

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of report (Date of earliest event reported): February 22, 2024

Enstar Group Limited
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation)

001-33289
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

A.S. Cooper Building, 4th Floor, 26 Reid Street
Hamilton, Bermuda HM 11
(Address of principal executive offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>	
Ordinary shares, par value \$1.00 per share	ESGR	The NASDAQ Stock Market	LLC
Depository Shares, Each Representing a 1/1,000th Interest in a 7.00% Fixed-to-Floating Rate	ESGRP	The NASDAQ Stock Market	LLC
Perpetual Non-Cumulative Preferred Share, Series D, Par Value \$1.00 Per Share			
Depository Shares, Each Representing a 1/1,000th Interest	ESGRO	The NASDAQ Stock Market	LLC
in a 7.00% Perpetual Non-Cumulative Preferred Share, Series E, Par Value \$1.00 Per Share			

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

Emerging Growth Company

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

Item 7.01. Regulation FD Disclosure.

On February 22, 2024, Enstar Group Limited (the "Company") released an investor presentation regarding, among other things, the Company's financial results for the year ended December 31, 2023 (the "Investor Presentation"), a copy of which is furnished with this report as Exhibit 99.1 and incorporated herein by reference, and an audio update discussing its results for the year ended December 31, 2023 (the "Audio Update" and, together with the Investor Presentation, the "Year-End Update Materials"). The Company expects to use the Investor Presentation from time to time in connection with presentations to potential investors, industry analysts and others. The Year-End Update Materials are available on the "Investor Relations" page of the Company's website located at www.enstargroup.com.

By filing this Current Report on Form 8-K and furnishing the information in this Item 7.01, the Company makes no admission as to the materiality of any information in the Year-End Update Materials that is required to be disclosed solely by reason of Regulation FD.

The information contained in the Year-End Update Materials includes summary information and forward-looking information relating to the Company's performance that is intended to be considered in the context of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in the Year-End Update Materials, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

Item 9.01. Financial Statements and Exhibits

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	2023 Year-End Investor Presentation
101	Pursuant to Rule 406 of Regulation S-T, the cover page information in formatted in Inline XBRL
104	Cover page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101)

SIGNATURES

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

February 22, 2024

ENSTAR GROUP LIMITED

By: /s/ Matthew Kirk
Matthew Kirk
Chief Financial Officer



Enstar Group Overview

Q4 2023

Year-End Review

February 2024

enstargroup.com



DISCLAIMER

For more complete information about Enstar Group Limited, you should read our reports filed with the SEC. You may get these documents for free through EDGAR on the SEC website at www.sec.gov, or through our website at <https://investor.enstargroup.com/sec-filings>.



INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This presentation, and oral statements made with respect to information contained in this presentation, may include certain forward-looking statements regarding our views with respect to our business, operations, loss reserves, strategy, investment portfolio, economic model, and our expected performance for future periods, as well as the insurance market and industry conditions. These statements are intended as "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. Actual results may materially differ from those set forth in the forward-looking statements. You may identify forward-looking statements by the use of words such as "believe," "expect," "plan," "intend," "anticipate," "estimate," "predict," "potential," "may," "should," "could," "will" or other words or expressions of similar meaning, although not all forward-looking statements contain such terms.

Forward-looking statements involve significant risks and uncertainties, including risks of changing and uncertain economic conditions, the success of implementing our business strategies, the adequacy of our loss reserves, ongoing and future regulatory developments disrupting our business, lengthy and unpredictable litigation, risks relating to our acquisitions, increasing competitive pressures, loss of key personnel, the performance of our investment portfolio and liquidity, and other factors detailed in Part I, Item 1A, Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2023 and our other reports filed from time to time with the SEC.

Any forward-looking statement you see or hear during the presentation reflects Enstar Group Limited's current views with respect to future events and is subject to these and other risks, uncertainties and assumptions. If any of these risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary significantly from what we projected. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. The date of this presentation is listed on the cover page and Enstar does not undertake to update or keep it accurate after such date.

NON-GAAP FINANCIAL MEASURES

In addition to our key financial measures presented in accordance with GAAP, this presentation includes other non-GAAP financial measures that we use to manage our business, compare our performance against prior periods and against our peers, and as performance measures in our incentive compensation programs.

These non-GAAP financial measures provide an additional view of our operational performance over the long-term and allow investors the opportunity to analyze our results in a way that is more aligned with the manner in which our management measures our underlying performance.

The presentation of these non-GAAP financial measures, which may be defined and calculated differently by other companies, is used to enhance the understanding of certain aspects of our financial performance. It is not meant to be considered in isolation, superior to, or as a substitute for the directly comparable financial measures prepared in accordance with GAAP. Refer to slides 29 through 37 of this presentation for further details regarding our non-GAAP measures and reconciliations of these measures to the most directly comparable GAAP measure.

ADDITIONAL INFORMATION

The company has an effective shelf registration statement (including a prospectus) on file with the SEC. Any offering of securities will be made only by means of a prospectus supplement, which will be filed with the SEC. In the event that the company undertakes an offering, you may obtain a copy of the prospectus supplement and accompanying prospectus for the offering by visiting EDGAR on the SEC website at www.sec.gov.

KEY MESSAGES



ENSTAR

DOMINANT GLOBAL PROVIDER OF INNOVATIVE LEGACY SOLUTIONS



Enstar is the largest standalone provider with a 30-year record of successfully acquiring and managing run-off while creating shareholder value



1. Includes losses and loss adjustment expenses and defendant A&E liabilities.

GENERATING SHAREHOLDER VALUE

Durable business model designed to succeed across multiple insurance cycles



Successful execution of our strategy positions us well for long-term growth in book value and return on equity



ANOTHER YEAR OF STRATEGIC DELIVERY

Year ended December 31, 2023

STRONG FY23
PERFORMANCE

\$1.1bn

Net Income

24.2%

Return on Equity

31.0%

Growth in Book
Value Per Share



M&A

Completed loss portfolio transfers with QBE, RACQ and a bespoke transaction with AIG, assuming total net loss reserves of \$2.2 billion



RATINGS

Received upgrade from S&P to BBB+ on long-term issuer credit rating



SHARE REPURCHASE

Purchased a total of \$532 million



LIQUIDITY AND SOLVENCY

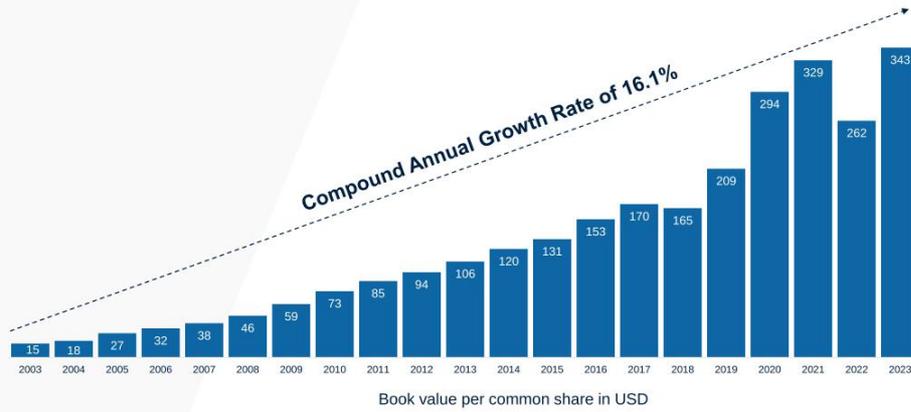
Excess capital and liquidity available to deploy to value accretive M&A

Upsized revolving credit agreement to \$800 million

CREATING SHAREHOLDER VALUE SINCE INCEPTION

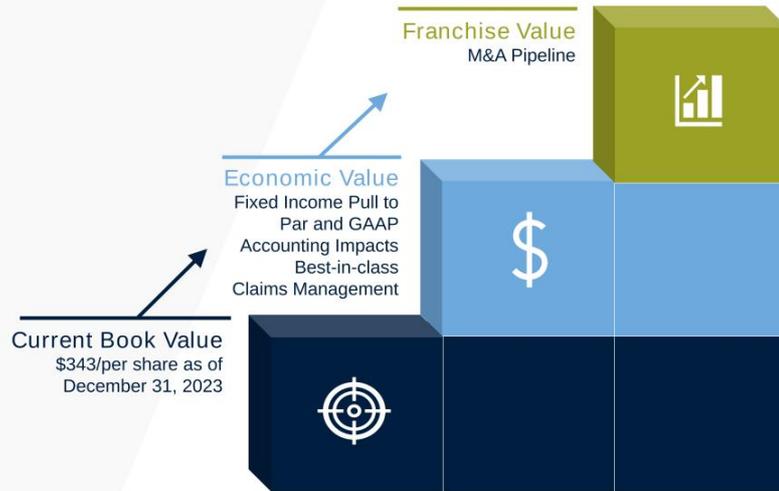
30+ year history operating in run-off space

117 total acquisitive transactions completed to date



WELL-POSITIONED FOR LONG-TERM VALUE CREATION

Building blocks to total value



MANAGEMENT WELL-ALIGNED WITH SHAREHOLDERS

Seasoned leadership with exceptional track record of value creation



Dominic Silvester
CEO & Co-founder

Years at Enstar: 30
Industry Experience:
41+ years
Age: 63



Orla Gregory
President

Years at Enstar: 20
Industry Experience:
30+ years
Age: 49



David Ni
Chief Strategy Officer

Years at Enstar: 4
Industry Experience:
18+ years
Age: 40



Paul Brockman
Chief Operations
Officer & Chief
Claims Officer

Years at Enstar: 11
Industry Experience:
32+ years
Age: 51



Matthew Kirk
Chief Financial Officer

Years at Enstar: 3
Industry Experience:
26+ years
Age: 50



Nazar Alobaidat
Chief Investment Officer

Years at Enstar: 7
Industry Experience:
22+ years
Age: 46



Seema Thaper
Group Chief
Risk Officer

Years at Enstar: 4
Industry Experience:
21+ years
Age: 43



Audrey Taranto
General Counsel

Years at Enstar: 11
Industry Experience:
12+ years
Age: 44



Laurence Plumb
Chief of Business
Operations

Years at Enstar: 3
Industry Experience:
17+ years
Age: 40

Management and
Board Representation
Ownership
~22%*

Average Industry
Experience
**25
years**



* Includes directors, officers and significant shareholders who are affiliated with directors (including funds managed by Stone Point Capital LLC and its affiliates, and Beck Mack & Oliver). Percentages are calculated using 15,196,695 voting ordinary shares outstanding as of December 31, 2023 (including 565,630 voting ordinary shares underlying awards issued pursuant to Enstar's Joint Share Ownership Program) and excluding unvested equity awards held by directors and officers. With respect to shareholders, percentages are calculated using the most recent publicly available information.

KEY MESSAGES

Strong competitive advantage ideally places us to create significant value for shareholders in the years ahead.

1 Dominant innovative legacy solutions provider and largest run-off dedicated firm

2 Time-tested business model positions us as the clear market leader in a large and growing sector

3 Delivering exceptional value to shareholders with an aligned management team



BUSINESS AND MARKET



ENSTAR

FULL SUITE OF MARKET-LEADING RISK MANAGEMENT SOLUTIONS DESIGNED TO CREATE SHAREHOLDER VALUE

What We Do

Deliver Innovative Legacy and Risk Management Solutions to Insurance Market Industry founder and largest standalone provider

Generate Positive Claims Outcomes
Best-in-class claims function or "Enstar Effect" drives decades of Run-off Liability Earnings

Growing Asset Base Using Origination Capabilities
\$18.2bn investable assets; 4.2x investment leverage¹

How We Do It



1. Investment leverage is calculated as average investable assets for the year ended December 31, 2023, divided by opening equity as of December 31, 2022.



CONSISTENT ECONOMIC MODEL

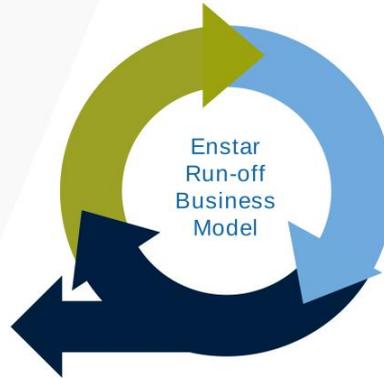
Strong source of book value growth and internal financing

Source, Diligence and Acquire New Portfolios

Leverage our industry relationships and position to source new business opportunities
Fully-integrated M&A and Claims units provide ground-up view of risk

Prudent Return of Capital to Shareholders

Excess capital not required for M&A pipeline returned to shareholders



Manage Liabilities and Investments

Apply claims management strategies to generate Run-off Liability Earnings and manage investments to obtain attractive risk adjusted returns

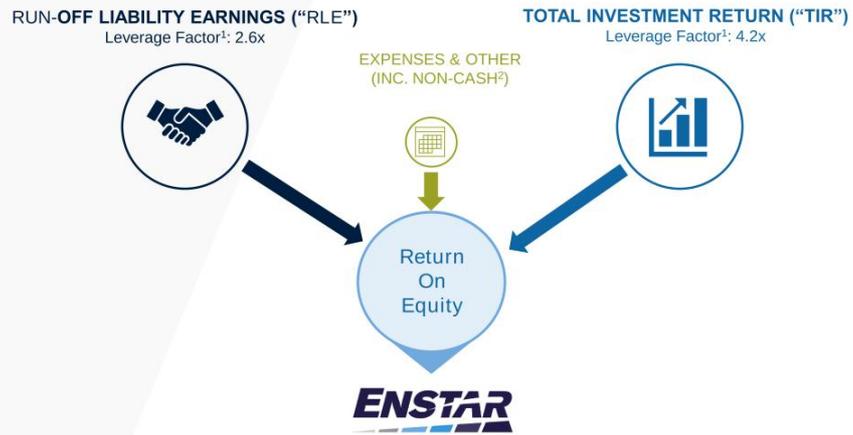
Redeploy Capital

Reduce capital requirements as claims are settled; any excess may be redeployed in the business



RETURN ON EQUITY ("ROE") COMPONENTS

Generating attractive returns



1. TIR and RLE leverage factors are calculated as average investable assets and average net loss reserves, respectively, for the year ended December 31, 2023, divided by opening equity as of December 31, 2022.

2. Non-cash items include amortization of net deferred charge assets.

PROFITABILITY VIEW BY DEAL TYPE

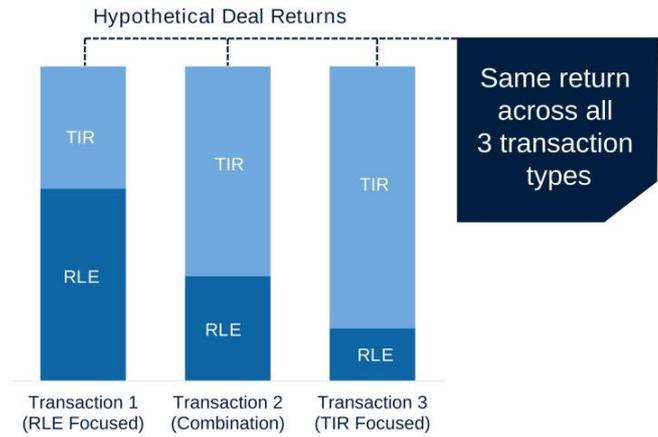
Well-positioned to deliver sustainable returns from evolving legacy solutions market

Historical deals with claims control generate RLE via "Enstar Effect"

Offer clients bespoke solutions which result in TIR returns to Enstar

Similar returns regardless of deal type

Enstar's innovative legacy solutions ensure flexible profitability profile to generate attractive returns



TIR Leverage factor¹: 4.2x RLE Leverage factor¹: 2.6x

1. TIR and RLE leverage factors are calculated as average investable assets and average net loss reserves, respectively, for the year ended December 31, 2023, divided by opening equity as of December 31, 2022.



SIGNIFICANT GROWING RUN-OFF MARKET

\$960bn opportunity, propelled by favourable global tailwinds



Source: PVC Global Insurance Run-off Survey 2022.

Key Market Drivers



ROBUST TRANSACTION PIPELINE

Consistent financial and operational discipline applied to pipeline to drive returns



Data from January 2020 – January 2024

1. Excludes Enhanced Re and transaction with AIG.



COMPETITIVE LANDSCAPE

Unparalleled leadership in global run-off market, built on scale, flexibility, and track record of claims management excellence

	Run-off Focused					Diversified Business	
	ENSTAR	Riverstone Int.	DARAG	Marco	Compre	Swiss Re	NICO
Longevity (>20yrs in Operation)	✓	✓	✗	✗	✓	✓	✓
Presence in Global Run-off Markets	✓	✓	✗	✗	✓	✗	✓
Experience in All Types of Run-off Transactions	✓	✗	✗	✗	✓	✗	✗
Transaction above \$1.5bn acquired reserves	✓	✓	✗	✗	✗	Not Published	✓
Deals Announced Since Inception ¹	117	-37	-67	-8	-40-50	N.A.	N.A.
Shareholders' Equity (\$ Billions) ²	5.5	-1.2 ²	Not Published	-0.2 ²	-0.7 ²	-12.7 ²	-200 ^{2,3}

¹ These approximations are based upon publicly announced transactions as per the respective company's website.
² As of latest company filings. As of 31-Dec-2023 for Enstar. As of 30-Sep-2023 for Riverstone, Swiss Re and NICO. As of 30-Jun-2023 for Compre. As of 31-Dec-2022 for Marco.
³ Reflects policy-holders' surplus.



PERFORMANCE



ENSTAR

FINANCIAL HIGHLIGHTS

Full Year 2023



*Non-GAAP financial measure. Refer to "Non-GAAP Financial Measures" in the Appendix for explanatory notes and a reconciliation to the most directly comparable GAAP measure.

Property of Enstar Group – Not for Distribution

20

5-YEAR ROE AND ADJUSTED ROE*

Return on Equity and Adjusted Return on Equity*




Targeting long-term Adjusted ROE low to mid-teens**

* Non-GAAP measure; refer to slides 29 to 37 for reconciliation to the applicable GAAP financial measure.
 ** Adjusted ROE is a Non-GAAP measure. Due to trading accounting elections on certain of our investment assets, ROE calculated in accordance with GAAP includes the impact of net realized and unrealized gains (losses) on fixed maturity and funds held-directly managed, which can be material. Consequently, ROE calculated in accordance with GAAP is interest rate sensitive and will have greater variability than our Adjusted ROE. As such, reconciliation of ROE to Adjusted ROE calculated in accordance with GAAP is not accessible on a forward-looking basis because we believe that it is not possible without unreasonable effort to provide with reasonable accuracy an expected range for the impact of net realized and unrealized gains (losses) on fixed maturity investments and funds held-directly managed. However, given that unrealized fixed income losses reduced our GAAP equity base in 2022, we expect our annual average ROE calculated in accordance with GAAP will be higher than our annual average Adjusted ROE until our unrealized fixed income losses recover, subject to the potential impact of future net realized and unrealized losses.



STRONG BALANCE SHEET GROWTH WITH PRUDENT CAPITAL MANAGEMENT

A platform for delivering balanced and sustainable growth through investable assets and reserves

Investable Assets¹ (\$bn)



1. Investable assets is the sum of total investments, cash and cash equivalents and restricted cash and cash equivalents.

Net Loss Reserves (\$bn)

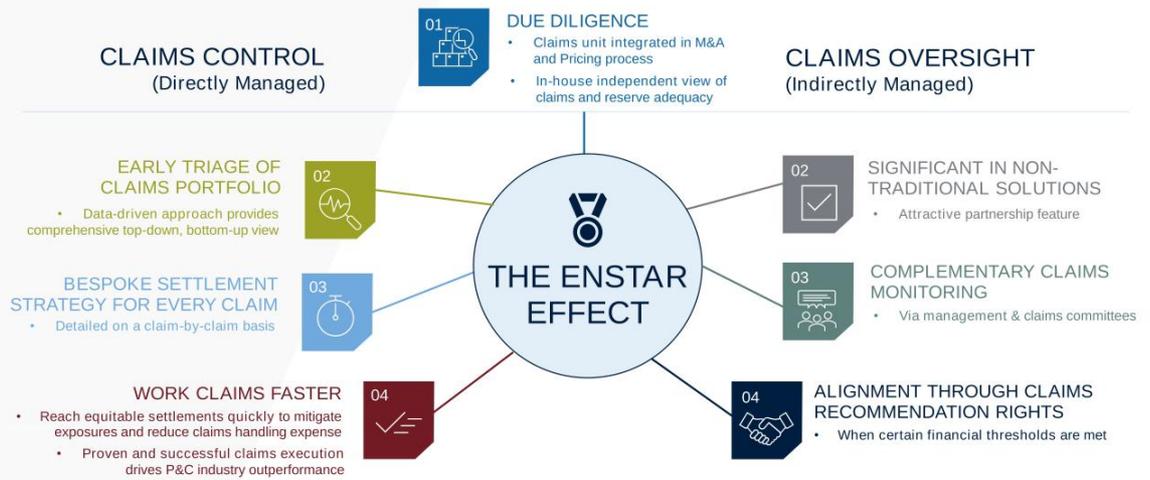


Capital Returns (\$m)



THE ENSTAR EFFECT

For most insurance companies, claims experience is an expense item
 For Enstar, driving superior claims outcomes is a major competitive advantage

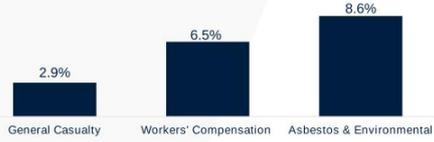


ENSTAR EFFECT DRIVES OUTPERFORMANCE

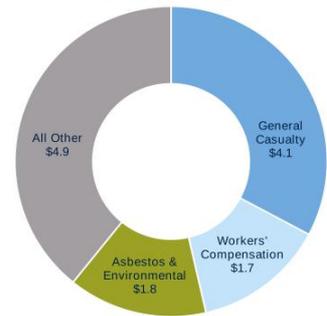
Enstar Loss Reserve Outperformance vs US P&C Industry Weighted Average of Latest Five Years Ended 2022



Outperformance By Line Of Business^{2,3}



Enstar Total 4Q23 Adjusted Net Loss Reserves⁴ (\$ in billions)



1. We calculated the weighted average Adjusted RLE % for the five years ended December 31, 2022 and compared the results to the total of the Combined US P&C Industry, which includes ULAE and changes in ULAE provisions (source: US Annual Statements through SNL). To remove any potential distortions due to mix of accident years, we have adjusted the industry reserves' accident-year-weighting to match Enstar's. Adjusted RLE % is a Non-GAAP measure. Refer to "Non-GAAP Financial Measures" in the Appendix for explanatory notes and a reconciliation to the most directly comparable GAAP measure.
2. We calculated the change in estimates of net ultimate losses for the last five calendar years divided by average net loss reserves on three of our largest lines of business within our Run-off segment (General Casualty, Workers' Compensation and Asbestos & Environmental), and compared the results to the total of the Combined US P&C Industry (source: US Annual Statements through SNL). To remove any potential distortions due to mix of accident years, we have matched the industry reserves' accident-year-weighting to match Enstar's.
3. The weighted average reduction in estimates of net ultimate losses divided by average net loss reserves by line of business relating to our Run-off segment for the five years ended December 31, 2022 was as follows: i) General Casualty – Enstar (1.2%), Industry (4.1%); ii) Workers' Compensation – Enstar (11.0%), Industry (4.5%); iii) Asbestos & Environmental – Enstar (0.9%), Industry (7.7%).
4. Adjusted Net Loss Reserves comprise Run-off segment average net loss reserves (OLR and IBNR) by line of business, in addition to ULAE and the net nominal liabilities and estimated future expenses related to our defendant asbestos & environmental liabilities, which are not allocated by line of business. Adjusted Net Loss Reserves is a Non-GAAP measure. Refer to "Non-GAAP Financial Measures" in the Appendix for explanatory notes and a reconciliation to the most directly comparable GAAP measure.



APPENDIX



enstargroup.com

INVESTMENT PORTFOLIO COMPOSITION

\$18.2bn
Total Investable
Assets¹

\$0.8bn
Cash and
restricted cash

\$17.1bn
Investment
Portfolio²

4.04 yrs
Average
Duration³

A+
Average Investment
Portfolio Credit Rating⁴

3.86%
Book
Yield

Investable Assets (as of December 31, 2023) Composition by Asset Class

Cash and Cash Equivalents	Fixed Maturities	Equities	Other Investments	Equity Method Investments	Funds Held ⁵																																																
4.6%	39.9%	3.8%	21.1%	1.8%	28.8%																																																
<table border="1"> <thead> <tr> <th colspan="2">Fixed Income, Trading and AFS</th> </tr> </thead> <tbody> <tr> <td>U.S. government & agency</td> <td>1.8 %</td> </tr> <tr> <td>U.K. government</td> <td>0.4 %</td> </tr> <tr> <td>Other government</td> <td>2.1 %</td> </tr> <tr> <td>Corporate</td> <td>22.7 %</td> </tr> <tr> <td>Municipal</td> <td>0.8 %</td> </tr> <tr> <td>Residential mortgage-backed</td> <td>2.7 %</td> </tr> <tr> <td>Commercial mortgage-backed</td> <td>4.6 %</td> </tr> <tr> <td>Asset-backed</td> <td>4.8 %</td> </tr> <tr> <td>Total</td> <td>39.9 %</td> </tr> </tbody> </table>		Fixed Income, Trading and AFS		U.S. government & agency	1.8 %	U.K. government	0.4 %	Other government	2.1 %	Corporate	22.7 %	Municipal	0.8 %	Residential mortgage-backed	2.7 %	Commercial mortgage-backed	4.6 %	Asset-backed	4.8 %	Total	39.9 %	<table border="1"> <thead> <tr> <th colspan="2">Equities</th> </tr> </thead> <tbody> <tr> <td>Publicly traded equities</td> <td>1.5 %</td> </tr> <tr> <td>Exchange-traded funds</td> <td>0.4 %</td> </tr> <tr> <td>Privately held equities</td> <td>1.9 %</td> </tr> <tr> <td>Total</td> <td>3.8 %</td> </tr> </tbody> </table>		Equities		Publicly traded equities	1.5 %	Exchange-traded funds	0.4 %	Privately held equities	1.9 %	Total	3.8 %	<table border="1"> <thead> <tr> <th colspan="2">Other Investments</th> </tr> </thead> <tbody> <tr> <td>Private equity funds</td> <td>8.9 %</td> </tr> <tr> <td>Fixed income funds</td> <td>3.3 %</td> </tr> <tr> <td>Private credit funds</td> <td>3.4 %</td> </tr> <tr> <td>Hedge funds</td> <td>2.7 %</td> </tr> <tr> <td>CLO equities</td> <td>0.3 %</td> </tr> <tr> <td>CLO equity funds</td> <td>1.0 %</td> </tr> <tr> <td>Real estate funds</td> <td>1.5 %</td> </tr> <tr> <td>Total</td> <td>21.1 %</td> </tr> </tbody> </table>		Other Investments		Private equity funds	8.9 %	Fixed income funds	3.3 %	Private credit funds	3.4 %	Hedge funds	2.7 %	CLO equities	0.3 %	CLO equity funds	1.0 %	Real estate funds	1.5 %	Total	21.1 %
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1. Investable assets is the sum of total investments, cash and cash equivalents and restricted cash and cash equivalents.
 2. Excludes cash and cash equivalents, restricted cash and cash equivalents and equity method investments.
 3. The average duration calculation includes cash and cash equivalents, short-term investments and fixed maturity securities, as well as the fixed maturity securities and cash and cash equivalents within our funds held – directly managed portfolios.
 4. The average credit ratings calculation includes cash and cash equivalents, short-term investments, fixed maturity securities and the fixed maturity securities within our funds held – directly managed portfolios.
 5. Includes funds held by reinsured companies and other assets within funds held – directly managed.



FINANCIAL DATA

Summary Income Statement

\$ millions	Three Months Ended December 31, 2023	Three Months Ended December 31, 2022	Year Ended December 31, 2023	Year Ended December 31, 2022
Net premiums earned	\$ 14	\$ 14	\$ 43	\$ 66
Net investment income and net realized and unrealized gains (losses)	472	168	1,110	(1,159)
Other income (expense)	(4)	2	276	35
Net incurred losses and LAE	84	271	101	708
Policyholder benefit expenses	—	—	—	(25)
Amortization of net deferred charge assets	(31)	(20)	(106)	(80)
Acquisition costs	(4)	(3)	(10)	(23)
Interest expense	(23)	(18)	(90)	(89)
General and administrative expenses and net foreign exchange losses	(128)	(109)	(369)	(316)
Income tax benefit (expense)	238	18	250	12
(Losses) income from equity method investments	(9)	(86)	13	(74)
Net income (loss)	609	235	1,218	(945)
Net (income) loss attributable to noncontrolling interests	(1)	1	(100)	75
Dividends on preferred shares	(9)	(9)	(36)	(36)
Net income (loss) attributable to Enstar ordinary shareholders	\$ 599	\$ 227	\$ 1,082	\$ (906)



FINANCIAL DATA

Summary Balance Sheet

\$ millions	December 31, 2023	December 31, 2022
Assets		
Investable assets	18,243	19,540
Reinsurance balances recoverable	957	1,131
Net deferred charge assets	731	658
Other	982	825
Total Assets	20,913	22,154
Liabilities		
Losses and loss adjustment expenses	12,359	13,007
Future policyholder benefits	—	821
Defendant asbestos and environmental liabilities	567	607
Debt obligations	1,831	1,829
Other	508	562
Total Liabilities	15,265	16,826
Redeemable noncontrolling interests ("RNCI")	—	168
Shareholders' Equity		
Ordinary shareholders' equity	5,025	4,464
Series D & E preferred shares	510	510
Noncontrolling interests	113	186
Total Shareholders' Equity	5,648	5,160
Total Liabilities, RNCI & Shareholders' Equity	\$ 20,913	\$ 22,154



NON-GAAP MEASURE

Non-GAAP Measure	Definition	Purpose of Non-GAAP Measure over GAAP Measure
Adjusted run-off liability earnings ⁽¹⁾	Adjusted PPD divided by average adjusted net loss reserves.	Calculating the RLE as a percentage of our adjusted average net loss reserves provides a more meaningful and comparable measurement of the impact of our claims management strategies on our loss portfolios across acquisition years and also to our overall financial periods.
Adjusted prior period development (numerator)	Prior period net incurred losses and LAE, adjusted to: Remove: - Legacy Underwriting and Assumed Life operations - amortization of fair value adjustments, - change in fair value of insurance contracts for which we have elected the fair value option ⁽¹⁾ , and Add: - the reduction/(increase) in estimates of net ultimate liabilities and reduction in estimated future expenses of our defendant A&E liabilities.	We use this measure to evaluate the impact of our claims management strategies because it provides visibility into our ability to settle our claims obligations for amounts less than our initial estimate at the point of acquiring the obligations. The following components of periodic recurring net incurred losses and LAE and net loss reserves are not considered key components of our claims management performance for the following reasons:
Adjusted net loss reserves (denominator)	Net losses and LAE, adjusted to: Remove: - Legacy Underwriting and Assumed Life net loss reserves - current period net loss reserves - net fair value adjustments associated with the acquisition of companies, - the fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾ and Add: - net nominal defendant A&E liability exposures and estimated future expenses.	<ul style="list-style-type: none"> • Prior to the settlement of the contractual arrangements, the results of our Legacy Underwriting segment were economically transferred to a third party primarily through use of reinsurance and a Capacity Lease Agreement⁽²⁾; as such, the results were not a relevant contribution to Adjusted RLE, which is designed to analyze the impact of our claims management strategies; • The results of our Assumed Life segment relate only to our prior exposure to active property catastrophe business; as this business was not in run-off, the results were not a relevant contribution to Adjusted RLE; • The change in fair value of insurance contracts for which we have elected the fair value option⁽¹⁾ has been removed to support comparability between the two acquisition years for which we elected the fair value option in reserves assumed and the acquisition years for which we did not make this election (specifically, this election was only made in the 2017 and 2018 acquisition years and the election of such option is irrevocable); and • The amortization of fair value adjustments are non-cash charges that obscure our trends on a consistent basis. <p>We include our performance in managing claims and estimated future expenses on our defendant A&E liabilities because such performance is relevant to assessing our claims management strategies even though such liabilities are not included within the loss reserves.</p> <p>We use this measure to assess the performance of our claim strategies and part of the performance assessment of our past acquisitions.</p>

⁽¹⁾ Comprises the discount rate and risk margin components.

⁽²⁾ The reinsurance contractual arrangements (including the Capacity Lease Agreement) were settled during the second quarter of 2023. As a result of the settlement, we do not expect to record any transactions in the Legacy Underwriting segment in 2023.



NON-GAAP MEASURE

Non-GAAP Measure	Definition	Purpose of Non-GAAP Measure over GAAP Measure
Adjusted return on equity (%)	Adjusted operating income (loss) attributable to Enstar ordinary shareholders divided by adjusted opening Enstar ordinary shareholder's equity	Calculating the operating income (loss) as a percentage of our adjusted opening Enstar ordinary shareholders' equity provides a more consistent measure of the performance of our business by enabling comparison between the financial periods presented.
Adjusted operating income (loss) attributable to Enstar ordinary shareholders (numerator)	Net earnings (loss) attributable to Enstar ordinary shareholders, adjusted for: -net realized and unrealized (gains) losses on fixed maturities and funds held-directly managed, -change in fair value of insurance contracts for which we have elected the fair value option ⁽¹⁾ , -amortization of fair value adjustments, -net gain/loss on purchase and sales of subsidiaries (if any), -net earnings from discontinued operations (if any), -tax effects of adjustments, and -adjustments attributable to noncontrolling interests	We eliminate the impact of net realized and unrealized (gains) losses on fixed maturities and funds-held directly managed and the change in fair value of insurance contracts for which we have elected the fair value option, as: <ul style="list-style-type: none"> • we typically hold most of our fixed maturities until the earlier of maturity or the time that they are used to fund any settlement of related liabilities which are generally recorded at cost, and • removing the fair value option improves comparability since there are limited acquisition years for which we elected the fair value option. <p>Therefore, we believe that excluding their impact on our earnings improves comparability of our core operational performance across periods.</p>
Adjusted opening Enstar ordinary shareholders' equity (denominator)	Opening Enstar ordinary shareholders' equity, less: -net unrealized (gains) losses on fixed maturities and funds held-directly managed, -fair value of insurance contracts for which we have elected the fair value option ⁽¹⁾ , -fair value adjustments, and -net assets of held for sale or disposed subsidiaries classified as discontinued operations (if any)	We include fair value adjustments as non-GAAP adjustments to the adjusted operating income (loss) attributable to Enstar ordinary shareholders as they are non-cash charges that are not reflective of the impact of our claims management strategies on our loss portfolios. We eliminate the net gain (loss) on the purchase and sales of subsidiaries and net earnings from discontinued operations, as these items are not indicative of our ongoing operations. We use this non-GAAP measure in our incentive compensation program.
Adjusted total investment return (%)	Adjusted total investment return (dollars) recognized in earnings for the applicable period divided by period average adjusted total investable assets.	Provides a key measure of the return generated on the capital held in the business and is reflective of our investment strategy.
Adjusted total investment return (\$) (numerator)	Total investment return (dollars), adjusted for: -net realized and unrealized (gains) losses on fixed maturities and funds held-directly managed; and -unrealized (gains) losses on fixed maturities, AFS included within OCI, net of reclassification adjustments and excluding foreign exchange.	Provides a consistent measure of investment returns as a percentage of all assets generating investment returns.
Adjusted average aggregate total investable assets (denominator)	Total average investable assets, adjusted for: -net unrealized (gains) losses on fixed maturities, AFS included within AOCI -net unrealized (gains) losses on fixed maturities, trading	We adjust our investment returns to eliminate the impact of the change in fair value of fixed maturities (both credit spreads and interest rates), as we typically hold most of these investments until the earlier of maturity or used to fund any settlement of related liabilities which are generally recorded at cost.



RECONCILIATION TO ADJUSTED RUN-OFF LIABILITY EARNINGS – 2023 AND 2022

Year Ended	As of			Year Ended	
	December 31, 2023	December 31, 2022	December 31, 2023		December 31, 2023
RLE / PPD	Net loss reserves	Net loss reserves	Average net loss reserves	RLE %	
PPD/net loss reserves/RLE %	\$ 131	\$ 11,585	\$ 12,011	\$ 11,798	1.1 %
Non-GAAP adjustments for expenses (income):					
Net loss reserves incurred in the current period	—	(30)	—	(15)	
Legacy Underwriting	—	—	(139)	(69)	
Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies	17	107	124	116	
Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾	78	246	294	270	
Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities	(1)	527	572	550	
Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E	2	33	35	34	
Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*	\$ 227	\$ 12,468	\$ 12,897	\$ 12,684	1.8 %

Year Ended	As of			Year Ended	
	December 31, 2022	December 31, 2021	December 31, 2022		December 31, 2022
RLE / PPD	Net loss reserves	Net loss reserves	Average net loss reserves	RLE %	
PPD/net loss reserves/RLE %	\$ 756	\$ 12,011	\$ 11,926	\$ 11,969	6.3 %
Non-GAAP adjustments for expenses (income):					
Net loss reserves incurred in the current period	—	(45)	—	(23)	
Assumed Life	(55)	—	(181)	(91)	
Legacy Underwriting	3	(135)	(153)	(144)	
Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies	(18)	124	106	115	
Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾	(200)	294	107	201	
Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities	2	572	573	573	
Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E	1	35	37	37	
Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*	\$ 489	\$ 12,856	\$ 12,415	\$ 12,637	3.9 %

⁽¹⁾ Comprises the discount rate and risk margin components.

* Non-GAAP financial measure.



RECONCILIATION TO ADJUSTED RUN-OFF LIABILITY EARNINGS – 2021 AND 2020

	Year Ended		As of			Year Ended
	December 31, 2021	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2021	
RLE / PPD	Net loss reserves		Net loss reserves	Average net loss reserves	Annualized RLE %	
	(in millions of U.S. dollars)					
PPD/net loss reserves/RLE %	\$ 403	\$ 11,926	\$ 8,763	\$ 10,344	3.9 %	
Non-GAAP adjustments for expenses (income):						
Net loss reserves incurred in the current period	—	(143)	—	(72)		
Assumed Life	—	(179)	—	(90)		
Legacy Underwriting	(6)	(140)	(955)	(548)		
Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies	16	106	128	117		
Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾	(75)	107	33	70		
Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities	38	573	615	594		
Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E	5	37	43	40		
Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*	\$ 381	\$ 12,287	\$ 8,627	\$ 10,455	3.6 %	

	Year Ended		As of			Year Ended
	December 31, 2020	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2020	
RLE / PPD	Net loss reserves		Net loss reserves	Average net loss reserves	RLE %	
	(in millions of U.S. dollars)					
PPD/net loss reserves/RLE %	\$ 32	\$ 8,763	\$ 7,941	\$ 8,352	0.4 %	
Non-GAAP adjustments for expenses (income):						
Net loss reserves incurred in the current period	—	(273)	—	(137)		
Legacy Underwriting	(4)	(702)	(1,184)	(943)		
Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies	28	128	152	140		
Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾	119	33	130	82		
Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities	103	615	561	588		
Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E	9	43	52	48		
Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*	\$ 287	\$ 8,607	\$ 7,652	\$ 8,129	3.5 %	

⁽¹⁾ Comprises the discount rate and risk margin components.

* Non-GAAP financial measure.



RECONCILIATION TO ADJUSTED RUN-OFF LIABILITY EARNINGS – 2019

	Year Ended		As of		Year Ended	
	December 31, 2019	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2019	December 31, 2019
	RLE / PPD	Net loss reserves	Net loss reserves ⁽²⁾	Average net loss reserves ⁽²⁾		RLE %
			(in millions of U.S. dollars)			
PPD/net loss reserves/RLE %	\$ 4	\$ 7,941	\$ 7,341	\$ 7,641		0.1 %
Non-GAAP adjustments for expenses (income):						
Net loss reserves incurred in the current period	—	(401)	—	(201)		
Legacy Underwriting	106	(842)	(1,162)	(1,002)		
Amortization of fair value adjustments / Net fair value adjustments associated with the acquisition of companies	51	152	199	176		
Changes in fair value - fair value option / Net fair value adjustments for contracts for which we have elected the fair value option ⁽¹⁾	117	130	244	187		
Change in estimate of net ultimate liabilities - defendant A&E / Net nominal defendant A&E liabilities	4	561	84	323		
Reduction in estimated future expenses - defendant A&E / Estimated future expenses - defendant A&E	3	52	20	36		
Adjusted PPD/Adjusted net loss reserves/Adjusted RLE %*	\$ 285	\$ 7,593	\$ 6,726	\$ 7,160		4.0 %

⁽¹⁾ Comprises the discount rate and risk margin components.

⁽²⁾ The 2018 balance sheet has not been restated to reflect the impact of the 2020 StarStone U.S. discontinued operations classification.

* Non-GAAP financial measure.



CALCULATION OF 2022 5-YEAR WEIGHTED AVERAGE RLE AND ADJUSTED RLE

Year	PPD / RLE	Average Net Loss Reserves		RLE %	Weight ⁽¹⁾	Adjusted average net loss reserves		Adjusted RLE*	Weight ⁽²⁾
		PPD	RLE			Adjusted PPD / RLE*	Adjusted RLE*		
2018	223	6,435	3.5%	14.4%	375	5,847	6.4%	13.2%	
2019	4	7,641	0.1%	17.1%	285	7,160	4.0%	16.2%	
2020	32	8,352	0.4%	18.7%	287	8,129	3.5%	18.4%	
2021	403	10,344	3.9%	23.1%	381	10,455	3.6%	23.6%	
2022	756	11,969	6.3%	26.8%	489	12,636	3.9%	28.6%	
Wtd Avg			3.2%				4.1%		

⁽¹⁾ based on relative Average Net Loss Reserves.

⁽²⁾ based on relative Adjusted Average Net Loss Reserves.

*Non-GAAP measure.



RECONCILIATION TO ADJUSTED RETURN ON EQUITY— 2023, 2022 AND 2021

	Year Ended			Year Ended			Year Ended		
	December 31, 2023			December 31, 2022			December 31, 2021		
	Net income (loss) ⁽¹⁾	Opening equity ⁽²⁾⁽³⁾	(Adj) ROE	Net income (loss) ⁽¹⁾	Opening equity ⁽²⁾	(Adj) ROE	Net earnings (loss) ⁽¹⁾	Opening equity ⁽²⁾	(Adj) ROE
Net income (loss)/Opening equity/ROE ⁽¹⁾	\$ 1,062	\$ 4,464	24.2 %	\$ (906)	\$ 5,813	(15.6) %	\$ 502	\$ 6,326	7.9 %
Non-GAAP adjustments for loss (gains):									
Net realized losses on fixed maturities, AFS ⁽⁴⁾ / Net unrealized losses on fixed maturities, AFS ⁽⁴⁾	65	647		111	36		4	(82)	
Net unrealized losses on fixed maturities, trading ⁽⁵⁾ / Net unrealized losses on fixed maturities, trading ⁽⁵⁾	(84)	400		503	(134)		144	(384)	
Net unrealized losses on funds held - directly managed ⁽⁶⁾ / Net unrealized losses on funds held - directly managed ⁽⁶⁾	(47)	780		567	9		62	(94)	
Change in fair value of insurance contracts for which we have elected the fair value option / Fair value of insurance contracts for which we have elected the fair value option ⁽⁶⁾	78	(294)		(200)	(107)		(75)	(33)	
Amortization of fair value adjustments / Fair value adjustments	17	(124)		(18)	(106)		16	(128)	
Net gain on purchase and sales of subsidiaries	—	—		—	—		(73)	—	
Tax effects of adjustments ⁽⁶⁾	(7)	—		(7)	—		(21)	—	
Adjustments attributable to noncontrolling interests ⁽⁷⁾	(2)	—		(111)	—		6	—	
Adjusted net income (loss)/Adjusted opening equity/Adjusted ROE*	\$ 1,102	\$ 5,873	18.8 %	\$ (61)	\$ 5,511	(1.1) %	\$ 565	\$ 5,605	10.1 %

⁽¹⁾ Net income (loss) comprises net income (loss) attributable to Enstar ordinary shareholders, prior to any non-GAAP adjustments. Opening equity comprises Enstar ordinary shareholders' equity, which is calculated as opening Enstar shareholders' equity less preferred shares (\$5.0 million), prior to any non-GAAP adjustments.

⁽²⁾ Enstar ordinary shareholders' equity as of December 31, 2022 has been retrospectively adjusted for the impact of adopting ASU 2018-12.

⁽³⁾ Net realized gains (losses) on fixed maturities, AFS are included in net realized gains (losses) in our consolidated statements of operations. Net unrealized gains (losses) on fixed maturities, trading and funds held - directly managed are included in net unrealized gains (losses) in our consolidated statements of operations.

⁽⁴⁾ Our fixed maturities are held directly on our balance sheet and also within the "Funds held" balance.

⁽⁵⁾ Comprises the discount rate and risk margin components.

⁽⁶⁾ Represents an aggregation of the tax expense or benefit associated with the specific country to which the pre-tax adjustment relates, calculated at the applicable jurisdictional tax rate.

⁽⁷⁾ Represents the impact of the adjustments on the net income (loss) attributable to noncontrolling interests associated with the specific subsidiaries to which the adjustments relate.

*Non-GAAP measure.



RECONCILIATION TO ADJUSTED RETURN ON EQUITY - 2020 AND 2019

	Year Ended					
	December 31, 2020			December 31, 2019		
	Net income (loss) ⁽¹⁾	Opening Equity ⁽²⁾	(Adj) ROE	Net income (loss) ⁽¹⁾	Opening Equity ⁽²⁾	(Adj) ROE
Net income (loss)/Opening equity/ROE ⁽¹⁾	\$ 1,723	\$ 4,490	38.4 %	\$ 906	\$ 3,546	25.5 %
Non-GAAP adjustments for loss (gains):						
Net realized losses (gains) on fixed maturities, AFS ⁽³⁾ / Net unrealized losses (gains) on fixed maturities, AFS ⁽³⁾	(18)	—		(4)	(1)	
Net unrealized (gains) losses on fixed maturities, trading ⁽³⁾ / Net unrealized losses (gains) on fixed maturities, trading ⁽³⁾	(228)	(229)		(423)	187	
Net unrealized (gains) losses on funds held - directly managed ⁽³⁾ / Net unrealized losses (gains) on funds held - directly managed ⁽³⁾	(60)	(48)		(89)	41	
Change in fair value of insurance contracts for which we have elected the fair value option / Fair value of insurance contracts for which we have elected the fair value option ⁽⁴⁾	119	(130)		117	(244)	
Amortization of fair value adjustments / Fair value adjustments	27	(152)		51	(199)	
Net gain on purchase and sales of subsidiaries	(3)	—		—	—	
Net earnings from discontinued operations / Net assets of entities classified as held for sale and discontinued operations	(16)	(266)		(7)	(210)	
Tax effects of adjustments ⁽⁵⁾	23	—		36	—	
Adjustments attributable to noncontrolling interests ⁽⁶⁾	13	109		15	86	
Adjusted net income (loss)/Adjusted opening equity/Adjusted ROE*	\$ 1,580	\$ 3,774	41.9 %	\$ 602	\$ 3,206	18.8 %

⁽¹⁾ Net income (loss) comprises net income (loss) attributable to Enstar ordinary shareholders, prior to any non-GAAP adjustments. Opening equity comprises Enstar ordinary shareholders' equity, which is calculated as opening Enstar shareholders' equity less preferred shares (\$510 million), prior to any non-GAAP adjustments.

⁽²⁾ Net realized gains (losses) on fixed maturities, AFS are included in net realized gains (losses) in our consolidated statements of operations. Net unrealized gains (losses) on fixed maturities, trading and funds held - directly managed are included in net unrealized gains (losses) in our consolidated statements of operations.

⁽³⁾ Our fixed maturities are held directly on our balance sheet and also within the "Funds held" balance.

⁽⁴⁾ Comprises the discount rate and risk margin components.

⁽⁵⁾ Represents an aggregation of the tax expense or benefit associated with the specific country to which the pre-tax adjustment relates, calculated at the applicable jurisdictional tax rate.

⁽⁶⁾ Represents the impact of the adjustments on the net income (loss) attributable to noncontrolling interest associated with the specific subsidiaries to which the adjustments relate.

⁽⁷⁾ The 2018 balance sheet has not been restated to reflect the impact of the 2020 StarStone U.S. discontinued operations classification.

* Non-GAAP financial measure.



RECONCILIATION TO ADJUSTED TOTAL INVESTMENT RETURN

	Year Ended December 31, 2023
Net investment income	\$ 647
Net realized (losses) gains	(65)
Net unrealized gains (losses)	528
(Losses) income from equity method investments	13
Other comprehensive income:	
Unrealized gains (losses) on fixed maturities, AFS, net of reclassification adjustments excluding foreign exchange	222
TIR (\$)	<u>\$ 1,345</u>
Non-GAAP adjustments:	
Net unrealized (gains) losses on fixed maturities, trading and funds held-directly managed	(66)
Unrealized (gains) losses on fixed maturities, AFS, net of reclassification adjustments excluding foreign exchange	(222)
Adjusted TIR (\$)*	<u>\$ 1,057</u>
Total investments	17,413
Cash and cash equivalents, including restricted cash and cash equivalents	830
Total investable assets	<u>\$ 18,243</u>
Average aggregate invested assets, at fair value ⁽¹⁾	\$ 18,607
Annualized TIR % ⁽²⁾	7.2 %
Non-GAAP adjustment:	
Net unrealized losses (gains) on fixed maturities, AFS included within AOCI and net unrealized losses on fixed maturities, trading and funds held - directly managed	725
Adjusted investable assets*	<u>\$ 18,968</u>
Adjusted average aggregate invested assets, at fair value* ⁽³⁾	\$ 19,769
Annualized adjusted TIR %* ⁽⁴⁾	5.3 %

⁽¹⁾ This amount is a five period average of the total investable assets for the year ended December 31, 2023, as presented above, and is comprised of amounts disclosed in our quarterly and annual U.S. GAAP consolidated financial statements.

⁽²⁾ Annualized TIR % is calculated by dividing the annualized TIR (\$) by average aggregate invested assets, at fair value.

⁽³⁾ This amount is a five period average of the adjusted investable assets* for the year ended December 31, 2023, as presented above.

⁽⁴⁾ Annualized adjusted TIR %* is calculated by dividing the annualized adjusted TIR* (\$) by adjusted average aggregate invested assets, at fair value*.

*Non-GAAP measure.



