Enstar Group LTD
Form 10-K
February 27, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016
Commission File Number 001-33289

ENSTAR GROUP LIMITED
(Exact name of Registrant as specified in its charter)

BERMUDA	N/A
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Windsor Place, 3rd Floor, 22 Queen Street, Hamilton HM JX, Bermuda
(Address of principal executive offices, including zip code)

Registrant’s telephone number, including area code: (441) 292-3645

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

Title of Each Class	Name of Each Exchange on Which Registered
Ordinary shares, par value $1.00 per share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.   Yes ý   No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.   Yes ¨   No ý

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ý

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

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

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates as of June 30, 2016 was approximately $1.59 billion based on the closing price of $161.99 per ordinary share on the NASDAQ Stock Market on that date. Shares held by officers and directors of the registrant and their affiliated entities have been excluded from this computation. Such exclusion is not intended, nor shall it be deemed, to be an admission that such persons are affiliates of the registrant.

As of February 23, 2017, the registrant had outstanding 16,419,889 voting ordinary shares and 3,004,443 non-voting convertible ordinary shares, each par value $1.00 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A relating to its 2017 annual general meeting of shareholders are incorporated by reference in Part III of this Form 10-K.

Enstar Group Limited
Annual Report on Form 10-K
For the Fiscal Year Ended December 31, 2016

Table of Contents

		Page
PART I		
Item 1.	Business	1
Item 1A.	Risk Factors	23
Item 1B.	Unresolved Staff Comments	38
Item 2.	Properties	38
Item 3.	Legal Proceedings	38
Item 4.	Mine Safety Disclosures	38
PART II		
Item 5.	Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	39
Item 6.	Selected Financial Data	41
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	43
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	98
Item 8.	Financial Statements and Supplementary Data	101
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	205
Item 9A.	Controls and Procedures	205
Item 9B.	Other Information	207
PART III		
Item 10.	Directors, Executive Officers and Corporate Governance	208
Item 11.	Executive Compensation	208
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	208
Item 13.	Certain Relationships and Related Transactions, and Director Independence	208
Item 14.	Principal Accounting Fees and Services	208
PART IV		
Item 15.	Exhibits, Financial Statement Schedules	209
Item 16.	Form 10-K Summary	209

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This annual report and the documents incorporated by reference contain statements that constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, with respect to our financial condition, results of operations, business strategies, operating efficiencies, competitive positions, growth opportunities, plans and objectives of our management, as well as the markets for our ordinary shares and the insurance and reinsurance sectors in general. Statements that include words such as "estimate," "project," "plan," "intend," "expect," "anticipate," "believe," "would," "should," "could," "seek," "may" and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise. All forward-looking statements are necessarily estimates or expectations, and not statements of historical fact, reflecting the best judgment of our management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward looking statements should, therefore, be considered in light of various important factors, including those set forth in this annual report and the documents incorporated by reference, which could cause actual results to differ materially from those suggested by the forward looking statements. These factors include:

- risks associated with implementing our business strategies and initiatives;
- risks that we may require additional capital in the future, which may not be available or may be available only on unfavorable terms;
- the adequacy of our loss reserves and the need to adjust such reserves as claims develop over time;
- risks relating to the availability and collectability of our reinsurance;
- changes and uncertainty in economic conditions, including interest rates, inflation, currency exchange rates, equity markets and credit conditions, which could affect our investment portfolio, our ability to finance future acquisitions and our profitability;
- the risk that ongoing or future industry regulatory developments will disrupt our business, affect the ability of our subsidiaries to operate in the ordinary course or to make distributions to us, or mandate changes in industry practices in ways that increase our costs, decrease our revenues or require us to alter aspects of the way we do business;
- losses due to foreign currency exchange rate fluctuations;
- increased competitive pressures, including the consolidation and increased globalization of reinsurance providers;
- emerging claim and coverage issues;
- lengthy and unpredictable litigation affecting assessment of losses and/or coverage issues;
- loss of key personnel;
- the ability of our subsidiaries to distribute funds to us and the resulting impact on our liquidity;
- our ability to comply with covenants in our debt agreements;
- changes in our plans, strategies, objectives, expectations or intentions, which may happen at any time at management's discretion;
- operational risks, including system, data security or human failures and external hazards;
- risks relating to our acquisitions, including our ability to continue to grow, successfully price acquisitions, evaluate opportunities, address operational challenges, support our planned growth and assimilate acquired companies into our internal control system in order to maintain effective internal controls, provide reliable financial reports and prevent fraud;
- risks relating to our ability to obtain regulatory approvals, including the timing, terms and conditions of any such approvals, and to satisfy other closing conditions in connection with our acquisition agreements, which could affect our ability to complete acquisitions;

- risks relating to our active underwriting businesses, including unpredictability and severity of catastrophic and other major loss events, failure of risk management and loss limitation methods, the risk of a ratings downgrade or withdrawal, cyclicality of demand and pricing in the insurance and reinsurance markets;
- our ability to implement our strategies relating to our active underwriting businesses;
- risks relating to our life and annuities business, including mortality and morbidity rates, lapse rates, the performance of assets to support the insured liabilities, and the risk of catastrophic events;
- risks relating to our investments in life settlements contracts, including that actual experience may differ from our assumptions regarding longevity, cost projections, and risk of non-payment from the insurance carrier;
- risks relating to our subsidiaries with liabilities arising from legacy manufacturing operations;
- risks relating to the performance of our investment portfolio and our ability to structure our investments in a manner that recognizes our liquidity needs;
- tax, regulatory or legal restrictions or limitations applicable to us or the insurance and reinsurance business generally;
- changes in tax laws or regulations applicable to us or our subsidiaries, or the risk that we or one of our non-U.S. subsidiaries become subject to significant, or significantly increased, income taxes in the United States or elsewhere;
- changes in Bermuda law or regulation or the political stability of Bermuda; and
- changes in accounting policies or practices.

The factors listed above should be not construed as exhaustive and should be read in conjunction with the Risk Factors that are included in Item 1A below. We undertake no obligation to publicly update or review any forward looking statement, whether to reflect any change in our expectations with regard thereto, or as a result of new information, future developments or otherwise, except as required by law.

PART I

ITEM 1. BUSINESS

Company Overview

Enstar Group Limited ("Enstar") is a Bermuda-based holding company, formed in 2001. Enstar is a multi-faceted insurance group that offers innovative capital release solutions and specialty underwriting capabilities through its network of group companies in Bermuda, the United States, the United Kingdom, Continental Europe, Australia, and other international locations. Enstar is listed on the NASDAQ Global Select Market under the ticker symbol "ESGR". In this report, the terms "Enstar," "the Company," "us," and "we" are used interchangeably to describe Enstar and our subsidiary companies.

Our fundamental corporate objective is growing our net book value per share. We strive to achieve this primarily through growth in net earnings from both organic and accretive sources, including the completion of new acquisitions, the effective management of companies and portfolios of business acquired, and the execution of active underwriting strategies.

Enstar acquires and manages insurance and reinsurance companies and portfolios of insurance and reinsurance business in run-off. Since formation, we have completed the acquisition of over 75 insurance and reinsurance companies and portfolios of business.

Enstar also manages specialty active underwriting businesses:

- Atrium Underwriting Group Limited and its subsidiaries ("Atrium"), which manage and underwrite specialist insurance and reinsurance business for Lloyd’s Syndicate 609; and
- StarStone Insurance Bermuda Limited and its subsidiaries ("StarStone"), which is an A.M. Best A- rated global specialty insurance group with multiple underwriting platforms.

Business Strategy

Enstar aims to maximize growth in net book value per share by employing the following strategies:

We Leverage Management’s Experience and Industry Relationships to Solidify Enstar’s Position in the Run-Off Market. Enstar leverages the extensive experience and relationships of our senior management team to solidify our position as a leading run-off acquirer and generate future growth opportunities.

We Engage in Highly Disciplined Acquisition, Management and Reinsurance Practices across a Diverse Portfolio of Loss Reserves. Enstar employs a disciplined approach when assessing and acquiring portfolios of risk, which we believe minimizes risk and increases the probability of delivering positive operating results from the companies and portfolios acquired. Enstar is highly selective in reviewing potential acquisition targets. When considering any acquisition we carefully analyze the target’s risk exposures, claims practices and reserve requirements.

We Aim to Profitably Underwrite Selected Specialty Lines to Enhance Future Growth Opportunities. Through our Atrium and StarStone segments, Enstar selectively underwrites in chosen specialty lines, with a focus on balancing risk exposures. Through Atrium and StarStone, the group’s underwriting activity grows organically; and when Enstar acquires run-off businesses, the group’s active underwriting companies are well-positioned to capture profitable active business in specialty lines previously identified as attractive.

We Manage Claims Professionally, Expeditiously, and Cost-Effectively. Enstar aims to manage claims made against group companies and portfolios in a professional and disciplined manner, drawing on in-house expertise to dispose of claims efficiently. Enstar strives to pay valid claims on a timely basis, while relying on well-documented policy terms and exclusions where applicable, and litigation when necessary, to defend against paying invalid claims.

We Seek to Commute Assumed Liabilities and Insurance and Reinsurance Assets at a Discount to the Ultimate Liability. Using detailed claims analysis and actuarial projections, Enstar seeks to negotiate with policyholders in the non-life run-off insurance and reinsurance companies or portfolios that we own with a goal of commuting existing insurance and reinsurance liabilities at a discount to the ultimate liability.

We Prudently Manage Investments and Capital. In managing investments and deploying group capital, Enstar strives to achieve superior risk-adjusted returns, while growing profitability and generating long-term growth in shareholder value.

Strategic Growth

Enstar transactions typically take the form of either acquisitions or portfolio transfers. In an acquisition, we acquire an insurance or reinsurance company and manage the run-off or continued underwriting of risk in its business lines. In a portfolio transfer, a reinsurance contract transfers risk from the initial insurance or reinsurance company to a company in the Enstar group. Enstar also enters into reinsurance to close ("RITC") transactions with Lloyd's of London ("Lloyd's") insurance and reinsurance syndicates in run-off, whereby a portfolio of run-off liabilities is transferred from one Lloyd’s syndicate to another.

The substantial majority of Enstar’s acquisitions have been in the non-life run-off business, which generally includes property and casualty, workers’ compensation, asbestos and environmental, construction defect, marine, aviation and transit, and other closed business. Enstar also owns closed life and annuities businesses.

Enstar evolved from a stand-alone run-off consolidator to a more diversified insurance group with active underwriting capabilities following our acquisitions of Atrium and StarStone, in 2013 and 2014, respectively. We had several rationales for acquiring Atrium and StarStone:

- Atrium’s and StarStone’s underwriting businesses provide Enstar with a more diversified earnings stream, which reduces the impact of volatility in earnings from non-life run-off businesses, while concurrently offering the group new growth avenues.
- We believe that having active underwriting businesses enhances the group’s overall ability to compete for new acquisition targets because the addition of active underwriting capabilities allows the group to acquire renewal rights or provide loss portfolio reinsurance in connection with such acquisitions. These capabilities can attract certain vendors, and may provide Enstar with additional flexibility in structuring proposed transactions.
- Having both run-off and active underwriting businesses within our group allows Enstar to evaluate an acquisition target not only for its fundamental run-off potential, but also for the ongoing value of its profitable business lines.

We partnered with the Trident V funds ("Trident") (managed by Stone Point Capital LLC) in the acquisitions of the active underwriting businesses. Stone Point Capital is a financial services-focused private equity firm that has significant experience investing in insurance and reinsurance companies and other insurance-related businesses, which Enstar believes is valuable in our active underwriting joint ventures.

In each of the Atrium and StarStone transactions, Enstar has a 59.0% equity interest, Trident has a 39.3% equity interest, and Dowling Capital Partners, L.P. ("Dowling") has a 1.7% equity interest.

Recent Acquisitions and Significant New Business

RSA

On February 7, 2017, we entered into an agreement to reinsure U.K. employers' liability legacy business of RSA Insurance Group PLC ("RSA"). Pursuant to the transaction, our subsidiary will assume gross insurance reserves of approximately £957 million (approximately $1.2 billion), relating to 2005 and prior year business. Net insurance reserves are approximately £834 million (approximately $1.0 billion) and the reinsurance premium payable to Enstar’s subsidiary is £799 million (approximately $1.0 billion). The transaction is subject to finalizing and effecting certain security arrangements.

Following the initial reinsurance transaction, which will transfer the economics of the portfolio up to the policy's limits, we and RSA will pursue a portfolio transfer of the business under Part VII of the Financial Services and Markets Act 2000, which would provide legal finality for RSA's obligations. The transfer is subject to court, regulatory and other approvals.

QBE

On January 11, 2017, we announced the closing of a transaction to reinsure multi-line property and casualty business of QBE Insurance Group Limited ("QBE"). Our subsidiary assumed gross reinsurance reserves of approximately $919 million (net reserves of $444 million) relating to the portfolio, which primarily includes workers' compensation, construction defect, and general liability discontinued lines of business. In addition our subsidiary has pledged a portion of the premium as collateral to a subsidiary of QBE, and we have provided additional collateral and a limited parental guarantee.

Dana Companies
On December 30, 2016, we acquired Dana Companies, LLC ("Dana Companies") from Dana Incorporated for a total purchase price of $88.5 million. Dana Companies holds liabilities associated with personal injury asbestos claims and environmental claims arising from its legacy automotive thermal-management manufacturing operations. Dana Companies' assets include, among others, insurance rights related to coverage against these liabilities and marketable securities. We financed the transaction through a draw on our revolving credit facility.
Shelbourne RITC Transaction
On November 15, 2016, we entered into a RITC transaction of the 2007 and prior underwriting years of account of a Lloyd’s syndicate managed by Neon Underwriting Limited (formerly Marketform), under which we assumed total net insurance reserves of £121.5 million ($158.0 million) for cash consideration of an equal amount.
Coca-Cola
On August 5, 2016, we entered into a reinsurance transaction with The Coca-Cola Company and its subsidiaries (“Coca-Cola”) pursuant to which we reinsured certain of Coca-Cola’s retention and deductible risks under its subsidiaries’ U.S. workers’ compensation, auto liability, general liability, and product liability insurance coverage. We assumed total gross reserves of $108.8 million, received total assets of $101.3 million and recorded a deferred charge of $7.5 million, included in other assets. We have transferred $108.8 million into a trust to support our obligations under the reinsurance agreements. We provided a limited parental guarantee, subject to an overall maximum of $27.0 million.
Allianz SE
On March 31, 2016, we completed a transaction with Allianz SE ("Allianz") to reinsure portfolios of Allianz's run-off business. Pursuant to the reinsurance agreement, our subsidiary has reinsured 50% of certain portfolios of workers' compensation, construction defect, and asbestos, pollution, and toxic tort business originally held by Fireman's Fund Insurance Company, and in the process assumed net reinsurance reserves of $1.1 billion. Affiliates of Allianz retained $1.1 billion of reinsurance premium as funds withheld collateral for the obligations of our subsidiary under the reinsurance agreement and we transferred $110.0 million to a reinsurance trust to further support our subsidiary's obligations. We have also provided a limited parental guarantee, which is subject to a maximum cap. The combined monetary total of the initial support offered by us through the trust and parental guarantee is capped at $270.0 million.
In addition to the reinsurance transaction described above, we have entered into a consulting agreement with San Francisco Reinsurance Company, an affiliate of Allianz, with respect to the entire $2.2 billion portfolio, including the 50% share retained by affiliates of Allianz.
The tables below set forth summaries of acquisitions and significant new business in excess of $50 million in acquired assets that we have signed or completed since January 1, 2016. For a more detailed explanation of these transactions, as well as transactions completed in 2015 and 2014, refer to "Note 3 - Acquisitions" and "Note 4 - Significant New Business" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.
Acquisitions (January 1, 2016 - Present)

Company Name	Purchase Price	Assets Acquired	Liabilities Acquired	Goodwill	Segment	Primary Nature of Business
Dana Companies, LLC	$88.5 million	$329.3 million	$240.8 million	Nil	Non-life Run-off	Liabilities associated with personal injury asbestos claims and environmental claims arising from legacy manufacturing operations

3

Significant New Business (January 1, 2016 - Present)

Company Name	Purchase Price	Assets Acquired	Liabilities Acquired	Deferred Charge	Segment	Primary Nature of Business
RSA Insurance Group PLC	N/A	$1.2 billion	$1.2 billion	Nil	Non-life Run-off	U.K. employers' liability
QBE Insurance Group Limited	N/A	$0.9 billion	$0.9 billion	Nil	Non-life Run-off	U.S. workers' compensation, construction defect, and general liability
Neon (formerly Marketform)	N/A	$158.0 million	$158.0 million	Nil	Non-life Run-off	Italian medical malpractice
The Coca-Cola Company	N/A	$101.3 million	$108.8 million	$7.5 million	Non-life Run-off	U.S. workers' compensation, auto liability, general liability, and product liability
Allianz SE	N/A	$1.1 billion	$1.1 billion	Nil	Non-life Run-off	U.S. workers' compensation, construction defect, asbestos, pollution and toxic tort

Business Held for Sale

Pavonia

On February 17, 2017, we entered into a definitive agreement to sell Pavonia Holdings (US) Inc. and its subsidiaries (“Pavonia”) for total consideration of $120.0 million. The closing of the transaction is subject to certain conditions, including obtaining regulatory approvals or non-disapprovals and other customary closing conditions. The proceeds are expected to be used to pay down our revolving credit facility. Pavonia represents a substantial portion of the Life and Annuities segment. We have classified Pavonia as discontinuing operations and held-for-sale. For further information, refer to "Note 5 - Held-for-sale Business" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Other Transactions

KaylaRe

On December 15, 2016, we announced the launch of KaylaRe Ltd., a Bermuda-based Class 4 reinsurer offering a diversified range of specialty reinsurance to the global insurance market. in connection with the launch, KaylaRe Holdings Ltd., the parent company of KaylaRe Ltd. completed an initial capital raise of $620 million. Through our subsidiary, Cavello Bay Reinsurance Limited (“Cavello”), we have invested $300 million in common shares of KaylaRe. We also received a warrant to purchase up to 900,000 common shares of KaylaRe, which is exercisable upon an initial public offering or listing of KaylaRe’s common shares, with an exercise price of $20.00 per share. We use the equity method to account for our interest in KaylaRe.

Our subsidiary acts as insurance and reinsurance manager to KaylaRe Ltd., and certain of our affiliates have entered into various reinsurance agreements with KaylaRe Ltd. KaylaRe Ltd. will also have the opportunity to participate in future Enstar legacy transactions. For a detailed discussion of the transactions between us and KaylaRe, refer to "Note 21 - Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

ClearSpring

On January 1, 2017, we sold SeaBright Insurance Company ("SeaBright Insurance") to an affiliate of Delaware Life Insurance Company ("Delaware Life"), a subsidiary of Guggenheim Partners, LLC. Following the sale, SeaBright Insurance will be renamed ClearSpring Property and Casualty Insurance Company ("ClearSpring") and will focus on underwriting workers' compensation and property business in the U.S. Prior to the sale, SeaBright Insurance had reinsured all of its run-off liabilities into another Enstar entity and at the time of the sale, ClearSpring contained only insurance licenses. We have retained a 20% indirect equity interest in ClearSpring and have agreed to reinsure (on a funds withheld basis) 25% of its new business underwritten. We provide underwriting and claims expertise to ClearSpring through fronting, underwriting and service agreements.

4

Operating Segments

We have four segments of business that are each managed, operated and reported on separately: (i) Non-life Run-off; (ii) Atrium; (iii) StarStone; and (iv) Life and Annuities. For additional information and financial data relating to our segments, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Results of Operations by Segment," "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Investments" and "Note 24 - Segment Information" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Non-life Run-off

Our Non-life Run-off segment comprises the operations of our subsidiaries that are running off their property and casualty and other non-life lines of business, including the run-off businesses of StarStone and Arden.

In the primary (or direct) insurance business, the insurer assumes risk of loss from persons or organizations that are directly subject to the given risks. In the reinsurance business, the reinsurer agrees to indemnify an insurance or reinsurance company, referred to as the ceding company, against all or a portion of the insurance risks arising under the policies the ceding company has written or reinsured. When an insurer or reinsurer stops writing new insurance business, either entirely or with respect to a particular line of business, the insurer, reinsurer, or the line of discontinued business is in run-off.

Participants in the industry often have portfolios of business that are either inconsistent with their core competency or provide excessive exposure to a particular risk or segment of the market (i.e., workers' compensation, property/casualty, asbestos, environmental, director and officer liability, etc.). These non-core and/or discontinued portfolios are often associated with potentially large exposures and lengthy time periods before resolution of the last remaining insured claims, resulting in significant uncertainty to the insurer or reinsurer covering those risks. These factors can distract management, drive up the cost of capital and surplus for the insurer or reinsurer, and negatively impact the insurer's or reinsurer's credit rating, which makes the disposal of the unwanted company or portfolio an attractive option. The insurer or reinsurer may engage with a third party that specializes in run-off management, such as Enstar, to purchase the company or assume the portfolio in run-off.

In the sale of a company in run-off, a purchaser, such as Enstar, may pay a discount to the book value of the company based on the risks assumed and the relative value to the seller of no longer having to manage the company in run-off. Such a transaction can be beneficial to the seller because it receives an up-front payment for the company, eliminates the need for its management to devote any attention to the disposed company and removes the risk that the established reserves related to the run-off business may prove to be inadequate. The seller is also able to redeploy its management and financial resources to its core businesses.

In some situations, an insurer or reinsurer may wish to divest itself of a portfolio of non-core legacy business that may have been underwritten alongside other ongoing core business that the insurer or reinsurer does not want to dispose of. In such instances, we are able to provide economic finality for the insurer or reinsurer by providing a loss portfolio reinsurance contract to protect the insurer or reinsurer against deterioration of the non-core portfolio of loss reserves.

Overall, the focus of our Non-life Run-off segment is to acquire companies or portfolios in run-off and to effectively manage that business in ways that further our primary corporate objective of growing Enstar's net book value per share.

Acquisition Process

We evaluate each acquisition and loss portfolio transfer opportunity presented by carefully reviewing the portfolio's risk exposures, claim practices, reserve requirements and outstanding claims, and will seek an appropriate discount to reflect the uncertainty contained in the portfolio's reserves. Based on this initial analysis, we can determine if a company or portfolio of business would add value to our current portfolio of run-off businesses. If we determine to pursue the purchase of a company in run-off, we then proceed to price the acquisition in a manner we believe will result in positive operating results based on certain assumptions including, without limitation, our ability to favorably resolve claims, negotiate with direct insureds and reinsurers, and otherwise manage the nature of the risks posed by the business.

At the time we acquire a company in run-off, we estimate the fair value of assets and liabilities acquired based on actuarial advice and our views of the exposures assumed. While we earn most of our total return on an acquisition from disciplined claims management and/or commuting the liabilities that we have assumed, we also try to maximize reinsurance recoveries on the assumed portfolio of business and investment returns from the acquired investment portfolios.

Run-off Management

Following the acquisition of a company or portfolio of business in run-off, we strive to conduct the run-off in a disciplined and professional manner to efficiently discharge the liabilities associated with the business while preserving and maximizing its assets. Our approach to managing our companies and portfolios of business in run-off includes, where possible, negotiating with third-party insureds and reinsureds to commute their insurance or reinsurance agreement (sometimes called policy buy-backs) for an agreed upon up-front payment by us and to more efficiently manage payment of insurance and reinsurance claims. We attempt to commute policies with direct insureds or reinsureds to eliminate uncertainty over the amount of future claims. Commutations and policy buy-backs provide an opportunity for the company to exit exposures to certain policies and insureds generally at a discount to the ultimate liability and provide the ability to eliminate exposure to further losses. Commutations can also reduce the duration, administrative burden and ultimately the future cost of the run-off.

In certain lines of business, such as direct workers' compensation insurance, commutations and policy buy-back opportunities are not typically available, and our strategy with respect to these businesses is to derive value through efficient and effective management of claims.

Integral to our success is our ability to analyze, administer, and settle claims while managing related expenses, such as loss adjustment expenses ("LAE"). We have implemented claims handling guidelines along with claims reporting and control procedures in all of our claims units. All claims matters are reviewed regularly, with all material claims matters being circulated to and authorized by management prior to any action being taken. Our claims management processes also include leveraging our extensive relationships and developed protocols to more efficiently manage outside counsel and other third parties to reduce expenses. With respect to certain lines of business, we have arrangements with third-party administrators to manage and pay claims on our subsidiaries' behalf and advise with respect to case reserves. These agreements generally set forth the duties of the third-party administrators, limits of authority, indemnification language designed for our protection and various procedures relating to compliance with laws and regulations. These arrangements are also subject to review by our relevant claims departments, and we monitor these administrators on an ongoing basis.

We provide consultancy services to third parties in the insurance and reinsurance industry primarily through our subsidiaries, the Cranmore companies, Enstar Limited, Enstar (US), Inc., Paladin Managed Care Services, Inc. ("Paladin") and Kinsale Brokers Limited. In addition to third-party engagements, our consultancy companies also perform these services in-house for our Enstar companies, using their expertise to assist in managing our run-off portfolios and performing certain due diligence matters relating to acquired businesses. The services range from full-service incentive-based or fixed fee run-off management to bespoke solutions such as claims inspection, claims validation, reinsurance asset collection and IT consulting services. Paladin provides medical bill review, utilization review, physician case management and related services in the workers' compensation area.

Following the acquisition of a company or portfolio of business in run-off, we analyze the acquired exposures and reinsurance receivables on a policyholder-by-policyholder basis to identify those we wish to approach to discuss commutation. In addition, policyholders and reinsurers often approach us requesting commutation. We then carry out a full analysis of the underlying exposures in order to determine the attractiveness of a proposed commutation. From the initial analysis of the underlying exposures, it may take several months, or even years, before a commutation is completed. In certain cases, if we and the policyholder or reinsurer are unable to reach a commercially acceptable settlement, the commutation may not be achievable, in which case we will continue to settle valid claims from the policyholder, or collect reinsurance receivables from the reinsurer, as they arise or become due.

Certain insureds and reinsureds are often willing to commute with us, subject to receiving an acceptable settlement, as this provides certainty of recovery of what otherwise may be claims that are disputed in the future, and often provides a meaningful up-front cash receipt that, with the associated investment income, can provide funds to meet future claim payments or even commutation of their underlying exposure. Therefore, subject to negotiating an acceptable settlement, many of our insurance and reinsurance liabilities and reinsurance receivables are able to be either commuted or settled by way of policy buy-back over time. Properly priced commutations may reduce the expense of adjusting direct claims and pursuing collection of reinsurance, realize savings, remove the potential future volatility of claims and reduce required regulatory capital.

We manage cash flow with regard to reinsurance recoverables by working with reinsurers, brokers and professional advisors to achieve fair and prompt payment of reinsured claims, and we take appropriate legal action to

6

secure receivables when necessary. We also attempt where appropriate to negotiate favorable commutations with our reinsurers by securing a lump sum settlement from reinsurers in complete satisfaction of the reinsurer's past, present and future liability in respect of such claims.

Atrium

Our Atrium segment is comprised of the active underwriting operations and financial results of Northshore, a holding company that owns Atrium and its subsidiaries and Arden. Enstar acquired Atrium on November 25, 2013. Atrium was regarded as an attractive expansion opportunity by Enstar management primarily because of its skilled underwriting and management teams and its strong historical performance at Lloyd's.

Atrium's wholly-owned subsidiary, Atrium Underwriters Ltd, manages Syndicate 609 which underwrites specialist insurance and reinsurance business at Lloyd's. Atrium's wholly-owned subsidiary, Atrium 5 Ltd., provides 25% of the underwriting capacity and capital to Syndicate 609, with the balance provided by traditional Lloyd's Names. Atrium has offices in London, the United States, Canada, and Singapore. Generally speaking, Atrium continues to operate in accordance with the underwriting and other business strategies established pre-acquisition, although we and Trident continually review these strategies and business goals and continue to develop synergies with our existing business operations.

Arden is a Bermuda-based reinsurance company that provides reinsurance to Atrium (through a 65% quota share reinsurance arrangement with Atrium 5 Ltd., which is eliminated upon consolidation) and is currently in the process of running off certain other discontinued business. Results related to Arden's discontinued business are included within our Non-life Run-off segment.

Business Lines

Syndicate 609 provides insurance and reinsurance on a worldwide basis including the United States, Europe, the Far East and Australasia. Atrium specializes in a wide range of industry classes, including accident and health, aviation, marine, property and casualty binding authorities, non marine direct and facultative, liability, reinsurance, upstream energy and terrorism. Lloyd's business is often underwritten on a subscription basis across the insurance market. Atrium is the lead underwriter in approximately 35% of the business it underwrites.

Lloyd's is a surplus lines insurer and an accredited reinsurer in all U.S. states and territories, and a licensed (or admitted) insurer in Illinois, Kentucky and the U.S. Virgin Islands.

A description of each of Atrium's lines of business follows:

Marine. The Marine line of business is a worldwide portfolio writing marine hull, marine war, cargo, fine art and specie, marine and energy liability and total loss only business. This includes hull all risks, hull total loss interests, yachts, fishing vessels, ship construction, ports, cable construction and cable operating risks, tows, mortgages interests, port property, war risks and a number of other specialist areas of marine insurance. Atrium leads a number of the major marine war contracts in London. Cargo, fine art and specie includes exporters, museums, auction houses, jewelers, banks and security houses. Business is written on a direct, reinsurance, proportional and excess of loss basis.

Property and Casualty Binding Authorities. The property and casualty binding authority portfolio includes a broad range of small and medium business entity insurance products offered across the United States and Canada. Typical property risks include commercial, vacant and hard-to-place residential dwellings. Typical casualty risks include owners, landlords and tenants, business owners, artisan, special events and various niche products. Business is written through both traditional binding authorities as well as online binding authorities through AUGold, Atrium's proprietary online system that is used by brokers.

Upstream Energy. The upstream energy line of business is split into two main categories of assureds: operators (private and publicly quoted companies, national oil companies and Oil Insurance Limited members) and contractors (for drilling, service and construction entities). The principal coverage is physical damage/business interruption, control of well and associated pollution, construction and Gulf of Mexico windstorm and other natural catastrophe perils. Nearly all of the upstream energy line of business is sourced through Lloyd's brokers, with the significant majority written on a facultative basis and a smaller amount written on a treaty basis.

Reinsurance. The reinsurance line is a worldwide portfolio and includes aviation reinsurance, casualty reinsurance, property reinsurance, and marine reinsurance. Business is mainly written on a risk excess of loss, catastrophe excess of loss or retrocessional basis. Aviation reinsurance is written through an underwriting consortium managed by

Atrium.

Accident and Health. The accident and health line is a global account that encompasses a wide range of classes, including group and individual disability, personal accident, travel insurance, medical expenses, aviation personal accident, war risks, kidnap and ransom insurance, and sports accident insurance. The line includes both insurance and reinsurance business, written as facultative placements and under delegated underwriting facilities and both proportional and non-proportional treaties.

Non-Marine Direct and Facultative. The non-marine direct and facultative portfolio includes a diverse mix of property business offered in both the international and U.S. markets, comprised of physical loss or damage, business interruption, extra expense, construction, contingency and pecuniary loss risks in respect of onshore property and onshore engineered risks. The majority of this line of business is written through Lloyd’s brokers and under delegated underwriting facilities.

Liability. The liability line of business includes a professional liability North American portfolio of products covering a diverse range of classes including architects, consultants and lawyers and also a miscellaneous range encompassing many different professions. Included within this line of business is international liability, which is a book of primary coverholder business covering the security, leisure and hotel industries. The majority of business is produced through delegated binding authority contracts.

Aviation. The aviation portfolio includes all aspects of aviation insurance, with Atrium specializing in rotor wing and non-major airlines. The majority of the account is sourced through London brokers as direct or facultative reinsurance of a local reinsurer. This line of business also includes aviation war, covering hull war and other perils commonly excluded from hull and liability all risk policies, and a space account, which covers launch as well as in-orbit risks and is written through an underwriting consortium managed by Atrium.

Terrorism. The Terrorism portfolio includes political violence business, in which Atrium focuses on writing with security consultants engaged to provide risk or country surveys.

Distribution

All of the business in the Atrium segment is placed through insurance and reinsurance brokers, and a key distribution channel for Syndicate 609 is the managing general agent binding authorities. Atrium seeks to develop relationships with insurance and reinsurance brokers, insurance and reinsurance companies, large global corporations and financial intermediaries to develop and underwrite business. Independent brokers Marsh Inc., Willis Group Holdings Ltd., RK Harrison Group Ltd and Morice, Tozer & Beck (Aviation) Ltd. accounted for 11%, 9%, 6% and 6%, respectively of Atrium’s gross premiums written for the year ended December 31, 2016 (32% collectively). Other brokers (each individually less than 6%) accounted for 68% of gross premiums written.

Atrium’s proprietary online platform, AUGold, provides end-to-end processing, quote and policy production for managing general agents across a range of classes of business. The platform provides agents with efficient and cost effective access to Lloyd’s binding authorities and is designed to enable Atrium to compete more effectively with North American excess and surplus lines carriers.

Managing Agency Services

Atrium receives a managing agency fee of 0.7% of Syndicate 609 capacity and a 20% profit commission based on the net earnings of Syndicate 609, pursuant to its management contract. Atrium also receives management fees and profit commission from the management of underwriting consortiums. These fees and profit commission are included within fees and commission income in our consolidated statement of earnings.

Claims Management

Claims in respect of business written by Syndicate 609 are primarily notified by various central market bureaus. Where a syndicate is a "leading" syndicate on a Lloyd’s policy, its underwriters and claims adjusters work directly with the broker or insured on behalf of itself and the following market for any particular claim. This may involve appointing attorneys or loss adjusters. The claims bureaus and the leading syndicate advise movement in loss reserves to all syndicates participating on the risk. If necessary, Atrium's claims department may adjust the case reserves it records from those advised by the bureaus.

Reinsurance Ceded

On an annual basis Atrium purchases a tailored outwards reinsurance program designed to manage its risk profile. The majority of Atrium’s third-party reinsurance cover is with Lloyd’s Syndicates or other highly rated reinsurers.

8

StarStone

Our StarStone segment is comprised of the active underwriting operations and financial results of StarStone Holdings (formerly known as Bayshore), a holding company that owns StarStone and its subsidiaries. Results relating to StarStone's run-off lines of business are included within our Non-life Run-off segment.

We acquired StarStone (formerly known as Torus) on April 1, 2014 in partnership with Trident (managed by Stone Point Capital). Dowling also has a minority investment. StarStone rebranded during 2015. Under our ownership, and with a strengthened management team and operating structure, StarStone's strategy emphasizes underwriting discipline and focuses on profitable lines and improvement of operational effectiveness and efficiency.

StarStone is a global specialty insurer operating worldwide from key underwriting hubs in the Lloyd's and London markets, Bermuda, Continental Europe, and the United States. StarStone has six wholly-owned insurance platforms and licenses to serve a global client base. Through Syndicate 1301, we offer a variety of specialty products at Lloyd's. Syndicate 1301 is managed by StarStone's wholly-owned Lloyd's managing agency.

Business Lines

StarStone offers a broad range of property, casualty and specialty insurance products to both large multi-national and small and middle-market clients around the world. A description of StarStone's business lines is as follows:

Casualty. Casualty is StarStone's largest product group, including StarStone's U.S. excess casualty, global management and professional liability, global healthcare, and accident and health products. The U.S. excess casualty product includes umbrella, excess and retained limit products across a wide range of market segments focused on small to mid-market businesses. The global management and professional liability product specializes in directors and officers and professional liability protection for both traditional and emerging professions. Our healthcare product provides insurance for acute care centers, nursing homes, small hospitals, physician groups, senior living facilities, and others. The accident and health product provides protection for a broad range of groups and individuals such as air crew personal accident and loss of license, accidental death and permanent and temporary disability for individuals including athletes and high net worth individuals.

Marine. We provide a broad range of marine and specialty products including hull and machinery, marine and energy liabilities, cargo, war, transport, specie and fine art, and terrorism. These products are written through Lloyd's Syndicate 1301, our European branch network and by some of our U.S.-based teams. We also provide high excess casualty coverage placed in the London wholesale market which is focused on high excess layers for Fortune 500 companies.

Property. This line includes all of our property insurance products. The construction portfolio focuses on large, complex, infrastructure and contractor cover across all risk areas. Property also includes our onshore, power, and upstream and offshore products written through our Lloyd's and London platforms. Most lines are written on a full value, primary, excess of loss or quota share basis.

Aerospace. We serve a diverse client base within the aerospace sector including airlines, aircraft manufacturers and airport service providers. Our products are split between short-tail and long-tail risks and by aircraft type into three areas: airlines, aviation products and liability, and general aviation. We previously wrote a space product, which we no longer offer.

Workers' compensation. This line provides workers' compensation solutions for a range of industries, including energy and maritime businesses to high-hazard operations. We also cover cross-state, multi-jurisdictional exposures in single policies. Business is written directly with clients and through partnerships with independent agents, managing general underwriters, and select wholesale brokers throughout the United States.

Distribution

StarStone's distribution strategy is to focus on proximity to clients and brokers, using its Lloyd's platform, European branch distribution network, its U.S. wholesale distribution strategy, as well as its relationships with insurance and reinsurance brokers and risk carriers, corporations and financial intermediaries.

Syndicate 1301 can conduct business in over 200 countries and territories worldwide. In addition to underwriting business directly at Lloyd's in London, it provides local access to Lloyd's in Continental Europe and the United States. In the United States, products are written locally through our admitted and excess and surplus lines carriers. Our U.S. strategy also utilizes our online e-commerce broker portal, ESCAPE, which offers immediate wholesale

distribution to all 50 states. StarStone also harnesses the technology behind ESCAPE for its managing general agent partners across Europe.

Business in the StarStone segment is generally placed through insurance and reinsurance brokers and managing general agents. Independent brokers Marsh Inc., Aon Benfield Group Ltd. and Willis Group Holdings Ltd. accounted for 8%, 7% and 6%, respectively, of StarStone’s gross premiums written for the year ended December 31, 2016 (21% collectively). Other brokers and managing general agents (each individually less than 10%) accounted for the remaining 79% of gross premiums written.

Claims Management

Claims in respect of business written by Syndicate 1301, as well as in respect of StarStone’s other London market business, are primarily notified by various central market bureaus whereby the leading syndicate or company advise all participants of movement in loss reserves. StarStone’s claims department adjusts bureau claims in respect of coverages where StarStone is the lead underwriter and may choose to adjust the case reserves it records from those advised by the bureaus.

Claims in respect of non-bureau business are handled by StarStone’s experienced claims professionals. StarStone uses claims handling guidelines along with a global claims management system to review, report and administer claims. With respect to certain lines of business, StarStone may use third-party administrators to manage and pay claims on its behalf and advise with respect to case reserves. StarStone also utilizes Enstar’s experience in claims management.

Reinsurance Ceded

StarStone purchases an annual tailored outwards reinsurance program designed to manage its risk profile. The majority of StarStone’s third party reinsurance cover is with highly rated reinsurers or is collateralized by letters of credit. Several of the StarStone affiliates have entered into a Quota Share Treaty with KaylaRe Ltd. pursuant to which KaylaRe Ltd. reinsures 35% of all business written by these StarStone affiliates for risks attaching from January 1, 2016, net of the StarStone affiliates’ reinsurance programs.

Life and Annuities

Our Life and Annuities segment consists of the operations of our subsidiaries managing our closed-block of life and annuity business and our life settlements business. The segment includes the companies we acquired in the Pavonia acquisition in 2013, which operate primarily out of our New Jersey office, which are now held for sale as described above. The segment also includes Laguna Life Limited, a small Irish-based closed-life company, a portfolio of life settlements business, and Belgian insurer, Alpha, a European insurance company that wrote credit and life insurance and is now in run-off. Alpha also wrote non-life business, which is reported in our Non-life Run-off segment.

Similar to our Non-life Run-off segment, our life and annuities companies are no longer writing new policies, however, unlike that segment, these companies continue to generate premiums with respect to their in-force policies. Our strategy in the Life and Annuities segment differs from our non-life business, in particular because we have limited ability to shorten the duration of the liabilities of these businesses through either early claims settlement, commutations or policy buy-backs. Instead, we hold the policies to their natural maturity or lapse, while aiming to efficiently manage our invested assets in those businesses to match the duration and cash flows of the liability profile, and will pay claims as they come due.

Life Business

Our life run-off business consists of: (i) Pavonia's credit life and disability insurance, term life insurance, corporate owned life insurance, assumed reinsurance of term ordinary life and accidental death and dismemberment products sold in the United States and Canada; (ii) Laguna Life Limited's term life insurance primarily sold in the U.K. and Europe; and (iii) Alpha's credit and life insurance sold in Europe. The life companies continue to generate premiums, and accordingly, the reserves remain sensitive to lapse rates as well as mortality rates. As described above under "Business Held for Sale," we have entered into a definitive agreement to sell Pavonia, and we have therefore classified Pavonia's assets and liabilities as held-for-sale.

Annuities

Our annuities run-off business relates solely to business assumed by one of the Pavonia companies of a closed block of structured settlement, lottery, and other immediate annuities (the "PPA business"), which is part of the Pavonia transaction described above under "Business Held for Sale." Reserves relating to the PPA business constitute 80% of the aggregate reserves of the Pavonia companies as at December 31, 2016.

Life Settlements

Our life settlements business relates to interests in U.S. life insurance policies acquired in the secondary and tertiary markets and through collateralized lending transactions. We pay premiums on these policies and other costs to keep the policy in force, and we recognize income upon a policy maturity event. The investments in collateralized lending transactions were transferred to the Non-life Run-off segment during 2015.

Liability for Losses and Loss Adjustment Expenses

The liability for losses and LAE, also referred to as loss reserves, represents our gross estimates before reinsurance for unpaid reported losses and losses that have been incurred but not reported ("IBNR") for our Non-life Run-off, Atrium and StarStone segments. We recognize an asset for the portion of the liability that we expect to recover from reinsurers. LAE reserves include allocated loss adjustment expenses ("ALAE"), and unallocated loss adjustment expenses ("ULAE"). ALAE are linked to the settlement of an individual claim or loss, whereas ULAE are based on our estimates of future costs to administer the claims. IBNR represents reserves for loss and LAE that have been incurred but not yet reported to us. This includes amounts for unreported claims, development on known claims and reopened claims.

We establish reserves for individual claims incurred and reported, as well as IBNR claims. We use considerable judgment in estimating losses for reported claims on an individual claim basis based upon our knowledge of the circumstances surrounding the claim, the severity of the injury or damage, the jurisdiction of the occurrence, the potential for ultimate exposure, the type of loss, and our experience with the line of business and policy provisions relating to the particular type of claim. We also use considerable judgment to establish reserves for IBNR claims using a variety of generally accepted actuarial methodologies and procedures to estimate the ultimate cost of settling IBNR claims. See "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies - Losses and Loss Adjustment Expenses" for a description of our loss reserving process.

The estimation of unpaid claim liabilities at any given point in time is subject to a high degree of uncertainty for a number of reasons. A significant amount of time can lapse between the assumption of risk, the occurrence of a loss event, the reporting of the event to an insurance or reinsurance company and the ultimate payment of the claim on the loss event. Our actuarial methodologies include industry benchmarking which, under certain methodologies, compares the trend of our loss development to that of the industry. To the extent that the trend of our loss development compared to the industry changes in any period, it is likely to have an impact on the estimate of ultimate liabilities. Unpaid claim liabilities for property and casualty exposures in general are impacted by changes in the legal environment, jury awards, medical cost trends and general inflation. Certain estimates for unpaid claim liabilities involve considerable uncertainty due to significant coverage litigation, and it can be unclear whether past claim experience will be representative of future claim experience. Ultimate values for such claims cannot be estimated using reserving techniques that extrapolate losses to an ultimate basis using loss development factors, and the uncertainties surrounding the estimation of unpaid claim liabilities are not likely to be resolved in the near future. In addition, reserves are established to cover loss development related to both known and unasserted claims. Consequently, our subsequent estimates of ultimate losses and LAE, and our liability for losses and LAE, may differ materially from our initial estimates.

In our Non-life Run-off segment, policy buy-backs and commutations provide an opportunity for us to exit and settle exposures to policies with insureds and reinsureds, often at a discount to the previously estimated ultimate liability. Commutations are beneficial to us as they extinguish liabilities, reduce the potential for future adverse loss development, and reduce future claims handling costs. Our estimates of ultimate claim liabilities, including IBNR reserves, are based upon actuarial methodologies applied to the remaining non-commuted aggregate exposures and revised historical loss development information, after adjusting for the elimination of historical loss development relating to commuted and bought-back exposures. In addition, the routine settlement of claims, at either below or above the carried advised loss reserve, updates historical loss development information to which actuarial methodologies are applied often, resulting in revised estimates of ultimate liabilities. Our loss reserves are largely related to workers compensation and casualty exposures, which include latent exposures primarily relating to asbestos and environmental damage. In establishing reserves, we consider facts currently known and the current state of the law and coverage litigation. Case reserves are recognized for known claims (including the cost of related litigation) when sufficient information has been developed to indicate the involvement of a specific insurance policy.

Further information regarding the liability for net losses and LAE, including loss development tables and a reconciliation of activity, is included in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Further information regarding net incurred losses and LAE is included in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Results of Operations by Segment."

Life Benefits and Claims Reserves

We estimate our life benefit and claim reserves on a present value basis using standard actuarial techniques and cash flow models. We establish and maintain our life reserves at a level that we estimate will, when taken together with future premium payments and investment income expected to be earned on associated premiums, be sufficient to support future cash flow benefit obligations and third-party servicing obligations as they become payable.

Our policy benefits for life contracts as at December 31, 2016 and 2015 were $112.1 million and $126.3 million, respectively. Amounts related to Pavonia are excluded as these are classified as liabilities held-for-sale, as described in "Note 5 - Held-For-Sale Business" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation - Policy Benefits for Life Contracts" for a discussion of our reserves in this segment.

Investments

For information regarding our investment strategy, portfolio and results, refer to "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Investments."

Ratings

In our active underwriting businesses, financial strength ratings are an important factor in establishing competitive position and in product marketing. Financial strength ratings by third-party organizations provide an opinion of an insurer's or reinsurer's financial strength and ability to meet ongoing obligations to its policyholders. These ratings reflect A.M. Best's, S&P's, and Fitch's opinions of capitalization, performance and management, and are not a recommendation to buy, sell or hold securities. These ratings may be changed, suspended or withdrawn at the discretion of the agencies. Rating agencies charge fees for their services.

Our Lloyd's Syndicates 609 (Atrium) and 1301 (StarStone) are part of a group rating for the Lloyd's overall market. Lloyd's is rated "A" (Excellent) by A.M. Best, "A+" (Strong) by Standard and Poor's (or S&P) and "AA-" (Very Strong) by Fitch Ratings.

StarStone's operating insurance entities have been assigned a financial strength rating of "A-" (Excellent) by A.M. Best. The A.M. Best rating for StarStone of "A-" (Excellent) by A.M. Best is the fourth highest of 16 rating levels.

Refer to "Item 1A. Risk Factors - Downgrades of financial strength ratings at StarStone or Lloyd's could materially and negatively impact our active underwriting business and our company," for more information regarding the importance of financial strength ratings.

Competition

Our Non-life Run-off and Life and Annuities segments compete in international markets with domestic and international reinsurance companies to acquire and manage insurance and reinsurance companies in run-off and portfolios of insurance and reinsurance business in run-off. The acquisition and management of companies and portfolios in run-off is highly competitive, and driven by a number of factors, including proposed acquisition price, reputation, and financial resources. Some of these competitors have greater financial resources than we do, have been operating for longer than we have and have established long-term and continuing business relationships throughout the insurance and reinsurance industries, which can be a significant competitive advantage. As a result, we may not be able to compete successfully in the future for suitable acquisition candidates or run-off portfolio management engagements.

Our Atrium and StarStone active underwriting segments operate in the highly competitive insurance and reinsurance markets, where companies compete on the basis of premium rates, reputation and perceived financial

12

strength, the terms and conditions of the products offered, ratings assigned by independent rating agencies, speed of claims payments and quality of administrative services, relationships with insurance and reinsurance companies and insurance intermediaries, capacity and coverage offered, experience in the particular risk to be underwritten, and various other factors.

Atrium and StarStone compete in the international insurance and reinsurance markets directly with numerous other parties, including established global insurance and reinsurance companies, start-up insurance and reinsurance entities, other Lloyd's syndicates, as well as capital markets and securitization structures aimed at managing risk. Many of these competitors have significant operating histories, underwriting expertise and capacity, extensive capital resources, and longstanding customer relationships. Any of these factors can be a significant competitive advantage and may make it difficult for us to write business effectively and profitably. Because few barriers exist to prevent insurers and reinsurers from entering the non-life active underwriting business, market conditions and capital capacity influence the degree of competition at any given time. For a detailed discussion of competition and the cyclical pattern of the insurance and reinsurance market, refer to "Item 1A. Risk Factors - Risks Relating to our Insurance Businesses." The cyclical market pattern can be more pronounced in the specialty insurance and reinsurance markets in which Atrium and StarStone compete.

Employees

As of December 31, 2016, we had 1,278 employees, as compared to 1,327 as of December 31, 2015. Although our employee count was not significantly changed from last year, we generally do not expect it to be consistent from period to period due to our business strategies, which include anticipated ongoing acquisition and integration activities. As of December 31, 2016, the percentage of our total employees in each segment was as follows: Non-life Run-off, 51%; StarStone, 33%; Atrium, 12%; and Life and Annuities, 4%.

Financial Information About Geographic Areas

For financial information about geographic areas, see "Note 24 - Segment Information" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Enterprise Risk Management

Risk assumption is inherent in our business and appropriately setting risk appetite and executing our business strategies in accordance therewith is key to our performance. Effective risk oversight is an important priority for our Boards of Directors (both at the Company level and at a subsidiary level), and we place strong emphasis on ensuring we have a robust risk management framework to identify, measure, manage, report and monitor risks that affect the achievement of our strategic, operational and financial objectives.

The overall objective of our enterprise risk management ("ERM") framework is to support good risk governance, support the achievement of business objectives, and provide overall benefits to us by adding value to the control environment and contributing to an effective business strategy, efficiency in operations and processes, strong financial performance, reliable financial reporting, regulatory compliance, a good reputation with key stakeholders, business continuity planning, and capital planning.

Risk Governance and Risk Management Organization

Our ERM framework consists of numerous processes and controls that have been designed by our senior management (including our risk management team), with oversight by our Board of Directors and its committees, management by our executive leaders, and implementation by employees across our organization. Accountability for the implementation and oversight of risk appetite and processes is aligned with individual corporate executives. Risk committees and boards receive regular risk management information to support risk governance at the group and subsidiary levels.

Board of Directors

The Board of Directors and its committees have risk oversight responsibility and play an active role in overseeing management of the risks we face. Our Underwriting and Risk Committee has responsibility for the oversight of underwriting strategy and ERM, reviews our overall risk appetite with input from management, reviews our ERM methodologies and oversees management’s execution of our ERM objectives. Among its other responsibilities, the Underwriting and Risk Committee also reviews and approves our annual Group Solvency Self-Assessment ("GSSA") report. Our Audit Committee, comprised entirely of independent directors, oversees our accounting and financial reporting-related risks. Our Investment Committee is responsible for overseeing investment-related risk, including those related to our cash and investment portfolio and investment strategy. Our Compensation Committee oversees compensation-related risks; and our Nominating and Governance Committee is responsible for overseeing corporate governance-related risks.

Executive and Risk Management Organization

Our Global ERM Committee ("GERMC"), a group of senior management personnel charged with assessing all significant risk issues on a global basis, reviews and evaluates the current and emerging risks to which the Group is exposed, and monitors and oversees the guidelines and policies that govern the processes by which the Group identifies, assesses and manages its exposure to risk. The GERMC is chaired by the Chief Risk Officer ("CRO"). Its membership includes our Chief Financial Officer ("CFO"), Chief Operating Officer ("COO") and senior management from across our corporate functions and business units. Our CRO reports periodically on behalf of the GERMC to both the Underwriting and Risk Committee and the Audit Committee of the Board of Directors.

In addition to executive officer and director oversight, our ERM governance structure is directed by local jurisdictional and subsidiary risk committees, which include senior management and members of the global senior management team. The committees provide oversight and governance of our ERM initiatives, oversee the operation of our internal controls, monitor the identified risks compared to our risk appetite, and provide analysis to management in order to appropriately manage and govern the business and the associated risks on a day-to-day basis.

Our Risk Management department focuses primarily on implementing and overseeing the administration of the Underwriting and Risk Committee and GERMC directives and facilitating an efficient, effective and consistent approach to ERM across our Group. Our Internal Audit department independently reviews the effectiveness of our ERM framework. The results of audits are monitored by the Audit Committee. Our risk governance structure is further complemented by our compliance function which seeks to mitigate legal and regulatory compliance risks. This includes ensuring that significant legal and regulatory developments are observed and that we react appropriately to impending legislative and regulatory changes and applicable court rulings. Our executive management committees have oversight of specific risk management processes, including, for example, those relating to underwriting, investments and reserving matters.

Entity Level Management

At the operating subsidiary level, risks attendant to our individual insurance and reinsurance subsidiaries are also overseen by the subsidiary boards of directors, subsidiary risk committees and other committees, and management teams, consistent with applicable regulatory requirements and our ERM framework.

Certain risks related to our Atrium and StarStone segments are distinct from our Non-life Run-off and Life and Annuities segments, and these businesses include external stakeholders that also differ from our other businesses, including our joint venture partners, rating agencies, and, with respect to Atrium, third-party Lloyd’s names who provide 75% of the underwriting capacity to Syndicate 609. Accordingly, in addition to the Group oversight of risks relating to our active underwriting businesses, Atrium and StarStone each maintain dedicated risk governance and management frameworks to manage risk, return and capital in their individual businesses, which fit into and form part of our Group ERM framework. These include oversight at the Atrium and StarStone holding company boards of directors, as well as executive risk committees and other committees that manage and monitor risks relevant to specified functional areas. Individualized risk policies and risk appetites are established and tailored to the specific needs of Atrium and StarStone, respectively. Enstar senior executives serve as members of the Atrium and StarStone boards of directors and certain committees and formal risk reporting for Atrium and StarStone forms part of the regular ERM reporting to the GERMC and Underwriting and Risk Committee.

Each regulated insurance and reinsurance subsidiary has its own risk register documenting its risk landscape with risk and control owners assigned, which is maintained through a risk management software system. The Group information technology department maintains risk registers with more detailed IT and information security-specific risks. We recognize the importance of information technology and management of data in supporting our businesses, and we utilize a number of technology platforms to assist in our ERM, underwriting, investments, financial and regulatory reporting processes and procedures across our organization. We review and seek to enhance our technology platforms on an ongoing basis.

We conduct the risk assessment process for the Group and for each of our regulated insurance and reinsurance subsidiaries on a quarterly basis. The assessment process utilizes a risk management software system. The risk management department reviews and consolidates these risk assessments and aggregates the assessment at a jurisdictional and Group level to facilitate discussion and challenge and to assess the overall risk categories.

Risk Appetite

Our risk appetite considers material risks relating to, among other things, strategic risk, insurance risk, market risk, liquidity risk, credit/counterparty risk, operational risk, and regulatory/reputational risk. Our risk appetite is established at the Group level and represents the amount of risk that we are willing to accept compared to risk metrics based on our shareholders equity, capital resources, potential financial loss, and other risk-specific measures. Risk levels are monitored and any deviations from pre-established levels are reported in order to facilitate responsive action.

Our non-life run-off and life and annuities subsidiaries set individual risk appetites and risk level monitoring consistent with the Group-wide risk management framework.

Atrium and StarStone establish individual risk appetites unique to each business, aligned to their business plan and strategy and consistent with the Group-wide risk management framework. Their risk appetites are set in conjunction with annual business planning and include, among other things, risk tolerances with respect to risk categories and underwriting limits by individual lines of business. We consider and review our active underwriting subsidiaries' risk appetites and group risk aggregation across our active underwriting businesses as part of our annual business planning process.

Risk Categories

We manage our ERM process based on the major categories of risk within our business discussed below. Our ERM is a dynamic process, with updates continually being made as a result of changes in our business, industry and the economic environment. This process and our controls cannot provide absolute assurance that our risk management objectives will be met or that all risks will be appropriately identified and managed, and accordingly, the possibility of material adverse effects on our company remains. See "Item 1A. Risk Factors" for important information on the risks we face.

Strategic Risk. Strategic risk is the risk of unintended adverse impact on the business plan objectives arising from business decisions, improper implementation of those decisions, inability to adapt to changes in the external environment, or circumstances that are beyond our control. We manage strategic risk by utilizing a strategic business planning process involving our executive management and Board of Directors. Our annual business plan is reviewed and overseen by our executive management and Board of Directors, and actual performance, trends, and uncertainties are monitored in comparison to the plan throughout the year. We specifically evaluate acquisition opportunities pursuant to a detailed and proprietary process that takes into account, among other things, the risk of the transaction and potential returns, the portfolio’s risk exposures, claims management practices, reserve requirements and outstanding claims, as well as risks specifically related to our ability to integrate the acquired business. Our governance process, led by our Board of Directors, reviews newly proposed transaction opportunities, capital-raising matters, and other significant business initiatives.

Insurance Risk. Insurance risk refers to the risks spanning many aspects of our insurance operations, including underwriting risk, risk assumed upon acquisitions/portfolio transfers, risk associated with our reserving assumptions, and life and annuities portfolio risk.

Underwriting risk in our active underwriting businesses relates to the inherent uncertainty as to the occurrence, amount and timing of insurance liabilities we assume through our underwriting process. We manage exposure levels across risk categories to maintain them within the approved risk appetite. Underwriting risk management strategies may differ depending on the line of business involved and the type of account being insured or reinsured.

We strive to mitigate underwriting risk through our controls and strategies, including our underwriting risk selection, diversification of our underwriting portfolios by class and geography, purchasing reinsurance, establishing a business plan and associated parameters, underwriting peer review, authority limits, underwriting guidelines that provide detailed underwriting criteria and a framework for pricing, along with the use of specialized underwriting teams supported by actuarial, catastrophe modeling, claims, risk management, legal, finance, and other technical personnel.

We utilize internally developed pricing models to evaluate individual underwriting decisions within the context of business plans and risk appetites. We also use internally developed capital models, which provide information on key risks and facilitate an understanding of the interaction among the risks and related exposures, as a comprehensive tool for business and capital planning.

In some business lines we are exposed to multiple insured losses arising out of a single peril, such as a natural catastrophe event (for example, a hurricane, windstorm, tornado, flood or earthquake) or a man-made event (for example, war, terrorism, airplane crashes and other transportation-related accidents, or building fires). We model and manage our individual and aggregate exposures to these events and other material correlated exposures in accordance with our risk appetite. Our modeling process utilizes a major commercial vendor model to measure certain of these exposures. The incidence, timing and severity of catastrophes and other event types are inherently unpredictable, and it is difficult to estimate the amount of loss any given occurrence will generate. Accordingly, there is material uncertainty around our ability to measure exposures, which can cause actual exposures and losses to deviate from our estimates.

To monitor catastrophe risk, we review exceedance probability curves aggregated across Atrium and StarStone together with aggregated realistic disaster scenarios. We consider occurrence exceedance probability and aggregate exceedance probability, which reflect losses resulting from single or multiple events, from individual perils and in the aggregate. We manage our underwriting exposure through a combination of reporting zonal aggregations, realistic disaster scenarios and stochastic modeling. StarStone also manages its underwriting exposure through monitoring realistic disaster scenarios for man-made events and certain natural catastrophe risks, and applying absolute maximum limits by line of business.

We manage acquisition risks through our acquisition evaluation process, and reserving practices discussed above in "Liability for Losses and Loss Adjustment Expenses - Loss Reserving."

Reserving Risk. Reserving risk is the risk related to our carried reserves for losses and loss expenses. The estimation of reserves is subject to uncertainty because the ultimate cost of settling claims is dependent upon future events and loss development trends that can vary with the impact of economic, social, and legal and regulatory matters. We manage reserving risk through our reserving practices discussed above in "Liability for Losses and Loss Adjustment Expenses - Loss Reserving," as well as as well as through our commutation and policy buy-back strategy and claims management practices. We also have a Reserving Committee that is responsible for managing reserving risk and making recommendations to our Chief Financial Officer on the appropriate level of reserves to include in our consolidated financial statements. For additional information relating to our loss reserves by segment, see "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies."

Market Risk. We are principally exposed to four types of market risk: interest rate risk, credit risk, equity price risk and foreign currency risk. We manage market risk in a number of ways, including use of investment guidelines; regular reviews of investment opportunities; market conditions; portfolio duration; oversight of the selection and performance of external asset managers; regular stress testing of the portfolio against known and hypothetical scenarios; established tolerance levels; and, where possible, foreign currency asset/liability matching. Investments are primarily managed by our Investment Department, which is overseen by our Investment Committee.

Liquidity Risk. Liquidity risk is the risk that we are unable to realize investments and other assets in order to settle financial obligations when they fall due or that we would have to incur excessive cost to do so. We manage this risk generally by following a conservative investment strategy designed to emphasize the preservation of our invested assets and provide sufficient liquidity for the prompt payment of claims and contract liabilities, as well as for settlement of commutation payments. Liquidity risk also includes the risk of our dependence of our future cash flows upon the availability of dividends or other statutorily permissible payments from our subsidiaries, which is limited by applicable laws and regulations. We manage this risk through our capital planning processes, which include reviews of minimum capital resources requirements at our regulated subsidiaries and anticipated distributions, as well as anticipated capital needs.

Credit / Counterparty Risk. Credit risk relates to the uncertainty of a counterparty's ability to make timely payments in accordance with contractual terms of the instrument or contract. We are exposed to direct credit risk primarily within our portfolios of fixed maturity and short-term investments, and through customers, brokers and reinsurers in the form of premiums receivable and reinsurance recoverables. In our run-off businesses, we manage credit risk with respect to our reinsurance recoverables by ongoing monitoring of counterparty ratings and working to achieve prompt payment of reinsured claims, as well as through our commutation strategy. In our active underwriting businesses, we firstly mitigate credit risk through our reinsurance purchasing process, where reinsurers are subject to financial security and rating requirements prior to approval and by limiting exposure to individual reinsurers. Thereafter we manage credit risk by the regular monitoring of reinsurance recoveries and premium due directly or via brokers and other intermediaries. In our fixed maturity and short-term investment portfolios, we attempt to mitigate credit risk through diversification and issuer exposure limitation.

Operational Risk. Operational risk is the risk of a loss arising from inadequate or failed internal processes, or from external events, personnel, systems or third parties. Due to our acquisitive strategy, operational risk also includes risks and challenges associated with integrating new companies into the Group. We seek to mitigate operational risks through the application of our policies and procedures and internal control and compliance processes throughout the Group and a focus on acquisition integration and assimilation of new companies into our internal control systems, including but not limited to business continuity planning, information security procedures, financial reporting controls and a review process for material third-party vendor usage.

Regulatory / Reputational Risk. Regulatory and reputational risk is the risk that an act or omission by us or any of our employees could result in damage to our reputation or loss of trust among our stakeholders. We manage reputational risk through a focus on compliance with laws and regulations, adherence to our policies and procedures (including our Code of Conduct) and our internal controls, an established corporate governance framework and practices, and communication and engagement with external stakeholders.

Regulation

General

The business of insurance and reinsurance is regulated in most countries, although the degree and type of regulation varies significantly from one jurisdiction to another. Our material operations are in Bermuda, the United Kingdom, the United States, Australia and several European countries. We are subject to extensive regulation under the applicable statutes in these countries and any others in which we operate. In addition, the Bermuda Monetary Authority ("BMA") acts as group supervisor of our insurance and reinsurance companies (our "Group"). A summary of the material regulations governing us in these countries is set forth below.

We may become subject in the future to regulation in new jurisdictions or additional regulations in existing jurisdictions depending on the location and nature of any companies acquired and the volume and location of business being transacted by our existing companies.

Bermuda

Operating Subsidiaries

The Insurance Act 1978 of Bermuda and related regulations, as amended (together, the "Insurance Act"), regulate the insurance and reinsurance business of our operating subsidiaries in Bermuda. The Insurance Act imposes certain solvency and liquidity standards and auditing and reporting requirements and grants the BMA powers to supervise, investigate, require information and the production of documents and intervene in the affairs of insurance companies. Significant requirements pertaining to our regulated Bermuda subsidiaries vary depending on the class in which our company is registered, but generally include the appointment of a principal representative in Bermuda, the appointment of an independent auditor, the appointment of an approved loss reserve specialist, the filing of annual statutory financial statements, the filing of statutory financial returns, compliance with group solvency and supervision rules (if applicable), and compliance with the Insurance Code of Conduct (relating to corporate governance, risk management and internal controls).

Our regulated Bermuda subsidiaries must also comply with a minimum liquidity ratio and minimum solvency margin. The minimum liquidity ratio requires that the value of relevant assets must not be less than 75% of the amount of relevant liabilities. The minimum solvency margin, which varies depending on the class of the insurer, is determined as a percentage of either net reserves for losses and LAE or premiums or pursuant to a risk-based capital measure. StarStone Insurance Bermuda Limited, a Class 4 insurer, and Cavello Bay Reinsurance Limited, a Class 3A insurer,

both domiciled in Bermuda, are subject to an enhanced capital requirement ("ECR") determined pursuant to a risk-based capital measure and are both required to file a Commercial Insurer's Solvency Self-Assessment ("CISSA"), and a financial condition report with the BMA.
Each of our regulated Bermuda subsidiaries would be prohibited from declaring or paying any dividends if it were in breach of its minimum solvency margin or liquidity ratio or if the declaration or payment of such dividends would cause it to fail to meet such margin or ratio. In addition, each of our regulated Bermuda subsidiaries is prohibited, without the prior approval of the BMA, from reducing by 15% or more its total statutory capital as set out in its previous year's statutory financial statements. Our Bermuda insurance companies that are in run-off are required to seek BMA approval for any dividends or distributions.

Group Supervision

The BMA's group supervision objective is to provide a coordinated approach to the regulation of an insurance group and its supervisory and capital requirements. Bermuda has been recognized by the U.S. National Association of Insurance Commissioners ("NAIC") as a qualified jurisdiction. Furthermore, the E.U. recognizes Bermuda's full equivalence under Solvency II effective from January 1, 2016.
As our Group supervisor, the BMA performs a number of functions including: (i) coordinating the gathering and dissemination of information for other regulatory authorities; (ii) carrying out a supervisory review and assessment of our Group; (iii) carrying out an assessment of our Group's compliance with the rules on solvency, risk concentration, intra-group transactions and good governance procedures; (iv) planning and coordinating, through regular meetings with other authorities, supervisory activities in respect of our Group; (v) coordinating any enforcement action that may need to be taken against our Group or any Group members; and (vi) coordinating meetings of colleges of supervisors in order to facilitate the carrying out of these functions. StarStone Insurance Bermuda Limited has been named as our Group's Designated Insurer. As Designated Insurer, StarStone Insurance Bermuda Limited is required to facilitate compliance by our Group with the insurance solvency and supervision rules.
On an annual basis, the Group is required to file Group statutory financial statements, a Group statutory financial return, a Group capital and solvency return, audited Group financial statements, a Group Solvency Self-Assessment ("GSSA"), and a financial condition report with the BMA. The GSSA is designed to document our perspective on the capital resources necessary to achieve our business strategies and remain solvent, and to provide the BMA with insights on our risk management, governance procedures and documentation related to this process. In addition, SIBL and the Group are required to file a quarterly financial return with the BMA.
We are required to maintain available Group statutory capital and surplus in an amount that is at least equal to the group enhanced capital requirement ("Group ECR"). The BMA has also established a group target capital level equal to 120% of the Group ECR.
The BMA also maintains supervision over the controllers of all Bermuda registered insurers, and accordingly, any person who, directly or indirectly, becomes a holder of at least 10%, 20%, 33% or 50% of our ordinary shares must notify the BMA in writing within 45 days of becoming such a holder (or ceasing to be such a holder). The BMA may object to such a person and require the holder to reduce its holding of ordinary shares and direct, among other things, that voting rights attaching to the ordinary shares shall not be exercisable.

United Kingdom and Lloyd's

United Kingdom

Our U.K.-based insurance subsidiaries consist primarily of run-off companies and StarStone Insurance SE. These subsidiaries are authorized by the U.K. Prudential Regulation Authority (the "PRA"), and are also regulated by the Financial Conduct Authority (the "FCA", together with the PRA, the "U.K. Regulator"). Our U.K. run-off subsidiaries may not underwrite new business without the approval of the U.K. Regulator. E.U. directives also allow certain of our regulated U.K. subsidiaries to conduct business in E.U. states other than the U.K. within the scope of permission granted by the U.K. Regulator without the necessity of additional licensing or authorization in E.U. countries.
Our U.K.-based insurance subsidiaries are required to maintain adequate financial resources in accordance with the requirements of the U.K. Regulator. The calculation of the minimum capital resources requirements in any particular case depends on, among other things, the type and amount of insurance business written and claims paid by the insurance company.

The Solvency II framework directive, which took effect on January 1, 2016, sets out new E.U.-wide requirements on capital adequacy and risk management for insurers with the aim of further increasing policyholder protection, instilling greater risk awareness and improving the international competitiveness of E.U. insurers. Insurers must now comply with a Solvency Capital Requirement ("SCR"), which is calculated using either the Solvency II standard formula or a bespoke internal model. Our non-Lloyd's U.K. companies use the standard formula.

The U.K. Regulator’s rules require our U.K. insurance subsidiaries to obtain regulatory approval for any proposed or actual payment of a dividend. The U.K. Regulator uses the SCR, among other tests, when assessing requests to make distributions.

In an advisory referendum held on June 23, 2016, the U.K. voted to leave the E.U. (commonly referred to as “Brexit”). For a discussion of the potential impact of Brexit on our operations, refer to "Item 1A. Risk Factors - Risks Relating to Laws and Regulation."

Under the Financial Services and Markets Act of 2000 ("FSMA"), any company or individual (together with its or his concert parties) proposing to directly or indirectly acquire "control" over a U.K. authorized insurance company (which is generally defined as acquiring 10% or more of the shares or voting power in a U.K. authorized insurance company or its parent company) must seek prior approval of the U.K. Regulator of his intention to do so. A person who is already deemed to have "control" will require prior regulatory approval if the person increases the level of "control" beyond 20%, 30% and 50%.

Lloyd’s

We participate in the Lloyd’s market through our interests in: (i) Atrium’s Syndicate 609, which is managed by Atrium Underwriters Limited, a Lloyd's managing agent; (ii) StarStone’s Syndicate 1301, which is managed by StarStone Underwriting Limited ("SUL"), a Lloyd’s managing agent; and (iii) Syndicate 2008, a wholly aligned syndicate that has permission to underwrite RITC business and other run-off or discontinued business type transactions with other Lloyd’s syndicates. SUL serves as managing agent for Syndicate 2008. All of the Group’s underwriting by these syndicates is supported by one or more internal corporate members.

Our Lloyd’s operations are subject to authorization and regulation by the U.K. Regulator and compliance with the Lloyd’s Act(s) and Byelaws and regulations, as well as the applicable provisions of the FSMA. The Council of Lloyd’s has wide discretionary powers to regulate members’ underwriting, and its exercise of these powers might affect the return on an investment of the corporate member in a given underwriting year. This discretion includes the ability to assess up to 3% of a member’s underwriting capacity in any one year as a Central Fund contribution.

The underwriting capacity of a corporate member of Lloyd’s must be supported by providing a deposit (referred to as "Funds at Lloyd’s") in the form of cash, securities or letters of credit in satisfaction of its capital requirement. The amount of the Funds at Lloyd’s is assessed annually and is determined by Lloyd’s in accordance with applicable capital adequacy rules.

Business plans, including maximum underwriting capacity, for Lloyd’s syndicates requires annual approval by the Lloyd’s Franchise Board, which may require changes to any business plan or additional capital to support underwriting plans.

In order to achieve finality and to release their capital, Lloyd’s members are usually required to have transferred their liabilities through an approved RITC, such as offered by Syndicate 2008. RITC is generally put in place after the third year of a syndicate year of account. On successful conclusion of RITC, any profit from the syndicate for that year of account can be fully remitted by the managing agent to the syndicate’s members.

The Lloyd’s market has applied the Solvency II internal model under Lloyd’s supervision, and our Lloyd’s operations are required to meet Solvency II standards. Effective January 1, 2016, the Society of Lloyd's received approval from the PRA to use its internal model under the Solvency II regime.

Lloyd’s approval is required before any person can acquire control of a Lloyd’s managing agent or Lloyd’s corporate member.

United States

Our insurance and reinsurance companies domiciled in the United States consist of property and casualty companies and life and annuities companies in run-off, as well as StarStone Specialty Insurance Company (a U.S. excess and surplus lines insurer) and StarStone National Insurance Company (a U.S. admitted insurer that is licensed in all 50 states and the District of Columbia). Our U.S. insurers are subject to extensive governmental regulation and supervision by the states in which they are domiciled, licensed and/or eligible to conduct business. The insurance laws and regulations of the state of domicile have the most significant impact on operations. We currently have U.S. insurers domiciled in Illinois, Michigan, New York, Delaware and Rhode Island, with two of these insurers also commercially domiciled in California.

Generally, regulatory authorities have broad regulatory powers over such matters as licenses, standards of solvency, premium rates, policy forms, marketing practices, claims practices, investments, security deposits, restrictions on size of risks that may be insured under a single policy, methods of accounting, form and content of financial statements, certain aspects of governance, enterprise risk management, reserves and provisions for unearned premiums, unpaid losses and LAE, reinsurance, minimum capital and surplus requirements, dividends and other distributions to shareholders, periodic examinations, annual and other report filings, and transactions among affiliates.

U.S. insurers are also required to maintain minimum levels of solvency and liquidity as determined by law, and to comply with risk-based capital requirements and licensing rules. Insurers having less statutory surplus than required by the risk-based capital calculation will be subject to varying degrees of regulatory action. If any of our U.S. insurers were to have risk-based capital levels that are below required levels, they would be subject to increased regulatory scrutiny and control by their domestic and possibly other insurance regulators. As of December 31, 2016, all of our U.S. insurers exceeded their required levels of risk-based capital.

Applicable insurance laws also limit the amount of dividends or other distributions our U.S. insurers can pay to us. The insurance regulatory limitations are generally based on statutory net income and/or certain levels of statutory surplus as determined by the insurer’s state or states of domicile. Generally, prior regulatory approval must be obtained before an insurer may pay a dividend or make a distribution above a specified level.

All states have enacted legislation regulating insurance holding company systems that requires each insurance company in the system to register with the insurance department of its state of domicile and furnish information concerning the operations of companies within the holding company system that may materially affect the operations, management or financial condition of the insurers within the system. The NAIC has adopted amendments to the Insurance Holding Company System Regulatory Act and associated regulations, which all states in which our U.S. insurers are domiciled or commercially domiciled have adopted. The amendments provide the regulators with additional tools to evaluate risks to an insurance company within the insurance holding company system. They impose more extensive informational requirements on parents and other affiliates of licensed insurers with the purpose of protecting them from enterprise risk, including requiring an annual enterprise risk report by the ultimate controlling person of the insurers identifying the material risks within the insurance holding company system that could pose enterprise risk to the insurers and requiring a person divesting its controlling interest to make a confidential advance notice filing.

The NAIC has also adopted the Risk Management and Own Risk and Solvency Assessment Model Act, which requires insurers to maintain a risk management framework and establishes a legal requirement for insurers or their insurance group to conduct an Own Risk and Solvency Assessment ("ORSA") in accordance with the NAIC’s ORSA Guidance Manual. The ORSA Model Act has been adopted in all of the states in which our U.S. insurers are domiciled, and our insurers in these states may become subject to ORSA requirements beginning in 2016 if certain premium thresholds are exceeded. Where applicable, we must regularly conduct an ORSA consistent with the ORSA Model Act, including undertaking an internal risk management review no less often than annually and preparing a summary report assessing the adequacy of risk management and capital in light of our insurers’ current and future business plans.

The Dodd Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), represents a comprehensive overhaul of the financial services industry within the United States and, among other things, established the Financial Services Oversight Council and created within the United States Department of the Treasury a Federal Insurance Office. These bodies are authorized to study, monitor and report to Congress on the U.S. insurance industry and the significance of global reinsurance to the U.S. insurance market. The Dodd-Frank Act also authorizes the federal preemption of certain state insurance laws and streamlines the regulation of reinsurance and surplus lines/non-admitted insurance. Many provisions of the Dodd-Frank Act continue to become effective over time, and certain provisions of the Dodd-Frank Act require the implementation of regulations that have not yet been adopted. These regulations may affect our industry and our business.

Before a person can acquire control of a domestic insurer (including a reinsurer) or any person controlling such insurer (including acquiring control of Enstar Group Limited), prior written approval must be obtained from the insurance commissioner of the state in which the domestic insurer is domiciled and, under certain circumstances, from insurance commissioners in other jurisdictions. Generally, state statutes and regulations provide that "control" over a domestic insurer or person controlling a domestic insurer is presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, 10% or more of the voting securities or securities convertible into voting securities of the domestic insurer or of a person who controls the domestic insurer.

One of our Pavonia companies has a Canadian branch operation, which is subject to regulation by the Office of Superintendent of Financial Institutions in Canada. Canadian regulations require compliance with risk-based capital measures and also place certain restrictions on dividends.

Australia

Our Australian regulated insurance entities (which include our insurance subsidiary and our non-operating holding company) are subject to prudential supervision by the Australian Prudential Regulation Authority ("APRA"). APRA is the primary regulatory body responsible for regulating compliance with the Insurance Act 1973. APRA has issued prudential standards that apply to general insurers in relation to capital adequacy, the holding of assets in Australia, risk management, business continuity management, reinsurance management, outsourcing, audit and actuarial reporting and valuation, the transfer and amalgamation of insurance businesses, governance, and the fit and proper assessment of the insurer’s responsible persons.

APRA’s prudential standards require that all insurers maintain and meet prescribed capital adequacy requirements to enable their insurance obligations to be met under a wide range of circumstances.

APRA also prescribes prudential standards on risk management and governance. These requirements include the need for regulated insurance entities to have a risk management framework that is consistent and integrated with its risk profile and capital strength, supported by a risk management function and subject to comprehensive review. APRA’s proposed risk management enhancements include the requirement that regulated insurance entities have a board risk committee that provides the Board with objective non-executive oversight of the implementation and on-going operation of its risk management framework, and the requirement that regulated insurance entities designate a chief risk officer who is involved in, and provides effective challenge to, activities and decisions that may materially affect the regulated insurance entities’ risk profile. Our Australian regulated insurance entities are compliant with these standards.

An insurer must obtain APRA’s written consent prior to making any capital releases, including any payment of dividends in excess of current year earnings. Our insurance subsidiary must provide APRA a valuation prepared by an appointed actuary that demonstrates that the tangible assets of the insurer, after the proposed capital reduction, are sufficient to cover its insurance liabilities to a 99.5% level of sufficiency of capital before APRA will consent to a capital release or dividend.

Under the Financial Sector (Shareholdings) Act 1998, the interest of an individual shareholder or a group of associated shareholders in an insurer is generally limited to a 15% "stake" of the insurer. A person’s stake is the aggregate of the person’s voting power and the voting power of the person’s associates. A higher percentage limit may be approved by the Treasurer of the Commonwealth of Australia on national interest grounds. Any shareholder of Enstar Group Limited with a "stake" greater than 15% has received approval to hold that stake from the Treasurer of the Commonwealth of Australia.

Europe

In addition to Bermuda, the United Kingdom, Australia and the United States, we have subsidiaries in Switzerland, Ireland and Belgium, as well as StarStone Insurance Europe AG, a Liechtenstein-based company that continues to underwrite new business. Certain of our U.K. entities also have branches in European jurisdictions.

Our Swiss insurance subsidiary is regulated by the Swiss Financial Market Supervisory Authority ("FINMA") pursuant to the Insurance Supervisory Act 2004. This subsidiary is obligated to maintain a minimum solvency margin based on the Swiss Solvency Test regulations as stipulated by the Insurance Supervisory Act. From January 1, 2016, Switzerland was granted full Solvency II equivalence by the European Commission.

Our subsidiaries and branches in European jurisdictions such as Ireland, Belgium and Liechtenstein are regulated in their respective home countries. Typically, such regulation is for the protection of policyholders and ceding insurance companies rather than shareholders. Regulatory authorities generally have broad supervisory and administrative powers over such matters as licenses, standards of solvency, investments, reporting requirements relating to capital structure, ownership, financial condition and general business operations, special reporting and prior approval requirements with respect to certain transactions among affiliates, reserves for unpaid losses and LAE, reinsurance, minimum capital and surplus requirements, dividends and other distributions to shareholders, periodic examinations and annual and other report filings. The application of the Solvency II framework across such European jurisdictions from January 1, 2016 may result in a more uniform approach to regulation.

Other

Through StarStone, we participate in joint ventures in Singapore and Dubai. We also own two run-off entities in Hong Kong. These operations are not material, but our companies in these countries are subject to applicable regulations.

Available Information

We maintain a website with the address http://www.enstargroup.com. The information contained on our website is not included as a part of, or incorporated by reference into, this filing. We make available free of charge through our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to these reports, as soon as reasonably practicable after the material is electronically filed with or otherwise furnished to the U.S. Securities and Exchange Commission, (the "SEC"). Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports are also available on the SEC's website at http://www.sec.gov. In addition, copies of our Code of Conduct and the governing charters for the Audit, Investment, Nominating and Governance, Compensation, and Underwriting and Risk Committees of our Board of Directors are available free of charge on our website. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

ITEM 1A. RISK FACTORS

Any of the following risk factors could cause our actual results to differ materially from historical or anticipated results. These risks and uncertainties are not the only ones we face. There may be additional risks that we currently consider not to be material or of which we are not currently aware, and any of these risks could cause our actual results to differ materially from historical or anticipated results.

You should carefully consider these risks along with the other information included in this document, including the matters addressed above under "Cautionary Note Regarding Forward-Looking Statements" before investing in any of our securities. We may amend, supplement or add to the risk factors described below from time to time in future reports filed with the SEC.

Risks Relating to our Insurance Businesses

If we are unable to implement our business strategies successfully, our business, results of operations and financial condition may be materially and adversely affected.

Our future results of operations will depend in significant part on the extent to which we can implement our business strategies successfully, including with respect to our active underwriting segments, which we have less experience operating. Our ability to develop and execute our business strategies in our run-off and active business is essential to our success, future growth opportunities, expanded market visibility and increased access to capital.

Our business strategies are described in "Item 1. Business - Business Strategy." We may not be able to implement these strategies or any future strategies fully or realize the anticipated results of our strategies as a result of significant business, economic, regulatory and competitive uncertainties, many of which are beyond our control. If we are unable to successfully implement our business strategies, we may not be able to achieve future growth in our earnings and our financial condition may suffer and, as a result, holders of our ordinary shares may receive lower returns.

Inadequate loss reserves could reduce our net earnings and capital and surplus, which could have a materially adverse impact on our results of operations and financial condition.

Our success is dependent upon our ability to assess accurately the risks associated with the business we have insured and reinsured. We are required to maintain reserves to cover the estimated ultimate liability for losses and LAE for both reported and unreported incurred claims. These reserves are only estimates for what we consider the settlement and administration of claims will cost based on facts and circumstances known to us, as well as actuarial methodologies, historical industry loss ratio experience, loss development patterns, estimates of future trends and developments and other variable factors such as inflation. Ultimate losses may exceed our estimates of losses and LAE because of the uncertainties that surround the estimation process (which are discussed above in "Item 1. Business - Liability for Losses and Loss Adjustment Expense"). As a result, actual losses and LAE paid will deviate, perhaps substantially, from the reserve estimates reflected in our financial statements. If our reserves are insufficient to cover the actual losses and LAE, we would have to augment our reserves and incur a charge to our earnings. Such a charge could be material and would reduce our net earnings and capital and surplus.

In our non-life run-off businesses, loss reserves include potential asbestos and environmental ("A&E") liabilities and liabilities associated with personal injury A&E claims from newly acquired companies with legacy manufacturing businesses. Ultimate values for A&E claims cannot be estimated using traditional reserving techniques and there are significant uncertainties in estimating potential losses for these claims. Factors contributing to the uncertainty include long waiting periods, reporting delays and difficulties identifying contamination sources and allocating damage liability. Developed case law and adequate claim history do not always exist for A&E claims, and changes in the legal and tort environment affect the development of such claims. To further understand this risk, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies - Losses and Loss Adjustment Expenses - Non-Life Run-off - Latent Claims."

In our active underwriting businesses, U.S. GAAP does not permit insurers and reinsurers to reserve for catastrophes until they occur, which means that claims from these events could cause substantial volatility in our financial results for any fiscal quarter or year and could have a material adverse effect on our financial condition and results of operations, as well as our financial strength ratings.

Our active underwriting businesses present inherent risks and uncertainties which could have a material adverse effect on our business, financial condition and results of operations.

Underwriting is inherently a matter of judgment, involving assumptions about matters that are unpredictable and beyond our control, and for which historical experience and probability analysis may not provide sufficient guidance.

Our Atrium and StarStone active underwriting businesses expose us to significant risks that could result in under performance of the active underwriting businesses compared to our expectations, which could have a material adverse effect on our business, financial condition and results of operations. Those risks include, but are not limited to:

- exposure to claims arising out of unpredictable natural and man-made catastrophic events (including hurricanes, windstorms, tsunamis, severe weather, earthquakes, floods, fires, droughts, explosions, environmental contamination, acts of terrorism, war or political unrest) and changing climate patterns and ocean temperature conditions;
- failure of our risk management and loss limitation methods (described in "Item 1. Business - Enterprise Risk Management") to adequately manage our loss exposure or provide sufficient protection against losses;
- the intense competition for business in this industry, including competition from major global insurance and reinsurance companies and underwriting syndicates that may have greater experience and resources than our companies or that may be more highly rated than our companies, or competition resulting from industry consolidation;
- dependence on a limited number of brokers, managing general agents and other third parties to support our business, both in terms of the volume of business we rely on them to place and the credit risk we assume from them; and
- susceptibility to the effects of inflation due to premiums being established before the ultimate amounts of losses and LAE are known.

The cyclical nature of the insurance and reinsurance industries may make it more difficult for Atrium and StarStone to generate profits consistently, which could negatively impact our ability to execute our active underwriting strategies successfully.

The insurance and reinsurance industry has historically been characterized by periods of intense price competition due to excess underwriting capacity, as well as periods of more favorable pricing due to limited underwriting capacity. Periods of favorable pricing tend to attract additional underwriting capacity (by new entrants, market instruments and structures, and additional commitments by existing insurers) that ultimately cause prices to decrease.

Changes in the frequency and severity of losses suffered by insureds and insurers also impact industry cycles, and we may not be able to accurately predict whether market conditions will improve, remain constant or deteriorate. Unfavorable market conditions could lead to a significant reduction in premium rates, impair our ability to underwrite at appropriate rates, result in less favorable policy terms and drive fewer submissions for our active underwriting services. These factors could decrease our earnings and cause our results of operations to fluctuate significantly from period to period.

Cyclical market conditions also impact the availability and cost of reinsurance purchased by Atrium and StarStone as part of our risk management strategy. Market conditions may limit or prevent our active underwriting companies from obtaining adequate reinsurance protection for our business needs. If our active underwriting companies are unable to purchase reinsurance, or if reinsurance is available only on unfavorable terms or with less creditworthy reinsurers, we may retain a higher proportion of risks than we would otherwise prefer, incur additional expense, or purchase reinsurance from companies with higher credit risk, or we may underwrite fewer or smaller contracts. Any of these factors could negatively impact our financial performance.

Downgrades of financial strength ratings at StarStone or Lloyd’s could materially and negatively impact our active underwriting business and our company.

Financial strength ratings are an important factor in establishing the competitive position of insurance and reinsurance companies. The StarStone operating insurance entities are currently assigned a financial strength rating of "A-" (Excellent) by A.M. Best with a stable outlook. A ratings downgrade, outlook change or withdrawal could negatively impact StarStone’s competitive position in the industry, and severely limit or prevent StarStone from writing new insurance and reinsurance contracts if policyholders move their business to other more highly-rated companies. Such a change could also inhibit our ability to implement our business and growth strategies successfully. Additionally, many of StarStone's reinsurance contracts permit the ceding companies to cancel the contract if StarStone's financial strength rating is downgraded. Whether a ceding company would cancel a reinsurance contract after a ratings downgrade would depend on a number of factors (including the reason for and extent of the downgrade, and the pricing and availability of replacement reinsurance) and, accordingly, we cannot predict the extent to which these cancellation

rights would be exercised or what effect any such cancellations would have on our financial condition or results of operations.

Lloyd’s ratings apply to business written through Syndicate 609 (Atrium) and Syndicate 1301 (StarStone). Lloyd’s is rated "A" (Excellent) by A.M. Best, "A+" (Strong) by Standard and Poor’s ("S&P") and "AA-" (Very Strong) by Fitch Ratings. Financial strength ratings downgrades at Lloyd’s could adversely affect our Lloyd’s syndicates’ ability to trade in certain classes of business at current levels.

Emerging claim and coverage issues could adversely affect our business.

As industry practices and legal, judicial, social and other environmental conditions change, unexpected and unintended issues related to claims and coverage may emerge. These issues may adversely affect the adequacy of our provision for losses and LAE by either extending coverage beyond the envisioned scope of insurance policies and reinsurance contracts, or by increasing the number or size of claims. Our exposure to these uncertainties could be exacerbated by an increase in insurance and reinsurance contract disputes, arbitration and litigation. The full effects of these and other unforeseen emerging claim and coverage issues are extremely hard to predict. In some instances, these changes may not become apparent until long after we have acquired or issued the affected contracts. As a result, the full extent of liability under these insurance or reinsurance contracts may not be known for many years after a contract has been issued.

Our life and annuities business is subject to the risk that actual mortality, morbidity, policy persistency, and investment yield may be different than our assumptions and could render our reserves inadequate or cause our results of operations in this business to suffer materially.

The performance of our life and annuities business depends on our ability to manage the run-off successfully and operate the business effectively and efficiently. Our reserves for life and annuity policy benefits are based on certain assumptions, including mortality, morbidity, lapse rates, expenses, and discount rates based on expected yields at acquisition. The adequacy of our reserves is contingent on actual experience related to these key assumptions, which were established at acquisition. Under U.S. GAAP, these assumptions are locked in throughout the life of the contract unless a premium deficiency develops, which means the impact of the difference between assumptions and actual experience is reflected in results of operations in the current reporting period. This involves reducing any asset for Value of Business Acquired ("VOBA") that remains from acquisition until a premium deficiency no longer exists. If a premium deficiency still exists after VOBA has been eliminated, we are required to unlock our reserve assumptions and reset to management’s best estimate to remove the deficiency. These revised assumptions are then locked in and used as the basis for reserve calculations going forward. This could materially and adversely impact our results of operations and financial condition.

Our life insurance subsidiaries have exposure to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths. In an economic downturn, our life subsidiaries may experience an elevated incidence of lapses of life insurance policies due to increased risk that policyholders may choose to cease paying insurance premiums (resulting in a non-diversified pool of policyholders). Any of these events could adversely affect our results of operations and financial condition.

Risks Relating to Our Acquisitions

There can be no assurance that we will continue to be able to grow our business through acquisitions.

We have pursued and, as part of our strategy, will continue to pursue growth through acquisitions. Since our formation in August 2001, we have acquired over 75 insurance and reinsurance companies and portfolios of insurance and reinsurance business, primarily in our run-off segments, and we expect to continue to make such acquisitions in the future. However, the acquisition and management of companies and portfolios in run-off is highly competitive, and driven by a number of factors, including proposed acquisition price, reputation, and financial resources. Some of our competitors have greater financial resources than we do, have been operating for longer than we have and have established long-term and continuing business relationships throughout the insurance and reinsurance industries, which can be a significant competitive advantage. As a result, we may not be able to compete successfully in the future for suitable acquisition candidates, and if we do not continue to acquire companies, we may not be able to achieve our strategic goals.

There can be no assurance that our acquisitions will be financially beneficial to us or our shareholders.

The evaluation and negotiation of potential acquisitions, as well as the integration of an acquired business or portfolio, could result in a substantial diversion of management resources. Acquisitions could involve numerous additional risks such as potential losses from unanticipated litigation, levels of claims or other liabilities and exposures, an inability to generate sufficient revenue to offset acquisition costs and financial exposures in the event that the sellers of the entities we acquire are unable or unwilling to meet their indemnification, reinsurance and other obligations to us (if any such obligations are in place).

Our run-off business entails acquiring and managing insurance and reinsurance companies, portfolios of insurance and reinsurance, and companies with liabilities related to legacy manufacturing operations. Unlike traditional insurers and reinsurers, our companies and portfolios in run-off no longer underwrite new policies and are subject to the risk that their stated provisions for losses and LAE, may not be sufficient to cover future losses and the cost of run-off. Because our non-life companies and portfolios in run-off generally no longer collect underwriting premiums, our sources of capital to cover losses are limited to our stated reserves, reinsurance coverage and retained earnings.

To achieve positive operating results from an acquisition, we must first price transactions on favorable terms relative to the risks posed by the acquired businesses and then successfully manage the acquired businesses by efficiently managing claims, collecting from insurers or reinsurers and controlling expenses. Failure to do these things successfully could result in us having to cover losses sustained with retained earnings, which would materially and adversely impact our ability to grow our business and may result in material losses.

We may not be able to realize the anticipated benefits of acquisitions, which may result in underperformance relative to our expectations and a material adverse effect on our business, financial condition or results of operations.

The acquisitions we have made and expect to make in the future may pose operational challenges that divert management’s time and energy and expose us to risks relating to:

- funding cash flow shortages that may occur if anticipated revenues are not realized or are delayed, or if expenses are greater than anticipated;
- the value of assets being lower than expected or diminishing because of credit defaults or changes in interest rates, or liabilities assumed being greater than expected;
- integrating financial and operational reporting systems and internal controls, including assurance of compliance with Section 404 of the Sarbanes-Oxley Act of 2002 and our reporting requirements under the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- leveraging our existing capabilities and expertise into the business acquired and establishing synergies within our organization;
- funding increased capital needs and overhead expenses;
- integrating technology platforms and managing any increased cyber security risk;
- obtaining and retaining management personnel required for expanded operations;
- fluctuating foreign currency exchange rates relating to the assets and liabilities we may acquire;
- goodwill and intangible asset impairment charges; and
- complying with applicable laws and regulations.

If we are unable to address some or all of these challenges, our acquisitions may underperform relative to our expectations and our business may be materially and adversely affected.

We may not complete future acquisitions within the time frame we anticipate or at all, which could have a negative effect on our business, financial condition or results of operations.

Once we have signed a definitive agreement to acquire a business or portfolio, conditions to closing, such as obtaining regulatory approvals or shareholder approvals, must be met before the acquisition can be consummated. These and other closing conditions may not be satisfied at all, or may cause a material delay in the anticipated timing of closing. In addition, our ability to complete the acquisition on the originally anticipated terms, or at all, could be jeopardized if a seller receives competing proposals, if litigation is brought challenging the transaction or certain of its terms, or if regulators impose unexpected terms and conditions on the transaction. Failure to consummate an acquisition on the originally anticipated terms, or a significant delay in the closing, could result in significant expense, diversion of time and resources, reputational damage, litigation and a failure to realize the anticipated benefits of the acquisition, all of which could materially adversely impact our business, financial condition and results of operations.

Risks Relating to Liquidity and Capital Resources

We may require additional capital and credit in the future that may not be available or may only be available on unfavorable terms.

Our future capital requirements depend on many factors, including acquisition activity, our ability to manage the run-off of our assumed policies, our ability to establish reserves at levels sufficient to cover losses, our underwriting plans, and our obligations to satisfy statutory capital requirements. We may need to raise additional funds through equity or debt financings in the future. Our ability to secure this financing may be affected by a number of factors, including volatility in the worldwide financial markets and the strength of our capital position and operating results. Any equity or debt financing, if available at all, may be on terms that are not favorable to us. In the case of equity financings, dilution to our existing shareholders could result, and any securities that are part of an equity financing may have rights, preferences and privileges that are senior to those of our already outstanding securities. If we cannot obtain adequate capital or credit, our business, results of operations and financial condition could be adversely affected by, among other things, our inability to finance future acquisitions.

Uncertain conditions in the global economy generally may materially adversely affect our business, results of operations and financial condition.

In the event of financial turmoil affecting the global banking system and global financial markets (including the sovereign debt markets), additional consolidation of the financial services industry, or significant financial service institution failures, there could be a new or incremental tightening in the credit markets, low liquidity, and extreme volatility in fixed maturity, credit, currency, and equity markets. This could have a number of effects on our business, including our ability to obtain financing for future acquisitions. Even if financing is available, it may only be available at an unattractive cost of capital, which would decrease our profitability.

Global and local economic conditions could also affect demand for and claims made under our products, our counter-party credit risk, and the ability of our customers and other counterparties to establish or maintain their relationships with us.

Net investment income and net realized and unrealized gains or losses also could vary materially from expectations depending on gains or losses realized on the sale or exchange of financial instruments; impairment charges resulting from revaluations of debt and equity securities and other investments; interest rates; cash balances; and changes in the fair value of financial and derivative instruments. Increased volatility in the financial markets and overall economic uncertainty would increase the risk that the actual amounts realized in the future on our financial instruments could differ significantly from the fair values currently assigned to them.

Reinsurers may not satisfy their obligations to our insurance and reinsurance subsidiaries, which could result in significant losses or liquidity issues for us.

Our insurance and reinsurance subsidiaries are subject to credit risk with respect to their reinsurers because the transfer of risk to a reinsurer does not relieve our subsidiaries of their liability to the insured. Reinsurance companies may be negatively impacted or downgraded during difficult financial and economic conditions in the worldwide capital markets and economies. In addition, reinsurers may be unwilling to pay our subsidiaries even though they are able to do so, or disputes may arise regarding payment obligations. The failure of one or more of our subsidiaries' reinsurers to honor their obligations in a timely fashion may affect our cash flows, reduce our net earnings or cause us to incur a significant loss. Disputes with our reinsurers may also result in unforeseen expenses relating to litigation or arbitration proceedings. A reinsurer's inability or unwillingness to honor its obligations to Atrium or StarStone may negate the intended risk-reducing impact of our reinsurance purchasing programs.

Exposure to reinsurers who from time to time represent meaningful percentages of our total reinsurance balances recoverable may increase the risks described above. For information on reinsurance balances recoverable, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Reinsurance Balances Recoverable."

We are a holding company, and we are dependent on the ability of our subsidiaries to distribute funds to us.

We are a holding company and conduct substantially all of our operations through subsidiaries. Our only significant assets are the capital stock of our subsidiaries. As a holding company, we are dependent on distributions of funds from our subsidiaries to fund acquisitions, fulfill financial obligations in the normal course of our business, and pay dividends (in the event we sought to do so). Our subsidiaries may not generate sufficient cash from operations to enable us to make future acquisitions, fulfill other financial obligations or pay dividends.

In addition, the ability of our insurance and reinsurance subsidiaries to make distributions to us is limited by various business considerations and applicable insurance laws and regulations (which are described in "Item 1. Business - Regulation"). These laws and regulations and the determinations by the regulators implementing them may significantly restrict distributions, and, as a result, our overall liquidity. The ability of all of our subsidiaries to make distributions to us may also be restricted by, among other things, other applicable laws and regulations and the terms of our bank loans and our subsidiaries' bank loans.

Fluctuations in currency exchange rates may cause us to experience losses.

We maintain a portion of our investments, insurance liabilities and insurance assets denominated in currencies other than U.S. dollars. Consequently, we and our subsidiaries may experience foreign exchange losses, which could adversely affect our results of operations. We publish our consolidated financial statements in U.S. dollars. Therefore, fluctuations in exchange rates used to convert other currencies, particularly Australian dollars, Canadian dollars, British pounds and Euros, into U.S. dollars will impact our reported financial condition, results of operations and cash flows from year to year.

Our failure to comply with covenants contained in our credit facilities could trigger prepayment obligations, which could adversely affect our results of operations and financial condition.

We and our subsidiaries currently have several outstanding credit facilities. We depend on access to funds from our credit facilities in operating our business. These credit facilities contain various business and financial covenants that impose restrictions on us and certain of our subsidiaries with respect to, among other things, limitations on mergers and consolidations, acquisitions, indebtedness and guarantees, restrictions as to certain dispositions of stock and dividends and stock repurchases, investment constraints and limitations on liens on stock. We may also enter into future credit facilities or other debt arrangements containing similar or different restrictive covenants. Our failure to comply with these covenants could result in an event of default under the credit facilities, which could result in us being required to repay the amounts outstanding under these facilities prior to maturity. These prepayment obligations could have an adverse effect on our results of operations and financial condition.

In addition, complying with these covenants could limit our financial and operational flexibility. Our credit facilities are described in more detail in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Loan Facilities."

Risks Relating to Our Investments

The value of our insurance and reinsurance subsidiaries' investment portfolios and the investment income that our insurance and reinsurance subsidiaries receive from these portfolios may decline materially as a result of market fluctuations and economic conditions, including those related to interest rates and credit spreads.

We derive a significant portion of our income from our invested assets, which consist primarily of investments in fixed maturity securities. The net investment income that our subsidiaries obtain from investments in fixed maturity securities will generally increase or decrease with changes in interest rates. Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions and other factors beyond our control. A rise in interest rates would increase net unrealized losses, which would decline over time as the security approaches maturity. Conversely, a decline in interest rates would increase net unrealized gains, which would decline over time as the security approaches maturity. The fair market value can also decrease as a result of a deterioration of the credit quality of those securities. Any perceived decrease in credit quality may cause credit spreads to widen and this would result in an increase in net unrealized losses. A deterioration of credit ratings on our fixed maturity security investments may result in a preference to liquidate these securities in the financial markets. If we liquidate these securities during a period of tightening credit, we may realize a significant loss.

In addition, some of our fixed maturity securities, such as mortgage-backed and other asset-backed securities, carry prepayment risk, or the risk that principal will be returned more rapidly or slowly than expected, as a result of interest rate fluctuations. When interest rates decline, consumers will generally make prepayments on their mortgages, causing us to be repaid more quickly than we might have originally anticipated, meaning that our opportunities to reinvest these proceeds back into the investment markets may be at reduced interest rates (with the converse being true in a rising interest rate environment). Mortgage-backed and other asset-backed securities are also subject to default risk on the underlying securitized mortgages, which would decrease the value of our investments.

The changes in the market value of our securities that are classified as trading or available-for-sale are reflected in our financial statements. Other-than-temporary impairment losses in the value of our fixed maturity securities are also reflected in our financial statements. As a result, a decline in the value of the securities in our investment portfolios may materially reduce our net income and shareholders' equity, and may cause us to incur a significant loss. For more information on our investment portfolios, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Investable Assets."

Our investments in alternative investments may be illiquid and volatile in terms of value and returns, which could negatively affect our investment income and liquidity.

In addition to fixed maturity securities, we have invested, and may from time to time continue to invest, in alternative investments such as private equity funds, fixed income funds, fixed income and multi-strategy hedge funds, equity funds, real estate debt funds and CLO equity funds, as well as direct investments in CLO equities. These and other similar investments may be illiquid due to restrictions on sales, transfers and redemptions, may have different, more significant risk characteristics than our investments in fixed maturity securities and may also have more volatile values and returns, all of which could negatively affect our investment income and liquidity.

Alternative or "other" investments may not meet regulatory admissibility requirements, which may limit our subsidiaries' ability to make capital distributions to us and, consequently, negatively impact our liquidity. For more information on our alternative investments, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Investable Assets."

The valuation of our investments may include methodologies, estimations and assumptions that are subject to differing interpretations and could result in changes to investment valuations that may materially adversely affect our financial condition or results of operations.

Fixed maturity and alternative investments, such as private equity funds, fixed income funds, fixed income and multi-strategy hedge funds, equity funds, real estate debt funds and CLO equity funds, as well as direct investments in CLO equities, represent the majority of our total cash and invested assets. These investments are reported at fair value on our consolidated balance sheet. Fair value prices for all trading and available-for-sale securities in the fixed maturities portfolio are independently provided by our investment accounting service providers, investment managers and investment custodians, each of which utilize internationally recognized independent pricing services. We record the unadjusted price provided by our accounting service providers, managers or custodians, after we perform an internal validation process. Fair value for our alternative investments is estimated based primarily on the most recently reported net asset values reported by the fund manager, which we may adjust following our internal review.

These valuation procedures involve estimates and judgments, and during periods of market disruptions (such as periods of significantly rising or high interest rates, rapidly widening credit spreads or illiquidity), it may be difficult to value certain of our securities if trading becomes less frequent or market data becomes less observable. In addition, there may be certain asset classes that are now in active markets with significant observable data that become illiquid due to changes in the financial environment. In these cases, the valuation of a greater number of securities in our investment portfolio may require more subjectivity and management judgment. As a result, valuations may include inputs and assumptions that are less observable or require greater estimation as well as valuation methods that are more sophisticated or require greater estimation, which may result in valuations greater than the value at which the investments could ultimately be sold. Further, rapidly changing and unpredictable credit and equity market conditions could materially affect the valuation of securities carried at fair value as reported within our consolidated financial statements and the period-to-period changes in value could vary significantly. Decreases in value could have a material adverse effect on our financial condition and results of operations.

The nature of our business liquidity demands and the structure of our entities' investment portfolios may adversely affect the performance of our investment portfolio and financial results and our investing flexibility.

We strive to structure our investments in a manner that recognizes our liquidity needs for future liabilities. Because of the unpredictable nature of losses that may arise under the insurance and reinsurance policies issued by certain of our subsidiaries and as a result of our opportunistic commutation strategy, our liquidity needs can be substantial and may arise at any time. In that regard, we attempt to correlate the maturity and duration of our investment portfolio to our general liability profile. If we are unsuccessful in managing our investment portfolio within the context of this strategy, we may be forced to liquidate our investments at times and at prices that are not optimal, and we may have difficulty liquidating some of our alternative investments due to restrictions on sales, transfers and redemptions. This could have a material adverse effect on our business and the performance of our investment portfolio.

We maintain each acquired company and portfolio of insurance and reinsurance business in separate stand-alone entities, and therefore, we have many individual portfolios of cash and investments. Each investment portfolio has its own regulatory admissibility requirements, and each run-off entity is likely to have negative operating and financing cash flows due to commutation activity, claims settlements and capital distributions. These factors reduce our overall investing flexibility.

Our investments in life settlements contracts are subject to the risk that actual experience could differ substantially from our assumptions related to their estimated value, which may impair their value and adversely impact our results of operations.

In 2015, we acquired companies that own interests in life insurance policies acquired in the secondary and tertiary markets and through collateralized lending transactions. We recognize our initial investment in these life settlements contracts at the transaction price plus all initial direct external costs. The transaction price was established based on certain assumptions, including the life expectancy of the insured person, the projected premium payments on the contract (including projections of possible rate increases from the related insurance carrier), the projected costs of administration relating to the contract, and the projected risk of non-payment, including the financial health of the related insurance carrier, the possibility of legal challenges from such insurance carrier or others and the possibility of regulatory changes that may affect payment. The estimated value of a contract is also affected by the discounted value of future cash flows from death benefits and the discounted value of future premiums due on the contract.

The actual value of any life settlement contract cannot be determined until the policy matures (i.e., the insured has died and the insurance carrier has paid out the death benefit to the holder). We pay continuing costs to keep the policies in force, primarily life insurance premiums, which increases the carrying amount of the investment. Because we recognize income on individual investments at an amount equal to the excess of the investment proceeds over the carrying amount of the investment at the time the insured dies, the profitability of our life settlements investments is contingent on actual experience relative to the key assumptions we made when the life settlement investment was acquired. If actual experience differs from these assumptions, our carrying value of these investments may increase. The investments are subject to a quarterly impairment review on a contract-by-contract basis. A significant negative difference between the carrying cost of contracts and death benefits expected to be received at maturity of contracts could adversely affect our net investment income and our results of operations.

Risks Relating to Laws and Regulation

Insurance laws and regulations restrict our ability to operate, and any failure to comply with these laws and regulations, or any investigations, inquiries or demands by government authorities, may have a material adverse effect on our business.

We are subject to the insurance laws and regulations of a number of jurisdictions worldwide. Existing laws and regulations, among other things, limit the amount of dividends that can be paid to us by our insurance and reinsurance subsidiaries, prescribe solvency and capital adequacy standards, impose restrictions on the amount and type of investments that can be held to meet solvency and capital adequacy requirements, require the maintenance of reserve liabilities, and require pre-approval of acquisitions and certain affiliate transactions. Failure to comply with these laws and regulations or to maintain appropriate authorizations, licenses, and/or exemptions under applicable laws and regulations may cause governmental authorities to preclude or suspend our insurance or reinsurance subsidiaries from carrying on some or all of their activities, place one or more of them into rehabilitation or liquidation proceedings, impose monetary penalties or other sanctions on them or our affiliates, or commence insurance company delinquency proceedings against our insurance or reinsurance subsidiaries. The application of these laws and regulations by various governmental authorities, including authorities outside the United States, may affect our liquidity and restrict our ability to expand our business operations through acquisitions or to pay dividends on our ordinary shares. Furthermore, compliance with legal and regulatory requirements may result in significant expenses, which could have a negative impact on our profitability. To further understand these risks, see "Item 1. Business - Regulation."

In addition to legal and regulatory requirements, the insurance and reinsurance industry has experienced substantial volatility as a result of investigations, litigation and regulatory activity by various insurance, governmental and enforcement authorities, including the SEC, concerning certain practices within the insurance and reinsurance industry. Insurance and reinsurance companies that we have acquired, or may acquire in the future, may have been or may become involved in these or other investigations, litigation or regulatory activity and may have lawsuits filed or other regulatory actions taken against them. Our involvement in any investigations, litigations or regulatory activity, including any related lawsuits, would cause us to incur legal costs and, if we or any of our insurance or reinsurance subsidiaries were found to have violated any laws or regulations, we could be required to pay fines and damages and incur other sanctions, perhaps in material amounts, which could have a material negative impact on our profitability.

Political, regulatory and industry initiatives could materially adversely affect our business by increasing the amount of regulation we face or changing the nature of the regulations that apply to us in operating our insurance businesses or acquiring new insurance businesses.

Increasingly, governmental authorities have taken interest in the potential systemic risks posed by the insurance and reinsurance industry as a whole. The insurance regulatory environment has become subject to increased scrutiny across a number of jurisdictions, and authorities regularly consider enhanced or new regulatory requirements and seek to exercise their supervisory authority in new and more extensive ways. Regulators are generally concerned with the protection of policyholders above other constituencies, including our shareholders. Additional laws and regulations have been and may continue to be enacted in the wake of the recent or future financial and credit crises that may have adverse effects on our operations, financial condition and liquidity. We cannot predict the exact nature, timing or scope of these initiatives; however, we believe it is likely there will be increased regulatory intervention in our industry in the future, and these initiatives could adversely affect our business.

For example, the implementation of Solvency II, an E.U.-wide directive covering the capital adequacy, risk management and regulatory reporting for insurers, requires significant resources to ensure compliance by our E.U. companies. Additionally, if our non-E.U. subsidiaries engage in E.U. insurance or reinsurance business, additional capital requirements may be imposed for such companies to continue to insure or reinsure E.U.-domiciled risk or cedants if their regulatory regime is not deemed to have Solvency II equivalence.

In the United States, the Dodd-Frank Act addresses the entire financial services industry and includes initiatives such as the creation of a Federal Insurance Office and other federal oversight agencies, the requiring of more transparency, accountability and focus in protecting investors and businesses, the input of shareholders regarding executive compensation, and the enhanced empowerment of regulators to punish fraud and unethical business practices. Continued compliance with these laws and regulations is likely to result in additional regulation and additional costs for us.

In many of the jurisdictions in which we operate, including Bermuda, there are increased initiatives relating to group supervision though cooperation and coordination among insurance regulators regardless of an individual company’s domiciliary jurisdiction. As of January 1, 2016, the BMA acts as our group supervisor, as described in "Item 1. Business - Regulation," which has led to increased regulatory reporting and oversight.

In addition, increased scrutiny by insurance regulators of investments in or acquisitions of insurers or insurance holding companies by private equity firms or hedge funds may result in imposition of additional regulatory requirements and restrictions. We have in the past partnered with private equity firms in making acquisitions and may do so in the future. This increased scrutiny may make it difficult to complete U.S. acquisitions with private equity or hedge funds should we seek to do so. In addition, private equity firms have invested in Enstar and may seek to do so in the future. This increased scrutiny may materially adversely impact our ability to raise capital through transactions with these types of investors.

The United Kingdom’s referendum vote to leave the European Union could adversely affect our business.

In an advisory referendum held on June 23, 2016, the United Kingdom ("U.K.") voted to leave the European Union ("E.U.") (commonly referred to as “Brexit”). The timing and nature of the U.K.’s withdrawal from the E.U. is yet to be determined, and the form of the U.K.’s future relationship with the E.U. may not be clear for some time. We have significant operations and employees in the United Kingdom, including our Lloyd’s businesses. Brexit’s impact on our U.K. businesses will depend on the U.K. and Lloyd’s abilities to retain access to the E.U. markets, and our U.K. businesses could be adversely affected if adequate access to these markets is not obtained. Brexit may also lead to legal uncertainty and differences in national laws and regulations as the U.K. determines which E.U. laws to replace or replicate, and these issues could impact our structure and operations. The Brexit vote had an immediate adverse effect on global financial and foreign exchange markets, and instability and uncertainty in the European economy and in global financial markets may continue for some time. Any of these effects of Brexit, and others we cannot anticipate, could adversely affect our business, results of operations, and financial condition.

Changes in accounting principles and financial reporting requirements could impact our reported financial results and our reported financial condition.

31

Our financial statements are prepared in accordance with U.S. GAAP, which is periodically revised by the Financial Accounting Standards Board ("FASB"), and they are subject to the accounting-related rules and interpretations of the SEC. We are required to adopt new and revised accounting standards implemented by the FASB.

Unanticipated developments in accounting practices, for example a convergence of U.S. GAAP with International Financial Reporting Standards ("IFRS"), may require us to incur considerable additional expenses to comply with such developments, particularly if we are required to prepare information relating to prior periods for comparative purposes or to apply the new requirements retroactively. The impact of changes in accounting standards, particularly those that apply to insurance companies, cannot be predicted but may affect the calculation of net earnings, shareholders' equity and other relevant financial statement line items. In addition, such changes may cause additional volatility in reported earnings, decrease the understandability of our financial results and affect the comparability of our reported results with the results of others.

Risks Relating to our Operations

We are dependent on our executive officers, directors and other key personnel and the loss of any of these individuals could adversely affect our business.

Our success substantially depends on our ability to attract and retain qualified employees and upon the ability of our senior management and other key employees to implement our business strategy. We believe that there are only a limited number of available qualified personnel in the businesses in which we compete, and the pool of highly skilled employees available to fill key positions at our companies may fluctuate based on market conditions. We rely substantially upon the services of our executive officers and our subsidiaries' executive officers and directors, as well as our local management teams, to implement our business strategies. The loss of the services of any of our management or other key personnel, or the loss of the services of or our relationships with any of our directors, could have a material adverse effect on our business. Higher demand for employees having desired talents could lead to increased compensation expectations for existing and prospective personnel across our organization, which could also make it difficult to maintain labor expenses at desired levels.

Our directors and executive officers may have ownership interests or other involvement with entities that could compete against us, and conflicts of interest might prevent us from pursuing desirable acquisitions, investments and other business opportunities.

Our directors and executive officers may have ownership interests or other involvement with entities that could compete against us or otherwise have interests that could, at times, be considered potentially adverse to us, either in the pursuit of acquisition targets, investments or in our business operations. We have also participated in transactions in which one or more of our directors or executive officers or their affiliates had an interest, and we may do so in the future. The interests of our directors and executive officers in such transactions or such entities may result in a conflict of interest for those directors and officers.

The Audit Committee of our Board of Directors, which is comprised entirely of independent directors, reviews any material transactions involving a conflict of interest and may take actions as it deems appropriate in the particular circumstances. We may not be able to pursue all advantageous transactions that we would otherwise pursue in the absence of a conflict, in particular if our Audit Committee is unable to determine that any such transaction is on terms as favorable as we could otherwise obtain in the absence of a conflict.

Cybersecurity events or other difficulties with our information security assets could disrupt business operations, result in the loss of critical and confidential information, and adversely impact our reputation and results of operations.

We rely heavily on the successful, uninterrupted functioning of our information technology assets and telecommunications systems, as well as those of any third-party service providers we use. We depend on information technology systems to perform functions critical to our business such as paying claims, performing actuarial and other modeling functions, pricing, quoting and processing policies, cash and investment management, acquisition work, financial reporting and other necessary support functions. A failure of our information technology assets or telecommunications systems could materially impact our ability to perform these functions, affect the confidentiality, availability or integrity of our proprietary information and expose us to litigation and increase our administrative expenses.

Computer viruses, cyber-attacks, and other external hazards, as well as any internal process or employee failures, could expose our information technology assets to security breaches that may cause critical data to be corrupted or confidential or proprietary information to be exposed, or cause system disruptions or shut-downs. In addition to our own information, we receive and may be responsible for protecting confidential information from clients and other third parties, which could also be compromised in the event of a security breach. Our active underwriting companies rely on broker portals to bind certain business, and, therefore, a service interruption would negatively impact our ability to write business.

Where we rely on third parties for outsourced functions and other services, our information may be exposed to the risk of a data breach or cyber-security incident through their systems. Although we utilize numerous controls, protections and risk management strategies to attempt to mitigate these risks, and management is not aware of a material cybersecurity incident to date, the sophistication and volume of these security threats continues to increase. The potential consequences of a data breach or cyber-security incident could include claims against us, significant reputational damage to our company, damage to our business as a result of disclosure of proprietary information, and regulatory action against us. Such an incident could cause us to lose business and commit resources, management time and money to remediate these breaches, any of which in turn could have an adverse impact on our business.

If outsourced providers such as third-party administrators, managing general agents, investment managers or other service providers were to breach obligations owed to us, our business and results of operations could be adversely affected.

We outsource certain business functions to third-party providers, and these providers may not perform as anticipated or may fail to adhere to their obligations to us. For example, certain of our subsidiaries rely on relationships with a number of third-party administrators under contracts pursuant to which these third-party administrators manage and pay claims on our subsidiaries’ behalf and advise with respect to case reserves. In these relationships, we rely on controls incorporated in the provisions of the administration agreement, as well as on the administrator’s internal controls, to manage the claims process within our prescribed parameters. Our StarStone and Atrium subsidiaries use managing general agents, general agents and other producers to write and administer business on their behalf within underwriting authorities prescribed by StarStone and Atrium. We also rely on external investment managers to provide services pursuant to the terms of our investment management agreements, including following established investment guidelines. Although we monitor these administrators, agents and producers, and managers on an ongoing basis, our monitoring efforts may not be adequate or our service providers could exceed their authorities or otherwise breach obligations owed to us, which, if material, could adversely affect our business and results of operations.

With respect to certain of our subsidiaries’ life insurance products, our subsidiaries depend upon the counterparty to an administrative services agreement in order to collect policy premiums and maintain necessary customer data. There is a risk that the counterparty may fail to perform its obligations under the agreement to provide accurate and timely premiums and data, or that we or the counterparty could experience difficulties with the operation of the supporting technology systems. Any of these risks could result in underperformance of our life and annuities business compared to our expectations, and could also have a material adverse effect on our business, financial condition and results of operations.

Risks Relating to Ownership of Our Ordinary Shares

Our stock price may experience volatility, thereby causing a potential loss of value to our investors.

The market price for our ordinary shares may fluctuate substantially and could cause investment losses due to, among other things, the following factors:

- announcements with respect to an acquisition or investment;
- changes in the value of our assets;
- our quarterly and annual operating results;
- sales, or the possibility or perception of future sales, by our existing shareholders;
- changes in general conditions in the economy and the insurance industry;
- the financial markets; and
- adverse press or news announcements.

A few significant shareholders may influence or control the direction of our business. If the ownership of our ordinary shares continues to be highly concentrated, it may limit your ability and the ability of other shareholders to influence significant corporate decisions.

33

We have a number of shareholders with large interests, including several that may be affiliated with members of our Board of Directors. The interests of certain significant shareholders may not be fully aligned with your interests, and this may lead to a strategy that is not in your best interest. As of December 31, 2016, CPPIB, Akre Capital Management ("Akre Capital"), Trident, Beck Mack & Oliver ("Beck Mack"), and Enstar's three individual co-founders (collectively) beneficially owned approximately 13.8%, 8.9%, 8.3%, 4.99%, and 6.1%, respectively, of our outstanding voting ordinary shares. CPPIB owns additional non-voting ordinary shares that, together with its voting shares, represented an economic interest of approximately 17.7% as of December 31, 2016. Funds managed by Hillhouse Capital Management (collectively, "Hillhouse") own approximately 2.1% of our outstanding voting ordinary shares that, together with their non-voting shares and warrants, represented an economic interest of approximately 9.8% as of December 31, 2016.

Although they do not act as a group, these shareholders may exercise significant influence over matters requiring shareholder approval, and their concentrated holdings may delay or deter possible changes in control of Enstar, which may reduce the market price of our ordinary shares.

Some aspects of our corporate structure may discourage third-party takeovers and other transactions, limit voting rights of certain shareholders to 9.5% or prevent the removal of our board of directors and management.

Some provisions of our bye-laws have the effect of making more difficult or discouraging unsolicited takeover bids from third parties or preventing the removal of our current board of directors and management. In particular, our bye-laws make it difficult for any U.S. shareholder or Direct Foreign Shareholder Group (a shareholder or group of commonly controlled shareholders of Enstar that are not U.S. persons) to own or control ordinary shares that constitute 9.5% or more of the voting power of all of our ordinary shares. The votes conferred by such shares will be reduced by whatever amount is necessary so that after any such reduction the votes conferred by such shares will constitute 9.5% of the total voting power of all ordinary shares entitled to vote generally. The primary purpose of this restriction is to reduce the likelihood that we or any of our non-U.S. subsidiaries will be deemed a "controlled foreign corporation" within the meaning of Internal Revenue Code of 1986, as amended (the "Code") for U.S. federal tax purposes. However, this limit may also have the effect of deterring purchases of large blocks of our ordinary shares or proposals to acquire us, even if some or a majority of our shareholders might deem these purchases or acquisition proposals to be in their best interests. In addition, our bye-laws provide for a classified board, whose members may be removed by our shareholders only for cause by a majority vote, and contain restrictions on the ability of shareholders to nominate persons to serve as directors, submit resolutions to a shareholder vote and request special general meetings.

These bye-law provisions make it more difficult to acquire control of us by means of a tender offer, open market purchase, proxy contest or otherwise. These provisions may encourage persons seeking to acquire control of us to negotiate with our directors, which we believe would generally best serve the interests of our shareholders. However, these provisions may have the effect of discouraging a prospective acquirer from making a tender offer or otherwise attempting to obtain control of us. In addition, these bye-law provisions may prevent the removal of our current board of directors and management. To the extent these provisions discourage takeover attempts, they may deprive shareholders of opportunities to realize takeover premiums for their shares or may depress the market price of the shares.

There are regulatory limitations on the ownership and transfer of our ordinary shares.

Insurance laws and regulations in the jurisdictions in which our insurance and reinsurance subsidiaries operate require prior notices or regulatory approval of changes in control of an insurer or its holding company. Different jurisdictions define changes in control differently, and generally any purchaser of 10% or more of our ordinary shares could become subject to regulation and be required to file certain notices and reports with the applicable insurance authorities. These laws may discourage potential acquisition proposals and may delay, deter or prevent a change in control of us, including transactions that some shareholders might consider to be desirable.

The market value of our ordinary shares may decline if large numbers of shares are sold, including pursuant to existing registration rights.

We have several registration rights agreements in place pursuant to which, either as parties thereto or by virtue of assignment, certain of our shareholders hold registration rights. These primarily include CPPIB, Trident, Hillhouse and Corsair Capital. These agreements include demand registration rights pursuant to which these shareholders may require that we register certain of their ordinary shares under the Securities Act of 1933, as amended (the "Securities Act"), on up to an aggregate of eight occasions. All of these investors also have "piggyback" registration rights with respect to our registration of voting ordinary shares for our own account or for the account of one or more of our shareholders. As of December 31, 2016, an aggregate of approximately 8.0 million ordinary shares (approximately 3.1 million of which are non-voting ordinary shares) are subject to these registration rights agreements.

By exercising their registration rights, these holders could cause a large number of ordinary shares to be registered and generally become freely tradable without restrictions under the Securities Act immediately upon the effectiveness of the registration. Our ordinary shares have in the past been, and may from time to time continue to be, thinly traded, and significant sales, pursuant to the existing registration rights or otherwise, could adversely affect the market price for our ordinary shares and impair our ability to raise capital through offerings of our equity securities.

Because we are incorporated in Bermuda, it may be difficult for shareholders to serve process or enforce judgments against us or our directors and officers.

We are a Bermuda company. In addition, certain of our officers and directors reside in countries outside the United States. All or a substantial portion of our assets and the assets of these officers and directors are or may be located outside the United States. Investors may have difficulty effecting service of process within the United States on our directors and officers who reside outside the United States or recovering against us or these directors and officers on judgments of U.S. courts based on civil liabilities provisions of the U.S. federal securities laws even though we have appointed an agent in the United States to receive service of process. Further, no claim may be brought in Bermuda against us or our directors and officers for violation of U.S. federal securities laws, as such laws do not have force of law in Bermuda. A Bermuda court may, however, impose civil liability, including the possibility of monetary damages, on us or our directors and officers if the facts alleged in a complaint constitute or give rise to a cause of action under Bermuda law.

We believe that there is doubt as to whether the courts of Bermuda would enforce judgments of U.S. courts obtained in actions against us or our directors and officers, as well as our independent auditors, predicated upon the civil liability provisions of the U.S. federal securities laws or original actions brought in Bermuda against us or these persons predicated solely upon U.S. federal securities laws. Further, there is no treaty in effect between the United States and Bermuda providing for the enforcement of judgments of U.S. courts, and there are grounds upon which Bermuda courts may not enforce judgments of U.S. courts. Some remedies available under the laws of U.S. jurisdictions, including some remedies available under the U.S. federal securities laws, may not be allowed in Bermuda courts as contrary to that jurisdiction’s public policy. Because judgments of U.S. courts are not automatically enforceable in Bermuda, it may be difficult for you to recover against us based upon such judgments.

Shareholders who own our ordinary shares may have more difficulty in protecting their interests than shareholders of a U.S. corporation.

The Bermuda Companies Act (the "Companies Act"), which applies to us, differs in certain material respects from laws generally applicable to U.S. corporations and their shareholders. As a result of these differences, shareholders who own our shares may have more difficulty protecting their interests than shareholders who own shares of a U.S. corporation. For example, class actions and derivative actions are generally not available to shareholders under Bermuda law. Under Bermuda law, only shareholders holding collectively 5% or more of our outstanding ordinary shares or numbering 100 or more are entitled to propose a resolution at our general meeting.

We do not intend to pay cash dividends on our ordinary shares.

We do not intend to pay a cash dividend on our ordinary shares. Rather, we intend to use any retained earnings to fund the development and growth of our business. From time to time, our board of directors will review our alternatives with respect to our earnings and seek to maximize value for our shareholders. In the future, we may decide to commence a dividend program for the benefit of our shareholders. Any future determination to pay dividends will be at the discretion of our board of directors and will be limited by our position as a holding company that lacks direct operations, the results of operations of our subsidiaries, our financial condition, cash requirements and prospects and other factors that our board of directors deems relevant. In addition, there are significant regulatory and other constraints that could prevent us from paying dividends in any event. As a result, capital appreciation, if any, on our ordinary shares may be your sole source of gain for the foreseeable future.

Our board of directors may decline to register a transfer of our ordinary shares under certain circumstances.

Our board of directors may decline to register a transfer of ordinary shares under certain circumstances, including if it has reason to believe that any non-de minimis adverse tax, regulatory or legal consequences to us, any of our subsidiaries or any of our shareholders may occur as a result of such transfer. Further, our bye-laws provide us with the option to repurchase, or to assign to a third party the right to purchase, the minimum number of shares necessary to eliminate any such non-de minimis adverse tax, regulatory or legal consequence. In addition, our board of directors may decline to approve or register a transfer of shares unless all applicable consents, authorizations, permissions or approvals of any governmental body or agency in Bermuda, the United States, the United Kingdom or any other applicable jurisdiction required to be obtained prior to such transfer shall have been obtained. The proposed transferor of any shares will be deemed to own those shares for dividend, voting and reporting purposes until a transfer of such shares has been registered on our shareholders register.

It is our understanding that while the precise form of the restrictions on transfer contained in our bye-laws is untested, as a matter of general principle, restrictions on transfers are enforceable under Bermuda law and are not uncommon. These restrictions on transfer may also have the effect of delaying, deferring or preventing a change in control.

Risks Relating to Taxation

We might incur unexpected U.S., U.K., Australia, or other tax liabilities if companies in our group that are incorporated outside those jurisdictions are determined to be carrying on a trade or business in such jurisdictions.

We and a number of our subsidiaries are companies formed under the laws of Bermuda or other jurisdictions that do not impose income taxes; it is our contemplation that these companies will not incur substantial income tax liabilities from their operations. Because the operations of these companies generally involve, or relate to, the insurance or reinsurance of risks that arise in higher tax jurisdictions, such as the United States, United Kingdom and Australia, it is possible that the taxing authorities in those jurisdictions may assert that the activities of one or more of these companies creates a sufficient nexus in that jurisdiction to subject the company to income tax there. There are uncertainties in how the relevant rules apply to insurance businesses, and in our eligibility for favorable treatment under applicable tax treaties. Accordingly, it is possible that we could incur substantial unexpected tax liabilities.

U.S. persons who own our ordinary shares might become subject to adverse U.S. tax consequences as a result of "related person insurance income," if any, of our non-U.S. insurance company subsidiaries.

For any of our wholly-owned non-U.S. insurance company subsidiaries, if (1) U.S. persons are treated as owning 25% or more of our shares, (2) the related person insurance income ("RPII") of that subsidiary were to equal or exceed 20% of its gross insurance income in any taxable year, and (3) direct or indirect insureds of that subsidiary (and persons related to such insureds) own (or are treated as owning) 20% or more of the voting power or value of our shares, then a U.S. person who owns our shares directly, or indirectly through non-U.S. entities, on the last day of the taxable year would be required to include in income for U.S. federal income tax purposes that person's pro rata share of the RPII of such a non-U.S. insurance company for the entire taxable year, whether or not any such amounts are actually distributed. (In the case of any of our partially-owned non-U.S. insurance company subsidiaries, the RPII provisions apply similarly, except that the percentage share ownership thresholds described in the preceding sentence are measured in terms of indirect ownership of the subsidiary’s shares rather than in terms of ownership of our shares.) Moreover, if the RPII rules of the Code were to apply to any of our non-U.S. insurance company subsidiaries, any RPII that is includible in the income of a U.S. tax-exempt organization would generally be treated as unrelated business taxable income. Although we and our subsidiaries intend to operate generally in a manner so as to avoid exceeding the foregoing thresholds for application of the RPII rules, there can be no assurance that this will always be the case. Accordingly, there can be no assurance that U.S. persons who own our ordinary shares will not be required to recognize gross income inclusions attributable to RPII.

In addition, the RPII rules provide that if a shareholder who is a U.S. person disposes of shares in a foreign insurance company that has RPII and in which U.S. persons collectively own 25% or more of the total combined voting power of all classes of stock entitled to vote, or the total value of the stock, any gain from the disposition will generally be treated as dividend income to the extent of the shareholder’s share of the corporation’s undistributed earnings and

profits that were accumulated during the period that the shareholder owned the shares (whether or not those earnings and profits are attributable to RPII). Such a shareholder would also be required to comply with certain reporting requirements, regardless of the amount of shares owned by the shareholder. These rules should not apply to dispositions of our ordinary shares because we will not be directly engaged in the insurance business. The RPII rules have not been interpreted by the courts or the U.S. Internal Revenue Service (the "IRS") and regulations interpreting the RPII rules exist only in proposed form. Accordingly, there is no assurance that our views as to the inapplicability of these rules to a disposition of our ordinary shares will be accepted by the IRS or a court.

U.S. persons who own our ordinary shares would be subject to adverse tax consequences if we were considered a "passive foreign investment company" ("PFIC") for U.S. federal income tax purposes.

We believe that we will not be a PFIC for U.S. federal income purposes for the current year. In particular, we believe that the income of our non-U.S. subsidiaries that are insurance companies is derived in the "active conduct of an insurance business" by corporations that are predominately engaged in such business, and that this is also the case for us when the operations of our subsidiaries are considered as a whole, under the look-through rules applicable to foreign holding companies. Moreover, we do not expect to conduct our activities in a manner that will cause us to become a PFIC in the future. However, there can be no assurance that the IRS will not challenge this position or that a court will not sustain such challenge. Accordingly, it is possible that we might be deemed a PFIC by the IRS or a court for the current year or any future year. If we were a PFIC, it could have material adverse tax consequences for an investor that is subject to U.S. federal income taxation, including subjecting the investor to a substantial acceleration and/or increase in tax liability.

There are currently no final regulations regarding the application of the PFIC provisions of the Code to an insurance company, so the application of those provisions to insurance companies remains unclear in certain respects. The IRS issued proposed regulations on this subject in April 2015, which, if finalized as proposed, might be construed to cause us to be treated as a PFIC. In response to the proposed regulations, comments have been submitted to the IRS on behalf of Bermuda-based insurance holding companies and others, requesting changes and clarifications to the proposed regulations so that a holding company with our structure will not be considered a PFIC. There is no assurance that the regulations will be finalized in a manner that clearly accommodates our existing structure.

U.S. persons who own 10 percent or more of our shares may be subject to taxation under the "controlled foreign corporation" ("CFC") rules.

A U.S. person that is a "10% U.S. Shareholder" of a non-U.S. corporation (i.e., a U.S. person who owns or is treated as owning at least 10% of the total combined voting power of all classes of stock entitled to vote of the non-U.S. corporation) that is a CFC for an uninterrupted period of 30 days or more during a taxable year, that owns shares in the CFC directly or indirectly through non-U.S. entities on the last day of the CFC’s taxable year, must include in gross income for U.S. federal income tax purposes the person’s pro rata share of the CFC’s "subpart F income," even if the subpart F income is not distributed. "Subpart F income" of a non-U.S. insurance corporation typically includes foreign personal holding company income (such as interest, dividends and other types of passive income), as well as insurance and reinsurance income (including underwriting and investment income) other than, under certain circumstances, income from insuring non-U.S. risks.

A non-U.S. corporation is considered a CFC if "10% U.S. Shareholders" own (directly, indirectly through non-U.S. entities, or by attribution by application of the constructive ownership rules of section 958(b) of the Code (i.e., "constructively")) more than 50% of the total combined voting power of all classes of stock of that foreign corporation, or the total value of all stock of that foreign corporation. For purposes of taking into account insurance income, a CFC also may include a non-U.S. insurance company that has more than 25% of the total combined voting power of all classes of stock (or more than 25% of the total value of the stock) owned directly, indirectly through non-U.S. entities, or constructively by 10% U.S. Shareholders on any day during the corporation’s taxable year.

We believe that because of the dispersion of our share ownership, and provisions in our organizational documents that limit voting power, no U.S. person (including our subsidiary Enstar USA, Inc., which owns certain of our Series C Preferred Shares) should be treated as owning (directly, indirectly through non-U.S. entities or constructively) 10% or more of the total combined voting power of all classes of our shares. However, the IRS could challenge the effectiveness of these provisions in our organizational documents. Accordingly, no assurance can be given that a U.S.

person who owns our shares will not be characterized as a 10% U.S. Shareholder.
Changes in U.S. federal tax law and other tax laws could materially affect us or our shareholders.
Legislation has been proposed on various occasions to eliminate perceived tax advantages of insurance companies that have legal domiciles outside the United States but have certain U.S. connections. For example,

legislation has been proposed to disallow the deduction of reinsurance premiums paid by U.S. companies to certain non-U.S. affiliates, although no such provision has been enacted to date. It is possible that such legislation could be enacted or similar legislation could be introduced in and enacted by the current Congress or future Congresses and enactment of some version of such legislation, or other changes in U.S. tax laws, regulations or interpretations thereof, could have an adverse impact on us or our shareholders.

The Organization for Economic Co-operation and Development (the "OECD") is a global governing organization, which analyzes and compares multi-national entities' tax status using various metrics and reporting facts and figures. Created by the OECD under the initiative known as the “Base Erosion and Profit Shifting Project (“BEPS”), “Country-by-Country Reporting” (Action 13) aims to ensure that multi-national businesses provide appropriate and accurate information to each respective member and non-member region based on various metrics. These metrics are directed at counteracting the effects of global preferential tax regimes and increasing tax transparency. As a result of this initiative, we expect that countries, including those in which we operate, may change their tax laws and enhance reporting requirements. Such changes could increase the burden and costs of compliance.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

We lease office space in Hamilton, Bermuda, where our principal executive office is located. We also lease office space in a number of U.S. states, the United Kingdom, Australia, Ireland, Switzerland, Canada, India, Singapore and several Continental European countries.

We renew and enter into new leases in the ordinary course of our business. We believe that this office space is sufficient for us to conduct our current operations for the foreseeable future, although in connection with future acquisitions from time to time, we may expand to different locations or increase space to support any such growth.

In connection with the acquisition of Dana Companies in December 2016, we acquired properties in the United States. The acquired properties have no present value and are not used to run our operations.

ITEM 3. LEGAL PROCEEDINGS

For a discussion of legal proceedings, see "Note 23 - Commitments and Contingencies" in the notes to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K, which is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our ordinary shares trade on the NASDAQ Global Select Market under the ticker symbol "ESGR".

Market and Dividend Information

On February 23, 2017, the last reported sale price for our shares was $193.55 per share. The price range per ordinary share presented below represents the highest and lowest sale prices for our ordinary shares on the NASDAQ Global Select Market during the quarterly periods indicated:

	2016		2015	
	High	Low	High	Low
First Quarter	$164.69	$142.35	$152.91	$133.35
Second Quarter	$164.91	$148.91	$161.24	$139.36
Third Quarter	$171.66	$157.32	$166.40	$143.63
Fourth Quarter	$209.35	$161.01	$161.97	$145.73

Enstar has not historically declared a dividend. Our strategy is to retain earnings and invest distributions from our subsidiaries back into the company. We do not currently expect to pay any dividends on our ordinary shares. Any payment of dividends must be approved by our Board of Directors. Our ability to pay dividends is subject to certain restrictions, as described in "Note 22 - Dividend Restrictions and Statutory Requirements" in the notes to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K, which is incorporated herein by reference.

Holders

On February 23, 2017 there were 1,789 shareholders of record of our voting ordinary shares and 3 shareholders of record of our non-voting ordinary shares. The number of shareholders of record of our voting ordinary shares does not represent the actual number of beneficial owners of our voting ordinary shares because shares are frequently held in “street name” by securities dealers and others for the benefit of beneficial owners who may vote the shares.

Issuer Purchases of Equity Securities

The following table provides information about ordinary shares acquired by the Company during the three months ended December 31, 2016, which are related to shares withheld from employees in order to facilitate the payment of withholding taxes on restricted shares. The Company does not have a share repurchase program.

Period	Total Number of Shares Purchased[1]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Program
October 1, 2016 - October 31, 2016	—	$—	$ —	$ —
November 1, 2016 - November 30, 2016	689	$200.00	$ —	$ —
December 1, 2016 - December 31, 2016	—	$—	$ —	$ —
Total	689		$ —	$ —

(1) Includes shares withheld from employees in order to facilitate the payment of withholding taxes on restricted shares granted pursuant to our equity incentive plan. The shares are calculated at their fair market value, as determined by reference to the closing price of our ordinary shares on the vesting date.

Performance Graph

The following performance graph compares the cumulative total return on our ordinary shares with the cumulative total return on the NASDAQ Composite Index and the NASDAQ Insurance Index for the period that commenced December 31, 2011 and ended on December 31, 2016. The performance graph shows the value as of December 31 of each calendar year of $100 invested on December 31, 2011 in our ordinary shares, the NASDAQ Composite Index, and the NASDAQ Insurance Index assuming the reinvestment of dividends. Returns have been weighted to reflect relative market capitalization. This information is not necessarily indicative of future returns.

	Indexed Returns* for Years Ended December 31,					
	2011	2012	2013	2014	2015	2016
Enstar Group Limited	100.00	114.03	141.46	155.69	152.79	201.32
NASDAQ Composite Index	100.00	116.41	165.47	188.69	200.32	216.54
NASDAQ Insurance Index	100.00	110.26	148.88	162.67	177.32	206.99

*$100 invested on December 31, 2011 in stock or index, including reinvestment of dividends.

ITEM 6. SELECTED FINANCIAL DATA

The following selected historical financial information for each of the past five fiscal years has been derived from our audited historical financial statements. This information is only a summary and should be read in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and notes thereto included in Item 8 of this Annual Report on Form 10-K. The results of operations for historical accounting periods are not necessarily indicative of the results to be expected for any future accounting period.

Since our inception, we have made numerous acquisitions of companies and portfolios of business that impact the comparability between periods of the information reflected below. In particular, our 2016 acquisition of Dana Companies, our 2015 acquisitions of Alpha, the life settlement companies of Wilton Re, and Sussex, our 2014 acquisition of StarStone and our 2013 acquisitions of SeaBright, Pavonia, Arden and Atrium impact comparability to other periods, including with respect to net premiums earned. In addition, we have now classified our Pavonia operations as held-for-sale, and its results of operations are included in discontinued operations. Our acquisitions and significant new business are described in "Item 1. Business - Recent Acquisitions and Significant New Business" and Notes 3 and 4 of our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

	Years Ended December 31,				
	2016	2015	2014	2013	2012
	(in thousands of U.S. dollars, except share and per share data)				
Statements of Earnings Data:					
Net premiums earned	$823,514	$753,744	$542,991	$147,613	$3,511
Fees and commission income	39,364	39,347	34,919	12,817	8,570
Net investment income	185,463	122,564	66,024	62,117	68,864
Net realized and unrealized gains (losses)	77,818	(41,523)	51,991	78,394	73,612
Net incurred losses and LAE	(174,099)	(104,333)	(9,146)	163,672	237,953
Acquisition costs	(186,569)	(163,716)	(117,542)	(14,436)	—
Total other expenses, net	(473,041)	(393,711)	(347,540)	(230,056)	(200,991)
Net earnings from continuing operations	292,450	212,372	221,697	220,121	191,519
Net earnings (losses) from discontinuing operations	11,963	(2,031)	5,539	3,701	—
Net earnings	304,413	210,341	227,236	223,822	191,519
Less: Net loss (earnings) attributable to noncontrolling interests	(39,606)	9,950	(13,487)	(15,218)	(23,502)
Net earnings attributable to Enstar Group Limited	$264,807	$220,291	$213,749	$208,604	$168,017
Per Ordinary Share Data: [1]					
Earnings per ordinary share attributable to Enstar Group Limited:					
Basic:					
Net earnings from continuing operations	$13.10	$11.55	$11.31	$12.40	$10.22
Net earnings (loss) from discontinuing operations	$0.62	$(0.11)	$0.30	$0.22	$—
Net earnings per ordinary share	$13.72	$11.44	$11.61	$12.62	$10.22
Diluted:					
Net earnings from continuing operations	$13.00	$11.46	$11.15	$12.27	$10.10
Net earnings (loss) from discontinuing operations	$0.62	$(0.11)	$0.29	$0.22	$—
Net earnings per ordinary share	$13.62	$11.35	$11.44	$12.49	$10.10
Weighted average ordinary shares outstanding:					
Basic	19,299,426	19,252,072	18,409,069	16,523,369	16,441,461
Diluted	19,447,241	19,407,756	18,678,130	16,703,442	16,638,021

[1] Earnings per share is a measure based on net earnings divided by weighted average ordinary shares outstanding. Basic earnings per share is defined as net earnings available to ordinary shareholders divided by the weighted average

number of ordinary shares outstanding for the period, giving no effect to dilutive securities. Diluted earnings per share is defined as net earnings available to ordinary shareholders divided by the weighted average number of shares and share equivalents outstanding calculated using the treasury stock method for all potentially dilutive securities. When the effect of dilutive securities would be anti-dilutive, these securities are excluded from the calculation of diluted earnings per share.

	December 31,				
	2016	2015	2014	2013	2012
	(in thousands of U.S. dollars, except share and per share data)				
Balance Sheet Data:					
Total investments	$6,042,672	$6,340,781	$4,844,352	$4,279,542	$3,352,875
Total cash and cash equivalents (inclusive of restricted)	1,318,645	1,295,169	1,429,622	958,999	954,855
Reinsurance balances recoverable	1,460,743	1,451,921	1,305,515	1,331,892	1,122,919
Total assets	12,865,744	11,772,534	8,622,147	7,236,289	5,878,261
Losses and loss adjustment expense liabilities	5,987,867	5,720,149	4,509,421	4,219,905	3,650,127
Policy benefits for life and annuity contracts	112,095	126,321	8,940	9,779	11,027
Loans payable	673,603	599,750	320,041	452,446	107,430
Total Enstar Group Limited shareholders' equity	2,802,312	2,516,872	2,304,850	1,755,523	1,553,755
Book Value per Share:(1)					
Basic	$144.66	$130.65	$120.04	$106.21	$94.29
Diluted	$143.68	$129.65	$119.22	$105.20	$93.30
Shares Outstanding:					
Basic	19,372,178	19,263,742	19,201,017	16,528,343	16,477,809
Diluted	19,645,309	19,714,810	19,332,864	16,707,115	16,653,120

(1) Basic book value per share is calculated as total Enstar Group Limited shareholders' equity available to ordinary shareholders divided by the number of ordinary shares outstanding as at the end of the period, giving no effect to dilutive securities. Diluted book value per share is calculated as total Enstar Group Limited shareholders' equity available to ordinary shareholders plus the assumed proceeds from the exercise of outstanding warrants divided by the sum of the number of ordinary shares and ordinary share equivalents and warrants outstanding at the end of the period.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report. Some of the information contained in this discussion and analysis or included elsewhere in this annual report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and the timing of events could differ materially from those anticipated by these forward-looking statements as a result of many factors, including those discussed under "Cautionary Statement Regarding Forward-Looking Statements", "Item 1A. Risk Factors" and elsewhere in this Annual Report on Form 10-K.

Table of Contents

Section	Page
Business Overview	44
Key Performance Indicator	44
Current Outlook	45
Non-GAAP Financial Measures	46
Consolidated Results of Operations — for the Years Ended December 31, 2016, 2015, and 2014	47
Results of Operations by Segment — for the Years Ended December 31, 2016, 2015, and 2014	50
Non-life Run-off Segment	50
Atrium Segment	56
StarStone Segment	60
Life and Annuities Segment	65
Investable Assets	66
Liquidity and Capital Resources	72
Critical Accounting Policies	77

Business Overview

We are a multi-faceted insurance group that offers innovative capital release solutions and specialty underwriting capabilities through our network of group companies in Bermuda, the United States, the United Kingdom, Continental Europe, Australia, and other international locations. Our core focus is acquiring and managing insurance and reinsurance companies and portfolios of insurance and reinsurance business in run-off. Since the formation of our Bermuda-based holding company in 2001, we have completed over 75 acquisitions or portfolio transfers.

Until 2013, all but one of our acquisitions had been in the non-life run-off business, which for us generally includes property and casualty, workers' compensation, asbestos and environmental, construction defect, marine, aviation and transit, and other closed business.

While our core focus remains acquiring and managing non-life run-off business, in recent years, we expanded our business to include active underwriting through our acquisitions of Atrium and StarStone. We partnered with Trident in the Atrium and StarStone acquisitions, with Enstar owning a 59.0% interest, Trident owning a 39.3% interest, and Dowling owning a 1.7% interest. We also expanded our portfolio of run-off businesses to include closed life and annuities, primarily through our acquisition of Pavonia from HSBC Holdings plc on March 31, 2013, although we have recently entered into an agreement to sell Pavonia.

Our businesses strategies are discussed in "Item 1. Business - Company Overview", "- Business Strategy", "-Strategic Growth" and "- Recent Acquisitions and Significant New Business."

Key Performance Indicator

Our primary corporate objective is growing our fully diluted book value per share. This is driven primarily by growth in our net earnings, which is in turn driven in large part by successfully completing new acquisitions, effectively managing companies and portfolios of business that we have acquired, and executing on our active underwriting strategies. The drivers of our book value growth are discussed in "Item 1. Business - Business Strategy."

During the year ended December 31, 2016, we increased our book value per share on a fully diluted basis by 10.8% to $143.68 per share. The increase was primarily attributable to net earnings of $264.8 million. See "Item 6. Selected Financial Data" herein for the computation of fully diluted book value per share. The growth of our fully diluted book value per share since becoming a public company is shown in the table below.

Current Outlook

Run-off

Our business strategy includes generating growth through acquisitions and reinsurance transactions, particularly in our Non-life Run-off segment. Our non-life run-off reserves were $4.7 billion as at December 31, 2016, including $1.4 billion of reserves acquired or assumed in new transactions during 2016, and we continue to evaluate opportunities for future growth. Most recently, in January and February 2017, we entered into separate agreements to assume net reserves of approximately $1.4 billion from RSA and QBE. We recently agreed to sell Pavonia from our life and annuities segment, which we expect to close during 2017. We will continue to employ a disciplined approach when assessing, acquiring or managing portfolios of risk.

We manage claims in a professional and disciplined manner, drawing on our global team of in-house claims management experts as we aim to proactively manage risks and claims efficiently. We employ an opportunistic commutation strategy in which we negotiate with policyholders and claimants with a goal of commuting or settling existing insurance and reinsurance liabilities at a discount to the ultimate liability and also to avoid unnecessary or expensive legal and other associated run-off fees and expense.

As a result of the number of transactions we have completed over the years, we have a complex organizational structure consisting of numerous licensed entities across many jurisdictions. In managing our group, we continue to look for opportunities to simplify our legal structure by way of company amalgamations and mergers, reinsurance, or other transactions in order to improve capital efficiency and decrease ongoing compliance and operational costs over time. In addition, we seek to pool risk in areas where we maintain the expertise to manage such risk to achieve operational efficiencies, which will allow us to most efficiently manage our assets and to achieve capital diversification benefits.

Underwriting

Our underwriting results can be affected by changes in premium rates, significant losses, development of prior year loss reserves and current year underwriting margins. In general, our expectation for 2017 is that underwriting margins will be flat or lower than in 2016, with premium rates expected to be impacted by both market and general economic conditions. We continue to see overcapacity in many markets for insurable risks, resulting in continued pressure on premium rates and terms and conditions. If general economic conditions worsen, a decrease in the level of economic activity may impact insurable risks and our ability to write premium that is acceptable to us. We may adjust our level of reinsurance to maintain an amount of net exposure that is aligned with our risk tolerance.

Our strategy is to maintain our disciplined underwriting approach and strong risk management practices, which may result in us writing less premium in certain lines of business than we wrote in 2016. However, we will seek to mitigate these challenging conditions through our diversified book of business, established distribution channels and geographic reach. We will continue to seek growth in certain areas where we have identified opportunities for expansion and the opportunity for increases in premium rates. In addition, our underwriting operations are well-positioned to capture profitable active business from our run-off transactions, where such business is in attractive specialty lines. In both our Atrium and StarStone segments we will maintain our focus on underwriting for profitability. In our StarStone segment we aim to continue reducing our expense base and generating operational efficiencies through ongoing integration into Enstar's operations.

Investments

We expect to maintain our investment strategy, which emphasizes the preservation of our assets, credit quality, and diversification. We will continue to seek superior risk-adjusted returns, by allocating a portion of our portfolio to non-investment grade securities or alternative investments in accordance with our investment guidelines.

Net investment income is a significant component of our earnings. We are in a period of considerable market uncertainty in which we see fully priced asset valuations across many asset classes compared to historical averages and deteriorating underlying company fundamentals in certain classes. If investment conditions or general economic conditions change during 2017, we may experience further pressure on our investment yields and realized or unrealized losses on investments could materialize. For further discussion of our investments, see "Investable Assets" below.

45

Non-GAAP Financial Measures

In presenting our results for the Atrium and StarStone segments, we discuss the loss ratio, acquisition cost ratio, other operating expense ratio, and the combined ratio of our active underwriting operations within these segments. While we consider these measures to be non-GAAP, management believes that these ratios provide the most meaningful measure for understanding our underwriting profitability. These non-GAAP measures may be defined or calculated differently by other companies. There are no comparable GAAP measures to our insurance ratios.

The loss ratio is calculated by dividing net incurred losses and LAE by net premiums earned. The acquisition cost ratio is calculated by dividing acquisition costs by net premiums earned. The other operating expense ratio is calculated by dividing other operating expenses by net earned premiums. The combined ratio is the sum of the loss ratio, the acquisition cost ratio and the other operating expense ratio. The ratios exclude expenses related to the holding companies, which we believe is the most meaningful presentation because these expenses are not incremental and/or directly related to the individual underwriting operations.

In the loss ratio, the excluded net premiums earned and net incurred losses and LAE of the holding companies relate to the amortization of our fair value adjustments associated with the liabilities for unearned premiums and losses and LAE acquired on acquisition date. Fair value purchase accounting adjustments established at date of acquisition are recorded by the holding companies.

In Atrium’s other operating expense ratio, the excluded general and administrative expenses relate to amortization of the definite-lived intangible assets in the holding company, and expenses relating to AUL managing agency employee salaries, benefits, bonuses and current year share grant costs. The excluded AUL general and administrative expenses relate to expenses incurred in managing the syndicate, and eliminated items represent Atrium 5’s share of the fees and commissions paid to AUL. We believe it is a more meaningful presentation to exclude the costs in managing the syndicate because they are principally funded by the profit commission fees earned from Syndicate 609, which is a revenue item not included in the insurance ratios.

In StarStone’s other operating expense ratio for 2016, the excluded general and administrative expenses relate to the amortization of the definite-lived intangible assets, recorded at the holding company level. For 2015, the excluded general and administrative expenses relate to the amortization of the definite-lived intangible assets and acquisition-related expenses, in each case as recorded at the holding company level. For 2014, the excluded general and administrative expenses relate to management fee expenses charged by our Non-life Run-off segment primarily related to our costs incurred in managing StarStone, the amortization of the definite-lived intangible assets, and acquisition-related expenses, in each case recorded at the holding company level.

Consolidated Results of Operations - For the Years Ended December 31, 2016, 2015 and 2014

The following table sets forth our consolidated statements of earnings for each of the periods indicated. For a discussion of the critical accounting policies that affect the results of operations, see "Critical Accounting Policies" below.

	Years Ended December 31,		
	2016	2015	2014
	(in thousands of U.S. dollars)		
INCOME			
Net premiums earned	$823,514	$753,744	$542,991
Fees and commission income	39,364	39,347	34,919
Net investment income	185,463	122,564	66,024
Net realized and unrealized gains (losses)	77,818	(41,523)	51,991
Other income	4,836	30,328	14,149
	1,130,995	904,460	710,074
EXPENSES			
Net incurred losses and LAE	174,099	104,333	9,146
Life and annuity policy benefits	(2,038)	(546)	84
Acquisition costs	186,569	163,716	117,542
General and administrative expenses	423,734	389,159	337,120
Interest expense	20,642	19,403	12,922
Net foreign exchange losses	665	3,373	5,962
	803,671	679,438	482,776
EARNINGS BEFORE INCOME TAXES	327,324	225,022	227,298
INCOME TAXES	(34,874)	(12,650)	(5,601)
NET EARNINGS FROM CONTINUING OPERATIONS	292,450	212,372	221,697
NET EARNINGS (LOSS) FROM DISCONTINUING OPERATIONS, NET OF INCOME TAX EXPENSE	11,963	(2,031)	5,539
NET EARNINGS	304,413	210,341	227,236
Less: Net loss (earnings) attributable to noncontrolling interest	(39,606)	9,950	(13,487)
NET EARNINGS ATTRIBUTABLE TO ENSTAR GROUP LIMITED	$264,807	$220,291	$213,749

Highlights

Consolidated Results of Operations for the Year Ended December 31, 2016

- Consolidated net earnings of $264.8 million and basic and diluted earnings per share of $13.72 and $13.62, respectively
- Net earnings from Non-life Run-off and Life and Annuities segments of $206.7 million and $26.5 million, respectively
- Net premiums earned of $823.5 million, including $676.6 million and $124.4 million in our StarStone and Atrium segments
- Combined ratios of 98.6% and 94.0% for the active underwriting operations within our StarStone and Atrium segments, respectively (refer to "Non-GAAP Financial Measures" above)
- Net investment income of $185.5 million and net realized and unrealized gains of $77.8 million

Consolidated Financial Condition as at December 31, 2016

- Total investments, cash and funds held of $8,438.1 million
- Total reinsurance balances recoverable of $1,460.7 million
- Total assets of $12,865.7 million
- Shareholders' equity of $2,802.3 million and redeemable noncontrolling interest of $454.5 million
- Total gross reserves for losses and LAE of $5,987.9 million, with $1,350.5 million of reserves acquired and assumed in our Non-life Run-off operations during 2016
- Diluted book value per ordinary share of $143.68

Consolidated Overview

2016 versus 2015: We reported consolidated net earnings attributable to Enstar Group Limited shareholders of $264.8 million for the year ended December 31, 2016, an increase of $44.5 million from $220.3 million for the year ended December 31, 2015. Our results were impacted by the loss portfolio transfer reinsurance transactions we completed during 2016 with Allianz, Coca-Cola and Neon. Our results were also impacted by our acquisition activity during 2015, when we acquired Sussex, Wilton Re’s life settlements business, and Alpha, and completed loss portfolio transfer reinsurance transactions with Reciprocal of America, Voya, and Sun Life. The most significant drivers of the change in our financial performance during 2016 as compared to 2015 included:

- Net Incurred Losses and LAE in our Non-life Run-off Segment - Net reduction in the liability for net incurred losses and LAE within our Non-life Run-off segment continued to be the predominant driver of our consolidated earnings for the year ended December 31, 2016, improving by $15.1 million from 2015. Net earnings provided by the Non-life Run-off segment increased by $33.5 million in 2016 compared to 2015 primarily due to improved investment results, partially offset by higher expenses and other items;
- Higher Net Investment Income - Total net investment income increased by $62.9 million for the year ended December 31, 2016 compared to 2015. The increase was attributable to an average increase of 53 basis points in the book yield we obtained on our assets, due to our asset allocation and a broad increase in treasury yields;
- StarStone - Net earnings attributable to the StarStone segment were $25.2 million for the year ended December 31, 2016, as compared to $13.7 million in 2015. The combined ratio of 98.6% was the same as last year as challenging underwriting conditions resulted in higher loss and acquisition ratios, which was fully offset by improvement in the other operating expense ratio attributable to the continued execution of expense management initiatives;
- Atrium - Net earnings attributable to the Atrium segment were $6.4 million, for the year ended December 31, 2016 as compared to $16.6 million for the year ended December 31, 2015. Atrium continued to deliver solid underwriting performance with a combined ratio of 94.0%. The 2016 results included a lower level of favorable prior period loss development and some large losses in 2016 compared to a lower level of losses in 2015;
- Life Settlements Business - The life settlements business contributed $11.0 million to earnings in 2016 compared to $16.5 million in 2015;
- Change in Net Realized and Unrealized Gains (Losses) - For the year ended December 31, 2016, net realized and unrealized gains amounted to $77.8 million, as compared to net realized and unrealized losses of $41.5 million for 2015. The net realized and unrealized gains in 2016 were primarily attributable to an increase in the valuation of our other investments, as well as tighter credit spreads in fixed income markets; and
- Noncontrolling Interest - Noncontrolling interest in losses (earnings) is directly attributable to the results from those subsidiary companies in which there are either noncontrolling interests or redeemable noncontrolling interests. For the year ended December 31, 2016, the noncontrolling interest in earnings was $39.6 million as compared to the noncontrolling interest in losses of $10.0 million in 2015.

2015 versus 2014: We reported consolidated net earnings attributable to Enstar Group Limited shareholders of $220.3 million for the year ended December 31, 2015, an increase of $6.6 million from $213.7 million for the year ended December 31, 2014. During 2014, our primary acquisition was StarStone. The most significant drivers of the change in our financial performance during 2015 as compared to 2014 included:

- Net Incurred Losses and LAE in our Non-life Run-off Segment - Net reduction in the liability for net incurred losses and LAE within our Non-life Run-off segment continued to be the predominant driver of our consolidated earnings for the year ended December 31, 2015, improving by $6.1 million from 2014. Net earnings provided by the Non-life Run-off segment were lower by $30.1 million in 2015 compared to 2014 primarily due to net realized and unrealized losses in 2015 as compared to net realized and unrealized gains in 2014. Excluding net investment income and net realized and unrealized gains (losses), net earnings in the Non-life Run-off segment increased from $97.4 million in 2014 to $120.2 million in 2015;
- Higher Net Investment Income - Total net investment income increased by $56.5 million for the year ended December 31, 2015 compared to 2014. The increase was attributable to an increase of $1.3 billion in our average invested assets (due to our 2015 acquisitions and significant new business transactions) and an average increase of 57 basis points in the book yield we obtained on those assets, due to our asset allocation and a broad increase in treasury yields;
- StarStone - Net earnings attributable to the StarStone segment were $13.7 million for the year ended December 31, 2015, as compared to a net loss of $10.6 million for the nine months we owned StarStone in 2014. We saw improvement in the underwriting profitability of StarStone, as well as a decrease in other operating expenses attributable to the continued execution of expense management initiatives;
- Atrium - Net earnings attributable to the Atrium segment increased by $6.1 million for the year ended December 31, 2015 compared to 2014, as the Atrium active underwriting operations continued their strong underwriting performance despite challenging underwriting conditions;
- Life Settlements Business - The life settlements business contributed $16.5 million to earnings;
- Change in Net Realized and Unrealized Gains (Losses) - For the year ended December 31, 2015, net realized and unrealized losses amounted to $41.5 million, as compared to net realized and unrealized gains of $52.0 million for 2014. The net realized and unrealized losses in 2015 were primarily attributable to an increase in treasury yields on our fixed maturity securities, widening corporate credit spreads and a decrease in liquidity in fixed income markets; and
- Noncontrolling Interest - Noncontrolling interest in losses (earnings) is directly attributable to the results from those subsidiary companies in which there are either noncontrolling interests or redeemable noncontrolling interests. For the year ended December 31, 2015, the noncontrolling interest in losses was $10.0 million as compared to the noncontrolling interest in earnings of $13.5 million in 2014.

Results of Operations by Segment - For the Years Ended December 31, 2016, 2015 and 2014

We have four segments of business that are each managed, operated and reported on separately: (i) Non-life Run-off; (ii) Atrium; (iii) StarStone; and (iv) Life and Annuities. For a description of our segments, see "Item 1. Business - Operating Segments." The following is a discussion of our results of operations by segment.

The below table provides a split by operating segment of the net earnings attributable to Enstar Group Limited:

	Years Ended December 31,		
	2016	2015	2014
	(in thousands of U.S. dollars)		
Segment split of net earnings attributable to Enstar Group Limited:			
Non-life Run-off	$206,676	$173,216	$203,282
Atrium	6,416	16,558	10,431
StarStone	25,217	13,664	(10,553)
Life and Annuities	26,498	16,853	10,589
Net earnings attributable to Enstar Group Limited	$264,807	$220,291	$213,749

The following is a discussion of our results of operations by segment.

Non-life Run-off Segment

The following is a discussion and analysis of the results of operations for our Non-life Run-off segment for the years ended December 31, 2016, 2015 and 2014, which are summarized below:

	2016	2015	Increase (decrease)	2014	Increase (decrease)
	(in thousands of U.S. dollars)				
INCOME					
Net premiums earned	$16,755	$44,369	$(27,614)	$31,168	$13,201
Fees and commission income	25,324	21,366	3,958	19,342	2,024
Net investment income	143,783	84,185	59,598	57,899	26,286
Net realized and unrealized gains (losses)	77,689	(31,193)	108,882	48,030	(79,223)
Other income	4,003	29,293	(25,290)	13,310	15,983
	267,554	148,020	119,534	169,749	(21,729)
EXPENSES					
Net incurred losses and LAE	(285,881)	(270,830)	(15,051)	(264,711)	(6,119)
Acquisition costs	4,198	8,860	(4,662)	8,393	467
General and administrative expenses	275,199	238,989	36,210	198,063	40,926
Interest expense	22,863	14,565	8,298	7,493	7,072
Net foreign exchange losses (gains)	(1,678)	4,372	(6,050)	8,015	(3,643)
	14,701	(4,044)	18,745	(42,747)	38,703
EARNINGS BEFORE INCOME TAXES	252,853	152,064	100,789	212,496	(60,432)
INCOME TAXES	(28,577)	(12,570)	(16,007)	622	(13,192)
NET EARNINGS	224,276	139,494	84,782	213,118	(73,624)
Less: Net loss (earnings) attributable to noncontrolling interest	(17,600)	33,722	(51,322)	(9,836)	43,558
NET EARNINGS ATTRIBUTABLE TO ENSTAR GROUP LIMITED	$206,676	$173,216	$33,460	$203,282	$(30,066)

Overall Results

2016 versus 2015: The increase in net earnings for the year ended December 31, 2016 as compared with the year ended December 31, 2015 was primarily attributable to an increase in net realized and unrealized gains in 2016 compared to net realized and unrealized losses in 2015, an increase in net investment income and a decrease in net incurred losses and LAE, partially offset by a reduction in net premiums earned, an increase in general and administrative expenses and an increase in income taxes.

2015 versus 2014: The decrease in net earnings for the year ended December 31, 2015 as compared with the year ended December 31, 2014 was primarily attributable to the change in net realized and unrealized losses and the increases in general and administrative expenses, partially offset by an increase in net investment income and a change in net loss (earnings) attributable to noncontrolling interest.

Investment results are separately discussed below in "Investments."

Net Premiums Earned:

	Years Ended December 31,				
	2016	2015	Increase (decrease)	2014	Increase (decrease)
	(in thousands of U.S. dollars)				
Gross premiums written	$17,316	$38,704	$(21,388)	$12,818	$25,886
Ceded reinsurance premiums written	(8,114)	(16,110)	7,996	(2,546)	(13,564)
Net premiums written	9,202	22,594	(13,392)	10,272	12,322
Gross premiums earned	25,989	116,494	(90,505)	45,684	70,810
Ceded reinsurance premiums earned	(9,234)	(72,125)	62,891	(14,516)	(57,609)
Net premiums earned	$16,755	$44,369	$(27,614)	$31,168	$13,201

Because business in this segment is in run-off, our general expectation is for premiums associated with legacy business to decline in future periods. However, the actual amount in any particular year will be impacted by new acquisitions during the year, and the run-off of premiums from acquisitions completed in recent years.

2016 versus 2015: Premiums written and earned in 2016 and 2015 related primarily to Sussex's run-off business.

2015 versus 2014: Premiums written and earned in 2015 related primarily to Sussex's run-off business whereas premiums written and earned in 2014 related to StarStone's run-off business.

Fees and Commission Income:

2016 versus 2015: Our management companies in the Non-life Run-off segment earned fees and commission income of $25.3 million and $21.4 million for the years ended December 31, 2016 and 2015, respectively. The increase in fees is primarily related to services provided to KaylaRe, as described in Note 21 - "Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K. These internal fees are predominantly eliminated upon consolidation of our results of operations. While our consulting subsidiaries continue to provide management and consultancy services, claims inspection services and reinsurance collection services to third-party clients in limited circumstances, the core focus of these subsidiaries is providing in-house services to companies within the Enstar group.

2015 versus 2014: Our management companies in the Non-life Run-off segment earned fees and commission income of $21.4 million and $19.3 million for the years ended December 31, 2015 and 2014, respectively. The decrease in fees and commission income related primarily to management fees charged to our StarStone segment.

Net Incurred Losses and LAE:

The following table shows the components of net incurred losses and LAE for the Non-life Run-off segment for the years ended December 31, 2016, 2015 and 2014:

	2016 Prior Periods	2016 Current Period	2016 Total	2015 Prior Periods	2015 Current Period	2015 Total	2014 Prior Periods	2014 Current Period	2014 Total
	(in thousands of U.S. dollars)								
Net losses paid	$529,937	$3,869	$533,806	$501,246	$16,049	$517,295	$312,415	$87,681	$400,096
Net change in case and LAE reserves [(1)]	(608,168)	(617)	(608,785)	(366,262)	10,927	(355,335)	(285,814)	(24,600)	(310,414)
Net change in IBNR reserves [(1)]	(349,726)	2,342	(347,384)	(377,722)	12,948	(364,774)	(262,384)	(39,400)	(301,784)
Amortization of deferred charges	168,827	—	168,827	15,265	—	15,265	—	—	—
Increase (reduction) in estimates of net ultimate losses	(259,130)	5,594	(253,536)	(227,473)	39,924	(187,549)	(235,783)	23,681	(212,102)
Increase (reduction) in provisions for bad debt	(13,822)	—	(13,822)	(25,271)	—	(25,271)	(7,700)	—	(7,700)
Increase (reduction) in provisions for unallocated LAE	(44,190)	235	(43,955)	(62,653)	—	(62,653)	(49,445)	554	(48,891)
Amortization of fair value adjustments	25,432	—	25,432	4,643	—	4,643	3,982	—	3,982
Net incurred losses and LAE	$(291,710)	$5,829	$(285,881)	$(310,754)	$39,924	$(270,830)	$(288,946)	$24,235	$(264,711)

[(1)] Net change in case and LAE reserves comprises the movement during the year in specific case reserve liabilities as a result of claims settlements or changes advised to us by our policyholders and attorneys, less changes in case reserves recoverable advised by us to our reinsurers as a result of the settlement or movement of assumed claims. Net change in IBNR represents the gross change in our actuarial estimates of IBNR, less amounts recoverable.

2016 versus 2015: The net reduction in incurred losses and LAE for the year ended December 31, 2016 of $285.9 million included net incurred losses and LAE of $5.8 million related to current period net earned premium of $7.1 million (primarily for the portion of the run-off business acquired with Sussex). Excluding current period net incurred losses and LAE of $5.8 million, net incurred losses and LAE liabilities relating to prior periods were reduced by $291.7 million, which was attributable to a reduction in estimates of net ultimate losses of $259.1 million, a reduction in provisions for bad debt of $13.8 million and a reduction in provisions for unallocated LAE of $44.2 million, relating to 2016 run-off activity, partially offset by amortization of fair value adjustments over the estimated payout

period relating to companies acquired amounting to $25.4 million.
The reduction in estimates of net ultimate losses relating to prior periods of $259.1 million comprised reductions in IBNR reserves of $349.7 million partially offset by net incurred loss development of $90.6 million, which includes amortization of deferred charges of $168.8 million. The decrease in the estimate of net IBNR reserves of $349.7 million (compared to $377.7 million during the year ended December 31, 2015), was comprised of an increase of $39.4 million relating to asbestos liabilities (compared to a decrease of $32.0 million in 2015), an increase of $35.5 million relating to environmental liabilities (compared to a decrease of $1.6 million in 2015), a decrease of $0.8 million relating to general casualty liabilities (compared to a decrease of $3.0 million in 2015), a decrease of $333.2 million relating to workers' compensation liabilities (compared to a decrease of $243.4 million in 2015) and a decrease of $90.6 million relating to all other remaining liabilities (compared to a decrease of $97.7 million in 2015).
The reduction in net IBNR reserves of $349.7 million relating to prior periods was a result of the application, on a basis consistent with the assumptions applied in the prior period, of our actuarial methodologies to revised historical loss development data, following 56 commutations and policy buy-backs, to estimate loss reserves required to cover liabilities for unpaid losses and LAE relating to non-commuted exposures. The prior period estimate of net IBNR reserves was reduced as a result of the combined impact on all classes of business of loss development activity during 2016, including commutations and the favorable trend of loss development related to non-commuted policies compared to prior forecasts. The net incurred loss development resulting from settlement of net advised case and LAE reserves of $608.2 million for net paid losses of $529.9 million related to the settlement of non-commuted losses in the year and 56 commutations and policy buy-backs of assumed and ceded exposures. Net advised case and LAE reserves settled by way of commutation and policy buyback during the year ended December 31, 2016 amounted to $14.7 million (comprising $24.4 million of ceded incurred reinsurance recoverable case reserves partially offset by $39.1 million of assumed case reserves and LAE reserves).

The reduction in provisions for bad debt of $13.8 million was a result of the favorable resolution of contractual disputes with reinsurers, the reduction in bad debt provisions for insolvent reinsurers as a result of dividends received and the reduction of specific provisions held for potential disputes with reinsurers.
2015 versus 2014: The net reduction in incurred losses and LAE for the year ended December 31, 2015 of $270.8 million included current period net incurred losses and LAE of $39.9 million related to current period net earned premium of $43.3 million (primarily for the portion of the run-off business acquired with Sussex). Excluding current period net losses and LAE of $39.9 million, net incurred losses and LAE liabilities relating to prior periods were reduced by $310.8 million, which was attributable to a reduction in estimates of net ultimate losses of $227.5 million, a reduction in provisions for bad debts of $25.3 million and a reduction in provision for unallocated LAE of $62.7 million, relating to 2015 run-off activity, partially offset by amortization of fair value adjustments over the estimated payout period relating to companies acquired amounting to $4.6 million.
The reduction in estimates of net ultimate losses relating to prior periods of $227.5 million comprised reductions in IBNR reserves of $377.7 million partially offset by net incurred loss development of $150.2 million, which includes amortization of deferred charges of $15.3 million. The decrease in the estimate of net IBNR reserves of $377.7 million (compared to $262.4 million during the year ended December 31, 2014) was comprised of $32.0 million relating to asbestos liabilities (compared to $59.4 million in 2014), $1.6 million relating to environmental liabilities (compared to $6.2 million in 2014), $3.0 million relating to general casualty liabilities (compared to $62.5 million in 2014), $243.4 million relating to workers' compensation liabilities (compared to $63.6 million in 2014) and $97.7 million relating to all other remaining liabilities (compared to $70.7 million in 2014).
The reduction in net IBNR reserves of $377.7 million relating to prior periods was a result of the application, on a basis consistent with the assumptions applied in the prior period, of our actuarial methodologies to revised historical loss development data, following 79 commutations and policy buy-backs, to estimate loss reserves required to cover liabilities for unpaid losses and LAE relating to non-commuted exposures. The prior period estimate of net IBNR reserves was reduced as a result of the combined impact on all classes of business of loss development activity during 2015, including commutations and the favorable trend of loss development related to non-commuted policies compared to prior forecasts. The net incurred loss development resulting from settlement of net advised case and LAE reserves of $366.3 million for net paid losses of $501.2 million related to the settlement of non-commuted losses in the year and 79 commutations and policy buy-backs of assumed and ceded exposures (including the commutation of two of our top ten assumed exposures and one of our top ten ceded recoverables). Net advised case and LAE reserves settled by way of commutation and policy buy-back during the year ended December 31, 2015 amounted to $56.6 million (comprising $140.3 million of assumed case reserves and LAE reserves partially offset by $83.7 million of ceded incurred reinsurance recoverable case reserves).
The reduction in provisions for bad debt of $25.3 million was a result of the collection of certain reinsurance recoverables against which bad debt provisions had been provided in earlier periods, and the reduction in bad debt provisions for insolvent reinsurers as a result of dividends received, partially offset by additional provisions for contractual disputes with reinsurers.
Acquisition Costs:
Acquisition costs for the Non-life Run-off segment were $4.2 million for the year ended December 31, 2016, compared to $8.9 million for 2015. Acquisition costs for the years ended December 31, 2016 and 2015 primarily related to net premiums earned on the portion of Sussex business that was placed into run-off. The $8.4 million in acquisition costs in 2014 primarily related to StarStone.
General and Administrative Expenses:
2016 versus 2015: General and administrative expenses for the Non-life Run-off segment increased by $36.2 million, from $239.0 million in the year ended December 31, 2015 to $275.2 million in the year ended December 31, 2016. The increase in expenses in 2016 related primarily to:

- an increase of $32.5 million related principally to an increase in salaries and benefits, partially offset by a decrease in discretionary bonus accruals of $8.3 million. The increase in salaries and benefits was primarily attributable to an increase of $21.0 million in the valuation of stock appreciation right awards outstanding in 2016 as a result of the increase in the share price;

- an increase in professional fees of $9.2 million related to new acquisitions and projects during the year; and
- an increase in bank charges of $3.2 million due to the write-off of loan facility fees in 2016.

2015 versus 2014: General and administrative expenses for the Non-life Run-off segment increased by $40.9 million, from $198.1 million in the year ended December 31, 2014 to $239.0 million in the year ended December 31, 2015. The increase in expenses in 2015 related primarily to:

- an increase of $21.2 million related principally to an increase in professional fees of $12.1 million (primarily due to acquisitions and projects), information technology costs of $6.8 million (due to our growth), and an increase in office expenses and travel costs of $2.3 million;
- an increase in salaries and benefits of $17.5 million primarily attributable to an increase in headcount associated with acquisitions including Sussex; and
- an increase in stock compensation costs of $3.3 million due to new equity-based awards made during the year to our employees; partially offset by
- a decrease in rent and related expenses of $1.5 million due largely to non-recurring fees associated with the termination of various U.K. lease agreements in 2014.

Interest Expense:

2016 versus 2015: Interest expense was $22.9 million and $14.6 million for the years ended December 31, 2016 and 2015, respectively. The increase in interest expense was a result of an increase in loans outstanding as a result of acquisitions and significant new business.

2015 versus 2014: Interest expense was $14.6 million and $7.5 million for the years ended December 31, 2015 and 2014, respectively. The increase in interest expense was primarily a result of the increase in loans outstanding as a result of acquisitions and general corporate purposes.

Net Foreign Exchange Losses (Gains)

2016 versus 2015: We recorded net foreign exchange gains of $1.7 million for the Non-life Run-off segment for the year ended December 31, 2016 as compared to net foreign exchange losses of $4.4 million for the year ended December 31, 2015. The net foreign exchange gains for the year ended December 31, 2016 arose primarily as a result of holding less British pound assets than British pound liabilities at a time when the pound depreciated against the U.S. dollar. The Non-life Run-off segment also recorded net foreign exchange (losses) of ($1.6) million and ($5.9) million in currency translation adjustment in the consolidated statement of comprehensive income, net of noncontrolling interest, for the years ended December 31, 2016 and 2015, respectively. For the years ended December 31, 2016 and 2015, the currency translation adjustments related primarily to our U.K and Australian based subsidiaries whose functional currency is the British Pound and Australian dollar. During the year ended December 31, 2016, we entered into forward exchange contracts to hedge the foreign currency exposure on our net investment in certain of our subsidiaries in the Non-life Run-off segment whose functional currency is the Australian dollar.

2015 versus 2014: We recorded net foreign exchange losses of $4.4 million and $8.0 million for the Non-life Run-off segment for the years ended December 31, 2015 and 2014, respectively. The net foreign exchange losses for the years ended December 31, 2015 and 2014 arose primarily as a result of the holding of surplus Euro and British pound assets at a time when the U.S. dollar appreciated against these currencies. The Non-life Run-off segment also recorded net foreign exchange gains (losses) of ($5.9) million and ($6.4) million in currency translation adjustment in the consolidated statement of comprehensive income, net of noncontrolling interest, for the years ended December 31, 2015 and 2014, respectively. For the years ended December 31, 2015 and 2014, the currency translation adjustments related primarily to our Australian-based subsidiaries whose functional currency is the Australian dollar.

Income Taxes:

2016 versus 2015: We recorded income tax expenses for our Non-life Run-off segment of $28.6 million and $12.6 million for the years ended December 31, 2016 and 2015, respectively. The effective tax rate was 11.3% for the year ended December 31, 2016 compared with 8.3% for the year ended December 31, 2015 due to having proportionately higher net income in our tax paying subsidiaries in 2016 than in 2015 as well as an increase in the valuation allowance on our deferred tax assets in the U.S. Income tax expense is primarily generated through our foreign operations outside of Bermuda, principally in the United States, the United Kingdom, Continental Europe and Australia. The effective tax rate, which is calculated as income tax expense or benefit divided by income before tax, is driven primarily by the geographic distribution of pre-tax net income between jurisdictions with comparatively higher tax rates and those with comparatively lower income tax rates and as a result may fluctuate significantly from period to period.

2015 versus 2014: We recorded income tax expense (benefit) for our Non-life Run-off segment of $12.6 million and $(0.6) million for the years ended December 31, 2015 and 2014, respectively. The increase in income taxes of $13.2 million was due principally to a higher effective tax rate due to increased pre-tax net income recorded in our U.S. and U.K. based subsidiaries as compared to the prior year along with a decrease in the valuation allowance on our deferred tax assets. The effective tax rate was 8.3% for the year ended December 31, 2015 compared with (0.3)% for the year ended December 31, 2014.

Noncontrolling Interest:

2016 versus 2015: We recorded a noncontrolling interest in losses (earnings) of our Non-life Run-off segment of $(17.6) million and $33.7 million for the years ended December 31, 2016 and 2015, respectively. The increase for the year ended December 31, 2016 was due primarily to the increase in earnings for those companies where there is a noncontrolling interest. The number of subsidiaries in this segment with a noncontrolling interest remained unchanged at 2 as at December 31, 2016 and December 31, 2015.

2015 versus 2014: We recorded a noncontrolling interest in losses (earnings) of our Non-life Run-off segment of $33.7 million and $(9.8) million for the years ended December 31, 2015 and 2014, respectively. The increase in losses associated with the noncontrolling interests for the year ended December 31, 2015 was due primarily to the decrease in earnings for those companies where there is a noncontrolling interest. The number of subsidiaries in this segment with a noncontrolling interest decreased from 7 as at December 31, 2014 to 2 as at December 31, 2015.

Atrium Segment

The Atrium segment includes Atrium 5 Ltd. ("Atrium 5"), Atrium Underwriters ("AUL"), Northshore Holdings Limited ("Holding Company"), and an allocation of financing costs ("Enstar Specific Expenses"). Atrium 5 results represent its proportionate share of the results of Syndicate 609 for which it provides 25% of the underwriting capacity and capital. AUL results largely represent fees charged to Syndicate 609 and a 20% profit commission on the results of the syndicate less salaries and general and administrative expenses incurred in managing the syndicate. AUL also includes other Atrium Group non-syndicate fee income and associated expenses. The Holding Company results include the amortization of intangible assets that were fair valued upon acquisition and Enstar Specific Expenses represent our acquisition financing costs.

The following is a discussion and analysis of the results of operations for our Atrium segment for the years ended December 31, 2016, 2015 and 2014, which are summarized below.

	2016	2015	Increase (decrease)	2014	Increase (decrease)
	(in thousands of U.S. dollars)				
INCOME					
Net premiums earned	$124,416	$134,675	$(10,259)	$135,945	$(1,270)
Fees and commission income	18,189	28,352	(10,163)	26,176	2,176
Net investment income	2,940	2,225	715	1,748	477
Net realized and unrealized gains (losses)	(601)	252	(853)	41	211
Other income	206	359	(153)	223	136
	145,150	165,863	(20,713)	164,133	1,730
EXPENSES					
Net incurred losses and LAE	58,387	47,479	10,908	55,428	(7,949)
Acquisition costs	44,670	45,509	(839)	43,417	2,092
General and administrative expenses	25,132	31,610	(6,478)	34,921	(3,311)
Interest expense	198	4,264	(4,066)	5,429	(1,165)
Net foreign exchange losses (gains)	3,310	213	3,097	(1,559)	1,772
	131,697	129,075	2,622	137,636	(8,561)
EARNINGS BEFORE INCOME TAXES	13,453	36,788	(23,335)	26,497	10,291
INCOME TAXES	(2,573)	(5,968)	3,395	(5,092)	(876)
NET EARNINGS	10,880	30,820	(19,940)	21,405	9,415
Less: Net earnings attributable to noncontrolling interest	(4,464)	(14,262)	9,798	(10,974)	(3,288)
NET EARNINGS ATTRIBUTABLE TO ENSTAR GROUP LIMITED	$6,416	$16,558	$(10,142)	$10,431	$6,127

Overall Results

An analysis of the components of the segment's net earnings is shown below, after the attribution of net earnings to noncontrolling interest.

	Years Ended December 31,				
	2016	2015	Increase (decrease)	2014	Increase (decrease)
	(in thousands of U.S. dollars)				
Atrium 5	$4,838	$15,265	$(10,427)	$14,566	$699
AUL	2,812	8,120	(5,308)	3,196	4,924
Atrium Total	7,650	23,385	(15,735)	17,762	5,623
Holding Company	(1,234)	(2,563)	1,329	(1,902)	(661)
Enstar Specific Expenses	—	(4,264)	4,264	(5,429)	1,165
NET EARNINGS ATTRIBUTABLE TO ENSTAR GROUP LIMITED	$6,416	$16,558	$(10,142)	$10,431	$6,127

In evaluating the underwriting performance of the Atrium segment, we consider the insurance ratios of Atrium 5, which is the active underwriting component of the segment and excludes AUL and the Holding Company. Atrium 5's insurance ratios are shown below.

	Years Ended December 31,				
	2016	2015	(Favorable) Unfavorable	2014	(Favorable) Unfavorable
	(in thousands of U.S. dollars)				
Loss ratio [1]	46.7%	33.4%	13.3 %	40.3%	(6.9)%
Acquisition cost ratio [1]	35.9%	34.4%	1.5 %	31.9%	2.5 %
Other operating expense ratio [1]	11.4%	13.7%	(2.3)%	12.9%	0.8 %
Combined ratio [1]	94.0%	81.5%	12.5 %	85.1%	(3.6)%

[1] Refer to "Non-GAAP Financial Measures" for a description of how these ratios are calculated. The ratios are based upon the following amounts for Atrium 5, which exclude amounts for AUL and the Holding Company, for the years ended December 31, 2016 and 2015, respectively: net premiums earned of $124,416 and $134,675, net incurred losses and LAE of $58,024 and $45,016, acquisition costs of $44,671 and $46,351, and other operating expenses of $14,233 and $18,499.

The higher combined ratio for Atrium 5 in 2016 is due to increases in the net loss and acquisition cost ratios, partially offset by a lower expense ratio. This was primarily attributable to lower favorable prior year loss development in 2016 as compared to 2015 and a series of large losses in 2016. The 2016 large losses included earthquakes in Taiwan, Ecuador and Japan, flooding in Europe, wildfires in Canada and hailstorms in the USA.

The decrease in the AUL result from $8.1 million in 2015 to $2.8 million in 2016 reflects decreased profit commission earned from the results of Syndicate 609.

Holding Company and Enstar Specific Expenses are discussed below under General and Administrative Expenses and Interest Expenses, respectively.

Investment results are separately discussed below in "Investments."

Gross Premiums Written:

The following table provides gross premiums written by line of business for the Atrium segment for the years ended December 31, 2016, 2015 and 2014:

	Years Ended December 31,				
	2016	2015	Increase (decrease)	2014	Increase (decrease)
	(in thousands of U.S. dollars)				
Marine	$19,498	$21,863	$ (2,365)	$26,880	$ (5,017)
Property and Casualty Binding Authorities	38,641	32,964	5,677	29,355	3,609
Upstream Energy	7,063	11,672	(4,609)	19,162	(7,490)
Reinsurance	14,223	15,589	(1,366)	12,710	2,879
Accident and Health	14,371	14,919	(548)	15,837	(918)
Non-Marine Direct and Facultative	15,418	16,322	(904)	17,204	(882)
Liability	21,597	19,956	1,641	18,300	1,656
Aviation	9,004	12,255	(3,251)	11,347	908
Terrorism [1]	3,355	3,542	(187)	3,453	89
Total	$143,170	$149,082	$ (5,912)	$154,248	$ (5,166)

[1] Terrorism previously included war-related premiums which have been reclassified to marine and aviation lines. For the twelve months ended December 31, 2015, gross premiums written of $2.1 million and $5.3 million were reclassified to the marine and aviation lines, respectively.

See below for a discussion of the drivers of the decrease in net premiums earned for the year ended December 31, 2016 as compared with the year ended December 31, 2015, which also explain the decrease in gross premium written for the same periods.

57

Net Premiums Earned:
The following table provides net premiums earned by line of business for the Atrium segment for the years ended December 31, 2016, 2015 and 2014:

	Years Ended December 31,				
	2016	2015	Increase (decrease)	2014	Increase (decrease)
	(in thousands of U.S. dollars)				
Marine	$18,378	$20,771	$(2,393)	$24,622	$(3,851)
Property and Casualty Binding Authorities	35,596	30,295	5,301	25,350	4,945
Upstream Energy	6,461	12,830	(6,369)	18,365	(5,535)
Reinsurance	11,443	14,475	(3,032)	11,466	3,009
Accident and Health	12,196	12,603	(407)	13,725	(1,122)
Non-Marine Direct and Facultative	13,072	14,132	(1,060)	14,762	(630)
Liability	18,452	18,877	(425)	15,722	3,155
Aviation	6,002	7,769	(1,767)	8,790	(1,021)
Terrorism [1]	2,816	2,923	(107)	3,143	(220)
Total	$124,416	$134,675	$(10,259)	$135,945	$(1,270)

[1] Terrorism previously included war-related premiums which have been reclassified to marine and aviation lines. For the twelve months ended December 31, 2015, net premiums earned of $2.0 million and $2.3 million were reclassified to the marine and aviation lines, respectively.

2016 versus 2015: Net premiums earned for the Atrium segment were $124.4 million and $134.7 million for the years ended December 31, 2016 and 2015, respectively. The decrease in net premiums earned was due to underwriting discipline to non-renew certain business that no longer met our underwriting standards, particularly in the marine, reinsurance and upstream energy lines. We are seeing continued pressure on premium rates and terms and conditions due to overcapacity in many markets for insurable risks. We continue to focus on risk selection and underwriting for profitability. These premium decreases were partially offset by the increase in the property and casualty binding authority line, which reflects the continued success of AU Gold, our proprietary online underwriting platform.

2015 versus 2014: Net premiums earned for the Atrium segment were $134.7 million and 135.9 million for the years ended December 31, 2015 and 2014, respectively. Net premiums earned for the 2015 year reflect the execution of Atrium's underwriting strategies combined with the impact of softened market conditions across the industry. Market conditions particularly impacted the upstream energy line, although this was partially offset by the increase in the property and casualty binding authorities line. The syndicate commenced writing marine excess-of-loss business during 2015.

Fees and Commission Income:

2016 versus 2015: Fees and commission income was $18.2 million and $28.4 million for the years ended December 31, 2016 and 2015, respectively. The fees represent management and profit commission fees earned by us in relation to AUL's management of Syndicate 609 and other underwriting consortiums. The decrease was due primarily to profit commission on lower syndicate profits in 2016 as compared with 2015.

2015 versus 2014: Fees and commission income was $28.4 million and $26.2 million for the years ended December 31, 2015 and 2014, respectively. The fees represent management and profit commission fees earned by us in relation to AUL's management of Syndicate 609 and other underwriting consortiums. The increase was due primarily to profit commission on higher syndicate profits in 2015 as compared with 2014.

Net Incurred Losses and LAE:

2016 versus 2015: Net incurred losses and LAE for the years ended December 31, 2016 and 2015 were $58.4 million and $47.5 million, respectively. Net favorable loss development for the years ended December 31, 2016 and 2015 was $13.0 million and $21.9 million, respectively. Net favorable loss development in 2016 was spread across most lines of business. Net favorable prior year loss development in 2015 primarily related to the professional indemnity, aviation, marine and upstream energy lines of business. Excluding prior year loss development, net incurred losses and LAE for the years ended December 31, 2016 and 2015 were $71.4 million and $69.4 million, respectively. The increase in net incurred losses and LAE, excluding prior year loss development, was due to the large losses in 2016 as described above, and other notable 2016 losses in the terrorism and aviation lines, compared to a lower level of losses in 2015.

2015 versus 2014: Net incurred losses and LAE for the years ended December 31, 2015 and 2014 were $47.5 million and $55.4 million, respectively. Net favorable loss development for the years ended December 31, 2015 and 2014 was $21.9 million and $18.7 million, respectively. Net favorable loss development in 2015 primarily related to marine, upstream energy, reinsurance and war and terrorism lines of business. Net favorable loss development in 2014 primarily related to non-marine direct and facultative and upstream energy lines of business. Excluding net favorable prior year loss development, net incurred losses and LAE for the years ended December 31, 2015 and 2014 were $69.4 million and $74.1 million, respectively.

Acquisition Costs:

2016 versus 2015: Acquisition costs were $44.7 million and $45.5 million for the years ended December 31, 2016 and 2015, respectively. The Atrium 5 acquisition cost ratios for the years ended December 31, 2016 and 2015 were 35.9% and 34.4%, an increase of 1.5%. The increase in the ratio was primarily due to less premium written in lines of business with lower acquisition ratios.

2015 versus 2014: Acquisition costs were $45.5 million and $43.4 million for the years ended December 31, 2015 and 2014, respectively. The Atrium 5 acquisition cost ratios for the years ended December 31, 2015 and 2014 were 34.4% and 31.9%, respectively, an increase of 2.5%. The increase was due to higher profit commissions on underlying business, which was more profitable in 2015 than in 2014.

General and Administrative Expenses:

2016 versus 2015: General and administrative expenses for the Atrium segment were $25.1 million and $31.6 million for the years ended December 31, 2016 and 2015, respectively. The decrease of $6.5 million primarily relates to lower bonus accruals resulting from lower net earnings in 2016 compared to 2015 as well as the impact of the stronger U.S. dollar in 2016 compared with 2015.

2015 versus 2014: General and administrative expenses for the Atrium segment were $31.6 million and $34.9 million for the years ended December 31, 2015 and 2014, respectively. The decrease of $3.3 million was primarily due to more compensation costs being retained in Syndicate 609 versus AUL.

Interest Expense:

2016 versus 2015: Interest expense was $0.2 million and $4.3 million for the years ended December 31, 2016 and 2015, respectively. The 2015 interest expense was in respect of borrowings under the Enstar revolving credit facility, which is an Enstar Specific Expense, as compared to no interest relating to this facility in 2016.

2015 versus 2014: Interest expense was $4.3 million and $5.4 million for the years ended December 31, 2015 and 2014, respectively. The interest expense was in respect of borrowings under the Enstar revolving credit facility, which is an Enstar Specific Expense.

Noncontrolling Interest:

2016 versus 2015: Noncontrolling interest in earnings of the Atrium segment was $4.5 million and $14.3 million for the years ended December 31, 2016 and 2015, respectively. As of December 31, 2016, Trident and Dowling had a combined 40.39% noncontrolling interest in the Atrium segment, although their share of net earnings was higher in 2015 due primarily to the interest expense recorded in the segment, which was an Enstar Specific Expense.

2015 versus 2014: Noncontrolling interest in earnings of the Atrium segment was $14.3 million and $11.0 million for the years ended December 31, 2015 and 2014, respectively. As of December 31, 2015, Trident and Dowling had a combined 40.39% noncontrolling interest in the Atrium segment, although their share of net earnings was higher due primarily to the interest expense recorded in the segment, which is an Enstar Specific Expense.

Income Taxes:

2016 versus 2015: Income tax expense was $2.6 million and $6.0 million for the years ended December 31, 2016 and 2015, respectively. Income tax expense is associated with the operations of Atrium 5 and AUL in the United Kingdom. The effective tax rates for the Atrium segment for the years ended December 31, 2016 and 2015 were 19.1% and 16.2%, respectively.

2015 versus 2014: Income tax expense was $6.0 million and $5.1 million for the years ended December 31, 2015 and 2014, respectively. Income tax expense is associated with the operations of Atrium 5 and AUL in the United Kingdom. The effective tax rates for the Atrium segment for the years ended December 31, 2015 and 2014 were 16.2% and 19.2%, respectively.

StarStone Segment

The results of our StarStone segment include the results of StarStone Insurance Bermuda Limited and its subsidiaries ("StarStone") and StarStone Specialty Holdings Limited ("Holding Company"), which was formerly known as Bayshore Holdings Limited. StarStone results represent the active underwriting operations. The Holding Company's results include the amortization of fair value adjustments such as for intangible assets that were fair valued upon acquisition, and other expenses incurred.

The following is a discussion and analysis of the results of operations for the StarStone segment for the year ended December 31, 2016, 2015 and for the nine-month period from the date of acquisition of StarStone to December 31, 2014, which are summarized below.

	2016	2015	Increase (decrease)[1]	2014[1]	Increase (decrease)[1]
	(in thousands of U.S. dollars)				
INCOME					
Net premiums earned	$676,608	$573,146	$ 103,462	$373,633	$ 199,513
Fees and commission income	5,102	—	5,102	—	—
Net investment income	22,221	15,937	6,284	5,321	10,616
Net realized and unrealized gains (losses)	5,728	(9,784)	15,512	2,136	(11,920)
Other income	1,780	676	1,104	616	60
	711,439	579,975	126,362	381,706	198,269
EXPENSES					
Net incurred losses and LAE	401,593	327,684	73,909	218,429	109,255
Acquisition costs	138,822	109,347	29,475	65,734	43,613
General and administrative expenses	125,279	126,132	(853)	113,344	12,788
Interest expense	47	6	41	—	6
Net foreign exchange losses (gains)	(754)	(480)	(274)	945	(1,425)
	664,987	562,689	102,298	398,452	164,237
EARNINGS (LOSS) BEFORE INCOME TAXES	46,452	17,286	29,166	(16,746)	34,032
INCOME TAXES	(3,693)	5,888	(9,581)	(1,130)	7,018
NET EARNINGS (LOSS)	42,759	23,174	19,585	(17,876)	41,050
Less: Net loss (earnings) attributable to noncontrolling interest	(17,542)	(9,510)	(8,032)	7,323	(16,833)
NET EARNINGS (LOSS) ATTRIBUTABLE TO ENSTAR GROUP LIMITED	$25,217	$13,664	$ 11,553	$(10,553)	$ 24,217

[1] The 2014 results were not a full year: StarStone was acquired on April 1, 2014.

60

Overall Results

An analysis of the components of the segment's net earnings is shown below, after the attribution of net earnings to noncontrolling interest.

	Year Ended December 31, 2016	Year Ended December 31, 2015	Increase (decrease)	Period from April 1, 2014 to December 31, 2014	Increase (decrease)
	(in thousands of U.S. dollars)				
StarStone	$24,097	$ 12,200	$ 11,897	$ 1,542	$ 10,658
Holding Company	1,120	1,464	(344)	(12,095)	13,559
NET EARNINGS (LOSS) ATTRIBUTABLE TO ENSTAR GROUP LIMITED	$25,217	$ 13,664	$ 11,553	$ (10,553)	$ 24,217

In evaluating the underwriting performance of the StarStone segment, we consider the insurance ratios of StarStone, which is the active underwriting component of the segment and excludes the Holding Company. StarStone's insurance ratios are shown below.

	Year Ended December 31, 2016	Year Ended December 31, 2015	(Favorable) Unfavorable	Period from April 1, 2014 to December 31, 2014	(Favorable) Unfavorable
	(in thousands of U.S. dollars)				
Loss ratio [(1)]	59.7%	57.4 %	2.3 %	58.2 %	(0.8)%
Acquisition cost ratio [(1)]	20.5%	18.9 %	1.6 %	17.3 %	1.6 %
Other operating expense ratio [(1)]	18.4%	22.3 %	(3.9)%	25.3 %	(3)%
Combined ratio [(1)]	98.6%	98.6 %	— %	100.8 %	(2.2)%

(1) Refer to "Non-GAAP Financial Measures" for a description of how these ratios are calculated. The ratios are based upon the following amounts for StarStone, which exclude Holding Company amounts, for the years ended December 31, 2016 and 2015, respectively: net premiums earned of $676,244 and $577,071, net incurred losses and LAE of $403,488 and $331,219, acquisition costs of $138,822 and $109,347, and other operating expenses of $124,239 and $128,544.

The combined ratio remained flat between 2016 and 2015, primarily due to a reduction in the other operating expense ratio, which was driven by an increase in net premiums earned whilst maintaining a relatively stable expense base. This was partially offset by an increase in the loss ratio, primarily due to an increase in workers compensation premiums written which has a higher loss ratio and lower acquisition cost ratio than most other lines of business. The acquisition cost ratio increased partly as a result of business mix and partly as a result of increasing market rates in some lines of business.

The Holding Company result in 2016 and 2015 was impacted by general and administrative expenses relating to our management of StarStone and the amortization of definite-lived intangible assets.

Investment results are separately discussed below in "Investments."

Gross Premiums Written:
The following table provides gross premiums written by line of business for the StarStone segment for the year ended December 31, 2016 and 2015:

	Year Ended December 31, 2016	Year Ended December 31, 2015	Increase (decrease)	Period from April 1, 2014 to December 31, 2014	Increase (decrease)
	(in thousands of U.S. dollars)				
Casualty	$267,352	$246,956	$20,396	$185,026	$61,930
Marine	202,672	150,828	51,844	70,826	80,002
Property	203,336	236,670	(33,334)	118,479	118,191
Aerospace	68,104	87,703	(19,599)	86,446	1,257
Workers' Compensation	113,235	102,557	10,678	51,442	51,115
Total	$854,699	$824,714	$29,985	$512,219	$312,495

2016 versus 2015: Premiums written in our marine and casualty lines increased during 2016 as a result of selective growth in new business, including new business written by underwriters hired late in 2015 and during 2016. We continued to expand our geographic reach and range of products in our workers' compensation line. Premiums written in both our property and aerospace business decreased. Premiums written in the property line were higher in 2015 due to an initial assumption of in-force unearned premium of $31.0 million under quota share agreements with Sussex, following the acquisition by Enstar. Aerospace premiums written were lower following our decision in 2015 to discontinue our space product and certain airlines business that no longer met our pricing standards.
2015 versus 2014: Premiums written in our property line increased during 2015 largely due to business underwritten by a new team of construction underwriters. The workers' compensation line of business continued to grow, as we expanded our geographic reach and range of products. Premiums written in our aerospace business decreased on an annualized basis following our decision to discontinue our space product and certain airlines business that no longer met our pricing standards. Gross premiums written for the 2014 comparative period only include the nine months beginning April 1, 2014.

Net Premiums Earned:
The following table provides net premiums earned by line of business for the StarStone segment for the year ended December 31, 2016 and 2015:

	Year Ended December 31, 2016	Year Ended December 31, 2015	Increase (decrease)	Period from April 1, 2014 to December 31, 2014	Increase (decrease)
	(in thousands of U.S. dollars)				
Casualty	$226,330	$187,984	$38,346	$139,715	$48,269
Marine	162,333	116,127	46,206	68,767	47,360
Property	132,927	114,589	18,338	80,650	33,939
Aerospace	66,937	75,515	(8,578)	54,510	21,005
Workers' Compensation	88,081	78,931	9,150	17,996	60,935
Other	—	—	—	11,995	(11,995)
Total	$676,608	$573,146	$103,462	$373,633	$199,513

2016 versus 2015: Net premiums earned for the StarStone segment for the year ended December 31, 2016 increased from 2015 by $103.5 million to $676.6 million. The lines of business driving the increase were marine, casualty, property and workers' compensation.

2015 versus 2014: Net premiums earned for the StarStone segment for the year ended December 31, 2015 increased from 2014 by $199.5 million to $573.1 million. The lines of business driving the increase were workers' compensation, casualty and marine. Net premiums earned for 2014 were for nine months only.

Fees and Commission Income:
2016 versus 2015: Fees and commission income was $5.1 million and $nil for the years ended December 31, 2016 and 2015, respectively. The fees for the year ended December 31, 2016 represent services provided to KaylaRe, as described in Note 21 - "Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Net Incurred Losses and LAE:
2016 versus 2015: Net incurred losses and LAE for the year ended December 31, 2016 were $401.6 million as compared with $327.7 million for the year ended December 31, 2015. Net favorable prior year loss development for the year ended December 31, 2016 was $14.2 million compared to net favorable prior year loss development of $39.4 million for the year ended December 31, 2015. Net favorable prior year loss development in 2016 primarily related to marine liability, offshore and terrorism. Net favorable prior year loss development in 2015 related to construction, general property and terrorism. Excluding net prior year loss development, net incurred losses and LAE for the year ended December 31, 2016 were $415.8 million compared to $367.0 million for the year ended December 31, 2015.
2015 versus 2014: Net incurred losses and LAE for the year ended December 31, 2015 were $327.7 million as compared with $218.4 million for the nine-month period ended December 31, 2014. Net favorable prior year loss development for the year ended December 31, 2015 was $39.4 million compared to net favorable prior year loss development of $11.1 million for the nine-month period ended December 31, 2014. Net favorable prior year loss development in 2015 primarily related to construction, excess casualty and terrorism. Net favorable prior year loss development in 2014 related to general property and terrorism. Excluding net prior year loss development, incurred losses and LAE for the year ended December 31, 2015 were $367.0 million compared to $229.5 million for the nine-month period ended December 31, 2014.
Acquisition Costs:
2016 versus 2015: Acquisition costs of the StarStone segment increased to $138.8 million for the year ended December 31, 2016 from $109.3 million for the year ended December 31, 2015, primarily due to an increase in net premiums earned. The acquisition cost ratios for the year ended December 31, 2016 and 2015 were 20.5% and 18.9%, respectively. The ratio increased by 1.6% in the year ended December 31, 2016 as compared with the year ended December 31, 2015 primarily due to higher gross premiums written in property and marine, which have higher acquisition cost ratios, partially offset by writing less aerospace, which has lower acquisition cost ratios.
2015 versus 2014: Acquisition costs of the StarStone segment increased to $109.3 million for the year ended December 31, 2015 from $65.7 million for the nine-month period ended December 31, 2014, primarily due to owning StarStone for a full year in 2015 and an increase in net premiums earned. The acquisition cost ratios for the year and nine-month period ended December 31, 2015 and 2014 were 18.9% and 17.3%, respectively. The ratio increased by 1.6% in the year ended December 31, 2015 as compared with 2014. The increase was primarily due to mix of business where higher gross premium written in marine and casualty, which have higher acquisition cost ratios, was partially offset by writing less property and aerospace, which have lower acquisition cost ratios.
General and Administrative Expenses:
2016 versus 2015: General and administrative expenses for the year ended December 31, 2016 and 2015 were $125.3 million and $126.1 million, respectively. The expense base has been kept at a relatively consistent level with prior year. The 2016 amount includes the realization of savings from favorable foreign exchange rates arising from our expenses in the United Kingdom and Continental Europe translating into fewer United States dollars than the prior year, offset by an increase in valuation of stock appreciation right awards outstanding in 2016 as a result of the increase in the share price.
2015 versus 2014: General and administrative expenses for the year and nine-month period ended December 31, 2015 and 2014 were $126.1 million and $113.3 million, respectively. The 2014 period only included nine months compared to a full year in 2015. The 2015 amount reflects the realization of savings from our ongoing expense management initiatives, partially offset by non-recurring costs incurred to close our operations in India, along with restructuring costs in the United Kingdom and Europe. Our expense management initiatives contributing to a decrease in general

and administrative expenses included reducing the number of employees and contractors.

Income Taxes:
2016 versus 2015: We recorded a tax expense of $3.7 million in the year ended December 31, 2016 as compared with a tax benefit of $5.9 million for 2015. The 2016 tax expense related to our U.S. insurance entities offset by group relief with the Atrium segment in the United Kingdom, while the tax benefit in 2015 related to a reduction in the valuation allowance against our deferred tax asset largely related to the utilization of net operating losses carried forward.
2015 versus 2014: We recorded a tax benefit of $5.9 million in the year ended December 31, 2015 as compared with a tax expense of $1.1 million for the nine months ended December 31, 2014. The tax benefit related to a reduction in the valuation allowance against our deferred tax asset largely related to the utilization of net operating losses carried forward.

Life and Annuities Segment

For our Life and Annuities segment, although we no longer write new business, our companies continue to generate premiums with respect to in-force policies. We hold the policies associated with the life business to their natural maturity or lapse and to pay claims as they fall due, while aiming to efficiently manage our invested assets in these businesses. The presentation of the results in this segment reflect the classification of Pavonia as discontinuing operations and held-for-sale. Following the sale of Pavonia, we will no longer have any annuity products and our continuing life business will comprise of term life products in Alpha and Laguna, and the life settlements business.

The following is a discussion and analysis of our results of operations for our Life and Annuities segment for the years ended December 31, 2016, 2015 and 2014, which are summarized below.

	2016	2015	Increase (decrease)	2014	Increase (decrease)
	(in thousands of U.S. dollars)				
INCOME					
Net premiums earned	$5,735	$1,554	$4,181	$2,245	$(691)
Net investment income	20,043	21,137	(1,094)	1,056	20,081
Net realized and unrealized gains (losses)	(4,998)	(798)	(4,200)	1,784	(2,582)
Other income	353	—	$353	32	(32)
	21,133	21,893	(760)	5,117	16,776
EXPENSES					
Life and annuity policy benefits	(2,038)	(546)	(1,492)	84	(630)
Acquisition costs	612	—	612	(2)	2
General and administrative expenses	7,148	2,799	4,349	1,423	1,376
Interest expense	1,058	1,488	(430)	—	1,488
Net foreign exchange losses (gains)	(213)	(732)	519	(1,439)	707
	6,567	3,009	3,558	66	2,943
EARNINGS BEFORE INCOME TAXES	14,566	18,884	(4,318)	5,051	13,833
INCOME TAXES	(31)	—	(31)	(1)	1
NET EARNINGS FROM CONTINUING OPERATIONS	$14,535	$18,884	$(4,349)	$5,050	$13,834
NET EARNINGS FROM DISCONTINUING OPERATIONS, NET OF INCOME TAX EXPENSE	$11,963	$(2,031)	$13,994	$5,539	(7,570)
NET EARNINGS ATTRIBUTABLE TO ENSTAR GROUP LIMITED	$26,498	$16,853	$9,645	$10,589	$6,264

Overall Results:

Net earnings were $26.5 million and $16.9 million for the years ended December 31, 2016 and 2015, respectively, an increase of $9.6 million. Net earnings were $16.9 million and $10.6 million for the years ended December 31, 2015 and 2014, respectively, an increase of $6.3 million.

The main driver of earnings from continuing operations in this segment was our life settlements business. For the years ended December 31, 2016, 2015 and 2014, the contribution to earnings from our life settlements business was $11.0 million, $16.5 million and $nil, respectively. Net earnings of $11.0 million in the year ended December 31, 2016 was comprised of net investment income of $13.0 million from policy maturity events, offset by expenses of $2.0 million. Net earnings of $16.5 million in the year ended December 31, 2015 was comprised of net investment income of $20.1 million from policy maturity events, offset by expenses of $3.6 million.

We acquired Alpha on November 13, 2015 which contributed $2.5 million to our 2016 results, compared to $nil in 2015 and 2014 because the transaction closed later in the year during 2015. This transaction resulted in higher amounts across all components of earnings from continuing operations in 2016 compared to 2015.

The components of Pavonia's net earnings of $12.0 million, classified as discontinuing operations, are included in Note 5 - "Held-For-Sale Business" in the Consolidated Financial Statements within Item 8 of this Form10-K.

Investable Assets

We define investable assets as the sum of total investments, cash and cash equivalents, restricted cash and cash equivalents and funds held. Investments consist primarily of investment grade, liquid, fixed maturity securities of short-to-medium duration, equities and other investments. Cash and cash equivalents and restricted cash and cash equivalents is comprised mainly of cash, high-grade fixed deposits, and other highly liquid instruments such as commercial paper with maturities of less than three months at the time of acquisition and money market funds. Funds held primarily consists of investment grade, liquid, fixed maturity securities of short-to-medium duration.

Investable assets were $8.4 billion as at December 31, 2016 as compared to $7.7 billion as at December 31, 2015, an increase of 8.4%. The increase was primarily due to the funds held balance acquired in relation to the Allianz transaction.

Investment Strategies

Our key investment objectives are as follows:

- To follow an investment strategy designed to emphasize the security and growth of our invested assets that also meet our credit quality and diversification objectives.
- To provide sufficient liquidity for the prompt payment of claims and contract liabilities.
- To seek superior risk-adjusted returns, by allocating a portion of our portfolio to non-investment grade securities in accordance with our investment guidelines.
- To consider the duration characteristics of our liabilities in determining the extent to which we correlate with assets of comparable duration depending on our other investment strategies and to the extent practicable.

In the Non-life Run-off, Atrium and StarStone segments, we maintain a relatively short-duration investment portfolio in order to provide liquidity for the settlement of losses and, where possible, to avoid having to liquidate longer-dated investments. In the Non-life Run-off segment, the commutations of liabilities also have the potential to accelerate the natural payout of losses, which requires liquidity. Our fixed maturity securities include U.S. government and agency investments, highly rated sovereign and supranational investments, high-grade corporate investments, and mortgage-backed and asset-backed investments. We allocate a portion of our investment portfolio to other investments, including private equity funds, fixed income funds, fixed income hedge funds, equity funds, CLO equities and CLO equity funds.

In the Life and Annuities segment we have limited ability to shorten the duration of the liabilities, and therefore we maintain a longer duration investment portfolio of highly rated fixed maturity investments, primarily corporate bonds, that attempts to match the cash flows and duration of our liability profile. As at December 31, 2016, the duration of our fixed maturity investment portfolio associated with our life business was shorter than the liabilities due to limited investment options to match cash flows for longer duration liabilities.

We utilize and pay fees to various companies to provide investment advisory and/or management services. These fees, which are predominantly based upon the amount of assets under management, are included in net investment income. The total fees we paid to our investment managers for the year ended December 31, 2016 were $6.0 million, including $1.1 million to our largest single investment manager.

Our investment performance is subject to a variety of risks, including risks related to general economic conditions, market volatility, interest rate fluctuations, foreign exchange risk, liquidity risk and credit and default risk. Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions and other factors beyond our control. An increase in interest rates could result in significant losses, realized or unrealized, in the value of our investment portfolio. A portion of our non-investment grade securities consists of alternative investments that subject us to restrictions on redemption, which may limit our ability to withdraw funds for some period of time after the initial investment. The values of, and returns on, such investments may also be more volatile. For more information on these risks, refer to "Item 1A. Risk Factors - Risks Relating to Our Investments" and "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

Composition of Investment Portfolio By Asset Class

The following table summarizes the fair value and composition of our investment portfolio by asset class as at December 31, 2016 and 2015:

	2016				2015			
	Fair Value				Fair Value			
	Investment Grade [1]	Non-Investment Grade [2]	Total	%	Investment Grade [1]	Non-Investment Grade [2]	Total	%
Fixed maturity and short-term investments, trading and available-for-sale								
U.S. government & agency	$852,984	$ —	$852,984	14.1 %	$767,759	$ —	$767,759	12.1 %
Non-U.S. government	352,786	—	352,786	5.8 %	395,163	28,791	423,954	6.7 %
Corporate	2,385,295	160,682	2,545,977	42.2 %	2,606,246	138,756	2,745,002	43.3 %
Municipal	53,757	—	53,757	0.9 %	28,174	—	28,174	0.4 %
Residential mortgage-backed	373,957	98	374,055	6.2 %	382,059	229	382,288	6.0 %
Commercial mortgage-backed	199,827	17,385	217,212	3.6 %	210,261	22,586	232,847	3.7 %
Asset-backed	409,671	72,485	482,156	8.0 %	470,282	65,620	535,902	8.5 %
Total	4,628,277	250,650	4,878,927	80.8 %	4,859,944	255,982	5,115,926	80.7 %
Equities								
U.S.			95,047	1.6 %			108,793	1.7 %
International			—	— %			2,702	— %
Total			95,047	1.6 %			111,495	1.7 %
Other investments								
Private equity funds			300,529	5.0 %			232,372	3.7 %
Fixed income funds			249,023	4.1 %			280,749	4.4 %
Fixed income hedge funds			85,976	1.4 %			89,154	1.4 %
Equity funds			223,571	3.7 %			147,390	2.3 %
Multi-strategy hedge fund			—	— %			99,020	1.6 %
Real estate debt fund			—	— %			54,829	0.9 %
CLO equities			61,565	1.0 %			61,702	1.0 %
CLO equity funds			15,440	0.3 %			13,928	0.2 %
Other			943	— %			1,145	— %
Total			937,047	15.5 %			980,289	15.5 %
Other investments								
Life settlements			129,474	2.1 %			130,268	2.1 %
Total investments	$4,628,277	$ 250,650	$6,040,495	100.0 %	$4,859,944	$ 255,982	$6,337,978	100.0 %

(1) Investment Grade are securities with a rating of BBB- or higher.

(2) Non-Investment Grade includes non-rated securities with a fair value of $28.1 million and $23.7 million as at December 31, 2016 and 2015, respectively.

A description of our investment valuation processes is included in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies - Investments" and "Note 8 - Fair Value Measurements" of our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Composition of Funds Held - Directly Managed By Asset Class

The following table summarizes the fair value and composition of our funds held - directly managed portfolio by asset class as at December 31, 2016:

	December 31, 2016			
	Fair Value			
	Investment Grade [1]	Non-Investment Grade	Total	%
Fixed maturity investments:				
U.S. government & agency	$47,885	$ —	$47,885	4.8 %
Non-U.S. government	5,961	—	5,961	0.6 %
Corporate	663,556	—	663,556	66.8 %
Municipal	38,927	—	38,927	3.9 %
Commercial mortgage-backed	151,395	—	151,395	15.2 %
Asset-backed	79,806	—	79,806	8.0 %
Total	987,530	—	987,530	99.3 %
Other assets	—	—	7,135	0.7 %
Total funds held - directly managed	$987,530	$ —	$994,665	100.0 %

[1] Investment Grade are securities with a rating of BBB- or higher.

Composition of Investable Assets By Segment

Across all of our segments, we strive to structure our investments in a manner that recognizes our liquidity needs for future liabilities. In that regard, we consider the duration characteristics of our liabilities in determining the extent to which we correlate with assets of comparable duration depending on our other investment strategies and to the extent practicable. If our liquidity needs or general liability profile unexpectedly change, we may adjust the structure of our investment portfolio to meet our revised expectations. The following tables summarize the composition of total investable assets by segment as at December 31, 2016 and 2015:

	Non-life Run-off	Atrium	StarStone	Life and Annuities	Total
December 31, 2016					
Short-term investments, trading, at fair value	$201,188	$7,938	$6,160	$7,632	$222,918
Short-term investments, available-for-sale, at fair value	—	268	—	—	268
Fixed maturities, trading, at fair value	3,144,811	13,320	1,199,460	30,651	4,388,242
Fixed maturities, available-for-sale, at fair value	3,108	142,562	—	121,829	267,499
Equities, trading, at fair value	88,481	—	6,566	—	95,047
Other investments, at fair value	783,857	—	153,190	—	937,047
Other investments, at cost	—	—	—	131,651	131,651
Total investments	4,221,445	164,088	1,365,376	291,763	6,042,672
Cash and cash equivalents	916,900	83,548	295,341	22,856	1,318,645
Funds held - directly managed	994,665	—	—	—	994,665
Funds held by reinsured companies	48,525	22,883	10,665	—	82,073
Total investable assets	$6,181,535	$270,519	$1,671,382	$314,619	$8,438,055
Duration	2.68	1.2	2.31	2.67	2.56
Average Credit Rating	A+	AA-	AA-	A+	A+

	Non-life Run-off	Atrium	StarStone	Life and Annuities	Total
December 31, 2015					
Short-term investments, trading, at fair value	$72,163	$—	$12,941	$—	$85,104
Short-term investments, available-for-sale, at fair value	—	1,848	—	6,774	8,622
Fixed maturities, trading, at fair value	3,444,752	37,000	1,204,376	42,393	4,728,521
Fixed maturities, available-for-sale, at fair value	6,464	181,027	—	106,188	293,679
Equities, trading, at fair value	102,412	—	9,083	—	111,495
Other investments, at fair value	856,554	—	123,735	—	980,289
Other investments, at cost	—	—	—	133,071	133,071
Total investments	4,482,345	219,875	1,350,135	288,426	6,340,781
Cash and cash equivalents	1,007,889	52,735	199,597	34,948	1,295,169
Funds held by reinsured companies	60,015	21,279	11,504	—	92,798
Total investable assets	$5,550,249	$293,889	$1,561,236	$323,374	$7,728,748
Duration	1.69	1.80	2.09	2.63	1.81
Average Credit Rating	A+	AA-	AA-	AA-	A+

Credit Quality and Maturity Profiles

As at December 31, 2016 and 2015, our investment portfolio had an average credit quality rating of A+. At December 31, 2016 and 2015, our fixed maturity investments rated lower than BBB- comprised 3.7% of our total investment portfolio. A detailed schedule of average credit ratings by asset class as at December 31, 2016 is included in Note 6 - "Investments - Credit Ratings" and Note 7 - "Funds Held - Directly Managed - Credit Ratings" of our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Schedules of maturities for our fixed maturity securities are included in Note 6 - "Investments" and Note 7 - "Funds Held - Directly Managed" of our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Eurozone Exposure

As at December 31, 2016 and 2015, we owned $15.0 million and $17.3 million, respectively, of investments in fixed maturity securities issued by the sovereign governments of Italy, Ireland and Spain.

Investment Results - Consolidated

Comparability between periods is impacted by our acquisitions and significant new business as described in "Item 1. Business - Recent Acquisitions and Significant New Business" and Notes 3 and 4 of our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

The following table summarizes our investment results for the years ended December 31, 2016, 2015 and 2014.

	2016	2015	Increase (decrease)	2014	Increase (decrease)
Net investment income	$185,463	$122,564	$62,899	$66,024	$56,540
Net realized and unrealized gains (losses)	77,818	(41,523)	119,341	51,991	(93,514)
Investment Book Yield					
Net investment income	185,463	122,564	62,899	66,024	56,540
Average aggregate invested assets, at cost (1)	8,537,807	7,481,593	1,056,214	6,165,984	1,315,609
Investment book yield	2.17 %	1.64 %	0.53 %	1.07 %	0.57 %
Financial Statement Portfolio Return (2)					
Total financial statement return	263,281	81,041	182,240	118,015	(36,974)
Average aggregate invested assets, at fair value (1)	8,521,528	7,451,537	1,069,991	6,230,146	1,221,391
Financial statement portfolio return	3.09 %	1.09 %	2.00 %	1.89 %	(0.80)%

(1) These amounts are an average of the amounts disclosed in our quarterly U.S. GAAP consolidated financial statements.

(2) This is a sum of net investment income and net realized and unrealized gains (losses) from our U.S. GAAP consolidated financial statements.

2016 versus 2015: Net investment income increased by $62.9 million during 2016 due to an increase of $1.1 billion in our average investable assets and an increase of 53 basis points in the book yield we obtained on those assets. The increase in yield was primarily due to the changing mix in asset allocation as we executed on our investment strategies. The increase of $119.3 million in net realized and unrealized gains (losses) was comprised of net unrealized gains of $84.8 million in 2016 compared to net unrealized losses of $57.4 million in 2015, offset by a decrease in realized gains of $22.9 million. The net unrealized gains in 2016 were primarily due to the increase in the valuation of our other investments, including our investments in private equity funds, equity funds and CLO equities. In addition, fixed maturity securities contributed to the unrealized gain in 2016 as the impact of tighter credit spreads were partially offset by the impact of increased treasury yields.

2015 versus 2014: Net investment income increased by $56.5 million during 2015 due to an increase of $1.3 billion in our average investable assets and an increase of 57 basis points in the book yield we obtained on those assets. The increase in yield was due to our asset allocation and a broad increase in treasury yields across the curve. The decrease of $93.5 million in net realized and unrealized gains (losses) was comprised of a decrease in realized gains of $6.3 million, and net unrealized losses of $57.4 million in 2015 compared to net unrealized gains of $29.8 million in 2014. The net unrealized losses in 2015 were primarily due to fixed maturity securities and reflected increased treasury yields, widening corporate credit spreads and a decrease in liquidity in fixed income markets.

Investment Results - By Segment

The following tables summarize our investment results by segment for the years ended December 31, 2016, 2015 and 2014. These tables have been prepared on a basis consistent with the consolidated table above.

Non-Life Run-off

	Non-life Run-off				
	2016	2015	Increase (decrease)	2014	Increase (decrease)
Net investment income	$143,783	$84,185	$59,598	$57,899	$26,286
Net realized and unrealized gains (losses)	77,689	(31,193)	108,882	48,030	(79,223)
Investment Book Yield					
Net investment income	143,783	84,185	59,598	57,899	26,286
Average aggregate invested assets, at cost	6,321,143	5,566,751	754,392	4,763,458	803,293
Investment book yield	2.27%	1.51%	0.76%	1.22%	0.29%
Financial Statement Portfolio Return					
Total financial statement return	221,472	52,992	168,480	105,929	(52,937)
Average aggregate invested assets, at fair value	6,316,343	5,550,471	765,872	4,824,326	726,145
Financial statement portfolio return	3.51%	0.95%	2.56%	2.20%	(1.25)%

2016 versus 2015: Net investment income increased by $59.6 million during 2016 due to an increase of $754.4 million in our average investable assets and an increase of 76 basis points in the book yield we obtained on those assets. The increase in yield was primarily due to the changing mix in asset allocation as we executed on our investment strategies. The increase of $108.9 million in net realized and unrealized gains (losses) was comprised of net unrealized gains of $87.4 million in 2016 compared to net unrealized losses of $42.5 million in 2015, offset by a decrease in realized gains of $21.0 million. The net unrealized gains in 2016 were primarily due to the increase in the valuation of our other investments, including our investments in private equity funds, equity funds and CLO equities. In addition, our fixed maturity securities contributed to the unrealized gain in 2016 as the impact of tighter credit spreads were partially offset by the impact of increased treasury yields.

2015 versus 2014: Net investment income increased by $26.3 million during 2015 due to an increase of $803.3 million in our average investable assets and an increase of 29 basis points in the book yield we obtained on those assets. The increase in yield was due to our asset allocation and a broad increase in treasury yields across the curve. Net realized and unrealized gains (losses) decreased by $79.2 million, primarily due to fixed maturity securities, and reflected increased treasury yields, widening corporate credit spreads and a decrease in liquidity in fixed income markets.

Atrium

	Atrium				
	2016	2015	Increase (decrease)	2014	Increase (decrease)
Net investment income	$2,940	$2,225	$715	$1,748	$477
Net realized and unrealized gains (losses)	(601)	252	(853)	41	211
Investment Book Yield					
Net investment income	2,940	2,225	715	1,748	477
Average aggregate invested assets, at cost	286,898	301,297	(14,399)	338,793	(37,496)
Investment book yield	1.02 %	0.74 %	0.28 %	0.52 %	0.22 %
Financial Statement Portfolio Return					
Total financial statement return	2,339	2,477	(138)	1,789	688
Average aggregate invested assets, at fair value	283,224	295,222	(11,998)	338,109	(42,887)
Financial statement portfolio return	0.83 %	0.84 %	(0.01)%	0.53 %	0.31 %

2016 versus 2015: Net investment income increased by $0.7 million during 2016 due to an increase of 28 basis points in the book yield we obtained on our investable assets, partially offset by the decrease in our average invested assets of $14.4 million. The increase in yield was primarily due to the changing mix in asset allocation as we executed on our investment strategies. Net realized and unrealized gains (losses) decreased by $0.9 million driven by the impact of increased treasury yields.

2015 versus 2014: Net investment income increased by $0.5 million during 2015 due to an increase of 22 basis points in the book yield we obtained on our investable assets, partially offset by the decrease in average investable assets of $37.5 million. The increase in yield was due to a broad increase in treasury yields across the curve. Net realized and unrealized gains (losses) increased by $0.2 million.

StarStone

	StarStone				
	2016	2015	Increase (decrease)	2014	Increase (decrease)
Net investment income	$22,221	$15,937	$6,284	$5,321	$10,616
Net realized and unrealized gains (losses)	5,728	(9,784)	15,512	2,136	(11,920)
Investment Book Yield					
Net investment income	22,221	15,937	6,284	5,321	10,616
Average aggregate invested assets, at cost	1,607,916	1,504,087	103,829	1,014,587	489,500
Investment book yield	1.38 %	1.06 %	0.32 %	0.52%	0.54%
Financial Statement Portfolio Return					
Total financial statement return	27,949	6,153	21,796	7,457	(1,304)
Average aggregate invested assets, at fair value	1,598,423	1,499,342	99,081	1,015,494	483,848
Financial statement portfolio return	1.75 %	0.41 %	1.34 %	0.73 %	(0.32)%

2016 versus 2015: Net investment income increased by $6.3 million during 2016 due to an increase of $103.8 million in our average investable assets and an increase of 32 basis points in the book yield we obtained on those assets. The increase in yield was primarily due to the changing mix in asset allocation as we executed on our investment strategies. The increase in net realized and unrealized gains (losses) of $15.5 million was comprised of net unrealized gains of $3.8 million in 2016 compared to net unrealized losses of $14.1 million in 2015, offset by a decrease in realized gains of $2.4 million. The unrealized gains in 2016 were primarily due to increases in the valuations of our other investments.

71

2015 versus 2014: Net investment income increased by $10.6 million during 2015 due to an increase of $489.5 million in our average investable assets and an increase of 54 basis points in the book yield we obtained on those assets. The increase in yield was due to our asset allocation and a broad increase in treasury yields across the curve. Net realized and unrealized gains (losses) decreased by $11.9 million, primarily due to fixed maturity securities and reflected increased treasury yields, widening corporate credit spreads and a decrease in liquidity in fixed income markets.

Life and Annuities

	Life and Annuities				
	2016	2015	Increase (decrease)	2014	Increase (decrease)
Net investment income	$20,043	$21,137	$(1,094)	$1,056	$20,081
Net realized and unrealized gains (losses)	(4,998)	(798)	(4,200)	1,784	(2,582)
Investment Book Yield					
Net investment income	20,043	21,137	(1,094)	1,056	20,081
Average aggregate invested assets, at cost	321,850	150,617	171,233	49,146	101,471
Investment book yield	6.23 %	14.03 %	(7.80)%	2.15 %	11.88 %
Financial Statement Portfolio Return					
Total financial statement return	15,045	20,339	(5,294)	2,840	17,499
Average aggregate invested assets, at fair value	323,538	147,652	175,886	52,217	95,435
Financial statement portfolio return	4.65 %	13.77 %	(9.12)%	5.44 %	8.33 %

2016 versus 2015: Net investment income decreased by $1.1 million during 2016 primarily due to a decrease in the income from life settlements of $2.1 million. Net realized and unrealized gains (losses) decreased by $4.2 million, primarily due to impairments of $5.3 million in the life settlement portfolio.

2015 versus 2014: Net investment income increased by $20.1 million during 2015 primarily due to the income from life settlements of $20.1 million during 2015. Net realized and unrealized gains (losses) decreased by $2.6 million, primarily due to fixed maturity securities and reflect increased treasury yields, widening corporate credit spreads and a decrease in liquidity in fixed income markets.

Liquidity and Capital Resources

Overview

Enstar aims to generate cash flows from our insurance operations and investments, preserve sufficient capital for future acquisitions, and develop relationships with lenders who provide borrowing capacity at competitive rates.

Our capital resources as at December 31, 2016 included shareholders' equity of $2.8 billion, redeemable noncontrolling interest of $0.5 billion classified as temporary equity, and loans payable of $0.7 billion. The redeemable noncontrolling interest may be settled in the future in cash or Enstar ordinary shares, at our option. Based on our current loss reserves position, our portfolios of in-force insurance and reinsurance business, and our investment positions, we believe we are well capitalized.

As of December 31, 2016, we had $954.9 million million of cash and cash equivalents, excluding restricted cash that supports insurance operations, and included in this amount was $487.2 million held by our foreign subsidiaries outside of Bermuda. Based on our group's current corporate structure with a Bermuda domiciled parent company and the jurisdictions in which we operate, if the cash and cash equivalents held by our foreign subsidiaries were to be distributed to us, as dividends or otherwise, such amount would not be subject to incremental income taxes, however in certain circumstances withholding taxes may be imposed by some jurisdictions, including by the United States. Based on existing tax laws, regulations and our current intentions, there were no accruals as of December 31, 2016 for any material withholding taxes on dividends or other distributions, as described in "Note 20 - Taxation" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Dividends

Enstar has not historically declared a dividend. Our strategy is to retain earnings and invest distributions from our subsidiaries back into the company. We do not currently expect to pay any dividends on our ordinary shares. Any payment of dividends must be approved by our Board of Directors. Our ability to pay dividends is subject to certain restrictions, as described in "Note 22 - Dividend Restrictions and Statutory Requirements" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Sources and Uses of Cash

Holding Company Liquidity

The potential sources of cash flows to Enstar as a holding company consist of cash flows from our subsidiaries including dividends, advances and loans, and investment income on loans to our subsidiaries. We also borrow from our credit facilities as described below.

We use cash to fund new acquisitions of companies and significant new business. We also utilize cash for our operating expenses associated with being a public company, and to pay interest and principal on loans from subsidiaries and loans under our credit facilities.

Our holding company cash flows are summarized in "Item 8. Financial Statements and Supplementary Data - Schedule II - Condensed Financial Information of Registrant - Statements of Cash Flows - Parent Company Only for the years ended December 31, 2016, 2015 and 2014" and the notes thereto.

We may, from time to time, raise capital from the issuance of equity, debt or other securities as we continuously evaluate our strategic opportunities. On September 12, 2014, we filed an automatic shelf registration statement with the SEC to allow us to conduct future offerings of debt securities, if desired.

As we are a holding company and have no substantial operations of our own, our assets consist primarily of investments in subsidiaries and our loans and advances to subsidiaries. Dividends from our insurance subsidiaries are restricted by insurance regulation.

Operating Company Liquidity

The ability to pay dividends and make other distributions is limited by the applicable laws and regulations of the jurisdictions in which our insurance and reinsurance subsidiaries operate, including Bermuda, the United Kingdom, the United States, Australia and Continental Europe, which subject these subsidiaries to significant regulatory restrictions. These laws and regulations require, among other things, certain of our insurance and reinsurance subsidiaries to maintain minimum capital resources requirements and limit the amount of dividends and other payments that these subsidiaries can pay to us, which in turn may limit our ability to pay dividends and make other payments. For more information on these laws and regulations, see "Item 1. Business - Regulation." As of December 31, 2016, all of our insurance and reinsurance subsidiaries' capital resources levels were in excess of the minimum levels required. The ability of our subsidiaries to pay dividends is subject to certain restrictions, as described in "Note 22 - Dividend Restrictions and Statutory Requirements" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K. Our subsidiaries' ability to pay dividends and make other forms of distributions may also be limited by our repayment obligations under certain of our outstanding loan facility agreements. Variability in ultimate loss payments may also result in increased liquidity requirements for our subsidiaries. During the years ended December 31, 2016, 2015 and 2014, our regulated subsidiaries paid aggregate capital distributions and dividends of $517.1 million, $723.1 million and $367.4 million, respectively.

In the Non-life Run-off and Life and Annuities segments, our subsidiaries, sources of funds primarily consist of cash and investment portfolios acquired on the completion of acquisitions and loss portfolio transfer reinsurance agreements. Cash balances acquired upon our purchase of insurance or reinsurance companies are classified as cash provided by investing activities. Cash acquired from loss portfolio transfer reinsurance agreements is classified as cash provided by operating companies. We expect to use funds acquired from cash and investment portfolios, collected premiums, collections from reinsurance debtors, fees and commission income, investment income and proceeds from sales and redemptions of investments to meet expected claims payments and operational expenses with the remainder used for acquisitions and additional investments. In these segments, we generally expect negative operating cash flows to be met by positive investing cash flows.

In the Atrium and StarStone segments we expect a net provision of cash from operations as investment income earned and collected premiums should generally be in excess of total net claim payments, losses incurred on earned premiums and operating expenses.

We expect our cash flows, together with our existing capital base and cash and investments acquired on the acquisition of insurance and reinsurance subsidiaries, to be sufficient to meet cash requirements and to operate our business.

Cash Flows

The following table summarizes our consolidated cash flows, including those related to restricted cash, from operating, investing and financing activities in the last three years:

	Years Ended December 31,				
Cash provided by (used in):	2016	2015	Increase (decrease)	2014	Increase (decrease)
	(in thousands of U.S. dollars)				
Operating activities	$(202,689)	$(265,152)	$62,463	$544,005	$(809,157)
Investing activities	156,709	19,885	136,824	(187,422)	207,307
Financing activities	83,441	129,347	(45,906)	131,586	(2,239)
Effect of exchange rate changes on cash	(13,985)	(18,533)	4,548	(17,546)	(987)
Net increase (decrease) in cash and cash equivalents	23,476	(134,453)	157,929	470,623	(605,076)
Cash and cash equivalents, beginning of year	1,295,169	1,429,622	(134,453)	958,999	470,623
Cash and cash equivalents, end of year	$1,318,645	$1,295,169	$23,476	$1,429,622	$(134,453)

Details of our consolidated cash flows are included in "Item 8. Financial Statements and Supplementary Data - Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014."

2016 versus 2015: Cash used in operating activities included net sales and maturities of trading securities of $306.2 million in 2016 as compared with net purchases of trading securities of $400.8 million in 2015. Excluding the activity on trading securities, cash (used in) provided by operating activities was ($509.0) million and $135.6 million in the years ended December 31, 2016 and 2015, respectively. Cash used in operating activities was largely a result of the amount and timing of loss payments in our Non-life Run-off segment, offset by cash and restricted cash acquired in Non-life Run-off reinsurance transactions. Cash and restricted cash acquired in Non-life Run-off reinsurance transactions for the years ended December 31, 2016 and 2015 was $174.5 million and $468.3 million, respectively.

Cash provided by investing activities for 2016 primarily related to net redemptions of other investments of $154.0 million. Cash provided by investing activities for 2015 primarily related to net purchases of other investments of $149.9 million and purchases of available for sale securities of $102.2 million, offset by acquisitions net of cash acquired of $130.7 million and sales and maturities of available for sale securities of $142.8 million.

Cash provided by financing activities for 2016 primarily related to net inflows of $77.8 million from our credit facilities, including the drawdown of a new three-year term loan of $75.0 million as discussed below, which was primarily utilized to finance acquisitions and significant new business. During 2015, we had net inflows of $280.2 million from our credit facilities primarily utilized to finance acquisitions and significant new business, offset by an outflow of $150.4 million relating to the purchase of noncontrolling interests.

2015 versus 2014: Cash from operating activities included net purchases of trading securities of $400.8 million in 2015 as compared with net sales and maturities of trading securities of $850.5 million in 2014. Excluding the activity on trading securities, cash provided by (used in) operating activities was $135.6 million and ($306.5) million in the years ended December 31, 2015 and 2014, respectively. The years ended December 31, 2015 and 2014 included $468.3 million and $28.1 million, respectively, of cash and restricted cash acquired in non-life run-off reinsurance transactions.

Cash provided by investing activities for 2015 primarily related to the net purchases of other investments of $149.9 million and purchases of available for sale securities of $102.2 million, offset by acquisition net of cash acquired of $130.7 million and sales and maturities of available for sale securities of $142.8 million. Cash used in investing activities for 2014 primarily related to the net purchases of other investments of $241.6 million.

Cash provided by financing activities was relatively consistent during 2015 and 2014. During 2015, we had net inflows of $280.2 million from our credit facilities primarily utilized to finance acquisitions and significant new business, offset by an outflow of $150.4 million relating to the purchase of noncontrolling interests. During 2014, we had an inflow

74

from a contribution by redeemable noncontrolling interest of $273.0 million, offset by net outflows of $129.2 million in repayment of our credit facilities (primarily attributable to the repayment of the SeaBright and Clarendon facilities).

Investments and Cash and Cash Equivalents

As at December 31, 2016 and 2015, we had total cash and cash equivalents, restricted cash and cash equivalents and investments of $7.4 billion and $7.6 billion, respectively.

For information regarding our investment strategy, portfolio and results, refer to "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Investments."

Reinsurance Balances Recoverable

As at December 31, 2016 and 2015, we had reinsurance balances recoverable of $1.46 billion and $1.45 billion, respectively.

Our insurance and reinsurance run-off subsidiaries, prior to acquisition, used retrocessional agreements to reduce their exposure to the risk of insurance and reinsurance assumed. On an annual basis, both Atrium and StarStone purchase a tailored outwards reinsurance program designed to manage their risk profiles. The majority of Atrium's and StarStone's third-party reinsurance cover is with highly rated reinsurers or is collateralized by letters of credit.

We remain liable to the extent that retrocessionaires do not meet their obligations under these agreements, and therefore, we evaluate and monitor concentration of credit risk among our reinsurers. Provisions are made for amounts considered potentially uncollectible.

For further information regarding our reinsurance balances recoverable, refer to "Note 10 - Reinsurance Balances Recoverable" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Funds Held

As at December 31, 2016 and 2015, we had funds held - directly managed of $994.7 million and $nil, respectively. The increase was due to the completion on March 31, 2016 of our transaction with Allianz to reinsure portfolios of Allianz's run-off business. In accordance with this transaction, we received a fixed rate of investment income for the nine months ended September 30, 2016 and thereafter we received a return based upon an underlying portfolio of investments. These funds are carried at an aggregate fair value which includes an embedded derivative for the variable investment return. For further information regarding our funds held - directly managed, refer to "Note 7 - Funds Held - Directly Managed" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

In addition, as at December 31, 2016 and December 31, 2015, we had funds held by ceding companies of $82.1 million and $92.8 million, respectively, which are carried at cost with a fixed crediting rate.

For information regarding credit risk, refer to "Item 7A. Quantitative and Qualitative Disclosures About Market Risk - Credit Risk - Funds Held" of this Annual Report on Form 10-K.

Loan Facilities

We utilize loan facilities primarily for acquisitions and, from time to time, for general corporate purposes. For information regarding our loan facilities, including our loan covenants, refer to "Note 15 - Loans Payable" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K. Under our facilities, loans payable as of December 31, 2016 and 2015 were $673.6 million and $599.8 million, respectively.

Our main facility is the Enstar Group Limited ("EGL") Revolving Credit Facility, originated on September 16, 2014 for a 5-year term, and most recently amended on August 5, 2016. This facility is among the Company and certain of its subsidiaries, as borrowers and as guarantors, and various financial institutions. We are permitted to borrow up to an aggregate of $665.0 million and we have an option to obtain additional commitments of up to $166.25 million. The individual outstanding loans under the facility are unsecured short-term floating rate loans with an interest rate of LIBOR plus a margin and utilization fee as set forth in the credit facility agreement. As at December 31, 2016 there was $129.9 million of available unutilized capacity under the EGL Revolving Credit Facility. Subsequent to December 31, 2016, we utilized $90.0 million and repaid $34.0 million bringing the available unutilized capacity under this facility to $73.9 million.

We also have the following term loan facilities:

- A four-year term loan (the "Sussex Facility", formerly called the Companion Facility) that was originated on December 24, 2014 with two financial institutions. As at December 31, 2016, the outstanding principal under this facility was $63.5 million, and there was no unutilized capacity.
- A three-year unsecured term loan (the "EGL Term Loan Facility") that was originated on November 18, 2016. As at December 31, 2016, the outstanding principal under this facility was $75.0 million, and there was no unutilized capacity.

Contractual Obligations

The following table summarizes, as of December 31, 2016, our future payments under contractual obligations and estimated payments for losses and LAE and policy benefits by expected payment date. The table excludes short-term liabilities and includes only obligations that are expected to be settled in cash.

	Total	Less than 1 Year	1 - 3 years	3 - 5 years	More than 5 Years
	(in millions of U.S. dollars)				
Operating Activities					
Estimated gross reserves for losses and LAE [1]	$6,111.6	$1,224.3	$1,999.1	$928.1	$1,960.1
Policy benefits for life and annuity contracts [2]	298.7	18.6	37.5	35.7	206.9
Operating lease obligations	45.8	10.0	17.3	10.3	8.2
Investing Activities					
Investment commitments	144.0	57.8	55.5	30.7	—
Financing Activities					
Loan repayments (including estimated interest payments)	748.7	28.9	719.8	—	—
Total	$7,432.7	$1,423.5	$2,829.2	$1,004.8	$2,175.2

(1) The reserves for losses and LAE represent management's estimate of the ultimate cost of settling losses. The estimation of losses is based on various complex and subjective judgments. Actual losses paid may differ, perhaps significantly, from the reserve estimates reflected in our financial statements. Similarly, the timing of payment of our estimated losses is not fixed and there may be significant changes in actual payment activity. The assumptions used in estimating the likely payments due by period are based on our historical claims payment experience and industry payment patterns, but due to the inherent uncertainty in the process of estimating the timing of such payments, there is a risk that the amounts paid in any such period can be significantly different from the amounts disclosed above. The amounts in the above table represent our estimates of known liabilities as of December 31, 2016 and do not take into account corresponding reinsurance recoverable amounts that would be due to us. Furthermore, certain of the reserves included in the audited consolidated financial statements as of December 31, 2016 were acquired by us and initially recorded at fair value with subsequent amortization, whereas the expected payments by period in the table above are the estimated payments at a future time and do not reflect the fair value adjustment in the amount payable.

(2) Policy benefits for life and annuity contracts recorded in our audited consolidated balance sheet as at December 31, 2016 of $112.1 million are computed on a discounted basis, whereas the expected payments by period in the table above are the estimated payments at a future time and do not reflect a discount of the amount payable. Amounts related to Pavonia are excluded as these are classified as liabilities held for sale, as described in "Note 5 - Held-For-Sale Business" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

For additional information relating to our commitments and contingencies, see "Note 23 - Commitments and Contingencies" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Off-Balance Sheet Arrangements

At December 31, 2016, we did not have any off-balance sheet arrangements, as defined by Item 303(a)(4) of Regulation S-K.

Critical Accounting Policies

We believe the following accounting policies affect the more significant judgment and estimates used in the preparation of our financial statements.

Accounting for Acquisitions - Fair Value Measurement

The most significant liabilities and assets of an acquired company are typically the liability for losses and LAE, and the assets related to cash, investments and any reinsurance balances recoverable that may be contractually due to the acquired entity. The market for acquisition of run-off companies is not always sufficiently active and transparent to enable us to identify reliable, market exit values for acquired assets and liabilities. Accordingly, consistent with provisions of U.S. GAAP, we have developed internal models that we believe allow us to determine fair values that are reasonable proxies for market exit values. We are familiar with the major participants in the acquisition run-off market and believe that the key assumptions we make in valuing acquired assets and liabilities are consistent with the kinds of assumptions made by such market participants. Furthermore, in our negotiation of purchase prices with sellers, it is frequently clear to us that other bidders in the market are using models and assumptions similar in nature to ours during the competitive bid process. The majority of acquisitions are completed following a public tender process whereby the seller invites market participants to provide bids for the target acquisition.

We account for acquisitions using the purchase method of accounting, which requires that the acquirer record the assets and liabilities acquired at their estimated fair value. The fair values of each of the insurance and reinsurance assets and liabilities acquired are derived from probability-weighted ranges of the associated projected cash flows, based on actuarially prepared information and management’s run-off strategy. Our run-off strategy, as well as that of other run-off market participants, is expected to be different from the seller’s as generally sellers are not specialized in running off insurance and reinsurance liabilities whereas we and other market participants do specialize in such run-offs.

The key assumptions used by us and, we believe, by other run-off market participants in the fair valuation of acquired companies are (i) the projected payout, timing and amounts of claims liabilities; (ii) the related projected timing and amount of reinsurance collections; (iii) an appropriate discount rate, which is applied to determine the present value of the future cash flows; (iv) the estimated ULAE to be incurred over the life of the run-off; (v) the impact that any accelerated run-off strategy may have on the adequacy of acquired bad debt provisions; and (vi) an appropriate risk margin.

The probability-weighted projected cash flows of the acquired company are based on projected claims payouts provided by the seller predominantly in the form of the seller’s most recent independent actuarial reserve report. In the absence of the seller’s actuarial reserve report, our actuaries will determine the estimated claims payout. In certain jurisdictions, the local legislation provides for the possibility of pursuing strategies to achieve complete finality and conclude the run-off of a company, such as solvent schemes of arrangement. If appropriate we may estimate the probability of being able to complete a solvent scheme of arrangement and factor that into the claims payout projections.

On acquisition, we make a provision for ULAE liabilities. This provision considers the adequacy of the provision maintained and recorded by the seller in light of our run-off strategy and estimated ULAE to be incurred over the life of the acquired run-off as projected by the seller’s actuaries or, in their absence, our actuaries. To the extent that our estimate of the total ULAE provision is different from the seller’s, an adjustment will be made. While our objective is to accelerate the run-off by completing commutations of assumed and ceded business (which would have the effect of shortening the life, and therefore the cost, of the run-off), the success of this strategy is far from certain. Therefore, the estimates of ULAE are based on running off the liabilities and assets over the actuarially projected life of the run-off. In those domiciles where solvent schemes of arrangement are available, management’s estimates of the total ULAE are probability-weighted in accordance with the estimated time that a solvent scheme of arrangement could be completed, which has the effect of reducing the period of the run-off and the related ULAE. For those acquisitions in domiciles where solvent schemes of arrangement are not available, the ULAE are estimated over the projected life of the run-off. We believe that providing for ULAE based on our run-off strategy is appropriate in determining the fair value of the assets and liabilities acquired in an acquisition of a run-off company. We believe that other participants in the run-off acquisition marketplace factor into the price to pay for an acquisition the estimated cost of running off the acquired company based on how that participant expects to manage the assets and liabilities.

The difference between the carrying value of reserves acquired at the date of acquisition and the fair value is the Fair Value Adjustment, or FVA. The FVA is amortized over the estimated payout period and adjusted for accelerations on commutation settlements or any other new information or subsequent change in circumstances after the date of acquisition. To the extent the actual payout experience after the acquisition is materially faster or slower than anticipated at the time of the acquisition, there is an adjustment to the estimated ultimate loss reserves, or there are changes in bad debt provisions or in estimates of future run-off costs following accelerated payouts, then the amortization of the FVA is accelerated or decelerated, as the case may be, to reflect such changes.

Losses and Loss Adjustment Expenses - Non-Life Run-off

The following table provides a breakdown of gross losses and LAE reserves by type of exposure as of December 31, 2016 and 2015.

	2016			2015		
	OLR	IBNR	Total	OLR	IBNR	Total
	(in thousands of U.S. dollars)					
Asbestos	$240,863	$548,180	$789,043	$121,404	$209,410	$330,814
Environmental	94,432	67,646	162,078	29,986	29,972	59,958
General casualty	427,733	316,227	743,960	478,246	438,807	917,053
Workers' compensation/personal accident	1,360,743	693,585	2,054,328	1,502,615	822,758	2,325,373
Marine, aviation and transit	45,240	34,873	80,113	51,790	8,484	60,274
Construction defect	39,622	120,459	160,081	17,327	14,339	31,666
Other	407,490	100,934	508,424	460,579	150,396	610,975
Total	$2,616,123	$1,881,904	$4,498,027	$2,661,947	$1,674,166	$4,336,113
ULAE			218,336			249,341
Total			$4,716,363			$4,585,454

The following table provides a breakdown of losses and LAE reserves (net of reinsurance balances recoverable and deferred charges) by type of exposure as of December 31, 2016 and 2015:

	2016			2015		
	Total	% of Total		Total	% of Total	
	(in thousands of U.S. dollars)					
Asbestos	$764,344	21.1	%	$304,443	9.2	%
Environmental	156,869	4.3	%	52,187	1.6	%
General casualty	491,752	13.6	%	600,364	18.2	%
Workers' compensation/personal accident	1,372,823	37.9	%	1,507,505	45.8	%
Marine, aviation and transit	74,494	2.1	%	53,036	1.6	%
Construction defect	121,096	3.3	%	20,855	0.6	%
Other	421,145	11.6	%	507,065	15.4	%
ULAE	218,336	6.1	%	249,341	7.6	%
Total	$3,620,859	100.0	%	$3,294,796	100.0	%

As of December 31, 2016, the IBNR reserves (net of reinsurance balances receivable) accounted for $1,464.8 million, or 40.5%, of our total net losses and LAE. The reserve for IBNR (net of reinsurance balance receivable) accounted for $1,146.9 million, or 34.8%, of our total net loss reserves at December 31, 2015.

Our primary objective in running off the operations of acquired companies and portfolios of insurance and reinsurance business in run-off is to increase book value by settling loss reserves below their acquired fair value. The earnings created in each acquired company or portfolio of insurance and reinsurance business, together with the related decrease in loss reserves, lead to a reduction in the capital required for each company, thereby providing the ability to distribute both earnings and excess capital to the parent company.

To the extent that the nature of the acquired loss reserves are conducive to commutation, our aim is to settle the majority of the acquired loss reserves within a timeframe of approximately five to seven years from the date of acquisition. To the extent that acquired reserves are not conducive to commutation, we will instead adopt a disciplined claims management approach to pay only valid claims on a timely basis and endeavor to reduce the level of acquired LAE provisions by withdrawing, where appropriate, from existing litigation and otherwise streamlining claims handling procedures.

By adopting either of the above run-off strategies, we would expect that over the targeted life of the run-off, acquired ultimate loss reserves would settle below their recorded fair value, resulting in reductions in ultimate losses and LAE liabilities. There can be no assurance, however, that we will successfully implement our strategy.

Commutations of blocks of policies, along with disciplined claims management, have the potential to produce favorable claims development compared to established reserves. For each newly-acquired company, we determine a commutation strategy that broadly identifies commutation targets using the following criteria:

- Previous commutations completed by existing portfolio companies with policyholders of the newly-acquired company;
- Nature of liabilities;
- Size of incurred loss reserves;
- Recent loss development history; and
- Targets for claims audits.

Once commutation targets are identified, they are prioritized into target years of completion. At the beginning of each year, the approach to commutation negotiations is determined by the commutation team, including claims and exposure analysis and broker account reconciliations. On completion of this analysis, settlement parameters are set around incurred liabilities. Commutation discussions can take many months or even years to come to fruition. Commutation targets not completed in a particular year are re-prioritized for the following year.

Every commutation, irrespective of value, requires the approval of our senior management. The impact of the commutation activity on the IBNR reserve is reflected as part of our annual actuarial reviews of reserves. However, if a significant commutation is completed during the year, loss reserves will be adjusted in the corresponding quarter to reflect management’s then best estimate of the impact on remaining IBNR reserves.

Commutations provide an opportunity for us to exit exposures to entire policies with insureds and reinsureds for an agreed upon payment, or payments, often at a discount to the previously estimated ultimate liability. As a result of exiting all exposures to such policies, all advised case reserves and IBNR reserves relating to the insured or reinsured are eliminated. A commutation is recognized upon the execution of a commutation release agreement. Following completion of a commutation, all the related balances, including insurance and reinsurance balances payable and/or receivable, funds held by ceding companies, and losses and LAE (including fair value adjustments and estimated IBNR), are written off with corresponding gain or loss recorded in the net reduction of ultimate losses. A commutation may result in a net gain irrespective of whether the settlement exceeds the advised case reserves. Advised case reserves are those reserve estimates for a specific loss or losses reported by either the broker or insured or reinsured. IBNR reserves are established at a class of business level. A commutation settlement is a negotiated settlement of both the advised case reserves and an estimate of the IBNR reserves that relate to the policies being commuted. For latent exposures with a long reporting tail, the estimated level of IBNR reserves may be significantly higher than the advised case reserves. In such an instance, the commutation settlement of a block of such policies may be greater than the advised case reserves but less than the aggregate of the advised case reserves plus the estimated related IBNR reserves, resulting in a total saving to the remaining liability.

On an annual basis, all prior historical loss development that relates to commuted exposures is eliminated to produce revised historical loss development for the remaining non-commuted exposures. Our estimates of IBNR reserves are determined at the aggregate class of business or exposure level. Our actuaries apply actuarial methodologies to the remaining aggregate exposures and revised historical loss development information to reassess their estimates of gross and net ultimate liabilities and required gross and net IBNR reserves. On a quarterly basis, we adjust our estimates of ultimate loss and LAE liabilities in the quarter that the commutation was concluded. The agreed commutation settlement is recorded in net losses paid.

To the extent that commuted policies are protected by reinsurance, then we will, on completion of a commutation with an insured or reinsured, negotiate with the reinsurers to contribute their share of the commutation settlement. Any amounts received from such reinsurers will be recorded in net losses paid and the impact of any savings or loss on reinsurance recoverable on unpaid losses will be included in the actuarial reassessment of net ultimate liabilities.

Annual Losses and Loss Adjustment Reviews

Because a significant amount of time can lapse between the assumption of risk, the occurrence of a loss event, the reporting of the event to an insurance or reinsurance company and the ultimate payment of the claim on the loss event, the liability for unpaid losses and LAE is based largely upon estimates. On a quarterly basis, our management must use considerable judgment in the process of developing these estimates. Management reviews the actual loss development in the quarter and receives input from the actuarial, claims and legal staff on the drivers of any favorable or unfavorable loss emergence. The liability for unpaid losses and LAE for property and casualty business includes amounts determined from loss reports on individual cases and amounts for IBNR reserves.

Loss advices or reports from ceding companies are generally provided via the placing broker and comprise treaty statements, individual claims files, electronic messages and large loss advices or cash calls. Large loss advices and cash calls are provided to us as soon as practicable after an individual loss or claim is made or settled by the insured. The remaining broker advices are issued monthly, quarterly or annually depending on the provisions of the individual policies or the ceding company's practice. For certain direct insurance policies where the claims are managed by Third Party Administrators (TPAs) and Managing General Agents (MGAs), loss bordereaux are received either monthly or quarterly depending on the arrangement with the TPA and MGA. Loss advices for direct insurance policies may be received from the broker, agent or directly from the insured.

Where we provide reinsurance or retrocession reinsurance protection, the process of claims advice from the direct insurer to the reinsurers and/or retrocessionaires naturally involves more levels of communication, which inevitably creates delays or lags in the receipt of loss advice by the reinsurers/retrocessionaires relative to the date of first advice to the direct insurer. Certain types of exposure, typically latent health exposures such as asbestos-related claims, have inherently long reporting delays, in some cases many years, from the date a loss occurred to the manifestation and reporting of a claim and ultimately until the final settlement of the claim. For asbestos and environmental exposures, our actuaries apply explicit time lag assumptions in their reserving methodologies. This time lag varies by portfolio from one to five years depending on the relative mix of domicile, percentages of product mix of insurance, reinsurance and retrocessional reinsurance, primary insurance, excess reinsurance, reinsurance of direct and reinsurance of reinsurance within any given exposure category. Exposure portfolios written from a non-U.S. domicile are assumed to have a greater time lag than portfolios written from a U.S.-domicile. Portfolios with a larger proportion of reinsurance exposures are assumed to have a greater time-lag than portfolios with a larger proportion of direct insurance exposures.

An industry-wide weakness in cedant reporting affects the adequacy and accuracy of reserving for advised claims. We attempt to mitigate this inherent weakness as follows:

- We closely monitor cedant loss reporting and, for those cedants identified as providing inadequate, untimely or unusual reporting of losses, we conduct, in accordance with the provisions of the insurance and reinsurance contracts, detailed claims audits at the insured's or reinsured's premises. Such claims audits have the benefit of validating advised claims, determining whether the cedant's loss reserving practices and reporting are adequate and identifying potential loss reserving issues of which our actuaries need to be made aware. Any required adjustments to advised claims reserves reported by cedants identified during the claims audits will be recorded as an adjustment to the advised case reserve.

- Onsite claims audits are often supplemented by further reviews by our internal and external legal advisors to determine the reasonableness of advised case reserves and, if considered necessary, an adjustment to the reported case reserve will be recorded.

- Our actuaries project expected paid and incurred loss development for each class of business, which is monitored on a quarterly basis. Should actual paid and incurred development differ significantly from the expected paid and incurred development, we will investigate the cause and, in conjunction with our actuaries, consider whether any adjustment to total loss reserves is required.
- Our actuaries consider the quality of ceding company data as part of their ongoing evaluation of the liability for ultimate losses and LAE, and the methodologies they select for estimating ultimate losses inherently compensate for potential weaknesses in this data, including weaknesses in loss reports provided by cedants.

We strive to apply the highest standards of discipline and professionalism to our claims adjusting, processing and settlement, and disputes with cedants are rare. However, we are from time to time involved in various disputes and legal proceedings in the ordinary course of our claims adjusting process. We are often involved in disputes commenced by other co-insurers who act in unison with any litigation or dispute resolution controlled by the lead underwriter. Coverage disputes arise when the insured/reinsured and insurer/reinsurer cannot reach agreement as to the interpretation of the policy and/or application of the policy to a claim. Most insurance and reinsurance policies contain dispute resolution clauses requiring arbitration or mediation. In the absence of a contractual dispute resolution process, civil litigation would be commenced. We aim to reach a commercially acceptable resolution to any dispute, using arbitration or litigation as a last resort. We regularly monitor and provide internal reports on disputes involving arbitration and litigation and engage external legal counsel to provide professional advice and assist with case management.

In establishing reserves, management includes amounts for IBNR reserves using information from the actuarial estimates of ultimate losses. We use generally accepted actuarial methodologies to estimate ultimate losses and LAE and those estimates are reviewed by our management. On an annual basis, independent actuarial firms are retained by management to provide their estimates of ultimate losses and to review the estimates developed by our actuaries.

Nearly all of our unpaid claims liabilities are considered to have a long claims payout tail. Gross loss reserves for our non-life run-off subsidiaries relate primarily to casualty exposures, including latent claims, of which 20.2% (2015: 8.5%) relate to asbestos and environmental ("A&E") exposures.

Within the annual loss reserve studies produced by either our actuaries or independent actuaries, exposures for each subsidiary are separated into homogeneous reserving categories for the purpose of estimating IBNR. Each reserving category contains either direct insurance or assumed reinsurance reserves and groups relatively similar types of risks and exposures (for example, asbestos, environmental, casualty, property) and lines of business written (for example, marine, aviation, non-marine). Based on the exposure characteristics and the nature of available data for each individual reserving category, a number of methodologies are applied. Recorded reserves for each category are selected from the actuarial indications produced by the various methodologies after consideration of exposure characteristics, data limitations and strengths and weaknesses of each method applied. This approach to estimating IBNR has been consistently adopted in the annual loss reserve studies for each period presented.

For the reports prepared by the external actuaries, we review them for consistency and appropriateness of actuarial methodologies and assumptions, including assumptions of industry benchmarks, and discuss any concerns or changes with them.

Our management, through the loss reserving committees, considers the reasonableness of loss reserves recommended by our actuaries, including actual loss development during the year, using the following reports produced internally on a quarterly basis for each of our insurance and reinsurance subsidiaries:

- Gross, ceded and net incurred loss report - This report provides, for each reporting period, the total (including commuted policies) gross, ceded and net incurred loss development for each company and a commentary on each company’s loss development prepared by our Chief Reserving Actuary. The report highlights the causes of any unusual or significant loss development activity (including commutations) and includes commentary on quality and reliability of underlying data.
- Actual versus expected gross incurred loss development report - This report provides a summary, and commentary thereon, of each company’s (excluding companies or portfolios of business acquired in the current year) non-commuted incurred gross losses compared to the estimate of the development of non-commuted incurred gross losses provided by our actuaries at the beginning of the year as part of the prior year’s reserving process.

- Commutations summary schedule - This schedule summarizes all commutations completed during the year for all companies, and identifies the policyholder with which we commuted, the incurred losses settled by the commutation (comprising outstanding unpaid losses and case reserves) and the amount of the commutation settlement.
- Analysis of paid, incurred and ultimate losses - This analysis for each company, and in the aggregate, provides a summary of the gross, ceded and net paid and incurred losses and the impact of applying our actuaries' recommended loss reserves. This report, reviewed in conjunction with the previous reports, provides an analytical tool to review each company's incurred loss or gain and reduction in IBNR reserves to assess whether the ultimate reduction in loss reserves appears reasonable in light of known developments within each company.

The above reports provide management with the relevant information to determine whether loss development (including commutations) during the year has, for each company, been sufficiently meaningful so as to warrant an adjustment to the reserves recommended by our actuaries in the most recent actuarial study. It is not possible to quantify how much of any reserve release specifically relates to commutations or favorable development of non-commuted claims as the revised historical loss development used by the actuaries to estimate required reserves is a combination of both the elimination of historical loss development relating to commuted policies and non-commuted loss development.

When establishing loss reserves we have an expectation that, in the absence of commutations and significant favorable or unfavorable non-commuted loss development compared to expectations, loss reserves will not exceed the high, or be less than the low, end of the following ranges of gross losses and LAE reserves implied by the various methodologies used by each of our insurance subsidiaries as of December 31, 2016.

The range of gross loss and LAE reserves implied by the various methodologies used by each of our insurance and reinsurance subsidiaries as of December 31, 2016 and 2015 is presented in the following table ("Range of Outcomes"):

	2016			2015		
	Low	Selected	High	Low	Selected	High
	(in thousands of U.S. dollars)					
Asbestos	$746,719	$789,043	$1,045,844	$294,233	$330,814	$372,952
Environmental	154,685	162,078	217,113	53,739	59,958	67,349
General casualty	652,057	743,960	842,368	809,424	917,053	1,042,652
Workers' compensation/personal accident	1,840,895	2,054,328	2,450,898	2,048,319	2,325,373	2,628,883
Marine, aviation and transit	71,293	80,113	93,966	53,294	60,274	67,806
Construction defect	147,737	160,081	203,720	28,177	31,666	35,355
Other	451,161	508,424	584,098	542,086	610,975	688,841
ULAE	218,336	218,336	218,336	249,341	249,341	249,341
Total	$4,282,883	$4,716,363	$5,656,343	$4,078,613	$4,585,454	$5,153,179

Latent Claims

A number of our subsidiaries wrote general liability policies and reinsurance (prior to their acquisition by us) under which policyholders continue to present asbestos-related injury claims and claims alleging injury, damage or clean-up costs arising from environmental pollution. These policies, and the associated claims, are referred to as "A&E" exposures. The vast majority of these claims are presented under policies written many years ago.

There is a great deal of uncertainty surrounding A&E claims. This uncertainty impacts the ability of insurers and reinsurers to estimate the remaining amount of unpaid claims and related LAE. The majority of these claims differ from any other type of claim because there is inadequate loss development and significant uncertainty regarding what, if any, coverage exists, to which, if any, policy years claims are attributable and which, if any, insurers/reinsurers may be liable. These uncertainties are exacerbated by lack of clear judicial precedent and legislative interpretations of coverage that may be inconsistent with the intent of the parties to the insurance contracts and expand theories of liability. The insurance and reinsurance industry as a whole is engaged in extensive litigation over these coverage and liability issues and is, thus, confronted with continuing uncertainty in its efforts to quantify A&E exposures.

Given the intensive claim settlement process for these claims, which involves comprehensive fact gathering and subject matter expertise, we operate centrally administered claims facilities to handle A&E claims on behalf of all of our subsidiaries. Our A&E claims staff, working in conjunction with our in-house attorneys experienced in A&E liabilities, proactively administers, on a cost-effective basis, the A&E claims submitted to our insurance and reinsurance subsidiaries.

The liability for unpaid losses and LAE, inclusive of A&E reserves, reflects our best estimate for future amounts needed to pay losses and related LAE as of each of the balance sheet dates reflected in the financial statements herein in accordance with U.S. GAAP. As of December 31, 2016, we had net loss reserves of $764.3 million for asbestos-related claims (or 21.1% of total non-life run-off net reserves for losses and LAE liabilities) and $156.9 million for environmental pollution-related claims (or 4.3% of total non-life run-off net reserves for losses and LAE). As of December 31, 2015, we had net loss reserves of $304.4 million for asbestos-related claims (or 9.2% of total non-life run-off net reserves for losses and LAE liabilities) and $52.2 million for environmental pollution-related claims (or 1.6% of total non-life run-off net reserves for losses and LAE). For the years ended December 31, 2016 and 2015, our reserves for A&E liabilities increased (decreased) by $560.3 million and $(48.7) million on a gross basis, respectively, and by $564.6 million and $(32.5) million on a net basis, respectively, due to acquisition activity in 2016 primarily related to the Allianz transaction. The following table provides a reconciliation of our gross and net loss and ALAE reserves from A&E exposures and the movement in gross and net reserves:

	Years Ended December 31,					
	2016		2015		2014	
	Gross	Net	Gross	Net	Gross	Net
	(in thousands of U.S. dollars)					
Provisions for A&E claims and ALAE at January 1	$390,772	$356,629	$439,476	$389,110	$539,494	$480,865
A&E losses and ALAE incurred during the year	3,760	(11,008)	(10,690)	(9,468)	(11,369)	(12,914)
A&E losses and ALAE paid during the year	(40,761)	(19,127)	(39,633)	(24,632)	(88,649)	(78,841)
Provision for A&E claims and ALAE acquired during the year	597,350	594,719	1,619	1,619	—	—
Provision for A&E claims and ALAE at December 31	$951,121	$921,213	$390,772	$356,629	$439,476	$389,110

Asbestos continues to be the most significant and difficult mass tort for the insurance industry in terms of claims volume and expense. We believe that the insurance industry has been adversely affected by judicial interpretations that have had the effect of maximizing insurance recoveries for asbestos claims, from both a coverage and liability perspective. Generally, only policies underwritten prior to 1986 have potential asbestos exposure, since most policies underwritten after this date contain an absolute asbestos exclusion.

Environmental pollution claims represent another significant exposure for us. Environmental pollution claims have been developing as expected over the past few years as a result of stable claim trends. Claims against Fortune 500 companies are generally declining, and while insureds with single-site exposures are still active, in many cases claims are being settled for less than initially anticipated due to improved site remediation technology and effective policy buy-backs.

Despite the stability of recent trends, there remains significant uncertainty involved in estimating liabilities related to these exposures. Unlike asbestos claims which are generated primarily from allegedly injured private individuals, environmental claims generally result from governmentally initiated activities. First, the number of waste sites subject to cleanup is unknown. Over 1,000 sites are included on the National Priorities List of the United States Environmental Protection Agency. State authorities have separately identified many additional sites and, at times, aggressively implement site cleanups. Second, the liabilities of the insureds themselves are difficult to estimate. At any given site, the allocation of remediation cost among the potentially responsible parties varies greatly depending upon a variety of factors. Third, as with asbestos liability and coverage issues, judicial precedent regarding liability and coverage issues regarding pollution claims does not provide clear guidance. There is also uncertainty as to the

U.S. federal "Superfund" law itself and, at this time, we cannot predict what, if any, reforms to this law might be enacted by the U.S. federal government, or the effect of any such changes on the insurance industry.

Our future environmental loss development may be influenced by other factors including:

- The existence of currently undiscovered polluted sites eligible for clean-up under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA") and related legislation.
- Costs imposed due to joint and several liability if not all potentially responsible parties ("PRPs") are capable of paying their share.
- The outcomes of legal challenges to certain policy terms such as the "absolute" pollution exclusion.
- Potential future reforms and amendments to CERCLA, particularly as the resources of Superfund - the funding vehicle, established as part of CERCLA, to provide financing for cleanup of polluted sites where no PRP can be identified - become exhausted.

The influence of each of these factors is not easily quantifiable and, as with asbestos-related exposures, our historical environmental loss development is of limited value in determining future environmental loss development using traditional actuarial reserving techniques.

Our loss reserves are related largely to casualty exposures including latent exposures relating primarily to A&E. In establishing the reserves for unpaid claims, management considers facts currently known and the current state of the law and coverage litigation. Liabilities are recognized for known claims (including the cost of related litigation) when sufficient information has been developed to indicate the involvement of a specific insurance policy and management can reasonably estimate its liability. In addition, IBNR reserves are established to cover loss development related to both known and unasserted claims.

The estimation of unpaid claim liabilities is subject to a high degree of uncertainty for a number of reasons. First, unpaid claim liabilities for property and casualty exposures in general are impacted by changes in the legal environment, jury awards, medical cost trends and general inflation. Moreover, for latent exposures in particular, developed case law and claim history continues to evolve. There is significant coverage litigation related to these exposures, which creates further uncertainty in the estimation of the liabilities. As a result, for these types of exposures, it is especially unclear whether past claim experience will be representative of future claim experience. Ultimate values for such claims cannot be estimated using reserving techniques that extrapolate losses to an ultimate basis using loss development factors, and the uncertainties surrounding the estimation of unpaid claim liabilities are not likely to be resolved in the near future. There can be no assurance that the reserves we establish will be adequate or will not be adversely affected by the development of other latent exposures.

Our exposure to asbestos claims arises from the general liability and product liabilities policies written directly or reinsured by our insurance and reinsurance companies. With the 2016 acquisition of the Dana Companies, we also have direct personal injury asbestos claims recorded in other liabilities that arise from Dana Companies legacy automotive manufacturing operations. While most of our asbestos exposures arise from asbestos mining and the primary manufacturers of asbestos, we also receive claims from tertiary defendants which manufactured products that included asbestos, as well as other defendants in the supply chain of these products. The industry continues to see the Plaintiffs Bar attempt to transfer product-related exposure to a premises exposure under the primary general liability policies. Unlike product liability, premises exposure generally does not contain features for aggregating multiple claims into the reinsurance cover. Accordingly, excess liability reinsurance policies are less impacted. Although we may have some exposure to premises claims, we generally believe that exposure will not be material as the companies and portfolios we have acquired mainly wrote or reinsured excess policies which are not exposed to premises claims as they generally remain with the primary insurance company.

Asbestos claims primarily fall into two general categories: impaired and unimpaired bodily injury claims. Property damage claims represent only a small fraction of asbestos claims. Impaired claims primarily include individuals suffering from mesothelioma or a cancer such as lung cancer. Unimpaired claims include asbestosis and those whose lung regions contain pleural plaques.

Unlike traditional property and casualty insurers that either have large numbers of individual claims arising from personal lines such as auto, or small numbers of high value claims as in medical malpractice insurance lines, our primary exposures arise from A&E claims that do not follow a consistent pattern. For instance, we may encounter a small insured with one large environmental claim due to significant groundwater contamination, while a Fortune 500 company may submit numerous claims for relatively small values. Moreover, there is no set pattern for the life of an environmental or asbestos claim. Some of these claims may resolve within two years while others may remain unresolved for nearly two decades. Therefore, our open and closed claims data do not follow any discernible pattern.

The counterparties with whom we typically interact are generally insurers or large industrial concerns, and in certain cases are individual claimants. The nature of our claims management may vary based on whether the claim exposure to us is through reinsurance, insurance or a direct claimant. Claims do not follow any consistent pattern. They arise from many insureds or locations and in a broad range of circumstances. An insured may present one large claim or hundreds or thousands of small claims. Plaintiffs' counsel frequently aggregate thousands of claims within one lawsuit. The deductibles to which claims are subject vary from policy to policy and year to year. Often claims data is only available to us on an aggregated basis. Accordingly, we have not found claim count information or average reserve amounts to be reliable indicators of exposure for our reserve estimation process or for management of our liabilities. We have found data accumulation and claims management more effective and meaningful at the reinsured level rather than at the underlying claim level. As a result, we have designed our reserving methodologies to be independent of claim count information. As the level of exposures to a reinsured can vary substantially, we focus on the aggregate exposures and pursue commutations and policy buy-backs with the larger reinsureds.

We use industry benchmarking methodologies to estimate appropriate IBNR reserves for our A&E exposures. These methods are based on comparisons of our loss experience on A&E exposures relative to industry loss experience on A&E exposures. Estimates of IBNR are derived separately for each of our relevant subsidiaries and, for some subsidiaries, separately for distinct portfolios of exposure. The discussion that follows describes, in greater detail, the primary actuarial methodologies used by us to estimate IBNR for A&E exposures.

In addition to the specific considerations for each method described below, many general factors are considered in the application of the methods and the interpretation of results for each portfolio of exposures. These factors include the mix of product types (e.g., primary insurance versus reinsurance of primary versus reinsurance of reinsurance), the average attachment point of coverages (e.g., first-dollar primary versus umbrella over primary versus high-excess), payment and reporting lags related to the international domicile of our subsidiaries, payment and reporting pattern acceleration due to large "wholesale" settlements (e.g., policy buy-backs and commutations) pursued by us, and lists of individual risks remaining and general trends within the legal and tort environments.

1. Paid Survival Ratio Method. In this method, our expected annual average payment amount is multiplied by an expected future number of payment years to get an indicated reserve. Our historical calendar year payments are examined to determine an expected future annual average payment amount. This amount is multiplied by an expected number of future payment years to estimate a reserve. Trends in calendar year payment activity are considered when selecting an expected future annual average payment amount. Accepted industry benchmarks are used in determining an expected number of future payment years. Each year, annual payments data is updated, trends in payments are re-evaluated and changes to benchmark future payment years are reviewed. Advantages of this method are ease of application and simplicity of assumptions. A potential disadvantage of the method is that results could be misleading for portfolios of high excess exposures where significant payment activity has not yet begun.

2. Paid Market Share Method. In this method, our estimated market share is applied to the industry estimated unpaid losses or estimate of industry ultimate losses. The ratio of our historical calendar year payments to industry historical calendar year payments is examined to estimate our market share. This ratio is then applied to the estimate of industry unpaid losses or estimate of industry ultimate losses. Each year, calendar year payment data is updated (for both us and industry), estimates of industry unpaid losses are reviewed and the selection of our estimated market share is revisited. This method has the advantage that trends in calendar year market share can be incorporated into the selection of company share of remaining market payments. A potential disadvantage of this method is that it is particularly sensitive to assumptions regarding the time-lag between industry payments and our payments.

3. Reserve-to-Paid Method. In this method, the ratio of estimated industry reserves to industry paid-to-date losses is multiplied by our paid-to-date losses to estimate our reserves. Specific considerations in the application of this method include the completeness of our paid-to-date loss information, the potential acceleration or deceleration in our payments (relative to the industry) due to our claims handling practices, and the impact of large individual settlements. Each year, paid-to-date loss information is updated (for both us and the industry) and updates to industry estimated reserves are reviewed. This method has the advantage of relying purely on paid loss data and so is not influenced by subjectivity of case reserve loss estimates. A potential disadvantage is that the application to our portfolios that do not have complete inception-to-date paid loss history could produce misleading results. To address this potential

disadvantage, a variation of the method is also considered by multiplying the ratio of estimated industry reserves to industry losses paid during a recent period of time (e.g., 5 years) times our paid losses during that period.

4. IBNR:Case Ratio Method. In this method, the ratio of estimated industry IBNR reserves to industry case reserves is multiplied by our case reserves to estimate our IBNR reserves. Specific considerations in the application of this method include the presence of policies reserved at policy limits, changes in overall industry case reserve adequacy and recent loss reporting history. Each year, our case reserves are updated, the estimate of industry reserves is updated and the applicability of the industry IBNR:Case Ratio is reviewed. This method has the advantage that it incorporates the most recent estimates of amounts needed to settle open cases included in current case reserves. A potential disadvantage is that results could be misleading where our case reserve adequacy differs significantly from overall industry case reserve adequacy. In these instances, the industry IBNR:Case Ratios were adjusted to reflect our portfolio case reserve adequacy.
5. Ultimate-to-Incurred Method. In this method, the ratio of estimated industry ultimate losses to industry incurred-to-date losses is applied to our incurred-to-date losses to estimate our IBNR reserves. Specific considerations in the application of this method include the completeness of our incurred-to-date loss information, the potential acceleration or deceleration in our incurred losses (relative to the industry) due to our claims handling practices and the impact of large individual settlements. Each year incurred-to-date loss information is updated (for both us and the industry) and updates to industry estimated ultimate losses are reviewed. This method has the advantage that it incorporates both paid and case reserve information in projecting ultimate losses. A potential disadvantage is that results could be misleading where cumulative paid loss data is incomplete or where our case reserve adequacy differs significantly from overall industry case reserve adequacy. In these instances, the industry IBNR:Case Ratios were adjusted to reflect our portfolio case reserve adequacy.
6. Decay Factor Method. In this method, a decay factor is directly applied to our payment data to estimate future payments. The decay factors were selected based on a review of our own decays and industry decays. This method is most useful where our data shows a decreasing pattern and is credible enough to be reliable.

Under the Paid Survival Ratio Method, the Paid Market Share Method and the Reserve-to-Paid Method, we first determine the estimated total reserve and then deduct the reported outstanding case reserves to arrive at an estimated IBNR reserve. The IBNR:Case Ratio Method first determines an estimated IBNR reserve which is then added to the advised outstanding case reserves to arrive at an estimated total loss reserve. The Ultimate-to-Incurred Method first determines an estimate of the ultimate losses to be paid and then deducts paid-to-date losses to arrive at an estimated total loss reserve and then deducts outstanding case reserves to arrive at the estimated IBNR reserve. In the decay factor method, an initial payment is selected and reserves are estimated directly from the projection of future payments.

As of December 31, 2016, we had 26 separate insurance and/or reinsurance subsidiaries in the non-life run-off segment whose reserves are categorized into 298 reserve categories in total, including 29 distinct asbestos reserving categories and 17 distinct environmental reserving categories.

To the extent that data availability allows, the six methodologies described above are applied for each of the 29 asbestos reserving categories and each of the 17 environmental reserving categories. As is common in actuarial practice, no one methodology is exclusively or consistently relied upon when selecting a recorded reserve. Consistent reliance on a single methodology to select a recorded reserve would be inappropriate due to the dynamic nature of both the A&E liabilities in general, and our actual exposure portfolios in particular.

In selecting a recorded reserve, management considers the range of results produced by the methods, and the strengths and weaknesses of the methods in relation to the data available and the specific characteristics of the portfolio under consideration. Trends in both our data and industry data are also considered in the reserve selection process. Recent trends or changes in the relevant tort and legal environments are also considered when assessing methodology results and selecting an appropriate recorded reserve amount for each portfolio.

The following key assumptions were used to estimate A&E reserves at December 31, 2016:

- $86.5 Billion Ultimate Industry Asbestos Losses - This level of industry-wide losses and its comparison to industry-wide paid, incurred and outstanding case reserves is the base benchmarking assumption applied to Paid Market Share, Reserve-to-Paid, IBNR:Case Ratio and the Ultimate-to-Incurred asbestos reserving methodologies.
-

$40 Billion Ultimate Industry Environmental Losses - This level of industry-wide losses and its comparison to industry-wide paid, incurred and outstanding case reserves is the base benchmarking assumption applied to Paid Market Share, Reserve-to-Paid, IBNR:Case Ratio and the Ultimate-to-Incurred environmental reserving methodologies.

Loss Reporting Lag - Our subsidiaries assumed a mix of insurance and reinsurance exposures generally through the London market. As the available industry benchmark loss information, as supplied by our independent consulting actuaries, is compiled largely from U.S. direct insurance company experience, our loss reporting is expected to lag relative to available industry benchmark information. This time-lag used by each of our insurance subsidiaries varies from 1 to 5 years depending on the relative mix of domicile, percentages of product mix of insurance, reinsurance and retrocessional reinsurance, primary insurance, excess insurance, reinsurance of direct, and reinsurance of reinsurance within any given exposure category. Exposure portfolios written from a non-U.S. domicile are assumed to have a greater time-lag than portfolios written from a U.S. domicile. Portfolios with a larger proportion of reinsurance exposures are assumed to have a greater time-lag than portfolios with a larger proportion of insurance exposures.

The following tables provide a summary of the impact of changes in industry ultimate losses, from the selected $86.5 billion for asbestos and $40.0 billion for environmental, and changes in the time-lag, from the selected averages of 1.2 years for asbestos and 0.8 years for environmental, for us behind industry development that it is assumed relates to our insurance and reinsurance companies. Please note that the table below demonstrates sensitivity to changes to key assumptions using methodologies selected for determining loss and ALAE, at December 31, 2016 and differs from the Range of Outcomes table above, which demonstrates the ranges produced by the various methodologies.

Sensitivity to Industry Asbestos Ultimate Loss Assumption	Asbestos Loss Reserves (in thousands of U.S. dollars)
Asbestos — $91.5 billion	$ 907,400
Asbestos — $86.5 billion (selected)	789,043
Asbestos — $81.5 billion	670,687

Sensitivity to Industry Environmental Ultimate Loss Assumption	Environmental Loss Reserves (in thousands of U.S. dollars)
Environmental — $42.5 billion	$ 210,702
Environmental — $40.0 billion (selected)	162,078
Environmental — $37.5 billion	113,455

Sensitivity to Time-Lag Assumption*	Asbestos Loss Reserves	Environmental Loss Reserves
	(in thousands of U.S. dollars)	
Selected average of 1.2 years asbestos, 0.8 years environmental	$789,043	$ 162,078
Increase all portfolio lags by one year	828,496	175,045
Decrease all portfolio lags by one year	749,592	149,112

* Using $86.5 billion/$40 billion Asbestos/Environmental Industry Ultimate Loss assumptions.

Due to the inability of our actuaries to review the data, methodologies and calculations supporting the industry published estimates, we rely on our external actuarial consultants for their estimates of industry ultimate losses. For the year ended December 31, 2016, our selected industry asbestos ultimate loss assumption increased to $86.5 billion, from $80.0 billion as at December 31, 2015. Rising costs for medical treatment, increasing life expectancies, and ongoing litigation contributed to the higher asbestos industry estimates from market studies, such as A.M. Best's report. There were no changes in the assumptions regarding industry environmental ultimate loss and loss reporting lag described above.

All Other (Non-latent) Reserves

For our "All Other" (non-latent) loss exposure, including workers compensation, our actuaries apply a range of traditional loss development extrapolation techniques. These methods assume that cohorts, or groups, of losses from similar exposures will increase over time in a predictable manner. Historical paid, incurred, and outstanding loss development experience is examined for earlier years to make inferences about how later years' losses will develop. The application and consideration of multiple methods is consistent with the Actuarial Standards of Practice.

When determining which loss development extrapolation methods to apply to each company and each class of exposure within each company, we consider the nature of the exposure for each specific subsidiary and reserving segment and the available loss development data, as well as the limitations of that data. In cases where company-specific loss development information is not available or reliable, we select methods that do not rely on historical data (such as incremental or run-off methods) and consider industry loss development information published by industry sources such as the Reinsurance Association of America. In determining which methods to apply, we also consider cause of loss coding information when available.

A brief summary of the methods that are considered most frequently in analyzing non-latent exposures is provided below. This summary discusses the strengths and weaknesses of each method, as well as the data requirements for each method, all of which are considered when selecting which methods to apply for each reserve segment.

1. Cumulative Reported and Paid Loss Development Methods. The Cumulative Reported (Case Incurred) Loss Development method relies on the assumption that, at any given state of maturity, ultimate losses can be predicted by multiplying cumulative reported losses (paid losses plus case reserves) by a cumulative development factor. The validity of the results of this method depends on the stability of claim reporting and settlement rates, as well as the consistency of case reserve levels. Case reserves do not have to be adequately stated for this method to be effective; they only need to have a fairly consistent level of adequacy at all stages of maturity. Historical "age-to-age" loss development factors (or LDFs) are calculated to measure the relative development of an accident year from one maturity point to the next. Age-to-age LDFs are then selected based on these historical factors. The selected age-to-age LDFs are used to project the ultimate losses. The Cumulative Paid Loss Development Method is mechanically identical to the Cumulative Reported Loss Development Method described above, but the paid method does not rely on case reserves or claim reporting patterns in making projections. The validity of the results from using a cumulative loss development approach can be affected by many conditions, such as internal claim department processing changes, a shift between single and multiple payments per claim, legal changes, or variations in a company's mix of business from year to year. Typically, the most appropriate circumstances in which to apply a cumulative loss development method are those in which the exposure is mature, full loss development data is available, and the historical observed loss development is relatively stable.

2. Incremental Reported and Paid Loss Development Methods. Incremental incurred and paid analyses are performed in cases where cumulative data is not available. The concept of the incremental loss development methods is similar to the cumulative loss development methods described above, in that the pattern of historical paid or incurred losses is used to project the remaining future development. The difference between the cumulative and incremental methods is that the incremental methods rely on only incremental incurred or paid loss data from a given point in time forward, and do not require full loss history. These incremental loss development methods are therefore helpful when data limitations apply. While this versatility in the incremental methods is a strength, the methods are sensitive to fluctuations in loss development, so care must be taken in applying them.

3. IBNR-to-Case Outstanding Method. This method requires the estimation of consistent cumulative paid and reported (case) incurred loss development patterns and age-to-ultimate LDFs, either from data that is specific to the segment being analyzed or from applicable benchmark or industry data. These patterns imply a specific expected relationship between IBNR, including both development on known claims (bulk reserve) and losses on true late reported claims, and reported case incurred losses. The IBNR-to-Case Outstanding method can be used in a variety of situations. It is appropriate for loss development experience that is mature and possesses a very high ratio of paid losses to reported case incurred losses. The method also permits an evaluation of the difference in maturity between the business being reviewed and benchmark development patterns. Depending on the relationship of paid to incurred losses, an estimate of the relative maturity of the business being reviewed can be made and a subsequent estimate of

ultimate losses driven by the implied IBNR to case outstanding ratio at the appropriate maturity can be made. This method is also useful where loss development data is incomplete and only the case outstanding amounts are determined to be reliable. This method is less reliable in situations where relative case reserve adequacy has been changing over time.

4. Bornhuetter-Ferguson Expected Loss Projection Reported and Paid Methods. The Bornhuetter-Ferguson Expected Loss Projection Method based on reported loss data relies on the assumption that remaining unreported losses are a function of the total expected losses rather than a function of currently reported losses. The expected losses used in this analysis are based on initial selected ultimate loss ratios by year. The expected losses are multiplied by the unreported percentage to produce expected unreported losses. The unreported percentage is calculated as one minus the reciprocal of the selected cumulative incurred LDFs. Finally, the expected unreported losses are added to the current reported losses to produce ultimate losses. The calculations underlying the Bornhuetter-Ferguson Expected Loss Projection Method based on paid loss data are similar to the Bornhuetter-Ferguson calculations based on reported losses, with the exception that paid losses and unpaid percentages replace reported losses and unreported percentages. The Bornhuetter-Ferguson method is most useful as an alternative to other models for immature years. For these immature years, the amounts reported or paid may be small and unstable and therefore not predictive of future development. Therefore, future development is assumed to follow an expected pattern that is supported by more stable historical data or by emerging trends. This method is also useful when changing reporting patterns or payment patterns distort historical development of losses. Similar to the loss development methods, the Bornhuetter-Ferguson method may be applied to loss and ALAE on a combined or separate basis. The Bornhuetter-Ferguson method may not be appropriate in circumstances where the liabilities being analyzed are very mature, as it is not sensitive to the remaining amount of case reserves outstanding, or the actual development to date.

5. Reserve Run-off Method. This method first projects the future values of case reserves for all underwriting years to future ages of development. This is done by selecting a run-off pattern of case reserves. The selected case run-off ratios are chosen based on the observed run-off ratios at each age of development. Once the ratios have been selected, they are used to project the future values of case reserves. A paid on reserve factor is selected in a similar way. The ratios of the observed amounts paid during each development period to the respective case reserves at the beginning of the periods are used to estimate how much will be paid on the case reserves during each development period. These paid on reserve factors are then applied to the case reserve amounts that were projected during the first phase of this method. A summation of the resulting paid amounts yields an estimate of the liability. The Reserve Run-off Method works well when the historical run-off patterns are reasonably stable and when case reserves ultimately show a decreasing trend. Another strength of this method is that it only requires case reserves at a given point in time and incremental paid and incurred losses after that point, meaning that it can be applied in cases where full loss history is not available. In cases of volatile data where there is a persistent increasing trend in case reserves, this method will fail to produce a reasonable estimate. In several cases, reliance upon this method was limited due to this weakness.

Our actuaries select the appropriate loss development extrapolation methods to apply to each company and each class of exposure, and then apply these methods to calculate an estimate of ultimate losses. Our management, which is responsible for the final estimate of ultimate losses, reviews the calculations of our actuaries, considers whether the appropriate method was applied, and adjusts the estimate of ultimate losses as it deems necessary. Historically, we have not deviated from the recommendations of our actuaries. Paid-to-date losses are then deducted from the estimate of ultimate losses to arrive at an estimated total loss reserve, and reported outstanding case reserves are then deducted from estimated total loss reserves to calculate the estimated IBNR reserve.

Quarterly Reserve Reviews

In addition to an in-depth annual review, we also perform quarterly reserve reviews. This is done by examining quarterly paid and incurred loss development to determine whether it is consistent with reserves established during the preceding annual reserve review and with expected development. Loss development is reviewed separately for each major exposure type (e.g., asbestos, environmental, etc.), for each of our relevant subsidiaries, and for large "wholesale" commutation settlements versus "routine" paid and advised losses. This process is undertaken to determine whether loss development experience during a quarter warrants any change to held reserves.

Loss development is examined separately by exposure type because different exposures develop differently over time. For example, the expected reporting and payout of losses for a given amount of asbestos reserves can be expected to take place over a different time frame and in a different quarterly pattern from the same amount of environmental reserves.

In addition, loss development is examined separately for each of our relevant subsidiaries. Companies can differ in their exposure profile due to the mix of insurance versus reinsurance, the mix of primary versus excess insurance, the underwriting years of participation and other criteria. These differing profiles lead to different expectations for quarterly and annual loss development by company.

Our quarterly paid and incurred loss development is often driven by large, wholesale settlements - such as commutations and policy buy-backs - which settle many individual claims in a single transaction. This allows for monitoring of the potential profitability of large settlements, which, in turn, can provide information about the adequacy of reserves on remaining exposures that have not yet been settled. For example, if it were found that large settlements were consistently leading to large negative, or favorable, incurred losses upon settlement, it might be an indication that reserves on remaining exposures are redundant. Conversely, if it were found that large settlements were consistently leading to large positive, or adverse, incurred losses upon settlement, it might be an indication—particularly if the size of the losses were increasing—that certain loss reserves on remaining exposures are deficient. Moreover, removing the loss development resulting from large settlements allows for a review of loss development related only to those contracts that remain exposed to losses. Were this not done, it is possible that savings on large wholesale settlements could mask significant underlying development on remaining exposures.

Once the data has been analyzed as described above, an in-depth review is performed on classes of exposure with significant loss development. Discussions are held with appropriate personnel, including individual company managers, claims handlers and attorneys, to better understand the causes. If it were determined that development differs significantly from expectations, reserves would be adjusted.

As described above, our management regularly reviews and updates reserve estimates using the most current information available and employing various actuarial methods. Adjustments resulting from changes in our estimates are recorded in the period when such adjustments are determined. The ultimate liability for losses and LAE is likely to differ from the original estimate due to a number of factors, primarily consisting of the overall claims activity occurring during any period, including the completion of commutations of assumed liabilities and ceded reinsurance receivables, policy buy-backs and general incurred claims activity.

Losses and Loss Adjustment Expenses - Atrium and StarStone

The reserve for losses and loss expenses includes reserves for unpaid reported losses and for IBNR reserves. The reserves for unpaid reported losses and loss expenses are established by management based on reports from brokers, ceding companies and insureds and represent the estimated ultimate cost of events or conditions that have been reported to, or specifically identified by us. The reserve for incurred but not reported losses and loss expenses is established by management based on actuarially determined estimates of ultimate losses and loss expenses. Inherent in the estimate of ultimate losses and loss expenses are expected trends in claim severity and frequency and other factors which may vary significantly as claims are settled. Accordingly, ultimate losses and loss expenses may differ materially from the amounts recorded in the consolidated financial statements. These estimates are reviewed regularly and, as experience develops and new information becomes known, the reserves are adjusted as necessary. Such adjustments, if any, will be recorded in earnings in the period in which they become known. Prior period development arises from changes to loss estimates recognized in the current year that relate to loss reserves established in previous calendar years.

The following table provides a breakdown of the liability for losses and LAE by type of exposure for the years ended December 31, 2016 and 2015 for the Atrium segment:

	2016			2015		
	OLR	IBNR	Total	OLR	IBNR	Total
	(in thousands of U.S. dollars)					
General casualty	$12,449	$24,040	$36,489	$11,170	$18,413	$29,583
Workers' compensation/personal accident	5,660	10,931	16,591	6,021	9,926	15,947
Marine, aviation and transit	21,236	41,010	62,246	20,761	34,222	54,983
Other	32,299	62,375	94,674	37,187	61,301	98,488
Total	$71,644	$138,356	$210,000	$75,139	$123,862	$199,001
ULAE			2,122			2,016
Total			$212,122			$201,017

The following table provides a breakdown of the liability for losses and LAE by type of exposure for the years ended December 31, 2016 and 2015 for the StarStone segment:

	2016			2015		
	OLR	IBNR	Total	OLR	IBNR	Total
	(in thousands of U.S. dollars)					
General casualty	$91,586	$190,489	$282,075	$84,614	$162,679	247,293
Workers' compensation/personal accident	54,395	89,939	144,334	32,636	50,950	83,586
Marine, aviation and transit	155,857	96,067	251,924	161,439	84,923	246,362
Other	199,861	164,363	364,224	177,749	165,259	343,008
Total	$501,699	$540,858	$1,042,557	$456,438	$463,811	$920,249
ULAE			16,825			13,429
Total			$1,059,382			$933,678

Quarterly Reserve Reviews

The reserve for losses and loss expenses is reviewed on a quarterly basis. Each quarter, paid and incurred loss development is reviewed to determine whether it is consistent with expected development. Loss development is examined separately by class of business, and large individual losses or loss events are examined separately from regular attritional development. Discussions are held with appropriate personnel including underwriters, claims adjusters, actuaries, accountants and attorneys to fully understand quarterly loss development and implications for the quarter-end reserve balances. Based on analysis of the loss development data and the associated discussions, management determines whether any adjustment is necessary to quarter-end reserve balances.

Net Incurred Losses and LAE

Non-life Run-off, Atrium and StarStone

The change in our estimated total loss reserves for both latent and all other exposures compared to that of the previous period, less net losses paid during the period, is recorded as net incurred losses and LAE on our statement of earnings for the period. Our estimated total loss reserve at December 31, 2016 was determined by estimating the ultimate losses and deducting paid-to-date losses. The estimated ultimate losses, for both latent and all other (non-latent) liabilities, were determined by the amount of advised case reserves and the application of the actuarial methodologies described above to estimate IBNR reserves. Future changes in our estimates of ultimate losses are likely to have a significant impact on future operating results. Our operating objective is to commute our loss exposures and manage non-commuted loss development in a disciplined manner such that future incurred loss development will be less than expected. A combination of future commutations and better-than-expected incurred loss development of non-commuted exposures could improve the trend of loss development and, after the application of actuarial methodologies to the improved trend, reduce the December 31, 2016 estimates of ultimate losses with a positive impact on our future results. However, it is not possible to project future commutation settlements or whether incurred loss development will be better than expected, and it is possible that ultimate loss reserves could increase based on the factors discussed herein.

Policy Benefits for Life and Annuity Contracts

Policy benefits for life and annuity contracts as at December 31, 2016 and 2015 were as follows:

	December 31, 2016	December 31, 2015
	(in thousands of U.S. dollars)	
Life	$112,095	$126,321
Annuities	—	—
	112,095	126,321
Fair value adjustments	—	—
	$112,095	$126,321

Our policy benefits for life and annuity contracts (or policy benefits) are estimated using standard actuarial techniques and cash flow models. We establish and maintain our policy benefits at a level that we estimate will, when taken together with future premium payments and investment income expected to be earned on associated premiums, be sufficient to support future cash flow benefit obligations and third-party servicing obligations as they become payable. We review our policy benefits regularly and perform loss recognition testing based upon cash flow projections. Since the development of the policy benefits is based upon cash flow projection models, we must make estimates and assumptions based on experience and industry mortality tables, longevity and morbidity rates, lapse rates, expenses and investment experience, including a provision for adverse deviation. The assumptions used to determine policy benefits are determined at the inception of the contracts, reviewed and adjusted at the point of acquisition as required, and are locked-in throughout the life of the contract unless a premium deficiency develops. The assumptions are reviewed no less than annually and are unlocked if they would result in a material adverse reserve change. We establish these estimates based upon transaction-specific historical experience, information provided by the ceding company for the assumed business and industry experience. Actual results could differ materially from these estimates. As the experience on the contracts emerges, the assumptions are reviewed by management. We determine whether actual and anticipated experience indicates that existing policy benefits, together with the present value of future gross premiums, are sufficient to cover the present value of future benefits, settlement and maintenance costs and to recover unamortized acquisition costs. If such a review indicates that policy benefits should be greater than those currently held, then the locked-in assumptions are revised and a charge for policy benefits is recognized at that time.

During the years ended December 31, 2016, 2015 and 2014, there were no adjustments to the locked-in assumptions for these policy benefits.

Reinsurance Balances Recoverable

Our acquired insurance and reinsurance subsidiaries in all four of our business segments, prior to acquisition by us, used retrocessional agreements to reduce their exposure to the risk of insurance and reinsurance they assumed. Loss reserves represent total gross losses, and reinsurance receivables represent anticipated recoveries of a portion of those unpaid losses as well as amounts receivable from reinsurers with respect to claims that have already been paid. While reinsurance arrangements are designed to limit losses and to permit recovery of a portion of direct unpaid losses, reinsurance does not relieve us of our liabilities to our insureds or reinsureds. Therefore, we evaluate and monitor concentration of credit risk among our reinsurers, including companies that are insolvent, in run-off or facing financial difficulties. Provisions are made for amounts considered potentially uncollectible.

In addition to the acquired retrocessional agreements, on an annual basis, our active underwriting subsidiaries purchase tailored outwards reinsurance programs designed to manage their risk profiles. The majority of the total third-party reinsurance cover for our active underwriting subsidiaries is with Lloyd’s Syndicates or other reinsurers rated A- or better.

To estimate the provision for uncollectible reinsurance recoverable, the reinsurance recoverable is first allocated to applicable reinsurers. As part of this process, ceded IBNR is allocated by reinsurer. We use a detailed analysis to estimate uncollectible reinsurance. The primary components of the analysis are reinsurance recoverable balances by reinsurer and bad debt provisions applied to these balances to determine the portion of a reinsurer’s balance deemed to be uncollectible. These provisions require considerable judgment and are determined using the current rating, or rating equivalent, of each reinsurer (in order to determine its ability to settle the reinsurance balances) as well as other key considerations and assumptions, such as claims and coverage issues.

Premium Revenue Recognition

Non-life Run-off, Atrium and StarStone

Our premiums written are earned on a pro-rata basis over the coverage period. Our reinsurance premiums are recorded at the inception of the policy, unless policy language stipulates otherwise, and are estimated based upon information in underlying contracts and information provided by clients and/or brokers. A change in reinsurance premium estimates is made when additional information regarding changes in underlying exposures is obtained. Such changes in estimates are expected and may result in significant adjustments in future periods. We record any adjustments as premiums written in the period they are determined.

With respect to retrospectively rated contracts (where additional premium would be due should losses exceed pre-determined contractual thresholds), any additional premiums are based upon contractual terms, and management judgment is involved in estimating the amount of losses that we expect to be ceded. We would recognize additional premiums at the time loss thresholds specified in the contract are exceeded and are earned over the coverage period, or are earned immediately if the period of risk coverage has passed. Changes in estimates of losses recorded on contracts with additional premium features would result in changes in additional premiums recognized.

Life and Annuities

We generally recognize premiums from term life insurance, credit life and disability insurance and assumed life reinsurance as revenue when due from policyholders. Term life insurance, assumed life reinsurance and credit life and disability insurance policies include those contracts with fixed and guaranteed premiums and benefits. We match benefits and expenses with revenue to result in the recognition of profit over the life of the contracts.

Investments

Valuation of Investments

Our non-life run-off, active underwriting and life and annuity businesses invest in trading portfolios of fixed maturity and short-term investments and equities, and an available-for-sale portfolio of fixed maturity investments. We record both the trading and available-for-sale portfolios at fair value on our balance sheet. For our trading portfolios, the unrealized gain or loss associated with the difference between the fair value and the amortized cost of the investments is recorded in net earnings. For our available-for-sale portfolios, the unrealized gain or loss (other than credit losses) is excluded from net earnings and reported as a separate component of accumulated other comprehensive income.

Our other investments comprise investments in various private equities and private equity funds, fixed income funds, fixed income and multi-strategy hedge funds, equity funds, real estate debt funds and CLO equity funds, as well as direct investments in CLO equities. All of these other investments are recorded at fair value.

We measure fair value in accordance with ASC 820, Fair Value Measurements. The guidance dictates a framework for measuring fair value and a fair value hierarchy based on the quality of inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments.
- Level 2 - Valuations based on quoted prices in active markets for similar assets or liabilities, quoted prices for identical assets or liabilities in inactive markets, or for which significant inputs are observable (e.g. interest rates, yield curves, prepayment speeds, default rates, loss severities, etc.) or can be corroborated by observable market data
- Level 3 - Valuations based on unobservable inputs where there is little or no market activity. Unadjusted third party pricing sources or management's assumptions and internal valuation models may be used to determine the fair values.

When the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement in its entirety. Thus, a Level 3 fair value measurement may include inputs that are observable (Level 1 and 2) and unobservable (Level 3).

The use of valuation techniques may require a significant amount of judgment. During periods of market disruption, including periods of rapidly widening credit spreads or illiquidity, it may be difficult to value certain of our securities if trading becomes less frequent or market data becomes less observable.

Fixed Maturity Investments

Fixed maturity investments are subject to fluctuations in fair value due to changes in interest rates, changes in issuer-specific circumstances such as credit rating and changes in industry-specific circumstances such as movements in credit spreads based on the market's perception of industry risks. As a result of these potential fluctuations, it is possible to have significant unrealized gains or losses on a security. At maturity, absent any credit loss, fixed maturity investments' amortized cost will equal their fair value and no realized gain or loss will be recognized in income. If, due to an unforeseen change in loss payment patterns, we need to sell any available-for-sale investments before maturity, we could realize significant gains or losses in any period, which could have a meaningful effect on reported net income for such period.

We perform regular reviews of our available-for-sale fixed maturities portfolios and utilize a process that considers numerous indicators in order to identify investments that are showing signs of potential other-than-temporary impairment losses. These indicators include the length of time and extent of the unrealized loss, any specific adverse conditions, historic and implied volatility of the security, failure of the issuer of the security to make scheduled interest payments, significant rating changes and recoveries or additional declines in fair value subsequent to the balance sheet date. The consideration of these indicators and the estimation of credit losses involve significant management judgment.

Any other-than-temporary impairment loss, or OTTI, related to a credit loss would be recognized in earnings, and the amount of the OTTI related to other factors (e.g. interest rates, market conditions, etc.) is recorded as a component of other comprehensive income. If no credit loss exists but either we have the intent to sell the fixed maturity investment or it is more likely than not that we will be required to sell the fixed maturity investment before its anticipated recovery, then the entire unrealized loss is recognized in earnings.

For the years ended December 31, 2016, 2015 and 2014, we did not recognize any other-than-temporary impairment charges through earnings.

The fair values for all securities in the fixed maturity investments portfolio are independently provided by the investment accounting service providers, investment managers and investment custodians, each of which utilize internationally recognized independent pricing services. We record the unadjusted price provided by the investment accounting service providers, investment managers or investment custodians and validate this price through a process that includes, but is not limited to: (i) comparison of prices against alternative pricing sources; (ii) quantitative analysis (e.g. comparing the quarterly return for each managed portfolio to its target benchmark); (iii) evaluation of methodologies used by external parties to estimate fair value, including a review of the inputs used for pricing; and (iv) comparing the price to our knowledge of the current investment market. Our internal price validation procedures and review of fair value methodology documentation provided by independent pricing services have not historically resulted in adjustment in the prices obtained from the pricing service.

The independent pricing services used by the investment accounting service providers, investment managers and investment custodians obtain actual transaction prices for securities that have quoted prices in active markets. Where we utilize single unadjusted broker-dealer quotes, they are generally provided by market makers or broker-dealers who are recognized as market participants in the markets in which they are providing the quotes. For determining the fair value of securities that are not actively traded, in general, pricing services use "matrix pricing" in which the independent pricing service uses observable market inputs including, but not limited to, reported trades, benchmark yields, broker-dealer quotes, interest rates, prepayment speeds, default rates and such other inputs as are available from market sources to determine a reasonable fair value. In addition, pricing services use valuation models, using observable data, such as an Option Adjusted Spread model, to develop prepayment and interest rate scenarios. The Option Adjusted Spread model is commonly used to estimate fair value for securities such as mortgage-backed and asset-backed securities.

Where pricing is unavailable from pricing services, such as in periods of low trading activity or when transactions are not orderly, we obtain non-binding quotes from broker-dealers. Where significant inputs are unable to be corroborated with market observable information, we classify the securities as Level 3.

Equities
Our investments in equities are predominantly traded on the major exchanges and are primarily managed by our external advisors. We use an internationally recognized pricing service to estimate the fair value of our equities. Our equities are widely diversified and there is no significant concentration in any specific industry.
We have categorized all of our investments in equities other than preferred stock as Level 1 investments because the fair values of these investments are based on quoted prices in active markets for identical assets or liabilities. The fair value estimates of our investments in preferred stock are based on observable market data and, as a result, have been categorized as Level 2.
Other Investments, at fair value
We have ongoing due diligence processes with respect to the other investments carried at fair value in which we invest and their managers. These processes are designed to assist us in assessing the quality of information provided by, or on behalf of, each fund and in determining whether such information continues to be reliable or whether further review is warranted. Certain funds do not provide full transparency of their underlying holdings; however, we obtain the audited financial statements for funds annually, and regularly review and discuss the fund performance with the fund managers to corroborate the reasonableness of the reported net asset values ("NAV").
The use of NAV as an estimate of the fair value for investments in certain entities that calculate NAV is a permitted practical expedient. Due to the time lag in the NAV reported by certain fund managers we adjust the valuation for capital calls and distributions. Other investments measured at fair value using NAV as a practical expedient have not been classified in the fair value hierarchy. Other investments for which we do not use NAV as a practical expedient have been valued using prices from independent pricing services, investment managers and broker-dealers.
For our investments in private equities and private equity funds, we measure fair value by obtaining the most recently available NAV from the external fund manager or third-party administrator. The fair values of these investments are measured using the NAV as a practical expedient and therefore have not been categorized within the fair value hierarchy.
Our investments in fixed income funds and equity funds are valued based on a combination of prices from independent pricing services, external fund managers or third-party administrators. For the publicly available prices we have classified the investments as Level 2. For the non-publicly available prices we are using NAV as a practical expedient and therefore these have not been categorized within the fair value hierarchy.
For our investments in fixed income and multi-strategy hedge funds, we measure fair value by obtaining the most recently available NAV as advised by the external fund manager or third-party administrator. The fair values of these investments are measured using the NAV as a practical expedient and therefore have not been categorized within the fair value hierarchy. In December 2016, we sold our multi-strategy hedge fund investment.
Our investment in the real estate debt fund was valued based on the most recently available NAV from the external fund manager. The fair value of this investment was measured using the NAV practical expedient and therefore has not been categorized within the fair value hierarchy. As at March 31, 2016, this fund was fully redeemed.
We measure the fair value of our direct investment in CLO equities based on valuations provided by our external CLO equity manager. If the investment does not involve an external CLO equity manager, the fair value of the investment is valued based on valuations provided by the broker or lead underwriter of the investment (the "broker"). Our CLO equity investments have been classified as Level 3 due to the use of unobservable inputs in the valuation and the limited number of relevant trades in secondary markets.
In providing valuations, the CLO equity manager and brokers use observable and unobservable inputs. Of the significant unobservable market inputs used, the default and loss severity rates involve the most judgment and create the most sensitivity. A significant increase or decrease in either of these significant inputs in isolation would result in lower or higher fair value estimates for direct investments in CLO equities and, in general, a change in default rate assumptions will be accompanied by a directionally similar change in loss severity rate assumptions. Collateral spreads and estimated maturity dates are less subjective inputs because they are based on the historical average of actual spreads and the weighted-average life of the current underlying portfolios, respectively. A significant increase or decrease in either of these significant inputs in isolation would result in higher or lower fair value estimates for direct investments in CLO equities. In general, these inputs have no significant interrelationship with each other or

with default and loss severity rates.

On a quarterly basis, we receive the valuation from the external CLO manager and brokers and then review the underlying cash flows and key assumptions used by them. We review and update the significant unobservable inputs based on information obtained from secondary markets. These inputs are our responsibility and we assess the reasonableness of the inputs (and if necessary, update the inputs) through communicating with industry participants, monitoring of the transactions in which we participate (for example, to evaluate default and loss severity rate trends), and reviewing market conditions, historical results, and emerging trends that may impact future cash flows.

If valuations from the external CLO equity manager or brokers are not available, we use an income approach based on certain observable and unobservable inputs to value these investments. An income approach is also used to corroborate the reasonableness of the valuations provided by the external manager and brokers. Where an income approach is followed, the valuation is based on available trade information, such as expected cash flows and market assumptions on default and loss severity rates. Other inputs used in the valuation process include asset spreads, loan prepayment speeds, collateral spreads and estimated maturity dates.

For our investments in CLO equity funds, we measure fair value by obtaining the most recently available NAV as advised by the external fund manager or third party administrator. The fair values of these investments are measured using the NAV as a practical expedient and therefore have not been categorized within the fair value hierarchy.

For our investments in call options on publicly traded equities, we measure fair value by obtaining the latest option price as of our reporting date. These are classified as Level 2. As at December 31, 2016, the call option had been exercised.

Certain funds are subject to gates or side-pockets, where redemptions are subject to the sale of underlying investments. A gate is the ability to deny or delay a redemption request, whereas a side-pocket is a designated account for which the investor loses its redemption rights. As at December 31, 2016, we had $0.5 million of fixed income hedge funds subject to gates or side-pockets.

A review of fair value hierarchy classifications is conducted on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification for certain financial assets and liabilities. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in/out of the Level 3 category as of the end of the quarter in which the reclassifications occur.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired. We perform an initial valuation of our goodwill assets and assess goodwill for impairment on an annual basis. If, as a result of the assessment, we determine the value of our goodwill asset is impaired, goodwill is written down in the period in which the determination is made.

Intangible Assets

Intangible assets represent the fair value adjustments related to unpaid losses and loss expenses, unearned premium, reinsurance balances recoverable and policy benefits for life and annuity contracts along with the fair values of Lloyd’s syndicate capacity, customer relationships, management contract and brand arising from the acquisition of Atrium and the syndicate capacity, U.S. insurance licenses, technology and brand arising from the acquisition of StarStone. Definite-lived intangible assets are amortized over their estimated useful lives. We recognize the amortization of all intangible assets in our consolidated statement of earnings. Indefinite-lived intangible assets are not subject to amortization. The carrying values of intangible assets are reviewed for indicators of impairment on at least an annual basis or sooner whenever events or changes in circumstances indicate that the assets may be impaired. Impairment is recognized if the carrying values of the intangible assets are not recoverable from their undiscounted cash flows and is measured as the difference between the carrying value and the fair value.

Redeemable Noncontrolling Interest

In connection with the acquisitions of Arden, Atrium and StarStone, certain subsidiaries have issued shares to a noncontrolling interest. These shares provide certain redemption rights to the holder, which may be settled in Enstar’s own shares or cash, at our option. We classify redeemable noncontrolling interests with redemption features that are not solely within our control within temporary equity in our consolidated balance sheets and carry them at the redemption value, which is fair value. We recognize changes in the fair value that exceed the carrying value of redeemable noncontrolling interest through retained earnings as if the balance sheet date were also the redemption date.

Deferred Charges

Retroactive reinsurance policies provide indemnification of losses and LAE with respect to past loss events. At the inception of a contract, a deferred charge asset is recorded for the excess, if any, of the estimated ultimate losses payable over the premiums received. Deferred charges, recorded in other assets, are amortized over the estimated claim payment period of the related contract with the periodic amortization reflected in earnings as a component of losses and LAE. Deferred charges amortization is adjusted periodically to reflect new estimates of the amount and timing of remaining loss payments. Changes in the estimated amount and the timing of payments of unpaid losses may have an effect on the unamortized deferred charges and the amount of periodic amortization.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following risk management discussion and the estimated amounts generated from sensitivity analysis presented are forward-looking statements of market risk assuming certain market conditions occur. Future results may differ materially from these estimated results due to, among other things, actual developments in the global financial markets, changes in the composition of our investment portfolio, or changes in our business strategies. The results of analysis we use to assess and mitigate risk are not projections of future events or losses. See "Cautionary Statement Regarding Forward-Looking Statements" for additional information regarding our forward-looking statements.

We are principally exposed to four types of market risk: interest rate risk; credit risk; equity price risk and foreign currency risk. Our policies to address these risks in 2016 were not materially different than those used in 2015 other than as described herein, and, based on our current knowledge and expectations, we do not currently anticipate significant changes in our market risk exposures or in how we will manage those exposures in future reporting periods.

Interest Rate Risk

Interest rate risk is the price sensitivity of a security to changes in interest rates. Our investment portfolio includes fixed maturity and short-term investments, whose fair values will fluctuate with changes in interest rates. We attempt to maintain adequate liquidity in our fixed maturity investments portfolio with a strategy designed to emphasize the preservation of our invested assets and provide sufficient liquidity for the prompt payment of claims and contract liabilities, as well as for settlement of commutation payments. We also monitor the duration and structure of our investment portfolio.

The following table summarizes the aggregate hypothetical change in fair value from an immediate parallel shift in the treasury yield curve, assuming credit spreads remain constant, in our fixed maturity and short-term investments portfolio classified as trading and available-for-sale as at December 31, 2016 and 2015 :

	Interest Rate Shift in Basis Points				
As at December 31, 2016	-100	-50	—	+50	+100
	(in millions of U.S. dollars)				
Total Market Value	$5,040	$4,969	$4,879	$4,830	$4,762
Market Value Change from Base	3.3 %	1.8 %	—	(1.0)%	(2.4)%
Change in Unrealized Value	$161	$90	$—	$(49)	$(117)
As at December 31, 2015	-100	-50	—	+50	+100
Total Market Value	$5,279	$5,213	$5,116	$5,086	$5,027
Market Value Change from Base	3.2 %	1.9 %	—	(0.6)%	(1.7)%
Change in Unrealized Value	$163	$97	$—	$(30)	$(89)

Actual shifts in interest rates may not change by the same magnitude across the maturity spectrum or on an individual security and, as a result, the impact on the fair value of our fixed maturity securities and short-term investments portfolio may be materially different from the resulting change in realized value indicated in the table above.

Credit Risk

Credit risk relates to the uncertainty of a counterparty’s ability to make timely payments in accordance with contractual terms of the instrument or contract. We are exposed to direct credit risk primarily within our portfolios of fixed maturity and short-term investments, and through customers, brokers and reinsurers in the form of premiums receivable and reinsurance recoverables, respectively, as discussed below.

Fixed Maturity and Short-Term Investments

As a holder of fixed maturity and short-term investments and mutual funds, we also have exposure to credit risk as a result of investment ratings downgrades or issuer defaults. In an effort to mitigate this risk, our investment portfolio consists primarily of investment grade-rated, liquid, fixed maturity investments of short-to-medium duration and mutual funds. A table of credit ratings for our fixed maturity and short-term investments is in "Note 6 - Investments" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K. At December 31, 2016, 52.2% of our fixed maturity and short-term investment portfolio was rated AA or higher by a major rating agency (December 31, 2015: 49.6%) with 4.6% rated lower than BBB- (December 31, 2015: 5.0%). The portfolio as a whole had an average credit quality rating of A+ as at December 31, 2016 (December 31, 2015: A+). In addition, we manage our portfolio pursuant to guidelines that follow what we believe are prudent standards of diversification.

The guidelines limit the allowable holdings of a single issue and issuers and, as a result, we do not believe we have significant concentrations of credit risk.

Reinsurance

We have exposure to credit risk as it relates to our reinsurance balances recoverable. Our insurance subsidiaries remain liable to the extent that retrocessionaires do not meet their contractual obligations and, therefore, we evaluate and monitor concentration of credit risk among our reinsurers. A discussion of our reinsurance balances recoverable is in "Note 10 - Reinsurance Balances Recoverable" in the notes to our consolidated financial statements included within Item 8 of this Annual Report.

As at December 31, 2016, our reinsurance balances recoverable included $242.1 million from a related party and equity method investee, KaylaRe Ltd., amongst other balances, as discussed in "Note 21 - Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report.

Funds Held

Under funds held arrangements, the reinsured company has retained funds that would otherwise have been remitted to our reinsurance subsidiaries. The funds balance is credited with investment income and losses payable are deducted. We are subject to credit risk if the reinsured company is unable to honor the value of the funds held balances, such as in the event of insolvency. However, we generally have the contractual ability to offset any shortfall in the payment of the funds held balances with amounts owed by us to the reinsured for losses payable and other amounts contractually due. Our funds held are shown under two categories on the consolidated balance sheets, where funds held upon which we receive the underlying portfolio economics are shown as "Funds held - directly managed", and funds held where we receive a fixed crediting rate are shown as "Funds held by reinsured companies". Both types of funds held are subject to credit risk. We routinely monitor the creditworthiness of reinsured companies with whom we have funds held arrangements. We have a significant concentration of $1.0 billion with one reinsured company, which has financial strength credit ratings of A+ from A.M. Best and AA from Standard & Poor's.

Equity Price Risk

Our portfolio of equity investments, including the equity funds included in other investments (collectively, "equities at risk"), has exposure to equity price risk, which is the risk of potential loss in fair value resulting from adverse changes in stock prices. Our global equity portfolio is correlated with a blend of the S&P 500 and MSCI World indices and changes in this blend of indices would approximate the impact on our portfolio. The fair value of our equities at risk at December 31, 2016 was $318.6 million (December 31, 2015: $258.9 million). At December 31, 2016, the impact of a 10% decline in the overall market prices of our equities at risk would be $31.9 million (December 31, 2015: $25.9 million), on a pre-tax basis.

Foreign Currency Risk

Our foreign currency policy is to broadly manage, where possible, our foreign currency risk by seeking to match our liabilities under insurance and reinsurance policies that are payable in foreign currencies with assets that are denominated in such currencies, subject to regulatory constraints. In addition, we may selectively utilize foreign currency forward contracts to mitigate foreign currency risk. To the extent our foreign currency exposure is not matched or hedged, we may experience foreign exchange losses or gains, which would be reflected in our results of operations and financial condition.

Through our subsidiaries located in various jurisdictions, we conduct our insurance and reinsurance operations in a variety of non-U.S. currencies. The functional currency for the majority of our subsidiaries is the U.S. dollar. Fluctuations in foreign currency exchange rates relative to a subsidiary's functional currency will have a direct impact on the valuation of our assets and liabilities denominated in other currencies. All changes in foreign exchange rates, with the exception of non-U.S. dollar denominated investments classified as available-for-sale, are recognized in foreign exchange gains (losses) in our consolidated statements of earnings. Changes in foreign exchange rates relating to non-U.S. dollar denominated investments classified as available-for-sale are recorded in unrealized gains (losses) on investments, which is a component of accumulated other comprehensive income (loss) in shareholders' equity.

We have exposure to foreign currency risk through our ownership of European, British, Canadian, and Australian subsidiaries whose functional currencies are the Euro, British pound, Canadian dollar, and Australian dollar, respectively. The foreign exchange gain or loss resulting from the translation of their financial statements from functional currency into U.S. dollars is recorded in the currency translation adjustment account, which is a component of accumulated other comprehensive income (loss) in shareholders’ equity. During the year ended December 31, 2016, we borrowed Euros under the EGL Revolving Credit Facility to hedge the foreign currency exposure on our net investment in certain of our subsidiaries whose functional currency is denominated in Euros. During the year ended December 31, 2016, we entered into forward exchange contracts to hedge the foreign currency exposure on our net investment in certain of our subsidiaries whose functional currencies are denominated in Canadian and Australian dollars. The loan and the forward contracts are discussed in "Note 15 - Loans Payable" and "Note 9 - Derivative Instruments", respectively, in the notes to our consolidated financial statements included within Item 8 of this Annual Report. We utilize hedge accounting to record the foreign exchange gain or loss on these instruments in the currency translation account.

The table below summarizes our net exposures as at December 31, 2016 and 2015 to foreign currencies:

2016	GBP	Euro	AUD	CDN	Other	Total
	(in millions of U.S. dollars)					
Total net foreign currency exposure	$20.6	$17.9	$12.2	$26.6	$ 5.2	$82.5
Pre-tax impact of a 10% movement of the U.S. dollar[(1)]	$2.1	$1.8	$1.2	$2.7	$ 0.5	$8.3

2015	GBP	Euro	AUD	CDN	Other	Total
	(in millions of U.S. dollars)					
Total net foreign currency exposure	$77.2	$108.2	$175.9	$55.2	$ 9.1	$425.6
Pre-tax impact of a 10% movement of the U.S. dollar[(1)]	$7.7	$10.8	$17.6	$5.5	$ 0.9	$42.5

[(1)] Assumes 10% change in U.S. dollar relative to other currencies

Effects of Inflation

We do not believe that inflation has had or will have a material effect on our consolidated results of operations, however, the actual effects of inflation on our results cannot be accurately known until claims are ultimately resolved. Inflation may affect the value of our assets, as well as our liabilities including losses and LAE (by causing the cost of claims to rise in the future). Although loss reserves are established to reflect likely loss settlements at the date payment is made, we would be subject to the risk that inflation could cause these costs to increase above established reserves.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS AND SCHEDULES

	Page
CONSOLIDATED FINANCIAL STATEMENTS	
Report of Independent Registered Public Accounting Firm	102
Consolidated Balance Sheets as of December 31, 2016 and 2015	103
Consolidated Statements of Earnings for the years ended December 31, 2016, 2015 and 2014	104
Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014	105
Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2016, 2015 and 2014	106
Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2016	108
Notes to the Consolidated Financial Statements	109
FINANCIAL STATEMENT SCHEDULES	
I. Summary of Investments Other than Investments in Related Parties	197
II. Condensed Financial Information of Registrant	198
III. Supplementary Insurance Information	201
IV. Reinsurance	202
V. Valuation and Qualifying Accounts	203
VI. Supplementary Information Concerning Property/Casualty Insurance Operations	204

Schedules other than those listed above are omitted as they are not applicable or the information has been included in the consolidated financial statements, notes thereto, or elsewhere herein.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of
Enstar Group Limited:

We have audited the accompanying consolidated balance sheets of Enstar Group Limited and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of earnings, comprehensive income, changes in shareholders’ equity, and cash flows for each of the years in the three-year period ended December 31, 2016. In connection with our audits of the consolidated financial statements, we also have audited financial statement Schedules I, II, III, IV, V and VI as of December 31, 2016 and 2015, and for each of the years in the three-year period ended December 31, 2016. These consolidated financial statements and financial statement Schedules are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement Schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Enstar Group Limited and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement Schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Enstar Group Limited’s internal control over financial reporting as of December 31, 2016, based on the criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 27, 2017 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

/s/ KPMG Audit Limited
Hamilton, Bermuda
February 27, 2017

ENSTAR GROUP LIMITED
CONSOLIDATED BALANCE SHEETS
As of December 31, 2016 and 2015

	2016	2015
	(expressed in thousands of U.S. dollars, except share data)	
ASSETS		
Short-term investments, trading, at fair value	$ 222,918	$ 85,104
Short-term investments, available-for-sale, at fair value (amortized cost: 2016 — $287; 2015 — $8,630)	268	8,622
Fixed maturities, trading, at fair value	4,388,242	4,728,521
Fixed maturities, available-for-sale, at fair value (amortized cost: 2016 — $269,577; 2015 — $300,160)	267,499	293,679
Equities, trading, at fair value	95,047	111,495
Other investments, at fair value	937,047	980,289
Other investments, at cost	131,651	133,071
Total investments	6,042,672	6,340,781
Cash and cash equivalents	954,871	795,245
Restricted cash and cash equivalents	363,774	499,924
Funds held - directly managed	994,665	—
Premiums receivable	406,676	381,412
Deferred tax assets	11,374	29,906
Prepaid reinsurance premiums	219,115	121,427
Reinsurance balances recoverable	1,460,743	1,451,921
Funds held by reinsured companies	82,073	92,798
Deferred acquisition costs	58,114	89,123
Goodwill and intangible assets	184,855	191,304
Other assets	842,356	509,110
Assets held for sale	1,244,456	1,269,583
TOTAL ASSETS	$ 12,865,744	$ 11,772,534
LIABILITIES		
Losses and loss adjustment expenses	$ 5,987,867	$ 5,720,149
Policy benefits for life and annuity contracts	112,095	126,321
Unearned premiums	548,343	542,771
Insurance and reinsurance balances payable	394,021	271,801
Deferred tax liabilities	28,356	32,990
Loans payable	673,603	599,750
Other liabilities	705,318	350,752
Liabilities held for sale	1,150,787	1,189,554
TOTAL LIABILITIES	9,600,390	8,834,088
COMMITMENTS AND CONTINGENCIES		
REDEEMABLE NONCONTROLLING INTEREST	454,522	417,663
SHAREHOLDERS’ EQUITY		
Share capital authorized, issued and fully paid, par value $1 each (authorized 2016 and 2015: 156,000,000):		

Ordinary shares (issued and outstanding 2016: 16,175,250; 2015: 16,133,334)	16,175	16,133
Non-voting convertible ordinary shares:		
Series A (issued 2016: nil; 2015: 2,972,892)	—	2,973
Series C (issued and outstanding 2016: 2,792,157; 2015: 2,725,637)	2,792	2,726
Series E (issued and outstanding 2016: 404,771; 2015: 404,771)	405	405
Series C Preferred Shares (issued and outstanding 2016: 388,571; 2015: nil)	389	—
Treasury shares at cost (Preferred shares 2016: 388,571; Series A non-voting convertible ordinary shares 2015: 2,972,892)	(421,559)	(421,559)
Additional paid-in capital	1,380,109	1,373,044
Accumulated other comprehensive loss	(23,549)	(35,162)
Retained earnings	1,847,550	1,578,312
Total Enstar Group Limited Shareholders' Equity	2,802,312	2,516,872
Noncontrolling interest	8,520	3,911
TOTAL SHAREHOLDERS' EQUITY	2,810,832	2,520,783
TOTAL LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST AND SHAREHOLDERS' EQUITY	$ 12,865,744	$ 11,772,534

See accompanying notes to the consolidated financial statements

ENSTAR GROUP LIMITED
CONSOLIDATED STATEMENTS OF EARNINGS
For the Years Ended December 31, 2016, 2015 and 2014

	2016	2015	2014
	(expressed in thousands of U.S. dollars, except share and per share data)		
INCOME			
Net premiums earned	$823,514	$753,744	$542,991
Fees and commission income	39,364	39,347	34,919
Net investment income	185,463	122,564	66,024
Net realized and unrealized gains (losses)	77,818	(41,523)	51,991
Other income	4,836	30,328	14,149
	1,130,995	904,460	710,074
EXPENSES			
Net incurred losses and loss adjustment expenses	174,099	104,333	9,146
Life and annuity policy benefits	(2,038)	(546)	84
Acquisition costs	186,569	163,716	117,542
General and administrative expenses	423,734	389,159	337,120
Interest expense	20,642	19,403	12,922
Net foreign exchange losses	665	3,373	5,962
	803,671	679,438	482,776
EARNINGS BEFORE INCOME TAXES	327,324	225,022	227,298
INCOME TAXES	(34,874)	(12,650)	(5,601)
NET EARNINGS FROM CONTINUING OPERATIONS	292,450	212,372	221,697
NET EARNINGS (LOSS) FROM DISCONTINUING OPERATIONS, NET OF INCOME TAX EXPENSE	11,963	(2,031)	5,539
NET EARNINGS	304,413	210,341	227,236
Less: Net loss (earnings) attributable to noncontrolling interest	(39,606)	9,950	(13,487)
NET EARNINGS ATTRIBUTABLE TO ENSTAR GROUP LIMITED	$264,807	$220,291	$213,749
Earnings per ordinary share attributable to Enstar Group Limited:			
Basic:			
Net earnings from continuing operations	$13.10	$11.55	$11.31
Net earnings (loss) from discontinuing operations	0.62	(0.11)	0.30
Net earnings per ordinary share	$13.72	$11.44	$11.61
Diluted:			
Net earnings from continuing operations	$13.00	$11.46	$11.15
Net earnings (loss) from discontinuing operations	0.62	(0.11)	0.29
Net earnings per ordinary share	$13.62	$11.35	$11.44
Weighted average ordinary shares outstanding:			
Basic	19,299,426	19,252,072	18,409,069
Diluted	19,447,241	19,407,756	18,678,130

See accompanying notes to the consolidated financial statements

ENSTAR GROUP LIMITED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended December 31, 2016, 2015 and 2014

	2016	2015	2014
	(expressed in thousands of U.S. dollars)		
NET EARNINGS	$304,413	$210,341	$227,236
Other comprehensive income (loss), net of tax:			
Unrealized holding gains (losses) on fixed income investments arising during the year	4,776	(3,219)	(6,297)
Reclassification adjustment for net realized gains included in net earnings	(384)	(266)	(58)
Unrealized gains (losses) arising during the year, net of reclassification adjustment	4,392	(3,485)	(6,355)
Decrease (increase) in defined benefit pension liability	3,079	3	