

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**May 22, 2025**

Date of Report (Date of earliest event reported)

**WHITE MOUNTAINS INSURANCE GROUP, LTD.**

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <b>Bermuda</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>1-8993</b><br>(Commission file number) | <b>94-2708455</b><br>(I.R.S. Employer Identification No.) |
|---|---|---|

**23 South Main Street, Suite 3B, Hanover, New Hampshire 03755**  
(Address of principal executive offices)

**(603) 640-2200**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

| Title of each class                       | Trading Symbol(s) | Name of each exchange on which registered         |
|---|-------------------|---|
| Common Shares, par value \$1.00 per share | WTM<br>WTM.BH     | New York Stock Exchange<br>Bermuda Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

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

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**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its 2025 Annual General Meeting of Members (the “2025 Annual Meeting”) on May 22, 2025 in Hamilton Parish, Bermuda.

As of March 31, 2025, the record date for the 2025 Annual Meeting, a total of 2,573,726 common shares were outstanding and eligible to vote. The results are presented below.

**Proposal 1 - Election of Class I Directors to a term ending in 2028:**

| Nominee:         | Votes FOR | Votes Against | Abstained | Broker<br>Non-votes |
|------------------|-----------|---------------|-----------|---------------------|
| Reid T. Campbell | 2,097,687 | 53,042        | 1,749     | 254,866             |
| Peter M. Carlson | 2,078,466 | 72,164        | 1,848     | 254,866             |
| Suzanne F. Shank | 1,956,716 | 193,040       | 2,722     | 254,866             |

**Proposal 2 - Approval of the advisory resolution on executive compensation.**

| Votes FOR       | Votes Against | Abstained | Broker<br>Non-votes |
|-----------------|---------------|-----------|---------------------|
| 2,089,683 (98%) | 52,313        | 10,482    | 254,866             |

**Proposal 3 - Approval of the Company's amended and restated long-term incentive plan.**

| Votes FOR       | Votes Against | Abstained | Broker<br>Non-votes |
|-----------------|---------------|-----------|---------------------|
| 2,106,536 (98%) | 42,262        | 3,680     | 254,866             |

**Proposal 4 - Approval of the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company's Independent Registered Public Accounting Firm for 2025.**

| Votes FOR | Votes Against | Abstained |
|-----------|---------------|-----------|
| 2,337,137 | 67,910        | 2,297     |

## SIGNATURES

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

May 22, 2025

WHITE MOUNTAINS INSURANCE GROUP, LTD.

By:

/s/ MICHAELA J. HILDRETH

Michaela J. Hildreth  
*Managing Director and  
Chief Accounting Officer*