



FIDELIS INSURANCE HOLDINGS LIMITED

Financial Condition Report

For the year 1 January 2018 to 31 December 2018

CONTENTS

I.	EXECUTIVE SUMMARY.....	3
A.	BUSINESS AND PERFORMANCE	7
	A1. BUSINESS	7
B.	SYSTEM OF GOVERNANCE.....	13
	B1. BOARD AND SENIOR EXECUTIVE	13
	B2. FIT AND PROPER REQUIREMENTS.....	18
	B3. RISK MANAGEMENT AND SOLVENCY SELF-ASSESSMENT	22
	B4. INTERNAL CONTROL SYSTEM	26
	B5. INTERNAL AUDIT FUNCTION	27
	B6. ACTUARIAL FUNCTION	29
	B7. OUTSOURCING	29
	B8. OTHER INFORMATION.....	31
C.	RISK PROFILE.....	32
	C1. MATERIAL RISKS THE INSURER IS EXPOSED TO DURING THE REPORTING PERIOD	32
	C2. INVESTMENT OF ASSETS IN ACCORDANCE WITH THE PRUDENT PERSON PRINCIPLES OF THE CODE OF CONDUCT	39
	C3. RISK CONCENTRATION	40
	C4. STRESS TESTING AND SENSITIVITY ANALYSIS TO ASSESS MATERIAL RISKS.....	40
	C5. ANY OTHER INFORMATION	41
D.	VALUATION FOR SOLVENCY PURPOSES	42
	D1. VALUATION BASES, ASSUMPTIONS AND METHODS TO DERIVE THE VALUE OF EACH ASSET CLASS.....	42
	D2. VALUATION BASES, ASSUMPTIONS AND METHODS TO DERIVE THE VALUE OF TECHNICAL PROVISIONS.....	43
	D3. VALUATION BASES, ASSUMPTIONS AND METHODS TO DERIVE THE VALUE OF OTHER LIABILITIES	45
	D4. ANY OTHER INFORMATION.....	45
E.	CAPITAL MANAGEMENT	46
	E1. ELIGIBLE CAPITAL.....	46
	E2. REGULATORY CAPITAL REQUIREMENTS.....	48
	E3. APPROVED INTERNAL CAPITAL MODEL.....	49
F.	SUBSEQUENT EVENTS.....	49
G.	GLOSSARY	50

I. EXECUTIVE SUMMARY

The Financial Condition Report (“FCR”) covers the Business and Performance, System of Governance, Risk Profile, Valuation for Solvency Purposes, and Capital Management of the Fidelis Group and its subsidiaries, as well as the Fidelis Insurance Bermuda Limited (“FIBL”) and its subsidiaries, on a separate basis where appropriate. The report details the Group’s risk profile and its solvency and capital needs and examines how the governance framework and risk management processes support it in identifying, monitoring, and assessing these needs. Fidelis Insurance Holdings Limited (“Fidelis”, “FIHL”, or “the Company”) and its subsidiaries are collectively referred to as the “Group” within this FCR.

FIBL owns 100% of a UK holding company, Fidelis European Holdings Limited, (“FEHL”), which in turn owns 100% of an Irish insurance company, Fidelis Insurance Ireland DAC (“FIID”). These three entities are referred to as the “FIBL Group” within this FCR and all numbers quoted for the FIBL Group are on a consolidated basis.

A copy of this report is available on the Group’s website: <http://www.fidelisinsurance.com/investors>.

The administrative body that has ultimate responsibility for all these matters is the FIHL Board of Directors, with the assistance of various governance and control functions which are in place to monitor and manage the business.

BUSINESS AND PERFORMANCE

FIHL is a holding company which was incorporated under the laws of Bermuda on 22 August 2014. The Company raised capital through two private placements in 2015. The Company has a group of initial founding investors who contributed a significant amount of the initial capital. During 2015, the Company established the following wholly owned subsidiaries: FIBL, Fidelis Marketing Limited (“FML”) and Fidelis Underwriting Limited (“FUL”). In 2017 the Company incorporated Fidelis Insurance Ireland DAC (“FIID”). In 2018 it established Fidelis European Holdings Limited (“FEHL”) and an Irish branch of FML.

FIBL was incorporated as an exempted company under the laws of Bermuda on 26 February 2015 and writes predominantly property and bespoke insurance and reinsurance on a global basis. FIBL is registered as a Class 4 insurer under the Insurance Act of 1978 and related regulations of Bermuda (the “Insurance Act”) and commenced (re)insurance operations in June 2015. FIBL acts as the designated insurer of the Group.

FUL was incorporated under the laws of England and Wales on 28 August 2015 and writes predominantly bespoke and specialty insurance on a global basis and commenced writing property reinsurance business in 2018. FUL was licensed in the United Kingdom by the Prudential Regulatory Authority (“PRA”) on 4 December 2015 and commenced (re)insurance operations on 1 January 2016. FML was incorporated on 1 April 2015 and was established to act as an insurance intermediary for FIBL and a service company for FUL. The Irish branch of FML was set up to primarily provide services to FIID. FIID was incorporated under the laws of Ireland on 27 December 2017 and plans to write bespoke and specialty European business. FIID was licensed in Ireland by the Central Bank of Ireland (“CBI”) on 22 October 2018. FIID is owned by a UK holding company that is 100% owned by FIBL. FIID commenced writing business on 1 January 2019 and accepted non-UK EEA insurance policies from FUL through a Part VII transfer under the Financial Services and Market Act of 2000 on 29 March 2019.

As part of the Group’s strategy to sponsor bespoke underwriting products, FIHL has established four MGAs all managed by FIHL’s MGA incubator, Pine Walk Capital Limited (“Pine Walk”).

MGA	Coverage
Radius Specialty Limited	Provides bespoke coverage in specialist reinsurance lines
Oakside Surety Limited (previously known as Firestone)	Focuses on small and medium-sized enterprises within the surety market
Aware Specialty Limited	Focuses on mortgage indemnity insurance
Kersey Specialty Limited	Provides capacity to the upstream energy subscription market insurance

In May 2018 the Group sponsored Socium Re Limited (“Socium”), a Bermuda domiciled special purpose insurance company formed to provide additional collateralised capacity to support the Group’s risk allocation strategy.

The directors consider that the principal activity of the Group will continue unchanged into the foreseeable future.

SYSTEM OF GOVERNANCE

The Group operates a three lines of defence model which establishes clear duties, roles and responsibilities in order to manage the full range of risks to which it is exposed. There are clear reporting lines to the Board at all levels within the organisation to ensure that information is appropriately communicated.

The Group’s governance structure is established to:

- Ensure the enterprise risk management is maintained at high standards;
- Ensure the business is operating in an efficient and effective manner; and
- Align control procedures for units within the organisation based on the risks they carry.

The Group Board of Directors is responsible for oversight of the Group’s activities, with an emphasis on:

- How the senior executives within the Group implement Group strategy and operational objectives, while ensuring compliance with the Group Board approved risk appetites and tolerances; and
- Ensuring the Group operates in a sound and prudent manner.

The FIBL Board aligns its system of corporate governance with that of the Group where appropriate.

RISK PROFILE

The Group is exposed to risks from several sources. These include non-life underwriting risk, market risk, credit risk, liquidity risk, operational risk, strategic risk, Group risk and emerging risk. The primary risk to the Group is underwriting risk. There were no changes to the Group’s key risk areas in 2018. Each of these risk areas is described in more detail in section C.

The Group undertakes various stress and scenario testing on a quarterly basis to confirm the adequacy of the capital and liquidity in respect of both the regulatory requirements and the maintenance of the Group’s credit rating. The tests are designed to simulate extreme but possible scenarios affecting investments, underwriting and operations either individually or in combination.

Based on the latest results of these tests, management of the Group believes that it has sufficient capital and liquidity to comply with the contractual obligations of the organisation and regulatory requirements upon experiencing such scenarios.

VALUATION FOR SOLVENCY PURPOSES

The Group and FIBL Group have used the economic basis for valuation principles as per the Bermuda Solvency Capital Requirement (“BSCR”).

CAPITAL MANAGEMENT

FIHL

The Group’s BSCR as at 31 December 2018 is \$415.3 million, with available capital of \$1,335.7 million, resulting in a surplus of \$920.4 million and a solvency ratio of 322%.

The majority of the Group’s available capital is Tier 1, the highest quality capital, consisting of capital stock, contributed surplus, and statutory surplus. The Group’s preference shares are classified as Tier 2 available capital but have not been approved for eligible capital purposes. The Group has no Tier 3 capital.

2018

\$000’s

	Available capital	Eligible capital
Tier 1	1,093,488	1,092,589
Tier 2	242,230	-
Tier 3	-	-
Total	<u>1,335,718</u>	<u>1,092,589</u>

2017

\$000’s

	Available capital	Eligible capital
Tier 1	1,085,036	1,083,793
Tier 2	279,990	-
Tier 3	-	-
Total	<u>1,365,026</u>	<u>1,083,793</u>

The Group monitors its capital requirements based on both external risk measures, set by regulators and rating agencies, and its own internal guidelines of solvency and risk appetite. Decisions on optimal capital levels are an integral part Fidelis’ business planning and forward-looking assessment of risk processes which cover a three-year time horizon.

At the end of the reporting period, the Group’s regulatory capital requirements were assessed as follows:

\$000’s	<u>2018</u>	<u>2017</u>
Minimum Margin of Solvency	238,667	190,652
Enhanced Capital Requirement	415,272	430,793

FIBL

The FIBL Group's BSCR as at 31 December 2018 is \$365.3 million, with available capital of \$993.4 million, resulting in a surplus of \$628.1 million and a solvency ratio of 272%.

All of FIBL Group's capital is Tier 1, the highest quality capital.

2018

\$000's

	Available capital	Eligible capital
Tier 1	993,354	921,729
Tier 2	-	-
Tier 3	-	-
Total	<u>993,354</u>	<u>921,729</u>

2017

\$000's

	Available capital	Eligible capital
Tier 1	1,075,335	1,010,235
Tier 2	-	-
Tier 3	-	-
Total	<u>1,075,335</u>	<u>1,010,235</u>

At the end of the reporting period, FIBL Group's regulatory capital requirements were assessed as follows:

\$000's	<u>2018</u>	<u>2017</u>
Minimum Margin of Solvency	197,497	159,111
Enhanced Capital Requirement	365,337	416,841

There were no material changes to Fidelis' governance structure and capital management approach during the reporting period. Further details are included in this report.

A. BUSINESS AND PERFORMANCE

A1. BUSINESS

FIHL was incorporated under the laws of Bermuda on 22 August 2014, and is privately owned, with the following principal shareholders:

- Crestview FIHL Holdings LP and Crestview FIHL TE Holdings Limited
- CVC Falcon Holdings Limited
- Fidelis Investors LP
- Fidelis Investors Offshore LP
- Pine Brook FEAL Intermediate LP

The above shareholders collectively hold approximately 98% ownership of the Company. The remaining 2% of the Company is owned by a small number of other shareholders, including management.

Name of Insurer: Fidelis Insurance Holdings Limited (Group)
Fidelis Insurance Bermuda Limited (Designated Insurer)

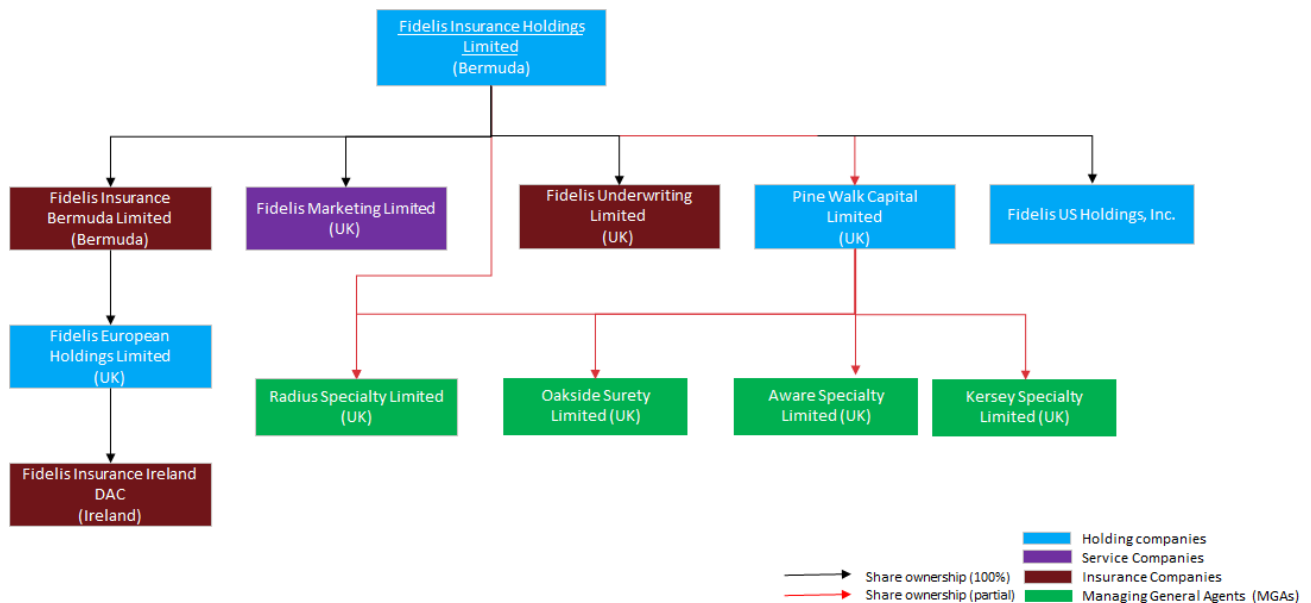
Supervisors: Group Supervisor
Bermuda Monetary Authority
BMA House
43 Victoria Street, Hamilton
Bermuda

Insurance Supervisor
Bermuda Monetary Authority
BMA House
43 Victoria Street, Hamilton
Bermuda

Approved Auditor: KPMG Audit Limited
Crown House
4 Par-la-Ville Road
Hamilton, HM 08, Bermuda

A1.1 Group structure

The following provides details of the Group Structure:



Pine Walk established two new MGAs in the period, Kersey and Aware, with underwriting capacity being provided by FUL. Kersey focuses on upstream energy subscription market insurance and Aware focuses on mortgage indemnity insurance. In addition, FIHL established Fidelis US Holdings Incorporated as a holding company to support possible future acquisitions.

In response to Brexit, which is expected to result in the loss of FUL's European passporting rights, the Group has incorporated FIID, which received full authorisation from the Central Bank of Ireland (the "CBI") to write insurance and reinsurance on 22 October 2018. Following the High Court hearing on 27 March 2019, FUL was sanctioned to transfer non-UK EEA insurance policies written to FIID via a Part VII transfer under the Financial Services and Markets Act 2000. The legal effective date of the transfer was 29 March 2019. FIID began writing non-UK EEA direct insurance policies from 1 January 2019.

A2.1 Insurance business written by the business segment and by geographical region

The Group manages its business in four pillars:

- Bespoke pillar – includes Political & allied perils, Aircraft finance ("AFIC"), Credit & Surety, Title and E Cat products which are reported in the Credit & political risk and Bespoke other lines of business in the table below.
- Specialty pillar – includes aviation and aerospace, energy, marine, and property lines of business.
- Reinsurance pillar – includes natural catastrophe reinsurance, property retrocession and composite/multi class business reported as property reinsurance, property retrocession and whole account reinsurance lines of business in the table below.
- Partnership income pillar – fee income and flexible capital management through the Group's Pinewalk MGA platform, quota shares with rated parties, Socium Re sidecar and other third party capital structures that provide fee and profit commission while enhancing capacity.

Insureds are located mainly in the EEA and the USA, with underwriting exposures worldwide. All business is underwritten in the United Kingdom or Bermuda, and in Dublin from 1 January 2019.

A2.1.1 Group gross premiums written by line of business (US GAAP)

For the year ended 31 December 2018	2018	2017
\$000's		
Aviation & aerospace	12,811	9,574
Energy	27,861	479
Marine	6,363	47,131
Property	(2,995)	13,630
Total Specialty	44,040	70,814
Credit & political risk	184,829	112,224
Bespoke other	134,326	97,674
Total Bespoke	319,155	209,898
Property reinsurance	293,873	225,714
Property retrocession	27,014	26,275
Whole account reinsurance	6,972	13,228
Total Reinsurance	327,859	265,217
Total	691,054	545,929

Gross premiums written were \$691.1 million (2017: \$545.9 million). In 2018, net premiums earned for the year were \$289.0 million (2017: \$219.1 million). Earned premiums are substantially lower than written premiums as certain classes, such as credit and political risk insurance, have longer tenures meaning written premiums are earned over a longer period. As premiums are earned based on exposure patterns over the contract period, premiums written will take longer to earn.

A2.1.2 FIBL Group (including intra-group reinsurance) gross premiums written by line of business (US GAAP)

For the year ended 31 December 2018	<u>2018</u>	<u>2017</u>
\$000's		
Aviation & aerospace	(217)	5,979
Energy	2,932	258
Marine	5,864	45,869
Property	1	7,454
Total Specialty	8,580	59,560
Credit & political risk	74,603	53,348
Bespoke other	3,913	46,372
Total Bespoke	78,516	99,720
Property reinsurance	264,895	225,510
Property retrocession	27,014	26,275
Whole account reinsurance	6,972	13,230
Total Reinsurance	298,881	265,015
Total	385,977	424,295

A2.2 Performance of investments & material income & expenses for the reporting period

A2.2.1 Performance of investments for the reporting period (US GAAP)

The Group employs a target annual return in the low to mid-single digit, with low volatility and high liquidity. The Group maintains a majority of assets in traditional fixed-income. The main goals of the investment policy are to maximize income under the constraints of capital conservation. As at 31 December 2018, the Group held an investment with York Capital through a limited partnership, Fidelis York Fund L.P. The limited partnership is invested in a multi-strategy hedge fund and a credit hedge fund, both of which are managed by York Capital. The manager/fund strategies and investment types within the Group have been chosen specifically to construct an investment portfolio that ensures credit risk, duration risk, maximum Value-at-Risk and liquidity remain within the risk tolerances of the Group. On 31 December 2018, the Group agreed future redemptions from the Fidelis York Fund L.P., scheduled to fully exit this fund by the end of 2019.

The duration target of the Group's fixed income portfolio is set to approximately match the duration of the Group's liabilities. The Group investment portfolios are managed against a blended fixed income benchmark consisting of 3 month Libor, US Govt Index 1-5 years and US Corporate Index 1-5 years, which has a target weighted average duration of 2.1 years. For the year-ended 31 December 2018 the portfolio's performance was largely in line with the benchmark. At 31 December 2018, the portfolio was slightly under-weight in duration which helped contain losses as US interest rates increased over the year. Derivatives are used on an ancillary basis to adjust portfolio duration, when needed. On occasion, the Group also enters into catastrophe swap derivatives to manage exposure to catastrophe events.

The Group holds a low percentage of securitized instruments (agency-backed securities, mortgage-backed securities, and collateralized mortgage obligations) to aid in diversification through investing in alternative

credit risk assets. Investment limits have been placed on these assets through the investment guidelines set out in the investment management agreements and the Group maintains a strict review of the securities held to ensure the guidelines are followed.

The return on investments for the Group for the year ended 31 December 2018 were as follows:

\$000's			
Investment Strategy	Fair Value	Gain/Loss	Return
Event driven	113,753	(7,969)	(6.4%)
Long fixed income	1,020,400	17,845	1.9%
Cash and deposits	268,038	4,291	1.3%
Catastrophic Derivative Swap	10,000	7,950	
Other investment income (expenses)	-	364	
Total	1,412,191	22,481	
Unrealised gains on AFS instruments, net of tax**		525	
Total investment return		23,006	

***During 2018, the Group amended the accounting policy such that all fixed income securities acquired after 1 January 2018 are classified as available for sale. Fixed income securities acquired prior to 1 January 2018 are classified as trading.*

The return on investments for FIBL Group the year ended 31 December 2018 were as follows:

\$000's			
Investment Strategy	Fair Value	Gain/Loss	Return
Event driven	113,753	(7,969)	(6.4%)
Long fixed income	741,317	14,685	2.0%
Cash and deposits	208,635	3,737	1.4%
Catastrophic Derivative Swap	10,000	7,950	
Other investment income (expenses)	-	368	
Total	1,073,705	18,771	
Unrealised gains on AFS instruments, net of tax**		232	
Total investment return		19,003	

***During 2018, the Group amended the accounting policy such that all fixed income securities acquired after 1 January 2018 are classified as available for sale. Fixed income securities acquired prior to 1 January 2018 are classified as trading.*

The return on investments for the Group for the year ended 31 December 2017 were as follows:

\$000's			
Investment Strategy	Fair Value	Gain/Loss	Return
Commodities trading	-	(11,270)	(14.2%)
Credit	-	1,974	1.1%
Equity long/short	-	5,617	7.6%
Event driven	121,615	17,816	17.2%
Long fixed income	1,124,701	2,761	0.9%
Market neutral	-	(17,780)	(17.2%)
Medium term trends	-	(5,794)	(9.0%)
Multi strategy	-	5,473	3.2%
Cash and deposits	210,467	2,220	0.8%
Other investment expenses	-	(1,398)	
Total	1,456,783	(381)	

The return on investments for FIBL Group for the year ended 31 December 2017 were as follows:

\$000's			
Investment Strategy	Fair Value	Gain/Loss	Return
Commodities trading	-	(11,270)	(14.2%)
Credit	-	1,974	1.1%
Equity long/short	-	5,617	7.6%
Event driven	121,615	17,816	17.2%
Long fixed income	952,352	2,583	0.9%
Market neutral	-	(17,780)	(17.2%)
Medium term trends	-	(5,794)	(9.0%)
Multi strategy	-	5,473	3.2%
Cash and deposits	162,721	1,867	0.8%
Other investment expenses	-	(1,395)	
Total	1,236,688	(909)	

A2.2.2 Material income & expenses for the reporting period (US GAAP)

Material administrative expenses for the Group for the year ended 31 December 2018 compared to the year ended 31 December 2017 comprise the following:

\$000's		
Expenses	2018	2017
Employment Costs	38,390	26,958
Non-employment costs	14,581	13,428
IT costs	7,343	5,609
Professional and consulting fees	8,501	6,182
Total general and administrative expenses	68,815	52,177

Material administrative expenses for FIBL Group for the year ended 31 December 2018 compared to the year ended 31 December 2017 comprise the following:

\$000's		
Expenses	2018	2017
Employment Costs	16,091	11,836
Non-employment costs	4,542	4,094
IT costs	3,049	2,376
Professional and consulting fees	1,216	1,262
Total general and administrative expenses	24,898	19,568

A3. ANY OTHER INFORMATION

No additional material information to report.

B. SYSTEM OF GOVERNANCE

The Group's governance structure is established to:

- Ensure the enterprise risk management is maintained at high standards;
- Ensure the business is operating in an efficient and effective manner; and
- Align control procedures for units within the organisation based on the risks they carry.

There have been no material changes to the system of governance over the reporting period.

B1. BOARD AND SENIOR EXECUTIVE

Fidelis operates a governance framework whereby the Group sets the ultimate Group strategy, with subsidiaries ultimately responsible for setting their own strategies within the confines of the Group Strategy set by the Group Board of Directors (the "Group Board" or "FIHL Board").

The Group Board is responsible for oversight of the Group's activities, with an emphasis on:

- How the senior executives within the Group implement Group strategy and operational objectives, while ensuring compliance with the Group Board approved risk appetites and tolerances; and
- Ensuring the Group operates in a sound and prudent manner.

As at 31 December 2018, the Group Board consists of seven directors, of which there are two executive directors and five non-executive directors. Their roles and responsibilities are outlined in the Group's Bye-Laws and comply with the regulatory requirements of Bermuda. The FIBL Board consists of four directors, of which two are executive directors and two are non-executive directors. Their roles and responsibilities are outlined in FIBL's Bye-Laws and comply with the regulatory requirements of Bermuda.

B1.1 Board changes during the reporting period

FIHL

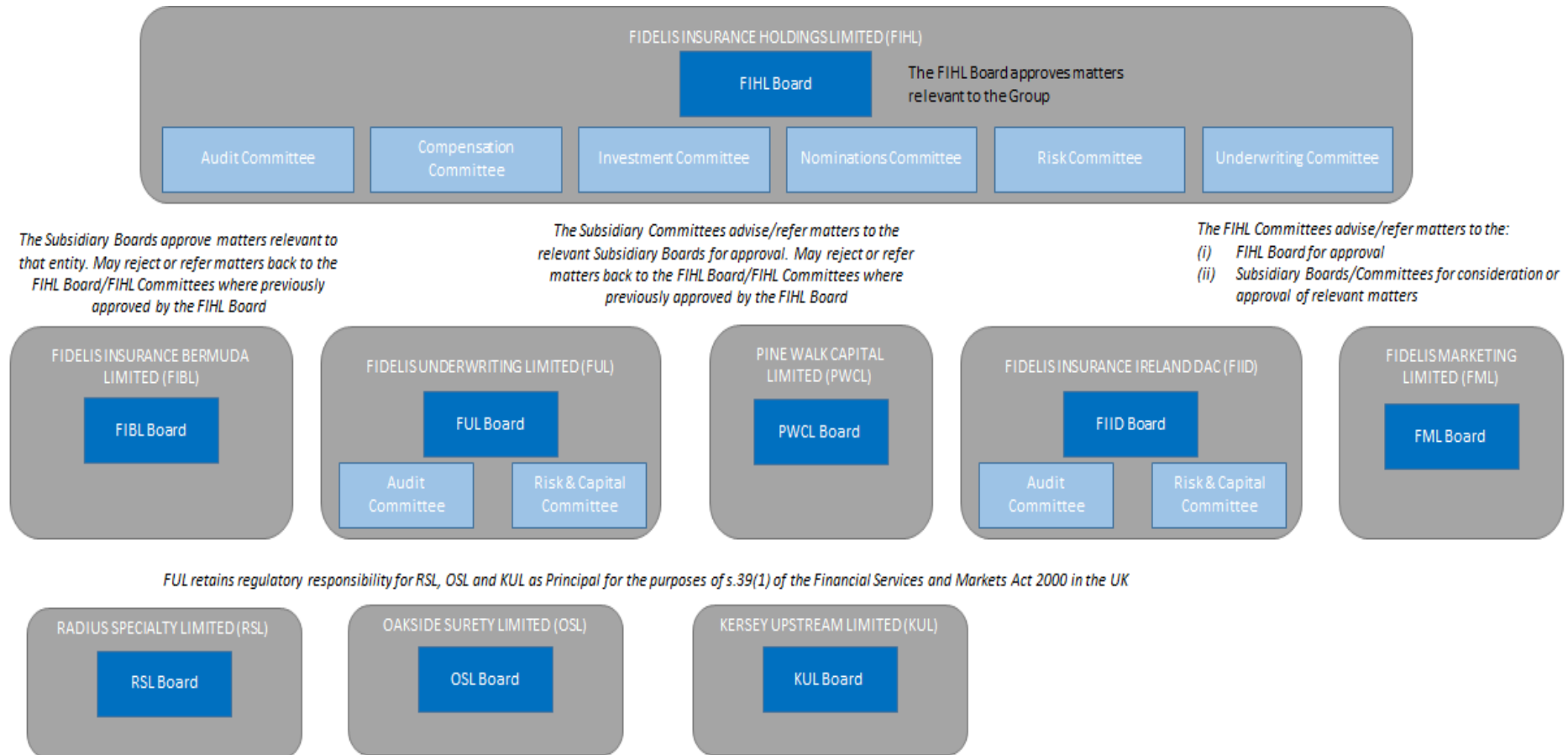
No changes occurred during the reporting period.

FIBL

Ben Savill ceased to be a Director of FIBL during the reporting period. Hinal Patel was appointed to the FIBL Board during the reporting period.

B1.2 Structure of the Board, role, responsibilities and segregation of responsibilities

The diagram and table below give an overview of the Group's governance structures and summarises the role of Group management committees as at 31 December 2018:



Entity	Board/Committee	INEDS	Exec	Role	Links into Boards
FIHL	Board	5	2	Considering, deciding on and oversight of Group Strategy, business plans, Group Risk, Solvency & Capital management framework, risk appetites, operational objectives and other matters affecting the Group, including matters referred for approval by FIHL Committees and/or Group Management Committees	First point of approval for Group matters before matters are cascaded to subsidiary Boards for consideration, challenge and approval. Refers matters relevant to FIBL's role as Designated Insurer to the FIBL Board.
	Audit Committee	5	0	To advise and assist the FIHL and subsidiary Boards in relation to the management of financial reporting and the internal financial control framework of FIHL and the Fidelis Group and oversight of the Internal Audit function and external auditors	Committee Chair provides report into FIHL Board and Group General Counsel provides referral/update on any matters of relevance to the subsidiary Boards
	Compensation Committee	5	0	To advise the FIHL Board regarding remuneration of certain members of senior management and to consider and advise the FIHL Board as to the Group Compensation Framework	Committee Chair provides report into FIHL Board and Group General Counsel provides referral/update on any matters of relevance to the subsidiary Boards
	Investment Committee	5	2	To advise the FIHL Board on Investment Strategy and monitor investment performance	Committee Chair provides report into FIHL Board and Group Chief Investment Officer or other designee provides referral/update on any matters of relevance to the subsidiary Boards
	Nominations Committee	5	2	To advise the FIHL Board regarding nomination of Board candidates and succession planning for Directors and Senior Management	Committee Chair provides report into FIHL Board and Group General Counsel provides referral/update on any matters of relevance to the subsidiary Boards
	Risk Committee	5	2	To advise the FIHL Board in respect of risk and capital management and oversight of risk management and tolerances	Committee Chair provides report into FIHL Board and Group CRO provides referral/update on any matters of relevance to the subsidiary Boards
	Underwriting Committee	5	2	To advise the FIHL Board on the Group's underwriting activities and to monitor exposure accumulations and aggregations	Committee Chair provides report into FIHL Board and Subsidiary CEO provides referral/update on any matters of relevance to the subsidiary Boards
FIBL	Board	2 (inc. Chair)	2	Considering and deciding on FIBL Strategy, business plans, operations, risk framework and tolerances and matters affecting FIBL, including matters referred for approval by FIHL Committees or Group Management Committees. Monitoring Group	Considers, challenges and is the sole point of FIBL approval. Must approve all matters of relevance to FIBL's role as Designated Insurer. Matters referred by the FIHL Board may be

Entity	Board/Committee	INEDS	Exec	Role	Links into Boards
				governance structures to ensure they enable FIBL to perform its role as Designated Insurer effectively.	approved, approved with subjectivities, amended or rejected by the FIBL Board or referred back to the FIHL Board.
FUL	Board	4 (inc. Chair)	2	Considering and deciding on FUL Strategy, business plans, operations, risk framework and tolerances, and matters affecting FUL, including matters referred for approval by FIHL Committees, FUL Committees or Group Management Committees	Considers, challenges and is the sole point of FUL approval. Matters cascaded from the FIHL Board may be approved, approved with subjectivities, amended or rejected by the FUL Board or referred back to the FIHL Board.
	Audit Committee	4	0	Independent review and challenge at FUL level of financial and regulatory reporting and the internal control environment, oversight of the Internal Audit function and external auditors	Committee Chair provides report into FUL Board and the Group General Counsel ensures any matters referred to the FIHL Board are so referred
	Risk & Capital Committee	4	2	To advise the FUL Board in respect of risk and capital management and oversight of risk management and tolerances	Committee Chair provides report into FUL Board and Group CRO ensures any matters referred to the FIHL Board are so referred
FIID	Board	3 (inc. Chair)	2	Considering and deciding on FIID Strategy, business plans, operations, risk framework and tolerances, and matters affecting FIID, including matters referred for approval by FIHL Committees, FIID Committees or Group Management Committees	Considers, challenges and is the sole point of FIID approval. Matters cascaded from the FIHL Board may be approved, approved with subjectivities, amended or rejected by the FIID Board or referred back to the FIHL Board.
	Audit Committee	3	2	Independent review and challenge at FIID level of financial and regulatory reporting and the internal control environment, oversight of the Internal Audit function and external auditors	Committee Chair provides report into FIID Board and the Group General Counsel ensures any matters referred to the FIHL Board are so referred
	Risk & Capital Committee	3	2	To advise the FIID Board in respect of risk and capital management and oversight of risk management and tolerances	Committee Chair provides report into FIID Board and Group CRO ensures any matters referred to the FIHL Board are so referred
FML	Board	0	2	Considering and deciding on FML Strategy and matters affecting FML	Considers, challenges and is the sole point of FML approval. Matters cascaded from the FIHL Board may be approved, approved with subjectivities, amended or rejected by the FML Board or referred back to the FIHL Board.

B1.3 Remuneration policy

The Compensation Framework is recommended for approval by the Group Compensation Committee to the FIHL Board. After approval by the FIHL Board the relevant details are reported to the subsidiary boards, including the FIBL Board.

The Group's remuneration approach reflects the intent to align shareholder and employee interests by attracting and retaining employees of the highest calibre and motivating them to drive the Group's business plan and build shareholder value. Fixed compensation is based on market norms for the position and total compensation aims to provide above market level compensation for superior performance. Variable compensation programs are provided to all employees and include a Group-wide bonus plan and a Restricted Share Unit ("RSU") plan.

Independent non-executive directors ("INEDs") receive a quarterly director's fee. They are not eligible for additional non-cash benefits or variable compensation.

In addition to the above, certain senior staff are required to commit, by way of an annual declaration, that they have not and will not enter into any personal hedging strategies in relation to their variable remuneration or to otherwise undermine their risk alignment with the Fidelis Group in their variable remuneration.

B1.3.1 Information on individual and collective performance criteria on which variable components of remuneration is based

The bonus plan performance criteria are comprised of both personal performance and Group performance and the bonus is paid annually. Personal performance is evaluated based on achievement of specific objectives and demonstration of cultural values and management responsibilities (where applicable). Group performance is measured against a pre-established target for the annual return on equity ("ROE") for the Group. The RSUs contain both service and performance conditions. Generally, half of the RSU grants vest based on service after a three-year period and half of the RSUs vest based on certain performance conditions based on achievement of pre-established targets for the three-year average ROE for the Group.

In addition to the RSUs the Group operates management warrants which are also driven by ROE performance and were issued to the initial group of Fidelis employees (including Executive Directors of FIHL).

B1.3.2 Supplementary pension or early retirement schemes for the members of the administrative, management or supervisory body and other key function holders

The Group's remuneration policy does not include any supplementary pension or early retirement schemes for members of the Board or employees. The Group offers all staff the choice of making contributions into a defined contribution pension scheme, subject to applicable pension rules.

B1.3.3 Material transactions with the shareholder, with persons who exercise a significant influence on the undertaking, and with members of the administrative, management or supervisory body

During the year, the Group has paid quarterly preferred dividends totalling \$22.9 million (2017: \$25.9 million) to holders of the Group's preferred shares.

During the year the Group paid a common dividend of \$118.4 million (2017: \$nil) to common shareholders. On 19 February 2019 the Board approved a proposed dividend of \$0.54 per common share, paid on 29 March 2019 to common stockholders of record at the close of business on 15 March 2019.

During 2018, the Group repurchased 3,776 preference shares for a total of \$43.0 million (2017: 716 preference shares for a total of \$7.8 million). On 4 January 2019, the Group entered into an agreement with a shareholder

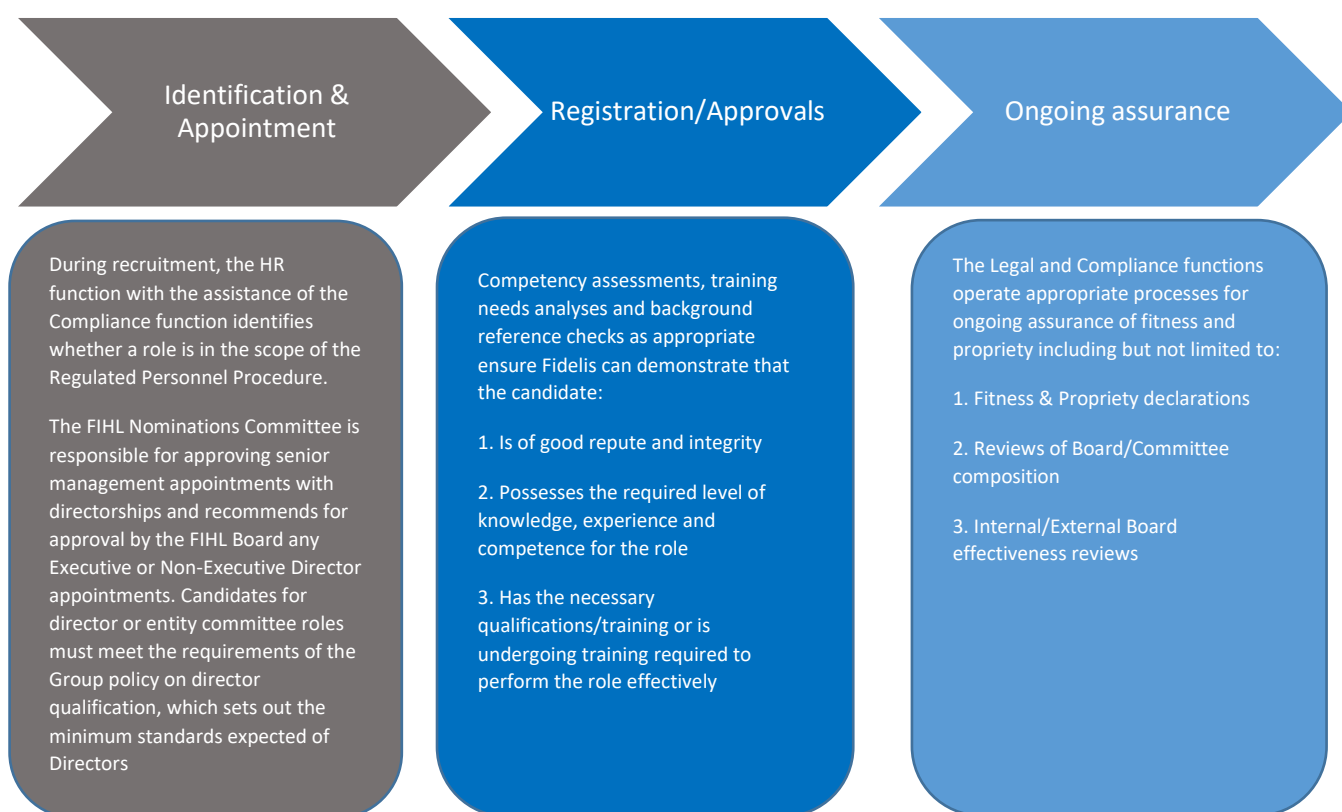
to repurchase one million common shares for total consideration of \$7.75 million. The transaction was completed on 9 January 2019.

During 2018 FIBL paid a dividend of \$211.0 million to FIHL (2017: \$55.0 million). On 27 February 2019, the FIBL Board approved a distribution of \$86.0 million from FIBL to FIHL.

B2. FIT AND PROPER REQUIREMENTS

B2.1 Fit and proper process in assessing the board and senior executives

The Group operates a Group policy on director qualification and a Group regulated personnel procedure which governs the recruitment, appointment, approvals, induction, training and ongoing assessment of the Fitness and Propriety of those who effectively run the entities within the Group.



B2.2 Board and senior executive’s professional qualifications, skills and expertise

Below are details of the FIHL and FIBL Boards’ (as at 31 December 2018) qualifications, skills and expertise:

FIHL: Executive directors and senior executives

Richard Brindle: Chairman, Group Chief Executive Officer and Group Chief Underwriting Officer

Before helping to establish Fidelis, Richard was the driving force behind Lancashire Holdings Limited (“Lancashire”), founding the company in 2005 and acting as CEO until April 2014. Lancashire’s innovative and rigorous underwriting approach meant it consistently outperformed its insurance peers. Richard’s insurance

career began in 1984 at Posgate and Denby Managing Agency, and since then has included roles at Syndicate 488, Charman Underwriting – where he was the main underwriter – Tarquin Underwriting from 1991 to 1998, and Ascot Underwriting Agency, where he was a non-executive board member.

Charles Mathias: Group Chief Risk Officer and Group Executive Director

Charles has nearly 30 years of broking and underwriting experience. He joined Fidelis in 2015, from Lancashire where he was Chief Risk Officer with responsibility for the Group's Enterprise Risk Management. He started at Lancashire at its launch in 2005, and his roles for the Group also included Chief Underwriting Officer of the Bermuda entity and Group Underwriting Operations Director. Prior to 2005 he held a number of roles with brokers and MGAs in London, the USA and Mexico.

Hinal Patel: Group Chief Financial Officer

Hinal joined Fidelis in 2015. Prior to that he was the Bermuda Chief Actuary at Catlin. After graduating from the London School of Economics, Hinal began his career at actuarial consultancy Bacon & Woodrow. He went on to work for Mercer, before joining Catlin in the London office in October 2003, with responsibility for providing actuarial support to the reinsurance business group. His role expanded in 2009 to oversee the actuarial support for the short tail classes of business in the UK. He was appointed Chief Actuary for Catlin Bermuda in 2011. Within that role, Hinal oversaw the actuarial, catastrophe modelling and capital functions for the Bermuda entity. Hinal is a member of the Executive Committee.

Patricia Roufca: Group Chief Operating Officer & Group General Counsel

Patricia joined Fidelis in 2016 after more than a decade at Aspen Insurance Holdings in London. She was Associate Group General Counsel from 2007 to 2016, Group Company Secretary from 2011 to 2016 and Group Head of Legal from 2014 to 2016. While at Aspen, Patricia advised the Board on governance matters, evaluated and executed strategic initiatives including UK and US acquisitions, led capital raises and successfully defended an attempted hostile takeover. Prior to Aspen, she was a Senior Associate at LeBoeuf, Lamb, Greene and MacRae, L.L.P. in New York and London. Patricia is a member of the Executive Committee.

David Smith: Group Chief Investment Officer

David joined Fidelis in 2019 as Group Chief Investment Officer. David started his career with KPMG in Bermuda and spent time in Dublin before moving back to Bermuda to join Harbor Point in 2007 where he was VP of Investments & Treasury. When Harbor Point merged with Max Capital In 2010, David moved to the UK to work for Alterra at Lloyd's and remained as Assistant Director of Investments until 2013. David was most recently at Chaucer Syndicates Limited where he held the position of Head of Risk and Investments. David is a member of The Chartered Professional Accountants of Bermuda having qualified as a Chartered Accountant in 2004 and is a Chartered Financial Analyst® charterholder.

FIHL Board: Non-executive directors

Charles Collis: Non-Executive Director

Charles is a director in the corporate department in the Bermuda office of the law firm Conyers Dill & Pearman Limited and is head of the Bermuda insurance practice. Charles joined Conyers in 1990 and became a partner in 1998. Charles specialises in advising on corporate and regulatory matters for insurance and reinsurance companies. Charles has advised on the establishment of numerous commercial insurance and reinsurance companies including advising with respect to their licensing, capital raising, public offerings, mergers and acquisitions as well as on the various ongoing corporate and regulatory issues as they arise. He has also advised

on numerous insurance linked securities transactions using special purpose vehicles, traditional reinsurance companies and segregated account companies.

Richard DeMartini: Non-Executive Director

Richard has been a partner of Crestview Partners since 2005 and is a member of their Investment Committee. He is also the head of Crestview's financial services strategy. Prior to Crestview, Richard served as president of the Bank of America Asset Management Group from March 2001 until December 2004. At Bank of America, Richard was responsible for all wealth and asset management activities and oversaw approximately \$400 billion in assets under management. He was also a member of Bank of America's operating committee. Prior to Bank of America, Richard retired from Morgan Stanley where he served as Chairman and CEO of the international private client group. His 26-year career at Morgan Stanley Dean Witter included roles as president of individual asset management and co-president of Dean Witter & Company, Inc. and Chairman of Discover Card. He was also a member of the Morgan Stanley management committee. Richard has served as Chairman of the board of the NASDAQ Stock Market and vice Chairman of the board of directors of the National Association of Securities Dealers, Inc. Richard received a B.A. from San Diego State University, which he attended on a tennis scholarship.

Cathy Iberg: Non-Executive Director

Cathy is Vice President of Investments at the St David's Foundation, a charitable foundation dedicated to providing and supporting non-profit health related programmes in the US, including the largest scholarship program in Texas for aspiring health professionals, and the largest mobile dental program in the country. Cathy joined the St David's Foundation in December 2015. Prior to her role at the Foundation, Cathy was UTIMCO's (University of Texas Investment Management Company) President and Deputy CIO retiring in August of 2014. At UTIMCO she was responsible for investment oversight of \$30 billion in investment assets in addition to the management of public equity, fixed income and hedge fund investments. Her employment with the organisation dates back to April of 1991 when she joined the U.T. System Office of Asset Management, the predecessor to UTIMCO. Before joining U.T. System, Cathy practiced in the area of public accounting for 15 years. She has a B.Sc. degree in accounting and is a CPA.

Kamil Salame: Non-Executive Director

Kamil is Co-Head of the Financial Services Group for CVC Capital Partners. Prior to joining CVC, Kamil worked for DLJ Merchant Banking Partners where he served as a Partner and Member of the Management Committee. Prior to joining DLJMB, Kamil worked in DLJ's Leveraged Finance Group and DLJ Real Estate Capital Partners. He received a BSc from Georgetown University, an MBA from Columbia Business School and a J.D. from Columbia University School of Law. Kamil is admitted to practise law in New York, Connecticut and Washington, DC.

William Spiegel: Non-Executive Director

William is co-president and a founding partner of Pine Brook Partners and is responsible for managing Pine Brook's financial services investing activities. He is also a member of Pine Brook's Investment Committee. William has 26 years of private equity investment experience. Prior to joining Pine Brook, he was with the Cypress Group from its inception in 1994 until 2006, managing its financial services and healthcare investing activities. Before joining the Cypress Group, William worked in the Merchant Banking Group at Lehman Brothers. He has served on the boards of directors of 19 companies, including seven publicly traded corporations. William is currently a member of The University of Chicago Polsky Centre for Entrepreneurship and Innovation Advisory Board and the Private Equity Council.

William holds a B.Sc. in Economics from the London School of Economics, an M.A. in Economics from the University of Western Ontario and an M.B.A. from the University of Chicago.

FIBL Board: Executive directors

Hinal Patel: Chief Executive Officer

Hinal joined Fidelis in 2015. Prior to that he was the Bermuda Chief Actuary at Catlin. After graduating from the London School of Economics, Hinal began his career at actuarial consultancy Bacon & Woodrow. He went on to work for Mercer, before joining Catlin in the London office in October 2003, with responsibility for providing actuarial support to the reinsurance business group. His role expanded in 2009 to oversee the actuarial support for the short tail classes of business in the UK. He was appointed Chief Actuary for Catlin Bermuda in 2011. Within that role, Hinal oversaw the actuarial, catastrophe modelling and capital functions for the Bermuda entity.

Belinda Chiamonte: Chief Human Resources Officer

Belinda joined Fidelis in 2015 from Expertise, Bermuda's largest management consultant and business process outsourcing company, where Belinda had been a Partner since 2002. Expertise worked mainly with financial services clients, and Belinda served as Practice Leader for the HR consulting, recruitment, accounting and payroll services, among others. Belinda also served as co-Managing Partner, overseeing the Group's financial and legal aspects, premises and business development and marketing. Prior to this, Belinda held management positions in operations and human resources at Bacardi Limited, Bank of Bermuda and L D Foods.

FIBL Board: Non-executive directors

Daniel Soares: Non-Executive Director and Chair

Daniel is a Certified Management Accountant with nearly 26 years of experience in insurance and reinsurance industry in operations and management roles and three years of experience in Non-Executive Director roles. Dan spent 9 years with Lancashire Insurance Group in roles including Group COO, CEO of Lancashire Insurance Company Ltd and Chair of Lancashire Insurance Company Ltd. Dan's prior experience also includes 3 years with Montpelier Re, 3 years with Novus Management Ltd, 1 year with Expertise Consultancy and 1 year as CFO of Axiom Services Ltd. Dan's insurance career began as an Account Executive at Mutual Risk Management where he served a portfolio of rent-a-captive clients for 9 years. Dan has a BSc from the University of New Haven, Connecticut.

David Ezekiel: Non-Executive Director

David has been a Member of the Institute of Chartered Accountants in England and Wales since 1971 and has been a Fellow since 1978. David was educated at Sherwood College, Nainital, India and undertook his articles of clerkship in London. David has an MBA in Business Administration majoring in Investment Analysis from City University, London. Before establishing International Advisory Services Ltd. ('IAS') in April 1981 (acquired by Marsh McLennan in 2009), David was a Partner of one of the leading accounting practices in Bermuda: Moore, Stephens & Butterfield. While at Moore, Stephens & Butterfield he was responsible, along with one other partner, for the firm's rapidly expanding insurance auditing department and was responsible for much of the staff training in this area. In September of 2009 IAS was acquired by Marsh and Mr. Ezekiel assumed the position of Chairman & Managing Director of the combined entity, Marsh IAS. David was instrumental in the formation of ABIC (Association of Bermuda International Companies) and served as Chairman of ABIC for 13 years, during which he played a key role in the development of the International Business sector in Bermuda.

In 2005 David was named as 'Insurance Person of the Year' by the Bermuda Insurance Institute (BII) and 5 years later was presented with the BII's 'Lifetime Achievement Award'.

B3. RISK MANAGEMENT AND SOLVENCY SELF-ASSESSMENT

B3.1 Risk management process & procedures to identify, measure, manage and report on risk exposures

The Group operates the Group Risk, Capital and Solvency Management Framework (“the Framework”) leveraging Group capabilities and governance structures whilst maintaining full accountability with each of the FIHL, FIBL, FUL & FIID Boards.

The Group’s approved risk management framework is designed to identify, measure, monitor, manage and report on the exposures that the Group and FIBL Group face.

- 1) Identification – the risk exposures that could materially impact the Group and FIBL Group in achieving their objectives are identified through the quarterly risk review process with each of the risk owners and the emerging risk process.
- 2) Measurement – these risks are quantified and ranked in the Group’s risk register in terms of the impact that they would have on the Group and FIBL Group if the risk were to materialise. With respect to the aggregation of the underwriting exposures, these monitored on at least a quarterly basis to ensure that they remain within the FIHL and FIBL Boards’ approved risk appetite levels.
- 3) Management - where a risk exposure has exceeded the FIHL or FIBL Board’s risk appetite or the risk levels are more generally considered to be higher than desirable, management identifies suitable actions to either transfer, avoid or mitigate the risk level.
- 4) Reporting – a summary of all key material risk exposures is reported to the FIHL and FIBL Boards on a quarterly basis. Where there has been an exceedance in the respective Boards’ risk appetite the report details management’s plans to transfer, avoid or mitigate the risk where appropriate.

The Framework is founded upon a clear understanding and articulation of the risk universe to which the Group and FIBL Group are, or could be, exposed. This universe encompasses those intrinsic risks that are fundamental to the Group’s and FIBL Group’s business (such as underwriting and market risk), operational risks (that may crystallize either independently of, or be correlated with intrinsic risk) and those more subjective yet nevertheless important sources of risk such as emerging risk.

The classification of sub categories of risk into those “core” risks that are actively pursued to optimise the Group and FIBL Group’s risk adjusted return, and those “non-core” risks that are a necessary consequence of the business but have little or no potential to generate a reward, is reflected throughout the framework.

For each category of risk, the FIHL and FIBL Boards have established risk appetites comprising qualitative statements supported by specific tolerances (expressed in quantitative terms where appropriate) against which risk exposures are monitored and managed. This appetite is adjusted over the business cycle in response to market conditions and the strategic and tactical drivers over the horizon of their respective business plans.

Monitoring and reporting of the risk, capital and solvency position is performed on both an actual and, where meaningful, prospective basis with a frequency that is proportionate to the materiality and volatility of risk presented by each category of risk defined in the universe and reported quarterly as part of the CRO report.

The Group and FIBL Group have embedded the principles of effective risk management in its core business processes - the forward-looking assessment of risk, capital and solvency adequacy being integrated into the strategic decision making and continuous processes.

The significant quantifiable risks that the Group faces are set out below:

Risk Category	Risk Description
Non-life underwriting risk	This risk arises from two sources – adverse claims development (reserve risk) and underwriting (premium risk)
Market risk	The risk that the value of the Group’s assets falls or that there are adverse currency swings
Credit risk	The risk of default of one of the Group’s or FIBL Group’s reinsurers.
Operational Risk	The risk of losses resulting from inadequate or failed people, processes, systems or from external events

Each of these risks has been captured in the overall solvency needs of the Group and FIBL Group through the calculation of the BSCR, the setting and monitoring of risk appetite tolerances for each of the risks, and consideration of how the risk exposures are likely to change over the planning period in both normal and stressed environments.

Other than liquidity risk, which is not explicitly captured by the BSCR, there are no identified quantifiable material risks faced by the Group or FIBL Group that are not currently considered to be fully included in the BSCR. The details as to how the Company monitors and mitigates against liquidity risk are detailed in section C1.4.

B3.2 Risk management and solvency self-assessment governance and structure

The FIHL Board retains sole authority for setting the risk and capital appetite within the context of the overall Group and taking into account any recommendations from the relevant FIBL, FIID and FUL Board committees and management.

The FIBL Board retains sole authority for setting the risk and capital appetite for FIBL within the context of the overall Group and taking into account any recommendations from the relevant FIHL and FIBL Board committees and management.

The FIHL and FIBL Boards receive comprehensive risk and capital reporting on at least a quarterly basis and at such other times deemed required due to an actual or projected change in the Company's risk, capital or solvency profile. The Risk Committee, a committee of the FIHL Board, supports the FIHL Board in ensuring the continued effectiveness and appropriateness of the framework - reviewing, challenging and making recommendations upon its outputs.

The Risk Committee and the FIHL and FIBL Boards are supported by management's Risk and Return Committee ("RRC") in the day-to-day maintenance of the framework and its underlying components. It meets approximately every three weeks, which affords an appropriate level of review and challenge. A summary of the RRC work in the period and any issues / recommendations for the respective FIHL and FIBL Boards' attention are reported through the CRO Report to the FIHL Risk Committee and FIBL Board.

The Board and committees are supported by the risk management and solvency self-assessment core processes, actuarial, compliance, legal and audit functions.

B3.3 Risk management and solvency self-assessment core processes

The Framework is delivered through a series of business processes operated with a frequency designed to provide on-going management of the Group and FIBL Group's changing risk profile, capital and solvency position on both a current and projected basis that is proportionate, whilst addressing stated regulatory reporting requirements.

The core elements of the process include:

- **Strategic Planning**

The annual strategic planning process provides projections based on a range of potential economic and market scenarios.

The review revisits and restates the Company's strategic risk and return aims to evaluate the prospective performance of the business model.

The strategy is reviewed annually, typically in the respective FIHL and FIBL Board meetings in the second quarter of each year.

- **Business Planning**

The business planning process incorporates a forward-looking projection of the risk, capital and solvency profile of the Group and its associated strategies.

It includes the assessment of a range of potential business scenarios, supported by the use of stress testing to test forecast capital adequacy, volatility and viability and to inform capital and liquidity management strategies and associated contingency plans.

The proposed plan is subject to FIHL and FIBL Board challenge and approval, and formalises the risk / return objectives, risk and capital appetite, underwriting and investment and capital management plans for the coming year against which performance is assessed.

The process involves extensive input from risk management, the actuarial function and the RRC, with a key output being the CRO's Review of the Business Plan covering a series of summary assertions relating to risk, capital and solvency matters noting any exceptions or recommending changes to the risk, capital and solvency appetite.

The plan is typically reviewed and approved by the FIHL and FIBL Boards in the fourth quarter and updated in the first quarter of the following year with the benefit of the year-end and key January renewals and outwards reinsurance placement, and forms the core of the annual solvency assessment process.

- **Quarterly risk, capital and solvency review**

The Group CRO provides the Group Risk Committee and the FIBL Board with a full review of the risk, capital and solvency profile at least quarterly and at any other time as required in the interim in response to a material actual or proposed change in the risk, capital and solvency profile of either the Group or FIBL.

The review provides a quantitative analysis of the risk, liquidity, capital and solvency profile of the Group and/or FIBL against their respective Board-approved risk appetites as well as considering a forward-looking view of the risks that it faces. There is also qualitative analysis of the operational and emerging risk environments. It therefore addresses the core elements of the GSSA and CISSA on a quarterly basis.

B3.4 Solvency assessment

The solvency assessment process is how the FIHL and FIBL Boards can monitor the risks to the Group and FIBL businesses and assess the impact of those risks on the capital adequacy of each of those businesses. The FIHL and FIBL Boards use the solvency assessment process to inform its future business decisions and to ensure that any risk remaining after controls have been applied is within the parameters of the Group's and FIBL's risk appetites.

The Group and FIBL have both maintained and developed their solvency assessment processes on an ongoing basis throughout 2018. In so far as is practical, this has been undertaken by embedding relevant solvency assessment processes into the quarterly reporting. This information includes monitoring the level of risk faced against the FIHL and FIBL Boards' approved risk appetite, strategic developments and their potential impact on the required level of capital. This forms a key part of the solvency assessment and the quarterly reporting to the FIHL and FIBL Boards.

The quantity and type of capital required in aggregate to cover the risks faced by both the Group and FIBL is currently calculated quarterly on the basis of each of the FIHL and FIBL Boards' desire to maintain Economic Capital Headroom over the regulatory capital as well as the AM Best rating agency capital defined by the BCAR.

For each of the Group and FIBL, the actual and projected coverage over both the BSCR and Economic Capital Requirement are reported in the quarterly CRO Risk, Capital and Solvency Review to the FIHL and FIBL Board respectively which also provides them with confirmation of the Group's and FIBL's headroom over that level required to maintain its AM Best rating following a significant loss event.

Further to this, following the completion of the annual solvency assessments for Group and FIBL, the results are documented and reported to the FIHL and FIBL Boards for review and approval.

B4. INTERNAL CONTROL SYSTEM

B4.1 Description of internal control system

The FIHL Board has ultimate responsibility for ensuring the Group's internal control system is prudent, appropriate and orderly.

The FIHL Board has implemented the three lines of defence model.

All internal controls are recorded in either the control documents or policies and procedures as appropriate, with controls being mapped to the risks in the Risk & Controls Register.

Significant internal policies are approved at Group level by the FIHL Board, with subsequent approval by the subsidiary boards who may either approve the policy, approve subject to amendments or decline to approve the policy, with a resulting referral back to the FIHL Board for reconsideration. Group level policies provide the statement of intent, with internal procedures intended to embed and achieve the policy being driven, owned and approved by senior management.

Internal controls have been adopted in such a way as to ensure that they are aligned with each other and to the business strategy and are subject to a risk-based periodic review cycle at least annually. All internal controls are evidenced in such a way as to be capable of second-line monitoring and third-line audits.

The Audit Committee advises and assists the FIHL and subsidiary Boards in relation to the management of the internal financial control framework and financial reporting of FIHL and the Fidelis Group, as well as providing oversight of the Internal Audit function and external auditors.

B4.2 Execution of the compliance function

The Group compliance function is led by the Group Compliance Officer who reports into the Group General Counsel. The Group Compliance Officer is responsible for the Group and FIBL's compliance oversight and is the Money Laundering Reporting Officer.

A summary of the compliance framework is below:



The compliance function seeks to be a trusted advisor to the business, driving and supporting innovation whilst partnering with the business and regulators to ensure regulatory obligations are met. The compliance function seeks to ensure that the Group and FIBL's culture and behaviours put clients' interests at the heart of its business activities and that the Group acts with integrity in the market.

B5. INTERNAL AUDIT FUNCTION

B5.1 Implementation of the internal audit function

The internal audit department is resourced both internally by the Group HIA and through a co-source arrangement with Deloitte Touche Tohmatsu Limited ("Deloitte"). The Group HIA has drafted and the FIHL and FIBL Boards have approved:

- An audit charter;
- An audit universe;
- A budget for co-source resource;
- A three-year plan for the implementation of financial reporting controls; and
- An audit plan.

On a Group basis Group HIA reports to the FIHL Board and Audit Committee and for FIBL, Group HIA reports to the FIBL Board only.

The Group HIA drafted the audit universe based on several inputs including the risk & controls register, discussion with management, discussion with the external auditor, KPMG, input from the co-source provider with the overriding factor being the Group HIA's experience and opinion to ensure the audit universe is independent of management and management's view of risk. The audit plan is reviewed regularly, with any changes deemed necessary by the Group HIA approved by the FIHL and FIBL Boards. The Group HIA, with co-source resource, as agreed by the FIHL and FIBL Boards, will then execute the audit plan.

The internal audit department aims to comply with industry best practice wherever possible. This includes the principles set out by the Institute of Internal Auditors ("IIA"). In 2013 the IIA issued guidance for Effective Internal Audit in the financial services sector. A gap analysis is maintained to identify any areas of noncompliance.

There is a quarterly report issued to the FIHL and FIBL Boards reporting on the progress of the audit plan, specifically:

- Progress of completion of the audit plan;
- Summary of audit work completed in the quarter including reports issued;
- Progress with the clearance of agreed actions;
- Proposed changes to the plan if necessary;
- Budget usage for co-source; and
- Any other matters.

The Group HIA, in conjunction with the business plan to be approved by the Board in each year, presents an annual audit plan, typically in the fourth quarter, for approval by the FIHL and FIBL Boards.

B5.2 Independence and objectivity of internal audit

The following key procedures are in place to ensure that internal audit is independent and objective:

- Primary reporting line – The Group HIA has a direct reporting line to the Chair of the Group Audit Committee.
- Secondary reporting line – The Group HIA's secondary reporting line on a day-to-day basis is to the Group CRO.
- Group HIA Compensation – All compensation arrangements for the Group HIA are subject to Group Compensation Committee review and approval, removing any management influence or decision over the Group HIA's compensation.
- FIHL and FIBL Boards' Private Sessions – The Group HIA has a private session pre-Board meeting with the FIHL Audit Committee Chair and the FIBL Board Chair to discuss in detail the audit report included. This ensures that the Group HIA can relay any serious concerns without management present.
- Agreement of Audit Reports – the Group HIA is responsible for agreeing and issuing all audit reports and being satisfied that any raised actions have been appropriately addressed and closed.
- Internal audit policy – the approved policy provides for the audit team to have unfettered access to all staff, records and information of the Group as they see fit while conducting audits.

B6. ACTUARIAL FUNCTION

The actuarial function, led by the Group Chief Actuary, consists of six qualified actuaries, in addition to two actuarial analysts and three catastrophe modelers. The function is also supported by an external consultancy, Dynamo Analytics, who provide actuarial support and peer review. The actuarial team has industry experience across all key functional areas.

Key responsibilities include the valuation of the technical provisions, opining on the underwriting policy and reinsurance arrangements, as well as building the stochastic capital model. The function is integral to building and maintaining pricing models, as well as carrying out case pricing and catastrophe and exposure modelling.

In addition, the actuarial function contributes towards assessing capital requirements through reserve and premium allocation to geographic zones as part of the capital setting and supporting risk management with respect to risk modelling and stress/scenario/reverse-stress testing.

It is the responsibility of the actuarial function to report on each of the above areas, and in addition to this, make recommendations to remediate any deficiencies identified.

The Group Chief Actuary is responsible for ensuring that there is sufficient independence in the activities undertaken by the actuarial function. Independence is supported by the following factors:

- All actuaries within the function are members of actuarial associations and subject to both professional and technical requirements.
- An external reserve review is carried out at year-end providing the FIHL and FIBL Boards with an alternative view.
- Key tasks of the function are subject to governance through the Group Audit Committee and/or FIHL and FIBL Boards. All of the Board committees include all non-executive directors ensuring familiarity and adequate challenge.
- All tasks of the function are subject to internal audit on a regular basis which aids identification and escalation of deficiencies.
- The Group Chief Actuary has been notified to the BMA in accordance with BMA requirements.

B7. OUTSOURCING

The Group outsourcing policy applies to any form of agreement between the Group or any of its subsidiaries and an external third party by which that third party performs an insurance or reinsurance activity or undertakes a key function on behalf of the Group which the Group would otherwise do itself. An outsourced service is regarded as critical or important if a defect or failure in its performance had a material, negative impact on the quality and continuity of providing core services to the policyholders; the Groups compliance with the conditions and obligations of its authorisation; the Groups other regulatory obligations.

The outsourcing policy requires appropriate consideration and monitoring of the operational, regulatory and other risks associated with the activities to be outsourced.

The Group currently outsources the following critical functions listed below, noting the jurisdiction of the service providers:

Function	Location of outsourced service provider	Rationale for outsourcing	Function responsible for oversight
Investment Custodian/ Administrator Services	United States of America	Administration of a portfolio of fixed-income securities is a technical job that requires significant investment in people and technology. At current size of assets, it would be not economical to do this in-house. Outsourcing enables Fidelis to have its portfolio independently priced.	Finance
Data Storage	United Kingdom	The Fidelis IT strategy is to seek best-of-breed capability providers across as few external providers as possible. Outsourcing allows scalable Data Storage capabilities.	I.T.
Technical Provisions and other Actuarial Support	United Kingdom	Fidelis would not currently be able to economically perform the level of Actuarial and Technical work required for calculating, evaluating and monitoring Technical Provisions.	Actuarial
Underwriting Systems Support	United Kingdom	The Fidelis IT strategy is to seek best-of-breed capability providers across as few external providers as possible. The outsourcer's expertise is utilised for design and maintenance of underwriting system and a new claims and policy administration system.	I.T.

There were two changes to the Group's critical outsourcing relationships during the reporting period:

- i. Certain IT support has been moved inhouse; and
- ii. The Group's existing relationship with the underwriting systems support provider has grown to such a point that it should rightly be recognised as a critical outsourcing relationship for the Group.

B7.1 Material intra-group outsourcing

The Group centralises various functions to Group entities for efficiency and economies of scale. The activities provided are covered under a master intragroup services agreement. The following functions are internally outsourced:



B8. OTHER INFORMATION

The Group Compliance Officer performs annual reviews of compliance with the requirements in relation to the system of governance sections of this report. Appropriate action is taken to deal with any findings, changes or updates required.

Subsequent to the reporting period, David Smith joined the Company as the new Group Chief Investment Officer.

C. RISK PROFILE

C1. MATERIAL RISKS THE INSURER IS EXPOSED TO DURING THE REPORTING PERIOD

The material risks (when considered in terms of potential for diminution in capital) that the Group is exposed to are those core “intrinsic” Underwriting and Investment risks that are taken in order to generate a risk adjusted return.

C1.1 Overview of assessment of non-life underwriting risk

Underwriting risk arises from the Group’s general insurance business and refers to the risk of loss or of adverse change in the value of insurance liabilities due to inadequate pricing and claims volatility from prospective earned exposure (premium risk), and reserving assumptions quantifying the loss reserves for historical earned exposure (reserve risk). Examples of such risks include unexpected losses arising from fluctuations in the timing, frequency and severity of claims compared to expectations and inadequate reinsurance protection. The Group’s underwriting and reinsurance strategies are set within the context of the overall Fidelis strategies, approved by the FIHL and FIBL Boards and communicated clearly throughout the business through policy statements and guidelines. The underwriting strategy attempts to ensure that the underwritten risks are well diversified in terms of type and amount of risk, industry and geography.

Risk mitigation techniques for non-life underwriting risk

Premium risk

Building on the foundation of strict underwriting and individual underwriter authorities, the Group operates a system of peer review to a high level of sophistication, depth and scope of application.

All new risks and renewals are required to be presented to the daily Underwriting and Marketing Conference Call (“UMCC” or “the call(s)”), normally prior to terms being offered and in the event of a material change in terms, exposure or pricing from that agreed previously. The call is designed to ensure the cooperative and collegiate management of insurance risk, ensure that individual underwriters draw upon the expertise of their peers and avoid silos of underwriting. Where delegated authorities, binders or lineslips are accepted, the master contract will be reviewed at the UMCC as well as by the Operational Review Group although declarations or risks attaching to such covers may not be.

In addition to underwriters, the calls are frequently attended by representatives from actuarial, exposure modelling, capital modelling, risk, claims, legal and compliance functions to provide appropriate expertise and challenge. Regular attendance of the Group CRO provides an additional layer of defence and supports him in keeping abreast of actual, projected and potential emerging risk issues in near real time.

The FIHL and FIBL Board approved Risk Appetites detail the maximum concentrations that the respective Boards are prepared to accept in relation to premium risk in respect of the aggregate impact of PMLs and RDS events across different perils/zones. These concentrations are monitored on at least a quarterly basis. Any exceedance of the risk appetite is reported to the Group Risk Committee and FIBL Board in the quarterly CRO report.

Elemental (e.g. wind, earthquake) and non-elemental (e.g. terror, financial risk) exposures are monitored on a range of metrics set out in the risk appetite based upon data from the in-house underwriting system combined with the use of external and proprietary modelling techniques.

For elemental exposures, modelling leverages the use of external stochastic catastrophe modelling tools operated in house by the dedicated Fidelis modelling team. The results of the modelling are reviewed by the RRC and reported to senior management and FIHL and FIBL Boards at least quarterly providing modelled occurrence exceedance probability (“OEP”) curves estimating the probable maximum loss (“PML”) both gross and net of reinsurance for each significant peril / geographical zone at a range of return periods.

For non-elemental exposures, where stochastic modelling capabilities are not available, the process considers a range of RRC-approved deterministic realistic disaster scenarios (“RDS”) designed to represent hypothetical extreme but nonetheless credible potential loss scenarios. These are supplemented by internally modelled loss distributions projecting potential losses at a range of return periods similar to the approach applied to elemental exposures. The deterministic RDS scenarios also includes those defined scenarios that materially influence the Group and FIBL Group’s BSCRs.

Product design and pricing aims to minimise adverse selection of risks and use appropriate rating factors to differentiate between levels of risk.

A key aspect of the Group’s strategy for risk mitigation centres on the use of outwards reinsurance for the inwards portfolio.

Outwards reinsurance allows the Group and FIBL Group to more effectively manage capital, to reduce and spread the risk of loss on insurance and reinsurance business and to limit the Group’s exposure to multiple claims arising from a single occurrence.

There are three elements of the Group’s core reinsurance programme – quota share, multi-pillared excess of loss, and aggregate excess of loss. The Group also purchases further proportional and non-proportional treaty placements as deemed necessary by the relevant entity CEO on behalf of the relevant Board. A key reinsurance treaty for FUL and separately for FIID are intra-group quota share reinsurance treaties that both cede business to FIBL.

The Group plans to continue to use outwards reinsurance as one of its main risk mitigation techniques over the business planning time horizon.

Reserving risk

As the majority of the Group’s and FIBL Group’s portfolio benefit from a short period of discovery of loss, the reserves relate to claims notified, against which they hold individually evaluated case reserves and IBNR. These reserves are less material from a risk perspective than peers, with longer tail business.

The Group and FIBL Group aim to set reserves at a level that limits the potential impact of reserve deterioration on overall return on equity whilst avoiding the taxation, reputational and regulatory risks that could result from systematic or excessive over-reserving.

The Group’s and FIBL Group’s stated risk tolerance level is that it has no appetite for setting case reserves below the levels advised by internal or external claims adjusters and counsel, nor does it have appetite to set IBNR reserves below the mean best estimate determined in consultation with internal and external actuaries.

In addition to the quarterly review cycle operated by the Fidelis actuarial function, the level of reserves across all classes are subject to a full external actuarial review annually.

C1.2 Overview of assessment of market risk

The Group and FIBL Group seek to optimise their investment income whilst focusing on ensuring they maintain sufficient capital to meet solvency requirements and maintain sufficient liquid funds to meet

liabilities when they fall due. Exposure to market risk is therefore limited to the extent that investment strategies are balanced by these primary objectives.

Market risk is divided into three subcategories: investment risk, currency risk, and asset and liability risk

Investment Risk

The key drivers of investment risk are a function of the type of strategies in which the Group chooses to follow which can be grouped broadly in to the following:

Fixed income

The primary drivers of risk in the fixed income portfolio are shifts in the investments yield curve (interest rate risk) and the credit quality of the investment (spread risk).

The investment portfolio performance and risk are managed at an aggregate portfolio level. The investment strategy and investment types have been chosen specifically to construct an investment portfolio that ensures the credit quality, duration, and value at risk remain within the risk tolerances set out in the risk appetite. The investment portfolio's key metrics are included in the quarterly CRO Report to the FIHL and FIBL Boards.

The Group contracts with GSAM and JP Morgan for investment management services.

Alternative Investments: Event driven Hedge Funds

Risk drivers include the uncertainties surrounding the crystallization of the events including mergers, restructurings, takeovers, exchange offers, spin-offs, financial reorganizations and other special situations and, as with all strategies, may be exacerbated through concentrations of exposure.

Risk mitigation techniques used for investment risks

The Group's investment guidelines and Risk, Capital and Solvency Appetite formalise the Group and FIBL Group's appetite for investment risk at the portfolio level.

Extensive due diligence of investments is undertaken prior to finalising these investment guidelines. This due diligence considers many aspects of the investment decision including the potential for adverse aggregations and correlations with other elements of the investment portfolio and the underwriting portfolio.

A strategic asset allocation exercise is undertaken regularly in conjunction with the investment manager(s) which takes into account the Group and FIBL Group's risk tolerance levels and investment objectives. All strategic investment decisions are considered by the RRC and then presented to the Investment Committee prior to being submitted to the FIHL and FIBL Boards for approval. Investment decisions are made in line with the respective company's investment guidelines and the prudent person principle.

The aggregate risk level is managed through the adherence to the investment guidelines with GSAM and JP Morgan. The investment portfolio is monitored and reviewed on an ongoing basis to ensure adherence to credit limit guidelines. In addition, there are limits on the amount of credit exposure to any one issuer, except for US government securities.

The investment portfolio is also monitored on a quarterly basis to ensure that the following risk metrics remain within the Board's stated risk appetite:

- The average portfolio duration;
- The average credit rating; and

- The minimum allowed credit rating as a percentage of the portfolio value.

The Group monitors interest rate risk on a quarterly basis by calculating the duration of the investment portfolio. Duration is an indicator of the sensitivity of the assets to changes in current interest rates.

The high credit quality nature of the fixed income portfolio provides a level of mitigation against spread risk.

Currency risk

Currency risk exposures arise due to assets and liabilities being held in differing currencies. Whilst the Group accepts a degree of currency risk as a natural consequence of operating across multiple currencies, it has no desire for speculative exposure as a means to value creation.

Risk mitigation techniques used for currency risk

The Group's risk appetite limits currency mismatches to \$5.0m equivalent within 14 days of completion of quarterly management accounts, recognising that doing so at individual operating entity may be disproportionate and in theory potentially trigger inefficient risk management action.

Recognising that the variability in individual currencies is something over which the Group has no control, it therefore seeks to limit its actual exposure to currency risk through asset liability matching including, and where appropriate, currency hedging strategies that are undertaken at the Group level taking into account FIBL Group's own exposures.

The Group's and FIBL Group's actual net currency matching exposure is reported in the quarterly CRO report to the FIHL Board and the FIBL Board.

Asset and liability risk

Asset and liability risk is defined as the risk that the Group either does not have available sufficient financial resources to enable it to meet its medium to long term financial obligations due to for example, a currency or duration mismatch in its assets and liabilities.

These risks arise from open market positions in interest rate and currency products, both of which are exposed to general and specific market movements.

Risk mitigation techniques used for asset and liability risk

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. It manages these positions within a risk management framework that has been developed to ensure that investment proceeds and returns, and available cash are in excess of obligations under insurance contracts.

C1.3 Overview of assessment of credit risk

Credit risk exposures relate to the potential failure of a third-party to meet their financial obligations to the Group and FIBL Group. Key areas where the Group and FIBL Group are exposed to credit risk are:

- (i) Reinsurers' share of insurance liabilities;
- (ii) Amounts due from reinsurers in respect of claims already paid;
- (iii) Amounts due from insurance contract holders; and
- (iv) Amounts due from insurance intermediaries

Changes to the limits on the level of credit risk by category and territory are approved annually by the FIHL and FIBL Boards. Reinsurance is used to manage underwriting risk; however, this does not discharge the primary insurer's liability. If a reinsurer fails to pay a claim, the primary insurer remains liable for the payment to the policyholder. The creditworthiness of reinsurers is considered on an annual basis by reviewing their financial strength prior to finalisation of any contract. In addition, management assesses the creditworthiness of all reinsurers and intermediaries by reviewing credit grades provided by rating agencies and other publicly available financial information. In certain circumstances, deposits from reinsurers are also held as collateral.

Exposures to individual policyholders and groups of policyholders are collected within the ongoing monitoring of the controls associated with regulatory solvency.

Risk mitigation techniques used for credit risk Reinsurer counterparties

Reinsurer counterparties

The risk management approach is designed to limit potential counterparty default to a level consistent with the Group's appetite through a combination of:

- (i) Appropriate counterparty selection;
- (ii) Appropriate levels of diversification in the portfolio;
- (iii) Appropriate mitigation in respect of external counterparties with a lower security rating through the use of collateralisation and/or downgrade clauses as appropriate; and
- (iv) Monitoring changes in security and taking appropriate remedial action as required.

The Counterparty Security Committee meets at least half yearly, and ad hoc as new partners are proposed. The RRC monitors the Group's aggregations which are reported to the FIHL and FIBL Boards on a quarterly basis in the CRO Report.

The FIHL and FIBL Board-approved risk appetites' detail the maximum concentrations that the respective Boards are prepared to accept in relation to credit risk in respect of the exposure to a counterparty based on their current credit rating and/or their historic performance.

Intermediary counterparty risk

Whilst in theory the Group has significant exposure to counterparty risk in respect of its dealings with insurance intermediaries, in practice these are limited through the use, for the most part, of non-risk transfer terms of business.

As such, the Group and FIBL Group are prepared to tolerate significant outstanding broker balances reflecting the concentration of business in the markets in which it operates subject to regular monitoring and the reporting of material exposures to management and the FIHL and FIBL Boards. Credit control policies and procedures are in place to ensure all money owed to the Group and FIBL Group are collected and to ensure that cash received is allocated appropriately. Documented credit control meetings, where delinquent accounts are reviewed, are held monthly and include a representative from underwriting, finance, operations and claims. Underwriters assist with the collection of premiums when required and if no response is forthcoming, a notice of cancellation may be issued.

C1.4 Overview of assessment of liquidity risk

Liquidity risk relates to the risk of the Group being unable to meet its liabilities as they fall due because of a lack of available cash.

The Group's exposure to liquidity risk is regularly monitored through its liquidity risk appetite which is dominated by the strategic imperative to maintain a highly liquid investment portfolio in order to enable dynamic portfolio risk/return optimisation.

Risk mitigation techniques used for liquidity risk

Subject to maintaining sufficient liquidity in aggregate across entities, the Group has the ability to perform intragroup transactions in the event of temporary liquidity shortfalls at individual entity level. This obviates incurring costs that might result from raising entity specific liquidity through external means. As such management do not believe it necessary to cascade formal risk tolerances and associated risk reporting requirements to entity level and instead report the overall Group position to all Boards.

The target minimum level of Group liquidity, as defined by the Group Board risk appetite, is designed to ensure that the Group can satisfy policyholder liabilities in a stressed environment requiring sufficient cash liquidity at 5 days, 30 days and 180 days to cover a variety of pre-defined gross man-made and natural catastrophe loss events. The Group's investment guidelines and risk, capital and solvency appetite formalise the Group and FIBL Group's appetite for liquidity at the portfolio level. This level of required liquidity across the overall portfolio is one of the drivers for the construction and maintenance of the investment portfolio. This results in maintaining liquidity significantly in excess of that which would otherwise be required to support projected outflows related to insurance obligations even in stressed scenarios.

C1.5 Overview of assessment of operational risk

Operational risk relates to the risk of losses arising from adverse external events, or from inadequate or failed processes, people or systems. The Group and FIBL Group set high standards for their operations and maintain a simple operating structure designed to limit operational risk and ensure effective identification and appropriate action in the event of risks crystallizing.

Operational risk is considered from a range of internal and external sources according to whether it has the potential to exacerbate the intrinsic losses that may be suffered and / or crystallize in a specific financial loss or other adverse impact.

Sources of risk are considered under the following broad categories:

- Failure of a core business process, people or system to contain intrinsic risk within the FIHL and FIBL Boards' approved appetite e.g. failure to underwrite within underwriting authority / maximum lines;
- Failure of a process, people or system and / or external events leading to a specific financial loss or impact over and above that resulting from intrinsic risk exposures e.g. a failure to comply with anti-money laundering policy resulting in fine or sanction; and
- Failure of process, people or systems leading to loss of opportunity (i.e. not necessarily a capital impact but one that adversely impacts potential risk adjusted returns) e.g. failure to effectively maintain broker relationships leading to a loss of income.

Risk mitigation techniques used for operational risk

The Group maintains an operational risk and controls register encompassing all material operational risks and the controls designed to prevent, mitigate or detect them.

On an annual basis, and at such points in the development of the Group where material changes are made to the operating structure, relevant risk owners are required to formally reassess and reaffirm the full scope of risks, controls and related assessments for which they are responsible. The review considers whether the

risk is stated correctly, whether it is assessed correctly, whether the correct controls are associated to it and whether they are accurately stated and operate effectively.

The resulting assessment is recorded and subject to review, challenge and approval by the risk management function.

In respect of key person risk, Fidelis has succession plans in place that are reviewed and updated on at least an annual basis to mitigate the impact of the departure of key individuals from the organisation.

In the remaining quarters, the Group CRO and/or a member of the Risk Management function meets with individual risk and control owners to discuss and document any changes to risks, controls or processes. The meeting includes an open discussion encompassing changes to business and processes, new or developing emerging risks and any other topics raised by risk owners.

An assessment of key risks and any material changes in the period is reported by the Group CRO to the RCC supported by a summary of key risk assessments. Material changes to the scope, nature or assessments of risks and controls are reported to the internal audit function to inform the audit planning and review process.

In the event of a material operational risk crystallizing, a risk learning exercise will be undertaken to understand the root causes and identify mitigating factors or steps to reduce the probability and / or impact of a recurrence where appropriate.

The conclusions from this exercise and the results of the follow up action will be reported to senior management and agreed with the relevant risk / control owner(s) and summarised in CRO reporting to the RCC and the Board(s).

C1.6 Overview of other material risks Emerging risks

The Group identifies and monitors new and developing emerging risks through a range of channels including but not limited to:

- Regular communication with underwriters in respect of areas of risk material to their portfolios;
- Liaison with asset managers and advisors in respect of emerging macroeconomic, geopolitical and societal risks;
- Group CRO and other members of the Risk Management function's reviews with risk owners conducted via the operational risk management process which incorporates emerging risks;
- Group CRO attendance at underwriting and investment committees; and
- Group CRO review and other members of the Risk Management function's review of relevant external inputs, publications and periodic surveys.

Risk mitigation techniques used for emerging risks

An Emerging Risk Register is maintained by the Group CRO and emerging or crystallizing risks are reported to the RCC and the FIHL and FIBL Boards in aggregate through the regular CRO reporting process.

In the event of a new or developing emerging risk representing a material risk, the CRO will escalate as appropriate in order that appropriate mitigation can be implemented.

Reinsurance availability risk

Reinsurance availability risk refers to the inability of the ceding company or the primary insurer to obtain insurance from a reinsurer at the right time and at an appropriate cost. The inability may emanate from a variety of reasons such as unfavourable market conditions.

This risk does not include reinsurer default risk which is covered under C1.3 above.

Risk mitigation techniques used for reinsurance availability risk

All reinsurance purchases must be authorised appropriately to ensure alignment to strategy and risk appetite, and in accordance with operating guidelines.

The reinsurance purchase forms include statements regarding matching the period of underwriting the risk and expected availability in 12 months, which must all be explicit at time of purchase of any reinsurance.

The majority of the Group's reinsurance program renews at 1 January, however exposures are not all written at 1 January, therefore, if there is a mismatch FIBL Group and the Group are aware before the inward exposure is written.

Group and strategic risk

Group and strategic risk are defined as the risk of impact on shareholder value, earnings or capital arising from adverse business decisions, improper implementation of decisions, or lack of responsiveness to industry changes. Within this definition the Group has identified four key sub-categories of risk:

- Communication risk: The risk that the Group fails to define, maintain or adequately communicate its strategy and, as a result, cannot take advantage of strategic opportunities;
- Capital planning risk: The risk that the Group has insufficient capital at the right time to take advantage of strategic opportunities;
- Reputational and regulatory risk: The risk that adverse events or circumstances negatively affect the reputation of the Group with its rating agencies, regulators, policyholders, intermediaries, existing or prospective investors and
- Group contagion risk: The risk that adverse events or circumstances affecting one or more business units or entities damage the solvency, liquidity, results or reputation of other entities or the overall Group.

Risk mitigation techniques used for Group and strategic risk

Group risk is assessed, managed, monitored and reported as part of the Group's risk management processes. The Group seeks to manage strategic risks to the business by ensuring that the business strategies and resources are compatible with the strategic goals and the economic situation of the markets in which it operates.

C2. INVESTMENT OF ASSETS IN ACCORDANCE WITH THE PRUDENT PERSON PRINCIPLES OF THE CODE OF CONDUCT

The Group fulfils its obligations to ensure that its assets are invested in line with the prudent person principle by only investing in assets that have been approved by the Investment Committee through the Investment Managers that have also been approved by the Investment Committee and Board following the completion of a due diligence exercise. These assets are, in aggregate, considered to be consistent with the Group's investment objectives and risk appetite constraints. The investment portfolio is monitored on a regular basis

to ensure that it remains within the FIHL and FIBL Boards' stated risk appetite, as well as maintaining an appropriate level of quality and liquidity whilst avoiding excessive concentrations.

The Group's investment activities are subordinated to the Group's ability to meet its liquidity requirements, notably with respect to underwriting activities, in normal circumstances as well as in periods of acute stress. The Group approaches assets-liabilities management conservatively, through liquidity budgeting where a 30-day and 180-day period is considered the most relevant length of time when considering potential liquidity needs.

C3. RISK CONCENTRATION

The material risk concentrations that the Group and FIBL Group are exposed to relate to underwriting risk, market risk and credit risk.

Underwriting risk

The material underwriting related concentration risks that the Group and FIBL Group are exposed to are in respect of an aggregation of losses from an elemental catastrophe event; a single insured man-made event; or multiple related insured man-made events.

The risk is mitigated through underwriting a diverse portfolio of business in terms of the classes of business, and geographic location and industry. The purchase of outwards quota share and excess of loss reinsurance is used to further mitigate concentration risk. The underwriting exposures are monitored on a quarterly basis to check that they remain within the respective Board's risk appetite based on the PML impact of pre-defined RDS. As at the end of 2018 the largest of the Group's and FIBL Group's PML exposures, on a gross basis, were to South East US and/or Gulf clash windstorms, California earthquake, terrorism, marine tanker/marine contingency and aviation events.

Market risk

In respect of market risk, the material concentration risk that the Group and FIBL Group are exposed to relates to the counterparties of its investment portfolio. This exposure is monitored on a quarterly basis and reported to the Group and FIBL Boards. There are investment guidelines in place that state the maximum percentage of the portfolio that can be invested in an asset class and the minimum levels of credit quality required.

Credit risk

Through the purchase of outwards reinsurance, the Group and FIBL Group have counterparty exposure. These are mitigated through the Group and FIBL Board approved risk appetite statements, which specify the maximum exposures to any unrelated single counterparty, or group of counterparties having a common ultimate parent entity (per the AM Best definition) and specifies these limits according to their AM Best rating or track record of operation in respect of collateralised counterparties. The reinsurance counterparty exposure to the Group and are monitored on a quarterly basis.

C4. STRESS TESTING AND SENSITIVITY ANALYSIS TO ASSESS MATERIAL RISKS

The Group undertakes various stress and scenario testing on a quarterly basis to confirm the adequacy of the capital and liquidity in respect of both the regulatory requirements and the maintenance of the Group's credit rating.

These tests consider the impact of various plausible but extreme underwriting shocks to the Group and the liquidity position of the Group following such events.

The underwriting shocks consider the impacts of elemental catastrophe risk (e.g. wind, earthquake) and non-elemental (e.g. terror, political risk, financial risk) loss events.

The liquidity test considers if sufficient cash liquidity can be obtained within 5, 30 and 180 business days to be sufficient to cover defined gross PML/RDS losses + proportion of gross loss reserves payable driven by reserving payment pattern assumptions.

Based on the latest results of these tests, management of the Group believes that it has sufficient capital and liquidity to comply with the contractual obligations of the organisation and regulatory requirements upon experiencing losses within its risk tolerance.

C5. ANY OTHER INFORMATION

Climate change represents one of the greatest long-term risks of change for the insurance industry. It is expected that climate change will lead to an increase in extreme weather events in the long term. Fidelis' risk-management competence and risk models allow for assessment of these risks of change and to develop new solutions for the Group's primary insurance and reinsurance clients.

D. VALUATION FOR SOLVENCY PURPOSES

D1. VALUATION BASES, ASSUMPTIONS AND METHODS TO DERIVE THE VALUE OF EACH ASSET CLASS

The Group has used the economic basis for valuation principles as per the Bermuda Solvency Capital Requirement.

The underlying premise of the economic basis is that both assets and liabilities are valued using market or fair values. All numbers in this section are sourced from the economic balance sheet. The fair value principles used for the assets are as follows:

D1.1 Investments

Group

As at 31 December 2018, the Group had \$968.9m (2017: \$987.9m) of investments in fixed income and short-term investments, and \$113.8m (2017: \$120.4m) of investments in hedge funds, which are all held at fair value.

FIBL Group

As at 31 December 2018, FIBL Group had \$752.4m (2017: \$831.2m) of investments in fixed income and short-term investments and \$113.8m (2017: \$120.4m) of investments in hedge funds, which are all held at fair value.

The fair value the Group's investment portfolio is estimated using the following techniques:

Fixed Income securities

The Group's fixed income securities portfolio is managed by two external investment managers with oversight from the Group Chief Financial Officer, the Group Chief Investment Officer, and the FIHL Board. Fair values for all securities in the fixed income investments portfolio are independently provided by the investment administrator, investment custodians, and investment manager, each of which utilize internationally recognized independent pricing services. Bloomberg is, however, the main pricing service utilized to estimate the fair value measurements for the Group's fixed income securities for corporate and government bonds. Reuters is the main pricing service for asset backed fixed income securities.

Short-term investments

The Group's short-term investments consist of bonds with maturities of less than one year at the time of purchase. The significant inputs used to determine the fair value of these securities include the spread above the risk-free yield curve, reported trades and broker-dealer quotes.

Other quoted investments

The Group held a single hedge fund investment and exchange-traded and OTC derivatives measured at fair value using quoted prices in active markets. Derivatives without quoted prices in an active market and derivatives executed over the counter are valued using internal valuations techniques that consider the time value of money, volatility, the current market and contractual prices of underlying financial instruments. The valuation techniques and key inputs depend on the type of derivative and the nature of the underlying instrument.

D1.2 Cash and cash equivalents

As at 31 December 2018, the Group held \$318.7 million (2017: \$344.6 million) as cash and cash equivalents. Monies denominated in foreign currency are translated into USD at the period end rate for reporting purposes. Cash and cash equivalents are valued at fair value. As at 31 December 2018, FIBL Group held \$227.4 million (2017: \$281.90 million) as cash and cash equivalents.

D1.3 Insurance and intermediaries' receivables

Insurance and intermediaries' receivables represent premiums owed from policyholders. As at 31 December 2018, the Group held \$16.1 million (2017: \$61.2 million) of outstanding premiums. Insurance and intermediaries' receivables are held at amortised cost less any impairment losses which approximates to fair value. As at 31 December 2018, FIBL Group held \$11.5 million (2017: \$49.2 million) of outstanding premiums. The non-overdue receivables balance is included in the calculation for the technical provisions.

D1.4 Reinsurance recoverables on paid claims

As at 31 December 2018, reinsurance recoverables on paid claims were \$53.4 million for the Group (2017: \$19.6 million). As at 31 December 2018, FIBL Group held \$50.0 million (2017: \$19.3 million) reinsurance recoverables on paid claims. For Bermuda solvency purposes, reinsurance recoverables on unpaid claims are determined as part of the calculation for technical provisions (see D2).

D1.5 Funds held by ceding reinsurers

The value of funds held by non-affiliated reinsurers as at 31 December 2018 for the Group was \$0.2 million (2017: \$0.9 million). At 31 December 2018, FIBL Group held \$0.1 million (2017: \$0.9 million) of funds held by non-affiliated reinsurers.

D1.6 Deferred tax asset

Deferred tax is measured using rates enacted or substantively enacted at the balance sheet date that are expected to apply to the reversal of a timing difference. As at 31 December 2018, the Group had a balance of \$3.6 million (2017: \$4.8 million) as a deferred tax asset, and FIBL Group had a balance of \$0.1 million (2017: \$0.0 million).

D1.7 Other assets

As at 31 December 2018, the Group's other assets were \$27.8 million (2017: \$15.4 million). Other assets are valued at amortised cost less any impairment which approximates to fair value. As at 31 December 2018, FIBL Group held \$26.1 million (2017: \$12.1 million) of other assets. Other assets includes derivative instruments and catastrophe swap derivatives used to manage exposure to catastrophe events.

D2. VALUATION BASES, ASSUMPTIONS AND METHODS TO DERIVE THE VALUE OF TECHNICAL PROVISIONS

At 31 December 2018, the total Technical Provisions ("TPs") in the economic balance sheet amounted to \$135.9 million (2017: \$173.5 million) for the Group and \$95.1 million (2017: \$160.7 million) for FIBL Group comprising the following:

Group

	2018	2017
	\$000's	\$000's
Best Estimate Loss and Loss Expense Provision	194,693	170,793
Best Estimate Premium Provision	(74,979)	(19,322)
Risk Margin	16,151	22,025

FIBL Group

	2018	2017
	\$000's	\$000's
Best Estimate Loss and Loss Expense Provision	162,231	152,406
Best Estimate Premium Provision	(84,092)	(13,758)
Risk Margin	16,999	22,036

D2.1 Technical provisions methodology

The TPs make allowance for “all possible future outcomes” and are based on best estimate cash flows, adjusted to reflect the time value of money using the risk-free discount rate term structures prescribed by the BMA for each reporting period. The TPs only cover legally obliged business as at the valuation date. Cash flow projections are performed on a gross and ceded basis and together produce the BE TP on a net basis.

The TPs include an additional risk margin to be added to the Best Estimate TP. The risk margin is calculated using the BMA prescribed approach, as the discounted cost of capital of running off all policies that form part of the best estimate, at a rate of 6% per annum.

D2.2 Technical provisions assumptions

The key assumptions underlying the technical provisions calculation are:

- **Expected claims**
Expected claims on earned business are taken directly from the US GAAP reserves, while unearned claims are determined using IELRs based on industry data and expert judgement.
- **ENIDs**
The TPs must make allowance for “all possible future outcomes” so an allowance is made for unknown events not considered to be included in the IELRs.
- **Reinstatement premiums**
Reinstatement premiums are allowed for on inwards and outwards business, to allow for additional inwards premiums following policyholder claims (positive cash flows) and for additional ceded premiums (negative cashflows) following events that trigger recoveries on our reinsurance cover.
- **Expenses**
The technical provisions make allowance for the expenses incurred in servicing the legal obligations and these include acquisition costs, reinsurance costs, ULAE, administrative and investment expenses. We apply appropriate rates of inflation to future expense cashflows e.g. earnings, general inflation, investment costs.

- **Interest rates**

The future cashflows are discounted using the risk-free term structures by currency prescribed by the Bermuda Monetary Authority (BMA) for each reporting period.

D2.3 Level of uncertainty associated with the value of technical provisions

There is inherent uncertainty within the cash flows that relate to insurance contracts, which could arise due to volatility within the claims reserve, losses occurring within the unearned exposure, policy cancellations and other areas. Actual experience is expected to deviate from expectations. The Group's estimates are subject to additional uncertainty due to the high exposure to potential large losses (due to the nature of the business written and the number of multi-year deals with large volumes of premium yet to be received).

As part of the technical provision process, a suite of sensitivity tests is run to better understand the materiality of key assumptions and how sensitive the overall best estimate technical provision is to changes in the underlying assumptions.

D3. VALUATION BASES, ASSUMPTIONS AND METHODS TO DERIVE THE VALUE OF OTHER LIABILITIES

D3.1 Other liabilities

As at 31 December 2018, the Group had other liabilities of \$30.2 million (2017: \$16.3, million) on the economic balance sheet. Other liabilities are measured at fair value. As at 31 December 2018, FIBL Group had other liabilities of \$97.7 million (2017: \$59.7 million).

D4. ANY OTHER INFORMATION

No additional material information to report.

E. CAPITAL MANAGEMENT

E1. ELIGIBLE CAPITAL

E1.1 Capital management policy and process for capital needs, how capital is managed and material changes during the reporting period

The Group Risk, Capital & Solvency Management approach reflects the short tail nature of its liabilities and the agility hard coded in the core Fidelis business model allowing management to adapt the Group and FIBL Group's capital and solvency quickly in response to market cycles, events and opportunities. Both the Group and FIBL Group projects the capital necessary to maintain solvency at a level sufficient to achieve the planned growth whilst meeting both the credit rating agency and regulatory capital requirements. This projection is to a greater degree of precision over a one-year horizon and to a more general degree over the longer-term horizon which is believed to be a proportionate approach.

The capital and risk management strategy have not changed materially over the prior year for either the Group or FIBL Group.

E1.2 Eligible capital categorised by tiers in accordance with the eligible capital rules

At the end of the reporting period, the eligible capital was categorised as follows:

Group	2018 \$000's	2017 \$000's
Tier 1	1,092,589	1,083,793
Tier 2	-	-
Tier 3	-	-
Total	1,092,589	1,083,793

All of the Group's capital is Tier 1, the highest quality capital, consisting of capital stock, contributed surplus, and statutory surplus. The Group's preference shares have not been approved for eligible capital purposes and therefore do not qualify as Tier 2 eligible capital. The Group has no Tier 3 capital.

FIBL Group	2018 \$000's	2017 \$000's
Tier 1	921,729	1,010,235
Tier 2	-	-
Tier 3	-	-
Total	921,729	1,010,235

All of the capital is classified as being Tier 1, the highest quality capital, consisting of capital stock and contributed surplus.

E1.3 Eligible capital categorised by tiers in accordance to the eligible capital rules used to meet ECR and MSM requirements of the insurance act

At the end of the reporting period, the eligible capital for the Minimum Margin of Solvency (MSM) and Enhanced Capital Requirement (ECR) was categorised as follows:

Group 2018

\$000's	Eligible Capital Available to Support MSM	Eligible Capital Available to Support ECR
Tier 1	1,092,589	1,092,589
Tier 2	-	-
Tier 3	-	-
Total	1,092,589	1,092,589

2017

\$000's	Eligible Capital Available to Support MSM	Eligible Capital Available to Support ECR
Tier 1	1,083,793	1,083,793
Tier 2	-	-
Tier 3	-	-
Total	1,083,793	1,083,793

FIBL Group 2018

\$000's	Eligible Capital Available to Support MSM	Eligible Capital Available to Support ECR
Tier 1	921,729	921,729
Tier 2	-	-
Tier 3	-	-
Total	921,729	921,729

2017

\$000's	Eligible Capital Available to Support MSM	Eligible Capital Available to Support ECR
Tier 1	1,010,235	1,010,235
Tier 2	-	-
Tier 3	-	-
Total	1,010,235	1,010,235

E1.4 Confirmation of eligible capital that is subject to transitional arrangements

The Group has no eligible capital that is subject to transitional arrangements.

E1.5 Identification of any factors affecting encumbrances on the availability and transferability of capital to meet the ECR

The Group and FIBL Group have entered into contracts with cedants that require the Group and FIBL Group to fully collateralise estimates of its obligations calculated by the cedant. Assets are held in trust accounts for the benefit of the cedant or letters of credit are issued. These assets are released to the Group and FIBL Group upon the payment or extinction of the obligations. Interest income arising from these assets accrues to the Group and FIBL Group.

Fungibility and transferability of Group and FIBL Group capital is also impacted by the individual solvency requirements of the three insurance subsidiaries of the Group and by FIID's solvency capital requirements for the FIBL Group.

E1.6 Identification of ancillary capital instruments approved by the authority

The Group does not have any ancillary capital.

E1.7 Identification of differences in shareholder's equity as stated in the financial statements versus the available capital and surplus

Other than the impact of employing economic based technical provision valuation techniques, significant differences between GAAP shareholder equity and available statutory capital and surplus include the reduction in available statutory capital for prepaid and fixed assets.

E2. REGULATORY CAPITAL REQUIREMENTS

E2.1 ECR and MSM requirements at the end of the reporting period

At the end of the reporting period, the Group and FIBL Group's regulatory capital requirements were assessed as follows:

Group	2018	2017
	\$000's	\$000's
Minimum Margin of Solvency	238,667	190,652
Enhanced Capital Requirement	415,272	430,793
FIBL Group	2018	2017
	\$000's	\$000's
Minimum Margin of Solvency	197,497	159,111
Enhanced Capital Requirement	365,337	416,841

E2.2 Identification of any non-compliance with the MSM and the ECR

The Group and FIBL Group were compliant with the MSM and ECR requirement at the end of the reporting period.

E2.3 A description of the amount and circumstances surrounding the non-compliance, the remedial measures and their effectiveness

Not applicable.

E2.4 Where the non-compliance is not resolved, a description of the amount of the non-compliance

Not applicable.

E3. APPROVED INTERNAL CAPITAL MODEL

E3.1 Description of the purpose and scope of the business and risk areas where the internal model is used

Not applicable. The Group has not applied to have an internal capital model approved to determine regulatory capital requirements.

E3.2 Where a partial internal model is used, description of the integration with the BSCR model

Not applicable.

E3.3 Description of methods used in the internal model to calculate the ECR

Not applicable.

E3.4 Description of aggregation methodologies and diversification effects

Not applicable.

E3.5 Description of the main differences in the methods and assumptions used for the risk areas in the internal model versus the BSCR model

Not applicable.

E3.6 Description of the nature & suitability of the data used in the internal model

Not applicable.

E3.7 Any other material information

Not applicable.

F. SUBSEQUENT EVENTS

Subsequent events following the year end 31 December 2018 have been evaluated up to and including 23 May 2019, the date of issuance of the Group financial condition report.

On 4 January 2019, FIHL entered into an agreement with a shareholder to repurchase 1,000,000 common shares for total consideration of \$7.75 million. The transaction was completed on 9 January 2019.

On 19 February 2019 the FIHL Board approved a proposed dividend of \$0.54 per common share, paid on 29 March 2019 to common shareholders of record at the close of business on 15 March 2019.

On 27 February 2019, the FIBL's Board approved a distribution of \$86.0 million from FIBL to FIHL.

G. GLOSSARY

ABIC – Association of Bermuda International Companies

BCAR – Best’s Capital Adequacy Ratio

BE – Best Estimate

BMA - Bermuda Monetary Authority

BSCR – Basic Solvency Capital Requirement

CEO – Chief Executive Officer

CFO – Chief Finance Officer

CHRO – Chief Human Resources Officer

CIO – Chief Investment Officer

Combined ratio - The ratio of net losses, and net operating expenses (acquisition and administrative costs) to net premiums earned

CTO – Chief Technology Officer

CRESTA - Catastrophe Risk Evaluation and Standardizing Target Accumulations

CRO – Chief Risk Officer

CUO – Chief Underwriting Officer

ECR – Enhanced Capital Requirement

EEA – European Economic Area

ENIDs – Events not in Data

ERM – Enterprise Risk Management

FCR – Financial Condition Report

FIBL – Fidelis Insurance Bermuda Limited

FIHL – Fidelis Insurance Holdings Limited

FML – Fidelis Marketing Limited

FUL – Fidelis Underwriting Limited

GAAP – Generally Accepted Accounting Principles

GSAM – Goldman Sachs Asset Management

HIA – Head of Internal Audit

IBNR – Incurred but not Reported

IELR – Initial Expected Loss Ratio

IGR – Intra-Group reinsurance

IIA – Institute of Internal Auditors

INED – Independent non-executive Director

LOC – Letter of Credit

MGA – Managing General Agents

MSM – Minimum Margin of Solvency

Net acquisition cost ratio – The ratio of net acquisition expenses to net premiums earned

Net loss ratio – The ratio of net losses to net premiums earned

OEP – Occurrence Exceedance Probability

PML – Probable Maximum Loss

RCC – Risk committee

RDS – Realistic Disaster Scenario

Risk and Controls Register – Encompasses all material operational risks and the controls designed to prevent, mitigate or detect risks to the business achieving its strategic objectives

ROE – Return on Equity

RRC – Risk & Return Committee, a management committee

RSU – Restricted Stock Unit

TBA – To Be Announced (investment market)

TP – Technical Provisions

ULAE – Unallocated Loss Adjustment Expenses

UMCC – Underwriting Marketing Conference Calls

UPR – Unearned Premium Reserve

USA – United States of America

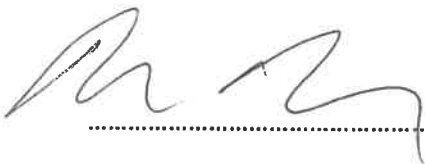
US GAAP – United States General Accepted Accounting Principles


FIDELIS INSURANCE HOLDINGS LIMITED & FIDELIS INSURANCE BERMUDA LIMITED

Financial Condition Report Declaration

For the year 1 January 2018 to 31 December 2018

We declare to the best of our knowledge and belief, the information in this Financial Conditional Report fairly represents the financial condition of the company in all respects:

Signed: 
Name: Richard Brindle
Position: CEO Fidelis Insurance Holdings Limited

Signed: 
Name: Charles Mathias
Position: Group Chief Risk Officer