

25 August 2020

**CATCo Reinsurance Opportunities Fund Ltd. (the “Company”)  
Interim Financial Report  
For the Six Months Ended 30 June 2020**

To: Specialist Fund Segment, London Stock Exchange and Bermuda Stock Exchange

## **CHAIRMAN’S STATEMENT**

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As the investment portfolios of CATCo Reinsurance Opportunities Fund Ltd. (the “Company”) are in run-off (the “Run-Off”), Markel CATCo Investment Management Ltd. (the “Investment Manager”) wrote no new risk contracts in 2020, therefore the Company is not exposed to any new reinsurance risk from 1 January 2020 onwards. All remaining investments held by the Company are exposed to risk relating to reinsurance contracts entered into from 2016 to 2019 only, and the Investment Manager remains focused on proactively managing the trapped cash and returning capital to Shareholders in as timely and orderly a manner as possible.

### **NET ASSET VALUE (“NAV”)**

The Company opened the year with a total NAV of \$306.9m which consisted of \$81.3m Ordinary Share NAV and \$225.6m of C Share NAV. During the first half of the year, the NAV reduced to \$258.4m, of which \$71.5m relates to the Ordinary Shares and \$186.9m to the C Shares. The reduction of the NAV is due to the returns of capital to Shareholders in 2020 of a total of \$48.1m as further described in the following section of this half-yearly report.

During the same period, the NAV per Share has remained relatively stable, with a Net Asset Value return for the period ending 30 June 2020 of 0.11 % and -0.25% for Ordinary Shares and C Shares respectively and a closing NAV at 30 June 2020 of \$0.2662 per Ordinary Share (\$0.2659: 1 Jan 2020) and \$0.5144 per C Share (\$0.5157: 1 Jan 2020). The stable NAV is attributable to there being no material movement during the interim period in the underlying investment values of the 2016-2019 risk portfolios. In addition, interest income earned on the underlying risk collateral has been largely offset by operational expenses incurred during the period.

### **RETURN OF CAPITAL TO SHAREHOLDERS**

The return of capital to the Company by Markel CATCo Reinsurance Fund Ltd (the “Master Fund SAC”) is subject to the approval of the Bermuda Monetary Authority and driven by the contractual arrangements between cedants and Markel CATCo Re Ltd (“the Reinsurer”), with such cedants typically releasing capital that is held in a Side Pocket Investment (“SPI”) on the earlier of:

- i. the capital no longer being needed to cover potential losses (in accordance with the terms of the relevant reinsurance contract); or
- ii. upon settlement commutation (the negotiation of which will begin no later than 36 months after the end of the risk period).

Since commencement of the Run-Off, to date, the Company has successfully returned \$130.9m of capital to Shareholders by means of dividends, tender offer, share buybacks and compulsory share redemptions.

During the period from 1 January 2020 to 30 June 2020, the Company returned \$48.1m of capital to Shareholders by means of compulsory share redemptions. In addition, on 24 June 2020, the Company

announced a third partial compulsory redemption of \$15.8m in total for 1 July 2020, as highlighted in the table below.

*Total Capital Return since 26 March 2019 (Date on which Shareholders approved the Run-Off):*

<b>Form of Return</b>	<b>Payment or Redemption Date / Period</b>	<b>Ordinary Shares (\$m)</b>	<b>C Shares (\$m)</b>	<b>Total (\$m)</b>
Tender Offer	23 September 2019	15.3	28.0	43.3
Interim Dividend	1 November 2019	4.0	11.9	15.9
Share Buyback	Oct to Dec 2019	1.9	5.9	7.8
Partial Compulsory Redemption 1	20 April 2020	5.3	24.0	29.3
Partial Compulsory Redemption 2	18 May 2020	4.6	14.2	18.8
Partial Compulsory Redemption 3	1 July 2020	3.6	12.2	15.8
<b>Total Capital Return</b>		<b>34.7</b>	<b>96.2</b>	<b>130.9</b>

As announced on 17 August 2020, the Investment Manager is pleased to report it has secured further capital releases on the 2018 and 2019 Side Pockets of \$37.9 million.

This amounts to 9.8 per cent and 16.5 per cent of the 1 August 2020 Ordinary and C Share NAV respectively, which the Company intends to use to carry out a fourth compulsory partial redemption of its issued share capital. The Company will issue further details of the expected timetable for this fourth compulsory redemption shortly.

#### **SIDE POCKET INVESTMENTS (“SPIS”)**

As at 30 June 2020, the SPIS in total represent c. 93.27 per cent of Ordinary Share NAV (31 December 2019: c. 93.74 per cent) and c. 91.65 per cent of the C Share NAV (31 December 2019: c. 91.51 per cent). The position of the 2016, 2017, 2018 and 2019 SPIS is as follows, as at 30 June 2020:

- 2016 SPIS, established for the Fort McMurray Wildfire, Jubilee Oil Field, Hurricane Matthew, and the South Island earthquake in New Zealand, amount to c. 9.39 per cent of the Company’s Ordinary Share NAV (31 December 2019: c. 11.30 per cent of Ordinary Share NAV)
- 2017 SPIS, principally relating to Hurricanes Harvey, Irma and Maria and the 2017 California Wildfires, amount to c. 34.59 per cent of the Company’s Ordinary Share NAV (31 December 2019: c. 30.02 per cent of Ordinary Share NAV)
- 2018 SPIS, principally relating to, inter alia, Hurricanes Michael and Florence, Typhoon Jebi and the 2018 California Wildfires, amount to c. 25.44 per cent of Ordinary Share NAV and c. 54.03 per cent of C Share NAV (31 December 2019: c. 26.40 per cent and c. 52.83 per cent of Ordinary Share and C Share NAV respectively)
- 2019 SPIS relating to Hurricane Dorian, Typhoons Faxai and Hagibis and the Australian bushfires, amount to c. 23.85 per cent of Ordinary Share NAV and c. 37.62 per cent of C Share NAV (31 December 2019: c. 26.02 per cent and c. 38.68 per cent of Ordinary Share and C Share NAV respectively).

In respect of the underlying investments related to underwriting years 2016-2019, the Investment Manager places increasing reliance on the latest available claim information from cedants which, at this point in time post the loss events, is given more weight than modelled losses or the insured loss estimates provided by

third parties. Whilst the Investment Manager believes that the existing loss reserves are deemed sufficient, there is always an element of remaining uncertainty in relation to underlying prior year loss event contracts which may lead to favourable or adverse loss development in the future.

In order to ensure that the available claim information captures any California Wildfire subrogation payments, the Investment Manager, with assistance from external counsel, continues to liaise with cedants in order to determine the effect (where applicable) of any subrogation payments by PG&E Corporation ("PG&E"), the Californian utility company whose equipment has been linked to several of the 2017 and 2018 California wildfires, initially to primary insurers and, subsequently, to reinsurers, and ultimately, on the CATCo retrocessional indemnity contracts and their reported losses.

PG&E has recently, as part of its Chapter 11 proceedings, confirmed a plan of reorganisation which contemplates subrogation payments to victims and primary insurers, and that plan took effect on 1 July 2020. Any potential recoveries will be based on the reduction in loss to treaty reinsurance and retrocessional reinsurance programs, and on participation levels of each applicable layer.

Estimating recoveries is further complicated by the fact that many primary insurers and reinsurers have sold their claims to third parties during the course of the Chapter 11 proceedings of PG&E at what may have been discounted rates, which may ultimately further decrease the amount available to the Reinsurer.

## OVERVIEW OF INVESTMENTS

The following table outlines the investments held by the Ordinary Shares and C Shares respectively as at 30 June 2020:

*Investments Held by Share Class:*

<b>SPI's</b>	<b>% of Share NAV</b>	<b>Value in millions</b>
<b>Ordinary Shares</b>		
SPI 2016	9.39%	6.7
SPI 2017	34.59%	24.7
SPI 2018	25.44%	18.2
SPI 2019	23.85%	17.1
<b>C Shares</b>		
SPI 2018	54.03%	101.0
SPI 2019	37.62%	70.3

Additionally, as at 30 June 2020, cash of \$4.8m and \$15.6m is held in the Ordinary Shares and C Shares respectively.

## PROACTIVE MANAGEMENT OF RUN-OFF

The exact timing and amount of capital to be released is difficult to estimate as it is dependent on: (i) contractual obligations to release capital due to certain event thresholds no longer being met; and (ii) commutation/settlement agreements that allow agreed loss positions to be reached with certain cedants, facilitating the release of remaining excess collateral.

Typically, cedants are entitled to trap capital for up to 36 months from the expiration of the risk period, after which a commutation process is entered into. In certain circumstances, the Investment Manager may deem it to be in the best interest of Shareholders to delay the commutation until further loss information becomes available.

Shareholders are reminded that the distribution of capital by the Company is contingent on the required Bermuda Monetary Authority regulatory approvals for capital releases between the Reinsurer and the Master Fund SAC.

The Board of Directors is engaged in regular contact with the Investment Manager regarding the Run-Off process and has received assurances from the owner of the Investment Manager, Markel Corporation, that adequate resources will remain in place until the conclusion of the Run-Off.

Consequently, the Directors believe the Investment Manager remains the best-placed organization to manage the Run-Off. The Directors will closely monitor the implementation of the Run-Off and the return of capital to Shareholders.

*James Keyes  
Chairman,  
CATCo Reinsurance Opportunities Fund Ltd.  
25 August 2020*

## **DIRECTORS' REPORT**

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### **Risks and Uncertainties**

The Board of Directors has identified a number of key risks that affect the Company's business. The principal risks are:

#### Reinsurance Risk

During the period from inception of the Company to 26 March 2019, the investment objective of the Company and the Master Fund SAC was to give their Shareholders the opportunity to participate in the returns from investments linked to catastrophe reinsurance risks, principally by investing in fully collateralised Reinsurance Agreements accessed by investments in preferred shares of Markel CATCo Re Ltd (the "Reinsurer"). With effect from 26 March 2019, the Company's Shareholders voted to amend the Company's investment policy so as to implement the orderly Run-Off of the Company's portfolios, with the effect that the Company's investment policy is limited to realising the Company's assets and distributing any net proceeds to the relevant shareholders. Consequently, the Company exercised a redemption right to redeem its shareholding in the Master Fund SAC.

The Company's portfolio now comprises cash and side pocket shares in the Master Fund holding risk from 2016-2019. Side pocket shares are illiquid and will not be redeemed until such time as the corresponding side pocket investments are realised. Proceeds of any redemptions of such share that are received by the Company will be distributed to Shareholders of the applicable class (after payment of any costs and save for any amount required for reserves in respect of anticipated liabilities and working capital purposes).

During the period under review, the Company has distributed the net proceeds of the redemptions received to date to Shareholders as detailed in the Chairman's Statement. The timing and amount of each further distribution will be at the Company's discretion. However, Shareholders are referred to the Shareholder Circular dated 13 March 2020 for details of the compulsory share redemption process by which the Company currently intends to continue to make further distributions to Shareholders.

The Company intends to make an announcement by means of a Regulatory Information System prior to each distribution regarding the amount and timing of the distribution.

### **Management of Risk**

The Board of Directors regularly reviews the major strategic and emerging risks that the Board and the Investment Manager have identified and, against these, the Board sets out the delegated controls designed to manage those risks. The principal risks facing the Company relate to market price, interest rate, liquidity and credit risk and the efficient management of the Run-Off process. Operational disruption, accounting

and legal risks are also covered annually, and regulatory compliance is reviewed at each Board meeting. The emergence of the novel Coronavirus (“Covid-19”) at the start of January 2020 is not expected to have a significant financial impact on the Company in the foreseeable future (please refer to note 1 to the Financial Statements (“Covid-19 Considerations”). The Board is assured that the operational activities of the Investment Manager continue to be substantially unaffected by Covid-19 in terms of quality and continuity, that there are sufficient systems and controls in place to ensure the continuity and adequacy of the services provided by the Investment Manager, and that the Run-off process, including returns of capital to Shareholders, will continue to be managed efficiently.

In the view of the Board, there have not been any changes to the fundamental nature of these risks since the previous report, and these principal risks and uncertainties are equally applicable to the remaining six months of the financial year as they were to the six months under review.

### **Share Capital**

The Company’s issued share capital at 1 January 2020 amounted to 305,811,860 Ordinary Shares and 437,412,476 C Shares. As noted in the section “Return of Capital to Shareholders” in the Chairman’s Statement, during the period 1 January 2020 to 30 June 2020, the Company completed two compulsory partial share redemptions.

The Company’s issued share capital at 30 June 2020 amounted to 268,592,075 Ordinary Shares and 363,364,880 C Shares. The total number of voting rights in the Company was 631,956,955.

On 1 July 2020, the Company conducted its third partial compulsory redemption, redeeming 13,493,183 Ordinary Shares and 23,657,087 C Shares. Following this third redemption, the issued share capital, as at the date of this Report, is 255,098,892 Ordinary Shares and 339,707,793 C Shares. Accordingly, the total number of voting rights in the Company is 594,806,685.

### **Related party disclosure and transactions with the Investment Manager**

The Investment Manager is regarded as a related party and details of the management fees payable are set out in the unaudited Statement of Operations and Note 7.

### **Going Concern status**

The Company’s business activities, together with the factors likely to affect its future development, performance and position, are set out in the Chairman’s Statement.

The Board of Directors have undertaken a rigorous review of the Company’s ability to continue as a going concern. The Board of Directors have also considered the Company’s longer-term viability.

The Company’s assets consist of cash and investment exposure, through the side pocket shares in the Markel CATCo Diversified Fund (the “Master Fund”) holding risk from 2016-2019.

The Board of Directors have reviewed forecasts and they believe that the Company has adequate financial resources to continue its operational existence for the foreseeable future, and at least one year from the date of this half-yearly report. Accordingly, the Directors continue to adopt the going concern basis in preparing these accounts.

### **Directors’ Responsibility Statement**

The Directors are responsible for preparing the Half-Yearly Financial Report in accordance with applicable law and regulations. The Directors confirm that, to the best of their knowledge:

1. The condensed set of Financial Statements contained within the unaudited Half-Yearly Financial Report has been prepared in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”). These Financial Statements present fairly, in all material respects, the assets, liabilities, financial position and profit or loss of the Company.

2. The Chairman's Statement, the Directors' Report, the Financial Highlights and the notes to the Condensed Interim Financial Statements provide a fair review of the information required by rule 4.2.7R of the Disclosure Guidance and Transparency Rules (being an indication of important events that have occurred during the first six months of the financial year and their impact on the condensed set of unaudited Financial Statements and a description of the principal risks and uncertainties for the remaining six months of the financial year) and rule 4.2.8R (being related party transactions that have taken place during the first six months of the financial year and that have materially affected the financial position of the Company during that period; and any changes in the related party transactions described in the last Annual Report that could do so).

The Half-Yearly Financial Report was approved by the Board on 25 August 2020 and the above responsibility statement was signed on its behalf by the Chairman.

*James Keyes*  
 Chairman,  
 CATCo Reinsurance Opportunities Fund Ltd.  
 For and on behalf of the Board  
 25 August 2020

## CONDENSED STATEMENTS OF ASSETS AND LIABILITIES

(Expressed in United States Dollars)	Six months to 30 June 2020 (Unaudited)	Six months to 30 June 2019 (Unaudited)	Year ended 31 Dec. 2019 (Audited)
	\$	\$	\$
<b>Assets</b>			
Investments in Master Fund, at fair value (Note 3)	237,996,473	346,876,476	282,640,471
Cash and cash equivalents (Note 2)	4,971,921	23,771,088	2,634,719
Due from Markel CATCo Reinsurance Fund Ltd. - Markel CATCo Diversified Fund	15,794,343	16,901,677	22,124,939
Other assets	26,975	134,615	77,784
<b>Total assets</b>	<b>258,789,712</b>	<b>387,683,856</b>	<b>307,477,913</b>
<b>Liabilities</b>			
Management fee payable	12,767	50,412	4,737
Accrued expenses and other liabilities	365,681	477,697	594,444
<b>Total liabilities</b>	<b>378,448</b>	<b>528,109</b>	<b>599,181</b>
<b>Net assets</b>	<b>258,411,264</b>	<b>387,155,747</b>	<b>306,878,732</b>

NAV per Share (Note 5)

## CONDENSED STATEMENTS OF OPERATIONS

(Expressed in United States Dollars)	Six months to 30 June 2020 (Unaudited)	Six months to 30 June 2019 (Unaudited)	Year ended 31 Dec. 2019 (Audited)
	\$	\$	\$
<b>Net investment loss allocated from Master Funds (Note 3)</b>			

Interest income	423,879	1,085,066	2,641,840
Management fee waived (Note 7)	985,076	537,507	999,738
Management fee	(1,970,152)	(3,059,603)	(5,490,438)
Professional fees and other	(131,421)	(210,955)	(316,189)
Administrative fee	(79,733)	(99,618)	(196,388)
Performance fee	-	(15,666)	(15,666)
Miscellaneous income (loss)	-	280,704	-
Net investment loss allocated from Master Funds	(772,351)	(1,482,565)	(2,377,103)
<b>Investment income</b>			
Interest	52,929	213,821	419,772
Total investment income	52,929	213,821	419,772
<b>Company expenses</b>			
Management fee waived (Note 7)	118,867	-	-
Professional fees and other	(655,777)	(578,296)	(1,305,963)
Management fee (Note 7)	(237,732)	(238,617)	(429,226)
Administrative fee (Note 8)	(37,500)	(37,500)	(75,000)
Total Company expenses	(812,142)	(854,413)	(1,810,189)
Net investment loss	(1,531,564)	(2,123,157)	(3,767,520)
<b>Net realised (loss) and change in unrealised gain / (loss) on securities allocated from Master Funds (Note 3)</b>			
Net realised loss on securities	(91,899,348)	(93,422,794)	(233,175,549)
Net change in unrealised gain on securities	93,127,326	37,544,206	165,658,877
<b>Net gain / (loss) on securities allocated from Master Funds</b>	1,227,978	(55,878,588)	67,516,672
<b>Net decrease in net assets resulting from operations</b>	(303,586)	(58,001,745)	(71,284,192)

## CONDENSED STATEMENTS CHANGE IN NET ASSETS

(Expressed in United States Dollars)	Six months to 30 June 2020 (Unaudited)	Six months to 30 June 2019 (Unaudited)	Year ended 31 Dec. 2019 (Audited)
	\$	\$	\$
<b>Operations</b>			
Net investment loss	(1,531,564)	(2,123,157)	(3,767,520)
Net realised loss on securities allocated from Master Funds	(91,899,348)	(93,422,794)	(233,175,549)
Net change in unrealised gain on securities allocated from Master Funds	93,127,326	37,544,206	165,658,877
Net decrease in net assets resulting from operations	(303,586)	(58,001,745)	(71,284,192)

<b>Capital share transactions</b>			
Repurchase of Class C Shares	(38,229,923)	-	(33,884,196)
Repurchase of Ordinary Shares	(9,933,959)	-	(17,185,451)
Dividend paid	-	(34,648,030)	(50,572,951)
<b>Net decrease in net assets resulting from capital share transactions</b>	<b>(48,163,882)</b>	<b>(34,648,030)</b>	<b>(101,642,598)</b>
<b>Net decrease in net assets</b>	<b>(48,467,468)</b>	<b>(92,649,775)</b>	<b>(172,926,790)</b>
<b>Net assets, beginning of period</b>	<b>306,878,732</b>	<b>479,805,522</b>	<b>479,805,522</b>
<b>Net assets, end of period</b>	<b>258,411,264</b>	<b>387,155,747</b>	<b>306,878,732</b>

## CONDENSED STATEMENTS OF CASH FLOW

(Expressed in United States Dollars)

	<b>Six months to 30 June 2020 (Unaudited)</b>	<b>Six months to 30 June 2019 (Unaudited)</b>	<b>Year ended 31 Dec. 2019 (Audited)</b>
	\$	\$	\$
<b>Cash flows from operating activities</b>			
Net decrease in net assets resulting from operations	(303,586)	(58,001,745)	(71,284,192)
Adjustments to reconcile net decrease in net assets resulting from operations to net cash provided by operating activities:			
Net investment loss, net realised loss and net change in unrealised gain / (loss) on securities allocated from Master Funds	(455,627)	57,361,153	69,893,775
Sale of investment in Markel CATCo Reinsurance Fund Ltd. - Markel CATCo Diversified Fund and CATCo Reinsurance Fund Ltd. - CATCo Diversified Fund	45,099,625	17,423,208	69,126,591
Changes in operating assets and liabilities			
Due from Markel CATCo Reinsurance Fund Ltd. - Markel CATCo Diversified Fund, and CATCo Reinsurance Fund Ltd. - CATCo Diversified Fund	6,330,596	37,851,565	32,628,303
Other assets	50,809	(125,615)	(68,784)
Management fee payable	8,030	46,167	-
Accrued expenses and other liabilities	(228,763)	262,232	379,471
<b>Net cash provided by operating activities</b>	<b>50,501,084</b>	<b>54,816,965</b>	<b>100,675,164</b>
<b>Cash flows from financing activities</b>			



Repurchase of Class C Shares	(38,229,923)	-	(33,884,196)
Repurchase of Ordinary Shares	(9,933,959)	-	(17,185,451)
Dividend paid	-	(34,648,030)	(50,572,951)
<b>Net cash used in financing activities</b>	<b>(48,163,882)</b>	<b>(34,648,030)</b>	<b>(101,642,598)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>2,337,202</b>	<b>20,168,935</b>	<b>(967,434)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>2,634,719</b>	<b>3,602,153</b>	<b>3,602,153</b>
<b>Cash and cash equivalents, end of period</b>	<b>4,971,921</b>	<b>23,771,088</b>	<b>2,634,719</b>

## NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS 30 JUNE 2020

*(Expressed in United States Dollars)*

### **1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Nature of Operations**

CATCo Reinsurance Opportunities Fund Ltd. (the “Company”) is a closed-ended mutual fund company, registered and incorporated as an exempted mutual fund company under the laws of Bermuda on 30 November 2010, which commenced operations on 20 December 2010. The Company is organised as a feeder fund to invest substantially all of its assets in Markel CATCo Diversified Fund (the “Master Fund”). The Master Fund is a segregated account of Markel CATCo Reinsurance Fund Ltd., a mutual fund company incorporated in Bermuda and registered as a segregated account company under the Segregated Accounts Company Act 2000, as amended (the “SAC Act”). Markel CATCo Reinsurance Fund Ltd. establishes a separate account for each class of shares comprised in each segregated account (each, a “SAC Fund”). Each SAC Fund is a separate individually managed pool of assets constituting, in effect, a separate fund with its own investment objective and policies. The assets attributable to each SAC Fund of Markel CATCo Reinsurance Fund Ltd. shall only be available to creditors in respect of that segregated account.

Pursuant to an investment management agreement, the Company is managed by Markel CATCo Investment Management Ltd. (the “Investment Manager”), a Bermuda based limited liability company that is subject to the ultimate supervision of the Company’s Board of Directors (the “Board”). The Investment Manager is responsible for all of the Company’s investment decisions. The Investment Manager commenced operations on 8 December 2015 and entered into a Run-Off Services Agreement with CATCo Investment Management Limited (“CIML”), under which the Investment Manager will provide services relating to the management of the run-off business of CIML.

The objective of the Master Fund is to provide shareholders the opportunity to participate in the investment returns of various fully-collateralised reinsurance-based instruments, securities (such as notes, swaps and other derivatives), and other financial instruments. The majority of the Master Fund’s exposure to reinsurance risk is obtained through its investment (via preference shares) in Markel CATCo Re Ltd. (the “Reinsurer”). Up until 31 March 2019, the Company also maintained an investment in CATCo Diversified Fund, the former Master Fund, (together with the Master Fund collectively referred to as “the Master Funds”), which was exposed to reinsurance risk through its preference shares investment in CATCo-Re Ltd. At 30 June 2020, the Company’s ownership is 15.60 per cent of the Master Fund.

On 25 July 2019, the Investment Manager announced that it will cease accepting new investments in Markel CATCo Reinsurance Fund Ltd (“MCRF”) and will not write any new business going forward through the

Reinsurer. As of this date, the Investment Manager commenced the orderly run-off of the Reinsurer's existing portfolio, which is expected to take approximately three years to completion. As part of this run-off, MCRF will return capital (which will continue to be subject to side pockets) to its investors as such capital becomes available, including the Company.

The Reinsurer and CATCo-Re Ltd., (together the "Reinsurers") are Bermuda licensed Class 3 reinsurance companies, registered as segregated accounts companies under the SAC Act, through which the Master Funds access the majority of their reinsurance risk exposure. The Reinsurers will form a segregated account that corresponds solely to the Master Funds' investment in the Reinsurers with respect to each particular reinsurance agreement.

The Reinsurers focus primarily on property catastrophe insurance and may be exposed to losses arising from hurricanes, earthquakes, typhoons, hailstorms, winterstorms, floods, tsunamis, tornados, windstorms, extreme temperatures, aviation accidents, fires, wildfires, explosions, marine accidents, terrorism, satellite, energy and other perils.

The Company's shares are listed and traded on the Specialist Fund Market ("SFM"), a market operated by the London Stock Exchange. The Company's shares are also listed on the Bermuda Stock Exchange.

### **Basis of Presentation**

The interim condensed Financial Statements are expressed in United States dollars and have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information. Accordingly, certain information and footnote disclosures normally included in the financial statements prepared in accordance with U.S. GAAP has been condensed pursuant to such guidance. These interim condensed financial statements should be read in conjunction with the annual financial statements and related notes as of 31 December 2019 which are readily available on the Regulatory News Service ("RNS") of the London Stock Exchange. The Company is an investment company and follows the accounting and reporting guidance contained within Topic 946, "Financial Services Investment Companies", of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC").

### **Going Concern Considerations**

In accordance with ASC 205-40-50, Presentation of Financial Statements—Going Concern, the Investment Manager and the Board have reviewed the Company's ability to continue as a going concern and have confirmed their intent to continue to Run-Off the Company's portfolio with no imminent plans to liquidate the Company. The Investment Manager and the Board have concluded that the Company has sufficient financial resources to continue as a going concern based on the following key considerations: (i) the Company holds investments in the Master Fund which are supported by underlying fully collateralised reinsurance contracts in the Reinsurer or directly held by the Master Fund itself that are expected to be settled on or around 31 December 2022, (ii) the Investment Manager and the Directors' have reviewed the Company's cash forecast for 18 months after the date that the condensed interim financial statements are issued and have determined that the Company has sufficient cash to adequately meet operational expenses, and (iii) Markel Corporation, is fully committed to the orderly Run-Off of the Reinsurer and Master Fund portfolios. Based on the aforementioned reasons, the Company continues to adopt the going concern basis in preparing the interim condensed Financial Statements for the period ended 30 June 2020.

### **COVID-19 Considerations**

As at 30 June 2020, the Directors and the Investment Manager have concluded that the recent outbreak of the novel Coronavirus ("Covid-19") at the start of January 2020 did not have a significant financial impact on the condensed interim financial statements. However, the rapid development and fluidity of Covid-19 precludes any prediction to its ultimate impact, which may have a continued adverse impact on economic and market conditions and trigger a period of global economic slowdown.

The Investment Manager is monitoring developments relating to Covid-19 and is coordinating its operational response based on existing business continuity plans and on guidance from global health organisations, relevant governments, and general pandemic response best practices.

### **Cash and Cash Equivalents**

Cash and cash equivalents include short-term, highly liquid investments, such as money market funds, that are readily convertible to known amounts of cash and have original maturities of three months or less.

### **Valuation of Investments in Master Funds**

The Company records its investments in the Master Funds at fair value based upon an estimate made by the Investment Manager, in good faith and in consultation or coordination with Centaur Fund Services (Bermuda) Limited (the "Administrator"), as defined in Note 8, where practicable, using what the Investment Manager believes in its discretion are appropriate techniques consistent with market practices for the relevant type of investment. Fair value in this context depends on the facts and circumstances of the particular investment, including but not limited to prevailing market and other relevant conditions, and refers to the amount for which a financial instrument could be exchanged between knowledgeable, willing parties in an arm's length transaction. Fair value is not the amount that an entity would receive or pay in a forced transaction or involuntary liquidation.

### **Financial Instruments**

The fair values of the Company's assets and liabilities, which qualify as financial instruments under ASC 825, "Financial Instruments", approximate the carrying amounts presented in the Statements of Assets and Liabilities.

### **Investment Transactions and Related Investment Income and Expenses**

The Company records its proportionate share of the Master Funds' income, expenses, realised and unrealised gains and losses on investment in securities on a monthly basis. In addition, the Company incurs and accrues its own income and expenses.

Investment transactions of the Master Fund are accounted for on a trade-date basis. Realised gains or losses on the sale of investments are calculated using the specific identification method of accounting. Interest income and expense are recognised on the accrual basis.

### **Translation of Foreign Currency**

Assets and liabilities denominated in foreign currencies are translated into United States dollar amounts at the period-end exchange rates. Transactions denominated in foreign currencies, including purchases and sales of investments, and income and expenses, are translated into United States dollar amounts on the transaction date. Adjustments arising from foreign currency transactions are reflected in the Statements of Operations.

The Company does not isolate the portion of the results of operations arising from the effect of changes in foreign exchange rates on investments from fluctuations arising from changes in market prices of investments held. Such fluctuations are included in net gains or losses on securities in the Statements of Operations.

### **Income Taxes**

Under the laws of Bermuda, the Company is generally not subject to income taxes. The Company has received an undertaking from the Minister of Finance of Bermuda, under the Exempted Undertakings Tax Protection Act 1966 that in the event that there is enacted in Bermuda any legislation imposing income or capital gains tax, such tax shall not until 31 March 2035 be applicable to the Company. However, certain United States dividend income and interest income may be subject to a 30% withholding tax. Further, certain United States dividend income may be subject to a tax at prevailing treaty or standard withholding rates with the applicable country or local jurisdiction.

The Company is required to determine whether its tax positions are more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit recognised is measured as the largest amount of benefit that has a greater than fifty per cent likelihood of being realised upon ultimate settlement with the relevant taxing authority. De-recognition of a tax benefit previously recognised results in the Company recording a tax liability that reduces ending net assets. Based on its analysis, the Company has determined that it has not incurred any liability for unrecognised tax benefits as of 30 June 2020. However, the Company's conclusions may be subject to review and adjustment at a later date based on factors including, but not limited to, on-going analyses of and changes to tax laws, regulations and interpretations thereof.

The Company recognises interest and penalties related to unrecognised tax benefits in interest expense and other expenses, respectively. No tax-related interest expense or penalties have been recognised as of and for the period ended 30 June 2020.

Generally, the Company may be subjected to income tax examinations by relevant major taxing authorities for all tax years since its inception.

The Company may be subject to potential examination by United States federal or foreign jurisdiction authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with United States federal or foreign tax laws. The Company was not subjected to any tax examinations during the period ended 30 June 2020.

#### **Use of Estimates**

The preparation of Financial Statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements. Actual results could differ from those estimates.

#### **Offering Costs**

The costs associated with each capital raise are expensed against paid-in capital and the Company's existing cash reserves as incurred.

#### **Premium and Discount on Share Issuance**

Issuance of shares at a price in excess of the Net Asset Value (the "NAV") per share at the transaction date results in a premium and is recorded as paid-in capital. Discounts on share issuance are treated as a deduction from paid-in capital.

#### **Other Matters**

##### Markel CATCo Governmental Inquiries

Markel Corporation previously reported that the U.S. Department of Justice, U.S. Securities and Exchange Commission and Bermuda Monetary Authority (together, the Governmental Authorities) are conducting inquiries into loss reserves recorded in late 2017 and early 2018 at our Markel CATCo operations. Those reserves are held at Markel CATCo Re, an unconsolidated subsidiary of MCIM. The Markel CATCo Inquiries are limited to MCIM and its subsidiaries (together, Markel CATCo) and do not involve other Markel subsidiaries.

Markel Corporation retained outside counsel to conduct an internal review of Markel CATCo's loss reserving in late 2017 and early 2018. The internal review was completed in April 2019 and found no evidence that Markel CATCo personnel acted in bad faith in exercising business judgment in the setting of reserves and making related disclosures during late 2017 and early 2018. Markel Corporation's outside counsel has met

with the Governmental Authorities and reported the findings from the internal review. At this time, Markel Corporation is unable to predict the duration, scope or result of the Markel CATCo Inquiries.

Revised employment litigation:

*Anthony Belisle v. Markel CATCo Investment Management Ltd. and Markel Corp. (U.S. District Court for the District of New Hampshire)*

On February 21, 2019, Anthony Belisle filed a lawsuit, Anthony Belisle v. Markel CATCo Investment Management Ltd and Markel Corp. (U.S. District Court for the District of New Hampshire), which suit was amended on March 29, 2019. As amended, the complaint alleged claims for, among other things, breach of contract, defamation, invasion of privacy, indemnification, intentional interference with contractual relations and deceptive and unfair acts and sought relief of, among other things, \$66 million in incentive compensation, enhanced compensatory damages, consequential damages, damages for emotional distress and injury to reputation, exemplary damages and attorneys' fees. In June 2019, MCIM, Markel Corporation, and Mr. Belisle agreed to commence binding arbitration to finally, fully and confidentially resolve the claims and counterclaims alleged in the action, and the Belisle suit was dismissed with prejudice in July 2019. The arbitrators were selected, the arbitration proceeding commenced, and the arbitration hearing was scheduled to begin in August 2020. In late July, the parties commenced settlement discussions and reached an agreement on a mutually acceptable settlement amount. A settlement agreement has now been entered into and the settlement amount will be recorded and reflected in Markel Corporation's net income in the third quarter of 2020. The settlement amount is not material to Markel Corporation's consolidated results of operations or financial condition.

*California Bankruptcy Court and the PG&E Proposed Settlement*

The Investment Manager continues to monitor developments in the California Bankruptcy Court with the assistance of external counsel. PG&E has confirmed its plan of reorganization and that plan is now effective as of 1 July 2020. As previously reported, part of that plan includes an \$11 billion settlement with the Ad Hoc Subrogation Group. In filings before the Bankruptcy Court, PG&E has asserted that the claims associated with the Subrogation Settlement (defined as claims relating to the 2017 North fires and 2018 Camp fire) were estimated to be greater than \$20 billion and the settlement amount represents an approximate 55% recovery on an aggregate basis. However, such distributions are subject to a confidential allocation formula based upon the applicable fire, and there is uncertainty with regards to the allocation of recoveries across the insurance sector. Estimating recoveries is further complicated by the fact that many primary insurers have sold their claims during the course of the chapter 11 proceeding at what may have been discounted rates, which may ultimately decrease the amount available to reinsurers. As at 30 June 2020, the Reinsurer has not recognized a contingent asset or reduction of loss reserve in relation to this.

## **2. CONCENTRATION OF CREDIT RISK**

In the normal course of business, the Company maintains its cash balances (not assets supporting retrocessional reinsurance transactions) in financial institutions, which at times may exceed federally insured limits. The Company is subject to credit risk to the extent any financial institution with which it conducts business is unable to fulfill contractual obligations on its behalf. Management monitors the financial condition of such financial institutions and does not anticipate any losses from these counterparties. At 30 June 2020, cash and cash equivalents are held with HSBC Bank Bermuda Ltd., which has a credit rating of A-/A-2, and with HSBC Global Asset Management (USA) Inc., which has a credit rating of A/A-1 as issued by Standard & Poor's.

## **3. INVESTMENTS IN MASTER FUND, AT FAIR VALUE**

The following table summarises the Company's Investments in the Master Fund:

(Expressed in United States Dollars)

30 June 2020

	\$
Investment in Markel CATCo Reinsurance Fund Ltd. - Markel CATCo Diversified Fund, at fair value	237,996,473

From 1 January to 30 June 2020, the net investment loss, and net realised loss on securities allocated from the Master Fund in the Statements of Operations included gross realised gains on securities of \$10,427,606 and gross realised loss on securities of \$102,326,954. Over the same period, the net change in unrealised gain on securities allocated from the Master Fund included gross unrealised gains of \$111,591,928 and gross unrealised loss of \$18,464,602.

#### **4. LOSS RESERVES**

The following disclosures on loss reserves are included for information purposes and relate specifically to the Reinsurer and are reflected through the valuations of investments held by the Company.

The reserve for unpaid losses and loss expenses recorded by the Reinsurer includes estimates for losses incurred but not reported as well as losses pending settlement. The Reinsurer make a provision for losses on contracts only when an event that is covered by the contract has occurred. When a potential loss event has occurred, the Reinsurer use proprietary models and historical loss analysis data as well as assessments from counter-parties to estimate the level of reserves required. The process of estimating loss reserves is a complex exercise, involving many variables and a reliance on actuarial modeled catastrophe loss analysis. However, there is no precise method for evaluating the adequacy of loss reserves when industry loss estimates are not final, and actual results could differ from original estimates. In addition, the Reinsurer's reserves include an implicit risk margin to reflect uncertainty surrounding cash flows relating to loss reserves. The risk margin is set by the actuarial team of the Investment Manager.

Future adjustments to the amounts recorded as of 30 June 2020, resulting from the continual review process, as well as differences between estimates and ultimate settlements, will be reflected in the Reinsurer's Statements of Operations in future periods when such adjustments become known. Future developments may result in losses and loss expenses materially greater or less than the reserve provided. The Reinsurer's loss reserves represent the Insurance Manager's current best estimate of ultimate settlement values. The reserves are subject to inherent uncertainty due to industry loss estimates varying from final insured losses. The timing and the amount of losses reported to the Reinsurer is in the control of third parties, and has a direct effect on loss reserves, which may require re-estimation as new information becomes available over time.

As part of the ongoing reserving process, the Insurance Manager reviews loss reserves on a monthly basis and will make adjustments, if necessary and such future adjustments in loss reserves could have further material impact either favourably or adversely on investor earnings.

In the six months ended 30 June 2020, the Reinsurer paid total claims of \$375,140,057. Of this amount \$116,021,058 related to the 2017 events, \$235,193,865 related to the 2018 loss events and \$20,060,062 was in respect of 2019 events.

#### **5. CAPITAL SHARE TRANSACTIONS**

As of 30 June 2020, the Company has authorised share capital of 1,500,000,000 unclassified shares of US\$0.0001 each and Class B Shares ("B Shares") of such nominal value as the Board may determine upon issue.

As of 30 June 2020, the Company has 268,592,075 Class 1 ordinary shares (the "Ordinary Shares") and 363,364,880 Class C Shares (the "C Shares") in issue.

Transactions in shares during the period under review, the shares outstanding, and the net asset value ("NAV") per share are as follows:

<b>30 June 2020</b>	<b>Beginning Shares</b>	<b>Partial Compulsory Share Redemptions</b>	<b>Share Issuance</b>	<b>Ending Shares</b>	<b>Ending Net Assets</b>	<b>Ending NAV Per Share</b>
Class 1 - Ordinary Shares	305,811,860	(37,219,785)	-	268,592,075	\$71,497,884	\$0.2662
Class C Shares	437,412,476	(74,047,596)	-	363,364,880	\$186,913,380	\$0.5144
<b>Total</b>	<b>743,224,336</b>	<b>(111,267,381)</b>	<b>-</b>	<b>631,956,955</b>	<b>\$258,411,264</b>	

The Company has been established as a closed-ended mutual fund and, as such, shareholders do not have the right to redeem their shares. The shares are held in trust by Link Market Services (the “Depository”) in accordance with the Depository Agreement between the Company and the Depository. The Depository holds the shares and in turn issues depository interests in respect of the underlying shares which have the same rights and characteristics of the shares.

The Board has the ability to issue one or more classes of C Share during any period when the Master Fund has designated one or more investments as Side Pocket Investments. This typically will happen if a covered or other pre-determined event has recently occurred or seems likely to occur under an Insurance-Linked Instrument. In such circumstances, only those shareholders on the date that the investment has been designated as a Side Pocket Investment will participate in the potential losses and premiums attributable to such Side Pocket Investment. Any shares issued when Side Pocket Investments exist will be as one or more classes of C Share that will participate in all of the Master Fund’s portfolio other than in respect of potential losses and premiums attributable to any Side Pocket Investments in existence at the time of issue. If no Side Pocket Investments are in existence at the time of proposed issue, it is expected that the Company will issue further Ordinary Shares.

The Company issued a circular to Shareholders dated 28 February 2019 (the “February 2019 Circular”) concerning the proposed implementation of the orderly run-off of the Company’s portfolios (the “Run-Offs”) by means of a change to the Company’s investment policy to enable the Company to redeem all of the Company’s Master Fund Shares attributable to the Ordinary or C Shares, as the case may be (the “Proposals”), and distributing the net proceeds thereof to the relevant class of Shareholders. The Proposals were approved at class meetings of the Ordinary and C shareholders of the Company held on 26 March 2019.

On 13 March 2020 the Company issued a circular to Shareholder announcing that the Company will not raise further capital in any circumstances, and so the Company is being terminated by means of a managed process (“Compulsory Redemptions”) leading to liquidation in due course. Accordingly, the only further business that will be undertaken is that necessary to complete the run-off of each of the Company’s portfolios.

During the six-month period ended 30 June 2020, the Company completed two partial Compulsory Redemptions as follows:

<b>Description</b>	<b>Redemption Date</b>	<b>Ordinary Share Class</b>	<b>C Share Class</b>	<b>Total</b>
Partial Compulsory Redemption 1	20 April 2020	\$5,309,981	\$24,029,959	\$29,339,940
Partial Compulsory Redemption 2	18 May 2020	4,623,978	14,199,964	\$18,812,076
		<b>\$9,933,959</b>	<b>\$38,229,923</b>	<b>\$48,152,016</b>

On 1 July 2020 the Company conducted a third partial compulsory redemption amounting to \$3,599,981 in relation to the Ordinary Shares and \$12,176,809 in relation to the C Shares.

## **6. INVESTMENT MANAGEMENT AGREEMENT**

Pursuant to the Investment Management Agreement dated 8 December 2015, the Investment Manager is empowered to formulate the overall investment strategy to be carried out by the Company and to exercise full discretion in the management of the trading, investment transactions and related borrowing activities of the Company in order to implement such strategy. The Investment Manager earns a fee for such services (Note 7).

The Investment Manager also acts as the Master Fund's investment manager and the Reinsurer's insurance manager.

## **7. RELATED PARTY TRANSACTIONS**

The Investment Manager is entitled to a management fee, calculated and payable monthly in arrears equal to 1/12 of 1.5 per cent of the net asset value, which is not attributable to the Company's investment in the Master Funds' shares as at the last calendar day of each calendar month. Management fees related to the investment in the Master Funds shares are charged in the Master Funds and allocated to the Company. Performance fees are charged in the Master Funds and allocated to the Company.

On 30 January 2020, the Investment Manager agreed to reduce the Management Fee on Side Pocket Investments for the financial year 2020 by 50 per cent of the original fee of 1.5 per cent. This is equal to an annual Management Fee of 0.75 per cent. The Management Fee on Side Pocket Investments will be reviewed again at the end of the current financial year.

Markel Corporation, which holds the entire share capital of the Investment Manager, holds 2.81 per cent of the voting rights of the Ordinary Shares issued in the Company as of 30 June 2020.

In addition, as at 30 June 2020, two of the Directors are also shareholders of the Company. The Directors' holdings are immaterial, representing less than 1 per cent of the Company NAV.

## **8. ADMINISTRATIVE FEE**

Centaur Fund Services (Bermuda) Limited serves as the Company's Administrator. As a licensed fund administrator pursuant to the provisions of the Bermuda Investment Funds Act, the Administrator performs certain administrative services on behalf of the Company. The Administrator receives a fixed monthly fee.

## **9. FINANCIAL HIGHLIGHTS**

Financial highlights for the period 1 January to 30 June 2020 are as follows:

	<b>Class 1 Ordinary Shares</b>	<b>Class C Shares</b>
<b>Per share operating performance</b>		
Net asset value, beginning of period	\$ 0.2659	0.5157
<b>Income (loss) from investment operations</b>		
Net investment loss	(0.0007)	(0.0010)
Management fee	(0.0009)	(0.0018)
Net gain on investments	0.0019	0.0015
<b>Total from investment operations</b>	<b>0.0003</b>	<b>(0.0013)</b>
Dividend		
Net asset value, end of period	\$ 0.2662	0.5144
<b>Total net asset value return</b>		
Total net asset value return before performance fee	0.11%	-0.25%
Performance fee	0.00%	0.00%



Total net asset value return after performance fee <sup>^</sup>	0.11%	-0.25%
<b>Ratios to average net assets</b>		
Expenses other than performance fee <sup>**</sup>	-0.76%	-0.68%
Performance fee	0.00%	0.00%
Total expenses after performance fee	-0.76%	-0.68%
Net investment loss	-0.60%	-0.54%

<sup>^</sup> Adjusting the opening capital to reflect the partial compulsory redemptions paid in April and May 2020, the normalised total return for 2020 is equivalent to 0.11% and -0.25% for the Ordinary and C Shares respectively.

<sup>\*\*</sup> Expenses presented above is net of management fees waived by the Master Fund. The ratio of waived management fees to average net assets are 0.37% for Class 1 Ordinary Shares and 0.37% for Class C Shares.

Financial highlights are calculated for each class of shares. An individual shareholder's return may vary based on the timing of capital transactions. Returns and ratios shown above are for the period ended 30 June 2020 and have not been annualised. The per share amounts and ratios reflect income and expenses allocated from the Master Fund.

## **10. INDEMNIFICATIONS OR WARRANTIES**

In the ordinary course of its business, the Company may enter into contracts or agreements that contain indemnifications or warranties. Future events could occur that lead to the execution of these provisions against the Company. Based on its history and experience, management believes that the likelihood of such an event is remote.

## **11. SUBSEQUENT EVENTS**

The unaudited condensed interim Financial Statements were approved by the Board and available for issuance on 25 August 2020. Subsequent events have been evaluated through this date.

On 2 July 2020, the Company announced a Partial Compulsory Redemption, effective 1 July 2020, of 13,493,183 Ordinary Shares at a rate of \$0.2668 per Ordinary Share and 23,657,087 C Shares at a rate of \$0.5157 per C Share. Proceeds of this redemption were paid to holders of Ordinary Shares and C Shares in the second week of July 2020.

As disclosed on 17 and 25 August 2020, the Investment Manager anticipates redeeming a portion of 2018 and 2019 Side Pocket Investments, which will result in a redemption amount of \$7,000,000 for Ordinary Shares and \$30,900,000 for C Shares which will be paid to Shareholders in September 2020.

### **For further information:**

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