

- INSURANCE
- HEALTH
- PENSIONS
- LIFE

# Financial Condition Report

## For the year ended 31 December 2018



COLONIAL GROUP  
INTERNATIONAL

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## Executive Summary

### Overview

Colonial Group International Ltd. (the “Company”) was incorporated in Bermuda as a holding company in 1996. The Company and its subsidiaries (collectively the “Group” or “CGI”) have commercial operations in Bermuda, the Cayman Islands, the Bahamas, the British Virgin Islands, Barbados and the Turks and Caicos Islands. The Group is comprised of independently incorporated companies in these jurisdictions offering property and casualty insurance, employee benefits for pensions and health, life assurance and personal investment products and health insurance. CGI draws commercial strength from the cohesion of a group of companies accessing a variety of skills, experience and local knowledge in different geographic settings. Our mission is to provide superior insurance products and financial services internationally and at the same time, humanize the insurance and financial business process by emphasizing friendly, flexible and personalized service. Most importantly, we are in the business of providing care for people, both employees and clients. We believe that people come first.

### Purpose & Scope

The general purpose of the Financial Condition Report (“FCR” or “Report”) is to provide publically disclosed information about the Company’s business, financial performance, corporate governance and risk management framework, risk profile, solvency position, capital management, regulatory capital requirements and significant events. The FCR is prepared in accordance with the Insurance (Group Supervision) Rules 2011 and the Insurance (Public Disclosure) Rules 2015 and is reviewed and approved by the Audit Committee and the Board. The Group has obtained approval from the Bermuda Monetary Authority to include its Bermuda based licensed insurance operating subsidiaries into the scope of the Group’s FCR. Information that is specific and unique to each of these subsidiaries has been disclosed where appropriate. Where no specific or unique information has been disclosed, the Group level disclosure is considered applicable to these subsidiaries:

Licensed Entity	Domicile	Principle Activities	Class of License
Colonial Insurance Company Limited	Bermuda	Property and casualty insurance: motor; home and commercial property; marine; and general liability.	Class 3A
Colonial Medical Insurance Company Limited	Bermuda	Group and individual medical; and group life insurance.	Class 3B
Colonial Life Assurance Company Limited	Bermuda	Individual life and annuities; and accidental death. CLAC also writes unit linked investment policies.	Class C
Colonial Re Ltd.	Bermuda	Property catastrophe reinsurance.	Class 3A

### **Performance**

2018 was a challenging year for the Group with difficult market conditions impacted by economic decline, regulatory reform and political uncertainty. The tragic death of the CEO 8 months before his retirement meant the planned transition was cut short. Despite this, gross written premium grew by 7.8% in 2018. The Group recorded an investment loss for the first time since the financial crisis due primarily to the market volatility in the 4<sup>th</sup> quarter of 2018. One of the key successes in the year was the completion of the Hurricane Irma claims within the claim reserves set at the end of 2017 another was the independent global credit rating agency AM Best (“Best”) upgraded the Group from an A- to A following Best’s assessment that the insurer has the financial strength and ‘excellent ability’ to meet its insurance obligations in all its Bermuda and Caribbean operating subsidiaries. Best categorized Colonial’s balance sheet as ‘strongest’ – the highest rating it can award – after analyzing the company’s operating performance, business profile and risk management. Best’s analysis also noted Colonial’s improved market position and geographic diversification ‘compared with its peers’, citing:

- Continuing growth of its medical products business beyond Bermuda; and
- Expanding geographic presence through its partnership with Beacon Insurance Company of Trinidad & Tobago which is expected to double the number of territories in which it operates to 12.

*Source: internal reports management analysis*

## 1. Business and Performance

a) Name of the Insurance Group and Insurers

**Insurance Group** – Colonial Group International Ltd.

**Insurers** – Colonial Insurance Company Ltd. (“CIC”), Colonial Medical Insurance Company Limited (“CMIC”), Colonial Life Assurance Company Limited (“CLAC”) and Colonial Re Ltd. (“ColRe”).

b) Name and contact details of the group supervisor and insurance supervisor

Bermuda Monetary Authority (the “Authority”, or “BMA”)  
BMA House  
43 Victoria Street  
Hamilton HM12  
Bermuda  
1 441 295 5278

c) Name and contact details of the approved auditor

Ernst and Young  
3 Bermudiana Road  
Hamilton HM08  
Bermuda  
1 441 295 7000

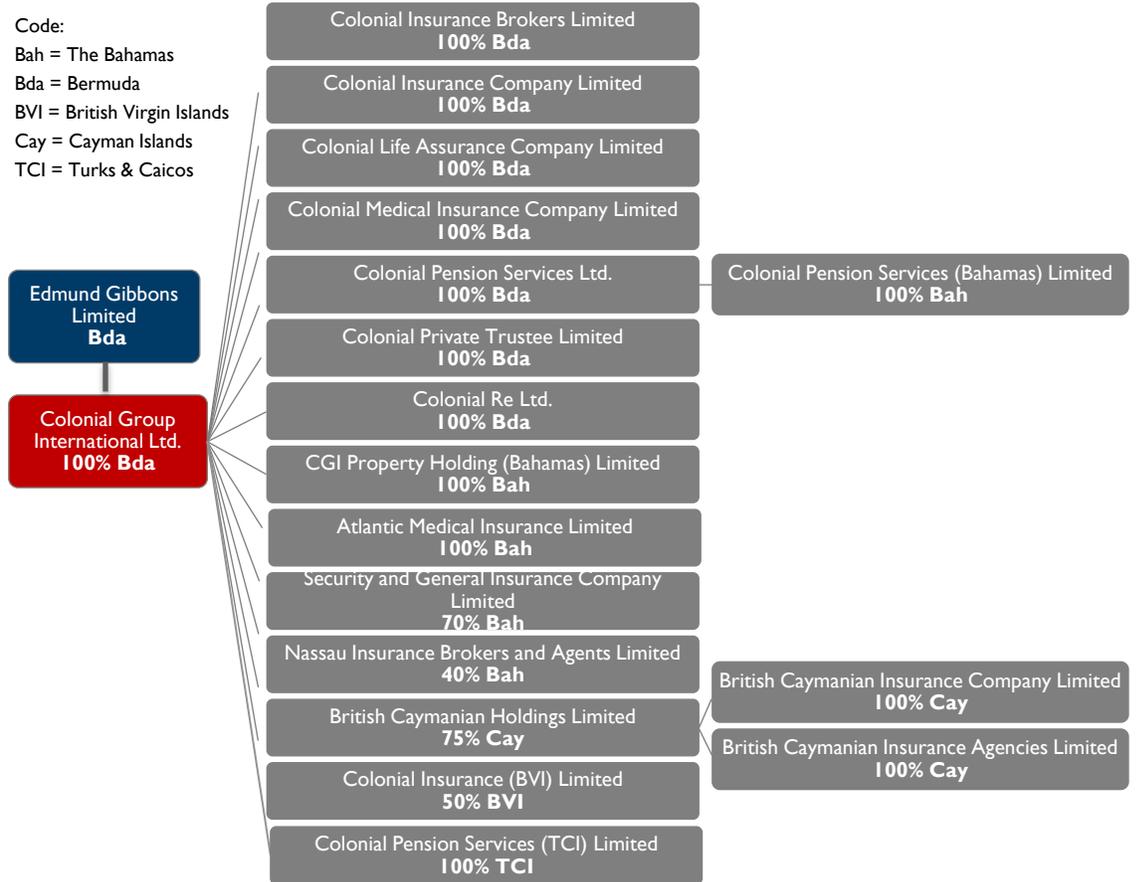
d) A description of the ownership details including proportion of ownership interest

The Company is a wholly owned subsidiary of Edmund Gibbons Limited.

CIC, CMIC, CLAC and ColRe are all wholly owned subsidiaries of the Company.

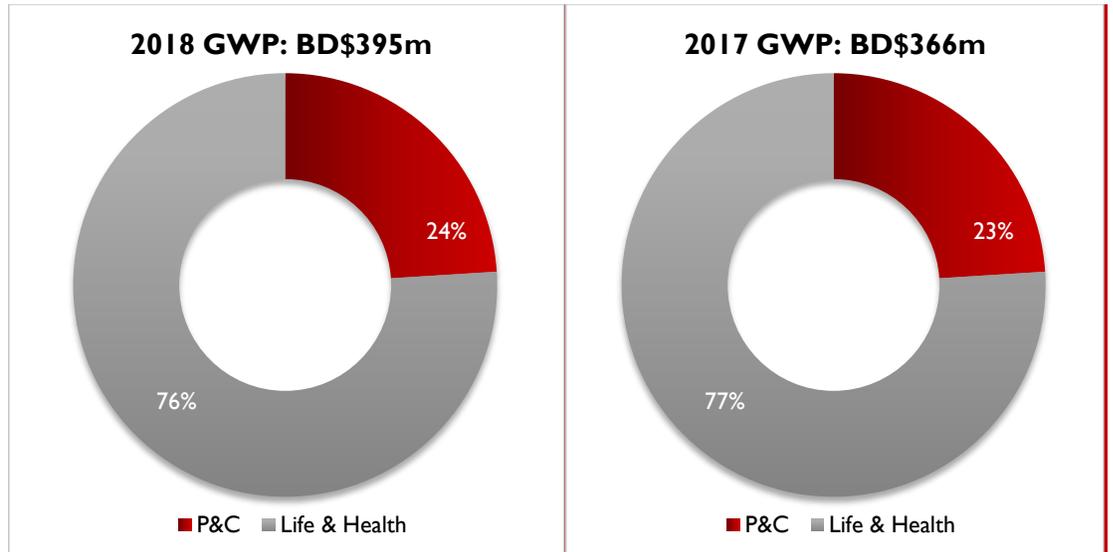
e) A group structure chart detailing the group structure and where the insurers fit

**Group Structure**



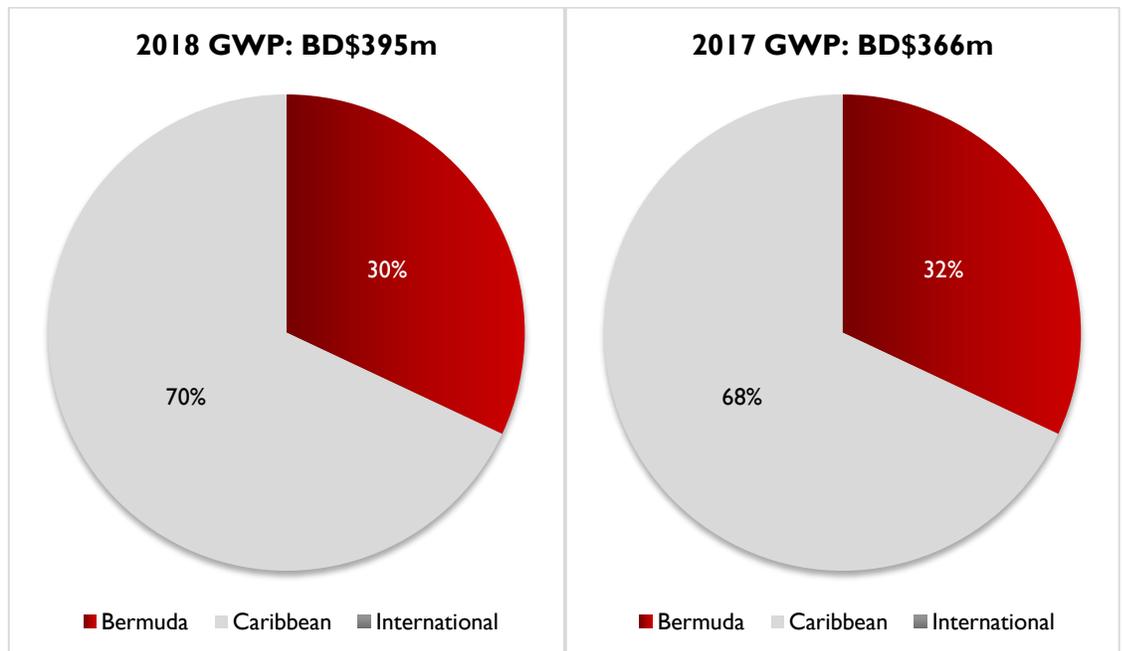
f) Insurance business written by segment and by geographical region during the reporting period

The Group's insurance products are split into Life & Health ("L&H") and Property & Casualty ("P&C") insurance segments and cater to commercial and retail customers. The distribution of Gross Written Premium ("GWP") is shown below by business unit and jurisdiction.



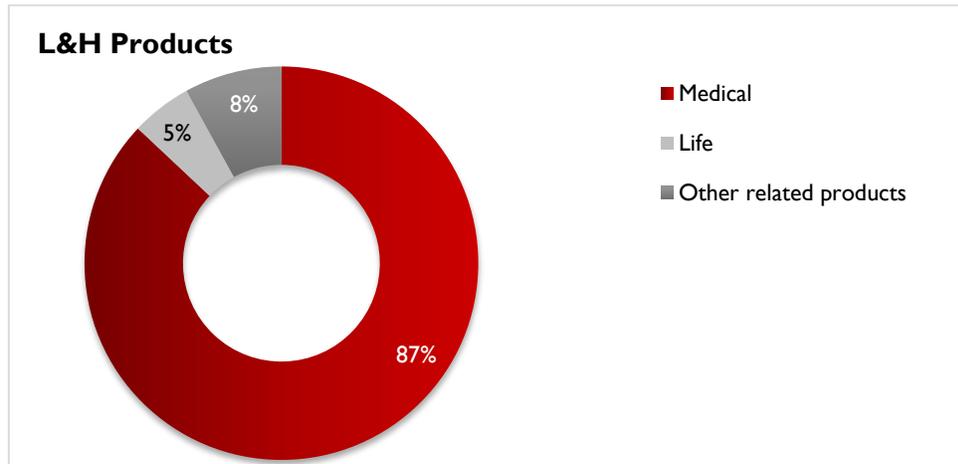
Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis.

The Group offers coverage in Bermuda and various jurisdictions within the northern Caribbean region.



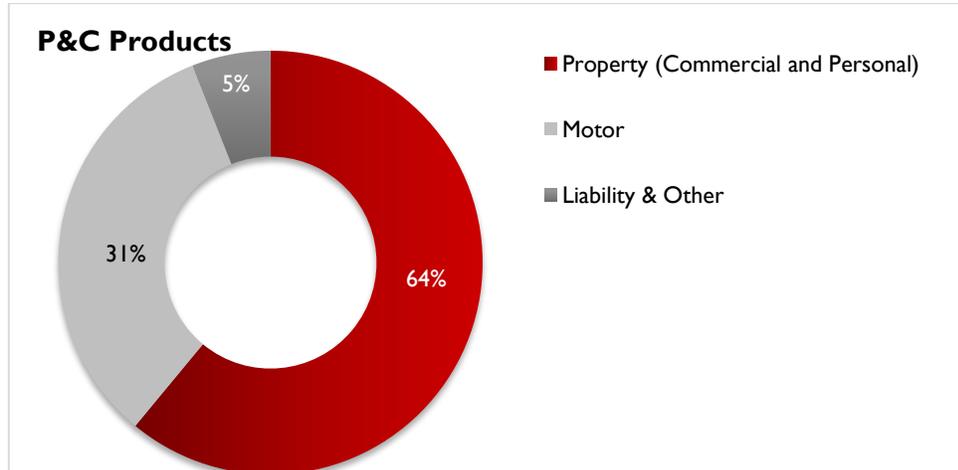
Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis.

L&H products constitute the largest segment of the Group's business at 76% (\$299m) of GWP in 2018. The Group is the market leader in the medical insurance product in Cayman and the Bahamas and in the top three in Bermuda.



Source – The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis.

P&C products represent 24% (\$97m) of GWP in 2018.



Source – The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis.

### **Colonial Insurance Company Limited**

CIC was incorporated in Bermuda in 1959 and carries on business as an insurance company. It holds a Class 3A License under the Insurance Act 1978 (the "Act") in Bermuda.

CIC provides P&C insurance, which includes home, motor, marine, travel, liability, and business cover. In Bermuda, CIC has long been a major provider of motor cover. P&C lines are covered by Personal or Business Insurance.

CIC acts as a reinsurer in the British Virgin Islands, as it provides 80% quota share reinsurance treaty covering property risks and 100% quota share reinsurance covering motor and marine risks for an affiliate company, Colonial Insurance (BVI) Limited ("CIBVI").

The table below provides an overview of CIC's GWP by product and jurisdiction:

Company/Products	GWP (BD\$000)	
	2018	2017
<b>CIC</b>		
Property	16,380	15,388
Motor	13,559	12,242
Liability & Other	1,221	1,663
<b>Total</b>	<b>31,160</b>	<b>29,293</b>

Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis.

Company/Jurisdiction	GWP (BD\$000)	
	2018	2017
<b>CIC</b>		
Bermuda	27,597	27,138
Caribbean	3,563	2,155
Other	-	-
<b>Total</b>	<b>31,160</b>	<b>29,293</b>

Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis

### **Colonial Medical Insurance Company Limited**

CMIC, incorporated in Bermuda in 1990, carries on business as an insurance company. It holds a Class 3B License under the Act in Bermuda and is the designated insurer for the Group.

CMIC provides health insurance coverage in Bermuda, the Cayman Islands, Barbados, the Turks and Caicos Islands and in the Eastern Caribbean for medical, dental, vision, long-term disability, group life and accidental death and dismemberment risks.

CMIC also offers international health insurance coverage for medical, dental, life, long term disability and accidental death and dismemberment risks for individuals and groups working outside their home country.

CMIC acts as a reinsurer in the British Virgin Islands, as it reinsures all health policies written by its sister company CIBVI. Additionally, it provides administrative services to a number of self-insured programs, under which it assumes no net underwriting risk but receives an administration fee.

The table below provides an overview of CMIC's GWP by product and jurisdiction:

Company/Products	GWP (BD\$000)	
CMIC	2018	2017
Medical	171,658	166,083
Group Life	2,765	2,122
Other related products	17,969	16,416
<b>Total</b>	<b>192,392</b>	<b>184,621</b>

*Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis.*

Company/Jurisdiction	GWP (BD\$000)	
CMIC	2018	2017
Bermuda	88,086	87,370
Caribbean	103,285	96,354
Other	1,021	897
<b>Total</b>	<b>192,392</b>	<b>184,621</b>

*Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis.*

### **Colonial Life Assurance Company Limited**

CLAC, incorporated in Bermuda in 1991, carries on business as a life insurance company. It holds a Class C ("long-term") License under the Act in Bermuda.

CLAC currently markets life insurance products in Bermuda, the Cayman Islands, and the British Virgin Islands for Term Life, Whole of Life and investment related products which provide a small life benefit. CLAC no longer offers, but currently still carries on its books variable life policies sold in Bermuda, the Cayman Islands and internationally.

CLAC began writing annuity business in late 2014, with the majority being clients of Colonial Pension Services Ltd. The GPW for the annuity business grew to BD\$405,302 in 2018. CLAC continues to focus the annuity business on supporting clients of other affiliate company's in the Group. Investment returns and pricing for the annuity products are reviewed by the Group's Investment Committee.

The table below provides an overview of CLAC's GWP by product and jurisdiction:

Company/Products	GWP (BD\$000)	
CLAC	2018	2017
Mortality Products	5,373	4,487
Annuities	405	27
Other	441	965
<b>Total</b>	<b>6,219</b>	<b>5,479</b>

*Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis.*

Company/Jurisdiction	GWP (BD\$000)	
CLAC	2018	2017
Bermuda	3,648	3,066
Caribbean	2,024	1,850
Other	547	563
<b>Total</b>	<b>6,219</b>	<b>5,479</b>

*Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis.*

### Colonial Re Ltd.

ColRe, incorporated in Bermuda in 2004, holds a Class 3A License under the Act of Bermuda. As such, ColRe can only write/reinsure all classes of related party property and casualty business. It was formed to act as an internal mechanism for reducing the Group's reliance on the external purchase of reinsurance and to effectively reduce the retention that applies under the Group's outwards Property Catastrophe Excess of Loss Treaty. This retention is currently BD\$5 million for the first event and then drops down to BD\$3.5 million for the second and third events.

The primary purpose of ColRe is to provide a property catastrophe excess of loss reinsurance program that reduces the net retention for the various insurance companies related through common control. ColRe has four separate catastrophe excess of loss treaties in place to provide protection to CIC, CIBVI, Security and General Insurance Company Limited and British Caymanian Insurance Company Limited which are subsidiaries of the Group. Each of the above related companies pays an annual premium to ColRe for this protection.

The table below provides an overview of ColRe's GWP by product:

Company/Products	GWP (BD\$000)	
ColRe	2018	2017
Property Catastrophe	834	834
<b>Total</b>	<b>834</b>	<b>834</b>

*Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis*

Company/Jurisdiction	GWP (BD\$000)	
ColRe	2018	2017
Bermuda	161	161
Caribbean	673	673
Other	-	-
<b>Total</b>	<b>834</b>	<b>834</b>

*Source – total GWP figures agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The breakdown of the GWP agrees back to internal working papers prepared on an IFRS basis*

### g) Performance of investments, by asset class and details on material income and expenses incurred during the reporting period

The Group's investment management framework sets out its Portfolio Asset Allocation methodology that is approved by the Board and is reviewed annually. Asset categories that are included are those that are suitable for the Group's liabilities profile by nature, term and currency and for which the investment managers can assess, monitor and control risks.

In line with investment allocations set out in the Investment Policy Statements, the Group holds a diversified investment portfolio in government bonds, corporate bonds, mutual funds, equities, investments in group undertakings and cash. The Group covers its technical provisions with investments in high grade fixed income securities. When determining the size of this investment pool, a conservative buffer is added to ensure that the requirement for top-up is remote in the event of material adverse development of technical provisions. A prudent allocation of the portfolio is invested in more speculative investments to enhance long-term returns while preserving sufficient capital to take advantage of growth opportunities. The Group's Investment Policy Statements meaningfully restrict the amount of currency risk that can be assumed in its investment portfolios. CIC, CMIC and CoRe have nearly identical investment portfolios in respect of asset mix, security selection and risk profile. CLAC, given the long-term nature of some its liabilities, has a greater concentration of high quality, long-duration fixed income securities as per its asset liability matching policy. The Group recorded a modest investment loss in 2018 which was primarily related to unrealized losses in equity securities, shares in investment funds and directly held fixed income securities, driven by market deterioration in the year, particularly in the fourth quarter.

The return on investments for the reporting period was as follows:

Group	2018 (BD\$000)			2017 (BD\$000)		
	Balance	Return	%	Balance	Return	%
Managed Funds	112,391	(3,924)	-3.49%	139,548	8,990	6.44%
US Government bonds	36,942	367	0.99%	1,799	53	2.97%
Equities	487	6	1.32%	492	(7)	(1.46%)
Fixed maturity securities	88,354	2,852	3.23%	81,723	3,843	4.70%
<b>Total</b>	<b>238,174</b>	<b>(699)</b>		<b>223,562</b>	<b>11,591</b>	
Interest and other		1,087			1,275	
Management fees		(1,003)			(943)	
<b>Total</b>		<b>(615)</b>			<b>11,923</b>	

Source – Total financial assets agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The asset and return analysis agrees back to internal working papers prepared on an IFRS basis

The investment performance of the insurance entities within the scope of this report are outlined below:

CIC	2018 (BD\$000)			2017 (BD\$000)		
	Balance	Return	%	Balance	Return	%
Managed Funds	17,701	(588)	-3.32%	22,673	1,276	5.63%
US Government bonds	3,230	20	0.63%	-	-	-
Equities	186	2	0.87%	176	5	2.86%
Fixed maturity securities	1,935	57	2.96%	601	33	5.57%
<b>Total</b>	<b>23,052</b>	<b>(509)</b>		<b>23,450</b>	<b>1,314</b>	
Interest and other		34			116	
Management fees		(123)			(112)	
<b>Total</b>		<b>(598)</b>			<b>1,318</b>	

Source – Total financial assets agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The asset and return analysis agrees back to internal working papers prepared on an IFRS basis

CMIC	2018 (BD\$000)			2017 (BD\$000)		
	Balance	Return	%	Balance	Return	%
Managed Funds	47,819	(1,868)	-3.91%	61,591	3,594	5.83%
US Government bonds	23,593	230	0.97%	2,335	26	1.11%
Equities	87	2	1.98%	89	(8)	(9.1%)
Fixed maturity securities	14,907	262	1.76%	8,072	198	2.45%
<b>Total</b>	<b>86,406</b>	<b>(1,374)</b>		<b>72,087</b>	<b>3,810</b>	
Interest and other		554			387	
Management fees		(418)			(373)	
<b>Total</b>		<b>(1,238)</b>			<b>3,824</b>	

Source – Total financial assets agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The asset and return analysis agrees back to internal working papers prepared on an IFRS basis

CLAC	2018 (BD\$000)			2017 (BD\$000)		
	Balance	\$ Return	%	Balance	Return	%
Managed Funds	70	9	13.37%	576	270	46.83%
US Government bonds	4,649	77	1.65%	2,314	25	1.08%
Equities	53	2	3.07%	58	(11)	(9.1%)
Fixed maturity securities	9,078	318	3.50%	8,737	123	1.41%
<b>Total</b>	<b>13,850</b>	<b>406</b>		<b>11,685</b>	<b>407</b>	
Interest and other		368			376	
Management fees		(41)			(50)	
<b>Total</b>		<b>733</b>			<b>733</b>	

Source – Total financial assets agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The asset and return analysis agrees back to internal working papers prepared on an IFRS basis

CoRe	2018 (BD\$000)			2017 (BD\$000)		
	Balance	\$ Return	%	Balance	Return	%
Managed Funds	8,477	(363)	-4.28%	6,029	596	9.9%
US Government bonds	1,546	15	0.96%	0	0	
Equities	0	0		0	0	
Fixed maturity securities	968	1	0.09%	0	0	
<b>Total</b>	<b>10,991</b>	<b>(347)</b>		<b>6,029</b>	<b>596</b>	<b>9.9%</b>
Interest and other		0			0	
Management fees		(56)			(24)	
<b>Total</b>		<b>(403)</b>			<b>572</b>	

Source – Total financial assets agree back to the 2018 Audited Financial Statements prepared on an IFRS basis. The asset and return analysis agrees back to internal working papers prepared on an IFRS basis

### Material Income & Expenses

The Group's main revenue source is premiums and although insurance rates have continued to remain under pressure, the hardening markets following the 2017 Caribbean hurricane season resulted in rate increases for P&C products in some jurisdictions. This combined with modestly increasing rates in the Health sector has contributed to GWP increasing 7.8%. The Group's major expense arises from claims losses. The group paid out in excess of \$220 million in claims across all lines of business in the year. The Group's combined ratio improved year on year to 94% from 97%.

The table below provides a summary of the Group's material income and expenses for the years ended December 31, 2018 and 2017:

Group	2018 - (BD\$000)	2017 - (BD\$000)
Gross Written Premiums	395,136	366,536
Net Premiums Earned	313,815	298,234
Net Investment Income	(615)	11,923
Claims and Policyholder benefits	224,911	215,928
Net Commission expense/(income)	(6,657)	(3,367)
General & Administrative expenses	76,617	72,723

Source: 2018 Audited Financial Statements on an IFRS Basis

The table below provides a summary of CIC's material income and expenses for the years ended December 31, 2018 and 2017:

CIC	2018 - (BD\$000)	2017 - (BD\$000)
Gross Written Premiums	31,160	29,293
Net Premiums Earned	14,783	14,421
Net Investment (loss)/income	(598)	1,318
Claims and Policyholder benefits	7,938	9,944
Net Commission expense/(income)	(2,840)	(2,497)
General & Administrative expenses	8,363	8,391

Source: 2018 Audited Financial Statements on an IFRS Basis

The table below provides a summary of CMIC's material income and expenses for the years ended December 31, 2018 and 2017:

<b>CMIC</b>	<b>2018 - (BD\$000)</b>	<b>2017 - (BD\$000)</b>
Gross Written Premiums	192,392	184,621
Net Premiums Earned	183,518	176,077
Net Investment (loss)/income	(1,238)	3,824
Claims and Policyholder benefits	136,376	125,465
Net Commission expense/(income)	13,742	13,960
Other underwriting expenses	10,723	9,606
General & Administrative expenses	15,051	15,074

*Source: 2018 Audited Financial Statements on an IFRS Basis*

The table below provides a summary of CLAC's material income and expenses for the years ended December 31, 2018 and 2017:

<b>CLAC</b>	<b>2018 - (BD\$000)</b>	<b>2017 - (BD\$000)</b>
Gross Written Premiums	6,219	5,478
Net Premiums Earned	4,481	3,752
Fees and other income earned	2,793	2,676
Net Investment Income	733	733
Claims and Policyholder benefits	1,837	(1,236)
Net Commission expense/(income)	910	3,427
General & Administrative expenses	3,902	3,539

*Source: 2018 Audited Financial Statements on an IFRS Basis*

The table below provides a summary of ColRe's material income and expenses for the years ended December 31, 2018 and 2017:

<b>ColRe</b>	<b>2018 - (BD\$000)</b>	<b>2017 - (BD\$000)</b>
Gross Written Premiums	834	834
Net Premiums Earned	834	834
Net Investment (loss)/income	(403)	572
Claims and Policyholder benefits	(242)	5,365
General & Administrative expenses	131	162

*Source: 2018 Audited Financial Statements on an IFRS Basis*

### h) Any other material information

The Group contracts with the rating agency, A.M. Best, to conduct on an annual basis independent assessments of capital strength for all the licensed insurance entities of the Group. The results of these assessments are published and available to the public on the A.M. Best website.

The ratings methodology employed by A.M. Best underwent a meaningful change during 2017. The methodology used to assess insurer balance sheet strength is now stochastic in nature, with

a number of qualitative factors then taken into consideration prior to determination of the insurer's rating. This methodology is designed to assess each insurer's ability to remain in business in the wake of multiple stress events that can be reasonably foreseen.

The latest published results for CIC, CMIC, and CLAC confirm an upgrade in rating from an A- to an A in 2018. The ratings reflect the Group's balance sheet strength derived from its long-term operating results, which have resulted in an accumulation of capital that drives its solid risk-adjusted capitalization levels. The rating upgrades reflect improved market position and geographic diversification compared with its peers, as the medical products business continues to grow outside of Bermuda.

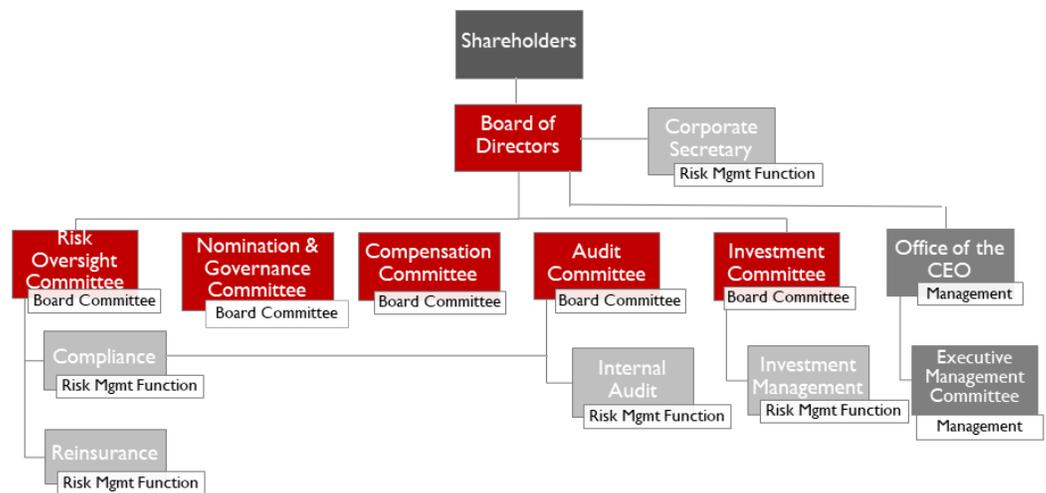
<b>Colonial Insurance Company Limited</b>	}	<b>A.M. Best Rating:</b>
<b>Colonial Medical Insurance Company Limited</b>		<b>A (Excellent)</b>
<b>Colonial Life Assurance Company Limited</b>		<b>Stable outlook</b>

## 2. Governance Structure

### a) Parent Board and Senior Management

- i. A description of the structure of the parent board and its senior executive, the roles, responsibilities and segregation of these responsibilities

#### Governance Structure



The Board of Directors of CGI (the “Board”) is committed to exercising compelling and effective leadership of the Group and its operations across jurisdictions through the strategic use of its corporate governance framework. This is evidenced by sufficient levels of visibility, very high levels of integrity and effective communication methods combined with demanding expectations and appropriate levels of oversight.

The Board is responsible for the stewardship of the Group, including the supervision of the management of the business affairs of all CGI operating entities. The Board, either directly or through its committees, is responsible for oversight of the following areas: strategic planning; the promotion of culture and integrity; the identification and management of risk; internal controls; succession planning and evaluation of senior management; communication and public disclosure; and corporate governance.

The activities of the Group involve the use of insurance contracts and financial instruments. As such, the Group is exposed to insurance risks and financial risks. The Board has overall responsibility for the oversight of the Group’s risk management framework. The Group is also guided by its Enterprise Risk Management (“ERM”) Framework. The Board has established the Investment Committee, the Audit Committee, the Compensation Committee, the Nomination and

Governance Committee and the Risk Oversight Committee which, along with the Chief Executive Officer (“CEO”) and Chief Operating Officers (“COOs”) are responsible for developing and monitoring the Group’s risk management policies. The committees, the CEO and COOs report regularly to the Board on their business activities and how risks are being managed.

The Board regularly identifies and assesses risks potentially impacting the Group, including financial, operational, reputational, environmental, industry-related and legal and/or compliance risks. The Board (through the work of the Risk Oversight Committee) is responsible for strategic leadership in establishing the Group’s risk appetite and tolerance and developing a framework of clear accountabilities for managing risk. The Board regularly reviews the adequacy of the systems and controls management put in place to identify, assess, mitigate and monitor risk and the sufficiency of its reporting. The Board is responsible for understanding the current and emerging short and long-term risks facing the Group and the relevant performance implications. The Board routinely enquires into and, where necessary, challenges management’s assumptions and the adequacy of the Group’s risk management processes and procedures.

The Group maintains clear lines of accountability from the Board through to Executive and Management levels. Board and committee charters set out applicable duties, responsibilities and accountabilities while detailed job descriptions are in place in respect of key management roles within the Group. In addition, separate roles are held by the Board Chairman and the CEO.

The segregation of these duties and responsibilities are clearly outlined in the Group’s Bye-Laws, policies, guidelines, and the charters of the various Board committees listed below.

### Risk Oversight Committee

Refer to Risk Management and Solvency section of the FCR for an overview of the roles and responsibilities of this committee.

### Nomination & Governance Committee (“NGC”)

Refer to the Fitness and Proprietary section of the FCR for an overview of the roles and responsibilities of this committee.

### Executive Committee (“EXCO”)

The purpose of EXCO is to ensure effective management communication, reporting and good corporate governance in accordance with the BMA’s Insurance Code of Conduct. EXCO assists the Board, the Group CEO and the Group senior managers in their oversight duties in respect of the management and operation of the Group including:

- Development and implementation of strategy, operational plans, policies, procedures, and budgets;
- Monitoring operating and financial performance;
- Maintaining a sound, integrated risk management and internal controls framework;
- Monitoring and compliance with regulatory and legal requirements; and
- Ensuring sound corporate governance.

### Compensation Committee

The Compensation Committee is appointed to establish policies with respect to compensation of the Company's officers. The Committee has overall responsibility for approving and evaluating compensation and benefit plans, policies and programs of the Group. The Committee's responsibilities include, but are not limited to the following:

- Reviewing the overall compensation structure of the Group, including compensation plans, programs or policies of individual business units within the Group, to determine that it establishes appropriate incentives for employees at all levels;
- Review, approve and oversee the succession plan for the CEO and executive officers of the Company
- Review and approve the compensation of all executive officers and senior managers, including awards under incentive compensation plans

### Audit Committee

The Audit Committee is responsible for establishing the internal audit function and ensuring it has the necessary resources and access to information to enable it to fulfil its mandate. The Committee meets at least four times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required. Following each meeting, the Committee reports to the Board on any significant issues in relation to the financial statements, its assessment of the effectiveness of the external audit and any other issues as requested from the Board. The Committee chairman also maintains a dialogue with key individuals involved in the Group's governance, including the Board chairman, the Group CEO, the Group Financial Controller, the Group General Counsel, the COOs, the Internal Auditor and the external audit lead partner.

The responsibilities of the Committee include, but are not limited to, the following:

- Monitoring and reviewing the integrity of the financial statements including its annual and quarterly management statements, and any other formal announcement relating to its financial performance;
- Assessing the Group's process for monitoring compliance with laws and regulations and the code of conduct;
- Reviewing the adequacy and effectiveness of the company's internal financial controls and internal control and risk management systems;
- Review of the policy and procedures for detection of fraud, systems and controls for prevention of bribery, adequacy and effectiveness of the AML/ATF systems and controls;
- Monitoring of the internal audit function, which includes the work plan, results and managements responsiveness to internal audit findings and recommendations.

### Investment Committee

The purpose of the Investment Committee is to take responsibility, subject to the overall direction of the Board, of all aspects of the investment of Company funds. The Committee will review the implementation and effectiveness of these policies within the framework of any risk management approach and parameters that may be set by the Board. The Committee carries out the duties

for the parent Company, major subsidiary undertakings and the Group as a whole, as appropriate.

The responsibilities of the Committee include, but are not limited to, the following:

- Determining the Company's Investment Policy for the portfolios of each legal entity within the Group including the asset mix and appropriate benchmarks;
- Approving the investment policy statements ("IPS") and monitoring the performance of the investment manager to ensure risk profile and returns are in compliance with the IPS;
- Establishing and monitoring compliance with investment operating guidelines relating to custody of investments, internal control, accounting; and
- Reporting performance results of each portfolio to the Board and to the boards of each legal entity on a regular basis outlining the extent to which the performance matched appropriate benchmarks and the return projected in the annual consolidated budget.

ii. A description of remuneration policy and practices and performance-based criteria governing the parent board, and its senior executives and employees

The Group's remuneration policy provides a fixed base salary with the potential for an annual performance-based bonus, subject to individual performance, performance of the Group and approval by the COO, CEO or Compensation Committee. The bonus potential varies for employees, supervisors/managers/professional employees and senior executives. Board members receive a flat fee in accordance with established policies approved by the Board.

The Human Resource Department, working with external service providers, undertakes periodic industry reviews to ensure that compensation is appropriate.

iii. A description of the supplementary pension or early retirement schemes for members of the insurance group, the parent board and its senior executives

The Group provides all employees with pension benefits through a defined contribution pension programme. The Group provides contributions matching the employee's level of required contribution. The funds are invested in one of the Group's pension investment portfolios based on the employee's reference, which is administered by a third party advisor.

The Group does not have an early retirement, supplementary or enhanced pension scheme for the Board, senior executive or any employees.

iv. Any material transactions with shareholder controllers, persons who exercise significant influence, the parent board or its senior executives

The Group's subsidiaries insure the commercial and health risks of several related companies. These risks are written at standard commercial rates and are subject to the normal reinsurance protections of the Group.

The following services, included in the general and administrative expenses, are payable to related parties: accountancy services; rent and pension costs.

The amounts due to and from companies related through common control are due on demand, with the exception of approximately \$6.5 million due to CLAC from Gibbons Management Services Limited (“GMSL”). GMSL is a wholly owned subsidiary of Edmund Gibbons Limited (“EGL”), which is also the sole shareholder of CGI. This amount was structured in 2016 into individual loan notes with varying maturities through to 2045. Interest on the notes are settled monthly with the settlement of any maturing notes occurring on June 30th of the year for which they become due. The balances due from GMSL bears interest at rates varying from 3% to 5.75% per annum. Included in the Group’s investment income is net interest income received from GMSL. Balances with all other related parties are non-interest bearing.

*Source: 2018 Audited Financial Statements on an IFRS Basis*

During the year, the Group used Clarien Bank Limited and its wholly owned subsidiaries (Clarien) for certain banking, investment custodian, and investment management services. Clarien is related through common control and all transactions with Clarien occur on standard commercial terms.

### **Dividends**

#### Group

During the year, the Group declared a dividend payable to its sole shareholder of BD\$5,000,000 (2017 - BD\$7,000,000). Subsequent to year end, a dividend in the amount of BD\$3,000,000 was declared.

*Source: 2018 Audited Financial Statements on an IFRS Basis*

#### CMIC

During the year, CMIC declared a dividend payable to its sole shareholder of BD\$8,000,000 (2017 - BD\$7,000,000). Subsequent to year end, a dividend in the amount of BD\$1,900,000 was declared.

*Source: 2018 Audited Financial Statements on an IFRS Basis*

### **b) Fitness and Propriety Requirements**

- i. A description of the fit and proper process in assessing the parent board and senior executive

### ***Board of Directors***

The Group’s NGC assists the Board in i) establishing criteria for board member selection and retention; ii) regularly reviewing the structure, size and composition (including the skills, knowledge, experience, diversity and independence) of the board and make recommendations to the board with regard to any changes; iii) identifying and nominating qualified candidates to become board members or members of the committees of the Board to be considered for election or when vacancies arise; and iv) reviewing and recommending changes, at least annually, to the Group’s corporate governance policies. The other duties and responsibilities of the NGC are set forth in the committee’s terms of reference.

The NGC uses a set of objective criteria when considering nominating candidates to become board members or members of the board committees of any entity within the Group and when evaluating existing board directors to determine whether they continue to demonstrate the necessary criteria to continue as a director.

The Board is comprised of directors who are knowledgeable, have expertise relevant to the business, are qualified and competent and have high ethical standards and integrity. Individual directors on the Board have diverse backgrounds, skill sets, and commit sufficient time to fulfil their respective and collective duties.

As expected, directors must declare conflicts of interest and refrain from voting on matters in which they have an interest arising. More importantly, a general culture of integrity in business dealings and compliance with laws and policies is embedded within the Group's corporate culture through implementation and adherence to key policies and procedures such as the Group Corporate Governance Guidelines, the CGI Related Party Transaction Policy and the CGI Business Code of Conduct Policy.

### ***Senior Executives***

The Group CEO is authorized by the Board to ensure the senior executives have the appropriate skills, knowledge and experience to fulfill the strategic plans and day to day operations of the Group. The Group maintains a recruitment process policy to assist in the assessment of whether candidates for senior executive positions are fit and proper. The recruitment process includes i) an assessment of the individuals professional and formal qualifications, knowledge and relevant experience required for the position, ii) appropriate pre-employment background checks (that might include criminal record, financial, employment references, education history etc.). To ensure continued monitoring of the fitness and propriety of the senior executive, CGI perform annual performance appraisals of employees against their roles and responsibilities to identify any potential gaps or areas of concern.

- ii. A description of the professional qualifications, skills, and expertise of the parent board and its senior executives to carry out their functions

The directors and key senior executives of the Group, along with their relevant experience, qualifications and skills are set out below:

### **Board**

#### **Dr. the Hon. E. Graham (Grant) Gibbons, JP – Non-Executive Chairman**

Grant Gibbons is the Chairman of the CGI Board of Directors and the CGI Compensation Committee and a member of the CGI Audit Committee, the CGI Risk Oversight Committee and the CGI Nomination and Governance Committee. Grant is a former Director of International Licensing, Bristol Myers Squibb; former Managing Director, Gibbons Company Ltd.; former Managing Director, Peniston Brown; former Minister of Finance (Bermuda); former Minister of Economic Development (Bermuda) and former Member of Parliament (Bermuda). Grant holds a Bachelor of Science Degree in Chemistry from Brown University, a Master of Arts Degree in

Philosophy, Politics and Economics from Oxford University (Rhodes Scholar) and a Ph.D. in Organic Chemistry from Harvard University.

### J. David Gibbons, O.B.E., E.D., JP – Non-Executive Deputy Chairman

David Gibbons is the Deputy Chairman of the CGI Board of Directors; Chairman of the CGI Nomination and Governance Committee and a member of the CGI Risk Oversight Committee, the CGI Compensation Committee and the CGI Audit Committee. David is a former Commanding Officer, Bermuda Regiment; former Aide-de-Camp to the Governor of Bermuda; and former Director, Clarien Bank Limited. David attended Harrow School (UK) and Dartmouth College (USA). Currently David is a director of Gibbons Company Ltd., Bermuda Motors Ltd., Burrows Lightbourne Ltd. and Gibbons Management Services Ltd.

### S. Naz Farrow – Executive Director and Group CEO

Naz Farrow is an Executive Director of CGI, a member of the CGI Investment Committee and the Group CEO. Prior to being appointed Group CEO, Naz was the COO of the Group's health insurance business – which included oversight of CMIC and AMI. Naz has been responsible for managing and operating the Group's health insurance business since 1998 and has over 20 years of business experience, having worked for insurance and financial organizations both locally and in the UK. Naz holds graduate and post graduate qualifications from UK universities.

### Mansfield H. R. (Jim) Brock – Independent Non-Executive Director

Jim Brock is an Independent Non-Executive Director of CGI, the Chairman of the CGI Investment Committee and a member of the CGI Audit Committee. Jim is a former Permanent Secretary of Education (Bermuda); former Financial Secretary of Bermuda; former General Manager of Butterfield Bank; former Chairman of the Bermuda Monetary Authority; and former Chief Administration Officer of CGI. Jim holds a Bachelor of Science Degree in Physics and Mathematics from McGill University and a Master's Degree in Educational Administration from the University of Toronto. Currently Jim is retired and sits as a member of various boards and other organizations in Bermuda.

### W. Martin Kenny – Executive Director and Group Financial Controller

Martin Kenny is an Executive Director of CGI, a member of the CGI Investment Committee and the Group Financial Controller. Martin is a former Financial Controller for Clipper Oil Limited (Bermuda); former Group Financial Controller for the Bank of Bermuda; and former Analytics Manager HSBC Bermuda. Martin attended Franciscan College, Ireland and is a qualified Chartered Accountant.

### Jon L. Brunson – Independent Non-Executive Director

Jon Brunson is an Independent Non-Executive Director of CGI, a member of the CGI Audit Committee and the CGI Compensation Committee. Jon is a former Head of General Administration, HR Development and Premises Management for Orbis Investment Management Limited. Jon holds a Bachelor's Degree in Business Administration and Computer Science from Flagler College and Master's Degrees in Management and Human Resources Development

from Webster University. Currently Jon sits as a member of various other boards and organizations in Bermuda.

James O'Shaughnessy – Independent Non-Executive Director

James O'Shaughnessy is an Independent Non-Executive Director of CGI and a member of the CGI Audit Committee. James is a former Group CFO of Flagstone Re Ltd and former Chief Accounting Officer and Group Controller of Axis Capital Holding Limited. James is a chartered accountant and an associate of the Chartered Insurance Institute with over 30 years' professional experience. James has sat as a member of various other boards and organizations in Bermuda.

Cheryl A. Packwood – Independent Non-Executive Director

Cheryl Packwood is an Independent Non-Executive Director of CGI and a member of the CGI Risk Oversight Committee. Cheryl is a former Chief Executive Officer and Deputy Chairman for Business Bermuda; former General Manager of Digicel Bermuda; former Director, Legal Services and Enforcement of International Affairs for the Bermuda Monetary Authority; and a former Overseas Representative to the United States for the Government of Bermuda. Cheryl holds a Bachelor of Arts Degree in History from Yale University, a Juris Doctor (JD) Degree from Harvard Law School and is admitted to the Bar in both New York and Washington, D.C. Currently Cheryl sits as a member of various other boards and organizations in Bermuda and overseas.

Christian S. Dunleavy – Independent Non-Executive Director.

Christian Dunleavy is an Independent Non-Executive Director of CGI and the Chairman of the CGI Risk Oversight Committee. Christian is a former Senior Analyst for Renaissance Reinsurance; and former Senior Vice President of Property Catastrophe for AXIS Specialty Ltd. Christian holds a Bachelor of Arts Degree in Political Science and Sociology. Currently Christian is Head of Global Property Catastrophe for Aspen Re and sits as a member of various other boards and organizations in Bermuda.

**Senior Executives**

S. Naz Farrow – President and CEO

Per Board details above.

W. Martin Kenny – Executive Director and Group Financial Controller

Per Board details above.

Michael E. Rego – COO Risk Management and Corporate Services.

Michael Rego is the COO responsible for the Group's Enterprise Risk Management function and other Group corporate services. He is also a member of the CGI Investment Committee. Michael is a former EVP at XL Capital Ltd. Michael holds a Bachelor of Arts Degree in Political Science and History from the University of Vermont and is a graduate of the University of Pennsylvania's Wharton School RMA/Advanced Risk Management Program.

### Elliot A. Hubbard – Group General Counsel.

Elliot Hubbard is the Group General Counsel. Elliot is a former Corporate Associate Attorney at Conyers Dill & Pearman (Bermuda) and holds a Bachelor of Laws (LLB) Degree from the University of Kent, a Post Graduate Diploma in Legal Practice from BPP Professional Education and has been a practicing member of the Bermuda Bar Association since 2006.

### Candace Steele – Chief Compliance Officer

Candace Steele has been appointed as Chief Compliance Officer for Colonial Group International Ltd. Candace has extensive experience in Compliance and Risk Management. She has a Bachelor of Commerce, a Bachelors of Law, a CPCU, an Associate in Risk Management, a Leading Professional in Ethics and Compliance Certification. She is a Chartered Accountant, a Certified Compliance & Ethics Professional-International, a certified AML Specialist, and a Certified Fraud Examiner. She has worked at the Bermuda Monetary Authority for 4 years as a Principal, leading a team undertaking risk-based supervision of licensed/regulated entities and groups in the insurance sector. For the last 8 years she has held 3 ERM/Compliance related positions at Validus Holdings, Ltd.

### Nathan C. Samuels – Legal Counsel.

Nathan Samuels is the Company Secretary for the Group's Bermuda entities. Nathan is a former Associate Attorney at MJM Limited and holds a BA in Law and Philosophy from the University of Kent, a Post Graduate Diploma in Legal Practice from the College of Law (London) and has been a practicing member of the Bermuda Bar Association since 2006.

### Insurers

The Board and senior executives for each entity within the scope of this report are listed below:

### Board

Name	CIC	CMIC	CLAC	CoRe
Dr. the Hon. E. Graham (Grant) Gibbons, JP, MP	✓	✓	✓	✓
J. David Gibbons, O.B.E., E.D., JP	✓	✓	✓	✓
S. Naz Farrow	✓	✓	✓	✓
W. Martin Kenny	✓	✓	✓	✓
Mansfield H. R. (Jim) Brock	✓	✓	✓	✓

### Senior Executive

Name	CIC	CMIC	CLAC	CoRe
S. Naz Farrow	✓	✓	✓	✓
Nathan C. Samuels	✓	✓	✓	✓
Michael Anfossi	✓			✓
Richard Espinet	✓			
Nives Filice		✓		
Beth Frazier		✓		
Blake Alexander			✓	

#### Michael Anfossi – Financial Controller

Michael Anfossi is the current financial controller of CIC & CoRe and is a former Audit Manager at Deloitte.

#### Nives Filice – Financial Controller

Nives Filice is the current Financial Controller of CMIC. Nives is the former Assistant Tax Commissioner-Operations at the Office of the Tax Commissioner and a former Management Accountant-Salaries and Benefits at the Accountant General's Department. Nives is a qualified Chartered Professional Accountant and a Certified Information Technology Professional.

#### Beth Frazier – Director of Operations

Beth is the current director of operations of CMIC with over 30 years' experience in health insurance operations (i.e. fully funded, self-funded etc).

#### Blake Alexander – Financial Controller

Blake Alexander has a Bachelor of Commerce degree from Dalhousie University and is the current financial controller of CLAC. He has been in this role for just under 9 years. Previously work in the insurance industry for the captive management company, Marsh Management Service (Bermuda) Ltd. He was the Financial Controller at Marsh for 19 of the 27 years he spent with the company.

#### Richard Espinet – Chief Operating Officer – P&C

Richard, who started with us on November 1, 2018, in addition to being a Fellow of the Association of Chartered Certified Accountants, brings a wealth of knowledge and experience to CGI with over 25 years' experience in property and casualty risk and insurance services. Richard's most recent employment has been as Executive Director and Group President at Guardian Holdings Limited in Trinidad where he was responsible for the overall strategy, direction and performance of the P&C Division which spans over 22 countries across the Caribbean. Richard also had responsibility for the General Operations of the Guardian General Head Office and its Executive Management. Prior to joining Guardian, Richard was General

Manager (Trinidad Branch) for United Insurance Company Limited's first office outside of Barbados.

c) Risk Management and Solvency Self-Assessment

- i. A description of the insurance group's risk management process and procedures to effectively identify, measure, manage and report on risk exposures

**Enterprise Risk Management Framework ("ERM")**

The key objectives of the Group's ERM Framework are to:

- Identify and document all material risks relevant for each business unit using pre-defined risk categories;
- Document the key controls which have been established to manage the material risks;
- Introduce and maintain risk ownership as a concept at a business level to empower business risk owners as the first line of defense in mitigating the residual risk exposure through policy and procedure setting (risk and controls self-assessments and risk registers are employed to this end);
- Employ centralized assurance providers (Internal Audit, Risk Management and Compliance) as a second line of defense against risk (control certifications are monitored by Internal Audit to ensure ongoing operating effectiveness of documented controls);
- Provide governance at a Senior Management and Board level as a third line of defense (business level risk owners report to an Executive Management Committee who in turn reports quarterly to the CGI Risk Oversight Committee);
- Provide information and reports to support the Executive's regular review of risk management and overall Enterprise Risk management effort; and
- Minimise risk exposures.

Throughout the implementation of the Group's ERM Framework, CGI's risk management department, in conjunction with business unit risk owners, conducted an extensive review of all operations within the Group assessing and documenting both key threats and the control infrastructure at an operating unit level. A key risk and control register was established for CGI, and it forms an integral part of the Group's forward looking risk management process.

Operating risk unit coordinators and Executive risk owners are responsible for the risks within their operating unit and formally approve their risk registers. These are then presented to EXCO for review and approval. An individual responsible for determining the operating efficiency of internal controls is defined on each risk register, with certifications playing an important role in determining any breakdown in the control environment. Risk coordinators prepare these certifications or facilitate review by the body responsible for their specific controls oversight. Certification failures are escalated to the Risk Oversight Committee.

Their mandate includes adopting strategies that address the resulting risks and rewards of both their day-to-day operations and any new business opportunities. They are tasked with ensuring appropriate policies and procedures and internal controls are in place in line with the risks that

may be present within their operations. Risk Owners are assigned to each operating unit based on reporting lines. They ensure that significant risk issues are escalated to the EXCO and/or the Risk Oversight Committee.

Policy and procedure setting are key components in the risk management process. They manage existing threats by addressing them with controls to ensure that the level of risk remains acceptable to the Group. Key policies and procedures set at an operating unit level usually require formal approval from Management and/or the Board based on the nature and materiality of the risk exposure.

Internal Audit monitors and reviews all department certifications to ensure key controls are operating effectively based on the risk register. Reporting is provided to EXCO for the purpose of identifying incomplete or overdue certifications as well as any key risks where controls implementation remains outstanding.

### **Risk Governance**

Risk Governance is the process by which oversight and decision making bodies review, consider and ultimately approve risk taking activities within the Group. Governance processes are designed to ensure that transactions and activities are carried out in accordance with the Group's policies, procedures, risk appetites, risk limits and risk concentrations.

Risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

In order to enhance governance over its ERM activities, CGI has established both a management committee as well as a subcommittee of the board (the "Risk Oversight Committee") to oversee Board and Management's responsibilities relating to the management of all material risks to which the Group is, or may in the future, be exposed. The Risk Oversight Committee reviews, among other things, the overall risk capacity of the Group, policies for the establishment of risk limits, and adherence to such limits and recommends any specific actions to the Board, based on management's recommendation. The Risk Oversight Committee also assesses the integrity and adequacy of both the risk management function and the ERM framework and evaluates the risk impact of any strategic initiatives under consideration to determine whether they are consistent with the Group's risk profile.

CGI is managed in a conservative and prudent manner, as evidenced by its consistently solid financial performance over many years. CGI's investment and ongoing focus in the area of ERM evidences the Group's intent to strengthen the risk culture within the organization and use risk management as a means to create value and aid in the strategic decision making process.

### **Risk Appetite**

The Group believes that the management of risk appetite is fundamental to strong governance and necessary in order to produce, among other things, high quality products and services and consistent earnings. The Group's risk appetite framework establishes the risk preferences and risk agenda for the organization, which helps set a context for where risk capital should be deployed in pursuit of value creation over time. Risk appetite statements are a central component of the Group's risk management framework and sets out the parameters of risk that CGI is prepared to assume to deliver a target return.

The risk appetite is reviewed and approved by the CGI Risk Oversight Committee and ultimately the CGI Board. At a minimum, the risk appetite statement is reviewed annually by the Board to determine its appropriateness.

The risk appetite standards, which have historically been very conservative, are fully embedded into the business and forms a key part of the business and strategic planning process. The standards are supported by a robust governance process, including monitoring and real-time management of information, to ensure that risk is being assessed in line with the overall risk appetite and business unit limits.

- ii. A description of how the insurance group's risk management and solvency self-assessment systems are implemented and integrated into the insurance group's operations; including strategic planning and organisational and decision making process

CGI believes an integrated approach to developing, measuring and reporting its Group Solvency Self-Assessment ("GSSA") and the Commercial Insurers' Solvency Self-Assessment ("CISSA") is an integral part of the Group's ERM Framework. The GSSA/CISSA process provides the link between the Group's risk profile, its Board-approved risk appetite (including approved risk tolerances and limits), its business strategy and its overall regulatory solvency requirements. The GSSA/CISSA is the basis for risk reporting to the Board and its committees and acts as a mechanism to embed the ERM Framework within the Group's decision making processes and operations.

The GSSA and CISSA are the entirety of the processes and procedures employed to identify, assess, monitor, manage, and report the short and long term-term risks to which the Group/Companies are potentially exposed and determines the capital necessary to ensure CGI's, CIC's, CMIC's, CLAC's and ColRe's overall solvency needs, taking into consideration the nature, scale, and complexity of the risks inherent in their respective businesses.

The GSSA and CISSA are fundamental to the success of operations at CGI. The strategic planning process determines the basic goals and objectives of the business, the adoption of courses of action and the allocation of resources necessary for achieving a successful outcome. Strategic planning engages in a detailed analysis of the markets in which we conduct business, the opportunities or threats that may exist, product and pricing positioning, service plan, staff requirements, systems requirements, and marketing implementation. Projections also include a review of risk and return on capital. Reinsurance support is often required and is incorporated

into the analysis. Strategic planning is an embedded ongoing process that works with the annual budget review.

- iii. A description of the relationship between the solvency self-assessment, solvency needs, and capital and risk management systems of the insurance group

The Group uses a market leading governance risk and compliance (“GRC”) software platform to efficiently manage the ERM process. The architecture of the system is such that risk identification is initiated by considering the activities which create value for the Group. The Group’s strategic objectives are categorized and documented within the ERM module of the system, as well as the material risks which threaten these objectives. Associations are made to the related processes and the underlying risks and controls that have an impact on the strategic objectives or contribute to the enterprise risks which threaten the objectives. This makes it easy to identify areas of concern, and to more effectively manage those business risks that could threaten the Group’s ability to achieve its critical strategic objectives. GRC software greatly facilitates the Group’s ability to associate business risks with the overarching corporate strategic objectives.

Once these activities (processes) have been identified, and ownership assigned, the risk coordinators are asked to identify key risks for each process, using a predefined risk model. Within the software, risks are qualitatively assessed on likelihood and significance using a risk table based on standardized criteria. Controls are then associated to each risk, using a control model. Through the risk and controls models, the software enforces the use of a common risk language which provides a consistent methodology for aggregating and reporting on specific risks and controls across the organization. Each process, risk and control is designated a specific owner, who is periodically required to electronically sign off on their respective area(s) of responsibility.

- iv. A description of the solvency self-assessment approval process including the level of oversight and independent verification by the parent board and senior executives

The Board has delegated responsibility for the supervision and oversight of GSSA/CISSA to the CGI Risk Oversight Committee. This oversight includes regular reviews of the GSSA/CISSA process and outputs.

GSSA/CISSA Reports are produced annually and the results of each assessment are reported to the respective Boards. The Boards actively participate in the GSSA/CISSA process by steering how the assessment is performed and challenging its results. This assessment is also taken into account when formulating strategic decisions for the Group. The results of solvency self-assessments are included in the quarterly reporting to the Risk Oversight Committee. They are also incorporated into the GSSA/CISSA reports produced by the CRO, which are then reviewed by the Risk Oversight Committee and the Board for approval.

### d) Internal Controls

#### i. A description of the internal control system

The Group has multiple systems, processes, policies and procedures to ensure that data and business information is reported appropriately throughout the enterprise in a timely manner. The Board, senior management, Internal Audit, and all employees have a shared commitment to maintain, and wherever possible enhance, the Group's control environment. CGI maintains a key risk and control register which forms an integral part of the Group's forward looking risk management process. Operating risk unit coordinators and Executive risk owners are responsible for the risks within their operating unit and formally approve their risk registers. The key controls in place help to mitigate and manage risk within the Group's risk appetite levels. The internal control framework includes these components:

*Control Environment* – CGI's Audit Committee is responsible for reviewing and assessing the adequacy and effectiveness of the Group's internal control structure. The Internal Audit function is responsible for evaluating, testing and reporting on the adequacy and effectiveness of the internal controls to the Audit Committee. Internal Audit also monitors and reviews all department certifications to ensure key controls are operating effectively based on the risk register. Reporting is provided to EXCO identifying incomplete or overdue certifications as well as any key risks where controls implementation remains outstanding. In addition, there are several oversight committees which help set the tone in terms of the control environment.

*Risk Assessment* – is conducted at a minimum, on an annual basis and is reviewed by CGI's Risk Oversight Committee to ensure both qualitative and quantitative metrics are used. The Risk Oversight Committee also review and approve the parameters and methodology used in performing the risk assessments.

*Control Activities* – an individual responsible for determining the operating efficiency of internal controls is defined on each risk register with certifications playing an important role in determining any breakdown in the control environment. Risk coordinators prepare these certifications or facilitate review by the body responsible for their specific controls oversight. Risk owners are assigned to each operating unit based on reporting lines and are responsible for designing and implementing an adequate and efficient control environment to manage their respective risks. They ensure that significant risk issues are escalated to EXCO and/or the Risk Oversight Committee.

*Monitoring* – the effectiveness of the internal control framework is independently validated through internal audit reviews with findings reported to the Audit Committee. Risk owners are also responsible for ensuring controls are performing as intended. In addition, CGI has various monitoring activities performed by the second line of defense which include Group Risk and Legal and Compliance functions.

#### ii. A description of how the compliance function of the insurance group is executed

The Group Chief Compliance Officer ("CCO") is responsible for formulating and implementation of an effective compliance program for the Group and its subsidiaries. The Compliance function assists the Group and all its employees to conduct business operations and activities ethically;

with the highest level of integrity; and in line with legal and regulatory requirements. It performs the role of assisting each business unit and internal support department to comply with applicable legal and regulatory requirements, providing recommendations to management with respect to requirements and the implementation of measures at the operational level to ensure ongoing compliance. The CCO oversees the compliance function and ensures it is appropriately resourced based on the nature, scale and complexity of the Group. The Group has legal entities and subsidiaries that are subject to regulation and supervision requirements in other jurisdictions and licensed to do business. These regulated entities have a designated officer that oversees the compliance function in the respective jurisdiction and ultimately reports to the CCO.

The primary purpose of the Compliance function is to:

- Ensure that the Group and its subsidiaries are in compliance with all applicable laws and regulations in jurisdictions where it conducts business;
- Ensure compliance with the Group's internal systems of control and policies;
- Protect the Group from any potential financial or reputational damage that could arise from being non-compliant;
- Assist in the detection, prevention and remediation of compliance failures and risks; and
- Establish adequate compliance training programs for all employees, including board of directors.

### e) Internal Audit

- i. A description of how the internal audit function of the insurance group is implemented and how it maintains its independence and objectivity when conducting its functions

The Audit Committee is responsible for establishing the internal audit function and ensuring it has the necessary resources and access to information to enable it to fulfil its mandate. CGI's Internal Audit function ("Internal Audit"), with strict accountability for confidentiality and safeguarding records and information, is authorized full, free, and unrestricted access to any and all of the Group's records, physical properties, and personnel pertinent to carrying out any engagement. Internal Audit exhibits the highest level of professional objectivity in gathering, evaluating, and communicating information about any activity or process being examined. Internal Audit makes balanced assessments of all relevant circumstances and is not unduly influenced by its own interests or by others in forming judgments. All employees are required to assist the internal audit function in fulfilling its roles and responsibilities.

To provide for the independence of Internal Audit, the Internal Auditor reports functionally to the Audit Committee and at least once a year without the presence of management. Internal Audit function also has free and unrestricted access to the Audit Committee and the Board.

Internal Audit is required to confirm to the Audit Committee, at least annually, the organizational independence of its activities. The Audit Committee assesses annually their independence and objectivity, including the internal audit function, taking into account relevant professional and regulatory requirements and the relationship with the external auditor and Company.

### f) Actuarial Function

- i. A description of how the insurance group's actuarial function is implemented

CGI effectively outsources its actuarial function via the appointment of specific, highly qualified consulting actuaries for each primary insurance line, i.e. Medical, Property & Casualty and Life. These consulting actuaries are responsible for setting, monitoring and adjusting technical provisions for premium, loss, loss expense best estimates, and the risk margin. The technical provisions are reviewed by the business COO's, the Group CEO and the Board on a quarterly basis, as well as being independently reviewed by other third party actuaries as deemed appropriate. All of CGI's consulting actuaries are duly approved by the BMA, both in respect of specific legal entities and the Group. The Group Financial Controller is responsible for reconciling individual technical provisions to CGI's consolidated financial statements on an annual basis.

### g) Outsourcing

- i. A description of the insurance group's outsourcing policy and information on any key or important functions that have been outsourced

The Group has an outsourcing policy that governs all Group outsourcing arrangements. This policy defines what constitutes an outsourcing arrangement and sets out the protocol and criteria for approval of the same. The purpose of the policy is: (i) to bring appropriate focus to internal functions that have been outsourced by any Group company to service providers; (ii) to ensure that there is oversight and clear accountability for all outsourcing arrangements as if these functions were performed internally and subject to the Group's own standards of governance and internal controls; and (iii) to ensure that all Group outsourcing arrangements are in the best interest of the Group and its stakeholders. Key outsourcing arrangements are as follows:

- IT software development and management;
- Investment management;
- Actuarial services; and
- Payroll.

- ii. A description of insurance group's material intra-group outsourcing

The Group provides resources and services to entities within the Group through the use of service level agreements to address material intra-group outsourcing arrangements. These service level agreements come under the same Outsourcing policy as external arrangements and are also reviewed by the Audit Committee of the Board of Directors. The services that are provided under these agreements include: IT, Compliance, ERM, Reinsurance and Legal. The nature of each agreement varies based on the nature, scale and complexity of each operation in which it is intended to apply to.

### h) Any other material information

Not applicable

### 3. Risk Profile

- a) Material risks that the insurance group is exposed to, including how these risks are measured and any material changes that have occurred during the reporting period

There have been no significant changes or concerns with any of the following key material risks identified and assessed for CGI:

**Insurance risk** – is the risk of loss arising from inadequate pricing or an adverse change in the value of insurance liabilities. The primary risk is that the actual premium earned will be insufficient to cover future claims or the risk of insured losses being higher than expectation. This could arise as from the frequency or severity of claims being greater than estimated or the corresponding premium being insufficient to cover current and future losses. Insurance events are random and the actual number and amount of claims will vary from year to year from the level established using statistical techniques.

Factors that aggravate insurance risk include lack of risk diversification in terms of type and amount of risk, geographical location and type of industry covered. The Group mitigates this risk through geographic diversification by conducting business in a number of different geographical locations including Bermuda, the Bahamas, the Cayman Islands, the British Virgin Islands, the Turks and Caicos Islands and Barbados. There is a concentration of industry risk which is managed through the Group's underwriting strategy and reinsurance arrangements. The Group actively manages and pursues early settlements of claims to mitigate its exposure to unpredictable developments. In addition, the Group places a ceiling on its exposure by establishing life-time maximum pay-outs for certain types of claims.

**Credit risk** – is the risk that a counterparty will fail to discharge an obligation or commitment that it has entered into with the Group. The Group's maximum credit risk exposure is the carrying value of assets less any provisions for irrecoverable amounts.

**Liquidity risk** – is the risk that the Group will not be able to meet its financial obligations as they come due. The Group is exposed to daily calls on its available cash resources for the payment of claims and operating expenses. In order to manage liquidity, management seeks to maintain levels of cash and short-term deposits sufficient to meet its liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. In addition, CGI maintains a highly liquid investment portfolio to ensure that investment assets could, if the need arose, be liquidated in order to raise funds to pay claims or meet any other obligation of the Group.

**Market risk** – is the risk that changes in market prices such as equity prices, interest rates and foreign exchange rates will affect the Group income or the value of its holdings of financial instruments. The objective of the Group's market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. Market risk is effectively monitored and controlled via the various investment policy statements with oversight performed by the Investment Committee.

**Operational Risk** – Operational risks can result from, among other things, fraud, errors, lack of authorization and review, information technology failures and external events. CGI manages these risks using several direct controls. Detailed policy and procedure documents outline the correct way to undertake key processes. In addition, software controls for claims and underwriting form an integral part of CGI's information technology control environment. CGI has business continuity and disaster recovery plans which are tested on an annual basis.

**Strategic Risk** – is defined as the risk associated with future business plans and strategies, including plans for entering new business lines, expanding existing services through mergers and acquisitions, enhancing infrastructure, etc. CGI has a robust strategic planning process which determines the organizational strategy regarding jurisdictions and products. The plan is subject to Board approval and has the full support and involvement of its legal and risk management departments.

**Legal and Compliance Risk** – is the risk of non-compliance with jurisdictional laws and regulations and potentially unfavourable legal proceedings. CGI has the support of a sound compliance structure in all jurisdictions and an internal legal team. There are controls in place to ensure that filing and reporting requirements are met, possible changes to legislation are notified, and any regulatory issues are addressed. CGI has negotiated provider agreements for its primary operating entities which help to ensure high performance standards thereby reducing the risk of litigation.

- b) How risks of the insurance group are mitigated including the methods used and the process to monitor the effectiveness of these methods

Refer to Section a) above.

- c) Material risk concentrations

The Group has policies governing risk concentrations in relation to counterparties within its managed investment portfolios. Obligor, market sector and geographical diversification is prescribed in the investment policy statements governing the management of the portfolios. Apart from highly rated sovereigns and associated sponsored agencies, the Group has a policy that prohibits exposure exceeding 5% of its statutory capital and surplus to any single counterparty (not including affiliates and related parties) in its investment portfolios without Board approval. Counterparty exposure is monitored by both the CGI Investment Committee and the Risk Management Function. The Group is currently in compliance with this policy.

Financial Asset Concentration		
CGI	2018	2017
Government of Bahamas	25.6%	16%
Government of United States	15.5%	8%
PIMCO Total Return Fund	7.4%	<5%

*Source – the 2018 Audited Financial Statements prepared on an IFRS basis. The Financial Asset concentration agrees back to internal working papers prepared on an IFRS basis.*

d) How assets are invested by and on behalf of an insurance group in accordance with the prudent person principle as stated in paragraph 12 (1) (a) of the Insurance (Group Supervision) Rules 2011

The Group's investments primarily comprise of managed funds, government bonds, high investment grade corporate bonds, common equity securities, preferred shares, bank deposits and derivatives. The managed funds owned by the Group invest in a number of different types of investments which include: large cap, small cap and emerging market equity, U.S. bonds, high yield bonds, and alternative investments which can include private equity. These investments are subject to the conditions and restrictions as further defined in the terms of the offering of each fund, which are usually contained in a formal Offering Memoranda. Such Offering Memoranda generally define the nature and types of investments in which a managed fund can invest and provide for specified procedures regarding further investment in and redemption from the particular fund. The primary investment managers of CGI's portfolios are Clarien Investments Limited (EGL affiliate) and Colonial Pension Services (Bahamas) Limited.

Whilst investments in managed investment funds can achieve investment diversification, these investments can also subject the Group to a concentration of risk in one group or investment strategy. Because the investments in managed investment funds can only be redeemed or transferred in accordance with the terms of the offering of the particular fund, generally weekly, monthly, or quarterly, the ability of the Group to realize such investments may be restricted.

The investment portfolio is monitored by the Investment Committee of the Board and management and is subject to the Investment Policy Statements approved by the Board of Directors. These investment guidelines are reviewed on an annual or as necessary.

e) The stress testing and sensitivity analysis to assess material risks, including the methods and assumptions used, and the outcomes

The Group has constructed economic capital models which are used to assess the likely range of outcomes and results, and the resulting capital requirements for CGI and the majority of its insurance operating subsidiaries, under a variety of scenarios. These models were constructed using the Risk Explorer platform of Ultimate Risk Solutions ("URS"), a leading third-party vendor of dynamic financial analytic software solutions. Risk Explorer is a simulation-based financial analyses software package developed specifically for the insurance industry. For CLAC we continue to use A.M. Best's BCAR model as a proxy for our own view of capital which at the A level is, in our view, conservative. CLAC intends to develop and begin using its own economic capital model by the end of 2019.

The capital models include simulated economic environment data generated from an Economic Scenario Generator ("ESG") which contribute towards the evaluation of market risk within the models' capital allocation. The ESG provides a set of systemic economic drivers which determine the basis for discounting future cash flows and the valuation of the investment portfolio. It is capable of capturing the economic drivers for multiple currencies. The valuation principles applied to the asset portfolio are to derive a simulated market value at each future time period using the ESG outputs and the specific characteristics of the individual assets.

The calibration of the loss models is a function of the historical data, where available, and a degree of judgment in the selection of frequency and severity distributions for the per-risk large losses. A set of correlation assumptions is applied to the claims models based on management's views and experience. Models are run at the base Solvency II standard which requires outputs to demonstrate insurer solvency over a one year time horizon at a 99.5% confidence level. The BSCR use of 99.0% TVaR for property catastrophe exposure, versus the 99.5% VaR standard used in our economic capital model meaningfully increases net losses in the tail for both CIC and the Group.

The Group's economic capital models are used to run a variety of both regulatory prescribed and self-constructed stress scenarios to independently assess the level of capital buffer above the BMA's Minimum Solvency Margin ("MSM") and Enhanced Capital Requirement ("ECR"). Several stress scenarios are tested using the internal capital models to assess the Group's capital position at the end of one year. These scenarios include: severe hurricane activity in multiple jurisdictions, stressing investment asset performance, assuming reinsurer defaults, assuming extreme claims inflation and reducing future business volume. As at 31 December 2018 none of these scenarios alone would bring the Group's economic capital ratio below 418%.

Stress scenarios are discussed and selected by business leaders in collaboration with senior risk management personnel. Once stress scenarios have been established and capital implications determined, this information is then reviewed and approved by senior management and the Boards of Directors. For CLAC, the Company's consulting actuary conducts a comprehensive set of stress tests using a variety of adverse scenarios (both BMA prescribed and company specific) with the scenarios and capital implications presented to the Company's Board for review and approval. Stress testing is performed on an annual basis but will be done more frequently as market and business conditions dictate.

The Group also performs annual Reverse Stress Testing exercises to identify and assess events and circumstances that would cause the Group (or an individual company within the Group) to become unviable. Reverse Stress Testing allows the Group to assess extreme risks which could threaten the Group and consequently ensures that both pre event and post event mitigation/remediation are appropriately considered by senior management and the Board.

**f) Any other material information**

Not Applicable.

## 4. Solvency Valuation

### a) Valuation bases, assumptions and methods to derive the value of each asset class

The consolidated financial statements of the Group, and the financial statements of each legal entity in the Group, are compiled on the going concern basis and prepared on the historical cost basis, except for the financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income, which are stated at fair value, and financial assets held-to-maturity, which are carried at amortized cost.

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the year. These financial statements are the basis for the preparation of the Statutory Financial Statements, as required under Bermuda insurance regulations, and the Economic Balance Sheet (EBS). These statements are used by the Group, and each Bermuda legal entity regulated by the Bermuda Monetary Authority, to assess the minimum solvency and required capital, both current and projected future needs.

The Group has used the valuation principles outlined by Bermuda Monetary Authority's "Guidance Note for Statutory Reporting Regime" for the reporting period's statutory filing. The economic valuation principles outlined in this document are to measure assets and liabilities on a fair value basis (which is the value that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between open market participants at the measurement date). The fair value principles used for each asset class are stated below:

*Cash and Cash Equivalents* – includes cash time deposits and investments maturing within three months. The fair value of these holdings is determined by using mark to market valuation, or quoted market prices in active markets for similar assets with adjustments to reflect differences if mark to market valuation is not possible, or mark to model valuation otherwise.

*Fixed Income Securities* – are valued in accordance with mark to market principles where possible or quoted market prices in active markets for similar assets with adjustments to reflect differences if mark to market valuation is not possible. For fixed income securities that are not actively traded and for which similar assets are also not actively traded, the Group uses pricing services to prepare inputs to assist the Company with marked to model valuations.

*Equities and investment funds* - includes common stock and preferred shares and are valued using the quoted market prices.

*Investments in & Advances to Affiliates* - includes investments in and advances to affiliates that are unregulated non-financial operating entities included in our group structure (GMSL and Colonial Master Retirement Trust (net)).

*Accounts Receivable and Premium Receivable* – are recorded at a fair value and balances due in more than one year have been discounted at the relevant risk free rate.

*Real Estate* – has been valued at amortised original cost. The Group obtains independent appraisals on a three year cycle or more often if the market indicates a risk of significant permanent diminution in value has occurred.

### b) Valuation bases, assumptions and methods to derive the value of technical provisions

Insurance technical provisions are valued based on best estimate cash flows, adjusted to reflect the time value of money using a risk-free discount rate term structure with an appropriate illiquidity adjustment. In addition, there is a risk margin to reflect the uncertainty contained inherent in the underlying cash flows which is calculated using the cost of capital approach and a risk-free discount rate term structure. The discount rate term structures are prescribed by the Bermuda Monetary Authority for each reporting period.

The best estimate for the loss and loss expense provision is calculated by using IFRS reserves as the starting point and then performing a series of adjustments:

- Incorporation of expected reinsurance counterparty defaults.
- Incorporation of events not in data (“ENID”).
- Other adjustments related to consideration for investment expenses, etc.
- Reinsurance recoveries.
- Discounting of cash flows.

The best estimate for the premium provision is calculated by starting with the unearned premium reserve on an IFRS basis, adjusting for bound but not incepted business as at 31 December 2018 and applying expected future loss ratios, expense ratios and appropriate claims pay-out patterns to derive cash flows which are then discounted.

The risk margin will be calculated using the cost of capital method, which reflects the uncertainty (insurance risk, credit risk, and operational risk) associated with the best estimate liabilities. The application of the risk margin shall be for the full period needed to run-off the insurance liabilities.

### Technical Provisions

The Technical Provisions for the Group are outlined in the tables below:

Group	General Business	Long-Term Business	
2018 (BD\$000)	Insurance	Insurance	Consolidated
Net Premium Provisions	25,245	-	25,245
Net Loss & Loss Expense Provisions	37,654	3,652	41,306
Risk Margin	1,619	961	2,058
<b>Total Technical Provisions</b>	<b>64,518</b>	<b>4,613</b>	<b>69,131</b>

*Source: 2018 & 2017 Capital & Solvency Returns on an EBS basis*

Group	General Business	Long-Term Business	
2017 (BD\$000)	Insurance	Insurance	Consolidated
Net Premium Provisions	21,538	-	21,538
Net Loss & Loss Expense Provisions	52,220	7,043	59,263
Risk Margin	1,674	1,020	2,694
<b>Total Technical Provisions</b>	<b>75,432</b>	<b>8,063</b>	<b>83,495</b>

Source: 2017 Capital & Solvency Returns on an EBS basis

The Technical Provisions for the legal entities in scope of this Report are outlined in the tables below:

CIC	2018	2017
(BD\$000)	General Business Insurance	General Business Insurance
Net Premium Provisions	10,938	9,524
Net Loss & Loss Expense Provisions	6,696	7,070
Risk Margin	556	549
<b>Total Technical Provisions</b>	<b>18,190</b>	<b>17,143</b>

Source: 2018 & 2017 Capital & Solvency Returns on an EBS basis

CMIC	2018	2017
(BD\$000)	General Business Insurance	General Business Insurance
Net Premium Provisions	267	253
Net Loss & Loss Expense Provisions	13,159	13,280
Risk Margin	147	148
<b>Total Technical Provisions</b>	<b>13,573</b>	<b>13,681</b>

Source: 2018 & 2017 Capital & Solvency Returns on an EBS basis

## Long Term

The technical provisions for the Life portfolio differ from those reported on a statutory basis in significant ways and are computed on a best estimate basis. This is, the margins that are built into every assumption used in the statutory valuation are removed.

These technical provision reserves are discounted at currency specific rates promulgated by the BMA – these rates are reflective of current yield curves adjusted for liquidity and defaults which are low given the current interest rate environment. This has the effect of increasing positive reserves but decreasing (improving) the level of negative reserves. A 100bp margin has been

used in the computation of the negative Unit-Linked insurance reserves to allow for a sudden market decline scenario. This could be considered an allowance for ENID's for this sub-line/product.

The calculation of the total technical provisions requires a computation of risk margins. In 2015, the BMA provided a computation guide that has again been used this year to develop the discounted value of future risk margins. These risk margins are based on factors for a variety of risks – such as mortality, longevity or operational risks. Projected cash flows are used to estimate future risk levels. The Technical Provisions for CLAC are outlined in the table below:

<b>CLAC</b>	<b>2018</b>	<b>2017</b>
<b>(BD\$000)</b>	<b>Long-Term Business Insurance</b>	<b>Long-Term Business Insurance</b>
Net Premium Provisions	-	-
Net Loss & Loss Expense Provisions	4,184	6,843
Risk Margin	765	745
<b>Total Technical Provisions</b>	<b>4,949</b>	<b>7,588</b>

*Source: 2018 & 2017 Capital & Solvency Returns on an EBS basis*

c) **Description of Recoverables from Reinsurance contracts, including special purpose insurers and other risk transfer mechanisms.**

Recoverables from reinsurance contracts are based on principles similar to the gross best estimate. The reinsurance structure for the existing business is considered in the projection of the best estimate by the actuarial team. The balance is then adjusted for counterparty credit rating based on rating agency and experience default statistics. The reinsurance recoveries are calculated separately for the claims provision and the premiums provision, with the ceded IFRS reserves and ceded unearned premium reserves respectively used as the start point in the calculations.

CGI has a clear and well defined strategy to mitigate and diversify risks, such as defining limits on the amount of risk retained, purchasing appropriate reinsurance cover or using other risk transfer arrangements consistent with their nature, business and capital position.

d) **Valuation bases, assumptions and methods to derive the value of other liabilities**

Similar to the valuation principles for assets, the Group's liabilities follow the valuations principles outlined by BMA's "Guidance Note for Statutory Reporting Regime" which values liabilities at a fair value basis. All other liabilities (with the exception of Loans and Notes Payable ) are valued on an IFRS basis and settlements not expected to be settled within a year, are discounted using the prescribed discount rates provided by the Bermuda Monetary Authority as at 31 December 2018. Loans and Notes Payable are valued on an IFRS basis.

e) **Any other material information**

Not applicable.

### 5. Capital Management

#### a) Eligible Capital

- i. A description of the capital management policy and process of the insurance group to determine capital needs for business planning, how capital is managed and any material changes during the reporting period

The Group's capital base is structured to exceed regulatory targets and desired capital ratios, maintain strong credit ratings and provide flexibility to take advantage of growth opportunities and provide an adequate return to shareholders. Capital is managed on a consolidated basis under principles that consider all the risks associated with the business. It is also managed at the business unit level under the principles appropriate to the jurisdiction in which it operates. The Board of Directors is responsible for devising the Group's capital plan with management responsible for the implementation of the plan. The policy is designed to provide an appropriate level of risk management over capital adequacy risk, which is defined as the risk that capital is not or will not be sufficient to withstand adverse economic conditions, to maintain financial strength or to allow the Group to take advantage of opportunities for expansion.

The primary capital management objectives of the Group are to maintain a strong capital base to support the development of its business and to meet regulatory and rating agency capital requirements at all times. The Group recognizes the impact on shareholder returns of the level of equity capital employed and seeks to maintain a prudent balance. It strives for an appropriate capital structure that efficiently allocates the risk to the capital. The Group's capital and risk management strategy are primarily unchanged over the prior year.

This section of the report describes the internal operational structures/procedures underlying capital management within the company as well as the projections of capital position over a one year planning horizon. The capital plan is updated annually or more frequently if a material change occurs to the Group's risk or capital profile, business strategy, the macro-economic outlook or if regulatory feedback warrants a change. Key elements include:

- Eligible capital;
- ECR and MSM; and
- Rating Agency Review.

- ii. A description of eligible capital categorised by tiers in accordance with the Eligible Capital Rules

**Group**

Eligible Capital	Total as at December 31, 2018 (BD\$000)	Total as at December 31, 2017 (BD\$000)
Tier 1 Capital	272,017	280,176
Tier 2 Capital	9,019	1,633
Tier 3 Capital	-	-
<b>Total</b>	<b>281,036</b>	<b>281,809</b>

*Source: 2018 & 2017 Capital & Solvency Returns on an EBS basis*

The majority of Eligible Capital for Group is Tier 1, the highest quality capital, consisting of ordinary share capital, contributed surplus and statutory surplus. The Group also has Tier 2 capital consisting of encumbered assets in excess of policyholder obligations. These relate to funds placed in trust to meet licensing requirements where the Group's subsidiaries operate as foreign insurers.

**Colonial Insurance Company Limited**

Eligible Capital	Total as at December 31, 2018 (BD\$000)	Total as at December 31, 2017 (BD\$000)
Tier 1 Capital	19,182	18,498
Tier 2 Capital	-	-
Tier 3 Capital	-	-
<b>Total</b>	<b>19,182</b>	<b>18,498</b>

*Source: 2018 & 2017 Capital & Solvency Returns on an EBS basis*

The Eligible Capital for CIC is composed of 100% Tier 1, the highest quality capital, consisting of ordinary share capital, contributed surplus and statutory surplus.

**Colonial Medical Insurance Company Limited**

<b>Eligible Capital</b>	<b>Total as at December 31, 2018 (BD\$000)</b>	<b>Total as at December 31, 2017 (BD\$000)</b>
Tier 1 Capital	97,394	101,502
Tier 2 Capital	-	-
Tier 3 Capital	-	-
<b>Total</b>	<b>97,394</b>	<b>101,502</b>

Source: 2018 & 2017 Capital & Solvency Returns on an EBS basis

The Eligible Capital for CMIC is composed of 100% Tier 1, the highest quality capital, consisting of ordinary share capital, contributed surplus and statutory surplus.

**Colonial Life Assurance Company Limited**

<b>Eligible Capital</b>	<b>Total as at December 31, 2018 (BD\$000)</b>	<b>Total as at December 31, 2017 (BD\$000)</b>
Tier 1 Capital	16,251	14,037
Tier 2 Capital	2,717	2,486
Tier 3 Capital	-	-
<b>Total</b>	<b>18,968</b>	<b>16,523</b>

Source: 2018 & 2017 Capital & Solvency Returns on an EBS basis

The majority of Eligible Capital for CLAC is Tier 1, the highest quality capital, consisting of ordinary share capital, contributed surplus and statutory surplus. The Group also has Tier 2 capital consisting of encumbered assets in excess of policyholder obligations. These relate to funds placed in trust to meet licensing requirements where the Group's subsidiaries operate as foreign insurers.

**Colonial Re Ltd.**

<b>Eligible Capital</b>	<b>Total as at December 31, 2018 (BD\$000)</b>	<b>Total as at December 31, 2017 (BD\$000)</b>
Tier 1 Capital	12,893	12,352
Tier 2 Capital	-	-
Tier 3 Capital	-	-
<b>Total</b>	<b>12,893</b>	<b>12,352</b>

Source: 2018 & 2017 Capital & Solvency Returns on an EBS basis

The Eligible Capital for CIC is composed of 100% Tier 1, the highest quality capital, consisting of ordinary share capital, contributed surplus and statutory surplus.

- iii. A description of the eligible capital categorised by tiers, used to meet the ECR and the MSM defined in accordance with section (1) (1) of the Act

Eligible Capital for the Group, CIC, CMIC, CLAC and ColRe were categorized in accordance to the Act. A description of the eligible capital by tiers applied to the MSM and ECR were categorized as follows:

### Group

	As at 31 December, 2018	
Eligible Capital	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	272,017	272,017
Tier 2 Capital	9,019	9,019
Tier 3 Capital	-	-
<b>Total</b>	<b>281,036</b>	<b>281,036</b>

*Source: 2018 Capital & Solvency Returns on an EBS basis*

	As at 31 December, 2017	
Eligible Capital	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	280,176	280,176
Tier 2 Capital	1,633	1,633
Tier 3 Capital	-	-
<b>Total</b>	<b>281,809</b>	<b>281,809</b>

*Source: 2017 Capital & Solvency Returns on an EBS basis*

### Colonial Insurance Company Limited

	As at 31 December, 2018	
Eligible Capital	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	19,182	19,182
Tier 2 Capital	-	-
Tier 3 Capital	-	-
<b>Total</b>	<b>19,182</b>	<b>19,182</b>

*Source: 2018 Capital & Solvency Returns on an EBS basis*

	As at 31 December, 2017	
Eligible Capital	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	18,498	18,498
Tier 2 Capital	-	-
Tier 3 Capital	-	-
<b>Total</b>	<b>18,498</b>	<b>18,498</b>

Source: 2017 Capital & Solvency Returns on an EBS basis

**Colonial Medical Insurance Company Limited**

	As at 31 December, 2018	
Eligible Capital	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	97,394	97,394
Tier 2 Capital	-	-
Tier 3 Capital	-	-
<b>Total</b>	<b>97,394</b>	<b>97,394</b>

Source: 2018 Capital & Solvency Returns on an EBS basis

	As at 31 December, 2017	
Eligible Capital	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	101,502	101,502
Tier 2 Capital	-	-
Tier 3 Capital	-	-
<b>Total</b>	<b>101,502</b>	<b>101,502</b>

Source: 2017 Capital & Solvency Returns on an EBS basis

**Colonial Life Assurance Company Limited**

	As at 31 December, 2018	
Eligible Capital	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	16,251	16,251
Tier 2 Capital	2,717	2,717
Tier 3 Capital	-	-
<b>Total</b>	<b>18,968</b>	<b>18,968</b>

Source: 2018 Capital & Solvency Returns on an EBS basis

	As at 31 December, 2017	
Eligible Capital	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	14,037	14,037
Tier 2 Capital	2,486	2,486
Tier 3 Capital	-	-
<b>Total</b>	<b>16,523</b>	<b>16,523</b>

Source: 2017 Capital & Solvency Returns on an EBS basis

**Colonial Re Ltd.**

	As at 31 December, 2018	
Eligible Capital	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	12,893	12,893
Tier 2 Capital	-	-
Tier 3 Capital	-	-
<b>Total</b>	<b>12,893</b>	<b>12,893</b>

Source: 2018 Capital & Solvency Returns on an EBS basis

Eligible Capital	As at 31 December, 2017	
	Applied to MSM (BD\$000)	Applied to ECR (BD\$000)
Tier 1 Capital	12,352	12,352
Tier 2 Capital	-	-
Tier 3 Capital	-	-
<b>Total</b>	<b>12,352</b>	<b>12,352</b>

*Source: 2017 Capital & Solvency Returns on an EBS basis*

- iv. Confirmation that the eligible capital is subject to transitional arrangements as required under these Rules

Not Applicable.

- v. Identification of any factors affecting encumbrances and the availability and transferability of capital to meet the ECR

The Group, CMIC and CLAC and have assets pledged to regulatory trusts in the Bahamas, Cayman, BVI and Barbados to support policyholder liabilities in those jurisdictions. This does not significantly impact the transferability of capital or any of the reporting Bermuda entities ability to meet their respective ECRs.

- vi. Identification of ancillary capital instruments that have been approved by the Authority

Not applicable.

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

Identification of differences in shareholder's equity as stated in the financial statements versus available statutory capital and surplus include the following:

2018 - BD\$000's	CIC	CMIC	CLAC	CoRe	Group
<b>Reported Under IFRS</b>	22,202	99,409	17,279	12,895	297,496
<b>Adjustments for Statutory Capital &amp; Surplus:</b>					
Non-admitted asset - prepaid expenses	(147)	(750)	(166)	-	-
Non-admitted asset - property, plant & equipment	(1,376)	(784)	(193)	-	-
Non-admitted intangible assets	(383)	(727)	(12)	-	(4,869)
Non-admitted asset - goodwill	-	-	-	-	(6,518)
Non-admitted asset - deferred acquisition expenses	-	-	-	-	(4,313)
Non-admitted asset - net property	-	-	-	-	(7,088)
Non-admitted deferred commission income	-	-	-	-	6,042
<b>Statutory Capital &amp; Surplus</b>	<b>20,296</b>	<b>97,148</b>	<b>16,908</b>	<b>12,895</b>	<b>280,750</b>
<b>Adjustments for Economic Balance Sheet:</b>					
Net technical provisions	(423)	246	3,593	-	1,346
Fair value of financial assets	(2)	0	(804)	(2)	(1,060)
Deferred acquisition costs	(690)	0	(729)	-	-
<b>Economic Capital &amp; Surplus</b>	<b>19,182</b>	<b>97,394</b>	<b>18,968</b>	<b>12,893</b>	<b>281,036</b>

Source: 2018 Capital & Solvency Returns on an EBS basis

2017 - BD\$000's	CIC	CMIC	CLAC	CoRe	Group
<b>Reported Under IFRS</b>	21,696	99,975	15,922	12,352	285,931
<b>Adjustments for Statutory Capital &amp; Surplus:</b>					
Non-admitted asset - prepaid expenses	(136)	(502)	(111)	-	-
Non-admitted asset - property, plant & equipment	(1,688)	(1,102)	(326)	-	-
Non-admitted intangible assets	(310)	(769)	-	-	(5,388)
Non-admitted asset - goodwill	-	-	-	-	(6,518)
Non-admitted asset - deferred acquisition expenses	-	-	-	-	(3,707)
Non-admitted asset - net property	-	-	-	-	(8,375)
Non-admitted deferred commission income	-	-	-	-	5,042
<b>Statutory Capital &amp; Surplus</b>	<b>19,562</b>	<b>97,602</b>	<b>15,485</b>	<b>12,352</b>	<b>266,985</b>
<b>Adjustments for Economic Balance Sheet:</b>					
Net technical provisions	(614)	370	1,718	-	1,085
Fair value of financial assets	43	45	165	-	296
Deferred acquisition costs	(493)	(15)	(845)	-	-
<b>Economic Capital &amp; Surplus</b>	<b>18,498</b>	<b>98,002</b>	<b>16,523</b>	<b>12,352</b>	<b>268,366</b>

Source: 2017 Capital & Solvency Returns on an EBS basis

Other than the impact of applying statutory-based technical provision valuation techniques, significant differences between GAAP shareholder equity and available statutory capital and surplus include the elimination of the value of goodwill and other intangible assets from statutory capital and surplus.

viii. Any other material information

Not Applicable.

b) Regulatory Capital Requirements

- i. Identification of the amount of the ECR and MSM at the end of the reporting period

The ECR reflects a level of eligible capital that enables the Group and each legal entity regulated by the Bermuda Monetary Authority to absorb significant losses and that gives reasonable assurance to policyholders and beneficiaries that payments will be made as they fall due.

The MSM should ensure a minimum level below which the amount of resources should not fall.

The MSM, ECR and capital requirement ratios of the Group and insurance entities regulated by the BMA are summarized in the table below:

2018 ('000s)	MSM	ECR	Available Statutory Capital and Surplus	Capital Requirement Ratio
<b>Group</b>	66,849	67,014	281,036	419%
<b>CIC</b>	2,730	10,335	19,182	186%
<b>CMIC</b>	27,830	27,830	97,394	350%
<b>CLAC</b>	846	3,384	18,968	560%
<b>CoRe</b>	1,856	7,425	12,893	174%

Source: 2018 Capital & Solvency Returns on an EBS basis

2017 ('000s)	MSM	ECR	Available Statutory Capital and Surplus	Capital Requirement Ratio
<b>Group</b>	58,314	69,935	268,366	384%
<b>CIC</b>	3,768	15,071	18,498	123%
<b>CMIC</b>	26,708	26,708	98,002	367%
<b>CLAC</b>	841	3,363	16,523	491%
<b>CoRe</b>	2,076	8,305	12,352	149%

Source: 2017 Capital & Solvency Returns on an EBS basis

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

Not applicable. For years ended December 31, 2018 and 2017, the Group, CIC, CIMC, CLAC and CoRe are compliant with the MSM and ECR requirement.

- iii. Description of the amount and circumstances surrounding the insurance

Not applicable.

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

Not applicable.

- v. Where the non-compliance has not been resolved, a description of the amount of the noncompliance at the end of the reporting period

Not applicable

### c) Approved ICM used to derive the insurance group's and insurer's ECR

- i. A description of the purpose and scope of the business and risk areas where the Group and Insurers BSCR Models is used

The Company and its insurers do not have an approved internal capital model. The Group primarily uses its own economic capital models to determine its CISSA and GSSA capital. For CLAC and ColRe the BMA's standard deterministic approach is used. The capital requirements for the Group and insurance entities regulated by the BMA are not determined by the internal capital models. Rather, the standard BSCRs are used to determine the ECR and MSM.

- ii. Where a partial internal model is used, a description of how it is integrated with the Group and Insurers BSCR Models

Not applicable

- iii. A description of methods used in the Group and Insurers BSCR Models to calculate the ECR

Not applicable.

- iv. A description of aggregation methodologies and diversification effects

Not applicable.

- v. A description of the main differences in the methods and assumptions used for the risk areas in the internal model versus the Group and Insurers BSCR Models

Not applicable.

- vi. A description of the nature and suitability of the data used in the Group and Insurers BSCR Models

Not applicable.

- vii. Any other material information

Not applicable.

## 6. Subsequent Event

- a) A description of the significant event

### **Colonial Pension Services Ltd. Regulatory Breaches**

On the 15th of February 2019, Colonial Pension Services Ltd. (“CPS”) received a notice from the BMA of its decision to impose a civil penalty of \$200,000 for breaching a condition of its licence and multiple breaches of regulations. Furthermore, it committed several breaches of the Investment Business (Client money) Regulations 2004, including the regulation that an investment provider pays all client money it holds into a client bank account, and if it holds client money, it must either pay it as soon as possible, or in any event no later than the next business day.

CPS reported the matter to the BMA in 2018 following an independent review by a local accounting firm of any potential regulatory gaps or issues under the Investment Business Act 2003. CPS accepted the Authority’s decision to impose the civil penalty and agreed to conduct an independent compliance review to remediate the problem. CPS has fully cooperative since bringing the matter to the attention of the BMA.

- b) Approximate date(s) or proposed timing of the significant event

Refer to section a) above

- c) Confirmation of how the significant event has impacted or will impact, any information provided in the most recent financial condition report filed with the Authority

CGI does not expect the above events to significantly impact the information provided in this report.

- d) Any other material information.

Not applicable.

## Declaration

We declare to the best of our knowledge and belief that the information in this Financial Condition Report represents the financial condition of the Group and or the Companies (as the case may be) in all material respects.



S. Naz Farrow  
President and Chief Executive Officer



Michael Rego  
Chief Risk Officer

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