

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

**FORM 10-Q**

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

For the quarterly period ended March 31, 2018

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-10804

**XL GROUP LTD**

(Exact name of registrant as specified in its charter)

Bermuda  
(State or other jurisdiction of  
incorporation or organization)

98-1304974  
(I.R.S. Employer Identification No.)

O'Hara House, One Bermudiana Road, Hamilton HM 08, Bermuda

(Address of principal executive offices and zip code)

(441) 292-8515

(Registrant's telephone number, including area code)

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

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

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

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

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

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

At May 1, 2018, there were 258,287,127 outstanding Common Shares, \$0.01 par value per share, of the registrant.

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**PART I – FINANCIAL INFORMATION**

**ITEM 1.**

**FINANCIAL STATEMENTS**

**XL GROUP LTD  
UNAUDITED CONSOLIDATED BALANCE SHEETS**

*(U.S. dollars in thousands, except share data)*

	March 31, 2018	December 31, 2017
<b>ASSETS</b>		
Investments:		
Fixed maturities available for sale ("AFS"), at fair value (amortized cost: 2018 - \$30,268,346; 2017 - \$30,157,581)	\$ 30,656,628	\$ 30,928,988
Short-term investments AFS, at fair value (amortized cost: 2018 - \$500,844; 2017 - \$816,638)	500,170	815,481
Fixed maturities trading, at fair value (amortized cost: 2018 - \$2,055,722; 2017 - \$1,946,501)	2,084,251	2,006,385
Short-term investments trading, at fair value (amortized cost: 2018 - \$7,428; 2017 - \$14,969)	7,425	14,965
Equity securities, at fair value (cost: 2018 - \$607,427; 2017 - \$638,455)	637,872	713,967
Investments in affiliates	1,900,105	1,911,996
Other investments	1,186,983	1,163,863
<b>Total investments</b>	<b>\$ 36,973,434</b>	<b>\$ 37,555,645</b>
Cash and cash equivalents	3,484,763	3,435,954
Restricted cash	155,023	157,497
Accrued investment income	265,701	272,149
Deferred acquisition costs and value of business acquired	1,317,797	1,102,474
Ceded unearned premiums	2,950,077	2,198,217
Premiums receivable	7,988,469	6,934,482
Reinsurance balances receivable	1,210,620	930,114
Unpaid losses and loss expenses recoverable	7,271,013	7,247,723
Receivable from investments sold	258,084	201,515
Goodwill and other intangible assets	2,230,506	2,225,751
Deferred tax asset	356,667	332,024
Other assets	875,809	842,691
<b>Total assets</b>	<b>\$ 65,337,963</b>	<b>\$ 63,436,236</b>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

Liabilities:		
Unpaid losses and loss expenses	\$ 29,701,568	\$ 29,696,779
Deposit liabilities	982,963	1,042,677
Future policy benefit reserves	3,680,958	3,610,926
Funds withheld on GreyCastle life retrocession arrangements (net of future policy benefit reserves recoverable: 2018 - \$3,261,122; 2017 - \$3,191,584)	989,140	999,219
Unearned premiums	9,687,293	8,307,431
Notes payable and debt	3,240,461	3,220,769
Reinsurance balances payable	4,432,331	3,706,116
Payable for investments purchased	317,339	332,989
Deferred tax liability	57,995	57,574
Other liabilities	1,012,693	1,000,436
<b>Total liabilities</b>	<b>\$ 54,102,741</b>	<b>\$ 51,974,916</b>
Commitments and Contingencies		
Shareholders' Equity:		
Authorized shares, 999,990,000, par value \$0.01; common shares issued and outstanding (2018 - 258,171,836; 2017 - 256,033,895)	\$ 2,582	\$ 2,560
Additional paid in capital	7,809,895	7,757,940
Accumulated other comprehensive income	312,255	889,431
Retained earnings	1,503,797	1,198,386
Shareholders' equity attributable to XL Group Ltd	\$ 9,628,529	\$ 9,848,317
Non-controlling interest in equity of consolidated subsidiaries	1,606,693	1,613,003
<b>Total shareholders' equity</b>	<b>\$ 11,235,222</b>	<b>\$ 11,461,320</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 65,337,963</b>	<b>\$ 63,436,236</b>

See accompanying Notes to Unaudited Consolidated Financial Statements



**XL GROUP LTD**  
**UNAUDITED CONSOLIDATED STATEMENTS OF INCOME**

	Three Months Ended	
	March 31,	
	2018	2017
<i>(U.S. dollars in thousands, except per share data)</i>		
<b>Revenues:</b>		
Net premiums earned	\$ 2,600,288	\$ 2,522,791
Net investment income:		
Net investment income - excluding Life Funds Withheld Assets	188,083	167,168
Net investment income - Life Funds Withheld Assets	30,398	33,364
Total net investment income	\$ 218,481	\$ 200,532
Realized investment gains (losses):		
Net realized gains (losses) on investments AFS - excluding Life Funds Withheld Assets	(31,672)	11,092
Net realized and change in net unrealized gains (losses) on equity securities - excluding Life Funds Withheld Assets	(36,014)	—
Net realized and change in net unrealized gains (losses) on other investments - excluding Life Funds Withheld Assets	8,649	—
Other-than-temporary impairments ("OTTI") - excluding Life Funds Withheld Assets	(1,645)	(6,874)
OTTI transferred to (from) other comprehensive income - excluding Life Funds Withheld Assets	(161)	—
Net realized gains (losses) on investments and change in net unrealized gains (losses) on investments, trading - Life Funds Withheld Assets	(21,309)	33,068
OTTI - Life Funds Withheld Assets	(1,203)	—
Total realized investment gains (losses)	\$ (83,355)	\$ 37,286
Net realized and unrealized gains (losses) on derivative instruments	4,221	(7,069)
Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets	22,921	(50,101)
Income (loss) from investment affiliates	45,669	38,261
Fee income and other	6,717	13,661
<b>Total revenues</b>	<b>\$ 2,814,942</b>	<b>\$ 2,755,361</b>
<b>Expenses:</b>		
Net losses and loss expenses incurred	\$ 1,622,006	\$ 1,583,456
Claims and policy benefits	10,307	7,291
Acquisition costs	463,827	435,869
Operating expenses	472,563	468,038
Foreign exchange (gains) losses	9,841	(3,336)
Interest expense	53,545	50,711
<b>Total expenses</b>	<b>\$ 2,632,089</b>	<b>\$ 2,542,029</b>
Income (loss) before income tax and income (loss) from operating affiliates	\$ 182,853	\$ 213,332
Income (loss) from operating affiliates	10,282	13,609
Provision (benefit) for income tax	31,902	13,092
<b>Net income (loss)</b>	<b>\$ 161,233</b>	<b>\$ 213,849</b>
Non-controlling interests	8,585	61,006
<b>Net income (loss) attributable to common shareholders</b>	<b>\$ 152,648</b>	<b>\$ 152,843</b>
Weighted average common shares and common share equivalents outstanding, in thousands – basic	256,922	265,690
Weighted average common shares and common share equivalents outstanding, in thousands – diluted	261,176	269,767
Earnings (loss) per common share and common share equivalent – basic	\$ 0.59	\$ 0.58
Earnings (loss) per common share and common share equivalent – diluted	\$ 0.58	\$ 0.57

See accompanying Notes to Unaudited Consolidated Financial Statements

**XL GROUP LTD**  
**UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

<i>(U.S. dollars in thousands)</i>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2018</b>	<b>2017</b>
<b>Net income (loss) attributable to common shareholders</b>	\$ 152,648	\$ 152,843
Change in net unrealized gains (losses) on investments AFS - excluding Life Funds Withheld Assets, net of tax	(330,728)	102,622
Change in adjustments related to future policy benefit reserves, net of tax	4,164	5,132
Change in net unrealized gains (losses) on investments AFS - Life Funds Withheld Assets, net of tax	(35,754)	(20,108)
Change in net unrealized gains (losses) on affiliate investments, net of tax	2,148	(2,462)
Change in net unrealized gains (losses) on other investments, net of tax	—	1,269
Change in OTTI recognized in other comprehensive income, net of tax	3,616	1,442
Change in underfunded pension liability, net of tax	(189)	(357)
Change in value of cash flow hedge	(48)	(48)
Foreign currency translation adjustments, net of tax	(2,432)	41,938
<b>Comprehensive income (loss)</b>	<b>\$ (206,575)</b>	<b>\$ 282,271</b>

See accompanying Notes to Unaudited Consolidated Financial Statements

**XL GROUP LTD**  
**UNAUDITED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

<i>(U.S. dollars in thousands)</i>	Three Months Ended March 31,	
	2018	2017
<b>Common Shares:</b>		
Balance - beginning of year	\$ 2,560	\$ 2,669
Issuance of common shares	7	10
Buybacks of common shares	—	(51)
Exercise of stock options	15	9
<b>Balance - end of period</b>	<b>\$ 2,582</b>	<b>\$ 2,637</b>
<b>Additional Paid in Capital:</b>		
Balance - beginning of year	\$ 7,757,940	\$ 8,068,503
Buybacks of common shares	(1,191)	(154,065)
Exercise of stock options	48,163	23,287
Share-based compensation and other	4,983	(3,564)
<b>Balance - end of period</b>	<b>\$ 7,809,895</b>	<b>\$ 7,934,161</b>
<b>Accumulated Other Comprehensive Income (Loss):</b>		
Balance - beginning of year	\$ 889,431	\$ 715,546
Reclassification due to the adoption of Accounting Standards Update ("ASU") 2016-01	(221,856)	—
Reclassification due to the adoption of ASU 2018-02	3,903	—
Change in net unrealized gains (losses) on investments AFS - excluding Life Funds Withheld Assets, net of tax	(330,728)	102,622
Change in adjustments related to future policy benefit reserves, net of tax	4,164	5,132
Change in net unrealized gains (losses) on investments AFS - Life Funds Withheld Assets, net of tax	(35,754)	(20,108)
Change in net unrealized gains (losses) on affiliate investments, net of tax	2,148	(2,462)
Change in net unrealized gains (losses) on other investments, net of tax	—	1,269
Change in OTTI losses recognized in other comprehensive income, net of tax	3,616	1,442
Change in underfunded pension liability, net of tax	(189)	(357)
Change in value of cash flow hedge	(48)	(48)
Foreign currency translation adjustments, net of tax	(2,432)	41,938
<b>Balance - end of period</b>	<b>\$ 312,255</b>	<b>\$ 844,974</b>
<b>Retained Earnings (Deficit):</b>		
Balance - beginning of year	\$ 1,198,386	\$ 2,151,794
Reclassification due to the adoption of ASU 2016-01	221,856	—
Reclassification due to the adoption of ASU 2018-02	(3,903)	—
Net income (loss) attributable to common shareholders	152,648	152,843
Dividends on common shares	(57,644)	(59,371)
Buybacks of common shares	(471)	(46,372)
Share-based compensation and other	(7,075)	(5,782)
<b>Balance - end of period</b>	<b>\$ 1,503,797</b>	<b>\$ 2,193,112</b>
<b>Non-controlling Interest in Equity of Consolidated Subsidiaries:</b>		
Balance - beginning of year	\$ 1,613,003	\$ 2,022,167
Non-controlling interests - contributions	438	25
Non-controlling interests - other	(7,361)	3,036
Non-controlling interest share in change in accumulated other comprehensive income (loss)	613	514
<b>Balance - end of period</b>	<b>\$ 1,606,693</b>	<b>\$ 2,025,742</b>
<b>Total Shareholders' Equity</b>	<b>\$ 11,235,222</b>	<b>\$ 13,000,626</b>

See accompanying Notes to Unaudited Consolidated Financial Statements

**XL GROUP LTD**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Three Months Ended	
	March 31,	
	2018	2017
<i>(U.S. dollars in thousands)</i>		
<b>Cash flows provided by (used in) operating activities:</b>		
Net income (loss)	\$ 161,233	\$ 213,849
<b>Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:</b>		
Total realized investment (gains) losses	83,355	(37,286)
Net realized and unrealized (gains) losses on derivative instruments	(4,221)	7,069
Net realized and unrealized (gains) losses on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets	(22,921)	50,101
Amortization of premiums (discounts) on fixed maturities	32,298	42,178
(Income) loss from investment and operating affiliates	(39,800)	(28,921)
Share-based compensation	15,448	12,694
Depreciation and amortization	22,481	19,429
Accretion of deposit liabilities	11,125	11,430
<b>Changes in:</b>		
Unpaid losses and loss expenses	(240,207)	290,788
Future policy benefit reserves	(51,981)	(55,634)
Funds withheld on GreyCastle life retrocession arrangements, net	(24,578)	(107,596)
Unearned premiums	1,310,888	1,222,570
Premiums receivable	(979,464)	(1,152,760)
Unpaid losses and loss expenses recoverable	36,804	(153,063)
Ceded unearned premiums	(730,516)	(797,191)
Reinsurance balances receivable	(272,531)	(59,052)
Deferred acquisition costs and value of business acquired	(205,798)	(205,830)
Reinsurance balances payable	695,220	849,492
Deferred tax asset - net	25,190	10,852
Derivatives	8,162	58,104
Other assets	(42,006)	(100,791)
Other liabilities	(51,327)	(128,606)
Other	25,022	(9,323)
<b>Total adjustments</b>	<b>\$ (399,357)</b>	<b>\$ (261,346)</b>
<b>Net cash provided by (used in) operating activities</b>	<b>\$ (238,124)</b>	<b>\$ (47,497)</b>
<b>Cash flows provided by (used in) investing activities:</b>		
Proceeds from sale of fixed maturities and short-term investments	\$ 4,369,199	\$ 2,492,005
Proceeds from redemption of fixed maturities and short-term investments	701,404	1,228,356
Proceeds from sale of equity securities	78,716	46,379
Purchases of fixed maturities and short-term investments	(4,917,191)	(3,633,007)
Purchases of equity securities	(33,230)	(47,967)
Proceeds from sale of affiliates	244,340	168,237
Purchases of affiliates	(76,014)	(35,926)
Other	(26,782)	23,429
<b>Net cash provided by (used in) investing activities</b>	<b>\$ 340,442</b>	<b>\$ 241,506</b>
<b>Cash flows provided by (used in) financing activities:</b>		
Proceeds from issuance of common shares and exercise of stock options	\$ 46,504	\$ 23,296
Buybacks of common shares	(1,663)	(200,488)
Employee withholding on share-based compensation	(16,696)	(22,871)
Dividends paid on common shares	—	(58,392)
Distributions to non-controlling interests	(15,946)	(25,400)
Contributions from non-controlling interests	439	26
Contingent consideration paid on business combination	(5,000)	—
Deposit liabilities	(71,124)	(7,771)
<b>Net cash provided by (used in) financing activities</b>	<b>\$ (63,486)</b>	<b>\$ (291,600)</b>
Effects of exchange rate changes on foreign currency cash	7,503	30,273
<b>Increase (decrease) in cash, cash equivalents and restricted cash</b>	<b>\$ 46,335</b>	<b>\$ (67,318)</b>
<b>Cash, cash equivalents and restricted cash - beginning of year</b>	<b>3,593,451</b>	<b>3,580,492</b>



<b>Cash, cash equivalents and restricted cash - end of period</b>	<u>\$ 3,639,786</u>	<u>\$ 3,513,174</u>
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See accompanying Notes to Unaudited Consolidated Financial Statements

**XL GROUP LTD**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Significant Accounting Policies**

**(a) Basis of Preparation and Consolidation**

Unless the context otherwise indicates, references herein to the "Company" include the accounts of XL Group Ltd, a Bermuda exempted company ("XL Group"), together with its consolidated subsidiaries.

These Unaudited Consolidated Financial Statements include the accounts of the Company and have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and disclosures required by GAAP for complete financial statements. In addition, the year-end balance sheet data was derived from audited financial statements but do not include all disclosures required by GAAP. In the opinion of management, these unaudited financial statements reflect all adjustments considered necessary for a fair statement of financial position and results of operations at the end of and for the periods presented. The results of operations for any interim period are not necessarily indicative of the results for a full year. All inter-company accounts and transactions have been eliminated. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure about contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from these estimates. For further information, see Item 8, Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

In May 2014, the Company ceded the majority of its life reinsurance business to GreyCastle Life Reinsurance ("GCLR") via 100% quota share reinsurance (the "GreyCastle Life Retro Arrangements"). Under the terms of the transaction, the Company continues to own, on a funds withheld basis, assets supporting the GreyCastle Life Retro Arrangements consisting of cash, fixed maturity securities and accrued interest (the "Life Funds Withheld Assets"). The Life Funds Withheld Assets are managed pursuant to agreed investment guidelines that meet the contractual commitments of the XL ceding companies and applicable laws and regulations. All of the investment results associated with the Life Funds Withheld Assets ultimately accrue to GCLR. Because the Company no longer shares in the risks and rewards of the underlying performance of the supporting invested assets, disclosures within the financial statement notes included herein separate the Life Funds Withheld Assets from the rest of the Company's investments. For further information, see Item 8, Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

To facilitate period-to-period comparisons, certain reclassifications have been made to prior period consolidated financial statement amounts to conform to current period presentation.

**(b) Recent Accounting Pronouncements**

**Recently Issued Accounting Standards Adopted in 2018**

*ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities*

In January 2016, the FASB issued an accounting standards update concerning the accounting for financial instruments. The guidance retains the basic existing framework for accounting for financial instruments under GAAP, while achieving limited convergence with IFRS in this area. The guidance: (1) requires equity investments (except consolidated entities and those accounted for under the equity method of accounting) to be measured at fair value with changes in fair value recognized in net income; (2) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (3) eliminates the requirement to disclose the fair value of financial instruments measured at amortized cost for non-public business entities; (4) eliminates the requirement to disclose the method(s) and significant assumptions used to estimate the fair value of financial instruments measured at amortized cost on the balance sheet; (5) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (6) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial statements; (7) requires separate presentation of financial assets and financial liabilities by measurement category and form of asset in the financial statements; and (8) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to AFS securities in combination with the entity's other deferred tax assets. The guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Adoption is required to be applied by means of a cumulative effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption, except the amendments related to impairment of equity securities without readily determinable fair values. The Company adopted this guidance as of

**XL GROUP LTD**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

January 1, 2018. As of that date, accumulated unrealized gains and losses relating to investments in equity securities and certain of our other investments, net of tax, which were included in accumulated other comprehensive income, were reclassified to retained earnings. At January 1, 2018 the amount of the reclassification was a net unrealized gain of \$233.8 million, less deferred tax of \$11.9 million. Adoption of this update has an effect on results of operations going forward, as mark-to-market movements on equity securities now impact net income; however, it does not have a material impact on the Company's cash flows.

*ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments*

In August 2016, the FASB issued an accounting standards update concerning the presentation and classification of certain cash receipts and cash payments in the statement of cash flows. The amendments in this update are intended to address areas where GAAP is unclear and diversity in practice exists. The following areas are covered in this update: (1) debt prepayment or debt extinguishment costs; (2) settlement of zero-coupon debt instruments; (3) contingent consideration payments following a business combination; (4) proceeds from settlement of insurance claims; (5) proceeds from settlement of corporate-owned life insurance policies; (6) distributions received from equity method investees; (7) beneficial interests in securitization transactions; and (8) separation of cash flows. The guidance is effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company adopted this guidance as of January 1, 2018 using the retrospective transition method required by these amendments. As required in adopting this standard, the Company made a formal accounting policy election regarding classification of distributions received from equity method investees, choosing to use the Nature of Distribution approach. This approach is consistent with historical practice utilized by the Company in classifying these distributions. Overall, adoption of the guidance did not have a material impact on the Company's cash flows, and had no impact on the Company's financial position or results of operations.

*ASU 2016-16, Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory*

In October 2016, the FASB issued an accounting standards update concerning the tax effects of intra-entity asset transfers within a group. The guidance requires an entity to reflect the income tax consequences of an intra-entity transfer of an asset other than inventory when that transfer occurs. This is a departure from previous GAAP, which prohibited recognition of tax on such transfers until the asset had been sold to an external party or otherwise realized. The amendments are effective for annual reporting periods beginning after December 15, 2017, and interim periods within those fiscal years. The amendments are required to be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company adopted this guidance as of January 1, 2018. This guidance did not have a material impact on the Company's financial condition, results of operations, or cash flows.

*ASU 2016-18, Statement of Cash Flows: Restricted Cash*

In November 2016, the FASB issued an accounting standards update concerning the presentation of restricted cash within the statement of cash flows. Previous GAAP did not provide guidance on the presentation or classification of movements in restricted cash. The update requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included as a component of cash and cash equivalents when reconciling beginning-of-period and end-of-period totals within the statement of cash flows. The guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The guidance is required to be applied retrospectively to all periods presented in the statements of cash flows. The Company adopted this guidance as of January 1, 2018. As result, the net amount of the change in the restricted cash balances during each reporting period is no longer being presented as a discrete line item "Change in restricted cash" within investing cash flows for each applicable period, as was previously reported in the Company's Unaudited Consolidated Statements of Cash Flows for the three months ended March 31, 2017. This guidance did not have an impact on the Company's financial position or results of operations.

*ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*

In March 2017, the FASB issued an accounting standards update concerning the presentation of costs related to defined benefit pension plans and similar plans. The amendments in this ASU principally require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by relevant employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. If a separate line item or items are used to present the other components of net benefit cost, that line item or items must be appropriately described. If a separate line item or items are not used, the line item or items used in the income statement to present the other components of net benefit cost must be disclosed. The amendments in the update are effective for public business entities for annual periods beginning after December 15, 2017, including interim periods within those annual periods. The amendments relating to presentation in the income statement are required to be applied retrospectively. Disclosures of the nature of and reason for the change in accounting principle are required in the first interim and annual periods of adoption. The Company

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adopted this guidance as of January 1, 2018. The impact of this guidance on the Company is disclosure-related only, and it does not have an impact on the Company's financial position, results of operations or cash flows. As the impact of adopting this standard is not material, updated disclosure on the Company's defined benefit pension plans has not been provided for the current quarterly period. For the Company's most recent disclosures, see Item 8, Note 17, "Retirement Plans" to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

*ASU 2018-02, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*

In February 2018, the FASB issued an accounting standards update concerning the stranded tax effects resulting from tax rate changes legislated by the U.S. Tax Cuts and Jobs Act. Under GAAP, the effects of all changes in tax rates on deferred tax balances are reflected in income, even if the tax balances relate to items of accumulated other comprehensive income. This update permits companies to make an election to reclassify from accumulated other comprehensive income to retained earnings such stranded tax effects resulting from the U.S. Tax Cuts and Jobs Act. Certain disclosures are also required by the update. The amendments are effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those financial years. For public business entities, early adoption is permitted, including adoption in any interim period for reporting periods for which financial statements have not yet been issued. The amendments should be applied either in the period of adoption or retrospectively to each period in which the effect of the change in the U.S. Tax Cuts and Jobs Act is recognized. The Company early-adopted this guidance by making the permitted election in the first quarter of 2018, recognizing a reclassification of \$3.9 million from accumulated other comprehensive income to retained earnings in the period of adoption. In general, in accounting for the release of income tax effects from accumulated other comprehensive income, the Company applies the individual item approach with respect to available-for-sale debt securities, and the portfolio approach with respect to pension, postretirement benefit plan obligations and currency translation matters.

*ASU 2018-05, Income Taxes: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118*

In March 2018, the FASB issued an accounting standards update concerning the income tax accounting implications of the U.S. Tax Cuts and Jobs Act. The update codifies SEC-related material within the Accounting Standards Codification pursuant to the issuance of SEC Staff Accounting Bulletin No. 118 ('SAB 118'). SAB 118 provided clarifying guidance for how a public business entity should address the situation in which the accounting for certain income tax effects of the U.S. Tax Cuts and Jobs Act was not completed by the time financial statements were issued for the reporting period in which the legislation was enacted. In such circumstances, the incomplete effects are reported when a reasonable estimate can be determined, based on that estimate. Provisional amounts can be updated during a measurement period not exceeding one year. Disclosures concerning any incomplete effects and adjustments are required. The Company complied with the requirements of SAB 118 in its Form 10-K for the year ended December 31, 2017 and no further changes were required to comply with this update when adopted in the three months ended March 31, 2018. During the three months ended March 31, 2018, there were no changes to any outstanding items as reported in Item 8, Note 23, "Taxation" to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

## **2. Acquisitions and Disposals**

### **(a) Merger with AXA SA ("AXA")**

The Company has entered into a definitive agreement and plan of merger (the "Merger Agreement") with AXA dated March 5, 2018, under which AXA would acquire 100% of the Company's common shares in exchange for cash proceeds of \$57.60 per common share of XL Group or approximately \$15.3 billion in the aggregate (the "AXA Transaction"). The Merger Agreement provides that, subject to the satisfaction or waiver of certain conditions set forth therein, the Company will merge with an existing AXA subsidiary in accordance with the Companies Act 1981 of Bermuda (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of AXA. All preferred shares issued by subsidiaries of the Company will remain issued and outstanding upon completion of the Merger.

The Merger is expected to close during the second half of 2018, subject to approval by the Company's shareholders and other customary closing conditions, including the receipt of required regulatory approvals. The Merger Agreement, among other stipulations, permits: (i) the Company to pay out regular quarterly cash dividends not to exceed \$0.22 per common share per quarter, (ii) subsidiaries of the Company to pay periodic cash dividends on preferred shares not to exceed amounts contemplated by the applicable bye-laws or resolutions approving such preferred shares, and (iii) subsidiaries of the Company to pay dividends to XL Group and XLIT Ltd. ("XLIT"), the Company's holding companies, or any of its subsidiaries.

## **3. Segment Information**

The Company is organized into two operating segments: Insurance and Reinsurance.

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The Company's general investment and financing operations are reflected in Corporate and Other. Subsequent to the transaction described in Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," GCLR reinsures the majority of the Company's life reinsurance business through the GreyCastle Life Retro Arrangements. The results of the run-off life operations not subject to the GreyCastle Life Retro Arrangements are also reported within Corporate and Other.

The Company evaluates the performance of both the Insurance and Reinsurance segments based on underwriting profit. Other items of revenues and expenditures of the Company are not evaluated at the segment level. In addition, the Company does not allocate investment assets used to support its Property and Casualty ("P&C") operations to the individual segments, except as noted below. Investment assets related to the Company's run-off life operations are held in a separately identified portfolio. Net investment income from these assets is included in the contribution from Corporate and Other. Certain structured products included in the Insurance and Reinsurance segments are also held in separately identified portfolios. As such, net investment income from these assets is included in the contribution from the applicable segment.

The following tables summarize the segment results for the three months ended March 31, 2018 and 2017:

<b>Three Months Ended March 31, 2018</b> <i>(U.S. dollars in thousands)</i>	<b>Insurance</b>	<b>Reinsurance</b>	<b>Total P&amp;C</b>	<b>Corporate and Other (1)</b>	<b>Total</b>
Gross premiums written	\$ 2,866,539	\$ 2,060,601	\$ 4,927,140	\$ 52,595	\$ 4,979,735
Net premiums written	1,481,867	1,670,744	3,152,611	3,107	3,155,718
Net premiums earned	1,665,789	931,392	2,597,181	3,107	2,600,288
Less: Net losses and loss expenses (2)	1,064,992	557,014	1,622,006	10,307	1,632,313
Less: Acquisition costs	221,962	240,854	462,816	1,011	463,827
Less: Operating expenses (3)	316,380	73,539	389,919	141	390,060
Underwriting profit (loss)	\$ 62,455	\$ 59,985	\$ 122,440	\$ (8,352)	\$ 114,088
Net investment income - excluding Life Funds Withheld Assets (4)			168,253	7,519	175,772
Net investment income - Life Funds Withheld Assets				30,398	30,398
Net results from structured products (5)	2,103	1,308	3,411	—	3,411
Net fee income and other (6)	(6,703)	892	(5,811)	69	(5,742)
Net realized investment gains (losses) - excluding Life Funds Withheld Assets			(60,957)	114	(60,843)
Net realized investment gains (losses) - Life Funds Withheld Assets			—	(22,512)	(22,512)
Net realized and unrealized gains (losses) on derivative instruments			—	4,221	4,221
Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets			—	22,921	22,921
Net income (loss) from investment affiliates and operating affiliates			—	55,951	55,951
Less: Foreign exchange (gains) losses			—	9,841	9,841
Less: Corporate operating expenses			—	70,043	70,043
<b>Contribution from P&amp;C and Corporate and Other</b>			<b>227,336</b>	<b>10,445</b>	<b>237,781</b>
Less: Interest expense (7)				44,646	44,646
Less: Income tax expense				31,902	31,902
Less: Non-controlling interests				8,585	8,585
<b>Net income (loss) attributable to common shareholders</b>				<b>\$ 152,648</b>	<b>\$ 152,648</b>
<b>Ratios – P&amp;C operations: (8)</b>					
Loss and loss expense ratio	63.9%	59.8%	62.5%		
Underwriting expense ratio	32.4%	33.8%	32.8%		
Combined ratio	96.3%	93.6%	95.3%		

(1) Corporate and Other includes other items of our revenue and expenditures that are not evaluated at the segment level for reporting purposes. The underwriting profit (loss) and its components within this section are predominantly driven from the Company's run-off life operations.

(2) The Company has reflected the amortization of certain fair value adjustments recorded in conjunction with the Company's acquisition of Catlin Group Ltd in 2015 ("Catlin Acquisition") within the respective segments.

(3) Operating expenses of the segments exclude Corporate operating expenses, shown separately.

(4) Net investment income - excluding Life Funds Withheld Assets does not include net investment income related to the net results from structured products.

(5) The net results from P&C structured products include net investment income and interest expense of \$12.3 million and \$8.9 million, respectively.

(6) Net fee income and other includes operating expenses of \$12.5 million from the Company's loss prevention consulting services business.

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- (7) Interest expense excludes interest expense related to structured products recorded in the Insurance and Reinsurance segments.  
(8) Ratios are based on net premiums earned from P&C operations.

**Three Months Ended March 31, 2017**

*(U.S. dollars in thousands)*

	Insurance	Reinsurance	Total P&C	Corporate and Other (1)	Total
Gross premiums written	\$ 2,694,216	\$ 1,927,390	\$ 4,621,606	\$ 56,811	\$ 4,678,417
Net premiums written	1,508,591	1,471,169	2,979,760	3,310	2,983,070
Net premiums earned	1,635,315	884,166	2,519,481	3,310	2,522,791
Less: Net losses and loss expenses (2)	1,060,363	523,093	1,583,456	7,291	1,590,747
Less: Acquisition costs (2)	210,483	224,079	434,562	1,307	435,869
Less: Operating expenses (3)	285,729	71,757	357,486	233	357,719
Underwriting profit (loss)	\$ 78,740	\$ 65,237	\$ 143,977	\$ (5,521)	\$ 138,456
Net investment income - excluding Life Funds Withheld Assets (4)			146,566	7,227	153,793
Net investment income - Life Funds Withheld Assets				33,364	33,364
Net results from structured products (5)	2,269	645	2,914	—	2,914
Net fee income and other (6)	1,967	686	2,653	(438)	2,215
Net realized investment gains (losses) - excluding Life Funds Withheld Assets			4,831	(613)	4,218
Net realized investment gains (losses) - Life Funds Withheld Assets			—	33,068	33,068
Net realized and unrealized gains (losses) on derivative instruments			—	(7,069)	(7,069)
Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets			—	(50,101)	(50,101)
Net income (loss) from investment affiliates and operating affiliates			—	51,870	51,870
Less: Foreign exchange (gains) losses			—	(3,336)	(3,336)
Less: Corporate operating expenses			—	98,873	98,873
<b>Contribution from P&amp;C and Corporate and Other</b>			<b>300,941</b>	<b>(33,750)</b>	<b>267,191</b>
Less: Interest expense (7)				40,250	40,250
Less: Income tax expense				13,092	13,092
Less: Non-controlling interests				61,006	61,006
<b>Net income (loss) attributable to common shareholders</b>				<b>\$</b>	<b>\$ 152,843</b>
<b>Ratios – P&amp;C operations: (8)</b>					
Loss and loss expense ratio	64.8%	59.2%	62.8%		
Underwriting expense ratio	30.4%	33.4%	31.5%		
Combined ratio	95.2%	92.6%	94.3%		

- (1) Corporate and Other includes other items of our revenue and expenditures that are not evaluated at the segment level for reporting purposes. The underwriting profit (loss) and its components within this section are predominantly driven from the Company's run-off life operations.  
(2) The Company has reflected the amortization of certain fair value adjustments recorded in conjunction with the Catlin Acquisition within the respective segments.  
(3) Operating expenses of the segments exclude Corporate operating expenses, shown separately.  
(4) Net investment income - excluding Life Funds Withheld Assets does not include net investment income related to the net results from structured products.  
(5) The net results from P&C structured products include net investment income and interest expense of \$13.4 million and \$10.5 million, respectively.  
(6) Net fee income and other includes operating expenses of \$11.4 million from the Company's loss prevention consulting services business.  
(7) Interest expense excludes interest expense related to structured products recorded in the Insurance and Reinsurance segments.  
(8) Ratios are based on net premiums earned from P&C operations.

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The following tables summarize the Company's net premiums earned by product type for the three months ended March 31, 2018 and 2017:

**Three Months Ended March 31, 2018**

*(U.S. dollars in thousands)*

	Insurance	Reinsurance	Corporate and Other	Total
<b>P&amp;C Operations:</b>				
Professional	\$ 320,717	\$ 64,608	\$ —	\$ 385,325
Casualty	481,010	149,963	—	630,973
Property catastrophe	—	136,503	—	136,503
Property	406,778	258,089	—	664,867
Specialty	457,650	44,261	—	501,911
Other (1)	(366)	277,968	—	277,602
Total P&C Operations	\$ 1,665,789	\$ 931,392	\$ —	\$ 2,597,181
<b>Corporate and Other:</b>				
Run-off Life operations - Other Life	—	—	3,107	3,107
Total Corporate and Other	\$ —	\$ —	\$ 3,107	\$ 3,107
<b>Total</b>	<b>\$ 1,665,789</b>	<b>\$ 931,392</b>	<b>\$ 3,107</b>	<b>\$ 2,600,288</b>

**Three Months Ended March 31, 2017**

*(U.S. dollars in thousands)*

	Insurance (2)	Reinsurance	Corporate and Other	Total
<b>P&amp;C Operations:</b>				
Professional	\$ 305,482	\$ 52,926	\$ —	\$ 358,408
Casualty	474,195	156,634	—	630,829
Property catastrophe	—	148,406	—	148,406
Property	450,503	272,346	—	722,849
Specialty	402,687	36,626	—	439,313
Other (1)	2,448	217,228	—	219,676
Total P&C Operations	\$ 1,635,315	\$ 884,166	\$ —	\$ 2,519,481
<b>Corporate and Other:</b>				
Run-off Life operations - Other Life	—	—	3,310	3,310
Total Corporate and Other	\$ —	\$ —	\$ 3,310	\$ 3,310
<b>Total</b>	<b>\$ 1,635,315</b>	<b>\$ 884,166</b>	<b>\$ 3,310</b>	<b>\$ 2,522,791</b>

- (1) Other within the Insurance segment includes: surety and certain discontinued lines. Other within the Reinsurance segment includes multiline, whole account contracts, credit and surety, accident and health and other lines.
- (2) Amounts from the prior year have been re-presented to reflect current mapping of underlying lines of business to be consistent with the manner in which they are reflected in the current period. The most significant movements include movements out of Other are in the Insurance segment, and include: livestock business into Specialty; and credit surety into Casualty.

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**4. Investments**

**(a) Fixed Maturities, Short-Term Investments and Equity Securities**

*Amortized Cost and Fair Value Summary*

The cost (amortized cost for fixed maturities and short-term investments), fair value, gross unrealized gains and gross unrealized (losses), including non-credit related OTTI recorded in accumulated other comprehensive income ("AOCI"), of the Company's investments AFS at March 31, 2018 and December 31, 2017 were as follows:

March 31, 2018 <i>(U.S. dollars in thousands)</i>	Cost or Amortized Cost	Included in AOCI		Fair Value	Non-credit Related OTTI (1)
		Gross Unrealized Gains	Gross Unrealized Losses		
Fixed maturities - AFS - Excluding Life Funds Withheld Assets					
U.S. Government and Government Agencies ("U.S. Government")	\$ 4,207,380	\$ 29,290	\$ (48,711)	\$ 4,187,959	\$ —
U.S. States, municipalities and political subdivisions	1,953,202	63,586	(3,626)	2,013,162	—
Non-U.S. Governments	5,260,650	98,496	(52,495)	5,306,651	—
Corporate	9,759,732	131,175	(148,237)	9,742,670	—
Residential mortgage-backed securities ("RMBS")	4,606,275	26,883	(103,435)	4,529,723	(8,434)
Commercial mortgage-backed securities ("CMBS")	1,292,559	2,263	(35,303)	1,259,519	(736)
Other asset-backed securities	1,588,637	26,172	(6,413)	1,608,396	(30,764)
<b>Total fixed maturities - AFS - Excluding Life Funds Withheld Assets</b>	<b>\$ 28,668,435</b>	<b>\$ 377,865</b>	<b>\$ (398,220)</b>	<b>\$ 28,648,080</b>	<b>\$ (39,934)</b>
<b>Total short-term investments - Excluding Life Funds Withheld Assets</b>	<b>500,844</b>	<b>773</b>	<b>(1,447)</b>	<b>500,170</b>	<b>—</b>
<b>Total investments - AFS - Excluding Life Funds Withheld Assets</b>	<b>\$ 29,169,279</b>	<b>\$ 378,638</b>	<b>\$ (399,667)</b>	<b>\$ 29,148,250</b>	<b>\$ (39,934)</b>
Fixed maturities - AFS - Life Funds Withheld Assets					
U.S. Government	\$ 9,420	\$ 2,196	\$ —	\$ 11,616	\$ —
Non-U.S. Governments	432,390	152,016	—	584,406	—
Corporate	919,151	202,052	—	1,121,203	—
RMBS	455	48	—	503	—
CMBS	105,505	24,565	—	130,070	—
Other asset-backed securities	132,990	27,760	—	160,750	—
<b>Total fixed maturities - AFS - Life Funds Withheld Assets</b>	<b>\$ 1,599,911</b>	<b>\$ 408,637</b>	<b>\$ —</b>	<b>\$ 2,008,548</b>	<b>\$ —</b>
<b>Total investments - AFS</b>	<b>\$ 30,769,190</b>	<b>\$ 787,275</b>	<b>\$ (399,667)</b>	<b>\$ 31,156,798</b>	<b>\$ (39,934)</b>

(1) Represents the non-credit component of OTTI losses, adjusted for subsequent sales of securities. It does not include the change in fair value subsequent to the impairment measurement date.



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<b>December 31, 2017</b> <i>(U.S. dollars in thousands)</i>	<b>Cost or Amortized Cost</b>	<b>Included in AOCI</b>		<b>Fair Value</b>	<b>Non-credit Related OTTI (1)</b>
		<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>		
<b>Fixed maturities - AFS - Excluding Life Funds Withheld Assets</b>					
U.S. Government	\$ 4,358,503	\$ 37,782	\$ (33,545)	\$ 4,362,740	\$ —
U.S. States, municipalities and political subdivisions	1,977,796	87,832	(988)	2,064,640	—
Non-U.S. Governments	5,135,526	114,918	(48,863)	5,201,581	—
Corporate	9,644,799	207,668	(57,334)	9,795,133	(18)
RMBS	4,717,542	41,983	(35,123)	4,724,402	(8,795)
CMBS	1,246,406	7,468	(9,857)	1,244,017	(817)
Other asset-backed securities	1,488,958	26,877	(6,472)	1,509,363	(34,016)
<b>Total fixed maturities - AFS - Excluding Life Funds Withheld Assets</b>	<b>\$ 28,569,530</b>	<b>\$ 524,528</b>	<b>\$ (192,182)</b>	<b>\$ 28,901,876</b>	<b>\$ (43,646)</b>
<b>Total short-term investments - Excluding Life Funds Withheld Assets</b>	<b>816,638</b>	<b>744</b>	<b>(1,901)</b>	<b>815,481</b>	<b>—</b>
<b>Total equity securities - Excluding Life Funds Withheld Assets</b>	<b>638,455</b>	<b>80,679</b>	<b>(5,167)</b>	<b>713,967</b>	<b>—</b>
<b>Total investments - AFS - Excluding Life Funds Withheld Assets</b>	<b>\$ 30,024,623</b>	<b>\$ 605,951</b>	<b>\$ (199,250)</b>	<b>\$ 30,431,324</b>	<b>\$ (43,646)</b>
<b>Fixed maturities - AFS - Life Funds Withheld Assets</b>					
U.S. Government	\$ 9,050	\$ 2,266	\$ —	\$ 11,316	\$ —
Non-U.S. Governments	433,664	150,870	—	584,534	—
Corporate	909,589	227,624	—	1,137,213	—
RMBS	448	67	—	515	—
CMBS	97,356	24,916	—	122,272	—
Other asset-backed securities	137,944	33,318	—	171,262	—
<b>Total fixed maturities - AFS - Life Funds Withheld Assets</b>	<b>\$ 1,588,051</b>	<b>\$ 439,061</b>	<b>\$ —</b>	<b>\$ 2,027,112</b>	<b>\$ —</b>
<b>Total investments - AFS</b>	<b>\$ 31,612,674</b>	<b>\$ 1,045,012</b>	<b>\$ (199,250)</b>	<b>\$ 32,458,436</b>	<b>\$ (43,646)</b>

- (1) Represents the non-credit component of OTTI losses, adjusted for subsequent sales of securities. It does not include the change in fair value subsequent to the impairment measurement date.

The amortized cost and fair value of trading investments at March 31, 2018 and December 31, 2017 were as follows:

<b>March 31, 2018</b> <i>(U.S. dollars in thousands)</i>	<b>Amortized Cost</b>	<b>Fair Value</b>
<b>Fixed maturities trading - Life Funds Withheld Assets</b>		
U.S. Government	\$ 9,729	\$ 9,320
Non-U.S. Governments	485,495	497,108
Corporate	1,507,879	1,525,761
RMBS	1,023	893
CMBS	7,358	7,472
Other asset-backed securities	44,238	43,697
<b>Total fixed maturities trading - Life Funds Withheld Assets</b>	<b>\$ 2,055,722</b>	<b>\$ 2,084,251</b>
<b>Total short-term investments trading - Life Funds Withheld Assets</b>	<b>\$ 7,428</b>	<b>\$ 7,425</b>
<b>Total investments trading - Life Funds Withheld Assets</b>	<b>\$ 2,063,150</b>	<b>\$ 2,091,676</b>

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**December 31, 2017**

*(U.S. dollars in thousands)*

	Amortized Cost	Fair Value
<b>Fixed maturities trading - Life Funds Withheld Assets</b>		
U.S. Government	\$ 11,640	\$ 11,042
U.S. States, municipalities and political subdivisions	30	31
Non-U.S. Governments	473,849	485,171
Corporate	1,412,846	1,460,292
RMBS	1,020	932
CMBS	7,345	7,580
Other asset-backed securities	39,771	41,337
<b>Total fixed maturities trading - Life Funds Withheld Assets</b>	<b>\$ 1,946,501</b>	<b>\$ 2,006,385</b>
<b>Total short-term investments trading - Life Funds Withheld Assets</b>	<b>\$ 14,969</b>	<b>\$ 14,965</b>
<b>Total investments trading - Life Funds Withheld Assets</b>	<b>\$ 1,961,470</b>	<b>\$ 2,021,350</b>

At March 31, 2018 and December 31, 2017, approximately 3.5% and 3.3%, respectively, of the Company's fixed income investment portfolio at fair value, excluding cash and Life Funds Withheld Assets, was invested in securities that were below investment grade or not rated. Approximately 3.5% and 4.2% of the gross unrealized losses in the Company's fixed income investment portfolio, excluding cash and Life Funds Withheld Assets, at March 31, 2018 and December 31, 2017, respectively, related to securities that were below investment grade or not rated.

*Contractual Maturities Summary*

The contractual maturities of AFS fixed maturity securities at March 31, 2018 and December 31, 2017 are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	March 31, 2018		December 31, 2017	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<i>(U.S. dollars in thousands)</i>				
<b>Fixed maturities - AFS - Excluding Life Funds Withheld Assets</b>				
Due less than one year	\$ 1,716,039	\$ 1,717,129	\$ 1,556,688	\$ 1,564,360
Due after 1 through 5 years	12,520,942	12,501,887	12,243,590	12,309,732
Due after 5 through 10 years	5,882,207	5,876,041	6,268,217	6,362,314
Due after 10 years	1,061,776	1,155,385	1,048,129	1,187,688
	<b>\$ 21,180,964</b>	<b>\$ 21,250,442</b>	<b>\$ 21,116,624</b>	<b>\$ 21,424,094</b>
RMBS	4,606,275	4,529,723	4,717,542	4,724,402
CMBS	1,292,559	1,259,519	1,246,406	1,244,017
Other asset-backed securities	1,588,637	1,608,396	1,488,958	1,509,363
Total mortgage and asset-backed securities	<b>\$ 7,487,471</b>	<b>\$ 7,397,638</b>	<b>\$ 7,452,906</b>	<b>\$ 7,477,782</b>
<b>Total fixed maturities - AFS - Excluding Life Funds Withheld Assets</b>	<b>\$ 28,668,435</b>	<b>\$ 28,648,080</b>	<b>\$ 28,569,530</b>	<b>\$ 28,901,876</b>
<b>Fixed maturities - AFS - Life Funds Withheld Assets</b>				
Due less than one year	\$ 66,237	\$ 68,315	\$ 47,143	\$ 49,233
Due after 1 through 5 years	274,247	296,715	286,524	313,227
Due after 5 through 10 years	167,949	201,133	168,897	205,536
Due after 10 years	852,528	1,151,062	849,739	1,165,067
	<b>\$ 1,360,961</b>	<b>\$ 1,717,225</b>	<b>\$ 1,352,303</b>	<b>\$ 1,733,063</b>
RMBS	455	503	448	515
CMBS	105,505	130,070	97,356	122,272
Other asset-backed securities	132,990	160,750	137,944	171,262
Total mortgage and asset-backed securities	<b>\$ 238,950</b>	<b>\$ 291,323</b>	<b>\$ 235,748</b>	<b>\$ 294,049</b>
<b>Total fixed maturities - AFS - Life Funds Withheld Assets</b>	<b>\$ 1,599,911</b>	<b>\$ 2,008,548</b>	<b>\$ 1,588,051</b>	<b>\$ 2,027,112</b>
<b>Total fixed maturities - AFS</b>	<b>\$ 30,268,346</b>	<b>\$ 30,656,628</b>	<b>\$ 30,157,581</b>	<b>\$ 30,928,988</b>

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	March 31, 2018		December 31, 2017	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<i>(U.S. dollars in thousands)</i>				
Fixed maturities trading - Life Funds Withheld Assets				
Due less than one year	\$ 66,532	\$ 65,428	\$ 59,962	\$ 59,605
Due after 1 through 5 years	493,369	495,899	486,847	492,998
Due after 5 through 10 years	691,074	690,354	645,573	657,093
Due after 10 years	752,128	780,508	705,983	746,840
	<u>\$ 2,003,103</u>	<u>\$ 2,032,189</u>	<u>\$ 1,898,365</u>	<u>\$ 1,956,536</u>
RMBS	1,023	893	1,020	932
CMBS	7,358	7,472	7,345	7,580
Other asset-backed securities	44,238	43,697	39,771	41,337
Total mortgage and asset-backed securities	<u>\$ 52,619</u>	<u>\$ 52,062</u>	<u>\$ 48,136</u>	<u>\$ 49,849</u>
<b>Total fixed maturities trading - Life Funds Withheld Assets</b>	<u>\$ 2,055,722</u>	<u>\$ 2,084,251</u>	<u>\$ 1,946,501</u>	<u>\$ 2,006,385</u>

*Pledged Assets*

Certain of the Company's invested assets are pledged in support of insurance and reinsurance liabilities as well as to collateralize our credit facilities. Such pledges are largely required by the Company's operating subsidiaries that are "non-admitted" under U.S. state insurance regulations, in order for the U.S. cedant to receive statutory credit for reinsurance. Also included in pledged assets are Life Funds Withheld Assets, as noted in Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation." Additionally, certain deposit liabilities and annuity contracts require the use of pledged assets. At March 31, 2018 and December 31, 2017, the Company had \$17.9 billion and \$18.8 billion in pledged assets, respectively.

**(b) Gross Unrealized Losses**

The following is an analysis of how long the AFS securities at March 31, 2018 and December 31, 2017 had been in a continual unrealized loss position:

	Less than 12 months		Equal to or greater than 12 months	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>March 31, 2018</b>				
<i>(U.S. dollars in thousands)</i>				
Fixed maturities and short-term investments - AFS				
U.S. Government	\$ 3,080,855	\$ (38,758)	\$ 515,999	\$ (11,350)
U.S. States, municipalities and political subdivisions	278,946	(3,222)	15,869	(404)
Non-U.S. Governments	2,061,869	(25,703)	487,103	(26,836)
Corporate	5,509,770	(114,092)	510,757	(34,148)
RMBS	2,973,309	(68,157)	846,423	(35,278)
CMBS	991,765	(26,681)	131,116	(8,622)
Other asset-backed securities	396,287	(2,502)	132,119	(3,914)
<b>Total fixed maturities and short-term investments - AFS</b>	<u>\$ 15,292,801</u>	<u>\$ (279,115)</u>	<u>\$ 2,639,386</u>	<u>\$ (120,552)</u>

	Less than 12 months		Equal to or greater than 12 months	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>December 31, 2017</b>				
<i>(U.S. dollars in thousands)</i>				
Fixed maturities and short-term investments - AFS				
U.S. Government	\$ 2,687,083	\$ (21,514)	\$ 727,246	\$ (13,902)
U.S. States, municipalities and political subdivisions	88,235	(622)	19,583	(366)
Non-U.S. Governments	1,527,323	(14,959)	560,648	(33,931)
Corporate	2,959,416	(25,757)	543,973	(31,577)
RMBS	2,198,391	(14,030)	925,191	(21,093)
CMBS	583,656	(4,117)	138,065	(5,740)
Other asset-backed securities	256,823	(1,111)	175,146	(5,364)
<b>Total fixed maturities and short-term investments - AFS</b>	<u>\$ 10,300,927</u>	<u>\$ (82,110)</u>	<u>\$ 3,089,852</u>	<u>\$ (111,973)</u>

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The Company had gross unrealized losses totaling \$399.7 million on 4,061 securities out of a total of 7,851 held at March 31, 2018 in its AFS - Excluding Life Funds Withheld Assets portfolio, which either it considers to be temporarily impaired or reflects non-credit losses on other-than-temporarily impaired assets. Individual security positions comprising this balance have been evaluated by management, in conjunction with our investment managers, to determine the severity of these impairments and whether they should be considered other-than-temporary. Management believes it is more likely than not that the issuer will be able to fund sufficient principal and interest payments to support the current amortized cost.

**(c) Net Realized and Unrealized Gains (Losses)**

The following represents an analysis of net realized and unrealized gains (losses) on investments:

<b>Net Realized Investment Gains (Losses)</b> <i>(U.S. dollars in thousands)</i>	<b>Three months ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
Net realized gains (losses) on investments AFS - excluding Life Funds Withheld Assets: (1)		
Gross realized gains	\$ 19,330	\$ 39,397
Gross realized losses	(51,002)	(28,305)
OTTI, net of amounts transferred to other comprehensive income	(1,806)	(6,874)
<b>Total</b>	<b>\$ (33,478)</b>	<b>\$ 4,218</b>
Net realized and change in net unrealized gains (losses) on equities securities - excluding Life Funds Withheld Assets:		
Gross realized gains	\$ 9,693	\$ —
Gross realized losses	(126)	—
Change in net unrealized gains (losses) on equity securities	(45,581)	—
<b>Total</b>	<b>\$ (36,014)</b>	<b>\$ —</b>
Net realized and change in net unrealized gains (losses) on other investments - excluding Life Funds Withheld Assets:		
Gross realized gains	\$ 3,004	\$ —
Gross realized losses	(1,163)	—
Change in net unrealized gains (losses) on other investments	6,808	—
<b>Total</b>	<b>\$ 8,649</b>	<b>\$ —</b>
Net realized gains (losses) on investments and change in net unrealized gains (losses) on investments on trading securities - Life Funds Withheld Assets:		
Gross realized gains	\$ 12,909	\$ 35,151
Gross realized losses	(2,551)	(677)
OTTI, net of amounts transferred to other comprehensive income	(1,203)	—
Change in net unrealized gains (losses) on trading securities	\$ (31,667)	\$ (1,406)
<b>Total</b>	<b>\$ (22,512)</b>	<b>\$ 33,068</b>
<b>Total realized investment gains (losses)</b>	<b>\$ (83,355)</b>	<b>\$ 37,286</b>

(1) AFS in the prior year includes net realized gains (losses) on equity securities and other investments. Due to the implementation of ASU 2016-01, as described in Note 1(b), "Significant Accounting Policies - Recent Accounting Pronouncements," the net realized gains (losses) on these investments are shown separately.

The components of OTTI charges for the three months ended March 31, 2018 and 2017, as defined in Note 1(g), "Significant Accounting Policies - Other-Than-Temporary Impairments of Available for Sale," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, for investments excluding Life Funds Withheld Assets were:

<i>(U.S. dollars in thousands)</i>	<b>Three months ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
Fixed maturities:		
Credit loss impairments	\$ 765	\$ 226
Equities and other investments:		
Impaired more than 11 months or more than 50%	—	4,975
Currency Losses	1,041	1,673
<b>OTTI, net of amounts transferred to other comprehensive income</b>	<b>\$ 1,806</b>	<b>\$ 6,874</b>

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The following table sets forth the amount of credit loss impairments on fixed income securities, for which a portion of the OTTI loss was recognized in Other Comprehensive Income ("OCI"), held by the Company at the dates or for the periods indicated and the corresponding changes in such amounts:

	Three months ended March 31,	
	2018	2017
<i>(U.S. dollars in thousands)</i>		
Opening balance at beginning of indicated period	\$ 43,332	\$ 61,595
Credit loss impairment recognized in the current period on securities not previously impaired	590	124
Credit loss impairments previously recognized on securities that matured or were paid down, prepaid or sold during the period	(1,156)	(836)
Additional credit loss impairments recognized in the current period on securities previously impaired	175	102
Accretion of credit loss impairments previously recognized due to an increase in cash flows expected to be collected	(1,475)	(2,357)
<b>Closing balance at end of indicated period</b>	<b>\$ 41,466</b>	<b>\$ 58,628</b>

**5. Derivative Instruments**

The Company enters into derivative instruments for both risk management and investment purposes. The Company is exposed to potential loss from various market risks, and manages its market risks based on a comprehensive framework of investment decision authorities ("Authorities Framework") adopted by the Risk and Finance Committee of XL Group's Board of Directors ("RFC"). The Authorities Framework is intended to align the risk profile of our investment portfolio to be consistent with the Company's risk tolerance and other guidelines established by the RFC. The following table summarizes information on the notional amounts and gross amounts of derivative fair values contained in the Unaudited Consolidated Balance Sheets at March 31, 2018 and December 31, 2017:

	March 31, 2018				December 31, 2017			
	Asset Derivative Notional Amount	Asset Derivative Fair Value	Liability Derivative Notional Amount	Liability Derivative Fair Value	Asset Derivative Notional Amount	Asset Derivative Fair Value	Liability Derivative Notional Amount	Liability Derivative Fair Value
<i>(U.S. dollars in thousands)</i>								
Derivatives designated as hedging instruments:								
Foreign currency exposure	\$ 585,573	\$ 15,155	\$ 534,856	\$ 15,025	\$ 580,194	\$ 5,655	\$ 339,221	\$ 3,968
Total derivatives designated as hedging instruments	\$ 585,573	\$ 15,155	\$ 534,856	\$ 15,025	\$ 580,194	\$ 5,655	\$ 339,221	\$ 3,968
Derivatives not designated as hedging instruments:								
<i>Investment Related Derivatives:</i>								
Interest rate exposure	\$ —	\$ —	\$ 238,215	\$ 726	\$ 181,975	\$ 423	\$ —	\$ —
Foreign currency exposure	33,070	313	336,055	3,674	263,722	6,931	141,300	2,256
Credit exposure	5,000	128	45,000	6,262	5,000	187	45,000	6,784
Financial market exposure	—	—	40,823	3,873	30,001	1,271	6,998	42
<i>Other Non-Investment Derivatives:</i>								
Credit exposure	20,242	334	—	—	—	—	25,526	169
Guaranteed minimum income benefit contract	35,288	17,841	35,288	17,841	36,171	18,136	36,171	18,136
Modified coinsurance and funds withheld contracts, including life retrocession embedded derivative (1)	917,921	2,132	4,230,047	—	51,653	—	5,014,284	31,541
Other	—	—	—	—	16,000	191	—	—
<b>Total derivatives not designated as hedging instruments</b>	<b>\$ 1,011,521</b>	<b>\$ 20,748</b>	<b>\$ 4,925,428</b>	<b>\$ 32,376</b>	<b>\$ 584,522</b>	<b>\$ 27,139</b>	<b>\$ 5,269,279</b>	<b>\$ 58,928</b>
Total derivatives		\$ 35,903		\$ 47,401		\$ 32,794		\$ 62,896
Counterparty netting		(7,239)		(7,239)		(3,579)		(3,579)
Total derivatives net of counterparty netting		28,664		40,162		29,215		59,317
Cash collateral held/paid (2)		(6,060)		(17,338)		(3,920)		(1,312)
<b>Total derivatives as recorded in the Unaudited Consolidated Balance Sheets</b>		<b>\$ 22,604</b>		<b>\$ 22,824</b>		<b>\$ 25,295</b>		<b>\$ 58,005</b>

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- (1) The fair value movements in derivative assets and liabilities relating to modified coinsurance and funds withheld contracts are included within the associated asset or liability at each period end on the face of the Unaudited Consolidated Balance Sheets. Notional amounts associated with reinsurance agreements under which the Company assumes reinsurance risk are recorded as asset derivative notional amounts. Notional amounts associated with the GreyCastle Life Retro Arrangements and other outward reinsurance contracts under which the Company cedes risk are recorded as liability derivative notional amounts. Included in the liability derivative notional amount at March 31, 2018 is the cumulative net realized and unrealized loss on the life retrocession embedded derivative of \$1.1 billion.
- (2) At March 31, 2018, the Company held cash collateral related to foreign currency derivative positions and certain other derivative positions of \$6.1 million for derivatives in an asset position and paid cash collateral of \$17.3 million for derivatives in a liability position. At December 31, 2017, the Company held cash collateral related to a foreign currency derivative position and certain other derivative positions of \$3.9 million for derivatives in an asset position and paid cash collateral of \$1.3 million for derivatives in a liability position. The assets and liabilities related to the net collateral paid or held were recorded as Other assets and Other liabilities within the Unaudited Consolidated Balance Sheets as the collateral and derivative positions are not intended to be settled on a net basis.

Derivative instruments in an asset or liability position are included within "Other assets" or "Other liabilities," respectively, at fair value in the Unaudited Consolidated Balance Sheets on a net basis where the Company has both a legal right of offset and the intention to settle the contracts on a net basis. Certain embedded derivatives within reinsurance contracts are included in "Reinsurance balances payable." The Company often enters into different types of derivative contracts with a single counterparty and these contracts are covered under netting agreements. Changes in the fair values of derivatives are shown in the Unaudited Consolidated Statements of Income as "Net realized and unrealized gains (losses) on derivative instruments," unless the derivatives are designated as hedging instruments. The accounting for derivatives that are designated as hedging instruments is described in Item 8, Note 1(h), "Significant Accounting Policies - Derivative Instruments," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

**(a) Derivative Instruments Designated as Hedges of a Net Investment in a Foreign Operation**

The Company utilizes foreign currency contracts to hedge the fair value of certain net investments in foreign operations. During the three months ended March 31, 2018 and 2017, the Company entered into foreign currency contracts that were formally designated as hedges of investments in foreign subsidiaries, the majority of which have functional currencies of either the British pound or Canadian dollars. There was no ineffectiveness in these transactions.

The following table provides the weighted average U.S. dollar equivalent of foreign denominated net assets that were hedged and the resulting derivative gain (loss) that was recorded in the foreign currency translation adjustment, net of tax, account within AOCI for the three months ended March 31, 2018 and 2017:

<b>Derivative Instruments Designated as Hedges of a Net Investment in a Foreign Operation - Summary</b> <i>(U.S. dollars in thousands)</i>	<b>Three months ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
Weighted average of U.S. dollar equivalent of foreign denominated net assets	\$ 1,094,210	\$ 1,677,145
Derivative gains (losses) (1)	\$ (2,323)	\$ 29,398

- (1) Derivative gains (losses) from derivative instruments designated as hedges of the net investment in a foreign operation are recorded in the cumulative translation adjustment account within AOCI for each period.

As described in Note 9, "Notes Payable and Debt and Financing Arrangements," the Company has issued debt denominated in Euros that is designated and qualifies as a non-derivative hedging instrument against an equal amount of the Company's currency exposure to the Euro resulting from net investments in foreign operations. Accordingly, the foreign currency revaluation of this debt is recorded in AOCI, offsetting the foreign currency translation adjustment of the related net investments that is also recorded in AOCI.

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**(b) Derivative Instruments Not Formally Designated As Hedging Instruments**

The following table provides the total impact on earnings relating to derivative instruments not formally designated as hedging instruments. The impacts are all recorded through "Net realized and unrealized gains (losses) on derivative instruments" in the Unaudited Consolidated Statements of Income for the three months ended March 31, 2018 and 2017:

Net Realized and Unrealized Gains (Losses) on Derivative Instruments <i>(U.S. dollars in thousands)</i>	Three months ended March 31,	
	2018	2017
<b>Investment Related Derivatives:</b>		
Interest rate exposure	\$ 997	\$ (214)
Foreign currency exposure	(3,318)	(745)
Credit exposure	(41)	(854)
Financial market exposure	(1,348)	185
<b>Other Non-Investment Derivatives:</b>		
Foreign currency exposure	—	(1,210)
Credit exposure	615	632
Modified coinsurance and funds withheld contracts, including life retrocession embedded derivative	2,492	(3,925)
Other	4,824	(938)
<b>Net realized and unrealized gains (losses) on derivative instruments</b>	<b>\$ 4,221</b>	<b>\$ (7,069)</b>
<b>Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets</b>	<b>\$ 22,921</b>	<b>\$ (50,101)</b>

The Company's objectives in using these derivatives are explained below.

**Investment Related Derivatives**

The Company, either directly or through third-party investment managers, may use derivative instruments within its investment portfolio, including interest rate swaps and options on interest rate swaps, total return swaps, credit derivatives (including single name and index credit default swaps and options on credit default swaps), equity options, forward contracts and futures (including foreign exchange, bond and stock index, interest rate and commodity futures), primarily as a means of reducing investment risk by economically hedging exposures to interest rate, credit spread, equity price changes and foreign currency risk or, in limited instances, for efficient portfolio management. When using exchange-traded or cleared over-the-counter derivatives, the Company is exposed to the credit risk of the applicable clearing house and of the Company's futures commission merchant. When using uncleared over-the-counter derivatives, the Company is exposed to credit risk in the event of non-performance by the counterparties to such derivative contracts. To manage this risk, the Company requires appropriate legal documentation with counterparties that has been reviewed and negotiated by legal counsel on behalf of the Company and complies with the Company's documentation standards, investment guidelines and policies.

*Investment Related Derivatives – Interest Rate Exposure*

The Company utilizes risk management and overlay strategies that incorporate the use of derivative financial instruments, primarily to manage its fixed income portfolio duration and net economic exposure to interest rate risks. The Company may also use interest rate swaps to convert certain liabilities from a fixed rate to a variable rate of interest or use them to convert a variable rate of interest from one basis to another.

*Investment Related Derivatives – Foreign Currency Exposure*

The Company has exposure to foreign currency exchange rate fluctuations through its operations and in its investment portfolio. The Company uses foreign currency contracts to manage its exposure to the effects of fluctuating foreign currencies on the value of certain of its foreign currency fixed maturities and equities. These contracts are not designated as specific hedges for financial reporting purposes and, therefore, realized and unrealized gains and losses on these contracts are recorded in income in the period in which they occur. These contracts generally have maturities of twelve months or less.

In addition, certain of the Company's investment managers may, subject to investment guidelines, enter into forward contracts.

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*Investment Related Derivatives – Credit Exposure*

Credit derivatives may be purchased within the Company's investment portfolio in the form of single name and basket credit default swaps and swaptions, which are used to mitigate credit exposure through a reduction in credit spread duration (i.e., macro credit strategies rather than single-name credit hedging) or exposure to securities of selected issuers. Credit derivatives may also be used to efficiently gain exposure to credit markets, subject to guidelines that prohibit the introduction of effective leverage.

*Investment Related Derivatives – Financial Market Exposure*

Stock index futures may be purchased within the Company's investment portfolio to create synthetic equity exposure and to add value to the portfolio with overlay strategies where market inefficiencies are believed to exist. Stock index futures may be sold to facilitate the timely and efficient reduction of equity exposure. Equity option strategies, including both purchases and sales of options, may be used to add value or reduce exposure with overlay or other strategies. From time to time, the Company may enter into other financial market exposure derivative contracts on various indices and other underlying financial instruments including, but not limited to, equity options, total return swaps, and commodity contracts.

**Other Non-Investment Derivatives**

*Credit Exposure*

During the year ended December 31, 2017, the Company entered into a non-investment related credit derivative relating to a number of reference pool mortgage tranches associated with actual mortgage loans that were securitized into agency mortgage-backed securities and sold as Structured Agency Credit Risk Notes. At March 31, 2018, there was no reported event of default on this obligation. The credit derivative is recorded at fair value based upon models developed by the Company. Significant unobservable inputs considered in the valuation include the impact of changes in interest rates, future defaults, delinquency and prepayment rates, credit spreads, changes in credit quality, and other market factors.

*Guaranteed Minimum Income Benefit Contract*

The Company has derivatives embedded in certain reinsurance contracts. For a certain life reinsurance contract, the Company pays the ceding company a fixed amount equal to the estimated present value of the excess of the guaranteed benefit over the account balance upon the policyholder's election to take the income benefit. The fair value of this derivative is determined based on the present value of expected cash flows.

*Modified Coinsurance and Funds Withheld Contracts, including Life Retrocession Embedded Derivative*

The Company has modified coinsurance and funds withheld reinsurance agreements that provide for a return to be paid based on a portfolio of fixed income securities. As such, the agreements contain an embedded derivative. The embedded derivative is bifurcated from the funds withheld balance and recorded at fair value, with changes in fair value recognized in earnings through "Net realized and unrealized gains (losses) on derivative instruments."

In addition, the Company entered into the GreyCastle Life Retro Arrangements, as described in Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation." The embedded derivative related to the GreyCastle Life Retro Arrangements is recorded at fair value with changes in fair value recognized in earnings through "Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets."



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The impact of the GreyCastle Life Retro Arrangements on the Company's results was as follows:

<b>Impact of GreyCastle Life Retro Arrangements</b>	<b>Three months ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
<i>(U.S. dollars in thousands)</i>		
Underwriting profit (loss)	\$ —	\$ —
Net investment income - Life Funds Withheld Assets	30,398	33,364
Net realized gains (losses) on investments, trading - Life Funds Withheld Assets	10,358	34,474
Net unrealized gains (losses) on investments, trading - Life Funds Withheld Assets	(31,667)	(1,406)
OTTI - Life Funds Withheld Assets	(1,203)	—
Foreign exchange gains (losses)	10,719	3,294
Other income and expenses	(36)	(70)
Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets	22,921	(50,101)
<b>Net income (loss)</b>	<b>\$ 41,490</b>	<b>\$ 19,555</b>
Change in net unrealized gains (losses) on investments AFS - Life Funds Withheld Assets	(35,754)	(20,108)
Change in adjustments related to future policy benefit reserves	4,164	5,132
Change in cumulative translation adjustment - Life Funds Withheld Assets	(9,900)	(4,579)
<b>Total changes to other comprehensive income as a result of GreyCastle Life Retro Arrangements</b>	<b>\$ (41,490)</b>	<b>\$ (19,555)</b>
<b>Comprehensive income (loss)</b>	<b>\$ —</b>	<b>\$ —</b>

As shown in the table above, although the Company's net income (loss) is subject to variability related to the GreyCastle Life Retro Arrangements, there is no net impact on the Company's comprehensive income in any period. The life retrocession embedded derivative value includes the interest income, unrealized gains and losses, and realized gains and losses from sale of the Life Funds Withheld Assets.

*Other*

The Company has entered into short-term weather derivative swap agreements as the fixed rate payer which provide for a return to be paid to the Company based on the occurrence of certain industry weather events. The derivatives are recorded at fair value with changes in fair value recognized in earnings through "Net realized and unrealized gains (losses) on derivative instruments."

**(c) Derivative Instruments Designated as Fair Value Hedges**

The Company may designate certain of its derivative instruments as fair value hedges or cash flow hedges, in which case it formally and contemporaneously documents all relationships between the hedging instruments and hedged items and links the hedging derivatives to specific assets and liabilities. The Company assesses the effectiveness of the hedge both at inception and on an on-going basis, and determines whether the hedge is highly effective in offsetting changes in fair value or cash flows of the linked hedged item.

*Settlement of Fair Value Hedges*

During the fourth quarter of 2010 and the third quarter of 2012, the Company settled five interest rate contracts designated as fair value hedges of certain of the Company's structured indemnity contracts. The gain on settlement of these contracts, which represented the effective portion of the hedging relationship, was recorded as an increase in the carrying value of the deposit liabilities and is being amortized through interest expense over the remaining term of the structured indemnity contracts.

A summary of the fair value hedges that have been settled and their impact on results up to the indicated periods, as well as the remaining balance of the fair value hedges and average years remaining to maturity at March 31, 2018 and 2017, are shown below:

<b>Settlement of Fair Value Hedges - Summary</b>	<b>Fair Value Hedges - Structured Indemnity Contracts March 31,</b>	
	<b>2018</b>	<b>2017</b>
<i>(U.S. dollars in thousands, except years)</i>		
Cumulative reduction to interest expense	\$ 124,255	\$ 122,118
Remaining balance	\$ 108,940	\$ 111,077
Weighted average years remaining to maturity	18.3	18.7

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**(d) Contingent Credit Features**

Certain derivative agreements entered into by the Company or its subsidiaries contain credit rating downgrade provisions that permit early termination of the agreements by the counterparty if collateral is not posted following failure to maintain certain credit ratings from one or more of the principal credit rating agencies. If the Company were required to terminate such agreements early due to a credit rating downgrade, it could potentially be in a net liability position at the time of settlement of such agreements. The aggregate fair value of all derivative agreements containing such rating downgrade provisions that were in a liability position and any collateral posted under these agreements at March 31, 2018 and December 31, 2017 were as follows:

**Contingent Credit Features - Summary:**  
*(U.S. dollars in thousands)*

	<b>March 31, 2018</b>	<b>December 31, 2017</b>
Aggregate fair value of derivative agreements with downgrade provisions in a net liability position	\$ (7,872)	\$ 7,464
Collateral posted to counterparty	\$ 6,720	\$ 40

**6. Fair Value Measurements**

Fair value is defined as the amount that would be received for the sale of an asset or paid to transfer a liability (an exit price), in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors that market participants would use in valuing the asset or liability. Assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurements. The Company reviews the fair value hierarchy classification on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy.

The fair values for AFS investments are generally sourced from third parties. The fair value of fixed income securities is based upon quoted market values where available, "evaluated bid" prices provided by third-party pricing services ("pricing services") where quoted market values are not available, or by reference to broker quotes where pricing services do not provide coverage for a particular security. While the Company receives values for the majority of the investment securities it holds from pricing services, it is ultimately management's responsibility to determine whether the values received and recorded in the financial statements are representative of appropriate fair value measurements.

The Company performs regular reviews of the prices received from its third-party valuation sources to assess whether the prices represent a reasonable estimate of the fair value. The approaches taken by the Company include, but are not limited to, annual reviews of the controls of the external parties responsible for sourcing valuations that are subjected to automated tolerance checks, quarterly reviews of the valuation sources and dates, comparisons of executed sales prices to prior valuations, regular deep dives on a sample of securities across our major asset classes and monthly reconciliations between the valuations provided by external parties and valuations provided by third-party investment managers at a portfolio level.

In addition, the Company assesses the effectiveness of valuation controls performed by external parties responsible for sourcing appropriate valuations from third parties on its behalf. The approaches taken by these external parties to gain comfort include, but are not limited to, comparing valuations between external sources, completing recurring reviews of third-party pricing services' methodologies and reviewing controls of the third-party service providers to support the completeness and accuracy of the prices received. Where broker quotes are the primary source of the valuations, sufficient information regarding the specific inputs utilized by the brokers is generally not available to support a Level 2 classification. The Company obtains the majority of broker quoted values from third-party investment managers who perform independent verifications of these valuations using pricing matrices based upon information gathered by market traders. In addition, for the majority of these securities, the Company compares the broker quotes to independent valuations obtained from pricing services, which may also consist of broker quotes, to assess if the prices received represent reasonable estimates of the fair value.

For further information about the Company's fair value measurements, see Item 8, Note 1(b), "Significant Accounting Policies - Fair Value Measurements," and Item 8, Note 8, "Fair Value Measurements," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

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**(a) Fair Value Summary**

The following tables set forth the Company's assets and liabilities that were accounted for at fair value at March 31, 2018 and December 31, 2017 by level within the fair value hierarchy:

March 31, 2018 <i>(U.S. dollars in thousands)</i>	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Counterparty Netting	Balance at March 31, 2018
<b>Assets</b>					
Fixed maturities - AFS - Excluding Life Funds Withheld Assets					
U.S. Government	\$ —	\$ 4,182,925	\$ 5,034	\$ —	\$ 4,187,959
U.S. States, municipalities and political subdivisions	—	2,013,162	—	—	2,013,162
Non-U.S. Governments	—	5,306,651	—	—	5,306,651
Corporate	—	9,740,542	2,128	—	9,742,670
RMBS	—	4,522,786	6,937	—	4,529,723
CMBS	—	1,259,519	—	—	1,259,519
Other asset-backed securities	—	1,588,659	19,737	—	1,608,396
<b>Total fixed maturities - AFS - Excluding Funds Withheld Assets, at fair value</b>	<b>\$ —</b>	<b>\$ 28,614,244</b>	<b>\$ 33,836</b>	<b>\$ —</b>	<b>\$ 28,648,080</b>
<b>Short-term investments, at fair value (1)</b>	<b>—</b>	<b>500,170</b>	<b>—</b>	<b>—</b>	<b>500,170</b>
<b>Total investments AFS - Excluding Funds Withheld Assets</b>	<b>\$ —</b>	<b>\$ 29,114,414</b>	<b>\$ 33,836</b>	<b>\$ —</b>	<b>\$ 29,148,250</b>
Fixed maturities - Life Funds Withheld Assets					
U.S. Government	\$ —	\$ 11,616	\$ —	\$ —	\$ 11,616
Non-U.S. Governments	—	584,406	—	—	584,406
Corporate	—	1,121,203	—	—	1,121,203
RMBS	—	503	—	—	503
CMBS	—	130,070	—	—	130,070
Other asset-backed securities	—	160,750	—	—	160,750
<b>Total fixed maturities - AFS - Life Funds Withheld Assets, at fair value</b>	<b>\$ —</b>	<b>\$ 2,008,548</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2,008,548</b>
<b>Total investments - AFS, at fair value</b>	<b>\$ —</b>	<b>\$ 31,122,962</b>	<b>\$ 33,836</b>	<b>\$ —</b>	<b>\$ 31,156,798</b>
Fixed maturities trading					
U.S. Government	\$ —	\$ 9,320	\$ —	\$ —	\$ 9,320
Non-U.S. Governments	—	497,108	—	—	497,108
Corporate	—	1,525,761	—	—	1,525,761
RMBS	—	893	—	—	893
CMBS	—	7,472	—	—	7,472
Other asset-backed securities	—	43,697	—	—	43,697
<b>Total fixed maturities trading - Life Funds Withheld Assets, at fair value</b>	<b>\$ —</b>	<b>\$ 2,084,251</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2,084,251</b>
<b>Short-term investments trading, at fair value (1)</b>	<b>—</b>	<b>7,425</b>	<b>—</b>	<b>—</b>	<b>7,425</b>
<b>Total investments trading</b>	<b>\$ —</b>	<b>\$ 2,091,676</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2,091,676</b>
Cash equivalents (2)	522,096	1,409,637	—	—	1,931,733
Cash equivalents - Life Funds Withheld Assets (2)	1,514	77,938	—	—	79,452
Equity securities, at fair value	474,118	163,754	—	—	637,872
Other investments (3)	—	580,946	231,368	—	812,314
Other assets (4)	—	17,728	18,175	(7,239)	28,664
<b>Total assets accounted for at fair value</b>	<b>\$ 997,728</b>	<b>\$ 35,464,641</b>	<b>\$ 283,379</b>	<b>\$ (7,239)</b>	<b>\$ 36,738,509</b>
<b>Liabilities</b>					
Funds withheld on GreyCastle Life Retro Arrangements (net of future policy benefit reserves recoverable) (5)					
	\$ —	\$ 1,085,099	\$ —	\$ —	\$ 1,085,099
Other liabilities (4)	—	29,560	17,841	(7,239)	40,162
<b>Total liabilities accounted for at fair value</b>	<b>\$ —</b>	<b>\$ 1,114,659</b>	<b>\$ 17,841</b>	<b>\$ (7,239)</b>	<b>\$ 1,125,261</b>

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December 31, 2017 (U.S. dollars in thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Counterparty Netting	Balance at December 31, 2017
<b>Assets</b>					
Fixed maturities - AFS - Excluding Life Funds Withheld Assets					
U.S. Government	\$ —	\$ 4,344,450	\$ 18,290	\$ —	\$ 4,362,740
U.S. States, municipalities and political subdivisions	—	2,064,640	—	—	2,064,640
Non-U.S. Governments	—	5,201,581	—	—	5,201,581
Corporate	—	9,793,841	1,292	—	9,795,133
RMBS	—	4,724,402	—	—	4,724,402
CMBS	—	1,244,017	—	—	1,244,017
Other asset-backed securities	—	1,504,131	5,232	—	1,509,363
<b>Total fixed maturities - AFS - Excluding Funds Withheld Assets, at fair value</b>	<b>\$ —</b>	<b>\$ 28,877,062</b>	<b>\$ 24,814</b>	<b>\$ —</b>	<b>\$ 28,901,876</b>
<b>Short-term investments, at fair value (1)</b>	<b>—</b>	<b>815,481</b>	<b>—</b>	<b>—</b>	<b>815,481</b>
<b>Equity securities, at fair value</b>	<b>557,510</b>	<b>156,457</b>	<b>—</b>	<b>—</b>	<b>713,967</b>
<b>Total investments AFS - Excluding Funds Withheld Assets</b>	<b>\$ 557,510</b>	<b>\$ 29,849,000</b>	<b>\$ 24,814</b>	<b>\$ —</b>	<b>\$ 30,431,324</b>
Fixed maturities - Life Funds Withheld Assets					
U.S. Government	\$ —	\$ 11,316	\$ —	\$ —	\$ 11,316
Non-U.S. Governments	—	584,534	—	—	584,534
Corporate	—	1,137,213	—	—	1,137,213
RMBS	—	515	—	—	515
CMBS	—	122,272	—	—	122,272
Other asset-backed securities	—	171,262	—	—	171,262
<b>Total fixed maturities - AFS - Life Funds Withheld Assets, at fair value</b>	<b>\$ —</b>	<b>\$ 2,027,112</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2,027,112</b>
<b>Total investments - AFS, at fair value</b>	<b>\$ 557,510</b>	<b>\$ 31,876,112</b>	<b>\$ 24,814</b>	<b>\$ —</b>	<b>\$ 32,458,436</b>
Fixed maturities trading					
U.S. Government	\$ —	\$ 11,042	\$ —	\$ —	\$ 11,042
U.S. States, municipalities and political subdivisions	—	31	—	—	31
Non-U.S. Governments	—	485,171	—	—	485,171
Corporate	—	1,460,292	—	—	1,460,292
RMBS	—	932	—	—	932
CMBS	—	7,580	—	—	7,580
Other asset-backed securities	—	41,337	—	—	41,337
<b>Total fixed maturities trading - Life Funds Withheld Assets, at fair value</b>	<b>\$ —</b>	<b>\$ 2,006,385</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2,006,385</b>
<b>Short-term investments trading, at fair value (1)</b>	<b>—</b>	<b>14,965</b>	<b>—</b>	<b>—</b>	<b>14,965</b>
<b>Total investments trading</b>	<b>\$ —</b>	<b>\$ 2,021,350</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2,021,350</b>
Cash equivalents (2)	279,224	1,271,483	—	—	1,550,707
Cash equivalents - Life Funds Withheld Assets (2)	—	67,982	—	—	67,982
Other investments (3)	—	570,931	221,708	—	792,639
Other assets (4)	—	14,467	18,327	(3,579)	29,215
<b>Total assets accounted for at fair value</b>	<b>\$ 836,734</b>	<b>\$ 35,822,325</b>	<b>\$ 264,849</b>	<b>\$ (3,579)</b>	<b>\$ 36,920,329</b>
<b>Liabilities</b>					
Funds withheld on GreyCastle Life Retro Arrangements (net of future policy benefit reserves recoverable) (5)	\$ —	\$ 1,112,969	\$ —	\$ —	\$ 1,112,969
Other liabilities (4)	—	44,591	18,305	(3,579)	59,317
<b>Total liabilities accounted for at fair value</b>	<b>\$ —</b>	<b>\$ 1,157,560</b>	<b>\$ 18,305</b>	<b>\$ (3,579)</b>	<b>\$ 1,172,286</b>

(1) Short-term investments consist primarily of U.S. and Non-U.S. Government securities, Corporate securities, and Other asset-backed securities.

(2) Cash equivalents balances subject to fair value measurement include certificates of deposit and money market funds. Operating cash balances are not subject to recurring fair value measurement guidance.

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- (3) Excluded from Other Investments are certain investments that are measured using net asset value as a practical expedient in the amount of \$201.8 million and \$198.2 million at March 31, 2018 and December 31, 2017, respectively. Under GAAP, these investments are excluded from the fair value hierarchy table. In addition, the Other investments balance excludes loans held at amortized cost, which totaled \$172.9 million at March 31, 2018 and \$173.0 million at December 31, 2017. For further information, see Item 8, Note 6, "Other Investments," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.
- (4) Other assets and other liabilities include derivative instruments. The derivative balances included in each category are reported gross of cash collateral by level with a counterparty netting adjustment presented separately in the Counterparty Netting column. The fair values of the individual derivative contracts are reported gross in their respective levels based on the fair value hierarchy. For further details regarding derivative fair values and associated collateral received or paid, see Note 5, "Derivative Instruments."
- (5) Funds withheld on GreyCastle Life Retro Arrangements (net of future policy benefit reserves recoverable) include balances related to the life retrocession embedded derivative, under which all investment results associated with the Life Funds Withheld Assets related to the GreyCastle Life Retro Arrangements described in Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," accrue to the benefit of GCLR.

**(b) Level 2 Asset Valuations**

*U.S. Government, Corporate and Non-U.S. Governments*

Transaction activity inputs utilized in the valuation of fair value hierarchy Level 2 securities within these sub-categories include actual trades, dealer posts, results of bids-wanted, institutional secondary offerings, primary market offerings and Trade Reporting and Compliance Engine ("TRACE") trade feeds. As part of the evaluation process, transaction activity is compared to prior evaluations and necessary adjustments are made accordingly. Market-color inputs include actively quoted benchmark issues, buy-side/evaluator dialogue, sell-side/evaluator dialogue and credit derivative indices.

*U.S. States, municipalities and political subdivisions*

Transaction activity inputs utilized in the valuation of fair value hierarchy Level 2 securities within this sub-category include actual trades, dealer posts, results of bids-wanted, institutional secondary offerings, primary market offerings, and Municipal Securities Rulemaking trade feeds. As part of the evaluation process, transaction activity is compared to prior evaluations and necessary adjustments are made accordingly. Market-color inputs include bids, offerings, two-sided markets, buy-side/evaluator dialogue and sell-side/evaluator dialogue. Credit information inputs include issuer financial statements, default and material event notices, developer reports and liquidation and restructuring analyses.

*RMBS, CMBS and Other asset-backed securities*

As part of the fair valuation process, Level 2 securities in these sub-categories are analyzed by collateral type, deal structure, deal performance and vintage. Market inputs into the valuation process for each sub-category include reported or observed trades, results of bids-wanted, buy-side/evaluator dialogue, sell-side/evaluator dialogue, dealer offerings and market research reports. Cash flow inputs into the evaluation process include conditional prepayment rates, conditional decay rates, delinquency and loss severity rates. This assumptive data is reviewed and updated using third-party reported information to reflect current market convention.

*Equity securities and other investments*

Equity securities and other investment securities generally include investments in thinly traded equity funds and fixed income funds (including overseas deposits). Fair value is determined based upon prices received from pricing services as well as from net asset values ("NAV") received from the fund administrators.

*Other assets and other liabilities*

Other assets and other liabilities primarily include over-the-counter ("OTC") derivatives, which are valued using market transactions and other market evidence whenever possible, including market-based inputs to models, model calibration to market clearing transactions, broker or dealer quotations or alternative independent pricing sources where an understanding of the inputs utilized in arriving at the valuations is obtained. Where models are used, the selection of a particular model to value an OTC derivative depends upon the contractual terms and specific risks inherent in the instrument as well as the availability of pricing information in the market. The Company generally uses similar models to value similar instruments. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit curves, measures of volatility, prepayment rates and correlations of such inputs. For OTC derivatives that trade in liquid markets, such as generic forwards, interest rate swaps and options, model inputs can generally be verified against observable inputs and model selection does not involve significant management judgment.

*Funds withheld on GreyCastle Life Retro Arrangements (net of future policy benefit reserves recoverable)*

The calculation of the change in fair value of the embedded derivative associated with the GreyCastle Life Retro Arrangements includes the interest income, realized and unrealized gains and losses on Life Funds Withheld Assets and certain

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expenses related to the Life Funds Withheld Assets. The fair value of the embedded derivative is included in "Funds withheld on GreyCastle life retrocession arrangements, net of future policy benefit reserves recoverable" on the Unaudited Consolidated Balance Sheets. The fair value of the embedded derivative is considered a Level 2 valuation.

There were no significant transfers between Level 1 and Level 2 during each of the three months ended March 31, 2018 and 2017.

**(c) Level 3 Assets and Liabilities**

The tables below present additional information about assets and liabilities measured at fair value on a recurring basis and for which Level 3 inputs were utilized to determine fair value. The tables present a reconciliation of the beginning and ending balances for the three months ended March 31, 2018 and 2017 for all financial assets and liabilities measured at fair value using significant unobservable inputs (Level 3) at March 31, 2018 and 2017, respectively. The tables do not include gains or losses that were reported in Level 3 in prior periods for assets that were transferred out of Level 3 prior to March 31, 2018 and 2017, respectively. Gains and losses for assets and liabilities classified within Level 3 in the table below may include changes in fair value that are attributable to both observable inputs (Levels 1 and 2) and unobservable inputs (Level 3). Further, the tables below do not take into consideration the effect of offsetting Level 1 and 2 financial instruments entered into by the Company that are either economically hedged by certain exposures to the Level 3 positions or that hedge the exposures in Level 3 positions.

In general, Level 3 assets include securities for which values were obtained from brokers where either significant inputs were utilized in determining the values that were difficult to corroborate with observable market data, or sufficient information regarding the specific inputs utilized by the broker was not available to support a Level 2 classification. Transfers into or out of Level 3 primarily arise as a result of the valuations utilized by the Company changing between either those provided by independent pricing services that do not contain significant unobservable inputs and other valuations sourced from brokers that are considered Level 3.

*Fixed maturities and short-term investments*

The Company's Level 3 assets consist primarily of U.S. Government securities, Corporates and Other asset-backed securities, for which non-binding broker quotes are the primary source of the valuations. Sufficient information regarding the specific inputs utilized by the brokers was not available to support a Level 2 classification. The Company obtains the majority of broker quotes for these securities from third-party investment managers who perform independent verifications of these valuations using pricing matrices based upon information gathered by market traders. In addition, for the majority of these securities, the Company compares the broker quotes to independent valuations obtained from pricing services, which may also consist of broker quotes, to assess if the prices received represent a reasonable estimate of the fair value. Although the Company does not have access to the specific unobservable inputs that may have been used in the fair value measurements of these securities provided by brokers, we would expect that the significant inputs considered are prepayment rates, probability of default, loss severity in the event of default, recovery rates, liquidity premiums and reinvestment rates. Significant increases (decreases) in any of those inputs in isolation could result in a significantly different fair value measurement. Generally, a change in the assumption used for the probability of default is accompanied by a directionally similar change in the assumption used for the loss severity and a directionally opposite change in the assumption used for prepayment rates.

The remainder of the Level 3 assets relate primarily to private investments (including funds), hedge funds and certain derivative positions as described below.

*Other investments*

Included within the other investments component of the Company's Level 3 valuations are private investments (including funds) and hedge funds where the Company is not deemed to have significant influence over the investee. The fair value of these investments is based upon net asset values received from the investment manager or general partner of the respective entity. The underlying investments held by the investee that form the basis of the net asset value include assets such as private business ventures that require significant Level 3 inputs in the determination of the individual underlying holding values. Accordingly, the fair value of the Company's investment in each entity is classified within Level 3. Management reviews the values and incorporates factors such as the most recent financial information received, annual audited financial statements and the values at which capital transactions with the investee take place when applying judgment regarding whether any adjustments should be made to the net asset value received in recording the fair value of each position. Investments in hedge funds included in other investments utilize strategies including arbitrage, directional, event driven and multi-style. The funds potentially have lockup and gate provisions that may limit redemption liquidity. For further details regarding the nature of other investments and related features, see Item 8, Note 6, "Other Investments," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

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*Derivative instruments*

Derivative instruments recorded within other liabilities and classified within Level 3 include: credit derivatives sold providing protection on senior tranches of structured finance transactions where the value is obtained directly from the investment bank counterparty and sufficient information regarding the inputs utilized in such valuation was not obtained to support a Level 2 classification, and guaranteed minimum income benefits embedded within one reinsurance contract. The majority of inputs utilized in the valuations of these types of derivative contracts are considered Level 1 or Level 2; however, each valuation includes at least one Level 3 input that was significant to the valuation and, accordingly, the values are disclosed within Level 3.

**Level 3 Assets and Liabilities - Three Months Ended March 31, 2018**

<i>(U.S. dollars in thousands)</i>	Balance, beginning of period	Realized gains (losses)	Movement in unrealized gains (losses)	Purchases and Issuances	Sales	Settlements	Net transfers into (out of) Level 3	Balance, end of period	Movement in total gains (losses) relating to investments still held
U.S. Government	\$ 18,290	\$ (354)	\$ 114	\$ —	\$ (13,016)	\$ —	\$ —	\$ 5,034	\$ (36)
Corporate	1,292	—	43	—	—	(101)	894	2,128	44
RMBS	—	—	—	980	—	—	5,957	6,937	—
Other asset-backed securities	5,232	—	(28)	15,407	—	(874)	—	19,737	—
Other investments	221,708	847	5,191	14,280	—	(10,658)	—	231,368	5,338
Derivative Contracts - Net	22	—	312	—	—	—	—	334	312
<b>Total</b>	<b>\$ 246,544</b>	<b>\$ 493</b>	<b>\$ 5,632</b>	<b>\$ 30,667</b>	<b>\$ (13,016)</b>	<b>\$ (11,633)</b>	<b>\$ 6,851</b>	<b>\$ 265,538</b>	<b>\$ 5,658</b>

**Level 3 Assets and Liabilities - Three Months Ended March 31, 2017**

<i>(U.S. dollars in thousands)</i>	Balance, beginning of period	Realized gains (losses)	Movement in unrealized gains (losses)	Purchases and Issuances	Sales	Settlements	Net transfers into (out of) Level 3	Balance, end of period	Movement in total gains (losses) relating to investments still held
U.S. Government	\$ 24,751	\$ (19)	\$ (355)	\$ —	\$ —	\$ (311)	\$ (4,758)	\$ 19,308	\$ (373)
Corporate	20,085	—	11	—	(10,284)	(31)	118	9,899	11
RMBS	—	17	(526)	—	—	(173)	4,063	3,381	(509)
CMBS	99	—	2	—	—	—	—	101	2
Other asset-backed securities	1,131	30	101	—	—	(46)	2,734	3,950	131
Short-term investments	—	—	—	11,693	—	(28)	—	11,665	—
Other investments	205,528	(5,541)	7,102	4,982	—	(5,397)	(2,709)	203,965	6,343
Derivative Contracts - Net	2	—	161	—	—	—	—	163	163
<b>Total</b>	<b>\$ 251,596</b>	<b>\$ (5,513)</b>	<b>\$ 6,496</b>	<b>\$ 16,675</b>	<b>\$ (10,284)</b>	<b>\$ (5,986)</b>	<b>\$ (552)</b>	<b>\$ 252,432</b>	<b>\$ 5,768</b>

**(d) Financial Instruments Not Carried at Fair Value**

Authoritative guidance over disclosures about the fair value of financial instruments requires additional disclosure of fair value information for financial instruments not carried at fair value in both interim and annual reporting periods. Certain financial instruments, particularly insurance contracts, are excluded from these fair value disclosure requirements. The carrying values of cash and cash equivalents, accrued investment income, net receivable from investments sold, other assets, net payable for investments purchased, other liabilities and other financial instruments not included below approximated their fair values.

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The following table includes financial instruments for which the carrying value differs from the estimated fair values at March 31, 2018 and December 31, 2017. All of these fair value estimates are considered Level 2 fair value measurements.

	March 31, 2018		December 31, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<i>(U.S. dollars in thousands)</i>				
<b>Financial Assets - Other investments</b>	\$ 172,879	\$ 181,349	\$ 172,982	\$ 182,222
Deposit liabilities	\$ 982,963	\$ 1,190,885	\$ 1,042,677	\$ 1,266,682
Notes payable and debt	3,240,461	3,483,428	3,220,769	3,507,108
<b>Financial Liabilities</b>	<b>\$ 4,223,424</b>	<b>\$ 4,674,313</b>	<b>\$ 4,263,446</b>	<b>\$ 4,773,790</b>

The Company historically participated in structured transactions, the remaining of which are largely comprised of an investment in a payment obligation with an insurance company. This transaction is carried at amortized cost. The fair value of this investment held by the Company is determined through use of an internal model utilizing benchmark yields, issuer spreads and reference data.

Deposit liabilities include obligations under structured insurance and reinsurance transactions. For purposes of fair value disclosures, the Company determined the estimated fair value of the deposit liabilities by assuming a discount rate equal to the appropriate U.S. Treasury rate plus 26.3 basis points and 45.5 basis points at March 31, 2018 and December 31, 2017, respectively. The discount rate incorporates the Company's own credit risk into the determination of estimated fair value.

The fair values of the Company's notes payable and debt outstanding were determined based on quoted market prices.

There are no significant concentrations of credit risk within the Company's financial instruments not carried at fair value as defined in the authoritative guidance over necessary disclosures, which excludes certain financial instruments, particularly insurance contracts.

**7. Goodwill and Other Intangible Assets**

The Company had goodwill and other intangible assets of \$2.2 billion at March 31, 2018 and December 31, 2017.

The following table presents an analysis of goodwill, intangible assets with an indefinite life and intangible assets with a definite life for the three months ended March 31, 2018:

	Goodwill		Intangible assets with an indefinite life		Intangible assets with a definite life		Total	
<i>(U.S. dollars in thousands)</i>								
Balance at December 31, 2017	\$	1,234,150	\$	699,014	\$	292,587	\$	2,225,751
Amortization		—		—		(4,944)		(4,944)
Foreign Currency Translation		4,850		2,916		1,933		9,699
<b>Balance at March 31, 2018</b>	<b>\$</b>	<b>1,239,000</b>	<b>\$</b>	<b>701,930</b>	<b>\$</b>	<b>289,576</b>	<b>\$</b>	<b>2,230,506</b>



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**8. Losses and Loss Expenses**

The following table represents a reconciliation of the beginning and ending balances of unpaid losses and loss expenses, including an analysis of the Company's paid and unpaid losses and loss expenses incurred for the years indicated:

<i>(U.S. dollars in thousands)</i>	<b>2018</b>	<b>2017</b>
Unpaid losses and loss expenses at the beginning of the year	\$ 29,696,779	\$ 25,939,571
Unpaid losses and loss expenses recoverable at the beginning of the year (1)	7,239,446	5,480,300
Net unpaid losses and loss expenses at the beginning of the year	\$ 22,457,333	\$ 20,459,271
Increase (decrease) in net losses and loss expenses incurred in respect of losses occurring in:		
Current year	1,631,142	1,559,452
Prior year	(9,136)	24,004
Total net incurred losses and loss expenses	\$ 1,622,006	\$ 1,583,456
Foreign exchange and other	262,571	56,244
Less net losses and loss expenses paid in respect of losses occurring in:		
Current year	128,691	106,472
Prior year	1,774,194	1,222,119
Total net paid losses	\$ 1,902,885	\$ 1,328,591
Net unpaid losses and loss expenses at March 31	22,439,025	20,770,380
Unpaid losses and loss expenses recoverable at March 31 (1)	7,262,543	5,674,744
<b>Unpaid losses and loss expenses at March 31</b>	<b>\$ 29,701,568</b>	<b>\$ 26,445,124</b>

(1) P&C business only, net of provision for uncollectible reinsurance.

The following table presents the net (favorable) adverse prior year loss development of the Company's loss and loss expense reserves for its P&C operations by operating segment for each of the years indicated:

<i>(U.S. dollars in thousands)</i>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2018</b>	<b>2017</b>
Insurance segment	\$ (5,295)	\$ (4,642)
Reinsurance segment	(3,841)	28,646
<b>Total</b>	<b>\$ (9,136)</b>	<b>\$ 24,004</b>

The significant developments in prior year loss reserve estimates for each of the years indicated within the Company's Insurance and Reinsurance segments are discussed below.

Insurance Segment

The following table summarizes the net (favorable) adverse prior year reserve development by product type relating to the Insurance segment for the three months ended March 31, 2018 and 2017:

<i>(U.S. dollars in thousands)</i>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2018</b>	<b>2017</b>
Professional	\$ (1,830)	\$ (5)
Casualty	(5,115)	(4,770)
Property	1,257	81
Specialty	393	52
<b>Total</b>	<b>\$ (5,295)</b>	<b>\$ (4,642)</b>

Net favorable prior year reserve development was \$5.3 million for the three months ended March 31, 2018 for the Insurance segment. Although movements were small by product type, this was a result of offsetting movements in catastrophe losses, with strengthening on recent 2017 catastrophes offset by releases on more mature events.

Net favorable prior year reserve development totaled \$4.6 million for the Insurance segment for the three months ended March 31, 2017. This development was mainly attributable to casualty lines of business.

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Reinsurance Segment

The following table summarizes the net (favorable) adverse prior year reserve development by line of business relating to the Reinsurance segment for the three months ended March 31, 2018 and 2017:

	Three Months Ended	
	March 31,	
	2018	2017
<i>(U.S. dollars in thousands)</i>		
Property and other short-tail lines	\$ (18,994)	\$ (54,916)
Casualty and other long-tail lines	15,153	83,562
<b>Total</b>	<b>\$ (3,841)</b>	<b>\$ 28,646</b>

Net favorable prior year reserve development was \$3.8 million for the three months ended March 31, 2018 for the Reinsurance segment, mainly attributable to the following:

- Net favorable prior year development for the short-tail lines totaled \$19.0 million primarily due to better than expected development on attritional losses on the Property, Marine and Crop books, releases on older catastrophe losses and the general catastrophe IBNR held at the end of the prior year being partially offset by strengthening on Hurricane Irma, the Northern California wildfires and some older large losses.
- Net unfavorable prior year development for the long-tail lines totaled \$15.2 million driven primarily by unfavorable experience on the 2014 underwriting year for the London professional indemnity and European motor casualty books.

Net unfavorable prior year reserve development totaled \$28.6 million for the three months ended March 31, 2017. The net adverse prior year development was primarily due to the impact of the decrease to the discount rate used to calculate lump sum awards in U.K. bodily injury cases. This adverse development was partially offset by better than expected attritional experience in property catastrophe, property treaty and specialty lines.

There is no assurance that conditions and trends that have affected the development of liabilities in the past will continue. Accordingly, it may not be appropriate to extrapolate future redundancies or deficiencies based on the Company's historical results.

**9. Notes Payable and Debt and Financing Arrangements**

**(a) Notes Payable and Debt**

The following table presents the Company's outstanding notes payable and debt at March 31, 2018 and December 31, 2017:

<i>(U.S. dollars in thousands)</i>	March 31, 2018	December 31, 2017
	Outstanding (1)	Outstanding (1)
<b>Debt Issuance:</b>		
\$300 million, 2.30% Senior Notes due December 2018	\$ 299,525	\$ 299,357
\$400 million, 5.75% Senior Notes due October 2021	398,492	398,384
\$350 million, 6.375% Senior Notes due November 2024	349,275	349,248
\$500 million, 4.45% Subordinated Notes due March 2025	494,340	494,138
\$325 million, 6.25% Senior Notes due May 2027	323,571	323,531
\$300 million, 5.25% Senior Notes due December 2043	296,593	296,560
\$500 million, 5.5% Subordinated Notes due March 2045 (2)	472,928	472,832
€500 million, 3.25% Subordinated Notes due June 2047 (3)	605,737	586,719
<b>Total debt carrying value</b>	<b>\$ 3,240,461</b>	<b>\$ 3,220,769</b>

(1) "Outstanding" data represent March 31, 2018 and December 31, 2017 accreted values.

(2) On July 7, 2017, the Company repurchased and canceled \$16.7 million of the original debt issuance. See below for further details.

(3) This issuance carries a fixed coupon of 3.25% for a period of ten years, then a floating rate of three-month EURIBOR plus 2.90% from (and including) June 29, 2027 through maturity. The outstanding amount is subject to movement due to foreign exchange.

All outstanding debt of the Company at March 31, 2018 and December 31, 2017, which is identified in the table above, was issued by XLIT, a 100% owned subsidiary of XL Group. XLIT's outstanding debt, other than the Senior Notes due 2024 and due 2027, are listed on the NYSE and are fully and unconditionally guaranteed by XL Group. See Note 16, "Guarantor

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Financial Information," for condensed comparative financial information of XL Group and XLIT for the periods ended March 31, 2018 and December 31, 2017.

The ability of XLIT, like that of the Company, to obtain funds from its subsidiaries to satisfy any of its obligations, including under guarantees, is subject to certain contractual restrictions, applicable laws and statutory requirements of the various countries in which the subsidiaries operate, including, among others, Bermuda, the United States, Ireland, Switzerland and the United Kingdom. For details of the required statutory capital and surplus for the principal operating subsidiaries of the Company, see Item 8, Note 24, "Statutory Financial Data," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

On June 29, 2017, XLIT issued €500 million (\$568.8 million) of fixed to floating rate subordinated notes due June 2047, with a fixed coupon of 3.25% for a period of ten years, then a floating rate of three-month EURIBOR plus 2.90% thereafter. The notes were issued at 99.054% of the face amount and net proceeds were \$558.3 million. Related expenses of the offering amounted to approximately \$10.5 million. These costs were deferred and are being amortized over the expected life of the subordinated notes.

XLIT and the Company were in compliance with all covenants at March 31, 2018, and XLIT and the Company currently remain in compliance with all covenants.

For details regarding the rest of the Company's facilities, see Item 8, Note 14(a), "Notes Payable and Debt and Financing Arrangements - Notes Payable and Debt," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

**(b) Letter of Credit ("LOC") Facilities and Other Sources of Collateral**

The Company has several credit facilities provided on both syndicated and bilateral bases from commercial banks. The Company may utilize these credit facilities to issue LOCs in support of non-admitted insurance and reinsurance operations in the U.S. and to meet capital requirements at Lloyd's. Alternatively, under certain of the credit facilities, the Company instead may elect to utilize a stated portion of such facilities' capacity for revolving loans to support other operating or financing needs, which would reduce the amount available for LOCs. XL Group and several of its wholly-owned subsidiaries provide guarantees, on a joint and several basis, for obligations of the Company under certain of these facilities.

The following table presents the Company's ten letter of credit facilities and revolving credit facilities at March 31, 2018 and December 31, 2017:

*(U.S. dollars in thousands)*

Facility Name:	March 31, 2018		December 31, 2017	
	Commitment	In Use/ Outstanding	Commitment	In Use/ Outstanding
2016 Credit Agricole Facility I	125,000	125,000	125,000	125,000
2016 Credit Agricole Facility II	125,000	125,000	125,000	125,000
2017 Commonwealth Bank Facility	215,000	215,000	215,000	215,000
2017 Credit Suisse Facility	100,000	100,000	100,000	100,000
FAL Facility I	125,000	125,000	125,000	125,000
FAL Facility II	125,000	125,000	125,000	125,000
FAL Facility III	125,000	125,000	125,000	125,000
FAL Facility IV	125,000	125,000	125,000	125,000
Syndicated Unsecured Facility	750,000	105,655	750,000	2,000
2017 Commerzbank Facility	100,000	100,000	100,000	100,000
<b>Total unsecured LOC facilities</b>	<b>\$ 1,915,000</b>	<b>\$ 1,270,655</b>	<b>\$ 1,915,000</b>	<b>\$ 1,167,000</b>
Facilities collateralized by certain investment assets	1,552,841	1,536,556	1,477,986	1,382,226
<b>Total LOC facilities</b>	<b>\$ 3,467,841</b>	<b>\$ 2,807,211</b>	<b>\$ 3,392,986</b>	<b>\$ 2,549,226</b>
<b>Percentage of facilities collateralized by certain investment assets</b>		<b>54.7%</b>		<b>54.2%</b>

Certain credit facilities permit the Company to utilize up to \$750.0 million as of March 31, 2018 and December 31, 2017, respectively, for revolving loans to support general operating and financing needs. At March 31, 2018 and December 31, 2017, \$105.7 million and \$2.0 million, respectively, were utilized under these facilities to issue letters of credit, leaving \$644.3 million and \$748.0 million, respectively, available to support other operating and financing needs.

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For details regarding the Company's facilities, see Item 8, Note 14(b), "Notes Payable and Debt and Financing Arrangements - Letter of Credit Facilities ("LOC") and Other Sources of Collateral," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

**10. Related Party Transactions**

**(a) Investment Manager Affiliates**

At March 31, 2018 and 2017, the Company owned minority stakes in two and four independent investment management companies ("Investment Manager Affiliates"), respectively, that are actively managing client capital and seeking growth opportunities. The Company also invests in certain of the funds and limited partnerships and other legal entities managed by these affiliates, and, through these funds and partnerships, pays management fees and, in some instances, performance fees to the Company's Investment Manager Affiliates. In addition, at March 31, 2018 and March 31, 2017, the Company owned a minority stake in an independent firm that provides technology and other services to alternative asset managers and allocators. The Company's interest in this enterprise is reported as an Investment Manager Affiliate, and the Company pays fees to this Investment Manager Affiliate in exchange for it providing its services to the Company. Investment Manager Affiliate results are reported in the Unaudited Consolidated Statements of Income as "Income (loss) from operating affiliates." See Item 8, Note 5, "Investments in Affiliates," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

**(b) Assumed Reinsurance Contracts**

In the normal course of business, the Company enters into assumed reinsurance contracts with certain of its insurance affiliates, or their subsidiaries. During the three months ended March 31, 2018 and 2017, these contracts resulted in reported net premiums, reported net losses, and reported net acquisition costs as summarized below:

<i>(U.S. dollars in thousands)</i>	Three months ended March 31,	
	2018	2017
Reported net premiums	\$ 15,578	\$ 21,715
Reported net losses	\$ 11,719	\$ 11,250
Reported net acquisition costs	\$ 5,587	\$ 9,214

**(c) New Ocean Capital Management Limited ("New Ocean")**

Commencing in 2014, several of the Company's wholly-owned subsidiaries retroceded assumed reinsurance business to special purpose reinsurers that receive capital from funds managed by the Company's subsidiary, New Ocean, as discussed in Note 11, "Variable Interest Entities." Underwriting administration services are provided to the special purpose reinsurers by other subsidiaries of the Company under service fee agreements, while investment advisory services are provided by New Ocean. During the three months ended March 31, 2018, ceded premiums earned, ceded losses and loss expenses incurred, ceding commission income, and other fee income related to these retrocessional contracts were not material to the Company.

**(d) XL Innovate**

In April 2015, the Company announced the creation and sponsorship of the XL Innovate Fund, LP ("XL Innovate"), a venture capital initiative with a strategic focus on developing new capabilities in the insurance sector. The majority of XL Innovate's initial capital was financed by the Company. XL Innovate primarily seeks investments in equity positions of entities that provide new market opportunities for the Company throughout the world, striving to create partnerships outside of the traditional underwriting space to find ways to underwrite currently uninsured risks. The family trust of an employee of the Company owns a 5.21% non-controlling equity interest in XL Innovate. The employee serves as a member of the board of directors of XL Innovate, and maintains responsibility over the business generated by it. The underlying investments held by XL Innovate are reflected in the Company's Unaudited Consolidated Financial Statements in accordance with the Accounting Policies provided in Item 8, Note 1, "Significant Accounting Policies" to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, based on the Company's level of investment in, and control over, such entities. Aside from investments made where the employee's family trust maintains non-controlling interest, there were no other material transactions between the Company and this employee or the employee's family trust for the three months ended March 31, 2018.

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**11. Variable Interest Entities ("VIEs")**

At times, the Company has utilized VIEs both indirectly and directly in the ordinary course of the Company's business. Within its investment portfolio, the Company has holdings in hedge funds, private equity entities and other investment vehicles. A number of these vehicles are considered VIEs based on their legal form and the generally passive role of their investors. As the Company lacks the ability to control the activities that most significantly impact the economic performance of these VIEs, the Company is not considered the primary beneficiary and does not consolidate these entities. The activities of the entities are generally limited to holding investments. The exposure to loss from these investments is limited to the carrying value of the investments at the balance sheet date.

In 2013, the Company, along with other investors, formed New Ocean to act as an investment manager focused on providing third-party investors access to insurance-linked securities, such as catastrophe bonds, and other insurance and reinsurance capital markets products. The Company holds a majority voting interest in New Ocean through its ownership of common shares and, accordingly, the financial statements of New Ocean have been included in the Unaudited Consolidated Financial Statements of the Company. None of the assets, liabilities, revenues or net income of New Ocean were material to the Company as of or for the three months ended March 31, 2018. The equity interest attributable to third-party investors in New Ocean recorded in the Company's Unaudited Consolidated Balance Sheets as "Non-controlling interest in equity of consolidated subsidiaries" was \$0.2 million and \$0.5 million at March 31, 2018 and December 31, 2017, respectively.

After the establishment of New Ocean in 2013, the Company, along with other investors, formed a new Bermuda-based investment company, New Ocean Focus Cat Fund Ltd. ("New Ocean FCFL"), which is considered a VIE under GAAP. During the second quarter of 2014, the Company formed another new Bermuda-based investment company, New Ocean Market Value Cat Fund, Ltd. ("New Ocean MVCFL"), which is also considered a VIE under GAAP. New Ocean FCFL and New Ocean MVCFL are both managed by New Ocean.

In 2014, New Ocean FCFL invested in a special purpose Bermuda reinsurer, Vector Reinsurance Ltd ("Vector Re"), which was formed for the purpose of underwriting collateralized excess-of-loss reinsurance with a focus on global property catastrophe risks. In the first quarter of 2015, New Ocean MVCFL also invested in Vector Re. Most of Vector Re's current underwriting activity relates to reinsurance business assumed from the Company's subsidiaries. Underwriting administration and claims services are provided to Vector Re by the Company under service fee contracts, while investment advisory services are provided by New Ocean.

The Company currently holds a controlling financial interest in Vector Re by way of its controlling financial interests in New Ocean FCFL and New Ocean MVCFL. The total net assets of New Ocean FCFL and New Ocean MVCFL are included in the Unaudited Consolidated Financial Statements of the Company as quantified in the table below. The Company's shares of revenue and net income in its New Ocean-related VIEs were not material to the Company for the three months ended March 31, 2018. All appropriate inter-company transactions between the Company's consolidated entities have been eliminated.

*(U.S. dollars in thousands)*

	<b>March 31, 2018</b>	<b>December 31, 2017</b>
Total net assets	\$ 235,936	\$ 242,605
Non-controlling interests	127,650	134,139
<b>Total net assets attributable to XL</b>	<b>\$ 108,286</b>	<b>\$ 108,466</b>

**12. Commitments and Contingencies**

**(a) Financial Guarantee Exposures**

In February 2017, the Company negotiated the termination of its final outstanding financial guarantee contracts. These contracts provided credit support for a variety of collateral types, including some issued by European financial institutions. The Company did not recognize any financial costs or any security valuation losses as a result of the terminations.

**(b) Litigation**

The Company and its subsidiaries are subject to litigation and arbitration in the normal course of business. These lawsuits and arbitrations principally involve claims on policies of insurance and contracts of reinsurance and are typical for the Company and for the property and casualty insurance and reinsurance industry in general. Such claims proceedings are considered in connection with the Company's loss and loss expense reserves. Reserves in varying amounts may or may not be established in respect of particular claims proceedings based on many factors, including the legal merits thereof. In addition to litigation relating to insurance and reinsurance claims, the Company and its subsidiaries are subject to lawsuits and regulatory actions in the normal course of business that do not arise from or directly relate to claims on insurance or reinsurance policies. This category of business litigation typically involves, among other things, allegations of underwriting errors or misconduct,

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employment claims, regulatory activity, shareholder disputes or disputes arising from business ventures. The status of these legal actions is actively monitored by management.

Legal actions are subject to inherent uncertainties, and future events could change management's assessment of the probability or estimated amount of potential losses from pending or threatened legal actions. Based on available information, it is the opinion of management that the ultimate resolution of pending or threatened legal actions other than claims proceedings, both individually and in the aggregate, will not result in losses having a material adverse effect on the Company's financial position or liquidity at March 31, 2018.

If management believes that, based on available information, it is at least reasonably possible that a material loss (or additional material loss in excess of any accrual) will be incurred in connection with any legal actions other than claims proceedings, the Company discloses an estimate of the possible loss or range of loss, either individually or in the aggregate, as appropriate, if such an estimate can be made, or discloses that an estimate cannot be made. Based on the Company's assessment at March 31, 2018, no such disclosures were considered necessary.

**13. Share Capital**

**(a) Authorized and Issued**

***Buybacks of Common Shares***

On February 17, 2017, XL Group announced that its Board of Directors approved a new share buyback program, authorizing the purchase of up to \$1.0 billion of XL Group shares (the "February 2017 Program"). The Company did not repurchase any shares under the February 2017 Program for the three months ended March 31, 2018. At March 31, 2018, \$529.1 million remained available for purchase under the February 2017 Program.

Other share buybacks, primarily for the purposes of settling employee withholding taxes incurred in connection with the vesting of share-based compensation awards, amounted to \$1.7 million for the three months ended March 31, 2018.

**(b) Stock Plans**

The Company's performance incentive programs provide for grants of stock options, restricted stock, equity-classed restricted stock units, liability-classed restricted stock units, liability-classed cash units, performance units and stock appreciation rights. Share-based compensation granted by the Company generally provides for a vesting period of three or four years and certain awards also provide for performance conditions. The Company records compensation expense related to each award over its vesting period, incorporating the best estimate of the expected outcome of performance conditions where applicable. Compensation expense is generally recorded on a straight line basis over the vesting period of an award. See Item 8, Note 19, "Share Capital," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for further information on the Company's performance incentive programs and associated accounting.

During the three months ended March 31, 2018, the Company granted approximately 0.4 million stock options with a weighted-average grant date fair value of \$10.34 per option. The fair value of the options issued was estimated on the date of grant using the Black-Scholes option pricing model incorporating the following weighted average assumptions:

Dividend yield	2.00%
Risk free interest rate	2.71%
Volatility	27.0%
Expected lives	6.0 years

During the three months ended March 31, 2018, the Company granted 870 restricted stock awards to certain employees and directors of the Company and its subsidiaries with an aggregate grant date fair value of approximately \$37,514. The restricted stock award recipients have the rights and privileges of a shareholder, including the right to receive dividends that are declared and paid and the right to vote such restricted stock. The recipients are not entitled to receive delivery of a stock certificate prior to vesting nor may any restricted stock be sold, transferred, pledged, or otherwise disposed of prior to the satisfaction of all vesting requirements.

During the three months ended March 31, 2018, the Company granted approximately 1.2 million equity-classed restricted stock units to certain employees with an aggregate grant date fair value of approximately \$50.9 million. Each equity-classed restricted stock unit represents the Company's obligation to deliver to the holder one common share, and grants may vest in three or four equal installments upon the first, second, third and fourth anniversaries of the date of grant. Equity-classed

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restricted stock units are granted at the closing market price on the day of grant and entitle the holder to receive dividends that are declared and paid in the form of additional common shares contingent upon vesting.

During the three months ended March 31, 2018, the Company granted approximately 0.3 million performance units (representing a potential maximum share payout of approximately 0.6 million common shares) to certain employees with an aggregate grant date fair value of approximately \$13.5 million. Each grant of performance units has a target number of shares, with final payouts ranging from 0% to 200% of the grant amount depending upon the achievement of stated relative and absolute financial performance metrics and stated market metrics along with each employee's continued service through the vesting date. Performance units granted in the current year are granted at the closing market price on the day of grant and entitle the holder to receive dividends that are declared and paid in the form of additional common shares contingent upon vesting.

**14. Computation of Earnings Per Common Share and Common Share Equivalents**

The following table sets forth the computation of basic and diluted earnings per common share for the three months ended March 31, 2018 and 2017:

	<b>Three Months Ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
<i>(In thousands, except per share amounts)</i>		
<b>Basic earnings per common share &amp; common share equivalents outstanding:</b>		
Net income (loss) attributable to common shareholders	\$ 152,648	\$ 152,843
Weighted average common shares outstanding - basic	256,922	265,690
Basic earnings per common share & common share equivalents outstanding	<u>\$ 0.59</u>	<u>\$ 0.58</u>
<b>Diluted earnings per common share &amp; common share equivalents outstanding:</b>		
Weighted average common shares outstanding - basic	256,922	265,690
Impact of share-based compensation	4,254	4,077
Weighted average common shares outstanding - diluted	<u>261,176</u>	<u>269,767</u>
Diluted earnings per common share & common share equivalents outstanding	<u>\$ 0.58</u>	<u>\$ 0.57</u>
<b>Dividends per common share</b>	<u>\$ 0.22</u>	<u>\$ 0.22</u>

For the three months ended March 31, 2018 and 2017, common shares available for issuance under share-based compensation plans noted in the table below were not included in the calculation of diluted earnings per common share because the assumed exercise or issuance of such shares would be anti-dilutive.

	<b>Three Months Ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
<i>(In millions)</i>		
<b>Common shares available for issuance under share-based compensation plans</b>	0.6	3.0

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**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**15. Accumulated Other Comprehensive Income (Loss)**

The changes in AOCI, net of tax, by component for the three months ended March 31, 2018 and 2017 are as follows:

<b>Three Months Ended March 31, 2018</b> <i>(U.S. dollars in thousands)</i>	<b>Unrealized Gains (Losses) on Investments (1)</b>	<b>OTTI Losses Recognized in AOCI</b>	<b>Foreign Currency Translation Adjustments</b>	<b>Underfunded Pension Liability</b>	<b>Cash Flow Hedge</b>	<b>Total</b>
Balance, beginning of period, net of tax	\$ 870,478	\$ (43,527)	\$ 83,042	\$ (22,356)	\$ 1,794	\$ 889,431
OCI before reclassifications	(399,792)	—	(3,112)	(223)	—	(403,127)
Amounts reclassified from AOCI	10,875	3,713	—	—	(48)	14,540
Tax benefit (expense)	28,747	(97)	680	34	—	29,364
Net current period OCI - net of tax	(360,170)	3,616	(2,432)	(189)	(48)	(359,223)
Reclassification due to the adoption of ASU 2016-01 (2)	\$ (221,856)	\$ —	\$ —	\$ —	\$ —	\$ (221,856)
Reclassification due to the adoption of ASU 2018-02	\$ 6,357	\$ —	\$ (216)	\$ (2,238)	\$ —	\$ 3,903
<b>Balance, end of period, net of tax</b>	<b>\$ 294,809</b>	<b>\$ (39,911)</b>	<b>\$ 80,394</b>	<b>\$ (24,783)</b>	<b>\$ 1,746</b>	<b>\$ 312,255</b>

  

<b>Three Months Ended March 31, 2017</b> <i>(U.S. dollars in thousands)</i>	<b>Unrealized Gains (Losses) on Investments (1)</b>	<b>OTTI Losses Recognized in AOCI</b>	<b>Foreign Currency Translation Adjustments</b>	<b>Underfunded Pension Liability</b>	<b>Cash Flow Hedge</b>	<b>Total</b>
Balance, beginning of period, net of tax	\$ 730,429	\$ (50,952)	\$ 58,970	\$ (24,887)	\$ 1,986	\$ 715,546
OCI before reclassifications	149,959	—	39,204	(341)	—	188,822
Amounts reclassified from AOCI	(52,554)	1,455	—	—	(48)	(51,147)
Tax benefit (expense)	(10,952)	(13)	2,734	(16)	—	(8,247)
Net current period OCI - net of tax	86,453	1,442	41,938	(357)	(48)	129,428
<b>Balance, end of period, net of tax</b>	<b>\$ 816,882</b>	<b>\$ (49,510)</b>	<b>\$ 100,908</b>	<b>\$ (25,244)</b>	<b>\$ 1,938</b>	<b>\$ 844,974</b>

- (1) For certain annuity contracts that are subject to the GreyCastle Life Retro Arrangements, future policy benefit reserves were historically increased for the impact of changes in unrealized gains on investments supporting such contracts as if the gains had been realized, with a corresponding entry to other comprehensive income ("Shadow Adjustments"). Upon completion of the GreyCastle Life Retro Arrangements, no further Shadow Adjustments were recorded. At December 31, 2017, the cumulative impact of the Shadow Adjustments was \$184.9 million. During the three months ended March 31, 2018, net movements of \$(4.2) million were recorded, resulting in a total cumulative net impact of Shadow Adjustments on future policy benefit reserves of \$180.8 million at March 31, 2018.
- (2) The reclassification out of AOCI due to the adoption of ASU 2016-01 includes \$233.8 million of net unrealized gains less \$11.9 million of deferred tax on net unrealized gains as discussed in Note 1(b), "Significant Accounting Policies - Recent Accounting Pronouncements."



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**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

The reclassifications out of AOCI along with the associated Unaudited Consolidated Statements of Income line items affected by component, and the total related tax (expense) benefit for the three months ended March 31, 2018 and 2017 are as follows:

<b>Gross Amount Reclassified From AOCI</b>		
<b>Details About AOCI Components - Affected Line Items in the Unaudited Consolidated Statements of Income</b>	<b>Three months ended</b>	<b>Three months ended</b>
<i>(U.S. dollars in thousands)</i>	<b>March 31, 2018</b>	<b>March 31, 2017</b>
<b>Unrealized gains and losses on investments:</b>		
Net realized gains (losses) on investments AFS	\$ 17,762	\$ (47,020)
OTTI	2,848	6,874
Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets	(9,735)	(12,408)
Income (loss) from investment affiliates	—	—
<b>Total before tax</b>	<b>\$ 10,875</b>	<b>\$ (52,554)</b>
Provision (benefit) for income tax	(2,002)	(474)
<b>Net of tax</b>	<b>\$ 8,873</b>	<b>\$ (53,028)</b>
<b>OTTI losses recognized in OCI:</b>		
Net realized gains (losses) on investments AFS	\$ 3,552	\$ 1,455
OTTI transferred to (from) OCI	161	—
<b>Total before tax</b>	<b>\$ 3,713</b>	<b>\$ 1,455</b>
Provision (benefit) for income tax	(97)	(13)
<b>Net of tax</b>	<b>\$ 3,616</b>	<b>\$ 1,442</b>
<b>Gains and losses on cash flow hedges:</b>		
Interest Expense	\$ (48)	\$ (48)
Provision (benefit) for income tax	—	—
<b>Net of tax</b>	<b>\$ (48)</b>	<b>\$ (48)</b>
<b>Total reclassifications for the period, gross of tax</b>	<b>\$ 14,540</b>	<b>\$ (51,147)</b>
Tax benefit (expense)	(2,099)	(487)
<b>Total reclassifications for the period, net of tax</b>	<b>\$ 12,441</b>	<b>\$ (51,634)</b>

**16. Guarantor Financial Information**

The following tables present condensed consolidating balance sheets at March 31, 2018 and December 31, 2017, condensed consolidating statements of income and comprehensive income for the three months ended March 31, 2018 and 2017 and condensed consolidating statements of cash flows for the three months ended March 31, 2018 and 2017 for XL Group, XLIT, a 100% owned subsidiary of XL Group, and XL Group's other subsidiaries (excluding XL Group plc ("XL-Ireland")), which are all 100% directly or indirectly owned subsidiaries of XLIT. For purposes of this disclosure, the results of XL-Ireland, which is currently in liquidation proceedings and whose assets are otherwise immaterial, at March 31, 2018 and December 31, 2017 and for the three months ended March 31, 2018 and 2017 have been included within the results of XL Group.

**XL GROUP LTD**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

Condensed Consolidating Balance Sheet <i>(U.S. dollars in thousands)</i>	March 31, 2018				
	XL-Group (1)	XLIT	Other XL Group Subsidiaries	Consolidating Adjustments and Eliminations	XL Group Consolidated
<b>ASSETS</b>					
Investments:					
Fixed maturities AFS	\$ —	\$ 449,368	\$ 30,207,260	\$ —	\$ 30,656,628
Short-term investments AFS	—	—	500,170	—	500,170
Fixed maturities trading	—	—	2,084,251	—	2,084,251
Short-term investments trading	—	—	7,425	—	7,425
Equity securities	—	—	637,872	—	637,872
Investments in affiliates	—	—	1,900,105	—	1,900,105
Other investments	—	—	1,186,983	—	1,186,983
Total investments	\$ —	\$ 449,368	\$ 36,524,066	\$ —	\$ 36,973,434
Cash and cash equivalents	20,360	233,948	3,230,455	—	3,484,763
Restricted cash	—	—	155,023	—	155,023
Investments in subsidiaries	9,632,524	13,277,715	—	(22,910,239)	—
Accrued investment income	11	2,133	263,557	—	265,701
Deferred acquisition costs and value of business acquired	—	—	1,317,797	—	1,317,797
Ceded unearned premiums	—	—	2,950,077	—	2,950,077
Premiums receivable	—	—	7,988,469	—	7,988,469
Reinsurance balances receivable	—	—	1,210,620	—	1,210,620
Unpaid losses and loss expenses recoverable	—	—	7,271,013	—	7,271,013
Receivable from investments sold	—	15,000	243,084	—	258,084
Goodwill and other intangible assets	—	—	2,230,506	—	2,230,506
Deferred tax asset	—	—	356,667	—	356,667
Amounts due from subsidiaries/parent	57,632	—	70,582	(128,214)	—
Other assets	1,916	27,611	846,282	—	875,809
<b>Total assets</b>	<b>\$ 9,712,443</b>	<b>\$ 14,005,775</b>	<b>\$ 64,658,198</b>	<b>\$ (23,038,453)</b>	<b>\$ 65,337,963</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Liabilities:					
Unpaid losses and loss expenses	\$ —	\$ —	\$ 29,701,568	\$ —	\$ 29,701,568
Deposit liabilities	—	—	982,963	—	982,963
Future policy benefit reserves	—	—	3,680,958	—	3,680,958
Funds withheld on GreyCastle life retrocession arrangements	—	—	989,140	—	989,140
Unearned premiums	—	—	9,687,293	—	9,687,293
Notes payable and debt	—	3,240,461	—	—	3,240,461
Reinsurance balances payable	—	—	4,432,331	—	4,432,331
Payable for investments purchased	—	—	317,339	—	317,339
Deferred tax liability	—	1,949	56,046	—	57,995
Amounts due to subsidiaries/parent	—	122,328	5,886	(128,214)	—
Other liabilities	83,914	51,592	877,187	—	1,012,693
<b>Total liabilities</b>	<b>\$ 83,914</b>	<b>\$ 3,416,330</b>	<b>\$ 50,730,711</b>	<b>\$ (128,214)</b>	<b>\$ 54,102,741</b>
Shareholders' Equity:					
Shareholders' equity attributable to XL Group Ltd	\$ 9,628,529	\$ 9,632,524	\$ 13,277,715	\$ (22,910,239)	\$ 9,628,529
Non-controlling interest in equity of consolidated subsidiaries	—	956,921	649,772	—	1,606,693
<b>Total shareholders' equity</b>	<b>\$ 9,628,529</b>	<b>\$ 10,589,445</b>	<b>\$ 13,927,487</b>	<b>\$ (22,910,239)</b>	<b>\$ 11,235,222</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 9,712,443</b>	<b>\$ 14,005,775</b>	<b>\$ 64,658,198</b>	<b>\$ (23,038,453)</b>	<b>\$ 65,337,963</b>

(1) Includes XL-Ireland, which was the former ultimate parent and is now in liquidation proceedings. The Company expects the net assets of XL-Ireland to be distributed to XL Group upon completion of the liquidation.

**XL GROUP LTD**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

	December 31, 2017				
<b>Condensed Consolidating Balance Sheet</b> <i>(U.S. dollars in thousands)</i>	<b>XL-Group (1)</b>	<b>XLIT</b>	<b>Other XL Group Subsidiaries</b>	<b>Consolidating Adjustments and Eliminations</b>	<b>XL Group Consolidated</b>
<b>ASSETS</b>					
Investments:					
Fixed maturities AFS	\$ —	\$ 528,152	\$ 30,400,836	\$ —	\$ 30,928,988
Short-term investments AFS	—	—	815,481	—	815,481
Fixed maturities trading	—	—	2,006,385	—	2,006,385
Short-term investments trading	—	—	14,965	—	14,965
Equity securities	—	—	713,967	—	713,967
Investments in affiliates	—	—	1,911,996	—	1,911,996
Other investments	—	—	1,163,863	—	1,163,863
Total investments	\$ —	\$ 528,152	\$ 37,027,493	\$ —	\$ 37,555,645
Cash and cash equivalents	3,950	158,688	3,273,316	—	3,435,954
Restricted cash	—	—	157,497	—	157,497
Investments in subsidiaries	9,817,979	13,379,083	—	(23,197,062)	—
Accrued investment income	11	2,436	269,702	—	272,149
Deferred acquisition costs and value of business acquired	—	—	1,102,474	—	1,102,474
Ceded unearned premiums	—	—	2,198,217	—	2,198,217
Premiums receivable	—	—	6,934,482	—	6,934,482
Reinsurance balances receivable	—	—	930,114	—	930,114
Unpaid losses and loss expenses recoverable	—	—	7,247,723	—	7,247,723
Receivable from investments sold	—	—	201,515	—	201,515
Goodwill and other intangible assets	—	—	2,225,751	—	2,225,751
Deferred tax asset	—	—	332,024	—	332,024
Amounts due from subsidiaries/parent	32,301	—	61,976	(94,277)	—
Other assets	14,541	27,244	800,906	—	842,691
<b>Total assets</b>	<b>\$ 9,868,782</b>	<b>\$ 14,095,603</b>	<b>\$ 62,763,190</b>	<b>\$ (23,291,339)</b>	<b>\$ 63,436,236</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Liabilities:					
Unpaid losses and loss expenses	\$ —	\$ —	\$ 29,696,779	\$ —	\$ 29,696,779
Deposit liabilities	—	—	1,042,677	—	1,042,677
Future policy benefit reserves	—	—	3,610,926	—	3,610,926
Funds withheld on GreyCastle life retrocession arrangements	—	—	999,219	—	999,219
Unearned premiums	—	—	8,307,431	—	8,307,431
Notes payable and debt	—	3,220,769	—	—	3,220,769
Reinsurance balances payable	—	—	3,706,116	—	3,706,116
Payable for investments purchased	—	848	332,141	—	332,989
Deferred tax liability	—	—	57,574	—	57,574
Amounts due to subsidiaries/parent	—	62,111	32,166	(94,277)	—
Other liabilities	20,465	36,975	942,996	—	1,000,436
<b>Total liabilities</b>	<b>\$ 20,465</b>	<b>\$ 3,320,703</b>	<b>\$ 48,728,025</b>	<b>\$ (94,277)</b>	<b>\$ 51,974,916</b>
Shareholders' Equity:					
Shareholders' equity attributable to XL Group Ltd	\$ 9,848,317	\$ 9,817,979	\$ 13,379,083	\$ (23,197,062)	\$ 9,848,317
Non-controlling interest in equity of consolidated subsidiaries	—	956,921	656,082	—	1,613,003
<b>Total shareholders' equity</b>	<b>\$ 9,848,317</b>	<b>\$ 10,774,900</b>	<b>\$ 14,035,165</b>	<b>\$ (23,197,062)</b>	<b>\$ 11,461,320</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 9,868,782</b>	<b>\$ 14,095,603</b>	<b>\$ 62,763,190</b>	<b>\$ (23,291,339)</b>	<b>\$ 63,436,236</b>

(1) Includes XL-Ireland, which was the former ultimate parent and is now in liquidation proceedings. The Company expects the net assets of XL-Ireland to be distributed to XL Group upon completion of the liquidation.

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**XL GROUP LTD**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

Three Months Ended March 31, 2018

Condensed Consolidating Statement of Income and Comprehensive Income (U.S. dollars in thousands)	XL-Group (1)	XLIT	Other XL Group Subsidiaries	Consolidating Adjustments and Eliminations	XL Group Consolidated
<b>Revenues:</b>					
Net premiums earned	\$ —	\$ —	\$ 2,600,288	\$ —	\$ 2,600,288
Total net investment income	8	3,287	215,186	—	218,481
Total realized investment gains (losses)	—	(1,586)	(81,769)	—	(83,355)
Net realized and unrealized gains (losses) on derivative instruments	—	—	4,221	—	4,221
Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets	—	—	22,921	—	22,921
Income (loss) from investment affiliates	—	—	45,669	—	45,669
Fee income and other	4	—	6,713	—	6,717
<b>Total revenues</b>	<b>\$ 12</b>	<b>\$ 1,701</b>	<b>\$ 2,813,229</b>	<b>\$ —</b>	<b>\$ 2,814,942</b>
<b>Expenses:</b>					
Net losses and loss expenses incurred	\$ —	\$ —	\$ 1,622,006	\$ —	\$ 1,622,006
Claims and policy benefits	—	—	10,307	—	10,307
Acquisition costs	—	—	463,827	—	463,827
Operating expenses	30,862	842	440,859	—	472,563
Foreign exchange (gains) losses	1,270	510	8,061	—	9,841
Interest expense	—	40,039	13,506	—	53,545
<b>Total expenses</b>	<b>\$ 32,132</b>	<b>\$ 41,391</b>	<b>\$ 2,558,566</b>	<b>\$ —</b>	<b>\$ 2,632,089</b>
Income (loss) before income tax and income (loss) from operating affiliates	\$ (32,120)	\$ (39,690)	\$ 254,663	\$ —	\$ 182,853
Income (loss) from operating affiliates	—	—	10,282	—	10,282
Equity in net earnings (losses) of subsidiaries	184,768	234,278	—	(419,046)	—
Provision (benefit) for income tax	—	—	31,902	—	31,902
<b>Net income (loss)</b>	<b>\$ 152,648</b>	<b>\$ 194,588</b>	<b>\$ 233,043</b>	<b>\$ (419,046)</b>	<b>\$ 161,233</b>
Non-controlling interests	—	9,820	(1,235)	—	8,585
<b>Net income (loss) attributable to common shareholders</b>	<b>\$ 152,648</b>	<b>\$ 184,768</b>	<b>\$ 234,278</b>	<b>\$ (419,046)</b>	<b>\$ 152,648</b>
<b>Comprehensive income (loss)</b>	<b>\$ (206,575)</b>	<b>\$ (174,455)</b>	<b>\$ (124,945)</b>	<b>\$ 299,400</b>	<b>\$ (206,575)</b>

(1) Includes XL-Ireland, which was the former ultimate parent and is now in liquidation proceedings. The Company expects the net assets of XL-Ireland to be distributed to XL Group upon completion of the liquidation.

**XL GROUP LTD**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

Three Months Ended March 31, 2017

Condensed Consolidating Statement of Income and Comprehensive Income (U.S. dollars in thousands)	XL-Group (1)	XLIT	Other XL Group Subsidiaries	Consolidating Adjustments and Eliminations	XL Group Consolidated
<b>Revenues:</b>					
Net premiums earned	\$ —	\$ —	\$ 2,522,791	\$ —	\$ 2,522,791
Total net investment income	83	2,313	198,219	(83)	200,532
Total realized investment gains (losses)	—	(777)	38,063	—	37,286
Net realized and unrealized gains (losses) on derivative instruments	—	—	(7,069)	—	(7,069)
Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets	—	—	(50,101)	—	(50,101)
Income (loss) from investment affiliates	—	—	38,261	—	38,261
Fee income and other	—	—	13,661	—	13,661
<b>Total revenues</b>	<b>\$ 83</b>	<b>\$ 1,536</b>	<b>\$ 2,753,825</b>	<b>\$ (83)</b>	<b>\$ 2,755,361</b>
<b>Expenses:</b>					
Net losses and loss expenses incurred	\$ —	\$ —	\$ 1,583,456	\$ —	\$ 1,583,456
Claims and policy benefits	—	—	7,291	—	7,291
Acquisition costs	—	—	435,869	—	435,869
Operating expenses	16,180	509	451,349	—	468,038
Foreign exchange (gains) losses	176	1	(3,513)	—	(3,336)
Interest expense	—	35,147	15,564	—	50,711
<b>Total expenses</b>	<b>\$ 16,356</b>	<b>\$ 35,657</b>	<b>\$ 2,490,016</b>	<b>\$ —</b>	<b>\$ 2,542,029</b>
Income (loss) before income tax and income (loss) from operating affiliates	\$ (16,273)	\$ (34,121)	\$ 263,809	\$ (83)	\$ 213,332
Income (loss) from operating affiliates	—	—	13,609	—	13,609
Equity in net earnings (losses) of subsidiaries	169,116	239,526	—	(408,642)	—
Provision (benefit) for income tax	—	—	13,092	—	13,092
<b>Net income (loss)</b>	<b>\$ 152,843</b>	<b>\$ 205,405</b>	<b>\$ 264,326</b>	<b>\$ (408,725)</b>	<b>\$ 213,849</b>
Non-controlling interests	—	36,289	24,800	(83)	61,006
<b>Net income (loss) attributable to common shareholders</b>	<b>\$ 152,843</b>	<b>\$ 169,116</b>	<b>\$ 239,526</b>	<b>\$ (408,642)</b>	<b>\$ 152,843</b>
<b>Comprehensive income (loss)</b>	<b>\$ 282,271</b>	<b>\$ 298,544</b>	<b>\$ 368,954</b>	<b>\$ (667,498)</b>	<b>\$ 282,271</b>

(1) Includes XL-Ireland, which was the former ultimate parent and is now in liquidation proceedings. The Company expects the net assets of XL-Ireland to be distributed to XL Group upon completion of the liquidation.

**XL GROUP LTD**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

Three Months Ended March 31, 2018

Condensed Consolidating Statement of Cash Flows (U.S. dollars in thousands)	XL-Group (1)	XLIT	Other XL Group Subsidiaries	Consolidating Adjustments and Eliminations	XL Group Consolidated
<b>Cash flows provided by (used in) operating activities:</b>					
<b>Net cash provided by (used in) operating activities</b>	\$ (39,431)	\$ 38,440	\$ (237,133)	\$ —	\$ (238,124)
<b>Cash flows provided by (used in) investing activities:</b>					
Proceeds from sale of fixed maturities and short-term investments	\$ —	\$ 127,615	\$ 4,241,584	\$ —	\$ 4,369,199
Proceeds from redemption of fixed maturities and short-term investments	—	37,790	663,614	—	701,404
Proceeds from sale of equity securities	—	—	78,716	—	78,716
Purchases of fixed maturities and short-term investments	—	(107,765)	(4,809,426)	—	(4,917,191)
Purchases of equity securities	—	—	(33,230)	—	(33,230)
Proceeds from sale of affiliates	—	—	244,340	—	244,340
Purchases of affiliates	—	—	(76,014)	—	(76,014)
Returns of capital from subsidiaries	11,000	—	—	(11,000)	—
Other, net	—	—	(26,782)	—	(26,782)
<b>Net cash provided by (used in) investing activities</b>	\$ 11,000	\$ 57,640	\$ 282,802	\$ (11,000)	\$ 340,442
<b>Cash flows provided by (used in) financing activities:</b>					
Proceeds from issuance of common shares and exercise of stock options	\$ 46,504	\$ —	\$ —	\$ —	\$ 46,504
Buybacks of common shares	(1,663)	—	—	—	(1,663)
Employee withholding on share-based compensation	—	—	(16,696)	—	(16,696)
Return of capital	—	(11,000)	—	11,000	—
Distributions to non-controlling interests	—	(9,820)	(6,126)	—	(15,946)
Contributions from non-controlling interests	—	—	439	—	439
Contingent consideration paid on business combination	—	—	(5,000)	—	(5,000)
Deposit liabilities	—	—	(71,124)	—	(71,124)
<b>Net cash provided by (used in) financing activities</b>	\$ 44,841	\$ (20,820)	\$ (98,507)	\$ 11,000	\$ (63,486)
Effects of exchange rate changes on foreign currency cash	—	—	7,503	—	7,503
Increase (decrease) in cash, cash equivalents and restricted cash	\$ 16,410	\$ 75,260	\$ (45,335)	\$ —	\$ 46,335
<b>Cash, cash equivalents and restricted cash - beginning of year</b>	3,950	158,688	3,430,813	—	3,593,451
<b>Cash, cash equivalents and restricted cash - end of period</b>	\$ 20,360	\$ 233,948	\$ 3,385,478	\$ —	\$ 3,639,786

(1) Includes XL-Ireland, which was the former ultimate parent and is now in liquidation proceedings. The Company expects the net assets of XL-Ireland to be distributed to XL Group upon completion of the liquidation.

**XL GROUP LTD**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

Three Months Ended March 31, 2017

Condensed Consolidating Statement of Cash Flows (U.S. dollars in thousands)	XL-Group (1)	XLIT	Other XL Group Subsidiaries	Consolidating Adjustments and Eliminations	XL Group Consolidated
<b>Cash flows provided by (used in) operating activities:</b>					
<b>Net cash provided by (used in) operating activities</b>	\$ 235,642	\$ 118,694	\$ (1,833)	\$ (400,000)	\$ (47,497)
<b>Cash flows provided by (used in) investing activities:</b>					
Proceeds from sale of fixed maturities and short-term investments	\$ —	\$ 547	\$ 2,491,458	\$ —	\$ 2,492,005
Proceeds from redemption of fixed maturities and short-term investments	—	44,453	1,183,903	—	1,228,356
Proceeds from sale of equity securities	—	677	45,702	—	46,379
Purchases of fixed maturities and short-term investments	—	(3,098)	(3,629,909)	—	(3,633,007)
Purchases of equity securities	—	—	(47,967)	—	(47,967)
Proceeds from sale of affiliates	—	—	168,237	—	168,237
Purchases of affiliates	—	—	(35,926)	—	(35,926)
Other, net	—	—	23,429	—	23,429
<b>Net cash provided by (used in) investing activities</b>	\$ —	\$ 42,579	\$ 198,927	\$ —	\$ 241,506
<b>Cash flows provided by (used in) financing activities:</b>					
Proceeds from issuance of common shares and exercise of stock options	\$ 23,296	\$ —	\$ —	\$ —	\$ 23,296
Buybacks of common shares	(200,488)	—	—	—	(200,488)
Employee withholding on share-based compensation	—	—	(22,871)	—	(22,871)
Dividends paid on common shares	(58,392)	—	(400,000)	400,000	(58,392)
Distributions to non-controlling interests	—	(3,701)	(21,699)	—	(25,400)
Contributions from non-controlling interests	—	—	26	—	26
Deposit liabilities	—	—	(7,771)	—	(7,771)
<b>Net cash provided by (used in) financing activities</b>	\$ (235,584)	\$ (3,701)	\$ (452,315)	\$ 400,000	\$ (291,600)
Effects of exchange rate changes on foreign currency cash	—	—	30,273	—	30,273
Increase (decrease) in cash, cash equivalents and restricted cash	\$ 58	\$ 157,572	\$ (224,948)	\$ —	\$ (67,318)
<b>Cash, cash equivalents and restricted cash - beginning of year</b>	1,022	84,286	3,495,184	—	3,580,492
<b>Cash, cash equivalents and restricted cash - end of period</b>	\$ 1,080	\$ 241,858	\$ 3,270,236	\$ —	\$ 3,513,174

(1) Includes XL-Ireland, which was the former ultimate parent and is now in liquidation proceedings. The Company expects the net assets of XL-Ireland to be distributed to XL Group upon completion of the liquidation.



**GENERAL**

The following is a discussion of our financial condition, liquidity and results of operations. Certain aspects of our business have loss experience characterized as low frequency and high severity. This may result in volatility from period to period in both the Company's and an individual segment's results of operations and financial condition. Unless the context otherwise indicates, references to the "Company," "we," "us," or "our" are to XL Group Ltd, a Bermuda exempted company, and its consolidated subsidiaries ("XL" or "XL Group").

This "Management's Discussion and Analysis of Financial Condition and Results of Operations" contains forward-looking statements that involve inherent risks and uncertainties. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. These statements are based upon current plans, estimates and expectations. Actual results may differ materially from those projected in such forward-looking statements and, therefore, undue reliance should not be placed on them. For a list of additional factors that could cause actual results to differ materially from those contained in any forward-looking statement included herein, see Item 1A, "Risk Factors," included in our Annual Report on Form 10-K for the year ended December 31, 2017 and Part II, Item 1A, "Risk Factors," included herein.

This discussion and analysis should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Audited Consolidated Financial Statements and Notes thereto reported in Items 7 and 8, respectively, of our Annual Report on Form 10-K for the year ended December 31, 2017.

**MERGER AGREEMENT**

On March 5, 2018 the Company entered into a definitive agreement and plan of merger with AXA SA. For further information, see Item 1, Note 2(a), "Acquisitions and Disposals - Merger with AXA SA ("AXA")," to the Unaudited Consolidated Financial Statements included herein. Management is highly focused on the closing of the AXA transaction, and continues to focus and work across our organization to deliver our 2018 plan.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

The Private Securities Litigation Reform Act of 1995 ("PSLRA") provides a "safe harbor" for forward-looking statements. Any prospectus, prospectus supplement, Annual Report to common shareholders, proxy statement, Form 10-K, Form 10-Q, Form 8-K or any other written or oral statements made by us or on our behalf may include forward-looking statements that reflect our current views with respect to future events and financial performance. Such statements include forward-looking statements both with respect to us in general, and to the insurance and reinsurance sectors in particular (both as to underwriting and investment matters). Statements that include the words "expect," "estimate," "intend," "plan," "believe," "project," "anticipate," "may," "could," or "would" and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the PSLRA or otherwise.

All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements. We believe that these factors include, but are not limited to, the following:

- the continuation of downward trends in rates for property and casualty insurance and reinsurance;
- changes in the size of claims we receive relating to unpredictable natural or man-made catastrophe losses, such as hurricanes, earthquakes, typhoons, floods, nuclear accidents or terrorism, due to the preliminary nature of some reports and estimates of loss and damage to date, and in particular our loss estimates and industry loss estimates relating to hurricanes Harvey, Irma and Maria, the Mexican earthquakes and Typhoon Hato in Southeast Asia, given the complexities and nature of these particular events, including the magnitude, proximity and relatively recent occurrence of these events, incomplete claims data received to date, the likelihood of longer development periods associated with the specific characteristics of these events and the geographic and infrastructure limitations related to the areas affected by these events, among other matters;
- changes in the number of insureds and ceding companies affected or the ultimate number and value of individual claims related to natural catastrophe events due to the preliminary nature of reports and estimates of loss and damage to date;
- risks and uncertainties relating to the proposed acquisition of XL by AXA SA, including but not limited to (i) that XL may be unable to complete the proposed transaction because, among other reasons, conditions to the closing of the proposed transaction may not be satisfied or waived, including the failure to obtain XL shareholder approval for the proposed transaction or that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (ii) uncertainty as to the timing of completion of the proposed transaction; (iii) the

occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement between XL and AXA dated March 5, 2018; (iv) risks related to disruption of management's attention from XL's ongoing business operations due to the proposed transaction; (v) the effect of the announcement of the proposed transaction on XL's relationships with its clients, operating results and business generally; and (vi) the outcome of any legal proceedings to the extent initiated against XL or others following the announcement of the proposed transaction, as well as XL's management's response to any of the aforementioned factors;

- changes in the amount or type of business that we write, whether due to our actions, changes in market conditions or other factors, and the aggregate amount of premiums attributable to those businesses;
- the availability, cost or quality of ceded reinsurance, and the timely and full recoverability of such reinsurance, or other amounts due to us, or changes to our projections relating to such recoverables;
- actual loss experience from insured or reinsured events and the timing of claims payments being faster or the receipt of reinsurance recoverables being slower than we anticipated;
- increased competition on the basis of pricing, capacity, coverage terms or other factors, such as the increased inflow of third-party capital into reinsurance markets, which could harm our ability to maintain or increase our business volumes or profitability;
- greater frequency or severity of claims and loss activity than our underwriting, reserving or investment practices anticipate based on historical experience or industry data;
- the impact of changes in the global financial markets, such as the effects of inflation on our business including on pricing and reserving, changes in interest rates, credit spreads and foreign currency exchange rates and future volatility in the world's credit, financial and capital markets that adversely affect the performance and valuation of our investments, future financing activities and access to such markets, our ability to pay claims or our general financial condition;
- our ability to successfully implement our business strategy;
- our ability to successfully attract and raise additional third-party capital for existing or new investment vehicles;
- changes in credit ratings or rating agency policies or practices, which could trigger cancellation provisions in our assumed reinsurance agreements or affect the availability of our credit facilities;
- the potential for changes to methodologies, estimations and assumptions that underlie the valuation of our financial instruments, that could result in changes to investment valuations;
- changes to our assessment as to whether it is more likely than not that we will be required to sell, or have the intent to sell, available-for-sale ("AFS") fixed maturity securities before their anticipated recovery;
- unanticipated constraints on our liquidity, including the availability of borrowings and letters of credit under our credit facilities, which may inhibit our ability to support our operations, including our ability to underwrite policies and pay claims;
- the ability of our subsidiaries to pay dividends to XL Group, XLIT Ltd. ("XLIT") and Catlin Insurance Company Ltd;
- changes in regulators or regulations applicable to our brokers or customers or to us, such as changes in regulatory capital balances that our operating subsidiaries must maintain;
- the effects of business disruption, economic contraction or economic sanctions due to unpredictable global political and social conditions such as war, terrorism or other hostilities, cyber-attacks, or pandemics;
- the actual amount of new and renewal business and acceptance of our products and services, including new products and services and the materialization of risks related to such products and services;
- changes in the distribution or placement of risks due to increased consolidation of insurance and reinsurance brokers;
- bankruptcies or other financial concerns of companies insofar as they affect property and casualty insurance and reinsurance ("P&C") coverages or claims that we may have as a counterparty;
- the loss of key personnel;
- the effects of mergers, acquisitions and divestitures, including our ability to modify our internal control over financial reporting, changes to our risk appetite and our ability to realize the strategic value or financial benefits expected, in each case, as a result of such transactions;
- the economic, political, monetary and operational impacts of the "Brexit" referendum held on June 23, 2016 in which the U.K. electorate voted to withdraw from the European Union ("E.U."), including unanticipated costs or complications associated with our decision to redomesticate XL Insurance Company SE from the U.K. to Ireland, or the possibility that this redomestication or other Brexit-related decisions do not have the results anticipated;
- changes in general economic, political or monetary conditions, including new or continued sovereign debt concerns in Euro-Zone countries or emerging markets such as Brazil or China, or governmental actions for the purpose of stabilizing financial markets;
- changes in applicable tax laws, tax treaties or tax regulations or the interpretation or enforcement thereof;
- judicial decisions and rulings, new theories of liability or emerging claims coverage issues, legal tactics and settlement terms;

- the effects of climate change (such as changes to weather patterns, sea levels or temperatures) on our business, which our modeling or risk management practices may not adequately address due to the uncertain nature of climate change; and
- the other factors set forth in Item 1A, "Risk Factors," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, Part II, Item 1A, "Risk Factors," included herein and our other documents on file with the SEC.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein or elsewhere. We undertake no obligation to update publicly any forward-looking statement, whether as a result of new information, future developments or otherwise.

## EXECUTIVE OVERVIEW

See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Executive Overview" included in Item 7 of our Annual Report on Form 10-K filed for the year ended December 31, 2017.

## RESULTS OF OPERATIONS AND KEY FINANCIAL MEASURES

The following table presents an analysis of our net income (loss) attributable to common shareholders and other financial measures management considers important in evaluating our operating performance for the three months ended March 31, 2018 and 2017:

	Three Months Ended		
	March 31,		Change
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands, except per share amounts)</i>			
Net income (loss) attributable to common shareholders	\$ 152,648	\$ 152,843	(0.1)%
Earnings (loss) per common share – basic	\$ 0.59	\$ 0.58	1.7 %
Earnings (loss) per common share – diluted	\$ 0.58	\$ 0.57	1.8 %
Weighted average number of common shares and common share equivalents, in thousands – basic	256,922	265,690	(3.3)%
Weighted average number of common shares and common share equivalents, in thousands – diluted	261,176	269,767	(3.2)%
Underwriting profit (loss) - P&C operations	\$ 122,440	\$ 143,977	(15.0)%
Combined ratio - P&C operations	95.3%	94.3%	1.0 pts
Net investment income - P&C operations (1)	\$ 180,564	\$ 159,941	12.9 %
Operating net income (2)	\$ 214,359	\$ 136,143	57.5 %
Operating net income per common share (2)	\$ 0.82	\$ 0.50	\$ 0.32
Annualized return on average common shareholders' equity	6.3%	5.6%	0.7 pts
Annualized operating return on average common shareholders' equity (2)	8.8%	5.0%	3.8 pts
Annualized operating return on average common shareholders' equity excluding accumulated other comprehensive income (2)	9.4%	5.4%	4.0 pts
Annualized operating return on average common shareholders' equity excluding Catlin-related integration costs (2)	8.8%	6.1%	2.7 pts
Annualized operating return on average common shareholders' equity excluding Catlin-related integration costs and accumulated other comprehensive income (2)	9.4%	6.5%	2.9 pts

<i>(U.S. dollars)</i>	March 31, 2018	December 31,	Change
		2017	(Three Months)
Book value per common share	\$ 37.30	\$ 38.46	\$ (1.16)
Fully diluted book value per common share	\$ 36.53	\$ 38.04	\$ (1.51)
Fully diluted tangible book value per common share (2)	\$ 28.06	\$ 29.44	\$ (1.38)

(1) Net investment income - P&C operations includes all net investment income related to the net results from structured products and excludes all net investment income from the assets supporting the Life Funds Withheld Assets, as defined in Item 1, Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," to the Unaudited Consolidated Financial Statements included herein.

(2) Represents a non-GAAP financial measure as discussed further below. See "Reconciliation of Non-GAAP Financial Measures" below.

The following are descriptions of these key financial measures and a brief discussion of the factors influencing them:

**Net income (loss) attributable to common shareholders ("Net income")**

*Underwriting profit and Combined Ratio – P&C operations*

One way that we evaluate the performance of our P&C operations is by underwriting profit or loss. Underwriting profit or loss is also a key component of our net income. We do not measure performance based on the amount of gross premiums written. Underwriting profit or loss is calculated from net premiums earned less net losses incurred and expenses related to underwriting activities.

In the following discussion, as well as in the "Income Statement Analysis" section, the following ratios are used to explain the underwriting profit (loss) from our P&C operations:

- The combined ratio related to the P&C operations is the sum of the loss and loss expense ratio and the underwriting expense ratio. A combined ratio under 100% represents an underwriting profit and over 100% represents an underwriting loss. In the P&C industry, the combined ratio is a widely used measure of underwriting profitability.
- The loss and loss expense ratio related to the P&C operations is calculated by dividing the net losses and loss expenses incurred by the net premiums earned for the Insurance and Reinsurance segments.
- The acquisition expense ratio related to the P&C operations is calculated by dividing the acquisition costs incurred by the net premiums earned for the Insurance and Reinsurance segments.
- The operating expense ratio related to the P&C operations is calculated by dividing the operating expenses incurred by the net premiums earned for the Insurance and Reinsurance segments.
- The underwriting expense ratio related to the P&C operations is the sum of acquisition costs and operating expenses for the Insurance and Reinsurance segments divided by net premiums earned for the Insurance and Reinsurance segments.

The following table presents the ratios for our P&C operations for the three months ended March 31, 2018 and 2017:

	Three Months Ended		
	March 31,		Change
	2018	2017	2018 vs 2017
Loss and loss expense ("loss") ratio	62.5%	62.8%	(0.3)
Acquisition expense ratio	17.8%	17.2%	0.6
Operating expense ratio	15.0%	14.3%	0.7
Underwriting expense ratio	32.8%	31.5%	1.3
<b>Combined ratio</b>	<b>95.3%</b>	<b>94.3%</b>	<b>1.0</b>

**Three months ended March 31, 2018 vs. 2017:** The 1.0 percentage point deterioration in our combined ratio for the three months ended March 31, 2018, compared to the same period of 2017, is mainly due to rising operating expenses and acquisition costs. The increase in operating expenses were a result of certain one-time compensation related costs, while acquisition costs were primarily attributable to changes in the mix of business as well as the impact of favorable prior year development on the recognition of outward profit commission within the Reinsurance Segment.

For further information on our combined ratio, see "Income Statement Analysis" below.

*Net investment income - P&C Operations*

Net investment income - P&C operations, which includes interest and dividend income together with the amortization of premium and discount on fixed maturities and short-term investments, net of related investment expenses, is an important measure that affects our overall profitability. Our largest liability relates to our unpaid loss and loss expenses reserves, and our investment portfolio provides liquidity for claims settlements related to these reserves as they become due. As a result, a significant part of the investment portfolio is invested in fixed income securities. Net investment income is influenced by a number of factors, including the amounts and timing of inward and outward cash flows, the level of interest rates and credit spreads, foreign exchange rates and changes in overall asset allocation. See the segment results under "Income Statement Analysis - Investment Activities (Excluding Life Funds Withheld Assets)" below for a discussion of our net investment income for the three months ended March 31, 2018.

### Net income (loss) and earnings per share ("EPS")

The following table presents the net income and earnings per common share for the three months ended March 31, 2018 and 2017:

	Three Months Ended		
	March 31,		Change
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands, except per share amounts)</i>			
Net income (loss)	\$ 152,648	\$ 152,843	(0.1)%
EPS - basic	\$ 0.59	\$ 0.58	1.7 %
EPS - diluted	\$ 0.58	\$ 0.57	1.8 %

**Three months ended March 31, 2018 vs. 2017:** The changes in our net income, basic EPS and diluted EPS for the three months ended March 31, 2018 reflect the overall results of our P&C operations and our investment performance as well as the favorable activity from our GreyCastle Life Retro Arrangements, as described in Item 1, Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," and Item 1, Note 5, "Derivative Instruments," to the Unaudited Consolidated Financial Statements included herein.

### Operating net income and Operating net income per share

Operating net income is a non-GAAP financial measure defined as net income (loss) attributable to common shareholders excluding: (1) our net investment income - Life Funds Withheld Assets, as defined in Item 1, Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," to the Unaudited Consolidated Financial Statements included herein, (2) our net realized (gains) losses on investments available for sale - excluding Life Funds Withheld Assets, (3) our net realized and change in net unrealized (gains) losses on equity securities - excluding Life Funds Withheld Assets, (4) our net realized (gains) losses on investments (including OTTI) and change in net unrealized (gains) losses on investments, trading - Life Funds Withheld Assets, (5) our net realized and unrealized (gains) losses on derivatives, (6) our net realized and unrealized (gains) losses on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets, (7) our share of items (2) and (5) for our insurance company affiliates for the periods presented, (8) our foreign exchange (gains) losses, (9) our expenses related to the pending acquisition by AXA SA, (10) our gain on the sale of our wholly-owned subsidiary XL Life Insurance and Annuity Company and the partial sale of our holdings in New Ocean Capital Management, (11) our net (gains) losses on the early extinguishment of debt, (12) our net (gains) losses from the repurchase of preference shares, (13) tax provision arising from our write-down of our deferred tax asset related to the U.S. Tax Cuts and Jobs Act, and (14) a provision (benefit) for income tax on items excluded from operating income.

Although the investment of premiums to generate income (or loss) and realized capital gains (or losses) is an integral part of our operations, the determination to realize capital gains (or losses), as well as absorb the volatility associated with marking our portfolio of public equity securities to market, is independent of the underwriting process. In addition, losses as the result of other-than-temporary declines in value and goodwill impairment charges are recognized in net income without actual realization. In this regard, certain users of our financial information, including certain rating agencies, evaluate earnings before tax and realized capital gains to understand the profitability of the operational sources of income without the effects of these variables. Furthermore, these users believe that, for many companies, the timing of the realization of capital gains is largely a function of economic and interest rate conditions.

Net realized and unrealized (gains) losses on derivatives include all derivatives entered into by the Company other than certain credit derivatives and the life retrocession embedded derivative. With respect to credit derivatives, because the Company and its insurance company operating affiliates generally hold financial guaranty contracts written in credit default derivative form to maturity, the net effects of the changes in fair value of these credit derivatives are excluded (similar with other companies' treatment of such contracts), as the changes in fair value each quarter are not indicative of underlying business performance.

Net investment income - Life Funds Withheld Assets, and net realized (gains) losses on the life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets, have been excluded because, as a result of the GreyCastle Life Retro Arrangements, XL no longer shares in the risks and rewards of the underlying performance of the Life Funds Withheld Assets that support these retrocession arrangements. The returns on the Life Funds Withheld Assets are passed directly to the reinsurer pursuant to a contractual arrangement that is accounted for as a derivative. Therefore, net investment income from the Life Funds Withheld Assets and changes in the fair value of the embedded derivative associated with these GreyCastle Life Retro Arrangements are not relevant to our underlying business performance.

Foreign exchange (gains) losses in the Unaudited Consolidated Statements of Income are only one element of the overall impact of foreign exchange fluctuations on XL's financial position and are not representative of any economic gain or loss made by the Company. Accordingly, they are not considered a relevant indicator of financial performance and are excluded.

In summary, we evaluate the performance of and manage our business to produce an underwriting profit. In addition to presenting net income (loss), we believe that showing operating net income (loss) enables investors and other users of our financial information to analyze our performance in a manner similar to how we analyze our performance. In this regard, we believe that providing only a GAAP presentation of net income (loss) would make it more difficult for users of our financial information to evaluate our underlying business. We also believe that equity analysts and certain rating agencies that follow us (and the insurance industry as a whole) exclude these items from their analyses for the same reasons, and they request that we provide this non-GAAP financial information on a regular basis. A reconciliation of our net income (loss) attributable to common shareholders to operating net income (loss) is provided at "Reconciliation of Non-GAAP Financial Measures" below.

Operating net income per common share is calculated by dividing non-GAAP operating net income by the weighted average number of common shares and common share equivalents outstanding for each period combined with the impact from dilution of share-based compensation and certain conversion features where dilutive.

	Three Months Ended		
	March 31,		Change
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands, except per share amounts)</i>			
Operating net income	\$ 214,359	\$ 136,143	57.5%
Operating net income per share - diluted	\$ 0.82	\$ 0.50	\$ 0.32

**Three months ended March 31, 2018 vs. 2017:** The increases in our operating net income and operating net income per share for the three months ended March 31, 2018 as compared to the same periods of 2017 were primarily driven by improved investment returns and lower financing costs associated with our preferred shares in the three months ended March 31, 2018, partially offset by lower overall underwriting profit, as noted above in our discussion of combined ratio. For further information on these items, see "Income Statement Analysis" below.

**Annualized return on average common shareholders' equity ("ROE") and other non-GAAP ROE-derived measures**

ROE is calculated by dividing the annualized net income (loss) attributable to common shareholders for any period by the average of the opening and closing shareholders' equity attributable to XL Group. We establish minimum target ROEs for our total operations, segments and lines of business. If our minimum ROE targets over the longer term are not met with respect to any line of business, we seek to modify and/or exit this line.

Annualized operating return on average common shareholders' equity ("Operating ROE") is another non-GAAP financial measure that we consider important in evaluating our operating performance for the same reasons noted in Operating net income above. Operating ROE is a widely used measure of any company's profitability that is calculated by dividing non-GAAP annualized operating net income for any period by the average of the opening and closing common shareholders' equity. In addition, compensation of our senior officers is dependent on, among other factors, the achievement of our performance goals to enhance common shareholder value as measured by Operating ROE (as it may be adjusted for certain items as determined by our Management Development and Compensation Committee).

Annualized operating return on average common shareholders' equity excluding accumulated other comprehensive income ("AOCI") ("Operating ROE ex-AOCI") is an additional non-GAAP financial measure of our profitability. The most significant component of this financial measure is the exclusion of mark to market fluctuations on our investments available for sale portfolio that have not been realized through sales. We believe that this is a meaningful measure because it demonstrates our core performance as a (re)insurance company without the impact of investment market volatility. Operating ROE ex-AOCI is derived by dividing annualized non-GAAP operating net income for any period by the average of the opening and closing common shareholders' equity excluding AOCI.

Annualized operating return on average common shareholders' equity excluding integration costs ("Operating ROE ex-Catlin-related integration") is an additional non-GAAP financial measure of our profitability that eliminates the impacts of integration costs related to the Catlin Acquisition. Integration costs related to the Catlin Acquisition were completed in the second quarter of 2017. Operating ROE ex-Catlin-related integration is derived by dividing non-GAAP operating net income excluding Catlin-related integration costs for any period by the average of the opening and closing common shareholders' equity.

Annualized operating return on average common shareholders' equity excluding integration costs and AOCI ("Operating ROE ex-Catlin-related integration and AOCI") is an additional non-GAAP financial measure of our profitability that combined the effects of the two metrics discussed above. Operating ROE ex-Catlin-related integration costs and AOCI is derived by dividing annualized non-GAAP operating net income excluding Catlin-related integration costs for any period by the average of the opening and closing common shareholders' equity excluding AOCI.

The following table presents the measures discussed above for the three months ended March 31, 2018 and 2017:

	Three Months Ended		
	March 31,		Change
	2018	2017	2018 vs 2017
ROE	6.3%	5.6%	0.7
Operating ROE	8.8%	5.0%	3.8
Operating ROE ex-AOCI	9.4%	5.4%	4.0
Operating ROE ex-Catlin-related integration costs	8.8%	6.1%	2.7
Operating ROE ex-Catlin-related integration costs and AOCI	9.4%	6.5%	2.9

**Three months ended March 31, 2018 vs. 2017:** The increases in our ROE and other operating ROE measures for the three months ended March 31, 2018 as compared to the same periods of 2017 were mainly due to the drivers noted above for net income and operating net income, respectively, combined with an overall decrease in our total shareholders' equity due to significant natural catastrophe activity in the second half of 2017.

Reconciliations of these measures and their components are provided under "Reconciliation of Non-GAAP Financial Measures" below.

**Book value per common share and other book value-derived measures**

We view the change in our book value per common share ("BVPS") and fully diluted book value per share ("Fully diluted BVPS") as additional measures of our performance, representing the value generated for our common shareholders each period, and we believe that these measures are key drivers of our share price over time. BVPS is calculated by dividing common shareholders' equity by the number of outstanding common shares at the applicable period end. Common shares outstanding include all common shares issued and outstanding (as disclosed on the face of the Unaudited Consolidated Balance Sheets) as well as all director share units outstanding. Fully diluted BVPS is calculated by dividing common shareholders' equity by the number of outstanding shares at the applicable period end combined with the impact from dilution of share-based compensation and certain conversion features where dilutive. BVPS and Fully diluted BVPS are affected primarily by net income (loss), by any changes in the net unrealized gains and losses on our investment portfolio, by currency translation adjustments and by the impact of any share buyback or issuance activity. Common shares outstanding include all common shares issued and outstanding (as disclosed on the face of the Unaudited Consolidated Balance Sheets) as well as all director share units outstanding.

Fully diluted tangible book value per common share ("Fully diluted TBVPS") is a widely used non-GAAP financial measure that, much like BVPS, represents the value generated for our common shareholders excluding items such as goodwill and other intangible assets. The exclusion of these amounts allow for more meaningful comparisons between peers, specifically those that have been less acquisitive. Fully diluted TBVPS is calculated by dividing common shareholders' equity excluding intangible assets by the number of outstanding common shares at the applicable period end combined with the impact from dilution of share-based compensation and certain conversion features where dilutive.

The following table presents the measures discussed above at the dates indicated:

(U.S. dollars)	March 31, 2018	December 31, 2017	Change (Three Months)
Book value per common share	\$ 37.30	\$ 38.46	\$ (1.16)
Fully diluted book value per common share	\$ 36.53	\$ 38.04	\$ (1.51)
Fully diluted tangible book value per common share	\$ 28.06	\$ 29.44	\$ (1.38)

**Three months ended March 31, 2018:** The decreases in our BVPS, Fully diluted TBVPS and Fully diluted BVPS were mainly driven by unrealized losses on the mark to market of investments, share-based compensation activity and the payment of dividends, partially offset by net income earned during the period.

Reconciliations of these measures and their components are provided under "Reconciliation of Non-GAAP Financial Measures" below.

## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

The following is a reconciliation of net income (loss) attributable to common shareholders to operating net income (loss) and also includes the calculation of our Operating ROE measures for the three months ended March 31, 2018 and 2017 and Fully diluted TBVPS at March 31, 2018 and 2017, as well as information about goodwill and intangible assets, outstanding shares and shareholders' equity, which are used in various of the non-GAAP financial measures:

	Three Months Ended	
	March 31,	
	2018	2017
<i>(U.S. dollars in thousands, except per share amounts)</i>		
Net income (loss) attributable to common shareholders	\$ 152,648	\$ 152,843
Net realized and unrealized (gains) losses on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets (1)	(22,921)	50,101
Net realized (gains) losses on investments and change in net unrealized (gains) losses on investments, trading and OTTI - Life Funds Withheld Assets	22,512	(33,068)
Net investment income - Life Funds Withheld Assets	(30,398)	(33,364)
Foreign exchange revaluation (gains) losses on and other income and expense items related to Life Funds Withheld Assets	(10,683)	(3,224)
Net income (loss) attributable to common shareholders excluding Contribution from Life Retrocession Arrangements	\$ 111,158	\$ 133,288
Net realized (gains) losses and OTTI on investments - excluding Life Funds Withheld Assets	—	(4,218)
Net realized (gains) losses on investments AFS and OTTI - excluding Life Funds Withheld Assets	33,478	—
Net realized (gains) losses and change in net unrealized gains (losses) on equity securities - excluding Life Funds Withheld Assets	36,014	—
Net realized and unrealized (gains) losses on derivatives	(4,221)	7,069
Net realized and unrealized (gains) losses on investments and derivatives related to the Company's insurance company affiliates	(636)	(2,051)
Foreign exchange (gains) losses excluding Life Funds Withheld Assets	20,524	(112)
Expenses related to the pending acquisition by AXA SA	22,648	—
(Provision) benefit for income tax on items excluded from operating income (2)	(4,606)	2,167
Operating net income (loss)	\$ 214,359	\$ 136,143
Catlin-related integration costs	—	33,949
(Provision) benefit for income tax on Catlin-related integration costs	—	(3,768)
Operating net income (loss) (excluding Catlin-related integration costs)	\$ 214,359	\$ 166,324
<b>Per common share results - diluted:</b>		
Net income (loss) attributable to common shareholders	\$ 0.58	\$ 0.57
Operating net income (loss)	\$ 0.82	\$ 0.50
<b>Weighted average common shares outstanding:</b>		
Basic	256,922,376	265,690,364
Diluted (3)	261,175,868	269,766,805
Diluted - For Operating net income per share	261,175,868	269,766,805
<b>Return on common shareholders' equity:</b>		
Opening common shareholders' equity	\$ 9,848,317	\$ 10,938,512
Closing common shareholders' equity (at period end)	9,628,529	10,974,884
Average common shareholders' equity for the period	9,738,423	10,956,698
Opening AOCI	889,431	715,546
Closing AOCI (at period end)	312,255	844,974
Average AOCI for the period	600,843	780,260
Average common shareholders' equity for the period excluding average AOCI	9,137,580	10,176,438
Annualized net income (loss)	610,592	611,372
Annualized operating net income (loss)	857,436	544,572
Annualized operating net income (loss) (excluding Catlin-related integration costs)	857,436	665,295
Annualized return on average common shareholders' equity	6.3%	5.6%
Annualized operating return on average common shareholders' equity	8.8%	5.0%
Annualized operating return on average common shareholders' equity excluding AOCI	9.4%	5.4%
Annualized operating return on average common shareholders' equity excluding Catlin-related integration costs	8.8%	6.1%
Annualized operating return on average common shareholders' equity excluding Catlin-related integration costs and AOCI	9.4%	6.5%



	<u>March 31, 2018</u>	<u>December 31, 2017</u>
<b>Book value per common share:</b>		
Closing common shares outstanding - basic	258,171,836	256,033,895
Closing common shares outstanding - diluted	263,605,861	258,901,212
Book value per common share	\$ 37.30	\$ 38.46
Fully diluted book value per common share	\$ 36.53	\$ 38.04
Goodwill and other intangible assets	\$ 2,230,506	\$ 2,225,751
Tangible book value	\$ 7,398,023	\$ 7,622,566
Fully diluted tangible book value per common share	\$ 28.06	\$ 29.44

- (1) Investment results for the Life Funds Withheld Assets - including interest income, unrealized gains and losses, and gains and losses from sales - are passed directly to the reinsurer pursuant to a contractual arrangement which is accounted for as a derivative. Changes in the fair value of the embedded derivative associated with the GreyCastle Life Retrocession Arrangements are reflected within "Net realized and unrealized (gains) losses on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets" in the reconciliation.
- (2) The tax impact was calculated at the applicable jurisdictional effective tax rate, which could differ from the Company's effective tax rate.
- (3) Diluted weighted average number of common shares outstanding is used to calculate per share data except when it is anti-dilutive to earnings per share or when there is a net loss. When it is anti-dilutive or when a net loss occurs, basic weighted average common shares outstanding is utilized in the calculation of net loss per share and net operating loss per share.

## SIGNIFICANT ITEMS AFFECTING THE RESULTS OF OPERATIONS

Our net income and other financial measures as shown above for the three months ended March 31, 2018 have been affected by, among other things, the following significant items:

- 1) The impact of natural catastrophe loss events;
- 2) The current underwriting environment;
- 3) Market movement impacts on our investment portfolio.

### 1) The impact of natural catastrophe loss events

The following table outlines the impact of natural catastrophes on incurred losses and the loss ratio impact of the Insurance and Reinsurance segments for the three months ended March 31, 2018 and 2017:

	<u>Natural Catastrophe Losses</u>		<u>Natural Catastrophe Loss Ratio Impact</u>	
	<u>Three Months Ended March 31,</u>		<u>Three Months Ended March 31,</u>	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
<i>(U.S. dollars in thousands)</i>				
Insurance	\$ 63,475	\$ 70,330	3.9%	4.3%
Reinsurance	9,718	25,745	1.0%	2.9%
<b>Total P&amp;C</b>	<b>\$ 73,193</b>	<b>\$ 96,075</b>	<b>2.8%</b>	<b>3.8%</b>

The Company's loss estimates are based on its review of individual treaties and policies expected to be impacted, along with available client and industry data. These estimates involve the exercise of considerable judgment. Given that the facts are still developing, as well as the complexities of the nature of the events, there is considerable uncertainty associated with the loss estimates for these events and such estimates are accordingly subject to revision as additional information becomes available. Actual losses may differ materially from these estimates.

### 2) The current underwriting environment

There can be no assurance that the following (re)insurance rate conditions or growth opportunities will be sustained or further materialize, or lead to improvements in our books of business. See "Cautionary Note Regarding Forward-Looking Statements."

#### *Insurance*

For the three months ended March 31, 2018, pricing in the Insurance segment was up approximately 3.3%. Our Global Lines businesses were up 4.4%, with most lines contributing to the increase with the exception of a modest decrease in crisis management. North America business lines were up approximately 3.0% as increases in most lines were partially offset by a slight decrease in cybertech. Our International business lines were up 2.2% for the period with positive rate achieved in each of the lines.

Gross premiums written in the quarter were up by 6.4%, or \$172 million on a reported basis year-over-year, and when we normalize for foreign exchange, up by 4.1% in the quarter. Our largest growing portfolios included our international property,

international casualty, North America construction, accident & health, global risk management and crisis management lines of business. See "Income Statement Analysis - Insurance" for further discussion of our premium movements.

The trading environment for our core lines of business remains competitive and we continue to focus on those lines of business that we believe provide the best return on capital, including the writing of selective new business, and remain committed to taking the underwriting actions necessary to improve our margins.

### **Reinsurance**

For the three months ended March 31, 2018, the underwriting environment indicated positive rate changes across all lines of business, although slightly less than expected.

Rates across the Reinsurance segment were up approximately 4.6%. Our property catastrophe portfolio was up 6.1% while the property treaty book was up 4.4%. Our casualty and marine & energy business renewed with increases of 4.8% and 7.5%, respectively.

Despite continuing competitive market conditions, the Reinsurance segment retained profitable business while increasing its volume of new business resulting from successful portfolio management focused on underwriting profitability and global client management efforts. See "Income Statement Analysis - Reinsurance" for further discussion of our premium movements.

### **3) Market movement impacts on our investment portfolio (Excluding Life Funds Withheld Assets)**

During the three months ended March 31, 2018, the negative mark to market change of \$413.1 million on our total investments, including Equity Securities and Other Investments, was primarily driven by an increase in interest rates and widening credit spreads across our major jurisdictions. A decrease in the equity index prices also contributed to the negative mark to market change from our equity portfolio. This represents an approximately 1.3% depreciation in the average total investment assets for the three months ended March 31, 2018.

The following table provides further detail regarding the movements in relevant credit and equity markets, as well as in government interest rates, using selected market indices during the three months ended March 31, 2018:

	<b>Interest Rate Movement for the three months ended March 31, 2018 (1)</b> ('+'/'-' represents increases / decreases in interest rates)	<b>Credit Spread Movement for the three months ended March 31, 2018 (1)</b> ('+'/'-' represents widening / tightening of credit spreads)	<b>Equity Market Price Movement for the three months ended March 31, 2018 (1)</b> ('+'/'-' represents increases / decreases in common equity market benchmarks)
United States	+35 basis points (5 year Treasury)	+19 basis points (US Corporate A rated) +4 basis points (US Mortgage Master Index)	-1.41% (MSCI All Countries World Index) -1.22% (S&P500 Index)
United Kingdom	+39 basis points (5 year Gilt)	+7 basis points (UK Corporate, AA rated)	
Euro-zone	+10 basis points (5 year Bund)	+5 basis points (Europe Corporate, A rated)	

(1) Source: Bloomberg Finance L.P.

Please see "Income Statement Analysis - Investment Activities" below for further analysis.

### **OTHER KEY FOCUSES OF MANAGEMENT**

We remain focused on, among other things, managing capital, enhancing enterprise risk management ("ERM") capabilities and monitoring regulatory change.

#### **Capital Management**

Fundamental to supporting our business model is our ability to underwrite business, which is largely dependent upon the quality of our claims paying and financial strength ratings as evaluated by independent rating agencies. As a result, in the event that we are downgraded, our ability to write business, as well as our financial condition or results of operations, could be adversely affected. Managing our capital, debt and leverage is an important part of maintaining the necessary ratings position.

## Risk Management

Our risk management and risk appetite framework is detailed in Item 1, "Business - Enterprise Risk Management," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. The table below shows our estimated per event net 1% and 0.4% exceedance probability exposures for certain peak natural catastrophe peril regions based on our evaluation and detailed analysis with a measurement date of January 1, 2018. These estimates assume that amounts due from reinsurance and retrocession purchases are 100% collectible. There may be credit or other disputes associated with these potential receivables.

Geographical Zone (U.S. dollars in millions)	Peril	Measurement Date of In-Force Exposures (1)	1-in-100 Event		1-in-250 Event	
			Probable Maximum Loss (2)		Probable Maximum Loss (2)	
North Atlantic	Windstorm	January 1, 2018	\$	864	\$	1,911
North America	Earthquake	January 1, 2018	\$	814	\$	1,117
Europe	Windstorm	January 1, 2018	\$	698	\$	839
Japan	Earthquake	January 1, 2018	\$	524	\$	714
Japan	Windstorm	January 1, 2018	\$	448	\$	482

- (1) Detailed analyses of aggregated in-force exposures and probable maximum loss levels are done periodically. The measurement dates represent the date of the last completed detailed analysis by geographical zone.
- (2) Probable maximum losses, which include secondary uncertainty that incorporates variability around the expected probable maximum loss for each event, do not represent our maximum potential exposures and are pre-tax.

The table below shows our estimated per event probability exposures for certain peak natural catastrophe peril regions based on our evaluation and detailed analysis with a measurement date of January 1, 2018, adjusted to include reinsurance programs in place as of April 1, 2018. These estimates assume that amounts due from reinsurance and retrocession purchases are 100% collectible. There may be credit or other disputes associated with these potential receivables.

Geographical Zone (U.S. dollars in millions)	Peril	Measurement Date of In-Force Exposures (1)	1-in-100 Event		1-in-250 Event	
			Probable Maximum Loss (2)		Probable Maximum Loss (2)	
North Atlantic	Windstorm	January 1, 2018	\$	770	\$	1,723
North America	Earthquake	January 1, 2018	\$	774	\$	974
Europe	Windstorm	January 1, 2018	\$	637	\$	764
Japan	Earthquake	January 1, 2018	\$	545	\$	647
Japan	Windstorm	January 1, 2018	\$	415	\$	505

- (1) Detailed analyses of aggregated in-force exposures and probable maximum loss levels are done periodically. The measurement dates represent the date of the last completed detailed analysis by geographical zone.
- (2) Probable maximum losses, which include secondary uncertainty that incorporates variability around the expected probable maximum loss for each event, do not represent our maximum potential exposures and are pre-tax.

We actively evaluate and manage our net exposure profile. Our net exposure profile reflects the seasonality of exposures, events that have occurred during the year and the economics of various risk transfer mechanisms. Our underwriting capital management is a dynamic process that will evolve through ongoing assessment of ground-up exposures and return metrics throughout the year. Some of the key changes to our exposure protection in 2018 were tailored to maintain gross exposures and reduce net catastrophe risk. These changes included: expanded catastrophe bond coverage to include U.S. Caribbean wind and convective storms; increased protection of our portfolio by shifting towards more enterprise wide catastrophe aggregate and reduced segment specific coverage; increased use of specific proportional cession of individual property catastrophe treaties to an alternative capital provider; and the addition of a new net property quota share which covers our four core catastrophe exposed lines.

The net impact of these changes, and others, is that we have more coverage on a broader basis, enhanced protection across more frequent parts of our catastrophe exposures and achieved a lower attachment point for non-peak perils. Overall, we have reduced our exposures across the curve and at lower probabilities. While these are on an occurrence basis, our worldwide aggregate exposure has decreased by similar amounts.

Going forward, management is focused on leveraging existing alternative capital capabilities and building an underwriting balance sheet that blends all leveraging tools, allowing each risk to be matched against the most appropriate and efficient source of capital.

### **Regulatory Change**

We continue to monitor and assess regulatory initiatives and legislation relevant to our business. In particular, we continue to monitor closely and assess proposals regarding national, regional and global capital standards that affect us or in the future could affect us.

See "Business - Regulation," included in Item 1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2017, for additional discussion of regulatory matters, including group supervision and Solvency II. In addition, see "Brexit-Related Recent Developments" below for a discussion of Brexit.

### **Brexit-Related Recent Developments**

Negotiations to determine the terms of the U.K.'s withdrawal from the E.U. by March 2019 under article 50 of the Treaty on European Union, as well as the U.K.'s relationship with the E.U. and individual E.U. member states post-Brexit, have commenced, but remain largely unresolved.

While Brexit did not materially affect our financial condition or results of operations for the three months ended March 31, 2018, we anticipate that Brexit will disrupt our U.K. domiciled entities', including our Lloyd's syndicates', ability to "passport" within the E.U. Passporting means that an E.U.-domiciled entity can write insurance or reinsurance in another E.U. member state while only being regulated by the regulator in its country of domicile. As a consequence, on September 19, 2017, we announced our plan to redomesticate our principal E.U. insurance company, XL Insurance Company SE ("XLICSE"), to Ireland in 2018, subject to certain regulatory approvals. The redomestication will result in XLICSE remaining in the E.U. post Brexit so that it can continue to benefit from passporting through its branch network within the E.U.

In the U.K., we will retain Catlin Insurance Company Ltd ("CICL UK"), a U.K. regulated insurance company, and our Lloyd's of London ("Lloyd's") operations. The ability to issue both Lloyd's and CICL UK paper in the U.K. as well as XLICSE paper in the E.U. well positions us for business that could otherwise be disrupted from any loss of passporting rights as a result of the U.K. leaving the E.U. With these changes, we anticipate being able to provide continuity of service to our clients and brokers although there can be no assurances that business will not be interrupted. We continue to review our European legal entity structure to consider other possible changes that may need to be made to preserve our E.U.-domiciled entities' passporting regime.

Currently, Lloyd's is wholly reliant on the passporting regime to do business across the E.U. On March 29, 2017, Lloyd's announced that it intends to set up a new insurance company in Brussels, Belgium, to serve as an E.U. hub post-Brexit, which it anticipates will commence operations in January 2019. Given that we operate one of the largest underwriting syndicates at Lloyd's, management is closely monitoring Lloyd's ability to successfully implement its post-Brexit strategy with the E.U.

Outcomes of the negotiations and plans described above could include increased costs of doing business in the U.K., which may include additional capital requirements, including as a result of new and/or additional laws and regulations across a wide variety of areas potentially including, but not limited to: labor laws, data privacy laws, taxation laws and, more generally, the terms of commercial activities between the U.K. and the E.U. Increased costs and capital requirements may also result from the U.K. no longer being part of the Solvency II regime, which could be significant to our operations and financial results. Our costs of doing business in Ireland may also be impacted, for example, by increased demand for property and labor, particularly as other companies reduce their U.K. operations and seek alternative platforms within the E.U.

In addition to the potential impact on our ability to passport within the E.U., management is also focused on the impact of Brexit on the free movement of over 2,000 of our employees within the E.U. A curtailment post-Brexit of free movement of workers between the U.K. and the E.U. could impact the availability and cost of attracting and retaining talent. Further, as no member country has left the E.U. to date, and the rules for exit under article 50 are brief, this has created, and may continue to create, the potential for geopolitical, structural, legal, regulatory, monetary and economic uncertainty, which we expect may continue to have meaningful repercussions in future periods. For more information regarding Brexit, see Item 1A, "Risk Factors," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

### **Climate Change**

Climate change is having an unpredictable effect on the environment within which we work and live, manifesting in both an increase in the global mean temperature and rising sea levels. The local impacts of these changes are difficult to predict, which in turn increases risk. Through our risk managers and risk transfer partners, we are focused on understanding the data behind climate and extreme weather events, and have funded our own research, focused on topics such as thermohaline circulation, ocean acidification, sea ice thickness and measurement of the health of global reefsapes.

We are continually looking to develop new business streams that reflect sustainability principles and values. Examples include pollution insurance coverage and services to help business and industry implement strong risk management practices, property products offering additional cover for the rebuild or repair of a property using more sustainable materials and/or building practices and helping our customers identify and mitigate risk through pre-emergency planning and preparation, and site protection improvement. Through XL Innovate, our insurtech venture capital fund, we are developing an analytical approach to underwriting standalone flood insurance for small commercial insureds.

We provide insurance solutions to renewable energy system manufacturers, developers, owners, lenders and investors looking to have a positive impact on climate change. Our projects have spanned a range of renewable energy and clean energy technologies, including solar, wind, waste-to-energy, fuel cell, energy storage, and energy efficiency. We are not limited to specific technologies, and we have addressed a variety of projects. Our core focus has been the risk associated with new, relatively unproven technologies and the long term performance of projects using those technologies. We are not constrained by geography or the magnitude of the risks that our clients seek to insure or finance.

We recognize the serious implications that climate change and other environmental risks may pose to the insurance industry and our business. The manner in which we underwrite our business generally is designed to adapt to changes in climate. For example: (i) the insurance and reinsurance policies that we issue are generally for twelve months, providing the ability to reassess risk and price accordingly as climate conditions change; (ii) the natural catastrophe and pricing models that we use are updated frequently to reflect changing environmental conditions; (iii) we seek to reduce the impact of climate change on our business by limiting our exposure to individual events or series of events through our ceded reinsurance programs; and (iv) when we underwrite business susceptible to climate change, we impose strict limits across a variety of dimensions with the goal of limiting our exposure to additional risk associated with climate change. For more information regarding our ERM and the risks associated with climate change, see Item 1, "Business - Enterprise Risk Management" and Item 1A, "Risk Factors," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

See the discussion of our Critical Accounting Policies and Estimates in "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies and Estimates," included in Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

## **VARIABLE INTEREST ENTITIES AND OTHER OFF-BALANCE SHEET ARRANGEMENTS**

See the discussion of our variable interest entities and other off-balance sheet arrangements in "Management's Discussion and Analysis of Financial Condition and Results of Operations - Variable Interest Entities ("VIEs") and Other Off-Balance Sheet Arrangements," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and Item 1, Note 11, "Variable Interest Entities," to the Unaudited Consolidated Financial Statements included herein.

## **SEGMENTS**

We are organized into two operating segments: Insurance and Reinsurance. The results of our run-off life operations are reported within Corporate and Other. Our general investment and financing operations are also reflected in Corporate and Other. Prior period information has been re-presented to reflect the current presentation.

We evaluate the performance of both the Insurance and Reinsurance segments based on underwriting profit. Other items of our revenue and expenditure are not evaluated at the segment level for reporting purposes. In addition, we do not allocate investment assets by segment for our P&C operations. Investment assets related to our run-off life operations and certain structured products included in the Insurance and Reinsurance segments are held in separately identified portfolios. As such, net investment income from these assets is included in the contribution from each of these segments. See Item 1, Note 3, "Segment Information," to the Unaudited Consolidated Financial Statements included herein for a reconciliation of segment data to our Unaudited Consolidated Financial Statements.

## **INCOME STATEMENT ANALYSIS**

### **Segment Results for the three months ended March 31, 2018 compared to the three months ended March 31, 2017**

#### **Insurance**

Our Insurance segment provides commercial property, casualty and specialty insurance products on a global basis. Products generally provide tailored coverages for large corporate and middle market risks and include the following lines of business: property, casualty, professional liability, environmental liability, aviation and satellite, marine and offshore energy, equine, fine art and specie, surplus lines, political risk & trade credit, crisis management, cybertech, accident and health and other insurance coverages, including those mentioned above, through our programs, middle market and construction businesses.

We focus on growing those lines of business within our Insurance operations that we believe provide the best return on capital over time.

The following table summarizes the underwriting profit (loss) for the Insurance segment:

	Three Months Ended		Percentage
	March 31,		Change
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands)</i>			
Gross premiums written	\$ 2,866,539	\$ 2,694,216	6.4 %
Net premiums written	1,481,867	1,508,591	(1.8)%
Net premiums earned	1,665,789	1,635,315	1.9 %
Less: Net losses and loss expenses	1,064,992	1,060,363	0.4 %
Less: Acquisition costs	221,962	210,483	5.5 %
Less: Operating expenses	316,380	285,729	10.7 %
<b>Underwriting profit (loss)</b>	<b>\$ 62,455</b>	<b>\$ 78,740</b>	<b>(20.7)%</b>
Net results – structured products	2,103	2,269	(7.3)%
Net fee income and other (expense)	(6,703)	1,967	N/M

\* N/M - Not Meaningful

#### **Gross Premiums Written**

The following table summarizes our gross premiums written by underwriting business group for the Insurance segment:

	Three Months Ended		Percentage
	March 31,		Change
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands)</i>			
Global Lines	\$ 972,245	\$ 998,404	(2.6)%
International	990,747	839,979	17.9 %
North America	903,547	855,833	5.6 %
<b>Total</b>	<b>\$ 2,866,539</b>	<b>\$ 2,694,216</b>	<b>6.4 %</b>

**Three months ended March 31, 2018 vs. 2017:** Gross premiums written increased by 6.4%. When evaluated in local currency, our gross premiums written increased by 4.1%. The favorable foreign exchange effect on our gross premiums written was mainly due to a strengthening of the Euro and British pound against the U.S. dollar, which impacted business written in these currencies.

The following is a summary of premium movements by underwriting business groups:

- Global Lines - decrease of 2.6%, for the three months ended March 31, 2018, is mainly driven by lower new business in political risk & trade credit and London wholesale business lines. These decreases were partially offset by higher premiums in accident & health attributable in part to rate improvement as compared to prior year.
- International - increase of 17.9%, for the three months ended March 31, 2018, is attributable to higher retention in international casualty and favorable pricing in international property and international financial lines.
- North America - increase of 5.6%, for the three months ended March 31, 2018, due to higher renewal business in global risk management, higher retention and rate improvement in construction and growth in cybertech business lines. These increases were partially offset by lower new business in surplus lines.

#### **Net Premiums Written**

**Three months ended March 31, 2018 vs. 2017:** The decrease of 1.8%, for the three months ended March 31, 2018, largely resulted from an increase in ceded premium written driven by higher subject premium volume and excess of loss reinsurance purchases, partially offset by increases in gross premium written noted above.

#### **Net Premiums Earned**

**Three months ended March 31, 2018 vs. 2017:** The increase of 1.9%, for the three months ended March 31, 2018, reflects the earning of higher net premium written during the second half of 2017 as compared to the same period of 2016, partially offset by the earning of increased ceded premiums written noted above.

## Net Losses and Loss Expenses

### Combined Ratio

The following table presents the ratios for the Insurance segment:

	Three Months Ended		Percentage
	March 31,		Point Change
	2018	2017	2018 vs 2017
Loss and loss expense ratio	63.9%	64.8%	(0.9)
Acquisition expense ratio	13.3%	12.9%	0.4
Operating expense ratio	19.1%	17.5%	1.6
Underwriting expense ratio	32.4%	30.4%	2.0
<b>Combined ratio</b>	<b>96.3%</b>	<b>95.2%</b>	<b>1.1</b>

The loss and loss expense ratio includes net losses incurred for both the current year and any favorable or adverse prior year development of loss and loss expense reserves held at the beginning of the year. The following table summarizes these components of the loss ratio for the Insurance segment for the three months ended March 31, 2018 and 2017:

	Three Months Ended		Percentage
	March 31,		Point Change
	2018	2017	2018 vs 2017
Loss and loss expense ratio	63.9 %	64.8 %	(0.9)
Prior year development	0.4 %	0.3 %	0.1
Loss ratio excluding prior year development	64.3 %	65.1 %	(0.8)
Net natural catastrophe losses	(3.9)%	(4.3)%	0.4
<b>Loss ratio excluding prior year development and net natural catastrophe losses</b>	<b>60.4 %</b>	<b>60.8 %</b>	<b>(0.4)</b>

### Loss Ratio - excluding prior year development

**Three months ended March 31, 2018 vs. 2017:** The 0.8 percentage point improvement in the loss ratio excluding prior year development represents a lower level of natural catastrophe and attritional activity for the three months ended March 31, 2018 as compared to the corresponding period in 2017. Losses net of reinsurance, reinstatement and premium adjustments related to natural catastrophe events for the three months ended March 31, 2018 were \$6.9 million lower for the three months ended March 31, 2018 than in the same period in 2017. Excluding prior year development, and natural catastrophe losses net of reinsurance recoveries, reinstatement and premium adjustments, in both quarters, the loss ratios for the three months ended March 31, 2018 improved by 0.4 percentage points as underwriting actions improved the overall portfolio results.

### Prior Year Development

The following table summarizes the net (favorable) adverse prior year development by line of business relating to the Insurance segment for the three months ended March 31, 2018 and 2017:

(U.S. dollars in thousands)	Three Months Ended	
	March 31,	
	2018	2017
Professional	\$ (1,830)	\$ (5)
Casualty and other	(5,115)	(4,770)
Property	1,257	81
Specialty	393	52
<b>Total</b>	<b>\$ (5,295)</b>	<b>\$ (4,642)</b>

For further information on the net favorable prior year reserve development for the three months ended March 31, 2018 and 2017, see Item I, Note 8, "Losses and Loss Expenses," to the Unaudited Consolidated Financial Statements included herein.

### Acquisition Costs and Operating Expenses - Underwriting Expense Ratio

**Three months ended March 31, 2018 vs. 2017:** The deterioration of 2.0 percentage points was due to an increase in the operating expense ratio of 1.6 percentage points coupled with an increase in the acquisition expense ratio of 0.4 percentage points, as follows:

- Operating expense ratio - deterioration of 1.6 percentage points driven largely by investment in the business and certain one-time compensation related costs.
- Acquisition expense ratio - slight deterioration largely driven by changes in business mix.

#### Net Results - Structured Products

	Three Months Ended		Percentage
	March 31,		Change
	2018	2017	2018 vs 2017
Net investment income - structured products	\$ 6,620	\$ 6,810	(2.8)%
Interest expense - structured products	4,516	4,541	(0.6)%
Operating expenses - structured products	1	—	100.0 %
<b>Net investment results - structured products</b>	<b>\$ 2,103</b>	<b>\$ 2,269</b>	<b>(7.3)%</b>

**Three months ended March 31, 2018 vs. 2017:** The decrease in net results from structured products for the three months ended March 31, 2018 compared to the corresponding period in the prior year was mainly due to a decrease in the asset base reflecting the run-off nature of this business.

For further information about our structured indemnity contracts that are accounted for as deposit contracts, see Item 8, Note 13, "Deposit Liabilities," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

#### Reinsurance

The Reinsurance segment provides casualty, property risk, property catastrophe, marine, aviation, credit and other specialty reinsurance on a global basis, with business being written on both a proportional and non-proportional treaty basis and also on a facultative basis.

The following table summarizes the underwriting profit (loss) for the Reinsurance segment:

	Three Months Ended		Percentage
	March 31,		Change
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands)</i>			
Gross premiums written	\$ 2,060,601	\$ 1,927,390	6.9 %
Net premiums written	1,670,744	1,471,169	13.6 %
Net premiums earned	931,392	884,166	5.3 %
Less: Net losses and loss expenses	557,014	523,093	6.5 %
Less: Acquisition costs	240,854	224,079	7.5 %
Less: Operating expenses	73,539	71,757	2.5 %
<b>Underwriting profit (loss)</b>	<b>\$ 59,985</b>	<b>\$ 65,237</b>	<b>(8.1)%</b>
Net results – structured products	1,308	645	102.8 %
Net fee income and other	892	686	30.0 %

#### Gross Premiums Written

The following table summarizes our gross premiums written by geographical region for the Reinsurance segment:

	Three Months Ended		Percentage
	March 31,		Change
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands)</i>			
Bermuda	\$ 517,346	\$ 453,717	14.0 %
North America	308,064	305,796	0.7 %
London	351,791	307,866	14.3 %
EMEA	532,545	541,932	(1.7)%
LAC	350,855	318,079	10.3 %
<b>Total</b>	<b>\$ 2,060,601</b>	<b>\$ 1,927,390</b>	<b>6.9 %</b>



**Three months ended March 31, 2018 vs. 2017:** Gross premiums written increased by 6.9%, primarily driven by additional new business written during three months ended March 31, 2018, favorable rate changes driven by the significant natural catastrophe events of 2017 and foreign exchange gains. These increases were partially offset by cancellations. When evaluated in local currency, our gross premiums written increased by 3.5%.

The following is a summary of the premium movements by region:

- Bermuda - increase of 14.0%, for the three months ended March 31, 2018, primarily due to new business within the property catastrophe line as well as marine business transferred from our EMEA operations. Positive rate changes have been seen in all lines of business.
- North America - increase of 0.7%, for the three months ended March 31, 2018, driven by new business with material new inceptions in casualty and property treaty. These increases were partially offset by cancellations and reduced shares related to underwriting decisions.
- London - increase of 14.3%, for the three months ended March 31, 2018, primarily driven by new business in casualty, property catastrophe, property treaty and marine lines of business. In addition, positive rate changes have been seen in all lines of business, with significant increases within property catastrophe, casualty and marine lines.
- EMEA - decrease of 1.7%, for the three months ended March 31, 2018, largely attributable to cancellations due to inadequate rate increases, decreased shares written within the casualty and property lines of business and transfers of energy proportional portfolio to Bermuda. These reductions were partially offset by new business and favorable foreign exchange gains driven by the significant strengthening of the Euro against the U.S. dollar compared to the same period of 2017.
- LAC - increase of 10.3%, for the three months ended March 31, 2018, driven by new business within property treaty, other and the credit lines of business. Favorable foreign exchange gains driven by the Chinese Yuan and the Thai Baht strengthening against the U.S. dollar compared to the same period of 2017. These increases have been partially offset by cancellations.

#### **Net Premiums Written**

**Three months ended March 31, 2018 vs. 2017:** The increase of 13.6% largely resulted from the gross written premium increase as outlined above, as well as a decrease in ceded written premiums due to the timing of outwards catastrophe protection purchased during the same period of 2017, not replicated for 2018.

#### **Net Premiums Earned**

**Three months ended March 31, 2018 vs. 2017:** The increase of 5.3% was mainly attributable to increases in the earnings impact of a material inception written within Bermuda during the fourth quarter of 2017. The impact of this contract was partially offset by the alignment of earning patterns within the European engineering book during the first quarter of 2017.

#### **Net Losses and Loss Expenses**

##### **Combined Ratio**

The following table presents the ratios for the Reinsurance segment:

	Three Months Ended		Percentage
	March 31,		Point Change
	2018	2017	2018 vs 2017
Loss and loss expense ratio	59.8%	59.2%	0.6
Acquisition expense ratio	25.9%	25.3%	0.6
Operating expense ratio	7.9%	8.1%	(0.2)
Underwriting expense ratio	33.8%	33.4%	0.4
<b>Combined ratio</b>	<b>93.6%</b>	<b>92.6%</b>	<b>1.0</b>

The loss and loss expense ratio includes net losses incurred for both the current year and any favorable or adverse prior year development of loss and loss expense reserves held at the beginning of the year. The following table summarizes these components of the loss ratio for the Reinsurance segment for the three months ended March 31, 2018 and 2017:

	Three Months Ended		Percentage
	March 31,		Point Change
	2018	2017	2018 vs 2017
Loss and loss expense ratio	59.8 %	59.2 %	0.6
Prior year development	0.4 %	(3.3)%	3.7
Loss ratio excluding prior year development	60.2 %	55.9 %	4.3
Net natural catastrophe losses	(1.0)%	(2.9)%	1.9
<b>Loss ratio excluding prior year development and net natural catastrophe losses</b>	<b>59.2 %</b>	<b>53.0 %</b>	<b>6.2</b>

***Loss Ratio - excluding prior year development***

**Three months ended March 31, 2018 vs. 2017:** The 4.3 percentage point deterioration in the loss ratio excluding prior year development in the three months ended March 31, 2018 was primarily a result of attritional losses being higher as compared to the same period of 2017. Losses net of reinsurance recoveries, reinstatement and premium adjustments related to natural catastrophe events for the three months ended March 31, 2018 were \$16.0 million, or 1.9 percentage points lower than in the same period of 2017. Excluding favorable prior year development and natural catastrophe losses net of reinsurance recoveries, and related reinstatement premiums, the loss ratio for the three months ended March 31, 2018 compared to the same period of 2017 deteriorated 6.2 percentage points to 59.2% primarily due to mix of business, related to a shift toward lower margin and lower volatility treaties, the impact of positive reinstatement premiums in the prior year and an increase in outwards reinsurance protections.

***Prior Year Development***

The following table summarizes the net (favorable) adverse prior year development by line of business relating to the Reinsurance segment for the three months ended March 31, 2018 and 2017:

	Three Months Ended	
	March 31,	
	2018	2017
<i>(U.S. dollars in thousands)</i>		
Property and other short-tail lines	\$ (18,994)	\$ (54,916)
Casualty and other long-tail lines	15,153	83,562
<b>Total</b>	<b>\$ (3,841)</b>	<b>\$ 28,646</b>

For further information on the net favorable prior year reserve development for the three months ended March 31, 2018 and 2017, see Item I, Note 8, "Losses and Loss Expenses," to the Unaudited Consolidated Financial Statements included herein.

***Acquisition Costs and Operating Expenses - Underwriting Expense Ratio***

**Three months ended March 31, 2018 vs. 2017:** The deterioration of 0.4 percentage points was due to deterioration in the acquisition expense ratio of 0.6%, which was partially offset by an improvement in the operating expense ratio of 0.2% as follows:

- Acquisition expense ratio - deterioration of 0.6 percentage points predominantly resulting from a material inception written in Bermuda during the fourth quarter of 2017.
- Operating expense ratio - improvement of 0.2 percentage points was attributable to higher earned premiums than in the same period of 2017.

## Net Results - Structured Products

	Three Months Ended		Percentage
	March 31,		Change
	2018	2017	2018 vs 2017
Net investment income - structured products	\$ 5,691	\$ 6,565	(13.3)%
Interest expense - structured products	4,383	5,920	(26.0)%
Net investment results - structured products	\$ 1,308	\$ 645	102.8 %

**Three months ended March 31, 2018 vs. 2017:** The increase in net results from structured products for the three months ended March 31, 2018 compared to the corresponding period in the prior year was mainly a result of a significant reduction of interest expense in 2018 due to a the commutation of two structured indemnity contracts. This reduction in expense was in part offset against the lost investment income related to these two structured indemnity contracts.

For further information about our structured indemnity contracts that are accounted for as deposit contracts, see Item 8, Note 13, "Deposit Liabilities," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

### Corporate and Other (including Run-Off Life operations)

Our general investment and financing operations are reflected in Corporate and Other. In addition, results of our run-off life operations are reported within Corporate and Other. We ceased writing new life reinsurance contracts in 2009 and since that time have been managing the run-off of our life reinsurance operations.

#### Run-Off Life Operations

As noted in Item 1, Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," to the Unaudited Consolidated Financial Statements included herein, in May 2014, we ceded the majority of our life reinsurance business to GreyCastle Life Reinsurance ("GCLR") via 100% quota share reinsurance (the "GreyCastle Life Retro Arrangements"). In November 2015, we ceded the vast majority of our remaining life reinsurance reserves under the U.S. Term Life Retro Arrangements.

#### Impact of GreyCastle Life Retro Arrangements

As noted in Item 1, Note 5(b), "Derivative Instruments Not Formally Designated As Hedging Instruments - Other Non-Investment Derivatives," to the Unaudited Consolidated Financial Statements included herein, although our net income (loss) is subject to variability related to the GreyCastle Life Retro Arrangements, there is minimal impact, if any, on our comprehensive income in any period.

#### Run-Off Life Operations - Not Subject to GreyCastle Life Retro Arrangements

**Three months ended March 31, 2018 vs. 2017:** During the three months ended March 31, 2018, the net loss from our run-off life operations that were not subject to the GreyCastle Life Retro Arrangements was \$3.5 million. Included within this result are net realized gains of \$0.1 million. Additionally, the net investment income of \$7.5 million was partially offset by a net underwriting loss of \$8.4 million and interest expense of \$2.7 million on the funds withheld for the U.S. Term Life Retro Arrangements.

### Investment Performance (Excluding Life Funds Withheld Assets)

We manage our investment portfolio in accordance with investment guidelines approved by the Risk and Finance Committee of the XL Group Board of Directors (the "RFC"). The following is a summary of the investment portfolio returns, which are calculated by using a time-weighted, geometrically linked rate of return calculation that is in accordance with current industry standards, for the three months ended March 31, 2018 and 2017:

	Three Months Ended	
	March 31,	
	2018	2017
Total Return on Investments (1)	0.5 %	1.0%
Hedge fund portfolio (2) (3)	2.7 %	2.1%
Public equity portfolio (2)	(4.4)%	5.8%

(1) The performance of investment portfolios is measured on a local currency basis. For the aggregate performance calculation, respective local currency balances are translated to U.S. dollars using quarter end rates to calculate composite portfolio results.

(2) Performance on these portfolios is included in the Total Return on Investments above.

(3) Performance on the hedge fund portfolio reflects the three months ended February 28, 2018 and February 28, 2017, respectively, for both equity and non-equity accounted hedge funds.

### Investment Activities (Excluding Life Funds Withheld Assets)

The following table illustrates net investment income, net income from investment affiliates, net realized gains (losses) on investments and net realized and unrealized gains (losses) on derivative instruments for the three months ended March 31, 2018 and 2017:

	Three Months Ended		Percentage Change
	March 31,		
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands)</i>			
Net investment income - excluding Life Funds Withheld Assets	\$ 188,083	\$ 167,168	12.5%
Net income (loss) from investment affiliates	45,669	38,261	19.4%
Net realized investment gains (losses) - excluding Life Funds Withheld Assets	(60,843)	4,218	N/M
Net realized and unrealized gains (losses) on derivative instruments (1)	4,221	(7,069)	N/M

(1) For a summary of realized and unrealized losses on all derivative instruments, see Item 1, Note 5, "Derivative Instruments," to the Unaudited Consolidated Financial Statements included herein.

\* N/M - Not Meaningful

### Net Investment Income

**Three months ended March 31, 2018 vs. 2017:** The increase of 12.5% compared to the prior year period was primarily due to active sector rotation and portfolio management activities, and from an increase in new money rates, together, resulting in an increase in investment yields.

We estimate that approximately \$3.0 billion of assets with an average gross book yield of 2.1% will mature and pay down over the next 12 months compared to the average new money rate in the three months ended March 31, 2018 on our portfolio of 2.7%.

### Net Income (Loss) from Investment Affiliates

Net income from investment affiliates includes earnings from our investments in closed-end investment funds and partnerships and similar vehicles that are accounted for under the equity method, as well as certain co-investment holdings sourced for us by the managers of affiliate funds also accounted for under the equity method.

**Three months ended March 31, 2018 vs. 2017:** Hedge fund performance for the three months ended March 31, 2018 was strong, consistent with prior year results. Strong positive contributions came from funds pursuing equity long/short, volatility, macro and fixed income strategies. The portfolio protected gains in February, even as equity markets reversed gains from earlier in the quarter. Results for private equity investments and investment manager affiliates for the three months ended March 31, 2018 improved over prior year, more than offsetting weaker results in other affiliates compared to the prior year.

### Net Realized Investment Gains and Losses (Excluding Life Funds Withheld Assets)

**Three months ended March 31, 2018 vs. 2017:** Net realized losses on AFS investments in the three months ended March 31, 2018 totaled \$60.8 million, included net realized losses of \$31.7 million, primarily from sales of U.S. Government

securities, as well as net realized losses of approximately \$1.8 million related to OTTI charges on certain of the Company's fixed income AFS investments. Net realized and change in net unrealized losses on equity securities and other investments of \$27.4 million was largely attributable to negative mark to market change from our equity portfolio due to a decrease in equity index prices, slightly offset by positive movements in other investments. For further discussion, see Item 1, Note 4, "Investments," to the Unaudited Consolidated Financial Statements included herein.

Net realized gains on investments of \$4.2 million in the three months ended March 31, 2017 included net realized gains of \$11.1 million, which resulted primarily from sales of other investments and equities. These amounts were offset by losses of approximately \$6.9 million related to OTTI charges on certain of our other investments and fixed income investments.

#### **Net Realized and Unrealized Gains and Losses on Derivative Instruments**

**Three months ended March 31, 2018 vs. 2017:** Net realized and unrealized gains on derivative instruments of \$4.2 million in the three months ended March 31, 2018 resulted mainly from unrealized gains on short-term weather derivative swap agreements and on embedded derivatives contained within P&C ceded reinsurance contracts written on a funds withheld basis. These gains were partially offset by net losses incurred from our investment strategy to manage interest rate risk, foreign exchange risk and credit risk, and to replicate permitted investments and other hedging activities. In addition, we also reported net losses from non-investment hedging activities. For further information, see Item 1, Note 5, "Derivative Instruments," to the Unaudited Consolidated Financial Statements included herein.

#### **Other Revenues and Expenses and Non-Controlling Interests**

The following table sets forth our other revenues and expenses for the three months ended March 31, 2018 and 2017:

	Three Months Ended		Percentage
	March 31,		Change
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands)</i>			
Net income (loss) from operating affiliates	\$ 10,282	\$ 13,609	(24.4)%
Foreign exchange (gains) losses	9,841	(3,336)	N/M
Corporate operating expenses	70,043	98,873	(29.2)%
Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets	22,921	(50,101)	N/M
Interest expense (1)	44,646	40,250	10.9 %
Income tax expense (benefit)	31,902	13,092	143.7 %
Non-controlling interests	8,585	61,006	(85.9)%

(1) Interest expense includes costs related to our debt and collateral facilities and does not include deposit liability accretion, which is included in Net investment results - structured products.

\* N/M - Not Meaningful

#### **Net Income (Loss) from Operating Affiliates**

The following table sets forth the net income (loss) from operating affiliates for the three months ended March 31, 2018 and 2017:

	Three Months Ended		Percentage
	March 31,		Change
	2018	2017	2018 vs 2017
<i>(U.S. dollars in thousands)</i>			
Net income (loss) from investment manager affiliates	\$ 10,111	\$ 3,297	N/M
Net income (loss) from strategic operating affiliates	171	10,312	(98.3)%
<b>Net income (loss) from operating affiliates</b>	<b>\$ 10,282</b>	<b>\$ 13,609</b>	<b>(24.4)%</b>

\* N/M - Not Meaningful

#### **Net Income from Investment Manager Affiliates**

**Three months ended March 31, 2018 vs. 2017:** The results for the three months ended March 31, 2018 reflect a one-time gain associated with a termination of one of our investment manager affiliates. Results for the remaining investment manager affiliates were generally in line with the prior year period.

### ***Net Income from Strategic Operating Affiliates***

***Three months ended March 31, 2018 vs. 2017:*** The significant decrease was largely due to losses from one of our strategic operating affiliates, where we reduced our concentration and reclassified an affiliate investment to an equity security.

### ***Foreign Exchange Gains and Losses***

***Three months ended March 31, 2018 vs. 2017:*** The foreign exchange losses of \$9.8 million in the three months ended March 31, 2018 were principally a result of the impact of the weakening of the U.S. dollar against the British pound and the Euro on net monetary liabilities in those currencies held in U.S. dollar denominated units. These losses were partially offset by the gains which resulted from the effect of the weakening of the U.S. dollar against the Swiss Franc on net monetary assets in that currency. In the three months ended March 31, 2017, foreign exchange gains of \$3.3 million were principally a result of the impact of the weakening of the U.S. dollar against the Euro and Singapore dollar on net monetary assets denominated in those currencies. This was partially offset by the effect of the weakening of the U.S. dollar against the British pound on net monetary liabilities in that currency.

### ***Corporate Operating Expenses***

***Three months ended March 31, 2018 vs. 2017:*** The overall decrease of 29.2% for the three months ended March 31, 2018 compared to the same period in the prior year reflects the completion of our integration of Catlin in 2017, along with continued management of our expenses in 2018, partially offset by expenses incurred in 2018 in connection with the Company's pending acquisition by AXA.

### ***Net Realized and Unrealized Gains and Losses on Life Retrocession Embedded Derivative and Derivative Instruments - Life Funds Withheld Assets***

***Three months ended March 31, 2018 vs. 2017:*** Under the GreyCastle Life Retro Arrangements, as described in Item 1, Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," to the Unaudited Consolidated Financial Statements included herein, the resulting embedded derivative is recorded at fair value with changes in fair value recognized in earnings through "Net realized and unrealized gains (losses) on life retrocession embedded derivative and derivative instruments - Life Funds Withheld Assets." For additional information, see Item 1, Note 5, "Derivative Instruments," to the Unaudited Consolidated Financial Statements included herein and "Impact of GreyCastle Life Retro Arrangements" above.

### ***Interest Expense***

***Three months ended March 31, 2018 vs. 2017:*** Interest expense increased 10.9% for the three months ended March 31, 2018 compared to the same period in the prior year as a result of the issuance of additional debt in June 2017. For further information about our debt financing, see Item 8, Note 14, "Notes Payable and Debt and Financing Arrangements," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and Item 1, Note 9, "Notes Payable and Debt and Financing Arrangements," to the Unaudited Consolidated Financial Statements included herein.

### ***Income Tax Expense***

***Three months ended March 31, 2018 vs. 2017:*** A tax charge of \$31.9 million and \$13.1 million were incurred in the three months ended March 31, 2018 and 2017, respectively.

The tax charge recognized in these periods reflects the combination of our tax on operating net income, calculated using an expected full year effective tax rate applied to our pre-tax operating net income in the respective periods, and tax on items excluded from the effective tax rate calculation, including discrete tax adjustments on operating and non-operating income, which are both calculated at the applicable jurisdictional effective tax rate.

The increase in current period income tax expense is primarily attributable to the combination of the significant increase in operating income and a greater proportion of earnings in taxable jurisdictions in the three months ended March 31, 2018 as compared to the same period of the prior year.

### ***Non-Controlling Interests***

***Three months ended March 31, 2018 vs. 2017:*** Non-controlling interests decreased primarily as a result of lower financing costs associated with our preferred shares.

## **BALANCE SHEET ANALYSIS**

### **Investments (Excluding Life Funds Withheld Assets)**

Our investment strategy is based on a Strategic Asset Allocation process that establishes a strategic benchmark, which is a portfolio asset allocation target that is constructed to maximize enterprise value subject to business constraints and the risk

tolerance of the Company's management, and is approved by the RFC. The investment team actively seeks to exceed the total return of the strategic benchmark and meet budgeted investment earnings, while maintaining sufficient liquidity to ensure payment of claims, operating expenses and other obligations even during stressed scenarios. Active or tactical deviations from the benchmark are controlled by a comprehensive framework of investment decision authorities ("Authorities Framework"), which ensures that the risk profile of our investment portfolio is consistent with management's risk tolerance.

As described in Item 1, Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," to the Unaudited Consolidated Financial Statements included herein, in connection with the GreyCastle Life Retro Arrangements, the Life Funds Withheld Assets are managed pursuant to agreed-upon investment guidelines that meet the contractual commitments of our ceding companies and applicable laws and regulations. All of the investment results associated with the Life Funds Withheld Assets ultimately accrue to GCLR. Because we no longer share the risks and rewards of the underlying performance of the supporting invested assets, the disclosures in this section exclude the Life Funds Withheld Assets.

At March 31, 2018 and December 31, 2017, total investments and cash and cash equivalents, including accrued investment income and net receivable/(payable) for investments sold/(purchased), but excluding Life Funds Withheld Assets, were approximately \$36.6 billion and \$37.1 billion, respectively. The following table summarizes the composition of our invested assets, excluding Life Funds Withheld Assets, at March 31, 2018 and December 31, 2017:

	March 31, 2018		December 31, 2017	
	Carrying Value	Percent of Total	Carrying Value	Percent of Total
<i>(U.S. dollars in thousands)</i>				
Fixed maturities - AFS (1):				
U.S. Government	\$ 4,187,959	11.5 %	\$ 4,362,740	11.8 %
U.S. States, municipalities and political subdivisions	2,013,162	5.5 %	2,064,640	5.6 %
Non-U.S. Governments	5,306,651	14.5 %	5,201,581	14.0 %
Corporate	9,742,670	26.6 %	9,795,133	26.4 %
RMBS	4,529,723	12.4 %	4,724,402	12.7 %
CMBS	1,259,519	3.4 %	1,244,017	3.4 %
Other asset-backed securities	1,608,396	4.4 %	1,509,363	4.1 %
<b>Total fixed maturities - AFS</b>	<b>\$ 28,648,080</b>	<b>78.3 %</b>	<b>\$ 28,901,876</b>	<b>77.9 %</b>
Short-term investments	500,170	1.4 %	815,481	2.2 %
Equity securities	637,872	1.7 %	713,967	1.9 %
Investments in affiliates	1,900,105	5.2 %	1,911,996	5.2 %
Other investments	1,186,983	3.3 %	1,163,863	3.1 %
<b>Total investments</b>	<b>\$ 32,873,210</b>	<b>89.9 %</b>	<b>\$ 33,507,183</b>	<b>90.3 %</b>
Cash and cash equivalents	3,484,763	9.5 %	3,435,953	9.3 %
Restricted cash	55,818	0.2 %	74,395	0.2 %
Net receivable (payable) for investments sold (purchased)	(59,281)	(0.2)%	(131,474)	(0.4)%
Accrued investment income	212,350	0.6 %	220,299	0.6 %
<b>Total investments and cash and cash equivalents - excluding Life Funds Withheld Assets</b>	<b>\$ 36,566,860</b>	<b>100.0 %</b>	<b>\$ 37,106,356</b>	<b>100.0 %</b>

(1) Carrying value represents the fair value of AFS fixed maturities.

We review our fixed income investments on a regular basis to consider their concentration, credit quality and compliance with established guidelines. At March 31, 2018 and December 31, 2017, the average credit quality of our total fixed income portfolio was "AA." Included in the table below are the credit ratings of the fixed income portfolio, excluding cash and Life Funds Withheld Assets, at March 31, 2018 and December 31, 2017:

Investments by Credit Rating (1) (U.S. dollars in millions)	March 31, 2018		December 31, 2017	
	Carrying Value	Percent of Total	Carrying Value	Percent of Total
AAA	\$ 13,935	47.8%	\$ 14,511	48.8%
AA	4,698	16.1%	4,826	16.2%
A	6,183	21.2%	6,077	20.5%
BBB	3,327	11.4%	3,322	11.2%
BB and below/not rated	1,005	3.5%	981	3.3%
<b>Total</b>	<b>\$ 29,148</b>	<b>100.0%</b>	<b>\$ 29,717</b>	<b>100.0%</b>

(1) The credit rating for each asset reflected above was principally determined based on the weighted average rating of the individual securities from Standard & Poor's, Moody's Investors Service and Fitch Ratings (when available). U.S. Agency debt and related mortgage-backed securities, whether with implicit or explicit government support, reflect the credit quality rating of the U.S. government for the purpose of these calculations. For U.S. Government and government agencies, the average rating remains AAA as only one of the three major rating agencies downgraded the U.S. from AAA to AA+ in 2011.

#### Gross and Net Unrealized Gains and Losses on Investments (Excluding Life Funds Withheld Assets)

We had gross unrealized losses totaling \$399.7 million at March 31, 2018 in our AFS portfolio (excluding Life Funds Withheld Assets and Other Investments) that can be attributed to the following significant drivers:

- gross unrealized losses of \$106.3 million related to Government holdings. Securities in a gross unrealized loss position had a fair value of \$6.4 billion at March 31, 2018.
- gross unrealized losses of \$148.2 million related to Corporate holdings. Securities in a gross unrealized loss position had a fair value of \$6.0 billion at March 31, 2018.
- gross unrealized losses of \$103.4 million related to RMBS securities. Securities in an unrealized loss position had a fair value of \$3.8 billion at March 31, 2018.

The following table details the security type and length of time that AFS securities were in a continual gross unrealized loss position at March 31, 2018:

Security Type and Length of Time in a Continual Unrealized Loss Position (U.S. dollars in thousands)	March 31, 2018	
	Amount of Unrealized Loss	Fair Value of Securities in an Unrealized Loss Position
Fixed Maturities and Short-Term Investments		
Less than 6 months	\$ (146,639)	\$ 10,301,228
At least 6 months but less than 12 months	(132,476)	4,991,573
At least 12 months but less than 2 years	(42,488)	541,494
2 years and over	(78,064)	2,097,892
<b>Total</b>	<b>\$ (399,667)</b>	<b>\$ 17,932,187</b>



The following is the maturity profile of the AFS fixed income securities that were in a continual gross unrealized loss position at March 31, 2018:

Maturity profile in years of AFS fixed income securities in a gross unrealized loss position <i>(U.S. dollars in thousands)</i>	March 31, 2018	
	Amount of Unrealized Loss	Fair Value of Securities in an Unrealized Loss Position
Less than 1 year remaining	\$ (11,373)	\$ 1,258,839
At least 1 year but less than 5 years remaining	(140,767)	7,613,036
At least 5 years but less than 10 years remaining	(89,178)	3,271,929
At least 10 years but less than 20 years remaining	(3,619)	93,449
At least 20 years or more remaining	(9,576)	223,915
RMBS	(103,435)	3,819,732
CMBS	(35,303)	1,122,881
Other asset-backed securities	(6,416)	528,406
<b>Total</b>	<b>\$ (399,667)</b>	<b>\$ 17,932,187</b>

#### European Sovereign Debt (Excluding Life Funds Withheld Assets)

As developed markets emerged from the global recession, several key nations within the E.U. - particularly Greece, Italy, Ireland, Portugal and Spain (the "European Periphery Nations") - have carried particularly high levels of debt and have been slower to return to positive economic growth due to austerity measures implemented to lower such countries' debt levels, and a general lack of competitiveness. The European Central Bank ("ECB") has taken various measures and has asserted its willingness to take any measures deemed necessary to protect these European Periphery Nations' ability to continue to fund their debt. As a result, we believe market risks associated with the European Sovereign Debt have been greatly reduced.

Our exposure to this European sovereign debt has a fair value of \$229.9 million at March 31, 2018, and includes direct investment in fixed maturity securities issued by national and local governments of the European Periphery Nations, as well as fixed maturity securities issued by certain corporate entities operating within the European Periphery Nations. We continue to monitor our financial exposure, and continually assess the impact of a potential default by any of the European Periphery Nations on their respective debt issuances, including the associated impact on non-sovereign entities in these five nations in the event of such a default.

We currently have no unfunded investment exposures or commitments to either sovereign or non-sovereign entities within the European Periphery Nations. We do invest in various hedge funds and private investments that from time to time may invest in securities or investments related to the European Periphery Nations. In general, such funds will invest in debt and/or equity securities of individual corporate issuers, securitized debt instruments and/or fixed maturity instruments issued by national governments of the European Periphery Nations. As market volatility in the European Periphery Nations has declined, we have observed that our hedge fund and private fund managers have increased their exposure to these countries. We estimate that, as of March 31, 2018, our aggregate exposure to European Periphery Nations via our fund investments did not exceed \$175 million on a net basis. The exposure was diversified across issuers and instruments and across the five European Periphery Nations.

#### Fair Value Measurements of Assets and Liabilities

As described in Item 1, Note 6, "Fair Value Measurements," to the Unaudited Consolidated Financial Statements included herein, we have provided required disclosures by level within the fair value hierarchy of the Company's assets and liabilities that are carried at fair value, including valuation methodologies.

##### *Level 3 Assets and Liabilities (Excluding Life Funds Withheld Assets)*

See Item 1, Note 6, "Fair Value Measurements," of the Unaudited Consolidated Financial Statements included herein, for a description of the valuation methodology utilized to value Level 3 assets and liabilities, how the valuation methodology is validated, an analysis of the changes in the fair value of Level 3 assets and liabilities, as well as further details associated with various assets classified as Level 3. At March 31, 2018, we did not have any liabilities that were carried at fair value based on Level 3 inputs other than derivative instruments in a liability position at March 31, 2018.

At March 31, 2018, the fair value of total assets and liabilities carried at fair value, the fair value of Level 3 assets and liabilities and the percentage of Level 3 assets to our total assets by class and liabilities that were carried at fair value were as follows:

<i>(U.S. dollars in thousands)</i>	<b>Total Assets and Liabilities Carried at Fair Value at March 31, 2018</b>	<b>Fair Value of Level 3 Assets and Liabilities</b>	<b>Level 3 Assets and Liabilities as a Percentage of Total Assets and Liabilities Carried at Fair Value, by Class</b>
<b>Assets</b>			
Fixed maturities, at fair value			
U.S. Government	\$ 4,187,959	\$ 5,034	0.1%
U.S. States, municipalities and political subdivisions	2,013,162	—	—%
Non-U.S. Governments	5,306,651	—	—%
Corporate	9,742,670	2,128	—%
RMBS	4,529,723	6,937	0.2%
CMBS	1,259,519	—	—%
Other asset-backed securities	1,608,396	19,737	1.2%
<b>Total Fixed maturities, at fair value</b>	<b>\$ 28,648,080</b>	<b>\$ 33,836</b>	<b>0.1%</b>
Short-term investments, at fair value	500,170	—	—%
<b>Total investments AFS</b>	<b>\$ 29,148,250</b>	<b>\$ 33,836</b>	<b>0.1%</b>
Cash equivalents (1)	1,931,733	—	—%
Equity securities, at fair value	637,872	—	—%
Other investments (2)	812,314	231,368	28.5%
Other assets (3)	28,664	18,175	63.4%
<b>Total assets carried at fair value</b>	<b>\$ 32,558,833</b>	<b>\$ 283,379</b>	<b>0.9%</b>
<b>Liabilities</b>			
Other liabilities (4)	40,162	17,841	44.4%
<b>Total liabilities carried at fair value</b>	<b>\$ 40,162</b>	<b>\$ 17,841</b>	<b>44.4%</b>

(1) Cash equivalents balances subject to fair value measurements include certificates of deposit and money market funds.

(2) Excluded from Other investments balances are \$201.8 million at March 31, 2018 measured using Net Asset Value. Under current GAAP, these investments are excluded from the fair value hierarchy table. In addition, the Other investments balance excludes payment obligations that are carried at amortized cost, which totaled \$172.9 million at March 31, 2018. For further information, see Item 8, Note 6, "Other Investments," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

(3) Other assets include derivative instruments, reported on a gross basis.

(4) Other liabilities include derivative instruments, reported on a gross basis.

#### Unpaid Losses and Loss Expenses

We establish reserves to provide for estimated claims, the general expenses of administering the claims adjustment process and losses incurred but not reported. These reserves are calculated using actuarial and other reserving techniques to project the estimated ultimate net liability for losses and loss expenses. Our reserving practices and the establishment of any particular reserve reflect our judgment concerning sound financial practice and do not represent any admission of liability with respect to any claims made against us.

Gross unpaid losses and loss expenses totaled \$29.7 billion at March 31, 2018 and December 31, 2017. See Item 1, Note 8, "Losses and Loss Expenses," to the Unaudited Consolidated Financial Statements included herein, for a reconciliation of our P&C unpaid losses and loss expenses for the three months ended March 31, 2018.

While we regularly review the adequacy of established reserves for unpaid losses and loss expenses, no assurance can be given that actual claims made and payments related thereto will not be in excess of the amounts reserved. In the future, if such reserves develop adversely, such deficiency would have a negative impact on future results of operations. For further discussion, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies and Estimates - 1) Unpaid Loss and Loss Expenses and Unpaid Loss and Loss Expenses Recoverable," and Note 10, "Losses and Loss Expenses," to the Consolidated Financial Statements included in Items 7 and 8, respectively, in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

## Unpaid Losses and Loss Expenses Recoverable and Reinsurance Balances Receivable

In the normal course of business, we seek to reduce the potential amount of loss arising from claims events by reinsuring certain levels of risk assumed in various areas of exposure with other insurers or reinsurers. While reinsurance agreements are designed to limit our losses from large exposures and permit recovery of a portion of direct unpaid losses, reinsurance does not relieve our ultimate liability to the insureds. Accordingly, the unpaid losses and loss expenses on the Unaudited Consolidated Balance Sheets represents our total gross unpaid losses and loss expenses. Unpaid losses and loss expenses recoverable relates to estimated reinsurance recoveries on the unpaid loss and loss expense reserves.

The table below presents our net paid and unpaid losses and loss expenses recoverable and reinsurance balances receivable:

<i>(U.S. dollars in thousands)</i>	<b>March 31, 2018</b>	<b>December 31, 2017</b>
Reinsurance balances receivable	\$ 1,233,046	\$ 952,847
Reinsurance recoverable on future policy benefits (excluding balances related to the GreyCastle Life Retro Arrangements)	8,470	8,277
Reinsurance recoverable on unpaid losses and loss expenses	7,299,233	7,280,549
Bad debt reserve on unpaid losses and loss expenses recoverable and reinsurance balances receivable	(59,116)	(63,836)
<b>Net paid and unpaid losses and loss expenses recoverable and reinsurance balances receivable</b>	<b>\$ 8,481,633</b>	<b>\$ 8,177,837</b>

## LIQUIDITY AND CAPITAL RESOURCES

Liquidity is a measure of our ability to generate sufficient cash flows to meet the short- and long-term cash requirements of our business operations. As a global insurance and reinsurance company, one of our principal responsibilities to clients is to ensure that we have ready access to funds with which to settle large or multiple unforeseen claims. We would generally expect that positive cash flow from operations (underwriting activities and investment income) will be sufficient to cover cash outflows under most future loss scenarios. However, there is a possibility that unforeseen demands could be placed on us due to extraordinary events and, as such, our liquidity needs may change. Such events include, among other things: several significant catastrophes occurring in a relatively short period of time resulting in material incurred losses; rating agency downgrades of our core insurance and reinsurance subsidiaries that would require posting of collateral in connection with our letter of credit and revolving credit facilities; and the return of unearned premiums and/or the settlement of derivative transactions and large scale uncollectible reinsurance recoverables on paid losses (as a result of coverage disputes, reinsurers' credit problems or decreases in the value of collateral supporting reinsurance recoverables). Any one or a combination of such events may cause a liquidity strain for us. In addition, a liquidity strain could also occur when there is illiquidity in financial markets, such as that which was experienced in 2008. Investments that may be used to meet liquidity needs in the event of a liquidity strain may not be liquid due to inactive markets, or may have to be sold at a significant loss as a result of depressed prices. Because each subsidiary focuses on a more limited number of specific product lines than is collectively available from the consolidated group of companies, the mix of business tends to be less diverse at the subsidiary level. As a result, the probability of a liquidity strain, as described above, may be greater for individual subsidiaries than when liquidity is assessed on a consolidated basis. If such a liquidity strain were to occur in a subsidiary, XL Group may be required to contribute capital to the particular subsidiary and/or curtail dividends from the subsidiary to support holding company operations, which may be difficult given that XL Group is a holding company and has limited liquidity.

A downgrade below "A-" of our principal insurance and reinsurance subsidiaries by either S&P or A.M. Best, which is three notches below the current S&P financial strength rating of "A+" (Stable) and two notches below the A.M. Best financial strength rating of "A" (Stable) of these subsidiaries, may trigger cancellation provisions in a significant number of our assumed reinsurance agreements and may potentially require us to return unearned premiums to cedants. In certain limited instances, such downgrades may require that we return cash or assets to counterparties or to settle derivative and/or other transactions with the respective counterparties. See Item 1A, "Risk Factors," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

### Holding Company Liquidity

As holding companies, XL Group and XLIT have no operations of their own and their assets consist primarily of investments in subsidiaries. XL Group's principal uses of liquidity are common share-related transactions, including dividend payments to holders of its common shares as well as share buybacks, capital investments in its subsidiaries and certain corporate operating expenses. XLIT's principal uses of liquidity are preference share related transactions, including dividend payments to its preference shareholders as well as preference share buybacks from time to time, interest and principal payments on debt, dividends to its parent company and certain corporate operating expenses.

XL Group's future cash flows largely depend on the availability of dividends or other permissible payments from subsidiaries to make principal and interest payments on debt, to pay operating expenses and common shareholder dividends, to make capital investments in subsidiaries and to pay other obligations that may arise from time to time. The ability of our subsidiaries to pay dividends to us or return capital from shareholders' equity is limited by applicable laws and regulations of the various jurisdictions in which we operate, certain additional required regulatory approvals and financial covenants contained in our letter of credit and revolving credit facilities. The payment of dividends by our principal operating subsidiaries is regulated under the laws of various jurisdictions, including Bermuda, the U.K., Ireland and Switzerland, certain insurance statutes of various U.S. states in which principal operating subsidiaries are licensed to transact business, the other jurisdictions where we have regulated subsidiaries, and regulations of the Society of Lloyd's. See Item 8, Note 24, "Statutory Financial Data," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for further discussion and details regarding the dividend capacity of our major operating subsidiaries. See also Item 1A, "Risk Factors - Our holding company structure and certain regulatory and other constraints affect our ability to pay dividends, make payments on our debt securities and make other payments," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. No assurance can be given that our subsidiaries will pay dividends in the future to XL Group and XLIT.

Under Bermuda law, XL Group is required to pay cash dividends from contributed surplus. At March 31, 2018, XL Group had \$7.8 billion in contributed surplus.

All of our outstanding debt at March 31, 2018 was issued by XLIT. The ability of XLIT, like that of XL Group, to obtain funds from its subsidiaries to satisfy any of its debts, including obligations under guarantees, is subject to certain contractual restrictions, applicable laws and statutory requirements of the various countries in which we operate, including, among others, Bermuda, the U.S, Ireland, Switzerland and the U.K. For details of the required statutory capital and surplus for our principal operating subsidiaries, see Item 8, Note 24, "Statutory Financial Data," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. See also the Unaudited Consolidated Statements of Cash Flows in Item 1, Financial Statements, included herein.

We believe that we have adequate capital resources in the aggregate, and that our subsidiaries have the ability to produce sufficient cash flows, to meet expected claims payments and operational expenses and to provide dividend payments to XLIT and XL Group. In turn, we anticipate that we will have adequate capital resources, or the access to capital resources, to meet our obligations, including but not limited to dividend payments to our shareholders, interest payments on our senior and subordinated notes and other liabilities as they come due.

#### Sources of Liquidity

At March 31, 2018 and December 31, 2017, on a consolidated basis we had cash and cash equivalents of approximately \$3.5 billion and \$3.4 billion. We have three main sources of cash flows - those provided (used) by operating activities, investing activities and financing activities:

<i>(U.S. dollars in thousands)</i>	<b>March 31, 2018</b>	<b>March 31, 2017</b>
Operating activities	\$ (238,124)	\$ (47,497)
Investing activities	\$ 340,442	\$ 241,506
Financing activities	\$ (63,486)	\$ (291,600)
Effects of exchange rate changes on foreign currency cash	\$ 7,503	\$ 30,273

#### Operating Cash Flows

Historically, cash receipts from operations that are typically derived from the receipt of investment income on our investment portfolio as well as the net receipt of premiums less expenses related to our underwriting activities have generally provided sufficient funds to pay losses as well as operating expenses of our subsidiaries and to fund dividends payable by our subsidiaries to XL Group and XLIT. Our operating subsidiaries provide liquidity in that premiums are generally received months or even years before losses are paid under the policies related to such premiums. Premiums and acquisition expenses are settled based on terms of trade as stipulated by an underwriting contract, and generally are settled within the first year of inception of a policy when the premium is written, but can be up to three years on certain reinsurance business assumed. Operating expenses are generally paid within a year of being incurred. Claims, especially for the casualty business, may take a much longer time before they are reported and ultimately settled, requiring the establishment of reserves for unpaid losses and loss expenses. Therefore, the amount of claims paid in any one year is not necessarily related to the amount of net losses incurred in that year, as reported in the Unaudited Consolidated Statements of Income.

During the three months ended March 31, 2018, net cash flows used in operating activities was \$238.1 million compared to net cash flows used in operating activities of \$47.5 million for the same period in 2017. The decrease was mainly due to increased claims payment activity, partially offset by premium receipts and reinsurance recoveries.

### ***Investing Cash Flows***

Generally, positive cash flows from operations and financing activities are invested in our investment portfolio, including affiliates, or the acquisition of subsidiaries. Subsequent sales and maturities of these investments then generate positive cash flows.

Net cash provided by investing activities was \$340.4 million in the three months ended March 31, 2018 compared to net cash provided of \$241.5 million for the same period in 2017. The change is largely attributable to increased proceeds received on the sales of fixed maturities and short-term investments, which were in excess of purchases of the same such assets.

As further outlined in Item 1, Note 4, "Investments," to the Unaudited Consolidated Financial Statements included herein, certain assets of the investment portfolio are pledged as collateral in support of insurance and reinsurance liabilities and held in trust. Additionally, certain of these pledged assets are held as collateral in relation to our credit facilities. At March 31, 2018 and December 31, 2017, the Company had \$17.9 billion and \$18.8 billion in pledged assets, respectively. Of these pledged assets, we have determined in accordance with the accounting policy outlined in Item 8, Note 1(i), "Significant Accounting Policies - Cash and Cash Equivalents," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 that cash in the amount of \$155.0 million at March 31, 2018 is restricted and has been disclosed as such in our Unaudited Consolidated Balance Sheets.

### ***Financing Cash Flows***

Cash flows related to financing activities include common and preference share related transactions, the payment of dividends, the issuance or repurchase of preference ordinary shares by our subsidiaries, the issuance, repurchase or maturity of debt and deposit liability transactions. During the three months ended March 31, 2018, net cash flows used in financing activities were \$63.5 million, mainly due to payments made regarding our deposit liabilities, including the commutation of two contracts and payments made to run-off another contract. The decrease in net cash flows used in financing activities is attributable to the timing of dividend payments, which were made after March 31, 2018, as well as the lack of share buyback activity under the current buyback authorization during the period.

In addition, the Company maintains credit facilities that provide liquidity. Details of these facilities are described below in "Capital Resources."

### **Capital Resources**

At March 31, 2018 and December 31, 2017, we had total shareholders' equity of \$11.2 billion and \$11.5 billion, respectively. In addition to common share capital, we depend on external sources of financing to support our underwriting activities in the form of:

- debt;
- letter of credit facilities and other sources of collateral; and
- revolving credit facilities.

In particular, we require, among other things:

- sufficient capital to maintain our financial strength and credit ratings, as issued by several rating agencies, at levels considered necessary by management to enable our key operating subsidiaries to compete;
- sufficient capital to enable our regulated subsidiaries to meet the regulatory capital levels required in the U.S., the U.K., Bermuda, Ireland, Switzerland, the Society of Lloyd's and other key markets;
- letters of credit and other forms of collateral that are required to be posted or deposited, as the case may be, by our operating subsidiaries that are "non-admitted" under U.S. state insurance regulations in order for the U.S. cedant to receive statutory credit for reinsurance. We also use letters of credit to support our operations at Lloyd's; and
- revolving credit facilities as a back-up for potential short-term liquidity needs.

The following risks are associated with our requirement to renew or obtain new credit facilities:

- the credit available from banks may be reduced due to market conditions resulting in our need to pledge our investment portfolio to customers, which could result in a lower investment yield;
- we may be downgraded by one or more rating agencies, which could trigger an event of default under certain credit facilities and could materially and negatively impact our business, financial condition, results of operations and/or liquidity; and

- the volume of business that our subsidiaries that are non-admitted in the U.S. are able to transact could be reduced if we are unable to obtain letter of credit facilities at an appropriate amount.

Consolidation within the banking industry may result in the aggregate amount of credit provided to us being reduced. We attempt to mitigate this risk by identifying and/or selecting additional banks that can participate in the credit facilities upon renewal. See Item 1A, "Risk Factors - We may require additional capital in the future, which may not be available to us on satisfactory terms, on a timely basis or at all," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

The following table summarizes the components of our current capital resources:

<i>(U.S. dollars in thousands)</i>	<b>March 31, 2018</b>	<b>December 31, 2017</b>
Non-controlling interests - Series D preference ordinary shares of XLIT	\$ 287,143	\$ 287,143
Non-controlling interests - Series E preference ordinary shares of XLIT	669,778	669,778
Non-controlling interests - Non-cumulative perpetual preference shares of Catlin-Bermuda	518,582	518,582
Non-controlling interests - Other	131,190	137,500
Common share capital	9,628,529	9,848,317
<b>Total common shares and non-controlling interests</b>	<b>\$ 11,235,222</b>	<b>\$ 11,461,320</b>
Notes payable and debt	3,240,461	3,220,769
<b>Total</b>	<b>\$ 14,475,683</b>	<b>\$ 14,682,089</b>

#### ***Common Share Capital***

The following table reconciles the opening and closing common share capital positions as follows:

<i>(U.S. dollars in thousands)</i>	<b>March 31, 2018</b>	<b>December 31, 2017</b>
Common shareholders' equity - beginning of period	\$ 9,848,317	\$ 10,938,512
Net income (loss) attributable to common shareholders	152,648	(560,398)
Share buybacks	(1,662)	(571,615)
Share issuances	48,185	50,662
Common share dividends	(57,644)	(232,002)
Net current period OCI, net of tax	(359,223)	173,885
Share-based compensation and other	(2,092)	49,273
Common shareholders' equity - end of period	<b>\$ 9,628,529</b>	<b>\$ 9,848,317</b>

#### ***Preference Shares - Non-controlling Interest in Equity of Consolidated Subsidiaries***

The Series D preference ordinary shares and the Series E preference ordinary shares were issued by XLIT. We also assumed the obligation of the non-cumulative perpetual preference shares issued by Catlin-Bermuda. These instruments represent non-controlling interests in our Unaudited Consolidated Financial Statements included herein, and are presented as non-controlling interest in equity of consolidated subsidiaries as noted in the table above.

## Debt

The following tables present the Company's outstanding notes payables and debt at March 31, 2018:

(U.S. dollars in thousands)

Debt Issuance:	Outstanding (1)	Year of Expiry	Payments Due by Period (2)			
			Less than 1 Year	1 to 3 Years	3 to 5 Years	After 5 Years
\$300 million, 2.30% Senior Notes due December 2018	\$ 299,525	2018	\$ 300,000	\$ —	\$ —	\$ —
\$400 million, 5.75% Senior Notes due October 2021	398,492	2021	—	—	400,000	—
\$350 million, 6.375% Senior Notes due November 2024	349,275	2024	—	—	—	350,000
\$500 million, 4.45% Subordinated Notes due March 2025	494,340	2025	—	—	—	500,000
\$325 million, 6.25% Senior Notes due May 2027	323,571	2027	—	—	—	325,000
\$300 million, 5.25% Senior Notes due December 2043	296,593	2043	—	—	—	300,000
\$500 million, 5.5% Subordinated Notes due March 2045	472,928	2045	—	—	—	483,305
€500 million, 3.25% Subordinated Notes due June 2047	605,737	2047	—	—	—	616,050
<b>Total debt carrying value</b>	<b>\$ 3,240,461</b>		<b>\$ 300,000</b>	<b>\$ —</b>	<b>\$ 400,000</b>	<b>\$ 2,574,355</b>

(1) "Outstanding" data represent March 31, 2018 accreted values.

(2) "Payments Due by Period" data represents ultimate redemption values.

For details regarding the outstanding unsecured notes at March 31, 2018 and for further information on our debt see 8, Note 14, "Notes Payable and Debt and Financing Arrangements," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

### Letter of Credit (LOC) Facilities and other sources of collateral

The following table presents the Company's ten unsecured LOC facilities and revolving credit facilities at March 31, 2018:

(U.S. dollars in thousands)

Facility Name:	Commitment	In Use/ Outstanding	Year of Expiry	Amount of Commitment Expiration by Period (1)			
				Less than 1 Year	1 to 3 Years	3 to 5 Years	After 5 Years
2016 Credit Agricole Facility I	\$ 125,000	\$ 125,000	2019	\$ —	\$ 125,000	\$ —	\$ —
2016 Credit Agricole Facility II	125,000	125,000	2019	—	125,000	—	—
2017 Commonwealth Bank Facility	215,000	215,000	2020	—	215,000	—	—
2017 Credit Suisse Facility	100,000	100,000	2020	—	100,000	—	—
FAL Facility I	125,000	125,000	2020	—	—	125,000	—
FAL Facility II	125,000	125,000	2020	—	—	125,000	—
FAL Facility III	125,000	125,000	2020	—	—	125,000	—
FAL Facility IV	125,000	125,000	2020	—	—	125,000	—
Syndicated Unsecured Facility (2)	750,000	105,655	2021	—	—	750,000	—
2017 Commerzbank Facility	100,000	100,000	2022	—	—	100,000	—
Total unsecured LOC facilities	\$ 1,915,000	\$ 1,270,655		\$ —	\$ 565,000	\$ 1,350,000	\$ —
Facilities collateralized by certain investment assets	1,552,841	1,536,556		—	—	750,000	802,841
<b>Total LOC facilities (3)</b>	<b>\$ 3,467,841</b>	<b>\$ 2,807,211</b>		<b>\$ —</b>	<b>\$ 565,000</b>	<b>\$ 2,100,000</b>	<b>\$ 802,841</b>

(1) See Item 8, Note 14(b), "Notes Payable and Debt and Financing Arrangements - Letter of Credit Facilities ("LOC") and Other Sources of Collateral," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for definition of terms used in this table.

(2) We have the option to increase the size of the Syndicated Facilities by an additional of \$500 million across both such facilities.

(3) As of March 31, 2018, the portion of the total LOC facilities allowable to be utilized for revolving loans was \$750.0 million. However, \$105.7 million of this allowable portion was utilized to issue letters of credit, leaving \$644.3 million available either to issue additional letters of credit or to support other operating or financing needs under these particular facilities

See Item 8, Note 14(b), "Notes Payable and Debt and Financing Arrangements - Letter of Credit Facilities ("LOC") and Other Sources of Collateral," to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for further information.

**General**

The following market risk management discussion and the estimated amounts generated from the sensitivity and value-at-risk ("VaR") analyses presented in this document are forward-looking statements of market risk assuming certain adverse market conditions occur. Actual results in the future may differ materially from these estimated results due to, among other things, actual developments in the global financial markets and changes in the composition of our investment portfolio. The results of the analyses used by us to assess and mitigate risk should not be considered projections of future events or losses. See Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations - General - Cautionary Note Regarding Forward-Looking Statements."

As described in Item 1, Note 1(a), "Significant Accounting Policies - Basis of Preparation and Consolidation," to the Unaudited Consolidated Financial Statements included herein, in connection with the GreyCastle Life Retro Arrangements, the Life Funds Withheld Assets are managed pursuant to agreed-upon investment guidelines that meet the contractual commitments of our ceding companies and applicable laws and regulations. All of the investment results associated with the Life Funds Withheld Assets ultimately accrue to GCLR. Because we no longer share in the risks and rewards of the underlying performance of the supporting invested assets, quantitative and qualitative disclosures about market risk exclude the Life Funds Withheld Assets.

Market risk represents the potential for loss due to adverse changes in the fair value of financial and other instruments. We are principally exposed to the following market risks: interest rate risk, foreign currency exchange rate risk, credit risk, equity price risk and other related market risks.

The majority of our market risk arises from the investment portfolio, which consists of fixed income securities, hedge fund investments, public equities, private investments (including funds), derivatives, other investments and cash, denominated in both U.S. and foreign currencies, which are sensitive to changes in interest rates, credit spreads, equity prices, foreign currency exchange rates and other market risks. Our fixed income and equity securities are generally classified as available-for-sale ("AFS"), and, as such, changes in interest rates, credit spreads on corporate and structured securities, equity prices, foreign currency exchange rates or other market instruments will have an immediate effect on comprehensive income and shareholders' equity but will not ordinarily have an immediate effect on net income. Nevertheless, changes in interest rates, credit spreads, equity prices and other related market instruments affect consolidated net income when, and if, a security is sold or impaired.

We may enter into derivatives to reduce risk or enhance portfolio efficiency. For example, we may use derivatives to hedge foreign exchange and interest rate risk related to our consolidated net exposures or to efficiently gain exposure to investments that are eligible under our investment policy. From time to time, we may also use instruments such as futures, options, interest rate swaps, total return swaps, credit default swaps and swaptions, and foreign currency forward contracts to manage the risk of interest rate changes, credit deterioration, foreign currency exposures, and other market-related exposures as well as to obtain exposure to a particular financial market. We seek to manage the risks associated with the use of derivatives through our Authorities Framework. Derivative instruments are carried at fair value with the resulting changes in fair value recognized in income in the period in which they occur. For further information, see Item 1, Note 5, "Derivative Instruments," to the Unaudited Consolidated Financial Statements included herein.

**Interest Rate Risk (Excluding Life Funds Withheld Assets)**

Interest rate risk is the price sensitivity of a fixed income security to changes in interest rates. Our fixed income portfolio is exposed to interest rate risk. Our liabilities are accrued at a static rate from an accounting standpoint. However, management considers the liabilities to have an economic exposure to interest rate risk and manages the net economic exposure to interest rate risk considering both assets and liabilities. Interest rate risk is managed within the context of our Strategic Asset Allocation ("SAA") process by specifying an SAA benchmark relative to the estimated duration of our liabilities and managing the fixed income portfolio relative to the benchmarks such that the overall economic effect of interest rate risk is within management's risk tolerance. Nevertheless, we remain exposed to interest rate risk with respect to our overall net asset position and more generally from an accounting standpoint since the assets are carried at fair value, while liabilities are accrued at a static rate. We may utilize derivative instruments via an interest rate overlay strategy to manage or optimize our duration and curve exposures.

In addition, while our debt is not carried at fair value and not adjusted for market changes, changes in market interest rates could have an impact on debt values at the time of any refinancing.



### Foreign Currency Exchange Rate Risk (Excluding Life Funds Withheld Assets)

Many of our non-U.S. subsidiaries maintain both assets and liabilities in local currencies; therefore, foreign exchange risk is generally limited to net assets denominated in foreign currencies.

Foreign currency exchange rate gains and losses in our Unaudited Consolidated Statements of Income arise for accounting purposes when net assets or liabilities are denominated in foreign currencies that differ from the functional currency of those subsidiaries. While unrealized foreign exchange gains and losses on underwriting balances are reported in earnings, the offsetting unrealized gains and losses on invested assets are recorded as a separate component of shareholders' equity, to the extent that the asset currency does not match that entity's functional currency. This results in an accounting mismatch that will result in foreign exchange gains or losses in the Unaudited Consolidated Statements of Income depending on the movement in certain currencies. We have formed several branches with Euro and British pound functional currencies and continue to focus on attempting to limit exposure to foreign exchange risk.

Foreign currency exchange rate risk in general is reviewed as part of our risk management framework. Within the asset liability framework for the investment portfolio, we pursue a general policy of holding the assets and liabilities in the same currency and, as such, we are not generally exposed to the risks associated with foreign exchange movements within the investment portfolio, as currency impacts on the assets are generally matched by corresponding impacts on the related liabilities. However, locally-required capital levels are invested in local currencies in order to satisfy regulatory requirements and to support local insurance operations and are not matched by related liabilities. Foreign currency contracts within the investment portfolio may be utilized to manage individual portfolio foreign currency exposures, subject to investment management service providers' guidelines established by management. Where these contracts are not designated as specific hedges for financial reporting purposes, we record realized and unrealized gains and losses in income in the period in which they occur. These contracts generally have maturities of three months or less. We may also attempt to manage the foreign exchange volatility arising on certain transactions denominated in foreign currencies. These include, but are not limited to, premiums receivable, reinsurance contracts, claims payable and investments in subsidiaries.

Foreign currency exposures represent all net assets and liabilities held in currencies other than U.S. dollars that generate foreign exchange volatility. The following table provides more information on our net total foreign currency exposures at March 31, 2018 and December 31, 2017:

<i>(Foreign currency in U.S. dollars, in millions)</i>	<b>March 31, 2018</b>	<b>December 31, 2017</b>
Canadian dollar (CAD)	\$ 282.0	\$ 365.3
Australian dollar (AUD)	116.6	185.8
British pound sterling (GBP)	165.4	115.9
Euro (EUR)	103.9	(54.9)
Swiss Francs (CHF)	85.5	82.0
Singaporean dollar (SGD)	(25.5)	123.6
Other	(102.4)	(275.3)
<b>Total</b>	<b>\$ 625.5</b>	<b>\$ 542.4</b>
As a percentage of total net assets	5.6%	4.7%
Absolute value of pre-tax impact of 10% movement of the U.S. dollar <b>Shareholders' Equity</b>	<b>\$ 62.6</b>	<b>\$ 54.2</b>
Absolute value of pre-tax impact of 10% movement of the U.S. dollar <b>Book Value per Share</b>	<b>0.6%</b>	<b>0.6%</b>

### Credit Risk (Excluding Life Funds Withheld Assets)

Credit risk relates to the uncertainty of an obligor's continued ability to make timely payments in accordance with the contractual terms of the instrument or contract. We are exposed to direct credit risk within our investment portfolio, through general counterparties, including customers and reinsurers, and through certain underwriting activities that include, but are not limited to, surety, workers' compensation, environmental and political risk and trade credit.

We have an established credit risk governance process that has been delegated to the Credit Risk Committee. The governance process is designed to ensure that transactions and activities, individually and in the aggregate, are carried out within established risk tolerances. This process also recognizes the potential for clash event risk (which covers a number of substantially similar claims against multiple policyholders) that could arise from credit events owing to the identified credit risk embedded in certain underwriting businesses, as well as our investment activities and reinsurance relationships. In particular, certain of our underwriting activities expose us to indirect credit risk in that the profitability of certain strategies can correlate

with credit events at the issuer, industry or country level. We manage these risks through established underwriting policies that operate in accordance with established limit and escalation frameworks.

To manage our exposure to credit risk, we have established a credit risk framework that establishes tolerances for credit risk at various levels of granularity (counterparty, industry, country and underwriting business) and tolerances for credit risk arising from certain clash events. Credit risk capacity is allocated across our businesses and functional areas, and regular reporting and aggregation activities are carried out to ensure compliance with our credit risk framework and related tolerances. Credit risk arising from credit sensitive underwriting activities is also managed via our underwriting limit framework. We manage credit risk within the investment portfolio through our Authorities Framework and established investment credit policies, which address the quality of obligors and counterparties, industry limits, and diversification requirements. Our exposure to market credit spreads primarily relates to market price and cash flow variability associated with changes in credit spreads.

Our credit risk framework establishes a 1% exceedance credit clash limit at a level not to exceed approximately 25% of Adjusted Tangible Capital in order to manage the direct and indirect credit exposures arising from underwriting and non-underwriting activities that could potentially be impacted in various degrees by a systemic credit event (e.g., our investment portfolio, credit sensitive underwriting activities, unsecured exposures arising from reinsurance recoverable counterparties, brokers and other obligor counterparties). If we were to deploy the full limit, there would be a 1% probability that an event would occur during the next year that would result in a net credit clash related loss in excess of the limit. See "Other Key Focuses of Management - Risk Management" for factors we consider in setting the credit clash risk tolerance as well as for factors that could cause a deviation between estimated and actual incurred losses.

#### ***Credit Risk – Investment Portfolio (Excluding Life Funds Withheld Assets)***

Credit risk in the investment portfolio is the exposure to adverse changes in the creditworthiness of individual investment holdings, issuers, groups of issuers, industries and countries. A widening of credit spreads will increase the net unrealized loss position, will increase losses associated with credit-based derivatives where we assume credit exposure, and, if issuer credit spreads increase significantly for an extended period of time or it is a period of increasing defaults, will also likely result in higher OTTI charges. All else held equal, credit spread tightening will reduce net investment income associated with new purchases of fixed maturities. In addition, market volatility can make it difficult to value certain of our securities if trading becomes less frequent. As such, valuations may include assumptions or estimates that may have significant period to period changes that could have a material adverse effect on our consolidated results of operations or financial condition. The credit spread duration in our fixed income portfolio was 3.5 years at March 31, 2018.

We manage credit risk in the investment portfolio, including fixed income, alternative and short-term investments, through the credit research performed by investment management service providers and our portfolio management team. The management of credit risk in the investment portfolio is integrated in our credit risk management governance framework and the management of credit exposures and concentrations within the investment portfolio is carried out in accordance with our risk policies, philosophies, appetites, limits and risk concentrations related to the investment portfolio. In the investment portfolio, we review on a regular basis our asset concentration, credit quality and adherence to our credit limit guidelines. Any issuer over its credit limits or experiencing financial difficulties, material credit quality deterioration or potentially subject to forthcoming credit quality deterioration is placed on a watch list for closer monitoring. Where appropriate, exposures are reduced or prevented from increasing.

See Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Balance Sheet Analysis - Investments (Excluding Life Funds Withheld Assets)," included herein for our aggregate fixed income portfolio by credit rating in percentage terms of our aggregate fixed income portfolio at March 31, 2018.

At March 31, 2018 and December 31, 2017, the average credit quality of our aggregate fixed income investment portfolio (including short-term investments) was "AA." Our \$12.0 billion portfolio of government and government-related, agency and sovereign investments was rated "AA+," our \$9.8 billion portfolio of corporates was rated "A-," and our \$7.4 billion structured securities portfolio was rated "AA+."

At March 31, 2018, the top 10 corporate exposures listed below represented 5.3% of the aggregate fixed income investment portfolio and 16.0% of all corporate holdings.

<b>Top 10 Corporate holdings (1)(2)</b> <i>(U.S. dollars in millions)</i>	<b>Carrying Value</b>	<b>% of Corporate</b>	<b>Percentage of Aggregate Fixed Income Portfolio</b>
Wells Fargo & Company	\$ 187	2.0%	0.6%
JPMorgan Chase & Co.	178	1.8%	0.6%
Bank of America Corporation	177	1.8%	0.6%
Morgan Stanley	172	1.7%	0.6%
The Goldman Sachs Group, Inc.	164	1.7%	0.6%
HSBC Holdings plc	155	1.6%	0.5%
Anheuser-Busch InBev SA	155	1.6%	0.5%
Citigroup Inc.	145	1.5%	0.5%
BP plc	112	1.2%	0.4%
Apple Inc.	110	1.1%	0.4%
<b>Total</b>	<b>\$ 1,555</b>	<b>16.0%</b>	<b>5.3%</b>

(1) Government-guaranteed securities and Covered Bonds have been excluded from the above figures.

(2) Excludes short-term investments and accrued investment income.

We also have exposure to credit risk associated with our mortgage-backed and asset-backed securities. The table below shows the breakdown of the \$7.4 billion structured securities portfolio, of which 91.4% is AAA rated:

<i>(U.S. dollars in millions)</i>	<b>Carrying Value (2)</b>	<b>Percentage of Structured Portfolio</b>
RMBS	\$ 4,529.7	61.2%
CMBS	1,259.5	17.0%
Other ABS (1)	1,608.4	21.8%
<b>Total</b>	<b>\$ 7,397.6</b>	<b>100.0%</b>

(1) Includes Covered Bonds.

(2) Excludes short-term investments and accrued investment income.

#### **Credit Risk – Other (Excluding Life Funds Withheld Assets)**

Credit derivatives may be used to reduce investment risk (protect against credit spread widening) and/or for efficient portfolio management (to change credit exposure in a quick and efficient manner). The credit derivatives are recorded at fair value. For further details with respect to our exposure to credit derivatives, see Item 1, Note 5, "Derivative Instruments," to the Unaudited Consolidated Financial Statements included herein.

We have exposure to many different industries and counterparties, and routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, alternatives and other investment funds and other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty. In addition, with respect to secured transactions, our credit risk may be exacerbated when the collateral held by us cannot be sold or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure that is due. We also have exposure to financial institutions in the form of unsecured debt instruments, derivative transactions, revolving credit facility and letter of credit commitments and equity investments. There can be no assurance that any such losses or impairments to the carrying value of these assets would not materially and adversely affect our business and results of operations.

With regard to unpaid losses, loss expenses recoverable and reinsurance balances receivable, we have credit risk should any of our reinsurers be unable or unwilling to settle amounts due to us; however, these exposures are not marked to market. For further information relating to reinsurer credit risk, see Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Unpaid Losses and Loss Expenses Recoverable and Reinsurance Balances Receivable."

We are exposed to credit risk in the event of non-performance by the other parties to our derivative instruments in general; however, we do not anticipate non-performance.

### **Equity Price Risk (Excluding Life Funds Withheld Assets)**

Equity price risk is the potential loss arising from changes in the market value of equities. Our equity investment portfolio is exposed to equity price risk. At March 31, 2018, our equity portfolio was approximately \$474.2 million as compared to \$557.0 million at December 31, 2017. This excludes fixed income fund investments of \$163.7 million and \$157.0 million at March 31, 2018 and December 31, 2017, respectively, that generally do not have the risk characteristics of equity investments but are treated as equity investments under GAAP given their structure as open-ended exchange traded funds. At March 31, 2018 and December 31, 2017, our direct allocation to equity securities was 1.7% and 1.9%, respectively, of the total investments (including cash and cash equivalents, accrued investment income and net payable for investments purchased). We also estimate the equity risk embedded in certain hedge fund and private investments (including funds). Such estimates are derived from market exposures provided to us by certain individual fund investments and/or internal statistical analyses.

### **Other Market Risks (Excluding Life Funds Withheld Assets)**

Our private investments (including funds) portfolio is invested in limited partnerships and other entities that are not publicly traded. In addition to normal market risks, these positions may also be exposed to liquidity risk, risks related to distressed investments, risks related to real estate and risks specific to startup or small companies. At March 31, 2018, our exposure to private investments (including funds), excluding unfunded commitments, was \$576.0 million, representing 1.5% of the total investment portfolio (including cash and cash equivalents, accrued investment income and net payable for investments purchased) compared to \$556.6 million, representing 1.5% of the total investment portfolio at December 31, 2017.

Our hedge fund portfolio, which is exposed to equity and credit risk as well as certain other market risks, had a total exposure of \$1.3 billion representing approximately 3.6% of the total investment portfolio (including cash and cash equivalents, accrued investment income and net payable for investments purchased) at both March 31, 2018 and December 31, 2017.

Our operating affiliate investment portfolio is invested in insurance, investment manager and strategic and other affiliate investments. In addition to normal market risks, these positions may also be exposed to liquidity risk, risks related to distressed investments and risks specific to startup or small companies. Such positions had a total exposure of \$425.5 million, representing approximately 1.2% of the total investment portfolio (including cash and cash equivalents, accrued investment income and net payable for investments purchased) at March 31, 2018, as compared to December 31, 2017, when we had a total exposure of \$427.6 million, representing approximately 1.2% of the investment portfolio.

As noted above, we also invest in certain derivative positions that can be impacted by market value movements. For further details on derivative instruments, see Item 1, Note 5, "Derivative Instruments," to the Unaudited Consolidated Financial Statements included herein.

### **Sensitivity and Value-at-Risk Analysis (Excluding Life Funds Withheld Assets)**

The table below summarizes our assessment of the estimated impact on the value of our investment portfolio at March 31, 2018 associated with an immediate and hypothetical: +100bps increase in interest rates, a -10% decline in equity markets, a +100bps widening in spreads and a +10% widening in spreads. The table also reports the 95%, 1-year value-at-risks ("VaRs") for our investment portfolio at March 31, 2018, excluding foreign exchange. The interest rate, spread risk, and VaR shown in the table below exclude Life Funds Withheld Assets.

The table below also excludes the impact of foreign exchange rate risk on our investment portfolio. Our investment strategy incorporates asset-liability management, and, accordingly, any foreign exchange movements impact the assets and liabilities approximately equally. See "Foreign Currency Exchange Rate Risk" for further details. We consider the investment portfolio VaR estimated results excluding foreign exchange rate risk to be a relevant and appropriate metric to consider when assessing the actual risk of the investment portfolio.

The estimated results at March 31, 2018 below also do not include any risk contributions from our various operating affiliates (insurance, investment manager and strategic and other) or certain other investments that are carried at amortized cost.

(U.S. dollars in millions)

	Interest Rate Risk (1)	Equity Risk (2)	Absolute Spread Risk (3)	Relative Spread Risk (4)	VaR (5) (6)
<b>Total Investment Portfolio (7)</b>	\$ (1,234.7)	\$ (283.3)	\$ (1,100.2)	\$ (79.1)	\$ 806.1
(I) Fixed Income Portfolio	(1,228.4)	—	(1,093.1)	(78.3)	757.8
(a) Cash & Short-term Investments	(5.5)	—	(5.1)	(0.2)	9.9
(b) Total Government Related	(456.8)	—	(232.1)	(4.9)	238.5
(c) Total Corporate Credit	(412.1)	—	(443.9)	(44.4)	271.0
(d) Total Structured Credit	(353.9)	—	(412.0)	(28.8)	277.1
(II) Non-Fixed Income Portfolio	—	(196.7)	—	—	334.3
(e) Equity Portfolio	—	(47.7)	—	—	116.1
(f) Hedge Fund Portfolio	—	(62.5)	—	—	117.6
(g) Private Investments	—	(86.5)	—	—	141.5
(III) Insurance and Other Strategic Investments	(6.3)	(86.6)	(7.1)	(0.8)	135.8

- (1) The estimated impact on the fair value of our fixed income portfolio of an immediate hypothetical +100 bps adverse parallel shift in global bond curves.
- (2) The estimated impact on the fair value of our investment portfolio of an immediate hypothetical -10% change in the value of equity exposures in our equity portfolio, certain equity-sensitive hedge fund investments and private equity investments. This includes our estimate of equity risk embedded in the hedge fund and private investments portfolios with such estimates utilizing market exposures provided to us by certain individual fund investments, internal statistical analyses, and/or various assumptions regarding illiquidity and concentrations.
- (3) The estimated impact on the fair value of our fixed income portfolio of an immediate hypothetical +100 basis point increase in all global government related, corporate and structured security spreads to which our fixed income portfolio is exposed. This excludes exposure to credit spreads in our hedge fund, private investment and counterparty exposure.
- (4) The estimated impact on the fair value of our fixed income portfolio of an immediate hypothetical +10% increase in all global government related, corporate and structured security spreads to which our fixed income portfolio is exposed. This excludes exposure to credit spreads in our hedge fund, private investment and counterparty exposure.
- (5) The VaR results are based on a 95% confidence interval, with a one-year holding period, excluding foreign exchange rate risk. Our investment portfolio VaR at March 31, 2018 is not necessarily indicative of future VaR levels as these are based on statistical estimates of possible price changes and, therefore, exclude other sources of investment return such as coupon and dividend income.
- (6) The VaR results are the standalone VaRs, based on the prescribed methodology, for each component of our Total Investment Portfolio. The standalone VaRs of the individual components are non-additive, with the difference between the summation of the individual component VaRs and their respective aggregations being due to diversification benefits across the individual components. In the case of the VaR results for our Total Investment Portfolio, the results also include the impact associated with our insurance and other strategic investments.
- (7) Our Total Investment Portfolio also includes our insurance and other strategic investments that do not form part of our Fixed Income Portfolio or Non-Fixed Income Portfolio. The individual results reported in the above table for our Total Investment Portfolio therefore represent the aggregate impact on our Fixed Income Portfolio, Non-Fixed Income Portfolio and the majority of our insurance and other strategic investments.

#### Stress Testing (Excluding Life Funds Withheld Assets)

VaR does not provide the means to estimate the magnitude of the loss in the 5% of occurrences when we expect the VaR level to be exceeded. To complement the VaR analysis based on normal market environments, we consider the impact on the investment portfolio of several different stress scenarios to analyze the effect of unusual market conditions. We establish certain stress scenarios that are applied to the actual investment portfolio. As these stress scenarios and estimated gains and losses are based on scenarios established by us, they will not necessarily reflect future stress events or the gains and losses from such events. The results of the stress scenarios are reviewed on a regular basis to ensure they are appropriate, based on current shareholders' equity, market conditions and our total risk tolerance. It is important to note that, when assessing the risk of our investment portfolio, we do not take into account either the value or risk associated with the liabilities arising from our operations.

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**ITEM 4. CONTROLS AND PROCEDURES****Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures at the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures, at the end of the period covered by this report, were effective and provided reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

**Changes in Internal Control Over Financial Reporting**

There have been no changes in internal control over financial reporting identified in connection with the Company's evaluation required pursuant to Rules 13a-15 and 15d-15 promulgated under the Exchange Act that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II – OTHER INFORMATION

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### ITEM 1. LEGAL PROCEEDINGS

We are subject to legal proceedings as described in our Annual Report on Form 10-K for the year ended December 31, 2017. There has been no material developments to such proceedings during the three months ended March 31, 2018.

See Part I, Item 1, Note 12(b), "Litigation" to the Unaudited Consolidated Financial Statements included herein.

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### ITEM 1A. RISK FACTORS

#### Risks Related to the Merger

*The merger is subject to conditions, including certain conditions that may not be satisfied, or satisfied on a timely basis, if at all. Failure to complete the merger could have material and adverse effects on XL Group.*

The completion of the merger is subject to the satisfaction or waiver of a number of conditions, including the approval by XL Group's shareholders and the receipt of required approvals from governmental regulators, which make the completion and timing of the completion of the merger uncertain. In addition, regulators could impose additional requirements or obligations as conditions for their approvals, which may be burdensome and which may permit AXA under the terms of the merger agreement to refuse to complete the merger.

If the merger is not completed on a timely basis, or at all, our ongoing business may be adversely affected and, without realizing any of the benefits of having completed the merger, we will be subject to a number of risks, including the following:

- Our current stock price reflects a market assumption that the merger will occur. In addition, as a result of the announcement of the merger agreement, trading in our common shares has increased substantially. If the merger is not consummated, the investment goals of our shareholders may be materially different than those of our shareholders on a pre-merger announcement basis;
- Under certain circumstances, we may be required to pay a termination fee of \$499.0 million or an "alternate fee" of \$249.5 million;
- We may be required to pay significant costs relating to the merger, such as legal, accounting, financial advisory and printing fees, whether or not the merger is completed;
- Time and resources committed by our management to matters relating to the merger could otherwise have been devoted to our existing business or to pursuing other beneficial opportunities;
- The merger may not be completed as a result of the occurrence of an event, change or other circumstances that have a material adverse effect on our business;
- The manner in which brokers, insurers, cedants and other third parties perceive XL Group may be negatively impacted, which in turn could affect our ability to compete for or write new business or obtain renewals in the marketplace;
- Current and prospective employees may experience uncertainty about their future roles with us, which might adversely affect our ability to attract and retain employees who generate and service our business;
- Our ratings may be adversely affected, which could have an adverse effect on our business, financial condition and operating results; and
- We could be subject to litigation related to any failure to complete the merger or related to any enforcement proceeding commenced against XL Group to perform its obligations under the merger agreement.

*We are subject to business uncertainties and contractual restrictions while the merger is pending, which could adversely affect our business, operations and financial condition.*

In connection with the pendency of the merger, it is possible that some brokers, insurers, cedants, customers and other third parties with whom we have a business relationship may delay or defer certain business decisions or might decide to seek to terminate, change or renegotiate their relationships with us as a result of the merger, which could negatively affect our revenues, earnings and cash flows, as well as the market price of our ordinary shares, regardless of whether the merger is completed.

Under the terms of the merger agreement, XL Group is subject to certain restrictions on the conduct of its business prior to completing the merger, which may adversely affect its ability to execute certain of its business strategies, including the ability in certain cases to enter into contracts, acquire or dispose of assets, incur indebtedness or incur capital expenditures. Such limitations could negatively affect our business, operations and financial condition prior to the completion of the merger.

***Uncertainties associated with the merger may cause a loss of management and other key employees and may also disrupt our business relationships, which could adversely affect our business.***

Uncertainty about the effect of the merger on our employees and our customers may have an adverse effect on our business. These uncertainties may impair our ability to attract, retain and motivate key personnel until the merger is completed and for a period of time thereafter. Employee retention may be particularly challenging during the pendency of the merger, as our employees may experience uncertainty about their future roles with the combined company. We face additional uncertainties relating to the merger, including that our business relationships may be subject to disruption as brokers, insurers, cedants, customers and other third parties attempt to negotiate changes in existing business relationships or consider entering into business relationships with parties other than XL Group, AXA or the combined company. If key employees depart or if our existing business relationships suffer, our results of operations may be adversely affected. The adverse effects of such disruptions could be further exacerbated by any delay in the completion of the merger.

***The merger agreement limits our ability to pursue alternatives to the merger and may discourage other companies from trying to acquire us for greater consideration than what AXA has agreed to pay.***

The merger agreement contains provisions that make it more difficult for us to sell our business to a company other than AXA. These provisions include a general prohibition on us soliciting any acquisition proposal or offer for a competing transaction, subject to limited exceptions. If we or AXA terminate the merger agreement, we may in some circumstances be required to pay to AXA a termination fee of up to \$499.0 million.

In one such circumstance, we will be obligated to pay a termination fee of \$499.0 million to AXA if we or AXA terminates the merger agreement due to the shareholder approval not being obtained at the shareholder meeting, and prior to the shareholder meeting, a takeover proposal is announced (and not withdrawn at least 10 business days prior to the shareholder meeting), and we consummate or enter into a definitive agreement to consummate that takeover proposal within 12 months of the termination of the merger agreement with AXA. However, if we consummate a takeover proposal with any other person other than the person who announced a takeover proposal prior to the shareholder meeting, then we will instead be required to pay an "alternate fee" of \$249.5 million in lieu of the \$499.0 million termination fee. In no event will we be required to pay the termination fee or the alternate fee more than once or be required to pay both the termination fee and the alternate fee.

Further, our Board of Directors has agreed in the merger agreement, subject to limited exceptions, that it will not withdraw or modify in a manner adverse to AXA its recommendation that our shareholders approve the merger. These provisions might discourage a third-party that has an interest in acquiring all or a significant part of XL Group from considering or proposing an acquisition, or might result in a potential competing acquirer proposing to pay a lower price than it might otherwise have proposed to pay because of the added expense of the termination fee or the payment of expenses that may become payable in certain circumstances.

For further information on our risk factors refer to Part I, Item 1A., "Risk Factors," in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for further information.



**ITEM 2.****UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****Purchases of Equity Securities by the Issuer and Affiliate Purchasers**

The following table provides information about purchases by the Company during the three months ended March 31, 2018 of its common shares:

	<b>Total Number of Shares Purchased(1)</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1) (2)</b>
January 1, 2018 to January 31, 2018	—	\$ —	—	\$ 529.1 million
February 1, 2018 to February 28, 2018	—	—	—	529.1 million
March 1, 2018 to March 31, 2018	39,316	42.31	—	529.1 million
<b>Total</b>	<b>39,316</b>	<b>\$ 42.31</b>	<b>—</b>	<b>\$ 529.1 million</b>

(1) Shares purchased in connection with the vesting of restricted shares granted under our restricted stock plan do not represent shares purchased as part of publicly announced plans or programs. Any such purchases would be made in connection with satisfying tax withholding obligations of those employees.

(2) For information regarding our share buyback activity see Part I, Item 1, Note 13, "Share Capital," to the Unaudited Consolidated Financial Statements included herein.

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**ITEM 5.****OTHER INFORMATION****Disclosure of Certain Activities Under Section 13(r) of the Securities Exchange Act of 1934**

Section 13(r) of the Exchange Act requires an issuer to disclose in its annual or quarterly reports, as applicable, whether it or any of its affiliates knowingly engaged in certain activities with Iran or with individuals or entities that are subject to certain sanctions under U.S. law. Disclosure is required even where the activities, transactions or dealings are conducted outside of the United States in compliance with applicable law, and whether or not the activities are sanctionable under U.S. law.

Certain of the Company's non-U.S. subsidiaries provide insurance to marine policyholders located outside of the U.S. or reinsurance coverage to non-U.S. insurers of marine risks as well as mutual associations of ship owners that provide their members with protection and liability coverage. The provision of these coverages may involve entities or activities related to Iran, including transporting crude oil, petrochemicals and refined petroleum products. Because these non-U.S. subsidiaries insure or reinsure multiple voyages and fleets containing multiple ships, we are unable to attribute gross revenues and net profits from such marine policies to activities with Iran. As the activities of our insureds and reinsureds are permitted under applicable laws and regulations, the Company intends for its non-U.S. subsidiaries to continue providing such coverage to its insureds and reinsureds to the extent permitted by applicable law.

A non-U.S. subsidiary provided accident and health insurance coverage to the diplomatic personnel of the Embassy of Iran in Brussels, Belgium. Our non-U.S. subsidiary received €8,315 in payments for this insurance during the three months ended March 31, 2018 and the aggregate payments received by our non-U.S. subsidiary for this insurance from inception through the three months ended March 31, 2018 are €63,488. As these activities are permitted pursuant to applicable law, the subsidiary intends to continue providing insurance coverage under the policy in compliance with applicable law.

**Amendment to Consulting Agreement**

Stephen Catlin provides consulting services pursuant to a consulting agreement among XL Group Ltd, XL Services (Bermuda) Ltd and Catlin Consultancy Limited (UK Registered No. 10738588), dated effective as of January 1, 2018. On May 3, 2018, the parties agreed that the consulting fee due to be paid on or by May 31, 2018 will be increased from \$832,500 to \$1,832,500. All other terms of the consulting agreement remain in full force and effect.

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**ITEM 6.****EXHIBITS**

See Exhibit Index below, which is incorporated by reference herein.

## EXHIBIT INDEX

2.1	<a href="#"><u>Agreement and Plan of Merger, dated as of March 5, 2018, by and among XL Group Ltd, AXA SA and Camelot Holdings Ltd, incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed on March 5, 2018.</u></a>
10.1*	<a href="#"><u>Amended Employment Agreement, Dated April 25, 2008, by and between XL Capital Ltd and Kirstin Gould.</u></a>
10.2*	<a href="#"><u>Amendment to Employment Agreement, dated as of December, 2008 by and between XL Capital Ltd and Kirstin Gould (amended in response to Internal Revenue Code Section 457A).</u></a>
10.3*	<a href="#"><u>Amendment, dated May XX, 2018 to Consulting Agreement, effective January 1, 2018, between XL Group Ltd, XL Services (Bermuda) Ltd and Catlin Consultancy Limited.</u></a>
12*	<a href="#"><u>Statements regarding computation of ratios</u></a>
31*	<a href="#"><u>Rule 13a-14(a)/15d-14(a) Certifications</u></a>
32*	<a href="#"><u>Section 1350 Certification</u></a>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 4, 2018

XL Group Ltd  
(Registrant)  
/s/ MICHAEL S. MCGAVICK

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Name: Michael S. McGavick  
Title: Chief Executive Officer and Director  
XL Group Ltd

Date: May 4, 2018

/s/ STEPHEN ROBB

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Name: Stephen Robb  
Title: Executive Vice President and Chief Financial Officer  
XL Group Ltd

AMENDED EMPLOYMENT AGREEMENT  
(dated as of April 25, 2008)

AGREEMENT, made and entered into as of the date first above written, by and between, XL Capital Ltd, a Cayman Islands corporation (the "Company"), and Kirstin R. Gould (the "Executive").

WHEREAS, the Executive has been in the employ of the Company and certain of its subsidiaries;

WHEREAS, the Company and the Executive previously entered into an Amended Employment Agreement dated as of August 1, 2006;

WHEREAS, the Company and the Executive desire to continue such employment and to amend the terms and conditions of such employment as set forth herein;

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein and for other good and valuable consideration, the Company, the Guarantors (as hereinafter defined) and the Executive (the "Parties") agree as follows:

1. EMPLOYMENT.

Subject to Section 3(c) below, the Company hereby employs the Executive, and the Executive hereby accepts employment with the Company, for the term of this Agreement as set forth in Section 2, below, in the position and with duties and responsibilities set forth in Section 3, below, and upon such other terms and conditions as are hereinafter stated.

2. TERM OF EMPLOYMENT.

Subject to Section 3(c) below, the stated term of employment under this Agreement shall commence on the date first above written (the "Date of the Agreement") and shall continue through the close of business on the first anniversary of the Date of the Agreement, subject to earlier termination as provided in Section 8, below, and extension as provided in the next succeeding sentence. On the first anniversary of the Date of the Agreement and on each anniversary thereafter, the stated term of employment shall be automatically extended for an additional one year unless the Company gives notice in writing to the Executive or the Executive gives notice in writing to the Company at least six months prior to such anniversary that the term is not to be so extended.

3. POSITIONS, DUTIES AND RESPONSIBILITIES.

(a) GENERAL. The Executive shall be employed as the Executive Vice President, General Counsel of the Company. In such position, the Executive shall have the duties, responsibilities and authority normally associated with the office, position and titles of

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such an officer of an insurance, reinsurance and financial services company, or holding company, whose shares are publicly traded in the United States. In carrying out her duties and responsibilities, the Executive shall report to the Chief of Staff of the Company. During the term of this Agreement, the Executive shall devote her full business time to the business and affairs of the Company, and shall use her best efforts, skills and abilities to promote the Company's interests.

(b) PERFORMANCE OF SERVICES. The Executive's services under this Agreement, which are global in nature, shall be performed at the location or locations reasonably requested by the Company provided, however, that such services will be performed outside the United States and in accordance with the guidelines established by the Company from time to time for the location of the performance of services on behalf of the Company and its subsidiaries. The Executive acknowledges that the Company may require the Executive to travel to the extent such travel is reasonably necessary to perform the services hereunder and that such travel may be extensive. To the extent reasonably requested by the Company, the Executive shall allocate greater business time to a location other than her principal business location, and if reasonably requested by the Company, the Executive shall relocate to such other locations. Any such relocation will not be considered to be a breach of this Agreement.

(c) WORK PERMITS. The employment of the Executive by the Company shall be contingent upon the issuance to the Executive of a suitable (for the purposes of the Executive's contemplated employment by the Company) work permit by the Bermuda government authorities and any other permits required by any Bermuda government authority. Both the Company and the Executive shall use their respective best efforts to obtain, maintain and renew said permit(s) so as to allow the Executive to be employed under the terms hereof. The Company shall be responsible for permit fees. If at any time said permit(s), having been obtained, expire and are not renewed or cease to be valid and such renewal or validation is necessary in order for the Executive to be employed by the Company as contemplated by this Agreement and the non-renewal or invalidation is beyond the control of both the Company and the Executive, employment under this Agreement shall terminate immediately upon the expiration of said permit(s) or upon said permit(s) ceasing to be valid unless the Executive can discharge her duties and responsibilities effectively from another location not requiring said permit(s) that is reasonably acceptable to the Executive and non-prejudicial to the interests of the Company. In the event of such termination, the provisions of Section 8(d) shall apply to such termination of the Executive's employment (or, if within (i) the one-year period prior to the date of a Change in Control, as hereinafter defined, provided the conditions set forth in the last paragraph of Section 8(d)(iii) are satisfied, or (ii) the Post-Change Period, as hereinafter defined, such termination shall, in the case of clauses (i) or (ii), be considered a termination by the employee for "Good Reason") provided that non-renewal of said permit(s) or invalidation thereof are not a direct result of any material action or omission of the Executive that would reasonably cause such permit(s) not to be renewed or validated.

#### 4. BASE SALARY.

The Executive shall be paid a Base Salary by the Company equal to US\$450,000 payable in accordance with the Company's regular pay practices. Such Base Salary shall be subject to annual review in accordance with the Company's practices for executives as in effect from time to time and may be increased at the discretion of the Compensation Committee of the Board of Directors of the Company (the "Compensation Committee").

#### 5. BONUSES.

In addition to the Base Salary provided for in Section 4, above, the Executive shall be eligible for an annual cash bonus under the Company's Annual Incentive Compensation Plan as in effect from time to time, with a bonus opportunity which is substantially similar to that of similarly situated executives. The Executive may be awarded such annual bonuses thereunder as may be approved by the Compensation Committee based on corporate, individual and business unit performance measures, as appropriate, established or approved from time to time, by the Compensation Committee. Any annual bonus shall be paid in cash in a lump sum after the end of the calendar year for which the annual bonus is paid and no later than March 15 following such calendar year, unless deferred at the Executive's option in accordance with the provisions of any applicable deferred compensation plan of the Company or its subsidiaries in effect from time to time. Nothing in this Section 5 shall confer upon the Executive any right to a minimum annual bonus.

#### 6. EMPLOYEE BENEFIT PROGRAMS.

During the term of the Executive's employment under this Agreement, the Executive shall be entitled to participate in all employee benefit programs of the Company as are in effect from time to time and in which similarly situated senior executives of the Company are eligible to participate.

#### 7. BUSINESS EXPENSE REIMBURSEMENT, FRINGE BENEFITS AND RELOCATION EXPENSES.

(a) EXPENSE REIMBURSEMENT AND FRINGE BENEFITS. During the term of the Executive's employment under this Agreement, the Executive shall be entitled to participate in the Company's travel and entertainment expense reimbursement programs and its executive fringe benefit plans and arrangements, all in accordance with the terms and conditions of such programs, plans and arrangements as in effect from time to time as applied to the Company's similarly situated executives.

(b) RELOCATION EXPENSES. The Company shall pay directly or reimburse the Executive, in either case on an after-tax basis to the Executive, for reasonable moving expenses in relocating the Executive and her immediate family from Bermuda to a location in the United States designated by the Executive (or the Executive's estate or other legal representative in the event of her death) following the Executive's "separation from service" (within the meaning Treas. Reg. Section 1.409A-1(h)) with the Company for any reason

other than Cause (as hereinafter defined). Any such expenses must be incurred by the Executive not later than the last day of the calendar year following the calendar year in which the Executive's separation from service with the Company occurs. Any such reimbursement for moving expenses shall be made promptly by the Company and, in all events, no later than the last day of the second calendar year following the calendar year in which the Executive's separation from service with the Company occurs. Any such payment or reimbursement for taxes shall be made on or before the due date of the Executive's tax return for the applicable year, but in no event later than the end of the Executive's taxable year next following the Executive's taxable year in which she remits the related taxes.

## 8. TERMINATION OF EMPLOYMENT.

(a) **TERMINATION DUE TO DEATH.** In the event the Executive dies during the term of employment hereunder, the Executive's spouse, if the spouse survives the Executive, (or, if the Executive's spouse does not survive her, the estate or other legal representative of the Executive) shall be entitled to receive the Base Salary as provided in Section 4, above, at the rate in effect at the time of Executive's death, to be paid in accordance with the Company's regular payroll practices (as in effect at the time of death) through the end of the sixth month after the month in which the Executive dies. In addition to the above, the estate or other legal representative of the Executive shall be entitled to:

(i) any annual bonus awarded in accordance with the Company's bonus program but not yet paid under Section 5, above, to be paid at the time such bonus would otherwise be due under Section 5 above, and reimbursement of business expenses incurred prior to death in accordance with Section 7(a) above,

(ii) within 45 days after the date of death, (with the actual date of payment within such 45 day period to be determined by the Company), a pro rata bonus for the year of death in an amount determined by the Compensation Committee, but in no event less than a pro rata portion of the Executive's average annual bonus for the immediately preceding three years (or the period of the Executive's employment with the Company, if less),

(iii) the rights under any options to purchase equity securities of the Company or other rights with respect to equity securities of the Company, including any restricted stock or other securities, held by the Executive determined in accordance with the terms thereof,

(iv) for a period of six months following the Executive's death, continued medical benefit plan coverage (including dental and vision benefits if provided under the applicable plans) for the Executive's dependents, if any, under the Company's medical benefit plans upon substantially the same terms and conditions (including cost of coverage to the dependents) as is then in existence for other executives during the coverage period; provided, that, if the Executive's dependents cannot continue to participate in the Company plans providing such benefits, the Company shall otherwise provide such benefits on substantially the same after-tax basis as if continued



participation had been permitted,(and any payment made by the Company in respect of any taxes imposed with respect to such benefits shall be paid to the Executive's dependents, or to the applicable taxing authority on their behalf, no later than the due date of such taxes), and

(v) the vested accrued benefits, if any, under the employee benefit programs of the Company, as provided in Section 6, above, determined in accordance with the applicable terms and provisions of such programs.

(b) TERMINATION DUE TO DISABILITY. In the event the Executive's employment hereunder is terminated due to her disability, as determined under the Company's long-term disability plan, the Executive shall be entitled to:

(i) a cash lump sum payment made, subject to Section 25 below, 60 days after the date of termination in an amount equal to the Base Salary as provided in Section 4, above, that would have been paid to the Executive had he remained employed through the end of the sixth month after the month in which the Executive's employment terminates due to disability,

(ii) any annual bonus awarded in accordance with the Company's bonus program but not yet paid under Section 5, to be paid, subject to Section 25 below, at the time such bonus would otherwise be due under Section 5 above, and reimbursement of business expenses incurred prior to termination of employment in accordance with Section 7(a) above,

(iii) subject to Section 25 below, 60 days after the date of termination, a pro rata bonus for the year of termination in an amount determined by the Compensation Committee, but in no event less than a pro rata portion of the Executive's average annual bonus for the immediately preceding three years (or the period of the Executive's employment with the Company, if less),

(iv) the rights under any options to purchase equity securities of the Company or other rights with respect to equity securities of the Company, including any restricted stock or other securities, held by the Executive, determined in accordance with the terms thereof,

(v) for a period of six months following the termination of the Executive's employment, continued medical benefit plan coverage (including dental and vision benefits if provided under the applicable plans) for the Executive (and the Executive's dependents, if any) under the Company's medical benefit plans upon substantially the same terms and conditions (including cost of coverage to the Executive) as is then in existence for other executives during the coverage period; provided, that, if the Executive cannot continue to participate in the Company plans providing such benefits, the Company shall otherwise provide such benefits on substantially the same after-tax basis as if continued participation had been permitted (and any payment made by the Company in respect of any taxes imposed with respect to such benefits shall be

paid to the Executive, or to the applicable taxing authority on his behalf, no later than the due date of such taxes); provided further, however, that, in the event the Executive becomes reemployed with another employer and becomes eligible to receive medical benefits from such employer, the medical benefits described herein shall immediately cease, and

(vi) the vested accrued benefits, if any, under the employee benefit programs of the Company, as provided in Section 6 above, determined in accordance with the applicable terms and provisions of such programs.

(c) TERMINATION FOR CAUSE.

(i) The employment of the Executive under this Agreement may be terminated by the Company for Cause, such termination to be effective upon the Company giving the Executive written notice of termination in accordance with the provisions of this Agreement. For this purpose, "Cause" shall mean:

(A) conviction of the Executive of a felony involving moral turpitude, dishonesty or laws to which the Company or its Affiliates are subject in connection with the conduct of its or their business;

(B) the Executive, in carrying out her duties for the Company under this Agreement, has been guilty of (1) willful misconduct or (2) substantial and continual refusal by the Executive to perform the duties assigned to the Executive pursuant to the terms hereof; provided, however, that any act or failure to act by the Executive shall not constitute Cause for purposes of this Section 8(c)(i)(B) if such act or failure to act was committed, or omitted, by the Executive in good faith and in a manner she reasonably believed to be in the overall best interests of the Company, as the case may be. The determination of whether the Executive acted in good faith and that she reasonably believed her action to be in the Company's overall best interest, as the case may be, will be in the reasonable judgment of the Compensation Committee; or

(C) the Executive's continued willful refusal to obey any lawful policy or requirement duly adopted by the Board of Directors of the Company and the continuance of such refusal after receipt of written notice.

(ii) In the event of a termination for Cause under Section 8(c)(i), above, the Executive shall be entitled only to:

(A) Base Salary as provided in Section 4, above, at the rate in effect at the time of her termination of employment for Cause, through the date on which termination for Cause occurs, to be paid in accordance with the Company's regular payroll practices,

(B) the rights under any options to purchase equity securities of the Company or other rights with respect to equity securities of the Company, including any

restricted stock or other securities, held by the Executive, determined in accordance with the terms thereof, and

(C) the vested accrued benefits, if any, under employee benefit programs of the Company, as provided in Section 6, above, and reimbursement of properly incurred unreimbursed business expenses under the business expense reimbursement program as described in Section 7, above, determined in accordance with the applicable terms and provisions of such employee benefit and expense reimbursement programs; provided that the Executive shall not be entitled to any such benefits unless the terms and provisions of such programs expressly state that the Executive shall be entitled thereto in the event her employment is terminated for Cause (as defined in this Agreement or otherwise).

(d) TERMINATION WITHOUT CAUSE.

(i) Anything in this Agreement to the contrary notwithstanding, the Executive's employment may be terminated by the Company without Cause as provided in this Section 8(d). A termination due to death or disability, as described in Section 8(a) or (b), above, or a termination for Cause, as described in Section 8(c), above, shall not be deemed a termination without Cause under this Section 8(d). For the avoidance of doubt, if a notice of non-renewal of this Agreement pursuant to Section 2 is issued by the Company the termination of the Executive's employment at the end of the term shall be considered a termination by the Company without Cause hereunder.

(ii) In the event the Executive's employment is terminated by the Company without Cause (x) prior to a Change in Control (other than as provided in the last paragraph of Section 8(d)(iii), in which case the provisions of Section 8(d)(iii) shall apply in lieu of this Section 8(d)(ii)) or (y) following the Post-Change Period (as hereinafter defined), the Executive shall be entitled to:

(A) Base Salary as provided in Section 4, above, at the rate in effect at the time of her termination of employment without Cause, through the date on which termination without Cause occurs, to be paid in accordance with the Company's regular payroll practices,

(B) provided the Executive executes, on or before the date that is fifty (50) days following the date of her termination of employment a general release of claims against the Company and its Affiliates (as defined below) in form and substance satisfactory to the Company, and does not revoke such release prior to the end of the seven day statutory revocation period, a cash lump sum payment made, subject to Section 25 below, sixty (60) days after termination of employment equal to (x) two times the Executive's annual Base Salary, at the annual rate in effect in accordance with Section 4, above, immediately prior to such termination and (y) one times the higher of the targeted annual bonus for the year of such termination, if any, or the average of the Executive's annual bonus payable by the Company for the three years immediately preceding the year

of termination (or such shorter period during which the Executive has been employed by the Company),

(C) any annual bonus awarded in accordance with the Company's bonus program but not yet paid under Section 5, above, to be paid, subject to Section 25 below, at the time such bonus would otherwise be due under Section 5 above, and reimbursement of business expenses incurred prior to termination of employment in accordance with Section 7(a) above,

(D) the rights under any options to purchase equity securities of the Company or other rights with respect to equity securities of the Company, including any restricted stock or other securities, held by the Executive, determined in accordance with the terms thereof,

(E) for a period of twenty-four months following the termination of the Executive's employment, continued medical benefit plan coverage (including dental and vision benefits if provided under the applicable plans) for the Executive (and the Executive's dependents, if any) under the Company's medical benefit plans upon substantially the same terms and conditions (including cost of coverage to the Executive) as is then in existence for other executives during the coverage period; provided, that, if the Executive cannot continue to participate in the Company plans providing such benefits, the Company shall otherwise provide such benefits on substantially the same after-tax basis as if continued participation had been permitted (and any payment made by the Company in respect of any taxes imposed with respect to such benefits shall be paid to the Executive, or to the applicable taxing authority on her behalf, no later than the due date of such taxes); provided, however, with respect to the participation by the Executive in the medical insurance plan hereunder, the following conditions shall be met: (i) the amount eligible for reimbursement or payment under any such plan in one calendar year may not affect the amount eligible for reimbursement or payment under such plan in any other calendar year (except that the plan may impose a limit on the amount that may be reimbursed or paid if such limit is imposed on all participants), and (ii) any reimbursement must be made on or before the last day of the calendar year following the calendar year in which the expense was incurred; provided, further, however, that, in the event the Executive becomes reemployed with another employer and becomes eligible to receive medical benefits from such employer, the medical benefits described herein shall immediately cease, and

(F) the vested accrued benefits, if any, under the employee benefit programs of the Company, as provided in Section 6 above, determined in accordance with the applicable terms and provisions of such programs.

(iii) In the event the Executive's employment is terminated by (x) the Company without Cause within the twenty-four month period following a Change in Control (as defined in Exhibit A hereto) (the "Post-Change Period") or (y) the Executive terminates her employment for "Good Reason" (as defined in Exhibit B hereto) during the Post-Change Period,

the Executive shall be entitled to the following, paid in the case of amounts set forth in (B), (C) and (D) below, subject to Section 25 below, 60 days after termination of employment:

(A) Base Salary as provided in Section 4, above, at the rate in effect at the time of her termination of employment, through the date on which termination occurs, to be paid in accordance with the Company's regular payroll practices.

(B) a cash lump sum payment equal to two times the Executive's annual Base Salary, at the rate in effect in accordance with Section 4, above, or immediately prior to such termination or Change in Control, whichever is greater,

(C) a cash lump sum payment equal to two times the average annual bonus awarded to the Executive by the Company in the three years prior to the year in which the Change in Control occurs (or shorter period during which the Executive had been employed by the Company); provided such bonuses shall be at least equal to the targeted annual bonus, if any, for the year of such termination,

(D) an amount equal to (i) the higher of (x) the bonus actually awarded to the Executive by the Company for the year immediately preceding the year in which the Change in Control occurs or (y) the targeted amount of bonus, if any, that would have been awarded to the Executive in respect of the year in which the termination of employment occurs, multiplied by (ii) a fraction, the numerator of which is the number of months or fraction thereof in which the Executive was employed by the Company in the year of termination of employment, and the denominator of which is 12,

(E) options to purchase equity securities of the Company or other rights with respect to equity securities of the Company held by the Executive shall immediately vest in full and shall continue to be exercisable for three years from the date of termination of employment, notwithstanding the Executive's termination of employment, or the original full term of the option or other right, if shorter,

(F) for a period of twenty-four months following the termination of the Executive's employment, continued medical benefit plan coverage (including dental and vision benefits if provided under the applicable plans) for the Executive (and the Executive's dependents, if any) under the Company's medical benefit plans upon substantially the same terms and conditions (including cost of coverage to the Executive) as is then in existence for other executives during the coverage period; provided, that, if the Executive cannot continue to participate in the Company plans providing such benefits, the Company shall otherwise provide such benefits on substantially the same after-tax basis as if continued participation had been permitted (and any payment made by the Company in respect of any taxes imposed with respect to such benefits shall be paid to the Executive, or to the applicable taxing authority on her behalf, no later than the due date of such taxes); provided, however, with respect to the participation by the Executive in the medical insurance plan hereunder, the following conditions shall be met: (i) the amount eligible for reimbursement or payment under any such plan in one calendar year may not affect the amount eligible for reimbursement or payment under such plan in

any other calendar year (except that the plan may impose a limit on the amount that may be reimbursed or paid if such limit is imposed on all participants), and (ii) any reimbursement must be made on or before the last day of the calendar year following the calendar year in which the expense was incurred; provided further, however, that, in the event the Executive becomes reemployed with another employer and becomes eligible to receive medical benefits from such employer, the medical benefits described herein shall immediately cease, and

(G) full and immediate vesting under the Company's retirement plans as of the date of termination, to the extent permitted by applicable law; provided, however, that if such full and immediate vesting cannot be provided under a "qualified employer plan" (within the meaning of Treas. Reg. Section 1.409A-1(a)(2)) under applicable law, then the present value of economically equivalent benefits, determined using reasonable assumptions and on an after-tax basis to the Executive, shall be paid in cash lump sum to the Executive, subject to Section 25 below, 60 days after termination of employment.

Anything in this Agreement to the contrary notwithstanding, the Executive shall be entitled to the benefits described in (A)-(G) above, if the Executive's employment with the Company is terminated by the Company (other than for Cause) within one year prior to the date on which a "409A Change in Control" (as defined below) occurs, and it is reasonably demonstrated that such termination (i) was at the request of a third party who has taken steps reasonably calculated or intended to effect the 409A Change in Control or (ii) otherwise arose in connection with or anticipation of the 409A Change in Control; provided, however, that in such event, amounts in excess of those otherwise payable to the Executive under Section 8(d)(ii) above will be payable hereunder only following the 409A Change in Control (and, subject to Section 25 below, 10 days thereafter). For purposes hereof, a "409A Change in Control" means a "change in control event" (as defined in Treas. Reg. Section 1.409A-3(i)(5)) with respect to the Company that also constitutes Change in Control.

(iv) If, in situations where Section 8(d)(iii) does not apply, at any time during the term of the Executive's employment hereunder and without the Executive's written consent, duties are assigned to the Executive that are materially inconsistent with her position as described in Section 3 above, or the Company does not cure any material breach by it of any provision of Sections 4 through 7 of this Agreement within 30 calendar days following written notice of same by the Executive (which written notice must be given within 30 calendar days after such breach), the Executive shall have the right to terminate her employment within 30 calendar days of the Company's failure to rescind such assignment in accordance with the proviso below or of such failure to cure a breach, as the case may be, and such termination shall be deemed a termination by the Company without Cause under Section 8(d)(ii), above, provided, in the case of assignment of duties that are materially inconsistent with those set forth in Section 3 above, the Executive shall have given the Company written notice of such assignment within 30 calendar days of such assignment and shall not, within 30 calendar days thereafter, have had the assignment of inconsistent duties rescinded.

(e) VOLUNTARY TERMINATION BY THE EXECUTIVE. The Executive may voluntarily terminate her employment prior to the expiration of the term of this Agreement upon at least three months' prior written notice to the Company. Such termination shall constitute a voluntary termination and, except as provided in Section 8(d)(iii) or Section 8(d)(iv), above, in such event the Executive shall be limited to the same rights and benefits as applicable to a termination by the Company for Cause as provided in Section 8(c), above. A voluntary termination in accordance with this Section 8(e) shall not be deemed a breach of this Agreement. A termination of the Executive's employment due to disability or death as described in Section 8(b) or 8(a), above, a termination by the Executive which the Executive is entitled to treat as a termination by the Company pursuant to Section 8(d), above, or a termination by the Executive under Section 8(d)(iv), above, shall not be deemed a voluntary termination within the meaning of this Section 8(e).

#### 9. EXCISE TAX PAYMENTS.

(a) Anything in this Agreement to the contrary notwithstanding, in the event it shall be determined that (i) any payment or distribution made, or benefit provided (including, without limitation, the acceleration of any payment, distribution or benefit or accelerated vesting or exercisability of any award) by the Company, any acquirer or any party related to the Company or the acquirer to or for the benefit of the Executive (whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise, but determined without regard to any additional payments required under this Section 9) (a "Payment") would be subject to the excise tax imposed by Section 4999 of the United States Internal Revenue Code of 1986, as amended (the "Code") (or any successor provision or similar excise tax), or any interest or penalties are incurred by the Executive with respect to such excise tax (such excise tax, together with any such interest and penalties, are hereinafter collectively referred to as the "Excise Tax"), (ii) the aggregate amount of the Executive's Parachute Payments (as defined in Section 280G(b)(2)(A) of the Code) is less than 3.25 times the Executive's Base Amount (as defined in Section 280G(b)(3)(A) of the Code), and (iii) no such Payment would be subject to the Excise Tax if the payments set forth in Section 8(d)(iii)(B) and (C) hereof were each reduced by up to 20 percent, then the payments set forth in Section 8(d)(iii)(B) and (C) will each be reduced to the smallest extent possible (and in no event by more than 20 percent in the aggregate) such that no Payment is subject to the Excise Tax.

(b) Anything in this Agreement to the contrary notwithstanding, in the event it shall be determined that (i) the aggregate amount of the Executive's Parachute Payments equals or exceeds 3.25 times the Executive's Base Amount, (ii) the aggregate amount of the Executive's Parachute Payments is less than 3.25 times the Base Amount but one or more Payments would be subject to the Excise Tax even if the payments set forth in Section 8(d)(iii)(B) and (C) hereof were each reduced by 20 percent, or (iii) notwithstanding a reduction in payments pursuant to Section 9(a) above, an Excise Tax is payable by the Executive on one or more Payments, then, in any such case, Payments shall not be reduced and the Executive shall be entitled to receive an additional payment (a "Gross-Up Payment") in an amount such that after payment by the Executive of all taxes (including any income or Excise Tax) imposed upon the Gross-Up

Payment and any interest or penalties imposed with respect to such taxes, the Executive retains from the Gross-Up Payment an amount equal to the Excise Tax imposed upon the Payments.

(c) Subject to the provisions of Section 9(d), all determinations required to be made under this Section 9, including determination of whether a Gross-Up Payment is required and of the amount of any such Gross-Up Payment, shall be made by a nationally recognized public accounting firm selected by the Company (the "Accounting Firm") which shall provide detailed supporting calculations both to the Company and the Executive within 15 business days of the date of termination of the Executive's employment, if applicable, or such earlier time as is reasonably requested. The initial Gross-Up Payment, if any, as determined pursuant to this Section 9(c), shall be paid to the Executive within five business days of the receipt of the Accounting Firm's determination. If the Accounting Firm determines that no Excise Tax is payable by the Executive, it shall furnish the Executive with a written opinion that she has substantial authority not to report any Excise Tax on her Federal income tax return. Any determination by the Accounting Firm meeting the requirements of this Section 9(c) shall be binding upon the Company and the Executive, subject only to payments pursuant to the following sentence based on a determination that additional Gross-Up Payments should have been made, consistent with the calculations required to be made hereunder (the amount of such additional payments are referred to herein as the "Gross-Up Underpayment"). In the event that the Company exhausts its remedies pursuant to Section 9(d) and the Executive thereafter is required to make a payment of any Excise Tax, the Accounting Firm shall determine the amount of the Gross-Up Underpayment that has occurred and any such Gross-Up Underpayment shall be promptly paid by the Company to or for the benefit of the Executive. The fees and disbursements of the Accounting Firm shall be paid by the Company.

(d) The Executive shall notify the Company in writing of any claim by the United States Internal Revenue Service that, if successful, would require the payment by the Executive of any Excise Tax and, therefore, the payment by the Company of a Gross-Up Payment. Such notification shall be given as soon as practicable but not later than 30 business days after the Executive receives written notice of such claim and shall apprise the Company of the nature of such claim and the date on which such claim is requested to be paid. The Executive shall not pay such claim prior to the expiration of the 30-day period following the date on which she gives such notice to the Company (or such shorter period ending on the date that any payment of taxes with respect to such claim is due). If the Company notifies the Executive in writing prior to the expiration of such period that it desires, in good faith, to contest such claim (which notice shall set forth the bases for such contest) and that it will bear the costs and provide the indemnification as required by this sentence, the Executive shall, in good faith:

(i) give the Company any information reasonably requested by the Company relating to such claim,

(ii) take such action in connection with contesting such claim as the Company shall, in good faith, reasonably request in writing from time to time, including, without limitation, accepting legal representation with respect to such claim by an attorney selected by the Company and reasonably acceptable to the Executive,



- (iii) cooperate with the Company in good faith in order effectively to contest such claim, and
- (iv) permit the Company to participate, in good faith, in any proceedings relating to such claim;

provided, however, that the Company shall bear and pay directly all costs and expenses (including additional interest and penalties) incurred in connection with such contest and shall indemnify and hold the Executive harmless, on an after-tax basis to the Executive, for any Excise Tax or income tax, including interest and penalties with respect thereto, imposed as a result of such representation and payment of all costs and expenses.

Without limitation on the foregoing provisions of this Section 9(d), the Company shall, exercising good faith, control all proceedings taken in connection with such contest and, at its sole option (but in good faith), may pursue or forego any and all administrative appeals, proceedings, hearings and conferences with the taxing authority in respect of such claim and may, at its sole option (but in good faith), either direct the Executive to pay the tax claimed and sue for a refund or contest the claim in any permissible manner, and the Executive agrees to prosecute such contest to a determination before any administrative tribunal, in a court of initial jurisdiction and in one or more appellate courts, as the Company shall determine; provided, however, that if the Company directs the Executive to pay such claim and sue for a refund, the Company shall advance the amount of such payment to the Executive on an interest-free basis and shall indemnify and hold the Executive harmless, on an after-tax basis to the Executive, from any Excise Tax or income tax, including interest or penalties with respect thereto, imposed with respect to such advance or with respect to any imputed income with respect to such advance; and further provided that any extension of the statute of limitations relating to the payment of taxes for the taxable year of the Executive with respect to which such contested amount is claimed to be due is limited solely to such contested amount. Furthermore, the Company's control of the contest shall be limited to issues with respect to which a Gross-Up Payment would be payable hereunder and the Executive shall be entitled to settle or contest, as the case may be, any other issue raised by the Internal Revenue Service or any other taxing authority. If, after the receipt by the Executive of an amount advanced by the Company pursuant to Section 9(d), the Executive becomes entitled to receive any refund with respect to such claim, the Executive shall (subject to the Company's complying with the requirements of Section 9(d)) promptly pay to the Company, as the case may be, the amount of such refund (together with any interest paid or credited thereon after taxes applicable thereto). If, after the receipt by the Executive of an amount advanced by the Company pursuant to Section 9(d), a determination is made that the Executive shall not be entitled to any refund with respect to such claim and the Company does not notify the Executive in writing of its intent to contest such denial of refund prior to the expiration of 30 days after such determination, then any obligation of the Executive to repay such advance shall be forgiven and the amount of such advance shall offset, to the extent thereof, the amount of Gross-Up Payment required to be paid.

Notwithstanding any provision herein to the contrary, the Executive's failure to strictly comply with the notice provisions set forth in this Section 9, so long as such failure does

not prevent the Company from contesting an excise tax claim, shall not adversely affect the Executive's rights under this Section 9. Any amount advanced shall be deemed a nonrefundable payment to the extent a refundable advance would be a violation of the Sarbanes-Oxley Act. Anything in this Agreement to the contrary notwithstanding, except as otherwise provided in Treas. Reg. Section 1.409A-3(i)(1)(v), in no event shall any payment by the Company pursuant to this Section 9 be made later than the end of the Executive's taxable year next following the Executive's taxable year in which she remits the related taxes.

10. NO MITIGATION; NO OFFSET.

In the event of any termination of employment under Section 8, above, the Executive shall be under no obligation to mitigate damages or seek other employment, and, except as expressly set forth herein, there shall be no offset against amounts due the Executive under this Agreement on account of any remuneration attributable to any subsequent employment that she may obtain.

11. NONCOMPETITION AND NONSOLICITATION.

The Executive represents and warrants that, to the best of her knowledge, she is not using the confidential or proprietary information of any other person in violation of any agreement or rights of others known to her. The Executive agrees that the products of the Company and its Affiliates shall constitute the exclusive property of the Company and its Affiliates.

For the avoidance of doubt, all trademarks, policy language or forms, products or services (including products and services under development), trade names, trade secrets, service marks, designs, computer programs and software, utility models, copyrights, know-how and confidential information, applications for registration of any of the foregoing and the right to apply for them in any part of the world (whether any of the foregoing shall be registered or unregistered) created or discovered or participated in by the Executive during the course of her employment (whether or not pursuant to the terms of this Agreement) or under the instructions of the Company or its Affiliates are and shall be the absolute property of the Company and its Affiliates, as appropriate. Without limiting the foregoing, the Executive hereby assigns to the Company any and all of the Executive's right, title and interest, if any, pertaining to the insurance and reinsurance (including, without limitation, finite insurance and reinsurance), risk assumption, risk management, brokerage, financial and other products or services developed or improved upon by the Executive (including, without limitation, any related "know-how") while employed by the Company or its Affiliates, including any patent, trademark, trade name, copyright, ownership or other right that may pertain thereto.

Since Executive has obtained and is likely to obtain in the course of Executive's employment with the Company and its Affiliates knowledge of trade names, trade secrets, know-how, products and services (including products and services under development), techniques, methods, lists, computer programs and software and other confidential information relating to the Company and its Affiliates, and their employees, clients, business or business opportunities, Executive hereby undertakes that:

(i) Executive will not (either alone or jointly with or on behalf of others and whether directly or indirectly) encourage, entice, solicit or endeavor to encourage, entice or solicit away from employment with the Company or its Affiliates, or hire or cause to be hired, any officer or employee of the Company or its Affiliates (or any individual who was within the prior twelve months an officer or employee of the Company or its Affiliates), or encourage, entice, solicit or endeavor to encourage, entice or solicit any individual to violate the terms of any employment agreement or arrangement between such individual and the Company or any of its Affiliates;

(ii) Executive will not (either alone or jointly with or on behalf of others and whether directly or indirectly) interfere with or disrupt or seek to interfere with or disrupt (A) the relationships between the Company and its Affiliates, on the one hand, and any customer or client of the Company and its Affiliates, on the other hand, (including any insured or reinsured party) who during the period of twenty-four months immediately preceding such termination shall have been such a customer or client, or (B) the supply to the Company and its Affiliates of any services by any supplier or agent or broker who during the period of twenty-four months immediately preceding such termination shall have supplied services to any such person, nor will Executive interfere or seek to interfere with the terms on which such supply or agency or brokering services during such period as aforesaid have been made or provided; and

(iii) Executive will not (either alone or jointly with or on behalf of others and whether directly or indirectly) whether as an employee, consultant, partner, principal, agent, distributor, representative or stockholder (except solely as a less than one percent stockholder of a publicly traded company), engage in any activities in Bermuda, the United States or greater London if such activities are competitive with the businesses that (i) are then being conducted by the Company or its Affiliates and (ii) during the period of the Executive's employment were either being conducted by the Company or its Affiliates or actively being developed by the Company or its Affiliates.

The provisions of the immediately preceding sentence shall continue as long as the Executive is employed by the Company or its Affiliates and such provisions shall continue in effect after such employment is terminated for any reason until the first anniversary of such termination, provided that if such employment is terminated by the Company under Section 8(d)(iii) or by the Executive under Section 8(d)(iii), the provisions of clauses (ii) and (iii) shall automatically terminate upon such termination of employment, unless the Company elects, in writing, upon such termination to continue the provisions of clauses (ii) and (iii) in effect through the six-month anniversary of such termination of employment in which case the Company shall be obligated to pay the Executive, in addition to any of the Executive's rights under Section 8(d)(iii), a lump sum payment equal to the sum of (x) six months of her Base Salary and (y) one half of the Executive's average annual bonus payable by the Company or its subsidiaries for the three years (or shorter period of employment by any of such entities) immediately preceding the year of termination, and such lump sum payment shall, subject to Section 25 below, be made 60 days following her "separation from service" (as defined in Section 7(b) above) with the Company.

For purposes of this Agreement, an "Affiliate" of the Company includes any person, directly or indirectly, through one or more intermediaries, controlling, controlled by, or under common control with the Company, and such term shall specifically include, without limitation, the Company's majority-owned subsidiaries.

The limitations on the Executive set forth in this Section shall also apply to any agent or other representative acting on behalf of Executive.

While the restrictions aforesaid are considered by both parties to be reasonable in all the circumstances it is recognized that restrictions of the nature in question may fail for reasons unforeseen and accordingly it is hereby declared and agreed that if any of such restrictions or the geographic or other scope thereof shall be adjudged to be void as going beyond what is reasonable in the circumstances for the protection of the interests of the Company and its Affiliates but would be valid if part of the wording thereof were deleted and/or the periods (if any) thereof reduced and/or geographic or other area dealt with thereby reduced in scope then said restrictions shall apply with such modifications as may be necessary to make them valid and effective.

Nothing contained in this Section 11 shall limit in any manner any additional obligations to which Executive may be bound pursuant to any other agreement or any applicable law, rule or regulation and Section 11 shall apply, subject to its terms, after employment has terminated for any reason.

## 12. CONFIDENTIAL INFORMATION.

The Executive covenants that she shall not, without the prior written consent of the Company, use for the Executive's own benefit or the benefit of any other person or entity other than the Company and its Affiliates or disclose to any person, other than an employee of the Company or other person to whom disclosure is necessary to the performance by the Executive of her duties in the employ of the Company, any confidential, proprietary, secret, or privileged information about the Company or its Affiliates or their business or operations, including, but not limited to, information concerning trade secrets, know-how, software, data processing systems, policy language and forms, inventions, designs, processes, formulae, notations, improvements, financial information, business plans, prospects, referral sources, lists of suppliers and customers, legal advice and other information with respect to the affairs, business, clients, customers, agents or other business relationships of the Company or its Affiliates. Executive shall hold in a fiduciary capacity for the benefit of the Company all secret, confidential proprietary or privileged information or data relating to the Company or any of its Affiliates or predecessor companies, and their respective businesses, which shall have been obtained by Executive during her employment, unless and until such information has become known to the public generally (other than as a result of unauthorized disclosure by the Executive) or unless she is required to disclose such information by a court or by a governmental body with apparent authority to require such disclosure. The foregoing covenant by the Executive shall be without limitation as to time and geographic application and this Section 12 shall apply in accordance with its terms after employment has terminated for any reason. The Executive acknowledges and agrees that she shall have no authority to waive any attorney-client or other

privilege without the express prior written consent of the Compensation Committee as evidenced by the signature of the Company's Chief Executive Officer.

### 13. WITHHOLDING.

Anything in this Agreement to the contrary notwithstanding, all payments required to be made by the Company hereunder to the Executive shall be subject to withholding of such amounts relating to taxes as the Company may reasonably determine should be withheld pursuant to any applicable law or regulation. In lieu of withholding such amounts, in whole or in part, the Company may, in its sole discretion, accept other provision for payment of taxes as required by law, provided it is satisfied that all requirements of law affecting its responsibilities to withhold such taxes have been satisfied.

### 14. GUARANTY AND AFFILIATE SERVICES.

(a) **LIABILITY.** Each of XL Insurance Ltd and XL Re Ltd (together, the "Guarantors") hereby agrees to be jointly and severally liable together with the Company, for the performance of all obligations and duties, and the payment of all amounts, due to the Executive under this Agreement.

(b) **RESPONSIBILITY.** All of the other terms and provisions of this Agreement relating to the Executive's employment by the Company shall likewise apply mu-tandis to the Executive's employment by any of its Affiliates, it being understood that if the Executive's employment with the Company is terminated, her employment with its Affiliates shall also be terminated and the Executive shall be required to resign immediately from all directorships and other positions held by the Executive in the Company and its Affiliates or in any other entities in respect of which the Executive was acting as a representative or designee of the Company or its Affiliates in connection with her employment.

### 15. ENTIRE AGREEMENT.

This Agreement, together with the Exhibits, contains the entire agreement between the Parties concerning the subject matter hereof and supersedes all prior agreements, understandings, discussions, negotiations and undertakings, whether written or oral, between the Company and the Executive with respect thereto, including, without limitation, the Employment Agreement between the Company and the Executive dated as of August 1, 2006.

### 16. ASSIGNABILITY; BINDING NATURE.

This Agreement shall be binding upon and inure to the benefit of the Parties and their respective successors, heirs and assigns. No rights or obligations of the Executive under this Agreement may be assigned or transferred by the Executive other than her right to compensation and benefits hereunder, which may be transferred by will or operation of law subject to the limitations of this Agreement. No rights or obligations of the Company under this Agreement may be assigned or transferred by the Company except that such rights or obligations may be assigned or transferred pursuant to a merger or consolidation or amalgamation or scheme

of arrangement in which the Company is not the continuing entity, or the sale or liquidation of all or substantially all of the assets of the Company, provided that the assignee or transferee is the successor to all or substantially all of the assets of the Company and such assignee or transferee assumes by operation of law or in writing duly executed by the assignee or transferee all of the liabilities, obligations and duties of the Company, as contained in this Agreement, either contractually or as a matter of law.

#### 17. INDEMNIFICATION.

The Executive shall be provided indemnification by the Company to the maximum extent permitted by applicable law and its charter documents against expenses incurred and damages paid or payable by the Executive with respect to claims based on actions or failures to act by the Executive in her capacity as an officer, director or employee of the Company or its Affiliates or in any other capacity, including any fiduciary capacity, in which the Executive served at the request of the Company or an Affiliate. In addition, she shall be covered by a directors' and officers' liability policy with coverage for all directors and officers of the Company in an amount equal to at least US \$75,000,000. Such directors' and officers' liability insurance shall be maintained in effect for a period of six years following termination of the Executive's employment for any reason other than pursuant to Section 8(c) or Section 8(e) hereof.

#### 18. SETTLEMENT OF DISPUTES.

(a) Any dispute between the Parties arising from or relating to the terms of this Agreement or the Executive's employment with the Company or its Affiliates shall, except as provided in Section 18(b) or Section 18(e), be resolved by binding arbitration held in New York City in accordance with the rules of the American Arbitration Association.

(b) Executive acknowledges that the Company and its Affiliates will suffer irreparable injury, not readily susceptible of valuation in monetary damages, if Executive breaches her obligations under Section 11 or 12. Accordingly, Executive agrees that the Company and its Affiliates will be entitled, in addition to any other available remedies, to obtain injunctive relief against any breach or prospective breach by Executive of her obligations under Section 11 or 12 in any Federal or state court sitting in the City and State of New York or court sitting in Bermuda or the United Kingdom, or, at the Company's or any Affiliate's election, in any other jurisdiction in which Executive maintains her residence or her principal place of business. Executive hereby submits to the non-exclusive jurisdiction of all those courts for the purposes of any actions or proceedings instituted by the Company or its Affiliates to obtain such injunctive relief, and Executive agrees that process in any or all of those actions or proceedings may be served by registered mail or delivery, addressed to the last address or Executive known to the Company or its Affiliates, or in any other manner authorized by law. Executive further agrees that, in addition to any other remedies available to the Company or its Affiliates by operation of law or otherwise, because of any breach by Executive of her obligations under Section 11 or 12 she will forfeit any and all bonus and rights to any payments to which she might otherwise then be entitled by virtue hereof and such payments may be suspended so long as any good faith dispute with respect thereto is continuing; provided, however, that payments, benefits

and other rights and privileges of the Executive under this Agreement following termination of the Executive's employment during a Post-Change Period shall not be forfeited, suspended, offset, diminished or otherwise altered in any way on account of any breach or prospective breach of Section 11, Section 12 or any other provision of this Agreement alleged by the Company.

(c) Notwithstanding any other provision of this Agreement, the Executive may elect to resolve any dispute involving a breach or alleged breach of this Agreement following termination of the Executive's employment during a Post-Change Period in any Federal or State court sitting in the City and State of New York or court sitting in Bermuda or the United Kingdom. The Company and the Guarantors hereby submit to the non-exclusive jurisdiction of all those courts for the purposes of any such actions or proceedings instituted by the Executive, and the Company and the Guarantors agree that process in any or all of such actions or proceedings may be served by registered mail or delivery, addressed to the Company as set forth in Section 20, or in any other manner authorized by law. The Company and the Guarantors shall pay all costs associated with any court proceeding under this Section 18(c) without regard to the outcome of such proceeding, including all legal fees and expenses of the Executive, who shall be reimbursed for all such costs within ten (10) days following written demand therefor by the Executive (which written demand shall be made no later than six (6) months following the end of the calendar year in which such costs were incurred).

(d) Each Party shall bear its own costs incurred in connection with any proceeding under Sections 18(a) or 18(b) hereof, including all legal fees and expenses: provided, however, that the Company shall bear all such costs of the Executive (to the extent such costs are reasonable) if the Executive substantially prevails in the proceeding. Following the final determination of the dispute in which the Executive has substantially prevailed, the Company shall reimburse all such reasonable costs within ten (10) days following written demand therefor (supported by documentation of such costs) by the Executive, and the Executive shall make such written demand within sixty (60) days following the final determination of the dispute provided, however, that such payment shall be made no later than on or prior to the end of the calendar year following the calendar year in which the cost is incurred. Notwithstanding the foregoing, in the event a final determination of the dispute has not been made by December 20 of the year following the calendar year in which the cost is incurred, the Company shall, within ten (10) days after such December 20, reimburse such reasonable costs (supported by documentation of such costs) incurred in the prior taxable year; provided, however, that the Executive shall return such amounts to the Company within ten (10) business days following the final determination if the Executive did not substantially prevail in the dispute.

(e) The amount of any expenses eligible for payment under this Section 18 during a calendar year will not affect the amount of any expenses eligible for payment under this Section 18 in any other taxable year.

#### 19. AMENDMENT OR WAIVER.

No provision in this Agreement may be amended unless such amendment is agreed to in writing, signed by the Executive and by a duly authorized officer of the Company

and the Guarantors. No waiver by any Party of any breach by the other Party of any condition or provision of this Agreement to be performed by such other Party shall be deemed a waiver of a similar or dissimilar condition or provision at the same or any prior or subsequent time. Except as set forth in Section 8(d)(iv) or Exhibit B, any waiver must be in writing and signed by the Executive or a duly authorized officer of the Company and the Guarantors, as the case may be.

## 20. NOTICES.

Any notice required or permitted to be given under this Agreement shall be in writing and shall be deemed to have been given when delivered personally or sent by courier, or by certified or registered mail, postage prepaid, return receipt requested, duly addressed to the Party concerned at the address indicated below or to such changed address as such Party may subsequently by similar process give notice of:

If to the Company:

XL Capital Ltd  
One Bermudiana Road  
Hamilton HM11, Bermuda  
Att'n: Chief Executive Officer

If to the Executive:

To the last address delivered to  
the Company by the Executive in  
the manner set forth herein.

## 21. SEVERABILITY.

In the event that any provision or portion of this Agreement shall be determined to be invalid or unenforceable for any reason, in whole or in part, the remaining provisions of this Agreement shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law.

## 22. SURVIVORSHIP.

The respective rights and obligations of the Parties shall survive any termination of this Agreement to the extent necessary to the intended preservation of such rights and obligations.

## 23. REFERENCE.

In the event of the Executive's death or a judicial determination of her incompetence, reference in this Agreement to the Executive shall be deemed, where appropriate, to refer to her estate or other legal representative.



#### 24. GOVERNING LAW.

This Agreement shall be governed by and construed and interpreted in accordance with the laws of the State of New York without reference to the principles of conflict of laws.

#### 25. SECTION 409A.

(c) It is intended that this Agreement will comply with Section 409A of the Code (and any regulations and guidelines issued thereunder) to the extent the Agreement is subject thereto, and the Agreement shall be interpreted on a basis consistent with such intent. If an amendment of the Agreement is necessary in order for it to comply with Section 409A, the parties hereto will negotiate in good faith to amend the Agreement in a manner that preserves the original intent of the parties to the extent reasonably possible. No action or failure to act, pursuant to this Section 25 shall subject the Company to any claim, liability, or expense, and the Company shall not have any obligation to indemnify or otherwise protect the Executive from the obligation to pay any taxes pursuant to Section 409A of the Code.

(d) Notwithstanding any provision to the contrary in this Agreement, if the Executive is deemed on the date of her "separation from service" (within the meaning of Treas. Reg. Section 1.409A-1(h)) to be a "specified employee" (within the meaning of Treas. Reg. Section 1.409A-1(i)), then with regard to any payment that is required to be delayed pursuant to Section 409A(a)(2)(B) of the Code, such payment shall not be made prior to the earlier of (i) the expiration of the six (6)-month period measured from the date of her "separation from service", or (ii) the date of her death (the "Delay Period"). Upon the expiration of the Delay Period, all payments delayed pursuant to this Section 25 (whether they would have otherwise been payable in a single sum or in installments in the absence of such delay) shall be paid to the Executive in a lump sum, and any remaining payments due under this Agreement shall be paid in accordance with the normal payment dates specified for them herein. In no case will compliance with this Section by the Company constitute a breach of the Company's or the Guarantors' obligations under this Agreement. Notwithstanding any provision of this Agreement to the contrary, for purposes of Sections 8(b) and 8(d) above, the Executive will be deemed to have terminated her employment on the date of her "separation from service" (within the meaning of Treas. Reg. Section 1.409A-1(h)) with the Company.

#### 26. HEADINGS.

The heading of the sections contained in this Agreement are for convenience only and shall not be deemed to control or affect the meaning or construction of any provision of this Agreement.

#### 27. COUNTERPARTS.

This Agreement may be executed simultaneously in two or more counterparts, any one of which need not contain the signatures of more than one party, but all of which counterparts taken together will constitute one and the same agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

XL CAPITAL LTD

By: /s/ Fiona Luck

KIRSTIN M. GOULD

By: /s/ Kirstin M. Gould

GUARANTORS:

XL INSURANCE LTD

By: /s/ Fiona Luck

XL RE LTD

By: /s/ Fiona Luck

## CHANGE IN CONTROL

A “Change in Control” shall be deemed to have occurred:

(i) any person (which, for all purposes hereof, shall include, without [limitation](#), an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a trustee, executor, administrator or other legal representative) (a “Person”) or any [group](#), as defined in Sections 13(d) or 14(d) of the United States Securities Exchange Act of 1934 (other than a group of which the Executive is a member or which has been organized by the Executive), becomes the beneficial owner, directly or indirectly, of securities of the Company representing, or acquires the right to control or direct, or to acquire through the conversion of securities or the exercise of warrants or other rights to acquire securities, 30% or more of either (I) the outstanding Ordinary Shares of the Company, (II) the outstanding securities of the Company having a right to vote in the election of directors, or (III) the combined voting power of the outstanding securities of the Company having a right to vote in the election of directors; or

(ii) if there shall be elected or appointed to the Board of Directors of the Company (the “Board”) any director or directors whose appointment or election by the Board or nomination for election by the Company’s shareholders was not approved by a vote of at least a majority of the directors then still in office who were either directors on the date of execution of this Agreement or whose election or appointment or nomination for election was previously so approved; or

(iii) upon consummation of a reorganization, scheme of arrangement, merger, consolidation, combination, amalgamation, corporate restructuring, liquidation, winding up, exchange of securities, or similar transaction ([each](#), an “Event”), in each [case](#), in respect of which the beneficial owners of the outstanding Company Ordinary Shares immediately prior to such Event do not, following such Event, beneficially own, directly or indirectly, more than 60% of each of the outstanding equity share capital, and the combined voting power of the then outstanding voting securities entitled to vote in the election of the directors, of the Company and any resulting [entity](#), in substantially the same proportions as their ownership, immediately prior to such Event, of the Ordinary Shares and voting power of the Company; or

(iv) if there occurs an Event involving the Company as a result of which 25% of more of the members of the Board of the Company are not persons who were members of the Board immediately prior to the earlier of (x) the Event, (y) execution of an agreement, the consummation of which would result in the Event, or (z) announcement by the Company of an intention to effect the Event; or

(v) if the Board adopts a resolution to the effect that, for purposes of this Agreement, a Change in Control has occurred.

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## GOOD REASON

For purposes of this Agreement, "Good Reason" shall mean any of the following, unless done with the prior express written consent of the Executive:

- (i) (A) The assignment to Executive of duties inconsistent with Executive's position (including duties, responsibilities, status, titles or offices as set forth in Section 3 hereof); or (B) any elimination, diminution or reduction of Executive's duties or responsibilities except in connection with the termination of Executive's employment for Cause, disability or as a result of Executive's death or by Executive other than for Good Reason; and for purposes for this clause (i), the determination of whether there has been a reduction of duties or responsibilities or an assignment of duties inconsistent with the Executive's position shall take into account the Executive's duties, responsibilities and position with the ultimate parent of the parent/subsidiary group as a whole which includes the Company;
  - (ii) The (A) reduction in Executive's Base Salary from the level in effect immediately prior to the Change in Control, or (B) payment of an annual bonus in an amount less than the lesser of (x) the most recent annual bonus paid prior to the Change in Control or (y) the greater of (I) the most recent target bonus, if any, established prior to the Change in Control or (II) the annual average bonus paid for the preceding three complete years prior to the Change in Control (or such lesser number of complete years as the Executive shall have been employed by the Company);
  - (iii) The failure by the Company or the Guarantors to obtain the specific written assumption of this Agreement by any successor or assign of the Company or the Guarantors or any person acquiring substantially all of the Company's or the Guarantors' assets;
  - (iv) Any breach by the Company or the Guarantors of any provision of this Agreement or any agreements entered into pursuant thereto that remains uncured for 20 calendar days following written notice of same by the Executive;
  - (v) Notwithstanding the provisions of Section 3(b) of this Agreement, requiring the Executive to be based at any office or location that is greater than 35 miles from the office or location at which the Executive was principally located immediately prior to the Change in Control;
  - (vi) During the Post-Change Period, (A) the failure to continue in effect any compensation or incentive plan in which Executive participates immediately prior to the time of the Change in Control unless an equitable arrangement (embodied in an ongoing substitute or alternative plan providing Executive with at least the same aggregate economic opportunity on an after-tax basis available to the Executive immediately prior to the Change in Control) has been made with respect to such plan in
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connection with the Change in Control, or the failure to continue Executive's participation therein on substantially the same basis both in terms of the amount of benefits provided and the level of her participation relative to other participants, as existed at the time of the Change in Control; or (B) the failure to continue to provide Executive with benefits and coverage at least as favorable in the aggregate as those enjoyed by her under the Company's pension, life insurance, medical, health and accident, disability, deferred compensation or savings plans in which she was participating at the time of the Change in Control; or

(vii) The failure by the Company to pay within 7 calendar days of the due date any amounts due under any benefit or compensation plan, including any deferred compensation plan.

Notwithstanding any provision in this Agreement to the contrary, the Executive must give written notice of her intention to terminate her employment for Good Reason within sixty (60) days after the act or omission which constitutes Good Reason, and any failure to give such written notice within such period will result in a waiver by the Executive of her right to terminate for Good Reason as a result of such act or omission.

**AMENDMENT TO  
AMENDED EMPLOYMENT AGREEMENT**

AMENDMENT TO AMENDED EMPLOYMENT AGREEMENT (“Amendment”) dated as of December \_\_, 2008 between XL Capital Ltd, a Cayman Islands corporation (the “Company”) and Kirstin R. Gould (the “Executive”).

WHEREAS, the Company and the Executive are parties to an Amended Employment Agreement dated as of April 25, 2008 (the “Agreement”);

WHEREAS, the Company and the Executive wish to amend the Agreement as set forth herein;

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Company, the Guarantors (as defined in the Agreement) and the Executive hereby agree as follows:

1. The last paragraph of Section 8(d)(iii) is amended by deleting “10 days thereafter” and replacing it with “on the date of the 409A Change in Control.”

2. The first sentence of Section 18(d) is amended to read in its entirety as follows:

“Each Party shall bear its own costs incurred in connection with any proceeding under Sections 18(a) or 18(b) hereof, including all legal fees and expenses; provided, however, that the Company shall bear all such costs of the Executive (to the extent such costs are reasonable) if the Executive substantially prevails in a proceeding following her “separation from service” (as defined below) with the Company.

3. Section 25(b) is amended to read in its entirety as follows:

“(b) Without prejudice to the characterization of any other amounts payable under this Agreement, the parties hereto specifically intend that any amounts payable under Section 8(d)(ii)(A)-(C), Section 8(d)(iii)(A)-(D) and Section 11 will not be considered deferred compensation for purposes of Section 409A due to Treas. Reg. Section 1.409A-1(b)(4) or another applicable exception. However, notwithstanding any provision to the contrary in this Agreement, if the Executive is deemed on the date of her “separation from service” (within the meaning of Treas. Reg. Section 1.409A-1(h)) with the Company to be a “specified employee” (within the meaning of Treas. Reg. Section 1.409A-1(i)), then with regard to any payment or benefit that is considered deferred compensation under Section 409A payable on account of a “separation from service” that is required to be delayed pursuant to Section 409A(a)(2)(B) of the Code (after taking into

account any applicable exceptions to such requirement), such payment or benefit shall be made or provided on the date that is the earlier of (i) the expiration of the six (6)-month period measured from the date of the Executive's "separation from service," or (ii) the date of the Executive's death (the "Delay Period"). Upon the expiration of the Delay Period, all payments and benefits delayed pursuant to this Section 25(b) (whether they would have otherwise been payable in a single sum or in installments in the absence of such delay) shall be paid or reimbursed to the Executive in a lump sum and any remaining payments and benefits due under this Agreement shall be paid or provided in accordance with the normal payment dates specified for them herein. Notwithstanding any provision of this Agreement to the contrary, for purposes of any provision of this Agreement providing for the payment of any amounts or benefits upon or following a termination of employment, references to the Executive's "termination of employment" (and corollary terms) with the Company shall be construed to refer to the Executive's "separation from service" (within the meaning of Treas. Reg. Section 1.409A-1(h)) with the Company. With respect to any reimbursement or in-kind benefit arrangements of the Company and its subsidiaries that constitute deferred compensation for purposes of Section 409A, except as otherwise permitted by Section 409A, the following conditions shall be applicable: (i) the amount eligible for reimbursement, or in-kind benefits provided, under any such arrangement in one calendar year may not affect the amount eligible for reimbursement, or in-kind benefits to be provided, under such arrangement in any other calendar year (except that the health and dental plans may impose a limit on the amount that may be reimbursed or paid), (ii) any reimbursement must be made on or before the last day of the calendar year following the calendar year in which the expense was incurred, and (iii) the right to reimbursement or in-kind benefits is not subject to liquidation or exchange for another benefit. Whenever a payment under this Agreement specifies a payment period with reference to a number of days (e.g., "payment shall be made within thirty (30) days after termination of employment"), the actual date of payment within the specified period shall be within the sole discretion of the Company. Whenever payments under this Agreement are to be made in installments, each such installment shall be deemed to be a separate payment for purposes of Section 409A."

4. The definition of "Good Reason" in Exhibit B is amended to read in its entirety as follows:

"For purposes of this Agreement, "Good Reason" shall mean any of the following, unless done with the prior express written consent of Executive:

(i) (A) The assignment to Executive of duties materially inconsistent with Executive's position (including duties, responsibilities, status, titles or offices as set forth in Section 3 hereof); (B) any material diminution or material reduction of Executive's duties or responsibilities except in connection with the termination of Executive's employment for Cause, disability or as a result of Executive's



death or by Executive other than for Good Reason; (C) a material diminution in the authorities, duties or responsibilities of the supervisor to whom Executive is required to report; or (D) a material diminution in the budget over which Executive retains authority;

(ii) The (A) material reduction in Executive's Base Salary from the level in effect immediately prior to the Change in Control, or (B) material diminution in bonus opportunity that results in a material reduction in Executive's compensation;

(iii) Any material breach by the Company or the Guarantors of this Agreement or any material agreement entered into pursuant thereto;

(iv) Notwithstanding the provisions of Section 3(b) of this Agreement, requiring Executive to be based at any office or location that is greater than 35 miles from the office or location at which Executive was principally located immediately prior to the Change in Control;

(v) During the Post-Change Period, the failure to continue in effect any material compensation or incentive plan in which Executive participates immediately prior to the time of the Change in Control unless an equitable arrangement (embodied in an ongoing substitute or alternative plan providing Executive with substantially the same aggregate economic opportunity on an after-tax basis available to the Executive immediately prior to the Change in Control) has been made with respect to such plan in connection with the Change in Control, or the failure to continue Executive's participation therein on substantially the same basis as existed at the time of the Change in Control, which in any such case results in a material reduction in Executive's compensation.

Notwithstanding any provision in this Agreement to the contrary, the Executive must give written notice of her intention to terminate her employment for Good Reason within sixty (60) days after the act or omission which constitutes Good Reason, and the Company shall have thirty (30) days from such notice to remedy the condition, in which case Good Reason shall no longer exist with regard to such condition. Any failure to give such written notice within such period will result in a waiver by the Executive of her right to terminate for Good Reason as a result of such act or omission. Any termination hereunder shall occur within one hundred twenty (120) days after the Good Reason event occurs."

5. Except as set forth herein, the Agreement shall continue in full force and effect in accordance with its terms.

6. All questions concerning the construction, validity and interpretation of this Amendment and the Agreement shall be construed and governed in accordance with the laws of the State of New York, without reference to the principles of conflict of laws thereof.

7. This Amendment may be executed simultaneously in two or more counterparts, any one of which need not contain the signatures of more than one party, but all of which counterparts taken together will constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date and year first above written.

XL CAPITAL LTD

By: /s/ Brian W. Nocco

GUARANTORS:

XL INSURANCE (BERMUDA) LTD (formerly XL INSURANCE LTD)

By: /s/ Brian W. Nocco

XL RE LTD

By: /s/ Brian W. Nocco

READ, ACCEPTED & AGREED

/s/ Kirstin R. Gould

Kirstin R. Gould



Exhibit 10.3



100 Washington Boulevard  
Stamford, CT 06902  
USA  
www.xlgroup.com

May 3, 2018

Stephen John Oakley Catlin  
Principal  
Catlin Consultancy Limited (UK Registered No. 10738588)  
31 St. Saviourgate  
York, England YO1 8NQ

Re: Consulting Agreement Amendment

Dear Mr. Catlin:

This letter is written on behalf of XL Group Ltd and XL Services (Bermuda) Ltd (together, the “Company”), to agree and confirm the following amendment to the Consulting Agreement between and among the Company and Catlin Consultancy Limited (UK Registered No. 10738588) (“Contractor”), effective January 1, 2018 (the “Consulting Agreement”). Specifically, the parties agree that the Consulting Fee due to be paid on or by 31 May 2018 pursuant to Section 5(b) of the Consulting Agreement shall be, and hereby is, increased from \$832,500 to \$1,832,500.

All other terms and conditions of the Consulting Agreement shall remain in full force and effect. Please indicate Contractor’s acceptance of this amendment by signing below and returning to the undersigned. A duplicate original is furnished for your records. We thank you for your continued support to the Company.

Sincerely,

/s/ Eileen G. Whelley

Eileen G. Whelley

For and on behalf of **XL GROUP LTD and  
XL SERVICES (BERMUDA) LTD**

**Accepted and Agreed**

/s/ Stephen John Oakley Catlin

Stephen John Oakley Catlin

For and on behalf of **CATLIN CONSULTANCY LIMITED**

## XL GROUP LTD

## COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES AND RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERENCE DIVIDENDS

	Three Months Ended	
	2018	2017
<i>(U.S. dollars in thousands, except ratios)</i>		
<b>Earnings:</b>		
Pre-tax income (loss) from continuing operations	\$ 137,184	\$ 175,071
Fixed charges and preference dividends	73,934	113,402
Distributed income of equity investees	54,283	46,935
Subtotal	\$ 265,401	\$ 335,408
Less: Non-controlling interests	(7,361)	3,036
Less: Preference share dividends	15,946	57,970
<b>Total earnings (loss)</b>	<b>\$ 256,816</b>	<b>\$ 274,402</b>
<b>Fixed charges:</b>		
Interest costs	\$ 44,646	\$ 40,250
Accretion of deposit liabilities	8,899	10,461
Rental expense at 30% (1)	4,443	4,721
<b>Total fixed charges</b>	<b>\$ 57,988</b>	<b>\$ 55,432</b>
Preference share dividends	15,946	57,970
<b>Total fixed charges and preference dividends</b>	<b>\$ 73,934</b>	<b>\$ 113,402</b>
<b>Ratio of earnings to fixed charges</b>	<b>4.4</b>	<b>5.0</b>
<b>Ratio of earnings to combined fixed charges and preference dividends</b>	<b>3.5</b>	<b>2.4</b>
<b>Deficiency - fixed charges only</b>	<b>N/A</b>	<b>N/A</b>
<b>Deficiency - fixed charges and preference dividends</b>	<b>N/A</b>	<b>N/A</b>

(1) 30% represents a reasonable approximation of the interest factor.

**Certification of Chief Executive Officer**  
**XL Group Ltd**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**  
(Chapter 98, Title 15 U.S.C. 7241)

I, Michael S. McGavick, certify that:

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

Dated: May 4, 2018

/s/ MICHAEL S. MCGAVICK

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Michael S. McGavick  
Chief Executive Officer

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**Certification of Chief Financial Officer**  
**XL Group Ltd**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**  
(Chapter 98, Title 15 U.S.C. 7241)

I, Stephen Robb, certify that:

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

Dated: May 4, 2018

/s/ STEPHEN ROBB

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Stephen Robb  
Executive Vice President and  
Chief Financial Officer

**Certification Accompanying Form 10-Q of XL Group Ltd  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**  
(Chapter 63, Title 18 U.S.C. 1350(a) and (b))

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chapter 63, Title 18 U.S.C. 1350(a) and (b)), each of the undersigned hereby certifies that, to his knowledge, the Quarterly Report on Form 10-Q for the period ended March 31, 2018 of XL Group Ltd (the "Company") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 4, 2018

/s/ MICHAEL S. MCGAVICK

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Michael S. McGavick  
Chief Executive Officer  
XL Group Ltd

Dated: May 4, 2018

/s/ STEPHEN ROBB

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Stephen Robb  
Executive Vice President and  
Chief Financial Officer  
XL Group Ltd

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to XL Group Ltd and will be retained by XL Group Ltd and furnished to the Securities and Exchange Commission or its staff upon request.



