on a straight line basis over the applicable vesting period, net of any estimated forfeitures.

For the nine months ended September 30, 2017, 113,955 (2016: 153,648) restricted Class A ordinary shares were issued to employees pursuant to the Company's stock incentive plan. These shares contain certain restrictions relating to, among other things, vesting, forfeiture in the event of termination of employment and transferability. Each of these restricted shares cliff vest after three years from the date of issuance, subject to the grantee's continued service with the Company. During the vesting period, the holder of the restricted shares retains voting rights and is entitled to any dividends declared by the Company.

For the nine months ended September 30, 2017, the Company also issued to non-employee directors an aggregate of 41,396 (2016: 39,288) restricted Class A ordinary shares as part of their remuneration for services to the Company. Each of these restricted shares issued to non-employee directors contains similar restrictions to those issued to employees and will vest on the earlier of the first anniversary of the date of the share issuance or the Company's next annual general meeting, subject to the grantee's continued service with the Company.

For the nine months ended September 30, 2017, 46,319 (2016: 11,897) restricted shares were forfeited. The restricted shares forfeited during the nine months ended September 30, 2017 related to the Company's former Chief Executive Officer (the "former CEO") who resigned from the Company prior to the expiration of the applicable vesting periods. For the nine months ended September 30, 2017, no stock compensation expense was reversed (2016: \$0.05 million) since the stock compensation relating to the former CEO's restricted shares was previously reversed during the fourth quarter of 2016, when it was deemed likely that these restricted shares would be forfeited.

The following table summarizes the activity for unvested outstanding restricted share awards during the nine months ended September 30, 2017:

| | Number of non-vested restricted shares | Weighted average grant date fair value |
|-------------------------------|---|---|
| Balance at December 31, 2016 | 365,432 | \$ 26.76 |
| Granted | 155,351 | 21.58 |
| Vested | (142,330) | 29.54 |
| Forfeited | (46,319) | 24.61 |
| Balance at September 30, 2017 | <u>332,134</u> | <u>\$ 23.45</u> |

Employee and Director Stock Options

On July 6, 2017, 480,000 Class A ordinary share purchase options were granted to the Company's new Chief Executive Officer, pursuant to his employment contract. These options vest 16.7% each on the anniversary thereof in 2018, 2019, 2020, 2021, 2022 and 2023, and expire 10 years after the grant date. The grant date fair value of these options was \$9.60 per share, based on the Black-Scholes option pricing model.

On August 1, 2017, 19,500 Class A ordinary share purchase options were granted to the Company's former interim Chief Executive Officer, pursuant to his consulting agreement. These options vested 100% on the date of the grant. The grant date fair value of these options was \$9.65 per share based on the Black-Scholes option pricing model.

For the nine months ended September 30, 2016, 57,386 Class A ordinary share purchase options were granted to the Company's former CEO, pursuant to his employment contract. These options expire 10 years after the grant date and vested in full upon his departure on March 31, 2017. The grant date fair value of these options was \$8.71 per share, based on the Black-Scholes option pricing model.

The estimate of expected volatility for options granted during 2016 and 2017 was based on the daily historical trading data of the Company's Class A ordinary shares from the date that these shares commenced trading on May 24, 2007 to the grant date.

The Company uses the Black-Scholes option pricing model to determine the valuation of its options and has applied the assumptions set forth in the following table.

| | 2017 | 2016 |
|--------------------------|-------------|-------------|
| Risk free rate | 2.32% | 1.54% |
| Estimated volatility | 31% | 32% |
| Expected term (in years) | 10 | 10 |
| Dividend yield | 0.0% | 0.0% |
| Forfeiture rate | 0.0% | 0.0% |

For the nine months ended September 30, 2017, 50,000 (2016: 400,000) stock options were exercised by directors or employees resulting in 5,011 (2016: 148,802) Class A ordinary shares issued, net of shares surrendered as a result of the cashless exercise of stock options. When stock options are granted, the Company reduces the corresponding number from the shares authorized for issuance as part of the Company's stock incentive plan.

For the nine months ended September 30, 2017, 71,335 stock options vested, relating to the resignation of the Company's former CEO, which had a weighted average grant date fair value of \$10.51 per share, pursuant to a deed of settlement and release. At September 30, 2017, there was no remaining compensation cost to be recognized in future periods relating to the former CEO's stock options as the expense was recognized in full as of December 31, 2016 when it was deemed likely that the stock options would vest.

Employee and director stock option activity during the nine months ended September 30, 2017 was as follows:

| | Number of options | Weighted average exercise price | Weighted average grant date fair value | Intrinsic value (\$ in millions) | Weighted average remaining contractual term |
|-------------------------------|-------------------|---------------------------------|--|----------------------------------|---|
| Balance at December 31, 2016 | 543,377 | \$ 25.40 | \$ 10.17 | \$ 0.5 | 4.7 years |
| Granted | 522,250 | 21.25 | 9.63 | | |
| Exercised | (50,000) | 19.60 | 10.18 | 0.1 | |
| Balance at September 30, 2017 | 1,015,627 | \$ 23.55 | \$ 9.89 | \$ 0.4 | 7.1 years |

Employee Restricted Stock Units

The Company issues restricted stock units ("RSUs") to certain employees as part of the stock incentive plan. The grant date fair value of the RSUs is equal to the price of the Company's Class A ordinary shares on the grant date. Compensation cost based on the grant date fair market value of the RSUs is expensed on a straight line basis over the vesting period.

For the nine months ended September 30, 2017, 11,559 (2016: 7,444) RSUs were issued to employees pursuant to the Company's stock incentive plan. These shares contain certain restrictions relating to, among other things, vesting, forfeiture in the event of termination of employment and transferability. Each of these RSUs cliff vest after three years from the date of issuance, subject to the grantee's continued service with the Company. On the vesting date, the Company converts each RSU into one Class A ordinary share and issues new Class A ordinary shares from the shares authorized for issuance as part of the Company's stock incentive plan.

For the nine months ended September 30, 2017, no (2016: 11,881) RSUs were forfeited by employees, resulting in no reversal (2016: \$0.2 million) of stock compensation expense.

Employee RSU activity during the nine months ended September 30, 2017 was as follows:

| | Number of non-vested RSUs | Weighted average grant date fair value |
|-------------------------------|---------------------------|--|
| Balance at December 31, 2016 | 15,934 | \$ 27.52 |
| Granted | 11,559 | 21.65 |
| Vested | (4,695) | 32.60 |
| Balance at September 30, 2017 | 22,798 | \$ 23.50 |

For the nine months ended September 30, 2017 and 2016, the general and administrative expenses included stock compensation expense (net of forfeitures) of \$3.3 million and \$3.1 million, respectively, for the expensing of the fair value of stock options, restricted stock and RSUs granted to employees and directors, net of forfeitures.

8. RELATED PARTY TRANSACTIONS

Investment Advisory Agreement

The Company and its reinsurance subsidiaries are party to a joint venture agreement with DME Advisors, LP (“DME Advisors”) under which the Company, its reinsurance subsidiaries and DME Advisors LLC (“DME”) are participants of a joint venture for the purpose of managing certain jointly held assets, as may be amended from time to time (the “venture agreement”). In addition, the Company, its reinsurance subsidiaries and DME have entered into a separate investment advisory agreement with DME Advisors, as may be amended from time to time (the “advisory agreement”). Each of the venture agreement and the advisory agreement became effective January 1, 2017, and will expire on December 31, 2019. Unless terminated in accordance with its respective terms, each agreement will renew automatically for successive three-year periods. DME and DME Advisors are related to the Company and each is an affiliate of David Einhorn, Chairman of the Company’s Board of Directors.

Pursuant to the venture agreement, performance allocation equal to 20% of the net investment income of the Company’s share of the account managed by DME Advisors is allocated, subject to a loss carry forward provision, to DME’s account. The loss carry forward provision requires DME to earn a reduced performance allocation of 10% on net investment income in any year subsequent to the year in which the investment account incurs a loss, until all the losses are recouped and an additional amount equal to 150% of the aggregate investment loss is earned. DME is not entitled to earn a performance allocation in a year in which the investment portfolio incurs a loss. For the three and nine months ended September 30, 2017, \$4.0 million and \$4.0 million performance allocation (2016: \$2.4 million and \$2.4 million) was included in gross investment income.

Pursuant to the advisory agreement, a monthly management fee, equal to 0.125% (1.5% on an annual basis) of the Company’s investment account managed by DME Advisors, is paid to DME Advisors. Included in the net investment income for the three and nine months ended September 30, 2017 were management fees of \$4.4 million and \$13.1 million, respectively (2016: \$4.0 million and \$12.3 million, respectively). The management fees have been fully paid as of September 30, 2017.

Pursuant to the venture and advisory agreements, the Company has agreed to indemnify DME and DME Advisors for any expense, loss, liability, or damage arising out of any claim asserted or threatened in connection with DME Advisors serving as the Company’s investment advisor. The Company will reimburse DME and DME Advisors for reasonable costs and expenses of investigating and/or defending such claims, provided such claims were not caused due to gross negligence, breach of contract or misrepresentation by DME or DME Advisors. For the nine months ended September 30, 2017, there were no indemnification payments payable or paid by the Company.

Green Brick Partners, Inc.

David Einhorn also serves as the Chairman of the Board of Directors of Green Brick Partners, Inc. (“GRBK”), a publicly traded company. As of September 30, 2017, \$34.3 million (December 31, 2016: \$34.8 million) of GRBK listed equities were included on the balance sheet as “equity securities, trading, at fair value”. As of September 30, 2017, the Company, along with certain affiliates of DME Advisors, collectively own 49% of the issued and outstanding common shares of GRBK. Under applicable securities laws, DME Advisors may be limited at times in its ability to trade GRBK shares on behalf of the Company.

Service Agreement

The Company has entered into a service agreement with DME Advisors, pursuant to which DME Advisors provides certain investor relations services to the Company for compensation of five thousand dollars per month (plus expenses). The agreement is automatically renewed annually until terminated by either the Company or DME Advisors for any reason with 30 days’ prior written notice to the other party.

9. COMMITMENTS AND CONTINGENCIES

Letters of Credit and Trusts

At September 30, 2017, the Company had the following letter of credit facilities, which automatically renew each year unless terminated by either party in accordance with the applicable required notice period:

| | Facility (\$ in thousands) | Termination Date | Notice period required for termination |
|-----------------------------------|---|-----------------------------|---|
| Butterfield Bank (Cayman) Limited | \$ 100,000 | June 30, 2018 | 90 days prior to termination date |
| Citibank Europe plc | 400,000 | October 11, 2018 | 120 days prior to termination date |
| JP Morgan Chase Bank N.A. | 100,000 | January 27, 2018 | 120 days prior to termination date |
| | <u>\$ 600,000</u> | | |

On September 26, 2017, the Company provided a notice of cancellation to JP Morgan Chase Bank N.A. to terminate the letter of credit facility of \$100.0 million. The termination will be effective on January 27, 2018. As of September 30, 2017, an aggregate amount of \$155.6 million (December 31, 2016: \$255.4 million) in letters of credit were issued under the above facilities. Under the facilities, the Company provides collateral that may consist of equity securities, restricted cash, and cash and cash equivalents. As of September 30, 2017, total equity securities, restricted cash, and cash and cash equivalents with a fair value in the aggregate of \$165.4 million (December 31, 2016: \$310.9 million) were pledged as collateral against the letters of credit issued (also see Note 4). Each of the facilities contain customary events of default and restrictive covenants, including but not limited to, limitations on liens on collateral, transactions with affiliates, mergers and sales of assets, as well as solvency and maintenance of certain minimum pledged equity requirements, and restricts issuance of any debt without the consent of the letter of credit provider. Additionally, if an event of default exists, as defined in the letter of credit facilities, Greenlight Re will be prohibited from paying dividends to its parent company. The Company was in compliance with all the covenants of each of these facilities as of September 30, 2017 and December 31, 2016.

In addition to the letters of credit, the Company has established regulatory trust arrangements for certain cedents. As of September 30, 2017, collateral of \$289.8 million (December 31, 2016: \$86.4 million) was provided to cedents in the form of regulatory trust accounts.

Operating Lease Obligations

Greenlight Re has entered into lease agreements for office space in the Cayman Islands. Under the terms of the lease agreements, Greenlight Re is committed to annual rent payments ranging from \$0.3 million at inception to \$0.5 million at lease termination. The leases expire on June 30, 2018 and Greenlight Re has the option to renew the leases for a further five-year term. Included in “Schedule of Commitments and Contingencies” below, are the minimum lease payment obligations relating to these leases as of September 30, 2017.

GRIL has entered into a lease agreement for office space in Dublin, Ireland. Under the terms of this lease agreement, GRIL is committed to minimum annual rent payments denominated in Euros approximating €0.1 million until May 2021, and adjusted to the prevailing market rates for each of the two subsequent five-year terms. GRIL has the option to terminate the lease agreement in 2021. Included in “Schedule of Commitments and Contingencies” below, are the net minimum lease payment obligations relating to this lease as of September 30, 2017.

The total rent expense related to leased office space for the three and nine months ended September 30, 2017 was \$0.2 million and \$0.5 million, respectively (2016: \$0.1 million and \$0.4 million, respectively).

Private Equity and Limited Partnerships

From time to time, the Company makes investments in private equity vehicles. As part of the Company’s participation in such private equity investments, the Company may make funding commitments. As of September 30, 2017, the Company had commitments to invest an additional \$7.2 million (December 31, 2016: \$9.2 million) in private equity investments. Included in “Schedule of Commitments and Contingencies” below, are the minimum payment obligations relating to these investments as of September 30, 2017.

Schedule of Commitments and Contingencies

The following is a schedule of future minimum payments required under the above commitments:

| | <u>2017</u> | <u>2018</u> | <u>2019</u> | <u>2020</u> | <u>2021</u> | <u>Thereafter</u> | <u>Total</u> |
|--|-------------------|---------------|---------------|---------------|--------------|-------------------|-----------------|
| | (\$ in thousands) | | | | | | |
| Operating lease obligations | \$ 154 | \$ 388 | \$ 155 | \$ 155 | \$ 58 | \$ — | \$ 910 |
| Private equity and limited partnerships ⁽¹⁾ | 7,214 | — | — | — | — | — | 7,214 |
| | <u>\$ 7,368</u> | <u>\$ 388</u> | <u>\$ 155</u> | <u>\$ 155</u> | <u>\$ 58</u> | <u>\$ —</u> | <u>\$ 8,124</u> |

⁽¹⁾ Given the nature of these investments, the Company is unable to determine with any degree of accuracy when these commitments will be called. Therefore, for purposes of the above table, the Company has assumed that all commitments with no fixed payment schedules will be called during the year ending December 31, 2017.

Litigation

From time to time, in the normal course of business, the Company may be involved in formal and informal dispute resolution procedures, which may include arbitration or litigation, the outcomes of which determine the rights and obligations under the Company's reinsurance contracts and other contractual agreements. In some disputes, the Company may seek to enforce its rights under an agreement or to collect funds owing to it. In other matters, the Company may resist attempts by others to collect funds or enforce alleged rights. While the final outcome of legal disputes cannot be predicted with certainty, the Company does not believe that any existing dispute, when finally resolved, will have a material adverse effect on the Company's business, financial condition or operating results.

10. SEGMENT REPORTING

The Company manages its business on the basis of one operating segment, Property & Casualty Reinsurance. The following tables provide a breakdown of the Company's gross premiums written by line of business and by geographic area of risks insured for the periods indicated:

Gross Premiums Written by Line of Business*

| | Three months ended September 30 | | | | Nine months ended September 30 | | | |
|------------------------|---------------------------------|---------------|-------------------|---------------|--------------------------------|---------------|-------------------|---------------|
| | 2017 | | 2016 | | 2017 | | 2016 | |
| | (\$ in thousands) | | | | | | | |
| Property | | | | | | | | |
| Commercial | \$ 5,336 | 2.9% | \$ 6,768 | 5.3% | \$ 14,068 | 2.5% | \$ 22,068 | 5.7% |
| Motor | 19,772 | 10.9 | 10,316 | 8.1 | 50,211 | 9.1 | 28,416 | 7.3 |
| Personal | 23,774 | 13.1 | 2,872 | 2.2 | 66,023 | 11.9 | 11,307 | 2.9 |
| Total Property | <u>48,882</u> | <u>26.9</u> | <u>19,956</u> | <u>15.6</u> | <u>130,302</u> | <u>23.5</u> | <u>61,791</u> | <u>15.9</u> |
| Casualty | | | | | | | | |
| General Liability | 8,003 | 4.4 | 5,252 | 4.1 | 25,955 | 4.7 | 23,824 | 6.2 |
| Motor | 59,981 | 33.0 | 61,226 | 47.8 | 215,780 | 39.0 | 161,938 | 41.8 |
| Professional | 10,072 | 5.6 | 4,822 | 3.8 | 37,407 | 6.7 | 27,237 | 7.0 |
| Workers' Compensation | 14,817 | 8.2 | 10,057 | 7.8 | 33,226 | 6.0 | 18,414 | 4.8 |
| Total Casualty | <u>92,873</u> | <u>51.2</u> | <u>81,357</u> | <u>63.5</u> | <u>312,368</u> | <u>56.4</u> | <u>231,413</u> | <u>59.8</u> |
| Specialty | | | | | | | | |
| Accident & Health | 22,608 | 12.4 | 11,322 | 8.8 | 57,387 | 10.4 | 44,891 | 11.6 |
| Financial | 13,737 | 7.6 | 11,387 | 8.9 | 38,771 | 7.0 | 31,184 | 8.1 |
| Marine | 1,427 | 0.8 | 2,109 | 1.6 | 5,743 | 1.0 | 7,925 | 2.0 |
| Other | 2,061 | 1.1 | 2,074 | 1.6 | 9,120 | 1.7 | 10,030 | 2.6 |
| Total Specialty | <u>39,833</u> | <u>21.9</u> | <u>26,892</u> | <u>20.9</u> | <u>111,021</u> | <u>20.1</u> | <u>94,030</u> | <u>24.3</u> |
| | <u>\$ 181,588</u> | <u>100.0%</u> | <u>\$ 128,205</u> | <u>100.0%</u> | <u>\$ 553,691</u> | <u>100.0%</u> | <u>\$ 387,234</u> | <u>100.0%</u> |

* During the year ended December 31, 2016, the Company revised its classification of the lines of business. As a result, the gross written premiums in the above table relating to certain lines of business previously reported for the three and nine months ended September 30, 2016 have been reclassified to conform to the current period presentation.

Gross Premiums Written by Geographic Area of Risks Insured

| | Three months ended September 30 | | | | Nine months ended September 30 | | | |
|--------------------------|---------------------------------|---------------|-------------------|---------------|--------------------------------|---------------|-------------------|---------------|
| | 2017 | | 2016 | | 2017 | | 2016 | |
| | (\$ in thousands) | | | | (\$ in thousands) | | | |
| U.S. and Caribbean | \$ 160,173 | 88.2% | \$ 111,926 | 87.3% | \$ 483,945 | 87.4% | \$ 304,187 | 78.6% |
| Worldwide ⁽¹⁾ | 21,237 | 11.7 | 13,887 | 10.8 | 69,315 | 12.5 | 77,554 | 20.0 |
| Europe | 155 | 0.1 | 2,334 | 1.8 | 392 | 0.1 | 5,655 | 1.5 |
| Asia ⁽²⁾ | 23 | — | 58 | 0.1 | 39 | — | (162) | (0.1) |
| | <u>\$ 181,588</u> | <u>100.0%</u> | <u>\$ 128,205</u> | <u>100.0%</u> | <u>\$ 553,691</u> | <u>100.0%</u> | <u>\$ 387,234</u> | <u>100.0%</u> |

⁽¹⁾ “Worldwide” is comprised of contracts that reinsure risks in more than one geographic area and do not specifically exclude the U.S.

⁽²⁾ The negative balance represents reversal of premiums due to premium adjustments, termination of contracts or premium returned upon novation or commutation of contracts.

Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

References to “we,” “us,” “our,” “our company,” or “the Company” refer to Greenlight Capital Re, Ltd. (“GLRE”) and its wholly-owned subsidiaries, Greenlight Reinsurance, Ltd. (“Greenlight Re”), Greenlight Reinsurance Ireland, Designated Activity Company (“GRIL”) and Verdant Holding Company, Ltd. (“Verdant”), unless the context dictates otherwise. References to our “Ordinary Shares” refers collectively to our Class A Ordinary Shares and Class B Ordinary Shares.

The following is a discussion and analysis of our results of operations for the three and nine months ended September 30, 2017 and 2016 and financial condition as of September 30, 2017 and December 31, 2016. The following discussion should be read in conjunction with the audited consolidated financial statements and accompanying notes, which appear in our annual report on Form 10-K for the fiscal year ended December 31, 2016.

Special Note About Forward-Looking Statements

Certain statements in Management’s Discussion and Analysis, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements generally are identified by the words “believe,” “project,” “predict,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the section entitled “Risk Factors” (refer to Part I, Item 1A) contained in our annual report on Form 10-K for the fiscal year ended December 31, 2016. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on the forward looking statements which speak only to the dates on which they were made.

We intend to communicate certain events that we believe may have a material adverse impact on our operations or financial position, including property and casualty catastrophic events and material losses in our investment portfolio, in a timely manner through a public announcement. Other than as required by the Exchange Act, we do not intend to make public announcements regarding reinsurance or investment events that we do not believe, based on management’s estimates and current information, will have a material adverse impact on our operations or financial position.

General

We are a global specialty property and casualty reinsurer, headquartered in the Cayman Islands, with a reinsurance and investment strategy that we believe differentiates us from most of our competitors. Our goal is to build long-term shareholder value by providing risk management products and services to the insurance, reinsurance and other risk marketplaces. We focus on delivering risk solutions to clients and brokers who value our expertise, analytics and customer service offerings.

We aim to complement our underwriting results with a non-traditional investment approach in order to achieve higher rates of return over the long term than reinsurance companies that employ more traditional investment strategies. We manage our investment portfolio according to a value-oriented philosophy, in which we take long positions in perceived undervalued securities and short positions in perceived overvalued securities.

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

Segments

We manage our business on the basis of one operating segment, property and casualty reinsurance, in accordance with the qualitative and quantitative criteria established by U.S. GAAP. Within the property and casualty reinsurance segment, we analyze our underwriting operations using two categories:

- frequency business; and
- severity business.

Frequency business is generally characterized as contracts containing a potentially large number of small losses emanating from multiple events. Clients generally buy this protection to increase their own underwriting capacity and typically select a reinsurer based upon the reinsurer's financial strength, service and expertise. We expect the results of frequency business to be less volatile than those of severity business from period to period due to greater predictability. We also expect that over time the profit margins and return on equity of our frequency business will be lower than those of our severity business.

Severity business is generally characterized as contracts with the potential for significant losses emanating from one event or multiple events. Clients generally buy this protection to remove volatility from their balance sheets, and accordingly, we expect the results of severity business to be volatile from period to period. However, over the long term, we also expect that our severity business will generate higher profit margins and return on equity than those of our frequency business.

Outlook and Trends

The property and casualty reinsurance industry historically has been cyclical in nature, owing to fluctuations in the supply of capital. Much of the the global property and casualty reinsurance marketplace has experienced an extended period of rate pressure and reductions with increased focus on expenses at all points in the risk placement chain. Certain participants in the industry have attempted to mitigate rate pressure and rate reductions by increasing scale but we believe that throughout the industry there is an ongoing focus on lessening internal expenses as a source of efficiency.

In addition to the foregoing, we note that during the third quarter of 2017, the industry suffered significant losses from natural catastrophes, in particular hurricanes Harvey, Irma and Maria and, to a lesser extent, the Mexican earthquake and hurricane Nate. We believe that losses from these natural catastrophes will have some impact on capital levels, and therefore, a favorable impact on rates for property catastrophe business. We expect that changes in property catastrophe business may expose weak pricing conditions in certain non-catastrophe lines of business and while this may potentially result in somewhat improved conditions in those non-catastrophe classes, it remains conceivable that large capital injections could hinder meaningful rate improvements. Notwithstanding, we do not believe that for the foreseeable future the pressure to contain and reduce internal expenses will abate.

Compared to a majority of our peers, we are small and with minimal overhead expenses. We believe that our expense efficiency, agility and existing relationships give us a competitive advantage and will allow us to participate in lines of business that fit within our strategy. In addition to our existing lines of business, we intend to seek opportunities in additional classes of business that we believe will generate favorable returns on equity over the long term, including participation where we are not the lead underwriter.

During the first nine months of 2017, the composition of our reinsurance portfolio was in line with expectations. Our gross premiums written during the first nine months of 2017 increased by 43.0% from the same period in 2016. We will continue to monitor market conditions in order to best position ourselves to participate in future under-served or capacity-constrained markets as they arise. Our underlying results and product line concentrations may vary, perhaps significantly, from one period to the next, and thus our results to date are not necessarily indicative of future portfolio shape and performance.

Our investment portfolio had a net long exposure of 38.9% as of September 30, 2017. Our goal for 2017 is to protect capital in an uncertain environment and to find investment opportunities on both our long and short portfolios that we believe will generate adequate risk adjusted returns. Despite the recent U.S. Federal Reserve interest rate increases, we believe monetary policy remains very accommodative globally. Additionally, there are many global economic, investment and political uncertainties and risks that may impact our business. Given the uncertainties, for the foreseeable future we expect to maintain comparatively lower net equity exposures and to hold a significant position in gold and other macro positions.

Critical Accounting Policies

Our condensed consolidated financial statements contain certain amounts that are inherently subjective in nature and have required management to make assumptions and best estimates to determine reported values. If certain factors, including

those described in “Part I. Item IA. — Risk Factors” included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, cause actual events or results to differ materially from our underlying assumptions or estimates, there could be a material adverse effect on our results of operations, financial condition or liquidity. We believe that the critical accounting policies set forth in our annual report on Form 10-K for the fiscal year ended December 31, 2016 affect the more significant estimates used in the preparation of our condensed consolidated financial statements. These accounting policies pertain to premium revenues and risk transfer, valuation of investments, loss and loss adjustment expense reserves, acquisition costs, bonus accruals and share-based payments.

Recently issued accounting standards and their impact to the Company, if any, are presented under “Recent Accounting Pronouncements” in Note 2 of the accompanying condensed consolidated financial statements.

Key Financial Measures and Non-GAAP Measures

In addition to the consolidated financial statements, management uses certain key financial measures, some of which are not prescribed under U.S. GAAP rules and standards (“non-GAAP financial measures”), to evaluate our financial performance and the overall growth in shareholder value. Generally, a non-GAAP financial measure, as defined in SEC Regulation G, is a numerical measure of a company’s historical or future financial performance, financial position, or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with U.S. GAAP. Management believes that these measures, which may be calculated or defined differently by other companies, provide a consistent and comparable measure of performance of its businesses to help shareholders understand performance trends and allow for a more complete understanding of the Company’s business. Non-GAAP financial measures should not be viewed as a substitute for those determined in accordance with U.S. GAAP. The key non-GAAP financial measures used in this report are:

- Basic adjusted book value per share;
- Fully diluted adjusted book value per share; and
- Net underwriting income (loss).

Basic Adjusted Book Value Per Share and Fully Diluted Adjusted Book Value Per Share

We believe that long-term growth in fully diluted adjusted book value per share is the most relevant measure of our financial performance because it provides management and investors a yardstick by which to monitor the shareholder value generated. In addition, we believe fully diluted adjusted book value per share may be useful to our investors, shareholders and other interested parties to form a basis of comparison with other companies within the property and casualty reinsurance industry.

Basic adjusted book value per share is considered a non-GAAP financial measure because it excludes from the total equity the non-controlling interest in a joint venture. Fully diluted adjusted book value per share is also considered a non-GAAP financial measure and represents basic adjusted book value per share combined with the impact from dilution of all in-the-money stock options and RSUs issued and outstanding as of any period end. We adjust the total equity by excluding the non-controlling interest in a joint venture because it does not reflect the equity attributable to our shareholders. Basic adjusted book value per share and fully diluted adjusted book value per share should not be viewed as substitutes for the comparable U.S. GAAP measures.

The following table presents a reconciliation of the non-GAAP financial measures basic adjusted and fully diluted adjusted book value per share to the most comparable U.S. GAAP measure.

| | September 30, 2017 | June 30, 2017 | March 31, 2017 | December 31, 2016 | September 30, 2016 |
|--|-------------------------------|--------------------------|---------------------------|------------------------------|-------------------------------|
| (\$ in thousands, except per share and share amounts) | | | | | |
| Numerator for basic adjusted and fully diluted adjusted book value per share: | | | | | |
| Total equity (U.S. GAAP) | \$ 885,730 | \$ 863,884 | \$ 901,163 | \$ 891,687 | \$ 838,550 |
| Less: Non-controlling interest in joint venture | (18,225) | (17,147) | (17,697) | (17,445) | (14,345) |
| Numerator basic adjusted book value per share | 867,505 | 846,737 | 883,466 | 874,242 | 824,205 |
| Add: Proceeds from in-the-money stock options issued and outstanding | 14,028 | 4,000 | 4,245 | 2,120 | 2,405 |
| Numerator for fully diluted adjusted book value per share | \$ 881,533 | \$ 850,737 | \$ 887,711 | \$ 876,362 | \$ 826,610 |
| Denominator for basic adjusted and fully diluted adjusted book value per share: | | | | | |
| Ordinary shares issued and outstanding (denominator for basic adjusted book value per share) | 37,348,753 | 37,367,094 | 37,438,658 | 37,366,327 | 37,358,513 |
| Add: In-the-money stock options and RSUs issued and outstanding | 687,351 | 217,684 | 230,184 | 123,320 | 144,914 |
| Denominator for fully diluted adjusted book value per share | 38,036,104 | 37,584,778 | 37,668,842 | 37,489,647 | 37,503,427 |
| Basic adjusted book value per share | \$ 23.23 | \$ 22.66 | \$ 23.60 | \$ 23.40 | \$ 22.06 |
| Fully diluted adjusted book value per share | 23.18 | 22.64 | 23.57 | 23.38 | 22.04 |

Net Underwriting Income (Loss)

One way that management evaluates the Company's underwriting performance is through the measurement of net underwriting income (loss). We do not use premiums written as a measure of performance. Net underwriting income (loss) is a performance measure used by management as it measures the underlying fundamentals of the Company's underwriting operations. Management believes that the use of net underwriting income (loss) enables investors and other users of the Company's financial information to analyze its performance in a manner similar to how management analyzes performance. Management also believes that this measure follows industry practice and, therefore, allows the users of financial information to compare the Company's performance with its industry peer group.

Net underwriting income (loss) is considered a non-GAAP financial measure because it excludes items used in the calculation of net income before taxes under U.S. GAAP. The measure includes underwriting expenses which are directly related to underwriting activities as well as an allocation of other general and administrative expenses. Net underwriting income (loss) is calculated as net premiums earned, less net loss and loss adjustment expenses incurred, less, acquisition costs and less underwriting expenses. The measure excludes, on a recurring basis: (1) net investment income; (2) any foreign exchange gains or losses; (3) corporate general and administrative expenses; (4) other income (expense) not related to underwriting; and (5) income taxes and income attributable to non-controlling interest. We exclude net investment income and foreign exchange gains or losses as we believe these are influenced by market conditions and other factors not related to underwriting decisions. We exclude corporate general and administrative expenses because these expenses are generally fixed and not incremental to or directly related to our underwriting operations. We believe all of these amounts are largely independent of our underwriting process and including them distorts the analysis of trends in our underwriting operations. We include other income and expense relating to deposit accounted contracts and industry loss warranty contracts which we believe are part of our underwriting operations and should be reflected in our underwriting income (loss). Net underwriting income (loss) should not be viewed as a substitute for U.S. GAAP net income.

The reconciliations of net underwriting income (loss) to income (loss) before income taxes (the most directly comparable U.S. GAAP financial measure) on a consolidated basis is shown below:

| | Three months ended September 30 | | Nine months ended September 30 | |
|---------------------------------|---------------------------------|-----------|--------------------------------|-------------|
| | 2017 | 2016 | 2017 | 2016 |
| | (\$ in thousands) | | | |
| Income (loss) before income tax | \$ 21,018 | \$ 31,297 | \$ (6,549) | \$ (3,101) |
| Add (subtract): | | | | |
| Investment (income) loss | (63,976) | (32,945) | (36,445) | (23,326) |
| Other (income) expense | 397 | 192 | 101 | 181 |
| Corporate expenses | 4,050 | 2,083 | 8,995 | 6,043 |
| Net underwriting income (loss) | \$ (38,511) | \$ 627 | \$ (33,898) | \$ (20,203) |

Results of Operations

Three and nine months ended September 30, 2017 and 2016

Our primary financial goal is to increase the long-term value in fully diluted adjusted book value per share.

For the three months ended September 30, 2017, the fully diluted adjusted book value per share increased by \$0.54 per share, or 2.4%, to \$23.18 per share from \$22.64 per share at June 30, 2017. For the three months ended September 30, 2017, the basic adjusted book value per share increased by \$0.57 per share, or 2.5%, to \$23.23 per share from \$22.66 per share at June 30, 2017.

For the three months ended September 30, 2017, we reported net income of \$19.9 million, compared to net income of \$30.0 million reported for the same period in 2016. The net underwriting loss for the three months ended September 30, 2017 was \$38.5 million, compared to a net underwriting income of \$0.6 million for the same period in 2016. The underwriting loss for the three months ended September 30, 2017 was primarily due to catastrophe losses from hurricanes Harvey, Irma and Maria and the Mexican earthquakes which accounted for \$37.9 million of the loss during the period. For the three months ended September 30, 2017, our overall composite ratio (the sum of losses incurred and acquisition costs, as a percentage of premiums earned) was 119.8%, compared to 95.1% during the same period in 2016. Catastrophe losses during the quarter added 21.9 points onto our composite ratio for the quarter. Our net investment income for the three months ended September 30, 2017 was \$64.0 million, compared to net investment income of \$32.9 million reported for the same period in 2016. Our investment portfolio managed by DME Advisors, LP reported a gain of 5.5% for the three months ended September 30, 2017, compared to a gain of 3.1% for the same period in 2016. General and administrative expenses for the three months ended September 30, 2017 were \$8.2 million, compared to \$6.9 million for the three months ended September 30, 2016. The increase in general and administrative expenses was primarily due to non-recurring corporate expenses primarily relating to consulting and professional fees during the period, compared to the same period in 2016.

For the nine months ended September 30, 2017, the fully diluted adjusted book value per share decreased by \$0.20 per share, or 0.9%, to \$23.18 per share from \$23.38 per share at December 31, 2016. For the nine months ended September 30, 2017, the basic adjusted book value per share decreased by \$0.17 per share, or 0.7%, to \$23.23 per share from \$23.40 per share at December 31, 2016.

For the nine months ended September 30, 2017, we reported a net loss of \$7.2 million, compared to a net loss of \$4.3 million reported for the same period in 2016. The net underwriting loss for the nine months ended September 30, 2017 was \$33.9 million, compared to an underwriting loss of \$20.2 million reported for the same period in 2016. The increase in the underwriting loss for the nine months ended September 30, 2017 was primarily due to \$37.9 million of net catastrophe losses from hurricanes Harvey, Irma and Maria and the Mexican earthquakes during the period. For the nine months ended September 30, 2017, our composite ratio was 104.4%, compared to 101.9% during the same period in 2016. Catastrophe losses during 2017 added 7.8 points onto our composite ratio for the year. Our net investment income for the nine months ended September 30, 2017 was \$36.4 million, compared to net investment income of \$23.3 million reported for the same period in 2016. Our investment portfolio reported a gain of 2.9% for the nine months ended September 30, 2017, compared to a gain of 2.1% for the same period in 2016. General and administrative expenses for the nine months ended September 30, 2017 increased to \$21.3

million from \$18.9 million for the nine months ended September 30, 2016, primarily due to non-recurring corporate expenses primarily relating to consulting and professional fees.

Gross Premiums Written

Details of gross premiums written are provided in the following table:

| | Three months ended September 30 | | | | Nine months ended September 30 | | | |
|-----------|---------------------------------|--------|------------|--------|--------------------------------|--------|------------|--------|
| | 2017 | | 2016 | | 2017 | | 2016 | |
| | (\$ in thousands) | | | | (\$ in thousands) | | | |
| Frequency | \$ 163,710 | 90.2% | \$ 118,421 | 92.4% | \$ 513,504 | 92.7% | \$ 353,757 | 91.4% |
| Severity | 17,878 | 9.8 | 9,784 | 7.6 | 40,187 | 7.3 | 33,477 | 8.6 |
| Total | \$ 181,588 | 100.0% | \$ 128,205 | 100.0% | \$ 553,691 | 100.0% | \$ 387,234 | 100.0% |

As a result of our underwriting philosophy, our reported quarterly premiums written may be volatile. Additionally, the composition of premiums written between frequency and severity business may vary from period to period depending on the specific market opportunities that we pursue.

For the three months ended September 30, 2017, the increase in gross premiums written of \$53.4 million, or 41.6%, was primarily related to frequency business. For the three months ended September 30, 2017, our frequency gross premiums written increased by \$45.3 million, or 38.2%. The notable changes in frequency gross premiums written for the three months ended September 30, 2017 were as follows:

| Frequency Gross Premiums Written | | |
|---------------------------------------|---|--|
| Three months ended September 30, 2017 | | |
| Increase (decrease) (\$ in millions) | Line of business | Explanation |
| \$13.4 | Property - Personal | Increase was primarily attributable to the new homeowners' property contract entered during the fourth quarter of 2016. |
| \$11.3 | Specialty - Health | Increase was primarily due to growth in the volume of underlying policies on existing employer medical stop-loss contracts, and to a lesser extent, due to new employer medical stop-loss contracts entered during the past twelve months. |
| \$7.8 | Motor liability and motor physical damage | Increase was primarily due to growth in the volume of underlying policies on existing private passenger motor contracts, and to a lesser extent, due to new private passenger contracts entered during the past twelve months. |
| \$5.4 | Casualty - Professional | Increase was primarily due to growth in the volume of underlying policies on an existing multi-line casualty contract. |
| \$4.8 | Casualty - Workers' Compensation | Increase was primarily due to new contracts written during 2017. |
| \$4.4 | Casualty - General Liability | Increase was primarily due to growth in the volume of underlying policies on an existing multi-line casualty contract. |

For the nine months ended September 30, 2017, our gross premiums written increased by \$166.5 million, or 43.0%, compared to the same period in 2016. For the nine months ended September 30, 2017, our frequency gross premiums written increased by \$159.7 million, or 45.2%, compared to the same period in 2016. The notable changes in frequency gross premiums for the nine months ended September 30, 2017 were as follows:

| Frequency Gross Premiums Written | | |
|---|---|---|
| Nine months ended September 30, 2017 | | |
| Increase (decrease) (\$ in millions) | Line of business | Explanation |
| \$75.2 | Motor liability and motor physical damage | Increase was primarily due to growth in the volume of underlying policies on existing private passenger motor contracts, and to a lesser extent, due to new private passenger contracts entered during the past twelve months. |
| \$40.0 | Property - Personal | Increase was primarily attributable to the new homeowners' property contract entered during the fourth quarter of 2016. |
| \$14.8 | Casualty - Workers' Compensation | Increase was primarily due to new contracts written during the past twelve months. |
| \$12.5 | Specialty - Health | Increase was partially due to growth in the volume of underlying policies on existing employer medical stop-loss contracts, and partially due to new specialty health contracts entered during the past twelve months. |
| \$11.3 | Casualty - Professional | The comparative period's gross premiums written included reversal of premiums relating to a solicitors' professional indemnity contract that was terminated in 2016. Excluding this contract, the professional line gross premiums written increased by \$6.2 million primarily due to growth in the volume of underlying policies on an existing multi-line casualty contract. |
| \$6.7 | Casualty - General Liability | Increase was primarily due to growth in the volume of underlying policies on an existing multi-line casualty contract. |

For the three months ended September 30, 2017, severity gross premiums written increased by \$8.1 million, or 82.7%, compared to the same period in 2016. The notable changes in severity gross premiums written for the three months ended September 30, 2017 were as follows:

| Severity Gross Premiums Written | | |
|---|------------------------------------|--|
| Three months ended September 30, 2017 | | |
| Increase (decrease) (\$ in millions) | Line of business | Explanation |
| \$7.1 | Property - Personal and Commercial | Increase was primarily due to reinstatement premiums recorded during the period resulting from natural catastrophe losses on excess of loss and quota share catastrophe contracts. |
| \$2.7 | Financial | Increase was primarily due to a new transactional liability contract bound during the fourth quarter of 2016. |
| \$(1.6) | Casualty - General Liability | Decrease was primarily due to a casualty general liability contract not renewed during the period. |

For the nine months ended September 30, 2017, severity gross premiums written increased by \$6.7 million, or 20.0%, compared to the same period in 2016. The notable changes in severity gross premiums for the nine months ended September 30, 2017 were as follows:

| Severity Gross Premiums Written | | |
|---|--|--|
| Nine months ended September 30, 2017 | | |
| Increase (decrease) (\$ in millions) | Line of business | Explanation |
| \$9.4 | Property - Personal and Commercial | Increase was primarily due to new excess of loss catastrophe contracts written during the period as well as reinstatement premiums recorded during the period resulting from natural catastrophe losses on excess of loss and quota share catastrophe contracts. |
| \$6.5 | Financial | Increase was primarily due to a new transactional liability contract bound during the fourth quarter of 2016. |
| \$(3.8) | Specialty - Marine & Other | Decrease in premiums relating to an excess of loss contract not renewed during 2017. |
| \$(4.6) | Casualty - General Liability | Decrease due to an excess of loss casualty general liability contract not renewed during the period. |

Premiums Ceded

For the three and nine months ended September 30, 2017, premiums ceded were \$7.9 million and \$13.9 million, respectively, compared to \$2.1 million and \$7.7 million, respectively, for the three and nine months ended September 30, 2016. The increase in premiums ceded for the three and nine months ended September 30, 2017 was primarily due to a quota share retrocession contract entered into during the third quarter of 2017 in order to cede a portion of the private passenger automobile exposure. In general, we seek to use retrocessional coverage to manage our net portfolio exposure, to leverage areas of expertise and to improve our strategic position in meeting the needs of clients and brokers.

Net Premiums Written

Details of net premiums written are provided in the following table:

| | Three months ended September 30 | | | | Nine months ended September 30 | | | |
|-----------|--|---------------|-------------------|---------------|---------------------------------------|---------------|-------------------|---------------|
| | 2017 | | 2016 | | 2017 | | 2016 | |
| | (\$ in thousands) | | | | (\$ in thousands) | | | |
| Frequency | \$ 156,703 | 90.2% | \$ 116,302 | 92.2% | \$ 501,511 | 92.9% | \$ 347,509 | 91.6% |
| Severity | 16,954 | 9.8 | 9,784 | 7.8 | 38,300 | 7.1 | 31,977 | 8.4 |
| Total | <u>\$ 173,657</u> | <u>100.0%</u> | <u>\$ 126,086</u> | <u>100.0%</u> | <u>\$ 539,811</u> | <u>100.0%</u> | <u>\$ 379,486</u> | <u>100.0%</u> |

The change in net premiums written is the net result of the changes in gross premiums written and premiums ceded as explained above.

Net Premiums Earned

Net premiums earned reflect the pro-rata inclusion into income of net premiums written over the risk period of the reinsurance contracts. Details of net premiums earned are provided in the following table:

| | Three months ended September 30 | | | | Nine months ended September 30 | | | |
|-----------|---------------------------------|--------|------------|--------|--------------------------------|--------|------------|--------|
| | 2017 | | 2016 | | 2017 | | 2016 | |
| | (\$ in thousands) | | | | (\$ in thousands) | | | |
| Frequency | \$ 156,121 | 90.4% | \$ 103,448 | 91.7% | \$ 451,143 | 93.0% | \$ 347,011 | 92.2% |
| Severity | 16,572 | 9.6 | 9,344 | 8.3 | 33,776 | 7.0 | 29,475 | 7.8 |
| Total | \$ 172,693 | 100.0% | \$ 112,792 | 100.0% | \$ 484,919 | 100.0% | \$ 376,486 | 100.0% |

Premiums relating to quota share contracts and excess of loss contracts are earned over the contract period in proportion to the period of protection. Similarly, incoming unearned premiums are earned in proportion to the remaining period of protection.

For the three months ended September 30, 2017, the frequency net premiums earned increased by \$52.7 million, or 50.9%. The notable changes in frequency net premiums earned for the three months ended September 30, 2017 were as follows:

| Frequency Net Premiums Earned | | |
|---------------------------------------|---|--|
| Three months ended September 30, 2017 | | |
| Increase (decrease) (\$ in millions) | Line of business | Explanation |
| \$19.5 | Motor liability and motor physical damage | Increase was primarily due to growth in the volume of underlying policies on existing private passenger motor contracts, and to a lesser extent, due to new private passenger contracts entered during the past twelve months. |
| \$13.2 | Property - Personal | Increase was primarily attributable to the new homeowners' property contract entered during the fourth quarter of 2016. |
| \$7.0 | Casualty - Workers' Compensation | Increase was primarily due to new contracts written during the past twelve months. |
| \$6.5 | Casualty - Professional and General Liability | Increase was primarily due to growth in the volume of underlying policies on an existing multi-line casualty contract. |
| \$6.5 | Specialty - Health | Increase was partially due to growth in the volume of underlying policies on existing employer medical stop-loss contracts. |

For the nine months ended September 30, 2017, the frequency net premiums earned increased by \$104.1 million, or 30.0%, compared to the same period in 2016. The notable changes in frequency net premiums earned for the nine months ended September 30, 2017 were as follows:

| Frequency Net Premiums Earned | | |
|---|---|---|
| Nine months ended September 30, 2017 | | |
| Increase (decrease) (\$ in millions) | Line of business | Explanation |
| \$62.9 | Motor liability and motor physical damage | Increase was primarily due to growth in the volume of underlying policies on existing private passenger motor contracts, and to a lesser extent, due to new private passenger contracts entered during the past twelve months. |
| \$14.9 | Property - Personal | Increase was primarily attributable to the new homeowners' property contract entered during the fourth quarter of 2016. The increase was partially offset by decreases relating to Florida homeowners' property quota share contracts that were terminated during 2016. |
| \$12.5 | Casualty - Workers' Compensation | Increase was primarily due to growth in the volume of underlying policies, and to a lesser extent, due to new workers' compensation contracts entered during the past twelve months. |
| \$6.7 | Specialty - Financial | Increase was primarily due to a new financial lines quota share contract and mortgage insurance contract bound during the past twelve months. The increase was partially offset by a surety contract that was not renewed during 2017. |
| \$4.6 | Casualty - General Liability | Increase was primarily due to growth in the volume of underlying policies on existing multi-line casualty contracts. |

For the three months ended September 30, 2017, severity net premiums earned increased by \$7.2 million, or 77.4%, compared to the same period in 2016. The notable changes in severity net premiums earned for the three months ended September 30, 2017 were as follows:

| Severity Net Premiums Earned | | |
|---|------------------------------------|---|
| Three months ended September 30, 2017 | | |
| Increase (decrease) (\$ in millions) | Line of business | Explanation |
| \$7.1 | Property - Personal and Commercial | Increase was primarily due to reinstatement premiums earned on catastrophe exposed quota share and excess of loss contracts. On excess of loss contracts that incurred a full limit loss during the period and coverage was contractually reinstated, the original premiums were also earned in full during the period. |
| \$2.1 | Financial | Increase was primarily due to a new transactional liability contract bound during the fourth quarter of 2016. |
| \$(1.4) | Specialty - Marine & Other | Decrease in premiums relating to an excess of loss contract not renewed during 2017. |

For the nine months ended September 30, 2017, the severity net premiums earned increased by \$4.3 million, or 14.6%, compared to the same period in 2016. The notable changes in severity net premiums earned for the nine months ended September 30, 2017 were as follows:

Severity Net Premiums Earned

Nine months ended September 30, 2017

| Increase (decrease) (\$ in millions) | Line of business | Explanation |
|--|--|--|
| \$7.2 | Property - Personal and Commercial | Increase was primarily due to reinstatement premiums recorded during the period resulting from natural catastrophe losses on excess of loss and quota share catastrophe contracts. |
| \$3.5 | Financial | Increase was relating to a new transactional liability contract bound during the fourth quarter of 2016. |
| \$(1.9) | General Liability | Decrease was primarily due to an excess of loss casualty general liability contract not renewed during the period. |
| \$(1.7) | Professional Liability | Decrease was primarily due to additional premiums that were included in the comparative period, triggered by a full limit loss on a excess of loss contract. |
| \$(3.1) | Specialty - Marine & Other | Decrease in premiums was relating to an excess of loss contract not renewed during 2017. |

Loss and Loss Adjustment Expenses Incurred, Net

Net losses incurred include losses paid and changes in loss reserves, including reserves for IBNR, net of actual and estimated loss recoverables. Details of net losses incurred are provided in the following table:

| | Three months ended September 30 | | | | Nine months ended September 30 | | | |
|--------------|---------------------------------|---------------|------------------|---------------|--------------------------------|---------------|-------------------|---------------|
| | 2017 | | 2016 | | 2017 | | 2016 | |
| | (\$ in thousands) | | | | | | | |
| Frequency | \$ 126,302 | 74.8% | \$ 78,160 | 95.9% | \$ 330,937 | 87.1% | \$ 264,980 | 93.5% |
| Severity | 42,616 | 25.2 | 3,307 | 4.1 | 48,809 | 12.9 | 18,531 | 6.5 |
| Total | \$ 168,918 | 100.0% | \$ 81,467 | 100.0% | \$ 379,746 | 100.0% | \$ 283,511 | 100.0% |

We establish reserves for each contract based on estimates of the ultimate cost of all losses, including losses incurred but not reported. These estimated ultimate reserves are based on reports received from ceding companies, industry data and historical experience as well as our own actuarial and judgmental estimates. Quarterly, we review these estimates on a contract by contract basis and adjust them as we deem appropriate to reflect our best estimates based on updated information and our internal actuarial estimates. We expect losses incurred on our severity business to be volatile depending on the frequency and magnitude of catastrophic events from year to year.

For the three months ended September 30, 2017, the total losses incurred on frequency contracts increased by \$48.1 million, or 61.6%. The losses incurred on frequency contracts for the three months ended September 30, 2017 included \$8.7 million of catastrophe losses on various quota share contracts relating to hurricanes Harvey, Irma and Maria and the Mexican earthquakes. Excluding this non-recurring loss, the increase in losses incurred on frequency contracts for the three months ended September 30, 2017, was \$39.4 million, or 50.4%, which is consistent with the increase in premiums earned during the three months ended September 30, 2017.

For the nine months ended September 30, 2017, the total net losses incurred on frequency contracts increased by \$66.0 million, or 24.9%, compared to the same period in 2016. The total net losses incurred on frequency contracts for both periods included some non-recurring losses. The losses incurred on frequency contracts for the nine months ended September 30, 2017 included \$8.7 million of catastrophe losses incurred on quota share contracts due to hurricanes Harvey, Irma and Maria and the Mexican earthquakes. The losses incurred for the comparative period in 2016, included \$19.0 million of losses incurred relating to contracts exposed to construction defects. Excluding the non-recurring losses incurred during both the current and the comparative period, the increase in losses incurred on frequency contracts for the nine months ended September 30, 2017, was \$76.3 million, or 31.0%, which is consistent with the increase in premiums earned during the nine months ended September 30, 2017.

For the three months ended September 30, 2017, the losses incurred on severity contracts increased by \$39.3 million compared to the same period in 2016. For the nine months ended September 30, 2017, the losses incurred on severity contracts increased by \$30.3 million compared to the same period in 2016. For the three and nine months ended September 30, 2017, the increase in severity losses incurred was primarily due to \$36.2 million of catastrophe losses incurred relating to hurricanes Harvey, Irma and Maria and the Mexican earthquakes, compared to the same periods in 2016.

Losses incurred as a percentage of premiums earned (referred to as the loss ratio) fluctuates based on the mix of business, and any favorable or adverse loss development on our larger contracts. The loss ratios for the three and nine months ended September 30, 2017 and 2016, were as follows:

| | Three months ended September 30 | | Nine months ended September 30 | |
|-----------|---------------------------------|-------|--------------------------------|-------|
| | 2017 | 2016 | 2017 | 2016 |
| Frequency | 80.9% | 75.6% | 73.4% | 76.4% |
| Severity | 257.2% | 35.4% | 144.5% | 62.9% |
| Total | 97.8% | 72.2% | 78.3% | 75.3% |

We expect our severity loss ratio to vary, sometimes significantly, based on catastrophe events and changes in the mix of business between catastrophe and non-catastrophe business and quota share and excess of loss contracts.

The noteworthy changes in frequency and severity loss ratios for the three months ended September 30, 2017 were as follows:

Notable Frequency Loss Ratio Changes

Three months ended September 30, 2017

Explanation

- Losses from natural catastrophe events, including hurricanes Harvey, Irma and Maria and the Mexican earthquakes, contributed 5.5 loss ratio points to the frequency loss ratio for the three months ended September 30, 2017. Excluding the losses relating to these hurricanes, the frequency loss ratio was 75.4%.

Notable Severity Loss Ratio Changes

Three months ended September 30, 2017

Explanation

- Losses from natural catastrophe events, including hurricanes Harvey, Irma and Maria and the Mexican earthquakes, contributed 204.0 loss ratio points to the severity loss ratio for the three months ended September 30, 2017. Excluding the losses relating to these hurricanes, the severity loss ratio was 53.2%.
- Excluding the catastrophe losses, the increase in loss ratio was due to deterioration on a multi-line quota share contract.

The noteworthy changes in frequency and severity loss ratios for the nine months ended September 30, 2017 were as follows:

Notable Frequency Loss Ratio Changes

Nine months ended September 30, 2017

Explanation

- Losses from natural catastrophe events including hurricanes Harvey, Irma and Maria and the Mexican earthquakes contributed 2.0 loss ratio points to the frequency loss ratio for the nine months ended September 30, 2017. Excluding the losses relating to these hurricanes, the frequency loss ratio was 71.4%.
- Lower frequency loss ratio reported during the period was due to the ratio for the comparative period which included \$19.0 million of losses relating to the construction defect contracts. In addition, the prior comparative period also included adverse loss development relating to a solicitors' indemnity contract.
- The decrease in loss ratio was partially offset by adverse loss development on a surety contract arising from two large claims; as well as adverse loss development on select employers' medical stop-loss contracts.

Notable Severity Loss Ratio Changes
Nine months ended September 30, 2017

Explanation

- Losses from natural catastrophe events including hurricanes Harvey, Irma and Maria and the Mexican earthquakes contributed 101.4 loss ratio points to the severity loss ratio for the nine months ended September 30, 2017. Excluding the losses relating to these hurricanes, the severity loss ratio was 43.1%.
- Lower severity loss ratio during the period was due to the comparative period ratio including a large loss on an excess of loss contract relating to the U.S. sub-prime crisis, as well as losses from Canadian wildfires.

Losses incurred can be further broken down into losses paid and changes in loss and loss adjustment expense reserves as follows:

| | Nine months ended September 30 | | | | | |
|---|---------------------------------------|--------------------|-------------------|-------------------|-----------------|-------------------|
| | 2017 | | | 2016 | | |
| | Gross | Ceded | Net | Gross | Ceded | Net |
| | (\$ in thousands) | | | | | |
| Losses paid (recovered) | \$ 259,308 | \$ (164) | \$ 259,144 | \$ 302,493 | \$ (1,071) | \$ 301,422 |
| Change in loss and loss adjustment expense reserves | 136,342 | (15,740) | 120,602 | (18,058) | 147 | (17,911) |
| Total | \$ 395,650 | \$ (15,904) | \$ 379,746 | \$ 284,435 | \$ (924) | \$ 283,511 |

For the nine months ended September 30, 2017, the net losses incurred relating to prior accident years increased by \$19.6 million, which primarily related to the following:

- \$4.2 million of adverse loss development associated with motor contracts;
- \$3.0 million of adverse loss development associated with specialty health contracts;
- \$2.9 million of adverse loss development relating to Florida homeowners' insurance contracts, largely driven by "assignment of benefits" issues in the state; and
- \$2.0 million of adverse loss development due to large claims reported on a surety contract.

The remaining \$7.5 million of adverse development was due to development across various other casualty and multi-line contracts. The financial impact of these increases in incurred losses was partially offset via certain contractual features such as sliding scale ceding commissions and profit commission adjustments. The net negative financial impact of the prior period loss development was \$16.7 million for the nine months ended September 30, 2017.

For the nine months ended September 30, 2016, the net losses incurred relating to prior periods was \$29.3 million, which primarily related to the following:

- \$19.0 million of losses resulting from the loss portfolio transfer and subsequent novation of the legacy construction defect liabilities;
- \$5.5 million of adverse loss development relating to our Florida homeowners' insurance contracts as a result of deterioration of sinkhole claims and an increase in the practice of "assignment of benefits" whereby homeowners assign their rights for filing and settling claims to attorneys and public adjusters; and
- \$4.5 million of adverse loss development on an excess of loss contract relating to losses resulting from the U.S. sub-prime crisis.

There were no other significant developments of prior period reserves during the nine months ended September 30, 2016. The financial impact of these increases in incurred losses was partially offset via certain contractual features such as sliding scale ceding commissions, profit commission adjustments and additional premiums. The net negative financial impact of the prior period loss development was \$27.5 million for the nine months ended September 30, 2016.

Acquisition Costs, Net

Acquisition costs represent the amortization of commission and brokerage expenses incurred on contracts written as well as profit commissions and other underwriting expenses which are expensed when incurred. Deferred acquisition costs are limited to the amount of commission and brokerage expenses that are expected to be recovered from future earned premiums and anticipated investment income. Details of acquisition costs are provided in the following table:

| | Three months ended September 30 | | | | Nine months ended September 30 | | | |
|-----------|---------------------------------|--------|-----------|--------|--------------------------------|--------|------------|--------|
| | 2017 | | 2016 | | 2017 | | 2016 | |
| | (\$ in thousands) | | | | | | | |
| Frequency | \$ 39,602 | 104.2% | \$ 23,794 | 92.1% | \$ 123,420 | 97.4% | \$ 93,822 | 93.5% |
| Severity | (1,591) | (4.2) | 2,050 | 7.9 | 3,231 | 2.6 | 6,469 | 6.5 |
| Total | \$ 38,011 | 100.0% | \$ 25,844 | 100.0% | \$ 126,651 | 100.0% | \$ 100,291 | 100.0% |

Acquisition costs as a percentage of net premiums earned (referred to as acquisition cost ratio) are generally higher for our frequency business than for our severity business, but fluctuate based on the mix of business. The acquisition cost ratios for the three and nine months ended September 30, 2017 and 2016, were as follows:

| | Three months ended September 30 | | Nine months ended September 30 | |
|-----------|---------------------------------|-------|--------------------------------|-------|
| | 2017 | 2016 | 2017 | 2016 |
| Frequency | 25.4 % | 23.0% | 27.4% | 27.0% |
| Severity | (9.6)% | 21.9% | 9.6% | 21.9% |
| Total | 22.0 % | 22.9% | 26.1% | 26.6% |

The changes in the frequency and severity acquisition cost ratios for the three months ended September 30, 2017, compared to the same period in 2016, were primarily due to the following:

Notable Frequency Acquisition Cost Ratio Changes

| Three months ended September 30, 2017 | |
|---------------------------------------|--|
| Line of business | Explanation |
| Property - Personal | Higher acquisition cost ratio was due to the comparative 2016 ratio benefiting from adjustments to acquisition costs on Florida homeowners' contracts during the three months ended September 30, 2016. The acquisition cost ratio for the third quarter of 2016 included reversal of ceding commissions and profit commissions on homeowners' insurance contracts due to adverse development. |

Notable Severity Acquisition Cost Ratio Changes

| Three months ended September 30, 2017 | |
|---------------------------------------|--|
| Line of business | Explanation |
| Multi-line | The profit commission on a multi-line contract was reversed due to an increase in losses during the period. The reversal of profit commission resulted in a negative severity acquisition cost and acquisition cost ratio for the three months ended September 30, 2017. |
| Property | The acquisition cost ratio decreased due to reinstatement premiums earned on catastrophe contracts. The acquisition costs on the reinstatement premiums were lower than on the original premiums. |
| Financial | The acquisition cost ratio for the transactional liability business is higher than the ratio for other severity contracts. By comparison, there was no transactional liability business during the comparable period in 2016. |

The changes in the frequency and severity acquisition cost ratios for the nine months ended September 30, 2017, compared to the same period in 2016, were primarily due to the following:

Notable Frequency Acquisition Cost Ratio Changes

| Nine months ended September 30, 2017 | |
|---|---|
| Line of business | Explanation |
| Financial | Increase in acquisition cost ratio as a result of ceding commission rates on mortgage insurance business being higher than the other financial contracts in force during the comparative 2016 period. |
| Motor | Increase in acquisition cost ratio due to higher ceding commission rates on recent private passenger motor contracts. |
| Professional Liability | Increase in acquisition cost ratio due to higher ceding commission rates on casualty contracts renewed during 2017. |
| Property - Personal | Decrease in acquisition cost ratio due to lower ceding commission rates on recent homeowners' insurance contracts, compared to the Florida homeowners' contracts that were terminated during 2016. |

Notable Severity Acquisition Cost Ratio Changes

| Nine months ended September 30, 2017 | |
|---|--|
| Line of business | Explanation |
| Multi-line | The profit commission on a multi-line contract was reversed due to increase in losses during the period. The reversal of profit commission resulted in a lower severity acquisition cost ratio for the nine months ended September 30, 2017. |
| Property | The acquisition cost ratio decreased due to reinstatement premiums earned on catastrophe contracts. The acquisition costs on the reinstatement premiums were lower than on the original premiums. |
| Financial | The acquisition cost ratio for the transactional liability business is higher than other severity contracts. By comparison, there was no transactional liability business during the comparable period in 2016. |

General and Administrative Expenses

Details of general and administrative expenses are provided in the following table:

| | Three months ended September 30 | | Nine months ended September 30 | |
|-------------------------------------|--|-------------|---------------------------------------|-------------|
| | 2017 | 2016 | 2017 | 2016 |
| | (\$ in thousands) | | (\$ in thousands) | |
| Underwriting expenses | \$ 4,152 | \$ 4,854 | \$ 12,297 | \$ 12,887 |
| Corporate expenses | 4,050 | 2,083 | 8,995 | 6,043 |
| General and administrative expenses | \$ 8,202 | \$ 6,937 | \$ 21,292 | \$ 18,930 |

Underwriting expenses include those expenses directly related to underwriting activities as well as an allocation of other general and administrative expenses. Corporate expenses include those costs associated with operating as a publicly listed entity as well as an allocation of other general and administrative expenses.

For the three months ended September 30, 2017, the general and administrative expenses compared to the same period in 2016 included \$1.9 million of non-recurring corporate expenses primarily relating to consulting and professional fees. For the three months ended September 30, 2017 and 2016, general and administrative expenses included \$1.4 million and \$1.3 million, respectively, for the expensing of the fair value of stock options and restricted stock and RSUs granted to employees and directors.

For the nine months ended September 30, 2017, the general and administrative expenses compared to the same period in 2016 included \$2.2 million of non-recurring corporate expenses primarily relating to consulting and professional fees. For

the nine months ended September 30, 2017 and 2016, the general and administrative expenses included \$3.3 million and \$3.1 million, respectively, of expenses related to stock compensation granted to employees and directors.

Net Investment Income (Loss)

A summary of our net investment income (loss) is as follows:

| | Three months ended September 30 | | Nine months ended September 30 | |
|--|---------------------------------|------------|--------------------------------|--------------|
| | 2017 | 2016 | 2017 | 2016 |
| | (\$ in thousands) | | (\$ in thousands) | |
| Realized gains (losses) | \$ 18,360 | \$ (9,700) | \$ 86,746 | \$ (122,015) |
| Change in unrealized gains and losses | 55,791 | 49,804 | (25,462) | 158,645 |
| Investment related foreign exchange gains (losses) | 1,506 | (317) | (8,312) | (2,627) |
| Interest and dividend income, net of withholding taxes | 4,281 | 5,397 | 19,567 | 20,385 |
| Interest, dividend and other expenses | (7,593) | (5,823) | (19,081) | (16,360) |
| Investment advisor compensation | (8,369) | (6,416) | (17,013) | (14,702) |
| Net investment income (loss) | \$ 63,976 | \$ 32,945 | \$ 36,445 | \$ 23,326 |

Investment returns relating to our investment portfolio managed by DME Advisors are calculated monthly and compounded to calculate the quarterly and annual returns. The resulting actual investment income may vary depending on cash flows into or out of the investment account.

For the three months ended September 30, 2017, investment income, net of fees and expenses, resulted in a gain of 5.5% on our investments managed by DME Advisors, compared to a gain of 3.1% for the three months ended September 30, 2016. The long portfolio and macro positions gained 9.1% and 0.1%, respectively, while the short portfolio lost 2.9%, during the three months ended September 30, 2017. For the three months ended September 30, 2017, the largest contributors of net investment income were long positions in CONSOL Energy Inc. (CNX), General Motors Company (GM) and Uniper (Germany: UN01), while the largest detractors were short positions in Caterpillar Inc. (CAT) and Netflix, Inc. (NFLX), and a long position in Mylan (MYL).

For the nine months ended September 30, 2017, investment income, net of fees and expenses, resulted in a gain of 2.9% on our investments managed by DME Advisors, compared to a gain of 2.1% for the nine months ended September 30, 2016. The long portfolio gained 14.0%, while the short portfolio and macro positions lost 8.4% and 1.0%, respectively, during the nine months ended September 30, 2017. For the nine months ended September 30, 2017, the largest contributors to investment income were long positions in Chemours (CC), General Motors Company (GM) and Uniper (Germany: UN01) while the largest detractors were short positions in Caterpillar (CAT), Tesla (TSLA) and a group of perceived overpriced momentum driven short equities which we refer to as the “bubble basket”.

For the three and nine months ended September 30, 2017, included under “Investment advisor compensation” in the above table was \$4.4 million and \$13.1 million, respectively (2016: \$4.0 million and \$12.3 million, respectively), relating to management fees paid to DME Advisors in accordance with the advisory agreement with DME Advisors. For the three and nine months ended September 30, 2017, \$4.0 million and \$4.0 million, respectively, of performance compensation was recorded for the period (2016: \$2.4 million and \$2.4 million, respectively).

We expect our investment income, including realized and unrealized gains (or losses), to fluctuate from period to period. Fluctuations in realized and unrealized gains (or losses) are a function of both the market performance of the securities held in our investment portfolio, and the timing of additions to and dispositions of securities in our investment portfolio. Our investment advisor uses its discretion over when a gain (or loss) is realized on a particular investment. We believe that net investment income, which includes both realized and unrealized gains (or losses), is the best way to assess our investment performance, rather than analyzing the realized gains (or losses) and unrealized gains (or losses) separately.

For the three months ended September 30, 2017 and 2016, the gross investment gain on our investment portfolio managed by DME Advisors (excluding investment advisor performance allocation) was 5.9% and 3.4%, respectively. For the nine months ended September 30, 2017 and 2016, the gross investment gain on our investment portfolio managed by DME Advisors (excluding investment advisor performance allocation) was 3.4% and 2.3%, respectively. The gross investment gain was comprised of the following:

| | Three months ended September 30 | | Nine months ended September 30 | |
|--|---------------------------------|-------|--------------------------------|-------|
| | 2017 | 2016 | 2017 | 2016 |
| Long portfolio gains (losses) | 9.1% | 8.0% | 14.0% | 9.5% |
| Short portfolio gains (losses) | (2.9) | (4.1) | (8.4) | (7.9) |
| Macro gains (losses) | 0.1 | (0.1) | (1.0) | 2.0 |
| Other income and expenses ¹ | (0.4) | (0.4) | (1.2) | (1.3) |
| Gross investment return | 5.9% | 3.4% | 3.4% | 2.3% |
| Net investment return | 5.5% | 3.1% | 2.9% | 2.1% |

¹ Excludes performance compensation but includes management fees.

DME Advisors and its affiliates manage and expect to manage other client accounts besides ours, some of which have investment objectives similar to ours. To comply with Regulation FD, our investment returns are posted on our website on a monthly basis. Additionally, our website (www.greenlightre.ky) provides the names of the largest disclosed long positions in our investment portfolio as of the last business day of the month of the relevant posting, as well as information on our long and short exposures. Although DME Advisors regularly discloses all investment positions to us, it may choose not to disclose certain positions to its other clients in order to protect its investment strategy. Therefore, we present on our website the relevant largest long positions and exposure information as disclosed by DME Advisors or its affiliates to their other clients.

Income Taxes

We are not obligated to pay taxes in the Cayman Islands on either income or capital gains. We have been granted an exemption by the Governor-In-Cabinet from any income taxes that may be imposed in the Cayman Islands for a period of 20 years, expiring on February 1, 2025.

GRIL is incorporated in Ireland and is subject to the Irish corporation tax. GRIL is expected to be taxed at a rate of 12.5% on its taxable trading income, and 25% on its non-trading income, if any.

Verdant is incorporated in Delaware and is subject to taxes in accordance with the U.S. federal rates and regulations prescribed by the Internal Revenue Service. Verdant's taxable income is expected to be taxed at a rate of 35%.

As of September 30, 2017, a deferred tax asset of \$1.4 million (December 31, 2016: \$1.3 million) was included in other assets on the condensed consolidated balance sheets. Based on the timing of the reversal of the temporary differences and likelihood of generating sufficient taxable income to realize the future tax benefit, management believes it is more likely than not that the deferred tax asset will be fully realized in the future and therefore no valuation allowance has been recorded. The Company has not taken any other tax positions that management believes are subject to uncertainty or that are reasonably likely to have a material impact to the Company, GRIL or Verdant.

Ratio Analysis

Due to the unique and customized nature of our underwriting operations, we expect to report different loss and expense ratios in both our frequency and severity businesses from period to period.

The following table provides the ratios:

| | Nine months ended September 30 | | | Nine months ended September 30 | | |
|----------------------------|---------------------------------------|-----------------|---------------|---------------------------------------|-----------------|---------------|
| | 2017 | | | 2016 | | |
| | Frequency | Severity | Total | Frequency | Severity | Total |
| Loss ratio | 73.4% | 144.5% | 78.3% | 76.4% | 62.9% | 75.3% |
| Acquisition cost ratio | 27.4 | 9.6 | 26.1 | 27.0 | 21.9 | 26.6 |
| Composite ratio | 100.8% | 154.1% | 104.4% | 103.4% | 84.8% | 101.9% |
| Underwriting expense ratio | | | 2.6 | | | 3.4 |
| Combined ratio | | | <u>107.0%</u> | | | <u>105.3%</u> |

The loss ratio is calculated by dividing loss and loss adjustment expenses incurred by net premiums earned. We expect that the loss ratio will be volatile for our severity business and may exceed that of our frequency business in certain periods. Given that we opportunistically underwrite a concentrated portfolio across several lines of business that have varying expected loss ratios, we can expect there to be significant annual variations in the loss ratios reported from our frequency business. In addition, the loss ratios for both frequency and severity business can vary depending on the mix of the lines of business written.

The acquisition cost ratio is calculated by dividing acquisition costs by net premiums earned. We expect that this ratio will generally be higher for our frequency business than for our severity business.

The composite ratio is the ratio of underwriting losses incurred, loss adjustment expenses and acquisition costs, excluding underwriting related general and administrative expenses, to net premiums earned. Similar to the loss ratio, we expect that this ratio will be more volatile for our severity business depending on loss activity in any particular period.

The combined ratio is the sum of the composite ratio and the underwriting expense ratio. The combined ratio measures the total profitability of our underwriting operations and does not take into account corporate expenses, net investment income or any foreign exchange gain or loss. Given the nature of our unique underwriting strategy, we expect that our combined ratio may also be volatile from period to period.

Financial Condition

Investments; Financial Contracts Receivable; Financial Contracts Payable; Due to Prime Brokers

Our long investments and financial contracts receivable reported in the condensed consolidated balance sheets as of September 30, 2017, were \$1,357.4 million, compared to \$1,098.9 million as of December 31, 2016, an increase of \$258.5 million, or 23.5%.

As of September 30, 2017, our exposure to long investments increased to 103.1%, compared to 99.5% as of December 31, 2016. This exposure analysis is conducted on a delta-adjusted basis and excludes macro positions which consist of CDS, interest rate swaps, sovereign debt, currencies, commodities, volatility indexes and derivatives on any of these instruments. Therefore a change in the long exposure statistics may not directly translate into a corresponding change in the long investments.

The significant changes in our long investments and financial contracts receivable for the nine months ended September 30, 2017 were as follows:

| Increase (decrease) (\$ in millions) | Explanation | |
|--|--------------------------------|---|
| \$(17.9) | Commodities - Gold | Decrease primarily due to the reduction of physical gold holdings. |
| \$(55.7) | Financial contracts receivable | Decrease in derivative assets partially due to the decrease in commodity swaps and total return swaps held as of September 30, 2017. The decrease was also partially due to a decrease in call and put options during the period. |
| \$351.9 | Equities - Listed | Increase primarily due to the acquisition of equity securities as well as an increase in fair values. |
| \$(20.7) | Corporate debt | Decrease due to the disposal of certain corporate debt instruments. |

Financial contracts payable as of September 30, 2017 increased by \$8.2 million, or 365.3%, compared to December 31, 2016, primarily due to total return equity swaps that depreciated in value and were reclassified from financial contracts receivable to financial contracts payable as of September 30, 2017.

From time to time, we incur indebtedness to our prime brokers to implement our investment strategy in accordance with our investment guidelines. Additionally, under term margin agreements we pledge certain investment securities to borrow cash from prime brokers in order to provide collateral for trust accounts and for some of our letters of credit outstanding. The borrowed amount is held in accounts for the benefit of the beneficiaries and is included in the restricted cash and cash equivalents balance on the condensed consolidated balance sheet. As of September 30, 2017, we had borrowed \$547.7 million (December 31, 2016: \$319.8 million) from our prime brokers for investing activities (including short positions) and to provide collateral for trust accounts and letters of credit. The increase in the amount borrowed from prime brokers was partially a result of the higher level of margin borrowing required for the current composition of the investment portfolio as of September 30, 2017 and partially a result of the increase in collateral provided to our cedents in the form of trusts and letters of credit to support the increase to our loss reserves.

In accordance with Greenlight Re's investment guidelines in effect as of September 30, 2017, DME Advisors may employ up to 15% (GRIL: 5%) net margin leverage for extended periods of time and up to 30% (GRIL: 20%) net margin leverage relating to investing activities for periods of less than 30 days.

Our investment portfolio, including any derivatives, is valued at fair value and any unrealized gains or losses are reflected in net investment income (loss) in the condensed consolidated statements of income. As of September 30, 2017, 92.6% (December 31, 2016: 88.3%) of our investment portfolio (excluding restricted and unrestricted cash and cash equivalents) was comprised of investments valued based on quoted prices in actively traded markets (Level 1), 6.5% (December 31, 2016: 10.7%) was comprised of securities valued based on observable inputs other than quoted prices (Level 2) and 0.3% (December 31, 2016: 0.7%) was comprised of securities valued based on non-observable inputs (Level 3). As of September 30, 2017, 0.6% (December 31, 2016: 0.3%) of our investment portfolio was comprised of private equity funds valued using the funds' net asset values as a practical expedient. (Refer to Note 3 "Financial Instruments" in the condensed consolidated financial statements for details of transfers into and out of Level 3 during the nine months ended September 30, 2017).

In determining whether a market for a financial instrument is active or inactive, we obtain information from DME Advisors, based on feedback it receives from executing brokers, market makers, analysts and traders to assess the level of market activity and available liquidity for any given financial instrument. Where a financial instrument is valued based on broker quotes, DME Advisors requests multiple quotes. The ultimate value is based on an average of the quotes obtained. Broker quoted prices are generally not adjusted in determining the ultimate values and are obtained with the expectation of the quotes being binding. As of September 30, 2017, \$116.9 million (December 31, 2016: \$140.1 million) of our investments (longs, shorts and derivatives) were valued based on broker quotes, of which \$116.1 million (December 31, 2016: \$137.6 million) were based on broker quotes that utilized observable market information and classified as Level 2 fair value measurements, and \$0.8 million (December 31, 2016: \$2.4 million) were based on broker quotes that utilized non-observable inputs and classified as Level 3 fair value measurements.

Non-observable inputs used by our investment advisor include the use of investment manager statements and management estimates based on third party appraisals of underlying assets for valuing private equity investments.

Securities Sold, Not Yet Purchased; Restricted Cash and Cash Equivalents

As of September 30, 2017, our securities sold, not yet purchased, were \$890.0 million, compared to \$859.9 million at December 31, 2016. Meanwhile, the short exposure decreased to 64.2% as of September 30, 2017, compared to 72.9% at December 31, 2016, primarily due to the increase in assets under management by our investment advisor. The exposure analysis is conducted on a delta-adjusted basis and excludes macro positions which consist of CDS, interest rate swaps, sovereign debt, currencies, commodities, volatility indexes and derivatives on any of these instruments. Therefore a change in the short exposure analysis may not directly translate into a corresponding change in the securities sold, not yet purchased.

Unlike long investments, short sales theoretically involve unlimited loss potential since there is no limit as to how high the market price of a security may rise. While it is not possible to list all of the reasons why a loss on a short sale may occur, a loss on a short sale may be caused by one or more of the following factors:

- Fluctuations in the share price due to an overall positive investment market;
- Sudden unexpected changes in the underlying business model of the issuer;
- Changes in laws and regulations relating to short sales;
- Press releases and earnings guidance issued by the issuer;
- A merger or acquisition of the issuer at a price in excess of the current share price;
- The shares of the issuer becoming difficult to borrow; or
- A short squeeze.

Given the various scenarios under which a loss may occur on a short sale, it is not possible to quantify the risk and uncertainty of loss relating to short sales. However, DME Advisors typically performs a detailed analysis prior to entering into a short sale. Thereafter, the investment is routinely monitored by DME Advisors. As of September 30, 2017, Greenlight Re's investment guidelines limit any single investment from constituting more than 20% of the portfolio (10% for GRIL's portfolio) at any given time, which limits the potential adverse impact on our results of operations and financial position from any one position.

As of September 30, 2017, restricted cash included \$890.0 million relating to collateral for securities sold, not yet purchased, compared to \$859.9 million as of December 31, 2016.

Overall, our restricted cash increased by \$147.3 million, or 12.3%, from \$1,202.7 million to \$1,350.0 million, partially due to the increase in collateral posted for our reinsurance obligations to our clients, which increased by \$110.9 million to \$431.6 million during the nine months ended September 30, 2017. To a lesser extent, the increase in restricted cash was caused by an increase in swap counterparty collateral, which increased by \$6.4 million to \$28.4 million during the nine months ended September 30, 2017.

Reinsurance Balances Receivable; Deferred Acquisition Costs, Net; Unearned Premium Reserves

At September 30, 2017, reinsurance balances receivable were \$294.3 million, compared to \$219.1 million as of December 31, 2016, an increase of \$75.1 million, or 34.3%. The increase in reinsurance balances receivable was primarily attributable to premiums on contracts currently in force including net premiums held by ceding insurers on certain deals that allow for funds to be withheld by the ceding insurer. At September 30, 2017, funds withheld assets were \$50.1 million, compared to \$28.4 million as of December 31, 2016. In addition, as of September 30, 2017, included in reinsurance balances receivable were \$11.2 million of deposit assets on contracts that were deposit accounted, compared to \$0.7 million of deposit assets as of December 31, 2016. We believe the reinsurance balances receivable are fully collectible and no allowance for bad debt was considered necessary at September 30, 2017.

At September 30, 2017, deferred acquisition costs (net of retrocession) increased by \$16.2 million, or 26.6%, compared to December 31, 2016. The increase was consistent with and related to the increase in net unearned premium reserves during the same period. We evaluate the recoverability of deferred acquisition costs by determining if the sum of future earned premiums and anticipated investment income is greater than the expected future claims and expenses. If a loss is probable on the unexpired portion of policies in force, a premium deficiency loss is recognized. As of September 30, 2017, we believe that the deferred acquisition costs were fully recoverable and no premium deficiency loss was recorded.

Loss and Loss Adjustment Expense Reserves; Reinsurance Balances Payable

Reserves for loss and loss adjustment expenses were comprised of the following table:

| | September 30, 2017 | | | December 31, 2016 | | |
|-----------|--------------------|------------|------------|-------------------|------------|------------|
| | Case Reserves | IBNR | Total | Case Reserves | IBNR | Total |
| | (\$ in thousands) | | | | | |
| Frequency | \$ 118,471 | \$ 230,814 | \$ 349,285 | \$ 81,676 | \$ 183,134 | \$ 264,810 |
| Severity | 61,440 | 35,053 | 96,493 | 17,139 | 24,692 | 41,831 |
| Total | \$ 179,911 | \$ 265,867 | \$ 445,778 | \$ 98,815 | \$ 207,826 | \$ 306,641 |

During the nine months ended September 30, 2017, the frequency loss reserves increased by \$84.5 million, or 31.9%, to \$349.3 million from \$264.8 million as of December 31, 2016. The increases in both case reserves and IBNR were primarily related to the increase in premiums earned during the period on active frequency contracts. In addition, approximately \$8.7 million of frequency case reserves related to loss reserves recorded during the third quarter relating to hurricanes Harvey, Irma and Maria and the Mexican earthquakes.

The severity loss reserves increased by \$54.7 million, or 130.7%, primarily relating to case reserves on catastrophe contracts. Approximately \$48.4 million of severity case reserves related to loss reserves recorded during the third quarter relating to hurricanes Harvey, Irma and Maria and the Mexican earthquakes. These gross case reserves are before netting loss reserves recoverable of \$15.0 million under our retroceded catastrophe excess of loss contracts.

For most of our contracts written as of September 30, 2017, our risk exposure is limited by defined limits of liability. Once the loss limit has been reached, we have no further exposure to additional losses from that contract outside of contract failure. However, certain contracts, particularly quota share contracts that relate to first dollar exposure, may not contain aggregate limits. Our severity business, and to a lesser extent our frequency business, include certain contracts that contain or may contain natural peril loss exposure. As of October 1, 2017, our net annual aggregate loss exposure to any series of natural peril events was \$205.4 million. In estimating this net annual loss exposure, considerations include, but are not limited to:

- Calculations include property, marine and energy, auto and catastrophe workers' compensation exposures, but not other casualty exposures;
- Calculations are net of any retrocession (including ILWs);
- Calculations are net of any estimated reinstatement and additional premiums;
- Calculations are net of existing estimated losses which reduce the limit of liability;
- Calculations for limits of liability that are expressed as a percentage of premium are based on expected premium;
- Calculations in regards to the renewal of risks-attaching contracts use the maximum single underwriting year exposure; and
- Calculations do not include transactional costs such as brokerage, collateral costs and federal excise tax.

We categorize peak zones as: United States, Canada and the Caribbean; Europe; Japan; and the rest of the world. The following table provides single event and net annual aggregate loss exposure information for the peak zones of our natural peril coverage as of October 1, 2017:

| Zone | October 1, 2017 | |
|---|-------------------|---------------------------|
| | Single Event Loss | Net Annual Aggregate Loss |
| | (\$ in thousands) | |
| United States, Canada and the Caribbean | \$ 183,047 | \$ 205,447 |
| Europe | 86,416 | 101,843 |
| Japan | 86,416 | 101,843 |
| Rest of the world | 86,416 | 101,843 |
| Maximum Aggregate | 183,047 | 205,447 |

Since our loss exposures are based on contract limits, these limits may be significantly higher than modeled loss estimates which are commonly used in the insurance industry. Therefore, we also estimate catastrophe losses in terms of the probable maximum loss (“PML”). We define PML as the anticipated loss, taking into account contract terms and limits, caused by a catastrophe affecting a broad geographic area, such as that caused by an earthquake or hurricane. We anticipate that the PML will vary depending upon the modeled simulated losses and the composition of the in-force book of business. The projected severity levels are described in terms of a 1-in-250 year return period. The 1-in-250 year return period PML means that there is a 0.4% chance in any given year that an occurrence of a natural catastrophe will lead to losses exceeding the stated estimate. In other words, it corresponds to a 99.6% probability that the loss from an event will fall below the indicated PML.

PMLs are estimates and as a result, we cannot provide any assurance that any actual event will align with the modeled event or that actual losses from events similar to the modeled events will not vary materially from the modeled event PML. The PML estimate includes all significant exposure from our reinsurance operations. This includes coverage for property, motor, marine, energy, aviation and workers’ compensation.

As of October 1, 2017, our estimated net PML exposure (net of retrocession and reinstatement premiums) at a 1-in-250 year return period for a single event and in aggregate was \$99.7 million and \$115.1 million, respectively. The following table provides the PML for single event loss exposure and aggregate loss exposure to natural peril losses for each of the peak zones as of October 1, 2017:

| Zone | October 1, 2017 | |
|---|-----------------------------|----------------|
| | 1-in-250 year return period | |
| | Single Event Loss | Aggregate Loss |
| | (\$ in thousands) | |
| United States, Canada and the Caribbean | \$ 99,683 | \$ 113,042 |
| Europe | 28.197 | 35.392 |
| Japan | 7.761 | 7.986 |
| Rest of the world | 7.741 | 7.838 |
| Maximum | 99.683 | 115.068 |

Shareholders’ Equity

Total equity reported on the condensed consolidated balance sheet, which includes non-controlling interest, decreased by \$6.0 million to \$885.7 million as of September 30, 2017, compared to \$891.7 million as of December 31, 2016. Retained earnings decreased primarily due to a net loss of \$7.2 million reported for the nine months ended September 30, 2017. The non-controlling interest increased by \$0.8 million for the nine months ended September 30, 2017 primarily due to the net investment income attributable to the non-controlling interest. The increase in additional paid-in capital for the nine months ended September 30, 2017 of \$1.4 million was primarily related to share-based compensation for the period.

Liquidity and Capital Resources

General

Greenlight Capital Re is organized as a holding company with no operations of its own. As a holding company, Greenlight Capital Re has minimal continuing cash needs, most of which are related to the payment of administrative expenses. All of our underwriting operations are conducted through our wholly-owned reinsurance subsidiaries, Greenlight Re and GRIL, which underwrite property and casualty reinsurance. There are restrictions on each of Greenlight Re’s and GRIL’s ability to pay dividends, which are described in more detail below. It is our current policy to retain earnings to support the growth of our business. We currently do not expect to pay dividends on our ordinary shares.

As of September 30, 2017, Greenlight Re and GRIL were each rated “A- (Excellent)” with a stable outlook, by A.M. Best. The ratings reflect A.M. Best’s opinion of our reinsurance subsidiaries’ financial strength, operating performance and ability to meet obligations and it is not an evaluation directed toward the protection of investors or a recommendation to buy, sell or hold our Class A ordinary shares. If A.M. Best downgrades our ratings below “A- (Excellent)” or withdraws our rating, we could be severely limited or prevented from writing any new reinsurance contracts, which would significantly and negatively affect our business. Our A.M. Best ratings may be revised or revoked at the sole discretion of the rating agency.

Sources and Uses of Funds

Our sources of funds consist primarily of premium receipts (net of brokerage and ceding commissions), investment income (net of advisory compensation and investment expenses), including realized gains, and other income. We use cash from our operations to pay losses and loss adjustment expenses, profit commissions and general and administrative expenses. Substantially all of our funds, including shareholders' capital, net of funds required for business operations, are invested by DME Advisors in accordance with our investment guidelines. As of September 30, 2017, approximately 95% (December 31, 2016: 94%) of our long investments were comprised of publicly-traded equity securities and other holdings, which can be readily liquidated to meet current and future liabilities. Given our value-oriented long and short investment strategy, if markets are distressed, we would expect the liability of the short portfolio to decline. Any reduction in the liability would cause our need for restricted cash to decrease and thereby free up cash to be used for any purpose. Additionally, since the majority of our invested assets can be readily liquidated, even in distressed markets, we believe sufficient securities can be readily sold or covered in a timely manner to generate cash to pay claims. Since we classify our investments as "trading," we book all gains and losses (including unrealized gains and losses) on all our investments (including derivatives) as net investment income or loss in our condensed consolidated statements of income for each reporting period.

For the nine months ended September 30, 2017 and 2016, the net cash provided by (used in) operating activities was \$75.3 million and \$(68.1) million, respectively. Included in the net cash provided by and used in operating activities were investment related expenses, such as investment advisor compensation, and net interest and dividend expenses of \$16.5 million and \$10.7 million for the nine months ended September 30, 2017 and 2016, respectively. Excluding the investment related expenses from the net cash from operating activities, the net cash primarily provided by (used in) our underwriting activities was \$91.8 million and \$(57.4) million for the nine months ended September 30, 2017 and 2016, respectively. Generally, in a given period if the premiums collected are sufficient to cover claim payments, we would generate cash from our underwriting activities. For the nine months ended September 30, 2017, the increase in cash from underwriting activities was primarily due to the increase in premiums written and collected during the period. Correspondingly there was an increase in loss and loss adjustment expense reserves which will be paid in the future. Due to the inherent nature of our underwriting portfolio, claims are often paid several months or even years after the premiums are collected. The cash generated from underwriting activities, however, may be volatile from period to period depending on the underwriting opportunities available.

For the nine months ended September 30, 2017, our investing activities used cash of \$82.6 million (2016: used cash of \$0.5 million), driven primarily by an increase in restricted cash and cash equivalents compared to the same period in 2016. Cash used for, or provided by, investing activities is net of any withdrawals from the joint venture by DME (nil for nine months ended September 30, 2017 and \$10.0 million for the nine months ended September 30, 2016). We used \$2.8 million in financing activities relating to the repurchase of Class A ordinary shares during the nine months ended September 30, 2017 (2016: nil).

As of September 30, 2017, we believe we have sufficient cash flow from operating and investing activities to meet our foreseeable liquidity requirements. We expect that our operational needs for liquidity will be met by cash, funds generated from underwriting activities and investment income, including realized gains and the disposition of investment securities. As of September 30, 2017, we had no plans to issue debt and expect to fund our operations for the next twelve months from operating cash flow. However, we cannot provide assurances that in the future we will not incur indebtedness to implement our business strategy, pay claims or make acquisitions.

Although GLRE is not subject to any significant legal prohibitions on the payment of dividends, Greenlight Re and GRIL are each subject to regulatory minimum capital requirements and regulatory constraints that affect their ability to pay dividends to us. In addition, any dividend payment would have to be approved by the relevant regulatory authorities prior to payment. As of September 30, 2017, Greenlight Re and GRIL both exceeded the regulatory minimum capital requirements.

Letters of Credit and Trust Arrangements

As of September 30, 2017, neither Greenlight Re nor GRIL was licensed or admitted as a reinsurer in any jurisdiction other than the Cayman Islands and the European Economic Area, respectively. Because many jurisdictions do not permit domestic insurance companies to take credit on their statutory financial statements for loss recoveries or ceded unearned premiums unless appropriate measures are in place for reinsurance obtained from unlicensed or non-admitted insurers, we anticipate that all of our U.S. clients and some of our non-U.S. clients will require us to provide collateral through funds withheld, trust arrangements, letters of credit or a combination thereof.

As of September 30, 2017, we had three letter of credit facilities available with an aggregate capacity of \$600.0 million (December 31, 2016: \$600.0 million) with various financial institutions. On September 26, 2017, we provided a notice

of cancellation to JP Morgan Chase Bank N.A. to terminate the letter of credit facility of \$100.0 million when the facility expires on January 27, 2018. See Note 9 of the accompanying condensed consolidated financial statements for details on each of the available facilities. We provide collateral to cedents in the form of letters of credit and trust arrangements. As of September 30, 2017, the aggregate amount of collateral provided to cedents under such arrangements was \$445.4 million (December 31, 2016: \$341.7 million). The letters of credit and trust accounts are secured by equity and debt securities as well as cash and cash equivalents with a total fair value of \$455.2 million as of September 30, 2017 (December 31, 2016: \$397.2 million).

Each of the letter of credit facilities contain customary events of default and restrictive covenants, including but not limited to, limitations on liens on collateral, transactions with affiliates, mergers and sales of assets, as well as solvency and maintenance of certain minimum pledged equity requirements, and restricts issuance of any debt without the consent of the letter of credit provider. Additionally, if an event of default exists, as defined in the letter of credit facilities, Greenlight Re would be prohibited from paying dividends to its parent company. The Company was in compliance with all the covenants of each of these facilities as of September 30, 2017.

Capital

Our capital structure currently consists entirely of equity issued in two separate classes of ordinary shares. We expect that the existing capital base and internally generated funds will be sufficient to implement our business strategy for the foreseeable future. Consequently, we do not presently anticipate that we will incur any material indebtedness in the ordinary course of our business other than temporary borrowing directly related to the management of our investment portfolio. However, in order to provide us with flexibility and timely access to public capital markets should we require additional capital for working capital, capital expenditures, acquisitions or other general corporate purposes, we have filed a Form S-3 registration statement, which expires in June 2018 unless renewed. We did not make any significant commitments for capital expenditures during the nine months ended September 30, 2017.

Our Board of Directors has adopted a share repurchase plan authorizing the Company to repurchase up to 2.0 million Class A ordinary shares or securities convertible into Class A ordinary shares in the open market, through privately negotiated transactions or Rule 10b5-1 stock trading plans. The current share repurchase plan, which was renewed by the Board of Directors on April 26, 2017, expires on June 30, 2018 unless renewed by the Board of Directors. As of September 30, 2017, 1.9 million Class A ordinary shares remained authorized for repurchase under the repurchase plan. The Company is not required to repurchase any of the Class A ordinary shares and the repurchase plan may be modified, suspended or terminated at the election of our Board of Directors at any time without prior notice. During the nine months ended September 30, 2017, 136,312 Class A ordinary shares were repurchased by the Company at an average price of \$20.66 per share.

On April 26, 2017, our shareholders approved an amendment to our stock incentive plan to increase the number of Class A ordinary shares available for issuance by 1.5 million shares from 3.5 million to 5.0 million. As of September 30, 2017, there were 1,281,946 Class A ordinary shares available for future issuance under the Company's stock incentive plan. The stock incentive plan is administered by the Compensation Committee of the Board of Directors.

Contractual Obligations and Commitments

The following table shows our aggregate contractual obligations as of September 30, 2017 by time period remaining:

| | <u>Less than 1 year</u> | <u>1-3 years</u> | <u>3-5 years</u> | <u>More than 5 years</u> | <u>Total</u> |
|--|-----------------------------|-------------------|------------------|------------------------------|-------------------|
| | (\$ in thousands) | | | | |
| Operating lease obligations ⁽¹⁾ | \$ 465 | \$ 309 | \$ 136 | \$ — | \$ 910 |
| Private equity and limited partnerships ⁽²⁾ | 7,214 | — | — | — | 7,214 |
| Loss and loss adjustment expense reserves ⁽³⁾ | 233,741 | 117,231 | 40,313 | 54,493 | 445,778 |
| | <u>\$ 241,420</u> | <u>\$ 117,540</u> | <u>\$ 40,449</u> | <u>\$ 54,493</u> | <u>\$ 453,902</u> |

⁽¹⁾ Reflects our minimum contractual obligations pursuant to the lease agreements as described below.

⁽²⁾ As of September 30, 2017, we had made total commitments of \$25.3 million in private investments of which we had invested \$18.1 million, and our remaining commitments to these investments total \$7.2 million. Given the nature of private equity commitments, we are unable to determine with any degree of accuracy as to when the commitments will be called. As such, for the purposes of the above table, we have assumed that all commitments with no fixed payment schedule will

be made within one year. Under our investment guidelines, in effect as of the date hereof, no more than 10% of the assets in the investment portfolio may be held in private equity securities without specific approval from the Board of Directors.

- (3) Due to the nature of our reinsurance operations, the amount and timing of the cash flows associated with our reinsurance contractual liabilities will fluctuate, perhaps materially, and, therefore, are highly uncertain.

As of September 30, 2017, \$890.0 million of securities sold, not yet purchased, were secured by \$890.0 million of restricted cash held by prime brokers to cover obligations relating to securities sold, not yet purchased. These amounts are not included in the contractual obligations table above because there is no maturity date for securities sold, not yet purchased, and their maturities are not set by any contract and as such their due dates cannot be estimated.

Greenlight Re has entered into lease agreements for office space in the Cayman Islands. The leases expire on June 30, 2018 and Greenlight Re has the option to renew the leases for a further five year term. Under the terms of the lease agreements, Greenlight Re is committed to annual rent payments ranging from \$0.3 million at inception to \$0.5 million at expiry. The minimum lease payment obligations are included in the above table under operating lease obligations and in Note 9 to the accompanying condensed consolidated financial statements.

GRIL has entered into a lease agreement for office space in Dublin, Ireland. Under the terms of this lease agreement, GRIL is committed to minimum annual rent payments denominated in Euros approximating €0.1 million until May 2021, and adjusted to the prevailing market rates for each of the two subsequent five-year terms. GRIL has the option to terminate the lease agreement in 2021. The minimum lease payment obligations are included in the above table under operating lease obligations and in Note 9 to the accompanying condensed consolidated financial statements.

The Company and its reinsurance subsidiaries are party to a joint venture agreement with DME Advisors and a separate investment advisory agreement with DME. Effective January 1, 2017, the venture agreement and the advisory agreement were amended and restated to replace the previous agreements dated January 1, 2014, and will expire on December 31, 2019 and renew automatically for successive three-year periods.

Pursuant to the venture agreement, we pay DME Advisors a monthly management fee of 0.125% on our share of the assets managed by DME Advisors and we provide DME a performance allocation equal to 20% of the net profit, calculated per annum, of the Company's share of the capital account managed by DME Advisors, subject to a loss carry forward provision. The loss carry forward provision allows DME to earn a reduced performance allocation of 10% of profits in any year subsequent to the year in which the investment account incurs a loss, until all the losses are recouped and an additional amount equal to 150% of the aggregate investment loss is earned. DME is not entitled to earn a performance allocation in a year in which the investment portfolio incurs a loss. For the nine months ended September 30, 2017, performance allocation of \$4.0 million and management fees of \$13.1 million were included in net investment loss.

We have entered into a service agreement with DME Advisors pursuant to which DME Advisors will provide investor relations services to us for compensation of \$5,000 per month plus expenses. The service agreement had an initial term of one year, and continues for sequential one-year periods until terminated by us or DME Advisors. Either party may terminate the service agreement for any reason with 30 days prior written notice to the other party.

Our related party transactions are presented in Note 8 to the accompanying condensed consolidated financial statements.

Off-Balance Sheet Financing Arrangements

We have no obligations, assets or liabilities, other than those derivatives in our investment portfolio that are disclosed in the condensed consolidated financial statements, which would be considered off-balance sheet arrangements. We do not participate in transactions that create relationships with unconsolidated entities or financial partnerships, often referred to as variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements.

Effects of Inflation

We consider the effects of inflation in our pricing and when estimating loss and loss adjustment expense reserves. The actual effects of inflation on our results of operations cannot be accurately known until claims are ultimately settled. For the nine months ended September 30, 2017 and 2016, inflation had no significant impact on our revenues or net income. We do not believe that inflation has had or will have a material effect on our combined results of operations, except insofar as inflation may affect interest rates and the asset values in our investment portfolio.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We believe we are principally exposed to the following types of market risk:

- equity price risk;
- commodity price risk;
- foreign currency risk;
- interest rate risk;
- credit risk; and
- political risk.

Equity Price Risk

As of September 30, 2017, our investment portfolio consisted of long and short equity securities, along with certain equity-based derivative instruments, the carrying values of which are primarily based on quoted market prices. Generally, market prices of common equity securities are subject to fluctuation, which could cause the amount to be realized upon the closing of the position to differ significantly from their current reported value. This risk is partly mitigated by the presence of both long and short equity securities within our investment portfolio. As of September 30, 2017, a 10% decline in the price of each of the listed equity securities and equity-based derivative instruments would result in a \$47.7 million, or 3.7%, decline in the fair value of our total investment portfolio.

Computations of the prospective effects of hypothetical equity price changes are based on numerous assumptions, including the maintenance of the existing level and composition of investment securities and should not be relied on as indicative of future results.

Commodity Price Risk

Generally, market prices of commodities are subject to fluctuation. Our investment portfolio periodically includes long or short investments in commodities or in derivatives directly impacted by fluctuations in the prices of commodities. As of September 30, 2017, our investment portfolio included unhedged exposure to changes in gold prices, through ownership of physical gold and derivative instruments with underlying exposure to changes in gold prices. Additionally, as of September 30, 2017, our investment portfolio included derivative instruments with underlying exposure to changes in natural gas and oil prices.

The following table summarizes the net impact that a 10% increase and decrease in commodity prices would have on the value of our investment portfolio as of September 30, 2017. The below table excludes the indirect effect that changes in commodity prices might have on equity securities in our investment portfolio.

| Commodity | 10% increase in commodity prices | | 10% decrease in commodity prices | |
|-------------|----------------------------------|---|----------------------------------|---|
| | Change in fair value | Change in fair value as % of investment portfolio | Change in fair value | Change in fair value as % of investment portfolio |
| | (\$ in thousands) | | (\$ in thousands) | |
| Gold | \$ 12,512 | 1.0% | \$ (12,512) | (1.0)% |
| Natural Gas | 3,658 | 0.3 | (3,658) | (0.3) |
| Oil | 1,773 | 0.1 | (1,773) | (0.1) |
| Total | \$ 17,943 | 1.4% | \$ (17,943) | (1.4)% |

We, along with our investment advisor, periodically monitor our exposure to any other commodity price fluctuations and generally do not expect changes in other commodity prices to have a materially adverse impact on our operations.

Foreign Currency Risk

Certain of our reinsurance contracts provide that ultimate losses may be payable or calculated in foreign currencies depending on the country of original loss. Foreign currency exchange rate risk exists to the extent that our foreign currency loss reserves (case reserves and IBNR) are in excess of the corresponding foreign currency cash balances and there is an increase in the exchange rate of that foreign currency. As of September 30, 2017, we had a net unhedged foreign currency exposure on GBP denominated loss reserves (net of funds withheld) of £4.6 million. As of September 30, 2017, a 10% decrease in the U.S. dollar against the GBP (all else being constant) would result in an estimated increase in loss reserves of \$0.6 million and a corresponding foreign exchange loss. Alternatively, a 10% increase in the U.S. dollar against the GBP, would result in an estimated decrease of \$0.6 million in our recorded loss reserves and a corresponding foreign exchange gain.

While we do not seek to specifically match our liabilities under reinsurance policies that are payable in foreign currencies with investments denominated in such currencies, we continually monitor our exposure to potential foreign currency losses and may use foreign currency cash and cash equivalents or forward foreign currency exchange contracts in an effort to mitigate against adverse foreign currency movements.

We are also exposed to foreign currency risk through cash, forwards, options and investments in securities denominated in foreign currencies. Foreign currency exchange rate risk is the potential for adverse changes in the U.S. dollar value of investments (long and short), speculative foreign currency options and cash positions due to a change in the exchange rate of the foreign currency in which cash and financial instruments are denominated. As of September 30, 2017, some of our currency exposure resulting from foreign denominated securities (longs and shorts) was reduced by offsetting cash balances denominated in the corresponding foreign currencies.

The following table summarizes the net impact that a 10% increase and decrease in the value of the U.S. dollar against select foreign currencies would have on the value of our investment portfolio as of September 30, 2017:

| Foreign Currency | 10% increase in U.S. dollar | | 10% decrease in U.S. dollar | |
|-------------------|-----------------------------|---|-----------------------------|---|
| | Change in fair value | Change in fair value as % of investment portfolio | Change in fair value | Change in fair value as % of investment portfolio |
| (\$ in thousands) | | | | |
| Brazilian Real | \$ (549) | — % | \$ 549 | —% |
| Chinese Yuan | 2,433 | 0.2 | (106) | — |
| Euro | (7,389) | (0.6) | 7,389 | 0.6 |
| Japanese Yen | 1,644 | 0.1 | (1,644) | (0.1) |
| Other | 772 | 0.1 | (772) | (0.1) |
| Total | \$ (3,089) | (0.2)% | \$ 5,416 | 0.4% |

Computations of the prospective effects of hypothetical currency price changes are based on numerous assumptions, including the maintenance of the existing level and composition of investment securities denominated in foreign currencies and related foreign currency instruments, and should not be relied on as indicative of future results.

Interest Rate Risk

Our investment portfolio includes interest rate sensitive securities, such as corporate and sovereign debt instruments and interest rate options. The primary market risk exposure for any debt instrument is interest rate risk. As interest rates rise, the market value of our long fixed-income portfolio falls, and the opposite is also true as interest rates fall. Additionally, some of our derivative investments may also be sensitive to interest rates and their value may indirectly fluctuate with changes in interest rates.

The following table summarizes the impact that a 100 basis point increase or decrease in interest rates would have on the value of our investment portfolio as of September 30, 2017:

| | 100 basis point increase in interest rates | | 100 basis point decrease in interest rates | |
|------------------------------------|---|--|---|--|
| | Change in fair value | Change in fair value as % of investment portfolio | Change in fair value | Change in fair value as % of investment portfolio |
| (\$ in thousands) | | | | |
| Debt instruments | \$ 17,790 | 1.4% | \$ (21,902) | (1.7)% |
| Interest rate swaps | 3,977 | 0.3 | (4,057) | (0.3) |
| Net exposure to interest rate risk | \$ 21,767 | 1.7% | \$ (25,959) | (2.0)% |

For the purposes of the above table, the hypothetical impact of changes in interest rates on debt instruments was determined based on the interest rates applicable to each instrument individually. We periodically monitor our net exposure to interest rate risk and generally do not expect changes in interest rates to have a materially adverse impact on our operations.

Credit Risk

We are exposed to credit risk primarily from the possibility that counterparties may default on their obligations to us. The amount of the maximum exposure to credit risk is indicated by the carrying value of our financial assets including notes receivable. We evaluate the financial condition of our notes receivable counterparties and monitor our exposure to them on a regular basis. We are also exposed to credit risk from our business partners and clients relating to balances receivable under the reinsurance contracts, including premiums receivable, losses recoverable and commission adjustments recoverable. We monitor the financial strength of our counterparties and assess the collectability of these balances on a regular basis and obtain collateral in the form of funds withheld, trusts and letters of credit from our counterparties to mitigate their credit risk.

In addition, the securities, commodities, and cash in our investment portfolio are held with several prime brokers, subjecting us to the related credit risk from the possibility that one or more of them may default on their obligations to us. We closely and regularly monitor our concentration of credit risk with each prime broker and, if necessary, transfer cash or securities between prime brokers to diversify and mitigate our credit risk. Other than our investment in derivative contracts and corporate debt, if any, and the fact that our investments and majority of cash balances are held by prime brokers on our behalf, we have no other significant concentrations of credit risk.

Political Risk

We are exposed to political risk to the extent that we underwrite business from entities located in foreign markets and to the extent that DME Advisors, on our behalf and subject to our investment guidelines, trades securities that are listed on various U.S. and foreign exchanges and markets. The governments in any of these jurisdictions could impose restrictions, regulations or other measures, which may have a material adverse impact on our underwriting operations and investment strategy. We currently do not write political risk coverage on our insurance contracts; however, changes in government laws and regulations may impact our underwriting operations (see "Item 1A. Risk Factors" included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016).

Item 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As required by Rules 13a-15 and 15d-15 of the Exchange Act, the Company has evaluated, with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the effectiveness of its disclosure controls and procedures (as defined in such rules) as of the end of the period covered by this report. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports prepared in accordance with the rules and regulations of the SEC is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that the Company's disclosure controls and procedures will prevent all errors and all frauds. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the fiscal quarter ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. The Company continues to review its disclosure controls and procedures, including its internal controls over financial reporting, and may from time to time make changes aimed at enhancing their effectiveness and to ensure that the Company's systems evolve with its business.

PART II — OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

From time to time, in the normal course of business, we may be involved in formal and informal dispute resolution procedures, which may include arbitration or litigation, the outcomes of which determine our rights and obligations under our reinsurance contracts and other contractual agreements. In some disputes, we may seek to enforce our rights under an agreement or to collect funds owing to us. In other matters, we may resist attempts by others to collect funds or enforce alleged rights. While the final outcome of legal disputes cannot be predicted with certainty, we do not believe that any of our existing contractual disputes, when finally resolved, will have a material adverse effect on our business, financial condition or operating results.

Item 1A. RISK FACTORS

Factors that could cause our actual results to differ materially from those in this report are any of the risks described in Item 1A "Risk Factors" included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 as filed with the SEC. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations.

As of September 30, 2017, there have been no other material changes to the risk factors disclosed in Item 1A “Risk Factors” included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 as filed with the SEC. We may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below details the repurchases that were made under the plan during the three months ended September 30, 2017.

| Issuer Purchases of Equity Securities | | | | |
|---------------------------------------|--------------------------------------|------------------------------|--|--|
| Period | Total Number of Shares Purchased (1) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1) | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1) |
| July 1 - 31, 2017 | 26,388 | \$ 20.88 | 26,388 | 1,863,688 |
| August 1 - 31, 2017 | — | \$ — | — | 1,863,688 |
| September 1 - 30, 2017 | — | \$ — | — | 1,863,688 |
| Total | 26,388 | | 26,388 | 1,863,688 |

(1) Class A ordinary shares.

Our Board of Directors has adopted a share repurchase plan authorizing the Company to repurchase up to 2.0 million Class A ordinary shares or securities convertible into Class A ordinary shares in the open market, through privately negotiated transactions or Rule 10b5-1 stock trading plans. The current share repurchase plan, which was renewed by the Board of Directors on April 26, 2017, expires on June 30, 2018 unless renewed by the Board of Directors. As of September 30, 2017, 1.9 million Class A ordinary shares remained authorized for repurchase under the repurchase plan. The Company is not required to repurchase any of the Class A ordinary shares and the repurchase plan may be modified, suspended or terminated at the election of our Board of Directors at any time without prior notice. During the nine months ended September 30, 2017, 136,312 Class A ordinary shares were repurchased by the Company.

Item 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

Item 4. MINE SAFETY DISCLOSURES

Not applicable

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

- 10.1 [Employment Agreement by and between Greenlight Capital Re, Ltd., Greenlight Reinsurance, Ltd. and Michael Belfatti dated August 15, 2017 \(incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on August 16, 2017\)](#)
- 12.1 [Ratio of Earnings to Fixed Charges and Preferred Share Dividends](#)
- 31.1 [Certification of the Chief Executive Officer filed hereunder pursuant to Section 302 of the Sarbanes Oxley Act of 2002](#)
- 31.2 [Certification of the Chief Financial Officer filed hereunder pursuant to Section 302 of the Sarbanes Oxley Act of 2002](#)
- 32.1 [Certification of the Chief Executive Officer filed hereunder pursuant to Section 906 of the Sarbanes Oxley Act of 2002 \(*\)](#)
- 32.2 [Certification of the Chief Financial Officer filed hereunder pursuant to Section 906 of the Sarbanes Oxley Act of 2002 \(*\)](#)
- 101 The following materials from the Company's Quarterly Report on Form 10-Q for the nine months ended September 30, 2017 formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets; (ii) the Condensed Consolidated Statements of Income; (iii) the Condensed Consolidated Statements of Shareholders' Equity; (iv) the Condensed Consolidated Statements of Cash Flows; and (v) the Notes to Condensed Consolidated Financial Statements.

* Furnished herewith.

RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED SHARE DIVIDENDS

The following table sets forth our consolidated ratios:

| | Nine months ended September 30, 2017 | Nine months ended September 30, 2016 |
|---|---|---|
| | (2) | (2) |
| Ratio of Earnings to Fixed Charges (1) | 0.15 | 0.56 |
| Deficiency of Earnings to Fixed Charges (\$000) (3) | 6,549 | 3,101 |

(1) The ratio of earnings to fixed charges was determined by dividing consolidated earnings by total fixed charges. For purposes of the ratios of earnings to fixed charges (i) earnings consist of consolidated net income before considering income taxes, minority interest and fixed charges and (ii) fixed charges consist of interest on indebtedness, interest expense on funds withheld from reinsurers and that portion of rent expense that is deemed by our management to be an appropriate interest factor. We have estimated that one-third of rent expense represents a reasonable approximation of the interest factor.

(2) No preferred shares were outstanding during the nine months ended September 30, 2017 and 2016, and no preferred share dividends were paid during those periods.

(3) For the nine months ended September 30, 2017 and 2016, earnings were insufficient to cover fixed charges by \$6.5 million and \$3.1 million, respectively. This was primarily due to net losses reported for the nine months ended September 30, 2017 and 2016.

**CERTIFICATION OF
CHIEF EXECUTIVE OFFICER OF
GREENLIGHT CAPITAL RE, LTD.**

I, Simon Burton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Greenlight Capital Re, Ltd.;
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 periods 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 officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 30, 2017

/s/ SIMON BURTON

Simon Burton
Chief Executive Officer
(principal executive officer)

**CERTIFICATION OF
CHIEF FINANCIAL OFFICER OF
GREENLIGHT CAPITAL RE, LTD.**

I, Tim Courtis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Greenlight Capital Re, Ltd.;
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 periods 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 officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 30, 2017

/s/ TIM COURTIS

Tim Courtis
Chief Financial Officer

**CERTIFICATION OF
CHIEF EXECUTIVE OFFICER OF
GREENLIGHT CAPITAL RE, LTD.**

This certification is provided pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and accompanies the quarterly report on Form 10-Q (the "Form 10-Q") for the quarter ended September 30, 2017 of Greenlight Capital Re, Ltd. (the "Issuer").

I, Simon Burton, the Principal Executive Officer of the Issuer, certify that to the best of my knowledge:

1. The Form 10-Q fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)), as amended; and
2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Issuer.

Dated: October 30, 2017

/s/ SIMON BURTON

Simon Burton
Chief Executive Officer
(principal executive officer)

**CERTIFICATION OF
CHIEF FINANCIAL OFFICER OF
GREENLIGHT CAPITAL RE, LTD.**

This certification is provided pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and accompanies the quarterly report on Form 10-Q (the "Form 10-Q") for the quarter ended September 30, 2017 of Greenlight Capital Re, Ltd. (the "Issuer").

I, Tim Courtis, the Principal Financial Officer of the Issuer, certify that to the best of my knowledge:

1. The Form 10-Q fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)), as amended; and
2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Issuer.

Dated: October 30, 2017

/s/ TIM COURTIS

Tim Courtis

Chief Financial Officer