

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

**FORM 10-K**

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

For the fiscal year ended December 31, 2024

**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**

N/A

(State or other jurisdiction of incorporation or organization)

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

**65 Market Street**

**Suite 1207, Jasmine Court**

**P.O. Box 31110**

**Camana Bay**

**Grand Cayman**

**Cayman Islands**

(Address of principal executive offices)

**KY1-1205**

(Zip code)

Registrant's telephone number, including area code: **205-291-3440**

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

Title of each class	Trading Symbol(s)	Name of exchange
<b>Ordinary shares</b>	<b>GLRE</b>	<b>The Nasdaq Stock Market LLC</b>

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Emerging Growth Company

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

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

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

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

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

The aggregate market value of voting and non-voting ordinary shares held by non-affiliates of the registrant at June 30, 2024, was \$357.7 million.

At March 10, 2025, there were 34,564,176 ordinary shares outstanding, \$0.10 par value per share, of the registrant.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the proxy statement for the registrant’s 2025 annual meeting of shareholders, to be filed subsequently with the Securities and Exchange Commission, or the SEC, pursuant to Regulation 14A, under the Securities Exchange Act of 1934, as amended, or the Exchange Act, relating to the registrant’s annual general meeting of shareholders scheduled to be held on July 29, 2025 are incorporated by reference in Part III of this Annual Report on Form 10-K.

# GREENLIGHT CAPITAL RE, LTD.

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## PART I

### Note About Forward-Looking Statements

This Annual Report on Form 10-K (herein referred as “Form 10-K” or “Annual Report”) of Greenlight Capital Re, Ltd. (“Greenlight Capital Re,” “Company,” “us,” “we,” or “our”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements, other than statements of historical facts included in this report, including statements regarding 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”. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in the United States (“U.S.”) federal securities laws established by the Private Securities Litigation Reform Act of 1995. 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 not historical facts, and are based on current expectations, estimates and projections, and various assumptions, many of which, are inherently uncertain and beyond management’s control.

Forward-looking statements contained in this Form 10-K may include, but are not limited to, information regarding our estimates for net loss and loss adjustment expenses incurred (including catastrophes and weather-related losses), measurements of potential losses in the fair market value of our investments, our expectations regarding the performance of our business, our financial results, our liquidity and capital resources, the outcome of our strategic initiatives, our expectations regarding pricing, and other market and economic conditions including inflation, our growth prospects, and valuations of the potential impact of movements in interest rates, equity securities’ prices, and foreign currency exchange rates.

Forward-looking statements only reflect our expectations and are not guarantees of performance. These statements involve risks, uncertainties and assumptions. Accordingly, there are or will be important factors that could cause actual events or results to differ materially from those indicated in such statements. We believe that these factors include, but are not limited to:

- any suspension or revocation of any of our licenses;
- losses from catastrophes and other major events;
- a downgrade or withdrawal of our A.M. Best ratings;
- the loss of significant brokers; and
- those described under “Item 1A, [Risk Factors](#)” of this Form 10-K, including the summary below, as those risk factors may be updated from time to time in our periodic and other filings with the Securities and Exchange Commission (the “SEC”), which are accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov).

We undertake no obligation to publicly update or revise any forward-looking statements, whether due to 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 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 underwriting 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.

## **Summary of Risk Factors**

The following is a summary of the principal risks that we believe could adversely affect our business, operations, and financial results.

### **Risks Relating to Our Business**

- Our results of operations fluctuate from period to period and may not be indicative of our long-term prospects.
- If our losses and loss adjustment expenses (“LAE”) greatly exceed our loss reserves, our financial condition may be materially and adversely affected.
- A downgrade or withdrawal of our A.M. Best ratings would materially and adversely affect our ability to implement our business strategy.
- Our property and casualty reinsurance operations make us vulnerable to losses from catastrophes and may cause our results of operations to vary significantly from period to period.
- The loss of significant brokers or customers, could materially and adversely affect our business, financial condition and results of operations.

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

- Any suspension or revocation of any of our licenses would materially and adversely affect our business, financial condition and results of operations.
- Our reinsurance subsidiaries are subject to minimum capital and surplus requirements, and our failure to meet these requirements could subject us to regulatory action.

### **Risks Relating to Our Solasglas Investment Strategy**

- Our investment performance depends in part on the performance of Solasglas Investments, LP (“Solasglas”) and may suffer as a result of adverse financial market developments or other factors that impact Solasglas’ liquidity, which could materially and adversely affect our investment results, financial condition and results of operations.
- Solasglas may be concentrated in a few large positions, which could result in material adverse valuation movements.
- Under the Solasglas limited partnership agreement (“Solasglas LPA”), we are contractually obligated to invest substantially all our assets in Solasglas, with certain exceptions. Solasglas’ performance depends on the ability of its investment advisor, DME Advisors, LP (“DME Advisors”), to select and manage appropriate investments.

### **Risks Relating to Our Innovations Strategy**

- The carrying values of our Innovations investments may differ significantly from those that would be used if we carried these investments at fair value. Additionally, we have a material concentration in our top five holdings at December 31, 2024.
- Our Innovations investments support our underwriting operations and the failure to identify and consummate investment opportunities may materially and adversely affect our ability to implement our business strategy.
- Investments in privately held early-stage companies involve significant risks, and are highly illiquid.

## Item 1. BUSINESS

Unless otherwise indicated or unless the context otherwise requires, all references in this Form 10-K to “the Company,” “we,” “us,” “our,” and similar expressions are references to Greenlight Capital Re, Ltd. and its consolidated subsidiaries. Unless otherwise indicated or unless the context otherwise requires, all references in this Annual Report to entity names are as set forth in the following table:

<b>Reference</b>	<b>Entity’s legal name</b>
Greenlight Capital Re or GLRE	Greenlight Capital Re, Ltd.
Greenlight Re	Greenlight Reinsurance, Ltd.
GRIL	Greenlight Reinsurance Ireland, Designated Activity Company
Verdant	Verdant Holding Company, Ltd.
Greenlight Re UK	Greenlight Re Marketing (UK) Limited
Syndicate 3456	Greenlight Innovation Syndicate 3456
GCM	Greenlight Re Corporate Member Ltd.
Viridis Re	Viridis Re SPC, Ltd.
GRIS	Greenlight Re Ireland Services Limited

We have included a Glossary of Selected Reinsurance Terms at the end of “Part I, Item 1. Business” of this Form 10-K.

All dollar amounts referred to in this Form 10-K are in U.S. dollars unless otherwise indicated. Tabular dollars are presented in thousands, with the exception of per share amounts or as otherwise noted. Due to rounding, numbers presented in the tables included in this Form 10-K may not add up precisely to the totals provided.

Additionally, we disclosed Non-GAAP financial measures in this Form 10-K. Refer to “Part II, Item 7, Management Discussion and Analysis - [Key Financial Measures and Non-GAAP Measures](#)” for further details.

### Company Overview

Established in 2004, we are a global specialty property and casualty (“P&C”) reinsurer headquartered in the Cayman Islands and listed on NASDAQ (ticker: GLRE). We believe we have a reinsurance and investment strategy that differentiates us from most of our competitors. We conduct our operations principally through two licensed and regulated entities: Greenlight Re, based in Grand Cayman, Cayman Islands, and GRIL, based in Dublin, Ireland, in addition to our Lloyd’s platform, Syndicate 3456. Greenlight Re provides multi-line property and casualty reinsurance globally, while GRIL focuses mainly on specialty business. Further, since 2018, we have operated an Innovations business unit to support innovative, technology-driven insurance partners, both in the form of seed capital and reinsurance capacity.

The London market specialty business is central to our underwriting portfolio. In 2020, we established a UK marketing Company, Greenlight Re UK, to increase our London market presence. On January 1, 2023, we acquired a Lloyd’s corporate member, GCM, that provides underwriting capacity for various syndicates (including Syndicate 3456) that underwrite general insurance and reinsurance business at Lloyd’s. Prior to acquiring GCM, we sourced our Funds at Lloyd’s (“FAL”) business through the same corporate member. The ownership of GCM complements our Syndicate 3456 and provides us more control over the FAL business.

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, while complementing our underwriting activities with a non-traditional investment approach designed to achieve higher rates of return over the long term than reinsurance companies that exclusively employ more traditional investment strategies.

Effective January 1, 2024, we hired a new Chief Executive Officer (“CEO”) who undertook a deep review of our business strategies, in addition to meeting key brokers, major clients and Innovations partners. While this has not resulted in any material change to the Company’s strategic direction; this has led to making some changes to the leadership team with the appointment of a Group Chief Underwriting Officer (“Group CUO”) and Group Chief Operating Officer (“Group COO”) during 2024 in order to more effectively manage the Company’s operations and anticipated business growth.

Building from our strong performance in 2023, we grew our reinsurance business by 9.7% in gross premiums written during 2024 while maintaining a strong financial position and liquidity. Additionally, A.M. Best Company, Inc. (“A.M. Best”) revised

our outlook to positive from stable for our principal operating subsidiaries in October 2024. We are rated A- (Excellent) by A.M. Best. At December 31, 2024, we had \$2.0 billion of total assets and \$0.6 billion of shareholders' equity, with a debt-to-capital ratio of 9.5%.

## Company Capital Stock

We have one class of common stock, our ordinary shares. Each ordinary share is entitled to one vote per share. However, except upon unanimous consent of our Board pursuant to Section 11(1)(c) of our Fourth Amended and Restated Memorandum and Articles of Association (the "Articles"), no holder is permitted to acquire an amount of shares which would cause any person to own (directly, indirectly or constructively under applicable United States tax attribution and constructive ownership rules) 9.9% or more of the total voting power of the total issued and outstanding ordinary shares. In connection with certain proposals that passed at our 2023 AGM relating to the elimination of our former dual-class share structure, our Board consented pursuant to Section 11(1)(c) of the Articles to David Einhorn beneficially owning more than 9.9% of the total voting power of the total issued and outstanding ordinary shares, up to the amount of ordinary shares beneficially owned by David Einhorn at the time of the consent (i.e., 6,254,715 ordinary shares, which represents 18.0% of the outstanding ordinary shares as of December 31, 2024). David Einhorn is the Chairman of the Company's Board of Directors and the President of Greenlight Capital, Inc. (see "[Investments](#)" in this Item 1).

## Business Strategy

We continue to prioritize long-term growth in diluted book value per share as our primary financial metric in measuring the Company's performance. The five-year compound annual growth for our diluted book value per share was 8.2% at December 31, 2024. We also measure our short and long-term underwriting performance based on our net underwriting income. We have incorporated these two key performance metrics in our incentive compensation plan to align employee and shareholder interests.

Our business is comprised of the following three strategic pillars:

### *Open Market Underwriting Strategy:*

We strive to grow our diverse book of business by responding timely to changing market conditions, prudently managing our chosen lines of business, and driving sustainable shareholder returns.

We offer a diverse range of risk management products and services across market segments and geographies. Our small scale, relative to our global competitors, enables us to be more agile in allocating capacity to the most promising risks and classes. We write business on a non-proportional (or excess of loss) and proportional basis (also known as pro rata reinsurance, quota share reinsurance or participating reinsurance) across a range of classes in the property and casualty market. Our underwriting approach varies by class and type of opportunity:

- Where our expertise is sufficient to evaluate the risk thoroughly, we will generally seek to participate in syndicated placements negotiated and priced by another party that we judge to have market-leading expertise in the class or as a quota share retrocessionaire of a market-leading reinsurer; and
- Where we have domain-specific expertise and a high level of market access, we may seek to act as the lead underwriter to achieve greater influence in negotiating pricing, terms, and conditions.

Further, the size and diversification of our underwriting portfolio will vary based on our perception of the opportunities available in each line of business at each point in time. As our focus on certain lines fluctuates based on market conditions, we may only offer or underwrite a limited number of lines in any given period. We seek to:

- mitigate underwriting volatility over the long term by focusing on short and medium tail risk;
- target markets and lines of business where we believe an appropriate risk/reward profile exists;
- attract and retain clients with expertise in their respective lines of business;
- employ strict underwriting discipline; and
- select reinsurance opportunities with anticipated favorable returns on capital.

*Innovations Investments and Underwriting Strategy:*

Since 2018, we have been making strategic capital investments in startup companies and managing general agents (“MGAs”). In addition to the potential for higher investment returns over the long term, this also strategically positions us for long-term access to a stream of attractive underwriting opportunities directly with our investees, coupled with new sources of fee income through our insurance and reinsurance platforms. For many of our strategic investments, we have observer rights with the investee’s Board of Directors, providing us with high-level transparency over the investee’s business performance.

To capitalize on global opportunities, in 2022 we created Syndicate 3456, a Lloyd’s syndicate-in-a-box, with a Lloyd’s A+ financial strength rating (see [Ratings](#) below). Greenlight Re is the sole capital provider for Syndicate 3456. Further, in late 2023, we incorporated Viridis Re as an exempted segregated portfolio company (“SPC”) in the Cayman Islands. Through segregated portfolios of Viridis Re, we offer a turn-key “captive-as-a-service” alternative for current and future strategic partners, which we believe provides a more cost-effective insurance and reinsurance solution, quicker “go to market” alternative, and shared risk taking and resources opportunities.

From 2022 to 2024, we have expanded our Innovations business, with gross premiums written rising from \$50.7 million to \$94.7 million (see [Reportable Segments](#) within this Item 1. Business). As a result of building a strong reputation and brand in the insurtech industry in recent years, we continued to grow our pipeline opportunities during 2024, positioning us for further growth in the foreseeable future. Moreover, during 2024 some of our peers have expressed an interest in participating in our Innovations underwriting portfolio. This has led us to placing a whole-account retrocession program with them, in which we agreed to cede 28% of Innovations-related contracts incepting in the fourth quarter of 2024 in return for a modest override commission income. This strategic initiative enables us to grow our share in promising businesses while not being capital constrained. As result, we can provide greater reinsurance capacity to the startup companies and MGAs (mainly in the insurtech industry) and be meaningful to our partners. This also positions us well for further portfolio diversification and profitable growth within the Innovations segment.

*Value-Oriented Investment Strategy:*

Our value-oriented investment strategy, managed through Solasglas, is designed to maximize returns over the long term while minimizing the risk of capital loss. Unlike the investment strategies of many of our competitors, which invest primarily in fixed-income securities either directly or through fixed-fee arrangements with one or more investment managers, our investment strategy is focused mainly on long and short positions, primarily in publicly-traded equity and corporate debt instruments. See [Investments](#) within this Item 1. Business for further information.

**Reportable Segments**

Historically, we had one reportable segment - Property and Casualty Reinsurance. For the quarter and year ended December 31, 2024, we have revised our reportable segments to Open Market and Innovations. The change in reportable segments was driven by the appointment of a new CEO, who is the new chief operating decision maker (“CODM”). Accordingly, all prior years’ comparatives have been recast, where applicable, to conform with the new reportable segments in this Form 10-K.

Refer to “Part II, Item 7. [Management’s Discussion and Analysis of Financial Condition and Results of Operations](#)” (herein referred as “MD&A”) for additional information relating to our reportable segments and related underwriting performance and “Part II, Item 8. Note 17 [Segment Reporting](#)” to the consolidated financial statements for further details on our reportable segments and a breakdown of our gross premiums written by geographic area of risks insured.

The following table presents the gross premiums written for our reportable segments for the most recent three years:

	2024		2023		2022	
Open Market	603,798	86.5 %	504,435	79.2 %	452,541	80.4 %
Innovations	94,725	13.6 %	88,601	13.9 %	50,736	9.0 %
<b>Total Segments</b>	<b>\$ 698,523</b>	<b>100.0 %</b>	<b>\$ 593,036</b>	<b>93.1 %</b>	<b>\$ 503,277</b>	<b>89.4 %</b>
Corporate <sup>(1)</sup>	(188)	— %	43,773	6.9 %	59,894	10.6 %
<b>Total consolidated gross premiums written</b>	<b>\$ 698,335</b>	<b>100.0 %</b>	<b>\$ 636,809</b>	<b>100.0 %</b>	<b>\$ 563,171</b>	<b>100.0 %</b>

(1) Corporate includes gross premiums written from Innovations’ related property runoff business.

## Open Market Segment

Our Open Market segment is led by our Group CUO, with approximately 25 years of P&C reinsurance experience. Our Group CUO also oversees the underwriting activities of our Innovations segment (see below).

We provide treaty reinsurance to insurance companies on a global basis, written on a proportional or non-proportional (also known as excess of loss) basis. The Open Market segment has the following lines of business:

- *Casualty*: includes primarily general liability, umbrella, multiline casualty, and workers' compensation coverage.
- *Financial*: includes primarily mortgage, trade credit, surety, transactional liability, and financial multiline coverage.
- *Health*: includes primarily accident and critical illness coverage.
- *Multiline*: includes predominantly FAL business, coupled with multiline commercial and personal auto liability, BOP, and multiline commercial coverage.
- *Property*: includes mainly commercial property and property catastrophe coverage.
- *Specialty*: includes primarily agriculture, cyber, marine and energy, aviation and space, specialty multiline, and WPVT coverage.

The majority of our Open Market business is produced through reinsurance brokers worldwide. Brokerage distribution channels provide us with access to an efficient, variable cost and global distribution system. In some cases, intermediaries also provide other services, including risk analytics, processing, and clearing.

We aim to build and strengthen long-term relationships with global reinsurance brokers. Our underwriting team has relationships with most primary and specialty broker intermediaries in the reinsurance marketplace. By maintaining close relationships with brokers, we believe that we will continue to obtain access to a broad range of reinsurance clients and opportunities.

We seek to strengthen our broker relationships and become the preferred choice of brokers and clients by providing, where applicable:

- demonstrated expertise in the underlying reinsured exposures and the operation of the contracts;
- rapid responses to risk submissions;
- timely claims payments;
- customized solutions that address the specific business needs of our clients;
- financial security; and
- a clear indication of risks we will and will not underwrite.

We focus on the quality and financial strength of any brokerage firm we conduct business with. Brokers do not have the authority to bind us to any reinsurance contract. Their commissions are generally determined based on a percentage of gross premiums written.

The following table shows the percentage of our Open Market's gross premiums written by broker, shown individually where a broker accounted for 10% or more of the total, in any of the last three years:

	<b>2024</b>	<b>2023</b>	<b>2022</b>
Aon plc	22.0 %	15.7 %	30.2 %
Marsh & McLennan	19.2 %	24.1 %	12.3 %
Willis Group Holdings plc	16.8 %	17.6 %	20.1 %
Howden Group Holdings	15.3 %	13.4 %	10.3 %
All others and MGAs	26.7 %	29.2 %	27.0 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

We frequently meet in the Cayman Islands, Ireland, U.K. and elsewhere with brokers and senior representatives of clients and prospective clients. We review and (when we deem appropriate) approve all contract submissions in the Cayman Islands or Ireland. Due to our dependence on brokers, the inability to obtain business from them could adversely affect our business

strategy. See “Item 1A. Risk Factors — [Risks Related to Our Business](#) — *The loss of significant brokers or customers, could materially and adversely affect our business, financial condition and results of operations.*” We may assume a degree of the credit risk of our reinsurance brokers. See “Item 1A. Risk Factors — [Risks Related to Our Business](#) — *We are subject to the credit risk of our brokers, cedents, agents and other counterparties.*”

Prior to January 1, 2023, our FAL business was generated through a Lloyd’s corporate member, which we subsequently acquired effective January 1, 2023. FAL represented approximately 40%, 35%, and 26% of our Open Market gross premiums written for the years ended December 31, 2024, 2023, and 2022, respectively.

## **Innovations Segment**

Our Innovations segment is led by our Head of Innovations since 2020, with over 15 years of P&C experience, with the underwriting led by our Innovations Chief Underwriting Officer, with over 22 years of P&C experience.

### *Innovation-related Investments*

We make strategic investments in promising startup companies and MGAs, subject to investment guidelines as approved by our Board of Directors, in addition to providing reinsurance capacity on a case by case basis. These private investments consist primarily of unlisted equities (mostly preferred shares) and debt instruments.

In evaluating Innovations opportunities, we generally ensure that each investment meets at least one of the following criteria:

- The value we add to a partnership is derived primarily from the application of our risk expertise, not solely capital or reinsurance support;
- The investment provides value to our company in specific risk areas, technology, product innovation, or other areas;
- The partnership approach provides access to a pool of capital, products, or distribution;
- Overall, the partnership approach creates a combined effort that generates a durable strategic or competitive position in one or more markets and increases our opportunities to achieve revenue growth and margin expansion.

Given the higher-risk nature of early / seed-stage investments, we limit our initial investment to between a range of \$0.25-\$2.0 million for each investee. At December 31, 2024, we have 44 private companies in our Innovations investment portfolio. See “Item 1A. Risk Factors - [Risks Relating to Our Innovations Strategy](#)”

### *Innovation-related Underwriting*

We provide underwriting capacity to our program partners through insurance and reinsurance structures on a global basis, written on a proportional or non-proportional basis. The Innovations segment has the following lines of business:

- *Casualty*: includes primarily general liability and multiline casualty coverage.
- *Financial*: includes predominantly miscellaneous financial coverage.
- *Health*: includes primarily travel and other miscellaneous health coverage.
- *Multiline*: includes mostly business owners’ policy (“BOP”) and multiline commercial coverage, in addition to business written from our Syndicate 3456 (multiple lines of business).
- *Specialty*: includes primarily contingency liability and travel-related (e.g. trip cancellation / interruption, baggage and personal effects, and medical insurance) coverage.

Our Innovations underwriting business is sourced from our strategic partners in startup companies and MGAs. Concurrently with our initial investment, in most cases, we enter into a right of first offer to provide underwriting capacity based on a minimum percentage of the business written by the direct client. In some cases, we may not invest capital in the strategic partner but rather provide reinsurance capacity. We also work closely with our strategic partners who wish to attain Lloyd’s coverholder status, which allows them to conduct business with our Syndicate 3456. Starting in 2024, as an alternative to the Lloyd’s platform, we also offer to clients the ability to create segregated cells within Viridis Re, providing them more flexible and cost effective reinsurance solutions.

The following table shows the percentage of our Innovations' gross premiums written by customer, shown individually where a customer accounted for 10% or more of the total, in any of the last three years:

	2024	2023	2022
Customer A	22.7 %	15.5 %	10.0 %
Customer B	15.1 %	8.9 %	0.4 %
Customer C	9.6 %	30.4 %	25.6 %
Customer D	4.5 %	14.8 %	14.6 %
Customer E	3.4 %	4.6 %	11.5 %
Customer F	0.1 %	2.0 %	11.5 %
Customer G <sup>(1)</sup>	(0.9)%	0.2 %	10.9 %
All others	45.5 %	23.6 %	15.4 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

(1) Negative percentage reflects a reduction in the prior year's estimated gross premium written.

## Underwriting and Risk Management

We have established an underwriting platform composed of experienced underwriters and actuaries. We have underwriting operations in three locations: the Cayman Islands, Dublin, Ireland, and London, U.K. These platforms provide access to key markets in the U.S., Europe, Middle East, and Asia. Our experienced team allows us to deploy our capital in various lines of business and capitalize on opportunities that we believe offer favorable returns on equity over the long term. Our underwriters and actuaries have expertise in multiple lines of business. We generally apply the following underwriting and risk management principles:

### *Economics of Results*

Our primary underwriting goal is to build a (re)insurance portfolio that maximizes profitability, subject to risk and volatility constraints.

### *Underwriting Analysis*

Our approach to underwriting analysis begins at the class-of-business level. This analysis includes identifying and assessing the structural drivers of risk and emerging loss trends and understanding the market participants and results, capacity conditions for supply and demand, and other factors. Our underwriting professionals specialize in business lines, and our quantitative professionals (pricing actuaries) assist in evaluating all risks we underwrite. Combined with cross-line management, we believe this approach enables us to build and deploy expertise and insight into the business line's risk dynamics and external factors that will affect each transaction.

We assign a deal team composed of underwriting and quantitative professionals to evaluate each potential transaction's pricing and structure. Before committing capital to any transaction, the deal team and the regional Chief Underwriting Officer must obtain approval from at least one of, the CEO, Group CUO, or GRIL's CUO (except for deals led by the GRIL's CUO). In seeking this approval, the deal team presents the key components of the proposed transaction, including assumptions and threats, market and individual deal risk factors, market capacity dynamics, transaction structure and pricing, maximum downside, and other factors.

We collaborate with our current and prospective clients and brokers to understand the risks associated with each potential transaction. For most of our business, we follow terms set by recognized market leads. We consider the remainder of our underwriting portfolio, including contracts linked to our Innovations partners or in areas where we have significant market expertise, to be "lead business." When underwriting lead business, we generally structure the reinsurance agreements to ensure that our cedents' interests and ours are aligned. Where appropriate, we conduct or contract for on-site audits or reviews of the clients' underwriting files, systems, and operations. We usually obtain substantial data from our clients to conduct a thorough actuarial modeling analysis. As part of our pricing and underwriting process, we assess, among other factors:

- the client’s and industry’s historical loss data;
- the expected duration for claims to fully develop;
- the client’s pricing and underwriting strategies;
- the geographic areas in which the client is doing business and its market share;
- the reputation and financial strength of the client and its management and underwriting teams;
- the reputation and expertise of the broker; and
- reports provided by independent industry specialists.

We develop proprietary quantitative models and use several commercially available tools to price our business. Our models consider conventional underwriting and risk metrics and incorporate various class-specific and market-specific aspects from our line-of-business analyses. We use models to evaluate the quantitative work’s quality and predictive power and undertake a detailed assessment of the data quality.

#### *Underwriting Authorities*

The Underwriting Committee of our Board of Directors (the “Underwriting Committee”) sets parameters for aggregate property catastrophic caps and limits for maximum loss potential under any individual contract. The Underwriting Committee must approve any exceptions to the established limits. The Underwriting Committee may amend the maximum underwriting authorities periodically to align with our capital base. The Underwriting Committee designs our underwriting authorities to ensure the underwriting portfolio is appropriate on a risk-adjusted basis.

Refer to “Part II, Item 5. Management’s Discussion and Analysis of Financial Condition and Results of Operations - [Financial Condition](#)” for a summary of our catastrophe loss exposure in terms of our probable maximum loss (“PML”), net of retrocession and reinstatement premiums, as at January 1, 2025.

#### *Retrocessional Coverage*

We opportunistically purchase retrocessional coverage for one or more of the following reasons: to manage our overall catastrophe events or aggregate exposure, reduce our net liability on individual risks, obtain additional underwriting capacity, and balance our underwriting portfolio.

The retrocessional coverage we purchase varies based on numerous factors, including the inherent volatility and risk accumulation of our underwriting portfolio and capital base. Our portfolio, and by extension our gross risk position, will change in size from year to year depending on market opportunities, so it is difficult to predict the level of retrocessional coverage that we will purchase in any future year.

We generally purchase uncollateralized retrocessional coverage from reinsurers with a minimum financial strength rating of “A- (Excellent)” from A.M. Best or an equivalent rating from a recognized rating service. For lower-rated or non-rated reinsurers, we endeavor to obtain and monitor collateral in the form of cash, funds withheld, letters of credit, regulatory trusts, or other collateral in the form of guarantees. At December 31, 2024, the aggregate amount due from reinsurers from retrocessional coverages represented 10.0% (2023: 3.9%) of our gross loss reserves. For further details, please see *Note 8 “[Retrocession](#)”* to the consolidated financial statements.

#### **Claims Management**

Our claims management process begins upon receiving claims notifications from our clients or third-party administrators. We review reserving and settlement authority under the individual contract requirements and, as necessary, discuss with the contract’s underwriter. Our in-house claims team oversees claims reviews and approves all claim settlements. Claims above the claims manager’s authority are referred to the General Counsel, Chief Financial Officer (“CFO”), CEO, Chief Actuary or Group CUO together with the claims officer’s recommendations, for secondary approval. We believe that this process ensures that we pay claims in accordance with each contract’s terms and conditions.

Where appropriate, we conduct or contract for on-site claims audits at cedents and third-party administrators, particularly for large accounts, Innovations partners, and those whose performance differs from our expectations. Through these audits, we

evaluate and monitor the third-party administrators' and the ceding companies' organization and claims-handling practices. These practices include:

- fact-finding and investigation techniques;
- loss notifications;
- reserving;
- claims negotiation and settlement;
- adherence to claims-handling guidelines.

The results of these claim reserves are shared with the underwriters and actuaries to assist them in pricing products and establishing loss reserves.

We recognize that the fair interpretation of our reinsurance agreements and timely payment of covered claims are essential components of the service we provide to our clients.

## **Reserves**

Our reserving philosophy is to set reserves at the level representing our best estimate of the amount we will ultimately be required to pay in connection with risks we have underwritten. Our actuarial staff performs quarterly reviews of our portfolio and provides reserving estimates according to our stated reserving philosophy. In doing so, our team groups our portfolio into reserving analysis segments based primarily on homogeneity considerations. Currently, this process involves analysis at the line of business, individual client or transaction level.

We engage an independent actuarial firm who reviews and provides opinions on these reserve estimates at least once a year. Due to the use of different assumptions and loss experience, the amount we establish as reserves with respect to individual risks, clients, transactions, or business lines may be greater or less than those set by our clients or ceding companies. Reserves include claims reported but not yet paid, claims incurred but not reported, and claims in the process of settlement. Additional underwriting liabilities include unearned premiums, premium deposits, and profit commissions earned but not yet paid.

Reserves represent an estimate rather than an exact quantification. Although the methods for establishing reserves are well established, many assumptions about anticipated loss emergence patterns are subject to unanticipated fluctuation. We base our estimates on our assessment of facts and circumstances, future trends in claim severity and frequency, judicial theories of liability, and other factors, including inflation, interest rate changes, political risks and the actions of third parties, which are beyond our control.

Another significant component of reserving risk relates to the estimation of losses in the aftermath of a major catastrophe event. Accordingly, we believe the most significant accounting judgment made by management is our estimate of loss and loss adjustment expense reserves. For more information on our reserving process and methodology, refer to the "[Critical Accounting Policies and Estimates - Loss and Loss Adjustment Expense Reserves](#)" under "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

See Note 7 "[Loss and Loss Adjustment Expense Reserves](#)" of the consolidated financial statements for a reconciliation of claims reserves, loss development tables by accident year, and explanations of significant prior period loss development movements. For a discussion on risk factors relating to loss reserves, see "Item 1A. Risk Factors — [Risks Relating to Our Business](#) — *If our losses and LAE greatly exceed our loss reserves, our financial condition may be materially and adversely affected.*"

## **Collateral Arrangements and Letter of Credit Facilities**

We are licensed and admitted as a reinsurer only in the Cayman Islands and the European Economic Area (the "EEA"). Many jurisdictions, including the United States, do not permit clients to take credit for reinsurance on their statutory financial statements if they obtain such reinsurance from unlicensed or non-admitted insurers without appropriate collateral. As a result, our U.S. clients and some non-U.S. clients require us to provide collateral for the contracts we bind with them. We provide collateral as funds withheld, trust arrangements, or letters of credit ("LOC"). For further information, see Note 9 - "[Debt and Credit Facilities](#)" of the consolidated financial statements in "Item 8. [Financial Statements and Supplementary Data](#)".

## Competition

We compete for reinsurance business in the Cayman Islands and European markets. The global reinsurance market is highly competitive. Competition is generally influenced by a variety of factors, including available capacity, service, financial strength ratings, prior history and relationships, and price. We compete with major global reinsurers, most of which are well-established and have significant operating histories, strong financial strength ratings, and long-standing client relationships. Competitors also provide protection in the form of catastrophe bonds, industry loss warranties, and other risk-linked products that are outside of the traditional reinsurance treaty market. This may lead to reduced pricing and/or reduced participation levels in certain reinsurance products.

Our competitors vary according to the individual market and situation. Generally, they include Arch Capital, AXIS Capital, Everest Re, Hamilton Re, Hannover Re, RenaissanceRe, SiriusPoint, and smaller companies, other niche reinsurers, alternative risk providers (such as captives, catastrophe bonds and other forms of insurance linked securities), and Lloyd's syndicates and their related entities. Although we seek to provide coverage where capacity and alternatives are limited, we directly compete with these and other larger companies due to the breadth of their coverage across the property and casualty market in substantially all lines of business. See "Item 1A — Risk Factors — [Risks Relating to Our Business](#) – *Competitors with greater resources may make it difficult for us to effectively market our products or offer our products at a profit.*"

## Ratings

On October 18, 2024, A.M. Best re-affirmed our "A- (Excellent)" and the Long-Term Issuer Credit Ratings of "a-" (Excellent) for our principal operating subsidiaries and revised the outlook to positive from stable. We believe a strong rating is important to compete and market reinsurance products to clients and brokers. These ratings reflect the rating agency's opinion of our reinsurance subsidiaries' financial strength, operating performance, and ability to meet obligations. It is not an evaluation directed toward the investors' protection or a recommendation to buy, sell or hold our ordinary shares.

Additionally, A.M. Best assessed our Enterprise Risk Management ("ERM") practices as appropriate for the Company's business complexity and overall risk profile.

A.M. Best periodically reviews the financial positions of our operating subsidiaries and therefore our rating may be subsequently revised or revoked by the agency. The failure to maintain our current "A-" A.M. Best rating may significantly and negatively affect our ability to implement our business strategy. See "Item 1A. Risk Factors — [Risks Relating to Our Business](#) — *A downgrade or withdrawal of our A.M. Best ratings would materially and adversely affect our ability to implement our business strategy.*"

Further, by being part of the Lloyd's market, Syndicate 3456 benefits from the following four Lloyd's financial strength ratings: "A+" (Superior) from A.M. Best; AA- (Very Strong) from Fitch Ratings; AA- (Very Strong) from Kroll Bond Rating Agency; and AA- (Very Strong) from Standard & Poor's.

## Regulations

### *Cayman Islands Insurance Regulation*

The legislative framework for conducting insurance and reinsurance business in and from within the Cayman Islands is composed of The Insurance Act, 2010 (as amended) and underlying regulations thereto (the "Act"), which became effective in the Cayman Islands on November 1, 2012.

Greenlight Re holds a Class D insurer license issued in accordance with the terms of the Act and is subject to regulation and supervision by the Cayman Islands Monetary Authority ("CIMA"). Viridis Re holds a Class B insurer license issued in accordance with the terms of the Act and is subject to regulation and supervision by CIMA.

As the holder of an insurer license, each of Greenlight Re and Viridis Re is permitted to carry on reinsurance business from the Cayman Islands but, except with the prior written approval of CIMA, may not carry on any insurance or reinsurance business where the underlying risk originates and resides in the Cayman Islands.

Greenlight Re and Viridis Re are required to comply with the following principal requirements under the Act:

- to maintain capital and a margin of solvency in accordance with the capital and solvency requirements prescribed by the Act;
- to carry on its business in accordance with its business plan and the laws of the Cayman Islands, including the regulatory laws, regulations, rules, and statements of guidance, where applicable;
- to maintain a minimum of at least two directors and to seek the prior approval of CIMA in respect of the appointment of directors and officers and to provide CIMA with information in connection therewith and notification of any changes thereto;
- to have a place of business in the Cayman Islands and to maintain such resources, including staff and facilities, books and records as CIMA considers appropriate, having regard for the nature and scale of the business of Greenlight Re;
- to submit to CIMA an annual return in the prescribed form together with:
  - financial statements prepared in accordance with internationally recognized accounting standards, audited by an independent auditor approved by CIMA;
  - an actuarial valuation of its assets and liabilities, certified by an actuary approved by CIMA;
  - certification of solvency prepared by a person approved by CIMA in accordance with the prescribed requirements;
  - confirmation that the information contained in its license application, as modified by any subsequent changes, remains correct and up to date;
  - such other information as may be prescribed by CIMA; and
- to pay an annual license fee.

It is the duty of CIMA:

- to maintain a general review of insurance practices in the Cayman Islands;
- to examine the affairs or business of any licensee or other person carrying on, or who has carried on, insurance business to ensure that the Act has been complied with and that the licensee is in a sound financial position and is carrying on its business in a fit and proper manner;
- to examine and report on the annual returns delivered to CIMA in terms of the Act; and
- to examine and make recommendations with respect to, among other things, proposals for the revocation of licenses and cases of suspected insolvency of licensed entities.

Greenlight Re and Viridis Re are also required to comply with, amongst other standards, the Rule on Corporate Governance for Insurers, the Rule on Risk Management for Insurers, and the Rule on Investment Activities for Insurers and the associated Statement of Guidance. Respectively, these rules require regulated insurers to establish and maintain (a) a corporate governance framework that provides for the sound and prudent management and oversight of the insurer's business, including outsourcing and internal controls, and which adequately recognizes and protects the interests of its policyholders, and (b) a risk management framework that is capable of promptly identifying, measuring, assessing, reporting, monitoring and controlling all sources of risks that could have a material impact on its operations, and (c) implement investment activities that consider all of Greenlight Re's and Viridis Re's risks and solvency requirements.

The Act provides that where CIMA believes a licensee is committing, or is about to commit or pursue, an act that is an unsafe or unsound business practice, CIMA may direct the licensee to cease or refrain from committing the act or pursuing the offending course of conduct. Failure to comply with such a CIMA direction may be punishable on summary conviction by a fine of up to 100,000 Cayman Islands dollars (US\$120,000) or to imprisonment for a term of five years or to both, and on conviction on indictment to a fine of 500,000 Cayman Islands dollars (US\$600,000) or to imprisonment for a term of ten years or to both and to an additional 10,000 Cayman Islands dollars ( US\$12,000) for every day after conviction that the breach continues.

The Monetary Authority Act ("MAA") also provides CIMA with the authority to impose administrative fines on licensees. The recent Monetary Authority (Administrative Fines) (Amendment) Regulations, 2020 (the "Amendment Regulations") came into force on 26 June 2020. They extended the scope of the fines CIMA may impose for breaches of a range of regulatory laws, including the Act. Breaches are categorized as minor, serious, or very serious, and, depending on the category of the breach, fines range from \$6,100 to \$1,220,000 per breach for very serious breaches. Where a breach is committed by a corporate entity and is shown to have been committed with the consent, connivance, knowledge, or neglect of an individual, that individual may also be subject to an administrative fine.

Whenever CIMA believes that a licensee is or may become unable to meet its obligations as they fall due, is carrying on business in a manner likely to be detrimental to the public interest or the interests of its creditors or policyholders, has contravened the terms of the Act or has otherwise behaved in such a manner to cause CIMA to call into question the licensee's fitness, CIMA may take one of several steps. The steps include requiring the licensee to rectify the matter, suspending the license of the licensee, revoking the license, imposing conditions upon the license and amending or revoking any such condition, requiring the substitution of any director, manager, or officer of the licensee, at the expense of the licensee, appointing a person to advise the licensee on the proper conduct of its affairs and to report to CIMA thereon, at the expense of the licensee, appointing a person to assume control of the licensee's affairs or otherwise requiring such action to be taken by the licensee as CIMA considers necessary. We have not been subject to any such actions from CIMA to date.

### ***Other Regulations in the Cayman Islands***

As Cayman Islands exempted companies, Greenlight Capital Re, Greenlight Re and Viridis Re may not carry on business or trade locally in the Cayman Islands except in furtherance of their business outside the Cayman Islands and are prohibited from soliciting the public of the Cayman Islands to subscribe for any of their securities or debt. These companies are further required to file a return with the Registrar of Companies in January of each year ("Annual Return") and to pay an annual registration fee at that time. Additionally, these companies must comply with the "Anti-Money Laundering Regulations (as revised)" in the Cayman Islands.

Economic substance law requiring a "relevant entity" conducting "relevant activity" to file notifications and, unless exempt, to report to the Tax Information Authority ("TIA") and maintain economic substance.

The International Tax Co-operation (Economic Substance) Act (as revised) and International Tax Co-operation (Economic Substance) Regulations, 2020, were published on February 5, 2021, and August 11, 2020, respectively, and subsequently amended (together, the "ES Act"). The latest version of the Guidance on Economic Substance for Geographically Mobile Activities ("ES Guidance") was published in July 2022.

Greenlight Capital Re, Greenlight Re and Viridis Re must confirm their economic substance classification on an annual basis and submit this classification to the TIA as a prerequisite to the Annual Return filing.

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

### ***Cayman Islands Status with the European Union ("EU") and Financial Action Task Force ("FATF") Compliance***

The Cayman Islands is a member of the Financial Action Task Force ("FATF") and, like all member countries, it will from time to time be subject to mutual evaluation reviews which may in turn prompt regulatory changes. The Cayman Islands has completed and satisfied all required action items arising from its 4th round FATF mutual evaluation process. The FATF has commenced the 5th round mutual evaluation process for member countries, and the Cayman Islands will be assessed as part of the 5th round in due course.

### ***Ireland Insurance Regulations***

Our Irish subsidiary, GRIL, is authorized as a non-life reinsurance undertaking by the Central Bank of Ireland "CBI" in accordance with the European Union (Insurance and Reinsurance) Regulations 2015 (the "Irish Regulations"). The Irish Regulations give effect in Ireland to EU Directive 2009/138/EC (known as "Solvency II"), which introduced a new European regulatory regime for insurers and reinsurers with effect from January 1, 2016. Solvency II is supplemented by the European Commission Delegated Regulation (EU) 2015/35, other European Commission "delegated acts" and binding technical standards, and guidelines issued by the European Insurance and Occupational Pensions Authority ("Delegated Acts and Guidelines"). GRIL is required to comply at all times with the Irish Regulations, the Irish Insurance Acts 1909 to 2022, regulations relating to insurance business or reinsurance business promulgated under the European Communities Act 1972, the Irish Central Bank Acts 1942 to 2023 as amended, regulations promulgated thereunder and directions, guidelines and codes of conduct issued by the CBI (collectively the "Irish Insurance Acts and Regulations"). In addition, GRIL is required to comply with the Delegated Acts and Guidelines and must meet risk-based solvency requirements imposed under Solvency II on insurers and reinsurers that are authorized in EU/EEA member states to undertake business. Solvency II and the Delegated Acts and Guidelines set out classification and eligibility requirements, including the characteristics that capital, including any capital contribution, must display to qualify as regulatory capital.

GRIL is also required to comply with the European Union (Insurance Distribution) Regulations 2018 (the "2018 Regulations"), which apply to distributors of insurance and reinsurance products (including insurers and reinsurers). The 2018 Regulations give effect in Ireland to Directive (EU) 2016/97 (known as the "IDD") and strengthen the regulatory regime applicable to

distribution activities through increased transparency, information, and conduct requirements. On May 25, 2018, the General Data Protection Regulation (the "GDPR") came into force across the EU. The GDPR is supplemented and given further effect in Ireland by the Data Protection Acts 1988 to 2018 and by regulations relating to privacy promulgated under the European Communities Act 1972. The GDPR significantly increases organizations' obligations and responsibilities in collecting, using, storing, and protecting personal data. Organizations in breach of the GDPR may incur sizable financial penalties up to, the higher of €20 million or 4% of annual global turnover.

## ***UK Regulations***

### *Lloyd's Oversight*

Syndicate 3456 is subject to oversight by Lloyd's, substantially effected through the Lloyd's Council. Our business plan for Syndicate 3456, including maximum underwriting capacity, requires annual approval by Lloyd's. Lloyd's may require changes to any business plan presented to it or additional capital to be provided to support the underwriting plan. We have deposited certain assets with Lloyd's to support GCM's underwriting business at Lloyd's.

By entering into a membership agreement with Lloyd's, GCM has undertaken to comply with all Lloyd's by-laws and regulations as well as the provisions of the Lloyd's Acts 1871 to 1982 and the Financial Services and Markets Act 2000, as amended by the Financial Services Act 2012 and the Financial Services and Markets Act 2023. This arrangement subjects us to the following:

- *Capital Requirements.* The underwriting capacity of a member of Lloyd's must be supported by providing a deposit, referred to as FAL, in an amount determined on the basis of such entity's solvency and capital requirements. The amount of such deposit is calculated for each member through the completion of an annual capital adequacy exercise. In addition, if the FAL are not sufficient to cover all losses, the Lloyd's Central Fund provides an additional level of security for policyholders. Dividends from a Lloyd's managing agent and a Lloyd's corporate member can be declared and paid provided the relevant company has sufficient profits available for distribution.
- *Ratings.* The financial security of the Lloyd's market as a whole is regularly assessed by four independent rating agencies (A.M. Best, S&P, Kroll Bond and Fitch). Syndicates at Lloyd's take their financial security rating from the rating of the Lloyd's market. A satisfactory credit rating issued by an accredited rating agency is necessary for Lloyd's syndicates to be able to trade in certain classes of business at current levels.
- *Intervention Powers.* The Lloyd's Council has wide discretionary powers to regulate members' underwriting at Lloyd's, including, the power to withdraw a member's permission to underwrite business or to underwrite a particular class of business and to change the basis on which syndicate expenses are allocated.
- *Assessments.* If Lloyd's determines that the Central Fund needs to be increased, it has the power to assess premium levies on current Lloyd's members up to 5% of a member's underwriting capacity in any one year.

### *Prudential Regulation Authority ("PRA") and Financial Conduct Authority ("FCA") Regulation.*

The PRA is part of the Bank of England and responsible for the prudential regulation and supervision of banks, building societies, credit unions, insurers, and major investment firms authorized in the UK. The FCA has responsibility for market conduct regulation. Lloyd's as a whole is authorized by the PRA and regulated by both the FCA and the PRA, which both have substantial powers of intervention in relation to regulated firms. Lloyd's is required to implement certain rules prescribed by the PRA and the FCA. If it appears to either the PRA or the FCA that either Lloyd's is not fulfilling its delegated regulatory responsibilities or that managing agents are not complying with the applicable regulatory rules and guidance, the PRA or the FCA may intervene at their discretion. To minimize duplication, both regulators have arrangements with Lloyd's for co-operation on supervision and enforcement.

Lloyd's is subject to an annual PRA solvency test which measures whether Lloyd's has sufficient assets in the aggregate to meet all outstanding liabilities of its members, both current and run-off. If Lloyd's fails this test, the PRA may require the entire Lloyd's market to cease underwriting or individual Lloyd's members may be required to cease or reduce their underwriting.

## Investments

At December 31, 2024, our total investments were \$460.3 million, of which 84.1% (2023 - 77.9%) was invested in Solasglas and 15.9% (2023 - 22.1%) in Innovation-related investments.

### Investment in Solasglas

Our investment portfolio is managed by DME Advisors, LP (“DME Advisors”), a value-oriented investment advisor that analyzes companies’ available financial data, business strategies, and prospects to identify undervalued and overvalued securities. DME Advisors is a related party as it is controlled by David Einhorn. Refer to Note 15 “[Related Party Transactions](#)” of the consolidated financial statements.

Effective September 1, 2018, we have entered into an amended and restated exempted limited partnership agreement of Solasglas (the “Solasglas LPA”), as amended from time to time, with DME Advisors II, LLC (“DME II”), as General Partner, Greenlight Re, GRIL and the initial limited partner (each, a “Partner”). Effective January 1, 2023, we increased the maximum Investment Portfolio, as defined in the Solasglas LPA, to 60% from 50% of GLRE Surplus, as defined in the Solasglas LPA, which was further increased to 70% on August 1, 2024. We present our investment in Solasglas under the caption “Investment in related party investment fund” in our consolidated balance sheets.

On September 1, 2018, Solasglas entered into an investment advisory agreement (the “IAA”) with DME Advisors, with an initial term ending on August 31, 2023, subject to automatic extensions for successive three-year terms. DME Advisors has the contractual right to manage substantially all of our investable assets and is required to follow our investment guidelines and act in a fair and equitable manner in allocating investment opportunities to Solasglas. However, DME Advisors is not otherwise restricted with respect to the nature or timing of making investments for Solasglas.

DME Advisors receives a monthly management fee at an annual rate of 1.5% of each limited partner’s Investment Portfolio, as provided in the Solasglas LPA. DME II receives a performance allocation based on the positive performance change of each limited partner’s capital account equal to 20% of net profits calculated per annum, subject to a loss carryforward provision.

The loss carryforward provision allows DME II to earn a reduced performance allocation of 10% on net profits in any year after the year in which a limited partner’s capital account incurs a loss until the limited partner has recouped all losses and has earned an additional amount equal to 150% of the loss. DME II is not entitled to a performance allocation in a year in which a capital account incurs a loss. At December 31, 2024, we estimate the reduced performance allocation of 10% to continue to be applied until Solasglas achieves additional investment returns of 88.3%, at which point the performance allocation will revert to 20%.

DME Advisors is required to follow our investment guidelines and act in a manner that it considers fair and equitable in allocating investment opportunities to us and Solasglas. However, the IAA does not otherwise impose any specific obligations or requirements concerning the allocation of time, effort, or investment opportunities to us and Solasglas or any restrictions on the nature or timing of investments for our or Solasglas’ account or other accounts that DME Advisors or its affiliates may manage. DME Advisors can outsource to sub-advisors without our consent or approval. If DME Advisors and any of its affiliates attempt to invest in the same opportunity simultaneously, DME Advisors and its affiliates may allocate the opportunity as they determine reasonably. Affiliates of DME Advisors presently serve as the general partner or the investment advisor of Greenlight Capital LP, Greenlight Capital Offshore, Ltd., GCOI Intermediate, LP, Greenlight Capital Offshore Master, Ltd., Greenlight Masters, LP, Greenlight Masters Qualified, LP, Greenlight Masters Offshore, Ltd., Greenlight Masters Offshore I, Ltd., Greenlight Masters Offshore Partners, Greenlight Masters Partners and several separately managed accounts (collectively, the “Greenlight Funds”).

We have agreed to use commercially reasonable efforts to cause all our current and future subsidiaries to enter into the Solasglas LPA. Under the Solasglas LPA, we are contractually obligated to use commercially reasonable efforts to cause substantially all investable assets of Greenlight Re and GRIL, with limited exceptions, to be contributed to Solasglas.

We have agreed to release DME II and DME Advisors and their affiliates from any liability arising out of the IAA or the Solasglas LPA, subject to certain exceptions. Furthermore, DME II has agreed to indemnify us against any liability incurred in connection with certain actions.

Under the Solasglas LPA, either GLRE Limited Partner may voluntarily withdraw all or part of its capital account for its operating needs by giving DME II at least three business days’ notice. Either of the GLRE Limited Partners may withdraw as a partner and fully withdraw all of its capital account from Solasglas on three business days’ notice if the limited partner’s board declares that a cause for withdrawal exists as per the Solasglas LPA.

## Investment Strategy

DME Advisors implements a value-oriented investment strategy by taking long positions in perceived undervalued securities and short positions in perceived overvalued securities. DME Advisors aims to achieve high absolute returns while minimizing the risk of capital loss. DME Advisors attempts to determine the risk/return characteristics of potential investments by analyzing factors such as the risk that expected cash flows would not be achieved, the volatility of the cash flows, the leverage of the underlying business, and the security's liquidity, among others.

Our Board of Directors reviews our investment portfolio activities and oversees our investment guidelines to meet our investment objectives. These investment guidelines, which may be amended, modified, or waived from time to time, take into account restrictions imposed on us by regulators, our liability mix, requirements to maintain an appropriate claims-paying rating by ratings agencies and requirements of lenders. We believe our investment approach, while generating returns less predictable than those of traditional fixed-income portfolios, complements our reinsurance business and will achieve higher rates of return over the long term than reinsurance companies that invest predominantly in fixed-income securities. We have designed our investment guidelines to maintain adequate liquidity to fund our reinsurance operations.

DME Advisors is contractually obligated to adhere to our investment guidelines and make investment decisions on our behalf. These decisions may include buying publicly listed equity securities and corporate debt, selling securities short, and investing in private placements, futures, currencies, commodities, credit default swaps, interest rate swaps, sovereign debt, derivatives, and other instruments.

## Investment returns for Solasglas

In accordance with the Solasglas LPA, DME Advisors constructs a levered investment portfolio as agreed with the Company (the "Investment Portfolio" as defined in the Solasglas LPA). Investment returns, net of all fees and expenses, by quarter for the last five years are as follows: <sup>(1)</sup>

Quarter	2024	2023	2022	2021	2020
1st	5.2 %	(1.1)%	1.7 %	1.5 %	(8.1)%
2nd	1.2	10.9	4.9	(0.9)	0.3
3rd	5.2	(0.6)	3.6	(2.7)	1.4
4th	(1.9)	0.3	13.4	9.9	8.4
Full Year	9.8 %	9.4 %	25.3 %	7.5 %	1.4 %

<sup>(1)</sup> Investment returns are calculated monthly and compounded to calculate the quarterly and annual returns generated by our Investment Portfolio. Past performance is not necessarily indicative of future results. The monthly investment return is calculated by dividing the investment income/loss (net of fees and expenses) by the Investment Portfolio. Effective January 1, 2021, the Investment Portfolio is calculated on the basis of 50% of GLRE Surplus, or the shareholders' equity of Greenlight Capital Re, Ltd., as reported in Greenlight Capital Re, Ltd.'s then most recent quarterly financial statements prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). It is adjusted monthly for our net profits and net losses as reported by Solasglas during any intervening period. This basis was increased to 60% effective January 1, 2023 and to 70% effective August 1, 2024. Prior to January 1, 2021, the Investment Portfolio was calculated on the basis of several factors, including the Companies' collective investment in Solasglas, the collateral posted by the Companies, and the Companies' net reserves.

## Innovation-related Investments

See "[Innovations Segment](#)" within this Item 1. Business for further information.

For further information about our total investments and investment income, refer to "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - [Financial Condition](#)" and "Note 3 - [Investments in Related Party Investments Fund](#) and Note 4 - [Other Investments](#)" of the consolidated financial statements.

## Enterprise Risk Management

Enterprise risk management ("ERM") is at the core of our corporate culture and is a shared responsibility across all business functions. Our ERM processes are in place to accurately identify, assess, manage, and monitor risks in line with our strategic objectives and risk appetite.

We maintain an Executive Risk Committee (ERC) which oversees the ERM function and is responsible for the design and review of risk management framework (RMF), comprised of various members of our executive team. The Board of Directors approves the RMF on an annual basis or as appropriate.

The RMF sets out the risk management roles and responsibilities for all stakeholders across the organization, and sets the quantitative and qualitative metrics of our risk appetite, risk monitoring, and risk mitigation measures. Risk metrics from risk owners are gathered and collated on at least a quarterly basis and a risk grid is presented to the ERC and the Audit Committee of the Board of Directors.

One of the key objectives of our ERM function is to ensure that our underwriting efforts comply with explicitly stated underwriting appetite. We establish limits to balance our risk position size with our expertise while containing the cost of incorrectly assessing risks and rewards. We believe that an informed, disciplined risk selection approach ties directly into our business strategy. To achieve this, we encourage a collaborative, open work environment and group decision making. We closely monitor our accumulations of exposure and frequently review our investment and underwriting portfolios to assess the impact on capital under stressed scenarios. With the assistance of DME Advisors, we analyze our investment assets and liabilities, including the numerous risk components in our portfolio, such as concentration and liquidity risks.

We strive to encourage a culture of operational risk management, providing training and resources to all staff, maintaining robust business continuity protocols, and establishing HR practices to motivate and retain talent. We maintain and closely monitor our outsourcing, regulatory, and anti-money laundering policies and procedures. We recognize the impact of environmental, social, and governance (ESG) risks across the organization and have formed the Sustainability Management Committee to address these, working closely with members of the ERC.

### **Information Technology (“IT”)**

We employ a cloud-centric IT strategy, which allow us to scale our infrastructure dynamically based on demand. The strategy prioritizes the use of cloud services for hosting applications, data storage, and other IT resources. With the use of cloud-based services, our security and systems reliability have proven cost-effective and have provided the required levels of service and redundancy.

We have implemented backup procedures to ensure that key services are saved daily and can be restored as needed.

We have a disaster recovery plan for our IT infrastructure that includes data and system snapshots with restore points. We conduct regular disaster recovery testing, and can access our core systems with minor outages and restore our primary systems within our mean time to restore (MTTR).

We protect our information systems with physical, electronic, and software safeguards considered appropriate by our management. We employ a specialist vendor to continuously monitor our systems for security events and risks within our network. We regularly provide security risk awareness education and training to our staff and to the Board of Directors. Despite these efforts, computer viruses, hackers, employee misuse or misconduct, and other internal or external hazards could expose our data systems to security breaches, cyber-attacks, or other disruptions. Refer to “Item 1C. [Cybersecurity](#)” for more information on our cybersecurity risk management.

See “Part I, Item 1A. Risk Factors — [Risks Related to Our Business](#) — *Modeling risks are inherent in our business.*” and “— *Technology breaches or failures, including those resulting from a malicious ransomware or cyber-attack on us or our business partners and service providers, could disrupt or otherwise negatively impact our business.*”

## **Human Capital Management**

### *Human Capital & Company Core Values*

Our employees are our most valuable asset and are core to our success. We are focused on building a performance and results-driven culture, which strives to get the best out of all employees and to help them to maximize their full potential. We believe in fostering an open and collaborative culture that encourages employees to take ownership of their performance and development. Our executive management team and Board of Directors are committed to creating an environment where every employee can succeed. In April 2024, we conducted a comprehensive group-wide employee engagement survey with an 88% employee completion rate. As a result of employee input, and following feedback from our Board of Directors, in late 2024 we formalized the following set of core values that reflect how our colleagues should strive to operate and behave across the Company, regardless of location, level, or function: Nimble, Innovative, Excellence, Accountable, and Collaborative. We are now in the process of taking steps to embed these core values into all aspects of our culture through such areas as employee onboarding, reviews and recognition programs.

### *Diversity*

As of December 31, 2024, 40% of our total global employees were female. In January 2025, we conducted a survey completed by 83% of our employees, with approximately 33% of employees identifying as racially or ethnically diverse.

### *Employees*

At March 7, 2025, we had 75 total employees worldwide, including internship and part-time employees, 35 of whom were based in Grand Cayman, Cayman Islands, 25 in Dublin, Ireland, and 15 in London, United Kingdom. From time to time, we also engage consultants and contract with third parties, as needed, to provide additional resources to support our business activities.

### *Talent Development*

We recognize that our strength lies in our people and therefore we strive to hire talented people and invest significantly in our employees' professional development and personal growth. We have implemented an employee training and development policy to encourage our employees to take advantage of training and development opportunities.

We also invest in the professional growth of our leaders through customized executive coaching to build advanced skills and capabilities.

### *Compensation Practices*

We have designed our performance-driven compensation policy to attract, motivate, reward and retain the best people. We use short-term compensation composed of base salary and annual cash bonuses and long-term compensation composed of stock options, restricted share units, and restricted shares, as applicable, to align our employees' and executive officers' interests with those of our shareholders. In addition, from time to time and under certain circumstances, we award sign-on bonuses, retention bonuses, and other bonus opportunities. We also offer welfare benefits and other perquisites, including a defined contribution pension plan and medical insurance coverage for our employees. As part of our commitment to supporting our employees, we match certain contributions made by our employees to charities and not-for-profit organizations.

We believe our employees are fairly compensated without regard to gender, race, and ethnicity.

### *Work Environment*

We are committed to the health, safety and wellness of our workforce, including maintaining a workplace free from discrimination and harassment. Each of our employees annually acknowledges complying with our Code of Business Conduct and Ethics, which provides employees with access to an anonymous whistleblower hotline to report any violations. Our Code of Business Conduct and Ethics is available on our website.

## Additional Information

Our website address is [www.greenlightre.com](http://www.greenlightre.com), and we make available, free of charge, on or through our website, links to our Annual Reports, quarterly reports on Form 10-Q, current reports on Form 8-K, and other documents we file with or furnish to the SEC, as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Information contained on our website is not incorporated by reference into this Annual Report.

## Glossary of Selected Reinsurance Terms

Accident & Health insurance	Insurance against loss by illness or bodily injury. Health insurance provides coverage for medicine, visits to the doctor or emergency room, hospital stays, and other medical expenses.
Acquisition costs	Ceding commissions, profit commissions, brokerage fees, premium taxes, and other direct expenses relating directly to premium production.
Acquisition cost ratio	The acquisition cost ratio is calculated by dividing net acquisition costs by net premiums earned.
Actuary	A person professionally trained in the mathematical and technical aspects of insurance and related fields, particularly in calculating premiums, loss reserves, and other values.
Aviation and space coverage	Aviation covers loss of or damage to an aircraft and the aircraft operations' liability to passengers, cargo and hull as well as to third parties. Space covers damage to a satellite during launch and in orbit.
BOP coverage	Business owners' policy (BOP) coverage is designed for small to mid-size businesses and generally combines several key coverages into one policy, including general liability, commercial property, and business interruption.
Broker	An intermediary who negotiates contracts of insurance or reinsurance, receiving a commission for placement and other services rendered, between (1) a policyholder and a primary insurer, on behalf of the policyholder, (2) a primary insurer and a reinsurer, on behalf of the primary insurer, or (3) a reinsurer and a retrocessionaire, on behalf of the reinsurer.
Capacity	Capacity is the percentage of surplus that an insurer or reinsurer is willing or able to place at risk or the dollar amount of exposure it is willing to assume. Capacity may apply to a single risk, a program, a business line, or an entire book of business. Capacity may be constrained by legal restrictions, corporate restrictions, or indirect financial restrictions such as capital adequacy requirements.
Casualty reinsurance	Casualty reinsurance is primarily concerned with the losses caused by injuries to third persons (persons other than the policyholder) and the legal liability imposed on the policyholder resulting therefrom. Casualty reinsurance includes but is not limited to workers' compensation, automobile liability, and general liability. A greater degree of unpredictability is generally associated with casualty risks known as "long-tail risks," where losses take time to become known, and a claim may be separated from the circumstances that caused it by several years. An example of a long-tail casualty risk includes the use of certain drugs that may cause cancer or birth defects. There tends to be a greater delay in the reporting and settlement of casualty reinsurance claims due to the long-tail nature of the underlying casualty risks and their greater potential for litigation.
Catastrophe	A severe loss, typically involving multiple claimants. Common perils include earthquakes, hurricanes, tsunamis, hailstorms, tornados, derechos, severe winter weather, floods, fires, explosions, volcanic eruptions, and other natural or human-made disasters. Catastrophe losses may also arise from acts of war, acts of terrorism, and geopolitical instability.
Cede; ceding	When a party reinsures its liability to another party, it "cedes" business to the reinsurer and is referred to as the "client."
Claim	Request by an insured or reinsured for indemnification by an insurance or reinsurance company for loss incurred from an insured peril or event.
Client	A party whose liability is reinsured by a reinsurer, also known as a ceding.
Combined ratio	The combined ratio is the sum of the loss ratio, acquisition cost ratio, and underwriting expense ratio.
Composite ratio	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, or equivalently, the sum of the loss ratio and acquisition cost ratio.
Contingency liability coverage	Covers event cancellation and non-appearance.

Corporate expenses	Corporate expenses include those costs associated with operating as a publicly listed entity and an allocation of other general and administrative expenses.
Delegated authority	A contractual arrangement between an insurer or reinsurer or an agent whereby the agent is authorized to bind insurance or reinsurance on behalf of the insurer or reinsurer. The authority is generally limited to a particular class or classes of business and a particular territory. The exercise of the authority to bind insurance or reinsurance is generally subject to underwriting guidelines and other restrictions such as maximum premium income. Under the delegated authority, the agent is responsible for issuing policy documentation, the collection of premium and may also be responsible for the settlement of claims.
Deposit assets and liabilities	Assets (or liabilities) representing the consideration paid (or received) in connection with contracts that do not incorporate sufficient risk transfer to merit reinsurance accounting.
Development	The difference between the amount of reserves for losses and loss adjustment expenses initially estimated by an insurer or reinsurer and the amount re-estimated in an evaluation at a later date.
Excess of loss reinsurance	Reinsurance that indemnifies the reinsured against all or a specified portion of losses above a specified dollar or percentage loss ratio amount.
Financial strength rating	The opinion of rating agencies regarding an insurance or reinsurance company's financial ability to meet its financial obligations under its policies.
Funds at Lloyd's (FAL)	Funds of an approved form that are lodged and held in trust at Lloyd's as security for a member's underwriting activities. They comprise the member's deposit, personal reserve fund, and special reserve fund. They may be drawn down if the member's syndicate-level premium trust funds are insufficient to cover its liabilities. The amount of the deposit is related to the member's premium income limit and also the nature of the underwriting account.
Gross premiums written	Total premiums for assumed reinsurance during a given period.
Health insurance	Insurance against loss by illness or bodily injury. Health insurance covers medicine, visits to the doctor or emergency room, hospital stays, and other medical expenses.
Incurred but not reported (IBNR)	Reserves for estimated loss and loss adjustment expenses incurred by insureds and reinsureds but not yet reported to the insurer or reinsurer, including unknown future developments on loss and loss adjustment expenses known to the insurer or reinsurer.
Lloyd's	Depending on the context, this term may refer to - (a) the society of individual and corporate underwriting members that insure and reinsure risks as members of one or more syndicates. Lloyd's is not an insurance company; (b) the underwriting room in the Lloyd's Building in which managing agents underwrite insurance and reinsurance on behalf of their syndicate members. In this sense, Lloyd's should be understood as a marketplace; or (c) the Corporation of Lloyd's, which regulates and provides support services to the Lloyd's market.
Loss adjustment expenses (LAE)	The expenses of settling claims, including legal and other fees, and the portion of general expenses allocated to claim settlement costs. Also known as claim adjustment expenses.
Loss ratio	The loss ratio is calculated by dividing net loss and loss adjustment expenses incurred by net premiums earned.
Loss reserves and loss adjustment expense reserves	Liabilities established by insurers and reinsurers to reflect the estimated cost of claims payments and the related expenses that the insurer or reinsurer will ultimately be required to pay in respect of insurance or reinsurance contracts it has written. Reserves are established for losses and loss adjustment expenses and consist of reserves established for individual reported claims and incurred but not reported losses.
Marine & energy coverage	Covers damage to ships and goods in transit, marine liability lines and yacht-owned perils. Energy includes offshore energy industry insurance. Offshore energy covers losses relating to offshore oil, gas, and renewable energy operations.
Multi-line	Contracts that cover more than one line of business.
Mortgage coverage	Covers credit risks that compensates insureds for losses arising from mortgage loan defaults.
Net financial impact	The net impact of prior period loss development after taking into account net losses and loss expenses incurred, earned reinstatement premiums assumed and ceded, and adjustments to assumed and ceded acquisition costs and profit commissions.

Net premiums written	An insurer's gross premiums written, less premiums ceded to reinsurers.
Non-admitted insurers	An insurer not licensed to do business in the jurisdiction in question. Also known as an unauthorized insurer and unlicensed insurer.
Premiums; written, earned, and unearned	Premiums represent the cost of insurance paid by the cedent or insured to the insurer or reinsurer. Written represents the total amount of premiums received, and earned represents the amount recognized as income over a period of time. Unearned is the difference between written and earned premiums.
Probable maximum loss (PML)	PML is the anticipated loss, taking into account contract terms and limits, caused by a natural catastrophe affecting a broad geographic area, such as that caused by an earthquake or hurricane.
Professional liability insurance	Professional liability insurance protects a company and its representatives against legal claims arising from error or misconduct in providing or failing to provide professional services. This coverage includes errors and omissions policies, directors and officers coverage, and specialty coverage like employment practices liability insurance.
Profit commission	A commission paid by a reinsurer to a ceding insurer based on a predetermined percentage of the profit realized by the reinsurer on the ceded business.
Property insurance	Property insurance covers a business's building and its contents—money and securities, records, inventory, furniture, machinery, supplies, and even intangible assets such as trademarks—when damage, theft, or loss occurs.
Property catastrophe reinsurance	Property catastrophe reinsurance contracts are typically “all risk” in nature, protecting against losses from natural and human-made catastrophes. Losses on these contracts typically stem from direct property damage and business interruption.
Proportional reinsurance	All forms of reinsurance in which the reinsurer shares a proportional part of the original premiums and losses of the reinsured. In proportional reinsurance, the reinsurer generally pays the client a ceding commission. The ceding commission is generally based on the client's cost of acquiring the business being reinsured (including commissions, premium taxes, assessments, and miscellaneous administrative expenses) and may include a profit component. Frequently referred to as quota-share reinsurance.
Quota-share reinsurance	A form of proportional reinsurance in which the reinsurer assumes an agreed percentage of each underlying insurance contract being reinsured.
Reinstatement premium	Premium charged for the reinstatement of the amount of reinsurance coverage to its full amount otherwise reduced as a result of a reinsurance loss payment.
Reinsurance	An arrangement in which a reinsurer agrees to indemnify an insurance company, the client, against all or a portion of the insurance risks underwritten by the client under one or more policies. Reinsurance can provide a client with several benefits, including reducing net liability on individual risks and catastrophe protection from large or multiple losses. Reinsurance also provides a client with additional underwriting capacity by permitting it to accept larger risks and write more business than would be possible without a related increase in capital and surplus, and facilitates the maintenance of acceptable financial ratios by the client. Reinsurance does not legally discharge the client from its liability with respect to its obligations to the insured.
Reinsurer	An insurance company that assumes part of the risk in exchange for part of the premium to a primary insurer.
Retrocession; retrocessional coverage	A transaction whereby a reinsurer cedes to another reinsurer, commonly referred to as the retrocessionaire, all or part of the reinsurance that the first reinsurer has assumed. Retrocessional reinsurance does not legally discharge the ceding reinsurer from its liability with respect to its obligations to the reinsured.
Risks	A term used to denote the physical units of property at risk or the object of insurance protection that are not perils or hazards. Also defined as chance of loss or uncertainty of loss.
Risk-free rate	The interest rate on a riskless or safe asset, usually taken to be a short-term U.S. government security.
Risk transfer	The shifting of all or a part of a risk to another party.
Severity business	Insurance/reinsurance characterized by contracts containing the potential for significant losses emanating from one event.

Surety and fidelity insurance	Surety and fidelity insurance includes (1) insurance guaranteeing the fidelity of persons holding positions of public or private trust; (2) insurance guaranteeing the performance of contracts other than insurance policies and guaranteeing and executing bonds, undertakings, and contracts of suretyship; and (3) insurance indemnifying banks, bankers, brokers, financial or moneyed corporations or associations against loss.
System and Organizational Controls (SOC) 2 Type II Report (“SOC 2 Report”)	It is a reporting framework developed by the American Institute of Certified Public Accountants (“AICPA”) for independent audits of controls over information and systems relevant to security, availability, processing integrity, confidentiality, and privacy.
Syndicate	A member or group of members underwriting (re)insurance business at Lloyd’s through the agency of a managing agent or substitute agent to which a syndicate number is assigned.
Trade credit coverage	Covers short-term commercial credit insurance, including pre-agreed domestic and export sales of goods and services with typical coverage periods of 60 to 120 days.
Transactional liability coverage	Covers financial losses relating to mergers and acquisitions arising from unforeseen risks, including potential breaches, misrepresentations, or undisclosed liabilities.
Treaty	A reinsurance agreement covering a book or class of business that is automatically accepted on a bulk basis by a reinsurer. A treaty contains common contract terms along with a specific risk definition, data on limit and retention, and provisions for premium and duration.
Underwriter	An insurance or reinsurance company employee who examines, accepts, or rejects risks and classifies risks to charge an appropriate premium for each accepted risk.
Underwriting	The process of evaluating, defining, and pricing reinsurance risks including, where appropriate, the rejection of such risks, and the acceptance of the obligation to pay the reinsured under the terms of the contract.
Underwriting expense	Underwriting expenses include those expenses directly related to underwriting activities that are not eligible to be capitalized and an allocation of other general and administrative expenses.
Underwriting expense ratio	The underwriting expense ratio includes those expenses directly related to underwriting activities and an allocation of other general and administrative expenses. Therefore, the underwriting expense ratio is the ratio of underwriting expenses to net premiums earned. The underwriting expense ratio also incorporates interest income and expenses from deposit-accounted contracts.
Workers’ compensation insurance	Workers’ compensation insurance provides medical, disability, and lost-wage benefits to employees for injuries and illness sustained in the course of their employment.
WPVT coverage	Covers losses relating to war, political violence, and terrorism.

## ITEM 1A. RISK FACTORS

The following risk factors could result in a significant or material adverse effect on our results of operations or financial condition.

### Risks Relating to Our Business

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

Our results of operations fluctuate from period to period due to a variety of factors, including:

- our assessment of the quality of available reinsurance and renewal opportunities;
- loss experience on our reinsurance contracts;
- reinsurance contract pricing;
- the volume and mix of reinsurance products we underwrite; and
- our ability to assess and integrate our risk management strategy.

Accordingly, our short-term results of operations may not be indicative of our long-term prospects.

***A downgrade or withdrawal of our A.M. Best ratings would materially and adversely affect our ability to implement our business strategy.***

If A.M. Best downgrades or withdraws either of our ratings, we could be severely limited or prevented from writing any new reinsurance contracts, which would materially and adversely affect our ability to implement our business strategy. Additionally, if A.M. Best downgrades or withdraws our ratings, we cannot provide assurance that our regulators, CIMA and the Central Bank of Ireland, would continue to authorize our current business strategy and investment strategy. See “—[Risks Relating to Insurance and Other Regulations](#) – Any suspension or revocation of our reinsurance licenses would materially and adversely impact our ability to do business and implement our business strategy.”

Greenlight Re’s A.M. Best rating of “A- (Excellent)” is the fourth highest of 15 financial strength ratings that A.M. Best issues. In October 2024, A.M. Best revised Greenlight Re’s outlooks to positive from stable. A.M. Best periodically reviews our ratings and may revise one or more of our ratings downward or revoke them at its sole discretion based primarily on its analysis of our balance sheet strength, operating performance, and business profile. Potential developments that may affect such an analysis include:

- if A.M. Best alters its capital adequacy assessment methodology in a manner that would adversely affect the rating of our reinsurance entities;
- if A.M. Best alters its approach regarding our Solasglas investment strategy or our Innovations investments;
- if our actual losses significantly exceed our loss reserves;
- if unfavorable financial or market trends impact us;
- if we change our business practices from our organizational business plan in a manner that no longer supports our A.M. Best ratings;
- if we are unable to retain our senior management and other key personnel or implement succession plans; or
- if our investments incur significant losses.

Substantially all of our assumed reinsurance contracts contain provisions that permit our clients to cancel the contract or require additional collateral in the event of a downgrade in our A.M. Best ratings below specified levels or a reduction of our capital or surplus below specified levels over the course of the agreement. Contracts containing such cancellation rights represented approximately 37% of gross premiums written during 2024. Additional collateral in the event of a downgrade in our A.M. Best ratings would be approximately \$134.6 million at December 31, 2024.

We expect that similar provisions will also be included in future contracts. Whether a client would exercise such cancellation rights would likely depend on, among other things, the prevailing market conditions, the degree of unexpired coverage, and the pricing and availability of replacement reinsurance coverage. We cannot predict how many of our clients would ultimately exercise such rights. The exercise of such rights in the aggregate could significantly affect our financial condition, results of operations, and our underwriting capacity.

***If our losses and LAE greatly exceed our loss reserves, our financial condition may be materially and adversely affected.***

Our results of operations and financial condition depend upon our ability to accurately assess the potential losses and loss adjustment expenses associated with the risks we reinsure. Reserves are liabilities established by insurers and reinsurers to reflect the estimated cost of claims payments and the related expenses that the insurer or reinsurer will ultimately be required to pay in respect of insurance or reinsurance contracts it has written. We estimate these reserves based upon facts and circumstances then known, estimates of future trends in claim severity, and other variable factors. The inherent uncertainties associated with estimating loss reserves are generally greater for reinsurance companies than for primary insurance companies due primarily to:

- the lapse of time from the occurrence of an event to the reporting of the claim and the ultimate resolution or settlement of the claim;
- the settlement delays associated with the reporting delays;
- the diversity of development patterns among different types of reinsurance treaties;
- the necessary reliance on clients for information regarding claims; and
- other macro-economic changes which may impact reserves generally.

Our reserve estimates may be less reliable than the reserve estimations of a reinsurer with a greater volume of business and more established loss history. Actual losses and loss adjustment expenses paid may deviate substantially from the estimates of our loss reserves contained in our financial statements and could negatively affect our results of operations. If we determine our loss reserves to be inadequate, we will increase our loss reserves with a corresponding reduction in our net income and capital in the period in which we identify the deficiency. If our losses and loss adjustment expenses greatly exceed our loss reserves, our financial condition may be materially and adversely affected. For a summary of the effects of reserve re-estimation on prior year reserves and net income, see “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - [Critical Accounting Estimates, Loss and Loss Adjustment Expense Reserves](#)”.

***We may need additional capital in the future in order to operate our business, and such capital may not be available to us or may not be available to us on favorable terms.***

We may need to raise additional capital in the future through public or private equity or debt offerings or otherwise in order to:

- repay our debt;
- fund liquidity needs or replace lost capital resulting from underwriting or investment losses;
- meet rating agency capital requirements;
- satisfy collateral requirements that may be imposed by our clients or by regulators;
- meet applicable statutory jurisdiction requirements; or
- respond to competitive pressures.

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

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

The reinsurance industry is highly competitive. We compete with major reinsurers, many of which have substantially greater financial, marketing, and management resources than we do, as well as smaller companies, other niche reinsurers, alternative risk providers (such as captives, catastrophe bonds and other forms of insurance linked securities), and Lloyd's syndicates and their related entities. Competition in the types of business that we underwrite is based on many factors, including:

- the perceived financial strength and general reputation of the reinsurer, including its level of service, trustworthiness, business practices, and other subjective matters;
- ratings assigned by independent rating agencies;
- relationships with reinsurance brokers;
- pricing (for instance, significant capacity continues to enter into the market in the form of insurance linked securities, which may have the potential to impact and/or reduce reinsurance pricing and rates);
- terms and conditions of products offered;
- speed of claims payment; and
- the experience and reputation of the members of our underwriting team in the particular lines of reinsurance we seek to underwrite.

We cannot assure you that we will be able to compete successfully in the reinsurance market. Our failure to compete effectively could materially and adversely affect our financial condition and results of operations, and may increase the likelihood that we will be deemed a passive foreign investment company or an investment company. See “— [Risks Relating to Taxation](#) — *United States persons who own ordinary shares may be subject to United States federal income taxation on our undistributed earnings and may recognize ordinary income upon disposition of ordinary shares.*” and “— [Risks Relating to Insurance and Other Regulations](#) — *We are subject to the risk of possibly becoming an investment company under U.S. federal securities law.*”

***Consolidation in the reinsurance industry could adversely affect us.***

The reinsurance industry, including our competitors, customers, and insurance and reinsurance brokers, has experienced significant consolidation over the last several years. Consolidated entities may try to use their enhanced market power to negotiate price reductions for our products and services. If competitive pressures reduce our prices, we would expect to write less business. If the insurance industry further consolidates, competition for customers may intensify, and the importance of acquiring and servicing each customer may become greater. We could incur greater expenses relating to customer acquisition and retention, further reducing our operating margins. In addition, insurance companies that merge may be able to spread their risks across a larger capital base so that they require less reinsurance. The number of companies offering retrocessional reinsurance may decline. Reinsurance intermediaries could also consolidate, potentially adversely impacting our ability to access business and distribute our products. We could also experience more robust competition from larger, better-capitalized competitors. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations.

***Challenging economic or political conditions may adversely impact our results of operations or financial condition.***

Our results of operations and financial condition may be materially adversely affected by a challenging economic market, such as a highly inflationary environment. Inflation can be caused by any number of factors including, but not limited to, expansionary monetary policy and deficit spending by the government, a growing economy, rising wages, an imbalance of the supply and demand for goods, supply chain disruptions and the imposition of tariffs. Recently, for instance, the U.S. administration imposed and/or announced (and in some cases postponed) tariffs on imports from various countries and on certain products, which may lead to unpredictable economic consequences including inflation or trade wars. Our operations are susceptible to inflation, and underestimating inflation levels could result in underpricing the risks we reinsure because premiums are established before the ultimate amounts of losses and LAE are known. While we consider the potential effects of inflation when setting premium rates, our premiums may not fully offset the ultimate effects of inflation. Additionally, our reserving models include assumptions about future payments for the settlement of claims and claims-handling expenses, such as the value of replacing property, associated labor costs for the property business we write, and litigation costs. The global inflationary environment in the last few years has resulted in an increase in our projected future claim costs, resulting in adverse loss reserve development. While the global inflationary pressures have abated from their recent highs, any subsequent increase in inflation may lead to an increase in our loss reserves with a corresponding reduction in net income in the period the deficiency is identified, which may have a material adverse effect on our results of operations and financial condition. Unanticipated higher inflation could also lead to higher interest rates, potentially negatively impacting the value of any rate-sensitive financial instruments held by Solasglas and could also impact our Innovations investments and cause us to incur higher interest expense on our debt. See “— [Risks Related to Our Solasglas Investment Strategy](#)” and “— [Risks Related to Our Innovations Strategy](#).”

Further, our results of operations and financial condition may also be materially adversely affected by a challenging political climate, including events such as military actions, invasions, wars, civil unrest and terrorist activities and the imposition of sanctions and importation limitations. For example, the ongoing conflict between Russia and Ukraine and the resulting responses have led to disruption, instability and volatility in global markets and industries. Although the severity and duration of the ongoing Ukraine conflict is impossible to predict, the continuing active conflict could lead to further economic uncertainty, represented by significant and prolonged volatility in commodity prices, credit and capital markets, as well as supply chain interruptions. Due to the widespread impact of the ongoing conflict, it is likely to indirectly impact the markets in which we operate.

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

As industry practices and social, political, legal, judicial, and regulatory conditions change, unexpected issues related to claims and coverage have emerged and adversely affected our results. Examples of emerging claims and coverage issues include, but are not limited to:

- new theories of liability and disputes regarding medical causation with respect to certain diseases;
- assignment-of-benefits agreements, where rights of insurance claims and benefits of the insurance policy are transferred to third parties, which can result in inflated repair costs and legal expenses to insurers and reinsurers;
- claims related to political unrest, geopolitical instability, or other politically driven events, such as the conflict in the Middle East, and the military conflict between Russia and Ukraine, including loss claims relating to expropriation, forced abandonment, license cancellation, trade embargo, contract frustration, non-payment, war on land or political violence (including terrorism, revolution, insurrection, and civil unrest);
- claims related to data security breaches, information system failures, or cyber-attacks; and
- claims related to business interruption including protocols enlisted by governments in connection with pandemics, and ransomware and cyber-attacks.

For instance, our specialty line of business is exposed to aviation losses emanating from the conflict between Russia and Ukraine and the impact of sanctions imposed on Russia that left a number of leased aircraft stranded in Russia. Given the uniqueness of the situation, it is impossible to determine whether and how potential losses may ultimately occur, which will depend on such factors as judicial rulings interpreting applicable coverages and contracts in place and the future behavior of the Russian government and airlines.

Additionally, various provisions of our contracts, such as limitations or exclusions from coverage or choice of forum, may be difficult to enforce in the manner we intend due to, among other things, disputes relating to coverage and choice of legal forum. These issues may adversely affect our business by either extending coverage beyond the period that we intended or by increasing the number or size of claims. In some instances, these changes may not manifest themselves until many years after we have issued reinsurance contracts that are affected by these changes. As a result, we may not be able to ascertain the full extent of our liabilities under our reinsurance contracts for many years following the issuance of our contracts.

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

We write reinsurance in the property and casualty markets, which are subject to pricing cycles. These cycles, as well as other factors that influence aggregate supply and demand for property and casualty reinsurance products, are outside our control. Primary insurers' underwriting results, prevailing general economic and market conditions, liability retention decisions of companies, and primary insurers and reinsurance premium rates influence the demand for property and casualty reinsurance. Prevailing prices and available surplus to support assumed business influence reinsurance supply. Supply may fluctuate in response to changes in return on capital realized in the reinsurance industry, the frequency and severity of losses, and prevailing general economic and market conditions.

As a result, the reinsurance business historically has been a cyclical industry characterized by periods of intense price competition due to high levels of available underwriting capacity and periods when shortages of capacity have permitted favorable premium levels and changes in terms and conditions. The supply of available reinsurance capital could increase in future years, either due to capital provided by new entrants or by the commitment of additional capital by existing insurers or reinsurers.

Continued increases in the supply of reinsurance may have consequences for the reinsurance industry generally and for us, including fewer contracts written, lower premium rates, increased expenses for customer acquisition and retention, less favorable policy terms and conditions, and/or lower premium volume. The effects of cyclicity could materially and adversely affect our financial condition and results of operations.

***Modeling risks are inherent in our business.***

We believe that our modeling is critical to our business. We utilize modeling tools to facilitate the pricing, reserving, and risk management of our reinsurance portfolio. These models help us to control risk accumulation, inform management and other stakeholders of capital requirements and to improve the risk/return profile or minimize the amount of capital required to cover the risks in each reinsurance contract. However, given the inherent uncertainty of modeling techniques and the application of such techniques, these models and databases may not accurately address the emergence of a variety of matters that might be deemed to impact certain of our coverages. These models have been developed internally, and in some cases, they make use of third-party software. The construction of these models and the selection of assumptions require significant actuarial judgment. Furthermore, these models typically rely on either cedent or industry data, which may be incomplete or may be subject to errors. Accordingly, these models, and the assumptions and judgements made in connection therewith, may understate the exposures we are assuming, and our financial results may be materially and adversely impacted.

***Technology breaches or failures, including those resulting from a malicious ransomware or cyber-attack on us or our business partners and service providers, could disrupt or otherwise negatively impact our business.***

Our information technology and application systems have been an important part of our underwriting process and our ability to compete successfully. We have also licensed certain systems and data from third parties. We cannot be certain that we will have access to these service providers or that our information technology or application systems will continue to operate as intended. In addition, we cannot be certain that we would be able to replace these systems without slowing our underwriting response time. Like all companies, we have information technology and application systems that are vulnerable to data breaches, interruptions or failures due to events that may be beyond our control, including, but not limited to, natural disasters, theft, terrorist attacks, malicious ransomware cyber-attacks, computer viruses, hackers and general technology failures. In addition, artificial intelligence technologies are evolving at a fast pace and being adopted, which may increase potential cybersecurity risks.

A major defect or failure in our internal controls or information technology and application systems could result in management distraction, a violation of applicable privacy or other laws, harm our reputation, a loss of customers, or monetary fines or penalties or otherwise increased expenses. We believe appropriate controls and mitigation procedures are in place to prevent significant data breaches, interruptions, or failures in, information technology and application systems. However, internal controls provide only a reasonable, not absolute, assurance as to the absence of errors or irregularities, and the ineffectiveness of such controls and procedures could have a material adverse effect on our business.

The cybersecurity regulatory environment is evolving, and we expect the costs of complying with new or developing regulatory requirements to increase. These laws and regulations vary country to country and state to state, but they generally require the establishment of programs to detect and prevent unauthorized access to personal data and to mitigate theft of personal data. For example, the General Data Protection Regulation (“GDPR”), which establishes uniform data privacy laws across the European Union (“EU”) is effective for all EU member states. The GDPR anticipates the processing of data for reinsurance and other purposes and applies standards and rules that covered entities must establish and monitor with respect to such processing and use. As our operations expand to other jurisdictions, we will be required to comply with cybersecurity laws in those jurisdictions, which will further increase our cost of compliance. See “Part 1, Item 1. Business - [Regulations](#)” and “Part 1C. [Cybersecurity](#).”

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

Certain of our reinsurance operations expose us to claims arising out of unpredictable catastrophic events, including losses from severe weather and other natural catastrophes and man-made disasters such as acts of war or terrorism. The incidence and severity of catastrophes are inherently unpredictable, with climate change continuing to add to that inherent unpredictability as well as increasing the frequency and severity of events. To the extent climate change produces extreme changes in temperatures and weather patterns, it could impact the frequency or severity of weather including, but not limited to, hurricanes, tornadoes, freezes, droughts, other storms, and wildfires. These changes in weather patterns could also affect the frequency and severity of *other* natural catastrophe events to which we may be exposed. Further, such catastrophes could impact the affordability and availability of homeowners insurance, which could impact pricing. Additionally, increases in the value and geographic concentration of insured property, particularly along coastal regions, could cause the cost of such losses to increase.

Catastrophic losses are a function of the insured exposure in the affected area and the event’s severity. Claims from catastrophic events could cause substantial volatility in our financial results for any fiscal quarter or year and could materially and adversely affect our business, financial condition and results of operations.

Finally, given the scientific uncertainty of predicting the effect of climate cycles and global climate change on the frequency and severity of natural catastrophes and the lack of adequate predictive tools, we may not be able to adequately model the associated exposures and potential losses in connection with such catastrophes which could have a material adverse effect on our business, financial condition or operating results.

***The loss of significant brokers or customers, could materially and adversely affect our business, financial condition and results of operations.***

A significant portion of our business is placed through brokered transactions (for Open Market segment) or direct placements (for Innovations segment). For the Open Market segment, our four largest brokers each accounted for more than 10% of our gross written premiums, and in the aggregate, they accounted for approximately 73.3% of the segment's gross premiums written in 2024. For the Innovations segment, we had two customer that accounted for 37.8% of the segment's gross premiums written in 2024. Accordingly, we are exposed to concentration risk for both Open Market and Innovations segments. To lose or fail to expand all or a substantial portion of the business provided through brokers or direct customers could materially and adversely affect our business, financial condition and results of operations.

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

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

***We are subject to the credit risk of our brokers, cedents, agents and other counterparties.***

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

We are also exposed to the credit risk of our cedents and agents, who, pursuant to their contracts with us, may be required to pay us profit commission, additional premiums, reinstatement premiums, and adjustments to ceding commissions over a period of time, which in some cases may extend beyond the initial period of risk coverage. Insolvency, liquidity problems, distressed financial condition, or the general effects of an economic recession may increase the risk that our cedents or agents may not pay some or all of their obligations to us. To the extent our cedents or agents become unable to pay us, we would be required to recognize a downward adjustment to our reinsurance balances receivable or loss and loss expenses recoverable, as applicable, in our financial statements. While we generally seek to mitigate this risk through, among other things, collateral agreements, funds withheld, corporate guarantees, and the right to offset receivables against any losses payable, an increased inability of customers to fulfill their obligations to us could have an adverse effect on our financial condition and results of operations.

Our reinsurance balances receivable from brokers and cedents at December 31, 2024 totaled \$704.5 million, which included premiums, ceding commissions receivable, and funds at Lloyd's, a majority of which are not collateralized (see Part II, Item 8. Note 16. "[Commitments and Contingencies](#)" to the consolidated financial statements). We cannot provide assurance that such receivables will be collected or that valuation allowances or write-downs for uncollectible balances will not be required in future periods.

***We may not successfully alleviate risk through reinsurance arrangements. Additionally, we may be unable to collect, which could adversely affect our business, financial condition, and results of operations.***

As part of our risk management, from time to time, we seek to purchase reinsurance for certain liabilities we reinsure to mitigate the effect of a potential concentration of losses upon our financial condition. At December 31, 2024, total loss recoverables were \$85.8 million, a majority of which are not collateralized (see Part II, Item 8. Note 8 "[Retrocession](#)" to the

consolidated financial statements). The insolvency or inability or refusal of a retrocessionaire to make payments under the terms of its agreement with us could have an adverse effect on us because our obligations to our clients would remain.

At certain times, market conditions have limited, and in some cases have prevented, reinsurers from obtaining the types and amounts of retrocessional coverage they consider necessary for their business needs. Accordingly, we may not be able to obtain our desired amounts of retrocessional coverage, negotiate terms that we deem appropriate or acceptable, or obtain retrocessional coverage from entities with satisfactory creditworthiness. Our inability to establish adequate retrocessional arrangements or the failure of our retrocessional arrangements to protect us from overly concentrated risk exposure could materially and adversely affect our business, financial condition, and results of operations.

***Our failure to comply with restrictive covenants contained in our current or future credit facilities could trigger prepayment obligations, which could adversely affect our business, financial condition, and results of operations.***

Our credit facilities require us and/or certain of our subsidiaries to comply with certain covenants, including restrictions on our ability to place a lien or charge on pledged assets, issue debt, and in certain circumstances, on the payment of dividends. For more details, see “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - [Liquidity](#)”. Our failure to comply with these or other covenants could result in an event of default under the respective credit facilities or any credit facility we may enter into in the future, which, if not cured or waived, could result in us being required to repay the amounts outstanding under these facilities prior to maturity. As a result, our business, financial condition, and results of operations could be materially and adversely affected.

***We may not successfully obtain the necessary credit facilities to support our business strategy.***

As noted in “Part I, Item 1. Business - [Regulations](#)”, we are required to provide letters of credit or collateral to jurisdictions in which we are not licensed or admitted as a reinsurer. In addition to the CIBC LOC facility entered in late 2023, we expanded the available letters of credit facilities by adding the Uncommitted HSBC LC Facility and the Uncommitted Citibank LC Facility in late 2024. (see Note 16 “[Commitments and Contingencies](#) - *Letters of Credit and Trusts*” of the consolidated financial statements). Neither the Uncommitted Citibank LC Facility nor the Uncommitted HSBC LC Facility are a committed facility, which means Citibank and HSBC can decide not to issue the LC under the respective facility when we attempt to draw upon it. In addition, we cannot assure you that we will be able to obtain additional credit facilities in the future on favorable terms or at all.

***If we lose or are unable to retain or implement succession plans for our senior management and other key personnel, our ability to implement our business strategy could be delayed or hindered, which, in turn, could materially and adversely affect our business, financial condition and results of operations.***

Our success depends, to a significant extent, on the efforts of our senior management and other key personnel to implement our business strategy. We believe there are only a limited number of available qualified executives with substantial experience in our industry and we currently do not maintain key life insurance with respect to any of our senior management. We could face challenges and incur expenses in attracting and retaining personnel in the Cayman Islands, U.K., and Ireland. Accordingly, the loss of the services of one or more of the members of our senior management or other key personnel, or our inability to implement succession plans or hire and retain other key personnel, could prevent us from continuing to implement our business strategy and, consequently, materially and adversely affect our business.

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

Under Cayman Islands law, persons who are not Caymanian, do not possess Caymanian status, or are not otherwise entitled to reside and work in the Cayman Islands pursuant to provisions of the Immigration Act (as amended) of the Cayman Islands, which we refer to as the Immigration Act, may not engage in any gainful occupation in the Cayman Islands without an appropriate governmental work permit. Such a work permit may be granted or extended on a continuous basis for a maximum period of nine years (after having been legally and ordinarily resident in the Cayman Islands for a period of eight years a person may apply for permanent residence in accordance with the provisions of the Immigration Act) upon showing that, after proper public advertisement, no Caymanian or person of Caymanian status, or other person legally and ordinarily resident in the Cayman Islands who meets the minimum standards for the advertised position is available. The failure of these work permits to be granted or extended could prevent us from continuing to implement our business strategy.

***We may face risks arising from future strategic transactions such as acquisitions, dispositions, mergers, or joint ventures.***

We may pursue strategic transactions from time to time, which could involve acquisitions or dispositions of businesses or assets. Any strategic transactions could have an adverse impact on our reputation, business, results of operation, or financial condition. Sources of risk arising from these types of transactions include financial, accounting, tax, and regulatory challenges; difficulties with integration, business retention, execution of strategy, unforeseen liabilities or market conditions; and other managerial or operating risks and challenges. Any future transactions could also subject us to risks such as failure to obtain appropriate value, post-closing claims being levied against us, and disruption to our other businesses during the negotiation or execution process or thereafter. Accordingly, these risks and difficulties may prevent us from realizing the expected benefits from such strategic transactions. For example, businesses that we acquire or our strategic alliances or joint ventures may underperform relative to the price paid or resources committed by us; we may not achieve anticipated cost savings; we may otherwise be adversely affected by transaction-related charges; we may assume unknown or undisclosed business, operational, tax, regulatory and other liabilities; fail to accurately assess known contingent liabilities; or assume businesses with internal control deficiencies. Risk-mitigating provisions that we put in place in the course of negotiating and executing these transactions, such as due diligence efforts and indemnification provisions, may not be sufficient to fully address these risks and contingencies.

***Non-compliance with laws, regulations, and taxation regarding transactions with international counterparties may adversely affect our business.***

As we provide reinsurance on a worldwide basis, we are subject to an expanding legal, regulatory, and tax environment intended to help detect and prevent anti-trust activity, money laundering, terrorist financing, proliferation financing, fraud, tax avoidance, and other illicit activity. These requirements include, among others, regulations promulgated and administered by CIMA, the U.S. Department of the Treasury's Office of Foreign Assets Control, The Foreign Corrupt Practices Act of 1977, the Iran Freedom and Counter-Proliferation Act of 2012, and the Foreign Account Tax Compliance Act. These and other programs prohibit or restrict dealings with certain persons, entities, countries, governments and, in certain circumstances, their nationals and may require detailed reporting to various administrative parties. Non-compliance with any of these regulations could have a material adverse effect on our ability to conduct our business.

***Currency fluctuations could result in exchange rate losses and negatively impact our business.***

Our functional currency is the U.S. dollar. However, we expect to write a portion of our business in currencies other than the U.S. dollar. We may incur foreign currency exchange gains or losses as we ultimately receive premiums and settle claims in foreign currencies. In addition, Solasglas may invest in securities or cash denominated in currencies other than the U.S. dollar. Consequently, we may experience exchange rate losses to the extent that our foreign currency exposure is not hedged, which could materially and adversely affect our business. If we or Solasglas hedge our foreign currency exposure through forward foreign currency exchange contracts or currency swaps, we will be subject to the risk that the hedging counterparties to such arrangements may fail to perform.

***Natural disasters and other catastrophic events may adversely affect our operations and disrupt our business.***

Our corporate headquarters are located in the Cayman Islands, a geographic region which is susceptible to natural disasters such as hurricanes and earthquakes as well as other potentially catastrophic events. If the Cayman Islands were to experience a major hurricane, earthquake or other catastrophic event, our corporate headquarters could be severely damaged and our operations could suffer significant disruption. There can be no assurance that our disaster recovery and business continuity plans will perform as expected and, if they don't, our business could be materially adversely effected.

**Risks Relating to Insurance and Other Regulations**

***Any suspension or revocation of any of our licenses would materially and adversely affect our business, financial condition and results of operations.***

Greenlight Re is licensed as a reinsurer in both the Cayman Islands and the EEA. We are also licensed to write insurance business in the U.K. and the EEA through our Syndicate 3456. Viridis Re is also licensed as a reinsurer in the Cayman Islands. The suspension or revocation of any of our licenses to do business in either of these jurisdictions for any reason would mean that we would not be able to enter into any new reinsurance contracts in that jurisdiction until the suspension ended or we became licensed in another jurisdiction. The process of obtaining licenses is time-consuming and costly, and we may not be able to become licensed in another jurisdiction in the event we choose to. Any such suspension or revocation of our license would negatively impact our reputation in the (re)insurance marketplace, could have a material adverse effect on any potential license application and would materially and adversely affect our business, financial condition and results of operations.

CIMA and the CBI may take a number of actions, including suspending or revoking a reinsurance license whenever the regulatory body believes that a licensee is or may become unable to meet its financial obligations, is carrying on business in a manner likely to be detrimental to the public interest or the interest of its creditors or policyholders, has contravened the terms of the Act, or has otherwise behaved in such a manner so as to cause such regulatory body to call into question the licensee's fitness to conduct regulated activity.

Further, based on statutes, regulations, and policies in their respective jurisdictions, CIMA and CBI may suspend or revoke our licenses if certain events occur, including without limitation:

- we cease to carry on reinsurance business;
- the direction and management of our reinsurance business have not been conducted in accordance with laws and regulations;
- we cease to meet certain capital and surplus requirements;
- a person holding a position as a director, manager or officer is not deemed to be a fit or proper person to hold the respective position; or
- we become bankrupt, go into liquidation, or are wound up or otherwise dissolved.

Similarly, if either CIMA or the CBI suspended or revoked our licenses, we could lose our exemption under the Investment Company Act of 1940, as amended (the "Investment Company Act") (See "*— We are subject to the risk of possibly becoming an investment company under U.S. federal securities law.*")

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

The Insurance (Capital and Solvency) (Classes B, C, and D Insurers) Regulations (2018 Revision) (the "Capital and Solvency Regulations") impose on Greenlight Re as a Class D reinsurer to maintain minimum statutory capital and surplus equal to the greater of: a) the minimum capital requirement of \$50 million and b) the prescribed capital requirement and impose on Viridis Re a requirement to maintain minimum statutory capital of \$0.2 million for a Class B(iii) general reinsurer and the prescribed capital requirement (the "Capital Requirements"). At December 31, 2024, both Greenlight Re and Viridis Re were in compliance with their respective Capital Requirements - see Note 18 "[Statutory Requirements](#)" of the consolidated financial statements.

GRIL, our Irish subsidiary, is required to comply with risk-based solvency requirements under the European legislation known as "Solvency II," including calculating and maintaining a minimum capital requirement and solvency capital requirement. At December 31, 2024, GRIL's minimum capital requirement and solvency capital requirement was approximately \$9.9 million and \$39.8 million, respectively. At December 31, 2024, GRIL was in compliance with the capital requirements required under the Irish Insurance Acts and Regulations.

Any failure to meet applicable requirements or minimum statutory capital requirements could subject us to further examination or action by regulators, including restrictions on dividend payments, limitations on our writing of additional business or engaging in financial or other activities, enhanced supervision, financial or other penalties, or liquidation. Further, any changes in existing risk-based capital requirements or minimum statutory capital requirements may require us to increase our statutory capital levels, which we might be unable to do.

***We are a holding company that depends on the ability of our subsidiaries to pay dividends.***

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

To the extent any of our subsidiaries located in jurisdictions other than the Cayman Islands consider declaring dividends, such subsidiaries are required to comply with restrictions set forth under applicable law and regulations in such other jurisdictions. These restrictions could adversely impact the Company.

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

In the United States, the Investment Company Act regulates certain companies that invest in or trade securities. We rely on an exemption under the Investment Company Act for an entity organized and regulated as a foreign insurance company which is engaged primarily and predominantly in the reinsurance of risks on insurance agreements. As we hold ourselves out as a global specialty property and casualty reinsurer and we do not propose to engage primarily in the business of investing or trading in securities, we believe the exemption applies. Accordingly, we do not believe that we are, or are likely to become in the future, an investment company under the Investment Company Act.

Nonetheless, the law in this area is not well developed, and there is a lack of definitive guidance as to the meaning of “primarily and predominantly” under the relevant exemption to the Investment Company Act. If this exemption were deemed inapplicable, we would have to register under the Investment Company Act as an investment company. Registered investment companies are subject to extensive, restrictive, and potentially adverse regulation relating to, among other things, operating methods, management, capital structure, leverage, dividends, and transactions with affiliates. Registered investment companies are not permitted to operate their business in the manner in which we operate our business, nor are registered investment companies permitted to have many of the relationships that we have with our affiliated companies. Any changes to our investment strategy necessitated by being labeled a registered investment company could materially and adversely impact our investment results, financial condition, and ability to implement our business strategy.

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

To the extent that the laws and regulations change in the future so that contracts we write are deemed not to be reinsurance contracts, we will be at greater risk of not qualifying for the Investment Company Act exception. Additionally, it is possible that our classification as an investment company would result in the suspension or revocation of our reinsurance license.

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

We currently are admitted to do reinsurance business in the Cayman Islands and the EEA. We are also licensed to write insurance business in the U.K. and the EEA through our Syndicate 3456. Our operations in these jurisdictions are subject to varying degrees of regulation and supervision. The laws and regulations of the jurisdictions in which our subsidiaries are domiciled require that, among other things, these subsidiaries maintain minimum levels of statutory or regulatory capital, surplus, and liquidity, meet solvency standards, submit to periodic examinations of their financial condition, and restrict payments of dividends and reductions of capital. Statutes, regulations, and policies that our subsidiaries are subject to may also restrict the ability of these subsidiaries to write insurance and reinsurance policies, make certain investments, and distribute funds.

More specifically, with respect to GRIL, Solvency II governs the prudential regulation of insurers and reinsurers, and requires insurers and reinsurers in Europe to meet risk-based solvency requirements. It also imposes group solvency and governance requirements on groups with insurers and/or reinsurers operating in the EEA. A number of European Commission delegated acts and technical standards have been adopted, which set out more detailed requirements based on the overarching provisions of the Solvency II Directive. However, further delegated acts, technical standards, and guidance are likely to be published on an ongoing basis.

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

We may not be able to comply fully with, or obtain desired exemptions from, revised statutes, regulations, and policies that currently, or may in the future, govern the conduct of our business. Failure to comply with, or to obtain desired authorizations and/or exemptions under, any applicable laws could result in restrictions on our ability to do business or undertake activities that are regulated in one or more of the jurisdictions in which we operate and could subject us to fines and other sanctions. The

MAA includes amendments that provide for a specific administrative fines framework whereby CIMA has been granted the power to issue monetary penalties of up to 1 million Cayman Islands Dollars for a very serious breach.

In addition, governmental authorities worldwide have become increasingly interested in potential risks posed by the insurance industry as a whole, and to the commercial and financial systems in general. While we cannot predict the exact nature, timing, or scope of possible governmental initiatives, there may be increased regulatory intervention in our industry in the future. Changes in the laws or regulations to which our subsidiaries are subject or may become subject, or in the interpretations thereof by enforcement or regulatory agencies, could have a material adverse effect on our business.

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

As a matter of Cayman Islands law, a director of a Cayman Islands company is in the position of a fiduciary with respect to the company and therefore it is considered that they owe certain duties to the company, including the following: a duty to act in good faith and in what they consider to be in the best interests of the company; a duty not to make a profit out of their position as director (unless the company permits them to do so); a duty to exercise their powers for the purposes for which they are conferred; and a duty not to put themselves in a position where the interests of the company conflict with their personal interest or their duty to a third party. A director of a Cayman Islands company owes to the company a duty to act with skill and care. A director will need to exhibit in the performance of their duties both the degree of skill that may reasonably be expected from a subjective perspective determined by reference to their knowledge and experience and the skill and care objectively to be expected from a person occupying office as a director of the company.

Under Cayman Islands corporate law and pursuant to our Articles, a director may vote on a contract or transaction where the director has an interest as a shareholder, director, officer, or employee, provided such interest is duly disclosed to the Board. In exercising any such vote, such director's duties remain as described above. Pursuant to our Articles none of our contracts will be deemed to be void purely because any director is an interested party in such transaction and in such circumstances, interested parties will generally not be held liable for monies owed to the Company. Under Delaware law, interested party transactions are voidable.

***A failure by our Syndicate 3456 to comply with rules and regulations could materially and adversely interfere with our business strategy.***

Syndicate 3456 is subject to Lloyd's oversight. The PRA and the FCA regulate all financial services firms in the U.K., including Lloyd's and Syndicate 3456. Both the PRA and the FCA have substantial powers of intervention in relation to Lloyd's Syndicates, including the power to remove Lloyd's authorization to manage such Syndicates. See “— Item 1. Business — [Regulations](#) — UK Regulations” for further discussion of such regulations.

Failure to comply with, or any future regulatory changes or rulings to, the regulations of the PRA and/or the FCA could interfere with the business strategy of Syndicate 3456, which could materially and adversely affect our business, financial condition and results of operations.

### **Risks Relating to Our Solasglas Investment Strategy**

***Our investment performance depends in part on the performance of Solasglas and may suffer as a result of adverse in financial markets or other factors that impact Solasglas' liquidity.***

Our operating results depend in part on the performance of Solasglas. We cannot provide assurance that DME Advisors, on behalf of Solasglas, will successfully structure investments in relation to our liquidity needs or liabilities. Failure to do so could force us to make redemptions from Solasglas that cause DME Advisors to liquidate investments at a significant loss or at prices that are not optimal, which could materially and adversely affect our financial results.

The risks associated with Solasglas' value-oriented investment strategy may be substantially greater than the risks associated with traditional fixed-income investment strategies. In addition, long equity investments may generate losses if the market declines. Similarly, short equity investments may generate losses in a rising market. The success of the Solasglas investment strategy may also be affected by general economic conditions. Unexpected market volatility and illiquidity associated with our investment in Solasglas could materially and adversely affect our investment results, financial condition, or results of operations.

***Solasglas may be concentrated in a few large positions, which could result in material adverse valuation movements.***

Our Board of Directors has adopted our investment guidelines, which provide that Solasglas may not commit more than, 10% of Greenlight Re Surplus (as defined in the Solasglas LPA) and 7.5% of GRIL Surplus (as defined in the Solasglas LPA) to any single investment, unless a waiver has been obtained by the Board of Directors of Greenlight Re or GRIL, as applicable. At December 31, 2024, we were in compliance with these investment guidelines.

In addition, GRIL's investment guidelines require that the ten largest investments shall not constitute more than 40% of the GRIL Surplus, and GRIL's investment portfolio shall at all times, unless waived by the GRIL board of directors, be composed of a minimum of 50 debt or equity securities of publicly traded companies. From time to time, Solasglas may hold a small number of relatively large security positions in relation to our capital accounts. Since Solasglas may not be widely diversified by security or by industry, it may be subject to more rapid changes in value than would be the case if our investment portfolio were required to maintain a wide diversification among companies, securities industries, and types of securities.

***Under the Solasglas LPA, we are contractually obligated to invest substantially all our assets in Solasglas with certain exceptions. Solasglas' performance depends on the ability of DME Advisors to select and manage appropriate investments.***

DME Advisors acts as the exclusive investment advisor for Solasglas. Apart from funds required for collateral purposes, funds allocated to our Innovations investment strategy, risk management, and other operational needs, we are contractually obligated to use commercially reasonable efforts to cause substantially all investable assets of Greenlight Re and GRIL to be contributed to Solasglas. Although DME Advisors is contractually obligated to follow the investment guidelines of both Greenlight Re and GRIL, we cannot provide assurance as to how DME Advisors will allocate our investable assets to different investment opportunities.

The performance of the Solasglas investment portfolio depends to a great extent on the ability of DME Advisors to select and manage appropriate investments for Solasglas. We cannot assure you that DME Advisors will successfully meet our investment objectives and the failure of DME Advisors to perform adequately could materially and adversely affect our business, results of operations, and financial condition.

***We have limited control over Solasglas and Solasglas LPA limits our ability to use another investment manager.***

Under the Solasglas LPA, subject to our investment guidelines and certain other conditions, DME II, as the general partner of Solasglas, has complete and exclusive power and responsibility for all investment and investment management decisions to be undertaken on behalf of Solasglas and for managing and administering the affairs of Solasglas. As a result, we have limited control over Solasglas and there can be no assurance that the interests of DME II in managing Solasglas will always be aligned with our interests. In addition, the Solasglas LPA contains exclusivity and limited termination provisions which severely restricts our ability to use other investment managers for so long as Greenlight Re and GRIL are limited partners in Solasglas. Greenlight Re and GRIL, as limited partners of Solasglas may withdraw upon notice only on the Greenlight Re Relevant Date or the GRIL Relevant Date or "for cause" (each as defined in the Solasglas LPA). Additionally, while GRIL has the right to withdraw as a limited partner in Solasglas due to unsatisfactory long-term performance of DME II or DME Advisors, as determined solely by the Board of Directors of GRIL at the end of each fiscal year during the term of the Solasglas LPA, Greenlight Re does not have this right.

***The historical performance of DME Advisors and its affiliates should not be considered indicative of the future results of the Solasglas investment portfolio, our future results, or any returns expected on our ordinary shares.***

The historical returns of Solasglas and other funds managed by DME Advisors and its affiliates are not directly linked to our ordinary shares. Results for the Solasglas investment portfolio could differ from those of other funds managed by DME Advisors and its affiliates due to restrictions imposed by our investment guidelines and other factors.

***Potential conflicts of interest with DME Advisors and its affiliates may exist that could adversely affect us.***

DME Advisors and its affiliates, in addition to managing Solasglas, may engage in investment and trading activities for their own accounts and/or for the accounts of third parties. None of DME Advisors or its affiliates, including David Einhorn, Chairman of our Board of Directors and the President of Greenlight Capital, Inc., is obligated to devote any specific amount of time, effort or allocation, or prioritize any investment opportunity, to Solasglas or to address possible or actual conflicts among the accounts they may manage, which may adversely affect Solasglas' investment returns, and, correspondingly, our investment returns.

In addition, under Cayman Islands laws, Mr. Einhorn is not legally restricted from making decisions with respect to Greenlight Re's investment guidelines. Accordingly, his involvement as a member of the Boards of Directors of Greenlight Capital Re and Greenlight Re may lead to a conflict of interest.

DME Advisors and its affiliates may also manage accounts whose advisory fee schedules, investment objectives, and policies differ from those of Solasglas, which may cause DME Advisors and its affiliates to effect trading in one account that may have an adverse effect on another account, including Solasglas.

***Certain investments made by Solasglas may have limited liquidity and lack valuation data which could create a conflict of interest.***

Our investment guidelines allow Solasglas to invest in certain securities with limited liquidity or no public market. This lack of liquidity may adversely affect the ability of Solasglas to execute trade orders at desired prices and may impact our ability to fulfill our underwriting payment obligations. To the extent that Solasglas invests in securities or instruments for which market quotations are not readily available, the valuation of such securities and instruments for purposes of compensation will be determined by DME Advisors, whose determination, subject to audit verification, will be conclusive and binding in the absence of bad faith or manifest error.

***If DME Advisor's risk management methodologies are ineffective, we may be exposed to material unanticipated losses.***

DME Advisors and its affiliates continually refine its risk management techniques, strategies, and assessment methods. However, its risk management techniques and strategies do not fully mitigate the risk exposure of its funds and managed accounts, including Solasglas, in all economic or market environments or against all types of risk, including risks that it might fail to identify or anticipate. Any failures in DME Advisors' risk management techniques and strategies to accurately quantify risk exposure could affect the risk-adjusted returns of Solasglas. In addition, any risk management failures could cause losses to be significantly greater than historical measures predict. DME Advisors' approach to managing those risks could prove insufficient, exposing Solasglas, and correspondingly our Solasglas investment portfolio, to material unanticipated or material losses.

***The compensation arrangements of Solasglas may create an incentive to effect transactions that are risky or speculative.***

Pursuant to the Solasglas LPA, each of Greenlight Re and GRIL is obligated to pay a performance allocation of 20% to DME II at the end of each performance period based on its positive performance change to its capital account, subject to a modified loss carry forward provision.

The loss carry forward provision contained in the Solasglas LPA allows DME II to earn a reduced performance allocation of 10% of profits in any year subsequent to the year in which Solasglas has incurred a loss until all losses are recouped and an additional amount equal to 150% of the loss is earned.

While the performance compensation arrangement contained in the Solasglas LPA provides that losses will be carried forward as an offset against net profits in subsequent periods, DME II and DME Advisors generally will not otherwise be penalized for losses or decreases in the value of our portfolio under the Solasglas LPA. These performance compensation arrangements may incentivize DME Advisors to engage in transactions that focus on the potential for short-term gains rather than long-term growth or that are particularly risky or speculative.

***DME Advisors' representatives' service on boards and committees may place trading restrictions on our investments and may subject us to indemnification liability.***

DME Advisors may, from time to time, place its or its affiliates' representatives on creditors' committees and/or boards of certain companies in which Solasglas has invested. While such representation may enable DME Advisors to enhance the sale value of Solasglas' investments, it may also prevent Solasglas from freely disposing of investments. The IAA provides for the indemnification of DME Advisors or any other person designated by DME Advisors for claims arising from such board representation.

***We and Solasglas are exposed to credit risk from counterparties that may default on their obligations to us.***

We and Solasglas are exposed to credit risk from counterparties that may default on their obligations to us or it. The amount of the maximum exposure to credit risk is indicated by the carrying value of our and Solasglas' financial assets. In addition, Solasglas holds the securities of our investment portfolio with prime brokers and has credit risk from the possibility that one or more of them may default on their obligations to Solasglas.

Issuers or borrowers whose securities or debt Solasglas holds, customers, reinsurers, clearing agents, exchanges, clearing houses, and other financial intermediaries and guarantors may default on their obligations to us and/or Solasglas due to bankruptcy, insolvency, lack of liquidity, adverse economic conditions, operational failure, fraud or other reasons. Such

defaults could have a significant and negative effect on us and/or Solasglas and, correspondingly, our investment portfolio and our results of operations, financial condition, and cash flows.

***Solasglas effectuates short sales that subject our capital accounts to material and adverse loss potential.***

Solasglas enters into transactions in which it sells a security it does not own, which we refer to as a short sale, in anticipation of a decline in the market value of the security. Short sales subject our capital accounts in Solasglas to material and adverse loss potential since the market price of securities sold short may continuously increase. Short sales may result in a substantial loss and may expose us to a loss exceeding the original amount invested.

Short-sale transactions have been subject to increased regulatory scrutiny and Solasglas' ability to execute a short selling strategy may be materially and adversely impacted by new rules, interpretations, prohibitions, and restrictions adopted in response to adverse market events.

As a result, Solasglas may be unable to effectively pursue a short-selling strategy which may adversely affect Solasglas' investment returns, and correspondingly, our investment returns.

***Solasglas may trade on margin and use other forms of financial leverage, which may increase the risk of our investment portfolio.***

Our investment guidelines allow Solasglas to trade on margin and use other forms of financial leverage. Solasglas relies on prime brokers to extend leverage and such prime brokers may elect not to provide leverage to Solasglas. Fluctuations in the market value of our investment in Solasglas could have a disproportionately large effect in relation to our capital. Any event which may adversely affect the value of positions Solasglas holds could materially and adversely affect the net asset value of our investment portfolio and our results of operations.

***Solasglas may transact in derivatives trading, which may increase the risks associated with our investment portfolio.***

Derivative instruments, or derivatives, include futures, options, swaps, structured securities, and other instruments and contracts that derive their value from one or more underlying securities, financial benchmarks, currencies, commodities, or indices. There are a number of risks associated with derivatives trading. Because many derivatives are leveraged, a relatively small adverse market movement may result in a substantial loss and may expose us to a loss exceeding the original amount invested. Derivatives may also expose Solasglas, and correspondingly, our investment portfolio, to liquidity risk as there may not be a liquid market within which to close or dispose of outstanding derivative contracts. The counterparty risk lies with each party with whom Solasglas contracts for the purpose of making derivative investments. In the event of the counterparty's default, Solasglas will generally only rank as an unsecured creditor and risk the loss of all or a portion of the amounts Solasglas is contractually entitled to receive.

## **Risks Relating to Our Innovations Strategy**

***The carrying values of our Innovations investments may differ significantly from those that would be used if we carried these investments at fair value. Additionally, we have a material concentration in our top five holdings at December 31, 2024.***

Our Innovations investments include private investments and unlisted equities in early-stage or start-up entities for which no active market may exist. We carry these investments on our consolidated balance sheets at cost, less impairment, plus or minus observable price changes (see "[Critical Accounting Estimates](#) - "Investments" under "Part II, Item 8. Management Discussion and Analysis of Financial Condition and Results of Operations"). These carrying values may differ significantly from those that would be used if we carried them at fair value. If we were required to liquidate all or a portion of these investments quickly, we could realize significantly less than the carrying value. The carrying value of our Innovations investments may become concentrated in a limited number of entities as a result of subsequent remeasurement and/or have significant exposure to certain geographic areas or economic sectors. The concentration of investments can increase investment risk and volatility. At December 31, 2024, our top five holdings accounted for 70% of the total carrying value. Any of the foregoing could result in a decline in our investment performance and capital resources and, accordingly, could materially and adversely affect our financial results and results of operations.

***Our Innovations investments carry higher risks due to illiquidity.***

We invest in illiquid equity and debt instruments of early-stage companies in our Innovations investments portfolio. Furthermore, our Innovations investments are generally subject to restrictions on redemptions and sales that limit our ability to liquidate these investments in the short term. As such, there is a high liquidity risk due to the lack of active markets. We may

not be able to sell timely, or at all, illiquid holdings of early-stage companies facing significant challenges operationally and financially subsequent to our initial investment (see below “*Investments in privately held early-stage companies involve significant risks*”). Accordingly, this could materially and adversely affect our business, financial condition and results of operations.

***Our Innovations investments support our underwriting operations and the failure to identify and consummate investment opportunities may materially and adversely affect our ability to implement our business strategy.***

We operate in a competitive market for Innovations investment opportunities. Many of our competitors have considerably greater resources than we do. If we fail to compete for or otherwise lose the opportunity to make Innovations investments, which support our underwriting strategy, our ability to implement our business strategy may be materially and adversely impacted.

***Investments in privately held early-stage companies involve significant risks.***

Our Innovations unit primarily invests in privately held early-stage companies. Investments in privately held early-stage companies involve a number of significant risks, including the following:

- these companies may have limited financial resources and may be unable to meet their operating obligations;
- they typically have limited operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors’ actions and market conditions, as well as general economic downturns;
- they typically depend on the management talents and efforts of a small group of persons. Therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse effect on such investment and, in turn, on us;
- they may not have adequate internal controls which would make them susceptible to fraud or mismanagement;
- there is generally little public information about these companies. These companies and their financial information are generally not subject to the Exchange Act and other regulations that govern public companies, and we may be unable to uncover all material information about these companies, which may prevent us from making a fully informed investment decision and cause us to lose money on our investments;
- they generally have less predictable operating results and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position;
- changes in laws and regulations (including applicable tax laws), as well as their interpretations, may adversely affect their business, financial structure or prospects; and
- they may have difficulty accessing the capital markets to meet future capital needs.

***Economic recessions or downturns could impair our Innovations investment and harm our operating results.***

The current macroeconomic environment is characterized by high inflation, supply chain challenges, labor shortages, high interest rates, foreign currency exchange volatility, volatility in global capital markets and growing recession risk. The risks associated with our Innovations investments and the businesses of the entities in which we have invested are more severe during periods of economic slowdown or recession.

Many of our Innovations investments may be susceptible to economic downturns or recessions. Therefore, during these periods the carry values of our Innovations portfolio may decrease if we are required to write down the values of our investments. Adverse economic conditions may also decrease the value of our investments. Economic slowdowns or recessions could lead to financial losses in our Innovations portfolio and a decrease in revenues, net income and assets.

***Our Innovations investments are made in entities that may incur debt or issue equity securities that rank equally with, or senior to, our investments in such companies.***

Our Innovations investments are made in entities that have, or may be permitted to incur, other debt, or issue other equity securities, that rank equally with, or senior to, our investments. By their terms, such instruments may provide that the holders are entitled to receive payment of dividends, interest or principal on or before the dates on which we are entitled to receive payments in respect of our investments. These debt instruments would usually prohibit the investments from paying interest on or repaying our investments in the event and during the continuance of a default under such debt. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of an entity, holders of securities ranking senior to our investment typically are entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying such holders, the entity may not have any remaining assets for repaying its obligation to us. In the case of securities

ranking equally with our investments, we would have to share on an equal basis any distributions with other security holders in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant entity.

***As a minority equity investor, we are often not in a position to influence the entity, and other equity holders and management of such entity may make decisions that could decrease the value of our investment in such entity.***

When we make a minority equity investment through our Innovations segment, we are subject to the risk that an entity may make business decisions with which we disagree. The other equity holders and management of the entity may take risks or otherwise act in ways that do not serve our interests. As a result, an entity may make decisions that could decrease the value of our investment.

***Our Innovations investments are in entities that may be highly leveraged.***

Some of our Innovations investments are made in entities that may be highly leveraged, which may have adverse consequences for those companies and for us as a shareholder. The entity may be subject to restrictive financial and operating covenants and their leverage may impair the ability to finance their future operations and capital needs. As a result, such entity's flexibility to respond to changing business and economic conditions and to take advantage of business opportunities may be limited.

***Our failure to make follow-on investments in our existing Innovations investments could impair the value of our portfolio.***

Following an initial investment in an entity, we may make additional investments in the entity as "follow-on" investments to: (1) increase or maintain in whole or in part our equity ownership percentage; (2) exercise warrants, options or convertible securities that we acquired in the original or subsequent financing or (3) attempt to preserve or enhance the value of our investment.

We may elect not to make follow-on investments, be constrained in our ability to employ available funds, or otherwise lack sufficient funds to make those investments. We have the discretion to make any follow-on investments, subject to the availability of capital resources. The failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of an entity, dilute our investment, or result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a follow-on investment, we may elect not to make it because we may not want to increase our concentration of risk, we prefer other opportunities, or we are constrained under the Investment Company Act. See "*Risks Relating to Insurance and Other Regulations – We are subject to the risk of possibly becoming and investment company under U.S. federal securities laws.*"

## **Risks Relating to Our Ordinary Shares**

***Our ability to achieve our business objectives depends on our ability to manage and deploy capital.***

Our ability to achieve our business objectives depends on our ability to manage and deploy capital, which depends, in turn, on our management's ability, with oversight from our Board of Directors, to identify, evaluate and monitor our underwriting and investment results, our liquidity and competing needs for capital. We cannot assure you that our management and deployment of capital will enable us to achieve our business objectives, and our failure to effectively manage and deploy our capital could materially and adversely affect our financial condition and results of operations.

***Our level of debt may have an adverse impact on our liquidity, restrict our current and future operations, particularly our ability to respond to business opportunities, and increase our vulnerability to adverse economic and industry conditions.***

At December 31, 2024, we had \$60.7 million of debt outstanding that matures on August 1, 2026. Our level of debt and the provisions of such debt could have significant consequences, which include, but are not limited to, the following:

- limit our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, or other general corporate purposes;
- require a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures,

acquisitions, and other general corporate purposes;

- discourage an acquisition of us by a third party;
- place us at a competitive disadvantage to competitors carrying less debt; and
- make us more vulnerable to economic downturns and limit our ability to withstand competitive pressures or take advantage of new opportunities to grow our business.

We cannot assure you that we will be able to refinance our indebtedness debt upon maturity on acceptable terms or at all.

***A shareholder may be required to sell its ordinary shares.***

Our Articles provide that we have the option, but not the obligation, to require a shareholder to sell its ordinary shares for their fair market value to us, to other shareholders or to third parties if our Board of Directors determines that ownership of our ordinary shares by such shareholder may result in adverse tax, regulatory or legal consequences to us, any of our subsidiaries or any of our shareholders and that such sale is necessary to avoid or cure such adverse consequences.

***Provisions of our Articles, the Companies Act of the Cayman Islands (the “Companies Act”) and our corporate structure may each impede a takeover, which could adversely affect the value of our ordinary shares.***

Our Articles contain certain provisions that could make it difficult for a third party to acquire us, even if doing so would be beneficial to our shareholders. Our Articles provide that a director may only be removed for “cause” as defined in the Articles, upon the affirmative vote of not less than 50% of the votes cast at a meeting at which more than 50% of our issued and outstanding ordinary shares are represented. Further, under the Amended and Restated Memorandum and Articles of Association of Greenlight Re, a director may only be removed without cause upon the affirmative vote of not less than 80% of the votes cast at a meeting at which more than 50% of our issued and outstanding ordinary shares are represented.

Our Articles permit our Board of Directors to issue preferred shares from time to time, with such rights and preferences as they consider appropriate. Our Board of Directors may authorize the issuance of preferred shares with terms and conditions and under circumstances that could have an effect of discouraging a takeover or other transaction, deny shareholders the receipt of a premium on their ordinary shares in the event of a tender or other offer for ordinary shares and have a depressive effect on the market price of the ordinary shares.

As compared to mergers under corporate law in the United States, it may be more difficult to consummate a merger of two or more companies in the Cayman Islands or the merger of one or more Cayman Islands companies with one or more overseas companies, even if such transaction would be beneficial to our shareholders. For example, a merger or consolidation generally requires the consent of each holder of a fixed or floating security interest, unless the court waives such requirement, and a formal declaration must be made, meeting enumerated requirements, if the transaction involves a foreign company or where the surviving company is the Cayman Islands exempted company.

The Companies Act also includes statutory provisions that facilitate the reconstruction and amalgamation of companies, provided that such a scheme of arrangement is approved by (i) in respect of shareholders, 75% in value of the shareholders or each class of shareholder who attend and vote, either in person or by proxy, at a meeting or meetings convened for that purpose; or (ii) in respect of creditors, a majority in number representing 75% in value of creditors or each class of creditors who attend and vote, either in person or by proxy, at a meeting or meetings convened for that purpose.

The convening of the scheme meetings and subsequently the terms of the arrangement must be sanctioned by the Grand Court of the Cayman Islands. While a dissenting shareholder has the right to express to the court the view that the transaction ought not to be approved, the court can be expected to approve the arrangement if it determines that:

- the company is not proposing to act illegally or beyond the scope of its corporate authority and the statutory provisions as to majority vote have been complied with;
- the shareholders have been fairly represented at the meeting in question and the classes properly delineated;
- the scheme of arrangement is such as a businessperson would reasonably approve; and
- the scheme of arrangement is not one that would more properly be sanctioned under some other provision of the Companies Act or that would amount to a “fraud on the minority”.

If a scheme of arrangement is thus approved, the dissenting shareholders would have no rights comparable to appraisal rights, which would otherwise ordinarily be available to dissenting shareholders of a Delaware corporation.

***Holders of ordinary shares may have difficulty obtaining or enforcing a judgment against us, and they may face difficulties in protecting their interests because we are incorporated under Cayman Islands law.***

We are an exempted company limited by shares incorporated under the laws of the Cayman Islands and conduct a majority of our operations outside the United States. A significant amount of our assets are located outside the United States. A majority of our officers and directors reside outside the United States and substantial portion of the assets of those persons are located outside of the United States. As a result, it could be difficult or impossible for you to bring an action against us or against these individuals outside of the United States in the event that you believe that your rights have been infringed upon under the applicable securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands could render you unable to enforce a judgment against our assets or the assets of our directors and officers.

Our corporate affairs are governed by our Articles, the Companies Act and the common law of the Cayman Islands. The rights of shareholders to take legal action against our directors and us, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under the laws of the Cayman Islands are not as clearly defined as under statutes or judicial precedent in existence in jurisdictions in the United States. Therefore, you may have more difficulty protecting your interests than would shareholders of a corporation incorporated in a jurisdiction in the United States, due to the comparatively less well developed Cayman Islands law in this area.

Shareholders of Cayman Islands exempted companies such as ours have no general rights under Cayman Islands law to inspect corporate records and accounts or to obtain copies of lists of shareholders. Our directors have discretion under our Articles to determine whether or not, and under what conditions, our corporate records may be inspected by our shareholders, but are not obliged to make them available to our shareholders. This may make it more difficult for you to obtain the information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest.

The courts of the Cayman Islands are unlikely (i) to recognize or enforce against us judgments of courts of the United States predicated upon the civil liability provisions of the federal securities laws of the United States or any state; and (ii) in original actions brought in the Cayman Islands, to impose liabilities against us predicated upon the civil liability provisions of the federal securities laws of the United States or any state, so far as the liabilities imposed by those provisions are penal in nature. Although there is no statutory enforcement in the Cayman Islands of judgments obtained in the United States, the courts of the Cayman Islands will recognize and enforce a foreign money judgment of a foreign court of competent jurisdiction without retrial on the merits based on the principle that a judgment of a competent foreign court imposes upon the judgment debtor an obligation to pay the sum for which judgment has been given provided certain conditions are met. For a foreign judgment to be enforced in the Cayman Islands, the judgment must be obtained in a court of law which had jurisdiction over the judgment debtor, such judgment must be final and conclusive and for a liquidated sum, and must not be in respect of taxes or a fine or penalty, inconsistent with a Cayman Islands judgment in respect of the same matter, impeachable on the grounds of fraud or obtained in a manner, or be of a kind the enforcement of which is, contrary to natural justice or the public policy of the Cayman Islands (awards of punitive or multiple damages may well be held to be contrary to public policy). A Cayman Islands Court may stay enforcement proceedings, including if concurrent proceedings are being brought elsewhere.

We are not aware nor have we been advised of any reported class action having been brought in a Cayman Islands court. Derivative actions have been brought in the Cayman Islands courts, and the Cayman Islands courts have confirmed the availability for such actions. Generally, we will be the proper plaintiff in any claim based on a breach of duty owed to us, and a claim against (for example) our officers or directors usually may not be brought by a shareholder. However, based both on Cayman Islands authorities and on English authorities, which would in all likelihood be of persuasive authority and be applied by a court in the Cayman Islands, exceptions to the foregoing principle apply including, for example, in circumstances in which those who control the company are perpetrating a “fraud on the minority.”

A shareholder may have a direct right of action against us where the individual rights of that shareholder have been infringed or are about to be infringed, and may have a direct right of action against us in circumstances where our Board of Directors exercise their powers for an improper purpose (or are about to exercise their powers for an improper purpose).

Subject to limited exceptions, under Cayman Islands law, a minority shareholder may not bring a derivative action against our Board of Directors.

***We do not intend to pay dividends on our ordinary shares and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common shares.***

We do not intend to declare and pay dividends on our ordinary shares for the foreseeable future. Therefore, you are not likely to receive any dividends on your ordinary shares for the foreseeable future. The success of an investment in our ordinary shares will depend upon any future appreciation in their value. There is no guarantee that our ordinary shares will appreciate in value or even maintain the price at which our shareholders have purchased their shares.

In the event that we did declare a dividend, such dividends and other distributions on issued and outstanding ordinary shares may only be paid out of the funds of the Company lawfully available for such purpose. Dividends and other distributions will be distributed among the holders of our ordinary shares on a pro rata basis.

## **Risks Relating to Taxation**

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

The Government of the Cayman Islands, does not, under existing legislation, impose any income, corporate or capital gains tax, estate duty, inheritance tax, gift tax or withholding tax upon Greenlight Re, GLRE or Viridis Re. Each of Greenlight Re, GLRE and Viridis Re have applied for and received an undertaking from the Governor-in-Cabinet of the Cayman Islands that, in accordance with Section 6 of the Tax Concessions Act (as revised) of the Cayman Islands, for a period of 20 years from the date of the undertaking (until December 2043 in the case of Viridis Re and until January 2045 in the case of Greenlight Re and GLRE), each company will be exempt from any law which is enacted in the Cayman Islands imposing any tax on profits, income, gains or appreciations of Greenlight Re, GLRE or Viridis Re or their operations. We cannot be assured that after the expiration of the respective certificates that we would not be subject to any such tax. As the law currently stands, upon the expiration of the current exemption, it will be possible for us to apply for another 20 year exemption for each of Greenlight Re, GLRE and Viridis Re, which we plan to do. If we were to become subject to taxation in the Cayman Islands, our financial condition and results of operations could be materially and adversely affected.

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

Greenlight Capital Re, Greenlight Re and Viridis Re are incorporated under the laws of the Cayman Islands, and GRIL is incorporated under the laws of Ireland. These entities intend to operate in a manner that will not cause us to be treated as engaging in a trade or business within the United States and will not cause us to be subject to current United States federal income taxation on Greenlight Capital Re's, Greenlight Re's, Viridis Re's and/or GRIL's net income. However, because there are no definitive standards provided by the Internal Revenue Code, regulations or court decisions as to the specific activities that constitute being engaged in the conduct of a trade or business within the United States, and as any such determination is essentially factual in nature, we cannot provide assurance that the United States Internal Revenue Service (the "IRS"), will not successfully assert that Greenlight Capital Re, Greenlight Re, Viridis Re and/or GRIL are engaged in a trade or business within the United States. If the IRS were to successfully assert that Greenlight Capital Re, Greenlight Re, Viridis Re and/or GRIL have been engaged in a trade or business within the United States in any taxable year, various adverse tax consequences could result, including the following: Greenlight Capital Re, Greenlight Re, Viridis Re and/or GRIL may become subject to current United States federal income taxation on its net income from sources within the United States; Greenlight Capital Re, Greenlight Re, Viridis Re and/or GRIL may be subject to United States federal income tax on a portion of its net investment income, regardless of its source; and Greenlight Capital Re, Greenlight Re, Viridis Re and/or GRIL may be subject to United States branch profits tax on profits deemed to have been distributed out of the United States.

***United States persons who own ordinary shares may be subject to United States federal income taxation on our undistributed earnings and may recognize ordinary income upon disposition of ordinary shares.***

*Passive Foreign Investment Company.* Potential adverse United States federal income tax consequences, including certain reporting requirements, generally apply to any United States person who owns shares in a passive foreign investment company, or a "PFIC". We believe that based upon implementation of our business plan, none of Greenlight Capital Re, Greenlight Re, Viridis Re or GRIL will be, or should be, a PFIC for the current taxable year or for any foreseeable future years.

In general, any of Greenlight Capital Re, Greenlight Re, Viridis Re or GRIL would be a PFIC for a taxable year if either (i) 75% or more of its income constitutes "passive income" or (ii) 50% or more of its assets produce "passive income", or are held for the production of passive income. Passive income generally includes interest, dividends and other investment income. However, under an "active insurance" exception, income is not treated as passive if it is derived in the active conduct of an insurance business by a qualifying insurance corporation. A qualifying insurance corporation is an insurance company which has applicable insurance liabilities, as reported on its annual financial statement, exceeding 25% of its total assets. Applicable

insurance liabilities means, with respect to our property and casualty reinsurance business, reserves for loss and loss adjustment expenses, and excluding unearned premium reserves.

The exception for insurance companies is intended to ensure that a qualifying insurance entity's income is not treated as passive income, except to the extent such income is attributable to financial reserves in excess of the reasonable needs of the insurance business. We intend to operate our business with financial reserves and applicable insurance liabilities at levels that should not cause us to be deemed PFICs, although we cannot provide definitive assurance that we will be successful in structuring our operations to meet such levels nor can we ensure that the IRS will not successfully challenge our status. If we are unable to underwrite sufficient amount of risks and maintain a sufficient amount of applicable insurance liabilities, any of Greenlight Capital Re, Greenlight Re, Viridis Re or GRIL may become a PFIC.

In addition, sufficient risk must be transferred under an insurance entity's contracts with its insureds in order to qualify for the insurance exception. Whether our insurance contracts possess adequate risk transfer for purposes of determining whether income under our contracts is insurance income, and whether we are predominantly engaged in an insurance business, are subjective in nature and there is little authoritative tax guidance on these issues. We cannot provide assurance that the IRS will not successfully challenge our interpretation of the scope of the active insurance company exception and our qualification for the exception. Further, the IRS may issue regulatory or other guidance that causes us to fail to qualify for the active insurance company exception on a prospective or retroactive basis. Therefore, we cannot provide definitive assurance that we will satisfy the exception for insurance companies and will not be treated as PFICs currently or in the future.

*Controlled Foreign Corporation ("CFC").* United States persons who, directly or indirectly or through attribution rules, own 10% or more of the total combined voting power or value of our shares, which we refer to as United States 10% shareholders, may be subject to the controlled foreign corporation, or CFC, rules. Under the CFC rules, each United States 10% shareholder must annually include their pro-rata share of the CFC's "subpart F income" and "global intangible low-tax income" in their gross income in the year earned by the CFC, even if no distributions are made. This income inclusion rule does not apply to United States persons that are partnerships. In general, a foreign insurance company will be treated as a CFC only if during the taxable year United States 10% shareholders collectively own more than 25% of the total combined voting power or total value of the entity's shares. We believe that the dispersion of our ordinary shares among holders and the restrictions placed on transfer, issuance or repurchase of our ordinary shares, will in most cases prevent shareholders who acquire ordinary shares from being United States 10% shareholders. We cannot provide assurance, however, that these rules will not apply to you if you are or become a United States 10% shareholder. In particular, recent changes to the definition of a United States 10% Shareholder, whereby both vote and value are tested, and recent changes to the constructive ownership rules, whereby shares owned by non-United States persons can be attributed to United States persons, may increase the likelihood of these rules applying. If you are a United States person, we strongly urge you to consult your own tax advisor concerning the CFC rules.

*Related Person Insurance Income.* If:

- our gross income attributable to insurance or reinsurance policies where the direct or indirect insureds are our direct or indirect United States shareholders or persons related to such United States shareholders equals or exceeds 20% of our gross insurance income in any taxable year; and
- direct or indirect insureds and persons related to such insureds owned directly or indirectly 20% or more of the voting power or value of our stock,

a United States person (other than a partnership) who owns ordinary shares directly or indirectly on the last day of the taxable year would most likely be required to include their pro-rata share of our related person insurance income for the taxable year in their income. This amount would be determined as if such related person insurance income were distributed proportionally to the United States persons at that date. We do not expect that we will knowingly enter into reinsurance agreements in which, in the aggregate, the direct or indirect insureds are, or are related to, owners of 20% or more of the ordinary shares. We do not believe that the 20% gross insurance income threshold will be met. However, we cannot provide assurance that this is or will continue to be the case. Consequently, we cannot provide assurance that a person who is a direct or indirect United States shareholder will not be required to include amounts in its income in respect of related person insurance income in any taxable year.

If a United States shareholder is treated as disposing of shares in a foreign insurance corporation that has related person insurance income and in which United States persons own 25% or more of the voting power or value of the entity's shares, any gain from the disposition will generally be treated as a dividend to the extent of the United States shareholder's portion of the corporation's undistributed earnings and profits that were accumulated during the period that the United States shareholder owned the shares. In addition, the shareholder will be required to comply with certain reporting requirements, regardless of the amount of shares owned by the direct or indirect United States shareholder. Although not free from doubt, we believe these rules should not apply to dispositions of ordinary shares because Greenlight Capital Re is not directly engaged in the insurance business and because proposed United States Treasury regulations applicable to this situation appear to apply only in the case of

shares of corporations that are directly engaged in the insurance business. We cannot provide assurance, however, that the IRS will interpret the proposed regulations in this manner or that the proposed regulations will not be promulgated in final form in a manner that would cause these rules to apply to dispositions of ordinary shares.

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

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

***The Tax Cuts and Jobs Act (“TCJA”) may cause us to undertake changes to the manner in which we conduct our business and could subject United States persons who own ordinary shares to United States income taxation on our undistributed earnings.***

On December 22, 2017, the TCJA was signed into law. The TCJA provides a bright-line test that a non-U.S. insurance company only will receive the benefit, for passive foreign investment company purposes, of being engaged in the active conduct of an insurance business if its applicable insurance liabilities constitute more than 25% of its total assets. For this purpose, the term “applicable insurance liabilities” does not include unearned premium reserves. One of the TCJA’s potential impacts is that this limitation could result in the treatment of offshore insurers or reinsurers that write business on a low frequency/high severity basis, such as property catastrophe companies and financial guaranty companies, as PFICs, as significant reserves for losses may not be recorded until a catastrophic event actually occurs. Accordingly, subject to any future corrections or clarifications that may be made to the TCJA, or any additional regulations that may be promulgated thereunder, the Company will be treated as a PFIC for any taxable year in which it does not meet the bright-line applicable insurance liabilities requirement of the TCJA.

At December 31, 2024, we met the bright-line applicable insurance liabilities test. However, there is still substantial uncertainty regarding the application of the test. We cannot guarantee that we will continue to meet the bright-line applicable insurance liabilities test in future periods. In the event that we cannot meet this test, shareholders that are United States persons will be subject to United States income taxation on our undistributed earnings.

***Further changes in United States tax regulations and laws including the rules regarding passive foreign investment companies could have a material impact on our ability to qualify for the insurance company exemption and/or change our status for United States persons who own ordinary shares.***

A non-U.S. corporation will generally be considered a passive foreign investment company (“PFIC”), for U.S. federal income tax purposes, in any taxable year if either (i) at least 75% of its gross income for such year is passive income or (ii) at least 50% of the value of its assets is attributable to assets that produce or are held for the production of passive income.

Based on our past and current projections of our income and assets, we do not expect the Company to be a PFIC for the 2024 taxable year or for the foreseeable future. However, since our projections may differ from our actual business results and our market capitalization and value of our assets may fluctuate, we cannot definitively assure you that we will not be or become a PFIC in the current taxable year or any future taxable year.

We are monitoring developments with respect to both the applicable insurance liabilities test and the IRS regulations. At this time, we cannot predict whether or what, if any, additional regulations will be adopted or additional legislation will be enacted. If regulations are adopted or legislation enacted that cause us to fail to meet the requirements of the insurance company exception, or if we fail to meet the applicable insurance liabilities test such failure could have a material adverse effect on the taxation of our shareholders who are U.S. persons. In that event we may undertake further changes to the manner in which we conduct our business, which also could have a material effect on our results of operations.

The tax laws and interpretations regarding whether an entity is engaged in a United States trade or business, is a CFC, has related party insurance income or is a PFIC are subject to change, possibly on a retroactive basis. New regulations or pronouncements interpreting or clarifying such rules may be forthcoming from the IRS. We are not able to predict if, when or in what form such guidance will be provided and whether such guidance will have a retroactive effect.

***The TCJA may have a detrimental effect on the Company and its assets.***

The regulatory and tax environment globally is evolving, and changes in the regulation or taxation of the Company and its assets may materially adversely affect shareholders. The TCJA among other things, made significant changes to the rules applicable to the taxation of the Company and its assets, such as changing the rules applicable to active insurance income for passive foreign investment company purposes (discussed above), changing rules applicable to controlled foreign investment company purposes, new base erosion rules, changing the general corporate tax rate to a flat 21% rate, modifying the rules regarding limitations on certain deductions, introducing a capital investment deduction in certain circumstances, placing certain limitations on the interest deduction, modifying the rules regarding the usability of certain net operating losses, and the migration from a worldwide system of taxation to a modified territorial system. At this time the ultimate outcome of the legislation on the Company and its shareholders is uncertain and could be adverse. Shareholders should consult their own tax advisors regarding potential changes in tax laws.

***If investments held by GRIL are determined not to be integral to the reinsurance business carried on by GRIL, additional Irish tax could be imposed and our business and financial results could be materially adversely affected.***

Based on administrative practice, taxable income derived from investments made by GRIL is generally taxed in Ireland at the rate of 12.5% on the grounds that such investments either form part of the permanent capital required by regulatory authorities, or are otherwise integral to the reinsurance business carried on by GRIL. GRIL intends to operate in such a manner so that the level of investments held by GRIL does not exceed the amount that is integral to the reinsurance businesses carried on by GRIL. If, however, investment income earned by GRIL exceeds these thresholds or if the administrative practice of the Irish Revenue Commissioners changes, Irish corporation tax could apply to such investment income at a higher rate (currently 25%) instead of the general 12.5% rate, and our results of operations could be materially adversely affected.

***The impact of the initiative of the OECD and the EU to eliminate harmful tax practices is uncertain and could adversely affect our tax status in the Cayman Islands where we are exempt from income taxes.***

The OECD has published reports and launched a global dialogue among member and non-member countries on measures to limit harmful tax competition. These measures are largely directed at counteracting the effects of tax neutral jurisdictions and preferential tax regimes in countries around the world. The Cayman Islands was removed from the EU's list of non-cooperative jurisdictions for tax purposes in October 2020 following the introduction of economic substance and private funds legislation and it is considered to be a country which co-operates with the EU with no pending commitments. While the Cayman Islands is currently on the list of co-operative jurisdictions, we are not able to predict if additional requirements will be imposed, and if so, whether changes arising from such additional requirements will subject us to additional taxes. The Cayman Islands' economic substance legislation was evaluated in June 2019 by the OECD's Forum on Harmful Tax Practices as "not harmful", which is the highest rating possible. There are no immediate regulatory, tax, trade or other legal impacts to the Company, but we are not able to predict any future EU actions.

On October 8, 2021, the OECD announced an accord endorsing and providing an implementation plan for a global minimum tax rate of at least 15% for large multinational corporations on a jurisdiction-by-jurisdiction basis, known as "Pillar Two." While the Company is not currently aware of any definitive actions being taken in the Cayman Islands to implement a minimum tax, in Ireland, a bill implementing Pillar Two was signed into law on December 18, 2023, including an "undertaxed profit rule" that will come into effect in 2025. In the United Kingdom, legislation implementing an "undertaxed profit rule" under Pillar Two with effect as of 2025 was included in the Finance Bill 2024-2025. If the Cayman Islands does not adopt a minimum tax, the undertaxed profits rule may allow Irish or United Kingdom tax authorities to collect more tax from our Irish or United Kingdom companies. The global minimum tax rules implemented in different jurisdictions (including the undertaxed profit rule) would apply to overseas profits of multinational firms with annual revenue of more than €750 million. While these global minimum tax rules are not expected to apply to the Company as currently proposed and being implemented in jurisdictions applicable to the Company's operations, due to the Company's revenues currently falling below the proposed annual revenue threshold, adjustments to the threshold or continued growth of the Company's revenues could impact the Company in future periods. Further, even if the Company did eventually meet the applicable threshold due to continued revenue growth or otherwise, then given the size and structure of the Company, the Company may be eligible to meet an initial phase transitional safe harbor provided for in the model rules of the accord (and incorporated into the Irish and UK legislation), which provides relief from taxation under the accord for a period of up to five additional years after the Company comes within the scope of the rules.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## ITEM 1C. CYBERSECURITY

Cybersecurity is a complex and constantly evolving risk that we are committed to understanding and mitigating. The foundation of our information security practices is rooted in the principles set forth by the National Institute of Standards and Technology ("NIST"), ensuring a robust and comprehensive approach to safeguarding our digital assets. This program provides standards, guidelines, and best practices for improving our cybersecurity risk management. To effectively manage our cybersecurity risk, we employ a comprehensive approach encompassing risk assessment, identification, and mitigation, all aligned with the rigorous standards and principles. Cybersecurity and IT compliance risk metrics are monitored regularly to assess, identify, manage and protect our environment. Periodic audits of IT and Cybersecurity are carried out as part of internal and external audits, are performed by professionals and form a part of our overall risk management system and processes.

Our approach to third-party cybersecurity underscores a commitment to robust risk management and adherence to industry best practices. By implementing comprehensive measures in line with recognized standards, we ensure that our third-party cybersecurity protocols are aligned with rigorous standards. Regular assessments, SOC reviews, and collaborative efforts are integral components of our strategy, aimed at fostering a secure and resilient ecosystem that safeguards sensitive information and maintains the integrity of our digital infrastructure in partnership with external entities.

We have a Chief Information Security Officer ("CISO") and have an IT Steering Committee ("ITSC"). Our CISO is responsible for establishing the cybersecurity vision for the Company, determining and prioritizing cybersecurity initiatives, and keeping abreast of developing security threats. The ITSC reports to the Board and Audit Committee, is chaired by our Head of IT and Software Development ("Head of IT"), and has our CISO, CFO, COO, and SEC Reporting Officer as some of its members. Our CISO brings over three decades of expertise in the IT Industry and is a member of ISACA, showcasing a rich portfolio of industry certifications like the Certified Information Security Manager ("CISM"), Certified Data Privacy Solutions Engineer ("CPDSE"), and Microsoft Certified Systems Engineer ("MCSE"). The CISO also holds accreditations from vendors such as CISCO and Microsoft. Our Head of IT brings two decades of experience in aligning technology initiatives with business goals and managing IT strategy. With a background of over 15 years in insurance and reinsurance, the Head of IT is responsible for ensuring the implementation and adherence to governance and cybersecurity frameworks. Other members of the ITSC hold relevant qualifications and collectively, the ITSC has substantial experience and expertise in cybersecurity, risk, strategy, and management.

The ITSC meets at least quarterly to discuss and approve IT and Cybersecurity matters. The ITSC produces and approves an annual IT budget, as well as an Incident Management and Response plan through which the CISO and the ITSC are informed about cybersecurity incidents.

To assist with mitigating the risks of cybersecurity threats, periodic cybersecurity training is provided to employees, vendors, and members of the Board. Further, to mitigate risk arising from our relationships with third-parties, key vendors must be SOC 2 compliant, as determined in accordance with the framework developed by the American Institute of Certified Public Accountants, or undertake the Company's enhanced due diligence process. Periodic testing is performed, and all material incidents are reported to the Board.

IT and cybersecurity are a standing Board agenda item, with quarterly presentations to the Board from the IT leadership quarterly. Our Audit Committee assists the Board in its oversight responsibilities regarding our systems, policies, and procedures relating to technology and cybersecurity. The Audit Committee's charter mandates that the Audit Committee reviews our technology and cybersecurity systems, policies, and procedures (including those relating to our assessment of third-party provider cybersecurity controls) with management. The Audit Committee is further tasked with discussing with management the policies with respect to risk assessment and risk management, including those related to technology and cybersecurity. An IT and Cybersecurity presentation is made to the Audit Committee quarterly and additionally as needed, to inform it of any new or emerging cybersecurity threats or risks.

We have not identified or experienced any cybersecurity threats or incidents likely to materially affect our business strategy, results of operations, or financial conditions.

See "Item 1A. Risk Factors — [Risks Relating to Our Business](#) — *Technology breaches or failures, including those resulting from a malicious ransomware or cyber-attack on us or our business partners and service providers, could disrupt or otherwise negatively impact our business.*"

## ITEM 2. PROPERTIES

We lease office space in Grand Cayman, Cayman Islands, where our principal executive office is located. Additionally, we lease office spaces in the United Kingdom and Ireland. We renew and enter into new leases in the ordinary course of business.

We believe that our office space is sufficient for us to conduct our operations for the foreseeable future. For further discussion of our lease commitments at December 31, 2024, refer to Note 16 "[Commitments and Contingencies](#)" of the consolidated financial statements.

### ITEM 3. 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 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information and number of holders

Our ordinary shares are listed on the Nasdaq Global Select Market under the symbol "GLRE." During 2023, we eliminated our dual-class share structure (see Note 10 "[Share Capital](#)" of the consolidated financial statements).

On March 7, 2025, there were 67 holders of record of our ordinary shares. This figure does not include the beneficial owners of our ordinary shares held in "street name" or held through participants in depositories, such as the Depository Trust Company.

#### Dividends

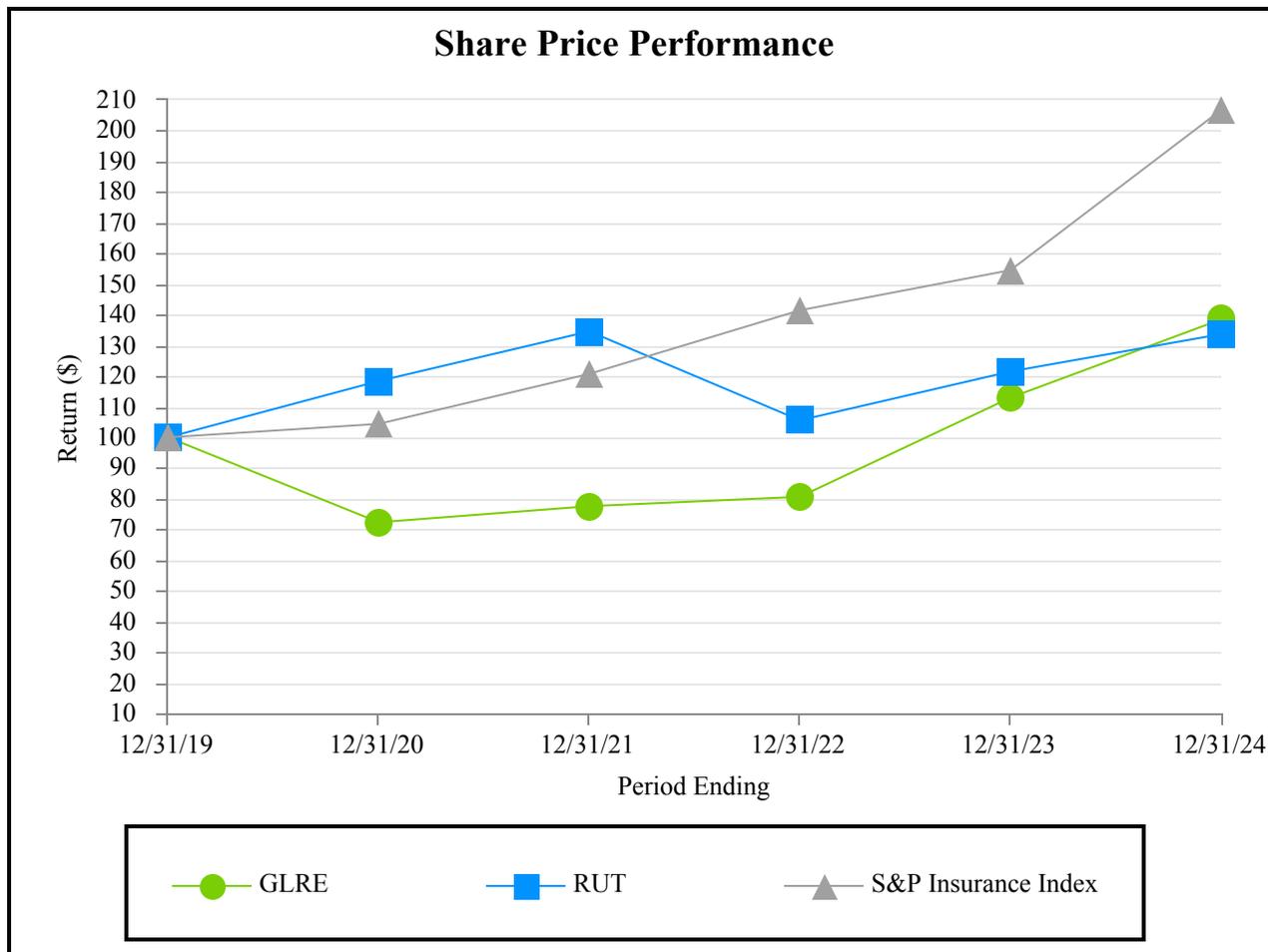
Since inception, we have not paid any cash dividends on our ordinary shares.

Holders of ordinary shares are entitled to receive dividends when, as, and if declared by the Board of Directors in accordance with the provisions of our Articles and the Companies Law. In the event of a liquidation, dissolution, or winding-up of the Company, the holders of ordinary shares are entitled to share equally and ratably in our assets, if any remain after the payment of all of our debts and liabilities and the liquidation preference of any outstanding preferred shares.

We currently do not intend to declare and pay dividends on our ordinary shares in the foreseeable future. Our Board of Directors would only approve a dividend after taking into account our capital and liquidity position. In addition, a credit facility prohibits us from paying dividends (i) during an event of default as defined in the credit agreement, (ii) if such payment would reasonably be expected to have a material adverse effect on the Company and its subsidiaries or (iii) if we are not in compliance with certain specified financial covenants pertaining to leverage, capital requirements and minimum liquidity. Our future dividend policy will also depend on the requirements of any future financing agreements to which we may be a party and other factors considered relevant by our Board of Directors, such as our results of operations and cash flows, our financial position, and capital requirements, general business conditions, rating agency guidelines, legal, tax, regulatory and any contractual restrictions on the payment of dividends. Further, any future declaration and payment of dividends are discretionary, and our Board of Directors may, at any time, modify or revoke our dividend policy on our ordinary shares. Finally, our ability to pay dividends also depends on the ability of our subsidiaries to pay dividends to us. Although Greenlight Capital Re is not subject to any significant legal prohibitions on the payment of dividends, Greenlight Re and GRIL are subject to regulatory constraints that affect their ability to pay dividends and include minimum net worth requirements. At December 31, 2024, Greenlight Re and GRIL both exceeded the minimum statutory capital requirements. Any dividends we pay will be declared and paid in U.S. dollars.

## Performance Graph

Presented below is a line graph comparing the yearly change in the cumulative total shareholder return on our ordinary shares for the five year period commencing December 31, 2019 through December 31, 2024 against the total return index for the Russell 2000 Index, or RUT, and the S&P 500 Property & Casualty Insurance Index, or S&P Insurance Index, for the same period. The performance graph assumes \$100 invested on December 31, 2019 in the ordinary shares of Greenlight Capital Re, the RUT and the S&P Insurance Index. The performance graph also assumes that all dividends are reinvested.



The performance reflected in the graph above is not necessarily indicative of future performance.

This graph and related information presented is not “soliciting material,” is not deemed filed with the SEC, is not subject to Regulation 14A or 14C or to the liabilities of Section 18 of the Securities Exchange Act of 1934 and is not to be incorporated by reference in any filing by us under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

### Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Refer to Note 10 “*Share Capital*” of the consolidated financial statements for a summary of our share repurchase plan (the “Plan”). There were no share repurchases made during the quarter ended December 31, 2024.

### ITEM 6. [RESERVED]

## ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is management’s discussion and analysis (“MD&A”) of the financial condition and results of operations for the years ended December 31, 2024, and 2023. Except for the “*Results by Segment*” section of this MD&A, comparisons between 2023 and 2022 have been omitted from this Annual Report, but may be found in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC. Accordingly, this information is incorporated by reference.

This discussion and analysis should be read in conjunction with our audited consolidated financial statements and notes thereto presented in “Part II, Item 8. [Financial Statements and Supplementary Data](#)” of this Annual Report. Unless otherwise noted, tabular dollars are in thousands, except per share amounts. Amounts may not reconcile due to rounding differences.

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## Overview

### Business Overview

We are a global specialty property and casualty reinsurer headquartered in the Cayman Islands, with an underwriting 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 solutions to the insurance, reinsurance, and other risk marketplaces. Refer to [“Part 1, Item 1. Business”](#) for additional information.

We earned a net income of \$42.8 million for the year ended December 31, 2024, a decrease of \$44.0 million, or 51% compared to the prior year, predominantly due to higher losses from catastrophe and weather-related events (collectively referred as “CAT losses”), coupled with unfavorable foreign exchange movement in 2024.

The following is a summary of our financial performance for the year ended December 31, 2024, compared to the prior year:

- Gross premiums written was \$698.3 million, an increase of 9.7%;
- Net premiums earned was \$620.0 million, an increase of 6.3%;
- Net underwriting loss was \$8.2 million, compared to net underwriting income of \$32.0 million;
- Total investment income was \$79.6 million, an increase of 10.3% (including 9.8% net return from our investment in Solasglas, compared to 9.4%);
- Foreign exchange losses were \$5.6 million, compared to foreign exchange gains of \$11.6 million;
- Diluted EPS was \$1.24, compared to \$2.50, a decrease of 50%; and
- Fully diluted book value per share was \$17.95, an increase of \$1.21, or 7.2%.

### Outlook and Trends

#### *Reinsurance market conditions*

As the key January 1, 2025, renewal period progressed, we saw increased competition which put pressure on headline rate; however, attachment points and other terms & conditions largely held firm. We were able to achieve signings to construct a diversified portfolio that met our risk appetite and profitability requirements. Looking forward to 2025, we believe that market conditions are still broadly, but not uniformly, positive. We will continue to write business where we believe the price adequately compensates us for the risk.

#### *General economic conditions*

There are many factors contributing to an uncertain global economic outlook, and in particular, we believe that inflationary trends of recent years could persist. We continue to consider the potential impact of relevant economic factors on our underwriting portfolio. On the investment side, DME Advisors regularly monitors and re-positions Solasglas’ investment portfolio to manage the impact of inflation on its underlying investments and holds macro positions to benefit from a rising inflationary environment.

### Revenues and Expenses

#### *Revenues*

We derive our revenues from two principal sources:

- premiums from reinsurance on property and casualty business assumed (net of any premiums ceded) - see [“Critical Accounting Estimates”](#) section of this MD&A; and
- income from investments, including:
  - income (or loss) generated from our investment in Solasglas, net of management fee and performance compensation;
  - gains (or losses) from our other investments, including Innovations-related investments; and
  - interest income on our cash and cash equivalents and FAL.

In addition, we may from time to time derive other income from foreign exchange gains (or losses) relating to underwriting balances, net investment income from Lloyd's syndicates, fees generated from advisory services, and fees relating to overrides, profit commissions, and fees due upon the early termination of contracts.

### **Expenses**

Our expenses consist primarily of the following:

- underwriting losses and LAE;
- acquisition costs;
- underwriting expenses
- corporate and other expenses; and
- interest expense on deposit-accounted contracts and debt.

The extent of our net losses and LAE incurred is a function of the amount and type of reinsurance contracts we write and the loss experience of the underlying coverage. Refer to "[Critical Accounting Estimates](#)" section of this MD&A.

Acquisition costs consist primarily of brokerage fees, ceding commissions, premium taxes, profit commissions, letters of credit and trust fees, and federal excise taxes. We amortize deferred acquisition costs relating to successfully bound reinsurance contracts over the related contract term.

Underwriting expenses consist primarily of compensation costs related to our underwriting activities, in addition to an allocation of corporate overhead costs.

Corporate and other expenses consist primarily of compensation costs related to non-underwriting activities, including Innovations related investments and corporate personnel. Additionally, these also include professional fees (non-claim related), travel and entertainment, information technology, rent, and other general operating costs, net of an allocation to underwriting expenses.

Deposit interest expense relates to the accretion costs for deposit-accounted contracts that did not meet the risk transfer condition for reinsurance accounting under U.S. GAAP.

Interest expense consists of interest paid and accrued on our debt and the amortization of the related deferred financing costs.

### **Key Financial Measures and Non-GAAP Measures**

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, financial position, and the change 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 under U.S. GAAP. We believe that these measures, which may be calculated or defined differently by other companies, provide consistent and comparable metrics of our business performance to help shareholders understand performance trends and facilitate a more thorough understanding of the Company's business. Non-GAAP financial measures should not be viewed as substitutes for those determined under U.S. GAAP.

We use the following non-GAAP financial measure in this Annual Report.

#### *Fully Diluted Book Value Per Share*

Our primary financial goal is to increase fully diluted book value per share over the long term. We use fully diluted book value as a financial measure in our incentive compensation plan.

We believe that long-term growth in fully diluted book value per share is the most relevant measure of our financial performance because it provides management and investors a yardstick to monitor the shareholder value generated. Fully diluted book value per share may also help our investors, shareholders, and other interested parties form a basis of comparison with other companies within the property and casualty reinsurance industry. Fully diluted book value per share should not be viewed as a substitute for the most comparable U.S. GAAP measure, which in our view is the basic book value per share.

We calculate basic book value per share as (a) ending shareholders' equity, divided by (b) the total ordinary shares issued and outstanding, as reported in the consolidated financial statements.

Fully diluted book value per share represents basic book value per share combined with any dilutive impact of in-the-money stock options and all outstanding restricted stock units, or "RSUs". We believe these adjustments better reflect the ultimate dilution to our shareholders.

The following table presents a reconciliation of the fully diluted book value per share to basic book value per share (the most directly comparable U.S. GAAP financial measure):

	<b>December 31, 2024</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>
<b>Numerator for basic and fully diluted book value per share:</b>			
Total equity as reported under U.S. GAAP	\$ 635,879	\$ 596,095	\$ 503,120
<b>Denominator for basic and fully diluted book value per share:</b>			
Ordinary shares issued and outstanding as reported and denominator for basic book value per share	34,831,324	35,336,732	34,824,061
Add: In-the-money stock options <sup>(1)</sup> and all outstanding RSUs	590,001	264,870	277,960
Denominator for fully diluted book value per share	35,421,325	35,601,602	35,102,021
<b>Basic book value per share</b>	<b>\$ 18.26</b>	<b>\$ 16.87</b>	<b>\$ 14.45</b>
Increase in basic book value per share (\$)	\$ 1.39	\$ 2.42	\$ 0.40
Increase in basic book value per share (%)	8.2 %	16.8 %	2.8 %
<b>Fully diluted book value per share</b>	<b>\$ 17.95</b>	<b>\$ 16.74</b>	<b>\$ 14.33</b>
Increase in fully diluted book value per share (\$)	\$ 1.21	\$ 2.41	\$ 0.34
Increase in fully diluted book value per share (%)	7.2 %	16.8 %	2.4 %

<sup>(1)</sup> Assuming net exercise by the grantee.

## Consolidated Results of Operations

The table below summarizes our consolidated operating results.

	2024	2023	Change
<b>Underwriting results:</b>			
Gross premiums written	\$ 698,335	\$ 636,810	\$ 61,525
Net premiums written	\$ 621,265	\$ 594,048	\$ 27,217
Net premiums earned	\$ 619,954	\$ 583,147	\$ 36,807
Net loss and LAE incurred:			
Current year	(406,465)	(348,798)	(57,667)
Prior year <sup>(1)</sup>	(20,804)	(11,206)	(9,598)
Net loss and LAE incurred	(427,269)	(360,004)	(67,265)
Acquisition costs	(176,775)	(168,877)	(7,898)
Underwriting expenses	(22,857)	(19,587)	(3,270)
Deposit interest income (expense), net	(1,228)	(2,687)	1,459
<b>Net underwriting income (loss)</b>	<b>(8,175)</b>	<b>31,992</b>	<b>(40,167)</b>
<b>Investment results:</b>			
Income from investment in Solasglas	33,605	28,696	4,909
Net investment income	45,954	43,408	2,546
<b>Total investment income</b>	<b>79,559</b>	<b>72,104</b>	<b>7,455</b>
Corporate and other expenses	(16,377)	(23,653)	7,276
Foreign exchange gains (losses)	(5,606)	11,566	(17,172)
Other income, net	—	265	(265)
Interest expense	(5,836)	(5,344)	(492)
Income tax expense	(749)	(100)	(649)
<b>Net income</b>	<b>\$ 42,816</b>	<b>\$ 86,830</b>	<b>\$ (44,014)</b>
<b>Diluted earnings per share</b>	<b>\$ 1.24</b>	<b>\$ 2.50</b>	<b>\$ (1.26)</b>
<b>Underwriting ratios:</b>			
Current year attritional loss ratio	56.3 %	54.9 %	1.4 %
CAT loss ratio	9.3 %	4.9 %	4.4 %
Current year loss ratio	65.6 %	59.8 %	5.8 %
Prior year reserve development ratio	3.4 %	1.9 %	1.5 %
Loss ratio	69.0 %	61.7 %	7.3 %
Acquisition cost ratio	28.5 %	29.0 %	(0.5)%
Composite ratio	97.5 %	90.7 %	6.8 %
Underwriting expense ratio	3.9 %	3.8 %	0.1 %
Combined ratio	101.4 %	94.5 %	6.9 %

<sup>1</sup> The net financial impact associated with changes in the estimate of losses incurred in prior years, which incorporates earned reinstatement premiums assumed and ceded, adjustments to assumed and ceded acquisition costs, and deposit interest income and expense, was a loss of \$21.8 million in 2024 (2023: \$15.7 million).

### **Consolidated Results of Operations for 2024 compared to 2023**

Basic book value per share increased by \$1.39 per share, or 8.2%, to \$18.26 per share from \$16.87 per share at December 31, 2023. Fully diluted book value per share increased by \$1.21 per share, or 7.2%, to \$17.95 per share from \$16.74 per share at December 31, 2023.

For the year ended December 31, 2024, net income decreased by \$44.0 million to \$42.8 million, driven mainly by the following:

- **Underwriting income:** Decreased by \$40.2 million due to 6.9 percentage points increase in our combined ratio, driven predominantly by an increase in current year attritional and CAT loss ratios. Refer to the “[Results by Segment](#)” section of the MD&A for further discussion and analysis.
- **Investment income:** Increased by \$7.5 million primarily driven by an increase in income from our investment in Solasglas, which reported a gain of \$33.6 million in 2024, compared to \$28.7 million in 2023. Solasglas generated a net return of 9.8% for the year ended December 31, 2024, compared to a net return of 9.4% for the same period in 2023. Additionally, we earned additional investment income on funds withheld by third party Lloyd’s syndicates. The Lloyd’s syndicates invest a portion of these funds in fixed maturity securities, equities, and investment funds. We record our share of the investment income and fair value adjustments on these securities when the syndicates report them to us, generally on a quarter in arrears. See Note 13 “[Net Investment Income](#)” of the consolidated financial financial statements for further details.
- **Corporate and other expenses:** Decreased by \$7.3 million mainly due to non-recurring severance costs included in 2023, including \$4.3 million relating to the separation agreement entered with our former CEO, and lower incentive compensation costs in light of the Company’s weaker performance in 2024. This was partially offset by the increase in other non-underwriting personnel and overhead costs in addition to technology investment to support the business growth.
- **Foreign exchange gains (losses):** \$5.6 million foreign exchange losses for 2024, compared to \$11.6 million foreign exchange gains for 2023, driven mainly by a weaker pound sterling movement against the U.S. dollar in 2024.
- **Interest expense:** Increased by \$0.5 million primarily due to unfavorable fair value movement on the interest rate swaps used to partially hedge the Term Loans; offset partially by lower interest expense driven by a decrease in the average outstanding Term Loans balance in 2024.

## Results by Segment

During the fourth quarter of 2024, we have revised our operating segments to Open Market and Innovations. See Note 17 “[Segment Reporting](#)” for the consolidated segment net income before taxes in 2024, including a reconciliation to net income as reported under U.S. GAAP. Comparatives have been recast to conform with the new reportable segments.

The following is a further discussion and analysis for each reporting segment.

### Open Market Segment

Results for the Open Market segment were as follows:

Year ended December 31,	2024	% Change	2023	% Change	2022
Gross premiums written	\$ 603,798	19.7 %	\$ 504,435	11.5 %	\$ 452,541
Net premiums written	\$ 541,446	16.1 %	\$ 466,544	6.6 %	\$ 437,799
Net premiums earned	\$ 511,922	9.7 %	\$ 466,751	13.6 %	\$ 410,877
Net loss and LAE incurred	(341,586)		(262,290)		(268,659)
Acquisition costs	(144,852)		(136,356)		(125,296)
Other underwriting expenses	(19,175)		(16,827)		(11,867)
Deposit interest expense, net	(1,228)		(2,687)		(6,717)
<b>Underwriting income (loss)</b>	<b>5,081</b>		<b>48,591</b>		<b>(1,662)</b>
Net investment income	42,629	14.1 %	37,351	662.6 %	4,898
<b>Income before income taxes</b>	<b>\$ 47,710</b>		<b>\$ 85,942</b>		<b>\$ 3,236</b>

<i>Underwriting ratios:</i>	2024	% Point Change	2023	% Point Change	2022
Loss ratio	66.7 %	10.5 %	56.2 %	(9.2)%	65.4 %
Acquisition cost ratio	28.3 %	(0.9)%	29.2 %	(1.3)%	30.5 %
Composite ratio	95.0 %	9.6 %	85.4 %	(10.5)%	95.9 %
Underwriting expenses ratio	4.0 %	(0.2)%	4.2 %	(0.3)%	4.5 %
Combined ratio	99.0 %	9.4 %	89.6 %	(10.8)%	100.4 %

### Gross Premiums Written

Gross premiums written by line of business were as follows:

	2024		2023		2022		% Change	
							2024 to 2023	2023 to 2022
Casualty	\$ 92,471	15.3 %	\$ 86,081	17.1 %	\$ 82,524	18.2 %	7.4 %	4.3 %
Financial	63,679	10.5 %	46,296	9.2 %	63,452	14.0 %	37.5 %	(27.0)%
Health	217	— %	224	— %	227	0.1 %	(3.1)%	(1.3)%
Multiline	181,140	30.0 %	198,037	39.3 %	205,743	45.5 %	(8.5)%	(3.7)%
Property	87,922	14.6 %	75,820	15.0 %	31,347	6.9 %	16.0 %	141.9 %
Specialty	178,369	29.6 %	97,977	19.4 %	69,248	15.3 %	82.1 %	41.5 %
<b>Total</b>	<b>\$ 603,798</b>	<b>100.0 %</b>	<b>\$ 504,435</b>	<b>100.0 %</b>	<b>\$ 452,541</b>	<b>100.0 %</b>	<b>19.7 %</b>	<b>11.5 %</b>

Gross premiums written in 2024 increased by \$99.4 million or 19.7%, compared to 2023. The increase was predominantly attributable to the following lines of business:

- *Financial*: new excess of loss treaties in our financial multiline business and an increase in premium volume for our transactional liability business.
- *Property*: improved pricing in our commercial and property catastrophe business.

- *Specialty*: improved pricing and new customers in our marine and energy (M&E) business, including Lloyd’s whole account excess of loss treaties. Additionally, there was an increase of \$9.0 million in reinstatement premiums attributable to the 2024 CAT events, in particular for the Baltimore Bridge collapse.

The above was partially offset by the decrease in our multiline business, driven by two non-renewed FAL accounts on January 1, 2024; offset by premium growth from the remaining third-party FAL business.

Gross premiums written in 2023 increased by \$51.9 million or 11.5%, compared to 2022. The increase was predominantly attributable to property and specialty lines due to improved pricing and new business. This was partially offset mostly by a decrease in financial line predominantly due to lower level of activity in transactional liability business.

*Net Premiums Written*

Ceded premiums written in 2024 was \$62.4 million, resulting in net premiums written of \$541.4 million, compared to \$37.9 million and \$466.5 million, respectively, in 2023. The increase in ceded premiums written of 64.6% was primarily within our specialty line driven by additional retrocessional coverage to manage our overall exposure to aviation, marine and energy classes of business and to reinstate certain retrocession excess of loss treaties in which the full coverage was presumed exhausted primarily from the Baltimore Bridge loss event in 2024 and the Russian-Ukraine conflict event in 2022. Additionally, we had an increase in quota share retrocessions due to growth from inward property and M&E business.

Ceded premiums written in 2023 was \$37.9 million, resulting in net premiums written of \$466.5 million, compared to \$14.7 million and \$437.8 million, respectively, in 2022. The increase in ceded premiums written of 157.0% was predominantly attributable to an increase in quota share retrocessions due to growth from inward property business.

*Net Premiums Earned*

Net premiums earned by line of business were as follows:

	2024		2023		2022		% Change	
							2024 to 2023	2023 to 2022
Casualty	\$ 89,213	17.4 %	\$ 82,365	17.6 %	\$ 78,160	19.0 %	8.3 %	5.4 %
Financial	56,903	11.1 %	56,195	12.0 %	56,952	13.9 %	1.3 %	(1.3)%
Health	217	— %	224	— %	5,507	1.3 %	(3.1)%	(95.9)%
Multiline	191,849	37.5 %	205,573	44.0 %	196,974	47.9 %	(6.7)%	4.4 %
Property	49,262	9.6 %	35,853	7.8 %	20,781	5.1 %	37.4 %	72.5 %
Specialty	124,477	24.4 %	86,541	18.6 %	52,503	12.8 %	43.8 %	64.8 %
<b>Total</b>	<b>\$ 511,921</b>	<b>100.0 %</b>	<b>\$ 466,751</b>	<b>100.0 %</b>	<b>\$ 410,877</b>	<b>100.0 %</b>	<b>9.7 %</b>	<b>13.6 %</b>

Net premiums earned in 2024 increased by \$45.2 million or 9.7%, compared to 2023. Further, net premiums earned in 2023 increased by \$55.9 million or 13.6%, compared to 2022. The increase (decrease) in net premiums earned by line of business is relatively consistent with the trends noted for the gross premiums written. The change is also influenced by the amount and timing of net premiums written during the current year and prior years, coupled with the business mix written in the form of excess of loss versus proportional contracts. Additionally, within the financial line and certain specialty line classes, the gross premiums written are earned over multiple years, corresponding with the anticipated risk coverage period.

*Loss ratio*

The components of the loss ratio were as follows:

<b>Year ended December 31,</b>	<b>2024</b>	<b>% Point Change</b>	<b>2023</b>	<b>% Point Change</b>	<b>2022</b>
<i>Current year:</i>					
Attritional loss ratio	56.8 %	4.6 %	52.2 %	(5.0)%	57.2 %
CAT losses	7.0 %	3.7 %	3.3 %	(5.7)%	9.0 %
Current year loss ratio	63.8 %	8.3 %	55.4 %	(10.7)%	66.2 %
Prior year reserve development ratio	2.9 %	2.1 %	0.8 %	1.6 %	(0.8)%
Loss ratio	66.7 %	10.5 %	56.2 %	(9.2)%	65.4 %

#### Current Year Loss Ratio

The current year loss ratio in 2024 increased by 8.3%, compared to 2023 due to:

- 4.6% increase in attritional loss ratio in 2024, driven mainly by higher reserve estimates for the growing in-force casualty, specialty and property lines of business.
- 3.7% increase in CAT losses, net of reinsurance, primarily attributable to more severe CAT loss events in 2024 including the Baltimore Bridge collapse and Hurricanes Helene and Milton, compared to one major CAT event in 2023 (the Mexican state-owned oil platform fire loss).

The current year loss ratio in 2023 decreased by 10.7%, compared to 2022 due to:

- 5.0% decrease in attritional loss ratio 2024, driven mainly by a change in business mix coupled with lower attritional loss estimates, principally on property and specialty lines of business that performed strongly; and
- 5.7% decrease in CAT losses, net of reinsurance, primarily attributable to lower volume and less severe CAT loss events in 2023, compared to two major CAT events in 2022 (Hurricane Ian and the Russian-Ukrainian conflict).

#### Prior Year Reserve Development Ratio

Prior year reserve development ratio increased by 2.1% in 2024 compared to 2023, and by 1.6% in 2023 compared to 2022. Refer to Note 7 [Loss and LAE Reserves](#) to the consolidated financial statements for further details on the lines of business and prior year development.

#### *Acquisition cost ratio*

The acquisition cost ratio decreased to 28.3% in 2024 from 29.2% in 2023, primarily due business mix and higher ratio of excess of loss contracts at lower commission rates than quota share reinsurance contracts; partially offset by higher acquisition costs for certain 2023 and 2024 FAL business in our multiline business.

The acquisition cost ratio decreased to 29.2% in 2023 from 30.5% in 2022, primarily due to business mix and higher ratio of excess of loss contracts at lower commission rate than quota share reinsurance contracts.

#### *Underwriting expense ratio*

The underwriting expense ratio decreased marginally by 0.2% to 4.0% in 2024 compared to 2023, mainly due to an increase in net premiums earned, partially offset by an increase in personnel to support the business growth.

The underwriting expense ratio decreased marginally by 0.3% to 4.2% in 2023 compared to 2022, mainly due to lower interest expense on deposit-accounted contracts and an increase in net premiums earned. This was partially offset by an increase in personnel to support the business growth.

#### *Income before income taxes*

The income before income taxes for Open Market decreased by \$38.2 million to \$47.7 million in 2024 compared to 2023, driven predominantly by lower underwriting profits; partially offset by an increase in investment income on funds withheld by third party Lloyd's syndicates.

The income before income taxes for Open Market increased by \$82.7 million to \$85.9 million in 2023 compared to 2022, driven by strong underwriting profits; coupled with an increase in investment income driven mostly by favorable interest rate environment.

### Innovations Segment

Results for the Innovations segment were as follows:

Year ended December 31,	2024	% Change	2023	% Change	2022
Gross premiums written	\$ 94,725	6.9 %	\$ 88,602	74.6 %	\$ 50,739
Net premiums written	\$ 80,016	(4.3)%	\$ 83,608	76.7 %	\$ 47,328
Net premiums earned	\$ 86,352	20.3 %	\$ 71,769	116.3 %	\$ 33,184
Net loss and LAE incurred	(51,939)		(44,855)		(23,151)
Acquisition costs	(27,151)		(22,381)		(11,111)
Other underwriting expenses	(3,682)		(2,760)		(1,946)
<b>Underwriting income (loss)</b>	<b>3,580</b>		<b>1,773</b>		<b>(3,024)</b>
Net investment income	702	(74.3)%	2,732	(72.3)%	9,869
Corporate and other expenses	(2,445)	(20.6)%	(3,080)	(10.8)%	(3,452)
<b>Income before income taxes</b>	<b>\$ 1,837</b>		<b>\$ 1,425</b>		<b>\$ 3,393</b>

<i>Underwriting ratios:</i>	2024	% Point Change	2023	% Point Change	2022
Loss ratio	60.1 %	(2.4)%	62.5 %	(7.3)%	69.8 %
Acquisition cost ratio	31.4 %	0.2 %	31.2 %	(2.3)%	33.5 %
Composite ratio	91.5 %	(2.2)%	93.7 %	(9.6)%	103.3 %
Underwriting expenses ratio	4.3 %	0.5 %	3.8 %	(2.1)%	5.9 %
Combined ratio	95.8 %	(1.7)%	97.5 %	(11.7)%	109.2 %

### Gross Premiums Written

Gross premiums written by line of business were as follows:

	2024		2023		2022		% Change	
							2024 to 2023	2023 to 2022
Casualty	\$ 24,843	26.2 %	\$ 19,447	21.9 %	\$ 5,653	11.1 %	27.7 %	244.0 %
Financial	7,800	8.2 %	6,955	7.8 %	2,617	5.2 %	12.1 %	165.8 %
Health	4,631	4.9 %	3,998	4.5 %	7,201	14.2 %	15.8 %	(44.5)%
Multiline	47,311	49.9 %	50,490	57.0 %	30,816	60.7 %	(6.3)%	63.8 %
Specialty	10,140	10.8 %	7,712	8.8 %	4,452	8.8 %	31.5 %	73.2 %
Total	\$ 94,725	100.0 %	\$ 88,602	100.0 %	\$ 50,739	100.0 %	6.9 %	74.6 %

Gross premiums written in 2024 increased by \$6.1 million or 6.9%, compared to 2023. The increase was predominantly attributable to: (i) growth from existing customers in the casualty line and (ii) new customers in our financial, health, multiline (new accounts in our Syndicate 3456) and specialty lines. This was partially offset by a non-renewed treaty and lower premium volume from certain existing customers in our multiline business.

Gross premiums written in 2023 increased by \$37.9 million or 74.6%, compared to 2022. The increase was predominantly attributable to the casualty line driven by new business and accelerated growth with existing customers, coupled with growth in our multiline driven by new business from our Syndicate 3456. This was partially offset by a decrease in health line predominantly due to the non-renewal of a program.

*Net Premiums Written*

Ceded premiums written in 2024 was \$14.7 million, resulting in net premiums written of \$80.0 million, compared to \$5.0 million and \$83.6 million, respectively, in 2023. The increase in ceded premiums written of 194.5% was predominantly in the casualty line and, to a lesser extent, in the multiline and specialty lines driven by quota share reinsurance treaties with our assumed customers in which they share indirectly the underwriting risks through their captives or other platforms.

Ceded premiums written in 2023 was \$5.0 million, resulting in net premiums written of \$83.6 million, compared to \$3.4 million and \$47.3 million, respectively, in 2022. The increase in ceded premiums written was predominantly in the multiline business due to new assumed business.

*Net Premiums Earned*

Net premiums earned by line of business were as follows:

	2024		2023		2022		% Change	
							2024 to 2023	2023 to 2022
Casualty	\$ 18,705	21.7 %	\$ 13,332	18.6 %	\$ 3,890	11.7 %	40.3 %	242.7 %
Financial	5,499	6.4 %	5,076	7.1 %	655	2.0 %	8.3 %	675.0 %
Health	2,144	2.5 %	2,522	3.5 %	7,030	21.2 %	(15.0)%	(64.1)%
Multiline	51,669	59.8 %	44,533	62.1 %	19,080	57.5 %	16.0 %	133.4 %
Specialty	8,335	9.6 %	6,306	8.7 %	2,529	7.6 %	32.2 %	149.3 %
Total	<u>\$ 86,352</u>	<u>100.0 %</u>	<u>\$ 71,769</u>	<u>100.0 %</u>	<u>\$ 33,184</u>	<u>100.0 %</u>	20.3 %	116.3 %

Net premiums earned in 2024 increased by \$14.6 million or 20.3%, compared to 2023. Further, net premiums earned in 2023 increased by \$38.6 million or 116.3%, compared to 2022. The increase in net premiums by line of business is relatively consistent with the trends noted for the gross premiums written. The change is also influenced by the amount and timing of net premiums written during the current year and prior years, coupled with the business mix written in the form of excess of loss versus proportional contracts.

*Loss ratio*

The components of the loss ratio were as follows:

Year ended December 31,	2024	% Point Change	2023	% Point Change	2022
<i>Current year:</i>					
Attritional loss ratio	60.5 %	(1.4)%	61.9 %	0.2 %	61.7 %
CAT losses	— %	— %	— %	— %	— %
Current year loss ratio	60.5 %	(1.4)%	61.9 %	0.2 %	61.7 %
Prior year reserve development ratio	(0.3)%	(0.9)%	0.6 %	(7.4)%	8.0 %
Loss ratio	<u>60.1 %</u>	<u>(2.4)%</u>	<u>62.5 %</u>	<u>(7.3)%</u>	<u>69.8 %</u>

Current Year Loss Ratio

The current year loss ratio in 2024 decreased by 1.4%, compared to 2023 driven mainly by modest lower attritional loss ratio in our casualty, multiline and specialty lines due to new business; offset predominantly by a 2023 quota share reinsurance program in financial lines, which we did not renew but continued to earn premiums in 2024.

The current year loss ratio in 2023 increased marginally by 0.2%, compared to 2022.

The Innovations segment was not impacted by any CAT events for the years presented in the above table.

### Prior Year Reserve Development Ratio

Prior year reserve development ratio improved by 0.9% in 2024 compared to 2023, and by 7.4% in 2023 compared to 2022. Refer to Note 7 [Loss and LAE Reserves](#) to the consolidated financial statements for further details on the lines of business and prior year development.

#### *Acquisition cost ratio*

The acquisition cost ratio increased marginally by 0.2% to 31.4% in 2024 compared to 2023. We had lower acquisition costs predominantly from the financial line due to lower profit commission relating to a non-renewed program; offset mainly by new accounts in the multiline business, within our Syndicate 3456, at higher acquisition costs.

The acquisition cost ratio decreased by 2.3% to 31.2% in 2023 compared to 2022, primarily due to growth in net premiums earned from our Syndicate 3456 (included in multiline) to cover fixed acquisition costs, coupled with a change in business mix with growth in our casualty and specialty lines due to new accounts at lower acquisition costs.

#### *Underwriting expense ratio*

The underwriting expense ratio increased by 0.5% to 4.3% in 2024 compared to 2023, mainly due to an increase in personnel and overhead costs to support the Innovations business growth; partially offset by the 20.3% increase in net premiums earned to cover fixed costs.

The underwriting expense ratio decreased by 2.1% to 3.8% in 2023 compared to 2022, mainly due to the 116.3% increase in net premiums earned to cover fixed costs, partially offset by an increase in personnel costs to support the Innovations business growth.

#### *Income before income taxes*

The income before income taxes for Innovations was \$1.8 million in 2024 compared to \$1.4 million in 2023. The increase was mainly due to an increase in underwriting income, partially offset by lower net investment income driven by net downward valuation adjustments relating to certain Innovations private investments.

The income before income taxes for Innovations was \$1.4 million in 2023 compared to \$3.4 million in 2022. The decrease was driven by a decrease in net investment income mainly due to lower unrealized gains from our Innovations private investments, in part due to less favorable pricing conditions from financing rounds completed by our investees. This was partially offset by improved underwriting performance and lower Innovations-related expenses.

### **Other Corporate**

#### *Runoff Underwriting Business*

In late 2023, we made the decision to not renew a property business due to significant CAT losses relating to unprecedented severe convective storms in the U.S. On the quota share reinsurance treaty bound in 2023, we continued to earn premiums in 2024 and incurred additional CAT losses from severe convective storms that occurred in 2024. For the years ended December 31, 2024, 2023, and 2022, we incurred an underwriting loss of \$16.8 million, \$18.4 million, and \$6.0 million, respectively, including prior year adverse development of \$6.2 million, \$7.2 million, and \$0.9 million, respectively. This was partially offset by investment income of \$1.4 million, \$2.3 million, and \$0.1 million, respectively, relating to this runoff business.

We have reported the results of the above property runoff business as part of Corporate in Note 17 [Segment Reporting](#) in the consolidated financial statements.

#### *Income from Investment in Solasglas*

Our share of Solasglas' net income increased by \$4.9 million to \$33.6 million in 2024 compared to 2023. For the year ended December 31, 2024, Solasglas reported a net investment return of 9.8%, compared to 9.4% for 2023. The following table provides a breakdown of the gross and net investment return for Solasglas:

	2024	2023
Long portfolio gains (losses)	10.3 %	32.1 %
Short portfolio gains (losses)	(2.3)	(22.1)
Macro gains (losses)	4.4	3.7
Other income and expenses <sup>1</sup>	(1.6)	(3.2)
Gross investment return	10.8 %	10.5 %
Net investment return <sup>1</sup>	9.8 %	9.4 %

<sup>1</sup> “Other income and expenses” excludes performance compensation but includes management fees. “Net investment return” incorporates both of these amounts. For further information about management fees and performance compensation, refer to Note 15 “[Related Party Transactions](#)” of the consolidated financial statements.

For the year ended December 31, 2024, the significant contributors to Solasglas’ investment return were long positions in gold, Kyndryl Holdings (KD) and GRBK. The largest detractors were three single-name short positions.

For the year ended December 31, 2023, the significant contributors to Solasglas’ investment return were long positions in GRBK, CONSOL Energy Inc., and a S&P 500 / U.S. interest rate derivative position. The most significant detractors were three single-name short positions.

Each month, we post on our website ([www.greenlightre.com](http://www.greenlightre.com)) the returns from our investment in Solasglas.

## Financial Condition

### Investments

The following table provides a breakdown of our total investments:

At December 31,	2024		2023	
<b>Investment in related party investment fund (Solasglas)</b>	\$ 387,144	84.1 %	\$ 258,890	78.0 %
<b>Other investments:</b>				
Private investments and unlisted equities	71,867	15.6	71,157	21.4
Debt and convertible debt securities	1,293	0.3	2,136	0.6
<b>Total other investments</b>	<b>\$ 73,160</b>	<b>15.9 %</b>	<b>\$ 73,293</b>	<b>22.0 %</b>
<b>Total investments</b>	<b>\$ 460,304</b>	<b>100.0 %</b>	<b>\$ 332,183</b>	<b>100.0 %</b>

At December 31, 2024, our total investments increased by \$128.1 million, or 38.6%, to \$460.3 million from December 31, 2023. The increase was predominantly driven by \$94.6 million of net contributions into Solasglas, coupled with the 9.8% net investment return in 2024. The contributions were funded partially from cash flows from operations and from the partial release of restricted cash.

### Investments in Solasglas

DME Advisors reports the composition of Solasglas’ portfolio on a delta-adjusted basis, which it believes is the appropriate manner to assess the exposure and profile of investments and reflects how it manages the portfolio. An option’s delta is the option price’s sensitivity to the underlying stock (or commodity) price. The delta-adjusted basis is the number of shares or contracts underlying the option multiplied by the delta and the underlying stock (or commodity) price.

The following table represents the composition of Solasglas' investments:

At December 31,	2024		2023	
	Long %	Short %	Long %	Short %
Equities and related derivatives	73.9	(43.3)	90.2	(53.8)
Private and unlisted equity securities	2.1	—	2.0	—
Debt instruments	0.1	—	0.3	—
Total	<u>76.1 %</u>	<u>(43.3)%</u>	<u>92.5 %</u>	<u>(53.8)%</u>

The above exposure analysis does not include cash (U.S. dollar and foreign currencies), gold and other commodities, credit default swaps, sovereign debt, foreign currency derivatives, interest rate derivatives, inflation swaps and other macro positions. Under this methodology, a total return swap's exposure is reported at its full notional amount and options are reported at their delta-adjusted basis. At December 31, 2024, Solasglas' exposure to gold on a delta-adjusted basis was 10.1% (2023: 11.2%).

At December 31, 2024, 94.5% of Solasglas' portfolio was valued based on quoted prices in actively traded markets (Level 1), 3.9% was composed of instruments valued based on observable inputs other than quoted prices (Level 2), and no instruments valued based on non-observable inputs (Level 3). At December 31, 2024, 1.6% of Solasglas' portfolio consisted of private equity funds valued using the funds' net asset values as a practical expedient.

#### *Other Investments*

The other investment holdings relate to private investments made by Innovations. At December 31, 2024, total other investments decreased marginally since December 31, 2023. During 2024 we made \$1.7 million of new private investments compared to \$7.1 million in the prior year. The increase in private investments was offset by \$0.9 million of proceeds from a partial sale of one our holdings, coupled with net unfavorable change in fair value.

While we manage a diversified Innovations-related investment portfolio, our top five holdings accounted for 70% (2023: 67%) of the total carrying value. For further information, see Note 4 "[Other Investments](#)" of the consolidated financial statements.

#### *Restricted cash and cash equivalents*

We use our restricted cash and cash equivalents primarily for funding trusts and letters of credit issued to our ceding insurers. Our restricted cash decreased by \$20.2 million, or 3.3%, from \$604.6 million at December 31, 2023, to \$584.4 million at December 31, 2024, primarily due to release of collateral from our ceding insurers relating to legacy contracts in runoff.

#### *Reinsurance balances receivable*

Our reinsurance balances receivable increased by \$85.1 million, or 13.7%, to \$704.5 million from \$619.4 million at December 31, 2023. This was driven primarily by \$66.7 million increase in premiums receivable, net of collections, and \$19.6 million in funds withheld from new and renewed reinsurance treaties.

#### *Loss and LAE Reserves; Loss and LAE Recoverable*

Our total gross loss and LAE reserves increased by \$199.4 million, or 30.1%, to \$861.0 million from \$661.6 million at December 31, 2023. See Note 7 "[Loss and Loss Adjustment Expense Reserves](#)" of the consolidated financial statements for a summary of changes in outstanding loss and LAE reserves, current year CAT losses, prior period reserve development, and analysis of our incurred and paid claims development and claims duration for each of our reporting segments. In addition, refer to "[Critical Accounting Estimates - Loss and LAE Reserves](#)" within this MD&A for information on the reserving techniques, assumptions and processes we follow to estimate our loss and LAE reserves.

Our total loss and LAE recoverable increased by \$60.1 million, or 234.0%, to \$85.8 million since December 31, 2023, driven primarily by retrocession coverage on the current year CAT loss events and on the adverse reserve development relating to the Russian-Ukrainian conflict. Virtually all the outstanding balance is based on estimated recoveries not yet due. See Note 8 "[Retrocession](#)" of the consolidated financial statements for a description of the credit risk associated with our retrocessionaires.

### Catastrophe Loss Exposure

Most of our contracts have defined limits of liability that cap our risk exposure. Once these limits are reached, we are not liable for further losses. However, some contracts, especially quota share contracts covering first-dollar exposure, lack aggregate limits.

Our property and Lloyd’s business, and to a lesser extent our casualty and other business, in the Open Market segment include contracts with natural peril loss exposure. We monitor our catastrophe loss exposure using PML (net of retrocession and reinstatement premiums), which can vary based on simulated losses and our in-force business composition.

We track natural peril PMLs globally, focusing on peak peril regions and subdividing large geographic areas into individual peril zones. For natural catastrophe PMLs, we use catastrophe models at the 1-in-250-year return period, indicating a 0.4% probability of exceeding the estimated losses in any given year.

PMLs are best estimates based on available modeled data, and actual events may differ significantly from these models. Our PML estimates cover all significant exposures from our reinsurance operations, including property, marine and energy, motor, and catastrophe workers’ compensation.

At January 1, 2025, our estimated largest PML at a 1-in-250-year return period for a single event and in aggregate was \$116.3 million and \$129.1 million, respectively, both relating to the peril of North Atlantic Hurricane, compared to \$89.7 million and \$97.0 million, respectively, at January 1, 2024. Our PMLs increased as we grew our clients and accessed new business that met our profitability requirements.

The below table contains the expected modeled loss for each of our peak peril regions and sub-regions for both a single event loss and aggregate loss measures at the 1-in-250-year return period.

Peril	January 1, 2025			
	Net 1-in-250 Year Return Period			
	Single Event Loss		Aggregate Loss	
<b>North Atlantic Hurricane</b>	\$	116,309	\$	129,144
Southeast Hurricane		99,968		99,968
Gulf of Mexico Hurricane		53,724		53,841
Northeast Hurricane		58,973		58,973
<b>North America Earthquake</b>		111,446		113,280
California Earthquake		97,033		97,644
Pacific Northwest Earthquake		45,101		45,101
Other N.A. Earthquake		43,163		43,278
<b>Japan Earthquake</b>		34,133		34,664
<b>Japan Windstorm</b>		23,198		24,421
<b>Europe Windstorm</b>		63,075		67,628

### Liquidity and Capital Resources

#### Liquidity

Liquidity is a measure of a company’s ability to generate sufficient cash flows to meet the short-term and long-term cash requirements of its business operations. We manage liquidity at the holding company and operating subsidiary level.

#### Holding Company

Greenlight Capital Re is a holding company with no operations of its own and its assets consist primarily of investments in its subsidiaries. Accordingly, Greenlight Capital Re’s future cash flows depend on the availability of dividends or other statutorily permissible distributions, such as returns of capital, from its subsidiaries. The ability to pay dividends and/or distributions is limited by:

- the applicable laws and regulations of the countries in which Greenlight Capital Re’s subsidiaries operate (see Note 18 “[Statutory Requirements](#)” to the consolidated financial statements);
- the need to maintain adequate capital levels to support our reinsurance operations; and

- the need to preserve our current “A- (Excellent)” rating by A.M. Best.

As a holding company, Greenlight Capital Re has minimal continuing cash needs, most of which are related to the payment of corporate and general administrative expenses and interest expenses. Our current policy is to retain earnings to support the growth of our business. We currently do not expect to pay dividends on our ordinary shares.

We anticipate positive cash flows from operations (underwriting activities and investment income) to be sufficient to cover cash outflows under most loss scenarios in the near term. Based on expected cash flows from operations, financing arrangements and redemptions from related party investment fund as needed (subject to three day’s notice to the general partner), we believe we have sufficient liquidity to cover our working capital requirements and other contractual obligations and commitments through the foreseeable future.

### *Operating Subsidiaries*

Our sources of funds from operating subsidiaries consist primarily of premium receipts (net of brokerage and ceding commissions), investment income, and other income. We use cash from our operations to pay losses and loss adjustment expenses, profit commissions, interest, and G&A expenses. Our reinsurance business inherently provides liquidity as premiums are received in advance of the time claims are paid. However, the amount of cash required to fund loss payments can fluctuate significantly from period to period due to the low frequency / high severity nature of certain types of business we write.

The following table summarizes our sources and uses of funds:

	<u>2024</u>	<u>2023</u>
<b>Total cash provided by (used in):</b>		
Operating activities	\$ 111,504	\$ 7,507
Investing activities	(96,562)	(53,133)
Financing activities	(21,240)	(5,292)
Effect of currency exchange on cash <sup>(1)</sup>	(345)	100
<b>Net cash inflows (outflows)</b>	<b>(6,643)</b>	<b>(50,818)</b>
Cash, beginning of period	655,730	706,548
<b>Cash, end of period</b>	<b>\$ 649,087</b>	<b>\$ 655,730</b>

<sup>(1)</sup> Cash includes unrestricted and restricted cash and cash equivalents - see Note 5 “[Restricted Cash and Cash Equivalents](#)” of the consolidated financial statements.

### *Cash provided by operating activities*

The \$104.0 million increase in cash provided by operating activities was driven mainly by the ebb and flow from our underwriting activities. Cash inflows from underwriting activities generally include premiums, net of acquisition costs, and reinsurance recoverables. Cash outflows principally include payments of losses and LAE, payments of retrocession premiums, and operating expenses. Cash provided by operating activities may vary significantly from period to period due to the timing of these inflows and outflows.

### *Cash used in investing activities*

The \$43.4 million increase in cash used for investing activities was driven predominantly by an increase in the net contribution to Solasglas.

### *Cash used in financing activities*

Financing cash outflows in 2024 were driven mainly by the \$7.5 million of share repurchases and \$13.8 million of debt repayments.

Financing cash outflows in 2023 were driven by the \$17.2 million repurchase of convertible senior notes; partially offset by the net proceeds from the debt refinancing where we issued \$75.0 million of Term Loans to repay the remaining \$62.1 million convertible senior notes.

### *Capital Resources*

The following table summarizes our debt and capital structure:

	2024	2023
Debt - outstanding principal	\$ 60,313	\$ 74,062
Shareholders' equity	635,879	596,095
<b>Total capital</b>	<b>\$ 696,192</b>	<b>\$ 670,157</b>
<b>Ratio of debt to shareholders' equity</b>	<b>9.5 %</b>	<b>12.4 %</b>

The debt to shareholders' equity provides an indication of our leverage and capital structure, along with some insights into our financial strength. In addition to the above capital, we also have LOC facilities to support our reinsurance business operations where we are not licensed or admitted as a reinsurer (see Note 9 "[Debt and Credit Facilities](#)" of the consolidated financial statements for further information).

#### Debt

As a result of a \$10.0 million voluntary repayment and regular quarterly installments, our total debt (including accrued interest) decreased by \$12.5 million, or 17.1%, to \$60.7 million at the end of December 31, 2024, down from \$73.3 million on December 31, 2023.

#### Total shareholders' equity

Total shareholders' equity increased by \$39.8 million to \$635.9 million, compared to \$596.1 million at December 31, 2023. The increase was primarily due to the net income of \$42.8 million reported for the year, coupled with share-based compensation adjustment to additional paid-in capital. This was partially offset by \$7.5 million of share repurchases in the open market at an average price of \$13.68 per share.

At December 31, 2024, there were 34,831,324 outstanding ordinary shares, a decrease of 505,408 since December 31, 2023, mainly due to 547,402 of share repurchases offset partially by issuance of restricted shares and ordinary shares for vested RSUs, net of forfeitures.

We expect that the existing capital base and internally generated funds will be sufficient to implement our business strategy for the foreseeable future. However, 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 renewed our \$200.0 million shelf registration by filing the Form S-3 registration statement with the SEC, which became effective on July 5, 2024, and will expire on July 1, 2027.

#### Contractual Obligations and Commitments

At December 31, 2024, our contractual obligations and commitments by period due were as follows:

	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
<b>Operating activities</b>					
Loss and loss adjustment expense reserves <sup>(1)</sup>	\$ 338,361	\$ 297,034	\$ 105,899	\$ 119,675	\$ 860,969
Operating lease obligations <sup>(2)</sup>	686	377	—	—	1,063
<b>Financing activities</b>					
Debt (principal payments) <sup>(3)</sup>	3,016	57,297	—	—	60,313
<b>Total</b>	<b>\$ 342,062</b>	<b>\$ 354,708</b>	<b>\$ 105,899</b>	<b>\$ 119,675</b>	<b>\$ 922,345</b>

<sup>(1)</sup> Due to the nature of our reinsurance operations, the actual amount and timing of the cash flows associated with our reinsurance contractual liabilities will fluctuate, perhaps materially, and, therefore, are highly uncertain. We have not taken into account corresponding reinsurance recoverable on unpaid amounts that would be due to us.

<sup>(2)</sup> See Note 16 "[Commitments and Contingencies](#)" of the consolidated financial statements.

<sup>(3)</sup> See Note 9 "[Debt and Credit Facilities](#)" of the consolidated financial statements.

## Critical Accounting Estimates

Our consolidated financial statements contain certain amounts that are inherently subjective 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](#),” cause actual events or results to differ materially from our underlying assumptions or estimates. In that case, there could be a material adverse effect on our results of operations, financial condition, or liquidity.

We believe the following are the critical accounting estimates used to prepare our consolidated financial statements:

- Premium recognition
- Loss and LAE reserves
- Investments valuation

The following provides a summary of our accounting policies for the above critical accounting estimates.

### *Premium Recognition*

#### *Gross Premiums Written*

We record our property and casualty reinsurance premiums as premiums written based on our best estimate of the ultimate premiums for the contract period. Our estimates are based on actuarial pricing models, information received from ceding companies, and from Lloyd’s syndicates (for FAL business). Further, we record reinsurance premiums so long as they meet the risk transfer criteria under U.S. GAAP (see “Deposit Contracts” below).

The recognition of gross premiums written will vary based on the type of the reinsurance contract as follows:

- *Excess of loss contracts*: typically the contracts state premiums as a percentage of the subject premiums written by the client, subject to a minimum and deposit premium. The minimum and deposit premium is generally based on an estimate of subject premiums expected to be written by the client during the contract term. At the inception of the contract, we record the total contractual minimum and deposit premium, which is subsequently adjusted when the actual subject premium is known. Generally, the adjustment to actual is not material on an aggregate basis.
- *Quota share (also known as proportional) contracts*: we record our participation share of the estimated ultimate premiums in the same periods in which the underlying insurance contracts are written. For example, for a 12-month quota share reinsurance contract, we will recognize the estimated gross premiums written over 12 months, generally on a linear basis.
- *For multi-year contracts*: we record reinsurance premiums at the inception of the contract based on our best estimate of total premiums to be received. Premiums are recognized on an annual basis for multi-year contracts where the cedants have the ability to unilaterally commute or cancel coverage within the term of the contract.

We write mostly quota share reinsurance treaties. The following table provides a summary of our estimated gross premiums written for quota share reinsurance contracts incepting during the year:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Open Market segment	\$ 402,666	\$ 358,230	\$ 350,595
Innovations segment	45,494	44,133	33,030
Property runoff	—	42,744	54,511
Total quota share estimated premiums	<u>448,160</u>	<u>445,107</u>	<u>438,136</u>
Consolidated gross premiums written	698,335	636,810	563,171
As of % of total consolidated	64 %	70 %	78 %

We regularly review premium estimates. Such review includes our experience with the ceding companies, managing general underwriters, familiarity with each market, the timing of the reported information, a comparison of reported premiums to

expected ultimate premiums, along with a review of the aging and collection of premiums. We evaluate the appropriateness of the premium estimates on the basis of these reviews and record any adjustments to these estimates 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 not unusual and may result in significant adjustments in any period. A portion of amounts included in “*Reinsurance balances receivable*” in the consolidated balance sheets represent estimated premiums written, net of commissions and brokerage, that are not currently due based on the terms of the underlying contracts. Additional premiums due on a contract with no remaining coverage period are earned in full when written.

Certain contracts provide for reinstatement premiums in the event of a loss. Reinstatement premiums are written and earned when a triggering loss event occurs, based on management’s estimates of the ultimate reinstatement premiums. These estimates are subsequently adjusted when actual reinstatement premiums are known.

#### *Net Premiums Earned*

We earn premiums over the risk coverage period. Unearned premiums represent the unexpired portion of reinsurance provided. Changes in circumstances subsequent to the inception of contracts can impact the earnings period. For instance, when exposure limits for a reinsurance contract are reached, any associated unearned premiums are fully earned.

Excess of loss reinsurance contracts are generally written on a “losses occurring” or “claims made” basis over the term of the policy. Accordingly, premiums are earned evenly over the contract term, which is generally 12 months.

Line slip or proportional insurance/reinsurance contracts are generally written on a “risks attaching” basis, covering claims that relate to the underlying policies written during the terms of these contracts. As the underlying business incepts throughout the contract term, which is generally one year, and the underlying business generally has a one year coverage period, these premiums are generally earned evenly over a 24-month period from inception. For certain classes within financial and specialty lines of business, the underlying risk exposure period extend over several years and accordingly these premiums are earned over up to 60-months.

#### *Deposit Contracts*

If we determine that a reinsurance contract does not transfer sufficient risk to merit reinsurance accounting treatment, we report the premium we receive as a deposit liability. Similarly, we report the premium we pay as a deposit asset for ceded contracts that do not transfer sufficient risk to merit reinsurance accounting. Any income and expense on deposit-accounted contracts is calculated using the interest method and recorded in the consolidated statements of operations under “Other income (expense)” and “Deposit interest expense,” respectively.

#### *Loss and LAE Reserves*

Estimating our loss and LAE reserves involves a considerable degree of judgment, and our estimates as of any given date are inherently uncertain. Estimating loss and LAE reserves requires us to make assumptions regarding reporting and development patterns, frequency and severity trends, claims settlement practices, potential changes in legal environments, inflation, loss amplification, foreign exchange movements, and other factors. These estimates and judgments are based on numerous considerations and are often revised as (i) we receive changes in loss amounts reported by ceding companies and brokers; (ii) we obtain additional information, experience, or other data; (iii) we develop new or improved methodologies; or (iv) we observe changes in the legal environment.

Our loss and LAE reserves relating to short-tail property risks are typically reported to us and settled more promptly than those relating to long-tail risks. However, the timeliness of loss reporting can be affected by such factors as the nature of the event causing the loss, the location of the loss, whether the loss is from policies in force with primary insurers or with reinsurers, and where our exposure falls within the cedent’s overall reinsurance program.

Our loss and LAE reserves are composed of case reserves (based on claims reported to us) and IBNR reserves, including the associated claims handling costs. The following table summarizes our gross reserves for loss and LAE for each of the reportable segments, by line of business, and the runoff business at December 31, 2024:

	Case reserves	IBNR	Total loss and LAE reserves
Open Market segment:			
Casualty	\$ 72,547	\$ 127,268	\$ 199,815
Financial	25,088	38,167	63,255
Health	3	176	179
Multiline	51,735	145,638	197,373
Property	39,623	55,119	94,742
Specialty	22,129	192,282	214,411
<b>Total Open Market segment</b>	<b>211,125</b>	<b>558,650</b>	<b>769,775</b>
Innovations segment:			
Casualty	672	21,587	22,259
Financial	876	3,048	3,924
Health	399	995	1,394
Multiline	11,963	34,697	46,660
Specialty	972	1,776	2,748
<b>Total Innovations segment</b>	<b>14,882</b>	<b>62,103</b>	<b>76,985</b>
Corporate (property business in runoff)	4,626	9,583	14,209
<b>Total</b>	<b>\$ 230,633</b>	<b>\$ 630,336</b>	<b>\$ 860,969</b>
<i>% of total</i>	<i>27 %</i>	<i>73 %</i>	<i>100 %</i>

We determine case reserve estimates based on loss reports received. We determine our IBNR reserve estimates using standard actuarial methods and a combination of our own historical and current loss experience, insurance industry loss experience, assessments of pricing adequacy trends, and our professional judgment. In estimating our IBNR reserve, we estimate the total ultimate loss and LAE we expect to incur and subtract paid claims and case reserves.

The nature and extent of our judgment in the reserving process depend in part upon the type of business. Some of our property treaty reinsurance contracts represent business with a low frequency of claims occurrence and a high potential loss severity, such as claims arising from natural catastrophes. Given the nature of these events, traditional actuarial reserving methods may not be reliable indicators of the final outcome. As such, for contracts or losses of this type, we estimate the ultimate cost associated with a single loss event rather than perform analysis on the historical development patterns of past events to estimate the ultimate losses for an entire accident year. We estimate our reserves for these large events on a by-contract basis by reviewing policies with known or potential exposure to a particular loss event.

For non-catastrophe losses, we apply standard actuarial methodologies in setting reserves, including paid and incurred loss development, Bornheutter-Ferguson, burning cost, and frequency and severity techniques. We supplement our analysis with industry loss ratio and development pattern information in conjunction with our own experience. The weight given to a particular method will depend on many factors, including the homogeneity within the class of business, the volume of losses, the maturity of the accident year, and the length of the expected development tail. For example, the expected loss ratio method assumes that the ratio of premiums and losses remains constant. In contrast, development methods rely on observable patterns within reported losses, both historical and newly reported, to establish a view of the ultimate loss incurred. Therefore, as an accident year matures, we may migrate from an expected loss ratio method to an incurred development method.

As a predominantly broker-market reinsurer for both excess-of-loss and proportional contracts, we rely on loss information reported to brokers by primary insurers who, in turn, must estimate their losses at the policy level, often based on incomplete and changing information. The information we receive varies by cedent and may include paid losses, estimated case reserves, and an estimated provision for IBNR reserves. Reserving practices and data-reporting quality differ among ceding companies, which adds further uncertainty to our estimation of ultimate losses. The nature and extent of information received from ceding companies and brokers also vary widely depending on the type of coverage, the contractual reporting terms (which are affected by market conditions and practices), and other factors. Due to the lack of standardization of the terms and conditions of reinsurance contracts, the differences in coverage provided to individual clients, and the tendency of those coverages to change rapidly in response to market conditions, we cannot always reliably measure the ongoing economic impact of such uncertainties and inconsistencies.

Time lags are inherent in loss reporting, especially in the case of excess-of-loss reinsurance contracts. The time lags, coupled with the combined characteristics of low claim frequency and high claim severity on such contracts, make the available data less useful for predicting ultimate losses.

In the case of proportional contracts, we rely on an analysis of a cedent's historical experience, industry information, and the underwriters' professional judgment in estimating reserves. We also utilize ultimate loss ratio forecasts when reported by cedents and brokers, which are ordinarily subject to three to six-month lags for proportional business. Due to our reliance on ceding companies for claims reporting, our reserve estimates are highly dependent on ceding companies' judgment. Furthermore, during the loss settlement period, which may last several years, additional facts regarding individual claims and trends will often become known, and case law may change, affecting ultimate expected losses.

Since we rely on ceding company data in establishing our loss and LAE reserves, we maintain procedures designed to mitigate the risk that such information is incomplete or inaccurate. These procedures include: (i) comparisons of expected premiums to reported premiums, which helps us to identify delinquent client periodic reports; (ii) ceding company audits to identify inaccurate or incomplete reporting of claims and ensure that claims are actively and appropriately managed in line with agreed protocols and settlement authority limits; and (iii) underwriting reviews to ascertain that the losses ceded are covered as provided under the contract terms. These procedures are incorporated in our internal controls and are regularly evaluated and amended as market conditions, risk factors, and unanticipated areas of exposure develop.

We engage an independent third-party actuarial firm to perform a quarterly reserve review and annually opine on the reasonableness and adequacy of the aggregate loss reserves. We provide the third-party actuarial firm with our pricing models, reserving analysis, and other data. The actuarial firm may also inquire about the various assumptions and estimates used in the reserving analysis. The actuarial firm independently creates its own reserving models based on industry loss information, augmented by client-specific loss information and independent assumptions and estimates. Based on various reserving methodologies that the actuarial firm considers appropriate, it creates a loss reserve estimate for each segment in the portfolio. It recommends an aggregate loss reserve, including IBNR. In the event of material differences between our aggregated booked reserves and the actuarial firm's recommended reserves, the reserving committee would be notified, with the reserves adjusted as deemed appropriate. To date, there have been no material differences resulting from the external actuary's reviews requiring adjustments to our booked reserves.

We monitor the development of our prior-year losses during subsequent calendar years by comparing the actual reported losses against previous estimates and current expectations. The analysis of this loss development is important to the ongoing refinement of our reserving assumptions. Each additional year of loss experience with a given cedent provides additional insight into the accuracy and timeliness of previously reported information.

Estimating loss reserves for our book of longer-tail casualty reinsurance business, which we write on both a proportional and non-proportional basis, involves further uncertainties. In addition to the uncertainties described above, casualty business is generally subject to longer reporting lags than property business, and claims often take several years to settle. During this period, additional factors and trends will be revealed, and we may adjust our reserves accordingly. Therefore, any factors that extend the time until our cedents settle claims add uncertainty to the reserving process.

The uncertainties inherent in the reserving process and the potential for unforeseen developments, including changes in laws and the prevailing interpretation of policy terms, may result in our loss and LAE reserves being materially greater or less than the loss and LAE reserves we initially established. We reflect adjustments to our loss and LAE reserves in our financial results during the period they are determined. Changes to our prior year loss reserves will impact our current underwriting results by improving our results if the prior year reserves prove redundant or impairing our results if the prior year reserves prove insufficient.

We believe that our reserves for loss and LAE are sufficient to cover losses that fall within the terms of our policies and agreements with our insured and reinsured customers based on the methodologies used to estimate those reserves. However, we can provide no assurance that actual losses will not (i) be less than or (ii) exceed our total established reserves.

Please refer to Notes 2 "[Significant Accounting Policies - Loss and Loss Adjustment Expense Reserves and Recoverable](#)" and 7 "[Loss and Loss Adjustment Expense Reserves](#)" of our consolidated financial statements for a more detailed explanation of our loss reserving methodology and the loss development tables by accident year, respectively, as required under U.S. GAAP.

### ***Investments Valuation***

We carry our investment in Solasglas at fair value, based on the most recent net asset value obtained from Solasglas' third-party administrator. Further, Solasglas' financial statements for the years ended December 31, 2024, 2023, and 2022 were subject to

an independent audit in which Solasglas' external auditors issued an unqualified opinion for these years (see "[Report of Independent Registered Public Accounting Firm](#)" in the Exhibits).

Other investments in our consolidated balance sheets includes private and unlisted equity securities that do not have readily determinable fair values. We determine these private equity securities' carrying value based on the original cost, less impairment, plus or minus observable price changes in orderly transactions for an identical or similar investment of the same issuer. At each reporting date, we qualitatively consider whether the investment is impaired on the basis of certain impairment indicators. If we determine that the equity security is impaired on the basis of the qualitative assessment and the estimated fair value is less than the carrying value, we recognize an impairment loss in "Net investment income (loss)" in the consolidated statements of operations. We determine realized gains and losses from other investments based on the specific identification method (by reference to cost or amortized cost, as appropriate). These gains and losses are also included in "Net investment income (loss)" in the consolidated statements of operations.

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

Our financial instruments are subject to a variety of market risks. The term market risk refers to the risk of loss arising from adverse changes from:

- equity price;
- commodity price;
- foreign currency; and
- interest rate (including credit spreads).

We performed a sensitivity analysis below to estimate the effects that market risk exposure could have on the future earnings, fair values or cash flows of our financial instruments. These represent forward-looking statements of market risk assuming certain adverse market conditions occur. Actual results in the future may differ materially from these projected results due to actual developments in the global financial markets.

**Equity Price Risk**

At December 31, 2024, our investments consisted primarily of an investment in Solasglas. Among Solasglas’ holdings are equity securities, the carrying values of which are based primarily on quoted market prices. Generally, market prices of common equity securities are subject to fluctuation, which could cause the amount to be realized upon closing a position to differ significantly from its current reported value. This risk is partly mitigated by the presence of both long and short equity securities as part of our investment strategy. At December 31, 2024, a 10% decline in the price of each of the underlying listed equity securities and equity-based derivative instruments would result in a \$14.0 million (2023: \$12.3 million) unrealized loss in our investment in Solasglas.

**Commodity Price Risk**

Generally, market prices of commodities are subject to fluctuation. Solasglas’ investments periodically include long or short investments in commodities or derivatives directly impacted by fluctuations in the prices of commodities. At December 31, 2024, Solasglas’ investments incorporate unhedged exposure to changes in gold, uranium, and crude oil prices.

The following table summarizes the net impact that a 10% movement in commodity prices would have on the fair value of Solasglas’ investment portfolio. The below table excludes the indirect effect that changes in commodity prices might have on equity securities in the Solasglas’ investment portfolio.

	<u>10% increase in commodity prices</u>	<u>10% decrease in commodity prices</u>
<b>At December 31, 2024</b>	<b>(\$ in millions)</b>	
Gold	\$ 7.9	\$ (5.9)
Copper	0.9	(0.7)
Uranium	0.4	(0.4)
Total	<u>\$ 9.2</u>	<u>\$ (7.0)</u>
	<u>10% increase in commodity prices</u>	<u>10% decrease in commodity prices</u>
<b>At December 31, 2023</b>	<b>(\$ in millions)</b>	
Gold	\$ 3.8	\$ (3.8)
Uranium	0.8	(0.8)
Crude oil	1.6	(1.5)
Total	<u>\$ 6.2</u>	<u>\$ (6.1)</u>

## Foreign Currency Risk

### *Underwriting Related*

Certain of our reinsurance contracts are denominated in foreign currencies, whereby premiums are receivable and losses are payable in foreign currencies. Foreign currency exchange rate risk exists to the extent that our foreign currency reinsurance balances are more than (or less than) the corresponding foreign currency cash balances, and there is an increase (or decrease) in the exchange rate of that foreign currency.

While we do not seek to precisely 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 to mitigate against adverse foreign currency movements.

Certain cedents, particularly the Lloyd's syndicates, report to us in foreign currencies even though some or all of the underlying exposure is denominated in U.S. dollars. Our consolidated statements of operations may report a foreign exchange gain or loss associated with this exposure when reported by the cedents. Additionally, we may report foreign exchange gains or losses due to the mismatch between the currency exchange rates applied to foreign-denominated (i) monetary balances and (ii) non-monetary balances under U.S. GAAP. See Note 2 "[Significant Accounting Policies](#)" of the consolidated financial statements for further information regarding our accounting treatment of foreign currency transactions.

We monitor our foreign currency-denominated assets and liabilities on an "underlying exposure" basis without distinguishing between monetary and non-monetary balances.

The following table summarizes the net impact of a hypothetical 10% currency rate movement relating to our primary foreign denominated reinsurance net assets or liabilities (including balances held at Lloyd's):

<u>At December 31, 2024</u>	<b>Net Asset (Liability) Exposure</b>	<b>10% increase in currency rate</b>	<b>10% decrease in currency rate</b>
GBP	£ 33,117	\$ (4,143)	\$ 4,143
Euro	€ (22,814)	2,361	(2,361)
Total foreign exchange gain (loss)		<u>\$ (1,782)</u>	<u>\$ 1,782</u>

<u>At December 31, 2023</u>	<b>Net Asset (Liability) Exposure</b>	<b>10% increase in currency rate</b>	<b>10% decrease in currency rate</b>
GBP	£ 25,337	\$ (3,228)	\$ 3,228
Euro	€ (13,975)	1,543	(1,543)
Total foreign exchange gain (loss)		<u>\$ (1,685)</u>	<u>\$ 1,685</u>

### *Investment in Solasglas*

We may also be exposed to foreign currency risk through Solasglas' underlying cash, forwards, options, and investments in securities denominated in foreign currencies. At December 31, 2024, most of Solasglas' currency exposures resulting from foreign-denominated securities (longs and shorts) were reduced by offsetting cash balances denominated in the corresponding foreign currencies.

At December 31, 2024 and 2023, a 10% increase or decrease in the value of the U.S. dollar against foreign currencies would have no meaningful impact on our investment in Solasglas.

## Interest Rate Risk

The primary market risk exposure for any debt instrument is interest rate risk, including credit spreads.

Most of our interest rate risk relates to interest rate derivatives held in Solasglas, and their value may fluctuate with changes in interest rates. Our investment in Solasglas includes interest-rate sensitive securities, such as corporate and sovereign debt instruments and interest rate derivatives. At December 31, 2024, a 100 basis points (increase or decrease) in interest rates would have no meaningful impact on our investment in Solasglas.

Additionally, we use interest rate swaps to hedge 50% of the interest rate risk relating to the the outstanding Term Loans. At December 31, 2024, a 100 basis points (increase or decrease) in interest rates would have no meaningful impact on these interest rate swaps.

We, along with DME Advisors, monitor the net exposure to interest rate risk and generally do not expect changes in interest rates to have a materially adverse impact on our operations.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Information with respect to this Item is set forth under Part IV Item 15.

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

Not applicable.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

Management, with the participation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), has evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(f) and 15(d)-15 of the Exchange Act at December 31, 2024. Based on upon that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of December 31, 2024.

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

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Management’s Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on its financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Further, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time. Our system contains self-monitoring mechanisms, and actions are taken to correct deficiencies as they are identified.

Our management conducted an evaluation of the effectiveness of the system of internal control over financial reporting based on the framework in the Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the 2013 framework). Based on this evaluation, our management concluded that our system of internal control over financial reporting was effective as of December 31, 2024.

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Deloitte Ltd., an independent registered public accounting firm, which has audited the financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of our internal control over financial reporting as of December 31, 2024, as required under this Item 9A, which is included herein.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Greenlight Capital Re, Ltd.

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Greenlight Capital Re, Ltd. and subsidiaries (the “Company”) as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated March 10, 2025, expressed an unqualified opinion on those financial statements.

### Basis for Opinion

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

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

### Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ Deloitte Ltd.

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Hamilton, Bermuda

March 10, 2025

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

### **(c) Insider Trading Arrangements and Related Disclosures**

Our directors and executive officers may purchase or sell shares of our ordinary shares in the market from time to time, including pursuant to equity trading plans adopted in accordance with Rule 10b5-1 under the Exchange Act (“Rule 10b5-1”) and in compliance with guidelines specified by the Company. In accordance with Rule 10b5-1 and our insider trading policy, directors, officers, and certain employees who, at such time, are not in possession of material non-public information about the Company are permitted to enter into written plans that pre-establish amounts, prices and dates (or formula for determining the amounts, prices and dates) of future purchases or sales of the Company’s stock, including shares acquired pursuant to the Company’s equity plans (“Rule 10b5-1 Trading Plans”). Under Rule 10b5-1 Trading Plan, a broker executes trades pursuant to parameters established by the director or executive officer when entering into the plan, without further direction from them.

During the three months ended December 31, 2024, we did not have any Rule 10b5-1 trading arrangements or any “non-Rule 10b5-1 arrangements” (as defined in Item 408(a) of Regulation S-K) in place for our directors and officers.

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

Not applicable

## **PART III**

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

This item is omitted because a definitive proxy statement containing such information will be filed with the SEC not later than 120 days after the close of the fiscal year pursuant to Regulation 14A, which information required by this item set forth in the proxy statement is incorporated by reference.

## **ITEM 11. EXECUTIVE COMPENSATION**

This item is omitted because a definitive proxy statement containing such information will be filed with the SEC not later than 120 days after the close of the fiscal year pursuant to Regulation 14A, which information required by this item set forth in the proxy statement is incorporated by reference.

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

This item is omitted because a definitive proxy statement containing such information will be filed with the SEC not later than 120 days after the close of the fiscal year pursuant to Regulation 14A, which information required by this item set forth in the proxy statement is incorporated by reference.

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

This item is omitted because a definitive proxy statement containing such information will be filed with the SEC not later than 120 days after the close of the fiscal year pursuant to Regulation 14A, which information required by this item set forth in the proxy statement is incorporated by reference.

## **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

This item is omitted because a definitive proxy statement containing such information will be filed with the SEC not later than 120 days after the close of the fiscal year pursuant to Regulation 14A, which information required by this item set forth in the proxy statement is incorporated by reference.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

The following documents are filed as a part of this Form 10-K

	<u>Page</u>
<b>(a)(1) Financial Statements</b>	
<a href="#">Report of Independent Registered Public Accounting Firm (on the consolidated financial statements) (Deloitte Ltd.; PCAOB ID#5230)</a>	<a href="#">F-1</a>
<a href="#">Report of Independent Registered Public Accounting Firm (on the financial statements of Solasglas Investments, LP) (Ernst &amp; Young Ltd.; Grand Cayman, Cayman Islands; PCAOB ID#1655)</a>	<a href="#">F-3</a>
<a href="#">Consolidated Balance Sheets as of December 31, 2024 and 2023</a>	<a href="#">F-4</a>
<a href="#">Consolidated Statements of Operations for the years ended December 31, 2024, 2023, and 2022</a>	<a href="#">F-5</a>
<a href="#">Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2024, 2023, and 2022</a>	<a href="#">F-6</a>
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023, and 2022</a>	<a href="#">F-7</a>
<a href="#">Notes to the Consolidated Financial Statements</a>	<a href="#">F-8</a>
<b>(a)(2) Financial Statement Schedules*</b>	
<a href="#">Schedule I – Summary of Investments — Other Than Investments in Related Parties</a>	<a href="#">F-54</a>
<a href="#">Schedule II – Condensed Financial Information of Registrant</a>	<a href="#">F-55</a>
<a href="#">Schedule III – Supplementary Insurance Information</a>	<a href="#">F-57</a>
<a href="#">Schedule IV – Supplementary Reinsurance Information</a>	<a href="#">F-58</a>
<b>(a)(3)</b> The exhibits required to be filed by this Item 15. are set forth in the <a href="#">Exhibit Index</a> accompanying this report.	
The financial statements of Solasglas Investments, LP required by Rule 3-09 of Regulation S-X are included in this filing as Exhibit 99.1.	

\*Schedules V and VI have been omitted as the information is provided in Note 7. “Loss and Loss Adjustment Expense Reserves”.

**ITEM 16. FORM 10-K SUMMARY**

None.

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	<a href="#">Fourth Amended and Restated Memorandum and Articles of Association of the Company (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed on July 27, 2023).</a>
4.1	<a href="#">Description of Registrant's Securities.</a>
10.1	<a href="#">Form of Securities Purchase Agreement for Class A ordinary shares by and between the Registrant and each of the subscribers thereto (incorporated by reference to Exhibit 10.2 of the Company's Registration Statement No. 333-139993).</a>
10.2 (1)	<a href="#">Greenlight Capital Re, Ltd. 2023 Omnibus Incentive Plan (incorporated by reference to Appendix E of the Registrant's Definitive Proxy Statement filed April 26, 2023)</a>
10.3 (1)	<a href="#">Form of Stock Option Agreement (incorporated by reference to Exhibit 10.7 of the Company's Registration Statement No. 333-139993).</a>
10.4	<a href="#">Form of Shareholders' Agreement, dated August 11, 2004, by and among the Registrant and each of the subscribers (incorporated by reference to Exhibit 10.8 of the Company's Registration Statement No. 333-139993).</a>
10.5	<a href="#">Amendment No. 2 to Shareholders Agreement, dated and effective as of June 30, 2021 (incorporated by reference to Exhibit 10.1 to the Company Form 8-K filed June 30, 2021).</a>
10.6	<a href="#">Amendment No. 3 to Shareholders Agreement, dated and effective as of May 30, 2024 (incorporated by reference to Exhibit 10.1 to the Company Form 8-K filed May 30, 2024).</a>
10.7	<a href="#">Form of Deed of Indemnity between the Registrant and each of its directors and certain of its officers (incorporated by reference to Exhibit 10.11 of the Company's Registration Statement No. 333-139993).</a>
10.8	<a href="#">Service Agreement, dated as of February 21, 2007, between DME Advisors, LP and Greenlight Capital Re, Ltd. (incorporated by reference to Exhibit 10.17 of the Company's Registration Statement No. 333-139993).</a>
10.9	<a href="#">Master Reimbursement Agreement, dated August 20, 2010, between Greenlight Reinsurance, Ltd. and Citibank Europe plc (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q filed on November 2, 2010).</a>
10.10	<a href="#">Reinsurance Deposit Agreement, dated August 20, 2010, between Greenlight Reinsurance, Ltd. and Citibank Europe plc. (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q filed on November 2, 2010).</a>
10.11 (1)	<a href="#">Amended and Restated Employment Agreement, dated as of February 22, 2022, by and among Greenlight Capital Re, Ltd, Greenlight Reinsurance, Ltd. and Simon Burton (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on February 22, 2022).</a>
10.12 (1)	<a href="#">Employment Agreement by and between Greenlight Reinsurance Ireland, DAC and Patrick O'Brien dated February 16, 2018 (incorporated by reference to Exhibit 10.40 to the Company's Form 10-K filed on Feb 20, 2018).</a>
10.13 (1)	<a href="#">Amendment to Employment Agreement, dated as of September 2, 2019, by and between Greenlight Reinsurance Ireland, DAC and Patrick O'Brien (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed on September 3, 2019).</a>
10.14	<a href="#">Investment Advisory Agreement among DME Advisors, LP, and Solasglas Investments, LP, dated as of September 1, 2018 (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed on September 4, 2018).</a>
10.15	<a href="#">Participation Agreement among Greenlight Reinsurance, Ltd., Greenlight Reinsurance Ireland, Designated Activity Company, DME Advisors II, LLC and Solasglas Investments, LP, dated as of September 1, 2018 (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed on September 4, 2018).</a>
10.16	<a href="#">Collateral Assets Investment Management Agreement among DME Advisors, LP, Greenlight Reinsurance, Ltd. and Greenlight Reinsurance Ireland DAC dated January 1, 2019 (incorporated by reference to Exhibit 10.49 of the Company's Form 10-K filed on February 27, 2019).</a>
10.17 (1)	<a href="#">Stock Option Agreement by and between Greenlight Capital Re, Ltd. and Simon Burton dated July 6, 2017 (incorporated by reference to Exhibit 10.50 of the Company's Form 10-K filed on February 27, 2019).</a>
10.18 (1)	<a href="#">Stock Option Agreements by and between Greenlight Capital Re, Ltd. and Leonard Goldberg dated April 3, 2017 and August 1, 2017 (incorporated by reference to Exhibit 10.51 of the Company's Form 10-K filed on February 27, 2019).</a>
10.19 (1)	<a href="#">Restricted Stock Award Agreement by and between Greenlight Capital Re, Ltd. and Simon Burton dated March 15, 2018 (incorporated by reference to Exhibit 10.52 of the Company's Form 10-K filed on February 27, 2019).</a>
10.20 (1)	<a href="#">Deed of Settlement and Release, dated as of October 25, 2022, by and among Greenlight Capital Re, Ltd., Greenlight Reinsurance, Ltd. and Laura Accurso (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed October 25, 2022).</a>

- 10.21 (1) [Restricted Stock Award Agreement by and between Greenlight Capital Re, Ltd. and Simon Burton, dated March 15, 2019 \(incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q filed on May 6, 2019\).](#)
- 10.22 (1) [Greenlight Capital Re, Ltd. Form of Employees' Restricted Stock Unit Award \(incorporated by reference to Exhibit 4.10 of the Company's Registration Statement No 333-231214 filed on May 3, 2019\).](#)
- 10.23 [Second Amended and Restated Exempted Limited Partnership Agreement of Solasglas Investments, LP, between DME Advisors II, LLC, as General Partner, Greenlight Reinsurance, Ltd., Greenlight Reinsurance Ireland, a Designated Activity Company, Greenlight Capital Re, Ltd. and the initial limited partner, dated as of January 7, 2021 \(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on January 12, 2021\).](#)
- 10.24 [Amendment No. 1, dated as of December 15, 2022, to the Second Amended and Restated Exempted Limited Partnership Agreement of Solasglas Investments, LP, between DME Advisors II, LLC, as General Partner, Greenlight Reinsurance, Ltd., Greenlight Reinsurance Ireland, Designated Activity Company, Greenlight Capital Re, Ltd. and the initial limited partner, dated as of January 7, 2021 and effective as of January 1, 2021 \(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on December 15, 2022\).](#)
- 10.25 [Amendment No. 2, dated as of August 1, 2024, to the Second Amended and Restated Exempted Limited Partnership Agreement of Solasglas Investments, LP, between DME Advisors II, LLC, as General Partner, Greenlight Reinsurance, Ltd., Greenlight Reinsurance Ireland, Designated Activity Company, Greenlight Capital Re, Ltd. and the initial limited partner, dated as of January 7, 2021 and effective as of January 1, 2021 \(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on August 6, 2024\).](#)
- 10.26 (1) [Employment Offer, dated March 23, 2009, by and between Greenlight Reinsurance, Ltd. and Tom Curnock \(incorporated by reference to Exhibit 10.54 of the Company's Form 10-K filed on March 9, 2020\).](#)
- 10.27 (1) [Amendment to Employment Offer entered into as of October 31, 2018 by and between Greenlight Reinsurance, Ltd. and Tom Curnock \(incorporated by reference to Exhibit 10.55 of the Company's Form 10-K filed on March 9, 2020\).](#)
- 10.28 (1) [Second Amendment to Employment Offer entered into September 10, 2019, by and between Greenlight Reinsurance, Ltd. and Tom Curnock \(incorporated by reference to Exhibit 10.56 of the Company's Form 10-K filed on March 9, 2020\).](#)
- 10.29 (1) [Amended and Restated Restricted Stock Award Agreement dated July 30, 2020, by and between Greenlight Capital Re, Ltd and Simon Burton \(incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed August 5, 2020\).](#)
- 10.30 [Letter Agreement between Greenlight Reinsurance, Ltd, Greenlight Reinsurance Ireland, DAC, DME Advisors II, LLC and DME Advisors LP, effective July 1, 2020 \(incorporated by reference to Exhibit 10.9 to the Company's Form 10-Q filed August 5, 2020\).](#)
- 10.31 [Greenlight Capital Re, Ltd. Share Ownership and Retention Policy for Executives and Non-Employee Directors \(incorporated by reference to Exhibit 99.4 of the Company's Form 8-K filed August 3, 2021\)](#)
- 10.32 (1) [Greenlight Capital Re, Ltd., Short-Term Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed November 3, 2021\)](#)
- 10.33 (1) [Amended and Restated Employment Agreement, dated as of March 6, 2023, by and among Greenlight Capital Re, Ltd., Greenlight Reinsurance, Ltd. and Faramarz Romer \(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on March 9, 2023\).](#)
- 10.34 (1) [Deed of Settlement and Release, dated as of March 6, 2023, by and among Greenlight Capital Re, Ltd., Greenlight Reinsurance, Ltd. and Neil Greenspan \(incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed on March 9, 2023\).](#)
- 10.35 (1) [Employment Agreement dated March 6, 2023, by and among Greenlight Capital Re, Ltd., Greenlight Reinsurance, Ltd. and David Sigmon.](#)
- 10.36 [Credit Agreement, dated as of June 16, 2023, among the Company, as borrower, the subsidiaries of the Company party thereto, as subsidiary guarantors, the lenders party thereto, and CIBC Bank USA, as administrative agent for the lenders \(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on June 22, 2023\).](#)
- 10.37 (1) [Employment Agreement, dated as of November 3, 2023, by and among Greenlight Capital Re, Ltd., Greenlight Reinsurance, Ltd. and Greg Richardson \(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on June 22, 2023\).](#)
- 10.38 (1) [Deed of Settlement and Release, dated as of November 3, 2023, by and among Greenlight Capital Re, Ltd., Greenlight Reinsurance, Ltd. and Simon Burton \(incorporated by reference to Exhibit 10.2 of the Company's Form 8-K on November 11, 2023\).](#)
- 10.39 [Credit Agreement, dated as of December 22, 2023, by and between Greenlight Reinsurance, Ltd. and CIBC Bank USA, as lender.](#)
- 10.40 (1) [Stock Option Agreement by and between Greenlight Capital Re, Ltd. and Gregory Richardson dated January 4, 2024.](#)
- 10.41 (1) [Consulting Agreement, dated as of March 6, 2023, by and among Greenlight Capital Re, Ltd., Greenlight Reinsurance, Ltd. and Neil Greenspan \(incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed on March 9, 2023\).](#)

- 10.42 [Continuing Letter of Credit Agreement, dated as of December 17, 2024, by and between HSBC Bank USA, National Association and Greenlight.](#)
  - 10.43 [Amendment and Restatement Agreement, dated as of December 19, 2024, by and between Greenlight and Citibank Europe plc.](#)
  - 10.44 [Fee Letter for Issuance of Credits, dated as of December 19, 2024, by and between Citibank Europe plc and Greenlight.](#)
  - 10.45 [Insurance Letters of Credit – confirmation of uncommitted facility amount, dated as of December 19, 2024, from Citibank Europe plc to Greenlight.](#)
  - 10.46 (1) [Greenlight Capital Re, Ltd. Form of Employees’ Restricted Stock Unit Award](#)
  - 10.47 (1) [Greenlight Capital Re, Ltd. Form of Directors’ Restricted Stock Unit Award](#)
  - 10.48 (1) [Transfer of Patrick O’Brien’s employment from Greenlight Reinsurance Ireland DAC to Greenlight Re Ireland Services Limited](#)
  - 19.1 [Insider Trading Policy](#)
  - 21.1 [Subsidiaries of the registrant.](#)
  - 23.1 [Consent of Deloitte Ltd.](#)
  - 23.2 [Consent of Ernst & Young Ltd.](#)
  - 24.1 Power of Attorney (included as part of signature page hereto)
  - 31.1 [Certification of the Chief Executive Officer of Greenlight Capital Re, Ltd. filed herewith pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
  - 31.2 [Certification of the Chief Financial Officer of Greenlight Capital Re, Ltd. filed herewith pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
  - 32.1 [Certification of the Chief Executive Officer of Greenlight Capital Re, Ltd. furnished herewith pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
  - 32.2 [Certification of the Chief Financial Officer of Greenlight Capital Re, Ltd. furnished herewith pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
  - 97.1 [Greenlight Capital Re, Ltd. Clawback Policy](#)
  - 99.1\* [Audited Financial Statements of Solasglas Investments, LP as of and for the year ended December 31, 2024.](#)
  - 101 The following materials from the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Changes in Shareholders’ Equity; (iv) the Consolidated Statements of Cash Flows; and (v) the Notes to Consolidated Financial Statements.
  - 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).
- (1) Management contract or compensatory plan or arrangement.
- \* Exhibit 99.1 is being filed to provide audited financial statements and the related footnotes of Solasglas Investments, LP in accordance with SEC rule 3-09 of Regulation S-X. The management of Solasglas Investments, LP is solely responsible for the form and content of the Solasglas Investments LP financial statements. The Registrant has no responsibility for the form or content of the Solasglas Investments, LP financial statements since it does not control Solasglas Investments, LP.

## SIGNATURES

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

### **GREENLIGHT CAPITAL RE, LTD.**

By: /s/ GREGORY RICHARDSON

Gregory Richardson  
Chief Executive Officer

March 10, 2025

### **POWER OF ATTORNEY**

We, the undersigned directors and executive officers of Greenlight Capital Re, Ltd., hereby appoint Faramarz Romer and David Sigmon, and each of them singly, as our true and lawful attorneys with full power to them to sign for us, and in our name in the capacities indicated below, any and all amendments to the Annual Report on Form 10-K filed with the SEC, hereby ratifying and confirming our signatures as they may be signed by our said attorneys to any and all amendments to said Annual Report on Form 10-K.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 10, 2025.

<u>Signature</u>	<u>Title</u>
<u>/s/ GREGORY RICHARDSON</u> Gregory Richardson	Chief Executive Officer, Director (Principal Executive Officer)
<u>/s/ FARAMARZ ROMER</u> Faramarz Romer	Chief Financial Officer (Principal Financial Officer)
<u>/s/ STEVEN ARCHAMBAULT</u> Steven Archambault	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ DAVID EINHORN</u> David Einhorn	Chair of the Board
<u>/s/ JONNY FERRARI</u> Jonny Ferrari	Director
<u>/s/ URSULINE FOLEY</u> Ursuline Foley	Director
<u>/s/ LEONARD GOLDBERG</u> Leonard Goldberg	Director
<u>/s/ VICTORIA GUEST</u> Victoria Guest	Director
<u>/s/ IAN ISAACS</u> Ian Isaacs	Director
<u>/s/ BRYAN MURPHY</u> Bryan Murphy	Director
<u>/s/ JOSEPH PLATT</u> Joseph Platt	Director
<u>/s/ DANIEL ROITMAN</u> Daniel Roitman	Director

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Greenlight Capital Re, Ltd.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Greenlight Capital Re, Ltd. (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of operations, changes in shareholders' equity, and cash flows, for each of the three years in the period ended December 31, 2024, and the related notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 10, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

We did not audit the financial statements of Solasglas Investments, LP, an equity method investment of the Company, as of December 31, 2024 and 2023, and for each of the three years in period ended December 31, 2024. The Company's investment in Solasglas Investments, LP as of December 31, 2024 and 2023 was \$387.1 million and \$258.9 million, respectively, and its equity in net income of Solasglas Investments, LP was \$33.6 million, \$28.7 million and \$54.8 million for the years ended December 31, 2024, 2023 and 2022. The financial statements of Solasglas Investments, LP were audited by Ernst & Young Ltd. whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Solasglas Investments, LP, is based solely on the report of Ernst & Young Ltd.

### Basis for Opinion

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

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

### Critical Audit Matter

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

### ***Loss and loss adjustment expense reserves - Refer to Notes 2 and 7 to the consolidated financial statements***

#### *Critical Audit Matter Description*

The Company's estimate of loss and loss adjustment expense reserves is derived using expected trends in claim severity and frequency and other factors that may vary significantly as claims are settled. The estimate is sensitive to significant assumptions, including the initial expected loss ratio and loss development factors. The estimate is also sensitive to the selection of actuarial methods and weighting of these methods applied to project the ultimate losses, the estimation of ultimate reserves associated with catastrophic events, and other factors. Further, not all catastrophic events can be modeled using traditional actuarial methodologies, which increases the degree of judgment needed in estimating loss reserves for such events.

Auditing the Company's methods, assumptions and best estimate of the cost of the ultimate settlement and administration of claims represented by the incurred but not reported ("IBNR") claims included in recorded Loss and loss adjustment expense reserves involved especially subjective auditor judgment and an increased extent of effort, including the involvement of our actuarial specialists.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to loss and loss adjustment expense reserves included the following, among others

- We tested the effectiveness of controls over the valuation of the recorded loss and loss adjustment expense reserves, including the review and approval process that management has in place for significant actuarial methods and assumptions used and the approval of management's best estimate of loss and loss adjustment expense reserves.
- We tested the completeness and accuracy of the underlying data that served as the basis for the Company's actuarial analysis, including historical claims data, to test the reasonableness of key inputs to the actuarial estimate.
- With the assistance of our actuarial specialists:
  - We independently developed an estimate of the reserves for selected contracts, compared our estimates to those booked by the Company, and evaluated the differences.
  - We evaluated the Company's methodologies against recognized actuarial practices for the remaining contracts. We also evaluated the assumptions used by the Company using our industry knowledge and experience and other analytical procedures.
  - We compared the results of the quarterly reserve studies prepared by independent external actuaries to management's best estimate and evaluated the differences.

/s/ Deloitte Ltd.

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Hamilton, Bermuda

March 10, 2025

We have served as the Company's auditor since 2022.

## Report of Independent Registered Public Accounting Firm

The General Partner  
Solasglas Investments, LP

### Opinion on the Financial Statements

We have audited the accompanying statements of financial condition of Solasglas Investments, LP (the “Partnership”), including the condensed schedules of investments, as of December 31, 2024 and 2023, the related statements of operations and performance allocation, changes in partners’ capital and cash flows for the years ended December 31, 2024, 2023 and 2022, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Partnership at December 31, 2024 and 2023, and the results of its operations, changes in its partners’ capital and its cash flows for the years ended December 31, 2024, 2023 and 2022 in conformity with U.S. generally accepted accounting principles.

### Basis of Opinion

These financial statements are the responsibility of the Partnership’s management. Our responsibility is to express an opinion on the Partnership’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

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

### Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ Ernst & Young Ltd.

We have served as the Partnership’s auditor since 2018.  
Grand Cayman, Cayman Islands  
March 10, 2025

**GREENLIGHT CAPITAL RE, LTD.  
CONSOLIDATED BALANCE SHEETS**

**December 31, 2024 and 2023**  
(expressed in thousands of U.S. dollars, except per share and share amounts)

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
<b>Assets</b>		
Investments		
Investment in related party investment fund, at fair value	\$ 387,144	\$ 258,890
Other investments	73,160	73,293
<b>Total investments</b>	<b>460,304</b>	<b>332,183</b>
Cash and cash equivalents	64,685	51,082
Restricted cash and cash equivalents	584,402	604,648
Reinsurance balances receivable (net of allowance for expected credit losses of 2024: \$1,019 and 2023: \$854)	704,483	619,401
Loss and loss adjustment expenses recoverable (net of allowance for expected credit losses of 2024: \$500 and 2023: \$487)	85,790	25,687
Deferred acquisition costs	82,249	79,956
Unearned premiums ceded	29,545	17,261
Other assets	4,765	5,089
<b>Total assets</b>	<b>\$ 2,016,223</b>	<b>\$ 1,735,307</b>
<b>Liabilities and equity</b>		
<b>Liabilities</b>		
Loss and loss adjustment expense reserves	\$ 860,969	\$ 661,554
Unearned premium reserves	324,551	306,310
Reinsurance balances payable	105,892	68,983
Funds withheld	21,878	17,289
Other liabilities	6,305	11,795
Debt	60,749	73,281
<b>Total liabilities</b>	<b>1,380,344</b>	<b>1,139,212</b>
<b>Commitments and Contingencies (Note 16)</b>		
<b>Shareholders' equity</b>		
Preferred share capital (par value \$0.10; none issued)	—	—
Ordinary share capital (par value \$0.10; issued and outstanding, 34,831,324) (2023: par value \$0.10; issued and outstanding, 35,336,732)	3,483	3,534
Additional paid-in capital	481,551	484,532
Retained earnings	150,845	108,029
<b>Total shareholders' equity</b>	<b>635,879</b>	<b>596,095</b>
<b>Total liabilities and equity</b>	<b>\$ 2,016,223</b>	<b>\$ 1,735,307</b>

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

**GREENLIGHT CAPITAL RE, LTD.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

**For the years ended December 31, 2024, 2023, and 2022**  
**(expressed in thousands of U.S. dollars, except per share and share amounts)**

	<u>2024</u>	<u>2023</u>	<u>2022</u>
<b>Revenues</b>			
Gross premiums written	\$ 698,335	\$ 636,810	\$ 563,171
Gross premiums ceded	(77,070)	(42,762)	(33,429)
Net premiums written	621,265	594,048	529,742
Change in net unearned premium reserves	(1,311)	(10,901)	(60,265)
Net premiums earned	619,954	583,147	469,477
Income from investment in related party investment fund (net of related party expenses of \$9,808, \$7,954, and \$9,674, respectively)	33,605	28,696	54,844
Net investment income	45,954	43,408	8,350
Foreign exchange gains (losses)	(5,606)	11,566	(5,988)
Other income	2,119	265	—
Total revenues	<u>696,026</u>	<u>667,082</u>	<u>526,683</u>
<b>Expenses</b>			
Net loss and loss adjustment expenses incurred	427,269	360,004	316,485
Acquisition costs	176,775	168,877	143,148
Underwriting expenses	22,857	19,587	13,813
Corporate and other expenses	16,377	23,653	17,793
Deposit interest expense	3,347	2,687	6,717
Interest expense	5,836	5,344	4,201
Total expenses	<u>652,461</u>	<u>580,152</u>	<u>502,157</u>
Income before income tax	43,565	86,930	24,526
Income tax recovery (expense)	(749)	(100)	816
<b>Net income</b>	<u><u>\$ 42,816</u></u>	<u><u>\$ 86,830</u></u>	<u><u>\$ 25,342</u></u>
<b>Earnings per share ("EPS"):</b>			
Basic	\$ 1.26	\$ 2.55	\$ 0.75
Diluted	\$ 1.24	\$ 2.50	\$ 0.73
<b>Weighted average number of ordinary shares used in the determination of EPS:</b>			
Basic	34,097,572	34,067,974	33,908,156
Diluted	34,653,453	34,797,859	39,769,790

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

**GREENLIGHT CAPITAL RE, LTD.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

For the years ended December 31, 2024, 2023, and 2022  
(expressed in thousands of U.S. dollars)

	2024	2023	2022
<b>Ordinary share capital</b>			
Balance - beginning of period	\$ 3,534	\$ 3,482	\$ 3,384
Issue of ordinary shares, net of forfeitures	4	52	99
Repurchase of ordinary shares	(55)	—	(1)
Balance - end of period	3,483	3,534	3,482
<b>Additional paid-in capital</b>			
Balance - beginning of period	484,532	478,439	481,784
Cumulative effect of adoption of accounting guidance for convertible debt at January 1, 2022	—	—	(7,896)
Repurchase of ordinary shares	(7,433)	—	(34)
Share-based compensation expense	4,452	6,093	4,585
Balance - end of period	481,551	484,532	478,439
<b>Retained earnings</b>			
Balance - beginning of period	108,029	21,199	(9,505)
Cumulative effect of adoption of accounting guidance for convertible debt at January 1, 2022	—	—	5,362
Net income	42,816	86,830	25,342
Balance - end of period	150,845	108,029	21,199
<b>Total shareholders' equity</b>	<b>\$ 635,879</b>	<b>\$ 596,095</b>	<b>\$ 503,120</b>

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

**GREENLIGHT CAPITAL RE, LTD.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the years ended December 31, 2024, 2023, and 2022**  
**(expressed in thousands of U.S. dollars)**

	<u>2024</u>	<u>2023</u>	<u>2022</u>
<b>Cash flows from operating activities</b>			
Net income	\$ 42,816	\$ 86,830	\$ 25,342
Adjustments to reconcile net income or loss to net cash provided by (used in) operating activities:			
Income from investments in related party investment fund	(33,605)	(28,696)	(54,844)
Net realized gain on repurchases of convertible senior notes payable	—	(265)	(343)
Net realized and unrealized losses (gains) on other investments	918	(1,738)	(9,858)
Net realized and unrealized losses (gains) on derivatives	(335)	577	—
Share-based compensation expense	4,456	6,145	4,684
Accretion of debt offering costs, net of change in interest accruals	1,220	(1,696)	79
<b>Net change in:</b>			
Reinsurance balances receivable	(85,082)	(113,845)	(100,190)
Loss and loss adjustment expenses recoverable	(60,103)	(12,449)	(2,139)
Deferred acquisition costs	(2,293)	2,435	(19,365)
Unearned premiums ceded	(12,284)	892	(18,111)
Loss and loss adjustment expense reserves	199,415	106,086	31,458
Unearned premium reserves	18,241	(1,510)	80,236
Reinsurance balances payable	36,909	(36,152)	13,911
Funds withheld	4,589	(4,618)	18,115
Other items, net	(3,358)	5,511	(774)
Net cash provided by (used in) operating activities	<u>111,504</u>	<u>7,507</u>	<u>(31,799)</u>
<b>Cash flows from investing activities</b>			
Proceeds from redemptions of investment in Solasglas	34,000	78,997	125,365
Contributions to investment in Solasglas	(128,649)	(130,994)	(65,127)
Purchases of other investments	(1,730)	(7,136)	(13,223)
Proceeds on disposal of other investments	889	6,000	—
Purchases of other assets	(1,072)	—	—
Net cash (used in) provided by investing activities	<u>(96,562)</u>	<u>(53,133)</u>	<u>47,015</u>
<b>Cash flows from financing activities</b>			
Proceeds from Term Loans	—	75,000	—
Repayment of Term Loans	(13,752)	(947)	—
Repayment of convertible senior notes payable	—	(62,147)	—
Repurchase of convertible senior notes payable	—	(17,198)	(19,793)
Repurchase of shares	(7,488)	—	(35)
Net cash used in financing activities	<u>(21,240)</u>	<u>(5,292)</u>	<u>(19,828)</u>
Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash	(345)	100	59
<b>Decrease in cash, cash equivalents and restricted cash</b>	<u>(6,643)</u>	<u>(50,818)</u>	<u>(4,553)</u>
Cash, cash equivalents and restricted cash at beginning of the period	655,730	706,548	711,101
<b>Cash, cash equivalents and restricted cash at end of the period</b>	<u>\$ 649,087</u>	<u>\$ 655,730</u>	<u>\$ 706,548</u>
<b>Supplementary information</b>			
Interest paid in cash	\$ 5,190	\$ 5,121	\$ 4,124
Income tax paid (refund received) in cash	223	(1,022)	664

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

**GREENLIGHT CAPITAL RE, LTD.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Years ended December 31, 2024, 2023, and 2022**

**1. ORGANIZATION AND BASIS OF PRESENTATION**

**Organization**

Greenlight Capital Re, Ltd. (“GLRE” and, together with its wholly-owned subsidiaries, the “Company”) was incorporated as an exempted company under the Companies Law of the Cayman Islands on July 13, 2004. At December 31, 2024, the Company has the following wholly-owned subsidiaries:

- Greenlight Reinsurance, Ltd. (“Greenlight Re”), domiciled in the Cayman Islands, is a Class D insurer license issued in accordance with the terms of The Insurance Act, 2010 (as amended) and underlying regulations thereto (the “Act”) and is subject to regulation by the Cayman Islands Monetary Authority (“CIMA”). Greenlight Re commenced underwriting in April 2006.
- Greenlight Reinsurance Ireland, Designated Activity Company (“GRIL”), domiciled in Ireland since 2010, is authorized as a non-life reinsurance undertaking in accordance with the provisions of the European Union (Insurance and Reinsurance) Regulations 2015. 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.
- Greenlight Re Marketing (UK) Limited, domiciled in the United Kingdom (“U.K.”) since 2020, is a U.K. company formed to expand GLRE’s presence in the Lloyd’s of London market (“Lloyd’s”).
- Greenlight Re Corporate Member Ltd. (“GCM”), domiciled in the U.K., is a corporate member that became a wholly-owned subsidiary of GLRE in 2023 and provides underwriting capacity for various Lloyd’s syndicates, including Greenlight Innovation Syndicate 3456 (“Syndicate 3456”).
- Verdant Holding Company, Ltd., domiciled in the United States since 2008, is an investment holding company.
- Viridis Re SPC, Ltd., domiciled in the Cayman Islands, is an exempted segregated portfolio company which was incorporated in the Cayman Islands in 2023 and is licensed with CIMA as a Class B(iii) general insurer.
- Greenlight Re Ireland Services Limited (“GRIS”), domiciled in Ireland, is a management services company which was incorporated in 2024.

Additionally, through Syndicate 3456, Greenlight Re provides a (re)insurance platform to its growing portfolio of strategic partnerships. Domiciled in the U.K. since 2022, Syndicate 3456 is authorized to underwrite under the Lloyd’s syndicate-in-a-box model.

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

**Basis of Presentation**

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The consolidated financial statements include the accounts of GLRE and the consolidated financial statements of its wholly-owned subsidiaries, and all significant intercompany transactions and balances have been eliminated on consolidation.

The following amounts in the prior period consolidated financial statements have been reclassified to conform to the presentation of the current consolidated financial statements:

- The Company has reported separately “Underwriting expenses” from “Corporate and other expenses” in the consolidated statements of operations, which were previously combined and reported as “General and administrative expenses”. This resulted in no change to the previously reported total expenses or net income.
- The Company has reclassified investment-related income from Lloyd’s syndicates which was previously presented in the consolidated statements of operations under the caption “Other income, net” to “Net investment income”. This resulted in no change to the previously reported total revenues or net income.

Additionally, the Company has revised its reporting segments to Open Market and Innovations (see Note 17). Prior year comparatives have been recast to conform with the new reportable segments.

In the opinion of management, these financial statements reflect all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the Company’s financial position and results of operations as at the end of December 31, 2024 and for the comparative periods presented.

Tabular dollar are in thousands, with the exception of per share amounts or otherwise noted. All amounts are reported in U.S. dollars.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies are as follows:

### Use of Estimates

The preparation of 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 consolidated financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from these estimates. The Company's significant estimates include:

- loss and loss adjustment expense reserves;
- premiums written and earned and related premium receivable, net of expected credit losses;
- reinsurance recoverable on unpaid losses and loss adjustment expenses, net of expected credit losses; and
- valuation of investments, including impairments.

### Investments

#### *Investment in related party investment fund*

The Company records its investment in the related party investment fund based on fair value using the net asset value practical expedient, with the Company's share of the fund's net income (loss) reported as "*Income (loss) from investment in related party investment fund*" in the consolidated statements of operations.

#### *Other investments*

The Company's other investments include short-term investments and private investments and unlisted equity securities without readily determinable fair values.

Short-term investments are measured at amortized cost, which approximates fair value. These include certificate of deposit and other financial instruments with original maturities greater than three months but less than one year.

The Company measures its private investments and unlisted equity securities without readily determinable fair values at cost less impairment (if any), plus or minus observable price changes from identical or similar investments of the same issuers (the "measurement alternative"), with such changes recognized in "*Net investment income (loss)*" in the consolidated statements of operations. The Company considers the need for impairment on a by-investment basis based on certain indicators. Under the measurement alternative, the Company makes two types of valuation adjustments:

- When the Company observes an orderly transaction of an investee's identical or similar equity securities, the Company adjusts the carrying value based on the observable price as of the transaction date. Once the Company records such an adjustment, the investment is considered an "asset measured at fair value on a nonrecurring basis."
- If the Company determines that the investment is impaired and the fair value is less than its carrying value, it writes down the investment to its fair value. Once the Company records such an adjustment, the investment is considered an "asset measured at fair value on a nonrecurring basis."

### Cash and Cash Equivalents

Cash and cash equivalents consist of cash and short-term, highly liquid investments with original maturity dates of three months or less. Restricted cash and cash equivalents are presented separately in the consolidated balance sheets.

### Premium Revenue Recognition

The Company writes excess of loss contracts and quota share contracts and estimates the ultimate premiums for the contract period. The Company bases these estimates on actuarial pricing models and information received from ceding companies. For excess of loss contracts, the Company writes the total ultimate estimated premiums at the contract's inception. For quota share contracts, the Company writes premiums in the same periods in which the underlying insurance contracts are written, based on cession statements from cedents. The Company typically receives these statements monthly or quarterly, depending on the terms specified in each contract. For any reporting lag, the Company estimates premiums written based on the portion of the estimated ultimate premiums relating to the risks bound during the lag period.

For multi-year contracts, reinsurance premiums are recorded at the inception of the contract based on management's best estimate of total premiums to be received. Premiums are recognized on an annual basis for multi-year contracts where the cedants have the ability to unilaterally commute or cancel coverage within the term of the contract.

Management regularly reviews premium estimates. Such review includes the Company's experience with the ceding companies, managing general underwriters, familiarity with each market, the timing of the reported information, a comparison of reported premiums to expected ultimate premiums, along with a review of the aging and collection of premiums. Management evaluates the appropriateness of the premium estimates on the basis of these reviews and records any adjustments to these estimates 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 not unusual and may result in significant adjustments in any period. A portion of amounts included in "Reinsurance balances receivable" in the consolidated balance sheets represent estimated premiums written, net of commissions and brokerage, that are not currently due based on the terms of the underlying contracts. Additional premiums due on a contract with no remaining coverage period are earned in full when written.

Certain contracts allow for reinstatement premiums in the event of a loss. Reinstatement premiums are written and earned when a triggering loss event occurs, based on management's estimates of the ultimate reinstatement premiums. These estimates are subsequently adjusted when the actual reinstatement premiums are known.

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

### **Reinsurance Premiums Ceded**

The Company reduces the risk of future losses on business assumed by reinsuring certain risks and exposures with other reinsurers (referred to as "retrocessionaires"). The Company remains liable to the extent that any retrocessionaire fails to meet its obligations and to the extent the Company does not hold sufficient security for its unpaid obligations.

Ceded premiums are written during the period in which the risks incept and the associated expense is recognized over the contract period in proportion to the protection provided. Unearned premiums ceded represent the unexpired portion of reinsurance obtained.

### **Acquisition Costs**

Policy acquisition costs vary with, and are directly related to, the successful production of new and renewal business and consist principally of commissions, taxes, and brokerage expenses. The Company presents acquisition costs incurred on reinsurance assumed net of commissions earned on reinsurance ceded. However, if the sum of a contract's expected losses and loss expenses and deferred acquisition costs exceeds associated unearned premiums and expected investment income, a premium deficiency is determined to exist. In this event, the Company writes off deferred acquisition costs to the extent necessary to eliminate the premium deficiency. If the premium deficiency exceeds deferred acquisition costs, the Company accrues a liability for the deficiency. The Company did not recognize any premium deficiency adjustments for the years presented in these consolidated financial statements.

Policy acquisition costs also include profit commissions, which the Company recognized on a basis consistent with its estimate of losses and loss expenses.

### **Loss and Loss Adjustment Expense Reserves and Recoverable**

The Company's loss and loss adjustment expense ("LAE") reserves are composed of:

- case reserves for loss and LAE resulting from claims notified to the Company by its clients; and
- reserves for estimated loss and LAE incurred by insureds and reinsureds but not yet reported ("IBNR") to the Company, including unknown future developments on loss and LAE that are known to the Company.

The Company estimates these reserves based on reports from ceding companies, industry data, and historical experience analyzed using standard actuarial and statistical techniques.

The analysis includes assessing currently available data, predictions of future developments, estimates of future trends, and other factors. These estimates are reviewed by the Company's reserving committee at least quarterly and adjusted as necessary.

The final settlement of losses may vary, perhaps materially, from the reserves recorded. The Company recognizes all adjustments to the estimates in the period they are determined. U.S. GAAP does not permit establishing loss reserves, which include case reserves and IBNR loss reserves, until the occurrence of an event that may give rise to a claim. As a result, only loss reserves applicable to losses incurred up to the reporting date are established. There is no allowance for the establishment of loss reserves to account for expected future loss events, including for catastrophe and weather-related events (herein referred as “CAT” events).

The “*Loss and loss adjustment expenses recoverable*” in the consolidated balance sheets represents the amounts due from retrocessionaires for unpaid loss and LAE on retrocession agreements. Ceded IBNR recoverable amounts are estimated based on the Company’s actuarial estimates. These estimates are reviewed periodically and adjusted when deemed necessary. The Company may be unable to recover the loss and LAE recoverable amounts due as a result of the retrocessionaires’ inability to pay. The Company regularly evaluates the financial condition of its retrocessionaires and calculates an allowance for expected credit losses (see “*Reinsurance Assets*” below).

For losses stemming from exposure to natural perils, loss reserves are generally established based on loss payments and case reserves reported by clients when, and if, received. Estimates for IBNR losses are added to the case reserves as the Company deems appropriate. See Note 7 for a summary of the Company’s estimation process for CAT events.

For contracts without significant exposure to natural perils, initial reserves for each contract are determined based on a combination of (i) the pricing analysis performed prior to binding the contract; (ii) the underwriter’s detailed knowledge of the cedent, its operations and future business plans; and (iii) the professional judgment and recommendation of the Chief Actuary. In the pricing analysis, the Company utilizes information from the client and industry data. This information typically includes, but is not limited to, data related to premiums, losses, exposure, business mix, industry performance, and associated trends covering as much history as deemed appropriate. The level of detail within the data obtained varies greatly depending on the underlying contract, line of business, client, and coverage provided. In all cases, the Company requests each client to provide data for each reporting period, which, depending on the contract, could be on a monthly or quarterly basis. The terms and conditions of each contract specify the data reporting requirements.

Generally, the Company obtains regular updates of premium and loss-related information for the current and historical periods and utilizes them to update the initially expected loss ratio. There may be a lag between (i) claims being reported by the underlying insured to the Company’s cedent and (ii) claims being reported by the Company’s cedent to the Company. This lag may impact the Company’s loss reserve estimates. Client reports have pre-determined due dates (for example, fifteen days after each month-end). The timing of the reporting requirements is designed so that the Company receives premium and loss information as soon as practicable once the client has closed its books. Accordingly, there should be a short lag in such reporting. Additionally, most contracts that have the potential for large single-event losses have provisions that such loss notifications are provided to the Company immediately upon the occurrence of an event.

Once the updated information is received, the Company uses various standard actuarial methods for its quarterly analysis. Such methods typically include the following:

- *Paid loss development method:* Ultimate losses are estimated by calculating past paid loss development factors and applying them to exposure periods with further expected paid loss development. This method assumes that losses are paid in a consistent pattern. It provides an objective test of reported loss projections because paid losses contain no reserve estimates.
- *Reported loss development method:* Ultimate losses are estimated by calculating past reported loss development factors and applying them to exposure periods with further expected reported loss development. This method incorporates changes in payments and case reserves.
- *Expected loss ratio method:* Ultimate losses are estimated by multiplying earned premiums by an expected loss ratio. The expected loss ratio is often determined using industry data, historical company data, past pricing or reserving analysis performed, and actuarial judgment. This method is typically used for lines of business and contracts where there are no (or insignificant) historical losses or where past loss experience is not considered applicable to the current period.
- *Bornhuetter-Ferguson paid loss method:* Ultimate losses are estimated by modifying expected loss ratios to the extent losses paid to date differ from what would have been expected based upon the selected paid loss development pattern.

This method avoids some distortions that could result from a large development factor being applied to a small base of paid losses to calculate ultimate losses.

- *Bornhuetter-Ferguson reported loss method:* Ultimate losses are estimated by modifying expected loss ratios to the extent losses reported to date differ from what would have been expected based upon the selected reported loss development pattern. This method avoids some distortions that could result from a large development factor being applied to a small base of reported losses to calculate ultimate losses.
- *Frequency / Severity method:* Ultimate losses are estimated by multiplying the ultimate number of claims (i.e., the frequency multiplied by the exposure base) by the estimated average cost per claim (i.e., the severity). This approach enables trends and patterns in the rates of claims emergence (i.e., reporting) and settlement (i.e., closure) and the average cost of claims to be analyzed separately.

In addition, the Company may supplement its analysis with other reserving methodologies that it deems relevant to specific contracts.

For each contract, the Company utilizes reserving methodologies it considers appropriate to calculate a best estimate of reserves. Whether the Company uses a single methodology or a combination depends upon the portfolio segment being analyzed and the actuary's judgment. The Company's reserving methodology does not require a fixed weighting of the various methods used. Certain methods are considered more appropriate than others depending on the type, structure, age, maturity, and duration of the expected losses on the contract. For example, the Bornhuetter-Ferguson reported loss method might be more appropriate than a paid loss development method for relatively new contracts that have experienced little paid loss development.

The Company's gross aggregate reserves are the sum of the best estimate reserves of all portfolio exposures. Generally, IBNR loss reserves are calculated by estimating the ultimate incurred losses and subtracting cumulative paid claims and case reserves. Each quarter, the Company's Reserving Committee, led by the Chief Actuary, meets to assess the adequacy of our loss reserves based on the reserve analysis and recommendations prepared by the Company's reserving department.

The Company does not typically experience material claims processing backlogs, although such backlogs may occur following a major catastrophic event. At December 31, 2024, and 2023, the Company did not have a material backlog in its claims processing.

The Company did not make any significant changes to the actuarial methodology or assumptions relating to its loss and LAE reserves for the years presented in the consolidated financial statements.

## **Reinsurance Assets**

The Company calculates an allowance for expected credit losses for its reinsurance balances receivable and loss and LAE recoverable by applying a Probability of Default ("PD") / Loss Given Default ("LGD") model. The PD / LGD approach considers the Company's collectibility history on its reinsurance assets and representative external loss history. In calculating the probability of default, the Company also considers the estimated duration of its reinsurance assets.

The Company evaluates each counterparty's creditworthiness based on credit ratings that independent agencies assign to the counterparty. The Company manages its credit risk in its reinsurance assets by transacting only with insurers and reinsurers that it considers financially sound. Credit ratings of the counterparties are forward-looking and consider various economic scenarios. The Company's evaluation of the required allowance for reinsurance balances receivable and loss and LAE recoverable considers the current economic environment as well as potential macroeconomic developments.

For its retrocessional counterparties that are unrated, the Company may hold collateral in the form of funds withheld, trust accounts, or irrevocable letters of credit. In evaluating credit risk associated with reinsurance balances receivable, the Company considers its right to offset loss obligations against premiums receivable. The Company regularly evaluates its net credit exposure to assess the ability of cedents and retrocessionaires to honor their respective obligations.

## **Deposit Assets and Liabilities**

The Company applies deposit accounting to reinsurance contracts that do not transfer sufficient insurance risk to merit reinsurance accounting. Under deposit accounting, the Company recognizes an asset or liability based on its paid or received consideration. The deposit asset or liability balance is subsequently adjusted using the interest method with the corresponding income and expense recorded in the Company's consolidated statements of operations under "*Other income*" and "*Deposit interest expense*," respectively. The Company records deposit assets and liabilities in its consolidated balance sheets in "*Reinsurance balances receivable*" and "*Reinsurance balances payable*," respectively. At December 31, 2024, deposit assets and liabilities were nil and \$3.6 million, respectively (December 31, 2023: \$0.9 million and \$5.2 million, respectively).

## **Net investment income (loss)**

The Company records interest income and interest expense on an accrual basis.

Any realized and unrealized gains or losses from other investments are determined on the basis of the specific identification method (by reference to cost or amortized cost, as appropriate). Additionally, net investment income (loss) includes realized and unrealized gains (losses) on derivative instruments.

In connection with the Company's participation interest in Lloyd's syndicates, the Lloyd's syndicates invest a portion of the premiums withheld in investment funds and fixed-maturity securities. The Company records its share of income (or loss) from these assets as net investment income (loss) when reported by the syndicates, which is generally on a quarterly lag basis due to the timing of the availability of these quarterly financial reports.

## **Share-Based Compensation**

The Company recognizes share-based compensation costs based on the fair value at the award's grant date. The Company measures compensation for restricted shares and restricted stock units ("RSUs") based on the price of the Company's common shares at the grant date. For restricted shares and RSUs with service and performance vesting conditions, the expense is recognized based on management's estimate of the probability of the performance conditions being achieved based on historical results and expectations of future results. If the Company expects to meet the performance conditions, it attributes the expense to the period the requisite service is rendered. For restricted shares and RSUs with only service vesting conditions, the Company recognizes the associated expense on a straight-line basis over the vesting period, net of any estimated or expected forfeitures.

The forfeiture rate is estimated based on the Company's historical actual forfeitures relating to restricted shares and RSUs granted to employees. The forfeiture rate is reviewed annually and adjusted as necessary. The Company applies no forfeiture rate to restricted shares granted to directors, which vest over a maximum twelve-month period.

Determining the fair value of share purchase options at the grant date requires significant estimation and judgment. The Company uses the Black-Scholes option-pricing model to assist in the calculation of fair value for share purchase options. The model requires estimating various inputs such as the expected term, forfeiture and dividend rates, and volatility.

For share purchase options issued under the employee stock incentive plan, the compensation cost is calculated and recognized over the vesting periods on a graded vesting basis.

## **Foreign Exchange**

The reporting and functional currency of the Company and all its significant subsidiaries is the U.S. dollar. The Company records foreign currency transactions at the exchange rates in effect on the transaction date. Monetary assets and liabilities in foreign currencies are converted at the exchange rate in effect at the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies are carried at their historical exchange rates.

## **Derivative instruments**

The Company recognizes derivative financial instruments in the consolidated balance sheets at their fair values.

The Company's derivatives do not qualify as hedges for financial reporting purposes. The Company records the associated assets and liabilities in its consolidated balance sheets on a gross basis. The Company does not offset these balances against collateral pledged or received.

## **Other Assets**

The Company's other assets consist primarily of prepaid expenses, right-of-use lease assets, leasehold improvements, derivative assets, taxes recoverable, and deferred tax assets.

## **Other Liabilities**

The Company's other liabilities consist primarily of accruals for legal and other professional fees, employee bonuses and severances, taxes payable, derivative liabilities, and lease liabilities.

## **Comprehensive Income (Loss)**

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

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

The Company has issued unvested restricted stock awards, some of which contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid. These awards are considered "participating securities" for the purposes of calculating earnings (loss) per share. Basic earnings per share is calculated on the basis of the weighted average number of ordinary shares and participating securities outstanding during the period. Diluted earnings (or loss) per share includes the dilutive effect, if any, of the following:

- RSUs issued that convert to ordinary shares upon vesting;
- Unvested restricted share awards which are not considered "participating securities";
- Additional potential ordinary shares issuable when in-the-money stock options are exercised, determined using the treasury stock method; and
- Effective January 1, 2022, the dilutive effect of the convertible notes calculated using the if-converted method. Under the if-converted method, the convertible notes are assumed to be converted at the beginning of the period. The resulting common shares are included in the denominator of the diluted net income per common share calculation. Interest expense related to the convertible notes incurred in the period is added back to the numerator for purposes of the if-converted calculation.

Diluted earnings (or loss) per share contemplates a conversion to ordinary shares of all convertible instruments only if they are dilutive. In the event of a net loss, all RSUs, stock options, shares potentially issuable in connection with convertible notes, and participating securities are excluded from the calculation of both basic and diluted loss per share as their inclusion would be anti-dilutive.

## **Taxation**

The Company records current and deferred income taxes based on enacted tax laws and rates applicable in the relevant jurisdiction in the period in which the tax becomes accruable or realizable. Deferred income taxes are provided for all temporary differences between the bases of assets and liabilities reported in the consolidated balance sheets and those reported in the various jurisdictional tax returns.

The Company records a valuation allowance to the extent that the Company considers it more likely than not that all or a portion of the deferred tax asset will not be realized in the future. Other than this valuation allowance, the Company has not taken any income tax positions subject to significant uncertainty that is reasonably likely to have a material impact on the Company.

## **Recent Accounting Pronouncements**

### ***Recently Issued Accounting Standards Adopted***

On November 27, 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, *Segment Reporting - Improvements to Reportable Segment Disclosures*. The new ASU requires incremental disclosures related to a public entity's reportable segments but does not change the definition of a segment, the method for determining segments, or the criteria for aggregating operating segments into reportable segments. The Company adopted this new ASU for its year ended December 31, 2024 (see Note 17).

***Recently Issued Accounting Standards Not Yet Adopted***

In December 2023, FASB issued ASU 2023-09, *Income Taxes Topic (740) - Improvements to Income Tax Disclosures*. The new ASU provides more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. While early adoption is permitted, a public company should apply the amendments prospectively. This ASU is effective for the Company's 2025 year-end financial statements.

In November 2024, the FASB issued ASU 2024-03, *Disaggregation of Income Statement Expenses* ("ASU 2024-03"). This ASU 2024-03 requires more detailed disclosures about the type of expenses (including purchases of inventory, employee compensation, and depreciation / amortization) in commonly presented expense captions in the consolidated income statements e.g. cost of sales, general and administrative expenses, and research and development. The ASU 2024-03 is effective for public business entities for fiscal years beginning after December 15, 2026, and interim periods within fiscal years after December 15, 2027. Early adoption is permitted.

The Company is currently evaluating the disclosure impact of the above new ASUs.

### 3. INVESTMENT IN RELATED PARTY INVESTMENT FUND

The Company has entered into the Second Amended and Restated Exempted Limited Partnership Agreement (the “Solasglas LPA”) of Solasglas Investments, LP (“Solasglas”), as amended from time to time, with DME Advisors II, LLC (“DME II”), as General Partner, Greenlight Re, and GRIL, (together, the “GLRE Limited Partners”). Effective January 1, 2023, the Company increased the maximum Investment Portfolio to 60% of GLRE Surplus from 50% , as defined in the Solasglas LPA, which was further increased to 70% on August 1, 2024.

Solasglas has entered into a Solasglas investment advisory agreement (“IAA”) with DME Advisors. LP (“DME Advisors”), pursuant to which DME Advisors is the investment manager for Solasglas. DME II and DME Advisors are related to the Company, and each is an affiliate of David Einhorn, Chairman of the Company’s Board of Directors (the “Chairman”).

The Company has concluded that Solasglas qualifies as a variable interest entity (“VIE”) under U.S. GAAP. In assessing its interest in Solasglas, the Company noted the following:

- DME II serves as Solasglas’ general partner and has the power to appoint the investment manager. The Company does not have the power to appoint, change or replace the investment manager or the general partner except “for cause.” Neither of the GLRE Limited Partners can participate in the investment decisions of Solasglas as long as Solasglas adheres to the investment guidelines provided within the Solasglas LPA. For these reasons, the GLRE Limited Partners are not considered to have substantive participating rights or kick-out rights.
- DME II holds an interest in excess of 10% of Solasglas’ net assets, which the Company considers to represent an obligation to absorb losses and a right to receive benefits of Solasglas that are significant to Solasglas.

Consequently, the Company has concluded that DME II’s interests, not the Company’s, meet both the “power” and “benefits” criteria associated with VIE accounting guidance. Therefore DME II is Solasglas’ primary beneficiary. The Company presents its investment in Solasglas in its consolidated balance sheets in the caption “Investment in related party investment fund.”

The Company’s maximum exposure to loss relating to Solasglas is limited to GLRE’s share of Partners’ capital in Solasglas. At December 31, 2024, GLRE’s share of Partners’ capital in Solasglas was \$387.1 million (December 31, 2023: \$258.9 million), representing 77.9% (December 31, 2023: 72.7%) of Solasglas’ total capital. DME II held the remaining 22.1% (December 31, 2023: 27.3%) of Solasglas’ total capital. The investment in Solasglas is recorded at the GLRE Limited Partners’ share of Solasglas’ capital as reported by Solasglas’ third-party administrator. The GLRE Limited Partners can redeem their investment from Solasglas for operational purposes by providing 3 business days’ notice to DME II. At December 31, 2024, the majority of Solasglas’ long investments were composed of cash and publicly-traded equity securities, which could be readily liquidated to meet the GLRE Limited Partners’ redemption requests.

The Company’s share of Solasglas’ income from operations for the years ended December 31, 2024, 2023, and 2022, was \$33.6 million, \$28.7 million, and \$54.8 million, respectively, and shown in the caption “Income from investment in related party investment fund” in the Company’s consolidated statements of operations.

At December 31, 2024, the Company’s investment in Solasglas represented 60.9% (December 31, 2023: 43.4%) of total shareholders’ equity.

The Company has determined that for its fiscal year ended December 31, 2024, the Company’s investment in Solasglas met at least one of the conditions of a significant subsidiary under SEC’s Regulation S-X, Rule 3-09. Accordingly, the audited financial statements for Solasglas have been attached as an exhibit (Exhibit 99.1) to this Form 10-K.

The summarized financial statements of Solasglas are presented below.

**Summarized Statements of Financial Condition of Solasglas Investments, LP**

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
<b>Assets</b>		
Investments, at fair value	\$ 504,828	\$ 453,358
Derivative contracts, at fair value	8,925	11,167
Due from brokers	188,296	121,754
Cash and cash equivalents	40,354	—
Interest and dividends receivable	1,536	1,143
Total assets	<u>743,939</u>	<u>587,422</u>
<b>Liabilities and partners' capital</b>		
<b>Liabilities</b>		
Investments sold short, at fair value	(234,977)	(197,571)
Derivative contracts, at fair value	(4,452)	(12,917)
Due to brokers	—	(17,398)
Capital withdrawals payable	(4,000)	(1,000)
Interest and dividends payable	(3,218)	(2,315)
Accrued expenses and other liabilities	(180)	(247)
Total liabilities	<u>(246,827)</u>	<u>(231,448)</u>
<b>Partners' capital</b>	<b>\$ 497,112</b>	<b>\$ 355,974</b>
<b>GLRE's share of Partners' capital</b>	<b>\$ 387,144</b>	<b>\$ 258,890</b>

**Summarized Statements of Operations of Solasglas Investments, LP**

<b>Year ended December 31,</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
<b>Investment income</b>			
Dividend income (net of withholding taxes)	\$ 3,108	\$ 1,869	\$ 1,586
Interest income	14,103	9,211	2,390
<b>Total Investment income</b>	<b>17,211</b>	<b>11,080</b>	<b>3,976</b>
<b>Expenses</b>			
Management fee	(6,074)	(4,766)	(3,580)
Interest	(4,365)	(6,969)	(1,950)
Dividends	(4,593)	(2,802)	(1,374)
Research and operating	(1,568)	(1,750)	(988)
<b>Total expenses</b>	<b>(16,600)</b>	<b>(16,287)</b>	<b>(7,892)</b>
<b>Net investment income (loss)</b>	<b>611</b>	<b>(5,207)</b>	<b>(3,916)</b>
<b>Realized and change in unrealized gains (losses)</b>			
Net realized gain (loss)	97,865	(1,394)	75,172
Net change in unrealized appreciation (depreciation)	(46,316)	55,279	11,886
Net gain on investment transactions	51,549	53,885	87,058
<b>Net increase in Partners' capital <sup>(1)</sup></b>	<b>\$ 52,160</b>	<b>\$ 48,678</b>	<b>\$ 83,142</b>
<b>GLRE's share of the increase in Partners' capital</b>	<b>\$ 33,605</b>	<b>\$ 28,696</b>	<b>\$ 54,844</b>

<sup>1</sup> The net increase in Partners' capital is net of management fees and performance allocation presented below:

<b>Year ended December 31,</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
Management fees	\$ 6,074	\$ 4,766	\$ 3,580
Performance allocation	3,734	3,188	6,094
<b>Total</b>	<b>\$ 9,808</b>	<b>\$ 7,954</b>	<b>\$ 9,674</b>

See Note 15 for further details on management fees and performance allocation.

**4. OTHER INVESTMENTS**

**Portfolio**

The Company's other investments consist of:

- Private investments, unlisted equities, and debt and convertible debt instruments, which consist primarily of Innovations-related investments supporting technology innovators in the (re)insurance market (See Note 17).

At December 31, 2024, the breakdown of the Company's other investments was as follows:

	<b>Cost</b>	<b>Unrealized gains</b>	<b>Unrealized losses</b>	<b>Accrued interest</b>	<b>Fair value / carrying value</b>
Private investments and unlisted equities	\$ 28,111	\$ 51,076	\$ (7,320)	\$ —	\$ 71,867
Debt and convertible debt securities	2,713	—	(1,510)	90	1,293
<b>Total other investments</b>	<b>\$ 30,824</b>	<b>\$ 51,076</b>	<b>\$ (8,830)</b>	<b>\$ 90</b>	<b>\$ 73,160</b>

At December 31, 2023, the breakdown of the Company's other investments was as follows:

	Cost	Unrealized gains	Unrealized losses	Accrued interest	Fair value / carrying value
Private investments and unlisted equities	\$ 28,470	\$ 49,424	\$ (6,737)	\$ —	\$ 71,157
Debt and convertible debt securities	2,499	—	(499)	136	2,136
<b>Total other investments</b>	<b>\$ 30,969</b>	<b>\$ 49,424</b>	<b>\$ (7,236)</b>	<b>\$ 136</b>	<b>\$ 73,293</b>

The following table presents the carrying values of the private investments and unlisted equity securities carried under the measurement alternative at December 31<sup>st</sup> and the related adjustments recorded during the years then ended.

	2024	2023	2022
Carrying value <sup>(1)</sup>	\$ 71,867	\$ 71,157	\$ 62,433
Upward carrying value changes <sup>(2)</sup>	\$ 2,908	\$ 7,262	\$ 11,277
Downward carrying value changes and impairment <sup>(3)</sup>	\$ (3,311)	\$ (5,003)	\$ (1,073)

<sup>(1)</sup> The period-end carrying values reflect cumulative purchases and sales in addition to upward and downward carrying value changes.

<sup>(2)</sup> The cumulative upward carrying value changes from inception to December 31, 2024, totaled \$53.5 million.

<sup>(3)</sup> The cumulative downward carrying value changes and impairments from inception to December 31, 2024, totaled \$9.7 million.

#### Net investment income

The following table summarizes the change in unrealized gains (losses) and the realized gains (losses) for the Company's other investments, which are included in "Net investment income" in the consolidated statements of operations (see Note 13):

Year ended December 31,	2024	2023	2022
Gross realized gains	\$ 346	\$ 7	\$ —
Gross realized losses	(1,332)	(811)	—
Net realized gains (losses)	\$ (986)	\$ (804)	\$ —
Change in unrealized gains	68	2,542	9,858
<b>Net realized and unrealized gains (losses) on other investments</b>	<b>\$ (918)</b>	<b>\$ 1,738</b>	<b>\$ 9,858</b>

## 5. RESTRICTED CASH AND CASH EQUIVALENTS

The following table shows the breakdown of the Company's restricted cash and cash equivalents, along with a reconciliation of the total cash, cash equivalents, and restricted cash reported in the consolidated statements of cash flows:

	December 31, 2024	December 31, 2023
Restricted cash and cash equivalents:		
Cash securing trust accounts	\$ 256,796	\$ 300,152
Cash securing letters of credit issued	312,855	291,456
Cash securing Loan Facility	10,000	10,000
Other	4,751	3,040
<b>Total restricted cash and cash equivalents</b>	<b>584,402</b>	<b>604,648</b>
Cash and cash equivalents	64,685	51,082
<b>Total cash, cash equivalents, and restricted cash</b>	<b>\$ 649,087</b>	<b>\$ 655,730</b>

Where the Company operates as a non-admitted carrier in certain foreign jurisdictions, regulatory trust accounts and letters of credit are issued to cedents. Additionally, the Company has provided cash collateral for the Loan Facility (see Note 9).

## 6. FAIR VALUE MEASUREMENTS

### *Fair Value Hierarchy*

The fair value of a financial instrument is the amount that would be received in an asset sale or paid to transfer a liability in an orderly transaction between unaffiliated market participants. Assets and liabilities measured at fair value are categorized based on the extent to which the inputs are observable in the market. The categorization of financial instruments within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. The hierarchy is prioritized into three levels (with Level 3 being the lowest) defined as follows:

- *Level 1:* Quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.
- *Level 2:* Observable inputs other than prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated with observable market data.
- *Level 3:* Unobservable inputs supported by little or no market activity and significant to the fair value of the assets and liabilities. The term “unobservable inputs” includes certain pricing models, discounted cash flow methodologies, and similar techniques.

There have been no material change in the Company’s valuation techniques, nor have there been any transfers between Level 1 and Level 2, or Level 2 and Level 3 for the years presented in these consolidated financial statements.

### *Assets measured at fair value on a nonrecurring basis*

At December 31, 2024 and 2023, the Company held \$63.4 million and \$61.3 million, respectively, of private investments and unlisted equities measured at fair value on a nonrecurring basis. At December 31, 2024, the Company held \$8.5 million (2023: \$9.9 million) of private investments and unlisted equities measured at cost. The Company classifies these investments as Level 3 within the fair value hierarchy.

The following table summarizes the periods between the most recent fair value measurement dates and December 31, 2024, for the private and unlisted equities measured at fair value on a nonrecurring basis:

	<b>Less than 6 months</b>	<b>6 to 12 months</b>	<b>Over 1 year</b>	<b>Total</b>
Fair values measured on a nonrecurring basis	\$ 14,083	\$ 1,423	\$ 47,858	\$ 63,364

### *Assets measured at fair value on a recurring basis*

#### *Derivative financial instruments*

The Company uses interest rate swaps in connection with its risk management activities to hedge 50% of the interest rate risk relating to the outstanding Term Loans (see Note 9). The interest rate swaps are carried at fair value and are determined using a market approach valuation technique based on significant observable market inputs from third-party pricing vendors. Accordingly, the interest rates swaps are classified as Level 2 within the fair value hierarchy. These derivative instruments are not designated as accounting hedges under U.S. GAAP.

For the years ended December 31, 2024 and 2023, the Company recognized an unrealized loss for the above derivatives of \$0.3 million and an unrealized gain of \$0.6 million, respectively, which is included in “*Interest expense*” in the consolidated statements of operations. The unrealized loss / gain is reported as “*Net change in unrealized gains and losses on investments and derivatives*” in the consolidated statements of cash flows. The derivative liability is included in “*Other liabilities*” in the consolidated balance sheets.

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

At December 31, 2024, the carrying value of debt and convertible debt securities within “Other Investments” (see Note 4) and the Term Loans approximates their fair values. The Company classifies these financial instruments as Level 2 within the fair value hierarchy.

**7. LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES**

The Company’s loss and LAE reserves were composed of the following:

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Case reserves	\$ 230,633	\$ 189,050
IBNR	630,336	472,504
<b>Total</b>	<b>\$ 860,969</b>	<b>\$ 661,554</b>

**Reserve Roll-forward**

The following provides a reconciliation of the Company’s beginning and ending gross and net reserves for loss and LAE:

<b>Year ended December 31,</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
Gross balance at January 1	\$ 661,554	\$ 555,468	\$ 524,010
Less: Losses recoverable	(25,687)	(13,239)	(11,100)
Net balance at January 1	635,867	542,229	512,910
Incurred losses related to:			
Current year	406,465	348,798	316,367
Prior years	20,804	11,206	118
Total incurred	427,269	360,004	316,485
Paid losses related to:			
Current year	(63,448)	(75,678)	(78,517)
Prior years	(218,973)	(198,613)	(198,897)
Total paid	(282,421)	(274,291)	(277,414)
Foreign exchange and translation adjustment	(5,536)	7,926	(9,752)
Net balance at December 31	775,179	635,867	542,229
Add: Losses recoverable (see Note 8)	85,790	25,687	13,239
Gross balance at December 31	<b>\$ 860,969</b>	<b>\$ 661,554</b>	<b>\$ 555,468</b>

**Estimates for Catastrophe Events**

At December 31, 2024 and 2023, the Company’s net reserves for losses and LAE include estimated amounts for several catastrophe and weather-related events (the “CAT losses”).

The determination of the net reserves for losses and LAE related to CAT events represent the Company’s best estimate of losses and LAE that have been incurred at December 31, 2024. The determination of these net reserves for losses and LAE is estimated by management after a catastrophe occurs by completing an in-depth analysis of individual contracts which could potentially have been impacted by the CAT event. This in-depth analysis may rely on several sources of information including:

- catastrophe bulletins published by various independent statistical reporting agencies;
- estimates of the size of insured industry losses from the CAT event and the Company’s corresponding market share;
- a review of the Company’s reinsurance contracts to identify those contracts which may be exposed to the CAT event;
- a review of modeled loss estimates based on information previously reported by customers and brokers, including exposure data obtained during the underwriting process;
- discussions of the impact of the event with customers and brokers; and
- a review of the coverage provided by the Company’s retrocession contracts (ceded reinsurance).

While the Company believes its estimate of net reserves for losses and LAE is adequate for CAT losses that have been incurred at December 31, 2024 based on current facts and circumstances, the Company monitors changes in paid and incurred losses in relation to each catastrophe in subsequent reporting periods and adjustments are made to estimates of ultimate losses for each event if there are developments that are different from previous expectations. The magnitude and volume of losses arising from CAT events is inherently uncertain. Adjustments are recorded in the period in which they are identified. Accordingly, actual losses for CAT events may ultimately differ materially from the Company’s current estimates.

*CAT events in 2024*

During the year ended December 31, 2024, the Company incurred net CAT losses of \$57.5 million driven mainly by the Baltimore Bridge collapse, Hurricanes Helene and Milton, the severe convective storms in the U.S. (the “U.S. tornados”) and various marine, energy and aviation related events.

*CAT events in 2023*

During the year ended December 31, 2023, the Company incurred net CAT losses of \$28.8 million driven mainly by the U.S. tornados and a Mexican state-owned oil platform fire loss.

*CAT events in 2022*

During the year ended December 31, 2022, the Company incurred net CAT losses of \$39.7 million driven mainly by the Russian-Ukraine conflict and Hurricane Ian.

**Prior Year Reserve Development**

The Company’s net favorable (adverse) prior year development arises from changes to estimates for losses and LAE related to loss events that occurred in previous calendar years. The following table presents net prior year reserve development by segment and consolidated:

	<b>Favorable (Adverse)</b>				
	<b>Open Market</b>	<b>Innovations</b>	<b>Total Segments</b>	<b>Corporate</b>	<b>Total Consolidated</b>
Year ended December 31, 2024	\$ (14,944)	\$ 296	\$ (14,648)	\$ (6,156)	\$ (20,804)
Year ended December 31, 2023	\$ (3,586)	\$ (430)	\$ (4,016)	\$ (7,190)	\$ (11,206)
Year ended December 31, 2022	\$ 3,487	\$ (2,669)	\$ 818	\$ (936)	\$ (118)

*Open Market Segment:*

- The net adverse reserve development in 2024 was composed of \$18.4 million of reserve strengthening predominantly driven by the Russian-Ukrainian conflict over aviation losses due to additional uncertainties over judicial rulings interpreting applicable coverages and contracts in place and the future behavior of the Russian government and airlines. Additionally, the Company had reserve strengthening on the casualty line (various underwriting years) due to current economic and social inflation trends. This was partially offset by \$3.4 million of favorable reserve development predominantly on financial and specialty lines (various underwriting years).
- The net adverse reserve development in 2023 was composed of \$28.6 million of reserve strengthening predominantly on the casualty line (various underwriting years) due to current economic and social inflation trends, coupled with a final claim settlement on a professional liability contract (2008 underwriting year). This was partially offset mainly by \$25.0 million of net favorable reserve development on the financial, property (CAT related), and specialty lines due to better than expected loss emergence (2020-2022 underwriting years).
- The net favorable reserve development in 2022 was composed of \$16.0 million of favorable reserve development predominantly on the financial line (2017-2020 underwriting years) and property line (various pre-2021 years property CAT events) due to better than expected loss emergence. This was partially offset by \$12.5 million of reserve strengthening predominantly on the casualty line (2014-2021 underwriting years) due to current economic and social inflation trends.

*Innovations Segment:*

- The net favorable reserve development in 2024 was composed of \$1.8 million mainly on the health line (mostly 2020-2021 underwriting years) due to better than expected loss emergence, offset partially by \$1.5 million reserve strengthening on financial, multiline, and specialty lines.
- The net adverse reserve development in 2023 was composed of \$1.2 million of reserve strengthening predominantly on the multiline business (2021 underwriting year) due to current economic and social inflation trends. The adverse development was offset partially by \$0.8 million favorable reserve development on specialty business (2021 underwriting year) due to better than expected loss emergence.
- The net adverse reserve development in 2022 was composed of \$2.9 million of reserve strengthening predominantly on the health line (2020 underwriting year). The adverse development was offset partially by \$0.2 million of favorable reserve development on the multiline business.

*Corporate - Runoff Business:*

Corporate represents the runoff business relating to the Company's property business not renewed in 2024 as a result of significant CAT losses driven by the U.S. tornados (2021-2023 underwriting years) and Winter Storm Elliott (2022 underwriting year). The adverse prior year reserve development for the three years presented in the above table relate to these CAT events.

***Net Incurred and Paid Claims Development Tables by Accident Year***

The following tables present net incurred and paid claims development by accident year, total IBNR liabilities plus expected development on reported claims, and average annual percentage payout of incurred claims by age for each line of business. The loss development tables are presented on an accident year basis for each line of business within the Open Market and Innovations segments, as well as for the Corporate runoff property business (see Note 17). The Company does not discount reserves for losses and LAE.

For incurred and paid claims denominated in currencies other than U.S. dollars, the tables are presented using the foreign exchange rate in effect at the current year-end date. As a result, all prior year information has been restated to reflect December 31, 2024, foreign exchange rates. This treatment prevents changes in foreign currency exchange rates from distorting the claims development between the years presented.

Additionally, for assumed contracts, the Company does not generally receive claims information by accident year from the ceding insurers but instead receives claims information by the treaty year of the contract. Claims reported by the ceding insurer to the Company may have the covered losses occurring in an accident year other than the treaty year. Some incurred and paid claims have been allocated to the accident years for the loss development tables based on the proportion of premiums earned for each contract during such accident year.

The totals in the tables below may not sum due to rounding.

**Open Market Segment**

**Open Market - Casualty**

Incurred claims and allocated claim adjustment expenses, net of reinsurance											December 31, 2024
For the years ended December 31,											Total IBNR plus expected development on reported claims
Accident year	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ 42,514	\$ 42,747	\$ 47,000	\$ 49,032	\$ 50,051	\$ 49,496	\$ 52,618	\$ 54,660	\$ 53,820	\$ 55,102	\$ 4,585
2016		61,604	68,329	73,389	73,678	73,585	78,598	82,464	86,665	91,068	12,775
2017			65,586	73,347	73,586	75,163	81,209	84,804	91,376	97,122	18,159
2018				39,089	39,790	40,253	42,099	42,717	46,338	50,274	9,351
2019					35,774	36,379	36,888	37,100	39,483	39,890	7,282
2020						52,652	49,098	50,963	54,239	55,591	11,087
2021							71,345	69,504	73,592	73,950	12,598
2022								54,332	53,442	50,206	24,982
2023									47,830	47,424	39,060
2024										55,246	52,793
										<b>Total</b>	<b>\$ 615,873 \$ 192,673</b>

**Open Market - Casualty**

Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance											
For the years ended December 31,											
Accident year	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ 1,610	\$ 5,832	\$ 15,156	\$ 22,460	\$ 27,112	\$ 36,833	\$ 41,694	\$ 45,429	\$ 47,980	\$ 50,517	
2016		3,182	11,919	23,753	34,387	46,829	54,693	64,701	71,084	78,293	
2017			5,355	16,115	25,962	38,919	50,029	60,701	69,392	78,963	
2018				4,990	12,534	19,245	26,479	30,467	35,139	40,923	
2019					6,235	15,319	21,671	25,516	29,193	32,608	
2020						11,443	24,107	33,374	40,088	44,504	
2021							23,210	43,059	54,644	61,352	
2022								9,258	17,623	25,224	
2023									2,845	8,364	
2024										2,453	
									<b>Total</b>	<b>423,200</b>	
										All outstanding liabilities before 2015, net of reinsurance	1,488
										Liabilities for claims and claims adjustment expenses, net of reinsurance (Casualty)	<b>\$ 194,161</b>

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited)**

Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
11.8 %	16.9 %	14.5 %	11.8 %	12.0 %	13.2 %	7.0 %	4.2 %	3.2 %	5.4 %

**Open Market - Financial**

Incurred claims and allocated claim adjustment expenses, net of reinsurance											December 31, 2024	
For the years ended December 31,											Total IBNR plus expected development on reported claims	
Accident year	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024		
<b>(Unaudited - Supplementary Information)</b>												
2015	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	
2016		1,861	1,861	580	872	824	501	490	488	486	79	
2017			7,779	3,726	3,944	6,477	5,021	5,006	4,811	4,614	309	
2018				4,110	4,474	6,864	5,047	5,318	5,203	4,794	765	
2019					9,922	13,427	11,608	9,400	9,093	8,495	1,877	
2020						20,687	20,479	19,515	19,422	20,070	6,571	
2021							17,836	15,733	13,479	13,529	5,904	
2022								21,311	19,803	20,184	12,274	
2023									18,790	16,179	12,649	
2024										21,500	19,555	
										<b>Total</b>	<b>\$109,851</b>	<b>\$ 59,984</b>

**Open Market - Financial**

Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance											
For the years ended December 31,											
Accident year	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	
2016		5	23	322	576	412	405	407	406	406	
2017			100	1,830	3,339	4,278	4,283	4,413	4,413	4,305	
2018				665	4,005	3,825	3,957	4,354	4,353	4,029	
2019					3,063	4,282	5,233	6,775	6,948	6,618	
2020						2,811	5,310	9,492	11,277	13,498	
2021							500	2,184	5,086	7,625	
2022								—	4,502	7,910	
2023									1,978	3,531	
2024										1,945	
										<b>Total</b>	<b>49,867</b>
										All outstanding liabilities before 2015, net of reinsurance	<b>—</b>
										Liabilities for claims and claims adjustment expenses, net of reinsurance (Financial)	<b>\$ 59,984</b>

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited)**

Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
20.3 %	33.6 %	25.4 %	14.4 %	6.3 %	— %	— %	— %	— %	— %

**Open Market - Health**

<b>Incurred claims and allocated claim adjustment expenses, net of reinsurance</b>											<b>December 31, 2024</b>
<b>For the years ended December 31,</b>											<b>Total IBNR plus expected development on reported claims</b>
<b>Accident year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ 29,465	\$ 28,899	\$ 29,009	\$ 28,763	\$ 28,714	\$ 28,713	\$ 28,713	\$ 28,713	\$ 28,684	\$ 28,684	\$ —
2016		13,269	14,943	14,846	14,571	14,546	14,546	14,546	14,529	14,529	—
2017			9,621	11,580	11,847	11,606	11,696	11,696	11,685	11,685	—
2018				22,375	24,494	24,186	23,522	23,522	23,498	23,498	—
2019					23,647	24,224	24,012	24,018	23,773	23,763	5
2020						27,385	27,386	27,309	26,830	26,820	10
2021							19,765	20,103	19,669	19,623	11
2022								4,064	3,650	3,558	16
2023									123	10	10
2024										161	161
									<b>Total</b>	<b>\$ 152,332</b>	<b>\$ 213</b>

**Open Market - Health**

<b>Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance</b>											
<b>For the years ended December 31,</b>											
<b>Accident year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ 14,187	\$ 28,657	\$ 28,754	\$ 28,702	\$ 28,684	\$ 28,684	\$ 28,684	\$ 28,684	\$ 28,684	\$ 28,684	
2016		9,282	14,787	14,831	14,529	14,529	14,529	14,529	14,529	14,529	
2017			6,494	11,002	11,541	11,541	11,691	11,691	11,685	11,685	
2018				13,079	23,220	24,063	23,506	23,506	23,498	23,498	
2019					10,698	23,378	23,762	23,762	23,758	23,758	
2020						14,536	26,809	26,814	26,810	26,810	
2021							13,186	19,595	19,615	19,611	
2022								3,003	3,546	3,542	
2023									—	—	
2024										—	
									<b>Total</b>	<b>152,119</b>	
										All outstanding liabilities before 2015, net of reinsurance	—
										<b>Liabilities for claims and claims adjustment expenses, net of reinsurance (Motor Casualty)</b>	<b>\$ 213</b>

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited)**

<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Year 6</b>	<b>Year 7</b>	<b>Year 8</b>	<b>Year 9</b>	<b>Year 10</b>
57.3 %	41.4 %	1.3 %	— %	— %	— %	— %	— %	— %	— %

**Open Market - Multiline**

Incurred claims and allocated claim adjustment expenses, net of reinsurance											December 31, 2024
For the years ended December 31,											Total IBNR plus expected development on reported claims
Accident year	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$162,948	\$165,776	\$168,369	\$172,465	\$173,734	\$173,455	\$172,075	\$171,782	\$172,072	\$171,691	\$ 1,582
2016		240,527	250,969	256,726	262,994	261,015	256,839	257,806	257,887	257,690	303
2017			301,673	300,557	311,730	318,398	306,666	303,381	301,899	302,370	2,513
2018				256,451	268,497	265,995	259,005	258,095	253,301	253,462	1,431
2019					255,787	272,529	284,399	285,292	280,551	277,254	1,445
2020						155,262	163,047	160,017	159,497	158,913	5,000
2021							187,356	176,868	187,812	199,153	6,395
2022								152,106	148,280	144,962	18,206
2023									124,313	122,173	72,943
2024										115,211	103,151
										<b>Total</b>	<b>\$2,002,879</b>
											<b>\$ 212,970</b>

**Open Market - Multiline**

Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance												
For the years ended December 31,												
Accident year	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024		
<b>(Unaudited - Supplementary Information)</b>												
2015	\$ 95,129	\$ 155,609	\$ 166,040	\$ 169,229	\$ 169,481	\$ 168,910	\$ 168,948	\$ 169,386	\$ 169,599	\$ 170,109		
2016		128,360	219,642	241,269	256,237	253,883	254,601	256,902	257,079	257,388		
2017			162,142	260,211	290,161	292,363	294,886	296,902	297,633	299,857		
2018				135,443	236,493	243,307	245,639	247,866	249,905	252,031		
2019					141,012	242,202	264,221	271,534	274,065	275,809		
2020						64,201	129,462	144,893	151,575	153,913		
2021							83,913	145,076	175,632	192,757		
2022								42,560	84,962	126,756		
2023									18,593	49,229		
2024										12,060		
										<b>Total</b>	<b>1,789,909</b>	
											All outstanding liabilities before 2015, net of reinsurance	51
											Liabilities for claims and claims adjustment expenses, net of reinsurance (Multiline)	<b>\$ 213,021</b>

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited)**

Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
47.2 %	37.2 %	9.8 %	3.6 %	0.8 %	0.6 %	0.5 %	0.2 %	— %	0.1 %

**Open Market - Property**

<b>Incurred claims and allocated claim adjustment expenses, net of reinsurance</b>											<b>December 31, 2024</b>
<b>For the years ended December 31,</b>											<b>Total IBNR plus expected development on reported claims</b>
<b>Accident year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ 29,245	\$ 33,473	\$ 34,145	\$ 31,310	\$ 31,066	\$ 30,326	\$ 30,200	\$ 30,244	\$ 30,239	\$ 30,255	\$ 184
2016		27,308	27,713	24,044	23,346	23,089	22,917	22,972	22,881	22,883	33
2017			80,591	75,833	66,718	67,176	66,987	66,355	66,109	65,911	792
2018				27,890	24,391	24,765	24,119	23,511	23,059	22,932	2,259
2019					27,603	14,816	14,297	12,470	12,684	12,583	1,325
2020						28,697	24,784	21,661	21,168	21,002	3,109
2021							20,909	15,632	14,393	13,864	3,170
2022								20,963	14,962	14,494	4,626
2023									13,145	14,342	7,799
2024										30,611	28,685
									<b>Total</b>	<b>\$248,877</b>	<b>\$ 51,982</b>

**Open Market - Property**

<b>Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance</b>											
<b>For the years ended December 31,</b>											
<b>Accident year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ 12,883	\$ 25,262	\$ 28,635	\$ 29,603	\$ 29,808	\$ 29,910	\$ 29,932	\$ 30,025	\$ 30,027	\$ 30,071	
2016		9,930	18,133	20,946	21,935	22,281	22,614	22,705	22,764	22,850	
2017			43,243	55,151	62,281	63,427	64,584	64,666	65,048	65,119	
2018				5,137	15,310	17,992	18,703	19,706	20,746	20,673	
2019					4,045	6,905	8,287	9,763	11,088	11,258	
2020						5,851	11,133	15,062	16,793	17,893	
2021							2,289	6,597	9,245	10,693	
2022								3,196	7,605	9,867	
2023									3,377	6,543	
2024										1,926	
									<b>Total</b>	<b>196,895</b>	
										All outstanding liabilities before 2015, net of reinsurance	172
										<b>Liabilities for claims and claims adjustment expenses, net of reinsurance (Property)</b>	<b>\$ 52,154</b>

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited)**

<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Year 6</b>	<b>Year 7</b>	<b>Year 8</b>	<b>Year 9</b>	<b>Year 10</b>
49.3 %	33.2 %	8.5 %	3.5 %	2.8 %	1.4 %	0.8 %	0.2 %	0.2 %	0.1 %

**Open Market - Specialty**

<b>Incurring claims and allocated claim adjustment expenses, net of reinsurance</b>											<b>December 31, 2024</b>
<b>For the years ended December 31,</b>											<b>Total IBNR plus expected development on reported claims</b>
<b>Accident year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ 308	\$ 282	\$ 308	\$ 277	\$ 185	\$ 185	\$ 185	\$ 185	\$ 185	\$ 185	\$ —
2016		—	—	—	—	—	—	—	—	—	—
2017			4,146	3,582	3,537	3,672	3,046	2,860	2,568	2,551	41
2018				3,459	3,809	4,100	3,640	3,690	3,559	3,488	79
2019					9,002	8,650	7,948	8,283	8,670	8,705	292
2020						25,557	20,671	22,675	21,223	21,319	2,362
2021							30,411	31,810	28,260	34,024	16,464
2022								35,997	33,417	43,110	29,404
2023									56,455	42,575	28,101
2024										104,266	94,912
									<b>Total</b>	<b>\$260,223</b>	<b>\$ 171,653</b>

**Open Market - Specialty**

<b>Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance</b>											
<b>For the years ended December 31,</b>											
<b>Accident year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ 57	\$ 174	\$ 185	\$ 185	\$ 185	\$ 185	\$ 185	\$ 185	\$ 185	\$ 185	
2016		—	—	—	—	—	—	—	—	—	
2017			68	889	1,543	2,018	2,238	2,387	2,455	2,510	
2018				543	1,664	2,331	2,885	3,158	3,312	3,409	
2019					1,742	4,518	5,885	7,061	7,988	8,413	
2020						2,962	13,484	16,501	17,820	18,957	
2021							8,827	11,281	14,523	17,561	
2022								736	7,214	13,707	
2023									4,828	14,474	
2024										9,354	
									<b>Total</b>	<b>88,569</b>	
										All outstanding liabilities before 2015, net of reinsurance	—
										<b>Liabilities for claims and claims adjustment expenses, net of reinsurance (Specialty)</b>	<b>\$ 171,653</b>

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited)**

<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Year 6</b>	<b>Year 7</b>	<b>Year 8</b>	<b>Year 9</b>	<b>Year 10</b>
19.0 %	32.6 %	20.2 %	11.5 %	7.1 %	4.8 %	2.7 %	2.1 %	— %	— %

**Innovations Segment**

**Innovations - Casualty**

Incurred claims and allocated claim adjustment expenses, net of reinsurance											December 31, 2024
For the years ended December 31,											Total IBNR plus expected development on reported claims
Accident year	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	
(Unaudited - Supplementary Information)											
2015	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
2016		—	—	—	—	—	—	—	—	—	—
2017			—	—	—	—	—	—	—	—	—
2018				—	—	—	—	—	—	—	—
2019					—	—	—	—	—	—	—
2020						—	—	—	—	—	—
2021							643	643	457	503	503
2022								2,228	1,947	1,996	1,978
2023									8,222	7,701	7,690
2024										10,647	9,815
										<b>Total</b>	<b>\$ 20,847 \$ 19,986</b>

**Innovations - Casualty**

**Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance**

**For the years ended December 31,**

Accident year	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	
(Unaudited - Supplementary Information)											
2015	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	
2016		—	—	—	—	—	—	—	—	—	
2017			—	—	—	—	—	—	—	—	
2018				—	—	—	—	—	—	—	
2019					—	—	—	—	—	—	
2020						—	—	—	—	—	
2021							—	—	—	—	
2022								15	18	18	
2023									146	11	
2024										832	
									<b>Total</b>	<b>861</b>	
										All outstanding liabilities before 2015, net of reinsurance	—
										Liabilities for claims and claims adjustment expenses, net of reinsurance (Casualty)	<b>\$ 19,986</b>

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited) <sup>(1)</sup>**

Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
11.8 %	16.9 %	14.5 %	11.8 %	12.0 %	13.2 %	7.0 %	4.2 %	3.2 %	5.4 %

(1) Due to lack of payment history for Innovations segment, the above table is based on the Open Market segment for same line of business.



**Innovations - Health**

Incurred claims and allocated claim adjustment expenses, net of reinsurance											December 31, 2024
Accident year	For the years ended December 31,										Total IBNR plus expected development on reported claims
	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	
	(Unaudited - Supplementary Information)										
2015	\$ 985	\$ 983	\$ 983	\$ 656	\$ 612	\$ 612	\$ 612	\$ 612	\$ 587	\$ 587	\$ —
2016		1,020	1,020	714	694	694	694	694	647	647	—
2017			903	894	1,147	1,147	1,147	1,018	987	987	—
2018				1,121	1,281	1,267	1,263	1,097	1,024	1,024	—
2019					2,943	3,900	3,849	3,829	3,790	3,790	—
2020						9,677	9,751	9,819	9,745	9,688	—
2021							19,052	21,402	21,328	20,999	—
2022								4,572	4,967	4,106	29
2023									1,214	1,067	33
2024										1,029	639
										Total	\$ 43,924 \$ 701

**Innovations - Health**

Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance											
Accident year	For the years ended December 31,										
	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	
	(Unaudited - Supplementary Information)										
2015	\$ 249	\$ 528	\$ 587	\$ 587	\$ 587	\$ 587	\$ 587	\$ 587	\$ 587	\$ 587	
2016		245	566	626	644	647	647	647	647	647	
2017			272	855	967	987	987	987	987	987	
2018				438	818	1,017	1,025	1,025	1,024	1,024	
2019					878	3,542	3,788	3,791	3,790	3,790	
2020						6,777	9,478	9,689	9,688	9,688	
2021							15,710	20,763	21,003	20,999	
2022								2,211	3,847	4,077	
2023									537	1,033	
2024										390	
										Total	43,223
	All outstanding liabilities before 2015, net of reinsurance										—
	Liabilities for claims and claims adjustment expenses, net of reinsurance (Health)										\$ 701

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited)**

Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
57.3 %	41.4 %	1.3 %	— %	— %	— %	— %	— %	— %	— %

**Innovations - Multiline**

<b>Innovations - Multiline</b>											<b>December 31, 2024</b>
<b>Incurred claims and allocated claim adjustment expenses, net of reinsurance</b>											
<b>For the years ended December 31,</b>											<b>Total IBNR plus expected development on reported claims</b>
<b>Accident year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
2016		—	—	—	—	—	—	—	—	—	—
2017			—	—	—	—	—	—	—	—	—
2018				4	8	8	9	9	9	9	—
2019					1,237	1,065	1,224	1,153	1,198	1,101	20
2020						2,132	2,230	2,135	2,185	2,273	42
2021							3,345	2,914	3,064	2,786	137
2022								12,953	12,280	14,248	4,416
2023									31,970	30,667	14,435
2024										32,610	25,326
									<b>Total</b>	<b>\$ 83,694</b>	<b>\$ 44,376</b>

**Innovations - Multiline**

<b>Innovations - Multiline</b>											
<b>Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance</b>											
<b>For the years ended December 31,</b>											
<b>Accident year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	
2016		—	—	—	—	—	—	—	—	—	
2017			—	—	—	—	—	—	—	—	
2018				—	1	6	9	9	9	9	
2019					182	845	1,148	1,115	1,148	1,081	
2020						1,286	2,034	2,088	2,131	2,231	
2021							1,314	2,132	2,487	2,649	
2022								3,181	7,193	9,832	
2023									11,145	16,232	
2024										7,283	
									<b>Total</b>	<b>39,318</b>	
										All outstanding liabilities before 2015, net of reinsurance	—
										<b>Liabilities for claims and claims adjustment expenses, net of reinsurance (Multiline)</b>	<b>\$ 44,376</b>

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited) <sup>(1)</sup>**

<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Year 6</b>	<b>Year 7</b>	<b>Year 8</b>	<b>Year 9</b>	<b>Year 10</b>
47.2 %	37.2 %	9.8 %	3.6 %	0.8 %	0.6 %	0.5 %	0.2 %	— %	0.1 %

(1) Due to lack of payment history for Innovations segment, the above table is based on the Open Market segment for same line of business.

**Innovations - Specialty**

<b>Innovations - Specialty</b>											<b>December 31, 2024</b>
<b>Incurring claims and allocated claim adjustment expenses, net of reinsurance</b>											
<b>Accident year</b>	<b>For the years ended December 31,</b>										<b>Total IBNR plus expected development on reported claims</b>
	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	—	—	—	—	—	—	—	—	—	—	\$ —
2016		—	—	—	—	—	—	—	—	—	—
2017			—	—	—	—	—	—	—	—	—
2018				—	—	—	—	—	—	—	—
2019					—	—	—	—	—	—	—
2020						—	—	—	—	—	—
2021							118	331	36	36	7
2022								1,444	858	787	28
2023									3,138	3,773	1,122
2024										3,638	934
									<b>Total</b>	<b>8,234</b>	<b>\$ 2,091</b>

**Innovations - Specialty**

<b>Innovations - Specialty</b>											
<b>Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance</b>											
<b>For the years ended December 31,</b>											
<b>Accident year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	
<b>(Unaudited - Supplementary Information)</b>											
2015	—	—	—	—	—	—	—	—	—	—	
2016		—	—	—	—	—	—	—	—	—	
2017			—	—	—	—	—	—	—	—	
2018				—	—	—	—	—	—	—	
2019					—	—	—	—	—	—	
2020						—	—	—	—	—	
2021							18	37	30	30	
2022								431	807	758	
2023									1,377	2,651	
2024										2,704	
									<b>Total</b>	<b>6,142</b>	
All outstanding liabilities before 2015, net of reinsurance											
										<b>Liabilities for claims and claims adjustment expenses, net of reinsurance (Specialty)</b>	<b>2,091</b>

**Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited) <sup>(1)</sup>**

<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Year 6</b>	<b>Year 7</b>	<b>Year 8</b>	<b>Year 9</b>	<b>Year 10</b>
19.0 %	32.6 %	20.2 %	11.5 %	7.1 %	4.8 %	2.7 %	2.1 %	— %	— %

(1) Due to lack of payment history for Innovations segment, the above table is based on the Open Market segment for same line of business.

Corporate - Runoff Business

Property											December 31, 2024
Incurred claims and allocated claim adjustment expenses, net of reinsurance											
Accident year	For the years ended December 31,										Total IBNR plus expected development on reported claims
	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	
(Unaudited - Supplementary Information)											
2015	—	—	—	—	—	—	—	—	—	—	—
2016		—	—	—	—	—	—	—	—	—	—
2017			—	—	—	—	—	—	—	—	—
2018				—	—	—	—	—	—	—	—
2019					—	—	—	—	—	—	—
2020						631	547	50	239	274	2
2021							5,760	6,622	6,620	6,634	81
2022								24,309	33,160	36,160	191
2023									43,821	46,930	1,981
2024										27,588	5,061
									Total	117,585	\$ 7,315

Property										
Cumulative paid claims and allocated claim adjustment expenses, net of reinsurance										
For the years ended December 31,										
Accident year	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
(Unaudited - Supplementary Information)										
2015	—	—	—	—	—	—	—	—	—	—
2016		—	—	—	—	—	—	—	—	—
2017			—	—	—	—	—	—	—	—
2018				—	—	—	—	—	—	—
2019					—	—	—	—	—	—
2020						144	160	48	237	272
2021							2,665	6,553	6,553	6,553
2022								15,900	32,971	35,968
2023									30,063	44,949
2024										22,527
									Total	110,269
									All outstanding liabilities before 2015, net of reinsurance	—
									Liabilities for claims and claims adjustment expenses, net of reinsurance (Corporate)	7,315

Average Annual Percentage Payout of Incurred Losses by Age, net of Reinsurance (unaudited) <sup>(1)</sup>									
Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
49.3 %	33.2 %	8.5 %	3.5 %	2.8 %	1.4 %	0.8 %	0.2 %	0.2 %	0.1 %

(1) Due to lack of payment history for Innovations segment, the above table is based on the Open Market segment for same line of business.

## Reconciliation of Loss Development Tables to Consolidated Balance Sheet

The following reconciles the reserve for losses and LAE at December 31, 2024, included in the loss development tables to the loss and LAE reserves reported in the consolidated balance sheet:

	Net outstanding liabilities	Reinsurance recoverable on unpaid claims	Gross outstanding liabilities
<b>Open Market :</b>			
Casualty	\$ 194,161	\$ 186	\$ 194,347
Financial	59,984	—	59,984
Health	213	—	213
Multiline	213,021	362	213,383
Property	52,154	41,075	93,229
Specialty	171,653	38,008	209,661
<b>Total Open Market segment</b>	<b>691,186</b>	<b>79,631</b>	<b>770,817</b>
<b>Innovations:</b>			
Casualty	19,986	2,124	22,110
Financial	3,925	—	3,925
Health	701	691	1,392
Multiline	44,376	612	44,988
Specialty	2,091	262	2,353
<b>Total Innovations segment</b>	<b>71,079</b>	<b>3,689</b>	<b>74,768</b>
<b>Corporate - Runoff Property</b>	<b>7,315</b>	<b>2,470</b>	<b>9,785</b>
<b>Total</b>	<b>\$ 769,580</b>	<b>\$ 85,790</b>	<b>855,370</b>
Unallocated claims adjustment expenses			5,235
Other			364
<b>Total loss and LAE reserves</b>			<b>\$ 860,969</b>

## 8. RETROCESSION

From time to time, the Company purchases retrocessional coverage for one or more of the following reasons: to manage its overall exposure, reduce its net liability on individual risks, obtain additional underwriting capacity, and balance its underwriting portfolio. The Company records loss and LAE recoverable from retrocessionaires as assets.

The following table provides a breakdown of ceded reinsurance:

Year ended December 31,	2024	2023	2022
Gross ceded premiums	\$ 77,070	\$ 42,762	\$ 33,429
Earned ceded premiums	\$ 64,788	\$ 43,653	\$ 15,318
Loss and loss adjustment expenses ceded	\$ 72,095	\$ 25,554	\$ 6,615

Retrocession contracts do not relieve the Company from its obligations to its cedents. Failure of retrocessionaires to honor their obligations could result in losses to the Company.

The following table shows a breakdown of losses recoverable on a gross and net of collateral basis:

	December 31, 2024		December 31, 2023	
	Gross	Net of Collateral <sup>(1)</sup>	Gross	Net of Collateral <sup>(1)</sup>
A- or better by A.M. Best	\$ 82,181	\$ 63,979	\$ 8,767	\$ 8,767
Not rated	4,109	2,027	17,407	2,432
Total before provision	86,290	\$ 66,006	\$ 26,174	\$ 11,199
Provision for credit losses	(500)		(487)	
<b>Total loss and loss adjustment expenses recoverable, net</b>	<b>\$ 85,790</b>		<b>\$ 25,687</b>	

(1) Collateral is in the form of cash, letters of credit, funds withheld, and/or cash collateral held in trust accounts. This excludes any excess collateral in order to disclose the aggregate net exposure for each retrocessionaire.

At December 31, 2024, we had 3 reinsurers (2023: 3) that accounted for 10% or more of the total loss and loss adjustment expenses recoverable, net of the credit loss provision, for an aggregate gross amount of \$49.5 million (2023: \$20.4 million).

## 9. DEBT AND CREDIT FACILITIES

### Debt Obligations

The following table summarizes the Company's outstanding debt obligations.

	December 31, 2024	December 31, 2023
Term loans	\$ 60,313	\$ 74,062
Accrued interest payable	923	—
Less: deferred financing costs	(487)	(781)
Total debt	<u>\$ 60,749</u>	<u>\$ 73,281</u>

#### Term Loans

On June 16, 2023, the Company entered into a Credit Agreement (the "Credit Agreement") with a group of banks (the "Banks"), for which CIBC Bank USA is acting as administrative agent. The Credit Agreement provides, subject to certain customary conditions, for a delayed draw term loan facility (the "Loan Facility"), in an aggregate amount of \$75.0 million. Outstanding loans ("Term Loans") under the Facility will (i) amortize in equal quarterly installments in an aggregate annual amount equal to 5.0% of the Term Loans and (ii) accrue interest at a rate equal to an adjusted term Secured Overnight Financing Rate ("SOFR") plus 3.5% per annum. The Company posted \$10.0 million of collateral as security for the Loan Facility. The Loan Facility matures on August 1, 2026.

During the year ended December 31, 2024, the Company partially repaid \$13.8 million of the outstanding Term Loans.

During the year ended December 31, 2023, the Company borrowed \$75.0 million from the Loan Facility of which \$62.1 million was used to repay all of the outstanding Convertible Senior Notes (see below), with the remaining proceeds for general corporate purposes. The Company also partially repaid \$0.9 million of the outstanding Term Loans.

The interest rate on the outstanding Terms Loans was 8.8% at December 31, 2024 (8.9% at December 31, 2023). To manage interest rate risk, the Company hedged 50% of the floating interest rate on the Term Loans (see Note 6).

The Company was in compliance with all covenants relating to the Loan Facility at December 31, 2024.

#### Senior Convertible Notes

On August 7, 2018, the Company issued \$100.0 million of senior unsecured convertible notes (the "Convertible Notes"), with a maturity date of August 1, 2023. The Convertible Notes paid interest at 4.0%, payable semi-annually on February 1 and August 1 of each year beginning February 1, 2019. The conversion price was \$17.19 per ordinary share of the Company.

During the year ended December 31, 2023 the Company repurchased and canceled \$17.5 million of the Convertible Notes, respectively, resulting in realized gains of \$0.3 million, which is included in "Other income" in the consolidated statements of operations. As noted above, the Company fully repaid the remaining outstanding Convertible Notes on August 1, 2023, from the proceeds of the new Term Loans.

### Financing Costs

The Company incurred \$0.9 million of issuance costs relating to the Credit Agreement, which are deferred and amortized through the maturity of the Loan Facility. The remaining unamortized deferred financing costs are reported separately in the above table.

For the year ended December 31, 2024, the Company recognized interest expense of \$5.8 million (2023: \$5.3 million, 2022: \$4.2 million) relating to the total debt, which included the interest coupon, the amortization of issuance costs and the change in fair value of the interest rate swap (see Note 6).

### Credit Facilities

In the normal course of business, the Company enters into agreements with financial institutions to obtain secured credit facilities. At December 31, 2024, the Company had letters of credit (“LC”) facilities with the following financial institutions:

	<u>Capacity</u>	<u>LCs issued</u>	<u>Termination Date</u>
Citibank	\$ 275,000	\$ 230,621	December 19, 2025
HSBC	100,000	—	December 17, 2025
CIBC	200,000	82,126	December 31, 2025
	<u>\$ 575,000</u>	<u>\$ 312,747</u>	

The LC facilities are cash collateralized (see Note 5) and are subject to various customary affirmative, negative and financial covenants. At December 31, 2024, the Company was in compliance with all LC facilities covenants.

#### *Citi LC Facility*

On December 19, 2024, the Company amended its LC agreement with Citibank Europe plc (“Citibank”) dated August 20, 2010 to an uncommitted \$275 million LC facility (the “Uncommitted Citibank LC Facility”). The LC previously issued under the former facility have been transferred to the Uncommitted Citibank LC Facility, and additional LC or similar or equivalent instruments under the Uncommitted Citibank LC Facility may be issued at Citibank’s sole discretion. The Uncommitted Citibank LC Facility may be terminated at any time by either the Company or Citibank upon written notice; however, upon termination of this facility, any existing LC will remain outstanding.

#### *HSBC LC Facility*

On December 17, 2024, the Company entered into a Continuing Letter of Credit Agreement with HSBC Bank USA, National Association (“HSBC”), providing for an uncommitted \$100 million LC facility (the “Uncommitted HSBC LC Facility”). The Uncommitted HSBC LC facility may be terminated at any time by either the Company or HSBC upon written notice; however, upon termination of this facility, any existing LC will remain outstanding.

#### *CIBC LC Facility*

On December 22, 2023, the Company entered into a credit agreement with CIBC Bank USA (“CIBC”) for a \$200.0 million committed LOC facility (the “CIBC LC Facility”), with a \$30.0 million sublimit for unsecured LC (the “CIBC Revolving Credit Facility”).

## 10. SHARE CAPITAL

### Ordinary Shares

The following table is a summary of changes in ordinary shares issued and outstanding:

	2024		2023		2022	
	Ordinary	Ordinary	Class A	Class B	Class A	Class B
Balance – beginning of year	35,336,732	—	28,569,346	6,254,715	27,589,731	6,254,715
Issue of shares, net of forfeitures	41,994	64,719	447,952	—	984,548	—
Repurchase of shares	(547,402)	—	—	—	(4,933)	—
Re-designate Class B to Class A shares	—	—	6,254,715	(6,254,715)	—	—
Reclassify Class A to Ordinary shares	—	35,272,013	(35,272,013)	—	—	—
Balance – end of year	<u>34,831,324</u>	<u>35,336,732</u>	<u>—</u>	<u>—</u>	<u>28,569,346</u>	<u>6,254,715</u>

The Company’s authorized share capital is 125,000,000 ordinary shares, par value of \$0.10 per share.

On July 25, 2023, at the Company’s Annual General Meeting the shareholders approved the re-designation of Class B ordinary shares as Class A ordinary shares, and then reclassified Class A ordinary shares as “ordinary shares”, resulting in the elimination of the dual-class share structure.

At December 31, 2024, the Company has an effective Form S-3 registration statement on file with the SEC for an aggregate principal amount of \$200.0 million in securities.

### Share Repurchase Plan

On May 3, 2024, the Board of Directors re-approved the share repurchase plan, until June 30, 2025, authorizing the Company to repurchase up to \$25.0 million of ordinary shares or securities convertible into ordinary shares in the open market, through privately negotiated transactions or Rule 10b5-1 stock trading plans. Any shares repurchased are canceled immediately upon repurchase. For the year ended December 31, 2024, the Company repurchased 547,402 ordinary shares for \$7.5 million (2023: nil).

### Preferred Shares

The Company’s authorized share capital also consists of 50,000,000 preference shares with a par value of \$0.10 each. At December 31, 2024, the Company has no issued and outstanding preferred shares.

## 11. SHARE-BASED COMPENSATION

On July 25, 2023, at the Company’s Annual General Meeting the shareholders approved the Greenlight Capital Re, Ltd. 2023 Omnibus Incentive Plan, or the 2023 Incentive Plan. The 2023 Incentive Plan replaces the Greenlight Capital Re, Ltd. Amended and Restated 2004 Stock Incentive Plan, or the 2004 Stock Incentive Plan. The aggregate number of ordinary shares that are available to be delivered pursuant to awards granted under the 2023 Incentive Plan is equal to the sum of (i) 2,000,000 shares, and (ii) any shares that remained or otherwise become available under the 2004 Stock Incentive Plan as of July 25, 2023. If, after July 25, 2023, any award granted under the 2023 Incentive Plan or the 2004 Stock Incentive Plan is forfeited or otherwise expires, terminates or is canceled, then the number of ordinary shares subject to such award that were not issued shall become available for issuance under the 2023 Incentive Plan. The 2023 Incentive Plan is administered by the Compensation Committee of the Board of Directors.

At December 31, 2024, 2,834,519 (2023: 3,296,771) ordinary shares remained available for future issuance under the Company’s 2023 Incentive Plan. Under this plan, the Company is authorized to issue restricted shares, RSUs, and stock options. Share-based awards contain restrictions relating to vesting (service-based and/or performance-based), forfeiture in the event of termination of employment, transferability, and other matters.

### Employee and Director Restricted Shares

The following table summarizes the activity for unvested outstanding restricted share awards (“RSs”):

	Performance RSs		Service RSs	
	Number of non-vested restricted shares	Weighted average grant date fair value	Number of non-vested restricted shares	Weighted average grant date fair value
Balance at December 31, 2022	794,362	\$ 7.62	832,896	\$ 7.76
Granted	357,766	10.84	242,957	10.58
Vested	—	—	(599,942)	8.74
Forfeited	(109,440)	9.37	(56,307)	8.44
Balance at December 31, 2023	1,042,688	\$ 9.94	419,604	9.18
Granted	—	—	58,751	12.51
Vested	(3,351)	7.76	(286,799)	9.34
Forfeited	(94,750)	10.71	—	—
Balance at December 31, 2024	944,587	\$ 9.87	191,556	\$ 9.96

For the year ended December 31, 2024, the Company issued no RSs to employees and 58,751 (2023: 65,394) to non-employee directors as part of their remuneration for services to the Company (included in “Service RSs” column in the above table). They will vest on the earlier of (i) the first anniversary of the date of the share issuance and (ii) the Company’s next annual general meeting, subject to the grantee’s continued service with the Company. During the vesting period, non-employee directors retain voting rights on these RSs; but they are not entitled to any dividends declared until the RSs vest.

For the year ended December 31, 2023, the Company granted to employees (i) 357,766 restricted shares with both performance and service-based vesting conditions (“Performance RSs”) and (ii) 177,563 restricted shares with only service-based vesting conditions (“Service RSs”). Most of these Service RSs vest evenly each year on January 1, subject to the grantee’s continued service with the Company. If performance goals are achieved, the Performance RSs will cliff vest at the end of a three-year performance period within a range of 25% and 100% of the awarded Performance RSs, with a target of 50%.

At December 31, 2024, there was \$1.2 million (2023: \$3.0 million) of unrecognized compensation cost relating to non-vested restricted shares, which the Company expects to recognize over a weighted-average period of 0.9 years (2023: 1.4 years). For the year ended December 31, 2024, the total fair value of RSs vested was \$3.4 million (2023: \$5.2 million).

## Employee Restricted Stock Units

The following table summarizes the activity for unvested outstanding restricted stock units (“RSUs”) during the years ended December 31, 2024, and 2023:

	Performance RSUs		Service RSUs	
	Number of non-vested RSUs	Weighted average grant date fair value	Number of non-vested RSUs	Weighted average grant date fair value
Balance at December 31, 2022	105,008	\$ 6.82	172,952	\$ 7.58
Granted	71,121	9.85	42,811	9.85
Vested	—	—	(77,695)	6.74
Forfeited	(21,684)	8.15	(27,643)	8.62
Balance at December 31, 2023	154,445	\$ 8.03	110,425	8.78
Granted	258,148	11.85	124,425	11.85
Vested	(456)	11.85	(77,537)	8.96
Forfeited	(8,611)	9.74	(7,479)	10.81
Balance at December 31, 2024	403,526	\$ 10.43	149,834	\$ 11.14

The Service RSUs granted to employees vest evenly over three years on January 1, subject to the grantee’s continued service with the Company. If performance goals are achieved, the Performance RSUs granted to employees in 2024 will cliff vest at the end of a three-year performance period within a range of 50% and 200% of the awarded Performance RSUs, with a target of 100%. For Performance RSUs granted to employees prior to 2024, these will cliff vest at the end of a three-year performance period within a range of 25% and 100% of the awarded Performance RSUs, with a target of 50%.

At December 31, 2024, the total compensation cost related to non-vested RSUs not yet recognized was \$1.2 million (2023: \$0.4 million), which the Company expects to recognize over a weighted-average period of 1.7 years (2023: 1.5 years). For the year ended December 31, 2024, the total fair value of RSUs vested was \$0.7 million (2023: \$0.5 million).

## Employee and Director Stock Options

During the year ended December 31, 2024, 250,000 ordinary share purchase options were granted to the Company’s CEO, pursuant to his employment contract. These options vest 50,000 annually and expire in 10 years from the grant date. The grant date fair value of these options was \$4.31 per share, based on the Black-Scholes option pricing model. The following inputs were used in this pricing model:

Expected volatility	36.4 %
Expected term (in years)	5
Expected dividend yield	— %
Risk-free interest rate	3.9 %
Stock price at grant date	\$ 11.20

The following table summarizes the stock option activity:

	Number of options outstanding	Weighted average exercise price	Weighted average grant date fair value	Intrinsic value (in \$ millions)	Weighted average remaining contractual term
Balance at December 31, 2022	690,337	22.25	10.18	—	4.0 years
Expired	(38,197)	26.44	13.09		
Balance at December 31, 2023	652,140	22.01	10.01	—	3.2 years
Granted	250,000	11.20	4.31		
Expired	(31,821)	32.37	15.71		
Balance at December 31, 2024	870,319	\$ 18.52	\$ 8.17	\$ 0.7	4.2 years

The following table summarizes information about options exercisable:

	December 31, 2024	December 31, 2023	December 31, 2022
Number of options exercisable	620,319	652,140	610,337
Weighted-average exercise price	\$ 21.47	\$ 22.01	\$ 22.39
Weighted-average remaining contractual term	2.3	3.2	3.9
Intrinsic value	\$ —	\$ —	\$ —

During the year ended December 31, 2024, no options vested (2023: 80,000). The options that vested in 2023 had a weighted average grant date fair value of \$9.60. At December 31, 2024, the total compensation cost related to non-vested options not yet recognized was \$0.6 million (2023: \$nil), which the Company expects to recognize over a weighted-average period of 2.7 years

### Stock Compensation Expense

For the year ended December 31, 2024, the Company recorded \$4.5 million (2023: \$6.1 million, 2022: \$4.7 million) of total stock compensation expense (net of forfeitures) - see Note 15 "Separation Agreement with Former CEO" during the year ended December 31, 2023. Forfeiture recoveries were immaterial for the current and last two fiscal years.

## 12. EARNINGS PER SHARE

The following table reconciles net income and weighted average shares used in computing basic and diluted EPS:

Year ended December 31,	2024	2023	2022
<b>Numerator for EPS:</b>			
Net income - basic	\$ 42,816	\$ 86,830	\$ 25,342
Add: interest on convertible notes	—	—	4,201
Less: gain on repurchase of convertible notes	—	—	(343)
Net income - diluted	<u>\$ 42,816</u>	<u>\$ 86,830</u>	<u>\$ 29,200</u>
<b>Denominator for EPS:</b>			
Weighted average shares outstanding - basic	34,097,572	34,067,974	33,908,156
Effect of dilutive employee and director share-based awards	555,881	729,885	368,096
Shares potentially issuable in connection with convertible notes	—	—	5,493,538
Weighted average shares outstanding - diluted	<u>34,653,453</u>	<u>34,797,859</u>	<u>39,769,790</u>
Anti-dilutive stock options outstanding	870,319	652,140	690,337
<b>Earnings per share:</b>			
Basic	\$ 1.26	\$ 2.55	\$ 0.75
Diluted	1.24	2.50	0.73

## 13. NET INVESTMENT INCOME

The following table provides a breakdown of net investment income:

Years ended December 31,	2024	2023	2022
Interest and dividend income, net of withholding taxes and other expenses	\$ 32,425	\$ 35,629	\$ 4,466
Investment income (loss) from Lloyd's syndicates	14,447	6,041	(5,789)
Net realized and unrealized gains (losses) on other investments (see Note 4)	(918)	1,738	9,858
Net investment income	45,954	43,408	8,535
Share of Solasglas' net income (see Note 3)	33,605	28,696	54,844
Total investment income	<u>\$ 79,559</u>	<u>\$ 72,104</u>	<u>\$ 63,379</u>

## 14. INCOME TAXES

### *Components of Income Taxes*

The following table shows the breakdown of the Company's current and deferred income tax benefit (expense) on a consolidated basis:

Year ended December 31,	2024	2023	2022
Current tax (expense) benefit:			
Europe	\$ (611)	\$ (587)	\$ (30)
U.S.	(138)	(100)	846
Deferred tax (expense) benefit:			
Europe	—	(1,698)	(442)
U.S.	—	—	—
Decrease in deferred tax valuation allowance	—	2,285	442
<b>Income tax (expense) benefit</b>	<b>\$ (749)</b>	<b>\$ (100)</b>	<b>\$ 816</b>

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 Act, as amended, that, in the event that the Cayman Islands enacts any legislation that imposes a 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 ordinary shares or related obligations, before January 22, 2045.

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 marginal rate of 21% (2023: 21% and 2022: 21%). Verdant's tax years 2019 and beyond remain open and may be subject to examination by the IRS.

GRIL and GRIS are incorporated in Ireland and therefore are subject to the Irish corporation tax rate of 12.5% on its trading income and 25% on its non-trading income (same tax rates for 2023 and 2022).

Greenlight Re UK and GCM are incorporated in the United Kingdom and therefore are subject to the U.K. corporate tax rate of 25% (2023: 25% and 2022: 19%) on their respective profits.

### *Deferred Tax Assets*

The following table provides details of the significant components of deferred tax assets:

	December 31, 2024	December 31, 2023
Deferred tax assets:		
Operating and capital loss carryforwards	\$ 374	\$ 1,087
Valuation allowance	—	—
<b>Deferred tax assets, net of valuation allowance</b>	<b>\$ 374</b>	<b>\$ 1,087</b>

At December 31, 2024, the Company has determined that it is more likely than not that it will fully realize the recorded deferred tax asset in the future based on the expected timing of the reversal of the temporary differences and the likelihood of generating sufficient taxable income to realize the future tax benefit.

### *Tax Loss Carryforwards*

At December 31, 2024, GRIL had a net operating loss carryforward of \$3.0 million (2023: \$8.7 million) which can be carried forward indefinitely.

## 15. RELATED PARTY TRANSACTIONS

### Investment Advisory Agreement

Each of DME, DME II, and DME Advisors is an affiliate of the Chairman and, therefore, is a related party to the Company.

The Company has entered into the Solasglas LPA (as described in Note 3 of the consolidated financial statements). DME II receives a performance allocation equal to (with capitalized terms having the meaning provided under the Solasglas LPA) (a) 10% of the portion of the Positive Performance Change for each limited partner's capital account that is less than or equal to the positive balance in such limited partner's Carryforward Account, plus (b) 20% of the portion of the Positive Performance Change for each limited partner's capital account that exceeds the positive balance in such limited partner's Carryforward Account. The Carryforward Account for Greenlight Re and GRIL includes the amount of investment losses to be recouped, including any loss generated on the assets invested in Solasglas, subject to adjustments for redemptions. The loss carry-forward provision in the Solasglas LPA allows DME II to earn a reduced performance allocation of 10% of profits in years subsequent to any year in which Solasglas has incurred a loss until all losses are recouped, and an additional amount equal to 150% of the loss is earned.

In accordance with the Solasglas LPA, DME Advisors constructs a levered investment portfolio as agreed by the Company (the "Investment Portfolio" as defined in the Solasglas LPA). On September 1, 2018, Solasglas entered into the IAA with DME Advisors, which entitles DME Advisors to a monthly management fee equal to 0.125% (1.5% on an annual basis) of each limited partner's Investment Portfolio. The IAA has an initial term ending on August 31, 2023, subject to an automatic extension for successive three-year terms.

For a detailed breakdown of management fees and performance compensation for the years ended December 31, 2024, 2023, and 2022, refer to Note 3.

Pursuant to the Solasglas LPA and the IAA, the Company has agreed to indemnify DME, DME II, 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 or Solasglas' investment advisor. The Company will reimburse DME, DME II, and DME Advisors for reasonable costs and expenses of investigating and defending such claims provided such claims were not caused due to gross negligence, breach of contract, or misrepresentation by DME, DME II, or DME Advisors. The Company incurred no indemnification amounts during the periods presented.

### 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. At December 31, 2024, Solasglas, along with certain affiliates of DME Advisors, collectively owned 23.2% of the issued and outstanding common shares of GRBK. Under applicable securities laws, DME Advisors may sometimes be limited in its ability to trade GRBK shares held in Solasglas. At December 31, 2024, Solasglas held 0.8 million shares of GRBK.

### 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 automatically renews annually until terminated by either the Company or DME Advisors for any reason with 30 days prior written notice to the other party.

### Collateral Assets Investment Management Agreement

Effective January 1, 2019, the Company (and its subsidiaries) entered into a collateral assets investment management agreement (the "CMA") with DME Advisors, pursuant to which DME Advisors manages certain assets of the Company that are not subject to the Solasglas LPA and are held by the Company to provide collateral required by the cedents in the form of trust accounts and letters of credit. In accordance with the CMA, DME Advisors receives no fees and is required to comply with the collateral investment guidelines. The CMA can be terminated by any of the parties upon 30 days' prior written notice to the other parties.

## Separation Agreement with Former CEO

On November 3, 2023, the Company entered into a Deed of Settlement and Release (“Separation Agreement”) with the former CEO (Mr. Simon Burton) pursuant to which Mr. Burton’s employment with the Company would terminate by mutual consent, including resignation from the Board of Directors, effective as of December 31, 2023. The following is a summary of the material financial terms of the Separation Agreement:

- \$2.4 million cash severance payable over 18 months and \$0.3 million salary continuance to April 30, 2024 (these have been accrued and included in “*Other liabilities*” in the consolidated balance sheets);
- \$1.5 million non-cash charge for accelerated vesting for Mr. Burton’s remaining 235,936 service restricted shares and modified vesting condition for Mr. Burton’s remaining 532,035 performance restricted shares in which the service condition is no longer a requirement for vesting (see Note 11); and
- \$1.6 million grant date fair value of performance restricted shares to be granted in March 2024.

As a result of the above Separation Agreement, the Company recognized a total charge of \$4.3 million including the incremental share-based compensation cost for the modified grants for the year ended December 31, 2023.

## 16. COMMITMENTS AND CONTINGENCIES

### a) Concentration of Credit Risk

#### *Cash and cash equivalents*

The Company monitors its concentration of credit risk with financial institutions and limits acceptable counterparties based on current rating, outlook and other relevant factors.

#### *Investments*

The Company’s credit risk exposure to private debt and convertible debt securities within its “*Other investments*” are immaterial (see Note 4).

#### *Reinsurance balances receivable, net*

The following table shows the breakdown of reinsurance balances receivable:

	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
Premiums receivable	\$ 253,627	36.0 %	\$ 186,940	30.2 %
Funds withheld:				
Funds held by cedants	58,183	8.3 %	50,075	8.1 %
Premiums held by Lloyds' syndicates	278,265	39.5 %	264,278	42.7 %
Funds at Lloyd’s	113,324	16.1 %	115,772	18.6 %
Profit commission receivable	2,103	0.3 %	2,302	0.4 %
Deposit assets	—	— %	888	0.1 %
Total before provision	705,502	100.2 %	620,255	100.1 %
Provision for expected credit losses	(1,019)	(0.1)%	(854)	(0.1)%
<b>Reinsurance balances receivable, net</b>	<b>\$ 704,483</b>	<b>100.1 %</b>	<b>\$ 619,401</b>	<b>100.0 %</b>

The Company has posted deposits at Lloyd’s to support underwriting capacity for certain syndicates, including Syndicate 3456 (see Note 18). Lloyd’s has a credit rating of “A+” (Superior) from A.M. Best, as revised in August 2024.

Premiums receivable includes a significant portion of estimated premiums not yet due. Brokers and other intermediaries are responsible for collecting premiums from customers on the Company’s behalf. The Company monitors its concentration of credit risks from brokers (see Note 17). The diversity in the Company’s client base limits credit risk associated with premiums

receivable and funds (premiums) held by cedents. Further, under the reinsurance contracts the Company has contractual rights to offset premium balances receivable and funds held by cedants against corresponding payments for losses and loss expenses.

*Loss and loss adjustment expenses recoverable, net*

The Company regularly evaluates its net credit exposure to the retrocessionaires and their abilities to honor their respective obligations. See Note 8 for analysis of concentration of credit risk relating to retrocessionaires.

**b) Lease Obligations**

The Company operates in the Cayman Islands, United Kingdom, and Ireland under various non-cancelable operating lease agreements. The Company's weighted-average remaining operating lease term is approximately 1.5 years at December 31, 2024. As the lease contracts generally do not provide an implicit discount rate, the Company used the weighted-average discount rate of 6.0% to determine the present value of lease payments. This discount rate represents the Company's incremental borrowing rate for a term similar to that of the associated lease based on information available at the commencement date. The Company has made an accounting policy election not to include renewal, termination, or purchase options that are not reasonably certain of exercise when determining the borrowing term.

At December 31, 2024, the right-of-use assets and lease liabilities relating to the operating leases were \$0.9 million and \$1.0 million, respectively (2023: \$1.4 million and \$1.5 million, respectively). For the year ended December 31, 2024, the Company recognized operating lease expense \$0.7 million (2023: \$0.6 million, 2022: \$0.6 million).

At December 31, 2024, the commitment for operating lease liabilities for future annual periods was as follows:

Year ending December 31,	
2025	\$ 686
2026	377
Total lease payments	1,063
Less present value discount	(57)
Present value of lease liabilities	<u>\$ 1,006</u>

**c) Litigation**

From time to time, in the ordinary course of business, the Company may be involved in formal and informal dispute resolution procedures, which may include arbitration or litigation. The outcomes of these procedures 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 collect funds owed. In other matters, the Company may resist attempts by others to collect funds or enforce alleged rights. While the Company cannot predict the outcome of legal disputes 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.

**17. SEGMENT REPORTING**

For the quarter and year ended December 31, 2024, the Company has amended its reportable segments as follows:

***Open Market***

In the Open Market segment, the Company underwrites reinsurance business, sourced through the brokerage distribution channels and Lloyd's. The Company writes mostly treaty reinsurance, on a proportional and non-proportional basis. The lines of business for this segment are as follows: Casualty, Financial, Health, Multiline, Property and Specialty.

***Innovations***

In the Innovations segment, the Company provides reinsurance capacity to startup companies and MGAs based globally, sourced mainly through direct placements with its strategic partners (see Note 4). This segment also includes business written by Syndicate 3456. The lines of business for this segment are as follows: Casualty, Financial, Health, Multiline and Specialty.

The Company's reportable segments each have executive leadership who are responsible for their performance and who are directly accountable to the CODM. The change in reportable segments was driven by the appointment of a new CEO, who is the CODM. The CODM reviews the financial performance of the reportable segment to assess the achievement of strategic initiatives, the efficiency of the deployed capital, and how to allocate resources to the reportable segments based on the segment's financial performance.

In addition to its reportable segments, the Company has a Corporate category included in the below tables, which includes runoff business (see Note 7), corporate expenses, income from investment in Solasglas, foreign exchange gains (losses), interest expense and income taxes.

The table below provides information about the Company's reportable segments, including the reconciliation to net income as reported under U.S. GAAP. Comparatives have been recast to conform with the new reportable segments.

<i>Year ended December 31, 2024:</i>	<b>Open Market</b>	<b>Innovations</b>	<b>Corporate</b>	<b>Total Consolidated</b>
Gross premiums written	\$ 603,798	\$ 94,725	\$ (188)	\$ 698,335
Net premiums written	541,446	80,016	(197)	621,265
<b>Net premiums earned</b>	511,922	86,352	21,680	619,954
Net loss and LAE incurred	(341,586)	(51,939)	(33,744)	(427,269)
Acquisition costs	(144,852)	(27,151)	(4,772)	(176,775)
Other underwriting expenses	(19,175)	(3,682)	—	(22,857)
Deposit interest expense, net <sup>(1)</sup>	(1,228)	—	—	(1,228)
<b>Underwriting income (loss)</b>	5,081	3,580	(16,836)	(8,175)
<b>Reconciliation to income before income taxes:</b>				
Net investment income	42,629	702	2,623	45,954
Corporate and other expenses	—	(2,445)	(13,932)	(16,377)
Income from investment in Solasglas			33,605	33,605
Foreign exchange gains (losses)			(5,606)	(5,606)
Interest expense			(5,836)	(5,836)
<b>Income before income taxes</b>	<b>\$ 47,710</b>	<b>\$ 1,837</b>	<b>\$ (5,982)</b>	<b>\$ 43,565</b>
<b>Additional information:</b>				
Net loss and LAE incurred:				
Attritional losses	\$ 290,961	\$ 52,235	\$ 5,780	\$ 348,976
CAT losses	35,681	—	\$ 21,808	\$ 57,489
Prior year adverse (favorable) loss development	14,944	(296)	\$ 6,156	\$ 20,804
<b>Total net loss and LAE incurred</b>	<b>\$ 341,586</b>	<b>\$ 51,939</b>	<b>\$ 33,744</b>	<b>\$ 427,269</b>
<b>Total allocated assets <sup>(2)</sup></b>	<b>\$454,647</b>	<b>\$110,119</b>	<b>\$1,451,457</b>	<b>\$2,016,223</b>

(1) For the purpose of the above reportable segments table, the Company has reclassified \$2.1 million of deposit interest income from "Other income, net" to "Deposit interest expense, net" relating to reinsurance contracts that did not meet the risk transfer requirement under U.S. GAAP.

(2) The Company does not allocate assets to reporting segments, with the exception of restricted cash used to collateralize certain reinsurance transactions, including FAL, and Innovations-related private investments.

<i>Year ended December 31, 2023:</i>	<b>Open Market</b>	<b>Innovations</b>	<b>Corporate</b>	<b>Total Consolidated</b>
Gross premiums written	\$ 504,435	\$ 88,602	\$ 43,773	\$ 636,810
Net premiums written	466,544	83,608	43,896	594,048
<b>Net premiums earned</b>	466,751	71,769	44,627	583,147
Net loss and LAE incurred	(262,290)	(44,855)	(52,859)	(360,004)
Acquisition costs	(136,356)	(22,381)	(10,140)	(168,877)
Other underwriting expenses	(16,827)	(2,760)	—	(19,587)
Deposit interest expense, net	(2,687)	—	—	(2,687)
<b>Underwriting income (loss)</b>	48,591	1,773	(18,372)	31,992
<b>Reconciliation to income before income taxes:</b>				
Net investment income	37,351	2,732	3,325	43,408
Corporate and other expenses	—	(3,080)	(20,573)	(23,653)
Income from investment in Solasglas			28,696	28,696
Foreign exchange gains (losses)			11,566	11,566
Other income, net			265	265
Interest expense			(5,344)	(5,344)
<b>Income before income taxes</b>	<b>\$ 85,942</b>	<b>\$ 1,425</b>	<b>\$ (437)</b>	<b>\$ 86,930</b>
<b>Additional information:</b>				
Net loss and LAE incurred:				
Attritional losses	\$ 243,440	\$ 44,425	\$32,162	\$320,027
CAT losses	15,264	—	13,507	28,771
Prior year adverse (favorable) loss development	3,586	430	7,190	11,206
<b>Total net loss and LAE incurred</b>	<b>\$ 262,290</b>	<b>\$ 44,855</b>	<b>\$ 52,859</b>	<b>\$ 360,004</b>
<b>Total allocated assets <sup>(2)</sup></b>	<b>\$485,388</b>	<b>\$98,467</b>	<b>\$ 1,151,451</b>	<b>\$1,735,307</b>

(2) The Company does not allocate assets to reporting segments, with the exception of restricted cash used to collateralized certain reinsurance transactions, including FAL, and Innovations-related private investments.

<i>Year ended December 31, 2022:</i>	<b>Open Market</b>	<b>Innovations</b>	<b>Corporate</b>	<b>Total Consolidated</b>
Gross premiums written	\$ 452,541	\$ 50,739	\$ 59,891	\$ 563,171
Net premiums written	437,799	47,328	44,615	529,742
<b>Net premiums earned</b>	410,877	33,184	25,416	469,477
Net loss and LAE incurred	(268,659)	(23,151)	(24,675)	(316,485)
Acquisition costs	(125,296)	(11,111)	(6,741)	(143,148)
Other underwriting expenses	(11,867)	(1,946)	—	(13,813)
Deposit interest expense, net	(6,717)	—	—	(6,717)
<b>Underwriting income (loss)</b>	<b>(1,662)</b>	<b>(3,024)</b>	<b>(6,000)</b>	<b>(10,686)</b>
<b>Reconciliation to income before income taxes:</b>				
Net investment income	4,898	9,869	(6,417)	8,350
Corporate and other expenses	—	(3,452)	(14,341)	(17,793)
Income from investment in Solasglas			54,844	54,844
Foreign exchange gains (losses)			(5,988)	(5,988)
Interest expense			(4,201)	(4,201)
<b>Income before income taxes</b>	<b>\$ 3,236</b>	<b>\$ 3,393</b>	<b>\$ 17,897</b>	<b>\$ 24,526</b>

**Additional information:**

Net loss and LAE incurred:

Attritional losses	\$235,179	\$20,482	\$20,989	\$276,650
CAT losses	36,967	0	2,750	39,717
Prior year adverse (favorable) loss development	(3,487)	2,669	936	118
<b>Total net loss and LAE incurred</b>	<b>\$268,659</b>	<b>\$23,151</b>	<b>\$ 24,675</b>	<b>\$ 316,485</b>

Total allocated assets <sup>(2)</sup>	\$631,738	\$84,516	\$ 864,127	\$1,580,381
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(2) The Company does not allocate assets to reporting segments, with the exception of restricted cash used to collateralize certain reinsurance transactions, including FAL, and Innovations-related private investments.

The other underwriting expenses includes general and administrative expenses directly attributable to each of the segment, in addition to allocated indirect overhead costs.

The net investment income includes:

- Interest income earned on restricted cash (see Note 5 - [Restricted Cash and Cash Equivalents](#)) and FAL balances directly attributable to each of the segments; and
- Realized and unrealized gains (losses) on private investments directly attributable to Innovations segment (see Note 4 - [Other Investments](#)).

The Company had no intersegment revenues for the years ended December 31, 2024, 2023, and 2022.

*Concentration of revenue*

The Company has a diverse client base, for which there was no individual customer that accounted for more than 10% of the total consolidated gross premiums written for the years ended December 31, 2024, 2023, and 2022.

*Premiums by Geographic Area*

The following table presents gross premiums written by the geographical location of the Company’s subsidiaries:

Year ended December 31,	2024		2023		2022	
Ireland	\$ 160,736	23.0 %	\$ 95,371	15.0 %	\$ 246,637	43.8 %
United Kingdom	176,336	25.3	192,699	30.3	—	—
Cayman Islands	361,263	51.7	348,740	54.7	316,534	56.2
	<u>\$ 698,335</u>	<u>100.0 %</u>	<u>\$ 636,810</u>	<u>100.0 %</u>	<u>\$ 563,171</u>	<u>100.0 %</u>

**18. STATUTORY REQUIREMENTS**

The Company’s reinsurance operations are subject to insurance laws and regulations in the jurisdictions in which they operate, principally in the Cayman Islands and in Ireland. Additionally, the Company’s Syndicate 3456 is regulated by Lloyd’s. These regulations include certain restrictions on the amount of dividends or other distribution, such as loans or cash advances, available to shareholders without prior approval of the respective regulatory authorities.

The statutory capital and surplus and required minimum statutory capital and surplus of the Company’s most significant regulated reinsurance operations are detailed below:

At December 31,	Cayman Islands		Ireland	
	2024	2023	2024	2023
Statutory capital and surplus	603,095	\$ 569,044	64,677	58,721
Required statutory capital surplus	307,875	256,586	39,759	39,367
Excess statutory capital	295,220	\$ 312,458	24,918	\$ 19,354

The statutory net income for the Company’s most significant regulated reinsurance operations were as follows:

	Greenlight Re		GRIL	
Year ended December 31, 2024	\$ 47,360	\$	4,368	\$
Year ended December 31, 2023	\$ 85,464	\$	11,479	\$
Year ended December 31, 2022	\$ 32,290	\$	4,612	\$

***Cayman Islands***

Greenlight Re is subject to the Cayman Islands’ Insurance (Capital and Solvency) (Classes B, C, and D Insurers) Regulations, (2018 Revision) (the “Insurance Regulations”). Under this Insurance Regulations, Greenlight Re is required to maintain minimum statutory capital and surplus equal to the greater of: a) the Minimum Capital Requirement of \$50.0 million and b) the Prescribed Capital Requirement (“PCR”) as defined in the Insurance Regulations.

Greenlight Re is not required to prepare statutory financial statements for filing with CIMA. There were no material differences between Greenlight Re’s GAAP capital, surplus, and net income and its statutory capital, surplus, and net income at December 31, 2024 and 2023, and for the years then ended.

Any dividends declared and paid from Greenlight Re to the Company requires CIMA’s approval. During the year ended December 31, 2024, \$22.5 million of dividends (2023: \$8.3 million, 2022: \$60.1 million) were declared or paid by Greenlight Re to the Company. The dividends were approved by CIMA and resulted in the return of additional share capital to the Company. At December 31, 2024, \$295.2 million (2023: \$312.5 million) of Greenlight Re’s capital and surplus was available for distribution as dividends.

***Ireland***

Effective January 1, 2016, the Company’s Irish subsidiary (GRIL) is obligated to maintain at all times the Minimum Capital Requirement (“Irish MCR”) and the Solvency Capital Requirement (“SCR”) as calculated by reference to Solvency II definition.

There were no material differences between the statutory financial statements and statements prepared in accordance with U.S. GAAP for GRIL at December 31, 2024 and 2023, and for the years then ended.

The amount of dividends that GRIL is permitted to distribute is limited to its excess statutory capital, as noted in the above table. The Central Bank of Ireland has powers to intervene if a dividend payment were to breach regulatory capital requirements. During the year ended December 31, 2024, \$20.0 million of dividends (2023: nil, 2022: nil) were declared or paid by GRIL to the Company.

### ***Lloyd's of London***

The Company operates in the Lloyd's market through its corporate member, GCM, which provides 100% of Syndicate 3456's capital support. Syndicate 3456 is managed by a third party managing agency. GCM and Syndicate 3456 are bound by the rules of Lloyd's, which are prescribed by Bye-laws and Requirements made by the Council of Lloyd's under powers conferred by the Lloyd's Act 1982. These rules prescribe members' membership subscription, the level of their contributions to the Lloyd's Central Fund and the assets they must deposit with Lloyd's in support of their underwriting. Further, the Council of Lloyd's has broad powers to sanctions breaches of its rules, including the power to restrict or prohibit a member's participation on Lloyd's syndicates.

The underwriting capacity of a member of Lloyd's must be supported by providing a deposit, known as "Funds at Lloyds" or "FAL", in the form of cash, certain investment securities, or letters of credit. The FAL is not available for distributions for the payment of dividends or for working capital requirements. Further, corporate members may also be required to maintain funds under the control of Lloyd's in excess of their capital requirements and such funds also may not be available for distribution for the payment of dividends. The amount of FAL for Syndicate 3456 is determined by Lloyd's and is based on Syndicate 3456's solvency and capital requirement based on an internal capital model. See Note 16 for total FAL for Syndicate 3456 and other syndicates in which the Company has a participation interest.

## **19. SUBSEQUENT EVENTS**

Due to the California wildfires commencing in January 2025, the Company has estimated losses ranging from \$15 million to \$30 million, net of reinstatement premiums, to be recognized in the first quarter of 2025. The Company's assessment of the impact of the California wildfires is preliminary, and is based on, among other things, initial industry insured loss estimate of \$40 billion to \$50 billion, market share analysis, and a review of in-force contracts. This estimate is subject to significant management judgment due to the preliminary nature of the information available thus far from industry participants, the magnitude and recency of the California wildfires, and other factors.

**GREENLIGHT CAPITAL RE, LTD.**  
**SUMMARY OF INVESTMENTS — OTHER THAN INVESTMENTS IN RELATED PARTIES**  
**AS OF DECEMBER 31, 2024**  
**(expressed in thousands of U.S. dollars)**

<b>Type of Investment</b>	<b>Cost</b>	<b>Fair Value</b>	<b>Balance Sheet Value</b>
<b>Other investments:</b>			
Private investments and unlisted equities	\$ 28,111	\$ 71,867	\$ 71,867
Debt and convertible debt securities	2,713	1,293	1,293
<b>Total other investments</b>	<b>30,824</b>	<b>73,160</b>	<b>73,160</b>
<b>Total investments - other than investments in related parties</b>	<b>\$ 30,824</b>	<b>\$ 73,160</b>	<b>\$ 73,160</b>

**GREENLIGHT CAPITAL RE, LTD.**  
**CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**CONDENSED BALANCE SHEETS — PARENT COMPANY ONLY**  
(expressed in thousands of U.S. dollars)

	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
<b>Assets</b>		
Cash and cash equivalents	\$ 5,297	\$ 1,924
Investment in subsidiaries	690,932	667,732
Due from subsidiaries	154	—
Other assets	542	628
<b>Total assets</b>	<u>\$ 696,925</u>	<u>\$ 670,284</u>
<b>Liabilities and equity</b>		
<b>Liabilities</b>		
Debt	\$ 60,749	\$ 73,281
Other liabilities	282	712
Due to subsidiaries	15	196
<b>Total liabilities</b>	<u>61,046</u>	<u>74,189</u>
<b>Shareholders' equity</b>		
Share capital	3,483	3,534
Additional paid-in capital	481,551	484,532
Retained earnings	150,845	108,029
<b>Total shareholders' equity</b>	<u>635,879</u>	<u>596,095</u>
<b>Total liabilities and equity</b>	<u>\$ 696,925</u>	<u>\$ 670,284</u>

**GREENLIGHT CAPITAL RE, LTD.**  
**CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**CONDENSED STATEMENT OF OPERATIONS — PARENT COMPANY ONLY**  
(expressed in thousands of U.S. dollars)

	<u>Year ended December 31</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
<b>Revenue</b>			
Net investment income	\$ 143	\$ 5	\$ 1
Other income (expense)	(60)	239	366
<b>Total revenues</b>	<u>83</u>	<u>244</u>	<u>367</u>
<b>Expenses</b>			
Corporate expenses	6,059	9,042	6,887
Interest expense	5,836	5,344	4,201
<b>Total expenses</b>	<u>11,895</u>	<u>14,386</u>	<u>11,088</u>
Loss before equity in net income of subsidiaries	(11,812)	(14,142)	(10,721)
Equity in net income of subsidiaries	54,628	100,972	36,063
<b>Net income</b>	<u>\$ 42,816</u>	<u>\$ 86,830</u>	<u>\$ 25,342</u>
<b>Comprehensive income</b>	<u>\$ 42,816</u>	<u>\$ 86,830</u>	<u>\$ 25,342</u>

**GREENLIGHT CAPITAL RE, LTD.**  
**CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**CONDENSED STATEMENTS OF CASH FLOWS — PARENT COMPANY ONLY**  
 (expressed in thousands of U.S. dollars)

	Year ended December 31		
	2024	2023	2022
<b>Cash flows from operating activities</b>			
Net income	\$ 42,816	\$ 86,830	\$ 25,342
Adjustments to reconcile net income or loss to net cash provided by (used in) operating activities:			
Equity in earnings of consolidated subsidiaries	(54,628)	(100,972)	(36,063)
Net realized gain on repurchases of convertible senior notes payable	—	(265)	(343)
Share-based compensation expense	3,884	5,550	4,028
Accretion of debt offering costs, net of change in interest accruals	1,220	(1,696)	79
<i>Net change in:</i>			
Due from subsidiaries	(154)	28,400	(28,400)
Other assets	86	125	(753)
Other liabilities	(430)	631	(69)
Due to subsidiaries	(181)	(635)	(2,071)
Net cash provided by (used in) operating activities	<u>(7,387)</u>	<u>17,968</u>	<u>(38,250)</u>
<b>Cash flows from investing activities</b>			
Dividends and return of capital from subsidiaries	42,500	8,316	60,125
Contributions to subsidiaries	(10,500)	(20,043)	(1,557)
Net cash provided by (used in) investing activities	<u>32,000</u>	<u>(11,727)</u>	<u>58,568</u>
<b>Cash flows from financing activities</b>			
Proceeds from Term Loans	—	75,000	—
Repayment of Term Loans	(13,752)	(947)	—
Repayment of convertible senior notes payable	—	(62,147)	—
Repurchase of convertible senior notes payable	—	(17,198)	(19,793)
Repurchase of shares	(7,488)	—	(35)
Net cash used in financing activities	<u>(21,240)</u>	<u>(5,292)</u>	<u>(19,828)</u>
Net increase (decrease) in cash and cash equivalents	3,373	949	490
Cash and cash equivalents at beginning of the year	1,924	975	485
<b>Cash and cash equivalents at end of the year</b>	<u><u>\$ 5,297</u></u>	<u><u>\$ 1,924</u></u>	<u><u>\$ 975</u></u>
<b>Supplementary information</b>			
Non cash consideration to subsidiaries, net	\$ (572)	\$ (595)	\$ (656)

**GREENLIGHT CAPITAL RE, LTD.**  
**SUPPLEMENTARY INSURANCE INFORMATION**  
**AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024, 2023, AND 2022**  
**(expressed in thousands of U.S. dollars)**

	December 31, 2024			Year ended December 31, 2024						
	Deferred acquisition costs	Reserves for losses and LAE	Unearned premiums	Net premiums earned	Total investment related income (loss)	Net losses, and LAE	Acquisition costs	Underwriting expenses <sup>(2)</sup>	Net premiums written	Deposit interest expense, net
Open Market	\$ 71,432	\$ 769,776	\$ 290,419	\$ 511,922	\$ 42,629	\$ 341,586	\$ 144,852	\$ 19,175	\$ 541,446	\$ 1,228
Innovations	10,817	76,986	34,132	86,352	702	51,939	27,151	3,682	80,016	—
Corporate <sup>(1)</sup>	—	14,207	—	21,680	2,623	33,744	4,772	—	(197)	—
	<u>\$ 82,249</u>	<u>\$ 860,969</u>	<u>\$ 324,551</u>	<u>\$ 619,954</u>	<u>\$ 45,954</u>	<u>\$ 427,269</u>	<u>\$ 176,775</u>	<u>\$ 22,857</u>	<u>\$ 621,265</u>	<u>\$ 1,228</u>

	December 31, 2023			Year ended December 31, 2023						
	Deferred acquisition costs	Reserves for losses and LAE	Unearned premiums	Net premiums earned	Total investment related income (loss)	Net losses, and LAE	Acquisition costs	Underwriting expenses <sup>(2)</sup>	Net premiums written	Deposit interest expense, net
Open Market	\$ 64,354	\$ 597,478	\$ 246,994	\$ 466,751	\$ 37,351	\$ 262,290	\$ 136,356	\$ 16,827	\$ 466,544	\$ 2,687
Innovations	11,089	46,314	37,438	71,769	2,732	44,855	22,381	2,760	83,608	—
Corporate <sup>(1)</sup>	4,513	17,762	21,878	44,627	3,325	52,859	10,140	—	43,896	—
	<u>\$ 79,956</u>	<u>\$ 661,554</u>	<u>\$ 306,310</u>	<u>\$ 583,147</u>	<u>\$ 43,408</u>	<u>\$ 360,004</u>	<u>\$ 168,877</u>	<u>\$ 19,587</u>	<u>\$ 594,048</u>	<u>\$ 2,687</u>

	December 31, 2022			Year ended December 31, 2022						
	Deferred acquisition costs	Reserves for losses and LAE	Unearned premiums	Net premiums earned	Total investment related income (loss)	Net losses, and LAE	Acquisition costs	Underwriting expenses <sup>(2)</sup>	Net premiums written	Deposit interest expense, net
Open Market	\$ 70,173	\$ 524,913	\$ 250,742	\$ 410,877	\$ 4,898	\$ 268,659	\$ 125,296	\$ 11,867	\$ 437,799	\$ 6,717
Innovations	6,570	19,336	25,586	33,184	9,869	23,151	11,111	1,946	47,328	—
Corporate <sup>(1)</sup>	5,648	11,219	31,492	25,416	(6,417)	24,675	6,741	—	44,615	—
	<u>\$ 82,391</u>	<u>\$ 555,468</u>	<u>\$ 307,820</u>	<u>\$ 469,477</u>	<u>\$ 8,350</u>	<u>\$ 316,485</u>	<u>\$ 143,148</u>	<u>\$ 13,813</u>	<u>\$ 529,742</u>	<u>\$ 6,717</u>

(1) Corporate includes the results of runoff business and non-underwriting income and expenses.

(2) Includes underwriting expenses and deposit interest expense, net.

**GREENLIGHT CAPITAL RE, LTD.**  
**SUPPLEMENTARY REINSURANCE INFORMATION**  
**FOR THE YEARS ENDED DECEMBER 31, 2024, 2023, AND 2022**

(expressed in thousands of U.S. dollars)

<b>Year</b>	<b>Direct gross premiums</b>	<b>Premiums ceded to other companies</b>	<b>Premiums assumed from other companies</b>	<b>Net written premiums</b>	<b>Percentage of amount assumed to net</b>
2024	\$ —	\$ 77,070	\$ 698,335	\$ 621,265	112 %
2023	\$ —	\$ 42,762	\$ 636,810	\$ 594,048	107 %
2022	\$ —	\$ 33,429	\$ 563,171	\$ 529,742	106 %