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**April 26, 2024**

**Report of Independent Auditors**

**To the Board of Directors of Analect Re (Bermuda) Limited**

**Opinions**

We have audited the accompanying condensed consolidated financial statements of Analect Re (Bermuda) Limited and its subsidiary (the “Company”), which comprise the condensed consolidated balance sheets and condensed consolidated statements of capital and surplus as of December 31, 2023 and 2022, and the related condensed consolidated statements of income for the years then ended, including the related notes (collectively referred to as the “condensed consolidated financial statements”).

*Unmodified opinion on regulatory basis of accounting*

In our opinion, the accompanying condensed consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations for the years then ended in accordance with the financial reporting provisions of the Insurance Act 1978, amendments thereto and the Insurance Account Rules 2016 with respect to condensed general purpose financial Statements (the “Legislation”).

*Adverse opinion on U.S. generally accepted accounting principles*

In our opinion, because of the significance of the matter discussed in the *Basis for adverse opinion on U.S. generally accepted accounting principles* section of our report, the accompanying condensed consolidated financial statements do not present fairly, in accordance with accounting principles generally accepted in the United States of America, the financial position of the Company as of December 31, 2023 and 2022, or the results of its operations for the years then ended.

**Basis for Opinions**

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditors’ responsibilities for the audit of the condensed consolidated financial statements* section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

*Basis for adverse opinion on U.S. generally accepted accounting principles*

As described in Note 3 to the condensed consolidated financial statements, the condensed consolidated financial statements are prepared by the Company on the basis of the financial reporting provisions of the Legislation, which is a basis of accounting other than accounting principles generally accepted in the United States of America, to meet the requirements of the Bermuda Monetary Authority.

The effects on the condensed consolidated financial statements of the variances between the regulatory basis of accounting described in Note 3 and accounting principles generally accepted in the United States of America, although not reasonably determinable, are presumed to be material and pervasive.

### **Responsibilities of management for the condensed consolidated financial statements**

Management is responsible for the preparation and fair presentation of the condensed consolidated financial statements in accordance with the financial reporting provisions of the Legislation. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the condensed consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the condensed consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date the condensed consolidated financial statements are available to be issued.

### **Auditors' responsibilities for the audit of the condensed consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the condensed consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the condensed consolidated financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgement and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the condensed consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the condensed consolidated financial statements.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the condensed consolidated financial statements.
- Conclude whether, in our judgement, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

*Grant Thornton (Bermuda) Limited*

**Grant Thornton (Bermuda) Limited  
Chartered Professional Accountants  
Hamilton, Bermuda**

## CONDENSED CONSOLIDATED BALANCE SHEET

Analect Re (Bermuda) Limited

As at **December 31, 2023**

expressed in ['000s] **United States Dollars**

LINE No.		2023	2022
1.	CASH AND CASH EQUIVALENTS	2,338	2,418
2.	QUOTED INVESTMENTS:		
(a)	Bonds and Debentures		
	i. Held to maturity		
	ii. Other		
(b)	Total Bonds and Debentures	-	-
(c)	Equities		
	i. Common stocks		
	ii. Preferred stocks		
	iii. Mutual funds		
(d)	Total equities	-	-
(e)	Other quoted investments		
(f)	Total quoted investments	-	-
3.	UNQUOTED INVESTMENTS:		
(a)	Bonds and Debentures		
	i. Held to maturity		
	ii. Other		
(b)	Total Bonds and Debentures	-	-
(c)	Equities		
	i. Common stocks		
	ii. Preferred stocks		
	iii. Mutual funds		
(d)	Total equities	-	-
(e)	Other unquoted investments		
(f)	Total unquoted investments	-	-
4.	INVESTMENTS IN AND ADVANCES TO AFFILIATES		
(a)	Unregulated entities that conduct ancillary services		
(b)	Unregulated non-financial operating entities		
(c)	Unregulated financial operating entities		
(d)	Regulated non-insurance financial operating entities		
(e)	Regulated insurance financial operating entities		
(f)	Total investments in affiliates	-	-
(g)	Advances to affiliates	14,057	16,021
(h)	Total investments in and advances to affiliates	14,057	16,021
5.	INVESTMENTS IN MORTGAGE LOANS ON REAL ESTATE:		
(a)	First liens		
(b)	Other than first liens		
(c)	Total investments in mortgage loans on real estate	-	-
6.	POLICY LOANS		
7.	REAL ESTATE:		
(a)	Occupied by the company (less encumbrances)		
(b)	Other properties (less encumbrances)		
(c)	Total real estate	-	-

## CONDENSED CONSOLIDATED BALANCE SHEET

Analect Re (Bermuda) Limited

As at **December 31, 2023**

expressed in ['000s] **United States Dollars**

LINE No.		2023	2022
8.	COLLATERAL LOANS		
9.	INVESTMENT INCOME DUE AND ACCRUED		
10.	ACCOUNTS AND PREMIUMS RECEIVABLE:		
(a)	In course of collection	63	59
(b)	Deferred - not yet due	-	
(c)	Receivables from retrocessional contracts		
(d)	Total accounts and premiums receivable	63	59
11.	REINSURANCE BALANCES RECEIVABLE:		
(a)	Foreign affiliates		
(b)	Domestic affiliates		
(c)	Pools & associations		
(d)	All other insurers		
(e)	Total reinsurance balance receivable	-	-
12.	FUNDS HELD BY CEDING REINSURERS		
13.	SUNDRY ASSETS:		
(a)	Derivative instruments		
(b)	Segregated accounts companies - long-term business - variable annuities		
(c)	Segregated accounts companies - long-term business - other		
(d)	Segregated accounts companies - general business		
(e)	Deposit assets		
(f)	Deferred acquisition costs		
(g)	Net receivables for investments sold		
(h)	Prepaid expenses	17	15
(i)	Other Sundry Assets (Specify)		
(j)	Other Sundry Assets (Specify)		
(k)	Total sundry assets	17	15
14.	LETTERS OF CREDIT, GUARANTEES AND OTHER INSTRUMENTS		
(a)	Letters of credit		
(b)	Guarantees		
(c)	Other instruments		
(e)	Total letters of credit, guarantees and other instruments	-	-
15.	TOTAL	16,475	18,513
<b>TOTAL INSURANCE RESERVES, OTHER LIABILITIES AND STATUTORY CAPITAL AND SURPLUS</b>			
16.	UNEARNED PREMIUM RESERVE		
(a)	Gross unearned premium reserves		
(b)	Less: Ceded unearned premium reserve		
i.	Foreign affiliates		
ii.	Domestic affiliates		
iii.	Pools & associations		

## CONDENSED CONSOLIDATED BALANCE SHEET

Analect Re (Bermuda) Limited

As at **December 31, 2023**

expressed in ['000s] **United States Dollars**

LINE No.		2023	2022
	iv. All other insurers		
(c)	Total ceded unearned premium reserve	-	-
(d)	Net unearned premium reserve	-	-
17.	LOSS AND LOSS EXPENSE PROVISIONS:		
(a)	Gross loss and loss expense provisions		
(b)	Less : Reinsurance recoverable balance		
	i. Foreign affiliates		
	ii. Domestic affiliates		
	iii. Pools & associations		
	iv. All other reinsurers		
(c)	Total reinsurance recoverable balance	-	-
(d)	Net loss and loss expense provisions	-	-
18.	OTHER GENERAL BUSINESS INSURANCE RESERVES		
19.	TOTAL GENERAL BUSINESS INSURANCE RESERVES	-	-
	<b>LONG-TERM BUSINESS INSURANCE RESERVES</b>		
20.	RESERVE FOR REPORTED CLAIMS		
21.	RESERVE FOR UNREPORTED CLAIMS		
22.	POLICY RESERVES - LIFE		
23.	POLICY RESERVES - ACCIDENT AND HEALTH		
24.	POLICYHOLDERS' FUNDS ON DEPOSIT		
25.	LIABILITY FOR FUTURE POLICYHOLDERS' DIVIDENDS		
26.	OTHER LONG-TERM BUSINESS INSURANCE RESERVES		
27.	TOTAL LONG-TERM BUSINESS INSURANCE RESERVES		
(a)	Total Gross Long-Term Business Insurance Reserves	-	-
(b)	Less: Reinsurance recoverable balance on long-term business		
	(i) Foreign Affiliates		
	(ii) Domestic Affiliates		
	(iii) Pools and Associations		
	(iv) All Other Insurers		
(c)	Total Reinsurance Recoverable Balance	-	-
(d)	<b>Total Net Long-Term Business Insurance Reserves</b>	-	-
	<b>OTHER LIABILITIES</b>		
28.	INSURANCE AND REINSURANCE BALANCES PAYABLE		
29.	COMMISSIONS, EXPENSES, FEES AND TAXES PAYABLE		
30.	LOANS AND NOTES PAYABLE		

## CONDENSED CONSOLIDATED BALANCE SHEET

Analect Re (Bermuda) Limited

As at **December 31, 2023**

expressed in ['000s] **United States Dollars**

LINE No.		2023	2022
31.	(a) INCOME TAXES PAYABLE		
	(b) DEFERRED INCOME TAXES		
32.	AMOUNTS DUE TO AFFILIATES	-	-
33.	ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	47	66
34.	FUNDS HELD UNDER REINSURANCE CONTRACTS:		
35.	DIVIDENDS PAYABLE	-	-
36.	SUNDRY LIABILITIES:		
(a)	Derivative instruments		
(b)	Segregated accounts companies		
(c)	Deposit liabilities		
(d)	Net payable for investments purchased		
(e)			
(f)			
(g)			
(h)	Total sundry liabilities	-	-
37.	LETTERS OF CREDIT, GUARANTEES AND OTHER INSTRUMENTS:		
(a)	Letters of credit		
(b)	Guarantees		
(c)	Other instruments		
(d)	Total letters of credit, guarantees and other instruments	-	-
38.	TOTAL OTHER LIABILITIES	47	66
39.	TOTAL INSURANCE RESERVES AND OTHER LIABILITIES	47	66
	<b>CAPITAL AND SURPLUS</b>		
40.	TOTAL CAPITAL AND SURPLUS	16,428	18,447
41.	TOTAL	16,475	18,513
		<b>TRUE</b>	<b>TRUE</b>

**CONDENSED CONSOLIDATED STATEMENT OF INCOME**

Analect Re (Bermuda) Limited  
 As at December 31, 2023  
 expressed in ['000s] United States Dollars

LINE No.		2023	2022
	<b>GENERAL BUSINESS UNDERWRITING INCOME</b>		
1.	GROSS PREMIUMS WRITTEN		
	(a) Direct gross premiums written		
	(b) Assumed gross premiums written		
	(c) Total gross premiums written	-	-
2.	REINSURANCE PREMIUMS CEDED		
3.	NET PREMIUMS WRITTEN	-	-
4.	INCREASE (DECREASE) IN UNEARNED PREMIUMS		
5.	NET PREMIUMS EARNED	-	-
6.	OTHER INSURANCE INCOME		
7.	TOTAL GENERAL BUSINESS UNDERWRITING INCOME	-	-
	<b>GENERAL BUSINESS UNDERWRITING EXPENSES</b>		
8.	NET LOSSES INCURRED AND NET LOSS EXPENSES INCURRED		
9.	COMMISSIONS AND BROKERAGE		
10.	TOTAL GENERAL BUSINESS UNDERWRITING EXPENSES	-	-
11.	<b>NET UNDERWRITING PROFIT (LOSS) - GENERAL BUSINESS</b>	-	-
	<b>LONG-TERM BUSINESS INCOME</b>		
12.	GROSS PREMIUMS AND OTHER CONSIDERATIONS:		
	(a) Direct gross premiums and other considerations		
	(b) Assumed gross premiums and other considerations	-	-
	(c) Total gross premiums and other considerations	-	-
13.	PREMIUMS CEDED		-
14.	NET PREMIUMS AND OTHER CONSIDERATIONS:		
	(a) Life	-	-
	(b) Annuities		
	(c) Accident and health		
	(d) Total net premiums and other considerations	-	-
15.	OTHER INSURANCE INCOME	1,061	1,002
16.	TOTAL LONG-TERM BUSINESS INCOME	1,061	1,002
	<b>LONG-TERM BUSINESS DEDUCTIONS AND EXPENSES</b>		
17.	CLAIMS - LIFE		
18.	POLICYHOLDERS' DIVIDENDS		
19.	SURRENDERS		
20.	MATURITIES		
21.	ANNUITIES		
22.	ACCIDENT AND HEALTH BENEFITS		
23.	COMMISSIONS		
24.	OTHER		
25.	TOTAL LONG-TERM BUSINESS DEDUCTIONS AND EXPENSES	-	-

**CONDENSED CONSOLIDATED STATEMENT OF INCOME**

Analect Re (Bermuda) Limited  
 As at **December 31, 2023**  
 expressed in ['000s] **United States Dollars**

LINE No.		2023	2022
26.	INCREASE (DECREASE) IN POLICY RESERVES (ACTUARIAL LIABILITIES):		
	(a) Life		
	(b) Annuities		
	(c) Accident and health		
	(d) Total increase (decrease) in policy reserves	-	-
27.	TOTAL LONG-TERM BUSINESS EXPENSES	-	-
28.	<b>NET UNDERWRITING PROFIT (LOSS) - LONG-TERM BUSINESS</b>	<u>1,061</u>	<u>1,002</u>
29.	<b>COMBINED NET UNDERWRITING RESULTS BEFORE THE UNDERNOTED ITEMS</b>	<u>1,061</u>	<u>1,002</u>
	<b>UNDERNOTED ITEMS</b>		
30.	COMBINED OPERATING EXPENSE		
	(a) General and administration	1,073	920
	(b) Personnel cost		
	(c) Other		
	(d) Total combined operating expenses	<u>1,073</u>	<u>920</u>
31.	COMBINED INVESTMENT INCOME - NET	<u>380</u>	<u>367</u>
32.	COMBINED OTHER INCOME (DEDUCTIONS)	<u>-</u>	<u>-</u>
33.	COMBINED INCOME BEFORE TAXES	<u>368</u>	<u>449</u>
34.	COMBINED INCOME TAXES (IF APPLICABLE):		
	(a) Current		
	(b) Deferred		
	(c) Total	<u>-</u>	<u>-</u>
35.	COMBINED INCOME BEFORE REALIZED GAINS (LOSSES)	<u>368</u>	<u>449</u>
36.	COMBINED REALIZED GAINS (LOSSES)		
37.	COMBINED INTEREST CHARGES	<u>-</u>	<u>-</u>
38.	<b>NET INCOME</b>	<u><u>368</u></u>	<u><u>449</u></u>



## CONDENSED CONSOLIDATED STATEMENT OF CAPITAL AND SURPLUS

Analect Re (Bermuda) Limited  
 As at December 31, 2022  
 expressed in ['000s] United States Dollars

LINE No.		2023	2022
1.	<b>CAPITAL:</b> <span style="float: right;">1413</span>		
(a)	Capital Stock		
	(i) Common Shares	500	500
	authorized <span style="border: 1px solid black; padding: 2px;">500,000</span> shares of par		
	value <span style="border: 1px solid black; padding: 2px;">\$ 1,000</span> each issued and		
	fully paid <span style="border: 1px solid black; padding: 2px;">500,000</span> shares		
	(ii)		
	(A) Preferred shares:		
	authorized <span style="border: 1px solid black; padding: 2px;"></span> shares of par		
	value <span style="border: 1px solid black; padding: 2px;"></span> each issued and		
	fully paid <span style="border: 1px solid black; padding: 2px;"></span> shares		
	aggregate liquidation value for —		
	2023 <span style="border: 1px solid black; padding: 2px;"></span>		
	2022 <span style="border: 1px solid black; padding: 2px;"></span>		
	(B) Preferred shares issued by a subsidiary:		
	authorized <span style="border: 1px solid black; padding: 2px;"></span> shares of par		
	value <span style="border: 1px solid black; padding: 2px;"></span> each issued and		
	fully paid <span style="border: 1px solid black; padding: 2px;"></span> shares		
	aggregate liquidation value for —		
	2023 <span style="border: 1px solid black; padding: 2px;"></span>		
	2022 <span style="border: 1px solid black; padding: 2px;"></span>		
	(iii) Treasury Shares		
	repurchased <span style="border: 1px solid black; padding: 2px;"></span> shares of par		
	value <span style="border: 1px solid black; padding: 2px;"></span> each issued		
(b)	Contributed surplus	1,262	1,262
(c)	Any other fixed capital		
	(i) Hybrid capital instruments		
	(ii) Guarantees and others		
	(iii) Total any other fixed capital	-	-
(d)	Total Capital	1,762	1,762
2.	<b>SURPLUS:</b>		
(a)	Surplus - Beginning of Year	16,685	18,614
(b)	Add: Income for the year	368	449
(c)	Less: Dividends paid and payable	(2,387)	(2,378)
(d)	Add (Deduct) change in unrealized appreciation (depreciation) of investments	-	-
(e)	Add (Deduct) change in any other surplus	-	-
(f)	Surplus - End of Year	14,666	16,685
3.	<b>MINORITY INTEREST</b>	-	
4.	<b>TOTAL CAPITAL AND SURPLUS</b>	16,428	18,447

**ANALECT RE (BERMUDA) LIMITED**  
**NOTES TO CONDENSED CONSOLIDATED GENERAL PURPOSE FINANCIAL**  
**STATEMENTS**

For the Years ended December 31, 2023 and 2022

*(Expressed in United States Dollars)*

***General Notes to the Financial Statements***

1. Analect Re (Bermuda) Limited (the “Company”) was incorporated under the laws of Bermuda on January 18, 2000 and is a wholly-owned subsidiary of Analect LLC (the “Parent”), a company incorporated in the United States of America. The Company has one wholly owned subsidiary, AB Funding LLC (“AB”), a company incorporated in the United States.

2. Certain shareholders and officers of the Parent are producers of group life business for primary life insurers. Effective June 12, 2000, certain of these group life policies were retroceded to the Company through a catastrophe excess of loss retrocession agreement entered into with Sun Life Assurance Company of Canada (“Sun Life”). One of the primary life insurers is Sun Life Assurance Company of Canada (US) (“Sun Life US”). The business comprises variable universal life insurance policies covering groups of employees or affiliated persons. The policies are designed to provide corporations and institutions with life insurance coverage on their employees or affiliated persons in whose lives they have an insurable interest and may be used in connection with various types of non-tax qualified employee benefit plans.

Sun Life US cedes to Sun Life the “Certificate Net Amount at Risk” as defined by the reinsurance agreement, on a yearly renewable term basis. The Certificate Net Amount at Risk is the certificate death benefit paid by Sun Life US less the separate accounts value. Sun Life in turn retrocedes to the Company losses (the Certificate Net Amount at Risk) in excess of claims covered by positive amounts of the corresponding Group Premium Stabilization Reserve, under a yearly renewable term basis catastrophe excess of loss retrocession agreement. The Group Premium Stabilization Reserve is used to pay losses and is funded by the policyholder from the cash value of their policy. The target reserve is based on three times expected mortality. If this reserve becomes depleted, the policyholder is charged more in future premium payments to replenish the reserve, including an interest charge. The policyholder is also entitled to reimbursements if losses are low.

In August 2013 Delaware Life Holdings LLC purchased Sun Life U.S. In July 2014 Sun Life changed its name to Delaware Life Insurance Company (“Delaware Life”). The terms and conditions of all Sun Life U.S. contracts and policies remain in force and unchanged as a result of the acquisition.

For the Company to make a loss payment under the retrocession agreement, i) the mortality rate would have to exceed three times that expected, and ii) the Insured would have to be in position of not being able to replenish the Contingent Stabilization Reserve. Insureds are spread over numerous US states minimizing the risk of group fatality. Any loss payment would be in the form of interest bearing loans from Delaware Life, which would be reimbursed with retrocession fees from other in force policies. The policyholder would be charged more in future premiums to replenish the reserve. For the Company to ultimately incur a loss the mortality rate would have to exceed three times that expected and while in a loss position, the group policy would have to be surrendered. The likelihood of group surrender is unlikely as there are negative implications to the insureds, including taxation issues.

Similar to a catastrophic bond, there have been no losses to date and none are expected as the likelihood of loss is remote and the Retrocession Agreement specifically allows for repayment of losses through an offset to future reinsurance premiums due by Delaware Life, subject to interest on any unpaid balance. This “loan” coupled with the remote likelihood of loss, provides for accounting consistent with no risk transfer as defined by Statement of Financial Accounting Standards (“SFAS”) No. 113 – Accounting and Reporting for Reinsurance of Short-Duration and Long-Duration

**ANALECT RE (BERMUDA) LIMITED**  
**NOTES TO CONDENSED CONSOLIDATED GENERAL PURPOSE FINANCIAL**  
**STATEMENTS**

For the Years ended December 31, 2023 and 2022

*(Expressed in United States Dollars)*

Contracts; and determines the need for “deposit” accounting. The risk transfer described is strictly for accounting purposes, and not indicative of policy mortality risk or in any way reduces the risk to Analect Re and associated loss.

On March 31, 2004 the Company formed a subsidiary company, AB Funding LLC (“AB”), incorporated in the United States of America, for the purpose of selling the right to future commission income cash flows (the “Reinsurance Receivables”) to AB.

AB financed the purchase of Reinsurance Receivables through receipt of a loan from a subsidiary of the Parent, A&K Funding LLC (“A&K”).

AB issued a guarantee to A&K to support A&K’s borrowing from third parties. A&K issued Commercial Asset-Backed Notes to third parties that will be repaid using the proceeds of the Reinsurance Receivables purchased by AB from the Company and by future administrative fee revenue earned by other affiliates. The proceeds of the Reinsurance Receivables and future administrative fee revenue shall be paid directly by Delaware Life and Sun Life US to the trustee. Additional securitization transactions were undertaken on March 31, 2005 and November 21, 2006. The receivables purchased by AB in such transactions are pooled together, and proceeds are used to pay interest and principal to A&K. Refer to note 15 for more details.

3. The condensed financial statements have been prepared in accordance with insurance accounting practices prescribed or permitted in Bermuda by The Insurance Act 1978, and related Regulations and the Insurance Account Rules 2016.

4. (a) Consolidation

The accounts of the Company are consolidated with those of its wholly-owned subsidiary AB. Intercompany accounts and transactions have been eliminated.

(b) Commission income

Payments received under the retrocession agreement are recorded as commission income when received.

(c) Cash and cash equivalents

Cash and cash equivalents are short-term investments that are subject to an insignificant risk of change in value.

(d) Income taxes

Income taxes are accounted for in accordance with SFAS No.109 – Accounting for Income Taxes and FASB Interpretation No. 48 – Accounting for Uncertainty in Income Taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts and their respective tax bases and operating loss and tax carry-forwards.

(e) Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in

**ANALECT RE (BERMUDA) LIMITED**  
**NOTES TO CONDENSED CONSOLIDATED GENERAL PURPOSE FINANCIAL**  
**STATEMENTS**

For the Years ended December 31, 2023 and 2022

*(Expressed in United States Dollars)*

the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. While management believes that the amounts included in the consolidated financial statements reflect the Company's best estimates and assumptions, actual results could differ from these estimates.

5.

(a) Premium income

Not applicable (refer to Note 2).

(b) Investment income

Investment income is accrued and recorded as receivable.

(c) Commission income

Payments received under the retrocession agreement are recorded as commission income when received

6. – 14. Not applicable.

15. Related party transactions

**Loans payable to A&K Funding**

On March 31, 2004, A&K Funding LLC ("A&K"), a wholly owned subsidiary of Analect Administrative Services LLC ("AAS") in turn a wholly owned subsidiary of the Parent, consummated a debt financing transaction whereby gross proceeds of \$60 million were raised through the issuance of Series 2004-A Notes. Concurrently, under a Sale of Receivables Agreement dated March 31, 2004 (the "Sale Agreement"), the Company sold its future monthly reinsurance premiums receivable under the Reinsurance Agreement to AB for a purchase price of \$21.2 million. The Series 2004-A Notes issued by A&K bear interest at 7.87% per annum. During the year ended December 31, 2021, A&K and AB Funding, with the consent of a majority of the holders of securitized notes, amended the note to a stated interest rate of 2.10 percent. Interest will be repaid through the assignment of the future monthly reinsurance premiums receivable by AB and future administrative fees receivable by A&K. On March 31, 2004 the Company loaned the sale proceeds of \$21.2 million received from AB under the Sale Agreement to the Parent under a twelve-year promissory note bearing interest at Libor plus 2%. In the 1<sup>st</sup> quarter of fiscal year 2021, the intercompany note was amended to amortize fully by the third quarter of fiscal year 2029, at a fixed rate of 2%.

On March 31, 2005 A&K issued a second tranche of notes, Series 2005-A, whereby gross proceeds of \$30 million were raised. Concurrently, pursuant to an Assignment under the Sale Agreement dated March 31, 2005, the Company sold additional future monthly reinsurance premiums receivable under the Reinsurance Agreement to AB for \$11 million. The Series 2005-A Notes issued by A&K bear interest at 7.39% per annum. During the year ended December 31, 2021, A&K and AB Funding, with the consent of a majority of the holders of securitized notes, amended the note to a stated interest rate of 2.10 percent. Interest will be repaid through the assignment of the future monthly reinsurance premiums receivable by AB and future administrative fees receivable by A&K. On March 31, 2005 the Company loaned the sale proceeds of \$11 million received from AB pursuant to the Assignment under the Sale Agreement to the Parent under a twelve-year promissory note bearing interest at Libor plus 2%. In the 1<sup>st</sup> quarter of fiscal year 2021, the intercompany note was amended to amortize fully by the third quarter of fiscal year 2029, at a fixed rate of 2%.

**ANALECT RE (BERMUDA) LIMITED**  
**NOTES TO CONDENSED CONSOLIDATED GENERAL PURPOSE FINANCIAL**  
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On November 21, 2006, A&K issued a third tranche of notes, Series 2006-A, whereby gross proceeds of \$53 million were raised. Concurrently, pursuant to an Assignment under the Sale Agreement dated November 21, 2006, the Company sold additional future monthly reinsurance premiums receivable under the Reinsurance Agreement to AB for \$18 million. The Series 2006-A Notes issued by A&K bear interest at 7.415% per annum. During the year ended December 31, 2021, A&K and AB Funding, with the consent of a majority of the holders of securitized notes, amended the note to a stated interest rate of 2.10 percent. Interest will be repaid through the assignment of the future monthly reinsurance premiums receivable by AB and future administrative fees receivable by A&K. On November 21, 2006 the Company loaned the sale proceeds of \$18 million received from AB pursuant to the Assignment under the Sale Agreement to the Parent under a fifteen-year promissory note bearing interest at Libor plus 2%. In the 1<sup>st</sup> quarter of fiscal year 2021, the intercompany note was amended to amortize fully by the third quarter of fiscal year 2029, at a fixed rate of 2%.

A&K defaulted on its February 2017 interest payments to Noteholders which under the related debt agreements resulted in the exercisable right of Noteholders owning securitized notes representing a majority of the outstanding principal balance to demand the full principal balance of the Notes be due immediately unless the default is remedied. A&K Funding issued a default notice dated February 10, 2017 indicating it was soliciting Noteholders for forbearance in the exercise of their available remedies with respect to the default for an initial two-year period until such time as a more permanent solution, such as debt restructuring, could be negotiated and implemented. At that time, Noteholders representing approximately 79% of the Note principal had already agreed to such forbearance. Any such decision regarding rights to pursue default remedies, including instead the forbearance from doing so, requires the approval of holders of at least 50% of the total outstanding Note principal.

Beginning February 2017, Noteholders representing 89.7% of the outstanding Note principal and A&K agreed upon an initial 24 month period of forbearance during which interest continues to be paid monthly to the extent available from net securitized revenues, in accordance with the terms of the securitization. If such payments are insufficient to pay interest in full, i) the Noteholders agreed to forbear from taking actions under the default, and (ii) pursuant to the terms of the securitization unpaid interest will continue to accumulate as deferred interest. In return for entering the initial forbearances, the Noteholders received a consent fee in an amount equal to 0.5% of the total principal balance then outstanding, which was paid in 12 equal monthly installments in accordance with the forbearance agreements. Since the forbearances were entered into, one of the Noteholders has acquired additional Notes and currently has ownership of approximately 60% of the issued and outstanding principal (more than the 50% required for extending the Forbearance). The forbearing Noteholders previously agreed to extend the forbearance period to May 15, 2019, followed by subsequent extensions through January 31, 2024. A&K has not undertaken any further forbearance extension post January 31, 2024 due to the expected sufficiency to pay interest on each series described below.

During the forbearance period and subsequent to amended terms of the securitization described below, AB has had no obligation under the guarantee to make payments or transfer collateral to A&K or Noteholders in excess of the monthly interest payments it is able to make.

During the months of February, April and August 2023, A&K received 100% noteholder approval to amend the base indenture, with the Series 2006-A, 2005-A and 2004-A interest rates being amended to 3.79%, 3.68% and 3.96% respectively. A&K anticipates that the amended terms of the securitization will be more aligned with the current monthly operating cash flows generated by the receivables owned by A&K and payments being received from AB Funding, resulting in A&K being able to begin repaying deferred interest rollover and eventually commence repayment of principal under the Notes. With or without condition of default and/or associated forbearance, amendment to the Notes continue to permit sale of the Collateral if majority in interest of Noteholders elect to sell the collateral.

Pursuant to the terms of the securitization, AB continues to pay A&K all of its net fee income, which is applied as interest under the AB Loans.

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The outstanding loans payable by AB to A&K as at December 31, 2023 were \$45,676,807 (2022 - \$47,600,949) and the related interest expense incurred as at December 31, 2023 was \$981,390 (2022 - \$1,018,241). For the year ended December 31, 2023 and December 31, 2022 the BMA granted the Company an exemption to remove these loans payable from the statutory consolidated financial statements.

AB is a guarantor of the Notes on the basis that the fair value of the future cash flows of the commission fee revenue was estimated at the time of the securitizations to exceed the total borrowings of A&K from the third parties. As consideration for this guarantee, AB is entitled to a monthly guarantee fee at a rate per annum equal to 0.125% of the outstanding principal amount of the Notes. The total guarantee fee earned by AB was as at December 31, 2023 was \$160,346 (2022 - \$160,346). For the year ended December 31, 2023 and December 31, 2022 the BMA granted the Company an exemption to remove the loans payable from the consolidated statutory financial statements.

**Loans Receivable From Parent**

The Company's outstanding loans receivable from Parent as at December 31, 2023 was \$14,143,480 (2022 - \$16,099,960) and the related interest income earned as at December 31, 2023 was \$307,326 (2022 - \$346,455). The repayment of the loans and interest receivable from Parent is dependent on the Parent generating sufficient future cash flows, certain of which flow from the Company as a result of management service fees, as discussed below, charged to it by the Parent as well as other sources of revenue of the Parent. Repayment of the loan is therefore dependent upon the occurrence and sufficiency of these future cashflows.

**Management Fees Expenses to Parent**

Management service fees are based on time costs incurred by personnel of the Parent and reimbursement of the Parent's out of pocket expenses. These fees are payable quarterly. Management service fees and expenses incurred during the year were \$964,915 (2022 - \$820,469) and the related outstanding balance due to Parent at December 31, 2023 was \$86,114 (2021 - \$78,899).

16. **Subsequent events**

The Company conducts long-term business as a reinsurance company. Analect Re has declared on or about April 15th, its intention to pay distribution to its parent company of \$1,625,000, which includes a \$355,763 net payment of 2024 Q1 principal and interest associated with the Analect LLC intercompany loan ("Quarterly Loan Payment").

17. **Other Information**

**Going Concern**

With or without the extension of the forbearances described in Note 15 and / or amendment of the underlying securitization or AB loans, AB will continue to pay on a monthly basis to A&K all of its monthly cash receipts (net of allowable expenses) related to the reinsurance fees derived from the securitized policies, in accordance with the terms of the securitization.

Management therefore believes the Company has the ability to continue as a going concern for a period which extends more than one year from the financial statement issuance date.

The BMA has granted a one year exemption allowing the Company to exclude specific liabilities (loans payable from AB Funding LLC to A&K Funding LLC) from the consolidated statutory financial statements.

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The BMA has requested to be notified before any dividends or distributions of capital are made to shareholders.

The BMA has also requested that the Company maintain an amount not less than its Target Capital Level in cash, cash equivalents, and/or high rated liquid investments.

***Notes to the Consolidated Statement of Capital and Surplus***

1(a) Capital stock

(a) Authorized, issued and fully paid share capital comprises 500,000 (2022 - 500,000) ordinary shares of par value \$1.00 each.

(b) Contributed surplus comprises amounts received from the Parent. No contributed surplus was received during the year ended December 31, 2023 (2022 - \$nil).

2(c) Dividends paid to the Parent during the year ended December 31, 2023 totaled \$2,387,481 (2022 - \$2,377,514).

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***Notes to the Consolidated Balance Sheet***

1.-3. Not applicable.

4. Investments in and advances to affiliates

Advances to affiliates of \$14,057,366 comprises the net aggregate of (i) the principal balance receivable from the Parent on three promissory notes in the aggregate amount of \$14,143,480 ; and (ii) balance due to the Parent in the amount of \$86,114 which is unsecured and interest free. The promissory notes, whose repayment terms were amended and restated effective March 15, 2021, comprise:

(i) \$21,200,000 promissory note dated March 31, 2004, initially for a term of twelve years and bears interest at 2% per annum. 0.96% of the principal balance is repayable by the Company quarterly through June 30, 2029 and the remaining 2.47% is due in full on September 30, 2029. The outstanding balance at December 31, 2023 was \$5,001,080.

(ii) \$11,000,000 promissory note dated March 31, 2005, initially for a term of twelve years and bears interest at 2% per annum. 0.96% of the outstanding principal balance is repayable to the Company quarterly through June 30, 2029 and the remaining 4.72% is due in full on September 30, 2029. The outstanding balance at December 31, 2023 was \$2,842,400.

(iii) \$18,000,000 promissory note dated November 21, 2006, initially for a term of fifteen years and bears interest at 2% per annum. 1% of the principal balance is repayable by the Company quarterly through June 30, 2029 and the remaining 13% is due in full on September 30, 2029. The outstanding balance at December 31, 2023 was \$6,300,000.

Total promissory note interest income for the year of \$307,326 (2022 - \$346,455) is included in line 31 of the Consolidated Statement of Income.

5.-9. Not applicable.

10. Not applicable

11.-12. Not applicable.

13. Prepaid expenses totaling \$16,465 represent local regulatory fee of \$7,215 and the Corporate secretarial fee of \$9,250 paid to Conyers Corporate Services.

14.-17. Not applicable.



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20.-21. Reserves for reported and unreported claims

Reserves for reported claims are recorded when advised by the ceding company. Reserves for reported claims represent the amounts needed to provide for the estimated cost of claims relating to the insured events, both reported and unreported, that have occurred before the balance sheet date. These amounts are based upon estimates of losses reported by the ceding reinsurer, plus an estimate for losses incurred but not yet reported. The estimate for losses incurred but not reported and policy reserves are based upon the recommendations of an independent actuary using industry data.

While management believes that the amount provided is adequate, the ultimate liability may be in excess of, or less than, the amounts provided and any adjustments will be reflected in the periods in which they become known.

22.-30. Not applicable.

31. Income Tax

*Bermuda Tax*

On December 27, 2023, the Government of Bermuda enacted the Corporate Income Tax Act 2023 (“the Act”). The Act introduces a 15% corporate income tax on Bermuda businesses that are part of an In Scope Multinational Enterprise Group (“MNE Group”), effective for fiscal years beginning on or after January 1, 2025. The Act defines an In Scope MNE Group as an MNE Group if, with respect to any fiscal year beginning on or after the commencement date, the MNE Group has annual revenue of EUR 750 million or more in the consolidated financial statements of the ultimate parent entity for at least two of the four fiscal years immediately preceding such fiscal year. Pursuant to the In Scope MNE Group definition in the legislation, the Company has determined it is not in scope for Bermuda Corporate Income Tax as of the current reporting date.

*U.S. Income Tax*

The Company has filed with the United States Internal Revenue Service an election pursuant to Section 953 (d) to be taxed as a domestic corporation for purposes of the United States Internal Revenue Code. The election has been effective since January 2000 and may not be revoked without the consent of the Secretary of the Treasury.

An electing corporation, as a domestic corporation for United States tax purposes, is not subject to the provisions of Subpart F of the Internal Revenue Code. In addition, premiums paid or ceded to the Company will not be subject to the United States federal excise tax. The Company has also elected to be included in Analaect LLC’s consolidated United States federal income tax return.

*Deferred Income Tax*

Deferred tax assets and liabilities are determined based on the difference between the tax basis of an asset or liability and its reported amount in the financial statements using enacted tax rates. Future tax benefits attributable to these differences are recognized to the extent that realization of such benefits is more likely than not. The primary differences between accounting and taxable income arise from a difference in the method of discounting reserves for loss and loss related expenses.

32. Amounts due to affiliates

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Refer to *Notes to the Consolidated Balance Sheet* – Note 4

33. Accounts payable and accrued liabilities include accrued actuarial expenses, audit expenses and management fees.

34.-37. Not applicable

***Notes to the Consolidated Statement of Income***

6. Not applicable

15. Other insurance income of \$1,060,913 (2022- \$1,001,786) represents reinsurance commission received from Delaware Life.

32. Not applicable

36. Not applicable