

ALLEGHANY CORP /DE
Form 424B3
January 06, 2012
Table of Contents

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PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

Alleghany Corporation and Transatlantic Holdings, Inc. have entered into a merger agreement under which Transatlantic will merge with and into Shoreline Merger Sub, Inc. (which we refer to as Merger Sub), a wholly owned subsidiary of Alleghany, with Merger Sub surviving the merger. Upon completion of the merger, Alleghany will be the parent company of Transatlantic and Merger Sub's name will be changed to Transatlantic Holdings, Inc.

Transatlantic stockholders will have the right to elect to receive merger consideration in the form of cash or shares of Alleghany common stock, subject to proration in the circumstances described in the enclosed joint proxy statement/prospectus. The stock consideration is expected to be tax free to Transatlantic stockholders. Alleghany stockholders will continue to own their existing shares of Alleghany common stock after the merger.

The value of the merger consideration will fluctuate with the market price of the Alleghany common stock and will be determined based on the five-day average of the closing sales prices on the NYSE of Alleghany common stock ending on the day before the completion of the merger. Subject to the election, proration and adjustment procedures described in the enclosed document, Transatlantic stockholders will be entitled to receive, in exchange for each share of Transatlantic common stock they hold at the effective time of the merger, either stock or cash consideration with a value equal to the sum of (i) 0.145 multiplied by the average of the closing sales prices on the NYSE for Alleghany common stock during the five trading days ending the day before the completion of the merger and (ii) \$14.22. As explained in more detail in the enclosed document, whether a Transatlantic stockholder makes a cash election, a stock election or no election, the value of the consideration that such stockholder receives as of the date of completion of the merger will be approximately equivalent based on the average Alleghany closing sales price used to calculate the merger consideration. As an example, based on the average of the closing prices of Alleghany common stock for the five trading days ending on January 4, 2012, the most recent practicable trading day before filing of this joint proxy statement/prospectus, for each share of Transatlantic common stock held, a Transatlantic stockholder would receive approximately either \$55.60 in cash or 0.1948 shares of Alleghany common stock, subject to proration in the circumstances described in the enclosed document.

Based upon the number of outstanding shares on the record date for the Transatlantic special meeting, we anticipate that Alleghany will issue 8,410,179 shares of common stock in connection with the merger, although this number may change based on the number of outstanding shares of Transatlantic common stock on the closing date. Alleghany will pay aggregate cash consideration of \$816,007,519 to Transatlantic stockholders in connection with the merger. Upon completion of the merger, we estimate that, on a fully diluted basis, current Alleghany stockholders will continue to own approximately 51% of the Alleghany common stock and current Transatlantic stockholders will own approximately 49% of the Alleghany common stock.

A chart showing the cash and stock merger consideration at various hypothetical closing prices of Alleghany common stock is provided on page 4 of this document. The market prices of both Alleghany common stock and Transatlantic common stock will fluctuate before the merger. You should obtain current stock price quotations for Alleghany common stock and Transatlantic common stock. Alleghany common stock, par value \$1.00 per share, trades on the NYSE under the symbol Y and Transatlantic common stock, par value \$1.00 per share, trades on the NYSE under the symbol TRH.

Alleghany and Transatlantic will each hold a meeting of its respective stockholders in connection with the merger. Alleghany stockholders will be asked to vote on a proposal to approve the issuance of shares of Alleghany common stock to Transatlantic stockholders in connection with the merger (which we refer to as the

Table of Contents

stock issuance) and certain other related proposals. The Alleghany board of directors has approved the merger agreement, has determined that the merger agreement and the transactions contemplated thereby, including the merger and the stock issuance, are advisable and in the best interests of Alleghany and its stockholders, and **recommends that Alleghany stockholders vote (i) FOR the stock issuance and (ii) FOR the proposal to adjourn the Alleghany special meeting, if necessary or appropriate, to solicit additional proxies in favor of the stock issuance.**

Transatlantic stockholders will be asked to vote on the adoption of the merger agreement and certain other related proposals. The Transatlantic board of directors has unanimously approved the merger agreement, and determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of Transatlantic and its stockholders, and **unanimously recommends that Transatlantic stockholders vote (i) FOR the adoption of the merger agreement, (ii) FOR the proposal to adjourn the Transatlantic special meeting, if necessary or appropriate, to solicit additional proxies in favor of the adoption of the merger agreement and (iii) FOR the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Transatlantic s named executive officers in connection with the merger and the agreements and understandings pursuant to which such compensation may be paid or become payable.**

We cannot complete the merger unless the stockholders of each company approve the proposals related to the merger. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend your special meeting in person, please submit a proxy to vote your shares as promptly as practicable so that your shares may be represented and voted at the Alleghany or Transatlantic special meeting, as applicable.**

We urge you to read the enclosed joint proxy statement/prospectus carefully. The obligations of Alleghany and Transatlantic to complete the merger, and the transactions contemplated thereby, are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. More information about Alleghany, Transatlantic, the special meetings and the merger is included in the enclosed joint proxy statement/prospectus. **You should also consider carefully the risks that are described in the Risk Factors section beginning on page 27.**

We look forward to the successful transaction involving Alleghany and Transatlantic.

Sincerely,

Weston M. Hicks

Richard S. Press

President and Chief Executive Officer

Chairman of the Board of Directors

Alleghany Corporation

Transatlantic Holdings, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the enclosed joint proxy statement/prospectus or determined if the enclosed joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The enclosed joint proxy statement/prospectus is dated January 5, 2012 and is first being mailed to the stockholders of Alleghany and Transatlantic on or about January 6, 2012.

Table of Contents

ALLEGHANY CORPORATION

7 Times Square Tower

17th Floor

New York, NY 10036

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On February 6, 2012

Dear Stockholders of Alleghany Corporation:

We are pleased to invite you to attend a special meeting of stockholders of Alleghany Corporation, a Delaware corporation. The meeting will be held at the Harvard Club of New York City, 35 West 44th Street, New York, New York, on February 6, 2012, at 10:00 a.m., New York City time, to consider and vote upon the following matters:

a proposal to issue shares of Alleghany common stock to Transatlantic stockholders in connection with the merger; and

a proposal to adjourn the Alleghany special meeting, if necessary or appropriate, to solicit additional proxies in favor of the stock issuance if there are insufficient votes at the time of such adjournment to approve such proposal.

Completion of the merger is conditioned on, among other things, approval by our stockholders of the proposal to issue shares of Alleghany common stock to Transatlantic stockholders in connection with the merger.

Alleghany will transact no other business at the meeting except such business as may properly be brought before the Alleghany special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the Alleghany special meeting.

The Alleghany board of directors has approved the merger agreement and has determined that the merger agreement and the transactions contemplated thereby, including the merger and the stock issuance, are advisable and in the best interests of Alleghany and its stockholders. **The Alleghany board of directors recommends that Alleghany stockholders vote FOR each of the proposals set forth above.**

The Alleghany board of directors has fixed the close of business on January 4, 2012 as the record date for determination of Alleghany stockholders entitled to receive notice of, and to vote at, the Alleghany special meeting and any adjournments or postponements of the special meeting. Only holders of record of Alleghany common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the special meeting of Alleghany stockholders. A list of stockholders of Alleghany will be available for review for any purpose germane to the Alleghany special meeting at Alleghany's headquarters, at 7 Times Square Tower, New York, New York, 10036 during regular business hours for a period of ten days before the Alleghany special meeting. The list will also be available at the Alleghany special meeting during the whole time thereof for examination by any stockholder of record present at the Alleghany special meeting.

The approval of the stock issuance proposal requires the affirmative vote of holders of a majority of the Alleghany common stock, present in person or represented by proxy, at the Alleghany special meeting and entitled to vote on the proposal, assuming a quorum is present. Approval of the Alleghany adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Alleghany common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present.

Table of Contents

Your vote is very important. Whether or not you expect to attend the Alleghany special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (1) logging onto www.envisionreports.com/YAL and following the instructions on your proxy card; (2) dialing 1-800-652-VOTE (8683) and listening for further directions; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Alleghany special meeting. If your shares are held in the name of a bank, brokerage firm or other nominee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger, the stock issuance and the merger agreement. We urge you to read the joint proxy statement/prospectus of which this notice forms a part, including any documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger, the stock issuance or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Alleghany common stock, please contact Alleghany's proxy solicitor:

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor

New York, NY 10005

Banks and Brokers call collect: (212) 269-5550

All others call toll-free: (800) 290-6429

E-mail: Alleghany@dfking.com

By Order of the Board of Directors,

CHRISTOPHER K. DALRYMPLE, ESQ.

Vice President, General Counsel and Secretary

January 5, 2012

New York, NY

Table of Contents

TRANSATLANTIC HOLDINGS, INC.

80 Pine Street

New York, NY 10005

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On February 6, 2012

Dear Stockholders of Transatlantic Holdings, Inc.:

We are pleased to invite you to attend a special meeting of stockholders of Transatlantic Holdings, Inc., a Delaware corporation. The meeting will be held at The Down Town Association, 60 Pine Street, New York, New York, on February 6, 2012, at 10:00 a.m., New York City time, to consider and vote upon the following matters:

a proposal to adopt the Agreement and Plan of Merger, dated as of November 20, 2011, as it may be amended from time to time (which we refer to as the merger agreement), by and among Alleghany, Transatlantic and Shoreline Merger Sub, Inc. (formerly, Shoreline Merger Sub, LLC), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice forms a part;

a proposal to adjourn the Transatlantic special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement if there are insufficient votes at the time of such adjournment to approve such proposal; and

a proposal, on an advisory (non-binding) basis, to approve the compensation that may be paid or become payable to Transatlantic's named executive officers in connection with the merger, and the agreements and understandings pursuant to which such compensation may be paid or become payable, as described in the section entitled "The Merger - Interests of Transatlantic's Directors and Executive Officers in the Merger - Golden Parachute Compensation."

Completion of the merger is conditioned on, among other things, adoption of the merger agreement.

Transatlantic will transact no other business at the Transatlantic special meeting except such business as may properly be brought before the Transatlantic special meeting or any adjournment or postponements thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the Transatlantic special meeting.

The Transatlantic board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of Transatlantic and its stockholders. **The Transatlantic board of directors unanimously recommends that Transatlantic stockholders vote FOR each of the proposals set forth above.**

The Transatlantic board of directors has fixed the close of business on January 4, 2012 as the record date for determination of Transatlantic stockholders entitled to receive notice of, and to vote at, the Transatlantic special meeting or any adjournments or postponements thereof. Only holders of record of Transatlantic common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Transatlantic special meeting. A list of the names of Transatlantic stockholders of record will be available for ten days prior to the Transatlantic special meeting for any purpose germane to the Transatlantic special meeting between the regular business hours of 9:00 a.m. and 5:00 p.m., New York City time, at Transatlantic's headquarters, 80 Pine Street, New York, New York 10005. The Transatlantic stockholder list will also be available at the Transatlantic special meeting during the whole time thereof for examination by any stockholder present at such meeting.

Adoption of the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Transatlantic common stock entitled to vote thereon. Approval of the proposal to adjourn the Transatlantic special meeting, if necessary or appropriate, to solicit additional

proxies in favor of the proposal to

Table of Contents

adopt the merger agreement if there are insufficient votes at the time of such adjournment to approve such proposal requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present. Approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Transatlantic's named executive officers in connection with the merger, and the agreements and understandings pursuant to which such compensation may be paid or become payable, requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock present in person or represented by proxy and entitled to vote thereon, assuming a quorum is present.

Holders of Transatlantic common stock who comply with the requirements of Section 262 of the General Corporation Law of the State of Delaware may be entitled to appraisal rights as described in the joint proxy statement/prospectus of which this notice forms a part.

Your vote is very important. Whether or not you expect to attend the Transatlantic special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (1) logging onto <http://proxy.georgeson.com> and following the instructions on your proxy card; (2) dialing 1-800-652-VOTE (8683) and listening for further directions; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Transatlantic special meeting. If your shares are held in the name of a bank, brokerage firm or other nominee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read the joint proxy statement/prospectus of which this notice forms a part, including any documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Transatlantic common stock, please contact Transatlantic's proxy solicitor:

Georgeson Inc.

199 Water Street

New York, NY 10038

Banks and brokers call: (212) 440-9800

Call toll-free: (888) 613-9817

E-mail: transatlantic@georgeson.com

By Order of the Board of Directors of

Transatlantic Holdings, Inc.,

Amy M. Cinquegrana

Secretary

January 5, 2012

New York, NY

Table of Contents

ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Alleghany and Transatlantic from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Alleghany Corporation

7 Times Square Tower

New York, NY 10036

(212) 752-1356

Attn: Investor Relations

or

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor

New York, NY 10005

Banks and Brokers call: (212) 269-5550

Call toll-free: (800) 290-6429

E-mail: Alleghany@dfking.com

Investors may also consult Alleghany's or Transatlantic's websites for more information concerning the merger described in this joint proxy statement/prospectus. Alleghany's website is www.alleghany.com and Transatlantic's website is www.transre.com. Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

Transatlantic Holdings, Inc.

80 Pine Street

New York, NY 10005

(212) 365-2200

Attn: Investor Relations

or

Georgeson Inc.

199 Water Street

New York, NY 10038

Banks and Brokers Call: (212) 440-9800

Call toll-free: (888) 867-6963

E-mail: transatlantic@georgeson.com

If you would like to request any documents, please do so by February 1, 2012 in order to receive them before the meetings.

For more information, see Where You Can Find More Information.

Table of Contents

ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the United States Securities and Exchange Commission (which we refer to as the "SEC") by Alleghany, constitutes a prospectus of Alleghany under Section 5 of the Securities Act of 1933, as amended (which we refer to as the "Securities Act"), with respect to the shares of Alleghany common stock to be issued to the Transatlantic stockholders pursuant to the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both Alleghany and Transatlantic under Section 14(a) of the Securities Exchange Act of 1934, as amended (which we refer to as the "Exchange Act"). It also constitutes a notice of meeting with respect to the special meeting of Alleghany stockholders and a notice of meeting with respect to the special meeting of Transatlantic stockholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated January 5, 2012. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to Alleghany stockholders or Transatlantic stockholders nor the issuance by Alleghany of shares of Alleghany common stock to Transatlantic stockholders in connection with the merger will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding Alleghany has been provided by Alleghany and information contained in this joint proxy statement/prospectus regarding Transatlantic has been provided by Transatlantic.

All references in this joint proxy statement/prospectus to "Alleghany" refer to Alleghany Corporation, a Delaware corporation, and/or its consolidated subsidiaries, unless the context requires otherwise; all references in this joint proxy statement/prospectus to "Transatlantic" refer to Transatlantic Holdings, Inc., a Delaware corporation, and/or its consolidated subsidiaries, unless the context requires otherwise; all references to "Merger Sub" refer to Shoreline Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Alleghany formed for the sole purpose of effecting the merger; unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to "we," "our" and "us" refer to Alleghany and Transatlantic collectively; and, unless otherwise indicated or as the context requires, all references to the "merger agreement" refer to the Agreement and Plan of Merger, dated as of November 20, 2011, as it may be amended from time to time, by and among Alleghany, Shoreline Merger Sub, LLC and Transatlantic, a copy of which is included as Annex A to this joint proxy statement/prospectus. Also, in this joint proxy statement/prospectus, "\$" and "USD" refer to U.S. dollars and "New York City time" means the local time in New York City.

At the request of Transatlantic, Alleghany converted Shoreline Merger Sub, LLC into a Delaware corporation which has been assigned the rights and assumed the obligations of "Merger Sub" under the merger agreement, and as such, all references to "Merger Sub" in the merger agreement and in this joint proxy statement/prospectus shall be deemed to refer to such corporation.

Table of Contents

TABLE OF CONTENTS

	Page
<u>QUESTIONS AND ANSWERS</u>	v
<u>SUMMARY</u>	1
<u>The Companies</u>	1
<u>Risk Factors</u>	2
<u>The Merger</u>	3
<u>Listing of Alleghany Shares; De-listing and Deregistration of Shares of Transatlantic Common Stock</u>	15
<u>The Merger Will Generally be Tax-Free to Holders of Transatlantic Common Stock That Receive Only Alleghany Common Stock and Taxable to Holders That Receive Cash</u>	15
<u>The Meetings</u>	16
<u>Comparison of Stockholders' Rights</u>	18
<u>Dividends</u>	18
<u>Comparative Per Share Market Price Information</u>	19
<u>Summary Consolidated Historical Financial Data of Alleghany</u>	20
<u>Summary Consolidated Historical Financial Data of Transatlantic</u>	21
<u>Summary Unaudited Pro Forma Condensed Consolidated Financial Information of Alleghany and Transatlantic</u>	23
<u>Unaudited Comparative Per Share Data</u>	26
<u>RISK FACTORS</u>	27
<u>Risk Factors Relating to the Merger</u>	27
<u>Risk Factors Relating to Alleghany Following the Merger</u>	31
<u>Other Risk Factors of Alleghany and Transatlantic</u>	34
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	35
<u>THE COMPANIES</u>	36
<u>Alleghany Corporation</u>	36
<u>Transatlantic Holdings, Inc.</u>	36
<u>Shoreline Merger Sub, Inc.</u>	37
<u>THE ALLEGHANY SPECIAL MEETING</u>	38
<u>ALLEGHANY PROPOSALS</u>	43
<u>Alleghany Proposal 1: Approval of the Stock Issuance</u>	43
<u>Alleghany Proposal 2: Adjournment of the Alleghany Special Meeting</u>	44
<u>THE TRANSATLANTIC SPECIAL MEETING</u>	45
<u>TRANSATLANTIC PROPOSALS</u>	51
<u>Transatlantic Proposal 1: Adoption of the Merger Agreement</u>	51
<u>Transatlantic Proposal 2: Adjournment of the Transatlantic Special Meeting</u>	52
<u>Transatlantic Proposal 3: Approval of Golden Parachute Payments</u>	53
<u>THE MERGER</u>	54
<u>Effects of the Merger</u>	54
<u>Background of the Merger</u>	54
<u>Alleghany's Reasons for the Merger; Recommendation of the Alleghany Board of Directors</u>	76
<u>Opinions of Alleghany's Financial Advisors</u>	78
<u>Certain Alleghany Prospective Financial Information</u>	88
<u>Transatlantic's Reasons for the Merger; Recommendation of the Transatlantic Board of Directors</u>	90
<u>Opinion of Transatlantic's Financial Advisor - Goldman, Sachs & Co.</u>	94
<u>Opinion of Transatlantic's Financial Advisor - Moelis & Company LLC</u>	101
<u>Certain Transatlantic Prospective Financial Information</u>	110
<u>Interests of Alleghany's Directors and Executive Officers in the Merger</u>	112
<u>Interests of Transatlantic's Directors and Executive Officers in the Merger</u>	112
<u>Alleghany Board of Directors and Management Following the Merger</u>	118

Table of Contents

	Page
<u>Regulatory Clearances Required for the Merger</u>	119
<u>Treatment of Transatlantic Stock Options and Other Long-Term Incentive Awards</u>	120
<u>Dividends</u>	121
<u>Listing of Alleghany Shares</u>	121
<u>De-Listing and Deregistration of Transatlantic Common Stock</u>	121
<u>Appraisal Rights</u>	121
<u>Litigation Related to the Merger</u>	125
<u>THE MERGER AGREEMENT</u>	127
<u>Terms of the Merger</u>	127
<u>Effective Time and Completion of the Merger</u>	128
<u>Consideration to be Received in the Merger</u>	128
<u>Conversion of Shares; Exchange of Certificates; Elections as to Form of Consideration</u>	132
<u>Representations and Warranties</u>	134
<u>Conduct of Business</u>	136
<u>No Solicitation of Alternative Proposals</u>	138
<u>Changes in Board Recommendations</u>	139
<u>Efforts to Obtain Required Stockholder Votes</u>	139
<u>Efforts to Complete the Merger</u>	140
<u>Governance Matters Following the Merger</u>	141
<u>Retention Agreements and Supplemental Bonus Program</u>	141
<u>Treatment of Transatlantic Stock Options and Other Stock-Based Awards and Programs</u>	141
<u>Other Covenants and Agreements</u>	142
<u>Conditions to Completion of the Merger</u>	142
<u>Termination of the Merger Agreement</u>	143
<u>Expenses and Termination Fees; Liability for Breach</u>	144
<u>Amendments, Extensions and Waivers</u>	146
<u>No Third Party Beneficiaries</u>	147
<u>Specific Performance</u>	147
<u>THE VOTING AGREEMENTS</u>	148
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	150
<u>ACCOUNTING TREATMENT</u>	153
<u>UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION</u>	154
<u>COMPARATIVE STOCK PRICE DATA AND DIVIDENDS</u>	166
<u>DESCRIPTION OF ALLEGHANY CAPITAL STOCK</u>	167
<u>COMPARISON OF STOCKHOLDERS' RIGHTS</u>	168
<u>LEGAL MATTERS</u>	175
<u>EXPERTS</u>	175
<u>FUTURE STOCKHOLDER PROPOSALS</u>	175
<u>HOUSEHOLDING OF JOINT PROXY STATEMENT/PROSPECTUS</u>	176
<u>OTHER MATTERS</u>	176
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	176
<u>INFORMATION NOT REQUIRED IN PROSPECTUS; UNDERTAKINGS</u>	II-1
<u>SIGNATURES</u>	II-4
<u>EXHIBIT INDEX</u>	II-6
<u>ANNEX A AGREEMENT AND PLAN OF MERGER</u>	
<u>ANNEX B OPINION OF UBS SECURITIES LLC</u>	
<u>ANNEX C OPINION OF MORGAN STANLEY & CO.</u>	
<u>ANNEX D OPINION OF GOLDMAN, SACHS & CO.</u>	
<u>ANNEX E OPINION OF MOELIS & COMPANY LLC</u>	
<u>ANNEX F FORM OF VOTING AGREEMENT</u>	
<u>ANNEX G SECTION 262 OF DELAWARE GENERAL CORPORATION LAW</u>	

Table of Contents

QUESTIONS AND ANSWERS

The following are some questions that you, as a stockholder of Alleghany Corporation (which we refer to as Alleghany) or Transatlantic Holdings, Inc. (which we refer to as Transatlantic), may have regarding the merger and the other matters being considered at the contemplated meetings and the answers to those questions. Alleghany and Transatlantic urge you to carefully read the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meetings. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this joint proxy statement/prospectus.

Q: Why am I receiving this joint proxy statement/prospectus?

A: Alleghany and a newly formed, direct wholly owned subsidiary, Shoreline Merger Sub, LLC (which has been converted into Shoreline Merger Sub, Inc., a Delaware corporation, and which we refer to as Merger Sub), have entered into an Agreement and Plan of Merger, dated as of November 20, 2011 (which we refer to as the merger agreement) with Transatlantic. Under the merger agreement, Transatlantic will be merged with and into Merger Sub (which we refer to as the merger), with Merger Sub continuing as the surviving company and a wholly owned subsidiary of Alleghany. After the merger, Alleghany intends to operate Transatlantic as an independent standalone subsidiary of Alleghany, which will be renamed Transatlantic Holdings, Inc. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A.

The merger cannot be completed unless, among other things:

holders of a majority of the shares of Alleghany common stock present in person or represented by proxy at the Alleghany special meeting vote to approve the issuance of shares of Alleghany common stock to Transatlantic stockholders in connection with the merger (which we refer to as the stock issuance); and

holders of a majority of the shares of the outstanding Transatlantic common stock vote to adopt the merger agreement.

In addition, Alleghany is soliciting proxies from its stockholders with respect to one additional proposal; completion of the merger is not conditioned upon receipt of this approval:

a proposal to adjourn the Alleghany special meeting, if necessary or appropriate, to solicit additional proxies in favor of the stock issuance if there are insufficient votes at the time of such adjournment to approve such proposal (which we refer to as the Alleghany adjournment proposal).

Furthermore, Transatlantic is soliciting proxies from its stockholders with respect to two additional proposals; completion of the merger is not conditioned upon receipt of these approvals:

a proposal to adjourn the Transatlantic special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement if there are insufficient votes at the time of such adjournment to approve such proposal (which we refer to as the Transatlantic adjournment proposal); and

a proposal (which we refer to as the golden parachute proposal) to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Transatlantic s named executive officers in connection with the merger, and the agreements and understandings pursuant to which such compensation may be paid or become payable.

Each of Alleghany and Transatlantic will hold separate special meetings to obtain these approvals (which we refer to as the Alleghany special meeting and the Transatlantic special meeting, respectively). This joint proxy statement/prospectus contains important information about the

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merger and the proposals being voted on at the special meetings, and you should read it carefully. It is a joint proxy statement because

v

Table of Contents

both the Alleghany and Transatlantic boards of directors are soliciting proxies from their respective stockholders. It is a prospectus because Alleghany will issue shares of Alleghany common stock to holders of Transatlantic common stock in connection with the merger. The enclosed materials allow you to have your shares voted by proxy without attending your respective meeting. **Your vote is important. We encourage you to submit your proxy as soon as possible.**

Q: What will I receive in the merger?

A: *Alleghany Stockholders:* If the merger is completed, Alleghany stockholders will not receive any merger consideration and will continue to hold the shares of Alleghany common stock which they currently hold. Following the merger, shares of Alleghany common stock will continue to be traded on the New York Stock Exchange (which we refer to as the NYSE) under the symbol Y.

Transatlantic Stockholders: If the merger is completed, Transatlantic stockholders will be entitled to receive, in exchange for each share of Transatlantic common stock they hold at the effective time of the merger, either stock or cash consideration with a value equal to the sum of (i) 0.145 multiplied by the average of the closing sales prices on the NYSE for Alleghany common stock during the five trading days ending the day before the completion of the merger (which we refer to as the average five-day Alleghany closing price) and (ii) \$14.22. Transatlantic stockholders will have the right to elect to receive merger consideration for each of their shares of Transatlantic common stock in the form of cash or shares of Alleghany common stock, subject to proration in the circumstances described below. In the event of proration, a Transatlantic stockholder may receive merger consideration in respect of some or all of the Transatlantic shares held by such stockholder in a form other than that which such stockholder elected.

The value of the merger consideration will fluctuate with the market price of Alleghany common stock and will be determined based on the average five-day Alleghany closing price. **We urge you to obtain current market quotations of shares of Alleghany and Transatlantic common stock.** As explained in more detail in this document, whether a Transatlantic stockholder makes a cash election, a stock election or no election, the value of the consideration that such stockholder receives as of the date of completion of the merger will be approximately equivalent based on the average five-day Alleghany closing price used to calculate the merger consideration. A Transatlantic stockholder may specify different elections with respect to different shares that such stockholder holds (*e.g.*, if a Transatlantic stockholder owns 100 shares of Transatlantic common stock, that stockholder could make a cash election with respect to 50 shares and a stock election with respect to the other 50 shares).

The aggregate amount of cash to be paid to Transatlantic stockholders is fixed in the merger agreement at \$816,007,519. As a result, if the cash election is oversubscribed or undersubscribed, then certain adjustments will be made to the merger consideration to proportionately reduce the cash or stock amounts received by the Transatlantic stockholders in the manner described below in the section entitled *The Merger Agreement – Consideration to be Received in the Merger*. To the extent that the number of outstanding shares of Transatlantic increases between the date of the merger agreement and the effective time of the merger, due to the vesting of stock-settled awards or as otherwise permitted by the merger agreement, the aggregate number of shares of Alleghany common stock to be issued as consideration in the merger will be increased accordingly, but the aggregate amount of cash to be paid as consideration will not change. In addition, if the aggregate consideration to be paid to any holder of Transatlantic common stock would result in such holder receiving a fractional share of Alleghany common stock, cash shall be paid in lieu of such fractional share.

As an example, based on the average of the closing sales prices of Alleghany common stock for the five trading days ending on November 18, 2011 (the last trading date before announcement of the merger), for each share of Transatlantic common stock held, a Transatlantic stockholder would receive either approximately \$59.51 in cash or 0.1905 shares of Alleghany common stock, subject to proration if cash was oversubscribed or undersubscribed. As another example, based on the average of the closing prices of Alleghany common stock for the five trading days ending on January 4, 2012 (the most recent practicable

Table of Contents

trading date before filing of this joint proxy statement/prospectus), for each share of Transatlantic common stock held, a Transatlantic stockholder would receive either approximately \$55.60 in cash or 0.1948 shares of Alleghany common stock, subject to proration if cash was oversubscribed or undersubscribed.

The exact amount of cash and number of shares of Alleghany common stock you receive will depend on the election you and other Transatlantic stockholders make and the formula in the merger agreement, including its election, proration and adjustment provisions. For a summary of the formula contained in the merger agreement, see The Merger Agreement.

Q: What are some of the details of the election process?

A: You will be allowed to make a cash election with respect to any or all of your shares of Transatlantic common stock and/or a stock election with respect to any or all of your other shares of Transatlantic common stock (subject to proration if cash is oversubscribed or undersubscribed):

A cash election with respect to a share of Transatlantic common stock means a request to receive cash in the amount (which we refer to as the per share cash amount) of (1) \$14.22 plus (2) the product, rounded to the nearest one tenth of a cent, of 0.145 multiplied by the average five-day Alleghany closing price.

A stock election with respect to a share of Transatlantic common stock means a request to receive that number of shares of Alleghany common stock equal to (1) the per share cash amount divided by (2) the average five-day Alleghany closing price. The exact amount of cash and number of shares of Alleghany common stock you receive will depend on the election you and other Transatlantic stockholders make and the formula in the merger agreement, including its election, proration and adjustment provisions. In addition, if the aggregate consideration to be paid to any holder of Transatlantic common stock would result in such holder receiving a fractional share of Alleghany common stock, cash shall be paid in lieu of such fractional share. For a summary of the formula contained in the merger agreement, see The Merger Agreement.

Q: How do I make an election?

A: If you are the record holder of shares of Transatlantic common stock on January 4, 2012, the record date for the Transatlantic special meeting (which we refer to as the Transatlantic record date), you will receive an election form (which we refer to as the election form) in which you may specify the number of shares of Transatlantic common stock, if any, you desire to convert into the right to receive merger consideration in the form of cash or shares of Alleghany common stock. You must deliver a completed election form by 5:00 p.m., New York City time, on a date to be mutually determined by Alleghany and Transatlantic (which we refer to as the election deadline) to Computershare, as exchange agent (who we refer to as the exchange agent). The election deadline shall be a date prior to the effective time of the merger which date Alleghany and Transatlantic shall publicly announce by joint press release at least five business days prior to such date. The election form must be accompanied by the certificates representing the shares of Transatlantic common stock (or guarantee of delivery), unless such shares are in book-entry form (which we refer to as book-entry shares), in which case you should follow the instructions set forth in the election form. If you hold your shares of Transatlantic common stock through a bank, broker or other nominee, your bank, broker or other nominee, as applicable, will provide you with instructions on how to make an election. If your election form is received after the election deadline or you fail to comply with your bank's, broker's or nominee's instructions, your election will be disregarded, and you will receive consideration in whatever form or mix that remains after taking into account other Transatlantic stockholders' preferences.

Table of Contents

Q: How can I change my election?

A: If you are a record holder of Transatlantic common stock, you may (i) change your election by written notice received by the exchange agent prior to the election deadline, accompanied by a properly completed and signed revised election form or (ii) revoke your election by written notice received by the exchange agent prior to the election deadline or by withdrawal, prior to the election deadline, of the certificates representing your shares of Transatlantic common stock, or of the guarantee of delivery of such certificates, previously deposited with the exchange agent. If your election form is revoked, the certificate(s) (or guarantees of delivery, as appropriate), if any, for the shares of Transatlantic common stock to which such election form relates will be promptly returned to you.

Q: Am I required to make an election in order to receive the merger consideration?

A: No. If you do not make an election, you will still receive the merger consideration. However, if you have a preference for a specific form of merger consideration and do not make an election, the exchange agent will not take your preference into consideration. If you do not make an election, you will receive merger consideration in whatever form or mix remains after giving effect to the preferences of the Transatlantic stockholders that do make elections.

Q: When and where will the special meetings be held?

A: *Alleghany Stockholders:* The Alleghany special meeting will be held at the Harvard Club of New York City, 35 West 44th Street, New York, New York, on February 6, 2012, at 10:00 a.m., New York City time.

Transatlantic Stockholders: The Transatlantic special meeting will be held at The Down Town Association, 60 Pine Street, New York, New York, on February 6, 2012, at 10:00 a.m., New York City time.

Q: What are the proposals on which I am being asked to vote?

A: *Alleghany Stockholders:* Alleghany is soliciting proxies from its stockholders with respect to two proposals:

a proposal to approve the stock issuance, approval of which is a condition to completion of the merger; and

the Alleghany adjournment proposal, approval of which is not a condition to completion of the merger.

Transatlantic Stockholders: Transatlantic is soliciting proxies from its stockholders with respect to three proposals:

a proposal to adopt the merger agreement, approval of which is a condition to completion of the merger;

the Transatlantic adjournment proposal, approval of which is not a condition to completion of the merger; and

the golden parachute proposal, approval of which is not a condition to completion of the merger.

Q: What constitutes a quorum at the meetings?

A: *Alleghany Stockholders*: Stockholders who hold a majority of the Alleghany common stock outstanding on January 4, 2012, the record date for the Alleghany special meeting (which we refer to as the Alleghany record date) and who are entitled to vote must be present in person or represented by proxy to constitute a quorum at the Alleghany special meeting. The Alleghany stockholders, by a majority vote at the meeting by the holders of Alleghany common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present, may adjourn the meeting to another time or place without further notice.

Table of Contents

If the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting. Failures to vote will not be included in the calculation of the number of shares of Alleghany common stock represented at the Alleghany special meeting for purposes of determining whether a quorum has been achieved. Abstentions will be included in the calculation of the number of shares of Alleghany common stock represented at the Alleghany special meeting for purposes of determining whether a quorum has been achieved. Under NYSE rules, if brokers do not have discretion to vote on any of the proposals at a stockholders' meeting, broker non-votes will not count toward the calculation of a quorum. As each of the proposals to be voted on at the Alleghany special meeting is considered non-routine under NYSE rules, brokers do not have discretion to vote on such proposals and, as such, broker non-votes will not be included in the calculation of the number of shares of Alleghany common stock represented at the Alleghany special meeting for purposes of determining whether a quorum has been achieved.

Transatlantic Stockholders: Stockholders who hold shares representing at least a majority of the aggregate voting power of the outstanding capital stock entitled to vote at the Transatlantic special meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the Transatlantic special meeting. The Transatlantic stockholders, by a majority vote at the meeting by the holders of Transatlantic common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present, may adjourn the meeting to another time or place without further notice. If the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting.

Failures to vote will not be included in the calculation of the number of shares of Transatlantic common stock represented at the Transatlantic special meeting for purposes of determining whether a quorum has been achieved. Abstentions will be included in the calculation of the number of shares of Transatlantic common stock represented at the Transatlantic special meeting for purposes of determining whether a quorum has been achieved. Under NYSE rules, if brokers do not have discretion to vote on any of the proposals at a stockholders' meeting, broker non-votes will not count toward the calculation of a quorum. As each of the proposals to be voted on at the Transatlantic special meeting is considered non-routine under NYSE rules, brokers do not have discretion to vote on such proposals and, as such, broker non-votes will not be included in the calculation of the number of shares of Transatlantic common stock represented at the Transatlantic special meeting for purposes of determining whether a quorum has been achieved.

Q: How do I vote?

A: *Alleghany Stockholders:* If you are a stockholder of record of Alleghany as of the close of business on the Alleghany record date, you may vote in person by attending the Alleghany special meeting or, to ensure your shares are represented at the Alleghany special meeting, you may authorize a proxy to vote by:

logging onto www.envisionreports.com/YAL and following the instructions on your proxy card to submit a proxy via the internet anytime up to 12:00 a.m., New York City time, on February 6, 2012 and following the instructions provided on that site;

dialing 1-800-652-VOTE (8683) and listening for further directions to submit a proxy by telephone anytime up to 12:00 a.m., New York City time, on February 6, 2012 and following the instructions provided in the recorded message; or

signing and returning the accompanying proxy card in the enclosed postage-paid envelope. Alleghany stockholders of record may submit their proxies through the mail by completing their proxy card, and signing, dating and returning it in the enclosed, pre-addressed, postage-paid envelope. To be valid, a returned proxy card must be signed and dated.

Table of Contents

Transatlantic Stockholders: If you are a stockholder of record of Transatlantic as of the close of business on the Transatlantic record date, you may vote in person by attending the Transatlantic special meeting or, to ensure your shares are represented at the Transatlantic special meeting, you may authorize a proxy to vote by:

logging onto <http://proxy.georgeson.com> and following the instructions on your proxy card to submit a proxy via the internet anytime up to 11:00 p.m., New York City time, on February 5, 2012 and following the instructions provided on that site;

dialing 1-800-652-VOTE (8683) and listening for further directions to submit a proxy by telephone anytime up to 11:00 p.m., New York City time, on February 5, 2012 and following the instructions provided in the recorded message; or

signing and returning the accompanying proxy card in the enclosed postage-paid envelope. Transatlantic stockholders of record may submit their proxies through the mail by completing their proxy card, and signing, dating and returning it in the enclosed, pre-addressed, postage-paid envelope. To be valid, a returned proxy card must be signed and dated.

Q: Have any stockholders already agreed to vote in favor of the transactions?

A: Yes. Certain members of the Kirby family with longstanding ownership interests in Alleghany common stock have entered into voting agreements with Transatlantic. The voting agreements provide, among other things, that these Alleghany stockholders have irrevocably agreed, on the terms and subject to the conditions specified in the voting agreements, to vote all shares of Alleghany common stock owned by such stockholders in favor of the stock issuance, against competing proposals and against any action or agreement that would be expected to materially impair the ability of Alleghany or Merger Sub to complete the merger. A form of voting agreement entered into by these Alleghany stockholders is included as Annex F hereto. As of November 18, 2011, the last trading day before announcement of the merger, these stockholders held an aggregate of approximately 1,594,958 shares of Alleghany common stock (representing approximately 18.65% of the outstanding shares of Alleghany common stock as of November 18, 2011 and as of the Alleghany record date).

In addition, on November 21, 2011, Transatlantic stockholder Davis Selected Advisers, L.P. (which we refer to as Davis Advisors) publicly stated its current intention to vote in support of the merger but reserves the right to change its mind. As of November 21, 2011, Davis Advisors was the beneficial holder of approximately 14,278,940 shares of Transatlantic common stock (representing approximately 24.9% of the outstanding shares of Transatlantic common stock as of November 21, 2011 and as of the Transatlantic record date). To satisfy the requirements of the Department of Financial Services of the State of New York (which we refer to as the New York DFS), on June 8, 2009, Davis Advisors, entered into an agreement with Transatlantic whereby Davis Advisors agreed to vote the number of shares of Transatlantic common stock owned by Davis Advisors in excess of 9.9% of Transatlantic s outstanding shares in a manner proportionate to the vote of the owners of the shares (excluding Davis Advisors, stockholders beneficially owning more than 10% of Transatlantic s outstanding shares of common stock, and directors and officers of Transatlantic) voting on such matters.

Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?

A: No. If you hold your shares in a stock brokerage account or if your shares are held by a bank or nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your bank, broker or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to Alleghany or Transatlantic or by voting in person at your special meeting unless you provide a legal proxy, which you must obtain from your bank, broker or other nominee. Further, brokers who hold shares of Alleghany or Transatlantic common stock on behalf of their customers may not give a proxy to Alleghany or Transatlantic to vote those shares without specific instructions from their customers.

Table of Contents

Q: What if I return my proxy card without indicating how to vote?

A: If you sign and return your proxy card without indicating how to vote on any particular proposal, your shares will be voted in accordance with the recommendation of the Alleghany or Transatlantic board of directors, as applicable, with respect to such proposal.

Q: If I am a Transatlantic stockholder, should I send in my Transatlantic stock certificates with my proxy card?

A: No. Please **DO NOT send your Transatlantic stock certificates with your proxy card**. You are being provided an election form and instructions regarding the surrender of your stock certificates. If you wish to make an election with respect to your shares of Transatlantic common stock, you should, prior to the election deadline, send your Transatlantic stock certificates (if any) to the exchange agent, together with your completed, signed election form.

Q: How many votes do I have?

A: *Alleghany Stockholders:* Holders of Alleghany common stock are entitled to one vote for each share of Alleghany common stock that you owned as of the Alleghany record date. As of the close of business on the Alleghany record date, there were 8,551,646 shares of Alleghany common stock outstanding and entitled to vote at the Alleghany special meeting, approximately 7.5% of which were beneficially owned by the directors and executive officers of Alleghany and their affiliates.

Transatlantic Stockholders: Holders of Transatlantic common stock are entitled to one vote for each share of Transatlantic common stock that you owned as of the close of business on the Transatlantic record date. However, to satisfy the requirements of the New York DFS, on June 8, 2009, Davis Advisors entered into an agreement with Transatlantic whereby Davis Advisors agreed to vote the number of shares of Transatlantic common stock owned by Davis Advisors in excess of 9.9% of Transatlantic's outstanding shares in a manner proportionate to the vote of the owners of the shares (excluding Davis Advisors, stockholders beneficially owning more than 10% of Transatlantic's outstanding shares, and directors and officers of Transatlantic) voting on such matters. As of the close of business on the Transatlantic record date, there were 57,388,084 shares of Transatlantic common stock outstanding and entitled to vote at the Transatlantic special meeting, approximately 0.4% of which were beneficially owned by the directors and executive officers of Transatlantic and their affiliates.

Q: What vote is required to approve each proposal?

A: *Alleghany Stockholders:* Approval of the stock issuance requires the affirmative vote of holders of a majority of shares of Alleghany common stock present in person or represented by proxy at the Alleghany special meeting and entitled to vote thereon, assuming a quorum is present. Approval of the Alleghany adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Alleghany common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present. Approval of the Alleghany adjournment proposal is not a condition to completion of the merger.

Transatlantic Stockholders: Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Transatlantic common stock entitled to vote thereon. Approval of the Transatlantic adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present. Approval of the golden parachute proposal requires the affirmative vote of holders of a majority of shares of Transatlantic common stock present in person or represented by proxy and entitled to vote thereon, assuming a quorum is present. Neither approval of the Transatlantic adjournment proposal nor the golden parachute proposal is a condition to completion of the merger.

Table of Contents

Q: What will happen if I fail to vote or I abstain from voting?

A: *Alleghany Stockholders:* If you are an Alleghany stockholder and you fail to vote, it will have no effect on the Alleghany adjournment proposal or, assuming a quorum is present, on the stock issuance proposal. If you abstain from voting, your shares will be counted as represented at the meeting, and it will have the same effect as a vote AGAINST the stock issuance proposal and AGAINST Alleghany adjournment proposal.

Transatlantic Stockholders: If you are a Transatlantic stockholder and you fail to vote, it will have the same effect as a vote AGAINST the proposal to adopt the merger agreement, but it will have no effect on the Transatlantic adjournment proposal or, assuming a quorum is present, on the golden parachute proposal. If you abstain from voting, your shares will be counted as represented at the meeting, and it will have the same effect as a vote AGAINST the proposal to adopt the merger agreement, AGAINST the Transatlantic adjournment proposal and AGAINST the golden parachute proposal.

Q: What will happen if I fail to instruct my broker, bank or nominee how to vote?

A: *Alleghany Stockholders:* If you are an Alleghany stockholder and you do not instruct your broker, bank or nominee on how to vote your shares, your broker may not vote your shares at the special meeting. This will have no effect on the Alleghany adjournment proposal or, assuming a quorum is present, on the stock issuance proposal.

Transatlantic Stockholders: If you are a Transatlantic stockholder and you do not instruct your broker, bank or nominee on how to vote your shares, your broker may not vote your shares at the special meeting. This will have the same effect as a vote AGAINST the adoption of the merger agreement, but will have no effect on the Transatlantic adjournment proposal or, assuming a quorum is present, on the golden parachute proposal.

Q: Can I change my vote after I have returned a proxy or voting instruction card?

A: *Alleghany Stockholders:* Yes. You can change your vote at any time before your proxy is voted at your special meeting. You can do this in one of three ways:

you can send a signed notice of revocation;

you can grant a new, valid proxy bearing a later date including by telephone or via the internet; or

if you are a holder of record, you can attend the Alleghany special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy to the secretary of Alleghany no later than the beginning of the Alleghany special meeting. If you have submitted a proxy for your shares by telephone or via the internet, you may revoke your prior telephone or internet proxy by any manner described above. If your shares are held in street name by your broker, bank or nominee, you should contact your broker, bank or nominee to change your vote.

Transatlantic Stockholders: Yes. You can change your vote at any time before your proxy is voted at your special meeting. You can do this in one of three ways:

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you can send a signed notice of revocation;

you can grant a new, valid proxy bearing a later date including by telephone or via the internet; or

if you are a holder of record, you can attend the Transatlantic special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy to the secretary of Transatlantic no later than the beginning of the Transatlantic special meeting. If you have

Table of Contents

submitted a proxy for your shares by telephone or via the internet, you may revoke your prior telephone or internet proxy by any manner described above. If your shares are held in street name by your broker, bank or nominee, you should contact your broker, bank or nominee to change your vote.

Q: How does the Alleghany board of directors recommend that Alleghany stockholders vote?

A: The Alleghany board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger and the stock issuance, are advisable and in the best interests of Alleghany and its stockholders. **The Alleghany board of directors recommends that the Alleghany stockholders vote (i) FOR the stock issuance proposal and (ii) FOR the Alleghany adjournment proposal.**

Q: How does the Transatlantic board of directors recommend that Transatlantic stockholders vote?

A: The Transatlantic board of directors has unanimously determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable and in the best interests of Transatlantic and its stockholders. **The Transatlantic board of directors unanimously recommends that Transatlantic stockholders vote (i) FOR the adoption of the merger agreement, (ii) FOR the Transatlantic adjournment proposal and (iii) FOR the golden parachute proposal.**

Q: When do you expect the merger to be completed?

A: Alleghany and Transatlantic expect to complete the merger as soon as reasonably practicable and expect the closing of the merger to occur in the first quarter of 2012. However, the merger is subject to various regulatory clearances and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of Alleghany and Transatlantic could result in the merger being completed at an earlier time, a later time or not at all. There may be a substantial amount of time between the date on which the special meetings are held and the date of the completion of the merger.

Q: Are stockholders entitled to appraisal rights?

A: *Alleghany Stockholders:* No. Under Delaware law, you are not entitled to appraisal rights in connection with the merger.
Transatlantic Stockholders: Depending upon the elections made by holders of shares of Transatlantic common stock with respect to the form of consideration to be received in the merger, Delaware law may entitle the holders of shares of Transatlantic common stock, who comply with the procedures specified in Section 262 of the General Corporation Law of the State of Delaware (which we refer to as the "DGCL"), to have their shares appraised by the Delaware Court of Chancery. Specifically, holders, if any, of shares of Transatlantic common stock who make a stock election (as more fully explained below under "The Merger Agreement Consideration To Be Received in the Merger Stock Election"), but are forced to accept cash consideration in respect of such shares by reason of proration (and not simply cash in lieu of fractional shares) (as more fully explained below under "The Merger Agreement Consideration To Be Received in the Merger Proration"), would be entitled to have the fair value of such shares appraised by the Delaware Court of Chancery if they otherwise comply with the procedures of Section 262. Under Delaware law, holders of shares of Transatlantic common stock who choose not to make an election with respect to the form of merger consideration to be received for their shares will not be entitled to appraisal rights.

As of the date of the mailing of this joint proxy statement/prospectus, we cannot definitively state whether appraisal rights will be available as a result of the merger because (i) the availability of appraisal rights depends on whether and the extent to which the cash consideration is undersubscribed, and (ii) we will not know whether the cash consideration is undersubscribed to the extent that appraisal rights would be available until the election deadline (as more fully explained below under "The Merger Agreement Consideration To Be Received in the Merger"). In the event that the cash consideration is undersubscribed

Table of Contents

to the extent that appraisal rights would be available, Transatlantic stockholders who have otherwise complied with the requirements of Section 262 will be advised of the availability of appraisal rights within ten days of the merger in the notice of the effective date of the merger required by Section 262. If the cash consideration is not undersubscribed to the extent that appraisal rights would be available, Alleghany will issue a public announcement and file a Current Report on Form 8-K with the SEC informing Transatlantic stockholders that appraisal rights will not be available in connection with the merger.

Because Transatlantic stockholders may be entitled to appraisal rights under certain circumstances, we urge you to read the summary of appraisal rights contained in this joint proxy statement/prospectus under the section entitled **The Merger Appraisal Rights** as well as Section 262, which is attached hereto as Annex G. If you wish to preserve the ability to exercise appraisal rights, you must make a written demand for appraisal of your shares as described in the section entitled **The Merger Appraisal Rights** and in Section 262.

Q: Who can help answer my questions?

A: Alleghany stockholders or Transatlantic stockholders who have questions about the merger or the stock issuance, the other matters to be voted on at the special meetings, how to submit a proxy, or desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

If you are an Alleghany stockholder:

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor

New York, NY 10005

Banks and Brokers call: (212) 269-5550

Call toll-free: (800) 290-6429

E-mail: Alleghany@dfking.com

or

Alleghany Corporation

7 Times Square Tower

New York, NY 10036

Attn: Investor Relations

(212) 752-1356

If you are a Transatlantic stockholder:

Georgeson Inc.

199 Water Street

New York, NY 10038

Banks and brokers call: (212) 440-9800

Call toll-free: (888) 613-9817

E-mail: transatlantic@georgeson.com

or

Transatlantic Holdings, Inc.

80 Pine Street

New York, NY 10005

Attn: Investor Relations

(212) 365-2200

Table of Contents

SUMMARY

This summary highlights information contained elsewhere in this joint proxy statement/prospectus and may not contain all the information that is important to you with respect to the merger, the stock issuance and the other matters being considered at the Alleghany and Transatlantic special meetings. Alleghany and Transatlantic urge you to read the remainder of this joint proxy statement/prospectus carefully, including the attached Annexes, and the other documents to which we have referred you. See also the section entitled "Where You Can Find More Information." We have included page references in this summary to direct you to a more complete description of the topics presented below.

The Companies

Alleghany Corporation (See page 36)

Alleghany is a Delaware corporation engaged in the property and casualty and surety insurance business through its wholly owned subsidiary Alleghany Insurance Holdings LLC (which we refer to as "AIHL"). AIHL's insurance business is conducted through its wholly owned subsidiaries RSUI Group, Inc. (which we refer to as "RSUI"), Capitol Transamerica Corporation and Platte River Insurance Company (which we refer to collectively as "CATA"), and Pacific Compensation Corporation (which we refer to as "PCC"). AIHL Re LLC (which we refer to as "AIHL Re"), a captive reinsurance subsidiary of AIHL, has in the past provided reinsurance to Alleghany operating units and affiliates. Alleghany's equity investments, including those held by AIHL's insurance operating units, are managed primarily by Alleghany Capital Partners LLC, an indirect, wholly owned subsidiary of Alleghany. Alleghany also owns and manages properties in the Sacramento, California region through its subsidiary Alleghany Properties Holdings LLC (which we refer to as "Alleghany Properties"). In addition, Alleghany owns approximately 33 percent of the outstanding shares of common stock of Homesite Group Incorporated (which we refer to as "Homesite"), a national, full-service, mono-line provider of homeowners insurance, and approximately 38 percent of ORX Exploration, Inc. (which we refer to as "ORX"), a regional oil and gas exploration and production company. Alleghany also makes strategic investments in operating companies and conducts other activities.

Shares of Alleghany common stock are traded on the NYSE under the symbol "Y". Following the merger, shares of Alleghany common stock will continue to be traded on the NYSE under the symbol "Y".

The principal executive offices of Alleghany are located at 7 Times Square Tower, New York, NY 10036 and its telephone number is (212) 752-1356.

Transatlantic Holdings, Inc. (See page 36)

Transatlantic Holdings, Inc. is a holding company incorporated in the State of Delaware. Transatlantic, through its wholly owned subsidiaries, Transatlantic Reinsurance Company[®] (which we refer to as "TRC"), Trans Re Zurich Reinsurance Company Ltd., acquired by TRC in 1996 (which we refer to as "TRZ"), and Putnam Reinsurance Company (which we refer to as "Putnam") (contributed by Transatlantic to TRC in 1995), offers reinsurance capacity for a full range of property and casualty products, directly and through brokers, to insurance and reinsurance companies, in both the domestic and international markets on both a treaty and facultative basis. One or both of TRC and Putnam is licensed, accredited, authorized or can serve as a reinsurer in 50 states and the District of Columbia in the United States and in Puerto Rico and Guam. Through its international locations, Transatlantic has operations worldwide, including Bermuda, Canada, seven locations in Europe, three locations in Central and South America, two locations in Asia (excluding Japan), and one location in each of Japan, Australia and Africa. TRC is licensed in Bermuda, Canada, Japan, the United Kingdom, the Dominican Republic, the Hong Kong Special Administrative Region, the People's Republic of China and Australia. Transatlantic was originally formed in 1986 under the name PREINCO Holdings, Inc. as a holding

Table of Contents

company for Putnam. Transatlantic's name was changed to Transatlantic Holdings, Inc. on April 18, 1990 following the acquisition on April 17, 1990 of all of the common stock of TRC in exchange for shares of Transatlantic common stock.

Transatlantic's common stock is traded on the NYSE under the symbol TRH. Upon completion of the merger, shares of Transatlantic common stock currently listed on the NYSE will cease to be listed on the NYSE and will subsequently be deregistered under the Exchange Act.

The principal executive offices of Transatlantic are located at 80 Pine Street, New York, New York 10005 and its telephone number is (212) 365-2200.

Shoreline Merger Sub, Inc. (See page 37)

Shoreline Merger Sub, Inc., or Merger Sub, is a wholly owned subsidiary of Alleghany and a Delaware corporation. Merger Sub was originally formed on November 10, 2011 as a Delaware limited liability company called Shoreline Merger Sub, LLC for the sole purpose of effecting the merger. At the request of Transatlantic, Alleghany converted Shoreline Merger Sub, LLC into a Delaware corporation which has been assigned the rights and assumed the obligations of Merger Sub under the merger agreement, and as such all references to Merger Sub in the merger agreement and in this joint proxy statement/prospectus shall be deemed to refer to such corporation. In the merger, Transatlantic will be merged with and into Merger Sub, with Merger Sub surviving as a wholly owned subsidiary of Alleghany. Upon completion of the merger, Alleghany intends to operate Transatlantic as an independent standalone subsidiary of Alleghany, which will be renamed Transatlantic Holdings, Inc.

The principal executive offices of Merger Sub are located at 7 Times Square Tower, New York, NY 10036 and its telephone number is (212) 752-1356.

Risk Factors (See page 27)

Before voting at the Alleghany special meeting or the Transatlantic special meeting, you should carefully consider all of the information contained in or incorporated by reference into this joint proxy statement/prospectus, as well as the specific factors under the heading Risk Factors, including the risks that:

Because the market price of Alleghany common stock will fluctuate, Transatlantic stockholders cannot be sure of the value of the merger consideration they will receive at closing;

Transatlantic stockholders may receive a form of consideration different from what they elect, depending on the elections of other Transatlantic stockholders;

The merger is subject to a number of conditions, including certain governmental and regulatory conditions that may not be satisfied, or may not be completed on a timely basis, or at all; and

Alleghany and Transatlantic may be unable to successfully integrate their businesses in order to realize the anticipated benefits of the merger or do so within the intended timeframe.

Table of Contents

The Merger

The Merger Agreement (See page 127)

Alleghany and Transatlantic have entered into the merger agreement attached as Annex A to this joint proxy statement/prospectus. Alleghany and Transatlantic encourage you to read the entire merger agreement carefully because it is the principal document governing the merger and the stock issuance.

Effects of the Merger (See page 54)

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Transatlantic will be merged with and into Merger Sub, with Merger Sub surviving the merger as a wholly owned subsidiary of Alleghany. Upon completion of the merger, Alleghany intends to operate Transatlantic as an independent standalone subsidiary of Alleghany. We expect that, on a fully diluted basis, the existing stockholders of Alleghany and the former stockholders of Transatlantic will own approximately 51% and 49%, respectively, of the outstanding Alleghany common stock following the merger.

Consideration to be Received in the Merger (See page 128)

If the merger is completed, Transatlantic stockholders will have the right to elect to receive merger consideration for each of their shares of Transatlantic common stock in the form of cash or shares of Alleghany common stock, subject to proration in the circumstances described below. In the event of proration, a Transatlantic stockholder may receive merger consideration in respect of some or all of the Transatlantic shares held by such stockholder in a form other than that which such stockholder elected. If the aggregate consideration to be paid to any holder of Transatlantic common stock would result in such holder receiving a fractional share of Alleghany common stock, cash shall be paid in lieu of such fractional share.

The value of the merger consideration will fluctuate with the market price of the Alleghany common stock and will be determined based on the average five-day Alleghany closing price. As explained in more detail in this document, whether a Transatlantic stockholder makes a cash election, a stock election or no election, the value of the consideration that such stockholder receives as of the date of completion of the merger will be approximately equivalent based on the average five-day Alleghany closing price used to calculate the merger consideration. A Transatlantic stockholder may specify different elections with respect to different shares that such stockholder holds (*e.g.*, if a Transatlantic stockholder owns 100 shares of Transatlantic common stock, that stockholder could make a cash election with respect to 50 shares and a stock election with respect to the other 50 shares).

The aggregate amount of cash to be paid to Transatlantic stockholders is fixed in the merger agreement at \$816,007,519. As a result, if the cash election is oversubscribed or undersubscribed, then certain adjustments will be made to the merger consideration to proportionately reduce the cash or stock amounts received by the Transatlantic stockholders in the manner described below in the section entitled *The Merger Agreement Consideration to be Received in the Merger Proration*. To the extent that the number of outstanding shares of Transatlantic increases between the date of the merger agreement and the effective time of the merger, due to the vesting of stock-settled awards or as otherwise permitted by the merger agreement, the aggregate number of shares of Alleghany common stock to be issued as consideration in the merger will be increased accordingly, but the aggregate amount of cash to be paid as consideration will not change.

As an example, based on the average of the closing prices of Alleghany common stock for the five trading days ending on November 18, 2011 (the last trading day before announcement of the merger), for each share of Transatlantic common stock held, a Transatlantic stockholder would receive either approximately \$59.51 in cash or 0.1905 shares of Alleghany common stock, having a market value of \$59.51 based on such average five-day Alleghany closing price, subject to proration if cash was oversubscribed or undersubscribed. As another example, based on the average of the closing prices of Alleghany common stock for the five trading days ending on

Table of Contents

January 4, 2012 (the most recent practicable trading date before filing of this joint proxy statement/prospectus), for each share of Transatlantic common stock held, a Transatlantic stockholder would receive either approximately \$55.60 in cash or 0.1948 shares of Alleghany common stock, having a market value of \$55.60 based on such average five-day Alleghany closing price, subject to proration if cash was oversubscribed or undersubscribed. We will compute the actual amount of cash and number of shares of Alleghany common stock that each Transatlantic stockholder will receive in the merger using the formula contained in the merger agreement. For a summary of the formula contained in the merger agreement, see The Merger Agreement.

The following table illustrates the value of the merger consideration for different hypothetical five-day average closing prices of the Alleghany common stock on the NYSE for the five trading days immediately preceding the day on which the merger is completed and, for illustrative purposes only, the effects of proration assuming that 50% of Transatlantic shares elect cash consideration and 50% of Transatlantic shares elect stock consideration. For simplicity, the table assumes that there are 57,388,084 shares of Transatlantic common stock outstanding (which represents the number of shares of Transatlantic common stock outstanding on January 4, 2012, the most recent practicable day before filing of this joint proxy statement/prospectus), that all Transatlantic stockholders make elections and that no Transatlantic stockholders have exercised appraisal rights.

5-day Average Alleghany Closing Stock Price	Value of the Merger Consideration*	Illustrative Effect of Proration Assuming 50% Cash Electing Shares 50% Stock Electing Shares			
		A stockholder electing 1,000 shares for cash will receive approximately		A stockholder electing 1,000 shares for stock will receive approximately	
		Cash**	Shares	Cash**	Shares
\$275	\$ 54.10	\$ 28,521	93	\$ 193	196
280	54.82	28,494	94	224	195
285	55.55	28,467	95	257	194
290	56.27	28,438	96	0	194
295	57.00	28,674	96	59	193
300	57.72	28,618	97	120	192
305	58.45	28,560	98	183	191
310	59.17	28,469	99	279	190
315	59.90	28,722	99	32	190
320	60.62	28,630	100	128	189
325	61.35	28,536	101	260	188

* Market value per share of Transatlantic common stock based on hypothetical five-day average Alleghany closing price.

** Cash amounts reflect that stockholders will receive cash in lieu of fractional shares.

The table above is illustrative only. The value of the merger consideration that a Transatlantic stockholder actually receives will be based on the actual average five-day Alleghany closing price, as described below. The actual average five-day Alleghany closing price may be outside the range of the amounts set forth above, and as a result, the actual value of the merger consideration per share of Transatlantic common stock may not be shown in the above tables.

Election Form (See page 132)

Record holders of shares of Transatlantic common stock on January 4, 2012, the Transatlantic record date, will receive an election form with instructions for making cash and/or stock elections. Transatlantic stockholders must properly complete and deliver to the exchange agent an election form by the election deadline (which will be announced in a press release by Alleghany and Transatlantic at least five business days prior to such deadline), accompanied by their Transatlantic stock certificates (or a properly completed notice of guaranteed delivery).

Table of Contents

The election form also includes delivery instructions with respect to book-entry shares. Transatlantic stockholders **should NOT send in their stock certificates with their proxy card**. Once Transatlantic stockholders have tendered their Transatlantic stock certificates to the exchange agent, they may not transfer their shares of Transatlantic common stock represented by those stock certificates until the merger is completed, unless they revoke their election by written notice to the exchange agent that is received prior to the election deadline. If the merger is not completed and the merger agreement is terminated, stock certificates will be returned by the exchange agent.

If Transatlantic stockholders fail to submit a properly completed election form, together with their Transatlantic stock certificates (or a properly completed notice of guaranteed delivery), if any, prior to the election deadline, they will be deemed not to have made an election. As non-electing holders, they will be paid merger consideration in an amount per share that is approximately equivalent in value to the amount paid per share to holders making elections, but they may be paid all in cash, all in Alleghany common stock, or in part cash and in part Alleghany common stock, depending on the remaining pool of cash and Alleghany common stock available for paying merger consideration after honoring the cash elections and stock elections that other stockholders have made, and without regard to the preferences of such non-electing holders.

Treatment of Transatlantic Stock Options and Other Long-Term Incentive Awards (See page 119)

Each outstanding stock option to acquire Transatlantic common stock, whether vested or unvested, will be converted into the right to receive a cash payment equal to the value of such stock option based on an amount determined using the Black-Scholes valuation methodology based on assumptions that are agreed upon by Transatlantic and Alleghany.

Each outstanding Transatlantic restricted stock unit (including each performance-based Transatlantic restricted stock unit) held by an employee or former employee of Transatlantic will be converted into a right to receive cash in an amount equal to the per share merger consideration, with the same terms and conditions as were applicable under such restricted stock unit prior to the conversion, with (i) the cash value of the converted Transatlantic restricted stock units held by employees or former employees of Transatlantic who were designated as participants in the Transatlantic Senior Partners Plan or Partners Plan (collectively, the Partners Plans) to be deemed to be notionally invested in common units of the surviving company or (ii) the cash value of the converted Transatlantic restricted stock units held by employees or former employees of Transatlantic who were not designated as participants in a Partners Plan may, if so elected by such employee or former employee, be deemed to be notionally invested in common units of the surviving company. For outstanding Transatlantic restricted stock units that are subject to performance goals for which the performance period is not completed as of the closing date of the merger, the level of achievement of the performance goals relating to such performance-based Transatlantic restricted stock units will either be determined based on (i) actual performance as of the closing date of the merger for performance periods that end on or prior to the date that is nine months following the closing date of the merger or (ii) the target level for any performance-based Transatlantic restricted stock unit with a performance period that ends more than nine months following the closing date of the merger.

Each outstanding Transatlantic restricted stock unit held by a non-employee director of Transatlantic will be converted into a fully vested right to receive cash in an amount equal to the per share merger consideration and will be paid in cash at the time specified under the Transatlantic 2008 Non-Employee Directors Stock Plan, with amounts in respect of Transatlantic restricted stock units held by non-employee directors who serve on the Alleghany board of directors following the closing date of the merger to be deemed notionally invested in common stock of Alleghany until the date of distribution to such non-employee director.

Recommendation of the Board of Directors of Alleghany (See page 38)

In reaching its decision to approve the merger agreement and recommend approval by Alleghany stockholders of the stock issuance proposal, the Alleghany board of directors consulted with Alleghany s

Table of Contents

management, as well as with Alleghany's legal and financial advisors, and also considered a number of factors that the Alleghany board of directors views as supporting its decision, including, but not limited to, the following:

the fact that the merger will create a company with a greater size and economies of scale, which should enable it to have incremental excess capital, greater capital flexibility, the ability to respond to competitive pressures and an increased opportunity to compete profitably;

that the transaction is accretive to Alleghany's September 30, 2011 book value per share (after adjusting for subsequent share repurchases prior to the transaction announcement) by approximately 7% and tangible book value per share by approximately 10%;

that Alleghany will continue to have, after the merger, conservative financial leverage and will not need to issue any incremental debt in connection with the merger;

that the merger is expected to provide the flexibility to allocate capital to drive superior, risk-adjusted return opportunities in insurance, reinsurance, investments and capital management;

that the addition of Transatlantic is intended to create a more diversified pool of underwriting risk by product and geography and that Transatlantic and Alleghany have compatible underwriting discipline;

that it is expected that Transatlantic will maintain its current financial strength ratings of A+ from Standard & Poor's and A from A.M. Best, which will help Transatlantic preserve its franchise;

the fact that the amount of cash consideration to be issued in the merger is fixed and that the value of the merger consideration will fluctuate based on the market price of Alleghany's common stock;

the provisions in the merger agreement relating to termination of the merger agreement, payment of termination fees (and amounts thereof) and Transatlantic's agreement not to solicit alternative proposals and its obligation to hold a special meeting of its stockholders to vote on approval of the merger agreement regardless of whether the Transatlantic board of directors changes its recommendation FOR adoption of the merger agreement; and

that Davis Advisors, Transatlantic's largest stockholder, is supportive of the merger and has made public statements to this effect. After careful consideration, the Alleghany board of directors approved the merger agreement and the transactions contemplated thereby, including the merger and the stock issuance, and determined that the merger agreement and the transactions contemplated thereby, including the merger and the stock issuance, are advisable and in the best interests of Alleghany and its stockholders. For more information regarding the factors considered by the Alleghany board of directors in reaching its decision to approve the merger agreement and the transactions thereby contemplated, see the section entitled "The Merger - Alleghany's Reasons for the Merger; Recommendation of the Alleghany Board of Directors. **The Alleghany board of directors recommends that the Alleghany stockholders vote (i) FOR the stock issuance proposal and (ii) FOR the Alleghany adjournment proposal.**

Recommendation of the Board of Directors of Transatlantic (See page 45)

In reaching its decision to approve the merger agreement and recommend adoption of the merger agreement by the Transatlantic stockholders, the Transatlantic board of directors consulted with Transatlantic's management, as well as with Transatlantic's legal and financial advisors, and also considered a number of factors that the Transatlantic board of directors views as supporting its decision, including, but not limited to, the

following:

the review of strategic alternatives conducted by the Transatlantic board of directors and the board of directors' belief, following such review, that the merger would provide greater value to Transatlantic stockholders than other potential strategic alternatives available to Transatlantic;

Table of Contents

the belief of the Transatlantic board of directors and management that the merger has the potential to create a leading, diversified, specialty-focused insurance and reinsurance franchise with over 60% of the combined premiums derived from specialty insurance and reinsurance;

the fact Transatlantic's largest stockholder, Davis Advisors, expressed support for the merger between Transatlantic and Alleghany during its discussion with the Transatlantic board of directors on November 19, 2011;

the belief of the Transatlantic board of directors and management that the combined company would have a strengthened balance sheet with estimated \$7.2 billion of total capital;

the belief of the Transatlantic board of directors and management that the combined company would have meaningful excess capital and flexibility to allocate capital to the highest risk-adjusted return opportunities, including insurance, reinsurance, investments and capital management;

confirmation from the ratings agencies that Transatlantic would be able to maintain its current financial strength ratings as a subsidiary of Alleghany, especially at S&P, which the Transatlantic board of directors believes is a significant asset to Transatlantic's international business;

the belief of the Transatlantic board of directors and management that property catastrophe exposure of the combined company would remain below Transatlantic's stated tolerances, allowing for future growth;

the fact that Transatlantic stockholders would have the right to elect to receive the merger consideration either in cash or shares of Alleghany common stock, subject to proration; and

the financial terms of the merger, including the fact that, based on the closing price on the NYSE of Alleghany common stock on November 18, 2011 (the last trading day prior to the execution and announcement of the merger agreement), the merger consideration as of November 20, 2011 represented an approximate 36% premium over the closing price of Transatlantic common stock on the NYSE as of June 10, 2011 (the last trading day before public announcement of the since-terminated Agreement and Plan of Merger, dated as of June 12, 2011, by and among Allied World Assurance Company Holdings, AG (which we refer to as Allied World), GO Sub, LLC and Transatlantic).

After careful consideration, the Transatlantic board of directors unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of Transatlantic and its stockholders. For more information regarding the factors considered by the Transatlantic board of directors in reaching its decision to approve the merger agreement and the merger, see the section entitled *The Merger Transatlantic's Reasons for the Merger; Recommendation of the Transatlantic Board of Directors*. **The Transatlantic board of directors unanimously recommends that Transatlantic stockholders vote (i) FOR the adoption of the merger agreement, (ii) FOR the Transatlantic adjournment proposal and (iii) FOR the golden parachute proposal.**

Opinions of Alleghany's Financial Advisors (See page 78)

In connection with a meeting of the Alleghany board of directors held to evaluate the proposed merger, each of UBS Securities LLC (which we refer to as UBS) and Morgan Stanley & Co. LLC (which we refer to as Morgan Stanley) delivered to Alleghany's board of directors written opinions, dated November 20, 2011, to the effect that, as of that date and based on and subject to various assumptions, matters considered, qualifications and limitations described in their respective opinions, the merger consideration, to be paid by Alleghany in the merger was fair, from a financial point of view, to Alleghany.

Table of Contents

The full texts of the written opinions of UBS and Morgan Stanley, each dated November 20, 2011, which set forth, among other things, the assumptions made, procedures followed, matters considered, and limitations, qualifications and conditions to the review undertaken by each of UBS and Morgan Stanley in connection with their opinions, are attached as Annex B and Annex C, respectively, to this joint proxy statement/prospectus and are incorporated herein by reference. Holders of Alleghany common stock are encouraged to read each opinion carefully in its entirety. The opinions were directed to, and provided for the benefit of, the Alleghany board of directors (in its capacity as such), in connection with, and for the purpose of, its evaluation of the merger consideration to be paid by Alleghany in the Transaction, and do not address any other aspect of the merger. Neither opinion addresses the prices at which the Alleghany common stock will trade following consummation of the merger or at any time. Neither opinion addresses the relative merits of the merger as compared to other business strategies or transactions that might be available to Alleghany or Alleghany's underlying business decision to effect the merger. Neither opinion constitutes a recommendation to any stockholder as to how such stockholder should vote or act with respect to the merger.

Opinion of Transatlantic's Financial Advisor Goldman, Sachs & Co. (See page 94)

Goldman, Sachs & Co. (which we refer to as Goldman Sachs) delivered its opinion to the board of directors of Transatlantic that, as of November 20, 2011 and based upon and subject to the limitations and assumptions set forth therein, the merger consideration to be paid to the holders (other than Alleghany and its affiliates) of the outstanding shares of Transatlantic common stock pursuant to the merger agreement was fair from a financial point of view to such holders. The merger consideration is subject to certain procedures and limitations contained in the merger agreement, as to which procedures and limitations Goldman Sachs expressed no opinion.

The full text of the written opinion of Goldman Sachs, dated as of November 20, 2011, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this joint proxy statement/prospectus as Annex D. Goldman Sachs provided its opinion for the information and assistance of the board of directors of Transatlantic in connection with its consideration of the merger. The Goldman Sachs opinion is not a recommendation as to how any holder of shares of Transatlantic common stock should vote or make any election with respect to the merger or any other matter. Pursuant to an engagement letter between Transatlantic and Goldman Sachs, Transatlantic will pay Goldman Sachs a transaction fee of \$21,000,000, which is contingent upon consummation of the merger.

For a more complete description, see The Merger Opinion of Transatlantic's Financial Advisor Goldman, Sachs & Co. in this joint proxy statement/prospectus. See also Annex D to this joint proxy statement/prospectus.

Opinion of Transatlantic's Financial Advisor Moelis & Company LLC (See page 101)

Moelis & Company LLC (which we refer to as Moelis) delivered its opinion to the Transatlantic board of directors that, as of November 20, 2011 and based upon and subject to the conditions and limitations set forth therein, the merger consideration pursuant to the merger agreement was fair, from a financial point of view, to the holders of Transatlantic common stock.

The full text of the written opinion of Moelis, dated November 20, 2011, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with its opinion, is attached to this joint proxy statement/prospectus as Annex E. The summary of Moelis' opinion contained in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. Moelis provided its opinion for the information and assistance of

Table of Contents

the Transatlantic board of directors in connection with its consideration of the merger. Moelis' opinion does not constitute a recommendation to any holder of Transatlantic common stock as to how such stockholder should vote with respect to the merger or as to which election to make with respect to the merger consideration or any other matter. In addition, Moelis was not requested to opine as to, and its opinion does not in any manner address, Transatlantic's underlying business decision to effect the merger or the relative merits of the merger as compared to any alternative business strategies or transactions that might be available to Transatlantic. See also **The Merger Opinion of Transatlantic's Financial Advisor Moelis & Company LLC.**

Interests of Alleghany's Directors and Executive Officers in the Merger (See page 112)

Executive officers of Alleghany have interests in the merger that may be different from, or in addition to, the interests of Alleghany stockholders generally. The Alleghany board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement, including the merger and the stock issuance, and in recommending that Alleghany stockholders vote to approve the stock issuance and Alleghany adjournment. For additional information regarding the interests of Alleghany directors and executive officers in the merger, please see the section entitled **The Merger Interests of Alleghany's Directors and Executive Officers in the Merger.**

Interests of Transatlantic's Directors and Executive Officers in the Merger (See page 112)

Executive officers and members of the Transatlantic board of directors have interests in the merger that may be in addition to, or different from, the interests of Transatlantic stockholders generally.

As detailed below under **The Merger Alleghany Board of Directors and Management Following the Merger**, certain of Transatlantic's executive officers and members of the Transatlantic board of directors will continue to serve as officers or directors of the combined company or Transatlantic (as a subsidiary of Alleghany) upon completion of the merger. Specifically, upon completion of the merger, the Alleghany board of directors will be expanded to 14 members and will include three directors who currently serve on the Transatlantic board of directors. In addition, Mr. Michael C. Sapnar will be appointed as President and Chief Executive Officer of Transatlantic following the merger.

Transatlantic has various equity programs that provide for double trigger payments (*i.e.*, payments upon certain termination events in proximity to a change in control). The merger will constitute a change in control for purposes of such arrangements. Transatlantic, however, does not currently expect the employment of Transatlantic's executive officers to be terminated at or following the closing of the merger. As such, double trigger vesting under Transatlantic's equity programs are not expected to be triggered with respect to any executive officers. Further, pursuant to the merger agreement, Transatlantic and Alleghany will each use their respective reasonable best efforts to agree to terms of retention agreements for certain executives, including each of Transatlantic's executive officers other than Robert F. Orlich.

Each outstanding option to acquire Transatlantic common stock held by an executive officer of Transatlantic, whether vested or unvested, will be converted into the right to receive a cash payment equal to the value of such stock option based on an amount determined using the Black-Scholes valuation methodology based on assumptions that are agreed upon by Transatlantic and Alleghany. Each outstanding restricted stock unit held by an executive officer of Transatlantic (including each performance-based Transatlantic restricted stock unit) will be converted into a right to receive cash in an amount equal to the per share merger consideration, with the terms and conditions as were applicable under such restricted stock unit prior to the conversion (including vesting or forfeiture provisions), with the cash value of the converted Transatlantic restricted stock units deemed to be notionally invested in the common units of the surviving company. Outstanding Transatlantic restricted

Table of Contents

stock units held by an executive officer of Transatlantic that are subject to performance goals will be treated as follows: (i) the level of achievement of the applicable performance goal for any performance based Transatlantic restricted stock unit with a performance period that ends on or prior to the date that is nine months following the closing date of the merger will be determined based on actual performance through the closing date of the merger and (ii) the level of achievement of the applicable performance goal for any performance-based Transatlantic restricted stock unit with a performance period that ends more than nine months following the closing date of the merger will be deemed to be earned at target level. Each outstanding Transatlantic restricted stock unit held by a non-employee director of Transatlantic will be converted into a fully vested right to receive cash in an amount equal to the per share merger consideration and will be paid in cash at the time specified under the Transatlantic 2008 Non-Employee Directors Stock Plan, with amounts in respect of Transatlantic restricted stock units held by non-employee directors who continue service with the Alleghany board of directors following the closing date of the merger to be deemed notionally invested in common stock of Alleghany until the date of distribution to such non-employee director. For additional information regarding the interests of Transatlantic directors and executive officers in the merger, please see the section entitled "The Merger: Interests of Transatlantic's Directors and Executive Officers in the Merger."

The Transatlantic board of directors was aware of and considered these potential interests, among other matters, in evaluating and negotiating the merger agreement and in recommending that Transatlantic stockholders adopt the merger agreement.

Governance Matters Following the Merger (See page 141)

Alleghany has agreed to take all necessary action to cause, effective at the effective time of the merger, the number of directors on the Alleghany board of directors to be increased from 11 to 14 and three persons who were members of the Transatlantic board of directors immediately prior to the effective time of the merger as mutually agreed by Alleghany and Transatlantic to be elected to the Alleghany board of directors. The Alleghany board of directors has three classes of directors, with one of such classes elected each year. One of the three Transatlantic directors shall become a Class I director, another a Class II director and the third a Class III director.

In addition, Alleghany and Transatlantic have agreed to cause the board of directors of Alleghany after the merger to adopt a written consent (i) appointing Robert F. Orlich as a senior advisor to Transatlantic, (ii) appointing Michael C. Sapnar as President and Chief Executive Officer of Transatlantic and (iii) appointing Weston M. Hicks, Roger B. Gorham, Michael C. Sapnar, Robert F. Orlich and Joseph P. Brandon to the board of directors of Transatlantic Holdings, Inc. following the merger. In addition, following completion of the merger, Joseph P. Brandon, former chief executive of Berkshire Hathaway's wholly owned subsidiary General Re Corporation, will serve as President of AIHL, Executive Vice President of Alleghany, and Chairman of the board of directors of Transatlantic Holdings, Inc.

Transatlantic has also agreed, prior to the effective time of the merger, to cause all directors of Transatlantic to resign effective as of the effective time of the merger.

In the event that the merger is not completed, the foregoing director elections, officer appointments and director resignations will not take effect.

Regulatory Clearances Required for the Merger (See page 119)

Alleghany and Transatlantic have each agreed to take certain actions in order to obtain regulatory clearance required to consummate the merger. Regulatory clearance required to complete the merger includes expiration or termination of the required waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations promulgated thereunder (which we refer to as the "HSR Act"), following

Table of Contents

required notifications and review by the Antitrust Division of the U.S. Department of Justice (which we refer to as the Antitrust Division) or the Federal Trade Commission (which we refer to as the FTC). The parties filed the required notifications with the Antitrust Division and the FTC on December 8, 2011, and the FTC granted early termination of the applicable waiting period on December 16, 2011. Alleghany and Transatlantic have also filed notifications with the relevant competition authorities in Italy and Turkey.

In addition, certain insurance regulatory filings will also be required to be made in connection with the merger. State insurance laws in the United States generally require that, prior to the acquisition of an insurance company, the acquiring party must obtain approval from the insurance commissioner of the insurance company's state of domicile, and the parties have and will make the required filings in accordance with such laws. In addition, applications or notifications have been or will be filed with various insurance regulatory authorities outside of the United States in connection with the changes in control that may be deemed to occur as a result of the transactions contemplated by the merger agreement. Receipt of approval by the New York DFS is a condition to completion of the merger. It is also a condition to completion of the merger that all other consents of or filings with insurance regulators shall have been obtained or made except where the failure to obtain such consents or make such filings would not reasonably be expected to be materially adverse to Alleghany and its subsidiaries, taken as a whole, or Transatlantic and its subsidiaries, taken as a whole (after giving effect to the merger).

While Alleghany and Transatlantic expect to obtain all required regulatory clearances, we cannot assure you that these regulatory clearances will be obtained or that the granting of these regulatory clearances will not involve the imposition of additional conditions on the completion of the merger, including the requirement to divest assets, or require changes to the terms of the merger agreement. These conditions or changes could result in the conditions to the merger not being satisfied.

Effective Time and Completion of the Merger (See page 128)

Alleghany and Transatlantic hope to complete the merger as soon as reasonably practicable and expect the closing of the merger to occur in the first quarter of 2012. However, the merger is subject to various regulatory clearances and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of Alleghany and Transatlantic could result in the merger being completed at an earlier time, a later time or not at all. There may be a substantial amount of time between the dates on which the special meetings are held and the date on which the merger is completed.

Conditions to Completion of the Merger (See page 142)

The obligations of Alleghany and Transatlantic to complete the merger are subject to the satisfaction of the following conditions:

approval by the Alleghany stockholders of the stock issuance proposal;

adoption by the Transatlantic stockholders of the merger agreement;

authorization of the listing on the NYSE of the shares of Alleghany common stock to be issued in the merger, subject to official notice of issuance;

the waiting period (and any extension thereof) applicable to the merger under the HSR Act having expired or been earlier terminated;

approval by the New York DFS;

all other consents and approvals of, and filings with, governmental agencies and applicable insurance regulatory authorities having been made, having been received, or having been terminated or expired, other than those that would not reasonably be expected to be materially adverse to Alleghany and its

Table of Contents

subsidiaries, taken as a whole, or Transatlantic and its subsidiaries, taken as a whole, after giving effect to the merger;

effectiveness of the registration statement of which this joint proxy statement/prospectus forms a part and the absence of a stop order or proceedings threatened or initiated by the SEC for that purpose; and

the absence of any order, injunction, decree, statute, rule or regulation by a court or other governmental entity that makes illegal or prohibits the completion of the merger or the other transactions contemplated by the merger agreement.

In addition, each of Alleghany's and Transatlantic's obligations to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

the representations and warranties of each party, other than the representations related to the shares issued and outstanding or reserved for issuance, the necessary corporate power and authority to execute and deliver the merger agreement, and the brokers' and finders' fees, will be true and correct (without giving effect to any materiality qualifications contained in such representations and warranties) as of the date of the merger agreement and as of the closing date (other than those representations and warranties that were made only as of a specified date, which need only be true and correct as of such specified date), except where the failure of such representations and warranties to be so true and correct (without giving effect to any limitation as to materiality or to material adverse effect set forth therein), individually or in the aggregate, has not had, and would not reasonably be expected to have, a material adverse effect on such party;

the representations and warranties of each party relating to the shares issued and outstanding or reserved for issuance, the necessary corporate power and authority to execute and deliver the merger agreement, and the brokers' and finders' fees, will be true and correct in all material respects as of the date of the merger agreement and as of the closing date (except to the extent such representations or warranties were made as of an earlier date, in which case, as of such earlier date);

each party having performed or complied with, in all material respects, all its obligations under the merger agreement at or prior to the effective time of the merger;

receipt of a certificate executed by each party's chief executive officer or chief financial officer as to the satisfaction of the conditions described in the preceding three bullet points; and

each party having received from its respective counsel a written opinion to the effect that the merger will qualify as a reorganization within the meaning of the Internal Revenue Code of 1986, as amended (which we refer to as the Code). This condition is not waivable after receipt of approval of the transaction by such party's stockholders.

Transatlantic's obligation to effect the merger is also subject to the Alleghany board of directors having taken the actions described in the section entitled "The Merger Agreement Governance Matters Following the Merger." See the section entitled "The Merger Agreement Conditions to Completion of the Merger" for a further discussion of the conditions to closing of the merger.

No Solicitation of Alternative Proposals (See page 138)

The merger agreement precludes Alleghany and Transatlantic from soliciting or engaging in discussions or negotiations with a third party with respect to a proposal for a competing transaction, including the acquisition of a significant interest in Alleghany's or Transatlantic's common stock or assets. However, if Alleghany or Transatlantic receives an unsolicited proposal from a third party for a competing transaction that Alleghany's or Transatlantic's board of directors, as applicable, among other things, determines in good faith (after consultation

Table of Contents

with its outside legal advisors and financial advisors) (i) constitutes or is reasonably likely to lead to a proposal that is superior to the merger and (ii) with respect to which the failure to enter into discussions would result in a breach of its fiduciary duties under applicable law, Alleghany or Transatlantic, as applicable, may, subject to certain conditions, furnish non-public information to and enter into discussions with, and only with, that third party regarding such competing transaction.

See the section entitled "The Merger Agreement - No Solicitation of Alternative Proposals" for a further discussion of each party's covenant not to solicit alternative acquisition proposals.

Termination of the Merger Agreement (See page 143)

Generally, the merger agreement may be terminated and the merger may be abandoned at any time prior to the completion of the merger (except as specified below, including after the required Alleghany stockholder approvals or Transatlantic stockholder approvals are obtained):

by mutual written consent of Alleghany and Transatlantic;

by either the Alleghany or Transatlantic board of directors:

if any governmental entity issues a final and nonappealable order permanently enjoining or otherwise prohibiting the completion of the merger, except that no party may terminate the merger agreement if such party's breach of its obligations proximately contributed to the issuance of such order;

if the Alleghany stockholders fail to approve the stock issuance at an Alleghany special meeting;

if the Transatlantic stockholders fail to adopt the merger agreement at a Transatlantic special meeting; or

if the merger is not consummated by June 30, 2012 (which we refer to as the "end date"), subject to extension by mutual agreement of the parties, provided that no party may terminate the merger agreement if such party's breach of its obligations proximately contributed to the failure to close by the end date;

by the Alleghany board of directors upon a breach of any covenant or agreement on the part of Transatlantic, or if any representation or warranty of Transatlantic fails to be true, in either case such that the conditions to Alleghany's obligations to complete the merger would not then be satisfied and such failure is not reasonably capable of being cured or Transatlantic is not using its reasonable best efforts to cure such failure;

by the Transatlantic board of directors upon a breach of any covenant or agreement on the part of Alleghany, or if any representation or warranty of Alleghany fails to be true, in either case such that the conditions to Transatlantic's obligations to complete the merger would not then be satisfied and such failure is not reasonably capable of being cured or Alleghany is not using its reasonable best efforts to cure such failure;

by the Alleghany board of directors if, prior to obtaining the approval of the Transatlantic stockholders, the Transatlantic board of directors makes an adverse recommendation change; or

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by the Transatlantic board of directors if, prior to obtaining the approval of the Alleghany stockholders, the Alleghany board of directors makes an adverse recommendation change.

See the section entitled "The Merger Agreement Termination of the Merger Agreement" for a further discussion of the rights of each of Alleghany and Transatlantic to terminate the merger agreement.

Table of Contents

Expenses and Termination Fees; Liability for Breach (See page 144)

Generally, all fees and expenses incurred in connection with the merger agreement and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses, subject to the specific exceptions discussed in this joint proxy statement/prospectus whereby Alleghany or Transatlantic, as the case may be, may be required to pay a termination fee of \$115 million or \$35 million and/or the reimbursement of expenses up to a maximum amount of \$35 million.

See the section entitled *The Merger Agreement Expenses and Termination Fees; Liability for Breach* for a further discussion of the circumstances under which such termination fees and/or expense reimbursement will be required to be paid.

Accounting Treatment (See page 153)

Alleghany and Transatlantic each prepare its financial statements in accordance with accounting principles generally accepted in the United States of America (which we refer to as *GAAP*) and any statutory accounting principles prescribed or permitted by the domiciliary state insurance department of the applicable subsidiary (which we refer to as *SAP*). The merger will be accounted for using the acquisition method of accounting. Alleghany will be treated as the acquirer for accounting purposes.

See the section entitled *Accounting Treatment* for a further discussion of the accounting treatment of the transaction.

Appraisal Rights (See page 121)

Depending upon the elections made by holders of shares of Transatlantic common stock with respect to the form of consideration to be received in the merger, Delaware law may entitle the holders of shares of Transatlantic common stock, who comply with the procedures specified in Section 262, to have their shares appraised by the Delaware Court of Chancery. Specifically, holders, if any, of shares of Transatlantic common stock who make a stock election (as more fully explained below under *The Merger Agreement Consideration To Be Received in the Merger Stock Election*), but are forced to accept cash consideration in respect of such shares by reason of proration (and not simply cash in lieu of fractional shares) (as more fully explained below under *The Merger Agreement Consideration To Be Received in the Merger Proration*), would be entitled to have the fair value of such shares appraised by the Delaware Court of Chancery if they otherwise comply with the procedures set forth in Section 262. Under Delaware law, holders of shares of Transatlantic common stock who choose not to make an election with respect to the form of merger consideration to be received for their shares will not be entitled to appraisal rights.

As of the date of the mailing of this joint proxy statement/prospectus, we cannot definitively state whether appraisal rights will be available as a result of the merger because (i) the availability of appraisal rights depends on whether the cash consideration is undersubscribed to the extent that appraisal rights would be available, and (ii) we will not know whether the cash consideration is undersubscribed to the extent that appraisal rights would be available until the election deadline (as more fully explained below under *The Merger Agreement Consideration To Be Received in the Merger*). In the event that the cash consideration is undersubscribed to the extent that appraisal rights would be available, Transatlantic stockholders who have otherwise complied with the requirements of Section 262 will be advised of the availability of appraisal rights within ten days of the merger in the notice of the effective date of the merger required by Section 262. If the cash consideration is not undersubscribed to the extent that appraisal rights would be available, Alleghany will issue a public announcement and file a Current Report on Form 8-K with the SEC informing Transatlantic stockholders that appraisal rights will not be available in connection with the merger.

Because Transatlantic stockholders may be entitled to appraisal rights under certain circumstances, we urge you to read the summary of appraisal rights contained in this joint proxy statement/prospectus under the section

Table of Contents

entitled *The Merger Appraisal Rights* as well as Section 262, which is attached hereto as Annex G. If you wish to preserve the ability to exercise appraisal rights, you must make a written demand for appraisal of your shares as described in the section entitled *The Merger Appraisal Rights* and in DGCL Section 262.

Litigation Related to the Merger (See page 125)

On November 22, 2011, a putative stockholder class action lawsuit was filed against Transatlantic, Transatlantic's directors, Alleghany, and Shoreline Merger Sub, LLC in New York State court in connection with the merger agreement: *Clark v. Transatlantic Holdings, et al.*, Index No. 653256/2011 (Supreme Court of the State of New York, County of New York). The lawsuit asserts that the members of the Transatlantic board of directors breached a fiduciary duty in connection with the approval of the merger and that Transatlantic, Alleghany and Shoreline Merger Sub, LLC aided and abetted the alleged breaches of fiduciary duty. Transatlantic, Alleghany and their respective directors believe this lawsuit is without merit and intend to defend it vigorously. In addition, Transatlantic is party to a number of lawsuits relating to (i) the since-terminated Agreement and Plan of Merger, dated as of June 12, 2011, by and among Allied World, GO Sub, LLC and Transatlantic and (ii) the terminated exchange offer and solicitation of written consents commenced by Validus Holdings, Ltd. (which we refer to as *Validus*). For further information regarding the litigation related to the merger, see the section entitled *The Merger Litigation Related to the Merger*.

Listing of Alleghany Shares; De-listing and Deregistration of Shares of Transatlantic Common Stock (See page 121)

It is a condition to the completion of the merger that the shares of Alleghany common stock to be issued to Transatlantic stockholders pursuant to the merger be authorized for listing on the NYSE at the effective time of the merger, subject to official notice of issuance. Upon completion of the merger, shares of Transatlantic common stock currently listed on the NYSE will cease to be listed on the NYSE and will subsequently be deregistered under the Exchange Act.

See the sections entitled *The Merger Listing of Alleghany Shares* and *The Merger De-listing and Deregistration of Transatlantic Common Stock* for a further discussion of the listing of Alleghany shares and de-listing of Transatlantic common stock in connection with the merger.

The Merger Will Generally Be Tax-Free to Holders of Transatlantic Common Stock That Receive Only Alleghany Common Stock and Taxable to Holders That Receive Cash (See page 150)

Neither Alleghany nor Transatlantic will be required to complete the merger unless it receives a legal opinion to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. These opinion conditions will not be waivable by a party after such party's stockholders have approved the stock issuance proposal (in the case of Alleghany) or the proposal to adopt the merger agreement (in the case of Transatlantic), unless further approval of the stockholders of Alleghany or Transatlantic, as applicable, is obtained with appropriate disclosure. Accordingly, we expect the transaction to generally be tax-free to holders of Transatlantic common stock for United States federal income tax purposes to the extent that such holders receive only shares of Alleghany common stock pursuant to the merger. Those holders receiving solely cash for their Transatlantic common stock will generally recognize gain or loss equal to the difference between the amount of cash received and their tax basis in their shares of Transatlantic common stock. Those holders receiving both Alleghany common stock and cash for their Transatlantic common stock will generally recognize gain, but not loss, equal to the lesser of (1) the amount of cash received and (2) the excess of the amount realized in the transaction (*i.e.*, the fair market value of the Alleghany common stock at the effective time of the merger plus the amount of cash received) over their tax basis in their Transatlantic common stock. In certain circumstances, such gain or, in the case of recipients of cash only, the entire amount of cash received, could be

Table of Contents

taxable as a dividend rather than capital gain. For a further summary of the United States federal income tax consequences of the merger to holders of Transatlantic common stock, please see Material U.S. Federal Income Tax Consequences.

The U.S. federal income tax consequences described above may not apply to all holders of Transatlantic common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

The Meetings

The Alleghany Special Meeting (See page 38)

The Alleghany special meeting will be held at the Harvard Club of New York City, 35 West 44th Street, New York, New York, on February 6, 2012, at 10:00 a.m., New York City time, to consider and vote upon the following matters:

the stock issuance proposal; and

the Alleghany adjournment proposal.

Completion of the merger is conditioned on, among other things, approval of the stock issuance proposal.

The approval of the stock issuance proposal requires the affirmative vote of holders of a majority of the shares of Alleghany common stock, present in person or represented by proxy, at the Alleghany special meeting and entitled to vote on the proposal, assuming a quorum is present. Approval of the Alleghany adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Alleghany common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present.

Only holders of record of Alleghany common stock at the close of business on January 4, 2012, the Alleghany record date, are entitled to notice of, and to vote at, the Alleghany special meeting or any adjournments or postponements thereof. At the close of business on the Alleghany record date, 8,551,646 shares of Alleghany common stock were issued and outstanding, approximately 7.5% of which were held by Alleghany's directors and executive officers and their affiliates. We currently expect that Alleghany's directors and executive officers will vote their shares in favor of each of the proposals to be considered and voted upon at the Alleghany special meeting, although, except as described below, no director or executive officer has entered into any agreement obligating him or her to do so. Certain members of the Kirby family (including Jefferson W. Kirby, the Chairman of the Alleghany board of directors, in his capacity as an Alleghany stockholder) with longstanding ownership interests in Alleghany common stock have entered into voting agreements with Transatlantic. The voting agreements provide, among other things, that these Alleghany stockholders have irrevocably agreed, on the terms and subject to the conditions specified in the voting agreements, to vote all shares of Alleghany common stock owned by such stockholders in favor of the stock issuance proposal, against competing proposals and against any action or agreement that would be expected to materially impair the ability of Alleghany or Merger Sub to complete the merger. A form of voting agreement entered into by these Alleghany stockholders is included as Annex F hereto. As of November 18, 2011, the last trading day before announcement of the merger, these stockholders held an aggregate of approximately 1,594,958 shares of Alleghany common stock (representing approximately 18.65% of the outstanding shares of Alleghany common stock as of November 18, 2011 and as of the Alleghany record date).

Alleghany may postpone or adjourn its special meeting to a date that is no later than 30 days after the date on which the original special meeting was scheduled to be held (i) with the consent of Transatlantic, (ii) in order for a quorum to be present, (iii) to allow reasonable additional time for the filing and mailing of any supplemental disclosure which must be disseminated under applicable law, (iv) to allow reasonable additional time to solicit additional proxies, (v) if required by applicable law, or (vi) if Alleghany intends to make an adverse recommendation change.

Table of Contents

The Alleghany board of directors has approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger and the stock issuance, are advisable and in the best interests of Alleghany and its stockholders. The Alleghany board of directors recommends that Alleghany stockholders vote FOR the stock issuance and FOR the Alleghany adjournment proposal. See The Alleghany Special Meeting for further discussion of the Alleghany special meeting.

The Transatlantic Special Meeting (See page 45)

The Transatlantic special meeting will be held at The Down Town Association, 60 Pine Street, New York, New York, on February 6, 2012, at 10:00 a.m., New York City time, to consider and vote upon the following matters:

the proposal to adopt the merger agreement;

the Transatlantic adjournment proposal; and

the golden parachute proposal.

Completion of the merger is conditioned on, among other things, adoption of the merger agreement.

You may cast one vote for each share of Transatlantic common stock you own. However, to satisfy the requirements of the New York DFS, on June 8, 2009, Davis Advisors, entered into an agreement with Transatlantic whereby Davis Advisors agreed to vote the number of shares of Transatlantic common stock owned by Davis Advisors in excess of 9.9% of Transatlantic's outstanding shares in a manner proportionate to the vote of the owners of the shares (excluding Davis Advisors, stockholders beneficially owning more than 10% of Transatlantic's outstanding shares, and directors and officers of Transatlantic) voting on such matters. On November 21, 2011, Davis Advisors publicly stated its current intention to vote in support of the merger but reserves the right to change its mind. As of November 21, 2011, Davis Advisors was the beneficial holder of approximately 14,278,940 shares of Transatlantic common stock (representing approximately 24.9% of the outstanding shares of Transatlantic common stock as of November 21, 2011 and as of the Transatlantic record date).

Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Transatlantic common stock entitled to vote thereon. Approval of the Transatlantic adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present. Approval of the golden parachute proposal requires the affirmative vote of holders of a majority of the shares of Transatlantic common stock present in person or represented by proxy at the Transatlantic special meeting and entitled to vote thereon, assuming a quorum is present. Neither approval of the Transatlantic adjournment proposal nor the golden parachute proposal is a condition to completion of the merger.

Only holders of record of Transatlantic common stock at the close of business on January 4, 2012, the Transatlantic record date, are entitled to notice of, and to vote at, the Transatlantic special meeting or any adjournments or postponements thereof. At the close of business on the Transatlantic record date, 57,388,084 shares of Transatlantic common stock were issued and outstanding, approximately 0.4% of which were held by Transatlantic's directors and executive officers and their affiliates. We currently expect that Transatlantic's directors and executive officers will vote their shares in favor of each of the proposals to be considered and voted upon at the Transatlantic special meeting, although no director or executive officer has entered into any agreement obligating him or her to do so.

Transatlantic may postpone or adjourn its special meeting to a date that is no later than 30 days after the date on which the original special meeting was scheduled to be held (i) with the consent of Alleghany, (ii) in order for a quorum to be present, (iii) to allow reasonable additional time for the filing and mailing of any supplemental

Table of Contents

disclosure which must be disseminated under applicable law, (iv) to allow reasonable additional time to solicit additional proxies, (v) if required by applicable law, or (vi) if Transatlantic intends to make an adverse recommendation change.

The Transatlantic board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of Transatlantic and its stockholders. The Transatlantic board of directors unanimously recommends that Transatlantic stockholders vote FOR the adoption of the merger agreement, FOR the Transatlantic adjournment proposal and FOR the golden parachute proposal. See The Transatlantic Special Meeting for further discussion of the Transatlantic special meeting.

Comparison of Stockholders Rights (See page 168)

Transatlantic stockholders, whose rights are currently governed by the Transatlantic restated certificate of incorporation (which we refer to as the Transatlantic charter) and the Transatlantic amended and restated by-laws (which we refer to as the Transatlantic bylaws) will, to the extent such holders receive Alleghany common stock in the merger, upon completion of the merger, become stockholders of Alleghany and their rights will be governed by the restated certificate of incorporation of Alleghany (which we refer to as the Alleghany charter) and the amended and restated by-laws of Alleghany (which we refer to as the Alleghany bylaws). These differences are described in detail under Comparison of Stockholders Rights.

Dividends (See page 121)

Under the terms of the merger agreement, each of Alleghany and Transatlantic is prohibited from paying dividends on its common stock and from repurchasing shares of its common stock during the pendency of the merger. However, Transatlantic is permitted to pay to its common stockholders of record on November 16, 2011 the \$0.22 per share dividend previously declared, which dividend was paid on December 2, 2011.

Table of Contents**Comparative Per Share Market Price Information**

The following table presents the closing prices of Alleghany common stock and Transatlantic common stock on the NYSE on November 18, 2011, the last trading day before announcement of the merger, and January 4, 2012, the most recent practicable date prior to the date of this joint proxy statement/prospectus. The table also presents the closing sales prices calculated by averaging the closing sales prices for shares of Alleghany common stock on each of the trading days during the period of five trading days ending on such dates. The table also presents the approximately equivalent value of the per share merger consideration of Transatlantic common stock on those dates, calculated by multiplying the average five-day closing price of Alleghany common stock ending on those dates by 0.145 and adding \$14.22, representing the approximate value that Transatlantic stockholders will be entitled to receive, in exchange for each share of Transatlantic common stock they hold at the effective time of the merger, assuming no proration.

	Alleghany Common Stock (Close)	Alleghany Common Stock (Five-Day Average Close)	Transatlantic Common Stock (Close)	Equivalent Per Share Value
November 18, 2011	\$ 314.26	\$ 312.37	\$ 54.43	\$ 59.51
January 4, 2012	\$ 285.00	\$ 285.38	\$ 54.82	\$ 55.60

The market prices of shares of Alleghany and Transatlantic common stock fluctuate, and the value of the merger consideration will fluctuate with the market price of the Alleghany common stock and will be determined based on the average five-day Alleghany closing price. As a result, we urge you to obtain current market quotations of Alleghany and Transatlantic common stock.

Table of Contents**Summary Consolidated Historical Financial Data of Alleghany**

The following table sets forth selected historical consolidated financial data of Alleghany. This data is derived from Alleghany's Consolidated Financial Statements as of and for the five years ended December 31, 2010, 2009, 2008, 2007 and 2006, respectively, and the unaudited quarterly financial statements as of and for the nine months ended September 30, 2011 and 2010, which in the opinion of management include all adjustments necessary for a fair statement of the results for the unaudited interim periods. This selected financial data should be read in conjunction with Alleghany's Consolidated Financial Statements and related notes included elsewhere in Alleghany's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, and Alleghany's quarterly report on Form 10-Q for the quarter ended September 30, 2011, each of which is incorporated by reference in this joint proxy statement/prospectus. See [Where You Can Find More Information](#).

	Nine Months Ended September 30,			Year Ended December 31,			
	2011	2010	2010	2009	2008	2007	2006
(\$ in thousands, except shares, per share amounts and ratios)							
Summary Statement of Earnings Data:							
Net premiums earned	\$ 555,067	\$ 574,141	\$ 768,134	\$ 845,015	\$ 948,652	\$ 974,321	\$ 877,750
Net investment income	82,174	93,547	125,012	101,949	130,184	146,082	127,935
Net realized capital gains	63,888	87,023	97,374	320,389	151,713	100,425	32,880
Other than temporary impairment losses	(2,756)	(9,233)	(12,356)	(85,916)	(243,881)	(7,659)	(4,668)
Other income	1,454	6,946	7,188	2,955	2,432	15,427	26,435
Loss and loss adjustment expenses	315,418	286,070	377,937	442,104	570,019	449,052	410,335
Commissions, brokerage and other underwriting expenses	198,899	195,331	259,335	273,722	286,573	257,198	215,533
Other operating expenses	21,514	26,861	37,157	45,615	34,861	55,604	47,361
Corporate administration	14,030	20,111	28,854	26,938	35,895	32,987	41,667
Interest expense	13,049	1,131	4,698	633	700	1,476	5,626
Income tax expense	31,337	61,848	78,869	124,381	20,485	144,737	98,863
Earnings from continuing operations	\$ 105,580	\$ 161,072	\$ 198,502	\$ 270,999	\$ 40,567	\$ 287,542	\$ 240,947
Per Share Data(1):							
Earnings per share from continuing operations:							
Basic	\$ 11.89	\$ 17.67	\$ 21.85	\$ 29.25	\$ 2.65	\$ 30.65	\$ 26.34
Diluted	11.76	17.64	21.85	28.51	2.65	29.07	25.66
Weighted average number of common shares outstanding:							
Basic	8,881,601	9,115,498	9,081,535	9,055,920	8,822,449	8,818,589	8,807,864
Diluted	8,884,693	9,126,984	9,081,535	9,518,478	8,822,449	9,902,423	9,408,961
Cash dividends declared per share	\$	\$	\$	\$	\$	\$	\$

	Nine Months Ended September 30,			Year Ended December 31,			
	2011	2010	2010	2009	2008	2007	2006
Selected Ratios:							
Loss ratio(2)	56.8%	49.8%	49.2%	52.3%	60.1%	46.1%	46.7%
Expense ratio(3)	35.8%	34.0%	33.8%	32.4%	30.2%	26.4%	24.6%
Combined ratio(4)	92.6%	83.8%	83.0%	84.7%	90.3%	72.5%	71.3%

	As of September 30,			As of December 31,			
	2011	2010	2010	2009	2008	2007	2006
(\$ in thousands)							
Summary Balance Sheet Data:							
Cash	\$ 90,479	\$ 103,459	\$ 76,741	\$ 32,526	\$ 18,125	\$ 57,646	\$ 41,458
Total investments	4,713,395	4,749,203	4,805,202	4,414,689	4,276,141	4,251,298	3,658,042
Reinsurance recoverables	858,502	919,056	873,295	976,172	1,056,438	1,018,673	1,159,407

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Total assets	6,412,324	6,494,789	6,431,699	6,192,770	6,181,828	6,942,112	6,178,740
Loss and loss adjustment expenses	2,328,167	2,388,826	2,328,742	2,520,979	2,578,590	2,379,701	2,228,947
Unearned premiums	577,643	568,508	523,927	573,906	614,067	699,409	793,640
Senior notes	299,007	298,896	298,923				
Total stockholders equity	\$ 2,847,655	\$ 2,813,579	\$ 2,908,868	\$ 2,717,521	\$ 2,646,689	\$ 2,784,327	\$ 2,445,964

- (1) All share and per share data have been adjusted to reflect subsequent stock dividends.
- (2) Loss and loss adjustment expenses divided by net premiums earned, all as determined in accordance with GAAP.
- (3) Commissions, brokerage and other underwriting expenses divided by net premiums earned, all as determined in accordance with GAAP.
- (4) The sum of the loss ratio and expense ratio, all as determined in accordance with GAAP, representing the percentage of each premium dollar an insurance company has to spend on loss and loss adjustment expenses, and commissions, brokerage and other underwriting expenses.

Table of Contents**Summary Consolidated Historical Financial Data of Transatlantic**

The following table sets forth selected historical consolidated financial data of Transatlantic. This data is derived from Transatlantic's Consolidated Financial Statements as of and for the five years ended December 31, 2010, 2009, 2008, 2007 and 2006, respectively, and the unaudited quarterly financial statements as of and for the nine months ended September 30, 2011 and 2010, which in the opinion of management include all adjustments necessary for a fair statement of the results for the unaudited interim periods. This selected financial data should be read in conjunction with Transatlantic's Consolidated Financial Statements and related notes included elsewhere in Transatlantic's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and Transatlantic's quarterly report on Form 10-Q for the quarter ended September 30, 2011, each of which is incorporated by reference in this joint proxy statement/prospectus. See [Where You Can Find More Information](#).

	Nine Months Ended September 30,		Years Ended December 31, (in thousands, except per share amounts and ratios)				
	2011	2010	2010	2009	2008	2007	2006
Net premiums written	\$ 2,996,144	\$ 2,980,918	\$ 3,881,693	\$ 3,986,101	\$ 4,108,092	\$ 3,952,899	\$ 3,633,440
Net premiums earned	\$ 2,857,515	\$ 2,924,638	\$ 3,858,620	\$ 4,039,082	\$ 4,067,389	\$ 3,902,669	\$ 3,604,094
Net losses and loss adjustment expenses incurred	(2,460,499)	(2,070,923)	(2,681,774)	(2,679,171)	(2,907,227)	(2,638,033)	(2,462,666)
Net commissions	(715,397)	(709,879)	(932,820)	(927,918)	(980,626)	(980,121)	(903,666)
Increase (decrease) in deferred policy acquisition costs	41,443	10,364	2,898	(12,406)	6,956	16,901	13,471
Other underwriting expenses	(122,878)	(133,015)	(177,624)	(158,181)	(131,555)	(115,760)	(102,339)
Underwriting (loss) profit(1)	(399,816)	21,185	69,300	261,406	54,937	185,656	148,894
Net investment income	344,296	352,224	473,547	467,402	440,451	469,772	434,540
Realized net capital gains (losses)(2)	67,871	16,955	30,101	(70,641)	(435,541)	9,389	10,862
(Loss) gain on early extinguishment of debt	(1,179)	(115)	(115)	9,869	10,250		
Interest on senior notes	(50,386)	(51,192)	(68,272)	(43,454)	(43,359)	(43,421)	(43,405)
Other expenses, net	(83,396)	(25,348)	(31,773)	(28,549)	(23,515)	(25,644)	(10,983)
(Loss) income before income taxes	(122,610)	313,709	472,788	596,033	3,223	595,752	539,908
Income (taxes) benefits	80,874	(53,268)	(70,587)	(118,371)	99,031	(108,611)	(111,756)
Net (loss) income	\$ (41,736)	\$ 260,441	\$ 402,201	\$ 477,662	\$ 102,254	\$ 487,141	\$ 428,152

Per Common Share:

Net (loss) income:

Basic	\$ (0.67)	\$ 4.04	\$ 6.28	\$ 7.20	\$ 1.54	\$ 7.37	\$ 6.49
Diluted	(0.67)	3.99	6.19	7.15	1.53	7.31	6.46
Cash dividends declared	0.65	0.62	0.83	0.79	0.73	0.62	0.53

Share Data:Weighted average
common shares
outstanding:

Basic	62,447	64,520	64,092	66,381	66,270	66,124	65,955
Diluted	62,447	65,284	64,930	66,802	66,722	66,654	66,266

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Ratios:(3)							
Loss ratio	86.1%	70.8%	69.5%	66.3%	71.5%	67.6%	68.3%
Commission ratio	23.6	23.9	24.1	23.3	23.9	24.7	24.7
Other underwriting expense ratio	4.3	4.6	4.6	3.9	3.2	2.9	2.9
Underwriting expense ratio	27.9	28.5	28.7	27.2	27.1	27.6	27.6
Combined ratio	114.0%	99.3%	98.2%	93.5%	98.6%	95.2%	95.9%

Table of Contents

	As of September 30,		As of December 31,				
	2011	2010	2010	2009	2008	2007	2006
	(\$ in thousands, except per share amounts)						
Total investments	\$ 13,517,462	\$ 13,128,869	\$ 12,972,739	\$ 12,315,395	\$ 10,229,557	\$ 12,500,540	\$ 11,130,832
Cash and cash equivalents	384,574	223,818	284,491	195,723	288,920	255,432	205,264
Total assets	16,594,820	15,884,026	15,705,354	14,943,659	13,376,938	15,484,327	14,268,464
Unpaid losses and loss adjustment expenses	9,729,925	8,959,011	9,020,610	8,609,105	8,124,482	7,926,261	7,467,949
Unearned premiums	1,396,541	1,247,223	1,212,535	1,187,526	1,220,133	1,226,647	1,144,022
Senior notes	1,005,890	1,030,409	1,030,511	1,033,087	722,243	746,930	746,633
Total stockholders equity	4,294,893	4,360,854	4,284,459	4,034,380	3,198,220	3,349,042	2,958,270
Book value per common share(4)	\$ 69.67	\$ 68.96	\$ 68.83	\$ 60.77	\$ 48.19	\$ 50.56	\$ 44.80

- (1) Includes pre-tax net catastrophe (costs) of (\$683) million in the first nine months of 2011, (\$180) million in the first nine months of 2010, (\$202) million in the full year 2010, \$6 million in the full year 2009, (\$170) million in the full year 2008, (\$55) million in the full year 2007 and (\$29) million in the full year 2006.
- (2) Includes other-than-temporary impairment write-downs charged to earnings of (\$3) million in the first nine months of 2011, (\$7) million in the first nine months of 2010, (\$8) million in the full year 2010, (\$83) million in the full year 2009, (\$318) million in the full year 2008, (\$27) million in the full year 2007 and (\$1) million in the full year 2006.
- (3) The loss ratio represents the absolute value of net losses and loss adjustment expenses incurred expressed as a percentage of net premiums earned. The underwriting expense ratio represents the sum of the commission ratio and the other underwriting expense ratio. The commission ratio represents the absolute value of the sum of net commission and the (decrease) increase in deferred policy acquisition costs expressed as a percentage of net premiums earned. The other underwriting expense ratio represents the absolute value of other underwriting expenses expressed as a percentage of net premiums earned. The combined ratio represents the sum of the loss ratio and the underwriting expense ratio.
- (4) Book value per common share is stockholders equity divided by common shares outstanding.

Table of Contents

Summary Unaudited Pro Forma Condensed Consolidated

Financial Information of Alleghany and Transatlantic

The following tables present unaudited pro forma condensed consolidated financial information about Alleghany's consolidated balance sheet and statements of earnings, after giving effect to the merger with Transatlantic. The information under Pro Forma Condensed Consolidated Statements of Earnings in the table below gives effect to the merger as if it had been consummated on January 1, 2010, the beginning of the earliest period presented. The information under Pro Forma Condensed Consolidated Balance Sheet in the table below assumes the merger had been consummated on September 30, 2011. This unaudited pro forma condensed consolidated financial information was prepared using the acquisition method of accounting, with Alleghany considered the acquirer of Transatlantic for accounting purposes. See Accounting Treatment.

In addition, the unaudited pro forma condensed consolidated financial information includes adjustments which are preliminary and may be revised. There can be no assurance that such revisions will not result in material changes. The unaudited pro forma condensed consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of results that actually would have occurred or that may occur in the future had the merger been completed on the dates indicated, nor is it necessarily indicative of the future operating results or financial position of Alleghany after the merger.

The information presented below should be read in conjunction with the historical consolidated financial statements of Alleghany and Transatlantic including the related notes, filed by each of them with the SEC, and with the pro forma condensed consolidated financial information of Alleghany and Transatlantic, including the related notes, appearing elsewhere in this document. See Where You Can Find More Information and Unaudited Pro Forma Condensed Consolidated Financial Information.

Table of Contents**Pro Forma Condensed Consolidated Balance Sheet**

As of September 30, 2011

(dollars in thousands)

(Unaudited)

	Pro Forma (as of September 30, 2011)
Assets	
Available for sale securities at fair value:	
Equity securities	\$ 1,240,905
Debt securities	15,406,640
Short-term investments	264,679
	16,912,224
Other invested assets	452,625
Total investments	17,364,849
Cash	153,309
Premium balances receivable	881,454
Reinsurance recoverables	1,655,781
Ceded unearned premium reserves	256,738
Deferred acquisition costs	72,351
Property and equipment at cost, net of amortization	24,922
Goodwill	48,095
Intangible assets, net of amortization	462,883
Current taxes receivable	158,628
Deferred tax assets	491,230
Other assets	260,393
Total assets	\$ 21,830,633
Liabilities and Common Stockholders Equity	
Losses and loss adjustment expenses	\$ 12,002,338
Unearned premiums	1,966,430
Reinsurance payable	106,803
Senior Notes	1,401,785
Other liabilities	494,982
Total liabilities	15,972,338
Common stock	17,439
Contributed capital	3,285,094
Accumulated other comprehensive income	71,757
Treasury stock, at cost	(123,404)
Retained earnings	2,607,409
Total stockholders equity	5,858,295
	\$ 21,830,633

Table of Contents**Pro Forma Condensed Consolidated Statements of Earnings****For the Nine Months Ended September 30, 2011 and Year Ended December 31, 2010**

	Nine Months Ended September 30, 2011	Year Ended December 31, 2010 (Unaudited)
	(in thousands, except shares outstanding and per share data)	
Revenues:		
Net premiums earned	\$ 3,412,582	\$ 4,626,754
Net investment income	411,984	574,514
Net realized capital gains	134,899	135,447
Other than temporary impairment	(5,896)	(20,328)
Loss on extinguishment of debt	(1,179)	(115)
Other income	1,454	7,188
Total revenues	3,953,844	5,323,460
Costs and Expenses:		
Loss and loss adjustment expenses	2,775,917	3,059,711
Commissions, brokerage & other underwriting expenses	995,731	1,366,881
Salaries, administrative & other operating expenses	102,213	113,360
Corporate administration	14,030	28,854
Interest expense	53,651	60,622
Total costs and expenses	3,941,542	4,629,428
Earnings before income taxes	12,302	694,032
Income taxes (benefits)	(48,066)	133,418
Net earnings	\$ 60,368	\$ 560,614
Net earnings per common share: *		
Basic	\$ 3.51	\$ 32.22
Diluted	3.51	32.18
Weighted average common shares outstanding: *		
Basic	17,202,000	17,402,060
Diluted	17,212,000	17,419,400

* Amounts reflect subsequent stock dividends (applicable to Alleghany)

Table of Contents**Unaudited Comparative Per Share Data**

Presented below are Alleghany's and Transatlantic's historical per share data as of or for the nine months ended September 30, 2011 and the year ended December 31, 2010 and unaudited pro forma per share data as of or for the nine months ended September 30, 2011 and the year ended December 31, 2010. This information should be read together with the consolidated financial statements and related notes of Alleghany and Transatlantic that are incorporated by reference in this document and with the unaudited pro forma financial data included under Unaudited Pro Forma Condensed Consolidated Financial Information. The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the periods presented, nor is it necessarily indicative of the future operating results or financial position of Alleghany after the merger.

The historical book value per share is computed by dividing total stockholders' equity by the number of shares of common stock outstanding at the end of the period. The pro forma income (loss) per share of Alleghany after the merger is computed by dividing the pro forma income (loss) by the pro forma weighted average number of shares outstanding. The pro forma book value per share of Alleghany after the merger is computed by dividing total pro forma stockholders' equity (deficit) by the pro forma number of shares of common stock outstanding at the end of the period.

The information listed as equivalent pro forma per share for Transatlantic was obtained by multiplying the pro forma per share amounts listed by Alleghany by 0.1948, which is the fraction of a share of Alleghany common stock that Transatlantic stockholders who only receive stock in the merger would receive for each share of Transatlantic common stock, assuming no proration and assuming the average of the closing prices of Alleghany common stock on the NYSE for the five trading days immediately preceding the date on which the merger is consummated was \$285.38, which was the average closing price of Alleghany common stock for the five days ending on January 4, 2012, the most recent practicable date before filing of this joint proxy statement/prospectus. The actual fraction of a share of Alleghany common stock that Transatlantic stockholders who receive stock in the merger will receive may differ depending on the average of the closing stock prices for Alleghany common stock during the five trading days immediately preceding the effective time of the merger.

	Alleghany				Transatlantic			
	Historical		Pro Forma	Pro Forma	Historical		Pro	Pro Forma
	Nine	Year Ended	Nine	Year	Nine	Year Ended	Forma	Forma
	Months	December 31,	Months	Ended	Months	December 31,	Equivalent	Equivalent
Ended	2010	Ended	2010	Ended	2010	Nine	Year	
September 30,	2011	September 30,	2011	September 30,	2011	Months	Ended	
2011	2010	2011	2010	2011	2010	Ended	2010	
Basic earnings per share	\$ 11.89	\$ 21.85	\$ 3.51	\$ 32.22	(\$ 0.67)	\$ 6.28	\$ 0.68	\$ 6.28
Diluted earnings per share	\$ 11.76	\$ 21.85	\$ 3.51	\$ 32.18	(\$ 0.67)	\$ 6.19	\$ 0.68	\$ 6.27
Cash dividends declared per common share	\$	\$	(1)	(1)	\$ 0.65	\$ 0.83	(1)	(1)
Book value per common share at period end	\$ 327.34	\$ 325.31	\$ 344.20	(2)	\$ 69.67	\$ 68.83	\$ 67.05	(2)

- (1) For the purpose of this pro forma, no dividends are assumed to be paid. The holders of Alleghany common stock will receive cash dividends if and when declared by the Alleghany board of directors out of legally available funds.
- (2) Not Applicable.

Table of Contents**RISK FACTORS**

*In addition to the other information included and incorporated by reference in this joint proxy statement/prospectus, including the matters addressed in the section entitled **Special Note Regarding Forward-Looking Statements**, you should carefully consider the following risks before deciding whether to vote for the adoption of the merger agreement, the Transatlantic adjournment proposal and the golden parachute proposal, in the case of Transatlantic stockholders, or for the stock issuance proposal and the Alleghany adjournment proposal, in the case of Alleghany stockholders. In addition, you should read and consider the risks associated with each of the businesses of Alleghany and Transatlantic because these risks will also affect Alleghany after the merger. These risks can be found in the Annual Reports on Form 10-K for the fiscal year ended December 31, 2010, and any amendments thereto, for each of Alleghany and Transatlantic, as such risks may be updated or supplemented in each company's subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, which are incorporated by reference into this joint proxy statement/prospectus. You should also read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference in this joint proxy statement/prospectus. See the section entitled **Where You Can Find More Information**.*

Risk Factors Relating to the Merger

Because the market price of Alleghany common stock will fluctuate, Transatlantic stockholders cannot be sure of the value of the merger consideration they will receive.

Upon completion of the merger, each share of Transatlantic common stock will be converted into the right to receive merger consideration consisting of shares of Alleghany common stock or cash pursuant to the terms of the merger agreement. The value of the merger consideration to be received by Transatlantic stockholders will be based on the average five-day Alleghany closing price. This average price may vary from the closing price of Alleghany common stock on the date we announced the merger, on the date that this document was mailed to Alleghany stockholders and Transatlantic stockholders and on the date of the special meetings of the Alleghany and Transatlantic stockholders. Any change in the market price of Alleghany common stock prior to completion of the merger will affect the value of the merger consideration that Transatlantic stockholders will receive upon completion of the merger. Accordingly, at the time of the Transatlantic special meeting and prior to the election deadline, Transatlantic stockholders will not necessarily know or be able to calculate the amount of the cash consideration they would receive or the exchange ratio used to determine the number of any shares of Alleghany common stock they would receive upon completion of the merger. Neither company is permitted to terminate the merger agreement or resolicit the vote of either company's stockholders solely because of changes in the market prices of either company's stock. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in our respective businesses, operations and prospects, and regulatory considerations. Many of these factors are beyond our control. **You should obtain current market quotations for shares of Alleghany common stock and for shares of Transatlantic common stock.**

Transatlantic stockholders may receive a form of consideration different from what they elect.

The aggregate amount of cash to be paid to Transatlantic stockholders is fixed at \$816,007,519. As a result, if the cash elections are oversubscribed or undersubscribed, then certain adjustments will be made to the merger consideration to be paid to Transatlantic stockholders to proportionately reduce the cash or stock amounts received by such holders, in the manner described below in the section entitled **The Merger Agreement Consideration to be Received in the Merger**. To the extent that the number of outstanding shares of Transatlantic common stock increases between the date of the merger agreement and the effective time of the merger, due to the vesting of stock-settled awards or as otherwise permitted by the merger agreement, the aggregate number of shares of Alleghany common stock to be issued as consideration in the merger will be increased accordingly, but the aggregate amount of cash to be paid as consideration will not change. Thus, you might receive a portion of your consideration in the form you did not elect and that may have different tax

Table of Contents

consequences from the form of consideration you elected. In addition, if the aggregate consideration to be paid to any holder of Transatlantic common stock would result in such holder receiving a fractional share of Alleghany common stock, cash shall be paid in lieu of such fractional share.

If you are a Transatlantic stockholder and you tender your shares of Transatlantic common stock to make an election, you will not be able to sell those shares, unless you revoke your election prior to the election deadline.

If you are a registered Transatlantic stockholder and want to make a valid cash or stock election, you will have to deliver your stock certificates (or follow the procedures for guaranteed delivery) and a properly completed and signed form of election to the exchange agent. Since the actual election deadline is not currently known, Alleghany and Transatlantic will issue a press release announcing the date of the election deadline at least five business days before that deadline. For further details on the determination of the election deadline, see [The Merger Agreement](#) [Conversion of Shares](#); [Exchange of Certificates](#); [Elections as to Form of Consideration](#) [Election Form](#). The election deadline may be significantly in advance of the closing of the merger. You will not be able to sell any shares of Transatlantic common stock that you have delivered as part of your election unless you revoke your election before the deadline by providing written notice to the exchange agent. If you do not revoke your election, you will not be able to liquidate your investment in Transatlantic common stock for any reason until you receive cash and/or common stock in the merger. In the time between the election deadline and the closing of the merger, the trading price of Transatlantic or Alleghany common stock may decrease, and you might otherwise want to sell your shares of Transatlantic common stock to gain access to cash, make other investments, or reduce the potential for a decrease in the value of your investment. The date that you will receive your merger consideration depends on the completion date of the merger, which is uncertain. The completion date of the merger might be later than expected due to unforeseen events, such as delays in obtaining regulatory approvals.

The merger is subject to a number of conditions, including certain governmental and regulatory conditions that may not be satisfied, or may not be completed on a timely basis, or at all. Failure to complete the transactions could have material and adverse effects on Alleghany and Transatlantic.

Completion of the merger is conditioned upon, among other matters, the receipt of certain governmental authorizations, consents, orders or other approvals, including the approval of the New York DFS and such other consents and approvals, the failure of which to be received or made would reasonably be expected to be materially adverse to Alleghany and its subsidiaries, taken as a whole, or Transatlantic and its subsidiaries, taken as a whole (after giving effect to the merger). In deciding whether to grant antitrust, insurance or other regulatory clearances, the relevant governmental entities will consider the effect of the merger within their relevant jurisdictions. The governmental agencies from which Alleghany and Transatlantic will seek the approvals have broad discretion in administering the governing regulations. The terms and conditions of the approvals that are granted may impose requirements, limitations or costs or place restrictions on the conduct of Alleghany's business after the merger. There can be no assurance that regulators will not impose conditions, terms, obligations or restrictions and that such conditions, terms, obligations or restrictions will not have the effect of delaying completion of the merger or imposing additional material costs on, or materially limiting the revenues of, Alleghany following the merger. In addition, neither Alleghany nor Transatlantic can provide assurances that any such conditions, terms, obligations or restrictions will not result in the delay or abandonment of the merger. For a more detailed description of the regulatory review process, see the section entitled [The Merger](#) [Regulatory Clearances Required for the Merger](#).

If the merger is not completed on a timely basis, or at all, Alleghany's and Transatlantic's respective ongoing businesses may be adversely affected. Additionally, in the event the merger is not completed, Alleghany and Transatlantic will be subject to a number of risks without realizing any of the benefits of having completed the merger, including (i) the payment of certain fees and costs relating to the merger, such as legal, accounting,

Table of Contents

financial advisor and printing fees, (ii) the potential decline in the market price of Alleghany's and Transatlantic's shares of common stock, (iii) the risk that the parties may not find a party willing to enter into a merger agreement on terms equivalent to or more attractive than the terms set forth in the merger agreement and (iv) the loss of time and resources.

Uncertainties associated with the merger may cause a loss of management personnel and other key employees which could adversely affect the future business, operations and financial results of Alleghany following the merger.

Whether or not the merger is completed, the announcement and pendency of the merger could disrupt the businesses of Alleghany and Transatlantic. Alleghany and Transatlantic are dependent on the experience and industry knowledge of their senior management and other key employees to execute their business plans. Alleghany's success after the merger will depend in part upon the ability of Alleghany and Transatlantic to retain key management personnel and other key employees. Current and prospective employees of Alleghany and Transatlantic may experience uncertainty about their roles within Alleghany following the merger, which may have an adverse effect on the ability of each of Alleghany and Transatlantic to attract or retain key management and other key personnel. Accordingly, no assurance can be given that Alleghany will be able to attract or retain key management personnel and other key employees of Alleghany and Transatlantic to the same extent that such companies have previously been able to attract or retain employees. In addition, Alleghany following the merger might not be able to locate suitable replacements for any such key employees who leave Alleghany or offer employment to potential replacements on reasonable terms.

Several lawsuits have been filed against Transatlantic and/or Alleghany challenging the merger, and an adverse ruling may prevent the merger from being completed.

Alleghany and/or Transatlantic, as well as the members of the Transatlantic board of directors, have been named as defendants in several lawsuits brought by purported stockholders of Transatlantic challenging the Transatlantic board of directors' actions in connection with the merger agreement and seeking, among other things, injunctive relief to enjoin the defendants from completing the merger on the agreed-upon terms. See *The Merger Litigation Related to the Merger* for more information about the lawsuits that have been filed related to the merger. Transatlantic, as well as the members of the Transatlantic board of directors, have also been named as defendants in several lawsuits brought by Validus and purported stockholders of Transatlantic challenging the Transatlantic board of directors' actions in connection with the since-terminated Agreement and Plan of Merger, dated as of June 12, 2011, by and among Allied World, GO Sub, LLC and Transatlantic.

One of the conditions to the closing of the merger is that no order, injunction, decree or other legal restraint or prohibition shall be in effect that prevents completion of the merger. Consequently, if a settlement or other resolution is not reached in the lawsuits referenced above and the plaintiffs secure injunctive or other relief prohibiting, delaying or otherwise adversely affecting Alleghany and Transatlantic's ability to complete the merger, then such injunctive or other relief may prevent the merger from becoming effective within the expected timeframe or at all.

The merger agreement contains provisions that could discourage a potential competing acquiror of either Alleghany or Transatlantic.

The merger agreement contains no shop provisions that, subject to limited exceptions, restrict each of Alleghany's and Transatlantic's ability to solicit, initiate, or knowingly encourage and facilitate competing third-party proposals for the acquisition of its company's shares or assets. Further, even if the Alleghany board of directors or the Transatlantic board of directors, respectively, withdraws or qualifies its recommendation with respect to the merger, Alleghany or Transatlantic, as the case may be, will still be required to submit each of their merger-related proposals to a vote at their stockholder meeting. In addition, the other party generally has an opportunity to offer to modify the terms of the merger in response to any competing acquisition proposals before the board of directors of the company that has received a third-party proposal may withdraw or qualify its

Table of Contents

recommendation with respect to the merger. In some circumstances, upon termination of the merger agreement, one of the parties will be required to pay a termination fee of \$115 million or \$35 million to the other party, and/or an expense reimbursement up to a maximum of \$35 million. See The Merger Agreement No Solicitation of Alternative Proposals, The Merger Agreement Termination of the Merger Agreement and The Merger Agreement Expenses and Termination Fees; Liability for Breach.

These provisions could discourage a potential third-party acquiror that might have an interest in acquiring all or a significant portion of Alleghany or Transatlantic from considering or proposing that acquisition, at a higher per share cash or market value than the market value proposed to be received or realized in the merger or might result in a potential third-party acquiror proposing to pay a lower price to the stockholders than it might otherwise have proposed to pay because of the added expense of the termination fee and/or expense reimbursement that may become payable in certain circumstances.

The fairness opinions delivered by UBS, Morgan Stanley, Goldman Sachs and Moelis will not reflect changes in circumstances between signing the merger agreement and the completion of the merger.

Neither the Alleghany board of directors nor the Transatlantic board of directors has obtained an updated fairness opinion as of the date of this joint proxy statement/prospectus from UBS or Morgan Stanley, Alleghany's financial advisors, or Goldman Sachs or Moelis, Transatlantic's financial advisors.

Changes in the operations and prospects of Alleghany or Transatlantic, general market and economic conditions and other factors that may be beyond their control, and on which the fairness opinions were based, may alter the value of Alleghany or Transatlantic or the prices of shares of Alleghany common stock or Transatlantic common stock by the time the merger is completed. The opinions do not speak as of the time the merger will be completed or as of any date other than the dates of such opinions. Because neither company anticipates asking its financial advisor to update its opinion, these opinions only address the fairness of the merger consideration, from a financial point of view, at the time the merger agreement was executed. The opinions are included as Annexes B, C, D and E to this joint proxy statement/prospectus. For a description of the opinions and a summary of the material financial analyses performed in connection with rendering such opinions, please refer to The Merger Opinions of Alleghany's Financial Advisors Opinion of UBS Securities LLC, The Merger Opinions of Alleghany's Financial Advisors Opinion of Morgan Stanley & Co., The Merger Opinion of Transatlantic's Financial Advisor Goldman, Sachs & Co., and The Merger Opinion of Transatlantic's Financial Advisor Moelis & Company LLC.

Transatlantic's counterparties may acquire certain rights upon the merger, which could negatively affect Alleghany following the merger.

Transatlantic is party to numerous contracts, agreements, licenses, permits, authorizations and other arrangements that contain provisions giving counterparties certain rights (including, in some cases, termination rights) in the event of a change in control of Transatlantic or its subsidiaries. The definition of change in control varies from contract to contract, ranging from a narrow to a broad definition, and in some cases, the change in control provisions may be implicated by the merger. If a change in control occurs, a ceding company may be permitted to cancel contracts on a cut-off or run-off basis, and Transatlantic may be required to provide collateral to secure premium and reserve balances or may be required to cancel and commute a contract, subject to an agreement between the parties that may be settled in arbitration. If a contract is cancelled on a cut-off basis, Transatlantic may be required to return unearned premiums, net of commissions. In addition, contracts may provide a ceding company with multiple options, such as collateralization or commutation, that would be triggered by a change in control. Collateral requirements may take the form of trust agreements or be funded by securities held or letters of credit. Upon commutation, the amount to be paid to settle the liability for gross loss reserves would typically consider a discount to the financial statement loss reserve value, reflecting the time value of money resident in the ultimate settlement of such loss reserves. In certain instances, contracts contain dual triggers, such as a change in control and a ratings downgrade, both of which must be satisfied for the contractual right to be exercisable.

Table of Contents

Whether a ceding company would have cancellation rights in connection with the merger depends upon the language of its agreement with Transatlantic. Whether a ceding company exercises any cancellation rights it has would depend on, among other factors, such ceding company's views with respect to the financial strength and business reputation of Alleghany following the merger, the extent to which such ceding company currently has reinsurance coverage with Alleghany's affiliates, the prevailing market conditions, the pricing and availability of replacement reinsurance coverage and Alleghany's ratings following the merger. Transatlantic cannot presently predict the effects, if any, if the merger is deemed to constitute a change in control under certain of its contracts and other arrangements, including the extent to which cancellation rights would be exercised, if at all, or the effect on Alleghany's financial condition, results of operations, or cash flows following the merger, but such effect could be material.

Risk Factors Relating to Alleghany Following the Merger

Although Alleghany and Transatlantic expect to realize certain benefits as a result of the merger, there is the possibility that Alleghany following the merger may be unable to integrate successfully the businesses of Alleghany and Transatlantic in order to realize the anticipated benefits of the merger or do so within the intended timeframe.

The merger involves Transatlantic being operated as a wholly owned subsidiary of Alleghany. Alleghany will be required to devote significant management attention and resources to integrating the business practices and operations of Transatlantic with Alleghany. Due to legal restrictions, Alleghany and Transatlantic have been able to conduct limited planning regarding the integration of Transatlantic into Alleghany after completion of the merger and have not yet determined the exact nature of how the businesses and operations of Transatlantic will be run following the merger. Potential difficulties Alleghany may encounter as part of the integration process include the following:

the consequences of a change in tax treatment, including the costs of integration and compliance and the possibility that the full benefits anticipated to result from the merger will not be realized;

any delay in the integration of management teams, strategies, operations, products and services;

diversion of the attention of each company's management as a result of the merger;

differences in business backgrounds, corporate cultures and management philosophies that may delay successful integration;

the ability to retain key employees;

the ability to create and enforce uniform standards, controls, procedures, policies and information systems;

complexities associated with managing Transatlantic as a subsidiary of Alleghany, including the challenge of integrating complex systems, technology, networks and other assets of Transatlantic into those of Alleghany in a seamless manner that minimizes any adverse impact on customers, suppliers, brokers, employees and other constituencies;

potential unknown liabilities and unforeseen increased expenses or delays associated with the merger, including one-time cash costs to integrate Transatlantic beyond current estimates; and

the disruption of, or the loss of momentum in, each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies,

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any of which could adversely affect each company's ability to maintain relationships with customers, suppliers, brokers, employees and other constituencies or Alleghany's and Transatlantic's ability to achieve the anticipated benefits of the merger or could reduce each company's earnings or otherwise adversely affect the business and financial results of Alleghany after the merger.

Table of Contents

Current Alleghany stockholders and Transatlantic stockholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.

Current Alleghany stockholders have the right to vote in the election of the Alleghany board of directors and on other matters affecting Alleghany. Current Transatlantic stockholders have the right to vote in the election of the Transatlantic board of directors and on other matters affecting Transatlantic. Immediately after the merger is completed, it is expected that, on a fully diluted basis, current Alleghany stockholders will own approximately 51%, and current Transatlantic stockholders will own approximately 49%, of the outstanding shares of Alleghany common stock. As a result of the merger, current Alleghany stockholders and current Transatlantic stockholders will have less influence on the management and policies of Alleghany post-merger than they now have on the management and policies of Alleghany and Transatlantic, respectively.

The results of Alleghany after the merger may suffer if Alleghany does not effectively manage its expanded operations following the merger.

Following the merger, the size of the business of Alleghany will increase significantly beyond the current size of either Alleghany's or Transatlantic's existing business. Alleghany's future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of new global operations and associated increased costs and complexity. There can be no assurances that Alleghany will be successful after completion of the merger or that it will realize the expected benefits currently anticipated from the merger.

The financial analyses and forecasts considered by Alleghany and Transatlantic and their respective financial advisors may not be realized, which may adversely affect the market price of Alleghany common stock following the merger.

In performing their financial analyses and rendering their opinions regarding the fairness, from a financial point of view, of the merger consideration set forth in the merger agreement, each of the respective financial advisors to Alleghany and Transatlantic independently reviewed and relied on, among other things, internal standalone and pro forma financial analyses and forecasts as separately provided to each respective financial advisor by Alleghany or Transatlantic. See the sections entitled "The Merger - Certain Alleghany Prospective Financial Information" and "The Merger - Certain Transatlantic Prospective Financial Information." The financial advisors assumed, at the direction of the board of directors of Transatlantic (in the case of Goldman Sachs and Moelis) and of Alleghany (in the case of UBS and Morgan Stanley), that such financial information was reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Transatlantic and Alleghany as to the future performance of their respective companies and that such future financial results will be achieved at the times and in the amounts projected by management of Transatlantic and Alleghany. These analyses and forecasts were prepared by, or as directed by, the managements of Alleghany and Transatlantic and were also considered by the Alleghany board of directors and the Transatlantic board of directors. None of these analyses or forecasts was prepared with a view towards public disclosure or compliance with the published guidelines of the SEC, GAAP, SAP, international financial reporting standards (which we refer to as "IFRS") or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial forecasts. These projections are inherently based on various estimates and assumptions that are subject to the judgment of those preparing them. These projections are also subject to significant economic, competitive, industry and other uncertainties and contingencies, all of which are difficult or impossible to predict and many of which are beyond the control of Alleghany and Transatlantic. Accordingly, there can be no assurance that Alleghany's or Transatlantic's financial condition or results of operations will be consistent with those set forth in such analyses and forecasts. Significantly worse financial results could have a material adverse effect on the market price of Alleghany common stock following the merger.

Table of Contents

Alleghany is expected to incur substantial expenses related to the merger.

Alleghany is expected to incur substantial expenses in connection with the merger. While Alleghany and Transatlantic have assumed that a certain level of expenses would be incurred, there are many factors beyond the control of either Alleghany or Transatlantic that could affect the total amount or the timing of the expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately.

There can be no assurance that the merger will not result in a ratings downgrade of Alleghany's or Transatlantic's insurance or reinsurance operating companies, which may result in an adverse effect on the business, financial condition and operating results of Alleghany following the merger.

Ratings with respect to claims paying ability and financial strength are important factors in establishing the competitive position of insurance and reinsurance companies and will also impact the cost and availability of capital to an insurance and reinsurance holding company. The combined operations of Alleghany and Transatlantic will compete with other insurance and reinsurance companies, financial intermediaries and financial institutions on the basis of a number of factors, including the ratings assigned by internationally recognized rating organizations. Ratings will represent an important consideration in maintaining customer confidence in Alleghany following the merger and in its ability to market insurance and reinsurance products. Rating organizations regularly analyze the financial performance and condition of insurers. Any ratings downgrade, or the potential for a ratings downgrade, of Alleghany or Transatlantic following the merger or any of their insurance or reinsurance subsidiaries could adversely affect their ability to market and distribute products and services, which could have an adverse effect on Alleghany's or Transatlantic's, as applicable, business, financial condition and operating results. There is a risk that Alleghany and/or Transatlantic is subject to being downgraded, and there can be no assurance that the ratings of Alleghany's insurance and reinsurance operating companies will not be downgraded, following the merger.

Ratings are not in any way a measure of protection afforded to investors and should not be relied upon in making an investment or voting decision. Although no assurances can be given, we currently expect that the current ratings of Alleghany, Transatlantic and Alleghany's insurance and reinsurance operating companies, as the case may be, will be maintained.

Some of the executive officers and directors of Alleghany and Transatlantic have interests in seeing the merger completed that are different from, or in addition to, those of the other Alleghany and Transatlantic stockholders. Therefore, some of the executive officers and directors of Alleghany may have a conflict of interest in recommending the proposals being voted on at the Alleghany special meeting and some of the executive officers and directors of Transatlantic may have a conflict of interest in recommending the proposals being voted on at the Transatlantic special meeting.

Certain of the executive officers of Alleghany and Transatlantic may have arrangements that provide them with interests in the merger that are different from, or in addition to, those of stockholders of Alleghany and Transatlantic generally. These interests include, among others, continued service as an executive officer of Alleghany following the merger, and payments and equity grants, in connection with the merger. These interests may influence the executive officers of Alleghany to support or approve the proposals to be presented at the Alleghany special meeting and/or the executive officers of Transatlantic to support or approve the proposals to be presented at the Transatlantic special meeting.

In addition, certain directors of Transatlantic may have interests in the merger that are different from, or in addition to, those of stockholders of Transatlantic generally, including the accelerated vesting of certain equity awards and service as a director of Alleghany following the merger. These interests may influence the directors of Transatlantic to support or approve the proposals to be presented at the Transatlantic special meeting.

See "The Merger - Interests of Alleghany's Directors and Executive Officers in the Merger" and "The Merger - Interests of Transatlantic's Directors and Executive Officers in the Merger" for a more detailed description of these interests.

Table of Contents

The shares of Alleghany common stock to be received by Transatlantic stockholders as a result of the merger will have different rights from the shares of Transatlantic common stock.

Upon completion of the merger, Transatlantic stockholders will become stockholders of Alleghany, and their rights as stockholders will be governed by the Alleghany charter and the Alleghany bylaws. The rights associated with Transatlantic common stock are different from the rights associated with shares of Alleghany common stock. See [Comparison of Stockholders' Rights](#).

The occurrence of severe catastrophic events may cause Alleghany's financial results after completion of the merger to be volatile and may affect the financial results of Alleghany after completion of the merger differently than such an event would have affected the financial results of either Alleghany or Transatlantic on a standalone basis.

Because Alleghany expects that it will, after completion of the merger, among other things, underwrite property catastrophe insurance and reinsurance and have large aggregate exposures to natural and man-made disasters, management expects that Alleghany's loss experience generally will include infrequent events of great severity. Consequently, the occurrence of losses from catastrophic events is likely to cause substantial volatility in Alleghany's financial results after completion of the merger. In addition, because catastrophes are an inherent risk of Alleghany's business after completion of the merger, a major event or series of events can be expected to occur from time to time and to have a material adverse effect on Alleghany's financial condition and results of operations, possibly to the extent of eliminating Alleghany's stockholders equity. Upon completion of the transactions, Alleghany's exposure to natural and man-made disasters will be different from the exposure of either Alleghany or Transatlantic prior to the completion of the transaction. Accordingly, the transactions may exacerbate the exposure described above.

Other Risk Factors of Alleghany and Transatlantic

Alleghany's and Transatlantic's businesses are and will be subject to the risks described above. In addition, Alleghany and Transatlantic are, and will continue to be, subject to the risks described in Alleghany's and Transatlantic's Annual Reports on Form 10-K for the fiscal year ended December 31, 2010, as updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information](#) for the location of information incorporated by reference in this joint proxy statement/prospectus.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 that are not limited to historical facts, but reflect Alleghany's and Transatlantic's current beliefs, expectations or intentions regarding future events. These statements include forward-looking statements both with respect to Alleghany and Transatlantic and the insurance and reinsurance industry. Statements that are not historical facts, including statements that use terms such as anticipates, believes, expects, intends, plans, projects, and will and that relate to our plans and objectives for future operations, are forward-looking statements. In light of the risks and uncertainties inherent in all forward-looking statements, the inclusion of such statements in this joint proxy statement/prospectus should not be considered as a representation by us or any other person that our objectives or plans will be achieved. These forward-looking statements include, without limitation, Alleghany's and Transatlantic's expectations with respect to the benefits, costs and other anticipated financial impacts of the proposed transaction; future financial and operating results of Alleghany following the merger; Alleghany's plans, objectives, expectations and intentions with respect to future operations and services following the merger; approval of the proposed transaction by stockholders and by governmental regulatory authorities; the satisfaction of the closing conditions to the proposed transaction; and the timing of the completion of the proposed transaction.

All forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements, many of which are generally outside the control of Alleghany and Transatlantic and are difficult to predict. These risks and uncertainties also include those set forth under Risk Factors, as well as, among others, risks and uncertainties relating to: (1) any event, change or other circumstance that could give rise to the termination of the merger agreement; (2) the inability to obtain Transatlantic's or Alleghany's stockholder approval or the failure to satisfy other conditions to completion of the merger, including receipt of regulatory approvals; (3) risks that the proposed transaction disrupts each company's current plans and operations; (4) the ability to retain key personnel; (5) the ability to recognize the benefits of the merger; (6) the amount of the costs, fees, expenses and charges related to the merger; (7) pricing and policy term trends; (8) increased competition; (9) the impact of acts of terrorism and acts of war; (10) greater frequency or severity of unpredictable catastrophic events; (11) negative rating agency actions; (12) the adequacy of each party's loss reserves; (13) changes in regulations or tax laws; (14) changes in the availability, cost or quality of reinsurance or retrocessional coverage; (15) adverse general economic conditions; and (16) judicial, legislative, political and other governmental developments, as well as management's response to these factors, and other factors identified in each company's filings with the SEC. Alleghany and Transatlantic caution that the foregoing list of factors is not exclusive.

Additional information concerning these and other risk factors is contained in Alleghany's and Transatlantic's most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other SEC filings. All subsequent written and oral forward-looking statements concerning Alleghany, Transatlantic, the proposed transaction or other matters attributable to Alleghany or Transatlantic or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. You are cautioned not to place undue reliance on these forward-looking statements, which speak only to the date they are made. Alleghany and Transatlantic are under no obligation (and expressly disclaim any such obligation) to update or revise any forward-looking statement that may be made from time to time, whether as a result of new information, future developments or otherwise.

Table of Contents

THE COMPANIES

Alleghany Corporation

Alleghany is a Delaware corporation engaged in the property and casualty and surety insurance business through its wholly owned subsidiary AIHL. AIHL's insurance business is conducted through its wholly owned subsidiaries RSUI, CATA, and PCC. AIHL Re, a captive reinsurance subsidiary of AIHL, has in the past provided reinsurance to Alleghany operating units and affiliates. Alleghany's equity investments, including those held by AIHL's insurance operating units, are managed primarily by Alleghany Capital Partners LLC, an indirect, wholly owned subsidiary of Alleghany. Alleghany also owns and manages properties in the Sacramento, California region through its subsidiary Alleghany Properties. In addition, Alleghany owns approximately 33 percent of the outstanding shares of common stock of Homesite, a national, full-service, mono-line provider of homeowners insurance, and approximately 38 percent of ORX, a regional oil and gas exploration and production company. Alleghany also makes strategic investments in operating companies and conducts other activities.

Shares of Alleghany common stock are traded on the NYSE under the symbol **Y**. Following the merger, shares of Alleghany common stock will continue to be traded on the NYSE under the symbol **Y**.

The principal executive offices of Alleghany are located at 7 Times Square Tower, New York, NY 10036 and its telephone number is (212) 752-1356. Additional information about Alleghany and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information](#).

Transatlantic Holdings, Inc.

Transatlantic is a holding company incorporated in the State of Delaware. Transatlantic, through its wholly owned subsidiaries, TRC, TRZ, acquired by TRC in 1996, and Putnam (contributed by Transatlantic to TRC in 1995), offers reinsurance capacity for a full range of property and casualty products, directly and through brokers, to insurance and reinsurance companies, in both the domestic and international markets on both a treaty and facultative basis. One or both of TRC and Putnam is licensed, accredited, authorized or can serve as a reinsurer in 50 states and the District of Columbia in the United States and in Puerto Rico and Guam. Through its international locations, Transatlantic has operations worldwide, including Bermuda, Canada, seven locations in Europe, three locations in Central and South America, two locations in Asia (excluding Japan), and one location in each of Japan, Australia and Africa. TRC is licensed in Bermuda, Canada, Japan, the United Kingdom, the Dominican Republic, the Hong Kong Special Administrative Region, the People's Republic of China and Australia. Transatlantic was originally formed in 1986 under the name PREINCO Holdings, Inc. As a holding company for Putnam, Transatlantic's name was changed to Transatlantic Holdings, Inc. on April 18, 1990 following the acquisition on April 17, 1990 of all of the common stock of TRC in exchange for shares of common stock of Transatlantic.

Transatlantic's common stock is traded on the NYSE under the symbol **TRH**. Upon completion of the merger, shares of Transatlantic common stock currently listed on the NYSE will cease to be listed on the NYSE and will subsequently be deregistered under the Exchange Act.

The principal executive offices of Transatlantic are located at 80 Pine Street, New York, NY 10005 and its telephone number is (212) 365-2200. Additional information about Transatlantic and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information](#).

Table of Contents

Shoreline Merger Sub, Inc.

Shoreline Merger Sub, Inc., or Merger Sub, is a wholly owned subsidiary of Alleghany and a Delaware corporation. Merger Sub was originally formed on November 10, 2011 as a Delaware limited liability company called Shoreline Merger Sub, LLC for the sole purpose of effecting the merger. At the request of Transatlantic, Alleghany has converted Shoreline Merger Sub, LLC into a Delaware corporation which has been assigned the rights and assumed the obligations of Merger Sub under the merger agreement, and as such all references to Merger Sub in the merger agreement and in this joint proxy statement/prospectus shall be deemed to refer to such corporation. In the merger, Transatlantic will be merged with and into Merger Sub, with Merger Sub surviving as a wholly owned subsidiary of Alleghany. Upon completion of the merger, Alleghany intends to operate Transatlantic as an independent standalone subsidiary of Alleghany, which will be renamed Transatlantic Holdings, Inc.

The principal executive offices of Merger Sub are located at 7 Times Square Tower, New York, NY 10036 and its telephone number is (212) 752-1356.

Table of Contents

THE ALLEGHANY SPECIAL MEETING

This joint proxy statement/prospectus is being provided to the stockholders of Alleghany as part of a solicitation of proxies by the Alleghany board of directors for use at the Alleghany special meeting to be held at the time and place specified below, and at any properly convened meeting following an adjournment or postponement thereof. This joint proxy statement/prospectus and the documents incorporated herein by reference provide stockholders of Alleghany with the information they need to know to be able to vote or instruct their vote to be cast at the Alleghany special meeting.

Date, Time and Place

The Alleghany special meeting will be held at the Harvard Club of New York City, 35 West 44th Street, New York, New York, on February 6, 2012, at 10:00 a.m.

Purpose of the Alleghany Special Meeting

At the Alleghany special meeting, Alleghany stockholders will be asked to consider and vote on:

the stock issuance proposal; and

the Alleghany adjournment proposal.

Completion of the merger is conditioned on, among other things, approval of the stock issuance proposal.

Recommendation of the Board of Directors of Alleghany

The Alleghany board of directors has approved the merger agreement and has determined that the merger agreement and the transactions contemplated thereby, including the merger and the stock issuance, are advisable and in the best interests of Alleghany and its stockholders.

The Alleghany board of directors recommends that the Alleghany stockholders vote FOR the stock issuance proposal and FOR the Alleghany adjournment proposal.

Alleghany Record Date; Stockholders Entitled to Vote

Only holders of record of Alleghany common stock at the close of business on January 4, 2012, the Alleghany record date, are entitled to notice of, and to vote at, the Alleghany special meeting or any adjournments or postponements thereof. At the close of business on the Alleghany record date, 8,551,646 shares of Alleghany common stock were issued and outstanding, approximately 7.5% of which were held by Alleghany's directors and executive officers and their affiliates. A list of stockholders of Alleghany will be available for review for any purpose germane to the Alleghany special meeting at Alleghany's headquarters, at 7 Times Square Tower, New York, NY 10036 during regular business hours for a period of 10 days before the Alleghany special meeting. The list will also be available at the Alleghany special meeting during the whole time thereof for examination by any stockholder of record present at the Alleghany special meeting.

Voting by Alleghany's Directors and Executive Officers

At the close of business on the Alleghany record date, directors and executive officers of Alleghany and their affiliates were entitled to vote 643,386 shares of Alleghany common stock, or approximately 7.5% of the shares of Alleghany common stock outstanding on that date. We currently expect that Alleghany's directors and executive officers will vote their shares in favor of each of the proposals to be considered and voted upon at the Alleghany special meeting, although, except as described below, no director or executive officer has entered into any agreement obligating him or her to do so. Certain members of the Kirby family (including Jefferson W. Kirby, the Chairman of the Alleghany board of directors, in his capacity as an Alleghany stockholder) with longstanding ownership interests in Alleghany common stock have entered into voting agreements with Transatlantic. The voting

Table of Contents

agreements provide, among other things, that these Alleghany stockholders have irrevocably agreed, on the terms and subject to the conditions specified in the voting agreements, to vote all shares of Alleghany common stock owned by such stockholders in favor of the stock issuance, against competing proposals and against any action or agreement that would be expected to materially impair the ability of Alleghany or Merger Sub to complete the merger. A form of voting agreement entered into by these Alleghany stockholders is included as Annex F hereto. As of November 18, 2011, the last trading day before announcement of the merger, these stockholders held an aggregate of approximately 1,594,958 shares of Alleghany common stock (representing approximately 18.65% of the outstanding shares of Alleghany common stock as of November 18, 2011 and as of the Alleghany record date).

Quorum

In order to transact business at the Alleghany special meeting, a quorum is required. Stockholders who hold a majority of the Alleghany common stock outstanding on the record date and who are entitled to vote must be present in person or represented by proxy to constitute a quorum at the Alleghany special meeting. The Alleghany stockholders, by a majority vote at the meeting by the holders of Alleghany common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present, may adjourn the meeting to another time or place without further notice unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting.

Failures to vote will not be included in the calculation of the number of shares of Alleghany common stock represented at the Alleghany special meeting for purposes of determining whether a quorum has been achieved. Abstentions will be included in the calculation of the number of shares of Alleghany common stock represented at the Alleghany special meeting for purposes of determining whether a quorum has been achieved. Under NYSE rules, if brokers do not have discretion to vote on any of the proposals at a stockholders' meeting, broker non-votes will not count toward the calculation of a quorum. As each of the proposals to be voted on at the special meeting are considered non-routine under NYSE rules, brokers do not have discretion to vote on such proposals and, as such, broker non-votes will not be included in the calculation of the number of shares represented at the Alleghany special meeting for purposes of determining whether a quorum has been achieved.

Required Vote

The approval of the stock issuance requires the affirmative vote of holders of a majority of the shares of Alleghany common stock, present in person or represented by proxy, at the Alleghany special meeting and entitled to vote on the proposal, assuming a quorum is present. Approval of the Alleghany adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Alleghany common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present. Approval of the Alleghany adjournment proposal is not a condition to completion of the merger.

If you are an Alleghany stockholder and you fail to vote, it will have no effect on the stock issuance proposal, assuming a quorum is present, or Alleghany adjournment proposal. If you abstain from voting, your shares will be counted as represented at the meeting, and it will have the same effect as a vote AGAINST the stock issuance proposal and AGAINST the Alleghany adjournment proposal.

If you are an Alleghany stockholder and you do not instruct your broker, bank or nominee on how to vote your shares, your broker may not vote your shares at the Alleghany special meeting. This will have no effect on the stock issuance proposal, assuming a quorum is present, or on the Alleghany adjournment proposal.

Failures to Vote, Broker Non-Votes and Abstentions

Under the rules of the NYSE, banks, brokerage firms or other nominees holding shares of record may vote those shares in their discretion on certain routine proposals when they do not receive timely voting instructions

Table of Contents

from the beneficial holders. A broker non-vote occurs under these NYSE rules when a bank, brokerage firm or other nominee holding shares of record is not permitted to vote on a non-routine matter without instructions from the beneficial owner of the shares and no instruction is given.

In accordance with these NYSE rules, banks, brokers and other nominees who hold shares of Alleghany common stock in street name for their customers, but do not have discretionary authority to vote the shares, may not exercise their voting discretion with respect to the approval of the stock issuance proposal or the Alleghany adjournment proposal. Accordingly, if banks, brokers or other nominees do not receive specific voting instructions from the beneficial owner of such shares, they may not vote such shares with respect to the stock issuance proposal or the Alleghany adjournment proposal. For shares of Alleghany common stock held in street name, only shares of Transatlantic common stock affirmatively voted FOR the stock issuance proposal and the Alleghany adjournment proposal will be counted as affirmative votes therefor.

Abstentions will have the same effect as a vote AGAINST the stock issuance and AGAINST the Alleghany adjournment proposal. Failures to vote and broker non-votes, if any, will have no effect on the approval of the stock issuance proposal, assuming a quorum is present, or on the Alleghany adjournment proposal.

Voting at the Alleghany Special Meeting

Whether or not you plan to attend the Alleghany special meeting, please submit a proxy for your shares. If you are a registered or record holder, you may vote in person at the Alleghany special meeting or by proxy. If your shares are held in street name, which means your shares are held of record in an account with a bank, brokerage firm or other nominee, you must follow the instructions from your bank, brokerage firm or other nominee in order to vote.

Voting in Person

If you plan to attend the Alleghany special meeting and wish to vote in person, you will be given a ballot at the Alleghany special meeting. Please note, however, that if your shares are held in street name, and you wish to vote at the Alleghany special meeting, you must bring to the Alleghany special meeting a proxy executed in your favor from the record holder (your bank, brokerage firm or other nominee) of the shares authorizing you to vote at the Alleghany special meeting.

In addition, if you are a registered or record Alleghany stockholder, please be prepared to provide proper identification, such as a driver's license, in order to be admitted to the Alleghany special meeting. If you hold your shares in street name, you will need to provide proof of ownership, such as a recent account statement or letter from your bank, brokerage firm or other nominee, along with proper identification.

Voting by Proxy

If you are a holder of record, a proxy card is enclosed for your use. Alleghany requests that you submit a proxy by:

logging onto www.envisionreports.com/YAL and following the instructions on your proxy card to submit a proxy via the internet anytime up to 12:00 a.m., New York City time, on February 6, 2012 and following the instructions provided on that site;

dialing 1-800-652-VOTE (8683) and listening for further directions to submit a proxy by telephone anytime up to 12:00 a.m., New York City time, on February 6, 2012 and following the instructions provided in the recorded message; or

signing and returning the accompanying proxy card in the enclosed postage-paid envelope. Alleghany stockholders of record may submit their proxies through the mail by completing their proxy card, and signing, dating and returning it in the enclosed, pre-addressed, postage-paid envelope. To be valid, a returned proxy card must be signed and dated.

Table of Contents

You should submit your proxy in advance of the Alleghany special meeting even if you plan to attend the Alleghany special meeting. You can always change your vote at the Alleghany special meeting.

If you hold your shares of Alleghany common stock in a stock brokerage account or if your shares are held by a bank or other nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your bank, brokerage firm or other nominee. Please note that you may not vote shares of Alleghany common stock held in street name by returning a proxy card directly to Alleghany or by voting in person at the Alleghany special meeting unless you have a legal proxy, which you must obtain from your bank, brokerage firm or other nominee. Further, brokers who hold shares of Alleghany common stock on behalf of their customers may not give a proxy to Alleghany to vote those shares without specific instructions from their customers.

If you are an Alleghany stockholder and you do not instruct your bank, brokerage firm or other nominee on how to vote your shares your bank, brokerage firm broker or other nominee, as applicable, may not vote your shares on any of the proposals to be considered and voted upon at the Alleghany special meeting as all such matters are deemed non-routine matters pursuant to applicable NYSE rules.

If a proxy is returned without an indication as to how the shares of Alleghany common stock represented are to be voted with regard to a particular proposal, the shares of Alleghany common stock represented by the proxy will be voted in accordance with the recommendation of the Alleghany board of directors and, therefore, FOR the stock issuance proposal and FOR the Alleghany adjournment proposal. As of the date hereof, management has no knowledge of any business that will be presented for consideration at the Alleghany special meeting and which would be required to be set forth in this joint proxy statement/prospectus or the related proxy card other than the matters set forth in Alleghany's notice of special meeting. If any other matter is properly presented at the Alleghany special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

Your vote is important. Accordingly, please sign, date and return the enclosed proxy card whether or not you plan to attend the Alleghany special meeting in person.

How Proxies Are Counted

All shares of Alleghany common stock represented by properly executed proxies received in time for the Alleghany special meeting will be voted at the meeting in the manner specified by the stockholders giving those proxies. Properly executed proxies that do not contain voting instructions will be voted FOR the stock issuance proposal and FOR the Alleghany adjournment proposal.

Only shares of Alleghany common stock affirmatively voted for the applicable proposal, and properly executed proxies that do not contain voting instructions, will be counted as favorable votes for approval of the stock issuance and the Alleghany adjournment proposal. Abstentions will have the same effect as a vote AGAINST the stock issuance proposal and AGAINST the Alleghany adjournment proposal. Failures to vote and broker non-votes, if any, will have no effect on the approval of the stock issuance proposal, assuming a quorum is present, or the Alleghany adjournment proposal.

Revocation of Proxies

If you are the record holder of shares of Alleghany common stock, you can change or revoke your proxy at any time before your proxy is voted at the Alleghany special meeting. You can do this by:

timely delivering a new, valid proxy bearing a later date by submitting instructions via the internet, by telephone or by mail as described on the proxy card;

timely delivering a signed written notice of revocation to the Secretary of Alleghany; or

Table of Contents

attending the Alleghany special meeting and voting in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person. Simply attending the Alleghany special meeting without voting will not change or revoke any proxy that you have previously given.

A registered Alleghany stockholder may revoke a proxy by any of these methods, regardless of the method used to deliver the Alleghany stockholder's previous proxy. If you choose either of the first two methods, you must submit your notice of revocation or your new proxy to the secretary of Alleghany no later than the beginning of the Alleghany special meeting. If you have submitted a proxy for your shares by telephone or via the internet, you may revoke your prior telephone or internet proxy by any manner described above.

Written notices of revocation and other communications with respect to the revocation of proxies should be addressed as follows:

Alleghany Corporation

7 Times Square Tower

New York, NY 10036

Attention: Secretary

If your shares are held in street name by your broker, bank or nominee, you should contact your broker, bank or nominee to change your vote.

Solicitation of Proxies

Alleghany is soliciting proxies for the Alleghany special meeting. In accordance with the merger agreement, Alleghany and Transatlantic will share equally all fees and expenses in relation to the printing, filing and distribution of this joint proxy statement/prospectus. Alleghany will pay all of its other costs of soliciting proxies. In addition to solicitation by use of mails, proxies may be solicited by Alleghany directors, officers and employees in person or by telephone or other means of communication. These individuals will not be additionally compensated, but may be reimbursed for out-of-pocket expenses associated with this solicitation.

Alleghany has engaged D.F. King & Co., Inc. to assist in the solicitation of proxies for the Alleghany special meeting. Alleghany estimates that it will pay D.F. King & Co., Inc. a fee of approximately \$16,000. Alleghany will also reimburse D.F. King & Co., Inc. for reasonable out-of-pocket expenses and will indemnify D.F. King & Co., Inc. and its affiliates against certain claims, liabilities, losses, damages and expenses. Alleghany will make arrangements with brokerage houses, custodians, nominees and fiduciaries to forward proxy solicitation materials to beneficial owners of shares held of record by them. Alleghany will also reimburse these brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding the proxy materials.

Adjournments or Postponements

Any adjournment of the Alleghany special meeting may be made from time to time by the Alleghany stockholders, by the affirmative vote of the holders of a majority of the shares of Alleghany common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present, without further notice other than by an announcement made at the Alleghany special meeting. If a quorum is not present at the Alleghany special meeting, or if a quorum is present at the Alleghany special meeting but there are not sufficient votes at the time of the Alleghany special meeting to approve the stock issuance, then Alleghany stockholders may be asked to vote to adjourn the Alleghany special meeting so as to permit the further solicitation of proxies.

Alleghany may postpone or adjourn the Alleghany special meeting to a date that is no later than 30 days after the date on which the original Alleghany special meeting was scheduled to be held (i) with the consent of Transatlantic, (ii) in order for a quorum to be present, (iii) to allow reasonable additional time for the filing and mailing of any supplemental disclosure which must be disseminated under applicable law, (iv) to allow reasonable additional time to solicit additional proxies, (v) if required by applicable law, or (vi) if Alleghany intends to make an adverse recommendation change.

Table of Contents

ALLEGHANY PROPOSALS

Alleghany Proposal 1: Approval of the Stock Issuance

The Alleghany board of directors proposes the Alleghany stockholders approve the issuance of the shares of Alleghany common stock to Transatlantic stockholders in connection with the merger and as contemplated by the merger agreement as required by NYSE rules, also referred to herein as the stock issuance proposal. The merger agreement provides that as a condition to the closing of the merger that the shares of Alleghany common stock to be issued to Transatlantic stockholders are authorized for listing on the NYSE, subject to official notice of issuance. NYSE listing policies require prior stockholder approval of issuances of common stock which would constitute more than 20% of the outstanding shares of common stock on a post-transaction basis. Former Transatlantic stockholders are expected to hold approximately 49% of the outstanding shares of Alleghany common stock, on a fully diluted basis, after giving effect to the merger. In addition, in the event that the Alleghany stockholders approve the stock issuance proposal, but Transatlantic stockholders do not approve the proposal to adopt the merger agreement, the stock issuance will not occur and the merger will not be consummated.

Required Vote

The approval of the stock issuance proposal requires the affirmative vote of the holders of a majority of shares entitled to vote on the proposal and present in person or represented by proxy at the Alleghany special meeting, assuming a quorum is present. For purposes of this vote, an abstention will have the same effect as a vote **AGAINST** the proposal, and a failure to vote or broker non-vote will have no effect on the proposal.

The Alleghany board of directors recommends a vote **FOR approval of the stock issuance proposal.**

Table of Contents

Alleghany Proposal 2: Adjournment of the Alleghany Special Meeting

Alleghany stockholders are being asked to adjourn the Alleghany special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the stock issuance if there are insufficient votes at the time of such adjournment to approve such proposal.

If, at the Alleghany special meeting, there are an insufficient number of shares of Alleghany common stock present in person or represented by proxy and voting in favor of the stock issuance proposal, Alleghany may move to adjourn the Alleghany special meeting in order to enable the Alleghany board of directors to solicit additional proxies for approval of such proposal.

Alleghany is asking its stockholders to authorize the holder of any proxy solicited by the Alleghany board of directors to vote in favor of granting discretionary authority to the proxy holders, and each of them individually, to adjourn the Alleghany special meeting to another time and place for the purpose of soliciting additional proxies. If the Alleghany stockholders approve this proposal, Alleghany could adjourn the Alleghany special meeting and any adjourned session of the Alleghany special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from Alleghany stockholders who have previously voted. If the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting.

Required Vote

The approval of the Alleghany adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Alleghany common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present. For the purposes of this vote, an abstention will have the same effect as a vote **AGAINST** the proposal, and a failure to vote or broker non-vote will have no effect on the proposal.

The Alleghany board of directors recommends that Alleghany stockholders vote **FOR the Alleghany adjournment proposal.**

Table of Contents

THE TRANSATLANTIC SPECIAL MEETING

This joint proxy statement/prospectus is being provided to the stockholders of Transatlantic as part of a solicitation of proxies by the Transatlantic board of directors for use at the Transatlantic special meeting to be held at the time and place specified below, and at any properly convened meeting following an adjournment or postponement thereof. This joint proxy statement/prospectus and the documents incorporated herein by reference provide stockholders of Transatlantic with the information they need to know to be able to vote or instruct their vote to be cast at the Transatlantic special meeting.

Date, Time and Place

The Transatlantic special meeting will be held at The Down Town Association, 60 Pine Street, New York, New York, on February 6, 2012, at 10:00 a.m.

Purpose of the Transatlantic Special Meeting

At the Transatlantic special meeting, Transatlantic stockholders will be asked to consider and vote on:

the adoption of the merger agreement;

the Transatlantic adjournment proposal; and

the golden parachute proposal.

Completion of the merger is conditioned on, among other things, adoption of the merger agreement.

Recommendation of the Board of Directors of Transatlantic

The Transatlantic board of directors has unanimously approved the merger agreement and has determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of Transatlantic and its stockholders.

The Transatlantic board of directors recommends that the Transatlantic stockholders vote FOR the adoption of the merger agreement, FOR the Transatlantic adjournment proposal, and FOR the golden parachute proposal.

Transatlantic Record Date; Stockholders Entitled to Vote

Only holders of record of Transatlantic common stock at the close of business on January 4, 2012, the Transatlantic record date, are entitled to notice of, and to vote at, the Transatlantic special meeting or any adjournments or postponements thereof.

At the close of business on the Transatlantic record date, 57,388,084 shares of Transatlantic common stock were issued and outstanding and held by 250 holders of record. Holders of record of Transatlantic common stock on the Transatlantic record date are entitled to one vote per share at the Transatlantic special meeting on each proposal. However, to satisfy the requirements of the New York DFS, on June 8, 2009, Davis Advisors entered into an agreement with Transatlantic whereby Davis Advisors agreed to vote the number of shares of Transatlantic common stock owned by Davis Advisors in excess of 9.9% of Transatlantic's outstanding shares in a manner proportionate to the vote of the owners of the shares (excluding Davis Advisors, stockholders beneficially owning more than 10% of Transatlantic's outstanding shares, and directors and officers of Transatlantic) voting on such matters. A list of stockholders of Transatlantic will be available for review for any purpose germane to the Transatlantic special meeting at Transatlantic's headquarters, at 80 Pine Street, New York, NY 10005 during regular business hours for a period of ten days before the Transatlantic special meeting. The list will also be available at the Transatlantic special meeting during the whole time thereof for examination by any stockholder of record present at the Transatlantic special meeting.

Table of Contents

Voting by Transatlantic s Directors and Executive Officers

At the close of business on the Transatlantic record date, directors and executive officers of Transatlantic and their affiliates were entitled to vote 221,957 shares of Transatlantic common stock, or approximately 0.4% of the shares of Transatlantic common stock outstanding on that date, which represents approximately 0.8% of the votes required for the adoption of the merger agreement. We currently expect that Transatlantic s directors and executive officers will vote their shares in favor of each of the proposals to be considered and voted upon at the Transatlantic special meeting, although none of them has entered into any agreement obligating them to do so.

Quorum

No business may be transacted at the Transatlantic special meeting unless a quorum is present. Attendance in person or by proxy at the Transatlantic special meeting of holders of record of a majority of the aggregate voting power of the outstanding shares of Transatlantic common stock entitled to vote at the meeting will constitute a quorum. If a quorum is not present, or if fewer shares of Transatlantic common stock are voted in favor of the proposal to adopt the merger agreement than the number required for its adoption, the Transatlantic special meeting may be adjourned to allow additional time for obtaining additional proxies or votes. At any subsequent reconvening of the Transatlantic special meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the Transatlantic special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the subsequent meeting.

Failures to vote will not be included in the calculation of the number of shares of Transatlantic common stock represented at the Transatlantic special meeting for purposes of determining whether a quorum has been achieved. Abstentions (shares of Transatlantic common stock for which proxies have been received but for which the holders have abstained from voting) will be included in the calculation of the number of shares of Transatlantic common stock represented at the Transatlantic special meeting for purposes of determining whether a quorum has been achieved. Under NYSE rules, if brokers do not have discretion to vote on any of the proposals at a stockholders meeting, broker non-votes will not count toward the calculation of a quorum. As each of the proposals to be voted on at the Transatlantic special meeting is considered non-routine under NYSE rules, brokers do not have discretion to vote on such proposals and as such, broker non-votes will not be included in the calculation of the number of shares of Transatlantic common stock represented at the Transatlantic special meeting for purposes of determining whether a quorum has been achieved.

Required Vote

The adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Transatlantic common stock entitled to vote thereon. Failures to vote, abstentions and broker non-votes, if any, will have the effect of a vote AGAINST the proposal.

The approval of the Transatlantic adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present. The Transatlantic stockholders may so adjourn the Transatlantic special meeting to another time or place without further notice. Abstaining will have the same effect as a vote AGAINST the proposal. Failures to vote and broker non-votes, if any, will not have an effect on the adjournment proposal.

The approval of the golden parachute proposal requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock present in person or represented by proxy and entitled to vote thereon, assuming a quorum is present. Abstentions will have the effect of a vote AGAINST the proposal. Failures to vote and broker non-votes, if any, will not have an effect on the proposal, assuming a quorum is present.

Table of Contents

Failures to Vote, Broker Non-Votes and Abstentions

Under the rules of the NYSE, banks, brokerage firms or other nominees holding shares of record may vote those shares in their discretion on certain routine proposals when they do not receive timely voting instructions from the beneficial holders. A broker non-vote occurs under these NYSE rules when a bank, brokerage firm or other nominee holding shares of record is not permitted to vote on a non-routine matter without instructions from the beneficial owner of the shares and no instruction is given.

In accordance with these NYSE rules, banks, brokers and other nominees who hold shares of Transatlantic common stock in street name for their customers, but do not have discretionary authority to vote the shares, may not exercise their voting discretion with respect to the adoption of the merger agreement, the Transatlantic adjournment proposal or the golden parachute proposal. Accordingly, if banks, brokers or other nominees do not receive specific voting instructions from the beneficial owner of such shares, they may not vote such shares with respect to the adoption of the merger agreement, the Transatlantic adjournment proposal or the golden parachute proposal. For shares of Transatlantic common stock held in street name, only shares of Transatlantic common stock affirmatively voted FOR the adoption of the merger agreement, the Transatlantic adjournment proposal and the golden parachute proposal will be counted as affirmative votes therefor.

Abstentions, failures to vote and broker non-votes, if any, will have the same effect as a vote AGAINST the adoption of the merger agreement. Abstentions will have the same effect as a vote AGAINST the adjournment proposal. Failures to vote and broker non-votes, if any, will have no effect on the approval of the adjournment proposal. Abstentions will have the same effect as a vote AGAINST the golden parachute proposal. Failures to vote and broker non-votes, if any, will not have an effect on the golden parachute proposal, assuming a quorum is present.

Voting at the Transatlantic Special Meeting

Whether or not you plan to attend the Transatlantic special meeting, please submit a proxy for your shares. If you are a registered or record holder, which means your shares are registered in your name with American Stock Transfer & Trust Company LLC, Transatlantic's transfer agent and registrar, you may vote in person at the Transatlantic special meeting or by proxy. If your shares are held in street name, which means your shares are held of record in an account with a bank, brokerage firm or other nominee, you must follow the instructions from your bank, brokerage firm or other nominee in order to vote.

Voting in Person

If you plan to attend the Transatlantic special meeting and wish to vote in person, you will be given a ballot at the Transatlantic special meeting. Please note, however, that if your shares are held in street name, and you wish to vote at the Transatlantic special meeting, you must bring to the Transatlantic special meeting a proxy executed in your favor from the record holder (your bank, brokerage firm or other nominee) of the shares authorizing you to vote at the Transatlantic special meeting.

In addition, if you are a registered Transatlantic stockholder, please be prepared to provide proper identification, such as a driver's license, in order to be admitted to the Transatlantic special meeting. If you hold your shares in street name, you will need to provide proof of ownership, such as a recent account statement or letter from your bank, brokerage firm or other nominee, along with proper identification.

Voting by Proxy

If you are a holder of record, a proxy card is enclosed for your use. Transatlantic requests that you submit a proxy by:

logging onto <http://proxy.georgeson.com> and following the instructions on your proxy card to submit a proxy via the internet anytime up to 11:00 p.m., New York City time, on February 5, 2012 and following the instructions provided on that site;

Table of Contents

dialing 1-800-652-VOTE (8683) and listening for further directions to submit a proxy by telephone anytime up to 11:00 p.m., New York City time, on February 5, 2012 and following the instructions provided in the recorded message; or

signing and returning the accompanying proxy card in the enclosed postage-paid envelope. Transatlantic stockholders of record may submit their proxies through the mail by completing their proxy card, and signing, dating and returning it in the enclosed, pre-addressed, postage-paid envelope. To be valid, a returned proxy card must be signed and dated.

You should submit your proxy in advance of the Transatlantic special meeting even if you plan to attend the Transatlantic special meeting. You can always change your vote at the Transatlantic special meeting.

If you hold your shares of Transatlantic common stock in a stock brokerage account or if your shares are held by a bank or other nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your bank, brokerage firm or other nominee. Please note that you may not vote shares of Transatlantic common stock held in street name by returning a proxy card directly to Transatlantic or by voting in person at the Transatlantic special meeting unless you have a legal proxy, which you must obtain from your bank, brokerage firm or other nominee. Further, brokers who hold shares of Transatlantic common stock on behalf of their customers may not give a proxy to Transatlantic to vote those shares without specific instructions from their customers.

If you are a Transatlantic stockholder and you do not instruct your bank, brokerage firm or other nominee on how to vote your shares your bank, brokerage firm broker or other nominee, as applicable, may not vote your shares on any of the proposals to be considered and voted upon at the Transatlantic special meeting as all such matters are deemed non-routine matters pursuant to applicable NYSE rules.

If a proxy is returned without an indication as to how the shares of Transatlantic common stock represented are to be voted with regard to a particular proposal, the shares of Transatlantic common stock represented by the proxy will be voted in accordance with the recommendation of the Transatlantic board of directors and, therefore, FOR each of the proposals to be considered and voted upon at the Transatlantic special meeting. As of the date hereof, management has no knowledge of any business that will be presented for consideration at the Transatlantic special meeting and that would be required to be set forth in this joint proxy statement/prospectus or the related proxy card other than the matters set forth in Transatlantic's Notice of Special Meeting of Stockholders. If any other matter is properly presented at the Transatlantic special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

Your vote is important. Accordingly, please sign, date and return the enclosed proxy card whether or not you plan to attend the Transatlantic special meeting in person.

How Proxies Are Counted

All shares of Transatlantic common stock represented by properly executed proxies received in time for the Transatlantic special meeting will be voted at the meeting in the manner specified by the stockholders giving those proxies. Properly executed proxies that do not contain voting instructions will be voted FOR the adoption of the merger agreement, FOR the Transatlantic adjournment proposal and FOR the golden parachute proposal.

Only shares of Transatlantic common stock affirmatively voted for the applicable proposal, and properly executed proxies that do not contain voting instructions, will be counted as favorable votes for adoption of the merger agreement, the Transatlantic adjournment proposal and the golden parachute proposal. Abstentions, failures to vote and broker non-votes, if any, will have the same effect as votes AGAINST the adoption of the merger agreement. Abstentions will have the same effect as a vote AGAINST the Transatlantic adjournment

Table of Contents

proposal. Failures to vote and broker non-votes, if any, will have no effect on the approval of the Transatlantic adjournment proposal. Abstentions will have the same effect as a vote AGAINST the golden parachute proposal. Failures to vote and broker non-votes, if any, will not have an effect on the golden parachute proposal, assuming a quorum is present.

Revocation of Proxies

If you are the record holder of shares of Transatlantic common stock, you can change or revoke your proxy at any time before your proxy is voted at the Transatlantic special meeting. You can do this by:

timely delivering a new, valid proxy bearing a later date by submitting instructions via the internet, by telephone or by mail as described on the proxy card;

timely delivering a signed written notice of revocation to the Secretary of Transatlantic; or

attending the Transatlantic special meeting and voting in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person. Simply attending the Transatlantic special meeting without voting will not change or revoke any proxy that you have previously given.

A registered Transatlantic stockholder may revoke a proxy by any of these methods, regardless of the method used to deliver the Transatlantic stockholder's previous proxy.

Written notices of revocation and other communications with respect to the revocation of proxies should be addressed as follows:

Transatlantic Holdings, Inc.

80 Pine Street

New York, NY 10005

Attention: Secretary

If your shares are held in street name by your broker, bank or nominee, you should contact your broker, bank or nominee to change your vote.

Solicitation of Proxies

Transatlantic is soliciting proxies for the Transatlantic special meeting from its stockholders. In accordance with the merger agreement, Transatlantic and Alleghany will share equally all fees and expenses in relation to the printing, filing and distribution of this joint proxy statement/prospectus. Transatlantic will pay all of its other costs of soliciting proxies. In addition to solicitation by use of the mails, proxies may be solicited by Transatlantic's directors, officers and employees in person or by telephone or other means of communication. These persons will not receive additional compensation, but may be reimbursed for reasonable out-of-pocket expenses in connection with this solicitation.

Transatlantic has engaged Georgeson Inc. to assist in the solicitation of proxies for the Transatlantic special meeting. Transatlantic estimates that it will pay Georgeson Inc. a fee of approximately \$16,000 for proxy solicitation services. Transatlantic will also reimburse Georgeson Inc. for reasonable out-of-pocket expenses and will indemnify Georgeson Inc. and its affiliates against certain claims, liabilities, losses, damages and expenses. Transatlantic will make arrangements with brokerage houses, custodians, nominees and fiduciaries to forward proxy solicitation materials to beneficial owners of shares of Transatlantic common stock held of record by them. Transatlantic will also reimburse these brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding the proxy materials.

Table of Contents

Adjournments or Postponements

Any adjournment of the Transatlantic special meeting may be made from time to time by the Transatlantic stockholders, by the affirmative vote of the holders of a majority of shares of Transatlantic common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present, without further notice other than by an announcement made at the Transatlantic special meeting. If a quorum is not present at the Transatlantic special meeting, or if a quorum is present at the Transatlantic special meeting but there are not sufficient votes at the time of the Transatlantic special meeting to approve the adoption of the merger agreement, then Transatlantic stockholders may be asked to vote to adjourn the Transatlantic special meeting so as to permit the further solicitation of proxies.

Transatlantic may postpone or adjourn its special meeting to a date that is no later than 30 days after the date on which the original special meeting was scheduled to be held (i) with the consent of Alleghany, (ii) in order for a quorum to be present, (iii) to allow reasonable additional time for the filing and mailing of any supplemental disclosure which must be disseminated under applicable law, (iv) to allow reasonable additional time to solicit additional proxies, (v) if required by applicable law, or (vi) if Transatlantic intends to make an adverse recommendation change.

Table of Contents

TRANSATLANTIC PROPOSALS

Transatlantic Proposal 1: Adoption of the Merger Agreement

Transatlantic is asking its stockholders to adopt the merger agreement. For a detailed discussion of the terms and conditions of the merger agreement, see The Merger Agreement. As discussed in the section entitled The Merger Transatlantic s Reasons for the Merger; Recommendation of the Transatlantic Board of Directors, after careful consideration, the Transatlantic board of directors, by a unanimous vote of all directors, approved the merger agreement and declared the merger agreement and the transactions contemplated thereby, including the merger, to be advisable and in the best interest of Transatlantic and the Transatlantic stockholders.

Required Vote

The adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Transatlantic common stock entitled to vote thereon. Failures to vote, abstentions and broker non-votes, if any, will have the effect of a vote AGAINST the proposal.

The Transatlantic board of directors unanimously recommends that Transatlantic stockholders vote FOR the adoption of the merger agreement.

Table of Contents

Transatlantic Proposal 2: Adjournment of the Transatlantic Special Meeting

Transatlantic stockholders are being asked to adjourn the Transatlantic special meeting, if necessary or appropriate, to solicit additional proxies in favor of the adoption of the merger agreement if there are insufficient votes at the time of such adjournment to approve such proposal.

If, at the Transatlantic special meeting, there are an insufficient number of shares of Transatlantic common stock present in person or represented by proxy and voting in favor of the adoption of the merger agreement, Transatlantic may move to adjourn the Transatlantic special meeting in order to enable the Transatlantic board of directors to solicit additional proxies for approval of such proposal.

Transatlantic is asking its stockholders to authorize the holder of any proxy solicited by the Transatlantic board of directors to vote in favor of granting discretionary authority to the proxy holders, and each of them individually, to adjourn the Transatlantic special meeting to another time and place for the purpose of soliciting additional proxies. If the Transatlantic stockholders approve this proposal, Transatlantic could adjourn the Transatlantic special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from Transatlantic stockholders who have previously voted. If the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, a new notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting.

Required Vote

The approval of the Transatlantic adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present. Abstaining will have the same effect as a vote AGAINST the proposal. Failures to vote and broker non-votes, if any, will not have an effect on the Transatlantic adjournment proposal.

The Transatlantic board of directors unanimously recommends that Transatlantic stockholders vote FOR the Transatlantic adjournment proposal.

Table of Contents

Transatlantic Proposal 3: Approval of Golden Parachute Payments

Recently adopted Section 14A of the Exchange Act requires that Transatlantic provide its stockholders with the opportunity to vote to approve, on an advisory (non-binding) basis, the golden parachute compensation arrangements for Transatlantic's named executive officers, as disclosed in the section entitled "The Merger - Interests of Transatlantic Directors and Executive Officers in the Merger - Golden Parachute Compensation."

In accordance with Section 14A of the Exchange Act, in this proposal Transatlantic stockholders are being asked to approve the following non-binding resolution at the Transatlantic special meeting:

RESOLVED, that the stockholders of Transatlantic approve, on an advisory (non-binding) basis, the compensation to be paid by Transatlantic to Transatlantic's named executive officers that is based on or otherwise relates to the merger with Alleghany, as disclosed in the Golden Parachute Compensation Table and related notes and narrative disclosure in the section of the joint proxy statement/prospectus for the merger entitled "The Merger - Interests of Transatlantic's Directors and Executive Officers in the Merger - Golden Parachute Compensation."

Approval of this proposal is not a condition to completion of the merger, and the vote with respect to this proposal is advisory only. Accordingly, the vote will not be binding on Transatlantic or Alleghany, or the board of directors or the compensation committee of Transatlantic or Alleghany. Because Transatlantic or Alleghany will be contractually obligated to pay the golden parachute compensation, if the merger agreement is adopted and the merger is completed, the golden parachute compensation will be payable, subject only to the conditions applicable thereto, regardless of the outcome of the advisory vote.

Required Vote

The approval of the golden parachute proposal requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock present in person or represented by proxy and entitled to vote thereon, assuming a quorum is present. Abstentions will have the effect of a vote AGAINST the proposal. Failures to vote and broker non-votes, if any, will not have an effect on the proposal, assuming a quorum is present.

The Transatlantic board of directors unanimously recommends that Transatlantic stockholders vote FOR the golden parachute proposal.

Table of Contents

THE MERGER

The following is a discussion of the merger and the material terms of the merger agreement between Alleghany and Transatlantic. You are urged to read the merger agreement carefully and in its entirety, a copy of which is attached as Annex A to this joint proxy statement/prospectus and incorporated by reference herein.

Effects of the Merger

At the effective time of the merger, Transatlantic will be merged with and into Merger Sub, a wholly owned subsidiary of Alleghany that was formed for the sole purpose of effecting the merger. Merger Sub will survive the merger as a wholly-owned subsidiary of Alleghany, which will be renamed Transatlantic Holdings, Inc.

In the merger, each outstanding share of Transatlantic common stock (other than shares held by Alleghany, Merger Sub or any of their respective subsidiaries, or Transatlantic, which shares will be cancelled) will be converted into the right to receive the merger consideration consisting of either cash or shares of Alleghany common stock which the holder of such share has validly elected to receive (subject to proration if the aggregate cash consideration available in the merger is oversubscribed or undersubscribed). If the aggregate consideration to be paid to any holder of Transatlantic common stock would result in such holder receiving a fractional share of Alleghany common stock, cash shall be paid in lieu of such fractional share. Alleghany stockholders will continue to hold their existing shares of Alleghany common stock.

Background of the Merger

From 1990, when Transatlantic became a public company, until June 2009, American International Group, Inc. (which we refer to as, together with its subsidiaries, AIG) owned a controlling interest in the outstanding Transatlantic common stock. In the second half of 2008, AIG experienced an unprecedented strain on its liquidity. This strain led to a series of transactions with the Federal Reserve Bank of New York and the U.S. Department of the Treasury. On September 29, 2008, AIG, which then owned approximately 59% of the outstanding Transatlantic common stock, filed an amendment to its Schedule 13D relating to Transatlantic stating, among other things, that AIG is exploring all strategic alternatives in connection with the potential disposition or other monetization of its . . . interest in [Transatlantic]. A special committee of directors of Transatlantic that were independent of management and of AIG (which we refer to as the Special Committee) comprised of Messrs. Richard S. Press, Ian H. Chippendale and John G. Foos was subsequently formed to evaluate proposals received from AIG relating to the possible disposition of, or other transactions involving, AIG's ownership interest in Transatlantic as well as any related business combination transactions involving Transatlantic's outstanding shares. Although several parties initially indicated possible interest in a transaction involving Transatlantic's outstanding shares, these initial indications did not proceed past preliminary proposals, execution of confidentiality and standstill agreements and exchanges of non-public information. On June 10, 2009, AIG disposed of 29,900,000 of its shares of Transatlantic common stock in a secondary public offering, reducing its ownership in Transatlantic from approximately 59% to approximately 14%. Subsequently, AIG disposed of its remaining 8,500,000 shares of Transatlantic common stock in a secondary public offering (in which Transatlantic repurchased 2,000,000 of such shares) on March 15, 2010.

Since AIG's June 2009 secondary offering, the Transatlantic board of directors and senior management have regularly reviewed and assessed strategic alternatives available to enhance stockholder value, including possible business combination transactions. In February 2010, Transatlantic selected Moelis to act as its financial advisor in connection with a review of strategic alternatives, based upon, among other things, the fact that Moelis is an internationally recognized investment banking firm that has substantial experience in merger and acquisition transactions. In October 2010, the Transatlantic board of directors disbanded the Special Committee (since AIG was no longer a significant stockholder of Transatlantic) and established a new strategy committee of the board of directors (which we refer to as the Strategy Committee), comprised of Messrs. Press, Chippendale, Foos and Stephen P. Bradley, each of whom were and are independent, to oversee Transatlantic's review of strategic alternatives.

Table of Contents

From time to time since AIG's June 2009 secondary offering, at the direction of the board of directors of Transatlantic and the Strategy Committee, Transatlantic's senior management engaged in preliminary discussions regarding possible business combination transactions with a number of insurance and reinsurance companies. Until the negotiations described below, these discussions did not proceed past preliminary proposals, execution of confidentiality and standstill agreements and limited exchanges of non-public information.

During the period from February 11, 2011 to March 11, 2011, Robert F. Orlich, the Chief Executive Officer of Transatlantic, and/or Michael C. Sapnar, the current President of Transatlantic, engaged in very preliminary discussions with Scott A. Carmilani, the Chairman and Chief Executive Officer of Allied World, concerning the possibility of a strategic business combination transaction involving the two companies. On March 11, 2011, Mr. Carmilani met with Messrs. Orlich and Sapnar to discuss the possibility of the companies entering into a mutual confidentiality agreement, as well as the engagement of financial advisors by both companies, in connection with a potential transaction. The individuals also had very preliminary discussions regarding possible senior management roles at the combined company.

On March 16, 2011, in connection with the regularly scheduled March 17, 2011 Transatlantic board of directors meeting, the Strategy Committee held a meeting (at which all of Transatlantic's directors were in attendance) to discuss Messrs. Orlich and Sapnar's conversations with Mr. Carmilani and the benefits of a potential strategic combination transaction between the companies. Members of Transatlantic's senior management and representatives from Gibson, Dunn & Crutcher LLP, Transatlantic's outside legal counsel (which we refer to as "Gibson Dunn"), and Moelis participated in this meeting. Representatives of Moelis reviewed with the directors recent M&A activity in the property and casualty insurance and reinsurance industry and provided an overview of potential business combination partners, including Allied World. Mr. Orlich described management's views as to the business and strategic benefits of a potential strategic combination transaction with Allied World. Following this discussion, the Strategy Committee authorized Transatlantic's senior management to continue its preliminary discussions with Allied World and to enter into a mutual confidentiality and standstill agreement.

On March 22, 2011, representatives of Transatlantic's senior management approached representatives of Goldman Sachs to discuss whether Goldman Sachs would be available to assist Transatlantic in connection with the proposed transaction with Allied World.

On March 27, 2011, Transatlantic and Allied World entered into a mutual confidentiality and standstill agreement (which we refer to as the "Allied World Confidentiality Agreement"), and both parties and their advisors began due diligence.

Starting on March 27, 2011 and continuing until the execution of the Agreement and Plan of Merger, dated as of June 12, 2011, by and among Allied World, GO Sub, LLC and Transatlantic (which we refer to as the "Allied World Merger Agreement") the management teams of Transatlantic and Allied World, together with their respective financial, actuarial, tax and legal advisors, performed extensive due diligence on each other through a series of meetings, telephonic discussions and a review of both public and non-public information, evaluated a variety of possible transaction structures and negotiated the terms of a possible transaction.

On April 11, 2011, Transatlantic and Allied World entered into a 30-day mutual exclusivity agreement.

On May 20, 2011, Allied World delivered its best and final written offer to Transatlantic providing for a merger of equals business combination in which Transatlantic stockholders would receive 0.88 Allied World shares for each share of Transatlantic common stock and Transatlantic would become a wholly owned subsidiary of Allied World.

Also on May 20, 2011, Transatlantic publicly announced that Mr. Sapnar had been appointed as Executive Vice President and Chief Operating Officer of Transatlantic, that Mr. Thomas R. Tizzio, a director of Transatlantic, had notified the Transatlantic board of directors that he would not stand for re-election at the

Table of Contents

upcoming Transatlantic annual stockholders meeting for personal reasons and that the Transatlantic board of directors intended to fill the vacancy on the Transatlantic board of directors with Mr. Sapnar, effective following the annual meeting of stockholders.

On May 26, 2011, Transatlantic held a regularly scheduled meeting of its board of directors at which the directors discussed, among other things, the proposal received from Allied World on May 20, 2011 and the substance of subsequent discussions between Goldman Sachs, Moelis and Deutsche Bank Securities Inc., financial advisor to Allied World.

On May 27, 2011, Transatlantic and Allied World executed an amendment to the exclusivity agreement (which had expired on May 11, 2011), extending its term until June 15, 2011.

Between June 1, 2011 and June 10, 2011, representatives of Transatlantic and Allied World held various discussions with rating agencies and insurance regulators to notify them of the proposed business combination transaction.

On June 3, 2011, Mr. Orlich received an unsolicited telephone call from Edward J. Noonan, the Chief Executive Officer and Chairman of the board of directors of Validus, regarding a possible business combination transaction between Transatlantic and Validus. Subsequently, on June 7, 2011, Validus delivered a letter (which we refer to as the Validus Indication of Interest Letter) to Transatlantic expressing an interest in discussing a potential business combination transaction, which letter did not contain any economic or other specific terms for a proposed transaction. Following a discussion among the directors, Transatlantic's management and Transatlantic's advisors, the Transatlantic board of directors determined to continue its negotiations with Allied World and to discuss the Validus Indication of Interest Letter at the June 12, 2011 Transatlantic board of directors special meeting.

During the week of June 6, 2011, Transatlantic and Allied World and their respective counsel finalized the terms of the proposed merger agreement, including, among other things, the representations and warranties, covenants (including the non-solicitation covenant), termination rights, termination fees and the expense reimbursement provisions.

On June 12, 2011, the Transatlantic board of directors met telephonically. Members of Transatlantic's management, as well as representatives from Gibson Dunn, Goldman Sachs, Moelis and PricewaterhouseCoopers LLP, Transatlantic's auditor and tax advisor (which we refer to as PWC), were present at the meeting. Representatives of Transatlantic's management and Gibson Dunn provided an overview of further developments relating to the proposed strategic combination transaction with Allied World, including that negotiations regarding the Allied World Merger Agreement had been substantially finalized and that the Allied World board of directors had unanimously approved the Allied World Merger Agreement. Representatives of Gibson Dunn then reviewed with the directors the applicable legal standards in the context of considering a strategic combination transaction of the type being proposed and the final terms of the Allied World Merger Agreement. Representatives from PWC reviewed with the directors the tax implications of the proposed transaction with respect to Transatlantic, its stockholders and the combined company following consummation of the proposed merger with Allied World. Members of Transatlantic's management reviewed with the Transatlantic board of directors the potential benefits of a business combination with Allied World, including the financial and strategic rationale and the potential synergies. Representatives of Transatlantic's financial advisors then reviewed certain publicly available information regarding Validus and analyses of hypothetical business combination transactions with Validus. The directors and management discussed in detail the Validus Indication of Interest Letter, including (i) the fact that, in the past, preliminary discussions with Validus regarding a possible business combination had never advanced and (ii) that pursuing a transaction with Validus would likely have an adverse effect on Allied World's willingness to proceed with the proposed transaction on the economic and other terms that had been agreed to. The directors and management also discussed the fact that a business combination with Validus would not deliver the strategic benefits that could be achieved with the proposed merger with Allied

Table of Contents

World, including, but not limited to: (i) the higher contribution to revenues and earnings from primary insurance; (ii) a greater focus on specialty insurance and reinsurance markets; (iii) the high probability of the combined company maintaining Transatlantic's current credit ratings; and (iv) the benefits of Allied World's domicile as compared to Validus's. Representatives of Moelis then presented to the Transatlantic board of directors various financial analyses of the proposed merger with Allied World. Following these discussions, the Transatlantic board of directors unanimously determined that the Allied World Merger Agreement and the transactions contemplated by the Allied World Merger Agreement, including the merger with Allied World, were advisable and in the best interests of Transatlantic and its stockholders and voted unanimously to approve the Allied World Merger Agreement.

Following the board meeting on June 12, 2011, all agreements were finalized and the Allied World Merger Agreement was then executed by Transatlantic, Allied World and GO Sub, LLC. Later that day, Transatlantic and Allied World issued a joint press release announcing the proposed merger between Transatlantic and Allied World.

On June 14, 2011, Davis Advisors, Transatlantic's largest stockholder, publicly announced that as of June 13, 2011, it had serious concerns about the proposed transaction with Allied World, and that it may oppose the proposed transaction, encourage Transatlantic to explore other strategic options to maximize stockholder value, and have additional conversations with Transatlantic and/or third parties regarding opportunities to maximize Transatlantic's value.

On July 12, 2011, Mr. Orlich received an unsolicited telephone call from Mr. Noonan. Mr. Noonan spoke to Mr. Orlich and stated that Validus would be making a proposal to acquire Transatlantic in a merger pursuant to which Transatlantic's stockholders would receive 1.5564 Validus shares in the merger and \$8.00 per share in cash pursuant to a one-time special dividend from Transatlantic immediately prior to closing of the merger. Mr. Noonan also noted that Validus preferred to work cooperatively with Transatlantic to complete a consensual transaction, but was prepared to take the Validus offer directly to Transatlantic's stockholders if necessary.

Subsequently on July 12, 2011, the Transatlantic board of directors received an unsolicited proposal letter from Validus to acquire all of the outstanding shares of Transatlantic common stock (which we refer to as the "Original Validus Proposal"). Pursuant to the Original Validus Proposal, Transatlantic's stockholders would receive 1.5564 Validus shares in the merger and \$8.00 per share in cash pursuant to a one-time special dividend from Transatlantic (immediately prior to the closing of the merger) for each share of Transatlantic common stock they own (which we refer to as the "Transatlantic Dividend"). The Original Validus Proposal was set forth in a proposal letter, accompanied by a draft merger agreement (which we refer to as the "Validus Merger Agreement"). Later that same day, Validus publicly disclosed its proposal by issuing a press release which included a copy of the letter.

On July 14, 2011, the Transatlantic board of directors met telephonically to discuss the Original Validus Proposal. Members of Transatlantic's management, as well as representatives of Gibson Dunn, Goldman Sachs, Moelis and PWC were present at the meeting. At the meeting, the Transatlantic board of directors asked the representatives of Goldman Sachs and Moelis to describe any current or recent prior relationships with Validus. During the meeting, representatives of Goldman Sachs disclosed that Goldman Sachs has provided certain investment banking services to Validus and its affiliates from time to time, for which Goldman Sachs's investment banking division has received compensation, and that funds managed by affiliates of Goldman Sachs currently own less than 7% of the non-voting shares of Validus. Goldman Sachs, in accordance with its internal policies, had confirmed that such services and interests did not present a conflict of interest that would preclude Goldman Sachs from representing the Transatlantic board of directors with respect to Validus. Representatives of Moelis confirmed that they had no current or prior relationships with Validus. Representatives of Gibson Dunn then reviewed with the directors the applicable legal standards in the context of considering the Original Validus Proposal and the terms of the Allied World Merger Agreement. Representatives of Gibson Dunn also discussed the principal terms of the draft Validus Merger Agreement and the material differences from the Allied World

Table of Contents

Merger Agreement, including that the draft Validus Merger Agreement provided for (i) a closing condition that counsel to each of Transatlantic and Validus provide certain tax opinions, (ii) a closing condition that the Transatlantic Dividend be declared and paid and (iii) a financing covenant that Transatlantic use its reasonable best efforts to obtain financing to fund payment of the Transatlantic Dividend. Members of management then discussed with the directors certain operational and financial aspects of the Original Validus Proposal. Representatives of Goldman Sachs and Moelis then provided the directors with their preliminary analysis regarding certain financial metrics with respect to the Original Validus Proposal. The Transatlantic board of directors then discussed the Original Validus Proposal and requested that its legal and financial advisors continue to evaluate the Original Validus Proposal so that the directors could be fully informed prior to making any determinations with respect thereto.

On July 18, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Goldman Sachs, Moelis and Richards, Layton & Finger, P.A., Transatlantic's Delaware legal counsel (which we refer to as Richards Layton). Representatives of Gibson Dunn reviewed with the directors Transatlantic's obligations pursuant to the Allied World Merger Agreement and also described the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting. Representatives of Goldman Sachs and Moelis then reviewed with the directors certain preliminary financial analyses of the terms of the Original Validus Proposal and the terms of the Allied World Merger Agreement. Following a discussion, the Transatlantic board of directors determined that the Original Validus Proposal did not constitute a Superior Proposal under the terms of the Allied World Merger Agreement. The Transatlantic board of directors further determined that the Original Validus Proposal was reasonably likely to lead to a Superior Proposal and that the failure to enter into discussions regarding the Original Validus Proposal would result in a breach of its fiduciary duties under applicable law. As a result, the Transatlantic board of directors determined that Transatlantic should offer to engage in discussions and exchange information with Validus, subject to, in accordance with the Allied World Merger Agreement, (i) providing Allied World with three business days' notice of Transatlantic's intent to furnish information to and enter into discussions with Validus and (ii) obtaining from Validus an executed confidentiality agreement containing terms that are substantially similar, and not less favorable, to Transatlantic, in the aggregate, than those contained in the Allied World Confidentiality Agreement. The Transatlantic board of directors also reaffirmed its recommendation of, and its declaration of advisability with respect to, the Allied World Merger Agreement. Finally, representatives of Gibson Dunn, Goldman Sachs and Moelis reviewed Transatlantic's profile with respect to unsolicited offers and a stockholder rights plan. The Transatlantic board of directors then discussed with its advisors the terms, timing and pros and cons of adopting such a rights plan in light of the Original Validus Proposal. Transatlantic issued a press release announcing its determinations with respect to the Original Validus Proposal on July 19, 2011.

On July 20, 2011, Validus filed a preliminary proxy statement on Schedule 14A to solicit proxies from Transatlantic's stockholders to vote against the adoption of the Allied World Merger Agreement (which we refer to as the Validus No-Vote Proxy Statement).

On July 23, 2011, following the expiration of the three business day notice period under the Allied World Merger Agreement, Transatlantic delivered a draft of a confidentiality agreement with terms (including a standstill) substantially similar, and not less favorable, to Transatlantic, in the aggregate, than those contained in the Allied World Confidentiality Agreement, as required pursuant to the Allied World Merger Agreement. Later on July 23, 2011, in-house legal counsel to Transatlantic and representatives of Gibson Dunn spoke via telephone to in-house legal counsel to Validus and a representative of Skadden, Arps, Slate, Meagher & Flom LLP (which we refer to as Skadden), outside legal counsel to Validus, to discuss the draft of the confidentiality agreement delivered by Transatlantic earlier that day. On this call, legal counsel to Validus indicated that Validus would not execute a confidentiality agreement with a standstill provision as requested by Transatlantic pursuant to the terms of the Allied World Merger Agreement. Later that same day, a representative from Skadden delivered to Transatlantic and Gibson Dunn a markup of the draft confidentiality agreement with, among other changes, the standstill deleted. As required under the Allied World Merger Agreement, a copy of such markup was delivered

Table of Contents

to Allied World and Willkie Farr & Gallagher LLP, Allied World's outside legal counsel (which we refer to as Willkie Farr). On July 24, 2011, a representative of Gibson Dunn communicated to a representative of Skadden and in-house counsel to Validus that Transatlantic was continuing to review the markup of the confidentiality agreement and expected to respond reasonably soon.

Subsequently on July 25, 2011, prior to receiving a response from Transatlantic or Gibson Dunn regarding the Validus markup of the confidentiality agreement, Validus sent a letter to the Transatlantic board of directors informing them that Validus was commencing an exchange offer that morning for all of the outstanding shares of Transatlantic common stock pursuant to which Transatlantic stockholders would receive 1.5564 Validus shares and \$8.00 in cash for each share of Transatlantic common stock they own (which we refer to as the Validus Exchange Offer). The letter also indicated that Validus intended to continue soliciting Transatlantic's stockholders to vote against the proposed transaction with Allied World. Validus also issued a press release containing the foregoing letter and announcing the commencement of an exchange offer and filed a prospectus/offer to exchange with the SEC.

Also on July 25, 2011, a representative of Willkie Farr informed a representative of Gibson Dunn that (i) the markup of the Validus confidentiality agreement provided by Skadden did not conform to the provisions of the Allied World Merger Agreement and (ii) Allied World would not waive any of the provisions in the Allied World Merger Agreement with respect thereto and reserved all of its rights in all respects should Transatlantic proceed to accept the markup of the confidentiality agreement.

On July 26, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Goldman Sachs and Moelis. Representatives of Gibson Dunn reviewed with the directors the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting and then reviewed with the directors the principal terms of the Validus Exchange Offer as set forth in its prospectus/offer to exchange. Representatives of Goldman Sachs and Moelis then reviewed with the directors certain financial analyses with respect to the Validus Exchange Offer and the Allied World Merger Agreement and also reviewed certain financial metrics with respect to both Validus and Allied World. Following a discussion, the Transatlantic board of directors unanimously voted to recommend that Transatlantic's stockholders reject the Validus Exchange Offer and reaffirmed its recommendation of, and declaration of advisability with respect to, the Allied World Merger Agreement. Thereafter, representatives of Gibson Dunn discussed with the Transatlantic board of directors the principal terms of a stockholder rights plan that Transatlantic could consider adopting. The Transatlantic board of directors then discussed with its advisors the terms, timing and pros and cons of adopting the stockholder rights plan in light of Validus's filings with the SEC as they related to the Original Validus Proposal, Validus No-Vote Proxy Statement and Validus Exchange Offer. Representatives of Gibson Dunn then discussed with the Transatlantic board of directors certain proposed amendments to the Transatlantic bylaws related to the conduct of stockholder meetings. The directors then discussed with representatives of Gibson Dunn the investigation of potential claims against Validus for violations of U.S. securities and other laws in connection with the Validus Exchange Offer and Validus No-Vote Proxy Statement. Following a discussion, the Transatlantic board of directors adopted a stockholder rights plan, which has a one year term and a 10% beneficial ownership threshold, to encourage the fair and equal treatment of Transatlantic stockholders in connection with any initiative to acquire effective control of Transatlantic and to reduce the likelihood that any person, including Validus, would gain control of Transatlantic by open market accumulation or otherwise without paying a control premium for all common stock. The Transatlantic board of directors also approved certain amendments to the Transatlantic bylaws relating to the conduct of stockholder meetings, which would enable the Transatlantic board of directors to postpone, adjourn or recess a stockholder meeting to give stockholders sufficient time to consider new information released immediately prior to a meeting. Finally, the Transatlantic board of directors approved the commencement of litigation, as appropriate, against Validus.

On July 28, 2011, Transatlantic filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 recommending that Transatlantic's stockholders reject the Validus Exchange Offer. Additionally, on

Table of Contents

July 28, 2011, Transatlantic filed a lawsuit against Validus in the United States District Court for the District of Delaware, alleging that Validus had violated certain securities laws by making materially false and/or misleading statements in the Validus Exchange Offer and Validus No-Vote Proxy Statement filed with the SEC.

On July 31, 2011, the Transatlantic board of directors met telephonically to discuss the progress of the proposed merger with Allied World, as well as recent events surrounding the Validus Exchange Offer. A representative of Gibson Dunn discussed with the directors certain legal matters relating to these events.

On August 2, 2011, Validus announced that it had obtained amendments to its applicable credit facilities necessary for satisfying a condition to the Validus Exchange Offer.

On August 3, 2011, Validus filed with the SEC a preliminary proxy statement with respect to a special meeting of Validus shareholders at which Validus would seek the approval of the issuance of Validus shares in connection with the Validus Exchange Offer or other acquisition transaction involving Transatlantic.

On August 4, 2011, at Transatlantic's request, Messrs. Orlich and Sapnar met with Messrs. Noonan and Consolino to discuss Transatlantic's request that Validus enter into a mutual confidentiality agreement, on the terms required under the Allied World Merger Agreement.

On August 4, 2011, Mr. Orlich received a telephone call from Ajit Jain, President of National Indemnity Company (which we refer to as National Indemnity), a member of the group of insurance companies of Berkshire Hathaway, Inc. (which we refer to as Berkshire), regarding a possible business combination between Transatlantic and National Indemnity. Subsequently, on August 5, 2011, National Indemnity delivered a letter to Transatlantic expressing an interest in acquiring Transatlantic for \$52.00 per share (which we refer to as the National Indemnity Proposal).

On August 5, 2011, at Skadden's request, representatives of Gibson Dunn met with representatives of Skadden to discuss the draft confidentiality agreement provided by Transatlantic to Validus and Skadden on July 23, 2011.

On the morning of August 8, 2011, the Transatlantic board of directors met telephonically to discuss the National Indemnity Proposal and other recent developments. Members of Transatlantic's management, as well as representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis were present at the meeting. At the meeting, the Transatlantic board of directors asked the representatives of Goldman Sachs and Moelis to describe any current or recent prior relationships with National Indemnity or Berkshire. Representatives of Goldman Sachs disclosed that Goldman Sachs had provided certain investment banking services to Berkshire and its affiliates from time to time for which the investment banking division of Goldman Sachs had received and may receive compensation. Representatives of Goldman Sachs also disclosed that on October 1, 2008, affiliates of Berkshire purchased from The Goldman Sachs Group, Inc. 50,000 shares of 10% Cumulative Perpetual Preferred Stock, Series G (which we refer to as the Preferred Stock) of The Goldman Sachs Group, Inc. (aggregate liquidation preference \$5,000,000,000) and warrants to purchase 43,578,260 shares of common stock of The Goldman Sachs Group, Inc. at an exercise price of \$115 per share. On April 18, 2011, The Goldman Sachs Group, Inc. redeemed in full the Preferred Stock held by Berkshire and certain of its subsidiaries. Goldman Sachs, in accordance with its internal policies, had confirmed that it believed such services and interests did not present a conflict of interest that would preclude Goldman Sachs from representing the Transatlantic board of directors with respect to the National Indemnity Proposal. Moelis confirmed to the Transatlantic board of directors that Moelis is not currently engaged, and has not in the prior two years been engaged, to provide services to National Indemnity or Berkshire. Representatives of Gibson Dunn and Richards Layton then reviewed with the directors the applicable legal standards in the context of considering the National Indemnity Proposal. Representatives of Goldman Sachs and Moelis then provided the directors with their preliminary analysis regarding certain financial metrics with respect to the National Indemnity Proposal and certain other matters. After extensive discussion, the Transatlantic board of directors then decided to adjourn the meeting in order to consider further the issues discussed.

Table of Contents

Later on August 8, 2011, the Transatlantic board of directors reconvened telephonically. Members of Transatlantic's management, as well as representatives of Gibson Dunn and Richards Layton were present at the meeting. Following a discussion, the Transatlantic board of directors determined that the National Indemnity Proposal did not constitute a Superior Proposal under the terms of the Allied World Merger Agreement. The Transatlantic board of directors further determined that the National Indemnity Proposal was reasonably likely to lead to a Superior Proposal and that the failure to enter into discussions regarding the National Indemnity Proposal would result in a breach of its fiduciary duties under applicable law. As a result, the Transatlantic board of directors determined that Transatlantic should offer to engage in discussions and exchange information with National Indemnity, subject to, in accordance with the Allied World Merger Agreement, (i) providing Allied World with three business days' notice of Transatlantic's intent to furnish information to and enter into discussions with National Indemnity and (ii) obtaining from National Indemnity an executed confidentiality agreement containing terms that are substantially similar, and no less favorable, to Transatlantic, in the aggregate, than those contained in the Allied World Confidentiality Agreement.

On August 10, 2011, Validus delivered a letter to the Transatlantic board of directors stating that it was providing a one-way confidentiality agreement to Transatlantic which did not contain a standstill provision and which would permit Transatlantic to review non-public information regarding Validus. Also on August 10, 2011, Validus filed a complaint against Transatlantic, the members of the Transatlantic board of directors, Allied World and GO Sub, LLC in the Delaware Court of Chancery alleging, among other things, that the members of the Transatlantic board of directors breached their fiduciary duties in connection with the Original Validus Proposal and that Allied World and GO Sub, LLC aided and abetted these alleged breaches.

On the evening of August 11 and on August 12, 2011, representatives of Gibson Dunn and in-house counsel to National Indemnity negotiated the terms of a proposed confidentiality agreement (including a standstill provision) between Transatlantic and National Indemnity (which we refer to as the National Indemnity Confidentiality Agreement).

On August 12, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, to review and consider the National Indemnity Confidentiality Agreement and the one-way confidentiality agreement provided by Validus. Representatives of Gibson Dunn discussed with the Transatlantic board of directors the terms of the one-way confidentiality agreement provided by Validus and the terms of the National Indemnity Confidentiality Agreement, in each case in light of the applicable legal standards and Transatlantic's obligations under the Allied World Merger Agreement. At this meeting, the Transatlantic board of directors considered that entering into the one-way confidentiality agreement provided by Validus could expose Transatlantic to the risk of liability for breach of the Allied World Merger Agreement because it did not contain terms that were substantially similar to, and not less favorable to Transatlantic, in the aggregate, than those contained in the Allied World Confidentiality Agreement and was not otherwise permissible under the Allied World Merger Agreement, and therefore determined to take no action with respect to the one-way confidentiality agreement. After further discussion at the meeting, the Transatlantic board of directors determined in good faith that the National Indemnity Confidentiality Agreement contained terms that were substantially similar to, and not less favorable to Transatlantic, in the aggregate, than those contained in the Allied World Confidentiality Agreement. The Transatlantic board of directors therefore authorized management to enter into the National Indemnity Confidentiality Agreement. Subsequent to the Transatlantic board of directors' determination, Transatlantic and National Indemnity entered into the National Indemnity Confidentiality Agreement. Also on August 12, 2011, Transatlantic issued a press release announcing that it had entered into the National Indemnity Confidentiality Agreement and commenced discussions with National Indemnity.

Commencing on August 12, 2011 through the expiration of National Indemnity's reinstated offer on September 19, 2011 (as described below), representatives of Transatlantic engaged in discussions, and exchanged limited information, with representatives of National Indemnity.

Table of Contents

On August 22, 2011, legal counsel to Transatlantic and legal counsel to Validus attended a conference with Chancellor Strine in the Delaware Court of Chancery during which Chancellor Strine denied the motion brought by Validus to expedite discovery on Validus' claim that the Transatlantic board of directors breached its fiduciary duties in calling for Validus to enter into a confidentiality agreement with a standstill, noting that confidentiality agreements with standstill provisions are common deal terms. Chancellor Strine further denied, in large part, the request by the stockholder plaintiffs who had also initiated litigation against Transatlantic for expedited discovery and did not schedule a preliminary injunction hearing on the stockholders' claims.

Between August 22, 2011 and September 6, 2011, Transatlantic, Allied World, and their respective advisors engaged in a number of meetings and conference calls to discuss the possibility of amending the terms of the Allied World Merger Agreement.

On August 24, 2011, Davis Advisors, Transatlantic's largest stockholder, publicly announced that as of August 23, 2011, it had decided to oppose the Allied World Merger Agreement.

On August 25, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Goldman Sachs and Moelis. The directors discussed Davis Advisors' opposition to the Allied World Merger Agreement and potential strategic options for Transatlantic in the event it was not able to obtain stockholder approval for the Allied World Merger Agreement. Among other things, the directors discussed the possibility of negotiating for increased consideration from Allied World or terminating the Allied World Merger Agreement in order to pursue other strategic alternatives which could provide greater value to Transatlantic stockholders.

On August 29, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Goldman Sachs and Moelis reviewed with the directors certain other potential strategic options with respect to Allied World and Validus.

On September 6, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis to discuss the status of discussions with Allied World and National Indemnity. The directors discussed the implications of terminating the Allied World Merger Agreement and the potential strategic alternatives that would be available to Transatlantic in the event that the Allied World Merger Agreement was terminated, including the possibility of remaining independent. Following this discussion, the directors authorized Mr. Sapnar to commence discussions with Allied World regarding the termination of the Allied World Merger Agreement.

From September 6, 2011 until the termination of the Allied World Merger Agreement on September 16, 2011, Transatlantic, Allied World and their respective advisors engaged in a number of conference calls to discuss the terms upon which the parties might be willing to terminate the Allied World Merger Agreement.

On September 8, 2011, the Transatlantic board of directors held its regularly scheduled quarterly board meeting. Members of Transatlantic management as well as representatives of Gibson Dunn, Goldman Sachs and Moelis attended this meeting. In addition to regular agenda items, the directors discussed a number of strategic alternatives for Transatlantic, including the possibility of terminating the Allied World Merger Agreement and commencing a stock repurchase program upon such termination.

On September 11, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis to discuss the status of discussions with Allied World regarding termination of the Allied World Merger Agreement and Transatlantic's strategic alternatives in the event of such a termination, including its strategy to remain an independent entity and the possibility of commencing a stock repurchase program.

Table of Contents

On September 14, 2011, Validus filed a preliminary consent statement with the SEC soliciting written consents from Transatlantic's stockholders to, among other things, remove all of Transatlantic's directors and appoint three directors nominated by Validus.

Also on September 14, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn reviewed the applicable legal standards in connection with the matters to be considered by the Transatlantic board of directors at the meeting. Representatives of Gibson Dunn discussed with the directors the consent solicitation materials filed by Validus. Mr. Sapnar then provided the directors with updates regarding the status of discussions with Allied World regarding the termination of the Allied World Merger Agreement and his conversations with certain Transatlantic stockholders. Representatives of Goldman Sachs and Moelis then reviewed with the directors certain potential strategic alternatives for Transatlantic in the event the Allied World Merger Agreement was terminated. Among other things, the directors considered the status of discussions with National Indemnity and the fact that National Indemnity had indicated that it would not increase its price above \$52.00 or conduct additional due diligence and that the cash consideration being offered by National Indemnity represented a substantial discount to Transatlantic's book value without providing stockholders with the ability to participate in any potential future upside. In addition, the directors discussed the apparent opposition of a substantial portion of Transatlantic's stockholders to the Allied World Merger Agreement, and that Allied World had indicated that it was unwilling to increase the consideration payable to Transatlantic's stockholders pursuant to the Allied World Merger Agreement. Following this discussion, the Transatlantic board of directors unanimously resolved to terminate the Allied World Merger Agreement on the terms that had been negotiated with Allied World, and approved a strategic plan for Transatlantic (which we refer to as the Strategic Plan) which provided, among other things, for the repurchase of up to \$600,000,000 of shares of Transatlantic common stock (\$300,000,000 of shares of Transatlantic common stock through December 31, 2011 and the remaining \$300,000,000 of shares of Transatlantic common stock during 2012) (which we refer to as the Share Repurchases), which Share Repurchases were to be conducted through open market or negotiated purchases. The Transatlantic board of directors also authorized Transatlantic's senior management and financial advisors to engage in preliminary discussions regarding potential strategic transactions with Validus and any other third parties that may communicate a good faith interest in engaging in such discussions with Transatlantic, subject in each case to the execution of an appropriate confidentiality agreement. Finally, the Transatlantic board of directors appointed Mr. Sapnar as President of Transatlantic and as Chief Executive Officer of Transatlantic upon Mr. Orlich's previously announced retirement, as of January 1, 2012.

On September 15, 2011, Transatlantic entered into a Termination Agreement with Allied World and GO Sub, LLC (which we refer to as the Termination Agreement), pursuant to which the parties mutually terminated the Allied World Merger Agreement. Pursuant to the Termination Agreement, Transatlantic agreed to pay Allied World a termination fee in the amount of \$35,000,000 (and expense reimbursement in the amount of \$13,256,000), within two business days of execution thereof. Transatlantic also agreed to pay Allied World an additional fee in the amount of \$66,744,000 in the event that, prior to September 15, 2012, Transatlantic entered into any definitive agreement in respect of any Competing Transaction (as defined in the Allied World Merger Agreement) or recommended or submitted a Competing Transaction to its stockholders for adoption, or a transaction in respect of a Competing Transaction was consummated.

On September 16, 2011, Transatlantic issued a press release and disseminated a letter to stockholders and employees relating to, among other things, the Termination Agreement and the Strategic Plan (including the Share Repurchases). The press release and stockholder letter also announced that although Transatlantic and National Indemnity have engaged in discussions, National Indemnity has been interested in conducting only very limited due diligence, focused solely on Transatlantic's Zurich subsidiary. National Indemnity had conveyed to Transatlantic that it was unwilling to increase the terms of its proposal and is only interested in an acquisition at or below \$52.00 per share.

Following the announcement of the Termination Agreement, upon the request of the Transatlantic board of directors, members of Transatlantic's management and representatives of Goldman Sachs and Moelis made

Table of Contents

outbound calls to approximately 8 third parties in order to determine the interest of such parties in engaging in discussions with Transatlantic regarding a potential strategic transaction. None of these outbound calls resulted in the execution of a confidentiality agreement or a proposal.

On September 16, 2011, Transatlantic received a letter from National Indemnity reinstating National Indemnity's previous proposal to acquire Transatlantic for \$52.00 in cash per share of Transatlantic common stock. The letter also stated that the National Indemnity proposal was open for acceptance until the close of business on Monday, September 19, 2011 and that National Indemnity would not be renewing its offer. On September 19, 2011, Transatlantic issued a press release disclosing the National Indemnity letter and noting, among other things, the Transatlantic board of directors' belief that selling Transatlantic for cash at the substantial discount to book value represented by the National Indemnity proposal simply would not deliver fair value to stockholders and that National Indemnity had neither increased its \$52.00 per share proposal nor shown interest in conducting due diligence or holding discussions that could lead to a higher offer.

Also on September 16, 2011, a representative of a potential consortium of investors (which we refer to as Consortium A) called a representative of Goldman Sachs to request a conference call with Transatlantic. Later that same day, Mr. Joseph Brandon and such representative of Consortium A had a telephonic conversation with Messrs. Press and John L. McCarthy regarding a potential strategic transaction, pursuant to which Transatlantic could be merged with a newly-formed offshore entity financed by the investors in Consortium A. In the proposed transaction, Transatlantic stockholders would be offered the option to elect either stock of the surviving company or cash, subject to proration, with the investors in Consortium A holding 41% of the shares of the surviving company and current Transatlantic stockholders holding the remaining 59% of the shares of the surviving company. No specific pricing terms were discussed during this conversation, although the representatives of Consortium A indicated that the cash portion of the per share consideration would be in excess of that currently being offered by Validus. Transatlantic was subsequently informed that Alleghany was to be the lead investor in Consortium A.

On September 19, 2011, the Transatlantic board of directors appointed a newly constituted Strategy Committee, comprised of Messrs. Press, Bradley and Sapnar, to oversee Transatlantic's strategic review process and to provide recommendations to the Transatlantic board of directors with respect to Transatlantic's strategic alternatives.

On September 20, 2011, Messrs. Press, Bradley and Sapnar met with representatives of Consortium A at Gibson Dunn's offices in New York in order to discuss the terms of a possible transaction. Also on September 20, 2011, at a regularly scheduled meeting of the Alleghany board of directors, members of Alleghany management outlined the opportunity to the directors for a potential transaction whereby Alleghany would be the lead investor in a consortium of investors that would purchase a 41% stake in Transatlantic.

On September 23, 2011, Transatlantic entered into a confidentiality agreement with Validus (which we refer to as the Validus Confidentiality Agreement). Pursuant to the Validus Confidentiality Agreement, Validus agreed, during a period expiring at 11:59 p.m., Eastern time, on October 31, 2011, not to take, or enter into an agreement with any third party regarding, certain actions, including acquiring any additional shares of Transatlantic common stock, mailing a consent solicitation statement to Transatlantic stockholders or collecting consent cards with respect to Validus's previously announced consent solicitation to remove and replace the Transatlantic board of directors or seeking to call a special meeting of Transatlantic's stockholders pursuant to the Transatlantic bylaws. Validus and Transatlantic also agreed to take no action with respect to their pending litigation in the Delaware Court of Chancery and United States District Court for the State of Delaware during this period.

Starting on September 23, 2011 and continuing through November 2, 2011, (i) the management teams of Transatlantic and Validus, together with their respective financial, actuarial, tax and legal advisors, performed mutual due diligence and discussed the structure of a possible transaction through a series of meetings,

Table of Contents

telephonic discussions and a review of both public and non-public information and (ii) members of the Strategy Committee, and the Transatlantic board of directors, discussed with Transatlantic's legal and financial advisors and members of Transatlantic's management to discuss the progress of due diligence and discussions with Validus.

On September 25, 2011, Branhurst Limited, a newly-formed entity controlled by representatives of Consortium A, entered into a confidentiality agreement with Transatlantic (which we refer to as the Branhurst Confidentiality Agreement), which included a limited standstill ending at 11:59 p.m. on October 31, 2011. Thereafter, certain investors in, and advisors to, Consortium A, including Alleghany, executed joinders to the Branhurst Confidentiality Agreement or individual confidentiality agreements with Transatlantic.

Starting on September 25, 2011 and continuing until November 4, 2011, (i) Transatlantic's management team, together with Transatlantic's financial, actuarial, tax and legal advisors, participated in a series of meetings and telephonic discussions with representatives of Consortium A in order to discuss, among other things, due diligence matters, transaction structure, and the potential terms of a transaction and (ii) members of the Strategy Committee, and the Transatlantic board of directors, discussed with Transatlantic's legal and financial advisors and members of Transatlantic's management the progress of due diligence and discussions with Consortium A.

On September 29, 2011, Alleghany entered into a confidentiality agreement directly with Transatlantic on customary terms, which included a limited standstill ending on 11:59 p.m. on October 31, 2011.

On October 4, 2011, another consortium of investors led by a third party (which we refer to as Consortium B) approached representatives of Goldman Sachs regarding a potential transaction, pursuant to which all of the outstanding shares of Transatlantic common stock would be acquired by Consortium B for cash.

On October 5, 2011, members of Transatlantic's and Validus's managements and representatives of Skadden, Gibson Dunn, Goldman Sachs, Moelis and Greenhill & Co., LLC, Validus's financial advisor (which we refer to as Greenhill), met at Skadden's offices to discuss the structure of a possible transaction.

On October 6, 2011, Messrs. Press and Sapnar met with representatives of Consortium B at Gibson Dunn's offices to discuss a possible transaction. Representatives of Consortium B described, on a preliminary basis, a potential all-cash transaction in which a consortium of investors would acquire Transatlantic and operate it as an ongoing business. Messrs. Press and Sapnar requested that representatives of Consortium B provide more details as to the proposed transaction, including the proposed sources of the debt and equity financing.

On October 6, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis, to discuss the progress of Transatlantic's strategic review process. Representatives of Gibson Dunn, Goldman Sachs and Moelis discussed with the directors the preliminary discussions that had occurred with each of Consortium A and Consortium B. Representatives of Richards Layton described to the directors the applicable legal standards in the context of a potential transaction on the terms proposed by Consortium A. The directors then discussed each of the strategic alternatives available to Transatlantic, including the possibility of remaining an independent company.

On October 7, 2011, the lead investor in Consortium B entered into a confidentiality agreement with Transatlantic, which included a limited standstill ending on October 31, 2011. Thereafter, several additional investors in Consortium B entered into confidentiality agreements with Transatlantic.

Starting on October 7, 2011 and continuing until November 20, 2011, (i) Transatlantic's management team, together with Transatlantic's financial, actuarial, tax and legal advisors, participated in a series of meetings and telephonic discussions with representatives of Consortium B in order to discuss, among other things, due diligence matters, transaction structure, insurance regulatory issues, and the potential terms of a transaction and

Table of Contents

(ii) members of the Strategy Committee, and the Transatlantic board of directors, discussed with Transatlantic's legal and financial advisors and members of Transatlantic's management the progress of due diligence and discussions with Consortium B. During the course of such discussions, representatives of Consortium B disclosed that, contrary to what had been discussed with Messrs. Press and Sapnar during their October 6, 2011 meeting, the Consortium B transaction would actually involve the winding down of a substantial portion of the operations of Transatlantic through a run-off structure. Throughout these discussions, representatives of Transatlantic requested further clarity as to the proposed plan for running off the existing business and creating a new entity to control the renewal rights, the proposed sources, and terms, of the debt and equity financing and as to the potential insurance regulatory risks involved in consummating the proposed transaction.

On October 16, 2011, Skadden delivered a draft of an agreement and plan of merger to Gibson Dunn, which contemplated that Validus would acquire all of the outstanding shares of Transatlantic common stock in an exchange offer followed by a second step merger.

On October 18, 2011, at a regularly scheduled meeting of the Alleghany board of directors, members of Alleghany management and representatives of Consortium A updated the directors on the status of the negotiations with Transatlantic regarding a minority investment and on the due diligence investigation being conducted by Consortium A and its financial and legal advisors.

On October 26, 2011, representatives of Goldman Sachs, Moelis and Greenhill met at Greenhill's offices. At the meeting, Greenhill orally communicated to Goldman Sachs and Moelis a possible offer by Validus whereby Validus would acquire Transatlantic pursuant to a two-step merger transaction, consisting of an exchange offer followed by a second step merger, in which Transatlantic's stockholders would receive, for each outstanding share of Transatlantic common stock, (x) 1.5564 Validus shares and (y) \$10.50 in cash as a special dividend paid by Transatlantic to its stockholders immediately prior to closing of the exchange offer.

On October 27, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn and Richards Layton described the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting. The directors received an update regarding ongoing discussions with each of Validus, Consortium A and Consortium B. Representatives of Goldman Sachs and Moelis then reviewed with the directors the principal financial terms of the possible Validus offer, as communicated by Greenhill to Goldman Sachs and Moelis on October 26, 2011. The directors authorized Transatlantic's financial advisors to continue their discussions with each of Validus, Consortium A and Consortium B and noted the need to expeditiously conclude the strategic review process in light of the upcoming reinsurance renewal season beginning on January 1, 2012.

On the evening of October 28, 2011, representatives of Consortium A contacted Mr. Press in order to discuss the terms upon which Consortium A would be willing to enter into a strategic transaction with Transatlantic.

On October 30, 2011, Consortium B delivered a letter to Transatlantic setting forth a proposal to acquire all of the outstanding shares of Transatlantic common stock for \$58.00 in cash per share, subject to completion of due diligence, receipt of committed financing and the execution of definitive documentation. No debt or equity financing commitment documents were delivered with the proposal. Later that evening, a representative of Consortium B contacted Mr. Press to discuss the proposal letter.

On October 31, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn and Richards Layton described the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting. Mr. Press provided the directors with an update regarding his conversations with representatives of Consortium A and representatives of

Table of Contents

Consortium B. Representatives of Goldman Sachs and Moelis discussed with the directors conversations Goldman Sachs and Moelis had with Greenhill with respect to Validus' s possible offer and also provided updates regarding their discussions with representatives of each of Consortium A and Consortium B. Members of Transatlantic management discussed certain aspects of a potential combination of Transatlantic and Validus, including with respect to the possible ratings of the combined company, Validus' s intended capital management plan for the combined company, and the large catastrophe exposure of the combined company. Following a discussion, the Transatlantic board of directors authorized Goldman Sachs and Moelis to inform Greenhill that the possible offer from Validus was not financially acceptable but that the Transatlantic board of directors was willing to continue discussions with Validus regarding a possible transaction provided that the parties could agree on financial terms. The directors further authorized Goldman Sachs and Moelis to continue discussions with each of Consortium A and Consortium B.

After the meeting, representatives of Goldman Sachs and Moelis communicated the Transatlantic board of directors' position to representatives of Greenhill that Validus needed to increase the consideration to be delivered to Transatlantic stockholders to 1.8 Validus shares and \$10.50 in cash, per share of Transatlantic common stock. Later in the evening of October 31, 2011, representatives of Goldman Sachs, Greenhill and Moelis had a conference call where Greenhill orally communicated to Goldman Sachs and Moelis a revised possible offer by Validus whereby Validus would acquire Transatlantic pursuant to a two-step merger transaction, consisting of an exchange offer followed by a second step merger. Pursuant to the possible revised offer, Transatlantic' s stockholders would receive, for each outstanding share of Transatlantic common stock, (x) 1.5564 Validus shares, (y) \$11.00 in cash as a special dividend, which would be funded by indebtedness, paid by Transatlantic to its stockholders immediately prior to closing of the exchange offer and (z) \$2.00 in cash as a special dividend, which would be funded by excess cash of Transatlantic, paid by Transatlantic to its stockholders immediately prior to closing of the exchange offer, although the amount of such dividend would be reduced on a dollar-for-dollar basis for any funds used by Transatlantic for share repurchases made after October 31, 2011.

Also on October 31, 2011, Mr. Noonan contacted Mr. Sapnar to discuss the potential terms of a transaction between Validus and Transatlantic.

On the morning of November 1, 2011, Validus issued a press release announcing the extension of the Validus Exchange Offer until 5:00 p.m., Eastern time, on Friday, November 25, 2011.

Also on November 1, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic' s management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn described the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting. Representatives of Goldman Sachs and Moelis discussed with the directors the conversations Goldman Sachs and Moelis had with respect to the possible revised offer communicated by Greenhill on the evening of October 31, 2011. Representatives of Goldman Sachs and Moelis also reviewed with the directors certain preliminary financial analyses of Validus' s revised proposal. Members of Transatlantic' s management discussed the status of Transatlantic' s review of certain aspects of a potential combination of Transatlantic and Validus. In this regard, the Transatlantic board of directors discussed, among other things, the effect that the combined company' s ratings would have on its business going forward and the importance of understanding Validus' s intended capital management plan for the combined company, while considering the large catastrophe exposure of the combined company. Members of Transatlantic management also discussed the status of Transatlantic' s due diligence review of Validus. The directors also received updates regarding the status of discussions with each of Consortium A and Consortium B. The directors then discussed, together with Transatlantic' s management and advisors, potential strategic alternatives available to Transatlantic. Among other things, the directors discussed the fact that Transatlantic stockholders would not have any ability to participate in the future upside of Transatlantic in Consortium B' s proposed transaction since they would be receiving all cash. In addition, the directors discussed the desire to expeditiously conclude the strategic review process in light of the upcoming reinsurance renewal season in order

Table of Contents

to (i) maintain the confidence of Transatlantic's clients and brokers that Transatlantic would remain a viable reinsurer, (ii) allow those trading partners to understand the credit risk of their counterparty, including any party with which Transatlantic may enter into a strategic transaction, (iii) ensure that Transatlantic did not enter into contracts which could have adverse financial effects in the event of a later announced transaction and (iv) provide certainty regarding the future of Transatlantic to its own employees who would have to negotiate and execute renewals. Following a discussion, the Transatlantic board of directors authorized Goldman Sachs and Moelis to inform Greenhill that (i) the Transatlantic board of directors was not in a position to accept the possible revised offer at that time, (ii) in light of the impact that the combined company's ratings would have on its business, Transatlantic was requesting that Validus approach the rating agencies together with Transatlantic to discuss the expected ratings for the combined company and (iii) in light of the importance of capital flexibility with respect to the combined company's business, Transatlantic wanted to engage in further discussions with Validus regarding the intended capital management plans for the combined company. In addition, the directors authorized Goldman Sachs and Moelis to reach out to representatives of each of Consortium A and Consortium B in order to request that each party revise its proposal to provide additional consideration to Transatlantic stockholders.

Also on November 1, 2011, Mr. Noonan called Mr. Sapnar to inform him that he was considering Transatlantic's request to jointly approach the rating agencies and to discuss the combined company's capital management plans.

On November 2, 2011, Mr. Noonan called Mr. Sapnar to arrange a meeting between representatives of Transatlantic and representatives of Validus to discuss, among other things, approaching the rating agencies and capital management plans for the combined company (which we refer to as the Proposed Meeting). The Proposed Meeting was scheduled for the evening of November 2, 2011.

Also on November 2, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn described the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting. Representatives of Goldman Sachs and Moelis discussed with the directors the conversation that had occurred between representatives of Goldman Sachs, Moelis and Greenhill on November 1, 2011. Mr. Sapnar also discussed with the Transatlantic board of directors his conversation with Mr. Noonan earlier that day. The directors then received additional updates regarding Transatlantic's strategic review process, including with respect to the status of discussions with Consortium A and Consortium B. The directors discussed the need to expeditiously conclude the strategic review process in light of the upcoming reinsurance renewal season.

Immediately prior to the scheduled time for the Proposed Meeting on November 2, 2011, Mr. Noonan contacted Mr. Sapnar to cancel such meeting.

Subsequently on November 2, 2011, Validus sent a letter to the Transatlantic board of directors informing them that Validus had revised the Validus Exchange Offer for all of the outstanding shares of Transatlantic common stock and would be offering Transatlantic stockholders the right to receive (x) 1.5564 Validus shares, (y) \$11.00 in cash through a pre-closing dividend funded by new indebtedness of Validus and (z) up to \$2.00 in cash through a pre-closing dividend (which we refer to as the Revised Validus Exchange Offer). The letter noted that the aggregate amount available to pay the additional \$2.00 cash pre-closing dividend to Transatlantic's stockholders would be reduced on a dollar-for-dollar basis for any funds used by Transatlantic for share repurchases made after October 31, 2011.

Also on November 2, 2011, Validus delivered two letters to Transatlantic. In the first letter, Validus demanded that the Transatlantic board of directors set a record date for its previously announced consent solicitation to, among other things, remove all of the Transatlantic directors and replace them with three Validus selected nominees. In the second letter, Validus demanded that Transatlantic deliver to Validus, among other things, a list of Transatlantic stockholders as of the date of such record date.

Table of Contents

On November 3, 2011, Validus issued a press release announcing the Revised Validus Exchange Offer and amended its Schedule TO.

Also on November 3, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn described the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting. Representatives of Goldman Sachs and Moelis then reviewed with the directors the terms of, and certain financial analyses with respect to, the Revised Validus Exchange Offer and also certain financial metrics with respect to Validus. The directors also received updates from Transatlantic's management and advisors regarding the strategic review process, including with respect to the status of discussions with Consortium A and Consortium B. Following a discussion, the Transatlantic board of directors unanimously resolved to recommend that Transatlantic's stockholders reject the Revised Validus Exchange Offer.

On November 4, 2011, Transatlantic issued a press release relating to the determination made at the November 3, 2011 meeting of the Transatlantic board of directors.

In the few days prior to November 4, 2011, Weston M. Hicks, President and Chief Executive Officer of Alleghany, spoke to members of Alleghany's board of directors about the possibility of submitting a proposal for Alleghany to acquire 100% of the outstanding capital stock of Transatlantic. The directors were supportive of the proposal and authorized Mr. Hicks to begin discussing the possible transaction with representatives of Transatlantic.

Also on November 4, 2011, Mr. Sapnar met with Mr. Hicks, at which meeting Mr. Hicks informed Mr. Sapnar that Consortium A would be terminating discussions with Transatlantic regarding the strategic transaction that had previously been discussed and that Alleghany was prepared to instead submit a proposal to effect a strategic business combination transaction between Alleghany and Transatlantic.

Later on November 4, 2011, Alleghany delivered a letter and term sheet to Transatlantic expressing an interest in entering into a transaction with Transatlantic pursuant to which Transatlantic would be merged into a wholly owned subsidiary of Alleghany, with Transatlantic stockholders receiving cash and/or shares of Alleghany common stock with an aggregate value of \$56.52 per share of Transatlantic common stock (based on the value of Alleghany's common stock as of November 4, 2011), and consisting of 0.136 shares of Alleghany common stock and \$13.20 in cash for each share of Transatlantic common stock. Alleghany's proposal further noted that in connection with the proposed transaction (i) Mr. Brandon would have a senior management role at the combined company, with Mr. Sapnar acting as the President and Chief Executive Officer of Transatlantic and Mr. Orlich acting as a senior advisor to Transatlantic, (ii) the termination fees in a potential merger agreement between Alleghany and Transatlantic would be substantially similar to those set forth in the Allied World Merger Agreement, and (iii) after the closing of the potential transaction, the Alleghany board of directors would be expanded from 11 to 14, with the three additional members coming from the Transatlantic board of directors.

On November 5, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn reviewed with the directors the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting. Mr. Sapnar and representatives of Goldman Sachs and Moelis provided the directors with certain information regarding Alleghany and plans to commence mutual due diligence with Alleghany. The directors then discussed the proposal received from Alleghany, as well as the Revised Validus Exchange Offer and the proposal previously received from Consortium B. Following this discussion, the directors authorized management to engage in further discussions with Alleghany regarding a potential transaction.

From November 5, 2011 and continuing until the execution of the merger agreement on November 20, 2011, the management teams of Transatlantic and Alleghany, together with their respective financial, actuarial,

Table of Contents

tax and legal advisors, performed extensive mutual due diligence and discussed the structure of a possible transaction through a series of meetings, telephonic discussions and a review of both public and non-public information.

On November 7, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn reviewed with the directors the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting. Representatives of Goldman Sachs and Moelis reviewed with the directors an analysis of Transatlantic's Share Repurchases, including the impact of the repurchases on Transatlantic's book value and its affect on the Revised Validus Exchange Offer. Following a discussion, the directors determined to continue the Share Repurchases. Representatives of Goldman Sachs and Moelis then reviewed a preliminary financial analysis of the proposal delivered to Transatlantic by Alleghany on November 4, 2011 as well as certain information regarding Alleghany's business and operations. The directors then engaged in a discussion regarding the strategic alternatives available to Transatlantic which could deliver value to stockholders, including the possibility of remaining independent.

On November 8, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis to discuss the progress of Transatlantic's strategic review process, including with respect to each of Alleghany and Consortium B. Among other things, the directors discussed their concerns that the Consortium B proposal was highly conditional and raised insurance regulatory concerns, that a run-off structure would potentially impair Transatlantic's ability to attract and retain business prior to the closing of any such transaction, and that the proposal would not allow Transatlantic stockholders to share in any upside potential of the proposed transaction. The directors further discussed the need to expeditiously receive all the information required to conclude the strategic review process in light of the upcoming reinsurance renewal season and authorized Transatlantic's management and advisors to continue discussions with each of Alleghany and Consortium B.

On November 9, 2011, representatives of Goldman Sachs and Moelis contacted representatives of UBS and Morgan Stanley to discuss the terms of a potential transaction between Transatlantic and Alleghany noting, among other things, that Transatlantic would be seeking increased per share consideration.

On November 11, 2011, Consortium B delivered a letter to Transatlantic setting forth a revised proposal to acquire all of the outstanding shares of Transatlantic common stock for \$60.00 in cash per share, subject to completion of due diligence, receipt of committed financing and the execution of definitive documentation. No debt or equity financing commitment documents were delivered with the proposal. The proposal letter set forth certain open requests for information and also requested that Transatlantic release Allied World from certain of its obligations under the Allied World Confidentiality Agreement in order to permit Allied World to engage in discussions regarding Consortium B's proposal with a view towards Allied World potentially acquiring renewal rights from Consortium B. Such limited release was subsequently delivered to Allied World on November 14, 2011, and permitted Allied World and Consortium B to engage in discussions until Monday, November 21, 2011, with a subsequent request by Consortium B to extend such release not granted.

Also on November 11, 2011, Wachtell, Lipton, Rosen & Katz, Alleghany's outside legal counsel (which we refer to as Wachtell Lipton), distributed a draft merger agreement to Gibson Dunn. From November 11, 2011 and continuing until the execution of the merger agreement, representatives of Alleghany, Transatlantic, Wachtell Lipton and Gibson Dunn negotiated the provisions of the merger agreement, including the representations and warranties, covenants (including the non-solicitation covenant), termination rights, termination fees and the expense reimbursement provisions.

On November 12, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Richards Layton reviewed with the directors the applicable legal standards in connection with

Table of Contents

the review of the revised proposal received from Consortium B. Representatives of Goldman Sachs and Moelis reviewed certain preliminary financial analyses of the revised proposal received from Consortium B. The directors discussed, among other things, the substantial insurance regulatory and business risks associated with entering into a transaction as proposed by Consortium B, which would entail the run-off of a substantial portion of Transatlantic's business, as well as the risks that Consortium B would be unable to obtain committed financing for its proposal. The directors also considered the fact that permitting Allied World to engage in discussions with Consortium B might lead Consortium B to be able to increase the amount of the consideration payable to Transatlantic's stockholders in a possible transaction. Following a discussion, the directors determined to grant Allied World a limited release of its obligations under the Allied World Confidentiality Agreement in order to engage in discussions with Consortium B. The directors further instructed Goldman Sachs and Moelis to request that each of Alleghany and Consortium B submit their revised proposals by Wednesday, November 16, 2011.

On November 14, 2011, representatives of Consortium B delivered a draft merger agreement to representatives of Transatlantic. The draft agreement indicated that completion of a transaction with Consortium B would require Consortium B to raise approximately \$1.1 billion in debt financing prior to closing. No debt or equity commitment documents were delivered with the draft merger agreement. In the event such financing was not completed, Transatlantic's contractual remedy would be limited to a reverse break fee of approximately \$175 million and certain limited specific performance remedies.

On November 16, 2011, Consortium B delivered a letter to Transatlantic setting forth a revised proposal to acquire all of the outstanding shares of Transatlantic common stock for \$61.50 in cash per share. The letter also included a form of equity commitment letter and an executed debt commitment letter.

On the morning of November 17, 2011, Transatlantic and Alleghany held joint meetings with three rating agencies. Following these meetings, two of the rating agencies informed Transatlantic that, although no assurances could be given, Transatlantic would likely retain its current financial strength ratings as a subsidiary of Alleghany. On the afternoon of November 18, 2011, the third ratings agency provided an indicative rating conclusion that the current financial strength ratings would remain unchanged should the proposed transaction be consummated.

Later on November 17, 2011, the Strategy Committee of the Transatlantic board of directors met telephonically, along with representatives of Gibson Dunn, Goldman Sachs and Moelis. Representatives of Gibson Dunn discussed with the directors certain litigation alternatives that were available to Transatlantic, including filing a lawsuit in the Delaware Court of Chancery against Validus asserting that certain proposals in the solicitation of written consents commenced by Validus conflicted with provisions of the Transatlantic charter and Delaware law. The Strategy Committee authorized Gibson Dunn to proceed with the filing of the complaint. The Strategy Committee also received an update regarding Transatlantic's strategic review process.

On November 18, 2011, Transatlantic filed a lawsuit against Validus in the Delaware Court of Chancery alleging, among other things, that certain of the proposals set forth in Validus's proposed solicitation of written consents from Transatlantic stockholders violated provisions of the Transatlantic charter and Delaware law.

Also on November 18, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn provided a litigation update to the directors. Representatives of Goldman Sachs and Moelis reviewed certain preliminary financial analyses of the proposal received from Consortium B earlier that week and provided an update regarding the status of discussions with Alleghany. Representatives of Gibson Dunn described the terms of the draft merger agreement and commitment letters received from Consortium B. Among other things, the directors considered the execution risks associated with Consortium B's proposal, including the conditionality of the financing and the regulatory risks related to seeking approval by insurance regulators of a transaction that entailed a run-off of a substantial portion of Transatlantic's business and assets. Members of Transatlantic's management then presented to the directors a possible plan for Transatlantic to remain independent.

Table of Contents

Also on November 18, 2011, the Alleghany board of directors held a special meeting. At this meeting, Mr. Hicks and other members of Alleghany management described in detail the terms of the proposed business combination with Transatlantic. Mr. Hicks explained that Alleghany intended, subject to the support of the Alleghany board of directors, to submit an improved proposal to Transatlantic to acquire 100% of the shares of common stock of Transatlantic for consideration consisting of 0.145 shares of Alleghany common stock and \$13.20 in cash per share. The directors then heard presentations from management and representatives of its financial and legal advisors, updating the board on the findings of the financial, accounting and legal due diligence investigations. In addition, representatives of UBS and Morgan Stanley made presentations regarding certain of their preliminary financial analyses. Representatives of Wachtell Lipton also described the proposed terms of the merger agreement. On the basis of these discussions, the Alleghany board of directors authorized Mr. Hicks and the financial and legal advisors of Alleghany to work with Transatlantic and its advisors to finalize a transaction on the terms described to them. The Alleghany board of directors agreed to meet again on November 20, 2011 to discuss the final terms of the transaction and determine whether it would approve entry into the merger agreement.

Later on November 18, 2011, representatives of Alleghany contacted representatives of Goldman Sachs and Moelis to convey a revised proposal from Alleghany consisting of 0.145 shares of Alleghany common stock and \$13.20 in cash per share of Transatlantic common stock. Representatives of Alleghany further conveyed that Alleghany's revised proposal (i) was contingent upon the merger agreement containing termination fees and other provisions substantially similar to those set forth in the Allied World Merger Agreement, and (ii) only three Transatlantic directors being elected to the Alleghany board of directors.

Later in the evening of November 18, 2011, the Strategy Committee of the Transatlantic board of directors met telephonically, along with representatives of Gibson Dunn, Goldman Sachs and Moelis. The Strategy Committee discussed the proposals received from each of Alleghany and Consortium B, as well as the Revised Validus Exchange Offer. The Strategy Committee discussed the desire to expeditiously conclude the strategic review process in light of the upcoming reinsurance renewal season. The Strategy Committee authorized Goldman Sachs and Moelis to contact representatives of Alleghany that evening to request an additional \$2.00 of cash consideration and the removal of the force the vote provision from the merger agreement. The Strategy Committee further authorized Goldman Sachs and Moelis to contact representatives of Consortium B to relay Transatlantic's concerns regarding the significant conditionality and significant insurance regulatory risks of Consortium B's proposal. Following this meeting, representatives of Goldman Sachs and Moelis contacted representatives of Alleghany to relay Transatlantic's request. Representatives of Goldman Sachs and Moelis also contacted representatives of Consortium B in order to relay Transatlantic's serious concerns with their proposal.

Also on November 18, 2011, in response to the lawsuit filed by Transatlantic earlier that day, a Validus representative electronically delivered to Transatlantic a request for a new record date in connection with Validus's proposed solicitation of written consents from Transatlantic stockholders. The request was accompanied by a new set of proposals, which sought, among other things, to remove five of Transatlantic's seven directors, and elect three Validus nominees to the Transatlantic board of directors.

Also during the evening of November 18, 2011, an article describing the terms of a possible proposal to acquire Transatlantic for a price in excess of \$60 per share appeared in the press.

On November 19, 2011, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. The Transatlantic board of directors invited a representative of Davis Advisors to join the meeting and provide Davis Advisors's views regarding the strategic alternatives available to Transatlantic. At this meeting, the representative of Davis Advisors conveyed Davis Advisors's support for a transaction between Transatlantic and Alleghany. Following the Davis Advisors representative's departure from the meeting, representatives of Gibson Dunn reviewed with the directors the applicable legal standards in connection with the matters being considered by the Transatlantic board of directors at the meeting and provided an overview of the proposals received from each of

Table of Contents

Validus, Alleghany and Consortium B. Representatives of Goldman Sachs and Moelis reviewed certain preliminary financial analyses of the proposal received from Alleghany. The directors discussed each of the strategic alternatives available to Transatlantic and the desire to expeditiously conclude the strategic review process. In discussing Consortium B's proposal, the Transatlantic board of directors considered (i) that Consortium B intended to run-off Transatlantic's existing business and to sell Transatlantic's renewal rights to Allied World, (ii) that it was uncertain as to whether Consortium B's proposal could obtain insurance regulatory approval on a timely basis, if at all, or whether the insurance regulators would place significant conditions on their approval, which could result in Consortium B not being able to consummate the transaction, (iii) their belief that no profitable and solvent insurance company of the size of Transatlantic has ever been put into run-off, making the likelihood of successful completion of the transaction uncertain, (iv) that Consortium B's proposal would not allow Transatlantic stockholders to participate in any profits realized by Consortium B from the transaction, (v) that Consortium B's proposal required both equity and debt financing and there were numerous conditions to receipt of that financing and such financing might not be obtained on a timely basis or at all, (vi) that the announcement of Consortium B's transaction could cause disruption among Transatlantic's customers and employees, thus potentially damaging Transatlantic's operations, which could significantly impair stockholder value if the transaction was not completed, (vii) that Consortium B's transaction would be taxable to Transatlantic stockholders, and (viii) that if Transatlantic entered into a transaction agreement with Consortium B on the terms proposed, but it was not completed, the maximum compensation that Transatlantic would receive under any circumstance would be \$175 million and in certain circumstances, Transatlantic might not receive any compensation, and in any event such payments might be insufficient to compensate Transatlantic for the harm to its business and operations. The directors then authorized Mr. Sapnar to contact Mr. Noonan to inform him that the Transatlantic board of directors would be meeting that weekend to review its strategic alternatives.

Following the meeting, representatives of Gibson Dunn attended a conference call with the legal advisors to Consortium B to discuss the debt commitment letter delivered to Transatlantic earlier that week and further expressed the Transatlantic board of directors' concerns regarding the conditionality of the proposal, including the conditionality of the debt commitment letter and the fact that Consortium B would be unable to complete the merger absent such debt financing.

In the afternoon of November 19, 2011, members of Transatlantic's management, including Messrs. Sapnar and Kenneth Apfel, Executive Vice President and Chief Actuary of Transatlantic, along with representatives of Goldman Sachs and Moelis, met with representatives of Alleghany, UBS and Morgan Stanley to discuss the terms of a possible transaction. At this meeting, Alleghany increased its proposal to 0.145 shares of Alleghany common stock and \$14.00 in cash per share of Transatlantic common stock, which had an aggregate value of \$59.57 per share based on the closing price of Alleghany common stock on November 18, 2011. Alleghany also conveyed to Transatlantic that if a merger agreement was not reached and announced by the morning of November 21, 2011, Alleghany would withdraw its proposal because it believed there could be substantial harm to the Transatlantic franchise from press speculation regarding a possible proposal to acquire Transatlantic and then run-off a substantial portion of its operations. Representatives of Transatlantic asked that Alleghany increase its proposal. After discussions with management and its financial advisors, representatives of Alleghany responded that Alleghany was unwilling to increase its price beyond the terms that had already been discussed. The representatives of Alleghany further indicated that a meeting of the Alleghany board of directors was to be held the following morning to approve the business combination on the terms currently being discussed, and expressed its desire that the Transatlantic board of directors would do the same. Thereafter, talks between the parties temporarily ceased.

Also on November 19, 2011, at the direction of the Transatlantic board of directors, Mr. Sapnar contacted Mr. Noonan and indicated that the Transatlantic board of directors would be meeting on the morning of November 20 to review strategic alternatives available to Transatlantic.

On the morning of November 20, 2011, Mr. Noonan orally communicated to Mr. Sapnar that Validus would be prepared to revise its offer to 1.5564 Validus shares plus \$14.00 in cash for each share of Transatlantic common stock, which had a market value of \$58.59 based on the closing price of Validus shares on November 18, 2011.

Table of Contents

Also on the morning of November 20, 2011, representatives of Alleghany communicated to representatives of Goldman Sachs a further increased proposal, comprised of 0.145 shares of Alleghany common stock and \$14.22 in cash for each share of Transatlantic common stock, which had an aggregate value of \$59.79 per share, based on the closing price of Alleghany common stock on November 18, 2011. The proposal further provided that Transatlantic would not be permitted to pay dividends (apart from the dividend previously declared in September) during the pendency of the merger. Following this communication, Mr. Press communicated with Mr. Hicks regarding the terms of Alleghany's proposal.

Later that morning, the Transatlantic board of directors met telephonically, along with members of Transatlantic's management and representatives of Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Representatives of Gibson Dunn reviewed the applicable legal standards in connection with the matters to be considered by the Transatlantic board of directors at the meeting. The directors received updates from Mr. Sapnar and representatives of Goldman Sachs and Moelis regarding the status of each of the strategic proposals. The directors authorized Mr. Sapnar, Goldman Sachs and Moelis to continue their discussions with each of the potential counterparties to a transaction, with a view to providing additional consideration to the Transatlantic stockholders and expeditiously concluding the strategic review process.

Later that morning, the Alleghany board of directors met, along with members of Alleghany's management and representatives of UBS, Morgan Stanley and Wachtell Lipton. The financial advisors updated the board as to the events that had taken place since the meeting of the board on the afternoon of November 18. Mr. Hicks indicated that the current proposal was for Alleghany to acquire Transatlantic for consideration consisting of 0.145 shares of Alleghany common stock and \$14.22 in cash for each share of common stock, an increase of \$1.02 from the proposal discussed on November 18. Mr. Hicks indicated that as part of this proposal, Transatlantic would not be permitted to declare or pay any future dividends during the pendency of the merger. Each of UBS and Morgan Stanley reviewed with the Alleghany board of directors their joint financial analysis relating to the merger and each subsequently delivered to the Alleghany board of directors a written opinion, dated November 20, 2011, to the effect that, as of that date and based on and subject to various assumptions, matters considered, qualifications and limitations described in their respective opinions, the merger consideration to be paid to Alleghany in the merger was fair, from a financial point of view, to Alleghany. Representatives of Wachtell Lipton discussed with the board of directors the legal standards applicable to its decisions and actions with respect to the proposed merger, and the duties of the board of directors in connection with the proposed transactions. Following these discussions, the Alleghany board of directors determined that the proposed transaction with Transatlantic was advisable to and in the best interests of Alleghany and its stockholders, and voted to approve the merger agreement.

In the afternoon of November 20, 2011, Mr. Noonan conveyed to a representative of Transatlantic that Validus would be prepared to offer 1.5564 Validus shares and \$15.50 in cash per Transatlantic share if the Transatlantic board were willing to accept Validus's offer, which had a value of \$60.09 based on the closing price of Validus voting common stock on Friday, November 18, 2011.

Also in the afternoon of November 20, 2011, Transatlantic again requested that Alleghany further increase its proposed consideration but Alleghany conveyed to Transatlantic that it would not be willing to do so beyond the increase agreed to earlier that morning.

On the evening of November 20, 2011, the Transatlantic board of directors met telephonically with members of Transatlantic's management, as well as representatives from Gibson Dunn, Richards Layton, Goldman Sachs and Moelis. Among other things, the Transatlantic board of directors reviewed and considered (i) the final proposal received from Alleghany pursuant to which the stockholders of Transatlantic would receive consideration consisting of 0.145 Alleghany common shares and \$14.22 in cash for each share of Transatlantic common stock, which had an aggregate value of \$59.79 per share, based on the closing price of Alleghany common stock on November 18, 2011, (ii) the revised Validus proposal of 1.5564 Validus shares and \$15.50 in cash for each share of Transatlantic common stock, which had an aggregate value of \$60.09 per share, based on

Table of Contents

the closing price of Validus voting common stock on November 18, 2011, (iii) the final run-off proposal received by Consortium B of \$61.50 in cash per share, and (iv) the possibility of remaining an independent company. Representatives of Gibson Dunn reviewed with the directors the applicable legal standards in connection with the matters to be considered by the Transatlantic board of directors at the meeting. Representatives of Gibson Dunn further described the terms of the draft merger agreement, including the mechanics of the cash and stock elections and proration, which had been negotiated with Alleghany.

The directors considered, among other things, the highly conditional nature of Consortium B's proposal and the insurance regulatory risks posed by the proposal, which created uncertainties about the likelihood of consummating a transaction, and the fact that Transatlantic stockholders would not share in any upside potential of the proposed transaction.