

ASPEN INSURANCE HOLDINGS LTD  
Form 10-K  
February 26, 2013  
Table of Contents

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the Fiscal Year Ended December 31, 2012**

or

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from            to**  
**Commission file number 001-31909**

**ASPEN INSURANCE HOLDINGS LIMITED**

*(Exact name of registrant as specified in its charter)*

**Bermuda**  
*(State or other jurisdiction of*  
*incorporation or organization)*

**141 Front Street**

**Not Applicable**  
*(I.R.S. Employer*  
*Identification Number)*

**HM 19**

Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

Hamilton, Bermuda

(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code:

(441) 295-8201

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

Title of Each Class	Name of Each Exchange on Which Registered
Ordinary Shares, 0.15144558¢ par value	New York Stock Exchange, Inc.
5.625% Perpetual Preferred Income Equity	
Replacement Securities	New York Stock Exchange, Inc.
7.401% Perpetual Non-Cumulative Preference Shares	New York Stock Exchange, Inc.
7.250% Perpetual Non-Cumulative Preference Shares	New York Stock Exchange, Inc.

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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

The aggregate market value of the ordinary shares held by non-affiliates of the registrant, as of June 30, 2012, was approximately \$2.0 billion based on the closing price of the ordinary shares on the New York Stock Exchange on that date, assuming solely for the purpose of this calculation that all directors and employees of the registrant were affiliates. The determination of affiliate status is not necessarily a conclusive determination for other purposes and such status may have changed since June 30, 2012.

As of February 15, 2013, 69,950,931 ordinary shares were outstanding.



**Table of Contents**

**ASPEN INSURANCE HOLDINGS LIMITED**

**INDEX TO FORM 10-K**

**TABLE OF CONTENTS**

<u>Aspen Holdings and Subsidiaries</u>	2
<u>Forward-Looking Statements</u>	2
<b><u>PART I</u></b>	
Item 1. <u>Business</u>	5
Item 1A. <u>Risk Factors</u>	44
Item 1B. <u>Unresolved Staff Comments</u>	75
Item 2. <u>Properties</u>	75
Item 3. <u>Legal Proceedings</u>	76
Item 4. <u>Mine Safety Disclosure</u>	76
<b><u>PART II</u></b>	
Item 5. <u>Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	77
Item 6. <u>Selected Consolidated Financial Data</u>	87
Item 7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	89
Item 7A. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	132
Item 8. <u>Financial Statements and Supplementary Data</u>	135
Item 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	135
Item 9A. <u>Controls and Procedures</u>	135
Item 9B. <u>Other Information</u>	136
<b><u>PART III</u></b>	
Item 10. <u>Directors, Executive Officers of the Registrant and Corporate Governance</u>	137
Item 11. <u>Executive Compensation</u>	137
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	137
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	137
Item 14. <u>Principal Accounting Fees and Services</u>	138
<b><u>PART IV</u></b>	
Item 15. <u>Exhibits, Financial Statement Schedules</u>	139
<u>Index to Consolidated Financial Statements and Reports</u>	F-1

**Table of Contents**

**Aspen Holdings and Subsidiaries**

*Unless the context otherwise requires, references in this Annual Report to the Company, we, us or our refer to Aspen Insurance Holdings Limited ( Aspen Holdings ) or Aspen Holdings and its subsidiaries, Aspen Insurance UK Limited ( Aspen U.K. ), Aspen (UK) Holdings Limited ( Aspen U.K. Holdings ), Aspen (US) Holdings Limited ( Aspen U.S. Holdings Ltd. ), Aspen Insurance UK Services Limited ( Aspen UK Services ), AIUK Trustees Limited ( AIUK Trustees ), Aspen Bermuda Limited ( Aspen Bermuda , formerly Aspen Insurance Limited), Aspen Underwriting Limited ( AUL , corporate member of Lloyd s Syndicate 4711, Syndicate 4711 ), Aspen Managing Agency Limited ( AMAL ), Aspen U.S. Holdings, Inc. ( Aspen U.S. Holdings ), Aspen Specialty Insurance Company ( Aspen Specialty ), Aspen Specialty Insurance Management Inc. ( Aspen Management ), Aspen Re America, Inc. ( Aspen Re America ), Aspen Insurance U.S. Services Inc. ( Aspen U.S. Services ), Aspen Re America California, LLC ( ARA CA ), Aspen Specialty Insurance Solutions LLC ( ASIS ), Aspen Re America Risk Solutions LLC ( Aspen Solutions ), Acorn Limited ( Acorn ), APJ Continuation Ltd. ( APJ ), APJ Asset Protection Jersey Limited ( APJ Jersey ), Aspen UK Syndicate Services Limited ( AUSSL , formerly APJ Services Limited), Aspen Risk Management Limited ( ARML ), Aspen American Insurance Company ( AAIC ), Aspen Recoveries Limited ( Aspen Recoveries ) and any other direct or indirect subsidiary collectively, as the context requires. Aspen U.K., Aspen Bermuda, Aspen Specialty, AAIC, and AUL, as corporate member of Syndicate 4711, are each referred to herein as an Operating Subsidiary, and collectively referred to as the Operating Subsidiaries. References in this report to U.S. Dollars, dollars, \$ or ¢ are to the lawful currency of the United States of America, references to British Pounds, pounds or £ are to the lawful currency of the United Kingdom, and references to euros or ¤ are to the lawful currency adopted by certain member states of the European Union (the E.U. ), unless the context otherwise requires.*

**Forward-Looking Statements**

This Form 10-K contains, and the Company may from time to time make other verbal or written, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ), that involve risks and uncertainties, including statements regarding our capital needs, business strategy, expectations and intentions. Statements that use the terms believe, do not believe, anticipate, expect, plan, estimate, project, seek, likely, continue, intend, guidance and similar expressions are intended to identify forward-looking statements. These statements reflect our current views with respect to future events and because our business is subject to numerous risks, uncertainties and other factors, our actual results could differ materially from those anticipated in the forward-looking statements, including those set forth below under Item 1, Business, Part II, Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report and the differences could be significant. The risks, uncertainties and other factors set forth below and under Item 1A, Risk Factors and other cautionary statements made in this report should be read and understood as being applicable to all related forward-looking statements wherever they appear in this report.

**Table of Contents**

All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in these statements. We believe that these factors include, but are not limited to, those set forth under "Risk Factors" in Item 1A, and the following:

the possibility of greater frequency or severity of claims and loss activity, including as a result of natural or man-made (including economic and political risks) catastrophic or material loss events, than our underwriting, reserving, reinsurance purchasing or investment practices have anticipated;

the reliability of, and changes in assumptions to, natural and man-made catastrophe pricing, accumulation and estimated loss models;

evolving issues with respect to interpretation of coverage after major loss events;

any intervening legislative or governmental action and changing judicial interpretation and judgments on insurers' liability to various risks;

the effectiveness of our risk management loss limitation methods;

changes in the total industry losses, or our share of total industry losses, resulting from past events such as Superstorm Sandy in 2012, the Costa Concordia incident in early 2012, the floods in Thailand, various losses from the U.S. storms and the earthquake and ensuing tsunami in Japan in 2011, the floods in Australia in late 2010 and early 2011, the Deepwater Horizon incident in the Gulf of Mexico in 2010, the Chilean and the New Zealand Earthquakes in 2010, Hurricanes Ike and Gustav in 2008 and, with respect to such events, our reliance on loss reports received from cedants and loss adjustors, our reliance on industry loss estimates and those generated by modeling techniques, changes in rulings on flood damage or other exclusions as a result of prevailing lawsuits and case law;

the impact of one or more large losses from events other than natural catastrophes or by an unexpected accumulation of attritional losses;

the impact of acts of terrorism and acts of war and related legislation;

decreased demand for our insurance or reinsurance products and cyclical changes in the highly competitive insurance and reinsurance industry;

any changes in our reinsurers' credit quality and the amount and timing of reinsurance recoverables;

changes in the availability, cost or quality of reinsurance or retrocessional coverage;

the continuing and uncertain impact of the current depressed lower growth economic environment in many of the countries in which we operate;

## Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

the level of inflation in repair costs due to limited availability of labor and materials after catastrophes;

increased competition on the basis of pricing, capacity, coverage terms or other factors and the related demand and supply dynamics as contracts come up for renewal;

a decline in our Operating Subsidiaries' ratings with Standard & Poor's Rating Services ( S&P ), A.M. Best Company Inc. ( A.M. Best ) or Moody's Investors Service Inc. ( Moody's );

the failure of our reinsurers, policyholders, brokers or other intermediaries to honor their payment obligations;

**Table of Contents**

our ability to execute our business plan to enter new markets, introduce new products and develop new distribution channels, including their integration into our existing operations;

our reliance on the assessment and pricing of individual risks by third parties;

our dependence on a few brokers for a large portion of our revenues;

the persistence of heightened financial risks, including excess sovereign debt, the banking system and the Eurozone debt crisis;

changes in general economic conditions, including inflation, foreign currency exchange rates, interest rates and other factors that could affect our financial results;

the risk of a material decline in the value or liquidity of all or parts of our investment portfolio;

changes in our ability to exercise capital management initiatives or to arrange banking facilities as a result of prevailing market conditions or changes in our financial position;

changes in government regulations or tax laws in jurisdictions where we conduct business;

Aspen Holdings or Aspen Bermuda becoming subject to income taxes in the United States or the United Kingdom;

loss of one or more of our senior underwriters or key personnel;

our reliance on information and technology and third-party service providers for our operations and systems; and

increased counterparty risk due to the credit impairment of financial institutions.

In addition, any estimates relating to loss events involve the exercise of considerable judgment in the setting of reserves and reflect a combination of ground-up evaluations, information available to date from brokers and cedants, market intelligence, initial tentative loss reports and other sources. The actuarial range of reserves is based on our then current state of knowledge and explicit and implicit assumptions relating to the incurred pattern of claims, the expected ultimate settlement amount, inflation and dependencies between lines of business. Due to the complexity of factors contributing to losses and the preliminary nature of the information used to prepare estimates, there can be no assurance that our ultimate losses will remain within stated amounts.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this report. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise or disclose any difference between our actual results and those reflected in such statements.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Any forward-looking statements you read in this report reflect our current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. All subsequent written and oral forward-looking statements attributable to us or individuals acting on our behalf are expressly qualified



## Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

in their entirety by the points made above. You should specifically consider the factors identified in this report which could cause actual results to differ before making an investment decision.

**Table of Contents**

**PART I**

**Item 1. Business  
General**

We are a Bermudian holding company, incorporated on May 23, 2002, and conduct insurance and reinsurance business through our subsidiaries in three major jurisdictions: Aspen U.K. and AUL, corporate member of Syndicate 4711 at Lloyd's of London (United Kingdom), Aspen Bermuda (Bermuda) and Aspen Specialty and AAIC (United States). Aspen U.K. also has branches in Paris (France), Zurich (Switzerland), Dublin (Ireland), Cologne (Germany), Singapore, Australia and Canada. We operate in the global markets for property and casualty insurance and reinsurance.

For the year ended December 31, 2012, we wrote \$2,583.3 million in gross premiums and at December 31, 2012, we had total capital employed, including long-term debt, of \$3,987.5 million.

Our corporate structure as at February 15, 2013 was as follows:

We manage our insurance and reinsurance businesses as two distinct underwriting segments, Aspen Insurance and Aspen Reinsurance (Aspen Re), to enhance and better serve our global customer base.

Our insurance segment is comprised of property, casualty, marine, energy and transportation insurance, financial and professional lines insurance and program business. The insurance segment is led by Mario Vitale, Chief Executive Officer of Aspen Insurance and President of U.S. Insurance, and Rupert Villers, Chairman of Aspen Insurance and President of International Insurance. Our reinsurance segment is comprised of property reinsurance (catastrophe and other), casualty reinsurance and specialty reinsurance. The reinsurance segment is led by James Few, Chief Executive Officer of Aspen Reinsurance and Brian Boornazian, Chairman of Aspen Reinsurance.

## **Table of Contents**

In our insurance segment, property, casualty and financial and professional lines insurance business is written primarily in the London Market through Aspen U.K. and in the U.S. through AAIC and Aspen Specialty (both on an admitted and excess and surplus lines basis). Our marine, energy and transportation insurance business is written mainly through Aspen U.K. and AUL, which is the sole corporate member of Syndicate 4711 at Lloyd's of London (Lloyd's), managed by AMAL. We also write some casualty business through AUL.

In reinsurance, property reinsurance business is assumed by Aspen Bermuda and Aspen U.K. and written by teams located in Bermuda, London, Paris, Singapore, Cologne, the U.S. and Zurich. The property reinsurance business written in the U.S. is written exclusively by Aspen Re America and ARA-CA as reinsurance intermediaries with offices in Connecticut, Illinois, Florida, New York, Georgia and California.

Casualty reinsurance is mainly assumed by Aspen U.K. and written by teams located in London, Zurich, Singapore and the U.S. A small number of casualty reinsurance contracts is written by Aspen Bermuda. The business written in the U.S. is produced by Aspen Re America.

Specialty reinsurance is assumed by Aspen Bermuda and Aspen U.K. and written by teams located in London, Zurich and Bermuda.

## **Our Business Strategy**

We are both an insurer and reinsurer of specialty and similar lines and our underwriting operations are organized and presented under two distinct brands – Aspen Re and Aspen Insurance.

We aim to grow the Company over time, but with the caution that growth opportunities are currently limited by weak conditions in many of our markets. Growth may be organic within existing lines, by recruitment of underwriters with complementary skills and experience or by acquisition. Our key evaluation criteria for any acquisition proposal will include strategic fit, financial attractiveness, manageable execution risks and consistency with our risk appetite.

*Key strategies for Aspen Re.* We offer reinsurance for property, casualty and specialty risks as further described below. From time to time, the underwriting cycle allows us to deploy additional capacity on a more opportunistic basis and a key part of our strategy is to maintain the ability to identify special situations and take advantage of them however and whenever they arise.

Our largest market is the United States where we are well established and have solid market penetration. As such, there is less opportunity for significant near term growth. The markets in Latin America and Asia-Pacific have historically been less significant for us, but we believe they offer significant growth potential albeit from a much smaller base, especially in the medium and longer-term. We also believe that we have opportunity to increase our ultimate market share in Europe and we expect to see some growth in this region, conditional upon the currently challenging market environment.

We aim to maintain sufficient capital strength and access to capital markets to ensure that major losses can be absorbed and appropriately priced additional demand from existing or new clients can be met.

## Table of Contents

*Key strategies for Aspen Insurance.* Aspen Insurance from its London-market base is a significant global market for energy, marine, aviation, financial, professional, specie and political risks and for excess casualty. This requires specialized expertise, innovative underwriting and the financial strength to offer meaningful capacity in these lines.

Aspen Insurance will not generally seek to offer retail personal lines, including homeowners, private auto and health insurance.

A further part of Aspen Insurance's strategy is to create a profitable specialty insurer in the U.S. domestic market headquartered in New York. Our approach is highly focused and in the past 36 months, we have hired teams with specialized focus on underwriting opportunities in specialty lines including inland marine and ocean risks, certain financial and professional lines and surety. These are underwritten in addition to our established lines of property, general casualty and environmental liability on an excess and surplus lines basis. We have also invested significantly in terms of IT, actuarial resource, claims staff, legal, human resource and other functions in order to provide the right infrastructure on which to build our U.S. operations.

In addition to our U.S. and London-market insurance operations, we offer focused capacity from our Bermuda and Dublin operations for certain global casualty and management liability risks and from our Zurich branch we offer certain specialized risks within the Swiss market.

*Capital Management.* The level of capital that we hold is determined by our risk appetite, the opportunities that exist for the deployment of capital in our business and the objective of improving returns to our ordinary shareholders while maintaining the levels of financial strength expected by our customers, regulators and by the rating agencies.

### **Business Segments**

We are organized into two business segments: reinsurance and insurance. We have considered similarities in economic characteristics, products, customers, distribution, the regulatory environment of our operating segments and quantitative thresholds to determine our reportable segments.

We have provided additional disclosures for corporate and other (non-underwriting) income and expenses. Corporate and other income includes net investment income, net realized and unrealized investment gains or losses, corporate expense, interest expense, net realized and unrealized foreign exchange gains or losses and income taxes, which are not allocated to the underwriting segments.

The gross written premiums are set forth below by business segment for the twelve months ended December 31, 2012, 2011 and 2010:

Business Segment	Twelve Months Ended December 31, 2012		Twelve Months Ended December 31, 2011		Twelve Months Ended December 31, 2010	
	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total
	(\$ in millions, except for percentages)					
Reinsurance	\$ 1,227.9	47.5%	\$ 1,187.5	53.8%	\$ 1,162.2	56.0%
Insurance	1,355.4	52.5	1,020.3	46.2	914.6	44.0
<b>Total</b>	<b>\$ 2,583.3</b>	<b>100.0%</b>	<b>\$ 2,207.8</b>	<b>100.0%</b>	<b>\$ 2,076.8</b>	<b>100.0%</b>

**Table of Contents**

For a review of our results by segment, see Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 5 of our consolidated financial statements, Segment Reporting.

**Reinsurance**

Our reinsurance segment consists of property catastrophe reinsurance, other property reinsurance (risk excess, pro rata and facultative), casualty reinsurance (U.S. treaty, international treaty and global facultative) and specialty reinsurance (credit and surety, structured, agriculture and specialty).

The reinsurance business we write can be analyzed by geographic region, reflecting the location of the reinsured risks, as follows for the twelve months ended December 31, 2012, 2011 and 2010:

Reinsurance	Twelve Months Ended December 31, 2012		Twelve Months Ended December 31, 2011		Twelve Months Ended December 31, 2010	
	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total
	(\$ in millions, except for percentages)					
Australia/Asia	\$ 132.4	10.8%	\$ 122.3	10.3%	\$ 95.6	8.2%
Caribbean	8.2	0.7	9.5	0.8	4.3	0.4
Europe (excluding U.K.)	97.1	7.9	93.8	7.9	96.9	8.3
United Kingdom	26.9	2.2	27.3	2.3	23.8	2.0
United States & Canada(1)	528.6	43.0	547.4	46.1	564.5	48.6
Worldwide excluding United States(2)	62.9	5.1	61.8	5.2	55.4	4.8
Worldwide including United States(3)	316.6	25.8	274.3	23.1	291.9	25.1
Others	55.2	4.5	51.1	4.3	29.8	2.6
<b>Total</b>	<b>\$ 1,227.9</b>	<b>100.0%</b>	<b>\$ 1,187.5</b>	<b>100.0%</b>	<b>\$ 1,162.2</b>	<b>100.0%</b>

(1) United States and Canada comprises individual policies that insure risks specifically in the United States and/or Canada, but not elsewhere.

(2) Worldwide excluding the United States comprises individual policies that insure risks wherever they may be across the world but specifically excludes the United States.

(3) Worldwide including the United States comprises individual policies that insure risks wherever they may be across the world but specifically includes the United States.

Our gross written premiums by our principal lines of business within our reinsurance segment for the twelve months ended December 31, 2012, 2011 and 2010 are as follows:

Reinsurance	Twelve Months Ended December 31, 2012		Twelve Months Ended December 31, 2011		Twelve Months Ended December 31, 2010	
	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total
	(\$ in millions, except for percentages)					

Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

Property catastrophe reinsurance	\$ 311.3	25.4%	\$ 306.9	25.9%	\$ 292.9	25.2%
Other property reinsurance	313.4	25.5	279.1	23.5	268.9	23.1
Casualty reinsurance	337.5	27.5	309.1	26.0	340.5	29.3
Specialty reinsurance	265.7	21.6	292.4	24.6	259.9	22.4
<b>Total</b>	<b>\$ 1,227.9</b>	<b>100.0%</b>	<b>\$ 1,187.5</b>	<b>100.0%</b>	<b>\$ 1,162.2</b>	<b>100.0%</b>

## **Table of Contents**

*Property Catastrophe Reinsurance:* Property catastrophe reinsurance is generally written on a treaty excess of loss basis where we provide protection to an insurer for an agreed portion of the total losses from a single event in excess of a specified loss amount. In the event of a loss, most contracts provide for coverage of a second occurrence following the payment of a premium to reinstate the coverage under the contract, which is referred to as a reinstatement premium. The coverage provided under excess of loss reinsurance contracts may be on a worldwide basis or limited in scope to selected regions or geographical areas.

*Other Property Reinsurance:* Other property reinsurance includes risk excess of loss and proportional treaty reinsurance, facultative or single risk reinsurance. Risk excess of loss reinsurance provides coverage to a reinsured where it experiences a loss in excess of its retention level on a single risk basis. A risk in this context might mean the insurance coverage on one building or a group of buildings for fire or explosion or the insurance coverage under a single policy which the reinsured treats as a single risk. This line of business is generally less exposed to accumulations of exposures and losses but can still be impacted by natural catastrophes, such as earthquakes and hurricanes.

Proportional treaty reinsurance provides proportional coverage to the reinsured, meaning that, subject to event limits where applicable and ceding commissions, we pay the same share of the covered original losses as we receive in premiums charged for the covered risks. Proportional contracts typically involve close client relationships including regular audits of the cedants' data. Management responsibility for our risk solutions business which wrote predominantly property insurance risks for a select group of U.S. program managers was moved to the insurance segment effective January 1, 2012.

*Casualty Reinsurance:* Casualty reinsurance is written on an excess of loss, proportional and facultative basis and consists of U.S. treaty, international treaty and casualty facultative. Our U.S. treaty business comprises exposures to workers' compensation (including catastrophe), medical malpractice, general liability, auto liability, professional liability and excess liability including umbrella liability. Our international treaty business reinsures exposures mainly with respect to general liability, auto liability, professional liability, workers' compensation and excess liability.

*Specialty Reinsurance:* Specialty reinsurance is written on an excess of loss and proportional basis and consists of credit and surety reinsurance, structured risks, agriculture reinsurance and other specialty lines. Our credit and surety reinsurance business consists of trade credit reinsurance, international surety reinsurance (mainly European, Japanese and Latin American risks and excluding the U.S.) and a small political risks portfolio. Our agricultural reinsurance business is primarily written on a treaty basis covering crop and multi-peril business. Other specialty lines include reinsurance treaties and some insurance policies covering policyholders' interests in marine, energy, liability aviation, space, contingency, terrorism, nuclear, personal accident and crop reinsurance.

A high percentage of the property reinsurance contracts we write exclude coverage for losses arising from the peril of terrorism. Within the U.S., our reinsurance contracts generally exclude or limit our liability to acts that are certified as acts of terrorism by the U.S. Treasury Department under the Terrorism Risk Insurance Act (TRIA), the Terrorism Risk Insurance Extension Act of 2005 (TRIEA) and now the Terrorism Risk Insurance Program Reauthorization Act of 2007 (TRIPRA), which is currently set to expire on December 31, 2014. With respect to personal lines risks, losses arising from the peril of terrorism that do not involve nuclear, biological or chemical attack are usually covered by our reinsurance contracts. Such losses relating to commercial lines risks are generally covered on a limited basis; for example, where the covered risks fall below a stated insured value or into classes or categories we deem less likely to be targets of terrorism than others. We have written a

**Table of Contents**

limited number of reinsurance contracts in this segment, both on a pro rata and risk excess basis, specifically covering the peril of terrorism. These contracts typically exclude coverage protecting against nuclear, biological or chemical attack.

**Insurance**

Our insurance segment consists of property insurance, casualty insurance, marine, energy and transportation insurance, financial and professional lines insurance and programs business.

The insurance business we write can be analyzed by geographic region, reflecting the location of the insured risk, as follows for the twelve months ended December 31, 2012, 2011 and 2010:

Insurance	Twelve Months Ended December 31, 2012		Twelve Months Ended December 31, 2011		Twelve Months Ended December 31, 2010	
	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total
	(\$ in millions, except for percentages)					
Australia/Asia	\$ 6.9	0.5%	\$ 7.3	0.7%	\$ 6.2	0.7%
Caribbean	4.0	0.3	2.9	0.3	3.6	0.4
Europe (excluding U.K.)	15.9	1.2	9.4	0.9	7.7	0.8
United Kingdom	141.7	10.5	118.4	11.6	117.8	12.9
United States & Canada(1)	578.3	42.7	328.2	32.2	275.0	30.1
Worldwide excluding United States(2)	88.8	6.6	95.7	9.4	90.6	9.9
Worldwide including United States(3)	494.2	36.4	424.4	41.6	381.4	41.7
Others	25.6	1.8	34.0	3.3	32.3	3.5
<b>Total</b>	<b>\$ 1,355.4</b>	<b>100.0%</b>	<b>\$ 1,020.3</b>	<b>100.0%</b>	<b>\$ 914.6</b>	<b>100.0%</b>

- (1) United States and Canada comprises individual policies that insure risks specifically in the United States and/or Canada, but not elsewhere.
- (2) Worldwide excluding the United States comprises individual policies that insure risks wherever they may be across the world but specifically excludes the United States.
- (3) Worldwide including the United States comprises individual policies that insure risks wherever they may be across the world but specifically includes the United States.



**Table of Contents**

Our gross written premiums by our principal lines of business within our insurance segment for the twelve months ended December 31, 2012, 2011 and 2010 are as follows:

Insurance	Twelve Months Ended December 31, 2012		Gross Written Premiums Twelve Months Ended December 31, 2011		Twelve Months Ended December 31, 2010	
	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total
	(\$ in millions, except for percentages)					
Property insurance	\$ 239.7	17.7%	\$ 202.3	19.8%	\$ 171.7	18.8%
Casualty insurance	192.8	14.2	127.2	12.4	148.2	16.2
Marine, energy and transportation insurance	530.9	39.2	432.2	42.4	435.1	47.6
Financial and professional lines insurance	271.6	20.0	230.5	22.6	159.6	17.4
Programs	120.4	8.9	28.1	2.8		
Total	\$ 1,355.4	100.0%	\$ 1,020.3	100.0%	\$ 914.6	100.0%

*Property Insurance:* Our property insurance line comprises U.S. and U.K. commercial property and construction business. Property insurance provides physical damage and business interruption coverage for losses arising from weather, fire, theft and other causes.

*U.S. Property:* The U.S. commercial property team covers mercantile, manufacturing, municipal and commercial real estate business.

*U.K. Property:* The U.K. commercial team's client base is predominantly U.K. institutional property owners, middle market corporates and public sector clients.

*Casualty Insurance:* Our casualty insurance line comprises commercial liability, global excess casualty, U.S. casualty insurance and environmental liability, written on a primary, quota share, program and facultative basis.

*Commercial Liability:* Commercial liability is primarily written in the U.K. and provides employers' liability coverage and public liability coverage for insureds domiciled in the U.K. and Ireland.

*Global Excess Casualty:* The global excess casualty line comprises large, sophisticated and risk-managed insureds worldwide and covers broad-based risks at high attachment points, including general liability, commercial and residential construction liability, life science, railroads, trucking, product and public liability and associated types of cover found in general liability policies in the global insurance market.

*U.S. Casualty:* The U.S. casualty account primarily consists of lines written within the general liability and umbrella liability insurance sectors. Coverage on our general liability line is offered on those risks that are primarily miscellaneous, products liability, contractors (general contractors and artisans), real estate and retail risks and other general liability business.

*Environmental Liability:* The U.S. environmental account primarily provides contractors' pollution liability and pollution legal liability across industry segments that have environmental



## **Table of Contents**

regulatory drivers and contractual requirements for coverage including: real estate and public entities, contractors and engineers, energy contractors and environmental contractors and consultants. The business is written in both the primary and excess insurance markets.

*Marine, Energy and Transportation Insurance:* Our marine, energy and transportation insurance line comprises marine, energy and construction ( M.E.C. ) liability, energy physical damage, marine hull, specie, inland marine and ocean risks and aviation, written on a primary, quota share, program and facultative basis.

*M.E.C. Liability:* The M.E.C. liability business includes marine liability cover mainly related to the liabilities of ship-owners and port operators, including reinsurance of Protection and Indemnity Clubs ( P&I Clubs ). It also provides liability cover for companies in the oil and gas sector, both onshore and offshore and in the power generation and U.S. commercial construction sectors.

*Energy Physical Damage:* Energy physical damage provides insurance cover against physical damage losses in addition to Operators Extra Expenses ( OEE ) for companies operating in the oil and gas exploration and production sector.

*Marine Hull:* The marine hull team insures physical damage for ships (including war and associated perils) and related marine assets.

*Specie:* The specie business line focuses on the insurance of high value property items on an all risks basis, including fine art, general and bank related specie, jewelers block and armored car.

*Inland Marine and Ocean Risks:* The inland marine and ocean cargo team writes business principally covering builders construction risk, contractors equipment, transportation and ocean cargo risks in addition to exhibition, fine arts and museums insurance.

*Aviation:* The aviation team writes physical damage insurance on hulls and spares (including war and associated perils) and comprehensive legal liability for airlines, smaller operators of airline equipment, airports and associated business and non-critical component part manufacturers. We also provide aviation hull deductible cover.

*Financial and Professional Lines Insurance:* Our financial and professional lines comprise financial institutions business, professional, management and technology liability, credit, political, terrorism and surety risks, written on a primary, quota share, program and facultative basis.

*Financial Institutions:* Our financial institutions business is written on both a primary and excess of loss basis and consists of professional liability, crime insurance and directors and officers ( D&O ) cover, with the largest exposure comprising risks headquartered in the U.K., followed by Australia and the U.S. and then Canada. We cover financial institutions including commercial and investment banks, asset managers, insurance companies, stockbrokers and insureds with hybrid business models.

*Professional Liability:* Our professional liability business is written out of the U.S. (including Errors and Omissions ( E&O )), the U.K. and Switzerland and is written on both a primary and excess of loss basis. The U.K. team focuses on risks in the U.K. with some Australian and Canadian business while the U.S. team focuses on the U.S. We insure a wide range of professions including lawyers, accountants, architects and engineers.

## **Table of Contents**

*Management Liability:* Our management liability teams write out of the U.S., Bermuda and the U.K. on both a primary and excess basis D&O insurance, and indemnity insurance in connection with, or to facilitate, corporate transactions.

*Technology Liability:* Our technology liability team writes on both a primary and excess basis technology-related policies in the areas of network privacy, misuse of data and cyber liability and warranty.

*Credit, Political & Terrorism:* The credit, political & terrorism team writes business covering the credit and contract frustration risks on a variety of trade and non-trade related transactions, as well as political and terrorism (including multi-year war on land cover) risks. We provide credit, political and terrorism cover worldwide, but with concentrations in a number of countries, such as Russia, China, Brazil, the Netherlands and United States.

*Kidnap and Ransom:* The Kidnap and Ransom ( K&R ) team writes insurance designed to protect individuals and corporations operating in high-risk areas around the world. This has now been extended to cover the shipping industries exposure to acts of piracy prevalent in certain regions of the world.

*Surety Risks:* Our surety team writes commercial surety risks, admiralty bonds and similar maritime undertakings including, but not limited to, federal and public official bonds, license and permits and fiduciary and miscellaneous bonds, focused on Fortune 1000 companies and large, privately owned companies in the U.S.

*Programs:* Our program business writes property and casualty insurance risks for a select group of U.S.-based program managers. These programs are managed as a distinct and separate unit within insurance. We work closely with our program managers to establish appropriate underwriting and processing guidelines and have established performance monitoring mechanisms.

## **Underwriting and Reinsurance Purchasing**

Our objective is to create a diversified portfolio of insurance and reinsurance risks, diversified across lines of business, products, geographic areas of coverage, cedants and sources. The acceptance of appropriately priced risk is the core of our business. Underwriting requires judgment, based on important assumptions about matters that are inherently unpredictable and beyond our control, and for which historical experience and probability analysis may not provide sufficient guidance. We view underwriting quality and risk management as critical to our success.

*Underwriting.* In 2012, our underwriting activities were managed in two product areas: reinsurance and insurance. Under our organizational structure, our insurance segment is led by Mario Vitale, Chief Executive Officer of Aspen Insurance, and Rupert Villers, Chairman of Aspen Insurance. Our reinsurance segment is led by James Few, Chief Executive Officer of Aspen Reinsurance, and Brian Boornazian, Chairman of Aspen Reinsurance.

Our Group Chief Executive Officer is supported by our Director of Underwriting, Kate Vacher. Our Director of Underwriting assists in the management of the underwriting process by developing our underwriting strategy, monitoring our underwriting principles and acting as an independent reviewer of underwriting activity across our businesses.

**Table of Contents**

We underwrite according to the following principles:

operate within agreed boundaries as defined by the Aspen Underwriting Principles for the relevant line of business;

operate within prescribed maximum underwriting authority limits, which we delegate in accordance with an understanding of each individual's capabilities, tailored to the lines of business written by the particular underwriter;

evaluate the underlying data provided by clients and adjust such data where we believe it does not adequately reflect the underlying exposure;

price each submission based on our experience in the line of business, and where appropriate, by deploying one or more actuarial models either developed internally or licensed from third-party providers;

where appropriate, make use of peer review to sustain high standards of underwriting discipline and consistency; other than for simpler insurance risks, risks underwritten are subject to peer review by at least one qualified peer reviewer (for reinsurance risks, peer review occurs mostly prior to risk acceptance; for complex insurance risks, peer review may occur before or after risk acceptance and for simpler insurance risks, peer review is performed using a sampling methodology);

more complex risks may involve peer review by several underwriters and input from catastrophe risk management specialists, our team of actuaries and senior management;

in respect of catastrophe perils and certain other key risks, prepare monthly aggregation reports for review by our senior management, which are reviewed quarterly by the Risk Committee; and

risks outside of agreed underwriting authority limits are referred to the Group Chief Executive Officer as exceptions for approval before we accept the risks.

*Reinsurance Purchasing.* We purchase reinsurance and retrocession to limit and diversify our own risk exposure and to increase our own insurance and reinsurance underwriting capacity. These agreements provide for recovery of a portion of losses and loss expenses from reinsurers.

We have reinsurance covers in place for many of our insurance lines of business, the majority of which are on an excess of loss basis. In 2013, we anticipate renewing much of the reinsurance protecting our insurance business that we bought in 2012 which is comprised of specific excess of loss reinsurance on portfolios of property insurance, casualty insurance, financial and professional insurance, aviation insurance and marine, energy and liability insurance. These covers provide protection in various layers and excess of varying attachment points according to the scope of cover provided. We have elected to take co-reinsurance participations within some of these programs. We also have a limited number of proportional treaty arrangements on specific lines of business and we anticipate continuing with these in most instances. Natural perils catastrophe coverage was included within excess of loss programs purchased for two portfolios. For our onshore U.S. property insurance business, we bought protection of \$52 million for natural catastrophe events in 2012. For 2013, we have increased the available limit purchased to \$85 million. For our offshore energy exposures, excluding Gulf of Mexico named hurricane losses, we bought catastrophe cover of \$80 million excess of \$20 million which expires on March 31, 2013.

## **Table of Contents**

We also buy whole account protections to cover certain lines within our insurance and reinsurance business. We expect to continue the philosophy first implemented in 2006 of limited and strategic retrocession purchasing to manage exposures within our risk tolerances.

We entered into various whole account retrocession agreements to protect our property insurance and reinsurance lines through 2012. Of the total \$255 million of available limit purchased against frequency and severity of natural peril events during 2012; \$175 million of limit was available for U.S. wind and earthquake and European wind attaching in non-consecutive tranches with the lowest attaching at \$250 million of loss and \$175 million of limit was available for European flood attaching in non-consecutive tranches with the lowest attaching at \$50 million of loss.

For our 2013 program, as at February 15, 2013, we have \$150 million of available limit for U.S. wind and earthquake; \$100 million of available limit for European wind, earthquake and flood; \$100 million of available limit for Japanese wind and earthquake; and \$50 million of available limit for natural perils losses in various territories outside the U.S., Europe and Japan.

In addition, in 2012, we renewed twelve-month reciprocal arrangements with two major reinsurers accepting Japanese earthquake exposure and ceding our exposures to windstorms in parts of the U.S. The total aggregate event limit of these agreements is \$104 million with both reinsurances responding on an index trigger basis.

As is the case with most reinsurance treaties, we remain liable to the extent that reinsurers do not meet their obligations under these agreements, and therefore, in line with our risk management objectives, we evaluate the financial condition of our reinsurers and monitor concentrations of credit risk.

## **Risk Management**

In this section, we provide a summary of our Risk Governance arrangements and our current Risk Management Strategy. We also provide more detail on the management of core underwriting and market risks and on our Internal Model. The Internal Model is an economic capital model which has been developed internally for use in certain business decision making processes, the assessment of risk based capital requirements and for various regulatory purposes.

### **Risk Governance**

*Board of Directors.* The Board of Directors of the Company (the Board) considers effective identification, measurement, monitoring, management and reporting of the risks facing our business to be key elements of its responsibilities and those of the Group Chief Executive Officer and management. Matters relating to risk management reserved to the Board include approval of the internal controls and risk management framework and any changes to the Group's risk appetite statement. The Board also receives reports at each scheduled meeting from the Group Chief Risk Officer and the Chairman of the Risk Committee and training in risk management processes including the design, operation, use and limitations of the Internal Model. As a result of these arrangements and processes, the Board, assisted by management and its Committees, is able to exercise effective oversight of the operation of the risk management strategy described in Risk Management Strategy below.

## **Table of Contents**

*Board Committees.* The Board delegates oversight of the management of certain key risks to its Risk, Audit and Investment Committees. Each of the committees is chaired by an independent director of the Company who also reports to the Board on the committees' discussions and matters arising.

*Risk Committee:* The purpose of this committee is to assist the Board in its oversight duties in respect of the management of risk, including:

making recommendations to the Board regarding management's proposals for the risk management framework, risk appetite, key risk limits and the use of our Internal Model;

monitoring compliance with the agreed Group risk appetite and risk limits; and

oversight of the process of stress and scenario testing established by management.

*Audit Committee:* This committee is primarily responsible for assisting the Board in its oversight of the integrity of the financial statements. It is also responsible for reviewing the adequacy and effectiveness of the Company's internal controls and receives regular reports from both internal and external audit in this regard.

*Investment Committee:* This committee is responsible for, among other things, setting and monitoring the Group's investment risk and asset allocation policies and ensuring that the Chairman of the Risk Committee is kept informed of such matters.

*Management Committees.* The group also has a number of executive management committees which have oversight of certain risk management processes.

*Group Executive Committee:* This is the main executive committee responsible for advising the Group Chief Executive Officer on matters relating to the strategy and conduct of the business of the Group.

*Capital Allocation Group:* The primary purpose of the Capital Allocation Group is to assist the Group Chief Executive Officer and the Group Chief Risk Officer in their oversight duties in respect of the design and operation of the risk management systems of the Aspen Group. In particular, it has specific responsibilities in relation to the Internal Model and for the establishment of risk limits for accumulating insurance exposures.

*Reserve Committee:* This committee is responsible for managing reserving risk and making recommendations to executive management relating to the appropriate level of reserves to include in the Group's financial statements.

*Underwriting Committee:* The purpose of this committee is to assist the Group Chief Executive Officer in his oversight duties in respect of the management and control of underwriting risk including oversight of the independent review of the quality of each team's underwriting.

*Reinsurance Credit Committee:* The purpose of this committee is to seek to minimize credit risks arising from insurance and reinsurance counterparties by the assessment and monitoring of collateralized reinsurance arrangements, direct cedants, intermediaries and reinsurers.

*Group Chief Risk Officer.* Our Group Chief Risk Officer, Stephen Postlewhite, is a member of the Group Executive Committee. His role includes providing the Board and the Risk Committee with reports and advice on risk management issues.

## **Table of Contents**

### **Risk Management Strategy**

We operate an integrated risk management strategy designed to deliver shareholder value in a sustainable manner while providing a high level of policyholder protection. The execution of our integrated risk management strategy is based on:

the establishment and maintenance of a risk management and internal control system based on a three lines of defense approach to the allocation of responsibilities between risk accepting units (first line), risk management activity (second line) and independent assurance (third line);

identifying material risks to the achievement of the Group's objectives including emerging risks;

the articulation at Group level of our risk appetite and a consistent set of risk limits for each material component of risk;

the cascading of risk limits for material risks to each Operating Subsidiary and, where appropriate, risk accepting business units;

measurement, monitoring, managing and reporting of risk positions and trends;

the use, subject to an understanding of its limitations, of the Internal Model to test strategic and tactical business decisions and to assess compliance with the Risk Appetite Statement; and

stress and scenario testing, including reverse stress testing, designed to help us better understand and develop contingency plans for the likely effects of extreme events or combinations of events on capital adequacy and liquidity.

*Risk Appetite Statement.* The Risk Appetite Statement is a central component of the Group's overall risk management framework and is approved by the Board. It sets out, at a high level, how we think about risk in the context of our business model, group objectives and strategy. It sets out boundary conditions for the level of risk we assume, together with a statement of what reward we aim to receive for this level of risk.

It comprises the following components:

*Risk preferences:* a high level description of the types of risks we prefer to assume and to avoid;

*Return objective:* the levels of return on capital we seek to achieve, subject to our risk constraints;

*Volatility constraint:* a target limit on earnings volatility; and

*Capital constraint:* a minimum level of risk adjusted capital.

*Risk Components.* The main types of risks that we face are:

*Insurance risk:* The risk that underwriting results vary from their expected amounts, including the risk that reserves established in respect of prior periods are understated.



Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

*Market risk:* The risk of variation in the fair value of our investment portfolio, cash and cash equivalents and derivative contracts including the effect of changes in foreign currency exchange rates.

**Table of Contents**

*Credit risk:* The risk of diminution in the value of insurance receivables as a result of counter-party default. This principally comprises default and concentration risks relating to amounts receivable from intermediaries, policyholders and reinsurers. We include credit risks related to our investment portfolio under market risk.

*Liquidity risk:* The risks of failing to maintain sufficient liquid financial resources to meet liabilities as they fall due or to provide collateral as required for commercial or regulatory purposes.

*Operational risk:* The risk of loss resulting from inadequate or failed internal processes, personnel or systems, or from external events.

*Strategic risk:* The risk of adverse impact on shareholder value or income and capital of adverse business decisions, poor execution or failure to respond to market changes.

*Emerging risk:* The risk that risk events not previously identified emerge and impact the operations or financial results of the Group.

We classify insurance risk and market risk as core risks, meaning that they are risks we intend to take with a view to making a return for shareholders as a consequence. Other risks are designated as non-core and our strategy for them is to seek to reduce exposures to the extent that is practicable and economic to do so.

*Key Risk Limits.* We use the term risk limit to mean the upper limit of our tolerance for exposure to a given risk. Key risk limits are a sub-set of risk limits and are subject to annual approval by the Board on the advice of the Risk Committee as part of the annual business planning process. If a risk exceeds key risk limits, the Chief Risk Officer is required to report the excess and management's plans for dealing with it to the Risk Committee.

**Business Distribution**

Our business is produced principally through brokers and reinsurance intermediaries. The brokerage distribution channel provides us with access to an efficient, variable cost and global distribution system without the significant time and expense which would be incurred in creating wholly-owned distribution networks. The brokers and reinsurance intermediaries typically act in the interest of ceding clients or insurers; however, they are instrumental to our continued relationship with our clients.

The following tables show our gross written premiums by broker for each of our segments for the twelve months ended December 31, 2012, 2011 and 2010:

	Twelve Months Ended December 31, 2012		Twelve Months Ended December 31, 2011		Twelve Months Ended December 31, 2010	
	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total
	(\$ in millions, except for percentages)					
Aon Corporation	\$ 338.9	27.6%	\$ 309.9	26.1%	\$ 305.1	26.3%
Marsh & McLennan Companies, Inc.	282.4	23.0	290.9	24.5	298.9	25.7
Willis Group Holdings, Ltd.	284.9	23.2	255.3	21.5	217.3	18.7
Others	321.7	26.2	331.4	27.9	340.9	29.3
<b>Total</b>	<b>\$ 1,227.9</b>	<b>100.0%</b>	<b>\$ 1,187.5</b>	<b>100.0%</b>	<b>\$ 1,162.2</b>	<b>100.0%</b>

**Table of Contents**

Insurance	Twelve Months Ended December 31, 2012		Twelve Months Ended December 31, 2011		Twelve Months Ended December 31, 2010	
	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total	Gross Written Premiums	% of Total
	(\$ in millions, except for percentages)					
Aon Corporation	\$ 138.6	10.2%	\$ 119.7	11.7%	\$ 98.7	10.8%
Marsh & McLennan Companies, Inc.	126.0	9.3	126.6	12.4	94.5	10.3
Willis Group Holdings, Ltd.	105.6	7.8	100.1	9.8	92.3	10.1
Brownstone Agency	84.0	6.2	28.1	2.8		
Miller Insurance Services, Ltd.	66.6	4.9	48.0	4.7	48.2	5.3
Jardine Lloyd Thompson Ltd.	60.8	4.5	54.3	5.3	77.0	8.4
Amwins	57.0	4.2	37.9	3.7	32.1	3.5
Price Forbes & Partners Limited	51.1	3.8	36.8	3.6	35.3	3.9
Lloyd & Partners, Ltd.	44.5	3.3	41.2	4.0	38.7	4.2
Others	621.2	45.8	427.6	42.0	397.8	43.5
<b>Total</b>	<b>\$ 1,355.4</b>	<b>100.0%</b>	<b>\$ 1,020.3</b>	<b>100.0%</b>	<b>\$ 914.6</b>	<b>100.0%</b>

**Claims Management**

We have a staff of experienced claims professionals organized into insurance and reinsurance teams which are managed separately. We have developed processes and internal business controls for identifying, tracking and settling claims, and authority levels have been established for all individuals involved in the reserving and settlement of claims.

The key responsibilities of our claims management departments are to:

process, manage and resolve reported insurance or reinsurance claims efficiently and accurately, using workflow management systems, ensure the proper application of intended coverage, reserving in a timely fashion for the probable ultimate cost of both indemnity and expense and make timely payments in the appropriate amount on those claims for which we are legally obligated to pay;

select appropriate counsel and experts for claims, manage claims-related litigation and regulatory compliance;

contribute to the underwriting process by collaborating with both underwriting teams and senior management in terms of the evolution of policy language and endorsements and providing claim-specific feedback and education regarding legal activity;

contribute to the analysis and reporting of financial data and forecasts by collaborating with the finance and actuarial functions relating to the drivers of actual claim reserve developments and potential for financial exposures on known claims; and

support our marketing efforts through the quality of our claims service.

On those accounts where it is applicable, a team of in-house claims professionals oversees and regularly audits claims handled under outsourcing agreements and manages those large claims and coverage issues on referral as required under the terms of those agreements.

## **Table of Contents**

Senior management receives a regular report on the status of our reserves and settlement of claims. We recognize that fair interpretation of our reinsurance agreements and insurance policies with our customers, and timely payment of valid claims, are a valuable service to our clients and enhance our reputation.

### **Reserves**

*Loss & Loss Expense Reserves.* Under U.S. Generally Accepted Accounting Principles ( U.S. GAAP ), we are required to establish loss reserves for the estimated unpaid portion of the ultimate liability for losses and loss expenses under the terms of our policies and agreements with our insured and reinsured customers. These loss reserves consist of the following:

case reserves to cover the cost of claims that were reported to us but not yet paid;

incurred but not reported ( IBNR ) reserves to cover the anticipated cost of claims incurred but not reported; and

a reserve for the expense associated with settling claims, including legal and other fees and the general expenses of administering the claims adjustment process, known as Loss Adjustment Expenses ( LAE ).

*Case Reserves.* For reported claims, reserves are established on a case-by-case basis within the parameters of coverage provided in the insurance policy or reinsurance agreement. The method of establishing case reserves for reported claims differs among our operations. With respect to our insurance operations, we are advised of potential insured losses and our claims handlers record reserves for the estimated amount of the expected indemnity settlement, loss adjustment expenses and cost of defense where appropriate. The reserve estimate reflects the judgment of the claims personnel and is based on claim information obtained to date, general reserving practices, the experience and knowledge of the claims personnel regarding the nature of the specific claim and where appropriate and available, advice from legal counsel, loss adjusters and other claims experts.

With respect to our reinsurance claims operations, claims handlers set case reserves for reported claims generally based on the claims reports received from our ceding companies and take into consideration our cedants' own reserve recommendations and prior loss experience with the cedant. Additional case reserves ( ACR ), in addition to the cedants' own recommended reserves, may be established by us to reflect our estimated ultimate cost of a loss. ACRs are generally the result of either a claims handler's own experience and knowledge of handling similar claims, general reserving practices or the result of reserve recommendations following an audit of cedants' reserves.

Case reserves are based on a subjective judgment of facts and circumstances and are established for the purposes of internal reserving only. Accordingly, they do not represent a commitment to any course of conduct or admission of liability on our behalf in relation to any specific claim.

*IBNR Reserves.* The need for IBNR reserves arises from time lags between when a loss occurs and when it is actually reported and settled. By definition on most occasions, we will not have specific information on IBNR claims; they need to be estimated by actuarial methodologies. IBNR reserves are therefore generally calculated at an aggregate level and cannot generally be identified as reserves for a particular loss or contract. We calculate IBNR reserves by line of business. IBNR reserves are calculated by projecting our ultimate losses on each class of business and subtracting paid losses and case reserves.

## **Table of Contents**

The main projection methodologies that are used by our actuaries are:

*Initial expected loss ratio ( IELR ) method:* This method calculates an estimate of ultimate losses by applying an estimated loss ratio to an estimate of ultimate earned premium for each accident year. The estimated loss ratio may be based on pricing information and/or industry data and/or historical claims experience revalued to the year under review.

*Bornhuetter-Ferguson ( BF ) method:* The BF method uses as a starting point an assumed IELR and blends in the loss ratio implied by the claims experience to date by using benchmark loss development patterns on paid claims data ( Paid BF ) or reported claims data ( Reported BF ). Although the method tends to provide less volatile indications at early stages of development and reflects changes in the external environment, this method can be slow to react to emerging loss development and if IELR proves to be inaccurate can produce loss estimates which take longer to converge with the final settlement value of loss.

*Loss development ( Chain Ladder ) method:* This method uses actual loss data and the historical development profiles on older accident years to project more recent, less developed years to their ultimate position.

*Exposure-based method:* This method is used for specific large typically catastrophic events such as a major hurricane. All exposure is identified and we work with known market information and information from our cedants to determine a percentage of the exposure to be taken as the ultimate loss.

In addition to these methodologies, our actuaries may use other approaches depending upon the characteristics of the line of business and available data.

In general terms, the IELR method is most appropriate for lines of business and/or accident years where the actual paid or reported loss experience is not yet mature enough to override our initial expectations of the ultimate loss ratios. Typical examples would be recent accident years for lines of business in the casualty reinsurance segment. The BF method is generally appropriate where there are few reported claims and a relatively less stable pattern of reported losses. Typical examples would be our treaty risk excess line of business in our reinsurance segment and marine hull line of business in our insurance segment. The Chain Ladder method is appropriate when there is a relatively stable pattern of loss emergence and a relatively large number of reported claims. Typical examples are the U.K. commercial property and U.K. commercial liability lines of business in the insurance segment. There are no differences between our year end and our quarterly reserving procedures in the sense that our actuaries perform the basic projections and analyses described above for each line of business.

While our actuaries calculate the IELR, BF and Chain Ladder methods for each line of business and each accident year, they provide a range of ultimate losses ( ultimates ) within which management's best estimate is most likely to fall. This range will usually reflect a blend of the various methodologies. These methodologies involve significant subjective judgments reflecting many factors such as changes in legislative conditions, changes in judicial interpretation of legal liability policy coverages and inflation. Our actuaries collaborate with underwriting, claims, legal and finance in identifying factors which are incorporated in their range of ultimates in which management's best estimate is most likely to fall. The actuarial ranges are not intended to include the minimum or maximum amount that the claims may ultimately settle at, but are designed to provide management with ranges from which it is reasonable to select a single best estimate for inclusion in our financial statements.

**Table of Contents**

Management through its Reserve Committees then reviews the range of actuarial estimates and any other evidence before selecting its best estimate of reserves for each line of business and accident year. Management may select outside the range provided by the actuaries but to date gross reserves are within the range of actuarial estimates. This provides the basis for the recommendation made by management to the Audit Committee and the Board regarding the reserve amount to be recorded in the Company's financial statements.

There are two Reserve Committees, one for each of the insurance and reinsurance segments. Common membership to both committees includes the Group Head of Risk (the acting Chair), the Group Chief Actuary, the Group Chief Financial Officer, the Chairman of Aspen Insurance and the Chief Underwriting Officer of Aspen Re.

Each line of business is reviewed in detail by management, through its Reserve Committee, at least once a year; the timing of such reviews varies throughout the year. Additionally, for all lines of business, we review the emergence of actual losses relative to expectations every fiscal quarter. If warranted from these loss emergence tests, we may accelerate the timing of our detailed actuarial reviews.

We take all reasonable steps to ensure that we utilize all appropriate information and actuarial techniques in establishing our IBNR reserves. However, given the uncertainty in establishing claims liabilities, it is likely that the final outcome will prove to be different from the original provision established at the balance sheet date. Changes to our previous estimates of prior period loss reserves impact the reported calendar year underwriting results by worsening our reported results if the prior year reserves prove to be deficient or improving our reported results if the prior year reserves prove to be redundant. A 5% change in our net loss reserves equates to \$214.0 million and represents 6.1% of shareholders equity at December 31, 2012.

*Reinsurance recoveries.* In determining net reserves, we estimate recoveries due under our proportional and excess of loss reinsurance programs. For proportional reinsurance we apply the appropriate cession percentages to estimate how much of the gross reserves will be collectable. For excess of loss recoveries, individual large losses are modeled through our reinsurance program. An assessment is also made of the collectability of reinsurance recoveries taking into account market data on the financial strength of each of the reinsurance companies.

**Table of Contents**

The following tables show an analysis of consolidated loss and loss expense reserve development net and gross of reinsurance recoverables as at December 31, 2012, 2011, 2010, 2009, 2008, 2007, 2006, 2005, 2004, 2003 and 2002.

**Analysis of Consolidated Loss and Loss Expense Reserve Development Net of Reinsurance Recoverables**

	2002	2003	2004	2005	2006	As at December 31, 2007 2008 (\$ in millions)		2009	2010	2011	2012
Estimated liability for unpaid losses and loss expenses, net of reinsurance recoverables	81.4	482.2	1,080.2	1,848.9	2,351.7	2,641.3	2,787.0	3,009.6	3,540.6	4,098.6	4,280.7
Liability re-estimate as of:											
One year later	71.8	420.2	1,029.6	1,797.6	2,244.3	2,557.8	2,702.6	2,988.2	3,448.3	3,961.2	
Two years later	53.1	398.3	983.5	1,778.8	2,153.1	2,536.0	2,662.5	2,937.6	3,363.5		
Three years later	52.4	381.2	952.1	1,726.4	2,114.8	2,480.0	2,621.4	2,858.2			
Four years later	49.5	369.5	928.4	1,687.2	2,066.4	2,405.3	2,546.9				
Five years later	47.3	365.0	910.5	1,641.2	2,008.1	2,342.7					
Six years later	45.1	357.1	890.2	1,608.2	1,964.2						
Seven years later	44.2	342.2	870.2	1,575.9							
Eight years later	40.6	328.5	859.6								
Nine years later	37.5	325.2									
Ten years later	36.7										
Cumulative redundancy	44.7	157.0	220.6	273.0	387.5	298.6	240.1	151.4	177.1	137.4	
Cumulative paid losses, net of reinsurance recoveries, as of:											
One year later	9.0	88.0	399.7	332.4	585.1	534.2	677.0	550.3	712.9	835.7	
Two years later	18.7	152.6	452.5	815.4	931.9	1,002.1	1,080.9	1,101.5	1,172.4		
Three years later	19.6	156.3	555.1	1,083.3	1,240.0	1,227.0	1,501.9	1,394.7			
Four years later	25.4	203.3	597.7	1,310.0	1,379.4	1,520.0	1,694.3				
Five years later	27.7	210.4	652.4	1,397.9	1,579.1	1,619.5					
Six years later	30.5	225.2	682.2	1,528.8	1,637.9						
Seven years later	31.3	233.8	717.9	1,579.3							
Eight years later	31.6	244.9	726.4								
Nine years later	34.7	249.8									
Ten years later	34.7										

**Table of Contents****Analysis of Consolidated Loss and Loss Expense Reserve Development Gross of Reinsurance Recoverables**

	2002	2003	2004	2005	2006	As at December 31, 2007 2008		2009	2010	2011	2012
	(\$ in millions)										
Estimated liability for unpaid losses and loss expenses, gross of reinsurance recoverables	93.9	525.8	1,277.9	3,041.6	2,820.0	2,946.0	3,070.3	3,331.1	3,820.5	4,525.2	4,779.7
Liability re-estimate as of:											
One year later	88.4	455.4	1,260.0	3,048.3	2,739.9	2,883.3	3,041.9	3,338.3	3,773.6	4,396.4	
Two years later	69.7	433.5	1,174.9	3,027.6	2,634.6	2,896.1	3,011.3	3,330.4	3,689.5		
Three years later	69.0	403.7	1,157.4	2,957.4	2,625.9	2,853.5	2,994.3	3,260.4			
Four years later	61.8	398.5	1,134.1	2,943.6	2,589.0	2,792.3	2,938.2				
Five years later	65.2	393.5	1,118.4	2,909.5	2,541.3	2,733.1					
Six years later	62.7	386.1	1,098.4	2,886.0	2,497.3						
Seven years later	62.2	371.6	1,082.2	2,854.8							
Eight years later	58.6	360.0	1,071.4								
Nine years later	55.4	357.1									
Ten years later	54.6										
Cumulative redundancy (deficiency)	39.3	168.7	206.5	186.8	322.7	212.9	132.1	70.7	131.0	128.8	

For additional information concerning our reserves, see Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations and Part II, Item 8, Financial Statements and Supplementary Data.

**Investments**

The Investment Committee of the Board establishes investment guidelines and supervises our investment activity. The Investment Committee regularly monitors our overall investment results and reviews compliance with our investment objectives and guidelines. These guidelines specify minimum criteria on the overall credit quality and liquidity characteristics of the portfolio. They include limitations on the size of certain holdings as well as restrictions on purchasing certain types of securities. Management and the Investment Committee review our investment performance and assess credit and market risk concentrations and exposures to issuers.

We follow an investment strategy designed to emphasize the preservation of capital and provide sufficient liquidity for the prompt payment of claims. As of December 31, 2012, our investments consisted of a diversified portfolio of fixed income securities, global equities and money market funds.

For 2012, we engaged BlackRock Financial Management Inc., Alliance Capital Management L.P., Amundi (UK) Limited, Deutsche Investment Management Americas Inc., Pacific Investment Management Company LLC, Goldman Sachs Asset Management L.P. and Conning Asset Management Limited to provide investment advisory and management services for our portfolio of fixed income and equity assets. We replaced Amundi (UK) Limited with Conning Asset Management Limited in August 2012. We have agreed to pay investment management fees based on the average market values of total assets held under management at the end of each calendar quarter. These agreements may be terminated generally by either party on short notice without penalty.

The total return of our portfolio of fixed income investments, cash and cash equivalents for the twelve months ended December 31, 2012 was 2.9% (2011 - 4.7%). Total return is calculated based



**Table of Contents**

on total net investment return, including interest on cash equivalents and any change in unrealized gains/losses on our investments, divided by the average market value of our investments and cash balances during the twelve months ended December 31, 2012.

*Fixed Income Portfolio.* We employ an active investment strategy that focuses on the outlook for interest rates, the yield curve and credit spreads. In addition, we manage the duration of our fixed income portfolio having regard to the average liability duration of our reinsurance and insurance risks.

*BB Securities.* In September 2012, we established a bespoke portfolio to invest in U.S. Dollar BB High Yield bonds ( BB High Yield Bonds ) and in October 2012 amended the portfolio guidelines to allow investment in U.S. Dollar BB Bank Loans ( BB Bank Loans ). As of December 31, 2012, the portfolio had \$24.6 million invested in BB High Yield Bonds and \$Nil in BB Bank Loans.

We continue to maintain our \$1 billion interest rate swaps program to mitigate the negative impact of rises in interest rates on the market value of our fixed income portfolio. The interest rate swaps reduce the fixed income portfolio duration by 0.53 years. At December 31, 2012, the fixed income portfolio duration was 2.47 years including the impact of swaps and 3.00 years excluding the impact of swaps. At December 31, 2011, the fixed income portfolio duration was 2.88 years excluding the impact of swaps and 2.21 years including the impact of swaps. As of December 31, 2012, the fixed income portfolio book yield was 2.9% compared to 3.4% as of December 31, 2011.

We employ several third-party investment managers to manage our fixed income assets. We agree separate investment guidelines with each investment manager. These investment guidelines cover, among other things, counterparty limits, credit quality, and limits on investments in any one sector. We expect our investment managers to adhere to strict overall portfolio credit and duration limits to ensure that a minimum AA credit rating for the aggregate fixed income portfolio is maintained.

The following presents the cost or amortized cost, gross unrealized gains and losses, and estimated fair market value of available for sale investments in fixed income maturities, short-term investments and equity securities as at December 31, 2012 and 2011:

	Cost or Amortized Cost	As at December 31, 2012		Fair Market Value
		Gross Unrealized Gains	Gross Unrealized Losses	
		(\$ in millions)		
U.S. Government	\$ 1,071.8	\$ 54.8	\$ (0.3)	\$ 1,126.3
U.S. Agency	288.3	20.3		308.6
Municipal	37.2	2.6	(0.1)	39.7
Corporate	1,889.2	149.9	(0.6)	2,038.5
Non-U.S. Government-backed Corporate	98.0	3.1		101.1
Foreign Government	617.0	24.1	(0.1)	641.0
Asset-backed	49.2	4.6		53.8
Non-agency Commercial Mortgage-backed	61.7	9.4		71.1
Agency Mortgage-backed	1,116.1	61.2	(0.1)	1,177.2
Total Fixed Income Maturities Available for Sale	5,228.5	330.0	(1.2)	5,557.3
Total Short-term Investments Available for Sale	431.5			431.5
Total Equity Securities Available for Sale	174.0	28.2	(2.1)	200.1
<b>Total</b>	<b>\$ 5,834.0</b>	<b>\$ 358.2</b>	<b>\$ (3.3)</b>	<b>\$ 6,188.9</b>

**Table of Contents**

	As at December 31, 2011			
	Cost or Amortized Cost	Gross	Gross	Fair Market Value
		Unrealized Gains	Unrealized Losses	
		(\$ in millions)		
U.S. Government	\$ 873.9	\$ 58.5	\$	\$ 932.4
U.S. Agency	271.7	23.8		295.5
Municipal	33.6	2.0		35.6
Corporate	1,722.6	127.7	(3.8)	1,846.5
FDIC Guaranteed Corporate	72.5	0.4		72.9
Non-U.S. Government-backed Corporate	163.9	3.9		167.8
Foreign Government	632.1	28.4	(0.1)	660.4
Asset-backed	56.4	4.6		61.0
Non-agency Commercial Mortgage-backed	77.1	8.3		85.4
Agency Mortgage-backed	1,195.9	72.5	(0.1)	1,268.3
Total Fixed Income Maturities Available for Sale	5,099.7	330.1	(4.0)	5,425.8
Total Short-term Investments Available for Sale	298.2			298.2
Total Equity Securities Available for Sale	169.8	15.1	(5.4)	179.5
Total	\$ 5,567.7	\$ 345.2	\$ (9.4)	\$ 5,903.5

The following tables present the cost or amortized cost, gross unrealized gains and losses, and estimated fair market value of trading investments in fixed income maturities, short-term investments and equity securities as at December 31, 2012 and 2011:

	As at December 31, 2012			
	Cost or Amortized Cost	Gross	Gross	Fair Market Value
		Unrealized Gains	Unrealized Losses	
		(\$ in millions)		
U.S. Government	\$ 9.3	\$ 0.2	\$ (0.1)	\$ 9.4
U.S. Agency	0.2			0.2
Municipal	2.8	0.1		2.9
Corporate	392.0	22.7	(0.3)	414.4
Foreign Government	24.4	1.9		26.3
Asset-backed	2.9			2.9
Total Fixed Income Maturities Trading	\$ 431.6	\$ 24.9	\$ (0.4)	\$ 456.1
Total Short-term Investments Trading	2.4			2.4
Total	\$ 434.0	\$ 24.9	\$ (0.4)	\$ 458.5

**Table of Contents**

		As at December 31, 2011			
		Cost or	Gross	Gross	Fair Market
		Amortized	Unrealized	Unrealized	Value
		Cost	Gains	Losses	
		(\$ in millions)			
U.S. Government		\$ 30.3	\$ 2.0	\$	\$ 32.3
U.S. Agency		1.6	0.2		1.8
Municipal		2.8	0.1		2.9
Corporate		337.9	15.6	(4.2)	349.3
Foreign Government		7.1	0.3		7.4
Asset-backed		0.7			0.7
Total Fixed Income Maturities	Trading	\$ 380.4	\$ 18.2	\$ (4.2)	\$ 394.4
Total Short-Term Investments	Trading	4.1			4.1
Total		\$ 384.5	\$ 18.2	\$ (4.2)	\$ 398.5

As at December 31, 2012, we held 111 fixed maturities (December 31, 2011 155 fixed maturities) in an unrealized loss position with a fair value of \$376.1 million (2011 \$227.4 million) and gross unrealized losses of \$1.2 million (2011 \$4.0 million). We believe that the gross unrealized losses are attributable mainly to a combination of widening credit spreads and interest rate movements. We have assessed these securities which are in an unrealized loss position and believe the decline in value to be temporary.

*U.S. Government and Agency Securities.* U.S. government and agency securities are composed of bonds issued by the U.S. Treasury and corporate debt issued by agencies such as Government National Mortgage Association ( GNMA ), Federal National Mortgage Association ( FNMA ), Federal Home Loan Mortgage Corporation ( FHLMC ) and Federal Home Loan Bank.

*Corporate Securities.* Corporate securities are composed of short-term, medium-term and long-term debt issued by corporations and supra-national entities.

*Foreign Government Securities.* Foreign government securities are composed of bonds issued and guaranteed by foreign governments such as the U.K., Australia, Canada, Germany and France.

*Municipal Securities.* Municipal securities are composed of bonds issued by U.S. municipalities.

*Asset-Backed Securities.* Asset-backed securities are securities backed by notes or receivables against assets other than real estate.

*Mortgage-Backed Securities.* Mortgage-backed securities are securities that represent ownership in a pool of mortgages. Both principal and income are backed by the group of mortgages in the pool. They include bonds issued by government-sponsored enterprises such as FNMA, FHLMC and GNMA.

*Short-Term Investments.* Short-term investments comprise highly liquid debt securities with a maturity greater than three months but less than one year from the date of purchase and are held as part of the investment portfolio of the Company. Short-term investments are classified as either trading or available for sale according to the facts and circumstances of the investment held, and carried at estimated fair value.

## **Table of Contents**

*Equity Securities.* Equity securities are comprised of U.S. and foreign equity securities and are classified as available for sale or trading. The portfolio invests in global equity securities with attractive dividend yields.

*Interest rate swaps.* As at December 31, 2012, we held fixed for floating interest rate swaps with a total notional amount of \$1.0 billion (2011 \$1.0 billion) that are due to mature between June 4, 2013 and November 9, 2020. The swaps are used in the ordinary course of our investment activities to partially mitigate the negative impact of rises in interest rates on the market value of our fixed income portfolio.

For additional information concerning the Company's investments, see Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, Note 6 in our consolidated financial statements, Investments, and Note 7 in our consolidated financial statements, Fair Value Measurements.

For additional information concerning Other-than-temporary Impairment of Investments, see Note 2(c) in our consolidated financial statements, Basis of Preparation and Significant Accounting Policies Accounting for Investments, Cash and Cash Equivalents.

## **Competition**

The insurance and reinsurance industries are highly competitive. We compete with major U.S., U.K., European and Bermudian insurers and reinsurers and underwriting syndicates from Lloyd's, some of which have greater financial, marketing and management resources than us, as well as participants in the alternative capital markets such as Nephila and Aeolus. We compete with insurers that provide property and casualty-based lines of insurance and reinsurance, some of which may be more specific to a particular product or geographical area.

In our reinsurance segment, we compete principally with Arch Capital Group Ltd., Axis Capital Holdings Limited (Axis), Endurance Specialty Holdings Ltd. (Endurance), Everest Re Group Limited, Lancashire Holdings Limited, Montpelier Re Holdings Limited, PartnerRe Ltd., Platinum Underwriters Holdings Ltd., Renaissance Re Holdings Ltd., Validus Holdings Ltd., XL Capital Ltd. (XL) and various Lloyd's syndicates.

In our insurance segment competition varies significantly on the basis of product and geography.

Competition in the types of business that we underwrite is based on many factors, including:

the experience of the management in the line of insurance or reinsurance to be written;

financial ratings assigned by independent rating agencies and actual and perceived financial strength;

responsiveness to clients, including speed of claims payment;

services provided, products offered and scope of business (both by size and geographic location);

relationships with brokers;

premiums charged and other terms and conditions offered; and

reputation.



**Table of Contents**

Increased competition could result in fewer submissions, lower rates charged, slower premium growth and less favorable policy terms, which could adversely impact our growth and profitability.

**Ratings**

Ratings by independent agencies are an important factor in establishing the competitive position of insurance and reinsurance companies and are important to our ability to market and sell our products. Rating organizations continually review the financial positions of insurers, including us. As of February 15, 2013, our Operating Subsidiaries are rated as follows:

**Aspen U.K.**

A.M. Best A (Excellent) (third highest of fifteen levels)  
S&P A (Strong) (seventh highest of twenty-two levels)  
Moody's A2 (Good) (eighth highest of twenty-three levels)

**Aspen Bermuda**

A.M. Best A (Excellent) (third highest of fifteen levels)  
S&P A (Strong) (seventh highest of twenty-two levels)  
Moody's A2 (Good) (eighth highest of twenty-three levels)

**Aspen Specialty**

A.M. Best A (Excellent) (third highest of fifteen levels)

**AAIC**

A.M. Best A (Excellent) (third highest of fifteen levels)

These ratings reflect A.M. Best's, S&P's and Moody's respective opinions of Aspen U.K.'s, Aspen Bermuda's, Aspen Specialty's and AAIC's ability to pay claims and are not evaluations directed to investors in our ordinary shares and other securities and are not recommendations to buy, sell or hold our ordinary shares and other securities. A.M. Best maintains a letter scale rating system ranging from A++ (Superior) to F (in liquidation). S&P maintains a letter scale rating system ranging from AAA (Extremely Strong) to R (under regulatory supervision). Moody's maintains a letter scale rating system ranging from Aaa (Exceptional) to C (Lowest). Aspen Specialty's and AAIC's ratings reflect the Aspen group rating issued by A.M. Best.

These ratings are subject to periodic review by, and may be revised downward or revoked at the sole discretion of, A.M. Best, S&P and Moody's.

**Employees**

As of December 31, 2012, we employed 835 persons through the Company and our subsidiaries, Aspen Bermuda, Aspen U.K. Services and Aspen U.S. Services, none of whom was represented by a labor union.

As at December 31, 2012 and 2011, our employees were located in the following countries:

Country	As at December 31, 2012	As at December 31, 2011
United Kingdom	450	446
United States	272	251
Bermuda	48	51
France	5	4
Switzerland	35	28
Singapore	14	10
Ireland	8	9
Germany	3	3
<b>Total</b>	<b>835</b>	<b>802</b>



## **Table of Contents**

### **Regulatory Matters**

#### ***General***

The business of insurance and reinsurance is regulated in most countries, although the degree and type of regulation varies significantly from one jurisdiction to another.

The discussion below summarizes the material laws and regulations applicable to our Operating Subsidiaries. In addition, our Operating Subsidiaries have met and exceeded the solvency margins and ratios applicable to them.

#### ***Bermuda Regulation***

*General.* The Insurance Act 1978 of Bermuda and related rules and regulations, as amended (the Insurance Act ), regulates the insurance business of Aspen Bermuda, and provides that no person may carry on any insurance business in or from within Bermuda unless registered as an insurer by the Bermuda Monetary Authority (the BMA ). Of the six classifications of insurers carrying on general business, Aspen Bermuda is registered as a Class 4 insurer which is the highest classification.

The Insurance Act requires Aspen Bermuda to appoint and maintain a principal representative resident in Bermuda and to maintain a principal office in Bermuda. The principal representative must be knowledgeable in insurance and is responsible for arranging the maintenance and custody of the statutory accounting records and for filing the annual Statutory Financial Return and Capital and Solvency Return. The principal representative is also responsible for notifying the BMA where the principal representative believes there is a likelihood of the insurer becoming insolvent or that a reportable event under the Insurance Act has, to the principal representative's knowledge, occurred or believed to have occurred.

The Insurance Act imposes solvency, capital adequacy and liquidity standards and auditing and reporting requirements. It also grants the BMA powers to supervise, investigate, require information and the production of documents, and intervene in the affairs of insurance companies. Significant requirements include the appointment of an independent auditor, the appointment of a loss reserve specialist and the filing of the required annual returns with the BMA.

*Supervision, Investigation and Intervention.* The BMA may appoint an inspector with extensive powers to investigate the affairs of Aspen Bermuda if it believes that such an investigation is in the best interests of its policyholders or persons who may become policyholders. In order to verify or supplement information otherwise provided to the BMA, the BMA may direct Aspen Bermuda to produce documents or information relating to matters connected with its business. If it appears to the BMA that there is a risk of Aspen Bermuda becoming insolvent, or being in breach of the Insurance Act, or any conditions imposed upon its registration under the Insurance Act, the BMA may, among other things, direct Aspen Bermuda: (i) not to take on any new insurance business; (ii) not to vary any insurance contract if the effect would be to increase its liabilities; (iii) not to make certain investments; (iv) to realize certain investments; (v) to maintain in or transfer to the custody of a specified bank certain assets; (vi) not to declare or pay any dividends or other distributions, or to restrict the making of such payments; (vii) to limit its premium income; (viii) to remove a controller or officer; and/or (ix) to file a petition for the winding up of the insurer.

*Restrictions on Dividends and Distributions.* Aspen Bermuda and Aspen Holdings must comply with the provisions of the Bermuda Companies Act 1981, as amended, (the Companies Act )



**Table of Contents**

regulating the payment of dividends and distributions. A Bermuda company may not declare or pay a dividend or make a distribution out of contributed surplus if there are reasonable grounds for believing that: (a) the company is, or would after the payment be, unable to pay its liabilities as they become due; or (b) the realizable value of the company's assets would thereby be less than its liabilities. Further, an insurer may not declare or pay any dividends during any financial year if it would cause the insurer to fail to meet its relevant margins, and an insurer which fails to meet its relevant margins on the last day of any financial year may not, without the approval of the BMA, declare or pay any dividends during the next financial year. In addition, as a Class 4 insurer, Aspen Bermuda may not in any financial year pay dividends which would exceed 25% of its total statutory capital and surplus, as shown on its statutory balance sheet in relation to the previous financial year, unless it files with the BMA a solvency affidavit at least seven days in advance. Further, Aspen Bermuda must obtain the prior approval of the BMA before reducing by 15% or more its total statutory capital as set out in its previous year's financial statements.

*Enhanced Capital Requirements and Minimum Solvency.* The BMA has introduced a risk-based capital adequacy model called the Bermuda Solvency Capital Requirement ( BSCR ) for Class 4 insurers like Aspen Bermuda to assist the BMA both in measuring risk and in determining appropriate levels of capitalization. The BSCR employs a standard mathematical model that correlates the risk underwritten by Bermuda insurers to the capital that is dedicated to their business. The BSCR applies a standard measurement format to the risk associated with an insurer's assets, liabilities and premiums, including a formula to take account of the catastrophe risk exposure. Aspen Bermuda must maintain available capital and surplus in an amount equal to or exceeding its enhanced capital requirements ( ECR ) calculated using the BSCR model.

In order to minimize the risk of a shortfall in capital arising from an unexpected adverse deviation, the BMA expects that insurers operate at or above a threshold captive level (termed the target capital level ( TCL )), which exceeds an insurer's ECR. The TCL for a Class 4 insurer is set at 120% of ECR. Aspen Bermuda holds capital in excess of its TCL.

As a Class 4 Insurer, Aspen Bermuda is also required to meet a minimum margin of solvency being equal to the greater of:

- (a) \$100,000,000;
- (b) 50% of net premiums written (being gross premiums written less any premiums ceded by the insurer, but the insurer may not deduct more than 25% of gross premiums when computing net premiums written) in its current financial year; or
- (c) 15% of net losses and loss expense reserves.

The BMA has also introduced a three tiered capital system for Class 4 insurers designed to assess the quality of capital resources that an insurer has available to meet its capital requirements. The tiered capital system classifies all capital instruments into one of three tiers based on their loss absorbency characteristics with the highest quality capital classified as Tier 1 Capital and lesser quality capital classified as either Tier 2 Capital or Tier 3 Capital. Only Tier 1 and Tier 2 Capital may be used to support an insurer's minimum solvency margin. Only certain percentages of Tier 1, 2 and 3 Capital may be used to satisfy an insurer's ECR. Any combination of Tier 1, 2 or 3 Capital may be used to meet the TCL.

Class 4 insurers are also required to perform an assessment of their own risk and solvency requirements, referred to as a Commercial Insurer's Solvency Self Assessment ( CISSA ). The CISSA

## **Table of Contents**

allows the BMA to obtain an insurer's view of the capital resources required to achieve its business objectives and to assess the company's governance, risk management and controls surrounding this process. Class 4 insurers must also file with the BMA a Catastrophe Risk Return which assesses an insurer's reliance on vendor models in assessing catastrophe exposure.

*Minimum Liquidity Ratio.* The Insurance Act provides a minimum liquidity ratio for general business insurers, like Aspen Bermuda. An insurer engaged in general business is required to maintain the value of its relevant assets at not less than 75% of the amount of its relevant liabilities. Relevant assets include, but are not limited to, cash and time deposits, quoted investments, unquoted bonds and debentures, first liens on real estate, investment income due and accrued, accounts and premiums receivable, reinsurance balances receivable and funds held by ceding reinsurers. There are certain categories of assets which, unless specifically permitted by the BMA, do not automatically qualify as relevant assets, such as unquoted equity securities, investments in and advances to affiliates and real estate and collateral loans. The relevant liabilities are total general business insurance reserves and total other liabilities less deferred income tax, sundry liabilities (by interpretation, those not specifically defined), and letters of credit and guarantees.

*Change of Controller and Officer Notifications.* Under the Insurance Act, each shareholder or prospective shareholder will be responsible for notifying the BMA in writing of his becoming a shareholder controller, directly or indirectly, of 10%, 20%, 33% or 50% of Aspen Holdings and ultimately Aspen Bermuda within 45 days of becoming such a controller. The BMA may serve a notice of objection on any shareholder controller of Aspen Bermuda if it appears to the BMA that the person is no longer fit and proper to be such a controller. Aspen Bermuda is required to notify the BMA in writing in the event of any person becoming or ceasing to be a controller, a controller being a managing director, chief executive or other person in accordance with whose directions or instructions the directors of Aspen Bermuda are accustomed to act, including any person who holds, or is entitled to exercise, 10% or more of the voting shares or voting power or is able to exercise a significant influence over the management of Aspen Bermuda.

Each of Aspen Holdings and Aspen Bermuda are required to notify the BMA in writing in the event any person has become or ceased to be an officer of it, an officer being a director, chief executive or senior executive performing duties of underwriting, actuarial, risk management, compliance, internal audit, finance or investment matters.

*The Bermuda Insurance Code of Conduct.* The BMA has implemented an insurance code, the Insurance Code of Conduct (the Bermuda Insurance Code), which came into effect on July 1, 2010.

The Code is divided into six categories, including:

- (1) Proportionality Principle;
- (2) Corporate Governance;
- (3) Risk Management;
- (4) Governance Mechanism;
- (5) Outsourcing; and
- (6) Market Discipline and Disclosure.

## **Table of Contents**

These categories contain the duties, requirements and compliance standards to be adhered to by all insurers.

*Group Supervision.* The BMA has implemented a framework for group supervision. The BMA has notified Aspen Holdings that it is the group supervisor of the Aspen group of companies and has designated Aspen Bermuda as the designated insurer. Key elements of the framework for group supervision are:

the Insurance (Group Supervision) Rules 2011, as amended ( *Group Supervision Rules* ), sets out the rules in respect of: the assessment of the financial situation and solvency of an insurance group, the system of governance and risk management of the insurance group; and supervisory reporting and disclosures of the insurance group. The majority of the Group Supervision Rules came into operation on January 1, 2013. However, certain sections came into operation on January 16, 2012 which include that every insurance group must prepare (a) consolidated financial statements of the parent company of the group, (b) financial statements of the parent company of the group, and (c) annual statutory financial return, each of which is to be prepared in accordance with the Group Supervision Rules. The transition period for insurers to bring their capital instruments in compliance with the BMA's eligible capital standards is ten years, i.e., to January 1, 2024; and

the Insurance (Prudential Standards) (Insurance Group Solvency Requirement) Rules 2011, as amended ( *Group Solvency Rules* ), which came into operation on January 16, 2012. The Group Solvency Rules set out the rules in respect of the capital and solvency return and ECR for an insurance group. The BMA has by notice to the public dated November 14, 2012 advised that the ECR for insurance groups has been suspended until January 1, 2014.

### ***U.K. and E.U. Regulation***

*General.* The Financial Services Authority (the *FSA*) is the single statutory regulator responsible for regulating the financial services industry in respect of the carrying on of regulated activities (including insurance, investment management, deposit taking and most other financial services carried on by way of business in the U.K.). Aspen U.K. has received authorization from the FSA to effect and carry out contracts of insurance (which includes reinsurance) in the U.K. in all classes of general (non-life) business. An insurance company with FSA authorization to write insurance business in the U.K. may provide cross-border services in other member states of the European Economic Area ( *EEA* ) subject to notifying the FSA prior to commencement of the provision of services and the FSA not having good reason to refuse consent. As an alternative, such an insurance company may establish a branch office within another member state. Aspen U.K. has notified the FSA of its intention to write insurance and reinsurance business in other EEA member states. As a result, Aspen U.K. is licensed to write insurance business under the freedom of services and under the freedom of establishment rights contained in the European Council's Insurance Directives within the EEA member states and as a general insurer is also able to carry out reinsurance business on a cross-border services basis across the EEA. The FSA remains responsible for the supervision of Aspen U.K.'s European branches.

The FSA has extensive powers to intervene in the affairs of an authorized person, culminating in the ultimate sanction of the removal of authorization to carry on a regulated activity. The FSA has power, among other things, to enforce and take disciplinary measures in respect of breaches of its rules by authorized firms and approved persons.

## **Table of Contents**

*Supervision.* The FSA visited Aspen U.K. in October 2011 and carried out a risk assessment and high level review of our Individual Capital Assessment ( ICA ). The FSA highlighted in its report a small number of areas where it intended to perform additional work, none of which are deemed to be material.

*Restrictions on Dividend Payments.* The company law of England and Wales prohibits Aspen U.K. from declaring a dividend to its shareholders unless it has profits available for distribution. The determination of whether a company has profits available for distribution is based on its accumulated realized profits less its accumulated realized losses. While the U.K. insurance regulatory laws impose no statutory restrictions on a general insurer's ability to declare a dividend, the FSA's rules require each insurance company within its jurisdiction to maintain its solvency margin at all times.

*Solvency Requirements.* Aspen U.K. is required to maintain a margin of solvency at all times, the calculation of which depends on the type and amount of insurance business written. The method of calculation of the solvency margin (or capital resources requirement) is set out in the FSA's Prudential Sourcebook for Insurers, and for these purposes, all assets and liabilities are subject to specific valuation rules.

In addition to its required minimum solvency margin, each insurance company is required to calculate an ECR, which is a measure of the capital resources a firm may need to hold, based on risk-sensitive calculations applied to a company's business profile which includes capital charges based on assets, claims and premiums. An insurer is also required to maintain financial resources which are adequate, both as to amount and quality, to ensure that there is no significant risk that its liabilities cannot be met as they fall due. This process is called the ICA. As part of the ICA, the insurer is required to take comprehensive risk factors into account, including market, credit, operational, liquidity and group risks, and to carry out stress and scenario tests to identify an appropriate range of realistic adverse scenarios in which the risk crystallizes and to estimate the financial resources needed in each of the circumstances and events identified. The FSA may give individual capital guidance to insurers and reinsurers following receipt of ICAs. If the FSA considers that there are insufficient capital resources it can give guidance advising the insurer of the amount and quality of capital resources it considers necessary for that insurer. Additionally, Aspen U.K. is required to meet local capital requirements for its branches in Canada, Singapore, Australia and its insurance branch in Switzerland. Aspen U.K. holds capital in excess of all of its regulatory capital requirements.

An insurer that is part of a group is also required to perform and submit to the FSA a solvency margin calculation return in respect of its ultimate parent undertaking, in accordance with the FSA's rules. This return is not part of an insurer's own solvency return and is not publicly available. Although there is no requirement for the parent undertaking solvency calculation to show a positive result where the ultimate parent undertaking is outside the EEA, the FSA may take action where it considers that the solvency of the U.K. insurance company is or may be jeopardized due to the group solvency position. Further, an insurer is required to report in its annual returns to the FSA all material related party transactions (e.g., intra-group reinsurance, whose value is more than 5% of the insurer's general insurance business amount).

An E.U. directive covering the capital adequacy, risk management and regulatory reporting for insurers, known as Solvency II, was adopted by the European Parliament in April 2009. Until recently the anticipated implementation date of this legislation was January 1, 2014; however, in the light of delays in the parliamentary process within Europe, the FSA has confirmed that the official Solvency II implementation date of January 1, 2014 is no longer tenable. For more information regarding the risks associated with Solvency II, please refer to Item 1A, Risk Factors.

## **Table of Contents**

*Change of Control.* The FSA regulates the acquisition of control of any U.K. insurance company and Lloyd's managing agent which are authorized under Financial Services and Markets Act (FSMA). Any company or individual that (together with any person with whom it or he is acting in concert) directly or indirectly acquires 10% or more of the shares in a U.K. authorized insurance company or Lloyd's managing agent, or their parent company, or is entitled to exercise or control the exercise of 10% or more of the voting power in such authorized insurance company or Lloyd's managing agent or their parent company, would be considered to have acquired control for the purposes of the relevant legislation, as would a person who had significant influence over the management of such authorized insurance company or their parent company by virtue of his shareholding or voting power in either. A purchaser of 10% or more of the ordinary shares would therefore be considered to have acquired control of Aspen U.K. or AMAL. Under FSMA, any person proposing to acquire control over a U.K. authorized insurance company must give prior notification to the FSA of his intention to do so. The FSA would then have sixty working days to consider that person's application to acquire control. Failure to make the relevant prior application could result in action being taken against Aspen U.K. or AMAL (as relevant) by the FSA. Failure to make the relevant prior application would constitute criminal offence. A person who is already deemed to have control will require prior approval of the FSA if such person increases their level of control beyond certain percentages. These percentages are 20%, 30% and 50%.

*Changes to U.K. Regulation.* In June 2010, the U.K. Chancellor announced changes to the way in which financial services firms will be regulated. These changes include separating the regulation of prudential and conduct operations both currently regulated by the FSA into two new operations: the Prudential Regulation Authority (PRA) and the Financial Conduct Authority (FCA). This is also known as the twin peaks operating model.

The PRA and FCA are expected to officially come into existence on April 1, 2013 (known as Legal cutover), subject to the Financial Services Bill being approved by Parliament. Once implemented, regulated firms, such as Aspen U.K., will be supervised separately by the PRA and FCA, with the two organizations working to different objectives as follows:

prudential supervision under the PRA will continue to have dedicated resources supervising firms; and

conduct supervision under the FCA will focus more on thematic work, and less on firm-specific work.  
The PRA and FCA are expected to coordinate closely and share information and data on regulated firms.

## ***Branch Regulations***

### ***Switzerland***

*General.* Aspen U.K. established a branch in Zurich, Switzerland to write property and casualty reinsurance. The Federal Office of Private Insurance, a predecessor to the Financial Markets Supervisory Authority (FINMA) confirmed that the Swiss branch of Aspen U.K. for its reinsurance operations is not subject to its supervision under the Insurance Supervision Act (Switzerland), so long as the Swiss branch only writes reinsurance. If Swiss legislation is amended, the Swiss reinsurance branch may be subject to supervision by FINMA in the future.

## **Table of Contents**

On October 29, 2010, Aspen U.K. received approval from FINMA to establish another branch in Zurich, Switzerland to write insurance products. The activities of the Switzerland insurance branch are regulated by FINMA pursuant to the Insurance Supervision Act (Switzerland).

*Supervision.* Currently, the FSA assumes regulatory authority over the Swiss reinsurance branch, while FINMA assumes regulatory authority over the insurance branch. FINMA has not conducted a review of the Swiss insurance branch of Aspen U.K.

### ***Singapore***

*General.* On June 23, 2008, Aspen U.K. received approval from the Monetary Authority of Singapore ( MAS ) to establish a branch in Singapore. The activities of the Singapore branch are regulated by the MAS pursuant to The Insurance Act of Singapore. Aspen U.K. is also registered by the Accounting and Corporate Regulatory Authority ( ACRA ) as a foreign company in Singapore and in that capacity is separately regulated by ACRA pursuant to The Companies Act of Singapore.

*Supervision.* The MAS conducted a review in June 2011 of the Singapore branch of Aspen U.K. No material issues were identified.

### ***Canada***

*General.* Aspen U.K. has a Canadian branch whose activities are regulated by the Office of the Superintendent of Financial Institutions ( OSFI ). OSFI is the federal regulatory authority that supervises federal Canadian and non-Canadian insurance companies operating in Canada pursuant to the Insurance Companies Act (Canada). In addition, the branch is subject to the laws and regulations of each of the provinces and territories in which it is licensed.

*Supervision.* OSFI carried out an inspection visit to the Canadian branch of Aspen U.K. in November 2009. No material issues were identified.

### ***Australia***

*General.* On November 27, 2008, Aspen U.K. received authorization from the Australian Prudential Regulation Authority ( APRA ) to establish a branch in Australia. The activities of the Australian branch are regulated by APRA pursuant to the Insurance Act of Australia 1973. Aspen U.K. is also registered by the Australian Securities and Investments Commission as a foreign company in Australia under the Corporations Act of Australia 2001.

*Supervision.* APRA undertook a review of Aspen U.K.'s Australian branch in June 2009. No material issues were identified.

For additional information on our branches, refer to Note 18(a) of our consolidated financial statements, Commitments and Contingencies Restricted Assets.

### ***Other Applicable FSA Regulations***

*General.* We purchased APJ Services Limited, a U.K. based insurance broker in 2010. APJ Services Limited, now AUSSL, is authorized and regulated by the FSA. On September 7, 2012, the FSA authorized ARML as a general insurance intermediary. ARML was previously exempt from authorization by Aspen U.K. as an Appointed Representative. Both companies are subject to a separate prudential regime and other requirements for insurance intermediaries under the FSA Handbook.

**Table of Contents**

***Lloyd s Regulation***

*General.* We participate in the Lloyd s market through our ownership of AMAL and AUL. AMAL is the managing agent for Syndicate 4711. AUL provides underwriting capacity to Syndicate 4711 and is a Lloyd s corporate member. Our Lloyd s operations are subject to regulation by the FSA, as established by FSMA. We received FSA authorization on March 28, 2008 for AMAL. Our Lloyd s operations are also subject to supervision by the Council of Lloyd s. We received authorization from Lloyd s for Syndicate 4711 on April 4, 2008. The FSA has been granted broad authorization and intervention powers as they relate to the operations of all insurers, including Lloyd s syndicates, operating in the U.K. Lloyd s is authorized by the FSA and is required to implement certain rules prescribed by the FSA, which it does by the powers it has under the Lloyd s Act 1982 relating to the operation of the Lloyd s market. Lloyd s prescribes, in respect of its managing agents and corporate members, certain minimum standards relating to their management and control, solvency and various other requirements. The FSA directly monitors Lloyd s managing agents compliance with the FSA s own regulatory requirements. If it appears to the FSA that either Lloyd s is not fulfilling its regulatory responsibilities or that managing agents are not complying with the applicable regulatory rules and guidance, the FSA may intervene in accordance with its powers under the FSMA. By entering into a membership agreement with Lloyd s, AUL undertakes to comply with all Lloyd s bye-laws and regulations as well as the provisions of the Lloyd s Acts and FSMA that are applicable to it. The operation of Syndicate 4711, as well as AMAL and their respective directors, are subject to the Lloyd s supervisory regime.

*Supervision.* AMAL was in scope for the FSA risk assessment visit performed in October 2011. The FSA highlighted in its report a small number of areas where it intended to perform additional work, none of which are deemed to be material.

*Solvency Requirements.* Underwriting capacity of a member of Lloyd s must be supported by providing a deposit (referred to as Funds at Lloyd s ) in the form of cash, securities or letters of credit in an amount determined under the ICA regime of the FSA as noted above. The amount of such deposit is calculated for each member through the completion of an annual capital adequacy exercise. Under these requirements, Lloyd s must demonstrate that each member has sufficient assets to meet its underwriting liabilities plus a required solvency margin. This margin can have the effect of reducing the amount of funds available to distribute as profits to the member or increasing the amount required to be funded by the member to cover its solvency margin.

*Restrictions.* A Reinsurance to Close ( RTC ) is a reinsurance contract to transfer the responsibility for discharging all the liabilities that attach to one year of account of a syndicate into a later year of account of the same or different syndicate in return for a premium. An RTC is put in place after the third year of operations of a syndicate year of account. If the managing agency concludes that an appropriate RTC for a syndicate that it manages cannot be determined or negotiated on commercially acceptable terms in respect of a particular underwriting year, the underwriting year must remain open and be placed into run-off. During this period there cannot be a release of the Funds at Lloyd s of a corporate member that is a member of that syndicate without the consent of Lloyd s and such consent will only be considered where the member has surplus Funds at Lloyd s.

*Intervention Powers.* The Council of Lloyd s has wide discretionary powers to regulate members underwriting at Lloyd s. It may, for instance, change the basis on which syndicate expenses are allocated or vary the Funds at Lloyd s or the investment criteria applicable to the provision of Funds at Lloyd s. Exercising any of these powers might affect the return on an investment of the corporate

## **Table of Contents**

member in a given underwriting year. Further, the annual business plans of a syndicate are subject to the review and approval of the Lloyd's Franchise Board. The Lloyd's Franchise Board was formally constituted on January 1, 2003 through the Franchise Board Directorate. The Franchise Board is responsible for setting risk management and profitability targets for the Lloyd's market and operates a business planning and monitoring process for all syndicates.

If a member of Lloyd's is unable to pay its debts to policyholders, such debts may be payable by the Lloyd's Central Fund, which in many respects acts as an equivalent to a state guaranty fund in the United States. If Lloyd's determines that the Central Fund needs to be increased, it has the power to assess premium levies on current Lloyd's members. The Council of Lloyd's has discretion to call or assess up to 3% of a member's underwriting capacity in any one year as a Central Fund contribution. Above this level, it requires consent of members voting at a general meeting.

### ***States of Jersey Regulation***

*General.* On March 22, 2010, we purchased APJ Jersey, a Jersey registered insurance company, which is subject to the jurisdiction of the Jersey Financial Services Commission ( JFSC ). The JFSC sets the solvency regime for those insurance companies under its jurisdiction. APJ Jersey holds funds in excess of the minimum requirement.

*Supervision.* JFSC undertook a review of APJ Jersey in November 2009 just prior to our purchase of the company. No material matters were brought to the attention of APJ Jersey's prior management arising from that review.

### ***U.S. Regulation***

*General.* We write surplus lines policies on an approved, non-admitted basis through Aspen Specialty and Aspen U.K. Aspen Specialty is an insurance company domiciled and licensed in North Dakota. It is eligible to write surplus lines policies on a non-admitted basis in 48 U.S. states and the District of Columbia. Aspen Specialty accepts business only through surplus lines brokers and does not market directly to the public.

AAIC is a Texas-domiciled insurance company and is licensed to write insurance on an admitted basis in the 50 U.S. states, the District of Columbia and the U.S. Virgin Islands.

Aspen U.K. is writing surplus lines business in certain states, as noted above. Aspen U.K. appears on the Quarterly Listing of the International Insurers Department of the National Association of Insurance ( IID List ). Pursuant to IID requirements, Aspen U.K. has established a U.S. surplus lines trust fund with a U.S. bank to secure U.S. surplus lines policies. As of December 31, 2012, Aspen U.K.'s surplus lines trust fund was \$104.2 million. As noted above, we participate in the Lloyd's market through our ownership of AMAL and AUL; AMAL is the managing agent for Syndicate 4711, and AUL provides underwriting capacity to Syndicate 4711 and is therefore a Lloyd's corporate member. Syndicate 4711 also appears on the IID List.

Following the enactment of the Non-Admitted and Reinsurance Reform Act (the NRRA ) as part of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ), as of July 22, 2011, no U.S. state can prohibit a surplus lines broker from placing business with a non-admitted insurer domiciled outside the U.S., such as Aspen U.K., that appears on the IID List. As a matter of U.S. federal law, this means that Aspen U.K. should be eligible in every U.S. state, even in states where Aspen U.K. had not previously been an eligible surplus lines insurer.



## **Table of Contents**

Certain jurisdictions also require annual requalification filings from Aspen U.K. to maintain the company's surplus lines eligibility. Such filings customarily include financial and related information, updated national and state-specific business plans, descriptions of reinsurance programs, updated officers' and directors' biographical affidavits and similar information. As a result of the Dodd-Frank Act, such state regulatory filings for non-U.S. surplus lines insurers should be eliminated. IID filing and eligibility requirements were amended in February 2012 and, among other changes, beginning January 1, 2013, new company applicants are required to report and continually maintain a capital and/or surplus amount of \$45 million. This minimum capital/surplus requirement will apply to all IID listed companies, such as Aspen U.K., reporting year-end 2013 financial results to the IID.

Aspen Specialty and Aspen U.K. are subject to limited state insurance regulations in states where they are surplus lines eligible. Specifically, rate and form regulations otherwise applicable to authorized insurers generally do not apply to Aspen Specialty and Aspen U.K.'s surplus lines transactions. In addition, U.S. solvency regulation tools, including risk-based capital standards, investment limitations, credit for reinsurance and holding company filing requirements, otherwise applicable to authorized insurers do not generally apply to alien surplus lines insurers such as Aspen U.K. However, Aspen U.K. may be subject to state-specific incidental regulations in areas such as those pertaining to post-disaster Emergency Orders. We monitor all states for such activities and comply as necessary with pertinent legislation or insurance department directives, for all affected subsidiaries.

Aspen Management is a Massachusetts corporation licensed as a surplus line broker in Massachusetts, Connecticut, New York and Texas. ASIS is a California limited liability company licensed as a surplus line broker in California. Aspen Solutions is a Connecticut limited liability company licensed as a surplus line broker in Connecticut. Aspen Management, ASIS and Aspen Solutions serve as surplus line brokers only for companies within the Aspen Group, and do not act on behalf of non-Aspen third parties or market directly to the public.

Aspen Re America is a Delaware corporation and functions as a reinsurance intermediary with offices in Connecticut, Florida, Georgia, Illinois and New York. ARA-CA is a California limited liability company and is licensed as a California reinsurance intermediary. Aspen Re America and ARA-CA both act as brokers for Aspen U.K. only and do not currently serve as intermediaries for non-Aspen third parties or market directly to the public.

Aspen U.S. Services is a Delaware corporation that provides administrative and technical services to the above U.S. entities, primarily from our Rocky Hill, Connecticut office. It is authorized to do business in the various states where we have physical offices. No filings are required with state insurance departments.

*U.S. Insurance Holding Company Regulation.* Aspen U.S. Holdings is a Delaware corporation and is the direct holding company parent of all above U.S. entities. Aspen Specialty and its affiliates are subject to the insurance holding company laws of North Dakota and AAIC and its affiliates are subject to the insurance holding company laws of Texas. The holding company laws require that each insurance company within the holding company system furnish annual information about certain transactions with affiliated companies. Generally, all material transactions among companies in the holding company system affecting Aspen Specialty or AAIC, including sales, loans, reinsurance agreements, service agreements and dividend payments, must be fair and, if material or of a specified category, require prior notice and approval or non-disapproval by the North Dakota Commissioner of Insurance ( NDCI ) for Aspen Specialty, or the Texas Commissioner of Insurance ( TCI ) for AAIC.

## **Table of Contents**

The National Association of Insurance Commissioners ( NAIC ) has recently adopted amendments to the model holding company law and regulations, expanding upon the regulation of holding company systems (the Model HCA Amendments ). The Model HCA Amendments include the following: (i) annual submission of an enterprise risk report by the domestic insurer's ultimate controlling person identifying the material risks within the insurance holding company system that could pose enterprise risk to such insurer; and (ii) prior notice of the proposed divestiture of a controlling interest in a domestic insurer. Therefore, to the extent such Model HCA Amendments are adopted by the states, Aspen Holdings will be required to file an enterprise risk report under applicable state law. With respect to Texas and North Dakota, only Texas has adopted the Model HCA Amendments in substantial part, and there are currently no laws pending in North Dakota with respect thereto. Adoption of the Model HCA Amendments in other states such as North Dakota is expected by January 1, 2016, pursuant to certain NAIC guidelines.

*Change of Control.* Before a person can acquire control of a U.S. domestic insurer, prior written approval must be obtained from the insurance commissioner of the state where the insurer is domiciled, or the acquirer must make a disclaimer of control filing with the insurance department of such state and obtain approval thereon. Prior to granting approval of an application to acquire control of a domestic insurer, the domiciliary state insurance commissioner will consider such factors as the financial strength of the proposed acquirer, the integrity and management of the acquirer's Board of Directors and executive officers, the acquirer's plans for the future operations of the domestic insurer and any anti-competitive results that may arise from the consummation of the acquisition of control. Generally, state insurance statutes provide that control over a domestic insurer is presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, 10% or more of the voting securities of the domestic insurer. Because a person acquiring 10% or more of Aspen Holdings' ordinary shares would indirectly acquire the same percentage of common stock of Aspen Holdings' U.S. operating subsidiaries, the U.S. insurance change of control laws will likely apply to such a transaction. These laws may discourage potential acquisition proposals and may delay, deter or prevent a change of control of Aspen Holdings, including through transactions, and in particular unsolicited transactions, that some or all of the shareholders of Aspen Holdings might consider to be desirable.

*State Insurance Regulation.* State insurance authorities have broad authority to regulate admitted insurance business, including licensing, admitted assets, capital and surplus, regulating unfair trade and claims practices, establishing reserve requirements or solvency standards, filing of rates and forms and regulating investments and dividends.

AAIC and Aspen Specialty prepare statutory financial statements in accordance with Statutory Accounting Principles ( SAP ) and procedures prescribed or permitted by applicable domiciliary states. State insurance laws and regulations require Aspen Specialty and AAIC to file statutory financial statements with insurance departments in every state where they are licensed. State insurance departments also conduct periodic examinations of the books and records, financial reporting, policy filings and market conduct of insurance companies licensed in their states, generally once every three to five years. Examinations are generally carried out in cooperation with the insurance departments of other states under guidelines promulgated by the NAIC.

*State Dividend Limitations.* Under North Dakota law, Aspen Specialty may only pay dividends out of earned surplus as distinguished from contributed surplus. Under Texas law, AAIC's policyholder surplus after payment of a dividend shall be an amount reasonable in relation to AAIC's outstanding liabilities and adequate to AAIC's financial needs.

## **Table of Contents**

In addition, the ability of Aspen Specialty or AAIC to declare extraordinary dividends is subject to prior approval of the applicable state insurance regulator. North Dakota and Texas define an extraordinary dividend as a dividend that exceeds, together with all dividends declared or distributed by the insurer within the preceding twelve months, the greater of:

10% of its policyholders surplus as of the 31st day of December of the preceding year; or

the statutory net income, not including realized capital gains for the 12-month period ending, for the preceding calendar year (the 31st day of December next preceding).

Any dividend paid by Aspen Specialty and AAIC is paid to Aspen U.S. Holdings. Aspen U.S. Holdings and any other Aspen holding company entities must also meet their own dividend eligibility requirements in order to pass along any dividends received from subsidiary insurance companies such as Aspen Specialty and AAIC.

The dividend limitations imposed by North Dakota and Texas insurance laws are based on the financial results of the Company's U.S. operating subsidiaries determined by using SAP accounting practices, which differ in certain respects from accounting principles used in financial statements prepared in conformity with U.S. GAAP. The significant differences relate to deferred acquisition expenses, deferred income taxes, required investment reserves, reserve calculation assumptions and surplus notes. At December 31, 2011, Aspen Specialty and AAIC did not have earned surplus and therefore could not declare or distribute dividends in 2012.

*State Risk-Based Capital Regulations.* Most states require their domestic insurers to annually report their risk-based capital based on a formula that takes into account the risk characteristics of the insurer, including asset risk, insurance risk, interest rate risk and business risk. The states use the formula as an early warning regulatory tool to identify possibly inadequately capitalized insurers for the purposes of initiating regulatory action, and not as a means to rank insurers generally. Most states' insurance law imposes broad confidentiality requirements on those engaged in any manner in the insurance business and on the regulator as to the use and publication of risk-based capital data. The regulator typically has explicit regulatory authority to require various actions by, or to take various actions against, insurers whose total adjusted capital does not exceed certain risk-based capital levels.

*Statutory Accounting Principles.* SAP is a basis of accounting developed to assist insurance regulators in monitoring and regulating the solvency of insurance companies. SAP is primarily concerned with measuring an insurer's surplus to policyholders. Accordingly, statutory accounting focuses on valuing assets and liabilities of insurers at financial reporting dates in accordance with appropriate insurance law and regulatory provisions applicable in each insurer's domiciliary state.

U.S. GAAP is concerned with a company's solvency, but it is also concerned with other financial measurements, such as income and cash flows. Accordingly, U.S. GAAP gives more consideration to appropriate matching of revenue and expenses and accounting for management's stewardship of assets than does SAP. As a direct result, different assets and liabilities and different amounts of assets and liabilities will be reflected in financial statements prepared in accordance with U.S. GAAP as opposed to SAP.

SAP, which is established by the NAIC and adopted by the Departments of Insurance of most states, determines, among other things, the amount of statutory surplus and statutory net income of our U.S. Operating Subsidiaries and thus determines, in part, the amount of funds they have available to pay as dividends to parent company entities.

---

**Table of Contents**

*Guaranty Funds and Residual Market Mechanisms.* Licensed and admitted U.S. insurers such as AAIC are required to participate in various state residual market mechanisms whose goal is to provide affordability and availability of insurance to those consumers who may not otherwise be able to obtain insurance, including, for example catastrophe insurance in high-risk areas. The mechanics of how each state's residual markets operate may differ, but generally, risks are either assigned to various private carriers or the state manages the risk through a pooling arrangement. If losses exceed the funds the pool has available to pay those losses, the pools have the ability to assess insurers to provide additional funds to the pool. The amounts of the assessment for each company are normally based upon the proportion of each insurer's (and in some cases the insurer's and its affiliates') written premium for coverages similar to those provided by the pool, and are frequently uncapped. State guaranty associations also have the ability to assess licensed U.S. insurers in order to provide funds for payment of losses for insurers which have become insolvent. In many cases, but not all, assessed insurers may recoup the amount of these guaranty fund and state pool assessments through premium rates, premium tax credits or policy surcharges.

*Operations of Aspen U.K. and Aspen Bermuda.* Aspen U.K. and Aspen Bermuda are not admitted to engage in the business of insurance in the U.S., although Aspen U.K. is eligible to write surplus lines business in 51 U.S. jurisdictions as an alien, non-admitted insurer. The laws of most states regulate or prohibit the sale of insurance and reinsurance within their jurisdictions by non-admitted insurers and reinsurers. We do not intend that Aspen Bermuda maintain an office or solicit, advertise, settle claims or conduct other insurance activities in any jurisdiction other than Bermuda where the conduct of such activities would require Aspen Bermuda to be so admitted. However, Aspen Bermuda is authorized by the BMA to write excess casualty insurance business for U.S. insureds. This effectively means that U.S. insureds are able to go out of state directly to Aspen Bermuda to insure their risks without the involvement of a local surplus line broker. Aspen U.K. does not maintain an office in the U.S. but it reinsures U.S. primary risk and writes excess and surplus lines business as an eligible, but non-admitted, alien surplus lines insurer. It accepts business only through U.S. licensed surplus lines brokers and does not market directly to the public. Although it does not underwrite or handle claims directly in the U.S., Aspen U.K. may grant limited underwriting authorities and retain third-party administrators, duly licensed, for the purpose of facilitating U.S. business. Aspen U.K. has also issued limited underwriting authorities to various affiliated U.S. entities described above.

In addition to the regulatory requirements imposed by the jurisdictions in which they are licensed, reinsurers' business operations are affected by regulatory requirements in various U.S. states governing credit for reinsurance laws imposed on ceding companies. In general, a ceding company which obtains reinsurance from a reinsurer that is licensed, accredited or approved by the jurisdiction or state in which the reinsurer files statutory financial statements is permitted to reflect in its statutory financial statements a credit in an aggregate amount equal to the liability for unearned premiums (which are that portion of premiums written which applies to the unexpired portion of the policy period) and loss reserves and loss adjustment expense reserves ceded to the reinsurer. Aspen Bermuda is not licensed, accredited or approved in any state in the United States. The great majority of states, however, permit a credit to statutory surplus resulting from reinsurance obtained from a non-licensed or non-accredited reinsurer to the extent that the reinsurer provides a letter of credit or other acceptable security arrangement. A few states do not allow credit for reinsurance ceded to non-licensed reinsurers except in certain limited circumstances and others impose additional requirements that make it difficult to become accredited.

For its U.S. reinsurance activities, Aspen U.K. has established and must retain a multi-beneficiary U.S. trust fund for the benefit of its U.S. cedants so that they are able to take financial statement credit

**Table of Contents**

for reinsurance without the need for Aspen U.K. to post contract-specific security. The minimum trust fund amount is \$20 million plus an amount equal to 100% of Aspen U.K.'s U.S. reinsurance liabilities, which were \$1,170.5 million and \$1,289.1 million at December 31, 2011 and 2012, respectively. In the past, Aspen U.K. has applied for trustee reinsurer approvals in states where U.S. cedants are domiciled and is currently an approved trustee reinsurer in 49 U.S. jurisdictions.

As a result of the Dodd-Frank Act, only a ceding insurer's state of domicile can dictate the credit for reinsurance requirements. Other states in which a ceding insurer is licensed will no longer be able to require additional collateral from non-admitted reinsurers or otherwise impose their own credit for reinsurance laws on ceding insurers domiciled in other states. In addition, several states have begun efforts to change their credit for reinsurance laws and regulations as Florida and New York already have, so that qualifying non-admitted reinsurers meeting certain minimum rating and capital requirements would, upon application to the state Insurance Departments, be permitted to post less than the 100% collateral currently required in most U.S. states. As collateral reduction efforts continue, we will continue to monitor developments. Aspen U.K. and Aspen Bermuda intend to seek approval to post reduced collateral in relevant states.

Lloyd's is licensed as a market in Illinois, Kentucky and the U.S. Virgin Islands to write insurance business. It is also eligible to write surplus lines and reinsurance business in all other U.S. states and territories. Lloyd's as a whole makes certain returns to U.S. regulators and each syndicate makes returns to the New York Insurance Department with respect to its surplus lines and reinsurance business. Separate trust funds are in place to support this business.

## **Table of Contents**

### **Item 1A. Risk Factors**

*We outline below factors that could cause our actual results to differ materially from those in the forward-looking and other statements contained in this report and other documents that we file with the United States Securities and Exchange Commission (the "SEC"). The risks and uncertainties described below are not the only ones we face. However, these are the risks we believe to be material as of the date of this report. Additional risks not presently known to us or that we currently deem immaterial may also impair our future business or operating results. Any of the risks described below could result in a significant or material adverse effect on our operating results or financial condition.*

#### ***Introduction***

As with any publicly traded company, investing in our equity and debt securities carries risks. Our risk management strategy is designed to identify, measure, monitor and manage material risks that could adversely affect our financial condition and operating results and we have invested significant resources to develop the appropriate risk management policies and procedures to implement this strategy. Nonetheless, the future business environment is intrinsically uncertain and difficult to forecast and our risk management methods may not be successful for this reason or because of other unintended weaknesses in our approach.

We set out below the risks that we have identified using the classification system that we use in our risk management process.

For this purpose, we divide risks into core and non-core risks. Core risks comprise those risks which are inherent in the operation of our business including insurance risks in respect of our underwriting operations and market and liquidity risks in respect of our investment activity. We intentionally expose the Company to core risks with a view to generating shareholder value, but seek to manage the resulting volatility in our earnings and financial condition to within the limits defined by our risk appetite. However, these core risks are intrinsically difficult to measure and manage and we may not therefore be successful in this respect.

All other risks, including regulatory and operational risks, are classified as non-core. We seek as far as is practicable and economic to avoid or minimize our exposure to non-core risks that we identify as potentially material.

#### ***Insurance Risks***

##### **Our financial condition and operating results may be adversely affected by the occurrence of natural catastrophic events.**

As part of our insurance and reinsurance operations, we assume substantial exposure to losses resulting from natural catastrophic events including, but not limited to, severe weather, floods, wildfires, volcanic eruptions, earthquakes and tsunamis. The severe weather events to which we are exposed include tropical storms, cyclones, hurricanes, winter storms, tornadoes, hailstorms and severe rainfall causing flash floods.

The incidence, severity and magnitude of such catastrophes are inherently unpredictable and our losses from catastrophes have been and can be substantial. The occurrence of large claims from catastrophic events may result in substantial volatility in, and materially affect, our financial condition, operating results for any fiscal quarter or year and our ability to write new business.

## **Table of Contents**

We expect that increases in the values and concentrations of insured property will increase the severity of such occurrences in the future and that climate change may increase the frequency and severity of severe weather events and flooding. Although we attempt to manage our exposure to these events through a multitude of approaches including geographic diversification, geographical limits, individual policy limits, exclusions or limitations from coverage and purchase of reinsurance, these management tools may not react in the way that we expect. In addition, a single catastrophic event could affect multiple geographic zones or the frequency or severity of catastrophic events could exceed our estimates, either of which could have a material adverse effect on our business, financial condition or operating results.

**The models we use to assess our exposure to losses from future natural catastrophes contain inherent uncertainties and our actual losses may therefore differ significantly from expectations.**

To help assess our exposure to losses from natural catastrophes we use computer-based models, which simulate multiple scenarios using a variety of assumptions. These models are developed in part by third-party vendors and their effectiveness relies on many inputs and assumptions including, but not limited to, scientific research, historical data, exposure data provided by insureds and reinsureds, data on the terms and conditions of insurance policies, and the professional judgment of our employees and other industry specialists. While the models have evolved considerably over time they do not necessarily accurately measure the statistical distribution of future losses due to the inherent limitations of the inputs and assumptions on which they rely. These limitations are evidenced by significant variation in the results obtained from different models, material changes in model results over time due to refinement of the underlying data elements and assumptions and the uncertain predictive capability and performance of industry models over longer time intervals.

The effect of these limitations is that future losses from catastrophic events may be larger and more frequent than expected and larger or more frequent than those reported in the company's financial statements to date.

**The frequency and severity of weather-related catastrophes may increase due to cyclical variations in climate and global climate change.**

Weather patterns, including the frequency and severity of severe weather events, are believed to be influenced by cyclical phenomena operating over periods of months or years.

For example, many observers believe that the Atlantic basin is in the active phase of a multi-decadal cycle in which conditions in the ocean and atmosphere, including warmer than average sea-surface temperatures and low wind shear, enhance hurricane activity. This increase in the number and intensity of tropical storms and hurricanes can span multiple decades (approximately 20 to 30 years). There have been larger than long term average numbers of Atlantic tropical storms and hurricanes in recent years although the impact on insurance losses is determined not by the number of storms that form, but by the number making landfall in populated areas with high insured values.

There is widespread consensus in the scientific community that there is a long term upward trend in global air and sea temperatures and that this is likely to increase the frequency and severity of severe weather events over the coming decades. In addition, rising sea levels are expected to add to the risks associated with coastal flooding in many areas.

## **Table of Contents**

Given the scientific uncertainty of predicting the effect of climate cycles and climate change on the frequency and severity of catastrophes and the lack of adequate predictive tools, we may not be able to adequately model the associated exposures and potential losses which could have a material adverse effect on our financial condition or operating results.

### **Our operating results may be adversely affected by one or more large losses from events other than natural catastrophes.**

Large losses from single events can occur if we are exposed to such events through more than one insurance or reinsurance contract. Such losses are referred to as clash losses. Our results can be adversely affected if there is an unexpectedly large number of clash losses in a period or if there is one or more such loss of unexpectedly large value.

We seek to manage our exposure to large losses from events other than natural catastrophes by identifying possible scenarios under which we could be exposed and limiting our exposure to these potential scenarios.

Some of the more significant scenarios which we have identified in this respect are terrorist attacks, fire, explosion or spill at a refinery or offshore oil and gas installation, a poison gas cloud, the collapse of a major office building, accidents at nuclear power stations, the collision of two ships and the loss of a passenger airplane.

These risks are inherently unpredictable. It is difficult to predict the frequency of events of this nature and to estimate the amount of loss that any given occurrence will generate. To the extent that losses from these risks occur, our financial condition and operating results could be materially adversely affected.

### **Our operating results may be adversely affected by an unexpected accumulation of attritional losses.**

In addition to our exposures to natural catastrophe and other large losses as discussed above, our operating results may also be adversely affected by unexpectedly large accumulations of smaller losses. We seek to manage this risk by using appropriate underwriting processes to guide the pricing and acceptance of risks. These processes, which include pricing models where appropriate, are intended to ensure that premiums received are sufficient to cover the expected levels of attritional loss as well as a contribution to the cost of natural catastrophes and large losses where necessary. However, it is possible that our underwriting approaches or our pricing models may not work as intended in this respect and that actual losses from a class of risks may be greater than expected thus causing adverse variation in our financial condition and/or operating results.

### **The effects of emerging claim and coverage issues on our business are uncertain.**

Claim and coverage issues can arise when the application of insurance or reinsurance policy language to potentially covered claims is unclear or disputed by the parties. When new such issues emerge they may adversely affect our business by either extending coverage beyond our underwriting intent or by increasing the number or size of claims. In some instances, these changes may not become apparent until some time after we have issued insurance or reinsurance contracts that are affected by the changes. As a result, the full extent of our liability under insurance or reinsurance policies may not be known for many years after the policies are issued. Emerging claim and coverage issues could therefore have an adverse effect on our operating results and financial condition.



## **Table of Contents**

In particular, our exposure to casualty reinsurance and insurance lines increases our potential exposure to this risk due to the uncertainties of expanded theories of liability and the long-tail nature of these lines of business.

We may face increased exposure as a result of litigation related to the 2008 crisis in financial markets and subsequent recessions, volatility in capital and credit markets, distressed financial institutions and sovereign debt crises. These economic and market conditions may increase allegations of misconduct, fraud and negligence, which may result in increased levels of insured claims arising in lines of business such as financial institutions, management liability and professional liability and in reinsurance of these lines. The full extent of our liability and exposure to claims of this sort may not be known for many years. This could adversely affect our financial condition or operating results.

The monetary impact of certain claims may be hard to predict or ascertain upon inception and potential losses from such claims can be significant. For example, the full extent of our liability and exposure from claims of bad faith is not ascertainable until the claim has been presented and investigated. As such, a significant claim in monetary terms on the basis of bad faith could adversely affect our financial condition or operating results.

### **The insurance and reinsurance business is historically cyclical and we expect to experience periods with excess underwriting capacity and unfavorable premium rates and policy terms and conditions.**

Historically the insurance and reinsurance industry has been cyclical. It is characterized by periods of intense competition on price and policy terms due to excessive underwriting capacity as well as periods when shortages of capacity permit favorable premium levels. In addition, any prolonged economic downturn could result in reduced demand for insurance and reinsurance products which could adversely impact the pricing of our products. The supply of insurance and reinsurance may increase, either by capital provided by new entrants or by the commitment of additional capital by existing or new insurers or reinsurers, which may cause prices to decrease. Any of these factors could lead to a significant reduction in premium rates, less favorable policy terms and fewer submissions for our underwriting services. In addition to these considerations, changes in the frequency and severity of losses suffered by insureds and insurers may affect the cycles of the insurance and reinsurance business significantly, and we expect to experience the effects of such cyclicity. To the extent these trends emerge, our financial condition or operating results could be adversely affected.

### **A material proportion of our business relies on the assessment and pricing of individual risks by third parties, including insurance companies which we reinsure and agents to whom we delegate underwriting authority for certain insurance products.**

From time to time, we authorize managing general agents, general agents and other producers to write business on our behalf within underwriting authorities prescribed by us. We rely on the underwriting controls of these agents to write business within the underwriting authorities provided by us. Although we monitor our underwriting on an ongoing basis, our monitoring efforts may not be adequate and our agents may exceed their underwriting authorities or otherwise breach obligations owed to us. If our agents exceed their authorities or otherwise breach obligations owed to us, our operating results and financial condition may be materially adversely affected.

This reliance on third-party assessment and pricing of individual risk extends to our reinsurance treaty business. In common with other reinsurers, we do not separately evaluate each of the individual

## **Table of Contents**

risks assumed under most reinsurance treaties. Therefore, we are largely dependent on the original underwriting decisions made by ceding companies. We are subject to the risk that the ceding companies may not have adequately evaluated the risks to be reinsured and that the premiums ceded to us may not adequately compensate us for the risks we assume and the losses we may incur.

### **The failure of any risk management and loss limitation methods we employ could have a material adverse effect on our financial condition and operating results.**

We seek to mitigate our loss exposure by writing a number of our insurance and reinsurance contracts on an excess of loss basis, such that we only pay losses that exceed a specified retention. We also seek to limit certain risks, such as natural catastrophe and political risks by geographic diversification. Geographic zone limitations involve significant underwriting judgments, including the determination of zone boundaries and the allocation of policy limits to zones. In the case of proportional property reinsurance treaties, we seek per occurrence limitations or loss and loss expense ratio caps to limit the impact of losses from any one event, though we may not be able to obtain such limits in certain markets.

Various provisions of our policies, such as limitations or exclusions from coverage and choice of forum, intended to limit our risks may not be enforceable. We cannot be sure that any of these loss limitation methods will be effective or that disputes relating to coverage will be resolved in our favor. As a result of the risks that we insure and reinsure, unforeseen events could result in claims that substantially exceed our expectations, which could have a material adverse effect on our financial condition or operating results.

Reinsurance purchase is another loss limitation method we employ which may not always act in the way intended due to disputes relating to coverage or exclusions.

### **The reinsurance that we purchase may not always be available on favorable terms or we may choose to retain a higher proportion of particular risks than in previous years.**

From time to time, market conditions have limited, and in some cases have prevented, insurers and reinsurers from obtaining the types and amounts of reinsurance that they consider adequate for their business needs. Accordingly, we may not be able to obtain our desired amount of reinsurance or retrocession protection on terms that are acceptable to us from entities with a satisfactory credit rating. We also may choose to retain a higher proportion of particular risks than in previous years due to pricing, terms and conditions or strategic emphasis. We may seek alternative means to transfer risk, such as catastrophe bonds, contingent capital arrangements and other capital market solutions. These solutions may not provide commensurate levels of protection compared to traditional retrocession. Our inability to obtain adequate reinsurance or other protection for our own account could have a material adverse effect on our business, operating results and financial condition.

### **Our financial condition and operating results may be adversely affected if actual claims exceed our loss reserves.**

Our operating results and financial condition depend upon our ability to accurately assess the potential losses associated with the risks that we insure and reinsure. Establishing an appropriate level of loss reserves is an inherently uncertain process. To the extent actual claims exceed our expectations, we will be required immediately to recognize the less favorable experience. This could cause a

## **Table of Contents**

material increase in our provisions for liabilities and a reduction in our profitability, including operating losses and reduction of capital. If natural catastrophic events or other large losses occur, we may fail to adequately estimate our reserve requirements and our actual losses and loss expenses may deviate, perhaps substantially, from our reserve estimates.

Only reserves applicable to losses incurred up to the reporting date may be set aside in our financial statements, with no allowance for future losses. See Item 1 above, Business Reserves and Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations for further description of our reserving process and methodology.

There are specific areas of our selected reserves which have additional uncertainty associated with them. In property reinsurance, there is still the potential for adverse development from litigation associated with Hurricane Katrina and losses related to Superstorm Sandy and the 2011 catastrophe events, in particular the Thai floods. In casualty reinsurance, there are additional uncertainties associated with claims emanating from the global financial crisis and the potential for new types of claim to arise given the long-tail nature of many of the reinsurance risks. In the insurance segment, we wrote a book of financial institutions risks which have a number of notifications relating to the financial crisis in 2008 and 2009 and there is also a specific area of uncertainty relating to a book of New York contractor business.

Our calculation of reserves for losses and loss expenses also includes assumptions about future payments for settlement of claims and claims-handling expenses, such as medical treatment and litigation costs. We write casualty business in the United States, the United Kingdom, Australia and certain other territories, where claims inflation has in many years run at higher rates than general inflation. To the extent inflation causes these costs to increase above reserves established for these claims, we will be required to increase our loss reserves with a corresponding reduction in our net income in the period in which the deficiency is identified. See also Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

### ***Market and Liquidity Risks***

**Our financial condition and financial results may be adversely affected by reductions in the value of our aggregate investment portfolio.**

Our funds are invested by several professional investment management firms in accordance with detailed investment guidelines set by us. See Business Investments under Item 1, above. Our investment policies stress diversification of risks, conservation of principal and liquidity through conservative investment guidelines. However, our investments are subject to a variety of financial and capital market risks, including changes in interest rates, credit spreads, equity prices, foreign currency exchange rates, market volatility and risks inherent to particular securities. Prolonged and severe disruptions in the public debt and equity markets, including, among other things, widening of credit spreads, bankruptcies, defaults, and significant ratings downgrades, may cause significant losses in our investment portfolio. Market volatility can make it difficult to value certain securities if their trading becomes infrequent. Depending on market conditions, we could incur substantial additional realized and unrealized investment losses in future periods. Separately, the occurrence of large claims may force us to liquidate securities at an inopportune time, which may cause us to realize capital losses. Large investment losses could decrease our asset base, thereby affecting our ability to underwrite new business. Additionally, such losses could have a material adverse impact on our shareholders' equity,

---

**Table of Contents**

business and financial strength and debt ratings. For the twelve months ended December 31, 2012, \$204.9 million of our income before tax was derived from our net invested assets.

The aggregate performance of our investment portfolio depends to a significant extent on the ability of our investment managers to select and manage appropriate investments. As a result, we are also exposed to operational risks which may include, but are not limited to, a failure to follow our investment guidelines, technological and staffing deficiencies and inadequate disaster recovery plans. The failure of these investment managers to perform their services in a manner consistent with our expectations and investment objectives could adversely affect our ability to conduct our business.

**Unexpected volatility or illiquidity associated with some of our investments could significantly and negatively affect our financial results and ability to conduct business.**

We hold, or may in the future purchase, certain investments such as High Yield bonds, Bank Loans, non-agency Residential Mortgage-Backed Securities, Asset-Backed Securities and Commercial Mortgage-Backed Securities which may have less liquidity than other fixed income securities. During the height of the financial crisis some high quality assets were more illiquid than expected. If we require significant amounts of cash on short notice in excess of normal cash requirements, we may have difficulty selling these investments in a timely manner, be forced to sell them for less than we otherwise would have been able to realize, or both. If we were forced to sell our assets in unfavorable market conditions, there can be no assurance that we will be able to sell them for the prices at which we have recorded them and we may be forced to sell them at significantly lower prices. As a result, our business, financial condition or operating results could be adversely affected.

**Our financial results may be adversely affected by foreign currency fluctuations.**

Our reporting currency is the U.S. Dollar. The functional currencies of our operations are the U.S. Dollar, the British Pound, the Euro, the Swiss Franc, the Australian Dollar, the Canadian Dollar and the Singaporean Dollar. During the course of 2012, the U.S. Dollar/British Pound exchange rate, our most significant exchange rate exposure, fluctuated from a high of £1:\$1.6268 to a low of £1:\$1.5308. For the twelve months ended December 31, 2012, 2011 and 2010, 17.2%, 18.0% and 19.8%, respectively, of our gross premiums were written in currencies other than the U.S. Dollar and the British Pound. A portion of our loss reserves and investments are also in currencies other than the U.S. Dollar and the British Pound. We may, from time to time, experience losses resulting from fluctuations in the values of these non-U.S./non-British currencies, which could adversely affect our operating results.

We use forward exchange contracts to manage some of our foreign currency exposure. However, it is possible that we will not successfully structure those contracts so as to effectively manage these risks, which could adversely affect our operating results.

**The continuation of heightened systemic financial risks, including excess sovereign debt, risks to the banking system and the Eurozone debt crisis, could have a material adverse effect on global and regional economies and capital markets which could adversely affect our business prospects, financial condition, financial results and liquidity.**

In recent years, global financial markets have been characterized by volatility and uncertainty. Unfavorable economic conditions could increase our funding costs, limit our access to the capital markets or make credit harder to obtain. Developments in the financial markets may also affect our

## **Table of Contents**

counterparties which could adversely affect their ability to meet their obligations to us. In the event of further deterioration or volatility in financial markets or general economic conditions, it could result in a prolonged economic downturn or recession and our operating results, financial position and liquidity could be materially and adversely affected.

In addition, global markets and economic conditions continue to be negatively impacted by the ability of certain Eurozone member states to service their sovereign debt obligations. If the fiscal obligations of these Eurozone member states continue to exceed their fiscal revenue, taking into account the reactions of the credit and swap markets, the ability of such member states to service their debt in a cost efficient manner will be impaired. The continued uncertainty over the outcome of various Eurozone and international financial support programs and the possibility that other Eurozone member states may experience similar financial pressures could further disrupt global markets. In particular, this crisis has disrupted and could further disrupt equity and fixed income markets and could result in volatile and unserviceable bond yields on the sovereign debt of some Eurozone members.

The issues arising out of the current Eurozone debt crisis may cause investors to lose confidence in the safety and soundness of European financial institutions and the stability of Eurozone member economies, and likewise affect U.K. and U.S.- based financial institutions, the stability of the global financial markets and any economic recovery. If a Eurozone member state were to default on its obligations or seek to leave the Eurozone, the impact on the financial and currency markets would be significant and could materially impact all financial institutions, including our business, financial condition, operating results and liquidity.

### ***Credit Risks***

**Our operating results may be adversely affected by the failure of policyholders, brokers or other intermediaries to honor their payment obligations to us.**

In accordance with industry practice, we generally pay amounts owed on claims under our insurance and reinsurance contracts to brokers and these brokers, in turn, pay these amounts over to the clients that have purchased insurance or reinsurance from us. Although the law is unsettled and depends upon the facts and circumstances of the particular case, in some jurisdictions, if a broker fails to make such a payment, in a significant majority of business that we write, it is highly likely that we will be liable to the client for the deficiency because of local laws or contractual obligations. Likewise, when the client pays premiums for these policies to brokers for payment over to us, these premiums are considered to have been paid and, in most cases, the client will no longer be liable to us for those amounts, whether or not we have actually received the premiums. Consequently, we assume a degree of credit risk associated with brokers with respect to most of our insurance and reinsurance business. To date, we have not experienced any material losses related to such credit risks. In addition, bankruptcy, liquidity problems, distressed financial condition or the general effects of economic recession may increase the risk that policyholders may not pay a part of or the full amount of premiums owed to us, despite an obligation to do so. The terms of our contracts may not permit us to cancel our insurance even though we have not received payment. If non-payment becomes widespread, whether as a result of bankruptcy, lack of liquidity, adverse economic conditions, operational failure or otherwise, it could have a material adverse impact on our business and operating results.

## **Table of Contents**

### **Our financial condition and operating results may be adversely affected by the failure of one or more reinsurers to meet their payment obligation to us.**

We purchase reinsurance for our own account in order to mitigate the effect of certain large and multiple losses upon our financial condition. Our reinsurers are dependent on their ratings in order to continue to write business, and some have suffered downgrades in ratings as a result of their exposures in the past. Our reinsurers may also be affected by recent adverse developments in the financial markets, which could adversely affect their ability to meet their obligations to us. A reinsurer's insolvency, its inability to continue to write business or its reluctance to make timely payments under the terms of its reinsurance agreement with us could have a material adverse effect on us because we may remain liable to our insureds or cedants in respect of the reinsured risks.

### **The impairment of financial institutions increases our counterparty risk.**

We have exposure to many different counterparties, and routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks and other institutions. We also hold as investments various fixed income securities issued by financial institutions, which may be unsecured. Many of these transactions expose us to credit risk in the event of default of our counterparty. In addition, with respect to secured transactions, our credit risk may be exacerbated when our collateral cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to it. Any such losses or impairments to the carrying value of these assets could materially and adversely affect our business and operating results.

### ***Strategic Risks***

### **We operate in a highly competitive environment, and substantial new capital inflows into the insurance and reinsurance industry may increase competition.**

Insurance and reinsurance markets remain highly competitive. We continue to compete with existing international and regional insurers and reinsurers some of which have greater financial, marketing and management resources than we do. We also compete with new market entrants and with alternative capital markets, funds and other providers of insurance products such as insurance-linked securities, catastrophe bonds and derivatives. See **Business Competition** under Item 1, above for a list of our competitors. Recently, insureds have retained a greater proportion of their risk portfolios than previously, and industrial and commercial companies have been increasingly relying upon their own subsidiary insurance companies, and other mechanisms for funding their risks, rather than risk transferring insurance.

Increased competition could result in fewer submissions, lower premium rates, less favorable policy terms and conditions and greater expenses relating to customer acquisition and retention, which could have a material adverse impact on our growth and profitability. We have recently experienced increased competition in some lines of business which has caused a decline in rate increases or a reduction in rates. See Part II, Item 7, **Management's Discussion and Analysis of Financial Condition and Results of Operations**.

## **Table of Contents**

### **Recent events may result in political, regulatory and industry initiatives which could adversely affect our business.**

Governments and regulatory bodies may take unpredictable action to ensure continued supply of insurance, particularly where a given event leads to withdrawal of capacity from the market. For example, as a result of the financial crisis affecting the banking system and financial markets, a number of government initiatives have been launched recently that are designed to stabilize market conditions. The U.S. Federal Government, Federal Reserve, U.K. Treasury and Government and other governmental and regulatory bodies have taken or are considering taking other extraordinary actions to address the global financial crisis. There can be no assurance as to the effect that any such governmental actions will have on the financial markets generally or on our competitive position, business and financial condition in particular, although we continue to monitor these and similar proposals. See [Regulatory Risks](#) below.

### **Our Operating Subsidiaries are rated, and our Lloyd's business benefits from a rating by one or more of A.M. Best, S&P and Moody's, and a decline in any of these ratings could adversely affect our standing among brokers and customers and cause our premiums and earnings to decrease.**

Ratings have become an increasingly important factor in establishing the competitive position of insurance and reinsurance companies. The ratings of our Operating Subsidiaries are subject to periodic review by, and may be placed on credit watch, revised downward or revoked at the sole discretion of, A.M. Best, S&P or Moody's. If our or Lloyd's ratings are reduced from their current levels by any of A.M. Best, Moody's or S&P, our competitive position in the insurance industry might suffer and it might be more difficult for us to market our products, expand our insurance and reinsurance portfolio and renew our existing insurance and reinsurance policies and agreements. A downgrade also may require us to establish trusts or post letters of credit for ceding company clients, and could trigger provisions allowing some clients to terminate their insurance and reinsurance contracts with us. Some contracts also provide for the return of premium to the ceding client in the event of a downgrade. It is increasingly common for our reinsurance contracts to contain such terms. A significant downgrade could result in a substantial loss of business as ceding companies and brokers that place such business move to other reinsurers with higher ratings and therefore may materially and adversely impact our business, operating results, liquidity and financial flexibility.

In addition, a downgrade of the financial strength rating of Aspen U.K., Aspen Bermuda or Aspen Specialty by A.M. Best below B++ would constitute an event of default under our revolving credit facility with Barclays Bank PLC and other lenders. Similarly, a downgrade of Aspen U.K. and Aspen Bermuda by A.M. Best below B++ would constitute an event of default under our letter of credit facility with Barclays Bank PLC. A lower rating may lead to higher borrowing costs, thereby adversely impacting our liquidity and financial flexibility.

### **Acquisitions or strategic investments that we may make could turn out to be unsuccessful.**

As part of our long-term strategy, we may pursue growth through acquisitions and/or strategic investments in businesses or new underwriting or marketing platforms. The negotiation of potential acquisitions or strategic investments as well as the integration of an acquired business, new personnel, new underwriting or marketing platforms could result in a substantial diversion of management resources. Acquisitions could involve numerous additional risks such as potential losses from

## Table of Contents

unanticipated litigation, higher levels of claims than is reflected in reserves and an inability to generate sufficient revenue to offset acquisition costs. Any future acquisitions or strategic investments may expose us to operational risks including:

integrating financial and operational reporting systems;

establishing satisfactory budgetary and other financial controls;

funding increased capital needs and overhead expenses;

the value of assets acquired may be lower than expected or may diminish due to credit defaults or changes in interest rates and liabilities assumed may be greater than expected; and

financial exposures in the event that the sellers of the entities we acquire are unable or unwilling to meet their indemnification, reinsurance and other obligations to us.

We have limited experience in identifying quality merger candidates, as well as successfully acquiring and integrating their operations.

Our ability to manage our growth through acquisitions, strategic investments or new platforms will depend, in part, on our success in addressing these risks. Any failure by us to effectively implement our acquisitions or strategic investment strategies could have a material adverse effect on our business, financial condition or operating results.

**Since we depend on a few brokers for a large portion of our insurance and reinsurance revenues, loss of business provided by any one of them could adversely affect us.**

We market our insurance and reinsurance worldwide primarily through insurance and reinsurance brokers. See Item 1 above, **Business** **Business Distribution** for our principal brokers by segment. Several of these brokers also have, or may in the future acquire, ownership interests in insurance and reinsurance companies that compete with us, and these brokers may favor their own insurers or reinsurers over other companies. In addition, as brokers merge with, or acquire, each other, there could be further strain on our ability to access business due to a reduction in distribution channels. Loss of all or a substantial portion of the business provided by one or more of these brokers could have a material adverse effect on our business.

**We may require additional capital in the future, which may not be available or may only be available on unfavorable terms.**

Our future capital requirements depend on many factors, including our ability to write new business successfully, to deploy capital into more profitable business lines, to identify acquisition opportunities, to manage investments and preserve capital in volatile markets, and to establish premium rates and reserves at levels sufficient to cover losses. We monitor our capital adequacy on an ongoing basis. To the extent that our funds are insufficient to fund future operating requirements and/or cover claims losses, we may need to raise additional funds through corporate finance transactions or curtail our growth and reduce our liabilities. Our additional needs for capital will depend on our actual claims experience, especially for catastrophic events. Any equity, hybrid or debt financing, if available at all, may be on terms that are not favorable to us. In the case of equity financings, dilution to our shareholders could result, and, in any case, such securities may have rights, preferences and privileges that are senior to those of our outstanding securities. If we cannot obtain adequate capital on favorable terms or at all, our business, financial condition and operating results could be adversely affected.



## **Table of Contents**

### **Our debt, credit and International Swap Dealers Association (ISDA) agreements may limit our financial and operational flexibility, which may affect our ability to conduct our business.**

We have incurred indebtedness and may incur additional indebtedness in the future. Additionally, we have entered into credit facilities with various institutions. Under these credit facilities, the institutions provide revolving lines of credit to us and our major Operating Subsidiaries and issue letters of credit to our clients in the ordinary course of business. We have also entered into ISDA agreements relating to derivative transactions such as interest rate swaps.

The agreements relating to our debt, credit facilities and our ISDA agreements contain covenants that may limit our ability, among other things, to borrow money, make particular types of investments or other restricted payments, sell assets, merge or consolidate. Some of these agreements also require us to maintain specified ratings and financial ratios, including a minimum net worth covenant. If we fail to comply with these covenants or meet required financial ratios, the lenders or counterparties under these agreements could declare a default and demand immediate repayment of all amounts owed to them.

If we are in default under the terms of these agreements, then we may also be restricted in our ability to declare or pay any dividends, redeem, purchase or acquire any shares or make a liquidation payment and are at risk of cross-default on other arrangements.

### **The development of our U.S.-based insurance operations is subject to execution risks and increased risk from changing market conditions.**

Excess and surplus lines insurance forms a substantial portion of the business written by our U.S.-based insurance operations. Excess and surplus lines insurance covers risks that are typically more complex and unusual than standard risks and require a high degree of specialized underwriting. As a result, excess and surplus lines risks do not often fit the underwriting criteria of standard insurance carriers. Our excess and surplus lines insurance business fills the insurance needs of businesses with unique characteristics and is generally considered higher risk than those in the standard market. If our underwriting staff inadequately judges and prices the risks associated with the business underwritten in the excess and surplus lines market, our financial results could be adversely impacted.

Further, the excess and surplus lines market is significantly affected by the conditions of the property and casualty insurance market in general. This cyclical nature can be more pronounced in the excess and surplus market than in the standard insurance market. During times of hard market conditions (when market conditions are more favorable to insurers), as rates increase and coverage terms become more restrictive, business tends to move from the admitted market to the excess and surplus lines market and growth in the excess and surplus market tends to accelerate faster than growth in the standard insurance market. When soft market conditions are prevalent (when market conditions are less favorable to insurers), standard insurance carriers tend to reduce underwriting standards and expand market share by moving into business lines traditionally characterized as excess and surplus lines, exacerbating the effect of rate decreases. If we fail to manage the cyclical nature and volatility of the revenues and profit we generate in the excess and surplus lines market, our financial results could be adversely impacted.

## **Table of Contents**

### ***Regulatory Risks***

#### **The regulatory systems under which we operate, and potential changes thereto, could have a material adverse effect on our business.**

Our Operating Subsidiaries may not be able to maintain necessary licenses, permits, authorizations or accreditations in territories where we currently engage in business or obtain them in new territories, or may be able to do so only at significant cost. In addition, we may not be able to comply fully with, or obtain appropriate exemptions from, the wide variety of laws and regulations applicable to insurance or reinsurance companies or holding companies. Failure to comply with or to obtain appropriate authorizations and/or exemptions under any applicable laws could result in restrictions on our ability to do business or to engage in certain activities that are regulated in one or more of the jurisdictions in which we operate and could subject us to fines and other sanctions, which could have a material adverse effect on our business. In addition, changes in the laws or regulations to which our Operating Subsidiaries are subject could have a material adverse effect on our business. See Business Regulatory Matters in Item 1, above.

#### **Material changes in voting rights and connected party transactions may require regulatory approval or oversight by the FSA or other insurance regulators.**

Insurance regulators, such as the FSA and the BMA, impose certain requirements on operating entities they regulate including notification of shareholders, whether directly or indirectly, reaching certain levels of ownership. Prior approval of ownership and transfer of shares by the regulators may be required under certain circumstances. If any entity were to hold 20% or more of the voting rights or 20% or more of the issued ordinary shares of Aspen Holdings, transactions between Aspen U.K. and such entity may have to be reported to the FSA if the value of those transactions exceeds certain threshold amounts that would render them material connected party transactions. In these circumstances, we can give no assurance that these material connected party transactions will not be subject to regulatory intervention by the FSA or other insurance regulators.

Any transactions between companies within the Aspen Group that are material connected party transactions would also have to be reported to the FSA and other insurance regulators. We can give no assurance that the existence or effect of such connected party transactions and the FSA's or any other insurance regulator's assessment of the overall solvency of Aspen Holdings and its subsidiaries, even in circumstances where the Operating Subsidiary has on its face sufficient assets of its own to cover its required margin of solvency, would not result in regulatory intervention by the FSA or other insurance regulators with regard to such Operating Subsidiary.

#### **One or more of our insurance subsidiaries may be required by its regulator to hold additional capital to meet relevant solvency requirements.**

Any of our Operating Subsidiaries may be required to hold additional capital in order to meet solvency requirements. For example, Aspen U.K. is required to provide the FSA with information about Aspen Holdings' notional solvency, which involves calculating the solvency position of Aspen Holdings in accordance with the FSA's rules. In this regard, if Aspen Bermuda, Aspen Specialty, AAIC or Syndicate 4711 were to experience financial difficulties, it could affect the solvency position of Aspen Holdings and in turn trigger regulatory intervention by the FSA with respect to Aspen U.K. The FSA requires insurers and reinsurers to calculate their ECR, an indicative measure of

---

**Table of Contents**

the capital resources a firm may need to hold, based on risk-sensitive calculations applied to its business profile which includes capital charges based on assets, claims and premiums. The FSA may give insurers individual capital guidance, which may result in guidance that a company should hold capital in excess of the ECR. These changes may increase the required regulatory capital of Aspen U.K., impacting our profitability.

Among other matters, Bermuda statutes, regulations and policies of the BMA require Aspen Bermuda to maintain minimum levels of statutory capital, surplus and liquidity, to meet solvency standards. The BMA has a risk-based capital adequacy model called the BSCR to assist the BMA both in measuring risk and in determining appropriate levels of capitalization. In 2011, the CISSA for Class 4 insurers was introduced which requires commercial insurers to perform an assessment of their own risk and solvency requirements. The CISSA has the insurer determine the capital resources required to achieve its strategic goal, after it has assessed all reasonably foreseeable material risks arising from its operations or operational environment. These statutes and regulations may, in effect, restrict Aspen Bermuda's ability to write insurance and reinsurance policies, to make certain investments and to distribute funds.

**The E.U. Directive on Solvency II may affect the way in which Aspen U.K. manages its business and may lead to Aspen Bermuda posting collateral in respect of its EEA cedants.**

An E.U. directive covering the capital adequacy, risk management and regulatory reporting for insurers, known as Solvency II, was adopted by the European Parliament in April 2009. Solvency II presents a number of risks to Aspen U.K. and AMAL. Insurers are expecting to undertake a significant amount of work to ensure that they will meet the new requirements and this may divert finite resources from other business related activities. In addition, the measures implementing Solvency II are currently subject to a consultation process and are not expected to be finalized until 2015 at the earliest; consequently, Aspen's implementation plans are based on its current understanding of the Solvency II requirements, which may change. Increases in capital requirements as a result of Solvency II may be required and may impact our operating results. Further, under Solvency II, unless the European Commission assesses the regulatory regime in Bermuda as equivalent to Solvency II, then Aspen Bermuda may be required to post collateral in respect of any reinsurance of EEA cedants, including Aspen U.K., which may have a negative impact on Aspen Bermuda's and Aspen Holdings' results. Under Solvency II, if a non-EC reinsurer is in a country that is deemed not equivalent, then an EEA cedant may not be able to take any reinsurance into account for solvency purposes unless the non-EC reinsurer is of a certain minimum credit rating or collateral has been provided. Therefore, if Bermuda's solvency regime is not deemed equivalent to Solvency II, then Aspen Bermuda's EEA cedants may require collateral from Aspen Bermuda in order for the cedant to take credit for such reinsurance. As of January 1, 2011, the European Insurance and Occupational Pensions Authority (EIOPA) has replaced the Committee of European Insurance and Pensions Supervisor. EIOPA's final advice to the European Commission was that Bermuda meets the criteria set out in EIOPA's methodology for equivalence assessments under Solvency II for insurers of Aspen Bermuda's class but with certain qualifications.

**The activities of any of our insurance subsidiaries may be subject to review by insurance regulators of differing jurisdiction.**

Review of the activities of our Operating Subsidiaries by regulators could exceed expectations. For example, Aspen U.K. is authorized to do business in the United Kingdom and has permission to conduct business in Canada, Switzerland, Australia, Singapore, France, Ireland, Germany, all other

---

**Table of Contents**

EEA states and certain Latin American countries. In addition, Aspen U.K. is eligible to write surplus lines business in 50 U.S. States, the District of Columbia, Puerto Rico and the U.S. Virgin Islands. We can give no assurance, however, that insurance regulators in the United States, Bermuda or elsewhere will not review the activities of Aspen U.K. and assess that Aspen U.K. is subject to such jurisdiction's licensing or other requirements.

Aspen Bermuda does not maintain a principal office, and its personnel do not solicit, advertise, settle claims or conduct other activities that may constitute the transaction of the business of insurance or reinsurance, in any jurisdiction in which it is not licensed or otherwise not authorized to engage in such activities. Although Aspen Bermuda does not believe it is or will be in violation of insurance laws or regulations of any jurisdiction outside Bermuda, inquiries or challenges to Aspen Bermuda's insurance or reinsurance activities may still be raised in the future. The offshore insurance and reinsurance regulatory environment has become subject to increased scrutiny in many jurisdictions, including the United States at both Federal and state levels. Compliance with any new laws, regulations or settlements impacting offshore insurers or reinsurers, such as Aspen Bermuda, could have a material adverse effect on our business.

**Changes to the Bermuda regulatory system, including changes to its Group Supervisory regime, could have a material adverse effect on our business.**

A number of Bermuda registered (re)insurers operates within a group structure. This means that an insurer's financial position and risk profile, and its overall prudential position, may be impacted by being part of a group. The BMA has therefore established a group supervision framework for insurance groups to (1) ensure solvency at group level, (2) monitor inter-group transactions and (3) assess corporate governance, risk management and internal control processes.

The BMA has notified us that it will act as the group supervisor of the Aspen group of companies and has designated Aspen Bermuda as the designated insurer. As group supervisor, the BMA will (1) assess the Aspen group's compliance with the BMA's solvency rules, (2) perform ongoing supervisory review and assessment of the Aspen group's financial position and governance systems, (3) coordinate the gathering and dissemination of relevant or essential information, (4) convene and conduct supervisory colleges with other supervisory authorities that have regulatory oversight of entities within a group and (5) coordinate any enforcement action that may be taken against any of the members of the Aspen group.

The BMA has published a number of consultation and discussion papers covering the following proposed regulatory changes which may or may not become adopted in present or revised form in the future:

the introduction, for solvency purposes, of an Economic Balance Sheet to ensure that all assets and liabilities are valued on a consistent economic basis;

enhancements to the disclosure and transparency regime; and

the imposition of a minimum, or floor, for the minimum margin of solvency ( MSM ) that would be equal to 25% of the ECR. The MSM floor would apply only at the legal entity level.

Along with the implementation delays announced by the European Commission, the BMA has delayed, or deferred, some aspects of its regime change. For example, the Economic Balance Sheet

## **Table of Contents**

process has been deferred to consider the direction of other international bodies such as the IASB. In addition, some aspects of the BMA's Group Capital requirements and the requirements for the Group Actuary have also been deferred.

We are unable to predict with certainty how these laws, frameworks and/or regulations will be enforced or amended, the form in which any pending or future laws, frameworks and/or regulations could be adopted, the effectiveness of the coordination and cooperation of information sharing among supervisory bodies and regulators, such as the FSA, with the BMA as group supervisor or the effect, if any, any of these developments would have on our operations and financial condition.

### **The Council of Lloyd's and the Lloyd's Franchise Board have wide discretionary powers to supervise members of Lloyd's.**

The Council of Lloyd's may, for instance, vary the method by which the capital requirement is determined, or the investment criteria applicable to Funds at Lloyd's. Variance to the capital requirement determination method might affect the maximum amount of the overall premium income that we are able to underwrite. Variation in both might affect our return on investments. The Lloyd's Franchise Board also has wide discretionary powers in relation to the business of Lloyd's managing agents, such as AMAL, including the requirement for compliance with the franchise performance and underwriting guidelines. The Lloyd's Franchise Board imposes certain restrictions on underwriting or on reinsurance arrangements for any Lloyd's syndicate and changes in these requirements imposed on us may have an adverse impact on our ability to underwrite which in turn will have an adverse effect on our financial performance.

### **Changes in Lloyd's regulation or the Lloyd's market could make Syndicate 4711 less attractive.**

Changes in Lloyd's regulation or other developments in the Lloyd's market could make operating Syndicate 4711 less attractive. For example, Lloyd's imposes a number of charges on businesses operating in the Lloyd's market, including, for example, annual subscriptions and Central Fund levies for members and policy signing charges. Despite the principle that each member of Lloyd's is only responsible for the proportion of risk written on his or her behalf, a Central Fund acts as a policyholder's protection fund to make payments where other members have failed to pay valid claims. The Council of Lloyd's may resolve to make payments from the Central Fund for the advancement and protection of members, which could lead to additional or special levies being payable by Syndicate 4711. The bases and amounts of these charges may be varied by Lloyd's and could adversely affect our financial and operating results.

Syndicate 4711 may also be affected by a number of other changes in Lloyd's regulation, such as changes to the process for the release of profits and new member compliance requirements. The ability of Lloyd's syndicates to trade in certain classes of business at current levels may be dependent on the maintenance by Lloyd's of a satisfactory credit rating issued by an accredited rating agency. At present, the financial security of the Lloyd's market is regularly assessed by three independent rating agencies, A.M. Best, S&P and Fitch Ratings. See Our Operating Subsidiaries are rated, and our Lloyd's business benefits from a rating by one or more of A.M. Best, S&P and Moody's, and a decline in any of these ratings could affect our standing among brokers and customers and cause our premiums and earnings to decrease, above.

The syndicate capital setting process within AMAL is subject to FSA rules but is conducted by Lloyd's under its detailed procedures. Lloyd's could request an increase in capital under the FSA rules

## **Table of Contents**

in similar circumstances as set out above in the section on Aspen U.K. Lloyd's as whole, including Syndicate 4711, is also subject to the provisions of Solvency II as noted above.

### **Potential changes to the U.S. regulatory system could have an adverse effect on the business of our U.S. operating companies.**

Aspen Specialty is organized in and has received a license to write certain lines of insurance business in the State of North Dakota and, as a result, is subject to North Dakota law and regulation under the supervision of the NDCI. AAIC is organized in Texas and has licenses to write property and casualty insurance business on an admitted basis in all 50 states and the District of Columbia. North Dakota and Texas also have regulatory authority over a number of affiliate transactions between the insurance companies and other members of our holding company system. The purpose of the state insurance regulatory statutes is to protect U.S. policyholders, not our shareholders or noteholders. Among other matters, state insurance regulations will require Aspen entities to maintain minimum levels of capital, surplus and liquidity, require insurers to comply with applicable risk-based capital requirements and will impose restrictions on the payment of dividends and distributions. These statutes and regulations may, in effect, restrict the ability of Aspen entities in the U.S. to write new business or distribute assets to Aspen Holdings.

Recently, the NAIC adopted revisions to its model law and regulation relating to insurance holding companies. A number of states have adopted or are considering adopting proposals to amend their insurance holding company laws to increase the scope of regulation. The amendments address a number of standards that affect insurance holding company systems, including corporate governance, group-wide supervision, accounting for group-wide risks in risk-based capital calculations and imposition of additional disclosure obligations. As the NAIC continues its solvency modernization initiative, additional changes may be made to solvency regulations in various state laws and regulations.

In recent years, the U.S. insurance regulatory framework has come under increased federal scrutiny, and some state legislators have considered or enacted laws that may alter or increase state regulation of insurance and reinsurance companies and holding companies. In addition, the U.S. Congress has enacted legislation providing a greater role for the federal government in the regulation of insurance. Moreover, the NAIC and state insurance regulators regularly examine existing laws and regulations. New laws and regulations or changes in existing laws and regulations or the interpretation of these laws and regulations could have a material adverse effect on our business or operating results.

### **Changes in U.S. state insurance legislation and insurance department legislation may impact liabilities assumed by our business.**

Aspen Specialty, AAIC, Aspen U.K. and various affiliates are subject to periodic changes in U.S. state insurance legislation and insurance department regulation which may materially affect the liabilities assumed by the companies in such states. For example, as a result of natural disasters, Emergency Orders and related regulations may be periodically issued or enacted by individual states. This may impact the cancellation or non-renewal of property policies issued in those states for an extended period of time, increasing the potential liability to the company on such extended policies. Failure to adhere to these regulations could result in the imposition of fines, fees, penalties and loss of approval to write business in such states. Certain states with catastrophe exposures (e.g., California earthquakes, Florida hurricanes) have opted to establish state-run, state-owned reinsurers that compete with us and our peers. These entities tend to reduce the amount of business available to us.

## **Table of Contents**

### **From time to time, government authorities seek to more closely monitor and regulate the insurance industry, which may adversely affect our business.**

The Attorneys General for multiple states and other insurance regulatory authorities have previously investigated a number of issues and practices within the insurance industry, and in particular insurance brokerage compensation practices.

To the extent that state regulation of brokers and intermediaries becomes more onerous, costs of regulatory compliance for Aspen Management, ASIS, Aspen Re America and ARA-CA will increase. Finally, to the extent that any of the brokers with whom we do business suffer financial difficulties as a result of the investigations or proceedings, we could suffer increased credit risk. See [Table of Contents](#). Since we depend on a few brokers for a large portion of our insurance and reinsurance revenues, loss of business provided by any one of them could adversely affect us [Table of Contents](#).

These investigations of the insurance industry in general, whether involving the Company specifically or not, together with any legal or regulatory proceedings, related settlements and industry reform or other changes arising therefrom, may materially adversely affect our business and future financial results or operating results.

### **The preparation of our financial statements requires us to make many estimates and judgments that are more difficult than companies operating outside the financial sector.**

The preparation of our consolidated financial statements requires us to make many estimates and judgments that affect the reported amounts of assets, liabilities (including reserves), revenues and expenses and related disclosures of contingent liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, insurance and other reserves, reinsurance recoverables, investment valuations, intangible assets, bad debts, impairments, income taxes, contingencies, derivatives and litigation. We base our estimates on historical experience, where possible, and on various other assumptions that we believe to be reasonable under the circumstances, which form the basis for our judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Estimates and judgments for a relatively new insurance and reinsurance company, like us, are more difficult to make than those made for a more mature company because we have more limited historical information through December 31, 2012. A significant part of our current loss reserves is in respect of IBNR. This IBNR reserve is based almost entirely on estimates involving actuarial and statistical projections of our expectations of the ultimate settlement and administration costs. In addition to limited historical information, we utilize actuarial models as well as historical insurance industry loss development patterns to establish loss reserves. Accordingly, actual claims and claim expenses paid may deviate, perhaps substantially, from the reserve estimates reflected in our financial statements.

### **Changes in current accounting practices and future pronouncements may materially impact our reported financial results.**

Unanticipated developments in accounting practices may require us to incur considerable additional expenses to comply with such developments, particularly if we are required to prepare information relating to prior periods for comparative purposes or to apply the new requirements retroactively. The impact of changes in current accounting practices and future pronouncements cannot be predicted but may affect the calculation of net income, net equity and other relevant financial statement line items. In

## **Table of Contents**

particular, the U.S. Financial Accounting Standards Board ( FASB ) and the International Accounting Standards Board ( IASB ) have been working jointly on an insurance contract project, resulting in the issuance of an Exposure Draft by the IASB in June 2010 and a Discussion Paper by the FASB in September 2010. FASB and IASB are deliberating significant issues based on feedback received to IASB's 2010 Exposure Draft and FASB's 2010 Discussion Paper. The proposed guidance on accounting for and reporting of insurance contracts by these two boards would result in a material change from the current insurance accounting models toward more fair value-based models. Additionally, each board recently issued Exposure Drafts for the accounting for and reporting of financial instruments, which may lead to further recognition of fair value changes through net income. These two proposals could introduce significant volatility in the earnings of insurance industry participants. There is considerable uncertainty with respect to the final outcome of these two proposed standards.

### ***Other Operational Risks***

#### **We could be adversely affected by the loss of one or more of our senior underwriters or principal employees or by an inability to attract and retain senior staff.**

Our success has depended, and will continue to depend in substantial part, upon our ability to attract and retain our teams of underwriters in various business lines and other key employees. The loss of one or more of our senior underwriters could adversely impact our business by, for example, making it more difficult to retain clients or other business contacts whose relationship depends in part on the service of the departing personnel. In addition, the loss of services of underwriters could strain our ability to execute our new business lines, as described elsewhere in this report. In general, the loss of key services of any members of our current underwriting teams may adversely affect our business and operating results.

We also rely substantially upon the services of our senior management team. Although we have employment agreements with all of the members of our senior management team, if we were to unexpectedly lose the services of one or more of the members of our senior management team or other key personnel, our business could be adversely affected. We do not currently maintain key-man life insurance policies with respect to any of our employees.

#### **Changes in employment laws, taxation and acceptable compensation practice may limit our ability to attract senior employees to our current operating platforms.**

Our insurance and reinsurance operations are, by their nature, international and we compete for senior employees on a global basis. Changes in employment legislation, taxation and the approach of regulatory bodies to compensation practice within our operating jurisdictions may impact our ability to recruit or retain senior employees or the cost to us of doing so. Any failure to retain senior employees may adversely affect the strategic growth of our business and the operating results.

#### **We may be adversely affected by action taken against us by former employers of our staff who allege that their former employees may be in breach of legal obligations to them.**

Within our industry it is common for employers to seek to restrict an employee's ability either to work for a competitor or to engage in business activities with the customers or staff of a former employer after leaving employment. In addition, our employees may owe statutory or fiduciary obligations to former employers. The extent of any such post-termination restrictions and the extent to



## **Table of Contents**

which any alleged contractual restrictions are enforceable is highly fact specific and dependent upon the local laws in the applicable jurisdiction in any case. Action taken by former employers to enforce such restrictions, however, even if ultimately found not to be legally binding, may adversely affect our ability to pursue current business objectives.

### **We rely on third-party service providers for some of our operations and systems.**

We rely on third-party service providers for a variety of services and systems, which include, but are not limited to, claims handling activity, support on our underwriting and finance systems, investment management and catastrophe modeling. If our third-party service providers fail to perform as expected, it could have a negative impact on our business and operating results.

### **We rely on information and technology for many of our business operations which could fail and cause disruption to our business operations.**

Our business is dependent upon our employees and outsourcers ability to perform, in an efficient and uninterrupted fashion, necessary business functions, such as processing policies and paying claims. A shutdown of, or inability to access, one or more of our facilities, a power outage or a failure of one or more of our information technology, telecommunications or other systems could significantly impair our ability to perform such functions on a timely basis. Computer viruses, cyberattacks, other external hazards and human error could result in the misappropriation of assets or sensitive information, corruption of data or operational disruption. If sustained or repeated, such a business interruption, system failure, service denial or data loss and damage could result in a deterioration of our ability to write and process business, provide customer service, pay claims in a timely fashion or perform other necessary business functions.

We do not perform online customer transactions and our externally-accessible systems are for staff remote access use only. Nevertheless, we continually monitor risks to our information technology, telecommunications and other systems and believe we have the necessary measures appropriate to prevent and manage those risks. Our key technologies are largely resilient and secure in line with current financial services best practice.

### ***Risks Related to Our Ordinary Shares***

#### **Our ability to pay dividends or to meet ongoing cash requirements may be constrained by our holding company structure.**

We are a holding company and, as such, we do not expect to have any significant operations or assets other than our ownership of the shares of our Operating Subsidiaries. Dividends and other permitted distributions and loans from our Operating Subsidiaries are expected to be our sole source of funds to meet ongoing cash requirements, including our debt service payments and other expenses, and dividend payments, to our preference and ordinary shareholders, as appropriate. Our Operating Subsidiaries are subject to capital and other requirements that inform their ability to declare and pay dividends and make loans to other Group companies. These requirements may mean that our Operating Subsidiaries are unable to pay sufficient dividends to enable us to meet our ongoing cash requirements. See Business Regulatory Matters Bermuda Regulation Restrictions on Dividends and Distributions, Business Regulatory Matters U.K. and E.U. Regulation Restrictions on Dividend Payments, and Business Regulatory Matters U.S. Regulation State Dividend Limitations in Item 1, above.

---

**Table of Contents**

**Certain regulatory and other constraints may limit our ability to pay dividends.**

We are subject to Bermuda regulatory constraints that affect our ability to pay dividends on our ordinary shares and make other distributions. Under the Bermuda Companies Act, we may declare or pay a dividend out of contributed surplus only if we have reasonable grounds to believe that we are, and would after the payment be, able to meet our liabilities as they become due or if the realizable value of our assets would thereby not be less than the aggregate of our liabilities and issued share capital and share premium accounts. For more information regarding restrictions on the payment of dividends by us and our Operating Subsidiaries, see *Business Regulatory Matters* in Item 1, above and *Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity* in Part II, Item 7.

**There are provisions in our charter documents which may reduce or increase the voting rights of our ordinary shares.**

In general, and except as provided below, shareholders have one vote for each ordinary share held by them and are entitled to vote at all meetings of shareholders. However, if, and so long as, the ordinary shares of a shareholder are treated as *controlled shares* (as determined under section 958 of the Internal Revenue Code of 1986, as amended (the *Code*)) of any U.S. Person (as defined below) and such controlled shares constitute 9.5% or more of the votes conferred by our issued shares, the voting rights with respect to the controlled shares of such U.S. Person (a *9.5% U.S. Shareholder*) shall be limited, in the aggregate, to a voting power of less than 9.5%, under a formula specified in our bye-laws. The formula is applied repeatedly until the voting power of all 9.5% U.S. Shareholders has been reduced to less than 9.5%.

In addition, the Board may limit a shareholder's voting rights (including appointment rights, if any, granted to holders of our Perpetual Preferred Income Equity Replacement Securities (the *Perpetual PIERS*) or to holders of our 7.250% Perpetual Non-Cumulative Preference Shares or 7.401% Perpetual Non-Cumulative Preference Shares (liquidation preference \$25 per share) (collectively, the *Perpetual Preference Shares*) where it deems it appropriate to do so to (i) avoid the existence of any 9.5% U.S. Shareholder, and (ii) avoid certain material adverse tax, legal or regulatory consequences to us or any holder of our shares or its affiliates. *Controlled shares* includes, among other things, all shares of the Company that such U.S. Person is deemed to own directly, indirectly or constructively (within the meaning of section 958 of the Code). As of December 31, 2012, there were 70,753,723 ordinary shares outstanding of which 6,721,604 ordinary shares would constitute 9.5% of the votes conferred by our issued and outstanding shares.

For purposes of this discussion, the term *U.S. Person* means: (i) a citizen or resident of the United States, (ii) a partnership or corporation, or entity treated as a corporation, created or organized in or under the laws of the United States, or any political subdivision thereof, (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source, or (iv) a trust if either (x) a court within the United States is able to exercise primary supervision over the administration of such trust and one or more U.S. Persons have the authority to control all substantial decisions of such trust or (y) the trust has a valid election in effect to be treated as a U.S. Person for U.S. federal income tax purposes or (z) any other person or entity that is treated for U.S. federal income tax purposes as if it were one of the foregoing.

Under these provisions, certain shareholders may have their voting rights limited to less than one vote per share, while other shareholders may have voting rights in excess of one vote per share. See Part II, Item 5, *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer*

## **Table of Contents**

Purchaser of Equity Securities By-Laws. Moreover, these provisions could have the effect of reducing the votes of certain shareholders who would not otherwise be subject to the 9.5% limitation by virtue of their direct share ownership. Our bye-laws provide that shareholders will be notified of their voting interests prior to any vote to be taken by them.

As a result of any reallocation of votes, voting rights of some of our shareholders might increase above 5% of the aggregate voting power of the outstanding ordinary shares, thereby possibly resulting in such shareholders becoming a reporting person subject to Schedule 13D or 13G filing requirements under the Exchange Act. In addition, the reallocation of the votes of our shareholders could result in some of the shareholders becoming subject to filing requirements under Section 16 of the Exchange Act.

We also have the authority under our bye-laws to request information from any shareholder for the purpose of determining whether a shareholder's voting rights are to be reallocated under the bye-laws. If a shareholder fails to respond to our request for information or submits incomplete or inaccurate information in response to a request by us, we may, in our sole discretion, eliminate such shareholder's voting rights.

**There are provisions in our bye-laws which may restrict the ability to transfer ordinary shares and which may require shareholders to sell their ordinary shares.**

The Board may decline to register a transfer of any ordinary shares if it appears to the Board, in its sole and reasonable discretion, after taking into account the limitations on voting rights contained in our bye-laws, that any non-de minimis adverse tax, regulatory or legal consequences to us, any of our subsidiaries or any of our shareholders or their affiliates may occur as a result of such transfer.

Our bye-laws also provide that if the Board determines that share ownership by a person may result in material adverse tax consequences to us, any of our subsidiaries or any shareholder or its affiliates, then we have the option, but not the obligation, to require that shareholder to sell to us or to third parties to whom we assign the repurchase right for fair market value the minimum number of ordinary shares held by such person which is necessary to eliminate the material adverse tax consequences.

**Anti-takeover provisions in our bye-law and laws and regulations of the jurisdictions where we conduct business could delay or deter a takeover attempt that shareholders might consider to be desirable and may make it more difficult to replace members of our Board.**

Our bye-laws contain provisions that may entrench directors and make it more difficult for shareholders to replace directors even if the shareholders consider it beneficial to do so. In addition, these provisions could delay or prevent a change of control that a shareholder might consider favorable. For example, these provisions may prevent a shareholder from receiving the benefit from any premium over the market price of our ordinary shares offered by a bidder in a potential takeover. Even in the absence of an attempt to effect a change in management or a takeover attempt, these provisions may adversely affect the prevailing market price of our ordinary shares if they are viewed as discouraging changes in management and takeover attempts in the future.

For example, our bye-laws contain the following provisions that could have such an effect:

election of directors is staggered, meaning that members of only one of three classes of directors are elected each year;

directors serve for a term of three years (unless aged 70 years or older);

## Table of Contents

our directors may decline to approve or register any transfer of shares to the extent they determine, in their sole discretion, that any non-de minimis adverse tax, regulatory or legal consequences to Aspen Holdings, any of its subsidiaries, shareholders or affiliates would result from such transfer;

if our directors determine that share ownership by any person may result in material adverse tax consequences to Aspen Holdings, any of its subsidiaries, shareholders or affiliates, we have the option, but not the obligation, to purchase or assign to a third party the right to purchase the minimum number of shares held by such person solely to the extent that it is necessary to eliminate such material risk;

shareholders have limited ability to remove directors; and

if the ordinary shares of any U.S. Person constitute 9.5% or more of the votes conferred by the issued shares of Aspen Holdings, the voting rights with respect to the controlled shares of such U.S. Person shall be limited, in the aggregate, to a voting power of less than 9.5%.

In addition, as described under Part I, Item 1, Business Regulatory Matters, prospective shareholders are required to notify our regulators on becoming controllers of any of our Operating Subsidiaries through ownership of Aspen Holdings shares above certain thresholds, typically 10% of outstanding shares. Some regulators, such as the FSA, require their approval prior to such shareholder becoming a controller. Other regulators may serve a notice of objection or are entitled to injunctive relief.

There can be no assurance that the applicable regulatory body would agree that a shareholder who owned greater than 10% of our ordinary shares did not, because of the limitation on the voting power of such shares, control the applicable Operating Subsidiary.

These laws may discourage potential acquisition proposals and may delay, deter or prevent a change of control of the Company, including through transactions, and in particular unsolicited transactions, that some or all of our shareholders might consider to be desirable. If these restrictions delay, deter or prevent a change of control, such restrictions may make it more difficult to replace members of our Board and may have the effect of entrenching management regardless of their performance.

**We cannot pay a dividend on our ordinary shares unless the full dividends for the most recently ended dividend period on all outstanding Perpetual PIERS, underlying perpetual preference shares and Perpetual Preference Shares have been declared and paid.**

Our Perpetual PIERS, our perpetual preference shares that are issuable upon conversion of our Perpetual PIERS at the option of the holders thereof and our Perpetual Preference Shares will rank senior to our ordinary shares with respect to the payment of dividends. As a result, unless the full dividends for the most recently ended dividend period on all outstanding Perpetual PIERS, underlying perpetual preference shares and Perpetual Preference Shares have been declared and paid (or declared and a sum (or, if we so elect with respect to our Perpetual PIERS and underlying perpetual preference shares, ordinary shares) sufficient for the payment thereof has been set aside), we cannot declare or pay a dividend on our ordinary shares. Under the terms of our Perpetual PIERS and our Perpetual Preference Shares, these restrictions will continue until full dividends on all outstanding Perpetual PIERS, underlying perpetual preference shares and Perpetual Preference Shares for four consecutive dividend periods have been declared and paid (or declared and a sum (or, if we so elect with respect to our Perpetual PIERS and underlying perpetual preference shares, ordinary shares) sufficient for the payment thereof has been set aside for payment).

## **Table of Contents**

### **Our ordinary shares rank junior to our Perpetual PIERS, underlying perpetual preference shares and Perpetual Preference Shares in the event of a liquidation, winding up or dissolution of the Company.**

In the event of a liquidation, winding up or dissolution of the Company, our ordinary shares rank junior to our Perpetual PIERS, our perpetual preference shares issuable upon conversion of our Perpetual PIERS and our Perpetual Preference Shares. In such an event, there may not be sufficient assets remaining, after payments to holders of our Perpetual PIERS, underlying perpetual preference shares and Perpetual Preference Shares, to ensure payments to holders of ordinary shares.

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

The Companies Act, which applies to us, differs in some material respects from laws generally applicable to U.S. corporations and their shareholders. Set forth below is a summary of certain significant provisions of the Companies Act which includes, where relevant, information on modifications thereto adopted under our bye-laws, applicable to us, which differ in certain respects from provisions of Delaware corporate law (the state that is most renowned for its corporate law statutes). Because the following statements are summaries, they do not discuss all aspects of Bermuda law that may be relevant to us and our shareholders.

*Interested Directors.* Under Bermuda law and our bye-laws, a transaction entered into by us, in which a director has an interest, will not be voidable by us, and such director will not be accountable to us for any benefit realized under that transaction, provided the nature of the interest is disclosed at the first opportunity at a meeting of directors, or in writing, to the directors. In addition, our bye-laws allow a director to be taken into account in determining whether a quorum is present and to vote on a transaction in which that director has an interest following a declaration of the interest under the Companies Act, unless the majority of the disinterested directors determine otherwise. Under Delaware law, the transaction would not be voidable if:

the material facts as to the interested director's relationship or interests were disclosed or were known to the Board and the Board in good faith authorized the transaction by the affirmative vote of a majority of the disinterested directors;

the material facts were disclosed or were known to the shareholders entitled to vote on such transaction and the transaction was specifically approved in good faith by vote of the majority of shares entitled to vote thereon; or

the transaction was fair as to the corporation at the time it was authorized, approved or ratified.

*Business Combinations with Large Shareholders or Affiliates.* As a Bermuda company, we may enter into business combinations with our large shareholders or one or more wholly-owned subsidiaries, including asset sales and other transactions in which a large shareholder or a wholly-owned subsidiary receives, or could receive, a financial benefit that is greater than that received, or to be received, by other shareholders or other wholly-owned subsidiaries, without obtaining prior approval from our shareholders and without special approval from the Board. Under Bermuda law, amalgamations and mergers require the approval of the Board, and except in the case of amalgamations with and between wholly-owned subsidiaries, shareholder approval. However, when the affairs of a Bermuda company are being conducted in a manner which is oppressive or prejudicial to the interests of some shareholders, one or more shareholders may apply to a Bermuda court, which

## **Table of Contents**

may make an order as it sees fit, including an order regulating the conduct of the company's affairs in the future or ordering the purchase of the shares of any shareholders by other shareholders or the company. If we were a Delaware company, we would need prior approval from the Board or a supermajority of our shareholders to enter into a business combination with an interested shareholder for a period of three years from the time the person became an interested shareholder, unless we opted out of the relevant Delaware statute. Bermuda law or our bye-laws would require the Board's approval and, in some instances, shareholder approval of such transactions.

*Shareholders' Suits.* The rights of shareholders under Bermuda law are not as extensive as the rights of shareholders in many U.S. jurisdictions. Class actions and derivative actions are generally not available to shareholders under the laws of Bermuda. However, the Bermuda courts ordinarily would be expected to follow English case law precedent, which would permit a shareholder to commence a derivative action in our name to remedy a wrong done to us where an act is alleged to be beyond our corporate power, is illegal or would result in the violation of our memorandum of association or bye-laws. Furthermore, consideration would be given by the court to acts that are alleged to constitute a fraud against the minority shareholders or where an act requires the approval of a greater percentage of our shareholders than actually approved it. The winning party in such an action generally would be able to recover a portion of attorneys' fees incurred in connection with the action. Our bye-laws provide that shareholders waive all claims or rights of action that they might have, individually or in the right of the Company, against any director or officer for any act or failure to act in the performance of such director's or officer's duties, except with respect to any fraud or dishonesty of the director or officer or to recover any gain, personal profit or advantage to which the director or officer is not legally entitled. Class actions and derivative actions generally are available to shareholders under Delaware law for, among other things, breach of fiduciary duty, corporate waste and actions not taken in accordance with applicable law. In such actions, the court has discretion to permit the winning party to recover attorneys' fees incurred in connection with the action.

*Indemnification of Directors and Officers.* Under Bermuda law and our bye-laws, we may indemnify our directors, officers, any other person appointed to a committee of the Board or resident representative (and their respective heirs, executors or administrators) to the full extent permitted by law against all actions, costs, charges, liabilities, loss, damage or expense, incurred or suffered by such persons by reason of any act done, conceived in or omitted in the conduct of our business or in the discharge of their duties; provided that such indemnification shall not extend to any matter which would render such indemnification void under the Companies Act. Under Delaware law, a corporation may indemnify a director or officer of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in defense of an action, suit or proceeding by reason of such position if (i) such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and (ii) with respect to any criminal action or proceeding, such director or officer had no reasonable cause to believe his conduct was unlawful.

### **We are a Bermuda company and it may be difficult to enforce judgments against us or our directors and executive officers.**

We are incorporated under the laws of Bermuda and our business is based in Bermuda. In addition, certain of our directors and officers reside outside the United States, and a substantial portion of our assets and the assets of such persons are located in jurisdictions outside the United States. As such, it may be difficult or impossible to effect service of process within the United States upon us or those persons or to recover against us or them on judgments of U.S. courts, including judgments predicated

## **Table of Contents**

upon civil liability provisions of the U.S. federal securities laws. Further, no claim may be brought in Bermuda against us or our directors and officers in the first instance for violation of U.S. federal securities laws because these laws have no extraterritorial jurisdiction under Bermuda law and do not have force of law in Bermuda. A Bermuda court may, however, impose civil liability, including the possibility of monetary damages, on us or our directors and officers if the facts alleged in a complaint constitute or give rise to a cause of action under Bermuda law.

We have been advised by Bermuda counsel that there is no treaty in force between the U.S. and Bermuda providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. As a result, whether a U.S. judgment would be enforceable in Bermuda against us or our directors and officers depends on whether the U.S. court that entered the judgment is recognized by the Bermuda court as having jurisdiction over us or our directors and officers, as determined by reference to Bermuda conflict of law rules. A judgment debt from a U.S. court that is final and for a sum certain based on U.S. federal securities laws will not be enforceable in Bermuda unless the judgment debtor had submitted to the jurisdiction of the U.S. court, and the issue of submission and jurisdiction is a matter of Bermuda (not U.S.) law.

In addition to and irrespective of jurisdictional issues, the Bermuda courts will not enforce a U.S. federal securities law that is either penal or contrary to public policy. It is the advice of our Bermuda counsel that an action brought pursuant to a public or penal law, the purpose of which is the enforcement of a sanction, power or right at the instance of the state in its sovereign capacity, will not be entertained by a Bermuda court. Certain remedies available under the laws of U.S. jurisdictions, including certain remedies under U.S. federal securities laws, would not be available under Bermuda law or enforceable in a Bermuda court, as they would be contrary to Bermuda public policy. Further, no claim may be brought in Bermuda against us or our directors and officers in the first instance for violation of U.S. federal securities laws because these laws have no extraterritorial jurisdiction under Bermuda law and do not have force of law in Bermuda. A Bermuda court may, however, impose civil liability on us or our directors and officers if the facts alleged in a complaint constitute or give rise to a cause of action under Bermuda law.

### ***Risks Related to Taxation***

#### **Our non-U.S. companies (other than AUL) may be subject to U.S. income tax and that may have a material adverse effect on our operating results and your investment.**

If Aspen Holdings or any of its non-U.S. subsidiaries (other than AUL) were considered to be engaged in a trade or business in the United States, it could be subject to U.S. corporate income and additional branch profits taxes on the portion of its earnings effectively connected to such U.S. business, in which case its operating results could be materially adversely affected (although its operating results should not be materially adversely affected if Aspen U.K. is considered to be engaged in a U.S. trade or business solely as a result of the binding authorities granted to Aspen Re America, ARA-CA, ASIS, Aspen Management and Aspen Solutions.

Aspen Holdings, Aspen Bermuda and Acorn are Bermuda companies, Aspen U.K. Holdings, Aspen U.K., Aspen U.K. Services, AMAL, AUL, AIUK Trustees, ARML, APJ, Aspen Recoveries and AUSSL are U.K. companies and APJ Jersey is a Jersey company. We intend to manage our business so that each of these companies (other than AUL) will operate in such a manner that none of these companies should be subject to U.S. tax (other than U.S. excise tax on insurance and reinsurance premium income attributable to insuring or reinsuring U.S. risks and U.S. withholding tax on certain

## Table of Contents

U.S. source investment income, and the likely imposition of U.S. corporate income and additional branch profits tax on the profits attributable to the business of Aspen U.K. produced pursuant to the binding authorities granted to Aspen Re America, ARA-CA, ASIS, Aspen Solutions and Aspen Management, as well as the binding authorities previously granted to Wellington Underwriting Inc. ( WU Inc. ) because none of these companies should be treated as engaged in a trade or business within the United States (other than Aspen U.K. with respect to the business produced pursuant to the Aspen Re America, ARA-CA, ASIS, Aspen Management and prior WU Inc. binding authorities agreements). However, because there is considerable uncertainty as to the activities which constitute being engaged in a trade or business within the United States, we cannot be certain that the U.S. Internal Revenue Service ( IRS ) will not contend successfully that some or all of Aspen Holdings or its non-U.S. subsidiaries (other than AUL) is/are engaged in a trade or business in the United States based on activities in addition to the binding authorities discussed above. AUL is a member of Lloyd s and subject to a closing agreement between Lloyd s and the IRS (the Closing Agreement ). Pursuant to the terms of the Closing Agreement all members of Lloyd s, including AUL, are subject to U.S. federal income taxation. Those members that are entitled to the benefits of a U.S. income tax treaty are deemed to be engaged in a U.S. trade or business through a U.S. permanent establishment. Those members not entitled to the benefits of such a treaty are merely deemed to be engaged in a U.S. trade or business. The Closing Agreement provides rules for determining the income considered to be attributable to the permanent establishment or U.S. trade or business. We believe that AUL may be entitled to the benefits of the U.S. income tax treaty with the U.K. (the U.K. Treaty ), although the position is not certain.

### **Our non-U.K. companies may be subject to U.K. tax that may have a material adverse effect on our operating results.**

None of our subsidiaries, except for Aspen U.K. Holdings, Aspen U.K., Aspen U.K. Services, AMAL, AUL, AIUK Trustees, ARML, APJ, Aspen Recoveries and AUSSL (collectively, the U.K. Subsidiaries ), is incorporated in the United Kingdom. Accordingly, none of us, other than the U.K. Subsidiaries, should be treated as being resident in the United Kingdom for corporation tax purposes except for APJ Jersey which, although not incorporated in the United Kingdom, is treated as resident in the United Kingdom as a result of its central management and control being exercised from the United Kingdom. Each of us, other than the U.K. Subsidiaries and APJ Jersey, currently intends to manage our affairs so that none of us, other than the U.K. Subsidiaries and APJ Jersey, is resident in the United Kingdom for tax purposes.

A company not resident in the United Kingdom for corporation tax purposes can nevertheless be subject to U.K. corporation tax if it carries on a trade through a permanent establishment in the United Kingdom but the charge to U.K. corporation tax is limited to profits (including revenue profits and capital gains) attributable directly or indirectly to such permanent establishment.

Each of us, other than the U.K. Subsidiaries and APJ Jersey, currently intends that we will operate in such a manner so that none of us (other than the U.K. Subsidiaries and APJ Jersey), carries on a trade through a permanent establishment in the United Kingdom. Nevertheless, because neither case law nor U.K. statute definitively defines the activities that constitute trading in the United Kingdom through a permanent establishment, Her Majesty s Revenue and Customs might contend successfully that any of us (other than the U.K. Subsidiaries and APJ Jersey) are trading in the United Kingdom through a permanent establishment.



## **Table of Contents**

The United Kingdom has no income tax treaty with Bermuda. There are circumstances in which companies that are neither resident in the United Kingdom nor entitled to the protection afforded by a double tax treaty between the United Kingdom and the jurisdiction in which they are resident may be exposed to income tax in the United Kingdom (other than by deduction or withholding) on the profits of a trade carried on there even if that trade is not carried on through a permanent establishment but each of us intends that we will operate in such a manner that none of us will fall within the charge to income tax in the United Kingdom (other than by deduction or withholding) in this respect.

If any of us, other than the U.K. Subsidiaries and APJ Jersey, were treated as being resident in the United Kingdom for U.K. corporation tax purposes, or as carrying on a trade in the United Kingdom, whether or not through a permanent establishment, our operating results could be materially adversely affected.

### **Our U.K. operations may be affected by future changes in U.K. tax law.**

The U.K. Subsidiaries and APJ Jersey should be treated as resident in the United Kingdom and accordingly be subject to U.K. tax in respect of their worldwide income and gains. Any change in the basis or rate of U.K. corporation tax could materially adversely affect the operations of the U.K. companies. The U.K. corporation tax rate has reduced from 26% to 24% with effect from April 1, 2012, and will further reduce to 23% with effect from April 1, 2013.

### **Our U.K. and U.S. operations may be adversely affected by a transfer pricing adjustment in computing U.K. or U.S. taxable profits.**

Any arrangements between U.K.-resident entities of the Aspen group and other members of the Aspen group are subject to the U.K. transfer pricing regime. Consequently, if any agreement (including any reinsurance agreements) between a U.K.-resident entity of the Aspen group and any other Aspen group entity (whether that entity is resident in or outside the U.K.) is found not to be on arm's length terms and as a result a U.K. tax advantage is being obtained, an adjustment will be required to compute U.K. taxable profits as if such an agreement were on arm's length terms. Similar rules apply in the U.S and would have a similar impact on our U.S. resident entities if transfer pricing adjustments were required. Any transfer pricing adjustment could adversely impact the tax charge suffered by the relevant U.K. or U.S. resident entities of the Aspen Group.

### **Holders of 10% or more of Aspen Holdings' shares may be subject to U.S. income taxation under the controlled foreign corporation (CFC) rules.**

If you are a 10% U.S. Shareholder (defined as a U.S. Person (as defined below) who owns (directly, indirectly through non-U.S. entities or constructively (as defined below)) at least 10% of the total combined voting power of all classes of stock entitled to vote of a non-U.S. corporation), that is a CFC for an uninterrupted period of 30 days or more during a taxable year, and you own shares in the non-U.S. corporation directly or indirectly through non-U.S. entities on the last day of the non-U.S. corporation's taxable year on which it is a CFC, you must include in your gross income for U.S. federal income tax purposes your pro rata share of the CFC's subpart F income, even if the subpart F income is not distributed. Subpart F income of a non-U.S. insurance corporation typically includes foreign personal holding company income (such as interest, dividends and other types of passive income), as well as insurance and reinsurance income (including underwriting and investment

**Table of Contents**

income). A non-U.S. corporation is considered a CFC if 10% U.S. Shareholders own (directly, indirectly through non-U.S. entities or by attribution by application of the constructive ownership rules of section 958(b) of the Code (i.e., constructively)) more than 50% of the total combined voting power of all classes of voting stock of that non-U.S. corporation, or the total value of all stock of that non-U.S. corporation. For purposes of taking into account insurance income, a CFC also includes a non-U.S. corporation earning insurance income in which more than 25% of the total combined voting power of all classes of stock (or more than 25% of the total value of the stock) is owned by 10% U.S. Shareholders on any day during the taxable year of such corporation, if the gross amount of premiums or other consideration for the reinsurance or the issuing of insurance or annuity contracts (other than certain insurance or reinsurance related to some country risks written by certain insurance companies, not applicable here) exceeds 75% of the gross amount of all premiums or other consideration in respect of all risks.

For purposes of this discussion, the term U.S. Person means: (i) a citizen or resident of the United States, (ii) a partnership or corporation created or organized in or under the laws of the United States, or organized under the laws of any political subdivision thereof, (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source, (iv) a trust if either (x) a court within the United States is able to exercise primary supervision over the administration of such trust and one or more U.S. Persons have the authority to control all substantial decisions of such trust or (y) the trust has a valid election in effect to be treated as a U.S. Person for U.S. federal income tax purposes and (v) any other person or entity that is treated for U.S. federal income tax purposes as if it were one of the foregoing.

We believe that because of the anticipated dispersion of our share ownership, provisions in our organizational documents that limit voting power (these provisions are described under Bye-Laws in Part II, Item 5 below) and other factors, no U.S. Person who owns shares of Aspen Holdings directly or indirectly through one or more non-U.S. entities should be treated as owning (directly, indirectly through non-U.S. entities, or constructively) 10% or more of the total voting power of all classes of shares of Aspen Holdings or any of its non-U.S. subsidiaries. It is possible, however, that the IRS could successfully challenge the effectiveness of these provisions.

**U.S. Persons who hold our shares may be subject to U.S. income taxation at ordinary income rates on their proportionate share of our related party insurance income ( RPII ).**

If the RPII (determined on a gross basis) of any of our non-U.S. Operating Subsidiaries were to equal or exceed 20% of that company's gross insurance income in any taxable year and direct or indirect insureds (and persons related to those insureds) own directly or indirectly through entities 20% or more of the voting power or value of Aspen Holdings, then a U.S. Person who owns any shares of such non-U.S. Operating Subsidiary (directly or indirectly through non-U.S. entities) on the last day of the taxable year on which it is an RPII CFC would be required to include in its income for U.S. federal income tax purposes such person's pro rata share of such company's RPII for the entire taxable year, determined as if such RPII were distributed proportionately only to U.S. Persons at that date regardless of whether such income is distributed, in which case your investment could be materially adversely affected. In addition, any RPII that is includible in the income of a U.S. tax-exempt organization may be treated as unrelated business taxable income. The amount of RPII earned by a non-U.S. Operating Subsidiary (generally, premium and related investment income from the indirect or direct insurance or reinsurance of any direct or indirect U.S. holder of shares or any person related to such holder) will depend on a number of factors, including the identity of persons directly or indirectly insured or

## **Table of Contents**

reinsured by the company. We believe that the direct or indirect insureds of each of our non-U.S. Operating Subsidiaries (and related persons) did not directly or indirectly own 20% or more of either the voting power or value of our shares in prior years of operation and we do not expect this to be the case in the foreseeable future. Additionally, we do not expect gross RPII of each of our foreign Operating Subsidiaries to equal or exceed 20% of its gross insurance income in any taxable year for the foreseeable future, but we cannot be certain that this will be the case because some of the factors which determine the extent of RPII may be beyond our control.

### **U.S. Persons who dispose of our shares may be subject to U.S. federal income taxation at the rates applicable to dividends on a portion of such disposition.**

Section 1248 of the Internal Revenue Code of 1986, as amended, in conjunction with the RPII rules provides that if a U.S. Person disposes of shares in a non-U.S. corporation that earns insurance income in which U.S. Persons own 25% or more of the shares (even if the amount of gross RPII is less than 20% of the corporation's gross insurance income and the ownership of its shares by direct or indirect insureds and related persons is less than the 20% threshold), any gain from the disposition will generally be treated as a dividend to the extent of the holder's share of the corporation's undistributed earnings and profits that were accumulated during the period that the holder owned the shares (whether or not such earnings and profits are attributable to RPII). In addition, such a holder will be required to comply with certain reporting requirements, regardless of the amount of shares owned by the holder. These RPII rules should not apply to dispositions of our shares because Aspen Holdings will not itself be directly engaged in the insurance business. The RPII provisions, however, have never been interpreted by the courts or the Treasury Department in final regulations, and regulations interpreting the RPII provisions of the Code exist only in proposed form. It is not certain whether these regulations will be adopted in their proposed form or what changes or clarifications might ultimately be made thereto or whether any such changes, as well as any interpretation or application of the RPII rules by the IRS, the courts, or otherwise, might have retroactive effect. The Treasury Department has authority to impose, among other things, additional reporting requirements with respect to RPII. Accordingly, the meaning of the RPII provisions and the application thereof to us is uncertain.

### **U.S. Persons who hold our shares will be subject to adverse tax consequences if we are considered to be a passive foreign investment company ( PFIC ) for U.S. federal income tax purposes.**

If we are considered a PFIC for U.S. federal income tax purposes, a U.S. Person who owns any of our shares will be subject to adverse tax consequences including subjecting the investor to a greater tax liability than might otherwise apply and subjecting the investor to tax on amounts in advance of when tax would otherwise be imposed, in which case your investment could be materially adversely affected. In addition, if we were considered a PFIC, upon the death of any U.S. individual owning shares, such individual's heirs or estate would not be entitled to a step-up in the basis of the shares that might otherwise be available under U.S. federal income tax laws. We believe that we are not, have not been, and currently do not expect to become, a PFIC for U.S. federal income tax purposes. We cannot assure you, however, that we will not be deemed a PFIC by the IRS. If we were considered a PFIC, it could have material adverse tax consequences for an investor that is subject to U.S. federal income taxation. There are currently no regulations regarding the application of the PFIC provisions to an insurance company. New regulations or pronouncements interpreting or clarifying these rules may be forthcoming. We cannot predict what impact, if any, such guidance would have on an investor that is subject to U.S. federal income taxation.

## **Table of Contents**

### **U.S. tax-exempt organizations who own our shares may recognize unrelated business taxable income.**

A U.S. tax-exempt organization may recognize unrelated business taxable income if a portion of the insurance income of any of our non-U.S. Operating Subsidiaries is allocated to the organization, which generally would be the case if any of our non-U.S. Operating Subsidiaries is a CFC and the tax-exempt shareholder is a U.S. 10% Shareholder or there is RPII, certain exceptions do not apply and the tax-exempt organization owns any of our shares. Although we do not believe that any U.S. Persons should be allocated such insurance income, we cannot be certain that this will be the case. U.S. tax-exempt investors are advised to consult their own tax advisors.

### **Changes in U.S. federal income tax law or the manner in which it is interpreted could materially adversely affect us.**

Legislation has been introduced in the U.S. Congress intended to eliminate some perceived tax advantages of companies (including insurance companies) that have legal domiciles outside the United States, but have certain U.S. connections. It is possible that legislation could be introduced in and enacted by the current Congress or future Congresses that could have an adverse impact on us. In addition, existing interpretations of U.S. federal income tax laws could change, also resulting in an adverse impact on us.

### **Scope of application of recently enacted legislation is uncertain.**

Congress enacted legislation in 2010 known as the Foreign Account Tax Compliance Act ( FATCA ) provisions. These provisions require withholding agents to withhold 30% of a U.S. Source payment made to a Foreign Financial Institution ( FFI ) unless the FFI has entered into an agreement with the IRS to report account information for any of the FFI 's U.S. accountholders. Final regulations were issued by the U.S. Treasury on January 17, 2013. The U.S. Treasury has released models for Intergovernmental FATCA Agreements ( IGAs ) with other jurisdictions that will allow FFIs in those jurisdictions to report U.S. accountholder information only to local revenue authorities rather than the IRS. The U.K. / U.S. IGA was signed in September 2012. IRS announcement 2012-42, released in October 2012 provided a number of updates to various FATCA implementation deadlines. The principle commencement date is January 1, 2014. As a result, Non-Publicly Traded Securities Holders may be required to provide any information that we determine necessary to avoid the imposition of such withholding tax in order to allow us to satisfy such obligations. In the event that this withholding tax is imposed, our operating results could be materially adversely affected.

### **Potential FBAR reporting and reporting of Specified Foreign Financial Assets.**

U.S. Persons holding our shares should consider their possible obligation to file an IRS Form TD F 90-22.1 Foreign Bank and Financial Accounts Report with respect to their shares. Additionally, such U.S. and non-U.S. persons should consider their possible obligations to annually report certain information with respect to us with their U.S. federal income tax returns. Shareholders should consult their tax advisors with respect to these or any other reporting requirement which may apply with respect to their ownership of our shares.

## **Table of Contents**

### **The impact of Bermuda's letter of commitment to the Organization for Economic Cooperation and Development to eliminate harmful tax practices is uncertain and could adversely affect our tax status in Bermuda.**

The Organization for Economic Cooperation and Development (OECD) has published reports and launched a global dialogue among member and non-member countries on measures to limit harmful tax competition. These measures are largely directed at counteracting the effects of tax havens and preferential tax regimes in countries around the world. In the OECD's progress report dated April 2, 2009, Bermuda was designated as an OECD White List jurisdiction that has substantially implemented the internationally agreed tax standards. The standards for the OECD compliance are to have at least 12 signed Tax Information Exchange Agreements (TIEAs) with other OECD members or non-OECD members. As at December 31, 2012, Bermuda had 38 signed TIEAs which exceeds the requisite amount and demonstrates Bermuda's commitment to preserve the standards. We are not able to predict what changes will arise from the commitment or whether such changes will subject us to additional taxes.

### **Changes to Bermuda tax policies may impact our financial position.**

The duration of the assurance granted to us under the Exempted Undertakings Tax Protection Act, 1966 (as amended) is limited and expires on March 31, 2035. Tax policy and legislation in Bermuda could change in the future (as is the case in other jurisdictions) and as such no guarantee can be given as to whether the current tax treatment afforded to us will continue after March 31, 2035.

### **Additional Information**

Aspen's website address is [www.aspen.co](http://www.aspen.co). We make available on our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC.

### **Item 1B. Unresolved Staff Comments**

Not applicable.

### **Item 2. Properties**

We terminated our existing Bermuda lease and entered into a new 14,000 square foot lease on September 1, 2011. The term of the rental lease agreement is for ten years from September 1, 2011, with a break clause at five years and an additional five-year option commencing September 2021.

For our U.K.-based reinsurance and insurance operations, on April 1, 2005, Aspen U.K. signed an agreement (following our entry in October 2004 into a heads of terms agreement) with B.L.C.T. (29038) Limited (the landlord), Tamagon Limited and Clearest Limited in connection with leasing office space in London of approximately a total of 49,500 square feet covering three floors. The term of each lease for each floor commenced in November 2004 and runs for 15 years. In 2007, the building was sold to Tishman International. The terms of the lease remain unchanged. Each lease will be subject to 5-yearly upwards-only rent reviews. We also license office space within the Lloyd's building on the basis of a renewable 24-month lease. We also entered into new leases for two additional premises in London (18,000 square feet total), which expire in December 2015 and March 2016. Each lease has a further negotiable extension provision.

## **Table of Contents**

In 2010, we entered into a five-year lease for office space in Manhattan, New York, covering 24,000 square feet. An additional floor of 24,000 square feet was also leased in the same building in 2011. Also, in 2011, we leased a 5,000 square foot of office space in Chicago, Illinois; and a 6,300 square foot office space in San Francisco, California. On September 28, 2012, we entered into a new 8,000 square foot lease in Boston for a five-year period.

We also have smaller serviced or leased office space in other U.K. or U.S. locations.

Our international offices for our subsidiaries include locations with leased office space in Paris, Zurich, Geneva, Singapore, Cologne and Dublin.

We believe that our office space is sufficient for us to conduct our operations for the foreseeable future in these locations.

### **Item 3. Legal Proceedings**

In common with the rest of the insurance and reinsurance industry, we are also subject to litigation and arbitration in the ordinary course of our business. Our Operating Subsidiaries are regularly engaged in the investigation, conduct and defense of disputes, or potential disputes, resulting from questions of insurance or reinsurance coverage or claims activities. Pursuant to our insurance and reinsurance arrangements, many of these disputes are resolved by arbitration or other forms of alternative dispute resolution. In some jurisdictions, noticeably the U.S., a failure to deal with such disputes or potential disputes in an appropriate manner could result in an award of bad faith punitive damages against our Operating Subsidiaries.

While any legal or arbitration proceedings contain an element of uncertainty, we do not believe that the eventual outcome of any specific litigation, arbitration or alternative dispute resolution proceedings to which we are currently a party will have a material adverse effect on the financial condition of our business as a whole.

### **Item 4. Mine Safety Disclosures**

Not applicable.

**Table of Contents****PART II****Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**  
**Market Information**

Our ordinary shares began publicly trading on December 4, 2003. Our New York Stock Exchange ( NYSE ) symbol for our ordinary shares is AHL. Prior to that time, there was no trading market for our ordinary shares. The following table sets forth, for the periods indicated, the high and low sales prices per share of our ordinary shares as reported in composite NYSE trading:

Period	Price Range of Ordinary Shares		Dividends Paid Per Ordinary Share
	High	Low	
<b>2012</b>			
First Quarter	\$ 28.64	\$ 25.89	\$ 0.15
Second Quarter	\$ 30.25	\$ 26.92	\$ 0.17
Third Quarter	\$ 30.91	\$ 27.92	\$ 0.17
Fourth Quarter	\$ 33.70	\$ 29.18	\$ 0.17
<b>2011</b>			
First Quarter	\$ 31.57	\$ 25.86	\$ 0.15
Second Quarter	\$ 29.09	\$ 24.71	\$ 0.15
Third Quarter	\$ 27.19	\$ 22.01	\$ 0.15
Fourth Quarter	\$ 27.32	\$ 21.99	\$ 0.15

**Number of Holders of Ordinary Shares**

As of February 15, 2013, there were 119 holders of record of our ordinary shares, not including beneficial owners of ordinary shares registered in nominee or street name, and there was one holder of record of each of our Perpetual PIERS and Perpetual Preference Shares.

**Dividends**

Any determination to pay cash dividends will be at the discretion of the Board and will be dependent upon our operating results and cash flows, our financial position and capital requirements, general business conditions, legal, tax, regulatory and any contractual restrictions on the payment of dividends and any other factors the Board deems relevant at the time. See table above for dividends paid.

We are a holding company and have no direct operations. Our ability to pay dividends depends, in part, on the ability of our Operating Subsidiaries to pay us dividends. The Operating Subsidiaries are subject to significant regulatory restrictions limiting their ability to declare and pay dividends. For a summary of these restrictions, see Part I, Item 1, Business Regulatory Matters and Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Additionally, we are subject to Bermuda regulatory constraints that will affect our ability to pay dividends on our ordinary shares and make other payments. Under the Companies Act, we may declare

**Table of Contents**

or pay a dividend out of distributable reserves only if we have reasonable grounds for believing that we are, and would after the payment be, able to pay our liabilities as they become due and if the realizable value of our assets would thereby not be less than our liabilities.

Generally, unless the full dividends for the most recently ended dividend period on all outstanding Perpetual PIERS, any preference shares issued upon conversion of our Perpetual PIERS, and Perpetual Preference Shares have been declared and paid, we cannot declare or pay a dividend on our ordinary shares. Our credit facilities also restrict our ability to pay dividends. See Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity.

**Purchases of Equity Securities by Issuer and Affiliated Purchasers**

The following table provides information about purchases by the Company of the Company's equity securities during the three months ended December 31, 2012:

<b>Period</b>	<b>Total Number of Shares (or Units) Purchased</b>	<b>Average Price Paid per Shares (or Units)</b>	<b>Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs</b>
October 1, 2012 to October 31, 2012				
November 1, 2012 to November 30, 2012				
December 1, 2012 to December 31, 2012(1)	308,674	\$31.85	308,674	\$390.2 million
Total	308,674	\$31.85	308,674	\$390.2 million

(1) During the fourth quarter of 2012, we repurchased 308,674 ordinary shares in the open market at an average price of \$31.85 per share for a total cost of \$9.8 million. We had \$390.2 million remaining under our current share buyback authorization at December 31, 2012. On October 24, 2012, our Board approved a new share repurchase authorization for up to \$400.0 million of outstanding ordinary shares.

**Securities Authorized For Issuance Under Equity Compensation Plans**

See Equity Compensation Plan Information contained in Part III, Item 12 herein.



**Table of Contents****Performance Graph**

*The following information is not deemed to be soliciting material or to be filed with the SEC or subject to the liabilities of Section 18 of the Exchange Act, and the report shall not be deemed to be incorporated by reference into any prior or subsequent filing by the Company under the Securities Act or the Exchange Act.*

The following graph illustrates the cumulative 5-year shareholder return, including reinvestment of dividends, of our ordinary shares, compared with such return for the (i) S&P 500 Composite Stock Price Index and (ii) S&P Property & Casualty Industry Group Stock Price Index, in each case measured during the period from December 31, 2007 to December 31, 2012, assuming \$100 was invested on December 31, 2007. As depicted in the graph below, during this period, the cumulative total return on our ordinary shares was 24.3%, the cumulative total return for the S&P 500 Composite Stock Price Index was 8.6% and the cumulative total return for the S&P Property & Casualty Industry Group Stock Price Index was 3.7%.

**Comparison of 5 Year Cumulative Total Return\***

**Among Aspen Insurance Holdings Ltd, the S&P 500 Composite Stock Price Index and the S&P 500 Property & Casualty Industry Group Stock Price Index**

\* \$100 invested on December 31, 2007 in stock or index, including reinvestment of dividend (fiscal year ending December 31)

	12/07	12/08	12/09	12/10	12/11	12/12
Aspen Insurance Holdings Limited	100.00	86.20	92.60	106.30	100.60	124.30
S&P 500	100.00	63.40	79.90	91.70	93.70	108.60
S&P 500 Property & Casualty Insurance	100.00	70.80	79.20	86.50	86.20	103.70

The stock price performance included in this graph is not necessarily indicative of future stock performance.

## **Table of Contents**

### **Shareholders Agreement and Registration Rights Agreement**

We entered into an amended and restated shareholders agreement dated as of September 30, 2003 with all of the shareholders who purchased their shares in our initial private placement, and certain members of management. Of these initial shareholders, Appleby Services (Bermuda) Ltd. (the Names Trustee) is the only remaining shareholder to which such agreement applies.

If a change of control (as defined in the shareholders agreement) is approved by the Board and by investors (as defined in the shareholders agreement) holding not less than 60% of the voting power of shares held by the investors (in each case, after taking into account voting power adjustments under the bye-laws), the Names Trustee undertakes to:

exercise respective voting rights as shareholders to approve the change of control; and

tender its respective shares for sale in relation to the change of control on terms no less favorable than those on which the investors sell their shares.

We also entered into an amended and restated registration rights agreement dated as of November 14, 2003 with the existing shareholders prior to our initial public offering, pursuant to which we may be required to register our ordinary shares held by such parties under the Securities Act. Any such shareholder party or group of shareholders (other than directors, officers or employees of the Company) that held in the aggregate \$50 million of our shares had the right to request registration for a public offering of all or a portion of its shares. Of these initial shareholders, the Names Trustee is the only remaining shareholder to which such agreement applies.

Under the registration rights agreement, if we propose to register the sale of any of our securities under the Securities Act (other than a registration on Form S-8 or F-4), such parties (now only the Names Trustee) holding our ordinary shares or other securities convertible into, exercisable for or exchangeable for our ordinary shares, will have the right to participate proportionately in such sale.

The registration rights agreement contains various lock-up, or hold-back, agreements preventing sales of ordinary shares just prior to and for a period following an underwritten offering. In general, the Company agreed in the registration rights agreement to pay all fees and expenses of registration and the subsequent offerings, except the underwriting spread or pay brokerage commission incurred in connection with the sales of the ordinary shares.

### **Bye-Laws**

The Board approved amendments to our bye-laws on March 3, 2005, February 16, 2006, February 6, 2008 and February 3, 2009, which were subsequently approved by our shareholders at our annual general meetings on May 26, 2005, May 25, 2006, April 30, 2008 and April 29, 2009, respectively. Below is a description of our bye-laws as amended.

*The Board and Corporate Action.* Our bye-laws provide that the Board shall consist of not less than six and not more than 15 directors. Subject to our bye-laws and Bermuda law, the directors shall be elected or appointed by holders of ordinary shares. The Board is divided into three classes, designated Class I, Class II and Class III and is elected by the shareholders as follows. Our Class I directors are elected to serve until the 2014 annual general meeting, our Class II directors are elected to serve until the 2015 annual general meeting and our Class III directors are elected to serve until our 2013 annual general meeting. Notwithstanding the foregoing, directors who are 70 years or older shall be elected

## **Table of Contents**

every year and shall not be subject to a three-year term. In addition, notwithstanding the foregoing, each director shall hold office until such director's successor shall have been duly elected or until such director is removed from office or such office is otherwise vacated. In the event of any change in the number of directors, the Board shall apportion any newly created directorships among, or reduce the number of directorships in, such class or classes as shall equalize, as nearly as possible, the number of directors in each class. In no event will a decrease in the number of directors shorten the term of any incumbent director.

Generally, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be required to authorize corporate action. Corporate action may also be taken by a unanimous written resolution of the Board without a meeting and with no need to give notice, except in the case of removal of auditors or directors. The quorum necessary for the transaction of business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be a majority of directors in office from time to time and in no event less than two directors.

*Voting Cutbacks.* In general, and except as provided below, shareholders have one vote for each ordinary share held by them and are entitled to vote at all meetings of shareholders. However, if, and so long as, the shares of a shareholder in the Company are treated as controlled shares (as determined pursuant to section 958 of the Code) of any U.S. Person and such controlled shares constitute 9.5% or more of the votes conferred by the issued shares of Aspen Holdings, the voting rights with respect to the controlled shares owned by such U.S. Person shall be limited, in the aggregate, to a voting power of less than 9.5%, under a formula specified in our bye-laws. The formula is applied repeatedly until the voting power of all 9.5% U.S. Shareholders has been reduced to less than 9.5%. In addition, our Board may limit a shareholder's voting rights when it deems it appropriate to do so to (i) avoid the existence of any 9.5% U.S. Shareholder; and (ii) avoid certain material adverse tax, legal or regulatory consequences to the Company or any of its subsidiaries or any shareholder or its affiliates. Controlled shares includes, among other things, all shares of the Company that such U.S. Person is deemed to own directly, indirectly or constructively (within the meaning of section 958 of the Code). The amount of any reduction of votes that occurs by operation of the above limitations will generally be reallocated proportionately among all other shareholders of Aspen Holdings whose shares were not controlled shares of the 9.5% U.S. Shareholder so long as such: (i) reallocation does not cause any person to become a 9.5% U.S. Shareholder and (ii) no portion of such reallocation shall apply to the shares held by Wellington Underwriting plc (Wellington) or the Names Trustee, except where the failure to apply such increase would result in any person becoming a 9.5% shareholder.

These voting cut-back provisions have been incorporated into the Company's bye-laws to seek to mitigate the risk of any U.S. person that owns our ordinary shares directly or indirectly through non-U.S. entities being characterized as a 10% U.S. shareholders for purposes of the U.S. controlled foreign corporation rules. If such a direct or indirect U.S. shareholder of the Company were characterized as 10% U.S. shareholder of the Company and the Company or one of its subsidiaries were characterized as a CFC, such shareholder might have to include its pro rata share of the Company income (subject to certain exceptions) in its U.S. federal gross income, even if there have been no distributions to the U.S. shareholders by the Company.

Under these provisions, certain shareholders may have their voting rights limited to less than one vote per share, while other shareholders may have voting rights in excess of one vote per share.

## **Table of Contents**

Moreover, these provisions could have the effect of reducing the votes of certain shareholders who would not otherwise be subject to the 9.5% limitation by virtue of their direct share ownership. Our bye-laws provide that shareholders will be notified of their voting interests prior to any vote to be taken by them.

We are authorized to require any shareholder to provide information as to that shareholder's beneficial share ownership, the names of persons having beneficial ownership of the shareholder's shares, relationships with other shareholders or any other facts the directors may deem relevant to a determination of the number of ordinary shares attributable to any person. If any holder fails to respond to this request or submits incomplete or inaccurate information, we may, in our sole discretion, eliminate the shareholder's voting rights. All information provided by the shareholder shall be treated by the Company as confidential information and shall be used by the Company solely for the purpose of establishing whether any 9.5% U.S. Shareholder exists (except as otherwise required by applicable law or regulation).

*Shareholder Action.* Except as otherwise required by the Companies Act and our bye-laws, any question proposed for the consideration of the shareholders at any general meeting shall be decided by the affirmative vote of a majority of the voting power of votes cast at such meeting (in each case, after taking into account voting power adjustments under our bye-laws). Our bye-laws require 21 days' notice of annual general meetings.

The following actions shall be approved by the affirmative vote of at least 75% of the voting power of shares entitled to vote at a meeting of shareholders (in each case, after taking into account voting power adjustments under our bye-laws): any amendment to Bye-Laws 13 (first sentence - Modification of Rights); 24 (Transfer of Shares); 49 (Voting); 63, 64, 65 and 66 (Adjustment of Voting Power); 67 (Other Adjustments of Voting Power); 76 (Purchase of Shares); 84 or 85 (Certain Subsidiaries); provided, however, that in the case of any amendments to Bye-Laws 24, 63, 64, 65, 66, 67 or 76, such amendment shall only be subject to this voting requirement if the Board determines in its sole discretion that such amendment could adversely affect any shareholder in any non-de minimis respect. The following actions shall be approved by the affirmative vote of at least 66% of the voting power of shares entitled to vote at a meeting of shareholders (in each case, after taking into account voting power adjustments under our bye-laws): (i) a merger or amalgamation with, or a sale, lease or transfer of all or substantially all of the assets of the Company to a third party, where any shareholder does not have the same right to receive the same consideration as all other shareholders in such transaction; or (ii) discontinuance of the Company out of Bermuda to another jurisdiction. In addition, any amendment to Bye-Law 50 shall be approved by the affirmative vote of at least 66% of the voting power of shares entitled to vote at a meeting of shareholders (after taking into account voting power adjustments under our bye-laws).

Shareholder action may be taken by resolution in writing signed by the shareholder (or the holders of such class of shares) who at the date of the notice of the resolution in writing represent the majority of votes that would be required if the resolution had been voted on at a meeting of the shareholders.

*Amendment.* Our bye-laws may be revoked or amended by a majority of the Board, but no revocation or amendment shall be operative unless and until it is approved at a subsequent general meeting of the Company by the shareholders by resolution passed by a majority of the voting power of votes cast at such meeting (in each case, after taking into account voting power adjustments under the bye-laws) or such greater majority as required by our bye-laws.

## **Table of Contents**

*Voting of Non-U.S. Subsidiary Shares.* If the voting rights of any shares of the Company are adjusted pursuant to our bye-laws and we are required or entitled to vote at a general meeting of any of Aspen U.K., Aspen Bermuda, Aspen U.K. Holdings, Aspen U.K. Services, AIUK Trustees, AMAL, AUL, Acorn or any other non-U.S. subsidiary of ours (together, the Non-U.S. Subsidiaries ), our directors shall refer the subject matter of the vote to our shareholders and seek direction from such shareholders as to how they should vote on the resolution proposed by the Non-U.S. Subsidiary.

In the event that a voting cutback is required, substantially similar provisions are or will be contained in the bye-laws (or equivalent governing documents) of the Non-U.S. Subsidiaries. This provision was amended at the 2009 annual general meeting to require the application of this bye-law only in the event that a voting cutback is required, as described above.

*Capital Reduction.* At the 2009 annual general meeting, our bye-laws were amended to permit a capital reduction of part of a class or series of shares.

*Treasury Shares.* Our bye-laws permit the Board, at its discretion and without the sanction of a shareholder resolution, to authorize the acquisition of our own shares, or any class, at any price (whether at par or above or below) to be held as treasury shares upon such terms as the Board may determine, provided that such acquisition is effected in accordance with the provisions of the Companies Act. Subject to the provisions of our bye-laws, any of our shares held as treasury shares shall be at the disposal of the Board, which may hold all or any of the shares, dispose of or transfer all or any of the shares for cash or other consideration, or cancel all or any of the shares.

*Corporate Purpose.* Our certificate of incorporation, memorandum of association and our bye-laws do not restrict our corporate purpose and objects.

## **Investor Options**

Upon our formation in June 2002, we issued to the Names Trustee, as trustee of the Names Trust for the benefit of the unaligned members of Syndicate 2020 (the Unaligned Members ), options to purchase 3,006,760 non-voting shares (the Names Options ). All non-voting shares issued or to be issued upon the exercise of the Names Options will automatically convert into ordinary shares at a one-to-one ratio upon issuance. The rights of the holders of the Names Options are governed by an option instrument dated June 21, 2002, which was amended and restated on December 2, 2003 and further amended and restated on September 30, 2005, to effect certain of the provisions described below (the Option Instrument ). The Names Options could be exercised in whole or in part. All options were exercised prior to the expiry date of June 21, 2012.

The Names Options were exercisable without regard to a minimum number of options to be exercised, at a sale (as defined in the Option Instrument) and on a monthly basis beginning in October 2005 (expiring on June 21, 2012) following notification by the Unaligned Members to the Names Trustee of their elections to exercise the Names Options.

The exercise price payable for each option share was £10, together with interest accruing at 5% per annum (less any dividends or other distributions) from the date of issue of the Names Options (June 21, 2002) until the date of exercise of the Names Options. Each optionholder could exercise its options on a cashless basis, subject to relevant requirements of the Companies Act. A cashless exercise would allow the optionholders to realize, through the receipt of ordinary shares, the economic benefit of the difference between the subscription price under the Names Options and the then-prevailing

## **Table of Contents**

market prices without having to pay the subscription price for any such ordinary shares. As a result, the optionholder would receive fewer shares upon exercise. For any exercise of the Names Options on a cashless basis, the number of ordinary shares to be issued would be based on the difference between the exercise price on the date of exercise and the then-prevailing market price of the ordinary shares, calculated using the average closing price for five preceding trading days.

Following the issuance of the Names Options, there were a range of anti-dilution protections for the optionholders if any issuance or reclassification of our shares or similar matters are effected below fair market value, subject to certain exceptions. Under these circumstances, an adjustment to the subscription rights of the optionholders or the subscription price of the Names Options would be made by the Board. If optionholders holding 75% or more of the rights to subscribe for non-voting shares under the Names Options requested, any adjustment proposed by the Board may be referred to independent financial advisors for their determination.

### **Description of our Perpetual PIERS**

In December 2005, the Board authorized the issuance and sale of up to an aggregate amount of 4,600,000 of our 5.625% Perpetual PIERS, with a liquidation preference of \$50 per security. In the event of a liquidation, winding up or dissolution of the Company, our ordinary shares will rank junior to our Perpetual PIERS.

Dividends on our Perpetual PIERS are payable on a non-cumulative basis only when, as and if declared by the Board at the annual rate of 5.625% of the \$50 liquidation preference of each Perpetual PIERS, payable quarterly in cash, or if we elect, ordinary shares or a combination of cash and ordinary shares. Generally, unless the full dividends for the most recently ended dividend period on all outstanding Perpetual PIERS, any perpetual preference shares issued upon conversion of the Perpetual PIERS and Perpetual Preference Shares have been declared and paid, we cannot declare or pay a dividend on our ordinary shares.

Each Perpetual PIERS is convertible, at the holder's option at any time, initially based on a conversion rate of 1.7077 ordinary shares per \$50 liquidation preference of Perpetual PIERS (equivalent to an initial conversion price of approximately \$29.28 per ordinary share), subject to certain adjustments.

Whenever dividends on any Perpetual PIERS have not been declared and paid for the equivalent of any six dividend periods, whether or not consecutive (a nonpayment), subject to certain conditions, the holders of our Perpetual PIERS will be entitled to the appointment of two directors, and the number of directors that comprise our Board will be increased by the number of directors so appointed. These appointing rights and the terms of the directors so appointed will continue until dividends on our Perpetual PIERS and any such series of voting preference shares following the nonpayment shall have been fully paid for at least four consecutive dividend periods.

In addition, the affirmative vote or consent of the holders of at least  $66\frac{2}{3}\%$  of the aggregate liquidation preference of outstanding Perpetual PIERS and any series of appointing preference shares, acting together as a single class, will be required for the authorization or issuance of any class or series of share capital (or security convertible into or exchangeable for shares) ranking senior to our Perpetual PIERS as to dividend rights or rights upon our liquidation, winding-up or dissolution and for amendments to our memorandum of association or bye-laws that would materially adversely affect the rights of holders of Perpetual PIERS. Our Perpetual PIERS are listed on the NYSE under the symbol AHLPR.

## **Table of Contents**

### **Description of our 7.401% Perpetual Preference Shares**

In November 2006, the Board authorized the issuance and sale of up to an aggregate amount of 8,000,000 of our 7.401% Perpetual Preference Shares, with a liquidation preference of \$25 per security. In the event of our liquidation, winding up or dissolution, our ordinary shares will rank junior to our Perpetual Preference Shares. On March 31, 2009, we purchased 2,672,500 of our 7.401% \$25 liquidation price preference shares at a price of \$12.50 per share. As at December 31, 2012, there were 5,327,300 7.401% Perpetual Preference Shares outstanding.

Dividends on our Perpetual Preference Shares are payable on a non-cumulative basis only when, as and if declared by the Board at the annual rate of 7.401% of the \$25 liquidation preference of each Perpetual Preference Share, payable quarterly in cash. Commencing on January 1, 2017, dividends on our Perpetual Preference Shares will be payable, on a non-cumulative basis, when, as and if declared by the Board, at a floating annual rate equal to 3-month LIBOR plus 3.28%. This floating dividend rate will be reset quarterly. Generally, unless the full dividends for the most recently ended dividend period on all outstanding Perpetual Preference Shares, Perpetual PIERS and any perpetual preference shares issued upon conversion of the Perpetual PIERS have been declared and paid, we cannot declare or pay a dividend on our ordinary shares.

Whenever dividends on any Perpetual Preference Shares shall have not been declared and paid for the equivalent of any six dividend periods, whether or not consecutive (a nonpayment), subject to certain conditions, the holders of our Perpetual Preference Shares, acting together as a single class with holders of any and all other series of preference shares having similar appointing rights then outstanding (including any Perpetual PIERS and any perpetual preference shares issued upon conversion of the Perpetual PIERS), will be entitled to the appointment of two directors, and the number of directors that comprise our Board will be increased by the number of directors so appointed. These appointing rights and the terms of the directors so appointed will continue until dividends on our Perpetual Preference Shares and any such series of voting preference shares following the nonpayment shall have been fully paid for at least four consecutive dividend periods.

In addition, the affirmative vote or consent of the holders of at least  $66\frac{2}{3}\%$  of the aggregate liquidation preference of outstanding Perpetual Preference Shares and any series of appointing preference shares (including any Perpetual PIERS and any perpetual preference shares issued upon conversion of the Perpetual PIERS), acting together as a single class, will be required for the authorization or issuance of any class or series of share capital (or security convertible into or exchangeable for shares) ranking senior to the Perpetual Preference Shares as to dividend rights or rights upon our liquidation, winding-up or dissolution and for amendments to our memorandum of association or bye-laws that would materially adversely affect the rights of holders of Perpetual Preference Shares.

On and after January 1, 2017, we may redeem the Perpetual Preference Shares at our option, in whole or in part, at a redemption price equal to \$25 per Perpetual Preference Share, plus any declared and unpaid dividends.

Our 7.401% Perpetual Preference Shares are listed on the NYSE under the symbol AHLPRA.

## **Table of Contents**

### **Description of our 7.250% Perpetual Preference Shares**

On April 3, 2012, the Pricing and Repurchase Committee of the Board authorized the issuance and sale of up to \$230,000,000 of our 7.250% Perpetual Preference Shares, with a liquidation preference of \$25 per security. On April 11, 2012, we issued 6,400,000 7.250% Perpetual Preference Shares for an aggregate amount of \$160 million. In the event of our liquidation, winding up or dissolution, our ordinary shares will rank junior to our Perpetual Preference Shares.

Dividends on our Perpetual Preference Shares are payable on a non-cumulative basis only when, as and if declared by the Board at the annual rate of 7.250% of the \$25 liquidation preference of each Perpetual Preference Share, payable quarterly in cash on January 1, April 1, July 1 and October 1 of each year.

Whenever dividends on any Perpetual Preference Shares shall have not been declared and paid for the equivalent of any six dividend periods, whether or not consecutive (a nonpayment), subject to certain conditions, the holders of our Perpetual Preference Shares, acting together as a single class with holders of any and all other series of preference shares having similar appointing rights then outstanding (including any Perpetual PIERS, any perpetual preference shares issued upon conversion of the Perpetual PIERS and the 7.401% Perpetual Preference Shares), will be entitled to the appointment of a total of two directors and the number of directors that comprise our Board will be increased by the number of directors so appointed. These appointing rights and the terms of the directors so appointed will continue until dividends on our Perpetual Preference Shares and any such series of voting preference shares following the nonpayment shall have been fully paid for at least four consecutive dividend periods.

In addition, the affirmative vote or consent of the holders of at least  $66\frac{2}{3}\%$  of the aggregate liquidation preference of outstanding Perpetual Preference Shares and any series of appointing preference shares (including any Perpetual PIERS, any perpetual preference shares issued upon conversion of the Perpetual PIERS and the 7.401% Perpetual Preference Shares), voting together as a single class, will be required for the authorization or issuance of any class or series of senior shares (or any security convertible into or exchangeable for senior shares) ranking senior to the Perpetual Preference Shares as to dividend rights or rights upon our liquidation and for amendments to our memorandum of association or bye-laws that would materially adversely affect the rights of holders of Perpetual Preference Shares.

We may redeem the Perpetual Preference Shares at our option, in whole or in part, at a redemption price equal to \$25 per Perpetual Preference Share, plus any declared and unpaid dividends, if any, (i) at any time following the occurrence of a tax event and (ii) on July 1, 2017 and any dividend payment date thereafter.

Our 7.250% Perpetual Preference Shares are listed on the NYSE under the symbol AHLPRB.



**Table of Contents****Item 6. Selected Consolidated Financial Data**

The following table sets forth our selected historical financial information for the periods ended and as of the dates indicated. The summary income statement data for the twelve months ended December 31, 2012, 2011, 2010, 2009 and 2008 and the balance sheet data as of December 31, 2012, 2011, 2010, 2009 and 2008 are derived from our audited consolidated financial statements. The consolidated financial statements as of December 31, 2012, and for each of the twelve months ended December 31, 2012, 2011 and 2010, and the report thereon of KPMG Audit Plc, an independent registered public accounting firm, are included elsewhere in this report. These historical results, including the ratios presented below, are not necessarily indicative of results to be expected from any future period. You should read the following selected consolidated financial information along with the information contained in this report, including Item 8, Financial Statements and Supplementary Data and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations and the audited consolidated financial statements, condensed consolidated financial statements and related notes included elsewhere in this report.

	2012	Twelve Months Ended December 31,			2008
		2011	2010	2009	
	(\$ in millions, except per share amounts and percentages)				
	(As Adjusted)				
<b>Summary Income Statement Data</b>					
Gross written premiums	\$ 2,583.3	\$ 2,207.8	\$ 2,076.8	\$ 2,067.1	\$ 2,001.7
Net premiums written	2,246.9	1,929.1	1,891.1	1,836.8	1,835.5
Net premiums earned	2,083.5	1,888.5	1,898.9	1,823.0	1,701.7
Loss and loss adjustment expenses	(1,238.5)	(1,556.0)	(1,248.7)	(948.1)	(1,119.5)
Policy acquisition, general, administrative and corporate expenses(1)	(726.3)	(631.5)	(587.1)	(586.6)	(507.4)
Net investment income	204.9	225.6	232.0	248.5	139.2
Net income/(loss)	280.4	(110.1)	312.7	473.9	103.8
Basic earnings/(loss) per share	3.51	(1.88)	3.80	5.82	0.92
Fully diluted earnings/(loss) per share	3.38	(1.88)	3.62	5.64	0.89
Basic weighted average shares outstanding (millions)	71.1	70.7	76.3	82.7	83.0
Diluted weighted average shares outstanding (millions)	73.7	70.7	80.0	85.3	85.5
<b>Selected Ratios (based on U.S. GAAP income statement data):</b>					
Loss ratio (on net premiums earned)(2)	59.4%	82.4%	65.8%	52.0%	65.8%
Expense ratio (on net premiums earned)(3)	34.9%	33.5%	30.9%	32.1%	29.8%
Combined ratio(4)	94.3%	115.9%	96.7%	84.1%	95.6%
<b>Summary Balance Sheet Data</b>					
Total cash and investments(5)	\$ 8,203.9	\$ 7,624.9	\$ 7,320.0	\$ 6,811.9	\$ 5,974.9
Premiums receivable(6)	1,141.8	985.1	905.0	793.4	762.5
Total assets	10,310.6	9,460.5	8,832.1	8,257.2	7,288.8
Loss and loss adjustment expense reserves	4,779.7	4,525.2	3,820.5	3,331.1	3,070.3
Reserves for unearned premiums	1,120.8	916.1	859.0	907.6	810.7
Long-term debt	499.1	499.0	498.8	249.6	249.5
Total shareholders' equity	3,488.4	3,156.0	3,241.9	3,305.4	2,779.1
<b>Per Share Data (Based on U.S. GAAP Balance Sheet Data):</b>					
Book value per ordinary share(7)	\$ 42.12	\$ 39.66	\$ 40.96	\$ 35.42	\$ 28.95
Diluted book value per share (treasury stock method)(8)	\$ 40.65	\$ 38.21	\$ 38.90	\$ 34.14	\$ 28.19
Cash dividend declared per ordinary share	\$ 0.66	\$ 0.60	\$ 0.60	\$ 0.60	\$ 0.60

**Table of Contents**

- (1) In 2012, the Company adopted the provision of ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful acquisition. For more information on the impact of ASU 2010-26 refer to Note 2(l) in our consolidated financial statements, *Basis of Preparation and Significant Accounting Policies* *New Accounting Policies*.
- (2) The loss ratio is calculated by dividing losses and loss adjustment expenses by net premiums earned.
- (3) The expense ratio is calculated by dividing policy acquisition expenses and general and administrative expenses by net premiums earned.
- (4) The combined ratio is the sum of the loss ratio and the expense ratio.
- (5) Total cash and investments include cash, cash equivalents, fixed maturities, other investments, short-term investments, accrued interest and receivables for investments sold.
- (6) Premiums receivable including funds withheld.
- (7) Book value per ordinary share is based on total shareholders' equity excluding the aggregate value of the liquidation preferences of our preference shares, divided by the number of shares outstanding of 81,506,503, 83,327,594, 70,508,013, 70,655,698 and 70,753,723 at December 31, 2008, 2009, 2010, 2011 and 2012, respectively.
- (8) Diluted book value per share is calculated based on total shareholders' equity excluding the aggregate value of the liquidation preferences of our preference shares, at December 31, 2008, 2009, 2010, 2011 and 2012, divided by the number of dilutive equivalent shares outstanding of 83,705,984, 86,465,357, 74,172,657, 73,355,674 and 73,312,340 at December 31, 2008, 2009, 2010, 2011 and 2012, respectively. At December 31, 2008, 2009, 2010, 2011 and 2012, there were 2,199,481, 3,137,763, 3,664,644, 2,699,976 and 2,558,617 of dilutive equivalent shares, respectively. Potentially dilutive shares outstanding are calculated using the treasury method and all relate to employee, director and investor options

---

**Table of Contents****Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following is a discussion and analysis of the results of our operations for the twelve months ended December 31, 2012, 2011 and 2010 and of our financial condition as at December 31, 2012. This discussion and analysis should be read in conjunction with our audited consolidated financial statements and accompanying Notes included in this report. This discussion contains forward-looking statements that involve risks and uncertainties and that are not historical facts, including statements about our beliefs and expectations. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed below and particularly under the headings Risk Factors, Business and Forward-Looking Statements contained in Item 1A, Item 1, and Part I of this report, respectively.

**Aspen's Year in Review**

In 2012, Aspen celebrated its 10-year anniversary. Our success over the last 10 years reflects the support of our clients, with whom we have built strong relationships, the hard work and skill of all our people, and the diversified Reinsurance and Insurance platforms that we have built together. We made strong progress in 2012 against our strategic objectives and continued to execute our strategy to increase the size and diversity of our insurance segment. This was the first full year of contributions from a number of our U.S.-based teams and was the most significant driver for our growth in gross written premiums. We experienced a significant reduction in catastrophe-related claims compared to 2011, with Superstorm Sandy being the only event to generate significant claims in 2012 as well as the sinking of the Costa Concordia cruise liner, which was a large loss. We continued to execute our strategy to grow our business, protect our balance sheet, preserve shareholder value and position our business for future growth. For 2012, we reported a net profit of \$3.38 per diluted ordinary share and return on equity of 8.5% and increased our diluted book value per share by \$2.44, an increase of 6.4% from year end 2011.

*Insurance.* In 2012, our insurance segment experienced losses from Superstorm Sandy and the sinking of the Costa Concordia cruise liner. Nevertheless, we achieved an underwriting profit of \$6.3 million for 2012 and a combined ratio of 99.3%, compared with an underwriting profit of \$30.2 million and a combined ratio of 96.1% for 2011. Gross written premiums for the segment increased by 32.8% reflecting significant growth in the U.S. but also an improvement across a number of international lines. The premium growth in the U.S. was achieved following the successful application and approval of admitted licenses in 50 U.S. states and the District of Columbia. We also continued to build out management expertise and infrastructure to support growth and development.

*Reinsurance.* Our reinsurance segment had a successful year notwithstanding pre-tax losses of \$129.5 million, net of reinsurance and reinstatement premiums, from Superstorm Sandy. We had good performance in each of our principal lines of business—property, casualty and specialty reinsurance. We achieved an underwriting profit of \$165.4 million for 2012 and a combined ratio of 85.4%, compared with an underwriting loss of \$284.5 million and a combined ratio of 125.6% for 2011. Premium production was broadly consistent with the prior year as we maintained rates for casualty business and benefited from rate increases on catastrophe-exposed accounts. Catastrophe losses in 2012 were significantly lower than in 2011 with limited losses in the first nine months of 2012 and Superstorm Sandy in the fourth quarter.

*Capital management.* During 2012, we continued to execute our strategy to return excess capital to shareholders. In the second quarter, we increased our quarterly dividend from \$0.15 to \$0.17 per

**Table of Contents**

ordinary share and we returned additional funds to shareholders through the repurchase of ordinary shares. In total during 2012 we repurchased 2,168,080 ordinary shares, for a total consideration of \$62.7 million. On October 24, 2012, our Board approved a new share repurchase authorization for up to \$400.0 million of outstanding ordinary shares, which was recently increased to \$500.0 million. See *Recent Developments*, below. The share repurchase authorization permits us to effect the repurchases from time to time through a combination of transactions, including open market repurchases, privately negotiated transactions and accelerated share repurchase transactions.

**Financial Overview**

The following overview of our 2012, 2011 and 2010 operating results and financial condition is intended to identify important themes and should be read in conjunction with the more detailed discussion further below.

*Operating highlights*

Annualized net income return on average equity of 8.5% for 2012 compared with (4.8)% in 2011 and 11.2% in 2010.

Gross written premiums of \$2,583.3 million in 2012, an increase of 17.0% compared to 2011 and 24.4% compared to 2010, principally in the insurance segment.

Combined ratio for 2012 of 94.3%, including \$205.0 million, or 10.8 percentage points of pre-tax catastrophe losses, net of reinsurance and reinstatements, compared with 115.9% for 2011, which included 31.5 percentage points of pre-tax catastrophe losses, net of reinsurance and reinstatements and 96.7% for 2010, which included 9.0 percentage points of pre-tax catastrophe losses, net of reinsurance and reinstatements.

Net favorable development on prior year loss reserves of \$137.4 million, or 6.6 combined ratio points, for the year compared with \$92.3 million, or 4.9 combined ratio points, for 2011 and \$21.4 million, or 1.1 combined ratio points, for 2010.

*Gross written premiums.* The changes in our segments' gross written premiums for the twelve months ended December 31, 2012, 2011 and 2010 are as follows:

Business Segment	Gross Written Premiums for the Twelve Months Ended December 31,					
	2012		2011		2010	
	(\$ in millions)	% increase	(\$ in millions)	% increase	(\$ in millions)	
Reinsurance	\$1,227.9	3.4%	\$1,187.5	2.2%	\$1,162.2	
Insurance	1,355.4	32.8%	1,020.3	11.6%	914.6	
<b>Total</b>	<b>\$2,583.3</b>	<b>17.0%</b>	<b>\$2,207.8</b>	<b>6.3%</b>	<b>\$2,076.8</b>	

Gross written premiums increased by 17.0% in 2012 compared to 2011 due predominantly to the continued development of our U.S. insurance platform. The increase in gross written premiums in the insurance segment was across all lines, but is mainly attributable to our property and programs business. Increases in gross written premiums in our marine, energy and transportation insurance lines were mainly due to increased premiums for marine, energy and liability business which achieved significant rate increases following a series of industry losses in the past year. The increase in gross

**Table of Contents**

written premiums in the reinsurance segment arose from other property and casualty reinsurance business. The increase in other property is due to strong production from our proportional treaty and facultative business as we benefited from positive pricing momentum in catastrophe-exposed accounts while casualty benefited from favorable prior year premium adjustments. In 2012, we recognized \$9.9 million of reinstatement premiums associated with Superstorm Sandy. In 2011, we recognized \$32.5 million of reinstatement premiums associated with the New Zealand earthquakes, the Australian floods, the Japanese earthquake, the Thai floods, the U.S. storms, and other natural catastrophe events, mainly included in property catastrophe. In 2011, the principal growth in premiums was in our insurance segment, mainly from our U.S. insurance lines as we started benefiting from our investment in 2010 in the U.S.

*Combined ratio.* We monitor the ratio of losses and expenses to net earned premium (the combined ratio) as a measure of relative performance where a lower ratio represents a better result than a higher ratio. The combined ratios for our two business segments for the twelve months ended December 31, 2012, 2011 and 2010 were as follows:

Business Segment	Combined Ratios for the Twelve Months Ended December 31,		
	2012	2011	2010
Reinsurance	85.4%	125.6%	88.2%
Insurance	99.3%	96.1%	103.1%
Total	94.3%	115.9%	96.7%

The combined ratio for 2012 decreased by 21.6 percentage points compared to 2011. The decrease was primarily due to a reduction in pre-tax catastrophe losses, net of reinsurance and reinstatements, of \$329.3 million of net losses from major natural catastrophes from \$534.3 million in 2011 to \$205.0 million in 2012 but was partially offset by an increase in the expense ratio.

In each of the years ended December 31, 2012, 2011 and 2010, we recorded a reduction in the level of reserves for prior years. In 2012, we reported net favorable development on prior year loss reserves of \$137.4 million, or 6.6 combined ratio points, compared with \$92.3 million, or 4.9 combined ratio points, for 2011 and \$21.4 million, or 1.1 combined ratio points, for 2010.

Reserve releases increased by \$45.1 million in 2012 due to a net reserve release in our reinsurance segment of \$102.2 million compared to \$72.3 million in 2011. The insurance segment had a \$35.2 million reserve release in 2012 compared to a \$20.0 million reserve release in 2011.

Reserve releases increased by \$70.9 million in 2011 due mainly to a net reserve release of \$20.0 million for our insurance segment compared to a \$44.2 million reserve strengthening in 2010. Reserve releases were \$64.2 million lower in 2010 due to less favorable developments impacting our insurance segment, particularly our casualty insurance and financial and professional lines.

Further information relating to the release of reserves can be found below under [Reserves for Loss and Loss Adjustment Expenses](#) [Prior Year Loss Reserves](#) .

Policy acquisition expenses reduced in 2012 compared to 2011 due mainly to adjustments in profit-related commission accruals and increased in 2011 from 2010 mainly due to an increase in profit-related commissions in the insurance segment. General, administrative and corporate expenses have increased to \$345.1 million in 2012 from \$284.5 million in 2011 and \$258.6 million in 2010. The

**Table of Contents**

increase in 2012 is due to an increase in performance-related accruals and the continued build out of our U.S. insurance and U.K. regional platforms. General, administrative and corporate expense increased in 2011 compared to 2010 due to increases in costs associated mainly with growth in our insurance business.

*Net investment income.* In 2012, we generated net investment income of \$204.9 million, a decrease of 9.2% on the prior year (2011 \$225.6 million; 2010 \$232.0 million). Net investment income has steadily declined over the years from 2010 to 2012, due to the continuing decline in our reinvestment rate reflecting lower yields on investment grade fixed income securities. Relative to 2010, in 2011, lower reinvestment rates and declining book yields from fixed income securities were partially offset by \$6.1 million of dividend income from global equity securities.

*Taxes.* We recognized a tax expense in 2012 of \$15.0 million (2011 \$37.2 million credit; 2010 \$27.6 million expense), equivalent to a consolidated rate on income before tax of 5.1% in 2012 compared to 25.3% tax credit in 2011 and 8.1% in 2010. The tax in each of the years is representative of the geographic spread of our business between taxable and non-taxable jurisdictions in such years. The tax credit in 2011 was due to a greater proportion of losses having been incurred by Operating Subsidiaries in tax paying jurisdictions, adjustments to prior years' tax provisions as well as reductions in the U.K. corporation tax rates.

*Net income.* For 2012, we reported income after taxes of \$280.4 million, compared to a loss after taxes of \$110.1 million in 2011, and income after taxes of \$312.7 million in 2010. The increase in net income in 2012 over 2011 was due to primarily to the \$417.7 million increase in underwriting income including corporate expenses which more than offset the \$20.7 million reduction in investment income. The significant decrease in net income from 2011 compared to 2010 was due to total net losses after tax of \$485.4 million from natural disasters in 2011 which included \$223.7 million from the Japanese earthquake and tsunami, \$93.8 million from the U.S. storms, \$53.5 million from the Thai floods, \$60.1 million from the 2011 New Zealand earthquake, \$18.1 million from the Australian floods and \$36.2 million from other natural catastrophes.

*Dividends.* In April 2012, the Board approved an increase in the quarterly dividend on our ordinary shares from \$0.15 per ordinary share to \$0.17 per ordinary share (2011 \$0.15 quarterly dividend; 2010 \$0.15 quarterly dividend). Dividends paid on the preference shares in 2012 were \$31.1 million (2011 \$22.8 million; 2010 \$22.8 million). The increase was due to issuance in April 2012 of additional \$160.0 million of preference shares.

*Shareholders' equity and financial leverage.* Total shareholders' equity increased from \$3,156.0 million as at December 31, 2011 to \$3,488.4 million as at December 31, 2012. The most significant movements were:

the issue of 6,400,000 7.25% perpetual non-cumulative preference shares for net proceeds of \$154.5 million;

a \$280.6 million increase in retained earnings for the period;

cash repurchases of 2,168,080 ordinary shares for \$62.7 million; and

dividends paid on ordinary and preference shares of \$47.0 million and \$31.1 million, respectively.

**Table of Contents**

As at December 31, 2012, our total shareholders' equity included preference shares with a total value as measured by their respective liquidation preferences of \$523.2 million (2011: \$363.2 million) less issue costs of \$15.1 million (2011: \$9.6 million).

Our Senior Notes were the only material debt that we had issued as of December 31, 2012 and 2011 of \$499.1 million and \$499.0 million, respectively. Management monitors the ratio of debt to total capital, with total capital being defined as shareholders' equity plus outstanding debt. At December 31, 2012, this ratio was 12.5% (2011: 13.7%).

Our preference shares are classified in our balance sheet as equity but may receive a different treatment in some cases under the capital adequacy assessments made by certain rating agencies. We also monitor the ratio of the total of debt and the liquidation preference of our preference shares to total capital which was 25.3% as of December 31, 2012 (2011: 23.3%).

Diluted book value per ordinary share at December 31, 2012 was \$40.65, an increase of 6.4% compared to \$38.21 at December 31, 2011.

Book value per ordinary share is based on total shareholders' equity, less preference shares (liquidation preference less issue expenses), divided by the number of ordinary shares in issue at the end of the period.

Balances as at December 31, 2012 and December 31, 2011 were:

	As at December 31, 2012 (\$ in millions, except for share amounts)	As at December 31, 2011
Total shareholders' equity	\$ 3,488.4	\$ 3,156.0
Preference shares less issue expenses	(508.1)	(353.6)
Net assets attributable to ordinary shareholders	\$ 2,980.3	\$ 2,802.4
Issued ordinary shares	70,753,723	70,655,698
Issued and potentially dilutive ordinary shares	73,312,340	73,355,674

**Market Conditions, Rate Trends and Developments in 2012 and Early 2013**

*Overall.* For 2012 as a whole, we achieved an approximate average rate increase of 4% on renewals across our business with approximately 5% in reinsurance and approximately 3% in insurance. Currently, the U.S. primary insurance market is achieving the most promising rate increases across the greatest number of lines. These increases are now beginning to flow through to the reinsurance market.

In our insurance segment, in early 2013 we are seeing favorable rating conditions in marine, energy and construction liability and global excess and U.S. primary casualty and a perceptibly hardening market in financial institutions both in the U.S. and internationally as well as increased deal flow in our credit, political and terrorism team.

In our reinsurance segment, in early 2013 we are seeing good rating momentum in marine and U.S. property reinsurance with an improving market in parts of our casualty business. We are also benefiting from our regional network, where we are achieving favorable rate increases for many international accounts notwithstanding a tough trading environment in those geographic markets.

*Reinsurance.* January 1 is a significant renewal date in the reinsurance market. The renewal period is dominated by the U.S. and European markets. For 2012, the property catastrophe business achieved

## Table of Contents

a rate increase of approximately 11%. Prior to Superstorm Sandy, there were initial indications in the market that January 1 renewal rates would be flat or declining. The loss experience from Superstorm Sandy reversed that trajectory. We achieved significant rate increases in loss affected accounts, but accounts with no loss experience were mostly flat. We are experiencing a similar trend across most of our property treaty book. For specific lines and geographies where there has been meaningful loss activity we are seeing significant rate increases. The U.S. property facultative market has responded to Superstorm Sandy with significant increases for flood cover but fire rates remain flat. The tendency for cedants to retain more risk continued during the January renewal period.

In a largely benign year for losses outside the U.S., rates in international property markets are generally flat or showing a small decrease. It is encouraging that the markets are responding to the Asian catastrophe events of 2011 with event limits becoming the norm rather than the exception and markets willing to reduce limits for business interruption and Japanese interest abroad exposures.

Casualty reinsurance achieved a rate increase of approximately 1% for 2012. The rate environment continues to vary based on line and geography. The most meaningful rate increases were within our U.S. general and professional excess and surplus lines where we have seen increases of up to approximately 5%. This trend continued in our January renewals. Overall, we remain cautious about our growth opportunities in casualty reinsurance given the prolonged low interest rate environment. It is however important to note that we do not see any significant changes in loss cost trends for this line and the rates achieved in our current account are keeping in front of any inflationary indications.

In specialty reinsurance, rates declined approximately 2% on average in 2012, with the softest rates in credit and surety reinsurance following another profitable year. The rates for the January 1 renewals were mixed. Marine was dominated by the uncertainty over the Superstorm Sandy and Costa Concordia losses. Business affected by these events experienced rate increases of up to approximately 30% with increased client risk retention. Competition in credit and surety was high with plenty of capacity supplemented by a few new entrants to the market but both primary and reinsurance contract terms and conditions remain disciplined.

*Insurance.* January 1 is not a major renewal date for insurance overall. For our property insurance lines across the U.S. and the U.K. we achieved an approximate average rate increase of 5% and the U.S. property team achieved an approximate increase of 6% in 2012. We saw no major changes in the U.S. property insurance terms and conditions during the most recent quarter although we are anticipating approximate price increases at mid-year 2013 renewals in the 5% - 25% range in the loss-affected Northeast and 5% - 10% overall as the market responds to Superstorm Sandy losses.

We also expect terms and conditions for windstorm and flood to tighten in the Northeast. In our programs business, we achieved rate increases of approximately 3% for 2012 and anticipate rates increasing further in response to Superstorm Sandy losses. In our U.K. property business, the market remains very competitive but the rating environment appears to have stabilized and we continue to focus on our strict underwriting discipline.

In casualty insurance, we continue to see positive momentum in the U.S. primary casualty market. We achieved average rate increases of approximately 8% for 2012 and the outlook continues to be favorable. The global casualty market achieved an approximate average rate increase of 4% in 2012.

In our marine, energy and transportation business we achieved an overall rate increase of approximately 2% for 2012. This increase was led by our marine, energy and construction liability accounts where the market continues to harden following significant loss activity. Terms remain strong



## **Table of Contents**

in this account and we achieved an increase of approximately 9% for 2012. The aviation market remains challenging with rate decreases of approximately 8% for 2012.

The rating environment in financial and professional lines is mixed, achieving an approximate average rate increase of 1%. Rate increases were led by the financial institutions account which increased by approximately 7% and U.S. management liability which increased by approximately 5% while rates in the U.K. remain pressured in areas such as U.K. management liability and professional indemnity accounts.

*Investments.* We recognize that the low interest rate environment is likely to remain for at least the immediate future. We have evaluated investment opportunities that will help us generate increased returns, while remaining within our risk tolerances. As a result, we are increasing the total allocation of our investment portfolio to equities and BB rated securities by \$200.0 million in each sector. We completed our additional investment in equities on February 1, 2013. Our additional investment in BB securities will be predominantly in bank loans and we expect to complete this in the medium term.

## **Recent Developments**

From January 1, 2013 to February 25, 2013, we repurchased 1,344,873 ordinary shares under its Rule 10b5-1 plan at an average price of \$33.95 per share for a total cost of \$45.7 million.

On February 1, 2013, we announced that Aspen U.K. and Aspen Bermuda entered into an amendment to the secured letter of credit facility agreement with Barclays Bank PLC dated as of October 6, 2009 and amended as of February 28, 2011. The amendment extends the maturity date of the credit facility to January 31, 2015.

On February 7, 2013, we announced the appointment of Mr. Gordon Ireland to our Board as a Class III director. In addition, Mr. Julian Cusack will resign as a director of the Company at the next Annual General Meeting scheduled for April 24, 2013. Mr. Cusack has stepped down from his role as Aspen's Chief Risk Officer with effect on February 7, 2013, but will remain with us in a strategic role and as Chairman of Aspen Bermuda. Further, Mr. Ian Cormack will not stand for re-election as a director of the Company at the next Annual General Meeting scheduled for April 24, 2013.

On February 7, 2013, we announced that our Board has replaced the existing share repurchase authorization of \$400.0 million with a new authorization of \$500.0 million. The total share repurchase authorization, which is effective immediately through February 7, 2015, permits us to effect the repurchases from time to time through a combination of transactions, including open market repurchases, privately negotiated transactions and accelerated share repurchase transactions.

On February 7, 2013, we announced that we would commence a significant and controlled reduction of our wind and earthquake exposure within our U.S. property insurance account. The decision to reduce our exposures was taken following a review of all business lines, after which we concluded that the earnings from our U.S. property insurance portfolio were excessively volatile as a result of inadequate original rates for catastrophe exposure and expensive reinsurance costs. We expect the reduction in wind and earthquake exposure to result in a release of capital over the next two years which we will utilize to repurchase shares unless other compelling opportunities emerge.

## **Critical Accounting Policies**

Our consolidated financial statements contain certain amounts that are inherently subjective in nature and require management to make assumptions and best estimates to determine the reported

## **Table of Contents**

values. We believe that the following critical accounting policies affect the more significant estimates used in the preparation of our consolidated financial statements. A statement of all the significant accounting policies we use to prepare our financial statements is included in the Notes to the consolidated financial statements. If factors such as those described in Item 1A, **Risk Factors** cause actual events to differ from the assumptions used in applying the accounting policy and calculating financial results, there could be a material adverse effect on our operating results, financial condition and liquidity.

### **Written Premiums**

Written premiums are comprised of the estimated premiums on contracts of insurance and reinsurance entered into in the reporting period, except in the case of proportional reinsurance contracts, where written premium relates only to our estimated proportional share of premiums due on contracts entered into by the ceding company prior to the end of the reporting period.

All premium estimates are reviewed regularly, comparing actual reported premiums to expected ultimate premiums along with a review of the collectability of premiums receivable. Based on management's review, the appropriateness of the premium estimates is evaluated, and any adjustments to these estimates are recorded in the periods in which they become known. Adjustments to original premium estimates could be material and these adjustments may directly and significantly impact earnings in the period they are determined because the subject premium may be fully or substantially earned.

We refer to premiums receivable which are not fixed at the inception of the contract as adjustment premiums. The proportion of adjustment premiums included in the premium estimates varies between business lines with the largest adjustment premiums associated with property and casualty reinsurance business and the smallest with property and liability insurance lines.

Adjustment premiums are most significant in relation to reinsurance contracts. Differing considerations apply to non-proportional and proportional treaties as follows:

*Non-proportional treaties.* A large number of the reinsurance contracts we write are written on a non-proportional or excess of loss treaty basis. As the ultimate level of business written by each cedant can only be estimated at the time the reinsurance is placed, the reinsurance contracts generally stipulate a minimum and deposit premium payable under the contract with an adjustable premium determined by variables such as the number of contracts covered by the reinsurance, the total premium received by the cedant and the nature of the exposures assumed. Minimum and deposit premiums generally cover the majority of premiums due under such treaty reinsurance contracts and the adjustable portion of the premium is usually a small portion of the total premium receivable. For excess of loss contracts, the minimum and deposit premium, as defined in the contract, is generally considered to be the best estimate of the contract's written premium at inception. Accordingly, this is the amount we generally record as written premium in the period the underlying risks incept.

During the life of a contract, notifications from cedants and brokers may affect the estimate of ultimate premium and result in either increases or reductions in reported revenue. Changes in estimated adjustable premiums do not generally have a significant impact on short-term liquidity as the payment of adjustment premiums generally occurs after the expiration of a contract.

Many non-proportional treaties also include a provision for the payment to us by the cedant of reinstatement premiums based on loss experience under such contracts. Reinstatement premiums are

---

**Table of Contents**

the premiums charged for the restoration of the reinsurance limit of an excess of loss contract to its full amount after payment by the reinsurer of losses as a result of an occurrence. These premiums relate to the future coverage obtained during the remainder of the initial policy term and are included in revenue in the same period as the corresponding losses.

*Proportional treaties ( treaty pro rata ).* Estimates of premiums assumed under treaty pro rata reinsurance contracts are recorded in the period in which the underlying risks are expected to incept and are based on information provided by brokers and ceding companies and estimates of the underlying economic conditions at the time the risk is underwritten. We estimate premium receivable initially and update our estimates regularly throughout the contract term based on treaty statements received from the ceding company.

The reported gross written premiums for treaty pro rata business include estimates of premiums due to us but not yet reported by the cedant because of time delays between contracts being written by our cedants and their submission of treaty statements to us. This additional premium is normally described as pipeline premium. Treaty statements disclose information on the underlying contracts of insurance written by our cedants and are generally submitted on a monthly or quarterly basis, from 30 to 90 days in arrears. In order to report all risks incepting prior to a period end, we estimate the premiums written between the last submitted treaty statement and the period end.

Property treaty pro rata made a significant contribution to our reinsurance segment where we wrote \$171.3 million in gross written premium in 2012 (2011 \$136.0 million), or 14.0% of our reinsurance segment, of which \$52.5 million was estimated (2011 \$46.7 million) and \$118.8 million was reported by the cedants (2011 \$89.3 million). Excluding the impact of fixed costs such as reinsurance premiums and operating expenses, we estimate that the impact of a \$1.0 million increase in our estimated gross premiums written in our property treaty pro rata business would increase net income before tax by \$0.1 million for our property reinsurance segment for the year to December 31, 2012. Conversely in the year to December 31, 2011, property treaty pro rata posted a loss and as a result a \$1.0 million increase in our estimated gross premiums written would decrease our net income before tax by \$0.8 million for our property reinsurance segment.

The most likely drivers of change in the estimates in decreasing order of magnitude are:

changes in the renewal rate or rate of new business acceptances by the cedant insurance companies leading to lower or greater volumes of ceded premiums than our estimate, which could result from changes in the relevant primary market that could affect more than one of our cedants or could be a consequence of changes in marketing strategy or risk appetite by a particular cedant;

changes in the rates being charged by cedants; and

differences between the pattern of inception dates assumed in our estimate and the actual pattern of inception dates.

We anticipate that ultimate premiums might reasonably be expected to vary by up to 5% as a result of variations in one or more of the assumptions described above, although larger variations are possible. Based on gross written premiums of \$171.3 million (2011 \$136.0 million) in our property reinsurance treaty pro rata account as of December 31, 2012, a variation of 5% could increase or reduce net income before taxation by approximately \$0.9 million (2011 \$5.2 million).

## **Table of Contents**

*Earned premiums.* Premiums are recognized as earned over the policy exposure periods. The premium related to the unexpired portion of each policy at the end of the reporting period is included in the balance sheet as unearned premiums.

## **Reserving Approach**

We are required by U.S. GAAP to establish loss reserves for the estimated unpaid portion of the ultimate liability for losses and loss expenses ( ultimate losses ) under the terms of our policies and agreements with our insured and reinsured customers. Our loss reserves comprise the following components:

the cost of claims reported to us but not yet paid known as case reserves ( case reserves );

the cost of claims that have not yet been reported to use known as IBNR claims; and

the associated expenses with settling claims, including legal and other fees and the general expenses of administering the claims adjustment process, known as the loss adjustment expenses ( LAE ).

Prior to the selection by management of the reserves to be included in our financial statements, our actuarial team employs a number of techniques to establish a range of estimates from which they consider it reasonable for management to select a best estimate (the actuarial range ).

*Case reserves.* For reported claims, reserves are established on a case-by-case basis within the parameters of coverage provided in the insurance policy or reinsurance agreement. In estimating the cost of these claims, we consider circumstances related to the claims as reported, any information available from cedants, lawyers and loss adjustors and information on the cost of settling claims with similar characteristics in previous periods. In addition, for significant events such as Superstorm Sandy which made landfall in late October 2012 in the Northeast of the U.S., the detailed analysis of our potential exposures includes information obtained directly from cedants which has yet to be processed through market systems enabling us to reduce the time lag between a significant event occurring and establishing case reserves. This additional information is also incorporated into the analysis used to determine the actuarial IBNR. Reinsurance intermediaries are used to assist in obtaining and validating information from cedants but we establish all reserves. In addition, we may engage loss adjusters and perform on site cedant audits to validate the information provided. Disputes do occur with cedants, but the number and frequency are generally low. In the event of a dispute, intermediaries are used to try to resolve the dispute. If a resolution cannot be reached, then the contracts typically provide for binding arbitration.

*IBNR claims.* The need for IBNR reserves arises from time lags between when a loss occurs and when it is actually reported and settled. By definition, we do not have specific information on IBNR claims so they need to be estimated by actuarial methodologies. IBNR reserves are therefore generally calculated at an aggregate level and cannot generally be identified as reserves for a particular loss or contract. We calculate IBNR reserves by line of business and by accident year within that line. Where appropriate, analyses may be conducted on sub-sets of a line of business. IBNR reserves are calculated by projecting our ultimate losses on each line of business and subtracting paid losses and case reserves.

*Sources of information.* Claims information received typically includes the loss date, details of the claim, the recommended reserve and reports from the loss adjusters dealing with the claim. In respect

## Table of Contents

of pro rata treaties we receive regular statements (bordereaux) which provide paid and outstanding claims information, often with large losses separately identified. Following widely reported loss events such as natural catastrophes and airplane crashes we adopt a proactive approach to establish our likely exposure to claims by reviewing policy listings and contacting brokers and policyholders as appropriate.

*Actuarial Methodologies.* The main projection methodologies that are used by our actuaries are:

*Initial expected loss ratio ( IELR ) method:* This method calculates an estimate of ultimate losses by applying an estimated loss ratio to an estimate of ultimate earned premium for each accident year. The estimated loss ratio may be based on pricing information and/or industry data and/or historical claims experience revalued to the year under review.

*Bornhuetter-Ferguson ( BF ) method:* The BF method uses as a starting point an assumed IELR and blends in the loss ratio, which is implied by the claims experience to date using benchmark loss development patterns on paid claims data ( Paid BF ) or reported claims data ( Reported BF ). Although the method tends to provide less volatile indications at early stages of development and reflects changes in the external environment, it can be slow to react to emerging loss development and can, if the IELR proves to be inaccurate, produce loss estimates which take longer to converge with the final settlement value of loss.

*Loss development ( Chain Ladder ) method:* This method uses actual loss data and the historical development profiles on older accident years to project more recent, less developed years to their ultimate position.

*Exposure-based method:* This method is typically used for specific large catastrophic events such as a major hurricane. All exposure is identified and we work with known market information and information from our cedants to determine a percentage of the exposure to be taken as the ultimate loss.

In addition to these methodologies, our actuaries may use other approaches depending upon the characteristics of the line of business and available data.

In general terms, the IELR method is most appropriate for lines of business and/or accident years where the actual paid or reported loss experience is not yet mature enough to modify our initial expectations of the ultimate loss ratios. Typical examples would be recent accident years for lines of business in the casualty reinsurance segment. The BF method is generally appropriate where there are few reported claims and a relatively less stable pattern of reported losses. Typical examples would be our treaty risk excess line of business in our reinsurance segment and marine hull line of business in our insurance segment. The Chain Ladder method is appropriate when there are relatively stable patterns of loss emergence and a relatively large number of reported claims. Typical examples are the U.K. commercial property and U.K. commercial liability lines of business in our international insurance segment.

*Reserving procedures and process.* Our actuaries calculate the IELR, BF and Chain Ladder and, if appropriate, other methods for each line of business and each accident year. They then provide a range of ultimates within which management's best estimate is most likely to fall. This range will usually reflect a blend of the various methodologies. These methodologies involve significant subjective judgments reflecting many factors, including but not limited to, changes in legislative conditions, changes in judicial interpretation of legal liability policy coverages and inflation. Our actuaries

## **Table of Contents**

collaborate with our underwriting, claims, legal and finance teams in identifying factors which are incorporated in their range of ultimates in which management's best estimate is most likely to fall. The actuarial ranges are not intended to include the minimum or maximum amount that the claims may ultimately settle at, but are designed to provide management with ranges from which it is reasonable to select a single best estimate for inclusion in our financial statements.

There are no differences between our year-end and our quarterly internal reserving procedures and processes because our actuaries perform the basic projections and analyses described above for each line of business.

*Selection of reported gross reserves.* Management, through its Reserve Committees, then reviews the range of actuarial estimates, which to date it has not adjusted, and any other evidence before selecting its best estimate of reserves for each line of business and accident year. Management can select its best estimate outside the range provided by the actuaries, but to date gross reserves have been within the range of actuarial estimates. This provides the basis for the recommendation made by management to the Audit Committee and the Board regarding the reserve amounts to be recorded in the Company's financial statements.

There are two Reserve Committees, one for each of the insurance and reinsurance segments. Common membership to both committees includes the Group Head of Risk (the acting Chair), the Group Chief Actuary, the Group Chief Financial Officer, the Chairman of Aspen Insurance and the Chief Underwriting Officer of Aspen Re. Senior members of the insurance and reinsurance segment underwriting and claims staff comprise the remaining members of each committee.

Each line of business is reviewed in detail by management, through its Reserve Committee, at least once a year; the timing of such reviews varies throughout the year. Additionally, for all lines of business, we review the emergence of actual losses relative to expectations every fiscal quarter. If warranted from these loss emergence tests, we may accelerate the timing of our detailed actuarial reviews.

*Uncertainties.* While the management selected reserves make a reasonable provision for unpaid loss and loss adjustment expense obligations, we note that the process of estimating required reserves does, by its very nature, involve uncertainty and therefore the ultimate claims may fall outside the actuarial range. The level of uncertainty can be influenced by such factors as the existence of coverage with long duration reporting patterns and changes in claims handling practices, as well as the other factors described above.

Because many of the coverages underwritten involve claims that may not be ultimately settled for many years after they are incurred, subjective judgments as to the ultimate exposure to losses are an integral and necessary component of the loss reserving process. We review our reserves regularly, using a variety of statistical and actuarial techniques to analyze current claims costs, frequency and severity data, and prevailing economic, social and legal factors. Reserves established in prior periods are adjusted as claims experience develops and new information becomes available.

Estimates of IBNR are generally subject to a greater degree of uncertainty than estimates of the cost of settling claims already notified to us, where more information about the claim event is generally available. IBNR claims often may not be apparent to the insured until many years after the event giving rise to the claims has happened. Lines of business where the IBNR proportion of the total reserve is high, such as liability insurance, will typically display greater variations between initial estimates and final outcomes because of the greater degree of difficulty of estimating these reserves.

---

**Table of Contents**

Lines of business where claims are typically reported relatively quickly after the claim event tend to display lower levels of volatility between initial estimates and final outcomes. Reinsurance claims are subject to a longer time lag both in their reporting and in their time to final settlement. The time lag is a factor which is included in the projections to ultimate claims within the actuarial analyses and helps to explain why in general a higher proportion of the initial reinsurance reserves are represented by IBNR than for insurance reserves for business in the same class. Delays in receiving information from cedants are an expected part of normal business operations and are included within the statistical estimate of IBNR to the extent that current levels of backlog are consistent with historical data. Currently, there are no processing backlogs which would materially affect our financial statements.

Allowance is made, however, for changes or uncertainties which may create distortions in the underlying statistics or which might cause the cost of unsettled claims to increase or reduce when compared with the cost of previously settled claims, including:

changes in our processes which might accelerate or slow down the development and/or recording of paid or incurred claims;

changes in the legal environment (including challenges to tort reform);

the effects of inflation;

changes in the mix of business;

the impact of large losses; and

changes in our cedants' reserving methodologies.

These factors are incorporated in the recommended reserve range from which management selects its best point estimate. As at December 31, 2012, a 5% change in the gross reserve for IBNR losses would have equated to a change of approximately \$128.9 million in loss reserves which would represent 43.6% of income before income tax for the twelve months ended December 31, 2012. As at December 31, 2011, a 5% change in the gross reserve for IBNR losses would have equated to a change of approximately \$124.9 million in loss reserves which would represent 84.8% of loss before income tax for the twelve months ended December 31, 2011.

There are specific areas of our selected reserves which have additional uncertainty associated with them. In property reinsurance, there is still the potential for adverse development from litigation associated with Hurricane Katrina. With Superstorm Sandy being the most recent catastrophe event, there remains uncertainty and potential for adverse development. In casualty reinsurance, there are additional uncertainties associated with claims emanating from the global financial crisis. There is also a potential for new areas of claims to emerge as underlying this segment are many long-tail lines of business. In the insurance segment, we wrote a book of financial institutions risks which have a number of notifications relating to the financial crisis in 2008 and 2009. In each case, management believes that they have selected an appropriate best estimate based on current information and current analyses.

*Loss Reserving Sensitivity Analysis:* The most significant key assumptions identified in the reserving process are that (1) the historic loss development and trend experience is assumed to be indicative of future loss development and trends, (2) the information developed from internal and independent external sources can be used to develop meaningful estimates of the initial expected ultimate loss ratios, and (3) no significant losses or types of losses will emerge that are not represented in either the initial expected loss ratios or the historical development patterns.

**Table of Contents**

The selected best estimate of reserves is typically in excess of the mean of the actuarial reserve estimates. The Company believes that there is potentially significant risk in estimating loss reserves for long-tail lines of business and for immature accident years that may not be adequately captured through traditional actuarial projection methodologies. As discussed above, these methodologies usually rely heavily on projections of prior year trends into the future. In selecting its best estimate of future liabilities, the Company considers both the results of actuarial point estimates of loss reserves as well as the potential variability of these estimates as captured by a reasonable range of actuarial reserve estimates. In determining the appropriate best estimate, the Company reviews (i) the position of overall reserves within the actuarial reserve range, (ii) the result of bottom up analysis by accident year reflecting the impact of parameter uncertainty in actuarial calculations, and (iii) specific qualitative information on events that may have an effect on future claims but which may not have been adequately reflected in actuarial mid-point estimates, such as the potential for outstanding litigation or claims practices of cedants to have an adverse impact.

In order to show the potential variability in the Company's estimate of loss reserves, the internal actuaries use stochastic modeling techniques around their mean estimate. We believe that stochastic modeling provides a distribution against which selected reserves can be assessed for which we show the probability of various outcomes relative to the actuarial mean estimate. Stochastic modeling provides a range of potential outcomes as reserve movements will be caused by any number of factors, and as such it is unlikely that only one factor will change in a given period; stochastic modeling techniques will reflect the impact from many factors. The output from the stochastic modeling is more meaningful at a segmental level and is therefore not provided at a line of business level.

*Actuarial range of gross reserves.* The following tables show the 10th percentile, 25th percentile, actuarial mean estimate, 75th percentile and 90th percentile together with the actual percentile that the selected loss reserves represent. The following table sets out the actuarial range of gross reserves for each of our segments and compares it to management's selected best estimate as at December 31, 2012. Management's selected reserves include unallocated claims handling expenses which remain unchanged across all reserve distributions.

As at December 31, 2012							
Gross Reserves	Management's Selected		10th	25th	Mean	75th	90th
	Reserve	Percentile					
			(\$ in million, except for percentages)				
Reinsurance	\$ 2,983.7	75%	\$ 2,264.7	\$ 2,452.8	\$ 2,744.7	\$ 2,964.1	\$ 3,244.4
Insurance	1,796.0	72%	1,186.3	1,355.0	1,616.7	1,829.0	2,110.6
Diversification			457.7	296.1		(198.5)	(510.0)
Total Gross Losses and Loss Expense Reserves	\$ 4,779.7	87%	\$ 3,908.7	\$ 4,103.9	\$ 4,361.4	\$ 4,594.6	\$ 4,845.0

As at December 31, 2011							
Gross Reserves	Management's Selected		10th	25th	Mean	75th	90th
	Reserve	Percentile					
			(\$ in million, except for percentages)				
Reinsurance	\$ 2,953.5	75%	\$ 2,244.8	\$ 2,423.6	\$ 2,700.8	\$ 2,941.5	\$ 3,240.2
Insurance	1,571.7	75%	1,138.3	1,245.2	1,426.8	1,570.2	1,770.9
Diversification			402.5	250.8		(205.0)	(482.0)
Total Gross Losses and Loss Expense Reserves	\$ 4,525.2	90%	\$ 3,785.6	\$ 3,919.6	\$ 4,127.6	\$ 4,306.7	\$ 4,529.1



## **Table of Contents**

The above represents a distribution from our internal capital model for reserving risk based upon our current state of knowledge and application of actuarial principles. The model itself has many explicit and implicit assumptions relating to the incurred pattern of claims, the expected ultimate settlement amount, inflation and dependencies between lines of business. If any of these assumptions underlying the model were to prove incorrect, then a materially different reserving distribution may result.

The 10th percentile represents a 1 in 10 chance that, for example, reinsurance reserves will be at or lower than \$2,264.7 million. The 90th percentile represents a 1 in 10 chance that reserves will be at or greater than \$3,244.4 million. Diversification reflects the fact that not all the segments are perfectly correlated; that is, we would not expect all lines of business to run off better than or worse than the mean at the same time.

If the ultimate liabilities equate to the mean actuarial estimate, then the impact from the change in loss reserves would be to increase net income before tax by \$418.3 million (being the difference between the selected loss reserves of \$4,779.7 million and the mean value of \$4,361.4 million), although the impact of such a change is unlikely to be recognized in one calendar year due to the unwinding of experience against expectations taking many years.

Conversely, if the ultimate liabilities equate to the estimated 90th percentile, then the impact from the change in loss reserves would be to reduce net income before tax by \$65.3 million (being the difference between the selected loss reserves of \$4,779.7 million and the 90th percentile value of \$4,845.0 million), although the impact of such a change is unlikely to be recognized in one calendar year.

Changes in loss reserve estimates would not have an immediate effect on our liquidity as settlement of insurance liabilities typically can take a number of years. See Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity for a discussion of liquidity risks.

*Actuarial range of net reserves.* In determining the range of net reserves, we estimate recoveries due under our proportional and excess of loss reinsurance programs. For proportional reinsurance we apply the appropriate cession percentages to estimate how much of the gross reserves will be collectable. For excess of loss recoveries, individual large losses are modeled through our reinsurance program. An assessment is also made of the collectability of reinsurance recoveries taking into account market data on the financial strength of each of the reinsurance companies. The net actuarial range for reserves for losses and loss expenses assuming that net reserves move in proportion to gross would be between \$3,908.7 million at the 10th percentile and \$4,845.0 million at the 90th percentile. The actual net reserves established as at December 31, 2012 were \$4,280.7 million (2011 - \$4,098.6 million).

## **Investments**

We currently classify all except \$458.5 million of our fixed income maturity investments and short-term investments as available for sale and, accordingly, they are carried at estimated fair value. The Company uses quoted values and other data provided by internationally recognized independent pricing sources as inputs into its process for determining the fair value of its fixed income investments. Where multiple quotes or prices are obtained, a price source hierarchy is maintained in order to determine which price source provides the fair value (i.e., a price obtained from a pricing service with more seniority in the hierarchy will be used over a less senior one in all cases). The hierarchy prioritizes pricing services based on availability and reliability and assigns the highest priority to index providers.

**Table of Contents**

The fair value for mortgage-backed and other asset-backed debt securities includes estimates regarding prepayment assumptions, which are based on current market conditions. Amortized cost in relation to these securities is calculated using a constant effective yield based on anticipated prepayments and estimated economic lives of the securities. When actual prepayments differ significantly from anticipated prepayments, the effective yield is recalculated to reflect actual payments to date. Changes in estimated yield are recorded on a retrospective basis, which result in future cash flows being used to determine current book value.

*Other-than-temporary Impairment of Investments.* A security is impaired when its fair value is below its amortized cost. The Company reviews its available for sale fixed income investment portfolio on an individual security basis for potential other-than-temporary impairment ( OTTI ) each quarter based on criteria including issuer-specific circumstances, credit ratings actions and general macro-economic conditions. For further discussion, see Note 2(c) in our consolidated financial statements, Basis of Preparation and Significant Accounting Policies Accounting for Investments, Cash and Cash Equivalents.

**Table of Contents****Results of Operations**

Our consolidated financial statements are prepared in accordance with U.S. GAAP. The discussions that follow include tables and discussions relating to our consolidated income statement and our segmental operating results for the twelve months ended December 31, 2012, 2011 and 2010.

**Consolidated Income Statement**

	December 31, 2012	Twelve Months Ended December 31, 2011	December 31, 2010
	(\$ in millions, except for percentages)		
<b>Revenues</b>			
Gross written premiums	\$ 2,583.3	\$ 2,207.8	\$ 2,076.8
Net premiums written	2,246.9	1,929.1	1,891.1
Gross premiums earned	2,385.0	2,141.1	2,094.3
Net premiums earned	2,083.5	1,888.5	1,898.9
Net investment income	204.9	225.6	232.0
Realized and unrealized investment gains	35.4	46.8	61.1
Other income	5.6	10.5	11.6
<b>Total Revenues</b>	<b>2,329.4</b>	<b>2,171.4</b>	<b>2,203.6</b>
<b>Expenses</b>			
Insurance losses and loss adjustment expenses	1,238.5	1,556.0	1,248.7
Policy acquisition expenses	381.2	347.0	328.5
General, administrative and corporate expenses <sup>(1)</sup>	345.1	284.5	258.6
Interest on long-term debt	30.9	30.8	16.5
Change in fair value of derivatives	28.4	59.9	0.2
Realized and unrealized investment losses	8.6	16.5	10.5
Net realized and unrealized exchange (gains)/losses	(3.4)	6.7	(2.2)
Other expense	4.7	17.3	2.5
<b>Total Expenses</b>	<b>2,034.0</b>	<b>2,318.7</b>	<b>1,863.3</b>
Income/(loss) from operations before income tax	295.4	(147.3)	340.3
Income tax (expense)/benefit	(15.0)	37.2	(27.6)
<b>Net Income/(Loss)<sup>(1)</sup></b>	<b>\$ 280.4</b>	<b>\$ (110.1)</b>	<b>\$ 312.7</b>
<b>Ratios</b>			
Loss ratio	59.4%	82.4%	65.8%
Expense ratio <sup>(1)</sup>	34.9%	33.5%	30.9%
Combined ratio	94.3%	115.9%	96.7%

(1) In 2012, the Company adopted the provision of ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful business acquisition. For more information on the impact of ASU 2010-26, see Note 2(1) in our consolidated financial statements, *Basis of Preparation and Significant Accounting Policies - New Accounting Policies*.

**Table of Contents**

*Gross written premiums.* The following table analyzes the overall change in gross written premiums in the twelve months ended December 31, 2012, 2011 and 2010.

Business Segment	Gross Written Premiums for the Twelve Months Ended December 31,				
	2012		2011		2010
	(\$ in millions)	% change	(\$ in millions)	% change	(\$ in millions)
Reinsurance	\$ 1,227.9	3.4%	\$ 1,187.5	2.2%	\$ 1,162.2
Insurance	1,355.4	32.8%	1,020.3	11.6%	914.6
<b>Total</b>	<b>\$ 2,583.3</b>	<b>17.0%</b>	<b>\$ 2,207.8</b>	<b>6.3%</b>	<b>\$ 2,076.8</b>

Gross written premiums included reinstatement premiums and other premiums receivable directly related to losses arising from all catastrophic events of \$11.1 million (2011 \$32.5 million; 2010 \$12.0 million).

Total gross written premiums increased by 17.0% in 2012 compared to 2011 due predominantly to the continued development of our U.S. insurance platform. Gross written premiums in our insurance segment increased by 32.8% from 2011, primarily from the new programs business and U.S. property, which benefited from rate increases in the year and our financial and professional lines. Increases in our marine, energy and transportation insurance were mainly due to increased premiums for marine, energy and construction liability business which achieved significant rate increases following a series of industry losses in the past year. Gross written premiums in our reinsurance segment have increased due to growth in our property catastrophe and casualty business lines, which recognized loss-related additional premiums, offset by decreased premiums written in property risk excess and international casualty reinsurance within our other property reinsurance and casualty reinsurance lines, respectively. In 2011, the principal growth in premiums was in our insurance segment, mainly from our U.S. insurance lines as we started benefiting from our investment in 2010 in the U.S.

*Ceded reinsurance.* Total reinsurance ceded in 2012 increased by \$57.7 million compared to 2011. Ceded reinsurance premiums have increased for the insurance segment in line with increases in gross written premiums. Ceded reinsurance premiums reduced for the reinsurance segment as 2011 included additional cover purchased following significant catastrophe losses early in that year.

Business Segment	Ceded Reinsurance Written Premiums for the Twelve Months Ended December 31,				
	2012		2011		2010
	(\$ in millions)	% change	(\$ in millions)	% change	(\$ in millions)
Reinsurance	\$ 71.0	(20.6)%	\$ 89.4	104.6%	\$ 43.7
Insurance	265.4	40.2%	189.3	33.3%	142.0
<b>Total</b>	<b>\$ 336.4</b>	<b>20.7%</b>	<b>\$ 278.7</b>	<b>50.1%</b>	<b>\$ 185.7</b>

The reinsurance costs in the reinsurance segment increased significantly compared to 2010 due to the high level of catastrophes in early 2011 resulting in our decision to purchase additional cover for the third quarter's wind season. Reinsurance costs also increased for the insurance segment in 2011 as we purchased advanced protection for our new U.S. professional lines business as well as an increase in the U.S. property program.

*Net premiums earned.* Net premiums earned have increased by \$195.0 million, or 10.3%, in 2012 compared to 2011, consistent with the increase in gross earned premiums and the cost of our reinsurance purchased in the period. Net premiums earned have decreased by \$10.4 million, or 0.5%.

**Table of Contents**

in 2011 compared to 2010 due to the recognition of earned premiums associated with the additional reinsurance purchased to protect the second half of 2011 following the large losses in the first half of the year. The changes in net premiums earned for each of our segments were as follows:

Business Segment	Net Premiums Earned for the Twelve Months Ended December 31,				
	2012		2011		2010
	(\$ in millions)	% change	(\$ in millions)	% change	(\$ in millions)
Reinsurance	1,132.4	2.2%	1,108.3	(2.9)%	1,141.8
Insurance	951.1	21.9%	780.2	3.1%	757.1
<b>Total</b>	<b>\$ 2,083.5</b>	<b>10.3%</b>	<b>\$ 1,888.5</b>	<b>(0.5)%</b>	<b>\$ 1,898.9</b>

*Losses and loss adjustment expenses.* Losses and loss adjustment expenses have reduced from \$1,556.0 million in 2011 to \$1,238.5 million in 2012 primarily due to the reduced level of catastrophe losses in 2012 compared to 2011. Losses in 2012 included \$200.6 million of net losses from Superstorm Sandy, \$17.1 million from losses associated with the severe weather in the U.S. in February and March 2012 and Hurricane Isaac in August 2012 as well as \$38.2 million of losses in respect of claims arising from the sinking of the Costa Concordia cruise liner in January 2012. In 2011, we experienced \$534.3 million of net losses from natural disasters (principally the Japanese earthquake and tsunami, U.S. tornadoes, Thai floods, Australian floods and New Zealand earthquakes). In 2010, we suffered \$127.9 million of net losses from the Chilean earthquake and \$52.8 million from the New Zealand earthquake. Further information relating to movements in prior year reserves can be found below under Reserves for Loss and Loss Adjustment Expenses.

The loss ratio for 2012 of 59.4% decreased by 23.0 percentage points compared to 2011 due to the relatively benign year for catastrophes in 2012. Prior year reserve releases in our reinsurance segment increased from \$72.3 million in 2011 to \$102.2 million in 2012 following favorable development in U.S. casualty treaty, specialty reinsurance and other property business lines. The insurance segment had a \$35.2 million reserve release in 2012 from almost all lines, but especially from property, casualty and financial and professional lines compared to \$20.0 million reserve release in 2011 from the property, casualty and marine, energy and transportation insurance lines.

We have presented loss ratios both including and excluding the impact from catastrophe losses to aid in the analysis of the underlying performance of our segments. We have defined major 2012 catastrophe losses as losses associated with the severe weather conditions in the U.S. in February and March 2012, Hurricane Isaac in August 2012 and Superstorm Sandy in October 2012. We have defined major catastrophe losses in 2011 as losses associated with the U.S. storms (specifically related to Hurricane Irene which occurred in the third quarter of 2011, and related to the tornadoes in the second quarter of 2011) in addition to losses associated with the Australian floods and the New Zealand and Japanese earthquakes which occurred in the first quarter of 2011, and movements in losses associated with the 2010 catastrophe events (Chilean and New Zealand earthquakes) which were recognized in 2011. We have defined major 2010 catastrophe losses as losses associated with the Chilean earthquake in the first quarter of 2010 and the New Zealand earthquake in the third quarter of 2010.

The underlying changes in loss ratios by segment are shown in the table below. The total loss ratio represents the calendar year U.S. GAAP loss ratio. The current year adjustments represent catastrophe loss events which reflect net claims and reinstatement premium adjustments.

**Table of Contents**

	Total Loss Ratio	Current Year Adjustments	Loss Ratio Excluding Current Year Adjustments
<b>For the Twelve Months Ended December 31, 2012</b>			
Reinsurance	56.1%	(15.4)%	40.7%
Insurance	63.4	(4.7)	58.7
Total	59.4%	(10.6)%	48.8%

	Total Loss Ratio	Current Year Adjustments	Loss Ratio Excluding Current Year Adjustments
<b>For the Twelve Months Ended December 31, 2011</b>			
Reinsurance	97.7%	(51.2)%	46.5%
Insurance	60.6	(1.8)	58.8
Total	82.4%	(30.9)%	51.5%

	Total Loss Ratio	Current Year Adjustments	Loss Ratio Excluding Current Year Adjustments
<b>For the Twelve Months Ended December 31, 2010</b>			
Reinsurance	60.7%	(15.3)%	45.4%
Insurance	73.3		73.3
Total	65.8%	(9.2)%	56.6%

*Expenses.* We monitor the ratio of expenses to gross earned premium (the gross expense ratio) as a measure of the cost effectiveness of our policy acquisition, general, administrative and corporate processes. The table below presents the contribution of the policy acquisition expenses and general, administrative and corporate expenses to the gross expense ratios and the total net expense ratios for the twelve months ended December 31, 2012, 2011 and 2010. We also show the effect of reinsurance purchased which impacts the reported net expense ratio by expressing the expenses as a proportion of net earned premiums.

	Expense Ratios for the Twelve Months Ended December 31,		
	2012	2011	2010
Policy acquisition expense ratio	16.0%	16.2%	15.7%
General, administrative and corporate expense ratio	14.5	13.3	12.3
Gross expense ratio	30.5	29.5	28.0
Effect of reinsurance	4.4	4.0	2.9
Total net expense ratio	34.9%	33.5%	30.9%

The policy acquisition expense ratio, gross of the effect of reinsurance, has decreased to 16.0% in 2012 from 16.2% in 2011 due to a reduction in accruals for profit-related commissions and due to changes in the mix of business written. The policy acquisition expense ratio, gross of the effect of reinsurance, increased to 16.2% in 2011 from 15.7% for 2010 mainly as a result of increased commission in our insurance segment due to changes in the mix of business written. General, administrative and corporate expenses increased by 21.3% from \$284.5 million in 2011 to \$345.1 million in 2012, with the increased expenditure associated with our expansion into the U.S. admitted market and U.K. regional distribution network and increases in accruals for profit-related compensation.



**Table of Contents**

Changes in the acquisition and operating expense ratios to gross earned premiums, and the impact of reinsurance on net earned premiums by segment for each of the twelve months ended December 31, 2012, 2011 and 2010 are shown in the following tables:

Ratios Based on Gross Earned Premium	For the Twelve Months Ended December 31, 2012		
	Reinsurance	Insurance	Total
Policy acquisition expense ratio	17.2%	14.7%	16.0%
General and administrative expense ratio <sup>(1)</sup>	10.3	14.3	14.5
Gross expense ratio	27.5	29.0	30.5
Effect of reinsurance	1.8	6.9	4.4
Total net expense ratio	29.3%	35.9%	34.9%

Ratios Based on Gross Earned Premium	For the Twelve Months Ended December 31, 2011		
	Reinsurance	Insurance	Total
Policy acquisition expense ratio	16.6%	15.7%	16.2%
General and administrative expense ratio <sup>(1)</sup>	9.4	13.5	13.3
Gross expense ratio	26.0	29.2	29.5
Effect of reinsurance	1.9	6.3	4.0
Total net expense ratio	27.9%	35.5%	33.5%

Ratios Based on Gross Earned Premium	For the Twelve Months Ended December 31, 2010		
	Reinsurance	Insurance	Total
Policy acquisition expense ratio	17.1%	13.9%	15.7%
General and administrative expense ratio <sup>(1)</sup>	9.5	10.9	12.3
Gross expense ratio	26.6	24.8	28.0
Effect of reinsurance	0.9	5.0	2.9
Total net expense ratio	27.5%	29.8%	30.9%

(1) The total group general and administrative expense ratio includes corporate expenses.

*Net investment income.* In 2012, we generated net investment income of \$204.9 million, a decrease of 9.2% on the prior year (2011 \$225.6 million, 2010 \$232.0 million). In 2012, the continuing decline in our reinvestment rate over the last twelve months reflected lower yields on investment grade fixed income securities. Relative to 2010, in 2011 lower reinvestment rates and declining book yields from fixed income securities were partially offset by \$6.1 million of dividend income from global equity securities.

*Foreign exchange contracts.* We use forward exchange contracts to manage foreign currency risk. A forward foreign currency exchange contract involves an obligation to purchase or sell a specified currency at a future date at a price set at the time of the contract. Foreign currency exchange contracts will not eliminate fluctuations in the value of our assets and liabilities denominated in foreign currencies, but rather allow us to establish a rate of exchange for a future point in time. The foreign currency contracts are recorded as derivatives at fair value with changes



## Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

recorded as a change in fair value of derivative in the Company's statement of operations.

At December 31, 2012, we held foreign currency derivative contracts to purchase \$424.0 million of U.S. and foreign currency. For the twelve months ended December 31, 2012, these contracts incurred a loss of \$5.4 million (2011 \$4.5 million gain). The foreign currency contracts are recorded as

**Table of Contents**

derivatives at fair value with changes recorded as a change in fair value of derivatives in the statement of operations. At December 31, 2010, there were no outstanding foreign currency contracts.

*Interest rate swaps.* As at December 31, 2012, we held a number of standard fixed for floating interest rate swaps with a total notional amount of \$1.0 billion (2011 \$1.0 billion) due to mature between June 4, 2013 and November 9, 2020. The swaps are used in the ordinary course of our investment activities to partially mitigate the negative impact of rises in interest rates on the market value of our fixed income portfolio. As at December 31, 2012, there was a charge in respect of the interest rate swaps of \$23.0 million (2011 \$64.4 million charge).

During 2012, \$80.8 million in notional amount of our interest rate swaps terminated, as a result of which we entered into \$80.8 million notional 5-year interest rate swaps with termination dates in 2017. As at December 31, 2012, cash collateral with a fair value of \$52.0 million was transferred to the Company's counterparties to support the current valuation of the interest rate swaps (December 31, 2011 \$43.7 million). As at December 31, 2012, no non-cash collateral was transferred to the Company by its counterparties (December 31, 2011 \$Nil). In accordance with FASB ASC 860 *Topic Transfers and Servicing*, transfers of cash collateral are recorded on the balance sheet within Derivatives at Fair Value, while transfers in respect of non-cash collateral are disclosed but not recorded. No amount was recorded in our balance sheet as at December 31, 2012 (2011 \$Nil) for the pledged assets. Changes in the estimated fair value of derivatives are included in the statement of operations.

*Other revenues and expenses.* Other revenues and expenses in 2012 include the following:

	Twelve Months Ended December 31,		
	2012	2011	2010
	(in millions)		
<b>Other revenues and (expenses):</b>			
Realized and unrealized investment gains	\$ 35.4	\$ 46.8	\$ 61.1
Other income	5.6	10.5	11.6
Interest on long-term debt	(30.9)	(30.8)	(16.5)
Change in fair value of derivatives.	(28.4)	(59.9)	(0.2)
Realized and unrealized investment losses	(8.6)	(16.5)	(10.5)
Net realized and unrealized foreign exchange gains/(losses)	3.4	(6.7)	2.2
Other expense	(4.7)	(17.3)	(2.5)
<b>Total (expense)</b>	<b>\$ (28.2)</b>	<b>\$ (73.9)</b>	<b>\$ 45.2</b>

*Gross realized and unrealized gains on other investments.* These represent the share of earnings from our investment in Cartesian Iris Offshore Fund L.P. ( Cartesian ). Other income / (expense) is primarily due to movements in the value of deposit accounted and funds withheld contracts. Interest payable is the interest due on our Senior Notes, with the increase in 2011 being due to our issuance of an additional \$250.0 million of 6.0% Senior Notes in December 2010.

*Income/(loss) before tax.* Our results before tax comprise underwriting income of \$118.7 million (2011 loss of \$299.0 million; 2010 \$63.1 million); net investment income \$204.9 million (2011 \$225.6 million; 2010 \$232.0 million) and other expenses of \$28.2 million (2011 \$73.9 million; 2010 other income \$45.2 million). Our increase in underwriting income in 2012 compared to 2011 was due to a profitable underwriting year notwithstanding the impact of the losses from Superstorm Sandy and the Costa Concordia loss event. The reduction in underwriting income between 2010 and 2011 was mainly due to the pre-tax \$505.2 million of losses net of reinsurance and

## **Table of Contents**

reinstatement premiums in 2011 associated with the Japanese earthquake and tsunami, U.S. storms and Hurricane Irene, Thai floods, Australian floods and New Zealand earthquakes.

The reduction in investment income year on year is due to the continuing decline in our reinvestment rate over the last twelve months which reflected lower yields on investment grade fixed income securities. Other expenses are primarily corporate expenses, interest on long term debt, changes in the fair value of derivatives and investment and foreign exchange gains and losses.

The reduction in other expenses in 2012 compared to 2011 is due primarily to a \$31.5 million reduction in losses from derivative contracts. The increase in 2011 compared to 2010 is due to a \$59.7 million increase in losses from derivative contracts, a \$20.3 million reduction in net realized and unrealized investment gains and a \$14.3 million increase in interest expenses on long term debt.

*Income tax expense/credit.* There was an income tax expense of \$15.0 million in 2012 compared to an income tax credit of \$37.2 million in 2011 and a \$27.6 million tax expense in 2010. The effective tax rate in 2012 was 5.1% compared to 25.3% in 2011 and 8.1% in 2010. The tax charge in 2012 is representative of the geographic spread of our business between taxable and non-taxable jurisdictions. The tax credit in 2011 was due to a greater proportion of losses having been incurred by Operating Subsidiaries in tax paying jurisdictions, adjustments to prior years tax provisions as well as reductions in the U.K. corporation tax rates.

*Net income/loss.* In 2012, we had net income of \$280.4 million, equivalent to diluted earnings per ordinary share of \$3.38 based on the weighted average number of shares in issue during the period. In 2011, we had a net loss of \$110.1 million, equivalent to a basic and diluted loss per ordinary share of \$1.88 based on the weighted average number of shares in issue during the period due to the significant level of catastrophe events experienced in the year. In 2010, we had net income of \$312.7 million, equivalent to diluted earnings per ordinary share of \$3.62 based on the weighted average number of shares in issue during the period. Preference share dividends are deducted from net income for the purpose of calculating earnings per ordinary share.

## **Underwriting Results by Operating Segments**

We are organized into two business segments: Reinsurance and Insurance. The reinsurance segment consists of property catastrophe reinsurance, other property reinsurance, casualty reinsurance and specialty reinsurance. The insurance segment consists of property insurance, casualty insurance, marine, energy and transportation insurance, financial and professional lines insurance and programs business.

Management measures segment results on the basis of the combined ratio, which is obtained by dividing the sum of the losses and loss expenses, acquisition expenses and operating and administrative expenses by net premiums earned. Other than corporate expenses, indirect operating and administrative expenses are allocated to segments based on each segment's proportional share of gross earned premiums.

*Non-underwriting disclosures:* We have provided additional disclosures for corporate and other (non-underwriting) income and expenses. Corporate and other includes net investment income, net realized and unrealized investment gains or losses, corporate expenses, interest expenses, net realized and unrealized foreign exchange gains or losses and income taxes, which are not allocated to the underwriting segments. Corporate expenses are not allocated to the Company's operating segments as they typically do not fluctuate with the levels of premiums written and are not directly related to our segment operations. They include group executive costs, group finance costs, legal and actuarial costs, non-underwriting share-based compensation and certain strategic costs including new teams before they commence underwriting.

**Table of Contents**

We do not allocate our assets by segment as we evaluate underwriting results of each segment separately from the results of our investment portfolio. Segment profit or loss for each of the Company's operating segments is measured by underwriting profit or loss.

The following tables summarize gross and net premiums written and earned, underwriting results, and combined ratios and reserves for each of our business segments for the twelve months ended December 31, 2012, 2011 and 2010.

Information related to prior periods has been represented to conform to the current period presentation, where applicable.

	Twelve Months Ended December 31, 2012		
	Reinsurance	Insurance (\$ in millions)	Total
<b>Underwriting revenues</b>			
Gross written premiums	\$ 1,227.9	\$ 1,355.4	\$ 2,583.3
Net written premiums	1,156.9	1,090.0	2,246.9
Gross earned premiums	1,208.0	1,177.0	2,385.0
Net earned premiums	1,132.4	951.1	2,083.5
<b>Underwriting Expenses</b>			
Losses and loss expenses	635.3	603.2	1,238.5
Policy acquisition expenses	207.8	173.4	381.2
General and administrative expenses	123.9	168.2	292.1
Underwriting income	\$ 165.4	\$ 6.3	171.7
Corporate expenses			(53.0)
Net investment income			204.9
Realized and unrealized investment gains			35.4
Realized and unrealized investment (losses)			(8.6)
Change in fair value of derivatives			(28.4)
Interest on long-term debt			(30.9)
Net realized and unrealized foreign exchange gains			3.4
Other income			5.6
Other expenses			(4.7)
Income before income tax			295.4
Income tax expense			(15.0)
<b>Net income</b>			<b>\$ 280.4</b>
Net reserves for loss and loss adjustment expenses	\$ 2,811.3	\$ 1,469.4	\$ 4,280.7
<b>Ratios</b>			
Loss ratio	56.1%	63.4%	59.4%
Policy acquisition expense ratio	18.4	18.2	18.3
General and administrative expense ratio(1)	10.9	17.7	16.6
Expense ratio	29.3	35.9	34.9
Combined ratio	85.4%	99.3%	94.3%

(1) The total group general and administrative expense ratio includes the impact from corporate expenses.



**Table of Contents**

	Twelve Months Ended December 31, 2011		
	Reinsurance	Insurance (\$ in millions)	Total
<b>Underwriting revenues</b>			
Gross written premiums	\$ 1,187.5	\$ 1,020.3	\$ 2,207.8
Net written premiums	1,098.1	831.0	1,929.1
Gross earned premiums	1,190.6	950.5	2,141.1
Net earned premiums	1,108.3	780.2	1,888.5
<b>Underwriting Expenses</b>			
Losses and loss expenses	1,083.3	472.7	1,556.0
Policy acquisition expenses	197.7	149.3	347.0
General and administrative expenses <sup>(1)</sup>	111.8	128.0	239.8
Underwriting income/(loss) <sup>(1)</sup>	\$ (284.5)	\$ 30.2	(254.3)
Corporate expenses			(44.7)
Net investment income			225.6
Realized and unrealized investment gains			46.8
Realized and unrealized investment (losses)			(16.5)
Change in fair value of derivatives			(59.9)
Interest on long-term debt			(30.8)
Net realized and unrealized foreign exchange gains/(losses)			(6.7)
Other income			10.5
Other (expenses)			(17.3)
(Loss) before income tax <sup>1)</sup>			(147.3)
Income tax benefit			37.2
<b>Net (loss) <sup>(1)</sup></b>			<b>\$ (110.1)</b>
Net reserves for loss and loss adjustment expenses	\$ 2,770.0	\$ 1,328.6	\$ 4,098.6
<b>Ratios</b>			
Loss ratio	97.7%	60.6%	82.4%
Policy acquisition expense ratio	17.8	19.1	18.4
General and administrative expense ratio <sup>(1) (2)</sup>	10.1	16.4	15.1
Expense ratio <sup>(1)</sup>	27.9	35.5	33.5
Combined ratio <sup>(1)</sup>	125.6%	96.1%	115.9%

(1) The application of ASU 2010-26 has resulted in a net \$4.3 million increase in the general, administrative and corporate expenses for the twelve months ended December 31, 2011. For more information, see Note 2(l) in our consolidated financial statements, Basis of Preparation and Significant Accounting Policies – New Accounting Policies.

(2) The total group general and administrative expense ratio includes the impact from corporate expenses.

**Table of Contents**

	Twelve Months Ended December 31, 2010		
	Reinsurance	Insurance (\$ in millions)	Total
<b>Underwriting revenues</b>			
Gross written premiums	\$ 1,162.2	\$ 914.6	\$ 2,076.8
Net written premiums	1,118.5	772.6	1,891.1
Gross earned premiums	1,186.4	907.9	2,094.3
Net earned premiums	1,141.8	757.1	1,898.9
<b>Underwriting Expenses</b>			
Losses and loss expenses	693.5	555.2	1,248.7
Policy acquisition expenses	202.4	126.1	328.5
General and administrative expenses <sup>(1)</sup>	112.3	99.4	211.7
Underwriting income/(loss) <sup>(1)</sup>	\$ 133.6	\$ (23.6)	110.0
Corporate expenses			(46.9)
Net investment income			232.0
Realized and unrealized investment gains			61.1
Realized and unrealized investment (losses)			(10.5)
Change in fair value of derivatives			(0.2)
Interest on long-term debt			(16.5)
Net realized and unrealized foreign exchange gains/(losses)			2.2
Other income			11.6
Other (expenses)			(2.5)
Income before income tax			340.3
Income tax (expense)			(27.6)
Net income			\$ 312.7
Net reserves for loss and loss adjustment expenses	\$ 2,243.9	\$ 1,296.7	\$ 3,540.6
<b>Ratios</b>			
Loss ratio	60.7%	73.3%	65.8%
Policy acquisition expense ratio	17.7	16.7	17.3
General and administrative expense ratio <sup>(1) (2)</sup>	9.8	13.1	13.6
Expense ratio <sup>(1)</sup>	27.5	29.8	30.9
Combined ratio <sup>(1)</sup>	88.2%	103.1%	96.7%

(1) The application of ASU 2010-26 has had no impact on the general, administrative and corporate expenses for the twelve months ended December 31, 2010. For more information, refer to Note 2(1) of our consolidated financial statements.

(2) The total group general and administrative expense ratio includes the impact from corporate expenses.

**Table of Contents****Reinsurance**

Our reinsurance segment consists of property catastrophe, other property reinsurance, casualty and specialty reinsurance. For a more detailed description of this segment, see Part I, Item 1, Business Business Segments Reinsurance and Note 5 of our consolidated financial statements, Segment Reporting.

*Gross written premiums.* The table below shows our gross written premiums for each line of business for the twelve months ended December 31, 2012, 2011 and 2010, and the percentage change in gross written premiums for each line:

Lines of Business	Gross Written Premiums for the Twelve Months Ended December 31,					
	2012		2011		2010	
	(\$ in millions)	% change	(\$ in millions)	% change	(\$ in millions)	
Property catastrophe reinsurance	\$ 311.3	1.4%	\$ 306.9	4.8%	\$ 292.9	
Other property reinsurance	313.4	12.3%	279.1	3.8%	268.9	
Casualty reinsurance	337.5	9.2%	309.1	(9.2)%	340.5	
Specialty reinsurance	265.7	(9.1)%	292.4	12.5%	259.9	
<b>Total</b>	<b>\$ 1,227.9</b>	<b>3.4%</b>	<b>\$ 1,187.5</b>	<b>2.2%</b>	<b>\$ 1,162.2</b>	

Gross written premiums in this segment were broadly in line with those in 2011 and 2010. The increase in gross written premiums arose from other property and casualty reinsurance business. The increase in other property is due to strong production from our proportional treaty and facultative business as we benefited from positive pricing momentum in catastrophe-exposed accounts while casualty benefited from favorable prior year premium adjustments.

In 2011, gross written premium increased from 2010 in specialty reinsurance due to growth in credit and surety and the recognition of loss-related additional premiums. We wrote more property catastrophe premium due to the impact of reinstatement premiums and some favorable pricing following the natural catastrophes in 2011. The increases were offset by reductions in casualty reinsurance where we continued to experience challenging market conditions and prices that did not meet our profitability requirements.

*Reinsurance ceded.* Total reinsurance ceded of \$71.0 million reduced by \$18.4 million from 2011. The reduction in ceded reinsurance in 2012 was due to us having purchased a greater amount of reinsurance in 2011 as a result of the unusually high frequency and severity of catastrophes in 2011. Total 2011 reinsurance ceded of \$89.4 million increased by \$45.7 million from 2010. In 2011, the reinsurance costs increased significantly compared to 2010 due to the high level of catastrophes in early 2011 resulting in our decision to purchase additional cover for the third quarter's wind season.

*Net premiums earned.* Net premiums earned have increased by \$24.1 million, or 2.2%, in 2012 compared to 2011, consistent with the increase in gross earned premiums and the reduction in the cost of our reinsurance purchased in the period. Net premiums earned decreased by \$33.5 million, or 2.9%, in 2011 compared to 2010 due to the recognition of earned premiums associated with the additional reinsurance purchased to protect the second half of 2011 following the large losses in the first half of the year.

*Losses and loss adjustment expenses.* The loss ratio in 2012 was 56.1% compared to 97.7% in 2011. The decrease in the loss ratio is primarily attributable to the reduced level of catastrophe losses



**Table of Contents**

in 2012 which experienced losses of \$164.9 million from Superstorm Sandy and U.S. tornadoes while 2011 experienced losses of \$552.6 million from the Australian floods, the New Zealand and Japanese earthquakes, the U.S. storms (including Hurricane Irene) and other natural catastrophes (U.S., Scandinavian and Asian weather-related events). There was also a \$29.9 million increase in prior year reserve releases from \$72.3 million in the twelve months ended December 31, 2011 compared to \$102.2 million in 2012.

The loss ratio in 2011 was 97.7% compared to 60.7% in 2010. The increase in the loss ratio is attributable to a high frequency of catastrophe losses in 2011 with \$253.7 million from the Japanese earthquake and tsunami, \$109.2 million from U.S. storms (including Hurricane Irene), \$73.3 million from the New Zealand earthquake, \$65.7 million from the Thai floods, \$22.3 million from the Australian floods and \$28.3 million from other natural catastrophes (U.S., Scandinavian and Asian weather-related events). All losses are net of reinsurance recoveries but before reinstatement premiums and tax. The increase in losses has been partly mitigated by a \$6.7 million increase in prior year reserve releases compared to 2010.

*Policy acquisition, general and administrative expenses.* Policy acquisition expenses were \$207.8 million for 2012, equivalent to 18.4% of net premiums earned (2011 \$197.7 million or 17.8% of net premiums earned; 2010 \$202.4 million or 17.7% of net premiums earned). The increase in the acquisition expense ratio is due to increases in profit commission accruals and a change in the business mix towards property proportional treaty business lines, which have higher average commission rates and away from structured risks business lines, which have lower average commission rates. The policy acquisition expense ratio of 17.8% of net premiums earned for 2011 was 0.1 percentage point higher than in 2010 due to our purchase of additional reinsurance in 2011 reducing our net earned premium.

General and administrative expenses were \$123.9 million for 2012, a \$12.1 million increase from 2011, attributable mainly to higher performance-related compensation accruals following the lower loss activity of 2012. The general and administrative expenses ratio of 10.1% in 2011 increased from 9.8% in 2010 due to an increase in general expenses as we continued to invest in the development of the business and growth of existing offices. The general and administrative expense ratio for the twelve months ended December 31, 2012 was 10.9% (2011 10.1%; 2010 9.8%).

**Insurance**

Our insurance segment consists of property insurance, casualty insurance, marine, energy and transportation insurance, financial and professional lines insurance and programs business. For a more detailed description of this segment, see Part I, Item 1, Business Segments Insurance and Note 5 of our consolidated financial statements, Segment Reporting.

**Table of Contents**

*Gross written premiums.* The table below shows our gross written premiums for each line of business for the twelve months ended December 31, 2012, 2011 and 2010, and the percentage change in gross written premiums for each line:

Lines of Business	Gross Written Premiums				
	For the Twelve Months		For the Twelve Months		For the Twelve
	Ended December 31, 2012	% change	Ended December 31, 2011	% change	Months
	(\$ in millions)		(\$ in millions)		Ended December 31, 2010
					(\$ in millions)
Property insurance	\$ 239.7	18.5%	\$ 202.3	17.8%	\$ 171.7
Casualty insurance	192.8	51.6%	127.2	(14.2)%	148.2
Marine, energy and transportation insurance	530.9	22.8%	432.2	(0.7)%	435.1
Financial and professional lines insurance	271.6	17.8%	230.5	44.4%	159.6
Programs	120.4	328.5%	28.1	%	
Total	\$ 1,355.4	32.8%	\$ 1,020.3	11.6%	\$ 914.6

Overall, premiums have increased by 32.8% in 2012 compared to 2011. The increase in gross written premium is across all business lines with \$207.6 million of the total increase from our U.S. based teams following our recent expansion particularly in the programs business. Increases in our marine, energy and transportation insurance were mainly due to increased premiums for marine, energy and construction liability business which achieved significant rate increases following a series of industry losses in the past year. Gross written premiums from our financial and professional lines have increased due to growth in business written by our U.S. based surety management and professional liability teams.

Premiums increased by 11.6% in 2011 compared to 2010. The increase in gross written premium was mainly attributable to the financial and professional lines where we experienced additional demand, in particular for our kidnap and ransom products, and to the continued development of our U.S. professional lines business. Increases in gross written premium in property were due to U.S. property which benefited from rate increases in the year. Gross written premiums in our casualty insurance lines reduced compared to 2010 where we declined business that did not meet our profitability requirements coupled with higher client retention in some classes. We also expanded our programs account with a major new contract for a successful New York based managing general agent which was bound in September.

*Reinsurance ceded.* Reinsurance ceded for 2012 was \$265.4 million, an increase of \$76.1 million from 2011. Ceded reinsurance premiums have increased for the insurance segment in line with increases in gross written premiums. Reinsurance ceded in 2011 increased by \$47.3 million from 2010 as we purchased advanced protection for our new U.S. professional lines business as well as an increase in the U.S. property program.

*Net premiums earned.* Net premiums earned have increased by \$170.9 million, or 21.9%, in 2012 compared to 2011 which is consistent with the increase in gross earned premiums and the increase in the cost of our reinsurance purchased in the period. Net premiums earned increased by \$23.1 million, or 3.1%, in 2011 compared to 2010, consistent with the increase in gross written and gross earned premiums.

*Losses and loss adjustment expenses.* The loss ratio for 2012 was 63.4% compared to 60.6% for 2011 (2010 73.3%). The deterioration in the loss ratio is the result of losses in 2012 including

---

## **Table of Contents**

\$24.8 million of losses in respect of claims arising from the sinking of the Costa Concordia cruise liner in January 2012 and \$49.8 million of losses from claims arising from Superstorm Sandy in the fourth quarter of 2012. The increase in losses was partly offset by a \$15.2 million increase in prior year reserve releases to \$35.2 million compared to a \$20.0 million reserve release in 2011.

In 2011, there was a \$20.0 million prior year reserve release compared to a \$44.2 million reserve strengthening in 2010. We experienced limited catastrophe losses in this segment of \$14.2 million in 2011, while 2010 was impacted by \$35.3 million of net losses from two oil pipeline spills and a gas explosion in California in addition to \$10.7 million of losses from the Deepwater Horizon oil spill. Prior year reserve releases are further discussed under Reserves for Losses and Loss Expenses.

*Policy acquisition, general and administrative expenses.* Policy acquisition expenses of \$173.4 million for 2012 were equivalent to 18.2% of net premiums earned (2011 \$149.3 million or 19.1% of net earned premium; 2010 \$126.1 million or 16.7% of net earned premium). This was mainly due to a reduction in profit-related commission accruals as well as to a change in the mix of business written where we have written a higher proportion of casualty business which has lower average commission rates. Another factor was the increase in loss related premiums in property and marine liability that do not incur additional acquisition costs. General and administrative expenses of \$168.2 million in 2012 have increased from \$128.0 million in 2011 mainly due to our continued build out of our U.S. operations.

Policy acquisition expenses for 2011 increased by \$23.2 million from 2010 with the cost increase reflecting the increase in gross written premiums. General and administrative expenses of \$128.0 million in 2011 increased by \$28.6 million from 2010 mainly due to our continued build out of our U.S. operations. We had increased expenditure in 2010 associated with our expansion into the U.S. admitted market and U.K. regional distribution network offset by reductions in performance-related compensation in 2010.

## **Balance Sheet**

### ***Total cash and investments***

At December 31, 2012 and December 31, 2011, total cash and investments, including accrued interest receivable, were \$8.2 billion and \$7.6 billion, respectively.

As of December 31, 2012 and December 31, 2011, the average credit rating of our fixed income portfolio was AA. We did not make any material changes to our fixed income sector positions and in September 2012 we began to build a new BB High Yield portfolio focused on the U.S. corporate market. As at December 31, 2012, we had invested \$24.6 million in BB High Yield Bonds. We continued to maintain our fixed to floating interest rate swap positions with a total notional amount of \$1.0 billion as at December 31, 2012 (2011 \$1.0 billion). For further discussion on interest rate swaps, see Note 9 in our consolidated financial statements, Derivative Financial Instruments.

Book yield at December 31, 2012 on the fixed income portfolio was 2.88%, a decrease of 49 basis points from 3.37% at December 2011, as a result of the continuing low interest rate environment. The average duration of the fixed income portfolio was 3.0 years at December 31, 2012, excluding the impact of interest rate swaps, or 2.5 years including the impact of interest rate swaps.

Unrealized gains in the available for sale investment portfolio, including equity securities, at the end of December 31, 2012 were \$354.9 million, an increase of \$19.1 million from 2011, and an increase of \$115.4 million from 2010. Unrealized gains have increased over time as a result of the increase in market value of our fixed income and equity securities.

**Table of Contents**

We continue to evaluate investment opportunities that will help us generate increased returns, while remaining within our risk tolerances. As a result, for 2013 we are increasing the total allocation of our investment portfolio to equities and BB rated securities by \$200.0 million in each asset class. We have already completed our additional investment in equities on February 1, 2013. Our additional investment in BB securities will be predominantly in bank loans and we expect to complete this in the medium term.

The composition of our investment portfolio is summarized below:

	As at December 31, 2012		As at December 31, 2011	
	Estimated Fair Value	Percentage of Total Cash and Investments (\$ in millions, except for percentages)	Estimated Fair Value	Percentage of Total Cash and Investments
<b>Fixed Income Securities Available for Sale</b>				
U.S. Government	\$ 1,126.3	13.8%	\$ 932.4	12.2%
U.S. Agency	308.6	3.8	295.5	3.9
Municipal	39.7	0.5	35.6	0.5
Corporate	2,038.5	24.8	1,846.5	24.2
FDIC Corporate			72.9	0.9
Non-U.S. Government-backed Corporate	101.1	1.2	167.8	2.2
Foreign Government	641.0	7.8	660.4	8.7
Asset-backed	53.8	0.7	61.0	0.8
Non-agency Commercial Mortgage-backed	71.1	0.9	85.4	1.1
Agency Mortgage-backed	1,177.2	14.4	1,268.3	16.6
<b>Total Fixed Income Available for Sale</b>	<b>5,557.3</b>	<b>67.9%</b>	<b>5,425.8</b>	<b>71.1%</b>
<b>Fixed Income Securities Trading</b>				
U.S. Government	9.4	0.1%	32.3	0.4%
U.S. Agency	0.2		1.8	
Municipal	2.9		2.9	
Corporate	414.4	5.1	349.3	4.6
Foreign Government	26.3	0.3	7.4	0.1
Asset-backed	2.9		0.7	
<b>Total Fixed Income Trading</b>	<b>456.1</b>	<b>5.5%</b>	<b>394.4</b>	<b>5.1%</b>
Total Other Investments	45.0	0.5	33.1	0.4
Total Equity Securities Available for Sale	200.1	2.4	179.5	2.4
Total Short-term Investments Available for Sale	431.5	5.3	298.2	3.9
Total Short-term Investments Trading	2.4		4.1	0.1
Total Cash and Cash Equivalents	1,463.6	17.8	1,239.1	16.3
Total Net Receivable/(Payable) for Securities Sold/(Purchased)	0.2		1.1	
Total Accrued Interest Receivable	47.7	0.6	49.6	0.7
<b>Total Cash and Investments</b>	<b>\$ 8,203.9</b>	<b>100.0%</b>	<b>\$ 7,624.9</b>	<b>100.0%</b>

**Table of Contents**

*Fixed maturities.* At December 31, 2012, the average credit quality of our fixed income book was AA, with 92% of the portfolio being graded A or higher. At December 31, 2011, the average credit quality of our fixed income book was AA, with 94% of the portfolio being graded A or higher.

Our fixed income portfolio duration as at December 31, 2012 was 2.5 years which increased from 2.2 years at the end of 2011 including the impact of the interest rate swaps.

*Mortgage-Backed Securities.* The following tables summarize the fair value of our Mortgage-Backed Securities ( MBS ) by rating and class at December 31, 2012:

	AAA	AA and Below (\$ in millions)	Total
Agency mortgage-backed	\$ 51.5	\$ 1,125.7	\$ 1,177.2
Non-agency commercial mortgage-backed	44.0	27.1	71.1
<b>Total Mortgage-backed Securities</b>	<b>\$ 95.5</b>	<b>\$ 1,152.8</b>	<b>\$ 1,248.3</b>

Our mortgage-backed portfolio is supported by loans diversified across a number of geographic and economic sectors.

*Sub-prime securities.* We define sub-prime related investments as those supported by, or containing, sub-prime collateral based on creditworthiness. We do not invest directly in sub-prime related securities.

*Other investments.* As at December 31, 2012, we had investments in two entities classified as other investments: Cartesian and Chaspark Maritime Holdings Ltd. ( Chaspark ). For further information regarding these investments, see Note 6 in our consolidated financial statements, Investments.

*European Fixed Income & Equity Exposures.* As at December 31, 2012, we had \$968.8 million, or 11.8% of our investment portfolio, invested in European issuers (December 31, 2011 \$900.0 million or 11.8%). European exposures consisted of sovereigns, agencies, government guaranteed bonds, covered bonds, corporate bonds and equities. Aspen has no exposure to the sovereign debt of Greece, Ireland, Italy, Portugal or Spain, and de minimis holdings of Spanish and Italian corporate bonds and equities.

We manage our European fixed income exposures by proactively adapting our investment guidelines to our views on the European debt crisis. In August 2010, we amended our investment guidelines to prohibit purchases of Greece, Ireland, Italy, Portugal and Spain ( GIIPS ) sovereign or guaranteed debt. We also prohibited purchases of peripheral European Bank issuers. In November 2010, we amended our investment guidelines to prohibit purchases of corporate bonds issued by companies domiciled in any of the GIIPS countries. In May 2011, we amended our investment guidelines to prohibit purchases of European and U.K. corporate financial issuers including covered bonds. We also added Belgium to our list of prohibited sovereign investments. We do not actively hedge any of our European exposures.

**Table of Contents**

The tables below summarize our European holdings by country (Eurozone and non-Eurozone), by rating and by sector as at December 31, 2012. Equity investments included in the table below are not rated ( NR ).

Country	As at December 31, 2012 by Ratings						Market Value	Market Value %
	AAA	AA	A	BBB	BB	NR		
	(\$ in millions except percentages)							
Austria	\$	\$ 6.8	\$	\$	\$	\$	\$ 6.8	0.7%
Belgium			35.5			3.6	39.1	4.0
Denmark				0.4			0.4	
Finland	11.3					2.1	13.4	1.4
France	4.5	68.1	19.8	2.7		13.9	109.0	11.3
Germany	55.3	4.8	28.0	2.4	0.6	5.0	96.1	9.9
Italy				0.7		2.2	2.9	0.3
Netherlands	28.6	23.5	14.8	1.5		4.5	72.9	7.5
Norway	13.9	18.0					31.9	3.3
Spain				3.4			3.4	0.4
Sweden		17.7		1.0		10.0	28.7	3.0
Switzerland	8.2	29.6	72.6	2.5		17.4	130.3	13.4
United Kingdom	281.9	9.2	84.6	14.1		44.1	433.9	44.8
<b>Total European Exposures</b>	<b>\$ 403.7</b>	<b>\$ 177.7</b>	<b>\$ 255.3</b>	<b>\$ 28.7</b>	<b>\$ 0.6</b>	<b>\$ 102.8</b>	<b>\$ 968.8</b>	<b>100.0%</b>

## As at December 31, 2012 by Sectors

Country	Corporate								Market Value	Market Value %	Unrealized Pre-tax Gain/(Loss)	
	Sovereign	Government Guaranteed	Agency	Local Government	Corporate Financial Issuers	Non-Financial Issuers	Covered Bonds	Equity				
	(\$ in millions except percentages)											
Austria	\$	\$	\$ 6.8	\$	\$	\$	\$	\$	\$ 6.8	0.7%	\$	
Belgium								35.5	3.6	39.1	4.0	1.4
Denmark						0.4				0.4		
Finland	7.0			4.3					2.1	13.4	1.4	0.7
France	20.5		7.3	36.8		2.0	24.0	4.5	13.9	109.0	11.3	5.5
Germany	17.0		37.6	2.0	6.7					96.1	9.9	3.7
Italy							0.7		2.2	2.9	0.3	0.2
Netherlands	4.5		2.1	26.5		9.5	30.3			72.9	7.5	2.6
Norway				31.9						31.9	3.3	1.7
Spain							3.4			3.4	0.4	
Sweden				5.0		13.7			10.0	28.7	3.0	1.9
Switzerland	4.3					44.9	59.8	3.9	17.4	130.3	13.4	10.4
United Kingdom	242.3	0.3	17.6	2.3		24.9	82.9	19.5	44.1	433.9	44.8	21.0
<b>Total European Exposures</b>	<b>\$ 295.6</b>	<b>\$ 0.3</b>	<b>\$ 71.4</b>	<b>\$ 108.6</b>	<b>\$ 6.7</b>	<b>\$ 95.5</b>	<b>\$ 269.5</b>	<b>\$ 27.9</b>	<b>\$ 93.3</b>	<b>\$ 968.8</b>	<b>100.0%</b>	<b>\$ 49.1</b>

**Valuation of Investments**

*Fair Value Measurements.* Our estimates of fair value for financial assets and liabilities are based on the framework established in the fair value accounting guidance included in ASC Topic 820, *Fair Value Measurements and Disclosures*. For a description of the framework, see Note 7 in our consolidated financial statements, *Fair Value Measurements*.



**Table of Contents**

*Valuation of Other Investments.* The value of our investment Cartesian and Chaspark is based on our shares of the capital position of the partnership which includes income and expenses reported by the limited partnership as provided in its quarterly management accounts. Each of Cartesian and Chaspark is subject to annual audit evaluating the financial statements of the partnership. We periodically review the management accounts of Cartesian and Chaspark and evaluate the reasonableness of the valuation of our investment.

*Other-than-temporary Impairment of Investments.* We review all our available for sale fixed income and equity investments on an individual security basis for potential OTTI each quarter based on criteria including issuer-specific circumstances, credit ratings actions and general macro-economic conditions. For further discussion, see Note 2(c) in our consolidated financial statements, Basis of Preparation and Significant Accounting Policies Accounting for Investments, Cash and Cash Equivalents.

**Reserves for Losses and Loss Adjustment Expenses**

Provision is made at the end of each year for the estimated cost of claims incurred but not settled at the balance sheet date, including the cost of IBNR claims. The estimated cost of claims includes expenses to be incurred in settling claims and a deduction for the expected value of salvage and other recoveries. Estimated amounts recoverable from reinsurers on unpaid losses and loss adjustment expenses are calculated to arrive at a net claims reserve. As required under U.S. GAAP, no provision is made for our exposure to natural or man-made catastrophes other than for events occurring before the balance sheet date.

*Reserves by segment.* For the twelve months ended December 31, 2012, we had total net loss and loss adjustment expense reserves of \$4,280.7 million (December 31, 2011 \$4,098.6 million). This amount represented our best estimate of the ultimate liability for payment of losses and loss adjustment expenses. Of the total gross reserves for unpaid losses of \$4,779.7 million at the balance sheet date of December 31, 2012, a total of \$2,578.7 million, or 54.0%, represented IBNR claims (December 31, 2011 \$2,497.2 million and 55.2%, respectively). The following tables analyze gross and net loss and loss adjustment expense reserves by segment as at December 31, 2012 and 2011:

	As at December 31, 2012			As at December 31, 2011		
	Gross	Reinsurance Recoverable	Net	Gross	Reinsurance Recoverable	Net
	(\$ in millions)					
Reinsurance	\$ 2,983.7	\$ (172.4)	\$ 2,811.3	\$ 2,953.5	\$ (183.5)	\$ 2,770.0
Insurance	1,796.0	(326.6)	1,469.4	1,571.7	(243.1)	1,328.6
<b>Total Losses and loss expense reserves</b>	<b>\$ 4,779.7</b>	<b>\$ (499.0)</b>	<b>\$ 4,280.7</b>	<b>\$ 4,525.2</b>	<b>\$ (426.6)</b>	<b>\$ 4,098.6</b>

The increase in reinsurance recoverables in 2011 was due predominantly to the recognition of recoveries associated with the New Zealand earthquake and the Thai floods.

The increase in reinsurance recoverables in 2012 was due predominantly to the recognition of recoveries associated with Superstorm Sandy and the sinking of the Costa Concordia cruise liner.



**Table of Contents**

The gross reserves may be further analyzed between outstanding claims and IBNR as at December 31, 2012 and 2011, as follows:

	As at December 31, 2012			
	Gross	Gross	Gross	% IBNR
	Outstandings	IBNR	Reserve	
	(\$ in millions, except for percentages)			
Reinsurance	\$ 1,356.0	\$ 1,627.7	\$ 2,983.7	54.6%
Insurance	845.0	951.0	1,796.0	53.0%
<b>Total Losses and loss expense reserves</b>	<b>\$ 2,201.0</b>	<b>\$ 2,578.7</b>	<b>\$ 4,779.7</b>	<b>54.0%</b>

	As at December 31, 2011			
	Gross	Gross	Gross	% IBNR
	Outstandings	IBNR	Reserve	
	(\$ in millions, except for percentages)			
Reinsurance	\$ 1,281.6	\$ 1,671.9	\$ 2,953.5	56.6%
Insurance	746.4	825.3	1,571.7	52.5%
<b>Total Losses and loss expense reserves</b>	<b>\$ 2,028.0</b>	<b>\$ 2,497.2</b>	<b>\$ 4,525.2</b>	<b>55.2%</b>

The two tables above are not directly comparable as the year end 2012 position reflects an additional year's business. The increase in reserves in 2012 over 2011 therefore reflects the reserves associated with the 2012 accident year less changes in reserve estimates and payments made on earlier accident years.

*Prior year loss reserves.* In the twelve months ended December 31, 2012, 2011 and 2010, there was an overall reduction of our estimate of the ultimate claims to be paid. An analysis of this reduction by segment is as follows:

Business Segment	Twelve Months	Twelve Months	Twelve Months
	Ended	Ended	Ended
	December 31,	December 31,	December 31,
	2012	2011	2010
	(\$ in millions)		
Reinsurance	\$ 102.2	\$ 72.3	\$ 65.6
Insurance	35.2	20.0	(44.2)
<b>Total reduction in prior year loss reserves</b>	<b>\$ 137.4</b>	<b>\$ 92.3</b>	<b>\$ 21.4</b>

*For the twelve months ended December 31, 2012.* The analysis of the development by each segment is as follows:

*Reinsurance.* Net reserve releases for the year ended December 31, 2012 in the reinsurance segment were \$102.2 million. Property reinsurance had releases of \$56.9 million, primarily on the pro rata treaty, risk excess and facultative accounts due to \$16.1 million reduction in reserves for 2011 and 2010 catastrophe losses and to better than expected claims development. Specialty reinsurance had releases of \$19.0 million, primarily in the aviation account as a result of a reduction in the reserve for a specific claim and favorable development in the marine account. This was partly offset by some increases in reserves, most notably in our structured risks business following adverse development and additional review.

*Insurance.* Net reserve releases for the year ended December 31, 2012 in the insurance segment were \$35.2 million. Property, casualty and financial and professional business lines led to reserve



**Table of Contents**

releases of \$16.3 million, \$18.0 million and \$8.2 million, respectively. Property lines in both the U.S. and U.K. experienced better than expected development while the excess casualty account had an absence of advised claims. The release for financial and professional lines was due predominantly to the credit and political risk account which experienced a reduction in specific claim reserves. This was partially offset with a strengthening in reserves in marine and transportation of \$7.2 million, primarily in marine liability which experienced more than expected claims development in prior years.

*For the twelve months ended December 31, 2011.* The analysis of the development by each segment is as follows:

*Reinsurance.* Net reserve releases for the year ended December 31, 2011 in the reinsurance segment were \$72.3 million. Property reinsurance had releases of \$44.8 million, primarily on the risk excess and facultative accounts due to better than expected claims development. Specialty reinsurance had releases of \$29.7 million, primarily in the marine, aviation and contingency accounts as a result of favorable claims experience.

*Insurance.* Net reserve releases for the year ended December 31, 2011 in the insurance segment were \$20.0 million. Better than expected experience in the marine and transportation, property and casualty business lines led to reserve releases of \$23.7 million, \$20.6 million and \$5.5 million, respectively. This was partially offset with a strengthening in reserves in financial and professional lines of \$29.8 million, primarily in U.K. professional lines which experienced more than expected claims development affected by the financial crises in prior years.

*For the twelve months ended December 31, 2010.* The analysis of the development by each segment is as follows:

*Reinsurance.* Net reserve releases of \$65.6 million in the year were attributed to all of our reinsurance lines. The largest release was seen in other property reinsurance where we released \$43.7 million due largely to better than expected loss experience. Casualty reinsurance experienced a lower level of releases than in previous years with some areas with exposure to the global financial crisis being strengthened. We released \$17.5 million from specialty reinsurance spread across several accounts and several years where the experience was better than expected.

*Insurance.* The net reserve strengthening in the insurance segment of \$44.2 million in 2010 was mainly due to both our casualty business and our financial and professional lines. Following a full and detailed review of U.S. casualty insurance, we strengthened reserves by \$31.8 million of which \$22.5 million was in the fourth quarter, reflecting mainly adverse loss experience largely in construction accounts. Other areas of strengthening were in excess casualty and professional lines insurance which were adversely impacted by recession-related claims. This strengthening was partly compensated for by various releases including U.K. liability where experience was better than expected.

Other than the matters described above, we did not make any significant changes in assumptions used in our reserving process. However, because the period of time we have been in operation is relatively short, our loss experience is limited and reliable evidence of changes in trends of numbers of claims incurred, average settlement amounts, numbers of claims outstanding and average losses per claim will necessarily take years to develop.

**Table of Contents****Capital Management**

The following table shows our capital structure at December 31, 2012 compared to December 31, 2011.

	As at December 31, 2012		As at December 31, 2011	
	(\$ in millions, except for percentages)			
Share capital, additional paid-in capital and retained income and accumulated other comprehensive income attributable to ordinary shareholders	\$ 2,980.3	74.7%	\$ 2,802.4	76.7%
Preference shares (liquidation preference), net of issue costs	508.1	12.8	353.6	9.7
Long-term debt	499.1	12.5	499.0	13.6
Total capital	\$ 3,987.5	100.0%	\$ 3,655.0	100.0%

Management monitors the ratio of debt to total capital, with total capital being defined as shareholders' equity plus outstanding debt. At December 31, 2012, this ratio was 12.5% (2011 13.6 %).

Our preference shares are classified in our balance sheet as equity but may receive a different treatment in some cases under the capital adequacy assessments made by certain rating agencies. Such securities are often referred to as "hybrids" as they have certain attributes of both debt and equity. We also monitor the ratio of the total of debt and hybrids to total capital and this stands at 25.3% as of December 31, 2012 (2011 23.3%).

The principal capital management transactions during 2012 and 2011 were as follows:

On February 16, 2011, an agreement was signed to repurchase 58,310 shares from the Names Trustee. The shares were repurchased on March 10, 2011 for a total consideration of \$1.7 million and subsequently cancelled.

On June 29, 2011, an agreement was signed to repurchase 254,107 shares from the Names Trustee for a total consideration of \$6.4 million. The transaction was completed on August 10, 2011 and the shares were subsequently cancelled.

On February 2, 2012, our Board extended the authorization for the remaining amount of the \$400.0 million ordinary share repurchase program originally authorized on February 9, 2010. In 2012, we initiated an open market share repurchase and acquired a total of 2,064,643 ordinary shares for a total amount of \$59.9 million.

On March 9, 2012, an agreement was signed to repurchase 42,578 shares from the Names Trustee for a total consideration of \$1.1 million and on March 23, 2012, an agreement was signed to repurchase 26,708 shares from the Names Trustee for a total consideration of \$0.7 million. The shares under both transactions were repurchased on May 8, 2012 and subsequently cancelled.

On April 11, 2012, we issued 6,400,000 Perpetual Preference Shares with a liquidation preference of \$25 for an aggregate amount of \$160.0 million. Each Perpetual Preference Share will receive dividends on a non-cumulative basis only when declared by our Board at an annual

## **Table of Contents**

rate of 7.250%. The Perpetual Preference Shares have no stated maturity but are callable at our option on or after the 10th anniversary of the date of issuance. We raised net proceeds of approximately \$154.5 million from this issuance.

On April 25, 2012, our Board approved and we announced a 13.3% increase in our normal quarterly dividend to our ordinary shareholders from \$0.15 per share to \$0.17 per share.

On August 10, 2012, an agreement was signed to repurchase 34,151 shares from the Names Trustee. The shares were repurchased for a total consideration of \$1.0 million and subsequently cancelled.

On October 24, 2012, our Board approved a new share repurchase authorization for up to \$400.0 million of outstanding ordinary shares. The share repurchase authorization replaced the previous authorization and permits us to effect the repurchases from time to time through a combination of transactions, including open market repurchases, privately negotiated transactions and accelerated share repurchase transactions.

On February 7, 2013, we announced that our Board has replaced the existing share repurchase authorization of \$400.0 million with a new authorization of \$500.0 million. The total share repurchase authorization, which was effective immediately through February 7, 2015, permits us to effect the repurchases from time to time through a combination of transactions, including open market repurchases, privately negotiated transactions and accelerated share repurchase transactions.

*Access to capital.* Our business operations are in part dependent on our financial strength and the market's perception thereof, as measured by shareholders' equity, which was \$3,488.4 million at December 31, 2012 (2011 \$3,156.0 million). We believe our financial strength provides us with the flexibility and capacity to obtain funds through debt or equity financing. However, our continuing ability to access the capital markets is dependent on, among other things, market conditions, our operating results and our perceived financial strength. We regularly monitor our capital and financial position, as well as investment and security market conditions, both in general and with respect to Aspen Holdings securities. Our ordinary shares and all our preference shares are listed on the NYSE.

## **Liquidity**

Liquidity is a measure of a company's ability to generate cash flows sufficient to meet short-term and long-term cash requirements of its business operations. Management monitors the liquidity of Aspen Holdings and of each of its Operating Subsidiaries and arranges credit facilities to enhance short-term liquidity resources on a stand-by basis. As a holding company, Aspen Holdings relies on dividends and other distributions from its Operating Subsidiaries to provide cash flow to meet ongoing cash requirements, including any future debt service payments and other expenses, and to pay dividends, if any, to our preference and ordinary shareholders. During the year ended December 31, 2012, Aspen Holdings received a \$56.5 million payment of intercompany interest in respect of an intercompany loan from Aspen U.K. Holdings. In addition, Aspen Holdings received dividends of \$100.0 million (2011 \$100.0 million) from Aspen Bermuda.

As at December 31, 2012 and 2011, Aspen Holdings held \$192.3 million and \$125.3 million, respectively, in cash and cash equivalents which, taken together with dividends declared or expected to be declared by subsidiary companies and our credit facilities, management considered sufficient to provide Aspen Holdings liquidity at such time. As at December 31, 2012, we also held \$431.5 million of short-term investments that are available for sale to meet any future liquidity needs. For a discussion

## Table of Contents

of the volatility and liquidity of our other investments, see Part I, Item 1A, Risk Factors Market and Liquidity Risks, and for a discussion of the impact of insurance losses on our liquidity, see Part I, Item 1A, Risk Factors Insurance Risks.

For a more detailed discussion of our Operating Subsidiaries ability to pay dividends, see Note 14 of our consolidated financial statements, Statutory Requirements and Dividend Restrictions.

*Operating Subsidiaries.* Our Operating Subsidiaries sources of funds primarily consist of premiums written, investment income and proceeds from sales and redemptions of investments. Cash is used primarily to pay reinsurance premiums, losses and loss adjustment expenses, brokerage commissions, general and administrative expenses, taxes, interest, dividends and to purchase new investments.

As of December 31, 2012, our Operating Subsidiaries held approximately \$1,638.0 million (2011 \$1,377.1 million) in cash and short-term investments that are readily realizable securities. Management monitors the value, currency and duration of cash and investments held by its Operating Subsidiaries to ensure that they are able to meet their insurance and other liabilities as they become due and are satisfied that there was a comfortable margin of liquidity as at December 31, 2012. For all material currencies in which our underwriting activities are written we ensure that sufficient cash and short-term investments are held in such currencies to enable us to meet potential claims without liquidating long-term investments and adversely affecting our investment return. This follows the matching principle which matches our assets and liabilities in currency to mitigate foreign currency risk whenever possible.

The potential for individual large claims and for accumulations of claims from single events means that substantial and unpredictable payments may need to be made within relatively short periods of time. We manage these risks by making regular forecasts of the timing and amount of expected cash outflows and ensuring that we maintain sufficient balances in cash and short-term investments to meet these estimates. Notwithstanding this policy, if these cash flow forecasts are incorrect, we could be forced to liquidate investments prior to maturity, potentially at a significant loss. Historically, we have not had to liquidate investments to maintain sufficient levels of liquidity.

Where we incur losses in currencies which are not normally held we will convert funds into the appropriate currencies to mitigate our currency risk and also make funds available to settle claims in local currencies as and when they become due. Recent examples of this have been where we have converted funds to Thai Bhatt and New Zealand Dollars to cover flood and earthquake losses in these countries. For local regulatory reasons we hold assets in trust which does limit our liquidity to some degree, however, the process of matching assets with liabilities in currency means that at any one time we will hold cash and short-term assets in all major currencies which are available to settle claims.

The liquidity of the Operating Subsidiaries is also affected by the terms of contractual obligations to policyholders and by undertakings to certain regulatory authorities to facilitate the issue of letters of credit or maintain certain balances in trust funds for the benefit of policyholders. See Note 18, Commitment and Contingencies Restricted Assets, of our consolidated financial statements for further detail on our trust fund balances which we are required to maintain in accordance with contractual obligations to policyholders and in compliance with regulatory requirements.

*Consolidated cash flows for the twelve months ended December 31, 2012.* Total net cash flow from operating activities in 2012 was \$502.9 million, an increase of \$159.4 million from 2011. For the twelve months ended December 31, 2012, our cash flows from operations provided us with sufficient

**Table of Contents**

liquidity to meet our operating requirements. We paid net claims of \$1,080.0 million in 2012, and used \$317.2 million in investing and net purchases and sales of equipment during the period. The increase in paid claims over 2011 was largely due to the continued settlement of catastrophe losses that occurred in 2011. We paid ordinary and preference share dividends of \$78.1 million, and \$62.7 million was used to repurchase ordinary shares. At December 31, 2012, we had a balance of cash and cash equivalents of \$1,463.6 million.

*Consolidated cash flows for the twelve months ended December 31, 2011.* Total net cash flow from operating activities in 2011 was \$343.5 million, a decrease of \$280.8 million from 2010. For the twelve months ended December 31, 2011, our cash flows from operations provided us with sufficient liquidity to meet our operating requirements. We paid net claims of \$982.2 million in 2011, and used \$210.5 million in investing and net purchases and sales of equipment during the period. The increase in paid claims over 2010 was largely due to the catastrophes that occurred in 2011. We paid ordinary and preference share dividends of \$65.3 million, and \$8.1 million was used to repurchase ordinary shares. At December 31, 2011, we had a balance of cash and cash equivalents of \$1,239.1 million.

*Consolidated cash flows for the twelve months ended December 31, 2010.* Total net cash flow from operating activities in 2010 was \$624.6 million, a decrease of \$20.0 million from 2009. For the twelve months ended December 31, 2010, our cash flows from operations provided us with sufficient liquidity to meet our operating requirements. We paid net claims of \$666.8 million in 2010 and received \$18.4 million from market securities and net purchases and sales of equipment during the period. We paid ordinary and preference share dividends of \$69.3 million, and \$407.8 million was used to repurchase ordinary shares. At December 31, 2010, we had a balance of cash and cash equivalents of \$1,179.1 million. The balance of cash and cash equivalents increased from the issuance of \$250.0 million of additional Senior Notes in December 2010.

*Credit Facility.* On July 30, 2010, Aspen Holdings and its various subsidiaries replaced its then existing \$450.0 million revolving credit facility with a three-year \$280.0 million revolving credit facility pursuant to a credit agreement (the credit facility ) by and among the Company, certain of our direct and indirect subsidiaries, including the Operating Subsidiaries (collectively, the Borrowers ), the lenders party thereto, Barclays Bank PLC, as administrative agent, Citibank, NA, as syndication agent, Crédit Agricole Corporate and Investment Bank ( Crédit Agricole CIB ), Deutsche Bank Securities Inc., U.S. Bank N.A, Lloyd s Bank and HSBC and The Bank of New York Mellon, as co-documentation agent and as collateral agent.

The credit facility can be used by any of the Borrowers to provide funding for our Operating Subsidiaries, to finance the working capital needs of the Company and our subsidiaries and for general corporate purposes of the Company and our subsidiaries. The revolving credit facility further provides for the issuance of collateralized and uncollateralized letters of credit. Initial availability under the credit facility is \$280.0 million and the Company has the option (subject to obtaining commitments from acceptable lenders) to increase the credit facility by up to \$75.0 million. In February 2013, we intend to give notice under our credit facility to reduce the lenders commitments to \$200.0 million. The credit facility will expire on July 30, 2013. As of December 31, 2012, no borrowings were outstanding under the credit facility. The fees and interest rates on the loans and the fees on the letters of credit payable by the Borrowers increased based on the consolidated leverage ratio of the Company.

Under the credit facility, we must maintain at all times a consolidated tangible net worth of not less than approximately \$2.3 billion plus 50% of consolidated net income and 50% of aggregate net cash proceeds from the issuance by the Company of its capital stock, each as accrued from January 1, 2010.

**Table of Contents**

The Company must also not permit its consolidated leverage ratio of total consolidated debt to consolidated debt plus consolidated tangible net worth to exceed 35%. In addition, the credit facility contains other customary affirmative and negative covenants as well as certain customary events of default, including with respect to a change in control. The various affirmative and negative covenants, include, among others, covenants that, subject to various exceptions, restrict the ability of the Company and its subsidiaries to; create or permit liens on assets; engage in mergers or consolidations; dispose of assets; pay dividends or other distributions, purchase or redeem the Company's equity securities or those of its subsidiaries and make other restricted payments; permit the rating of any insurance subsidiary to fall below A.M. Best financial strength rating of B++; make certain investments; agree with others to limit the ability of the Company's subsidiaries to pay dividends or other restricted payments or to make loans or transfer assets to the Company or another of its subsidiaries. The credit facility also includes covenants that restrict the ability of our subsidiaries to incur indebtedness and guarantee obligations.

*Letters of Credit Facility.* On July 30, 2012, Aspen Bermuda and Citibank Europe PLC replaced an existing letter of credit facility dated August 12, 2011 in a maximum aggregate amount of up to \$1,050.0 million with a new letter of credit facility in a maximum aggregate amount of up to \$950.0 million. The new facility will expire in two separate tranches; Tranche II, which consists of \$300.0 million, will expire on June 30, 2013, and Tranche I, which consists of the remaining maximum aggregate amount of \$650.0 million, expires on June 30, 2014. As at December 31, 2012, we had \$839.1 million of outstanding collateralized letters of credit under this facility compared to \$837.8 million at December 31, 2011.

On February 28, 2011, Aspen U.K. and Aspen Bermuda entered into an amendment to the \$200.0 million secured letter of credit facility agreement with Barclays Bank PLC dated as of October 6, 2009. The amendment extends the maturity date of the credit facility to December 31, 2013. All letters of credit issued under the facility will be used to support reinsurance obligations of the parties to the agreement and their respective subsidiaries. As at December 31, 2012, we had \$37.5 million of outstanding collateralized letters of credit under this facility. On February 1, 2013, Aspen U.K. and Aspen Bermuda entered into a further amendment to the secured letter of credit facility to extend the maturity date of the credit facility to January 31, 2015.

**Contractual Obligations and Commitments**

The following table summarizes our contractual obligations (other than our obligations to employees, our Perpetual PIERS and our Perpetual Preference Shares) under long-term debt, operating leases and reserves relating to insurance and reinsurance contracts as of December 31, 2012:

Contractual Basis	Total	Payments Due By Period			
		Less Than 1 Year	1-3 Years (\$ in millions)	3-5 Years	More Than 5 Years
Operating lease obligations	\$ 56.2	\$ 11.5	\$ 22.0	\$ 13.7	\$ 9.0
Long-term debt obligations(1)	500.0		250.0		250.0
Reserves for losses and loss adjustment expenses(2)	4,779.7	1,353.9	1,805.2	718.0	902.6
Total	\$ 5,335.9	\$ 1,365.4	\$ 2,077.2	\$ 731.7	\$ 1,161.6

(1) The long term debt obligations disclosed above do not include the \$30.0 million annual interest payable on our outstanding Senior Notes.



## **Table of Contents**

- (2) In estimating the time intervals into which payments of our reserves for losses and loss adjustment expenses fall, as set out above, we have utilized actuarially assessed payment patterns. By the nature of the insurance and reinsurance contracts under which these liabilities are assumed, there can be no certainty that actual payments will fall in the periods shown and there could be a material acceleration or deceleration of claims payments depending on factors outside our control. This uncertainty is heightened by the relatively short time in which we have operated, thereby providing limited Company-specific claims loss payment patterns. The total amount of payments in respect of our reserves, as well as the timing of such payments, may differ materially from our current estimates for the reasons set out above under **Critical Accounting Policies** **Reserves for Losses and Loss Expenses**.

For a detailed description of our operating lease obligations, see Part I, Item 2, **Properties**.

## **Effects of Inflation**

Inflation may have a material effect on our consolidated results of operations by its effect on interest rates and on the cost of settling claims. The potential exists, after a catastrophe or other large property loss, for the development of inflationary pressures in a local economy as the demand for services such as construction typically surges. We believe this had an impact on the cost of claims arising from the 2005 hurricanes. The cost of settling claims may also be increased by global commodity price inflation. We seek to take both these factors into account when setting reserves for any events where we think they may be material.

Our calculation of reserves for losses and loss expenses in respect of casualty business includes assumptions about future payments for settlement of claims and claims-handling expenses, such as medical treatments and litigation costs. We write casualty business in the United States, the United Kingdom and Australia and certain other territories, where claims inflation has in many years run at higher rates than general inflation. To the extent inflation causes these costs to increase above reserves established for these claims, we will be required to increase our loss reserves with a corresponding reduction in earnings. The actual effects of inflation on our results cannot be accurately known until claims are ultimately settled.

In addition to general price inflation, we are exposed to a persisting long-term upwards trend in the cost of judicial awards for damages. We seek to take this into account in our pricing and reserving of casualty business.

We also seek to take into account the projected impact of inflation on the likely actions of central banks in the setting of short-term interest rates and consequent effects on the yields and prices of fixed interest securities. As of February 2013, we consider that although inflation is currently low, in the medium-term there is a risk that inflation, interest rates and bond yields may rise, resulting in a decrease in the market value of certain of our fixed interest investments.

**Table of Contents****Reconciliation of Non-U.S. GAAP Financial Measures**

Adjusted diluted book value per ordinary share, a non-U.S. GAAP measure, is calculated by adding back ordinary dividends to shareholders equity at the end of the year. We believe that adding back ordinary dividends provides a more consistent and useful measurement of total shareholder value, which supplements U.S. GAAP information.

	As at December 31, 2012 (\$ in millions, except for share amounts)	As at December 31, 2011
Total shareholders equity	\$ 3,488.4	\$ 3,156.0
Preference shares less issue expenses	(508.1)	(353.6)
Ordinary dividends	47.0	42.5
Total shareholders equity	\$ 3,027.3	\$ 2,844.9
Ordinary shares	70,753,723	70,655,698
Diluted ordinary shares	73,312,340	73,355,674

	As at December 31, 2012 (\$ in millions)	As at December 31, 2011
Total shareholders equity	\$ 3,488.4	\$ 3,156.0
Average preference shares	(460.6)	(353.6)
Average adjustment	(94.0)	(25.9)
Average Equity	\$ 2,933.8	\$ 2,776.5

Average equity, a non-U.S. GAAP financial measure, is calculated by the arithmetic average on a monthly basis for the stated periods excluding (i) preference shares, (ii) after-tax unrealized appreciation or depreciation on investments and (iii) the average after-tax unrealized foreign exchange gains and losses. Unrealized appreciation (depreciation) on investments is primarily the result of interest rate movements and the resultant impact on fixed income securities, and unrealized appreciation (depreciation) on foreign exchange is the result of exchange rate movements between the U.S. Dollar and the British Pound. Therefore, we believe that excluding these unrealized appreciations (depreciations) provides a more consistent and useful measurement of operating performance, which supplements U.S. GAAP information.

	As at December 31, 2012 (\$ in millions)	As at December 31, 2011
Net income/(loss) after tax	\$ 280.4	\$ (110.1)
Add (deduct) after tax income:		
Net realized and unrealized investment (gains)/losses	(2.7)	39.6
Net realized and unrealized exchange losses	2.2	0.1
Operating income/(loss) after tax	\$ 279.9	\$ (70.4)

**Table of Contents**

Operating income, a non-U.S. GAAP financial measure, is an internal performance measure used by us in the management of our operations and represents after-tax operational results excluding, as applicable, after-tax net realized and unrealized capital gains or losses, after-tax net foreign exchange gains or losses and changes in the fair value of derivatives. We exclude after-tax net realized and unrealized capital gains or losses, after-tax net foreign exchange gains or losses and changes in the fair value of derivatives from our calculation of operating income because the amount of these gains or losses is heavily influenced by, and fluctuates in part, according to the availability of market opportunities. We believe these amounts are largely independent of our business and underwriting process and including them distorts the analysis of trends in its operations. In addition to presenting net income determined in accordance with U.S. GAAP, we believe that showing operating income enables investors, analysts, rating agencies and other users of our financial information to more easily analyze our results of operations in a manner similar to how management analyzes our underlying business performance. Operating income should not be viewed as a substitute for U.S. GAAP net income.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

The Company believes that it is principally exposed to four types of market risk: interest rate risk, equity risk, foreign currency risk and credit risk.

*Interest rate risk.* Our investment portfolio consists primarily of fixed income securities. Accordingly, our primary market risk exposure is to changes in interest rates. Fluctuations in interest rates have a direct impact on the market valuation of these securities. As interest rates rise, the market value of our fixed-income portfolio falls, and the converse is also true. We manage interest rate risk by maintaining a short to medium duration to reduce the effect of interest rate changes on book value.

As at December 31, 2012, we held a number of standard fixed for floating interest rate swaps with a total notional amount of \$1.0 billion due to mature between June 4, 2013 and November 9, 2020. The swaps are part of our ordinary course investment activities to partially mitigate the negative impact of rises in interest rates on the market value of our fixed income portfolio.

As at December 31, 2012, our fixed income portfolio had an approximate duration of 3.0 years excluding the duration impact of the interest rate swaps. The table below depicts interest rate change scenarios and the effect on our available for sale and trading assets:

Movement in Rates in Basis Points	Effect of Changes in Interest Rates on Portfolio Given a Parallel Shift in the Yield Curve				
	-100	-50	0	50	100
	(\$ in millions, except percentages)				
Market Value	\$ 6,640.7	\$ 6,544.0	\$ 6,447.3	\$ 6,350.6	\$ 6,253.9
Gain/Loss	\$ 193.4	\$ 96.7	\$	\$ (96.7)	\$ (193.4)
Percentage of Portfolio	3.0%	1.5%		(1.5)%	(3.0)%
Corresponding percentage at December 31, 2011	2.9%	1.4%		(1.4)%	(2.9)%

*Value at Risk ( VaR ).* We measure VaR for our portfolio at the 95% confidence level on two different bases that place lower (short VaR) or higher (long VaR) weights on historical market observations. At the end of December 2012, our short VaR was 1.4% and our long VaR was 1.8%.

*Equity risk.* We have invested in equity securities which had a fair market value of \$200.1 million at December 31, 2012, equivalent to 2.5% of the total of investments and cash and cash equivalents at that date. These equity investments are exposed to equity price risk, defined as the potential for loss in

**Table of Contents**

market value due to a decline in equity prices. We believe that the effects of diversification and the relatively small size of our investments in equities relative to total invested assets mitigate our exposure to equity price risk.

*Foreign currency risk.* Our reporting currency is the U.S. Dollar. The functional currencies of our operations are U.S. Dollars, British Pounds, Euros, Swiss Francs, Australian Dollars, Canadian Dollars and Singaporean Dollars. As of December 31, 2012, approximately 80.6% of our cash and investments was held in U.S. Dollars (2011 79.7%), approximately 7.9% were in British Pounds (2011 7.7%) and approximately 11.4% were in currencies other than the U.S. Dollar and the British Pound (2011 12.6%). For the twelve months ended December 31, 2012, 12.3% of our gross premiums were written in currencies other than the U.S. Dollar and the British Pound (2011 18.0%) and we expect that a similar proportion will be written in currencies other than the U.S. Dollar and the British Pound in 2013.

Other foreign currency amounts are remeasured to the appropriate functional currency and the resulting foreign exchange gains or losses are reflected in the statement of operations. Functional currency amounts of assets and liabilities are then translated into U.S. Dollars. The unrealized gain or loss from this translation, net of tax, is recorded as part of ordinary shareholders' equity. The change in unrealized foreign currency translation gain or loss during the year, net of tax, is a component of comprehensive income. Both the remeasurement and translation are calculated using current exchange rates for the balance sheets and average exchange rates for the statement of operations. We may experience exchange losses to the extent that our foreign currency exposure is not properly managed or otherwise hedged, which in turn would adversely affect our results of operations and financial condition. Management estimates that a 10% change in the exchange rate between British Pounds and U.S. Dollars as at December 31, 2012 would have impacted reported net comprehensive income by approximately \$0.5 million (2011 \$5.5 million).

We will continue to manage our foreign currency risk by seeking to match our liabilities under insurance and reinsurance policies that are payable in foreign currencies with investments that are denominated in these currencies. This may involve the use of forward exchange contracts from time to time. A forward foreign currency exchange contract involves an obligation to purchase or sell a specified currency at a future date at a price set at the time of the contract. Foreign currency exchange contracts will not eliminate fluctuations in the value of our assets and liabilities denominated in foreign currencies but rather allow us to establish a rate of exchange for a future point in time. All realized gains and losses and unrealized gains and losses on foreign currency forward contracts are recognized in the statement of operations as changes in fair value of derivatives. For the twelve months ended December 31, 2012, the impact of foreign currency contracts on net income was \$5.4 million loss (2011 \$4.5 million gain).

*Credit risk.* As at December 31, 2012, we had notional amounts of interest rate swaps of \$1.0 billion with two counterparties, Goldman Sachs International (Goldman) (\$500 million notional) and Cr dit Agricole CIB (\$500 million notional) under respective ISDA agreements. As at December 31, 2011, we had notional amounts of interest rate swaps of \$1 billion with two counterparties, Goldman (\$500 million notional) and Cr dit Agricole CIB (\$500 million notional) under respective ISDA agreements.

As of December 31, 2012, our swap positions (Net Present Value or (NPV)) under each of our interest rate swaps with Goldman and Cr dit Agricole CIB were negative (i.e., in favor of Goldman and Cr dit Agricole CIB) for which we posted collateral with a market value of \$19.4 million in favor of Goldman and \$32.6 million in favor of Cr dit Agricole CIB.

## Table of Contents

Below is a description of the main processes and procedures we have undertaken to assess the financial strength and ability of our swap counterparties to perform their obligations:

We have ISDA master agreements with multiple potential counterparties to diversify our counterparty credit risk exposure as we deem appropriate.

We view senior unsecured debt ratings as the key factor in assessing the financial strength and probability of default of a counterparty. Accordingly, as of December 31, 2012, we have only entered into interest rate swap transactions with swap counterparties who have (or whose obligations are guaranteed by an affiliate that has) a senior unsecured debt rating of at least A-. As at December 31, 2012, the Goldman Sachs Group (the guarantor of the obligations of Goldman under the Goldman ISDA Agreement) was rated A3 from Moody's and A- from S&P and Cr dit Agricole CIB was rated A2 from Moody's and A- from S&P.

We protected the ability to maintain a minimum counterparty rating by negotiating provisions that permit us to terminate the ISDA agreements with our counterparties (and all interest rate swaps thereunder) if the rating of the counterparty (or its guarantor) fell below certain levels.

Our credit exposure to any one swap counterparty is the amount of uncollateralized NPV (i.e., the amount, if any, that the counterparty would owe us upon termination of the swap following a default by the counterparty that is unsecured by collateral that has been delivered by the counterparty to us). Under each ISDA agreement, we negotiated a maximum amount of unsecured credit risk (uncollateralized NPV) that we can be exposed to before the counterparty is required to post collateral to us. Such amount is called the Minimum Transfer Amount (MTA). If an Event of Default or certain other events (such as the downgrade event discussed above, a merger or other combination of the counterparty as a result of which the counterparty is materially weaker, or a change in law) has occurred and is continuing with respect to a counterparty, the MTA with respect to such party becomes zero, and the counterparty is required to post collateral for all amounts due to us.

The movement in the NPV of each interest rate swap is measured on a daily basis and settled on a daily basis if the amount required to be transferred to us is greater than the respective MTA of the ISDA agreement. Collateral required to be posted to us is required to be delivered to a collateral account held by our custodian. Therefore, our exposure to a counterparty's credit risk is recalibrated on a daily basis. The permitted collateral that can be posted between the parties is cash and U.S. Treasuries of various maturities, but not exceeding 10 years. Valuation of the posted collateral is based on the closing market price of the posted Treasury from Bloomberg and applies a valuation percentage by type of security.

As of December 31, 2012, we estimated our maximum loss due to counterparties defaulting to be in the range of \$3 million to \$12 million, if we assume daily movement in the value of the swap of between 10 and 40 basis points. As collateral obligations are calculated on a daily basis, from a counterparty credit risk exposure we focus on the daily movement in the value of the swap. In the past eight years (2005-2012 inclusive), the biggest one day move in the swap market (using the 5 year swap as a proxy) was 39 basis points. If that movement were to occur in our favor, then our total exposure to counterparties we have as at December 31, 2012 would be approximately \$6 million to each counterparty.

We also have exposure to credit risk primarily as a holder of fixed income securities. Our risk management strategy and investment policy is to invest in debt instruments of high credit quality

## **Table of Contents**

issuers and to limit the amount of credit exposure with respect to particular ratings categories, business sectors and any one issuer. As at December 31, 2012, the average rating of fixed income securities in our investment portfolio was AA (December 31, 2011 AA ). We also have credit risk through exposure to our swap counterparties who are Goldman Sachs Group (senior unsecured rating of A3 by Moody's & A- by S&P) and Cr dit Agricole CIB (senior unsecured rating of A2 by Moody's & long term issuer credit rating of A by S&P).

In addition, we are exposed to the credit risk of our insurance and reinsurance brokers to whom we make claims payments for our policyholders, as well as to the credit risk of our reinsurers and retrocessionaires who assume business from us. Other than fully collateralized reinsurance, the substantial majority of our reinsurers have a rating of A (Excellent), the third highest of fifteen rating levels, or better by A.M. Best and the minimum rating of any of our material reinsurers is A (Excellent), the fourth highest of fifteen rating levels, by A.M. Best.

The total amount recoverable by the Company from reinsurers at December 31, 2012 is \$499.0 million (2011 \$426.6 million). Of the balance at December 31, 2012, 20.2% of the Company's reinsurance recoverables are with Lloyd's of London Syndicates rated A by A.M. Best and A+ by S&P and 10.5% is with Munich Re rated A+ by AM Best and AA- by S&P. These are the Company's largest exposures to individual reinsurers.

### **Item 8. Financial Statements and Supplementary Data**

Reference is made to Part IV, Item 15(a) of this report, commencing on page F-1, for the Consolidated Financial Statements and Reports of the Company and the Notes thereto, as well as the Schedules to the Consolidated Financial Statements.

### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There have been no changes in or disagreements with accountants regarding accounting and financial disclosure for the period covered by this report.

### **Item 9A. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

The Company, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the design and operation of the Company's disclosure controls and procedures as of the end of the period of this report. Our management does not expect that our disclosure controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. As a result of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons or by collusion of two or more people. The design of any system of controls also is based in part upon certain

**Table of Contents**

assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. As a result of the inherent limitations in a cost-effective control system, misstatement due to error or fraud may occur and not be detected. Accordingly, our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the disclosure requirements are met. Based on the evaluation of the disclosure controls and procedures, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed in the reports filed or submitted to the SEC under the Exchange Act by the Company is recorded, processed, summarized and reported in a timely fashion, and is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

**Changes in Internal Control Over Financial Reporting**

The Company's management has performed an evaluation, with the participation of the Company's Chief Executive Officer and the Company's Chief Financial Officer, of changes in the Company's internal control over financial reporting that occurred during the quarter ended December 31, 2012. Based upon that evaluation, the Company's management is not aware of any change in its internal control over financial reporting that occurred during the quarter ended December 31, 2012 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

For management's report on internal control over financial reporting, as well as the independent registered public accounting firm's report thereon, see pages F-2 and F-3 of this report.

**Item 9B. Other Information**

**Table of Contents****PART III****Item 10. Directors, Executive Officers of the Registrant and Corporate Governance**

The information called for by Item 10 is incorporated herein by reference to the section captioned "Management" of our Proxy Statement for our 2013 Annual General Meeting of shareholders.

Our Board has adopted a code of ethics entitled "Code of Business Conduct and Ethics" which applies to all of our employees, officers and directors, including our Group Chief Executive Officer and Chief Financial Officer. Copies of this code can be found at [www.aspen.co](http://www.aspen.co) and may be obtained in print, without cost, by writing to Aspen Insurance Holdings Ltd., Attention: Secretary, 141 Front Street, Hamilton HM19, Bermuda.

**Item 11. Executive Compensation**

The information called for by Item 11 is incorporated herein by reference to the sections captioned "Compensation Discussion and Analysis," "Executive Compensation" and "Non-Employee Director Compensation" of our Proxy Statement for our 2013 Annual General Meeting of shareholders.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information called for by Item 12 relating to the security ownership of certain beneficial owners and management is incorporated herein by reference to the sections captioned "Beneficial Ownership" of our Proxy Statement for our 2013 Annual General Meeting of shareholders.

Information required by this item relating to securities authorized for issuance under the equity compensation plans is included in the following table as at December 31, 2012:

**Equity Compensation Plan Information**

	A	B	C
Plan Category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(1)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column A)
Equity compensation plans approved by security holders	3,094,154	\$ 9.01	1,346,740
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>3,094,154</b>	<b>\$ 9.01</b>	<b>1,346,740</b>

(1) The weighted average exercise price calculation includes option exercise prices between \$16.20 and \$27.28 plus outstanding RSUs and performance shares which have a \$Nil exercise price.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information called for by Item 13 is incorporated herein by reference to the sections captioned "Related Transactions" and "Director Independence" of our Proxy Statement for our 2013 Annual General Meeting of shareholders.





**Table of Contents**

**Item 14. Principal Accounting Fees and Services**

The information called for by Item 14 is incorporated herein by reference from the information to be included in our Proxy Statement for our 2013 Annual General Meeting of shareholders.

**Table of Contents****PART IV****Item 15. Exhibits, Financial Statement Schedules**

(a) Financial Statements, Financial Statement Schedules and Exhibits

1. *Financial Statements*: The Consolidated Financial Statements of Aspen Insurance Holdings Limited and related Notes thereto are listed in the accompanying Index to Consolidated Financial Statements and Reports on page F-1 and are filed as part of this Report.

2. *Financial Statement Schedules*: The Schedules to the Consolidated Financial Statements of Aspen Insurance Holdings Limited are listed in the accompanying Index to Schedules to Consolidated Financial Statements on page S-1 and are filed as part of this Report.

3. *Exhibits*:

**Exhibit**

<b>Number</b>	<b>Description</b>
3.1	Certificate of Incorporation and Memorandum of Association (incorporated herein by reference to exhibit 3.1 to the Company's 2003 Registration Statement on Form F-1 (Registration No. 333-110435))
3.2	Amendments to the Memorandum of Association (incorporated by reference to exhibit 3.2 of the Company's Current Report on Form 8-K filed on May 4, 2009)
3.3	Amended and Restated Bye-laws (incorporated herein by reference to exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 4, 2009)
4.1	Specimen Ordinary Share Certificate (incorporated herein by reference to exhibit 4.1 to the Company's 2003 Registration Statement on Form F-1 (Registration No. 333-110435))
4.2	Amended and Restated Instrument Constituting Options to Subscribe for Shares in Aspen Insurance Holdings Limited, dated September 30, 2005 (incorporated herein by reference to exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 30, 2005)
4.3	Indenture between Aspen Insurance Holdings Limited and Deutsche Bank Trust Company Americas, as trustee dated as of August 16, 2004 (incorporated herein by reference to exhibit 4.3 to the Company's 2004 Registration Statement on Form F-1 (Registration No. 333-119-314))
4.4	First Supplemental Indenture by and between Aspen Insurance Holdings Limited, as issuer and Deutsche Bank Trust Company Americas, as trustee dated as of August 16, 2004 (incorporated herein by reference to exhibit 4.4 to the Company's 2004 Registration Statement on Form F-1 (Registration No. 333-119-314))
4.5	Second Supplemental Indenture, dated December 10, 2010, to the Base Indenture, dated as of August 16, 2004, between the Company and Deutsche Bank Trust Company Americas (incorporated herein by reference to exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 10, 2010).
4.6	Certificate of Designations of the Company's Perpetual PIERS, dated December 12, 2005 (incorporated herein by reference to exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 13, 2005)

**Table of Contents**

**Exhibit**

<b>Number</b>	<b>Description</b>
4.7	Specimen Certificate for the Company's Perpetual PIERS (incorporated herein by reference to the form of which is in exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 13, 2005)
4.8	Certificate of Designations of the Company's Preference Shares, dated December 12, 2005 (incorporated herein by reference to exhibit 4.3 to the Company's Current Report on Form 8-K filed on December 13, 2005)
4.9	Specimen Certificate for the Company's Preference Shares (incorporated herein by reference to the form of which is in exhibit 4.3 to the Company's Current Report on Form 8-K filed on December 13, 2005)
4.10	Form of Certificate of Designations of the Company's 7.401% Perpetual Preference Shares, dated November 15, 2006 (incorporated herein by reference to exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 15, 2006)
4.11	Specimen Certificate for the Company's 7.401% Perpetual Preference Shares, (incorporated herein by reference to the form of which is in exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 15, 2006)
4.12	Form of Certificate of Designations of the Company's 7.250% Perpetual Preference Shares, dated November 15, 2006 (incorporated herein by reference to exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 11, 2012)
4.13	Specimen Certificate for the Company's 7.250% Perpetual Preference Shares, (incorporated herein by reference to the form of which is in exhibit 4.1 to the Company's Current Report on Form 8-K filed on April 11, 2012)
4.14	Form of Replacement Capital Covenant, dated November 15, 2006 (incorporated herein by reference to exhibit 4.3 to the Company's Current Report on Form 8-K filed on November 15, 2006)
10.1	Amended and Restated Shareholders' Agreement, dated as of September 30, 2003 among the Company and each of the persons listed on Schedule A thereto (incorporated herein by reference to exhibit 10.1 to the Company's 2003 Registration Statement on Form F-1 (Registration No. 333-110435))
10.2	Third Amended and Restated Registration Rights Agreement dated as of November 14, 2003 among the Company and each of the persons listed on Schedule 1 thereto (incorporated herein by reference to exhibit 10.2 to the Company's 2003 Registration Statement on Form F-1 (Registration No. 333-110435))
10.3	Service Agreement dated September 24, 2004 among Christopher O. Kane, Aspen Insurance UK Services Limited and the Company (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 24, 2004)*
10.4	Employment Agreement between John Worth and Aspen Insurance UK Services Limited, filed with this report (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 11, 2012)*

**Table of Contents****Exhibit**

<b>Number</b>	<b>Description</b>
10.5	Amended and Restated Service Agreement between Julian Cusack and Aspen Insurance UK Services Limited, dated October 27, 2011 (incorporated herein by reference to exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for six months ended September 30, 2011, filed on November 7, 2011)*
10.6	Amended and Restated Service Agreement between Julian Cusack and Aspen Insurance UK Services Limited, dated February 25, 2013 filed with this report*
10.7	Service Agreement dated April 3, 2007 among Richard David Houghton and Aspen Insurance UK Services Limited (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 9, 2007)*
10.8	Amendment to Richard David Houghton's Service Agreement, dated May 13, 2008 (incorporated herein by reference to exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for six months ended June 30, 2008, filed on August 6, 2008)*
10.9	Letter to Richard David Houghton dated April 3, 2007 (incorporated herein by reference to exhibit 10.2 to the Company's Current Report on Form 8-K filed April 9, 2007)*
10.10	Compromise Agreement, dated February 22, 2012 between Richard David Houghton and Aspen Insurance UK Services Limited (incorporated herein by reference to exhibit 10.65 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed on February 28, 2012)*
10.11	Service Agreement dated March 10, 2005 between James Few and Aspen Insurance Limited (incorporated herein by reference to exhibit 10.20 to the Company's Annual Report on Form 10-K for fiscal year ended December 31, 2004, filed on March 14, 2005)*
10.12	Employment Agreement dated January 12, 2004 between Brian Boornazian and Aspen Insurance U.S. Services Inc. (incorporated herein by reference to exhibit 10.8 to the Company's Annual Report on Form 10-K for fiscal year ended December 31, 2005, filed on March 6, 2006)*
10.13	Addendum, dated February 5, 2008, to the Employment Agreement dated January 12, 2004 between Brian Boornazian and Aspen Insurance U.S. Services Inc. (incorporated herein by reference to exhibit 10.7 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed on February 29, 2008)*
10.14	Amendment to Brian Boornazian's Employment Agreement, dated October 28, 2008 (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 3, 2008), as further amended, dated December 31, 2008, (incorporated herein by reference to exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on February 26, 2009)*
10.15	Amendment No. 2 to Brian Boornazian's Employment Agreement, dated February 11, 2010 (incorporated herein by reference to exhibit 10.10 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed on February 26, 2010)*
10.16	Employment Agreement dated February 25, 2011 between Mario Vitale and Aspen Insurance U.S. Services Inc., incorporated herein by reference to exhibit 10.6 to the Company's Annual Report Form 10-K for the fiscal year ended December 31, 2011 filed on February 28, 2012)*

**Table of Contents**

**Exhibit**

<b>Number</b>	<b>Description</b>
10.17	Appointment Letter between Glyn Jones and Aspen Insurance Holdings Limited, dated April 19, 2007 (incorporated herein by reference to exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for three months ended March 31, 2007, filed on May 9, 2007)*
10.18	Appointment Letter between Glyn Jones and Aspen Insurance Holdings Limited, dated May 6, 2010 (incorporated herein by reference to exhibit 10.21 to the Company's Quarterly Report on Form 10-Q for three months ended March 31, 2010, filed on May 7, 2010)*
10.19	Richard David Houghton's Restricted Share Unit Award Agreement, as amended, effective October 27, 2009, (incorporated herein by reference to exhibit 10.16 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed on February 26, 2010)*
10.20	John Worth's Restricted Share Unit Award Agreement, effective November 1, 2012, filed with this report*
10.21	Supplemental Employment Retirement Plan for Mario Vitale filed with this report*
10.22	Aspen Insurance Holdings Limited 2003 Share Incentive Plan, as amended dated February 6, 2008 (incorporated herein by reference to exhibit 10.12 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed on February 29, 2008)*
10.23	Amendment to the Aspen Insurance Holdings Limited Amended 2003 Share Incentive Plan (incorporated herein by reference to exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for nine months ended September 30, 2008, filed on November 10, 2008)*
10.24	2006 Option Plan for Non-Employee Directors (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed on May 26, 2006)*
10.25	Aspen Insurance Holdings Limited 2006 Stock Incentive Plan for Non-Employee Directors, as amended dated March 21, 2007 (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 7, 2007)*
10.26	Amendment to the Aspen Insurance Holdings Limited 2006 Stock Incentive Plan for Non-Employee Directors (incorporated herein by reference to exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for nine months ended September 30, 2008, filed on November 10, 2008)*
10.27	Employee Share Purchase Plan, including the International Employee Share Purchase Plan of Aspen Insurance Holdings Limited (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 5, 2008)*
10.28	Aspen Insurance Holdings Limited Revised 2008 Sharesave Scheme (incorporated herein by reference to exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for three months ended March 31, 2010, filed on May 7, 2010)*
10.29	Amendment to the Forms of Performance Share Award Agreements relating to grants in 2007, 2008 and 2009 under the 2003 Share Incentive Plan (incorporated herein by reference to exhibit 10.51 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed on February 26, 2010)*

**Table of Contents**

**Exhibit**

<b>Number</b>	<b>Description</b>
10.30	Form of 2009 Performance Share Agreement (incorporated herein by reference to exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for six months ended June 30, 2009, filed on August 4, 2009)*
10.31	Form of 2010 Performance Share Award Agreement (incorporated herein by reference to exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for three months ended March 31, 2010, filed on May 7, 2010)*
10.32	Form of 2011 Performance Share Award Agreement (incorporated herein by reference to exhibit 10.39 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed on February 28, 2012)*
10.33	Form of 2012 Performance Share Award Agreement (incorporated herein by reference to exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for three months ended March 31, 2012, filed on May 7, 2012)*
10.34	Form of Non-Employee Director Nonqualified Share Option Agreement (incorporated herein by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed on May 26, 2006)*
10.35	Form of Non-Employee Director Restricted Share Unit Award Agreement (incorporated herein by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed on May 7, 2007)*
10.36	Form of 2008 Non-Employee Director Restricted Share Unit Award Agreement (incorporated herein by reference to exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for six months ended June 30, 2008, filed on August 6, 2008)*
10.37	Form of Restricted Share Unit Award Agreement (incorporated herein by reference to exhibit 10.40 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed on February 26, 2009)*
10.38	Amendment to Form of Restricted Share Unit Award Agreement (U.S. version) (incorporated herein by reference to exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for nine months ended September 30, 2008, filed on November 10, 2008)*
10.39	Amendment to Form of Restricted Share Unit Award Agreement (U.S. employees employed outside the U.S.) (incorporated herein by reference to exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for nine months ended September 30, 2008, filed on November 10, 2008)*
10.40	Form of Restricted Share Unit Award Agreement made as part of the annual incentive grant (U.S. recipients) (incorporated herein by reference to exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for three months ended March 31, 2012, filed on May 7, 2012)*
10.41	Form of Restricted Share Unit Award Agreement made as part of the annual incentive grant (non-U.S. recipients) (incorporated herein by reference to exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for three months ended March 31, 2012, filed on May 7, 2012)*

**Table of Contents****Exhibit**

<b>Number</b>	<b>Description</b>
10.42	Master Confirmation, dated as of November 10, 2010, between the Company and Barclays Bank PLC relating to the accelerated share purchase program, (incorporated herein by reference to Exhibit 10.55 to the Company's annual report on Form 10-K for the year ended December 31, 2010, filed on February 25, 2011)
10.43	Supplemental Confirmation, dated as of January 5, 2010, between the Company and Goldman, Sachs & Co. relating to a collared accelerated stock buyback (incorporated herein by reference to exhibit 10.67 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed on February 26, 2010)**
10.44	Supplemental Confirmation, dated as of November 10, 2010, between the Company and Barclays Bank PLC relating to the accelerated share purchase program, (incorporated herein by reference to Exhibit 10.56 to the Company's annual report on Form 10-K for the year ended December 31, 2010, filed on February 25, 2011)**
10.45	Credit Agreement dated as of July 30, 2010, among Aspen Insurance Holdings Limited, various lenders and Barclays Bank PLC, as administrative agent (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 4, 2010)
10.46	Committed Letter of Credit Facility dated October 11, 2006 between Aspen Insurance Limited and Citibank Ireland Financial Services plc. (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed on October 13, 2006)
10.47	Insurance Letters of Credit Master Agreement dated December 15, 2003 between Aspen Insurance Limited and Citibank Ireland Financial Services plc. (incorporated herein by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed on October 13, 2006)
10.48	Pledge Agreement dated January 17, 2006 between Aspen Insurance Limited and Citibank, N.A. (incorporated herein by reference to exhibit 10.3 to the Company's Current Report on Form 8-K, filed on October 13, 2006)
10.49	Side Letter relating to the Pledge Agreement, dated January 27, 2006 between Aspen Insurance Limited and Citibank, N.A. (incorporated herein by reference to exhibit 10.4 to the Company's Current Report on Form 8-K, filed on October 13, 2006)
10.50	Assignment Agreement dated October 11, 2006 among Aspen Insurance Limited, Citibank, N.A., Citibank Ireland Financial Services plc and The Bank of New York (incorporated herein by reference to exhibit 10.5 to the Company's Current Report on Form 8-K, filed on October 13, 2006)
10.51	Letter Agreement dated October 11, 2006 between Aspen Insurance Limited and Citibank Ireland Financial Services plc. (incorporated herein by reference to exhibit 10.6 to the Company's Current Report on Form 8-K, filed on October 13, 2006)
10.52	Amendment to Committed Letter of Credit Facility dated October 29, 2008 between Aspen Insurance Limited and Citibank Europe plc (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed on November 4, 2008)
10.53	Amendment to Pledge Agreement dated October 29, 2008 between Aspen Insurance Limited and Citibank Europe plc (incorporated herein by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed on November 4, 2008)



**Table of Contents**

**Exhibit**

<b>Number</b>	<b>Description</b>
10.54	Letter of Credit between Aspen Insurance Limited and Citibank Europe plc dated April 29, 2009 (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed on May 4, 2009)
10.55	Letter of Credit between Aspen Insurance Limited and Citibank Europe plc, dated August 12, 2011 (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed on August 15, 2011)
10.56	Letter of Credit between Aspen Bermuda Limited and Citibank Europe plc, dated July 30, 2012 (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed on July 31, 2012)
10.57	Amendment to Pledge Agreement between Aspen Insurance Limited and Citibank Europe plc dated August 12, 2011 (incorporated herein by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed on August 15, 2011)
10.58	\$200,000,000 Facility Agreement between Aspen Insurance Limited, Aspen Insurance UK Limited and Barclays Bank PLC dated October 6, 2009 (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed on October 7, 2009)
10.59	First Amendment Agreement to Multicurrency Letter of Credit Facility dated February 28, 2011 among Aspen Insurance Limited, Aspen Insurance UK Limited and Barclays Bank PLC (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed on March 1, 2011)
10.60	Amendment Letter to Multicurrency Letter of Credit Facility dated February 1, 2013 among Aspen Bermuda Limited (formerly known as Aspen Insurance Limited), Aspen Insurance UK Limited and Barclays Bank PLC (incorporated herein by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 1, 2013)
21.1	Subsidiaries of the Company, filed with this report
23.1	Consent of KPMG Audit Plc, filed with this report
24.1	Power of Attorney for officers and directors of Aspen Insurance Holdings Limited (included on the signature page of this report)
31.1	Officer Certification of Christopher O Kane, Chief Executive Officer of Aspen Insurance Holdings Limited, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed with this report
31.2	Officer Certification of John Worth, Chief Financial Officer of Aspen Insurance Holdings Limited, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed with this report
32.1	Officer Certification of Christopher O Kane, Chief Executive Officer of Aspen Insurance Holdings Limited, and John Worth, Chief Financial Officer of Aspen Insurance Holdings Limited, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, submitted with this report

**Table of Contents**

**Exhibit**

<b>Number</b>	<b>Description</b>
101	The following financial information from Aspen Insurance Holdings Limited's annual report on Form 10-K for the year ended December 31, 2012 formatted in XBRL: (i) Consolidated Statements of Operations and Comprehensive Income for the twelve months ended December 31, 2012, 2011 and 2010; (ii) Consolidated Balance Sheets at December 31, 2012 and December 31, 2011; (iii) Consolidated Statements of Shareholders' Equity for the twelve months ended December 31, 2012, 2011 and 2010; (iv) Consolidated Statements of Cash Flows for the twelve months ended December 31, 2012, 2011 and 2010; and (v) Notes to the Audited Consolidated Financial Statements, tagged as blocks of text and in detail***

\* This exhibit is a management contract or compensatory plan or arrangement.

\*\* Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been separately filed with the SEC.

\*\*\* As provided in Rule 406T of Regulation S-T, this information is furnished herewith and not filed for the purposes of Sections 11 and 12 of the Securities Act and Section 18 of the Exchange Act. Such exhibit will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act unless Aspen Insurance Holdings Limited specifically incorporates it by reference.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ASPEN INSURANCE HOLDINGS LIMITED**

By: /s/ Christopher O Kane  
 Name: Christopher O Kane  
 Title: Chief Executive Officer

Date: February 26, 2013

**POWER OF ATTORNEY**

Know all men by these presents, that the undersigned directors and officers of the Company, a Bermuda limited liability company, which is filing a Form 10-K with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1934 hereby constitute and appoint Christopher O Kane and John Worth, and each of them, the individual s true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign such Form 10-K therewith and any and all amendments thereto to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1934, this Form 10-K has been signed by the following persons in the capacities indicated on the 26th day of February, 2013.

<b>Signature</b>	<b>Title</b>
/s/ Glyn Jones Glyn Jones	Chairman and Director
/s/ Christopher O Kane Christopher O Kane	Chief Executive Officer and Director  (Principal Executive Officer)
/s/ John Worth John Worth	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Liaquat Ahamed Liaquat Ahamed	Director
/s/ Albert Beer Albert Beer	Director
/s/ Richard Bucknall Richard Bucknall	Director

**Table of Contents**

<b>Signature</b>	<b>Title</b>
/s/ John Cavoores John Cavoores	Director
/s/ Ian Cormack Ian Cormack	Director
/s/ Julian Cusack Julian Cusack	Director
/s/ Heidi Hutter Heidi Hutter	Director
/s/ Gordon Ireland Gordon Ireland	Director
/s/ Peter O Flinn Peter O Flinn	Director
/s/ Ronald Pressman Ronald Pressman	Director

---

**Table of Contents**

**ASPEN INSURANCE HOLDINGS LIMITED**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS**

	<b>Page</b>
<u>Management's Report on Internal Control over Financial Reporting</u>	F-2
<u>Report of Independent Registered Public Accounting Firm</u>	F-3
<b>Consolidated Financial Statements for the Twelve Months ended December 31, 2012, December 31, 2011 and December 2010</b>	
<u>Consolidated Statements of Operations and Comprehensive Income for the Twelve Months Ended December 31, 2012, December 31, 2011 and December 31, 2010</u>	F-4
<u>Consolidated Balance Sheets as at December 31, 2012 and December 31, 2011</u>	F-5
<u>Consolidated Statements of Shareholders' Equity for the Twelve Months Ended December 31, 2012, December 31, 2011 and December 31, 2010</u>	F-7
<u>Consolidated Statements of Cash Flows for the Twelve Months Ended December 31, 2012, December 31, 2011 and December 31, 2010</u>	F-8
<u>Notes to the Audited Consolidated Financial Statements for the Twelve Months Ended December 31, 2012, December 31, 2011 and December 31, 2010</u>	F-10

F-1

**Table of Contents**

**ASPEN INSURANCE HOLDINGS LIMITED**

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as is defined in Exchange Act Rules 13a-15(f) and as contemplated by Section 404 of the Sarbanes-Oxley Act. Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. All internal control systems, no matter how well designed, have inherent limitations. These limitations include the possibility that judgments in decision-making can be faulty, and that breakdowns can occur because of error or mistake. Therefore, any internal control system can provide only reasonable assurance and may not prevent or detect all misstatements or omissions. In addition, our evaluation of effectiveness is as of a particular point in time and there can be no assurance that any system will succeed in achieving its goals under all future conditions.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2012. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on our assessment in accordance with the criteria, we believe that our internal control over financial reporting is effective as of December 31, 2012.

The Company's internal control over financial reporting as of December 31, 2012 has been audited by KPMG Audit Plc, an independent registered public accounting firm, who also audited our consolidated financial statements. KPMG Audit Plc's attestation report on internal control over financial reporting appears on page F-3.

**Table of Contents**

**ASPEN INSURANCE HOLDINGS LIMITED**

**REPORT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders of Aspen Insurance Holdings Limited:

We have audited the accompanying consolidated balance sheets of Aspen Insurance Holdings Limited and subsidiaries ( the Company ) as of December 31, 2012 and 2011, and related consolidated statements of operations and comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2012. In addition we have audited the financial statement schedules on pages S-2 to S-8. We also have audited the Company's internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ). The Company's management is responsible for these consolidated financial statements and financial statement schedules, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on these consolidated financial statements, on the financial statement schedules, and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2012 and 2011, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles. In addition, in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in note 2(l) to the consolidated financial statements, the Company changed its method of accounting for deferred acquisition costs in 2012.

Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ KPMG Audit Plc

KPMG Audit Plc

London, United Kingdom

February 26, 2013

F-3



**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME****For The Twelve Months Ended December 31, 2012, 2011 and 2010**

(\$ in millions, except share and per share amounts)

	Twelve Months Ended December 31,		
	2012	2011 (As Adjusted)	2010 (As Adjusted)
<b>Revenues</b>			
Net earned premium	\$ 2,083.5	\$ 1,888.5	\$ 1,898.9
Net investment income	204.9	225.6	232.0
Realized and unrealized investment gains	35.4	46.8	61.1
Other income	5.6	10.5	11.6
<b>Total revenues</b>	<b>2,329.4</b>	<b>2,171.4</b>	<b>2,203.6</b>
<b>Expenses</b>			
Losses and loss adjustment expenses	1,238.5	1,556.0	1,248.7
Policy acquisition expenses	381.2	347.0	328.5
General, administrative and corporate expenses <sup>(1)</sup>	345.1	284.5	258.6
Interest on long-term debt	30.9	30.8	16.5
Change in fair value of derivatives	28.4	59.9	0.2
Realized and unrealized investment losses	8.6	16.5	10.5
Net realized and unrealized foreign exchange (gains)/losses	(3.4)	6.7	(2.2)
Other expenses	4.7	17.3	2.5
<b>Total expenses</b>	<b>2,034.0</b>	<b>2,318.7</b>	<b>1,863.3</b>
Income/(loss) from operations before income tax	295.4	(147.3)	340.3
Income tax (expense)/credit	(15.0)	37.2	(27.6)
<b>Net income/(loss) for the year <sup>(1)</sup></b>	<b>\$ 280.4</b>	<b>\$ (110.1)</b>	<b>\$ 312.7</b>
Add: Loss attributable to non-controlling interest	0.2	0.1	0.3
<b>Net income/(loss) attributable to Aspen Insurance Holdings Limited's ordinary shareholders<sup>(1)</sup></b>	<b>\$ 280.6</b>	<b>\$ (110.0)</b>	<b>\$ 313.0</b>
<b>Other Comprehensive Income, net of taxes:</b>			
Available for sale investments:			
Reclassification adjustment for net realized losses/(gains) on investments included in net income	2.0	(16.6)	(21.0)
Change in net unrealized gains on available for sale securities held	7.8	110.1	77.8
Amortization of loss on derivative contract	0.2	0.3	0.2
Change in foreign currency translation adjustment	(11.5)	10.8	10.0
<b>Other comprehensive (loss)/income</b>	<b>(1.5)</b>	<b>104.6</b>	<b>67.0</b>
<b>Comprehensive income/(loss) attributable to Aspen Insurance Holdings Limited's ordinary shareholders</b>	<b>\$ 279.1</b>	<b>\$ (5.4)</b>	<b>\$ 380.0</b>
<b>Per Share Data</b>			
Weighted average number of ordinary share and share equivalents			
Basic <sup>(2)</sup>	71,095,856	70,665,166	76,342,632
Diluted <sup>(2)</sup>	73,689,423	70,665,166	80,014,738

## Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

Basic earnings/(loss) per ordinary share adjusted for preference share dividends	\$	3.51	\$	(1.88)	\$	3.80
Diluted earnings/(loss) per ordinary share adjusted for preference share dividends	\$	3.38	\$	(1.88)	\$	3.62

- (1) In 2012, the Company adopted the provision of ASU 2010-26, Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful business acquisition. For more information on the impact of ASU 2010-26, please refer to Note 2(l) of these consolidated financial statements.
- (2) The basic and diluted number of ordinary shares for the twelve months ended December 31, 2011 is the same, as the inclusion of dilutive securities in a loss-making period would be anti-dilutive.

See accompanying notes to the consolidated financial statements.

F-4

**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****CONSOLIDATED BALANCE SHEETS**

As at December 31, 2012 and 2011

(\$ in millions, except share and per share amounts)

	December 31, 2012	December 31, 2011 (As Adjusted)
<b>ASSETS</b>		
Investments		
Fixed income maturities, available for sale at fair value (amortized cost \$5,228.5 and \$5,099.7)	\$ 5,557.3	\$5,425.8
Fixed income maturities, trading at fair value (amortized cost \$431.6 and \$380.4)	456.1	394.4
Equity securities, available for sale at fair value (cost \$174.0 and \$169.8)	200.1	179.5
Other investments, equity method	45.0	33.1
Short-term investments, available for sale at fair value (amortized cost \$431.5 and \$298.2)	431.5	298.2
Short-term investments, trading at fair value (amortized cost \$2.4 and \$4.1)	2.4	4.1
<b>Total investments</b>	<b>6,692.4</b>	<b>6,335.1</b>
Cash and cash equivalents	1,463.6	1,239.1
Reinsurance recoverables		
Unpaid losses	499.0	426.6
Ceded unearned premiums	122.6	87.8
Receivables		
Underwriting premiums	1,057.5	894.4
Other	68.5	69.7
Funds withheld	84.3	90.7
Deferred policy acquisition costs <sup>(1)</sup>	223.0	184.5
Derivatives at fair value	2.0	1.3
Receivable for securities sold	0.2	1.1
Office properties and equipment	57.9	53.9
Tax recoverable	2.4	19.5
Other assets	18.2	36.8
Intangible assets	19.0	20.0
<b>Total assets <sup>(1)</sup></b>	<b>\$ 10,310.6</b>	<b>\$9,460.5</b>

<sup>(1)</sup> In 2012, the Company adopted the provision of ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful business acquisition. For more information on the impact of ASU 2010-26, please refer to Note 2(l) of these consolidated financial statements.

See accompanying notes to the consolidated financial statements.



**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****CONSOLIDATED BALANCE SHEETS**

As at December 31, 2012 and 2011

(\$ in millions, except share and per share amounts)

	December 31, 2012	December 31, 2011 (As Adjusted)
<b>LIABILITIES</b>		
Insurance reserves		
Losses and loss adjustment expenses	\$ 4,779.7	\$4,525.2
Unearned premiums	1,120.8	916.1
<b>Total insurance reserves</b>	<b>5,900.5</b>	<b>5,441.3</b>
Payables		
Reinsurance premiums	154.1	155.8
Deferred taxation	11.8	18.5
Current taxation		
Accrued expenses and other payables	249.3	187.8
Liabilities under derivative contracts	7.4	2.1
<b>Total payables</b>	<b>422.6</b>	<b>364.2</b>
Long-term debt	499.1	499.0
<b>Total liabilities</b>	<b>\$ 6,822.2</b>	<b>\$6,304.5</b>
Commitments and contingent liabilities (see Note 18)		
<b>SHAREHOLDERS EQUITY</b>		
Ordinary shares: 70,753,723 shares of 0.15144558¢ each		
(2011 70,655,698)	0.1	0.1
Preference shares:		
4,600,000 5.625% shares of par value 0.15144558¢ each		
(2011 4,600,000)		
5,327,500 7.401% shares of par value 0.15144558¢ each		
(2011 5,327,500)		
6,400,000 7.250% shares of par value 0.15144558¢ each		
(2011 Nil)		
Non-controlling interest	0.2	0.4
Additional paid-in capital	1,516.7	1,385.0
Retained earnings <sup>(1)</sup>	1,544.0	1,341.6
Accumulated other comprehensive income, net of taxes	427.4	428.9
<b>Total shareholders equity <sup>(1)</sup></b>	<b>3,488.4</b>	<b>3,156.0</b>
<b>Total liabilities and shareholders equity <sup>(1)</sup></b>	<b>\$ 10,310.6</b>	<b>\$9,460.5</b>

<sup>(1)</sup> In 2012, the Company adopted the provision of ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful business acquisition. For more information on the impact of ASU 2010-26, please refer to Note 2(l) of these consolidated financial statements.

See accompanying notes to the consolidated financial statements.

F-6

**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY****For The Twelve Months Ended December 31, 2012, 2011 and 2010**

(\$ in millions)

	Twelve Months Ended December 31,		
	2012	2011	2010
Ordinary shares		(As Adjusted)	(As Adjusted)
Beginning and end of the year	\$ 0.1	\$ 0.1	\$ 0.1
Preference shares			
Beginning and end of the year			
Non-controlling interest			
Beginning of the year	0.4	0.5	
Introductory capital			0.8
Net (loss) attributable to non-controlling interest for the year	(0.2)	(0.1)	(0.3)
End of the year	0.2	0.4	0.5
Additional paid-in capital			
Beginning of the year	1,385.0	1,388.3	1,763.0
New ordinary shares issued	22.1	0.8	20.3
Ordinary shares repurchased and cancelled	(62.7)	(8.1)	(407.8)
Preference shares issued	154.5		
Share-based compensation	17.8	4.0	12.8
End of the year	1,516.7	1,385.0	1,388.3
Retained earnings			
Beginning of the year <sup>(1)</sup>	1,341.6	1,517.0	1,273.3
Net income/(loss) for the year <sup>(1)</sup>	280.4	(110.1)	312.7
Dividends on ordinary shares	(47.0)	(42.5)	(46.5)
Dividends on preference shares	(31.1)	(22.8)	(22.8)
Dividends due to non-controlling interest	(0.1)	(0.1)	
Net loss attributable to non-controlling interest for the year	0.2	0.1	0.3
End of the year <sup>(1)</sup>	1,544.0	1,341.6	1,517.0
Accumulated other comprehensive income:			
Cumulative foreign currency translation adjustments, net of taxes:			
Beginning of the year	124.2	113.4	103.4
Change for the year, net of income tax	(11.5)	10.8	10.0
End of the year	112.7	124.2	113.4
Loss on derivatives, net of taxes:			
Beginning of the year	(0.7)	(1.0)	(1.2)
Reclassification to interest payable	0.2	0.3	0.2

Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

End of the year	(0.5)	(0.7)	(1.0)
Unrealized appreciation on investments, net of taxes:			
Beginning of the year	305.4	211.9	155.1
Change for the year, net of taxes	9.8	93.5	56.8
End of the year	315.2	305.4	211.9
Total accumulated other comprehensive income, net of taxes	427.4	428.9	324.3
Total shareholders' equity <sup>(1)</sup>	\$ 3,488.4	\$ 3,156.0	\$ 3,230.2

<sup>(1)</sup> In 2012, the Company adopted the provision of ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful business acquisition. For more information on the impact of ASU 2010-26, please refer to Note 2(l) of these consolidated financial statements.

See accompanying notes to the consolidated financial statements.



**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****CONSOLIDATED STATEMENTS OF CASH FLOWS****For the Twelve Months Ended December 31, 2012, 2011 and 2010**

(\$ in millions)

	Twelve Months Ended December 31,		
	2012	2011	2010
		(As Adjusted)	(As Adjusted)
<b>Cash flows from operating activities:</b>			
Net income/(loss) <sup>(1)</sup>	\$ 280.4	\$(110.1)	\$312.7
Proportion due to non-controlling interest	0.2	0.1	0.3
Adjustments to reconcile net income to net cash flows from operating activities:			
Depreciation and amortization	38.8	28.1	21.4
Share-based compensation	17.8	4.0	12.8
Realized and unrealized investment (gains)	(35.4)	(46.8)	(61.1)
Realized and unrealized investment losses	8.6	16.5	10.5
Net realized and unrealized investment foreign exchange losses	1.9		
Loss on derivative contracts	0.2	0.3	0.2
Changes in:			
Insurance reserves:			
Losses and loss adjustment expenses	211.9	700.2	509.2
Unearned premiums	198.3	60.3	(42.8)
Reinsurance recoverables:			
Unpaid losses	(70.4)	(146.6)	40.0
Ceded unearned premiums	(34.0)	(25.2)	39.5
Other receivables	1.6	(1.8)	
Accrued investment income and other receivables			(3.1)
Deferred policy acquisition costs <sup>(1)</sup>	(37.6)	(29.5)	(2.3)
Reinsurance premiums payable	(2.3)	42.6	3.2
Funds withheld	6.4	(7.4)	1.8
Premiums receivable	(165.9)	(63.5)	(119.7)
Deferred taxes	(20.8)	(36.0)	(29.9)
Income tax payable	18.3	(32.1)	2.2
Accrued expenses and other payable	52.4	(10.4)	(50.8)
Fair value of derivatives and settlement of liabilities under derivatives	7.7	9.7	(9.3)
Long-term debt	0.1	0.2	
Intangible assets			0.8
Other assets	18.2	(9.1)	(11.3)
<b>Net cash generated by operating activities</b>	<b>\$ 496.4</b>	<b>\$ 343.5</b>	<b>\$624.3</b>

(1) In 2012, the Company adopted the provision of ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful business acquisition. For more information on the impact of ASU 2010-26, please refer to Note 2(1) of these consolidated financial statements.

See accompanying notes to the consolidated financial statements.



**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****CONSOLIDATED STATEMENTS OF CASH FLOWS****For the Twelve Months Ended December 31, 2012, 2011 and 2010**

(\$ in millions)

	Twelve Months Ended December 31,		
	2012	2011	2010
<b>Cash flows generated (used in)/from investing activities:</b>			
(Purchases) of fixed income maturities Available for sale	\$ (1,529.6)	\$ (1,784.4)	\$ (2,096.8)
(Purchases) of fixed income maturities Trading	(300.8)	(378.6)	(710.4)
Proceeds from sales and maturities of fixed income maturities Available for sale	1,416.5	1,823.5	2,050.7
Proceeds from sales and maturities of fixed income maturities Trading	257.2	389.9	661.3
(Purchases) of equity securities Available for sale	(53.1)	(205.4)	
Proceeds from sales of equity securities Available for sale	46.9	29.2	
Net (purchases)/sales of short-term investments	(122.7)	(13.3)	91.8
Net change in (payable)/receivable for securities (purchased)/sold	1.1	(41.5)	52.3
Payments for acquisitions net of cash acquired			(13.4)
Non-controlling interest introductory capital			0.8
Investment in Chaspart Maritime Holdings Ltd	(8.7)		
Purchase of equipment	(24.0)	(29.9)	(17.9)
<b>Net cash generated from/(used in) investing activities</b>	<b>(317.2)</b>	<b>(210.5)</b>	<b>18.4</b>
<b>Cash flows from/(used in) financing activities:</b>			
Proceeds from the issuance of ordinary shares, net of issuance costs	22.1	0.8	20.3
Proceeds from the issuance of preference shares, net of issuance costs	154.5		
Ordinary shares repurchased	(62.7)	(8.1)	(407.8)
Proceeds from issuance of long-term debt			249.2
Dividends paid on ordinary shares	(47.0)	(42.5)	(46.5)
Dividends paid on preference shares	(31.1)	(22.8)	(22.8)
Dividends paid to non-controlling interest	(0.1)	(0.1)	
<b>Net cash from/(used in) financing activities</b>	<b>35.7</b>	<b>(72.7)</b>	<b>(207.6)</b>
Effect of exchange rate movements on cash and cash equivalents	9.6	(0.3)	(4.4)
Increase in cash and cash equivalents	224.5	60.0	430.7
Cash and cash equivalents at beginning of year	1,239.1	1,179.1	748.4
Cash and cash equivalents at end of year	\$ 1,463.6	\$ 1,239.1	\$ 1,179.1
Supplemental disclosure of cash flow information:			
Cash paid during the year for income tax	\$ 11.0	\$ 24.8	\$ 56.0
Cash paid during the year for interest	\$ 30.0	\$ 30.2	\$ 15.0

See accompanying notes to the consolidated financial statements.



**Table of Contents**

**ASPEN INSURANCE HOLDINGS LIMITED**

**NOTES TO THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**For the Twelve Months Ended December 31, 2012, 2011 and 2010**

**(\$ in millions, except share and per share amounts)**

**1. History and Organization**

Aspen Insurance Holdings Limited ( Aspen Holdings ) was incorporated on May 23, 2002, and holds subsidiaries that provide insurance and reinsurance on a worldwide basis. Its principal operating subsidiaries are Aspen Insurance UK Limited ( Aspen U.K. ), Aspen Bermuda Limited ( Aspen Bermuda ), Aspen Specialty Insurance Company ( Aspen Specialty ), Aspen American Insurance Company ( AAIC ) and Aspen Underwriting Limited (corporate member of Lloyd's Syndicate 4711, AUL ) (collectively, the Operating Subsidiaries ). References to the Company , we , us or our refer to Aspen Holdings or Aspen Holdings and its subsidiaries.

**2. Basis of Preparation and Significant Accounting Policies**

The consolidated financial statements of Aspen Holdings are prepared in accordance with United States Generally Accepted Accounting Principles ( U.S. GAAP ) and are presented on a consolidated basis including the transactions of all operating subsidiaries. Transactions between Aspen Holdings and its subsidiaries are eliminated within the consolidated financial statements.

**(a) Use of Estimates**

Assumptions and estimates made by the directors have a significant effect on the amounts reported within the consolidated financial statements. The most significant of these relate to the losses and loss adjustment expenses, reinsurance recoverables, gross written premiums and commissions which have not been reported to the Company such as those relating to proportional treaty reinsurance contracts, the fair value of derivatives and the fair value of other investments. All material assumptions and estimates are regularly reviewed and adjustments made as necessary, but actual results could turn out significantly different from those expected when the assumptions or estimates were made.

**(b) Accounting for Insurance and Reinsurance Operations**

*Premiums Earned.* Premiums are recognized as revenues proportionately over the coverage period. Premiums earned are recorded in the statements of operations, net of the cost of purchased reinsurance. Premiums written which are not yet recognized as earned premium are recorded in the consolidated balance sheet as unearned premiums, gross of any ceded unearned premiums. Written and earned premiums, and the related costs, include estimates for premiums which have not yet been finally determined. These relate mainly to contractual provisions for the payment of adjustment or additional premiums, premiums payable under proportional treaties and delegated underwriting authorities and reinstatement premiums.

Adjustment and additional premiums are premiums charged after coverage has expired and related to experience during the policy term. The proportion of adjustable premiums included in the premium estimates varies between business lines with the largest adjustment premiums being in property and casualty reinsurance and the smallest in property and casualty insurance.

Premiums payable under proportional treaty contracts and delegated underwriting authorities are generally not reported to the Company until after the reinsurance coverage is in force. As a result, an

## **Table of Contents**

estimate of these pipeline premiums is recorded. The Company estimates pipeline premiums based on projections of ultimate premium taking into account reported premiums and expected development patterns.

Reinstatement premiums on assumed excess of loss reinsurance contracts are provided for based on experience under such contracts. Reinstatement premiums are the premiums charged for the restoration of the reinsurance limit of an excess of loss contract to its full amount after payment by the reinsurer of losses as a result of an occurrence and are recognized as revenue in full at the date of loss, triggering the payment of the reinstatement premiums. The payment of reinstatement premiums provides future insurance cover for the remainder of the initial policy term. An allowance for uncollectible premiums is established for possible non-payment of premium receivables, as deemed necessary.

Outward reinsurance premiums are accounted for using the same accounting methodology as we use for inwards premiums. Premiums payable under reinsurance contracts that operate on a losses occurring during basis are accounted for in full over the period of coverage while those arising from risks attaching during policies are expensed over the earnings period of the premiums receivable from the reinsured business.

*Losses and Loss Adjustment Expenses.* Losses represent the amount paid or expected to be paid to claimants in respect of events that have occurred on or before the balance sheet date. The costs of investigating, resolving and processing these claims are known as loss adjustment expenses ( LAE ). The statement of operations records these losses net of reinsurance, meaning that gross losses and loss adjustment expenses incurred are reduced by the amounts recovered or expected to be recovered under reinsurance contracts.

*Reinsurance.* Written premiums, earned premiums, incurred claims, LAE and policy acquisition costs all reflect the net effect of assumed and ceded reinsurance transactions. Assumed reinsurance refers to the Company's acceptance of certain insurance risks that other insurance companies have underwritten. Ceded reinsurance arises from contracts under which other insurance companies agree to share certain risks with the Company.

Reinsurance accounting is followed when there is significant timing risk, significant underwriting risk and a reasonable possibility of significant loss.

Reinsurance does not isolate the ceding company from its obligations to policyholders. In the event that a reinsurer fails to meet its obligations, the ceding company's obligations remain. The Company regularly evaluates the financial condition of its reinsurers and monitors the concentration of credit risk to minimize its exposure to financial loss from reinsurers' insolvency. Where it is considered required, appropriate provision is made for balances deemed irrecoverable from reinsurers.

*Reserves.* Insurance reserves are established for the total unpaid cost of claims and LAE in respect of events that have occurred by the balance sheet date, including the Company's estimates of the total cost of claims incurred but not yet reported ( IBNR ). Claim reserves are reduced for estimated amounts of salvage and subrogation recoveries. Estimated amounts recoverable from reinsurers on unpaid losses and LAE are reflected as assets.

For reported claims, reserves are established on a case-by-case basis within the parameters of coverage provided in the insurance policy or reinsurance agreement. For IBNR claims, reserves are estimated using a number of established actuarial methods to establish a range of estimates from which

## **Table of Contents**

a management best estimate is selected. Both case and IBNR reserve estimates consider such variables as past loss experience, changes in legislative conditions, changes in judicial interpretation of legal liability, policy coverages and inflation.

As many of the coverages underwritten involve claims that may not be ultimately settled for many years after they are incurred, subjective judgments as to the ultimate exposure to losses are an integral and necessary component of the loss reserving process. The Company regularly reviews its reserves, using a variety of statistical and actuarial techniques to analyze current claims costs, frequency and severity data, and prevailing economic, social and legal factors. Reserves established in prior periods are adjusted as claim experience develops and new information becomes available. Adjustments to previously estimated reserves are reflected in the financial results of the period in which the adjustments are made.

The process of estimating required reserves does, by its very nature, involve considerable uncertainty. The level of uncertainty can be influenced by factors such as the existence of coverage with long duration payment patterns and changes in claims handling practices, as well as the factors noted above. Ultimate actual payments for claims and LAE could turn out to be significantly different from the Company's estimates.

*Policy Acquisition Expenses.* The costs directly related to writing an insurance policy are referred to as policy acquisition expenses and include commissions, premium taxes and profit commissions. With the exception of profit commissions, these expenses are incurred when a policy is issued and are deferred and amortized over the same period as the corresponding premiums are recorded as revenues. Profit commissions are estimated based on the related performance criteria evaluated at the balance sheet date, with subsequent changes to those estimates recognized when they occur.

On a regular basis a recoverability analysis is performed of the deferred policy acquisition costs in relation to the expected recognition of revenues, including anticipated investment income, and adjustments, if any, are reflected as period costs. Should the analysis indicate that the acquisition costs are unrecoverable, further analyses are performed to determine if a reserve is required to provide for losses which may exceed the related unearned premium.

*General, Administrative and Corporate Expenses.* These costs represent the expenses incurred in running the business and include, but are not limited to: compensation costs for employees, rental costs, IT development and operating costs and professional and consultancy fees. General, policy and administrative costs directly attributable to the successful acquisition of business are deferred and amortized over the same period as the corresponding premiums are recorded as revenues. When reporting the results for its operating segments, the Company includes expenses which are directly attributable to the segment plus an allocation of central administrative costs. Corporate expenses are not allocated to the Company's operating segments as they typically do not fluctuate with the levels of premium written and are related to the Company's operations which include group executive costs, group finance costs, group legal and actuarial costs and certain strategic costs.

### **(c) Accounting for Investments, Cash and Cash Equivalents**

*Fixed Income Maturities.* The fixed income maturity portfolio comprises securities issued by governments and government agencies, corporate bonds and mortgage and other asset-backed securities. Investments in fixed maturities are classified as available for sale or trading and are reported at estimated fair value in the consolidated balance sheet. Investment transactions are recorded on the

## **Table of Contents**

trade date with balances pending settlement reflected in the consolidated balance sheet as a receivable for investments sold or a payable for investments purchased. Fair values are based on quoted market prices and other data provided by third-party pricing services and index providers.

*Equity Securities.* Our equity securities comprise U.S. and foreign equity securities. They are classified as either trading or available for sale and carried on the consolidated balance sheet at estimated fair value. The fair values are based on quoted market prices in active markets from independent pricing sources.

*Short-term Investments.* Short-term investments primarily comprise highly liquid debt securities with a maturity greater than three months but less than one year from the date of purchase and are held as part of the investment portfolio of the Company. Short-term investments are classified as either trading or available for sale and carried at estimated fair value.

*Gains and Losses.* Realized gains or losses on the sale of investments are determined on the basis of the first in first out cost method and, for fixed income maturity available for sale securities, include adjustments to the cost basis of investments for declines in value that are considered to be other-than-temporary. Unrealized gains and losses represent the difference between the carrying value of the security and its market value at the reporting date and are included within other comprehensive income for securities classified as available for sale and in realized and unrealized investment gains or losses in the consolidated statement of operations for securities classified as trading. The carrying value of a fixed income security is normally its cost as adjusted by amortization of any difference between its cost and its redemption value ( amortized cost ).

*Other Investments.* Other investments represent the Company's investments that are recorded using the equity method of accounting. Adjustments to the fair value of these investments are made based on the net asset value of the investee.

*Cash and Cash Equivalents.* Cash and cash equivalents are carried at fair value. Cash and cash equivalents comprise cash on hand, deposits held on call with banks and other short-term highly liquid investments due to mature within three months from the date of purchase and which are subject to insignificant risk of change in fair value.

*Other-than-temporary Impairment of Investments.* A security is impaired when its fair value is below its cost or amortized cost. The Company reviews its investment portfolio each quarter on an individual security basis for potential other-than-temporary impairment ( OTTI ) based on criteria including issuer-specific circumstances, credit ratings actions and general macro-economic conditions.

Other-than-temporary impairment is deemed to occur when there is no objective evidence to support recovery in value of a security and a) the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its cost or adjusted amortized cost basis or b) it is deemed probable that the Company will be unable to collect all amounts due according to the contractual terms of the individual security. In the first case, the entire unrealized loss position is taken as an OTTI charge to realized losses in earnings. In the second case, the unrealized loss is separated into the amount related to credit loss and the amount related to all other factors. The OTTI charge related to credit loss is recognized in realized losses in earnings and the amount related to all other factors is recognized in other comprehensive income. The cost basis of the investment is reduced accordingly and no adjustments to the cost basis are made for subsequent recoveries in value.



## **Table of Contents**

Equity securities do not have a maturity date and therefore the Company's review of these securities utilizes a higher degree of judgment. In its review, the Company considers its ability and intent to hold an impaired equity security for a reasonable period of time to allow for a full recovery. Where an equity security is considered to be other-than-temporarily impaired, the entire charge is recognized in realized losses in earnings. The cost basis of the investment is reduced accordingly and no adjustments to the cost basis are made for subsequent recoveries in value.

Although the Company reviews each security on a case by case basis, it has also established parameters focusing on the extent and duration of impairment to help identify securities in an unrealized loss position which are other-than-temporarily impaired. For fixed maturities, the Company considers securities which have been in an unrealized loss position for 12 months or more which currently have a market value of more than 20% below cost should be other-than-temporarily impaired. For equities, the Company considers declines in value to a level of 20% or more below cost for 12 consecutive months to indicate the security should be other-than-temporarily impaired.

*Investment Income.* Investment income includes amounts received and accrued in respect of periodic interest (coupons) payable to the Company by the issuer of fixed income securities, equity dividends and interest credited on cash and cash equivalents. It also includes amortization of premium and accretion of discount in respect of fixed income securities. Investment management and custody fees are charged against net investment income reported in the consolidated statement of operations.

### **(d) Accounting for Derivative Financial Instruments**

The Company enters into derivative instruments such as interest rate swaps and forward exchange contracts in order to manage certain market and credit risks. The Company records derivative instruments at fair value on the Company's balance sheet as either assets or liabilities, depending on their rights and obligations.

The accounting for the gain or loss due to the changes in the fair value of these instruments is dependent on whether the derivative qualifies as a hedge. If the derivative does not qualify as a hedge, the gains or losses are reported in earnings when they occur. If the derivative does qualify as a hedge, the accounting treatment varies based on the type of risk being hedged.

### **(e) Intangible Assets**

Intangible assets are held in the consolidated balance sheet at cost less amortization and impairment. Amortization applies on a straight-line basis in respect of assets having a finite estimated useful economic life. The directors test for impairment of intangible assets annually or when events or changes in circumstances indicate that the asset might be impaired.

### **(f) Office Properties and Equipment**

Office properties and equipment are carried at cost less accumulated depreciation. These assets are depreciated on a straight-line basis over the estimated useful lives of the assets. Computer equipment and software is depreciated between three and five years with depreciation for software commencing on the date the software is brought into use. Furniture and fittings are depreciated over four years and leasehold improvements are depreciated over 15 years.

## **Table of Contents**

### **(g) Foreign Currencies Translation**

The reporting currency of the Company is the U.S. Dollar. The functional currencies of the Company's foreign operations and branches are the currencies in which the majority of their business is transacted.

Transactions in currencies other than the functional currency are measured in the functional currency of that operation at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in non-functional currencies are remeasured at the exchange rate prevailing at the balance sheet date and any resulting foreign exchange gains or losses are reflected in the statement of operations.

Monetary assets and liabilities of the Company's functional currency operations are translated into U.S. Dollars at the exchange rate prevailing at the balance sheet date. Income and expenses of these operations are translated at the exchange rate prevailing at the date of the transaction. Unrealized gains or losses arising from the translation of functional currencies are recorded net of tax as a component of other comprehensive income.

### **(h) Earnings Per Share**

Basic earnings per share is determined by dividing net income available to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share reflect the effect on earnings of the average number of shares outstanding associated with dilutive securities. The dilutive effect of potentially dilutive securities is calculated using the treasury stock method.

### **(i) Accounting for Income Tax**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. When the Company does not believe that, on the basis of available information, it is more likely than not that the deferred tax asset will be fully recovered, it recognizes a valuation allowance against its deferred tax assets to reduce assets to the recoverable amount. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

### **(j) Preference Shares**

The Company has issued three classes of perpetual preference shares. The Company has no obligation to pay interest on these securities but they do carry entitlements to dividends payable at the discretion of the Board of Directors. In the event of non-payment of dividends for six consecutive periods, holders of preference shares have director appointment rights. They are therefore accounted for as equity instruments and included within total shareholders' equity.

### **(k) Share-Based Employee Compensation**

The Company operates a share and option-based employee compensation plan, the terms and conditions of which are described in Note 16. The Company applies a fair-value based measurement method including estimates for future forfeitures in the calculation of the compensation costs of stock options, performance shares, phantom shares and restricted share units.

**Table of Contents****(I) New Accounting Policies***New Accounting Pronouncements Adopted in 2012*

In 2010, the Financial Accounting Standard Board ( FASB ) issued ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*, which requires costs incrementally or directly related to the successful acquisition of new or renewal insurance contracts to be capitalized as deferred acquisition costs, effective for the 2012 interim and annual reporting period. This decision requires the Company to expense the proportion of its general and administrative deferred acquisition costs which relate to quoted business which does not successfully convert into a policy. The Company adopted this standard for the first time on January 1, 2012, and followed the full retrospective method permitted by the FASB which requires prior periods to be represented.

The provisions of the standard have increased general, administrative and corporate expenses by \$4.3 million in the year ended December 31, 2012 and reduced closing retained earnings for the year ended December 31, 2012 by an aggregate of \$20.3 million. The brought forward accumulated operating deferred acquisition costs as at December 31, 2011, were reduced by \$16.0 million due to a write down of previously deferred costs which resulted in a corresponding reduction in retained earnings brought forward.

The adoption of the standard has required the comparative data to be restated as follows:

**Consolidated Balance Sheet**

	As at December 31, 2011	
	As Reported	As Adjusted (\$ in millions)
<b>Assets</b>		
Deferred policy acquisition costs (reported and adjusted)	\$ 200.5	\$ 184.5
<b>Shareholders equity</b>		
Retained earnings (reported and adjusted)	\$ 1,357.6	\$ 1,341.6

**Consolidated Statement of Shareholders Equity**

	As at December 31, 2011		As at December 31, 2010	
	As Reported	As Adjusted (\$ in millions)	As Reported	As Adjusted (\$ in millions)
<b>Retained earnings</b>				
Beginning of the period (reported and adjusted)	\$ 1,528.7	\$ 1,517.0	\$ 1,285.0	\$ 1,273.3
Net (loss)/income for the period (reported and adjusted)	(105.8)	(110.1)	312.7	312.7
Dividends on ordinary shares (reported and adjusted)	(42.5)	(42.5)	(46.5)	(46.5)
Dividends on preference shares (reported and adjusted)	(22.8)	(22.8)	(22.8)	(22.8)
Dividends to non-controlling interest (reported and adjusted)	(0.1)	(0.1)		
Proportion due to non-controlling interest (reported and adjusted)	0.1	0.1	0.3	0.3
End of period (reported and adjusted)	\$ 1,357.6	\$ 1,341.6	\$ 1,528.7	\$ 1,517.0

**Table of Contents**

<b>Consolidated Statement of Operations</b>	<b>Twelve Months Ended December 31, 2011</b>	
	<b>As Reported</b>	<b>As Adjusted</b>
	<b>(\$ in millions)</b>	
<b>Expenses</b>		
General, administrative and corporate expenses (reported and adjusted)	\$ 280.2	\$ 284.5
<b>Consolidated Statement of Cash Flows</b>		
	<b>Twelve Months Ended December 31, 2011</b>	
	<b>As Reported</b>	<b>As Adjusted</b>
	<b>(\$ in millions)</b>	
Net (loss) (reported and adjusted)	\$ (105.8)	\$ (110.1)
Deferred policy acquisition costs (reported and adjusted)	(33.8)	(29.5)
<b>Earnings per Ordinary Share</b>		

The above standard has also resulted in a change to the calculations of earnings per share as follows:

	<b>Twelve Months Ended December 31, 2011</b>	
	<b>(\$ in millions, except for per share amounts)</b>	
Net (loss) (reported)	\$	(105.8)
Preference share dividends		(22.8)
Basic and diluted net (loss) available to ordinary shareholders		(128.6)
Additional deferred acquisition costs expensed		(4.3)
Adjusted basic and diluted net (loss) available to ordinary shareholders	\$	(132.9)
Basic weighted average ordinary shares		70,665,166
Weighted average effect of diluted securities		
Total diluted weighted average ordinary shares		70,665,166
Reported basic (loss) per ordinary share	\$	(1.82)
Reported diluted (loss) per ordinary share	\$	(1.82)
Adjusted basic (loss) per ordinary share	\$	(1.88)
Adjusted diluted (loss) per ordinary share	\$	(1.88)

If the above standard had not been adopted, the basic and diluted earnings per ordinary share adjusted for preference share dividends for the twelve months ended December 31, 2012, would have been as follows:

	<b>Twelve Months Ended December 31, 2012</b>	
Adjusted basic income per ordinary share	\$	3.57

## Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

Adjusted diluted income per ordinary share	\$	3.44
--	----	------

In June 2011, the FASB issued ASU 2011-05, *Presentation of Comprehensive Income*, which eliminates the option to report other comprehensive income and its components in the statement of changes in shareholders' equity. The standard requires comprehensive income to be reported in either a

F-17

**Table of Contents**

single statement, which the Company has implemented, or in two consecutive statements including the components of net income, the components of other comprehensive income and total comprehensive income. The Company adopted this standard in the first quarter of 2012.

In December 2011, the FASB issued ASU 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*, which deferred the effective date of only those changes in ASU 2011-05 that relate to the presentation of reclassification adjustments. The deferral of the presentation requirements for reclassification adjustments does not impact the effective date of other requirements in the ASU 2011-05. This standard does not have a material impact on the Company's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*, which emphasizes using the same meaning and disclosures of fair value within the financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards (IFRS). This decision requires the Company to disclose additional information about transfers between Level 1 and Level 2 of the fair value hierarchy, additional disclosures for Level 3 fair value measurement, including quantitative and qualitative information about significant unobservable inputs and discussions about the sensitivity of these unobservable inputs and a description of the Company's valuation process. ASU 2011-04 was effective for annual reporting periods beginning after December 15, 2011, with early adoption prohibited. The Company adopted this standard in 2012 and it does not have a material impact on the Company's consolidated financial statements.

In July 2012, the FASB issued ASU 2012-02, *Indefinite-Lived Intangible Assets Impairment Test*, which permits an entity to make a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset, other than goodwill, is impaired. The ASU applies to both public and non-public entities and is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The Company early adopted this standard in 2012 and the provisions of the new guidance do not have a material impact on the Company's consolidated financial statements.

*Accounting standards not yet adopted*

In 2011, the FASB issued ASU 2011-11, *Disclosures about Offsetting Assets and Liabilities*. The ASU retains the existing offsetting model under U.S. GAAP but requires disclosures to allow investors to better compare financial statements prepared under U.S. GAAP with financial statement prepared under IFRS by aligning these requirements. ASU 2011-11 is effective for annual reporting periods beginning January 1, 2013, and interim periods within those annual periods. Retrospective application is required and it is anticipated the Company will present more detailed standardized disclosure regarding derivative balances and collateral as a result of adopting this standard.

**3. Related Party Transactions**

The following summarizes the related party transactions of the Company.

**APJ Continuation Limited**

On January 22, 2010, the Company entered into a sale and purchase agreement to purchase APJ Continuation Limited (APJ) for an aggregate consideration of \$4.8 million. The Company closed the transaction on March 22, 2010. The business writes a specialist account of Kidnap & Ransom

**Table of Contents**

( K&R ) insurance which complements our existing political and financial risk business. The directors of Aspen assessed the fair value of the net tangible and financial assets acquired at \$1.2 million. An amount of \$3.6 million was the estimated goodwill on acquisition that is treated as an intangible asset. Mr. Villers, an executive officer of Aspen Holdings, held a 30% shareholding in APJ prior to its acquisition by Aspen Holdings.

**4. Earnings Per Ordinary Share**

	2012	Twelve Months Ended December 31,	
		2011	2010
		(\$ in millions)	
		(As Adjusted)	
<b>Earnings</b>			
Net income/(loss) <sup>(1)</sup>	\$ 280.4	\$ (110.1)	\$ 312.7
Preference share dividends	(31.1)	(22.8)	(22.8)
<b>Basic and diluted net income/(loss) available to ordinary shareholders <sup>(1)</sup></b>	<b>\$ 249.3</b>	<b>\$ (132.9)</b>	<b>\$ 289.9</b>
<b>Ordinary shares</b>			
Basic weighted average ordinary shares	71,095,856	70,665,166	76,342,632
Weighted average effect of dilutive securities <sup>(2)</sup>	2,593,567		3,672,106
<b>Total diluted weighted average ordinary shares</b>	<b>73,689,423</b>	<b>70,665,166</b>	<b>80,014,738</b>
<b>Earnings/(loss) per ordinary share</b>			
Basic	\$ 3.51	\$ (1.88)	\$ 3.80
Diluted	\$ 3.38	\$ (1.88)	\$ 3.62

(1) In 2012, the Company adopted the provision of ASU 2010-26, Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful business acquisition. For more information on the impact of ASU 2010-26, please refer to Note 2(l) of these financial statements.

(2) The basic and diluted number of ordinary shares for the twelve months ended December 31, 2011 is the same, as the inclusion of dilutive securities in a loss-making period would be anti-dilutive. Dilutive securities comprise: investor options, employee options, performance shares associated with the Company's long term incentive program and restricted stock units as described in Note 13(b) in addition to Perpetual Preferred Income Equity Replacement Securities (as defined in Note 13(b)).

On April 25, 2012, we implemented a 13.3% increase in our quarterly dividend to our ordinary shareholders from \$0.15 per share to \$0.17 per share.

On February 7, 2013, the Company's Board of Directors declared the following quarterly dividends:

	Dividend	Payable on:	Record Date:
Ordinary shares	\$0.17	March 7, 2013	February 21, 2013
5.625% preference shares	\$0.703125	April 1, 2013	March 15, 2013
7.401% preference shares	\$0.462563	April 1, 2013	March 15, 2013
7.250% preference shares	\$0.4531	April 1, 2013	March 15, 2013

**5. Segment Reporting**

The Company has two reporting business segments: Insurance and Reinsurance. In determining these reporting segments, we have considered similarities in economic characteristics, products,



**Table of Contents**

customers, distribution, the regulatory environment of our operating segments and quantitative thresholds to determine our reportable segments. Segment profit or loss for each of the Company's operating segments is measured by underwriting profit or loss. Underwriting profit is the excess of net earned premiums over the sum of losses and loss expenses, policy acquisition expenses, and general and administrative expenses. Underwriting profit or loss provides a basis for management to evaluate the segment's underwriting performance.

*Reinsurance Segment.* Our reinsurance segment consists of property catastrophe reinsurance, other property reinsurance (risk excess, pro rata and facultative), casualty reinsurance (U.S. treaty, international treaty and global facultative) and specialty reinsurance (credit and surety, structured, agriculture and other specialty).

*Insurance Segment.* Our insurance segment consists of property insurance, casualty insurance, marine, energy and transportation insurance, financial and professional lines insurance and our program business.

*Non-underwriting disclosures.* We have provided additional disclosures for corporate and other (non-underwriting) income and expenses. Corporate and other includes net investment income, net realized and unrealized investment gains or losses, corporate expenses, interest expenses, net realized and unrealized foreign exchange gains or losses and income taxes, which are not allocated to the underwriting segments. Corporate expenses are not allocated to the Company's operating segments as they typically do not fluctuate with the levels of premium written and are not directly related to our segment operations.

We do not allocate our assets by segment as we evaluate underwriting results of each segment separately from the results of our investment portfolio.

**Table of Contents**

The following tables provide a summary of gross, net written and earned premiums, underwriting results, ratios and reserves for each of our business segments for the twelve months ended December 31, 2012, 2011 and 2010:

	Twelve Months Ended December 31, 2012		
	Reinsurance	Insurance (\$ in millions)	Total
<b>Underwriting revenues</b>			
Gross written premiums	\$ 1,227.9	\$ 1,355.4	\$ 2,583.3
Net written premiums	1,156.9	1,090.0	2,246.9
Gross earned premiums	1,208.0	1,177.0	2,385.0
Net earned premiums	1,132.4	951.1	2,083.5
<b>Underwriting expenses</b>			
Losses and loss expenses	635.3	603.2	1,238.5
Policy acquisition expenses	207.8	173.4	381.2
General and administrative expenses	123.9	168.2	292.1
Underwriting income	\$ 165.4	\$ 6.3	171.7
Corporate expenses			(53.0)
Net investment income			204.9
Realized and unrealized investment gains			35.4
Realized and unrealized investment (losses)			(8.6)
Change in fair value of derivatives			(28.4)
Interest expense on long-term debt			(30.9)
Net realized and unrealized foreign exchange gains			3.4
Other income			5.6
Other (expenses)			(4.7)
Income before income tax			295.4
Income tax (expense)			(15.0)
Net income			\$ 280.4
Net reserves for loss and loss adjustment expenses	\$ 2,811.3	\$ 1,469.4	\$ 4,280.7
<b>Ratios</b>			
Loss ratio	56.1%	63.4%	59.4%
Policy acquisition expense ratio	18.4	18.2	18.3
General and administrative expense ratio <sup>(1)</sup>	10.9	17.7	16.6
Expense ratio	29.3	35.9	34.9
Combined ratio	85.4%	99.3%	94.3%

(1) The total group general and administrative expense ratio includes the impact from corporate expenses.

**Table of Contents**

	Twelve Months Ended December 31, 2011		
	Reinsurance	Insurance	Total
	(As Adjusted, \$ in millions)		
<b>Underwriting revenues</b>			
Gross written premiums	\$ 1,187.5	\$ 1,020.3	\$ 2,207.8
Net written premiums	1,098.1	831.0	1,929.1
Gross earned premiums	1,190.6	950.5	2,141.1
Net earned premiums	1,108.3	780.2	1,888.5
<b>Underwriting expenses</b>			
Losses and loss expenses	1,083.3	472.7	1,556.0
Policy acquisition expenses	197.7	149.3	347.0
General and administrative expenses <sup>(1)</sup>	111.8	128.0	239.8
Underwriting (loss)/income <sup>(1)</sup>	\$ (284.5)	\$ 30.2	(254.3)
Corporate expenses			(44.7)
Net investment income			225.6
Realized and unrealized investment gains			46.8
Realized and unrealized investment (losses)			(16.5)
Change in fair value of derivatives			(59.9)
Interest expense on long-term debt			(30.8)
Net realized and unrealized foreign exchange (losses)			(6.7)
Other income			10.5
Other (expenses)			(17.3)
(Loss) before income tax <sup>(1)</sup>			(147.3)
Income tax credit			37.2
Net (loss)			\$ (110.1)
Net reserves for loss and loss adjustment expenses	\$ 2,770.0	\$ 1,328.6	\$ 4,098.6
<b>Ratios</b>			
Loss ratio	97.7%	60.6%	82.4%
Policy acquisition expense ratio	17.8	19.1	18.4
General and administrative expense ratio <sup>(1) (2)</sup>	10.1	16.4	15.1
Expense ratio <sup>(1)</sup>	27.9	35.5	33.5
Combined ratio <sup>(1)</sup>	125.6%	96.1%	115.9%

(1) The application of ASU 2010-26 has resulted in a net \$4.3 million increase in the general, administrative and corporate expenses for the twelve months ended December 31, 2011. For more information, refer to Note 2(l) of these consolidated financial statements.

(2) The total group general and administrative expense ratio includes the impact from corporate expenses.

**Table of Contents**

	Twelve Months Ended December 31, 2010		
	Reinsurance	Insurance	Total
	( As Adjusted, \$ in millions)		
<b>Underwriting revenues</b>			
Gross written premiums	\$ 1,162.2	\$ 914.6	\$ 2,076.8
Net written premiums	1,118.5	772.6	1,891.1
Gross earned premiums	1,186.4	907.9	2,094.3
Net earned premiums	1,141.8	757.1	1,898.9
<b>Underwriting expenses</b>			
Losses and loss expenses	693.5	555.2	1,248.7
Policy acquisition expenses	202.4	126.1	328.5
General and administrative expenses <sup>(1)</sup>	112.3	99.4	211.7
Underwriting income/(loss) <sup>(1)</sup>	\$ 133.6	\$ (23.6)	110.0
Corporate expenses			(46.9)
Net investment income			232.0
Realized and unrealized investment gains			61.1
Realized and unrealized investment (losses)			(10.5)
Change in fair value of derivatives			(0.2)
Interest on long term debt			(16.5)
Net realized and unrealized foreign exchange gains			2.2
Other income			11.6
Other (expenses)			(2.5)
Income before income tax			340.3
Income tax (expense)			(27.6)
Net income			\$ 312.7
Net reserves for loss and loss adjustment expenses	\$ 2,243.9	\$ 1,296.7	\$ 3,540.6
<b>Ratios</b>			
Loss ratio	60.7%	73.3%	65.8%
Policy acquisition expense ratio	17.7	16.7	17.3
General and administrative expense ratio <sup>(1) (2)</sup>	9.8	13.1	13.6
Expense ratio <sup>(1)</sup>	27.5	29.8	30.9
Combined ratio <sup>(1)</sup>	88.2%	103.1%	96.7%

(1) The application of ASU 2010-26 has had no impact on the general, administrative and corporate expenses for the twelve months ended December 31, 2010. For more information, refer to Note 2(1) of these consolidated financial statements.

(2) The total group general and administrative expense ratio includes the impact from corporate expenses.

**Table of Contents**

Geographical Areas The following summary presents the Company's gross written premiums based on the location of the insured risk.

	Twelve Months Ended December 31, 2012	Twelve Months Ended December 31, 2011 (\$ in millions)	Twelve Months Ended December 31, 2010
Australia/Asia	\$ 139.3	\$ 129.6	\$ 102.2
Caribbean	12.2	12.4	7.9
Europe	113.0	103.2	104.9
United Kingdom	168.6	145.7	141.1
United States & Canada <sup>(1)</sup>	1,106.9	875.6	840.4
Worldwide excluding United States <sup>(2)</sup>	151.7	157.5	145.8
Worldwide including United States <sup>(3)</sup>	810.8	698.7	672.4
Others	80.8	85.1	62.1
<b>Total</b>	<b>\$ 2,583.3</b>	<b>\$ 2,207.8</b>	<b>\$ 2,076.8</b>

- (1) United States and Canada comprises individual policies that insure risks specifically in the United States and/or Canada, but not elsewhere.
- (2) Worldwide excluding the United States comprises individual policies that insure risks wherever they may be across the world but specifically excludes the United States.
- (3) Worldwide including the United States comprises individual policies that insure risks wherever they may be across the world but specifically includes the United States.

## 6. Investments

### Income Statement

*Investment Income.* The following is a summary of investment income:

	Twelve Months Ended December 31, 2012	Twelve Months Ended December 31, 2011	Twelve Months Ended December 31, 2010
	(\$ in millions)		
Fixed income maturities Available for sale	\$ 181.3	\$ 203.2	\$ 217.0
Fixed income maturities Trading	16.5	17.1	17.5
Short-term investments Available for sale	3.1	1.2	2.0
Short-term investments Trading		0.1	0.1
Fixed term deposits (included in cash and equivalents)	6.5	5.8	2.6
Other investments			0.2
Equity securities Available for sale	6.2	6.1	
<b>Total</b>	<b>213.6</b>	<b>\$ 233.5</b>	<b>\$ 239.4</b>
Investment expenses	(8.7)	(7.9)	(7.4)
<b>Net investment income</b>	<b>\$ 204.9</b>	<b>\$ 225.6</b>	<b>\$ 232.0</b>



**Table of Contents**

*Net Realized and Unrealized Gains on Investments.* The following table summarizes the net realized and unrealized investment gains and losses recorded in the statement of operations and the change in unrealized gains and losses on investments recorded in comprehensive income:

	Twelve Months Ended December 31,		
	2012	2011	2010
	(\$ in millions)		
<b>Available for sale:</b>			
Fixed income maturities gross realized gains	\$ 7.6	\$ 35.8	\$ 45.3
Fixed income maturities gross realized (losses)	(0.4)	(8.3)	(7.3)
Equity securities gross realized gains	4.3	1.7	
Equity securities gross realized (losses)	(4.9)	(3.2)	
<b>Trading:</b>			
Fixed income maturities gross realized gains	9.8	6.2	11.3
Fixed income maturities gross realized (losses)	(0.3)	(1.7)	(2.9)
Net change in gross unrealized gains/(losses)	10.5	(3.3)	1.8
<b>Impairments:</b>			
Total other-than-temporary impairments	(3.0)		(0.3)
<b>Other investments:</b>			
Gross realized and unrealized gains in Cartesian Iris Offshore Fund L.P.	3.2	3.1	2.7
Total net realized and unrealized investment gains recorded in the statement of operations	\$ 26.8	\$ 30.3	\$ 50.6
<b>Change in available for sale unrealized gains</b>			
Fixed income maturities	2.7	86.5	53.9
Equity securities	16.4	9.7	
Total change in pre-tax available for sale unrealized gains	19.1	\$ 96.2	\$ 53.9
Change in taxes	(9.3)	(2.7)	2.9
Total change in unrealized gains, net of taxes recorded in other comprehensive income	\$ 9.8	\$ 93.5	\$ 56.8

*Other-than-temporary Impairments.* The total OTTI charge for the twelve months ended December 31, 2012, was \$3.0 million (2011 \$Nil; 2010 \$0.3 million). For an explanation of the accounting treatment of other-than-temporary impairments, see Note 2(c), Basis of Preparation and Significant Accounting Policies Accounting for Investments.

**Table of Contents****Balance Sheet**

*Fixed Income Maturities, Short-Term Investments and Equity Securities Available for Sale.* The following presents the cost or amortized cost, gross unrealized gains and losses, and estimated fair market value of available for sale investments in fixed income maturities, short-term investments and equity securities:

	As at December 31, 2012			
	Cost or Amortized Cost	Gross	Gross	Fair Market Value
		Unrealized Gains	Unrealized Losses	
		(\$ in millions)		
U.S. Government	\$ 1,071.8	\$ 54.8	\$ (0.3)	\$ 1,126.3
U.S. Agency	288.3	20.3		308.6
Municipal	37.2	2.6	(0.1)	39.7
Corporate	1,889.2	149.9	(0.6)	2,038.5
Non-U.S. Government-backed Corporate	98.0	3.1		101.1
Foreign Government	617.0	24.1	(0.1)	641.0
Asset-backed	49.2	4.6		53.8
Non-agency Commercial Mortgage-backed	61.7	9.4		71.1
Agency Mortgage-backed	1,116.1	61.2	(0.1)	1,177.2
Total Fixed Income Maturities Available for Sale	5,228.5	330.0	(1.2)	5,557.3
Total Short-term Investments Available for Sale	431.5			431.5
Total Equity Securities Available for Sale	174.0	28.2	(2.1)	200.1
<b>Total</b>	<b>\$ 5,834.0</b>	<b>\$ 358.2</b>	<b>\$ (3.3)</b>	<b>\$ 6,188.9</b>

	As at December 31, 2011			
	Cost or Amortized Cost	Gross	Gross	Fair Market Value
		Unrealized Gains	Unrealized Losses	
		(\$ in millions)		
U.S. Government	\$ 873.9	\$ 58.5	\$	\$ 932.4
U.S. Agency	271.7	23.8		295.5
Municipal	33.6	2.0		35.6
Corporate	1,722.6	127.7	(3.8)	1,846.5
FDIC Guaranteed Corporate	72.5	0.4		72.9
Non-U.S. Government-backed Corporate	163.9	3.9		167.8
Foreign Government	632.1	28.4	(0.1)	660.4
Asset-backed	56.4	4.6		61.0
Non-agency Commercial Mortgage-backed	77.1	8.3		85.4
Agency Mortgage-backed	1,195.9	72.5	(0.1)	1,268.3
Total Fixed Income Maturities Available for Sale	5,099.7	330.1	(4.0)	5,425.8
Total Short-term Investments Available for Sale	298.2			298.2
Total Equity Securities Available for Sale	169.8	15.1	(5.4)	179.5
<b>Total</b>	<b>\$ 5,567.7</b>	<b>\$ 345.2</b>	<b>\$ (9.4)</b>	<b>\$ 5,903.5</b>





**Table of Contents**

*Fixed Income Maturities and Short-Term Investments Trading.* The following tables present the cost or amortized cost, gross unrealized gains and losses, and estimated fair market value of trading investments in fixed income maturities and short-term investments as at December 31, 2012 and 2011:

	Cost or Amortized Cost	As at December 31, 2012		Fair Market Value
		Gross Unrealized Gains	Gross Unrealized Losses	
(\$ in millions)				
U.S. Government	\$ 9.3	\$ 0.2	\$ (0.1)	\$ 9.4
U.S. Agency	0.2			0.2
Municipal	2.8	0.1		2.9
Corporate	392.0	22.7	(0.3)	414.4
Foreign Government	24.4	1.9		26.3
Asset-backed	2.9			2.9
<b>Total Fixed Income Maturities Trading</b>	<b>\$ 431.6</b>	<b>\$ 24.9</b>	<b>\$ (0.4)</b>	<b>\$ 456.1</b>
<b>Total Short-term Investments Trading</b>	<b>2.4</b>			<b>2.4</b>
<b>Total</b>	<b>\$ 434.0</b>	<b>\$ 24.9</b>	<b>\$ (0.4)</b>	<b>\$ 458.5</b>

	Cost or Amortized Cost	As at December 31, 2011		Fair Market Value
		Gross Unrealized Gains	Gross Unrealized Losses	
(\$ in millions)				
U.S. Government	\$ 30.3	\$ 2.0	\$	\$ 32.3
U.S. Agency	1.6	0.2		1.8
Municipal	2.8	0.1		2.9
Corporate	337.9	15.6	(4.2)	349.3
Foreign Government	7.1	0.3		7.4
Asset-backed	0.7			0.7
<b>Total Fixed Income Maturities Trading</b>	<b>\$ 380.4</b>	<b>\$ 18.2</b>	<b>\$ (4.2)</b>	<b>\$ 394.4</b>
<b>Total Short-Term Investments Trading</b>	<b>4.1</b>			<b>4.1</b>
<b>Total</b>	<b>\$ 384.5</b>	<b>\$ 18.2</b>	<b>\$ (4.2)</b>	<b>\$ 398.5</b>

The Company classifies these financial instruments as held for trading as this most closely reflects the facts and circumstances of the investments held.

In September 2012, the Company funded a U.S. Dollar BB High Yield Bond trading portfolio ( BB High Yield Bonds ) with \$60.0 million in cash. The portfolio was established to invest in bonds rated BB by Standard & Poor's Financial Services LLC ( S&P ) or Ba2 by Moody's Investors Services, Inc. ( Moody's ). As of December 31, 2012, the portfolio had invested \$24.6 million in BB High Yield Bonds.

**Table of Contents**

The contractual maturity distribution of available for sale fixed income maturity securities as of December 31, 2012 and December 31, 2011 is set forth below. Actual maturities may differ from contractual maturities because issuers of securities may have the right to call or prepay obligations with or without call or prepayment penalties.

<b>As at December 31, 2012</b>			
	<b>Cost or Amortized Cost</b>	<b>Fair Market Value (\$ in millions)</b>	<b>Average Ratings by Maturity</b>
Due one year or less	\$ 554.6	\$ 561.0	AA
Due after one year through five years	2,270.0	2,378.8	AA
Due after five years through ten years	1,077.8	1,199.3	AA
Due after ten years	99.1	116.1	AA+
<b>Subtotal</b>	<b>4,001.5</b>	<b>4,255.2</b>	
Non-agency Commercial Mortgage-backed	61.7	71.1	AA+
Agency Mortgage-backed	1,116.1	1,177.2	AA+
Other Asset-backed	49.2	53.8	AAA
<b>Total Fixed Income Maturities Available for Sale</b>	<b>\$ 5,228.5</b>	<b>\$ 5,557.3</b>	

<b>As at December 31, 2011</b>			
	<b>Cost or Amortized Cost</b>	<b>Fair Market Value (\$ in millions)</b>	<b>Average Ratings by Maturity</b>
Due one year or less	\$ 726.0	\$ 732.9	AA+
Due after one year through five years	1,955.0	2,057.9	AA
Due after five years through ten years	997.9	1,112.3	AA
Due after ten years	91.4	108.0	AA
<b>Subtotal</b>	<b>3,770.3</b>	<b>4,011.1</b>	
Non-agency Commercial Mortgage-backed	77.1	85.4	AA+
Agency Mortgage-backed	1,195.9	1,268.3	AA+
Other Asset-backed	56.4	61.0	AAA
<b>Total Fixed Income Maturities Available for Sale</b>	<b>\$ 5,099.7</b>	<b>\$ 5,425.8</b>	

**Table of Contents**

*Gross unrealized loss.* The following tables summarize as at December 31, 2012 and December 31, 2011, by type of security, the aggregate fair value and gross unrealized loss by length of time the security has been in an unrealized loss position for our available for sale portfolio.

	As at December 31, 2012						Number of Securities
	0-12 months		Over 12 months		Total		
	Fair Market Value	Gross Unrealized Loss	Fair Market Value	Gross Unrealized Loss	Fair Market Value	Gross Unrealized Loss	
	(\$ in millions)						
U.S. Government	\$ 72.7	\$ (0.3)	\$	\$	\$ 72.7	\$ (0.3)	9
Municipal	1.4	(0.1)			1.4	(0.1)	1
Corporate	170.8	(0.6)			170.8	(0.6)	63
Non-U.S. Government-backed Corporate	10.1		2.0		12.1		3
Foreign Government	87.7	(0.1)	4.0		91.7	(0.1)	20
Asset-backed	0.7				0.7		1
Agency Mortgage-backed	26.7	(0.1)			26.7	(0.1)	14
Total Fixed Income Maturities Available for Sale	370.1	(1.2)	6.0		376.1	(1.2)	111
Total Short-term Investments Available for Sale	9.4				9.4		4
Total Equity Securities Available for Sale	28.6	(1.9)	2.2	(0.2)	30.8	(2.1)	18
<b>Total</b>	<b>\$ 408.1</b>	<b>\$ (3.1)</b>	<b>\$ 8.2</b>	<b>\$ (0.2)</b>	<b>\$ 416.3</b>	<b>\$ (3.3)</b>	<b>133</b>

	As at December 31, 2011						Number of Securities
	0-12 months		Over 12 months		Total		
	Fair Market Value	Gross Unrealized Loss	Fair Market Value	Gross Unrealized Loss	Fair Market Value	Gross Unrealized Loss	
	(\$ in millions)						
U.S. Government	\$ 6.3	\$	\$	\$	\$ 6.3	\$	2
U.S. Agency	2.7				2.7		1
Municipal	2.4				2.4		1
Corporate	133.7	(3.4)	11.1	(0.4)	144.8	(3.8)	96
FDIC Guaranteed Corporate	2.0				2.0		1
Non-U.S. Government-backed Corporate	17.4		3.4		20.8		14
Foreign Government	14.6	(0.1)			14.6	(0.1)	7
Asset-backed	8.2				8.2		20
Non-agency Commercial Mortgage-backed	0.4		0.7		1.1		2
Agency Mortgage-backed	24.4	(0.1)	0.1		24.5	(0.1)	11
Total Fixed Income Maturities Available for Sale	212.1	(3.6)	15.3	(0.4)	227.4	(4.0)	155
Total Short-term Investments Available for Sale	18.1				18.1		9
Total Equity Securities Available for Sale	37.5	(5.4)			37.5	(5.4)	15
<b>Total</b>	<b>\$ 267.7</b>	<b>\$ (9.0)</b>	<b>\$ 15.3</b>	<b>\$ (0.4)</b>	<b>\$ 283.0</b>	<b>\$ (9.4)</b>	<b>179</b>

**Table of Contents**

As at December 31, 2012, we held 111 fixed maturities (December 31, 2011 – 155 fixed maturities) in an unrealized loss position with a fair value of \$376.1 million (2011 – \$227.4 million) and gross unrealized losses of \$1.2 million (2011 – \$4.0 million). We believe that the gross unrealized losses are attributable mainly to interest rate movements and that the period of those investments in an unrealized loss position is temporary.

*Investment Purchases and Sales.* The following table summarizes investment purchases, sales and maturities:

	Twelve Months Ended December 31,		
	2012	2011	2010
	(\$ in millions)		
(Purchases) of fixed income maturities – Available for sale	\$ (1,529.6)	\$ (1,784.4)	\$ (2,096.8)
(Purchases) of fixed income maturities – Trading	(300.8)	(378.6)	(710.4)
(Purchases) of equity securities – Available for sale	(53.1)	(205.4)	
Proceeds from sales and maturities of fixed income maturities			
Available for sale	1,416.5	1,823.5	2,050.7
Proceeds from sales and maturities of fixed income maturities			
Trading	257.2	389.9	661.3
Proceeds from sales of equity securities – Available for sale	46.9	29.2	
Net change in (payable)/receivable for securities sold/(purchased)	1.1	(41.5)	52.3
Net (purchases)/sales of short-term investments	(122.7)	(13.3)	91.8
Investment in Chaspark Maritime Holdings Ltd	(8.7)		
Net (purchases)/sales for the year	\$ (293.2)	\$ (180.6)	\$ 48.9

*Guaranteed Investments.* The following table presents the breakdown of investments which are guaranteed by mono-line insurers. The standalone rating is determined as the senior unsecured debt rating of the issuer. Where the credit ratings were split between the two main rating agencies, S&P and Moody's, the lowest rating was used.

As at December 31, 2012			As at December 31, 2011		
Rating With Guarantee	Rating without Guarantee (\$ in millions)	Market Value	Rating With Guarantee	Rating without Guarantee (\$ in millions)	Market Value
BBB	BBB	\$ 0.1	BBB	BBB	\$ 0.5
BBB+	BBB+	1.4			
		\$ 1.5			

Our exposure to mono-line insurers as at December 31, 2012 was limited to two municipal holdings (2011 – one municipal holding) with a market value of \$1.5 million (2011 – \$0.5 million). Our exposure to other third-party guaranteed debt is primarily to investments backed by non-U.S. government guaranteed issuers.

*Other investments.* On May 19, 2009, Aspen Holdings invested \$25.0 million in Cartesian Iris 2009A L.P. through our wholly-owned subsidiary, Acorn Limited. Cartesian Iris 2009A L.P. is a Delaware Limited Partnership formed to provide capital to Iris Re, a Class 3 Bermudian reinsurer focusing on insurance-linked securities. On June 1, 2010, the investment in Cartesian Iris 2009A L.P. matured and was reinvested in the Cartesian Iris Offshore Fund L.P. ( Cartesian ). The Company is



**Table of Contents**

not committed to making further investments in Cartesian. Accordingly, the carrying value of the investment represents the Company's maximum exposure to a loss as a result of its involvement with the partnership at each balance sheet date.

In addition to returns on its investment, the Company provides services on risk selection, pricing and portfolio design in return for a percentage of profits from Iris Re. In the twelve months ended December 31, 2012, fees of \$0.5 million (2011 \$0.7 million, 2010 \$0.2 million) were payable to the Company.

The Company has determined that Cartesian has the characteristics of a variable interest entity that are addressed by the guidance in ASC 810, *Consolidation*. Cartesian is not consolidated by the Company. The Company has no decision-making power, those powers having been reserved for the general partner. The arrangement with Cartesian is simply that of an investee to which the Company provides additional services.

The Company has accounted for its investments in Cartesian in accordance with the equity method of accounting. Adjustments to the carrying value of this investment are made based on our share of capital including our share of income and expenses, which is provided in the quarterly management accounts of the partnership. The adjusted carrying value approximates fair value. In the twelve months ended December 31, 2012, our share of gains and losses increased the value of our investment by \$3.2 million (2011 \$3.1 million, 2010 \$2.7 million). The change in value has been recognized in realized and unrealized gains and losses in the condensed consolidated statement of operations.

On October 2, 2012, the Company established a subsidiary, Aspen Recoveries Limited, to take ownership of a 58.5% shareholding in Chaspark Maritime Holdings Ltd., a Singaporean registered company ( Chaspark ). The shareholding in Chaspark was received as a settlement for subrogation rights associated with a contract frustration claim settlement. The Company has determined that Chaspark has the characteristics of a variable interest entity as addressed by the guidance in ASC 810, *Consolidation*. However, having considered the provisions of ASC 810-10, the Company's investment in Chaspark does not indicate that the Company is able to direct the activities which most significantly impact Chaspark's economic performance and the Company is not acting as principal or agent for a related party group of investors. Under these circumstances we are not required to consolidate Chaspark. The investment is therefore accounted for under the equity method. Adjustments to the carrying value of this investment are made based on our share of capital including our share of income and expenses, which is provided in the quarterly management accounts. The adjusted carrying value approximates fair value. In the twelve months ended December 31, 2012, our share of gains and losses increased the value of our investment by \$Nil (2011 \$Nil).

**Table of Contents**

The table below shows our investment in Cartesian and Chaspark for the twelve months ended December 31, 2012 and 2011:

	Cartesian	Chaspark (\$ in millions)	Total
Opening undistributed value of investment at January 1, 2012	\$ 33.1	\$	\$ 33.1
Investment in Chaspark Maritime Holdings Ltd.		8.7	8.7
Unrealized gain for the twelve months to December 31, 2012	3.2		3.2
Closing value of investment at December 31, 2012	\$ 36.3	\$ 8.7	\$ 45.0
Opening undistributed value of investment at January 1, 2011	\$ 30.0	\$	\$ 30.0
Unrealized gain for the twelve months to December 31, 2011	3.1		3.1
Closing value of investment at December 31, 2011	\$ 33.1	\$	\$ 33.1

**7. Fair Value Measurements**

The Company's estimates of fair value for financial assets and liabilities are based on the framework established in the fair value accounting guidance included in ASC Topic 820, *Fair Value Measurements and Disclosures*. The framework prioritizes the inputs, which refer broadly to assumptions market participants would use in pricing an asset or liability, into three levels, which are described in more detail below.

Level 1 Valuations based on unadjusted quoted prices in active markets, to which the Company has access, for identical assets or liabilities.

Level 2 Valuations based on observable inputs other than unadjusted quoted prices in active markets for identical assets or liabilities. Inputs include quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in inactive markets, and inputs other than quoted prices which are directly or indirectly observable for the asset or liability (e.g., interest rates, yield curves, prepayment speeds, default rates, and loss severities).

Level 3 Valuations based on inputs that are unobservable and significant to the overall fair value measurement. Unobservable inputs reflect the Company's own views about the assumptions that market participants would use in pricing the asset or liability. The Company considers prices for actively traded securities to be derived based on quoted prices in an active market for identical assets, which are Level 1 inputs in the fair value hierarchy. The majority of securities are valued using prices supplied by index providers.

The Company considers prices for other securities that may not be as actively traded which are priced via pricing services, index providers, vendors and broker-dealers, or with reference to interest rates and yield curves, to be derived based on inputs that are observable for the asset, either directly or indirectly, which are Level 2 inputs in the fair value hierarchy. These securities are also valued using prices supplied by index providers.

The Company considers securities, other financial instruments and derivative insurance contracts subject to fair value measurement whose valuation is derived by internal valuation models to be based largely on unobservable inputs, which are Level 3 inputs in the fair value hierarchy.



**Table of Contents**

Where inputs to the valuation of an asset or liability fall into more than one level of the fair value hierarchy, the classification of the asset or liability will be within the lowest level identified as significant to the valuation.

The following tables present the level within the fair value hierarchy at which the Company's financial assets and liabilities are measured on a recurring basis at December 31, 2012 and December 31, 2011.

	As at December 31, 2012		
	Level 1	Level 2	Total
	(\$ in millions)		
<b>Available for sale financial assets, at fair value</b>			
U.S. Government	\$ 1,126.3	\$	\$ 1,126.3
U.S. Agency		308.6	308.6
Municipal		39.7	39.7
Foreign Government	487.2	153.8	641.0
Non-agency Commercial Mortgage-backed		71.1	71.1
Agency Mortgage-backed		1,177.2	1,177.2
Asset-backed		53.8	53.8
Corporate		2,038.5	2,038.5
Non-U.S. Government-backed Corporate		101.1	101.1
<b>Total Fixed Income Maturities Available for sale, at fair value</b>	<b>1,613.5</b>	<b>3,943.8</b>	<b>5,557.3</b>
Short-term Investments Available for sale, at fair value	426.2	5.3	431.5
Equity Securities Available for sale, at fair value	200.1		200.1
<b>Financial assets held for trading, at fair value</b>			
U.S. Government	\$ 9.4	\$	\$ 9.4
U.S. Agency		0.2	0.2
Municipal		2.9	2.9
Foreign Government	4.2	22.1	26.3
Asset-backed		2.9	2.9
Corporate		414.4	414.4
<b>Total Fixed Income Maturities Trading, at fair value</b>	<b>13.6</b>	<b>442.5</b>	<b>456.1</b>
Short-term Investments Trading, at fair value	2.4		2.4
<b>Other financial assets and liabilities, at fair value</b>			
Derivatives at fair value		2.0	2.0
Liabilities under derivative contracts		(7.4)	(7.4)
<b>Total</b>	<b>\$ 2,255.8</b>	<b>\$ 4,386.2</b>	<b>\$ 6,642.0</b>

**Table of Contents**

There were no transfers between Level 1 and Level 2 during the twelve months ended December 31, 2012 and no assets or liabilities were classified as Level 3 as at December 31, 2012.

	As at December 31, 2011		
	Level 1	Level 2	Total
	(\$ in millions)		
<b>Available for sale financial assets, at fair value</b>			
U.S. Government	\$ 932.4	\$	\$ 932.4
U.S. Agency		295.5	295.5
Municipal		35.6	35.6
Foreign Government	548.8	111.6	660.4
Non-agency Commercial Mortgage-backed		85.4	85.4
Agency Mortgage-backed		1,268.3	1,268.3
Asset-backed		61.0	61.0
Corporate		1,846.5	1,846.5
FDIC Guaranteed Corporate		72.9	72.9
Non-U.S. Government-backed Corporate		167.8	167.8
Total Fixed Income Maturities Available for sale, at fair value	1,481.2	3,944.6	5,425.8
Short-term Investments Available for sale, at fair value	270.6	27.6	298.2
Equity Securities Available for sale, at fair value	179.5		179.5
<b>Financial assets held for trading, at fair value</b>			
U.S. Government	\$ 32.3	\$	\$ 32.3
U.S. Agency		1.8	1.8
Municipal		2.9	2.9
Foreign Government	4.1	3.3	7.4
Asset-backed		0.7	0.7
Corporate		349.3	349.3
Total Fixed Income Maturities Trading, at fair value	36.4	358.0	394.4
Short-term Investments Trading, at fair value	3.4	0.7	4.1
<b>Other financial assets and liabilities, at fair value</b>			
Derivatives at fair value		1.3	1.3
Liabilities under derivative contracts		(2.1)	(2.1)
<b>Total</b>	<b>\$ 1,971.1</b>	<b>\$ 4,330.1</b>	<b>\$ 6,301.2</b>

There were no transfers between Level 1 and Level 2 during the twelve months ended December 31, 2011 and no assets or liabilities were classified as Level 3 as at December 31, 2011.

The following table presents a reconciliation of the beginning and ending balances for all assets measured at fair value on a recurring basis using Level 3 inputs for the twelve months ended December 31, 2011.

	Twelve Months Ended December 31, 2011
Level 3 assets as of January 1, 2011	\$ 6.8
Total unrealized gains or (losses):	
Included in earnings	4.8
Included in comprehensive income	(4.0)
Sales	(7.6)

Level 3 assets as of December 31, 2011

\$

F-34

## **Table of Contents**

*U.S. Government and Agency.* U.S. government and agency securities consist primarily of bonds issued by the U.S. Treasury and corporate debt issued by agencies such as the Federal National Mortgage Association ( FNMA ), the Federal Home Loan Mortgage Corporation ( FHLMC ) and the Federal Home Loan Bank. As the fair values of U.S. Treasury securities are based on unadjusted market prices in active markets, they are classified within Level 1. The fair values of U.S. government agency securities are priced using the spread above the risk-free yield curve. As the yields for the risk-free yield curve and the spreads for these securities are observable market inputs, the fair values of U.S. government agency securities are classified within Level 2.

*Municipals.* The Company's municipal portfolio comprises bonds issued by U.S. domiciled state and municipality entities. The fair value of these securities is determined using spreads obtained from broker-dealers, trade prices and the new issue market which are Level 2 inputs in the fair value hierarchy. Consequently, these securities are classified within Level 2.

*Foreign government.* The issuers for securities in this category are non-U.S. governments and their agencies. The fair values of non-U.S. government bonds, primarily sourced from international indices, are based on unadjusted market prices in active markets and are therefore classified within Level 1. The fair values of the non-U.S. agency securities, again primarily sourced from international indices, are priced using the spread above the risk-free yield curve. As the yields for the risk-free yield curve and the spreads for these securities are observable market inputs, the fair values of non-U.S. agency securities are classified within Level 2.

*Corporate.* Corporate securities consist primarily of U.S. and foreign corporations covering a variety of industries and are for the most part priced by index providers and pricing vendors. Some issuers may participate in the Federal Deposit Insurance Corporation ( FDIC ) program or other similar non-U.S. government programs which guarantee timely payment of principal and interest in the event of a default. The fair values of these securities are generally determined using the spread above the risk-free yield curve. Inputs used in the evaluation of these securities include credit data, interest rate data, market observations and sector news, broker-dealer quotes and trade volumes. The Company classifies these securities within Level 2.

*Mortgage-backed securities.* Our residential and commercial mortgage-backed securities consist of bonds issued by the Government National Mortgage Association, the FNMA and the FHLMC as well as private non-agency issuers. The fair values of these securities are determined through the use of a pricing model (including Option Adjusted Spread) which uses prepayment speeds and spreads to determine the appropriate average life of the mortgage-backed security. These spreads are generally obtained from broker-dealers, trade prices and the new issue market. As the significant inputs used to price mortgage-backed securities are observable market inputs, these securities are classified within Level 2.

*Asset-backed securities.* The underlying collateral for the Company's asset-backed securities consists mainly of student loans, automobile loans and credit card receivables. These securities are primarily priced by index providers and pricing vendors. Inputs to the valuation process include broker-dealer quotes and other available trade information, prepayment speeds, interest rate data and credit spreads. The Company classifies these securities within Level 2.

*Short-term investments.* Short-term investments comprise highly liquid debt securities with a maturity greater than three months but less than one year from the date of purchase and are classified

## **Table of Contents**

as either trading or available for sale and carried at estimated fair value. Short-term investments are valued in a manner similar to the Company's fixed maturity investments and are classified within Levels 1 and 2.

*Equity securities.* Equity securities include U.S. and foreign common stocks and are classified as either trading or available for sale and carried at fair value. These securities are classified within Level 1 as their fair values are based on quoted market prices in active markets from independent pricing sources.

*Foreign currency forward contracts.* The foreign currency forward contracts which we use to mitigate currency risk are characterized as over-the-counter (OTC) due to their customized nature and the fact that they do not trade on a major exchange. These instruments trade in a very deep liquid market, providing substantial price transparency and accordingly are classified as Level 2.

*Interest rate swaps.* The interest rate swaps which we use to mitigate interest rate risk are also characterized as OTC and are valued by the counterparty using quantitative models with multiple market inputs. The market inputs, such as interest rates and yield curves, are observable and the valuation can be compared for reasonableness with third party pricing services. Consequently, these instruments are classified as Level 2.

## **Pricing Sources**

The Company's fixed income securities are traded on the over-the-counter market based on prices provided by one or more market makers in each security. Securities such as U.S. Government, U.S. Agency, Foreign Government and investment grade corporate bonds have multiple market makers in addition to readily observable market value indicators such as expected credit spread, except for Treasury securities, over the yield curve. The Company's fixed income securities were valued by internationally recognized independent pricing services, index providers or broker-dealers, using standard market conventions. The market conventions utilize market quotations, market transactions in comparable instruments and various relationships between instruments including, but not limited to, yield to maturity, dollar prices and spread prices in determining value. The fair value estimates for the investment grade securities in the Company's portfolio do not use significant unobservable inputs or modeling techniques.

*Independent Pricing Services and Index Providers.* The underlying methodology used to determine the fair value of securities in the Company's available for sale and trading portfolios by the pricing services and index providers the Company uses is very similar. Pricing services will gather observable pricing inputs from multiple external sources, including buy and sell-side contacts and broker-dealers, in order to develop their internal prices. Index providers are those firms which provide prices for a range of securities within one or more asset classes, typically using their own in-house market makers (traders) as the primary pricing source for the indices, although ultimate valuations may also rely on other observable data inputs to derive a dollar price for all index-eligible securities. Index providers without in-house trading desks will function similarly to a pricing service in that they will gather their observable pricing inputs from multiple external sources. All prices for the Company's securities attributed to index providers are for an individual security within the respective indices.

Pricing services and index providers provide pricing for less complex, liquid securities based on market quotations in active markets. Pricing services and index providers supply prices for a broad

**Table of Contents**

range of securities including those for actively traded securities, such as Treasury and other Government securities, in addition to those that trade less frequently or where valuation includes reference to credit spreads, pay down and pre-pay features and other observable inputs. These securities include Government Agency, Municipals, Corporate and Asset-Backed Securities.

For securities that may trade less frequently or do not trade on a listed exchange, these pricing services and index providers may use matrix pricing consisting of observable market inputs to estimate the fair value of a security. These observable market inputs include: reported trades, benchmark yields, broker-dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data, and industry and economic factors. Additionally, pricing services and index providers may use a valuation model such as an option adjusted spread model commonly used for estimating fair values of mortgage-backed and asset-backed securities. Neither the Company, nor its index providers, derives dollar prices using an index as a pricing input for any individual security.

*Broker-Dealers.* We obtain quotes from broker-dealers who are active in the corresponding markets when prices are unavailable from independent pricing services or index providers. Generally, broker-dealers value securities through their trading desks based on observable market inputs. Their pricing methodologies include mapping securities based on trade data, bids or offers, observed spreads and performance on newly issued securities. They may also establish pricing through observing secondary trading of similar securities. Quotes from broker-dealers are non-binding.

The Company obtains prices for all of its fixed income investment securities via its third-party accounting service provider, in the majority of cases receiving a number of quotes so as to obtain the most comprehensive information available to determine a security's fair value. A single valuation is applied to each security based on the vendor hierarchy maintained by our third-party investment accounting service provider.

At December 31, 2012, we obtained an average of 2.9 quotes per fixed income investment, compared to 2.6 quotes at December 31, 2011. Pricing sources used in pricing our fixed income investments at December 31, 2012 and December 31, 2011 were as follows:

	<b>As at December 31, 2012</b>	<b>As at December 31, 2011</b>
Index providers	89%	83%
Pricing services	9	15
Broker-dealers	2	2
Total	100%	100%

At December 31, 2012, we obtained an average of 4.9 quotes per equity investment, compared to 4.8 quotes as at December 31, 2011. Pricing sources used in pricing our equities at December 31, 2012 and December 31, 2011, were as follows:

	<b>As at December 31, 2012</b>	<b>As at December 31, 2011</b>
Index providers	100%	95%
Pricing services		5
Total	100%	100%

**Table of Contents**

A summary of securities priced using pricing information from index providers at December 31, 2012 and December 31, 2011 is provided below:

*Fixed Income Maturities*

	December 31, 2012		December 31, 2011	
	Fair Market Value Determined using Prices from Index Providers	% of Total Fair Value by Security Type	Fair Market Value Determined using Prices from Index Providers	% of Total Fair Value by Security Type
U.S. Government	\$ 1,034.5	91%	\$ 964.7	100%
U.S. Agency	291.9	95	239.9	81
Municipal	20.5	48	29.3	76
Corporate	2,339.8	95	1,957.1	89
FDIC Guaranteed Corporate			1.0	1
Non-U.S. Government-backed Corporate	84.5	84	111.3	66
Foreign Government	516.9	77	502.3	75
Asset-backed	44.6	79	37.9	61
Non-agency Commercial Mortgage-backed	70.4	99	2.9	3
Agency Mortgage-backed	957.8	81	1,011.6	80
<b>Total Fixed Income Maturities</b>	<b>\$ 5,360.9</b>	<b>89%</b>	<b>\$ 4,858.0</b>	<b>83%</b>

The Company, in conjunction with its third-party accounting service provider, obtains an understanding of the methods, models and inputs used by the third-party pricing service and index provider to assess the on-going appropriateness of vendors' prices. The Company and its third-party accounting service provider also have controls in place to validate that amounts provided represent fair values. Processes to validate and review pricing include, but are not limited to:

- quantitative analysis (e.g., comparing the quarterly return for each managed portfolio to its target benchmark, with significant differences identified and investigated);
- comparison of market values obtained from pricing services, index providers and broker-dealers against alternative price sources where further investigation is completed when significant differences exist for pricing of individual securities between pricing sources;
- initial and ongoing evaluation of methodologies used by outside parties to calculate fair value; and
- comparison of the fair value estimates to our knowledge of the current market and on a sample basis against alternative internationally recognized independent pricing sources.

Prices obtained from pricing services, index providers and broker-dealers are not adjusted by us; however, prices provided by a pricing service, index provider or broker-dealer in certain instances may be challenged based on market or information available from internal sources, including those available to our third-party investment accounting service provider. Subsequent to any challenge, revisions made by the pricing service, index provider or broker-dealer to the quotes are supplied to our third-party investment accounting service provider.

Management reviews the vendor hierarchy maintained by our third-party accounting service provider which determines the price source that provides the most appropriate fair value (i.e., a price obtained from a pricing service with more seniority in the hierarchy will be used over a less senior one in all cases). The hierarchy level assigned to each vendor for a particular security in the Company is

**Table of Contents**

available for sale and trading portfolios is based upon an assessment of the transparency and reliability of the inputs used in the valuation as of the measurement date. The hierarchy of index providers and pricing services is determined using various qualitative and quantitative points arising from reviews of the vendors conducted by the Company's third-party accounting service provider. Vendor reviews include annual onsite due diligence meetings with index providers and pricing services vendors covering valuation methodology, operational walkthroughs and legal and compliance updates. Index providers are assigned the highest priority in the pricing hierarchy due primarily to availability and reliability of pricing information.

**8. Reinsurance**

We purchase retrocession and reinsurance to limit and diversify our own risk exposure and to increase our own insurance underwriting capacity. These agreements provide for recovery of a portion of losses and loss expenses from reinsurers. As is the case with most reinsurance treaties, we remain liable to the extent that reinsurers do not meet their obligations under these agreements, and therefore, in line with our risk management objectives, we evaluate the financial condition of our reinsurers and monitor concentrations of credit risk.

Balances pertaining to reinsurance transactions are reported gross on the consolidated balance sheet, meaning that reinsurance recoverable on unpaid losses and ceded unearned premiums are not deducted from insurance reserves but are recorded as assets. For more information on reinsurance recoverables, refer to Note 19, Concentrations of Credit Risk Reinsurance Recoverables.

The effect of assumed and ceded reinsurance on premiums written, premiums earned and insurance losses and loss adjustment expenses is as follows:

	Twelve Months Ended December 31,		
	2012	2011	2010
	(\$ in millions)		
<b>Premiums written:</b>			
Direct	\$ 1,355.4	\$ 1,020.3	\$ 914.6
Assumed	1,227.9	1,187.5	1,162.2
Ceded	(336.4)	(278.7)	(185.7)
<b>Net premiums written</b>	<b>\$ 2,246.9</b>	<b>\$ 1,929.1</b>	<b>\$ 1,891.1</b>
<b>Premiums earned:</b>			
Direct	\$ 1,177.0	\$ 950.5	\$ 907.9
Assumed	1,208.0	1,190.6	1,186.4
Ceded	(301.5)	(252.6)	(195.4)
<b>Net premiums earned</b>	<b>\$ 2,083.5</b>	<b>\$ 1,888.5</b>	<b>\$ 1,898.9</b>
<b>Insurance losses and loss adjustment expenses:</b>			
Direct	\$ 763.0	\$ 553.4	\$ 639.1
Assumed	650.1	1,230.3	695.2
Ceded	(174.6)	(227.7)	(85.6)
<b>Net insurance losses and loss adjustment expenses</b>	<b>\$ 1,238.5</b>	<b>\$ 1,556.0</b>	<b>\$ 1,248.7</b>



**Table of Contents****9. Derivative Financial Instruments**

The following table summarizes information on the location and amounts of derivative fair values on the consolidated balance sheet as at December 31, 2012 and 2011:

Derivatives Not Designated as		As at December 31,			
		2012		2011	
Hedging Instruments					
Under ASC 815	Balance Sheet Location	Notional Amount	Fair Value	Notional Amount	Fair Value
(\$ in millions)					
Interest Rate Swaps	Liabilities under Derivative Contracts	\$ 1,000.0	\$ (1.3) <sup>(1)</sup>	\$ 1,000.0	\$ (2.1) <sup>(1)</sup>
Forward Exchange Contracts	Derivatives at Fair Value	\$ 335.4	\$ 2.0	\$ 192.4	\$ 1.3
Forward Exchange Contracts	Liabilities under Derivative Contracts	\$ 88.6	\$ (6.1)	\$	\$

(1) Gross liability of \$53.3 million net of \$52.0 million of cash collateral provided to counterparties as security for our net liability position (December 31, 2011 \$45.8 million and \$43.7 million respectively).

The following table provides the total unrealized and realized gains/(losses) recorded in earnings for the twelve months ended December 31, 2012 and 2011:

Derivatives Not Designated a		Amount of Gain/(Loss) Recognized in Income Twelve Months Ended	
		December 31, 2012	December 31, 2011
Hedging Instruments			
Under ASC 815	Location of Gain/(Loss) Recognized in Income	(\$ in millions)	
Foreign Exchange Contracts	Change in Fair Value of Derivatives	\$ (5.4)	\$ 4.5
Interest Rate Swaps	Change in Fair Value of Derivatives	\$ (23.0)	\$ (64.4)

*Foreign exchange contracts.* The Company uses forward exchange contracts to manage foreign currency risk. A forward foreign currency exchange contract involves an obligation to purchase or sell a specified currency at a future date at a price set at the time of the contract. Foreign currency exchange contracts will not eliminate fluctuations in the value of the Company's assets and liabilities denominated in foreign currencies, but rather allows it to establish a rate of exchange for a future point in time.

At December 31, 2012, the Company held foreign currency derivative contracts with an aggregate value of \$424.0 million (2011 \$192.4 million). The foreign currency contracts are recorded as derivatives at fair value or liabilities under derivative contracts with changes recorded as a change in fair value of derivatives in the consolidated statement of operations. For the twelve months ended December 31, 2012, the impact of foreign currency contracts on net income was a loss of \$5.4 million (2011 gain of \$4.5 million).

*Interest rate swaps.* As at December 31, 2012, the Company held fixed for floating interest rate swaps with a total notional amount of \$1.0 billion (2011 \$1.0 billion) that are due to mature between June 4, 2013 and November 9, 2020. The swaps are used in the ordinary course of our investment activities to partially mitigate the negative impact of rises in interest rates on the market value of our fixed income portfolio. For the year ended December 31, 2012, there was a charge in respect of the interest rate swaps of \$23.0 million (2011 \$64.4 million charge).

**Table of Contents**

During 2012, \$80.8 million in notional amount of our interest rate swaps terminated, as a result of which we entered into \$80.8 million notional 5-year interest rate swaps with termination dates in 2017.

As at December 31, 2012, cash collateral with a fair value of \$52.0 million (2011 \$43.7 million) has been transferred to the Company's counterparties to support the valuation of the of the interest rate swaps. As at December 31, 2012, no non-cash collateral (2011 \$Nil) was transferred to the Company by its counterparties. Transfers of cash collateral are recorded on the consolidated balance sheet within Derivatives at Fair Value, while transfers in respect of non-cash collateral are disclosed but not recorded. In 2012, no amount was recorded in our consolidated balance sheet for the pledged assets.

None of the derivatives mentioned above meet the requirements for hedge accounting as per FASB ASU 815 *Derivatives and Hedging* and therefore changes in the estimated fair value are included in the consolidated statement of operations.

**10. Reserves for Loss and Loss Adjustment Expenses**

The following table represents a reconciliation of beginning and ending consolidated loss and LAE reserves:

	2012	As at December 31, 2011 (\$ in millions)	2010
Provision for losses and LAE at start of year	\$ 4,525.2	\$ 3,820.5	\$ 3,331.1
Less reinsurance recoverable	(426.6)	(279.9)	(321.5)
Net loss and LAE at start of year	4,098.6	3,540.6	3,009.6
Net loss and loss expenses (disposed)	(9.0)	(20.6)	(35.5)
Provision for losses and LAE for claims incurred:			
Current year	1,375.9	1,648.3	1,270.1
Prior years	(137.4)	(92.3)	(21.4)
Total incurred	1,238.5	1,556.0	1,248.7
Losses and LAE payments for claims incurred:			
Current year	(244.3)	(269.3)	(116.5)
Prior years	(835.7)	(712.9)	(550.3)
Total paid	(1,080.0)	(982.2)	(666.8)
Foreign exchange losses/(gains)	32.6	4.8	(15.4)
Net losses and LAE reserves at year end	4,280.7	4,098.6	3,540.6
Plus reinsurance recoverable on unpaid losses at end of year	499.0	426.6	279.9
Provision for losses and LAE at end of year	\$ 4,779.7	\$ 4,525.2	\$ 3,820.5

For the twelve months ended December 31, 2012, there was a reduction of \$137.4 million in our estimate of the ultimate claims to be paid in respect of prior accident years compared to \$92.3 million for the twelve months ended December 31, 2011.

The net loss and loss adjustment expenses disposed of as at December 31, 2012 of \$9.0 million (2011 \$20.6 million; 2010 \$35.5 million) relates to commuted contracts.



**Table of Contents****11. Income Taxes**

Aspen Holdings and Aspen Bermuda are incorporated under the laws of Bermuda. Under current Bermudian law, they are not taxed on any Bermudian income or capital gains and they have received an undertaking from the Bermuda Minister of Finance that, in the event of any Bermudian income or capital gains taxes being imposed, they will be exempt from those taxes until 2035. The Company's U.S. operating companies are subject to United States corporate tax at a rate of 34%. Under the current laws of England and Wales, Aspen U.K., AUL and Aspen Managing Agency Limited (AMAL) are taxed at the U.K. corporate tax rate which has reduced from 26% to 24% effective as at April 1, 2012.

The Company accrues interest and penalties, if applicable, as income tax expenses. The Company does not believe it will be subject to any penalties in any open tax years and has not accrued any such amounts during the twelve months ended December 31, 2012 (December 31, 2011 \$Nil).

Income tax returns that have been filed by the U.S. operating subsidiaries are subject to examination for 2005 and later tax years. The U.K. operating subsidiaries' income tax returns are subject to examination for the 2011 and 2012 tax years.

Total income tax for the twelve months ended December 31, 2012, 2011 and 2010 is allocated as follows:

	Twelve Months Ended December 31, 2011		
	2012	2011	2010
	(\$ in millions)		
Income tax expense/(benefit) on income	\$ 15.0	\$ (37.2)	\$ 27.6
Income tax expense/(benefit) on other comprehensive income	8.9	2.7	(2.9)
Income tax (benefit) charged directly to shareholders' equity	(2.4)		
Total income tax expense/(benefit)	\$ 21.5	\$ (34.5)	\$ 24.7

Income/(loss) before tax and income tax expense/(benefit) attributable to that income/(loss) consists of:

	Twelve Months Ended December 31, 2012			
	(Loss)/income before tax	Current income tax expense	Deferred income tax (benefit)	Total income tax expense
	(\$ in millions)			
U.S.	\$ (58.3)	\$ 4.4	\$	\$ 4.4
Non-U.S.	353.7	18.4	(7.8)	10.6
Total	\$ 295.4	\$ 22.8	\$ (7.8)	\$ 15.0

	Twelve Months Ended December 31, 2011			
	(Loss) before tax	Current income tax (benefit)	Deferred income tax (benefit)	Total income tax (benefit)
	(\$ in millions)			
U.S.	\$ (88.9)	\$ (5.2)	\$	\$ (5.2)
Non-U.S.	(58.4)	(19.2)	(12.8)	(32.0)
Total	\$ (147.3)	\$ (24.4)	\$ (12.8)	\$ (37.2)



**Table of Contents**

	Twelve Months Ended December 31, 2010			
	(Loss)/income before tax	Current	Deferred	Total
		income tax (benefit)/expense	income tax (benefit)	income tax (benefit)/expense
		(\$ in millions)		
U.S.	\$ (67.1)	\$ (2.2)	\$ (3.6)	\$ (2.2)
Non-U.S.	407.4	33.4	(3.6)	29.8
<b>Total</b>	<b>\$ 340.3</b>	<b>\$ 31.2</b>	<b>\$ (3.6)</b>	<b>\$ 27.6</b>

The weighted average expected tax provision has been calculated using the pre-tax accounting income/loss in each jurisdiction multiplied by that jurisdiction's applicable statutory tax rate. The reconciliation between the provision for income taxes and the expected tax at the weighted average rate provision is provided below:

	Twelve Months Ended December 31,		
	2012	2011	2010
	(\$ in millions)		
<b>Income Tax Reconciliation</b>			
Expected tax (benefit)/expense at weighted average rate	\$ (14.4)	\$ (42.9)	\$ 6.8
Prior year adjustment	(4.9)	(7.2)	3.4
Valuation provision on U.S. deferred tax assets	26.7	15.9	16.9
Other	7.6	(3.0)	0.5
<b>Total income tax expense/(benefit)</b>	<b>\$ 15.0</b>	<b>\$ (37.2)</b>	<b>\$ 27.6</b>

The submission dates for filing income tax returns for our U.S. and U.K. operating subsidiaries are after the submission date of our Annual Report on Form 10-K. The final tax liabilities may differ from the estimated tax provisions included in the Form 10-K and may result in prior year adjustments being reported.

*Uncertain tax positions.* During the year ended December 31, 2012, there was a gross increase in unrecognized tax benefits totaling \$15.4 million of which \$5.8 million related to prior period tax positions and \$9.6 million related to current year tax positions. There were no unrecognized tax benefits brought forward as at January 1, 2012.

Unrecognized tax benefits would reduce the effective tax rate if recognized. It is reasonably possible that the unrecognized tax benefit could decrease by \$15.4 million in the next twelve months. During the twelve months ended December 31, 2012, the Company did not recognize or accrue any interest or penalties in respect of uncertain tax positions (December 31, 2011 \$Nil).

**Table of Contents****12. Deferred Taxation**

The tax effects of temporary differences that give rise to deferred tax assets and deferred tax liabilities are presented in the following table:

	As at December 31,	
	2012	2011
	(\$ in millions)	
<b>Deferred tax assets:</b>		
Share options	\$ 3.8	\$ 7.2
Operating loss carry forwards	69.5	47.1
Insurance reserves	1.6	1.7
Other temporary differences	21.6	16.1
<b>Total gross deferred tax assets</b>	<b>96.5</b>	<b>72.1</b>
Less valuation allowance	(76.0)	(56.6)
<b>Net deferred tax assets</b>	<b>\$ 20.5</b>	<b>\$ 15.5</b>
<b>Deferred tax liabilities:</b>		
Insurance equalization provision reserves	\$ (25.9)	\$ (31.7)
Intangible assets (other)	(1.5)	(1.2)
Unrealized (gains)/losses on investments	(2.8)	3.7
Deferred policy acquisition costs	(0.8)	(1.6)
Other temporary differences	(1.3)	(3.2)
<b>Total gross deferred tax (liabilities)</b>	<b>(32.3)</b>	<b>(34.0)</b>
<b>Net deferred tax (liability)</b>	<b>\$ (11.8)</b>	<b>\$ (18.5)</b>

Deferred tax liabilities and assets represent the tax effect of temporary differences between the value of assets and liabilities for financial statement purposes and such values as measured by U.K. and U.S. tax laws and regulations. Deferred tax assets and liabilities from the same tax jurisdiction have been netted off resulting in assets and liabilities being recorded under the other receivable and deferred income taxes captions on the consolidated balance sheet.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences and operating losses become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. At December 31, 2012, the Company had net operating loss carried forward for U.S. Federal income tax purposes of \$204.5 million (2011 \$138.4 million) which are available to offset future U.S. Federal taxable income, if any, and expire in the year 2026. A full valuation provision on U.S. deferred tax assets has been recognized at December 31, 2012 as management believes that it is more likely than not that a tax benefit will not be realized. A valuation allowance of \$76.0 million has been established against U.S. deferred tax assets together with a \$7.3 million valuation allowance against accumulated other comprehensive income.

**Table of Contents****13. Capital Structure**

The Company's authorized and issued share capital at December 31, 2012 is set out below.

	As at December 31, 2012		As at December 31, 2011	
	Number	\$ 000	Number	\$ 000
<b>Authorized Share Capital</b>				
Ordinary Shares 0.15144558¢ per share	969,629,030	1,469	969,629,030	1,469
Non-Voting Shares 0.15144558¢ per share	6,787,880	10	6,787,880	10
Preference Shares 0.15144558¢ per share	100,000,000	152	100,000,000	152
<b>Issued Share Capital</b>				
Issued ordinary shares of 0.15144558¢ per share	70,753,723	107	70,655,698	107
Issued 5.625% preference shares ( Perpetual PIERS ) of 0.15144558¢ each with a liquidation preference of \$50 per share	4,600,000	7	4,600,000	7
Issued 7.401% preference shares of 0.15144558¢ each with a liquidation preference of \$25 per share	5,327,500	8	5,327,500	8
Issued 7.250% preference shares of 0.15144558¢ each with a liquidation preference of \$25 per share	6,400,000	10		
Total issued share capital		132		122

Additional paid-in capital includes the aggregate liquidation preferences of our preference shares of \$523.2 million (2011 \$363.2 million) less issue costs of \$15.1 million (2011 \$9.6 million).

The following table provides the additional paid-in capital as at December 31, 2012 and December 31, 2011:

	As at December 31, 2012	As at December 31, 2011
	(\$ in millions)	(\$ in millions)
Additional paid-in capital	\$1,516.7	\$1,385.0

**(a) Ordinary Shares**

The following table summarizes transactions in our ordinary shares during the two-year period ended December 31, 2012.

	Number of Ordinary Shares	
	As at	As at
	December 31, 2012	December 31, 2011
Shares in issue at the beginning of the year	70,655,698	70,508,013
Shares issued to the Names trust upon exercise of investor options (refer to Note 16)	116,510	255,504
Shares issued to employees under the 2003 share incentive plan and/or 2008 share purchase plan	2,105,561	714,920
Shares issued to non-employee directors	44,034	32,414
Repurchase of ordinary shares from shareholders	(2,168,080)	(855,153)
Shares in issue at the end of the year	70,753,723	70,655,698



**Table of Contents**

*Ordinary Share Repurchases 2011.* On March 14, 2011, upon the completion of the accelerated share repurchase program entered into on November 10, 2010, an additional 542,736 ordinary shares were received and cancelled. A total of 6,280,185 ordinary shares were cancelled under this program in 2010 and 2011.

On February 16, 2011, an agreement was entered into to repurchase 58,310 shares from the Names Trustee (see Note 16). The shares were repurchased on March 10, 2011 and subsequently cancelled.

On June 29, 2011, an agreement was signed to repurchase 254,107 shares from the Names Trustee. The shares were repurchased on August 10, 2011 and subsequently cancelled. The total consideration paid to the Names Trustee was \$8.1 million for the twelve months ended December 31, 2011.

*Ordinary Share Repurchases 2012.* On February 2, 2012, our Board of Directors extended the authorization for the remaining amount of the \$400.0 million ordinary share repurchase program originally authorized on February 9, 2010. As at December 31, 2011, \$192.4 million remained available under the share repurchase plan. In 2012, we initiated an open market share repurchase program to repurchase ordinary shares in the open market and subsequently repurchased and cancelled a total of 2,064,643 ordinary shares for the year ended December 31, 2012 for a total consideration of \$59.9 million.

On October 24, 2012, the Company's Board of Directors approved a new share repurchase authorization for up to \$400.0 million of outstanding ordinary shares. The share repurchase authorization replaced the previous authorization and permits the Company to effect the repurchases from time to time through a combination of transactions, including open market repurchases, privately negotiated transactions and accelerated share repurchase transactions.

On March 9, 2012, an agreement was entered into to repurchase 42,578 shares from the Names Trustee for a total consideration of \$1.1 million and on March 23, 2012, an agreement was signed to repurchase 26,708 shares from the Names Trustee for a total consideration of \$0.7 million. The shares under both transactions were repurchased on May 8, 2012 and subsequently cancelled.

On August 10, 2012, an agreement was entered into to repurchase 34,151 ordinary shares from the Names Trustee for a total consideration of \$1.0 million. The shares were purchased and subsequently cancelled on October 24, 2012.

On February 7, 2013, we announced that our Board has replaced the existing share repurchase authorization of \$400.0 million with a new authorization of \$500.0 million. The total share repurchase authorization, which is effective immediately through February 7, 2015, permits us to effect the repurchases from time to time through a combination of transactions, including open market repurchases, privately negotiated transactions and accelerated share repurchase transactions.

**(b) Preference Shares**

During 2005, the Company issued 4,000,000 Perpetual Preferred Income Equity Replacement Securities ( Perpetual PIERS ). Each Perpetual PIERS has a liquidation preference of \$50 and will receive dividends on a non-cumulative basis only when declared by our Board of Directors at an annual rate of 5.625% (NYSE: AHL-PR) of the \$50 Liquidation Preference of each Perpetual PIERS.

## **Table of Contents**

Each Perpetual PIERS is convertible at the holder's option at any time, initially based on a conversion rate of 1.7077 ordinary shares per share, into one Perpetual Preference Share (as defined below) and a number of ordinary shares based on the average of twenty daily share prices of the ordinary shares adjusted by the conversion rate. We raised proceeds of \$193.8 million, net of total costs of \$6.2 million from this issuance.

In January 2006, an additional 600,000 Perpetual PIERS were issued following the exercise of an over-allotment option by the underwriters of the initial Perpetual PIERS issue and we received proceeds of \$29.1 million net of total costs of \$0.9 million from this issuance.

On November 15, 2006, the Company issued 8,000,000 preference shares with a liquidation preference of \$25 for an aggregate amount of \$200.0 million. Each share will receive dividends on a non-cumulative basis only when declared by our Board of Directors initially at an annual rate of 7.401% (the 7.401% Preference shares) (NYSE: AHL-PRA). Starting on January 1, 2017, the dividend rate will be paid at a floating annual rate, reset quarterly, equal to 3-month LIBOR plus 3.28%. These shares have no stated maturity but are callable at the option of the Company on or after the 10th anniversary of the date of issuance. We raised proceeds of \$196.3 million, net of total costs of \$3.7 million, from this issuance.

On March 31, 2009, we purchased 2,672,500 of our 7.401% \$25 liquidation price preference shares at a price of \$12.50 per share. For earnings per share purposes, the purchase resulted in a \$31.5 million gain, net of a non-cash charge of \$1.2 million reflecting the write off of the pro-rata portion of the original issuance costs of the 7.401% Preference Shares.

On April 11, 2012, the Company issued 6,400,000 shares of 7.250% Perpetual Non-Cumulative Preference Shares (the 7.250% Preference Shares) (NYSE: AHL-PRB). The 7.250% Preference Shares have a liquidation preference of \$25 per share. Net proceeds were \$154.5 million, comprising \$160.0 million of total liquidation preference less \$5.5 million of issue expenses.

The 7.250% Preference Shares rank equally with the Perpetual PIERS and the 7.401% Preference Shares and have no fixed maturity date. The Company may redeem all or a portion of the Preference Shares at a redemption price of \$25 per share on or after July 1, 2017.

In the event of liquidation of the Company, the holders of outstanding preference shares would have preference over the ordinary shareholders and would receive a distribution equal to the liquidation preference per share, subject to availability of funds. In connection with the issuance of the 7.401% Preference Shares, the Company entered into a Replacement Capital Covenant, initially for the benefit of persons that hold the Company's Senior Notes, that the Company will not redeem or repurchase the 7.401% Preference Shares on or before November 15, 2046, unless, during the six months prior to the date of that redemption or repurchase, the Company receives a specified amount of proceeds from the sale of ordinary shares.

On August 17, 2012, the Company designated the 6.00% Senior Notes due December 15, 2020, as the covered debt in accordance with the terms of the Replacement Capital Covenant.

### **14. Statutory Requirements and Dividends Restrictions**

As a holding company, Aspen Holdings relies on dividends and other distributions from its Operating Subsidiaries to provide cash flow to meet ongoing cash requirements, including any future debt service payments and other expenses, and to pay dividends, if any, to our preference and ordinary shareholders.

**Table of Contents**

The ability of our Operating Subsidiaries to pay us dividends or other distributions is subject to the laws and regulations applicable to each jurisdiction, as well as the Operating Subsidiaries' need to maintain capital requirements adequate to maintain their insurance and reinsurance operations and their financial strength ratings issued by independent rating agencies. There were no significant restrictions under company law on the ability of Aspen U.K. and Aspen Bermuda to pay dividends funded from their respective accumulated balances of retained income as at December 31, 2012 of approximately \$140.0 million and \$483.6 million, respectively. In addition, Aspen U.K. held a capital contribution reserve of \$470.0 million which under certain circumstances would also be distributable. Aspen Specialty could pay a dividend without regulatory approval of approximately \$7.7 million. AAIC could pay a dividend without regulatory approval of approximately \$10.3 million. AUL had no distributable reserves as at December 31, 2012.

As of December 31, 2012, there were no restrictions under Bermudian law or the law of any other jurisdiction on the payment of dividends from retained earnings by Aspen Holdings.

Actual and required statutory capital and surplus for the principal operating subsidiaries of the Company, excluding its Lloyd's syndicate, as at December 31, 2012 and December 31, 2011 was approximately:

	<b>As at December 31, 2012</b>		
	<b>U.S.</b>	<b>Bermuda (\$ in millions)</b>	<b>U.K.</b>
Required statutory capital and surplus	\$ 43.7	\$ 1,089.7	\$ 202.6
Statutory capital and surplus	\$ 273.2	\$ 1,934.3	\$ 1,273.6

	<b>As at December 31, 2011</b>		
	<b>U.S.</b>	<b>Bermuda (\$ in millions)</b>	<b>U.K.</b>
Required statutory capital and surplus	\$ 27.2	\$ 1,024.0	\$ 212.5
Statutory capital and surplus	\$ 180.1	\$ 1,711.0	\$ 1,330.0

AUL as the sole corporate member of our Lloyd's Syndicate is required to maintain Funds at Lloyd's of \$278.5 million. As at December 31, 2012, AUL had total funds at Lloyd's of \$280.2 million, of which \$245.5 million was provided by way of letter of credit secured on assets of Aspen Bermuda.

**15. Retirement Plans**

The Company operates defined contribution retirement plans for the majority of its employees at varying rates of their salaries, up to a maximum of 20%. Total contributions by the Company to the retirement plan were \$11.1 million in the twelve months ended December 31, 2012, \$11.0 million in the twelve months ended December 31, 2011 and \$7.7 million in the twelve months ended December 31, 2010.

**16. Share-Based Payments**

The Company has issued options and other equity incentives under three arrangements: investor options, the employee incentive plan and the non-employee director plan. When options are exercised or other equity awards have vested, new shares are issued as the Company does not currently hold treasury shares.

**Table of Contents****(a) Investor Options**

The investor options were issued on June 21, 2002 in connection with the transfer to us of part of the operations of Wellington, our predecessor company. The Company conferred the option to subscribe for up to 6,787,880 ordinary shares of Aspen Holdings to Wellington and members of Syndicate 2020 who were not corporate members of the Lloyd's syndicate managed by Wellington (the Wellington Names).

All of the options issued to Wellington were exercised on March 28, 2007 resulting in the issuance of 426,083 ordinary shares by the Company.

The options issued to the Wellington Names were held for their benefit by Appleby Services (Bermuda) Ltd. (the Names Trustee). The subscription price payable under the options was initially £10 and increased by 5% per annum, less any dividends paid. Option holders were not entitled to participate in any dividends prior to exercise and would not rank as a creditor in the event of liquidation. All options were exercised prior to the expiry date of June 21, 2012.

The table below shows the number of Names options exercised and the number of shares issued since our initial public offering:

	Options Granted	Options Exercised	Ordinary Shares Issued
2002	3,006,760		
2003		440,144	152,583
2004		856,218	135,321
2005		303,321	56,982
2006		34,155	3,757
2007		66,759	7,381
2008		20,641	3,369
2009		9,342	3,056
2010		149,895	49,538
2011		761,037	255,504
2012		365,248	116,510
<b>Total as at December 31, 2012</b>	<b>3,006,760</b>	<b>3,006,760</b>	<b>784,001</b>

The following table summarizes information about investor options to purchase ordinary shares outstanding at December 31, 2012 and December 31, 2011:

Option Holder	At December 31, 2012		At December 31, 2011		Exercise Price	Expiration
	Outstanding	Exercisable	Outstanding	Exercisable		
Names Trustee			365,248	365,248	\$ 18.96 <sup>(1)</sup>	June 21, 2012

- (1) Exercise price at June 15, 2012 being the most recent exercise date. Exercise price at any date is the amount in U.S. Dollars converted at an average exchange rate over a five-day period from an underlying price of £10 per share increased by 5% per annum from June 21, 2002 to date of exercise, less the amount of any prior dividend or distribution per share.

**b) Employee equity incentives**

Employee options and other awards are granted under the Aspen 2003 Share Incentive Plan, as amended. When options are converted, new shares are issued as the Company does not currently hold treasury shares.



**Table of Contents**

*Options.* The following table summarizes information about employee options outstanding to purchase ordinary shares at December 31, 2012.

Option Holder	As at December 31, 2012					Weighted Average Fair Value at Grant Date	Remaining Contractual Time
	Options Granted	Options Forfeited	Options Exercised	Outstanding and Exercisable	Exercise Price		
2003 Option grants	3,884,030	712,906	2,877,034	294,090	\$ 16.20	\$ 5.31	8 mths
2004 Option grants	500,113	276,003	114,354	109,756	\$ 24.44	\$ 5.74	2 yrs
2006 Option grants February 16	1,072,490	450,567	219,501	402,422	\$ 23.65	\$ 6.99	3 yrs 2 mths
2007 Option grants May 4	607,641	154,181	63,829	389,625	\$ 27.28	\$ 6.14	1 yr 4 mths

With respect to the 2003 options, 65% of the options were subject to time-based vesting with 20% vesting upon grant and 20% vesting on each December 31 of the calendar years 2003, 2004, 2005 and 2006. The remaining 35% of the initial grant options were subject to performance-based vesting and/or cliff vesting on December 31, 2009.

The 2004 options vested over a three-year period with vesting subject to the achievement of Company performance targets. The options lapse if the criteria are not met. As at December 31, 2004, not all performance targets were met and 242,643 options were cancelled.

The 2006 options vested at the end of a three-year period with vesting subject to the achievement of one-year and three-year performance targets. The options lapse if the criteria were not met. A total of 695,643 of 2006 options vested.

The 2007 option grants are not subject to performance conditions and 476,250 options vested at the end of the three-year period from the date of grant on May 4, 2010. The options are exercisable for a period of seven years from the date of grant.

The intrinsic value of options exercised in the twelve months ended December 31, 2012 was \$18.7 million (2011 \$0.4 million, 2010 \$8.4 million).

The following shows the compensation costs charged/(credited) in the twelve months ended December 31, 2012, 2011 and 2010 by each type of option granted.

Option Holder	Twelve Months Ended December 31,		
	2012	2011	2010
2007 Option grants	\$	\$	\$ (0.5)

**Table of Contents**

The following table shows the per share weighted average fair value and the related underlying assumptions using a modified Black-Scholes option pricing model by date of grant:

	Grant date					
	October 22, 2007	May 4, 2007	August 4, 2006	February 16, 2006	December 23, 2004	August 20, 2003(1)
Per share weighted average fair value	\$ 5.76	\$ 6.14	\$ 4.41	\$ 6.99	\$ 5.74	\$ 5.31
Risk free interest rate	4.09%	4.55%	5.06%	4.66%	3.57%	4.70%
Dividend yield	2.1%	2.2%	2.6%	2.7%	0.5%	0.6%
Expected life	5 years	5 years	5 years	5 years	5 years	7 years
Share price volatility	20.28%	23.76%	19.33%	35.12%	19.68%	
Foreign currency volatility					9.40%	9.40%

- (1) The 2003 options had a price volatility of zero. The minimum value method was utilized because the Company was unlisted on the date that the options were issued. Foreign currency volatility of 9.40% was applied as the exercise price was initially in British Pounds and the share price of the Company is in U.S. Dollars.

The above table does not show the per share weighted average fair value and the related underlying assumptions for the 2005 options as the performance targets were not met and all options were forfeited.

The total tax charge recognized by the Company in relation to employee options in the twelve months ended December 31, 2012 was \$Nil (2011 \$Nil; 2010 \$Nil).

*Restricted Share Units.* The following table summarizes information about restricted share units ( RSUs ) as at December 31, 2012.

RSU Holder	As at December 31, 2012 Restricted Share Units			
	Amount Granted	Amount Vested	Amount Forfeited	Amount Outstanding
2004 - 2008 Grants	516,796	490,284	26,512	
2009 Grants	97,389	78,745	18,644	
2010 Grants	168,707	114,706	8,872	45,129
2011 Grants	183,019	58,676	19,941	104,402
2012 Grants	350,899		20,214	330,685
<b>Total</b>	1,316,810	742,411	94,183	480,216

Restricted share units granted to employees vest over a two or three-year period, based on continued service. Some of the grants vest at year-end, while some other grants vest on the anniversary of the date of grant or when the Compensation Committee of the Board of Directors agrees to deliver them. Holders of restricted share units will be paid one ordinary share for each unit that vests as soon as practicable following the vesting date. Holders of restricted share units generally will not be entitled to any rights of a holder of ordinary shares, including the right to vote, unless and until their units vest and ordinary shares are issued but they are entitled to receive dividend equivalents. Dividend equivalents will be denominated in cash and paid in cash if and when the underlying units vest.

The fair value of the restricted share units is based on the closing price on the date of the grant. The fair value is expensed through the consolidated income statement evenly over the vesting period.





**Table of Contents**

Compensation cost in respect of restricted share units charged against income was \$7.6 million for the twelve months ended December 31, 2012 (2011 \$3.0 million; 2010 \$2.7 million) with a fair value adjustment for the twelve months ended December 31, 2012 of \$0.3 million (2011 \$Nil; 2010 \$Nil). The total tax credit recognized by the Company in relation to RSUs in the twelve months ended December 31, 2012 was \$1.6 million (2011 \$1.0 million; 2010 \$0.9 million).

*Performance Shares.* The following table summarizes information about performance shares as at December 31, 2012.

	<b>As at December 31, 2012</b>			
	<b>Performance Share Awards</b>			
	<b>Amount Granted</b>	<b>Amount Vested</b>	<b>Amount Forfeited</b>	<b>Amount Outstanding</b>
2004 - 2009 Grants	2,553,707	1,451,709	1,101,998	
2010 Grants	750,137	325,439	424,698	
2011 Grants	890,794	258,333	115,803	516,658 <sup>(1)</sup>
2012 Grants	344,131	62,930	47,208	233,993 <sup>(1)</sup>
<b>Total</b>	<b>4,538,769</b>	<b>2,098,411</b>	<b>1,689,707</b>	<b>750,651</b>

(1) These balances could increase depending on future performance.

Performance share awards are not entitled to dividends before they vest. Performance shares that vest will only be issued following the approval of the Board of Directors of the final performance target in the three-year period, and subject to the participant's continued employment.

On April 27, 2010, the Compensation Committee approved the grant of 732,444 performance shares of which 720,098 were granted with a grant date of February 11, 2010, and 12,346 were granted with a grant date of April 16, 2010. On October 26, 2010, the Compensation Committee approved the grant of 17,693 additional performance shares with a grant date of November 1, 2010. The performance shares are subject to a three-year vesting period with a separate annual ROE test for each year. One-third of the grant will be eligible for vesting each year based on the following formula, and will only be issuable at the end of the three-year period.

If the ROE achieved in any given year is:

less than 7%, then the portion of the performance shares subject to the vesting conditions in such year will be forfeited (i.e., 33.33% of the initial grant);

between 7% and 12%, then the percentage of the performance shares eligible for vesting in such year will be between 10% and 100% on a straight-line basis; and

between 12% and 22%, then the percentage of the performance shares eligible for vesting in such year will be between 100% and 200% on a straight-line basis.

Notwithstanding the vesting criteria for each given year, if in any given year, the shares eligible for vesting are greater than 100% for the portion of such year's grant (i.e., the ROE was greater than 12% in such year) and the average ROE over such year and the preceding year is less than 7%, then only 100% (and no more) of the shares that are eligible for vesting in such year shall vest. If the average ROE over the two years is greater than 7%, then there will be no diminution in vesting and the shares eligible for vesting in such year will vest in accordance with the vesting schedule without regard to the average ROE over the two-year period.



**Table of Contents****2010 Performance Shares**

Year	Split	ROE	Banked
2010	33.3%	11.2%	28.5%
2011	33.3%	(5.3)%	
2012	33.3%	10.0%	21.3%
Total	100.0%		49.8%

The total number of shares that have vested for the 2010 performance shares in 2010 was 186,214. The total number of shares that have vested for the 2010 performance shares in 2011 was nil. The total number of 2010 performance shares that will vest in 2012 upon the filing of this report will be 139,225.

On February 3 and 4, 2011, the Compensation Committee approved the grant of 853,223 performance shares with a grant date of February 9, 2011. Additional grants of 31,669 and 5,902 performance shares were made on March 21, 2011 and May 2, 2011, respectively. The performance shares will be subject to a three-year vesting period with a separate annual ROE test for each year. One-third of the grant will be eligible for vesting each year based on a formula, and will only be issuable at the end of the three-year period.

If the ROE achieved in 2011 is:

less than 6%, then the portion of the performance shares subject to the vesting conditions in such year will be forfeited (i.e., 33.33% of the initial grant);

between 6% and 11%, then the percentage of the performance shares eligible for vesting in such year will be between 10% and 100% on a straight-line basis; and

between 11% and 21%, then the percentage of the performance shares eligible for vesting in such year will be between 100% and 200% on a straight-line basis.

At its meeting held on February 1, 2012, the Compensation Committee approved the vesting conditions for the portion of the 2011 performance shares subject to 2012 performance testing. If the ROE achieved in 2012 is less than 5%, then the portion of the performance shares subject to the vesting conditions in such year will be forfeited (i.e. 33.33% of the initial grant). If the ROE achieved in 2012 is between 5% and 10%, then the percentage of the performance shares eligible for vesting will be between 10% and 100% on a straight-line basis. If the ROE achieved in 2012 is between 10% and 20%, then the percentage of the performance shares eligible for vesting will be between 100% and 200% on a straight-line basis.

**2011 Performance Shares**

Year	Split	ROE	Banked
2011	33.3%	(5.3)%	
2012	33.3%	10.0%	33.3%
2013	33.3%	NA	NA
Total	100.0%		33.3%

The total number of shares that have vested for the 2011 performance shares in 2011 was nil. The total number of 2011 performance shares that will vest in 2012 upon the filing of this report will be 169,981.

**Table of Contents**

On February 2, 2012, the Compensation Committee approved the grant of 334,125 performance shares with a grant date of February 8, 2012. An additional grant of 10,006 performance shares was made on November 1, 2012. The performance shares will be subject to a three-year vesting period with a separate annual diluted book value per share ( BVPS ) growth test for each year, adjusted to add back ordinary dividends to shareholders' equity at the end of the relevant year. One-third of the grant will be eligible for vesting each year based on a formula, and will only be issuable at the end of the three-year period.

If the diluted BVPS growth achieved in 2012 is:

less than 5%, then the portion of the performance shares subject to the vesting conditions in such year will be forfeited (i.e., 33.33% of the initial grant);

between 5% and 10%, then the percentage of the performance shares eligible for vesting in such year will be between 10% and 100% on a straight-line basis; and

between 10% and 20%, then the percentage of the performance shares eligible for vesting in such year will be between 100% and 200% on a straight-line basis.

The Compensation Committee will determine the vesting conditions for the 2013 and 2014 portions of the grant in such years taking into consideration the market conditions and the Company's business plans at the commencement of the years concerned. Notwithstanding the vesting criteria for each given year, if in any given year, the shares eligible for vesting are greater than 100% for the portion of such year's grant and the average diluted BVPS growth over such year and the preceding year is less than the average of the minimum vesting thresholds for such year and the preceding year (or in the case of the 2012 portion of the grant and the average BVPS of less than 5%), then only 100% (and no more) of the shares that are eligible for vesting in such year shall vest. Notwithstanding the foregoing, if in the judgment of the Compensation Committee, the main reason for the BVPS metric in the earlier year falling below the minimum threshold (or below 5% in the case of 2012) is due to the impact of rising interest rates and bond yields, then the Compensation Committee may, in its discretion, disapply this limitation on 100% vesting.

**2012 Performance Shares**

<b>Year</b>	<b>Split</b>	<b>Increase in BVPS</b>	<b>Banked</b>
2012	33.3%	8.1%	21.9%
2013	33.3%	NA	NA
2014	33.3%	NA	NA
<b>Total</b>	<b>100.0%</b>		<b>21.9%</b>

The total number of 2012 performance shares that will vest in 2012 upon the filing of this report will be 62,930.

The fair value of the performance share awards is based on the value of the closing share price on the date of the grant less a deduction for expected dividends which would not accrue during the vesting period.

Compensation costs charged against income in respect of performance shares were \$11.1 million for the twelve months ended December 31, 2012 (2011 \$Nil; 2010 \$10.3 million). The total tax credit recognized by the Company in relation to performance share awards in the twelve months ended December 31, 2012 was \$3.0 million (2011 \$Nil; 2010 \$2.3 million).

**Table of Contents**

A summary of performance share activity under Aspen's 2003 Share Incentive Plan for the twelve months ended December 31, 2012 is presented below:

	Twelve Months Ended December 31, 2012	
	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding performance share awards, beginning of period	1,241,396	\$ 26.68
Granted	344,131	23.70
Earned	(460,488)	26.35
Forfeited	(374,388)	24.24
Outstanding performance share awards, end of period	750,651	\$ 26.77

*2012 Phantom Shares.* On February 2, 2012, the Compensation Committee approved the grant of 278,143 phantom shares with a grant date of February 8, 2012 (2011 - Nil). The phantom shares will be subject to a three-year vesting period with a separate annual diluted BVPS growth test for each year, in accordance with the test described above for the 2012 performance shares, with the difference being that any vested amount would be paid in cash in lieu of shares. As shares are not issued, these instruments have no dilutive effect.

**2012 Phantom Shares**

Year	Split	Increase	
		in BVPS	Banked
2012	33.3%	8.1%	21.9%
2013	33.3%	NA	NA
2014	33.3%	NA	NA
Total	100.0%		21.9%

The fair value of the phantom shares is based on the closing share price on the date of the grant, less estimated dividends payable over the vesting period. The fair value is expensed through the consolidated income statement evenly over the vesting period, but as the payment to beneficiaries will ultimately be in cash rather than shares, an adjustment is required each quarter to revalue the accumulated liability to the balance sheet date fair value. The total number of 2012 phantom shares that will vest upon the filing of this report will be 61,006.

Compensation costs charged against income in respect of phantom shares were \$1.3 million for the twelve months ended December 31, 2012 (2011 - \$Nil; 2010 - \$Nil) with a fair value adjustment for the twelve months ended December 31, 2012 of \$0.1 million (2011 - \$Nil; 2010 - \$Nil). The total tax credit recognized by the Company in relation to phantom share awards in the twelve months ended December 31, 2012 was \$0.3 million (2011 - \$Nil; 2010 - \$Nil).

*Employee Share Purchase Plans.* On April 30, 2008, the shareholders of the Company approved the Employee Share Purchase Plan and the International Plan (the ESPP) and the U.K. Sharesave Plan, which are implemented by a series of consecutive offering periods as determined by the Board. In respect of the ESPP, employees can save up to \$500 per month over a two-year period, at the end of which they will be eligible to purchase Company shares at a discounted price. In respect of the U.K. Sharesave Plan, employees can save up to £250 per month over a three-year period, at the end of which they will be eligible to purchase shares at a discounted price. The purchase price will be eighty-five percent (85%) of the fair market value of a share on the offering date which may be adjusted upon

**Table of Contents**

changes in capitalization of the Company. For the year ended December 31, 2012, 75,066 ordinary shares were issued under the plan (2011 47,928). Compensation cost charged against income in respect of the ESPP for the twelve months ended December 31, 2012 was \$0.2 million (2011 \$0.4 million; 2010 \$0.7 million). The total tax credit recognized by the Company in relation to the ESPP in the twelve months ended December 31, 2012 was \$Nil (2011 \$Nil; 2010 \$Nil).

The fair value of the employee options granted was estimated on the date of grant using a modified Black-Scholes option pricing model under the following assumptions:

Grant Date	Per share weighted average fair value (\$)	Risk free interest rate (%)	Dividend yield (%)	Expected life (in years)	Share price volatility (%)
November 4, 2008	\$ 3.18	0.48%	2.70%	3.0	68.0%
December 4, 2008	2.87	(0.41)	3.16	2.0	102.0
November 23, 2009	3.76	0.01	2.28	3.0	22.0
December 21, 2009	3.82	0.04	2.34	2.0	18.0
December 22, 2010	4.24	0.13	2.07	3.0	14.0
December 22, 2010	4.46	0.13	2.07	2.0	14.0
December 13, 2011	4.20	0.05	2.80	3.0	26.2
December 13, 2011	\$ 3.85	0.05%	2.75%	2.0	26.2%

**(c) Non-employee equity incentives**

Non-employee director options are granted under the Aspen 2006 Stock Option Plan for Non-Employee Directors (the Director Stock Option Plan).

*Options.* The following table summarizes information about non-employee director options outstanding to purchase ordinary shares at December 31, 2012.

Option Holder	Options Outstanding	Options Exercisable	Exercise Price	Fair Value at Grant Date	Remaining Contractual Time
Non-Employee Directors 2006 Option grants (May 25)	8,870	8,870	\$ 21.96	\$ 4.24	3 yrs 5 months
Non-Employee Directors 2007 Option grants (July 30)	4,024	4,024	\$ 24.76	\$ 4.97	4 yrs 7 months

The options issued in 2006 and 2007 vest at the end of a three-year period from the date of grant subject to continued service as a director. Vested options are exercisable for a period of ten years from the date of grant.

The fair value of the non-employee director options granted were estimated on the date of grant using a modified Black-Scholes option pricing model under the following assumptions:

	Grant Date July 30, 2007	Grant Date May 25, 2006
Per share weighted average fair value	\$ 4.97	\$ 4.24
Risk-free interest rate	4.64%	4.85%

Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

Dividend yield	2.4%	2.7%
Expected life	5 years	5 years
Share price volatility	19.55%	20.05%

F-56

**Table of Contents**

*Restricted Share Units.* The following table summarizes information about restricted share units issued to non-employee directors as at December 31, 2012.

		As at December 31, 2012 Restricted Share Units			
		Amount Granted	Amount Vested	Amount Forfeited	Amount Outstanding
Non-Employee Directors	2010 and prior	86,025	(81,338)	(4,687)	
Non-Employee Directors	2011	23,408	(21,457)	(1,951)	
Non-Employee Directors	2012	29,071	(24,225)		4,846
Chairman	2010 and prior	41,372	(41,372)		
Chairman	2011	16,722	(16,722)		
Chairman	2012	17,705	(14,754)		2,951
<b>Total</b>		<b>214,303</b>	<b>(199,868)</b>	<b>(6,638)</b>	<b>7,797</b>

One-twelfth of the RSUs vest on each one month anniversary of the date of grant, with 100% of the restricted share units becoming vested and issued on the first anniversary of the grant date, or on the date of departure of a director (for the amount vested through such date). RSUs entitle the holder to receive one ordinary share unit for each unit that vests. Holders of RSUs are not entitled to any of the rights of a holder of ordinary shares, including the right to vote, unless and until their units vest and ordinary shares are issued but they are entitled to receive dividend equivalents with respect to their units. Dividend equivalents will be denominated in cash and paid in cash if and when the underlying units vest.

In respect of the RSUs granted to the Chairman up to December 31, 2009, one-third of the grants vests on the anniversary date of grant over a three-year period. For grants from January 1, 2010, onwards, one-twelfth of the RSUs vest on each one month anniversary of the date of grant, with 100% of the restricted share units becoming vested and issued on the first anniversary of the grant date, or on the date of departure.

The fair value of the RSUs is based on the closing price on the date of the grant. Compensation cost charged against income was \$1.4 million for the twelve months ended December 31, 2012 (2011 \$1.6 million; 2010 \$1.0 million).

The total tax charge recognized by the Company in relation to non-employee RSUs in the twelve months ended December 31, 2012 was \$Nil (2011 \$Nil; 2010 \$Nil).

**(d) Summary of investor options, employee and non-employee share options and restricted share units.**

A summary of option activity and restricted share unit activity discussed above is presented in the tables below:

Option activity	Twelve Months Ended December 31, 2012	
	Number of Options	Weighted Average Exercise Price
Outstanding options, beginning of period	2,831,508	\$ 19.84
Exercised	(1,612,242)	15.72
Forfeited or expired	(10,479)	26.28
Outstanding and Exercisable options, end of period	1,208,787	\$ 23.07



**Table of Contents**

	Twelve Months Ended December 31, 2011	
	Number of Options	Weighted Average Exercise Price
<b>Option activity</b>		
Outstanding options, beginning of period	3,660,436	\$ 19.47
Exercised	(814,528)	19.52
Forfeited or expired	(14,400)	21.65
Outstanding and Exercisable options, end of period	2,831,508	\$ 19.84

	Twelve Months Ended December 31, 2012	
	Number of Shares	Weighted Average Grant Date Fair Value
<b>Restricted share unit activity</b>		
Outstanding restricted stock, beginning of period	319,138	\$ 26.58
Granted	393,888	28.27
Vested	(179,177)	21.31
Forfeited	(45,836)	27.19
Outstanding restricted stock, end of period	488,013	\$ 27.81

	Twelve Months Ended December 31, 2011	
	Number of Shares	Weighted Average Grant Date Fair Value
<b>Restricted share unit activity</b>		
Outstanding restricted stock, beginning of period	280,491	\$ 26.57
Granted	223,149	27.19
Vested	(160,409)	26.79
Forfeited	(24,093)	26.66
Outstanding restricted stock, end of period	319,138	\$ 26.58

**17. Intangible Assets**

	As at December 31, 2012				As at December 31, 2011			
	Trade Mark	Insurance Licenses	Other	Total	Trade Mark	Insurance Licenses	Other	Total
			(\$ in millions)				(\$ in millions)	
<b>Intangible Assets</b>								
Beginning of the period	\$ 1.6	\$ 16.6	\$ 1.8	\$ 20.0	\$ 1.6	\$ 16.6	\$ 2.8	\$ 21.0
Amortization			(1.0)	(1.0)			(1.0)	(1.0)
End of the period	\$ 1.6	\$ 16.6	\$ 0.8	\$ 19.0	\$ 1.6	\$ 16.6	\$ 1.8	\$ 20.0

*License to use the Aspen Trademark.* On April 5, 2005, the Company entered into an agreement with Aspen (Actuaries and Pension Consultants) Plc to acquire the right to use the Aspen trademark in the United Kingdom. The consideration paid was approximately \$1.6 million. Following the acquisition of the right to use the trademark indefinitely we now consider the trademark to have an indefinite life and have therefore recorded the asset on our consolidated balance sheet at unamortized cost. As at December 31, 2012, the value of the license to use the Aspen trademark was \$1.6 million (December 31, 2011 \$1.6 million). The license is tested for impairment annually or when events or changes in circumstances indicate that the asset might be impaired.



**Table of Contents**

**Insurance Licenses.** On February 4, 2010, the Company entered into a stock purchase agreement to purchase a U.S. insurance company with licenses to write insurance business on an admitted basis in the U.S. The Company closed the transaction on August 16, 2010. The total value of the licenses as at December 31, 2012 was \$16.6 million (December 31, 2011 \$16.6 million). This includes \$4.5 million of acquired licenses held by Aspen Specialty and \$2.1 million of acquired licenses held by Aspen U.K. The insurance licenses are considered to have an indefinite life and are not being amortized. The licenses are tested for impairment annually or when events or changes in circumstances indicate that the asset might be impaired.

**Other.** On January 22, 2010, the Company entered into a sale and purchase agreement to purchase APJ for an aggregate consideration of \$4.8 million. The Company closed the transaction on March 22, 2010. The directors of Aspen Holdings have assessed the fair value of the net tangible and financial assets acquired at \$1.2 million. The \$3.6 million intangible asset represents our assessment of the value of renewal rights and distribution channels (\$2.2 million) and the lock-in period for employees associated with the business (\$1.4 million). The asset is being amortized over a five-year period and the value as at December 31, 2012 was \$0.8 million (December 31, 2011 \$1.8 million).

**18. Commitments and Contingencies****(a) Restricted assets**

The Company is obliged by the terms of its contractual obligations to U.S. and other policyholders and by obligations to certain regulatory authorities, to facilitate the issue of letters of credit or maintain certain balances in trust funds for the benefit of policyholders.

The following table details the forms and value of the Company's restricted assets as at December 31, 2012 and 2011.

	As at December 31, 2012 (\$ in millions, except percentages)	As at December 31, 2011
Regulatory trusts and deposits:		
Affiliated transactions	\$ 598.7	\$ 447.4
Third party	1,933.5	1,682.3
Letters of credit / guarantees	1,189.2	1,374.1
<b>Total restricted assets</b>	<b>\$ 3,721.5</b>	<b>\$ 3,503.8</b>
Total as percent of cash and invested assets	45.6%	46.3%

(1) As of December 31, 2012, the Company had pledged funds of \$1,163.2 million and £16.0 million (December 31, 2011 \$1,344.1 million and £19.3 million) as collateral for the secured letters of credit.

**Letters of credit.** Our current arrangements with our bankers for the issue of letters of credit require us to provide collateral in the form of cash and investments for the full amount of all secured and undrawn letters of credit that are outstanding. We monitor the proportion of our otherwise liquid assets that are committed to trust funds or to the collateralization of letters of credit. As at December 31, 2012 and 2011, these funds amounted to approximately 46% of the \$8.2 billion and approximately 46% of the \$7.6 billion of cash and investments held by the Company, respectively. We do not consider that this unduly restricts our liquidity at this time. Refer to Note 21 Credit Facility and Long-term Debt for further discussion of our credit facilities and long-term debt arrangements.

**Table of Contents**

*Funds at Lloyd's.* AUL operates in Lloyd's as the corporate member for Syndicate 4711. Lloyd's determines Syndicate 4711's required regulatory capital principally through the syndicate's annual business plan. Such capital, called Funds at Lloyd's, comprises: cash, investments and a fully collateralized letter of credit. The cash, investments and letter of credit at December 31, 2012 amount to \$280.2 million (December 31, 2011 \$272.2 million).

The amounts provided as Funds at Lloyd's will be drawn upon and become a liability of the Company in the event of the syndicate declaring a loss at a level that cannot be funded from other resources, or if the syndicate requires funds to cover a short term liquidity gap. The amount which the Company provides as Funds at Lloyd's is not available for distribution to the Company for the payment of dividends. AMAL is also required by Lloyd's to maintain a minimum level of capital which as at December 31, 2012 was \$0.6 million (December 31, 2011 \$0.6 million). This is not available for distribution by the Company for the payment of dividends.

*U.S. Reinsurance Trust Fund.* For its U.S. reinsurance activities, Aspen U.K. has established and must retain a multi-beneficiary U.S. trust fund for the benefit of its U.S. cedants so that they are able to take financial statement credit without the need to post cedant-specific security. The minimum trust fund amount is \$20.0 million plus an amount equal to 100% of Aspen U.K.'s U.S. reinsurance liabilities, which were \$1,289.1 million at December 31, 2012 and \$1,170.5 million at December 31, 2011. At December 31, 2012, the total value of assets held in the trust was \$1,123.0 million (2011 \$1,323.7 million).

For its U.S. reinsurance activities, Aspen Bermuda has established and must retain a multi-beneficiary U.S. trust fund for the benefit of its U.S. cedants so that they are able to take financial statement credit without the need to post cedant-specific security. The minimum trust fund amount is \$20.0 million. At December 31, 2012, total value assets held in the trust were \$295.6 million (2011 \$20.0 million).

*U.S. Surplus Lines Trust Fund.* Aspen U.K. has also established a U.S. surplus lines trust fund with a U.S. bank to secure liabilities under U.S. surplus lines policies. The balance held in the trust at December 31, 2012 was \$145.3 million (2011 \$147.3 million).

*U.S. Credit and Surety Lines Trust Fund.* Aspen U.K. has also established a U.S. credit and surety lines trust fund with a U.S. bank to secure liabilities under U.S. credit and surety lines policies. The balance held in the trust at December 31, 2012 was \$10.0 million (2011 \$10.0 million).

*U.S. Regulatory Deposits.* As at December 31, 2012, Aspen Specialty had a total of \$6.2 million (2011 \$6.8 million) on deposit with six U.S. states in order to satisfy state regulations for writing business in those states. AAIC had a further \$6.2 million (2011 \$5.6 million) on deposit with twelve U.S. states.

*Canadian Trust Fund.* Aspen U.K. has established a Canadian trust fund with a Canadian bank to secure a Canadian insurance license. As at December 31, 2012, the balance held in trust was CAD\$346.5 million (2011 CAD\$353.0 million).

*Australian Trust Fund.* Aspen U.K. has established an Australian trust fund with an Australian bank to secure policyholder liabilities and as a condition for maintaining an Australian insurance license. As at December 31, 2012, the balance held in trust was AUD\$184.9 million (2011 AUD\$181.8 million).

**Table of Contents**

*Swiss Trust Fund.* Aspen U.K. has established a Swiss trust fund with a Swiss bank to secure policyholder liabilities and as a condition for maintaining a Swiss insurance license. As at December 31, 2012, the balance held in trust was CHF8.3 million (2011 CHF3.1 million).

*Singapore Fund.* Aspen U.K. has established a segregated Singaporean bank account to secure policyholder liabilities and as a condition for maintaining a Singaporean insurance license and meet local solvency requirements. As at December 31, 2012, the balance in the account was SGD\$84.2 million (2011 SGD\$118.5 million).

**(b) Operating leases**

Amounts outstanding under operating leases as of December 31, 2012 were:

As at December 31, 2012	2013	2014	2015	2016	2017	Later Years	Total
	(\$ in millions)						
Operating Lease Obligations	\$ 11.5	11.3	10.7	7.7	6.0	9.0	\$ 56.2

As at December 31, 2011	2012	2013	2014	2015	2016	Later Years	Total
	(\$ in millions)						
Operating Lease Obligations	\$ 10.6	9.8	9.4	9.0	6.8	19.1	\$ 64.7

We terminated our lease in Bermuda on October 30, 2011 and entered into a new lease for new premises (14,000 square feet). The term of the rental lease agreement is for ten years from September 1, 2011, with a break clause at five years and an additional five-year option commencing September 2021.

Total rental and premises expenses for 2012 was \$18.9 million (2011 \$17.3 million). For all leases, all rent incentives, including reduced-rent and rent-free periods, are spread on a straight-line basis over the term of the lease. We believe that our office space is sufficient for us to conduct our operations for the foreseeable future in these locations.

The total depreciation for fixed assets was \$21.2 million for the twelve months ended December 31, 2012 (2011 \$11.2 million). Accumulated depreciation as at December 31, 2012, was \$75.0 million (2011 \$53.8 million).

**(c) Variable interest entities**

As at December 31, 2012, the Company had two investments in variable interest entities: Cartesian Iris Offshore Fund L.P. and Chaspark Maritime Holdings Ltd.

*Cartesian Iris Offshore Fund L.P.* See Note 6 for further information regarding the Company's investment in Cartesian Iris Offshore Fund L.P.

*Chaspark Maritime Holdings Ltd.* See Note 6 for further information regarding the Company's investment in Chaspark Maritime Holdings Ltd.

**(d) Contingencies**

On November 28, 2011, the Knott Circuit Court of the Commonwealth of Kentucky granted a motion for partial summary judgment in favor of Muriel Don Coal Inc. (Muriel Don) against Aspen U.K. and Aspen Specialty in an amount of \$42.0 million, together with interest thereon at a rate of 12%



## **Table of Contents**

from March 25, 2010. The Court further ordered that Muriel Don's additional claims for bad faith and punitive damages should be determined at trial. This order arises from a denial of coverage by us on a \$1.0 million limit general liability insurance policy issued to Muriel Don. In 2012, we entered into arbitration regarding this judgment and on March 5, 2012, reached an agreed settlement.

### **19. Concentrations of credit risk**

The Company is potentially exposed to concentrations of credit risk in respect of amounts recoverable from reinsurers, investments and cash and cash equivalents, and insurance and reinsurance balances owed by the brokers with whom the Company transacts business.

The Company's Reinsurance Credit Committee defines credit risk tolerances in line with the risk appetite set by our Board and they, together with the group's risk management function, monitor exposures to individual counterparties. Any exceptions are reported to senior management and our Board's Risk Committee.

#### **Reinsurance recoverables**

The total amount recoverable by the Company from reinsurers at December 31, 2012 is \$499.0 million (2011 \$426.6 million).

Of the balance at December 31, 2012, 20.2% of the Company's reinsurance recoverables are with Lloyd's of London Syndicates rated A by A.M. Best and A+ by S&P and 10.5% is with Munich Re which is rated A+ by A.M. Best and AA by S&P. These are the Company's largest exposures to individual reinsurers.

#### **Underwriting premium receivables**

The total underwriting premium receivable by the Company at December 31, 2012 was \$1,057.5 million (2011 \$894.4 million).

Of the balance receivable at December 31, 2012, \$1.8 million has been due for settlement for more than one year. The Company assesses the recoverability of premium receivables through a review of policies and the concentration of receivables by broker. The Company considers the receivables balance to be collectable in full. No provision has been included for credit risk on the grounds that past experience has proved that when there is an indication that a premium receivable is unlikely to be collected we are able to cancel the policy and release associated claims, provisions and unearned premium reserves.

#### **Investments and cash and cash equivalents**

The Company's investment policies include specific provisions that limit the allowable holdings of a single issue and issuer. At December 31, 2012, there were no investments in any single issuer, other than the U.S. government, U.S. government agencies, U.S. government sponsored enterprises, Canadian government and the U.K. government in excess of 2% of the aggregate investment portfolio.

**Table of Contents****Balances owed by brokers**

The Company underwrites a significant amount of its business through brokers and a credit risk exists should any of these brokers be unable to fulfill their contractual obligations in respect of insurance or reinsurance balances due to the Company. The following table shows the largest brokers that the Company transacted business with in the three years ended December 31, 2012 and the proportion of gross written premiums from each of those brokers.

Broker	Twelve Months Ended December 31,		
	2012	2011	2010
	(in percentages)		
Aon Corporation	18.5%	19.5%	19.4%
Marsh & McLennan Companies, Inc.	15.8	18.9	19.0
Willis Group Holdings, Ltd.	15.1	16.1	14.9
Others <sup>(1)</sup>	50.6	45.5	46.7
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
Gross written premiums (\$ millions)	\$ 2,583.3	\$ 2,207.8	\$ 2,076.8

(1) No other individual broker accounted for more than 10% of total gross written premiums.

**20. Other Comprehensive Income**

Other comprehensive income is defined as any change in the Company's equity from transactions and other events originating from non-owner sources. These changes comprise our reported adjustments, net of taxes.

The following table sets out the components of the Company's other comprehensive income, for the following periods:

Other Comprehensive Income	Pre-Tax	Twelve Months Ended December 31, 2012	
		Income Tax Effect	After Tax
		(\$ in millions)	
Unrealized gains on investments	\$ 19.1	\$(9.3)	\$ 9.8
Loss on derivatives	0.2		0.2
Change in currency translation	(11.5)		(11.5)
<b>Total other comprehensive income</b>	<b>\$ 7.8</b>	<b>\$(9.3)</b>	<b>\$ (1.5)</b>

Other Comprehensive Income	Pre-Tax	Twelve Months Ended December 31, 2011	
		Income Tax Effect	After Tax
		(\$ in millions)	
Unrealized gains on investments	\$ 96.2	\$(2.7)	\$ 93.5
Loss on derivatives	0.3		0.3
Change in currency translation	10.8		10.8



Total other comprehensive income	\$107.3	\$(2.7)	\$104.6
----------------------------------	---------	---------	---------

F-63

**Table of Contents**

	Pre-Tax	Twelve Months Ended December 31, 2010 Income Tax Effect (\$ in millions)	After Tax
<b>Other Comprehensive Income</b>			
Unrealized gains on investments	\$53.9	\$2.9	\$56.8
Loss on derivatives	0.2		0.2
Change in currency translation	10.0		10.0
<b>Total other comprehensive income</b>	<b>\$64.1</b>	<b>\$2.9</b>	<b>\$67.0</b>

**21. Credit Facility and Long-term Debt**

On July 30, 2010, the Company entered into a three-year revolving credit facility with a syndicate of commercial banks under which it may, subject to the terms of the credit agreements, borrow up to \$280.0 million or issue letters of credit with an aggregate value of up to \$280.0 million. The facility can be used by any of the Borrowers (as defined in the agreement) to provide funding for the operating subsidiaries of the Company, to finance the working capital needs of the Company and its subsidiaries and for general corporate purposes of the Company and its subsidiaries. The revolving credit facility further provides for the issuance of collateralized letters of credit. Initial availability under the facility is \$280.0 million, and the Company has the option (subject to obtaining commitments from acceptable lenders) to increase the facility by up to \$75.0 million. The facility will expire on July 30, 2013. As of December 31, 2012, no borrowings were outstanding under the credit facilities.

Under the credit facility, the Company must maintain at all times a consolidated tangible net worth of not less than approximately \$2.3 billion plus 50% of consolidated net income and 50% of aggregate net cash proceeds from the issuance by the Company of its capital stock, each as accrued from January 1, 2010. The Company must also not permit its consolidated leverage ratio of total consolidated debt to consolidated debt plus consolidated tangible net worth to exceed 35%. In addition, the credit facility contains other customary affirmative and negative covenants as well as certain customary events of default, including with respect to a change in control. Under the credit facility, we would be in default if Aspen U.K. or Aspen Bermuda's insurer financial strength ratings fall below A.M. Best financial strength rating of B++.

On February 28, 2011, Aspen U.K. and Aspen Bermuda entered into an amendment to the \$200.0 million secured letter of credit facility agreement with Barclays dated as of October 6, 2009. The amendment extends the maturity date of the credit facility to December 31, 2013. All letters of credit issued under the facility are used to support reinsurance obligations of the parties to the agreement and their respective subsidiaries. The Company had \$37.5 million of outstanding collateralized letters of credit under this facility at December 31, 2012 (2011 \$49.8 million).

On April 29, 2009, Aspen Bermuda replaced its existing letter of credit facility with Citibank Europe plc dated October 29, 2008 in a maximum aggregate amount of up to \$450.0 million with a new letter of credit facility in a maximum aggregate amount of up to \$550.0 million. On August 12, 2011, the maximum aggregate amount was increased to \$1,050.0 million.

On July 30, 2012, Aspen Bermuda and Citibank Europe replaced the existing letter of credit facility dated August 12, 2011 in a maximum aggregate amount of up to \$1,050.0 million with a new letter of credit facility in a maximum aggregate amount of up to \$950.0 million. The new facility will expire in two separate tranches; Tranche II, which consists of \$300.0 million, will expire on June 30, 2013, and Tranche I, which consists of the remaining maximum aggregate amount of \$650.0 million,

**Table of Contents**

expires on June 30, 2014. The Company had \$839.1 million of outstanding collateralized letters of credit under this facility at December 31, 2012. Included in outstanding collateralized letters of credit is a letter of credit for \$245.5 million provided to AUL as Funds at Lloyd's as described above.

On August 16, 2004, we closed our offering of \$250.0 million 6.0% coupon Senior Notes due to mature in 2014. The net proceeds from the Senior Notes offering were \$249.3 million.

On December 15, 2010, we closed our public offering of \$250.0 million 6.0% coupon Senior Notes due to mature in 2020. The net proceeds from the Senior Notes offering were \$247.5 million, before offering expenses.

Subject to certain exceptions, so long as any of the Senior Notes remains outstanding, we have agreed that neither we nor any of our subsidiaries will (i) create a lien on any shares of capital stock of any designated subsidiary (currently Aspen U.K. and Aspen Bermuda, as defined in the Indenture), or (ii) issue, sell, assign, transfer or otherwise dispose of any shares of capital stock of any designated subsidiary. Certain events will constitute an event of default under the Indenture, including default in payment at maturity of any of our other indebtedness in excess of \$50.0 million.

The following table summarizes our contractual obligations under the long-term debts as of December 31, 2012.

Contractual Basis	Total	Payments Due By Period			More Than 5 years
		Less Than 1 year	1- 3 Years	3-5 Years	
Long-term Debt Obligations	\$ 500.0		\$250.0		\$ 250.0

The Senior Notes obligation disclosed above does not include the \$30.0 million annual interest payable associated with the Senior Notes.

**Table of Contents****22. Unaudited Quarterly Financial Data**

The following is a summary of the quarterly financial data for the twelve months ended December 31, 2012, 2011 and 2010.

	Quarter Ended March 31, 2012	Quarter Ended June 30, 2012	Quarter Ended September 30, 2012	Quarter Ended December 31, 2012	Year Ended December 31, 2012
	(\$ in millions except for per share amounts)				
Gross written premium	\$ 782.1	\$ 666.6	\$ 558.4	\$ 576.2	\$ 2,583.3
Gross earned premium	557.1	580.7	601.8	645.4	2,385.0
Net earned premium	495.4	513.4	516.2	558.5	2,083.5
Losses and loss adjustment expenses	(284.0)	(262.1)	(255.0)	(437.4)	(1,238.5)
Policy acquisition, general, administrative and corporate expenses	(180.9)	(185.5)	(193.8)	(166.1)	(726.3)
Underwriting profit, including corporate expenses	\$ 30.5	\$ 65.8	\$ 67.4	\$ (45.0)	\$ 118.7
Net investment income	52.4	52.8	48.6	51.1	204.9
Interest expense	(7.7)	(7.7)	(7.8)	(7.7)	(30.9)
Other (expense) income	(0.3)	2.9	4.5	(6.2)	0.9
Total other operating revenue	\$ 44.4	\$ 48.0	\$ 45.3	\$ 37.2	\$ 174.9
Operating income/(loss) before tax	\$ 74.9	\$ 113.8	\$ 112.7	\$ (7.8)	\$ 293.6
Net exchange gains/(losses)	3.7	(13.0)	7.7	(0.4)	(2.0)
Net realized investment gains/(losses)	5.5	(10.0)	2.7	5.6	3.8
Income before tax	\$ 84.1	\$ 90.8	\$ 123.1	\$ (2.6)	\$ 295.4
Income tax (expense)/benefit	(5.4)	(6.2)	(8.0)	4.6	(15.0)
Net income after tax	\$ 78.7	\$ 84.6	\$ 115.1	\$ 2.0	\$ 280.4
<b>Ordinary Shares</b>					
Basic weighted average ordinary shares	70,943,997	71,303,855	71,129,102	71,007,079	71,095,856
Weighted average effect of dilutive securities	2,888,737	2,542,048	2,268,694	2,550,579	2,593,567
Total diluted weighted average ordinary shares	73,832,734	73,845,903	73,397,796	73,557,658	73,689,423
<b>Earnings per ordinary shares</b>					
Basic	\$ 1.03	\$ 1.07	\$ 1.50	\$ (0.09)	\$ 3.51
Diluted	\$ 0.99	\$ 1.03	\$ 1.45	\$ (0.09)	\$ 3.38

**Table of Contents**

	Quarter Ended March 31, 2011	Quarter Ended June 30, 2011	Quarter Ended September 30, 2011	Quarter Ended December 31, 2011	Year Ended December 31, 2011
	(\$ in millions except for per share amounts) (As Adjusted)				
Gross written premium	\$ 671.3	\$ 582.2	\$ 495.6	\$ 458.7	\$ 2,207.8
Gross earned premium	508.8	524.8	549.9	557.6	2,141.1
Net earned premium	452.4	459.8	486.9	489.4	1,888.5
Losses and loss adjustment expenses	(528.9)	(326.4)	(306.2)	(394.5)	(1,556.0)
Policy acquisition, general, administrative and corporate expenses ( <sup>1</sup> )	(143.9)	(157.4)	(165.4)	(164.8)	(631.5)
Underwriting profit/(loss), including corporate expenses( <sup>1</sup> )	\$ (220.4)	\$ (24.0)	\$ 15.3	\$ (69.9)	\$ (299.0)
Net investment income	55.5	58.6	57.3	54.2	225.6
Interest expense	(7.7)	(7.7)	(7.7)	(7.7)	(30.8)
Other (expense) income	(8.1)	6.8	(9.1)	3.6	(6.8)
Total other operating revenue	\$ 39.7	\$ 57.7	\$ 40.5	\$ 50.1	\$ 188.0
Operating income/(loss) before tax( <sup>1</sup> )	\$ (180.7)	\$ 33.7	\$ 55.8	\$ (19.8)	\$ (111.0)
Net exchange gains/(losses)	2.9	(7.7)	0.3	2.3	(2.2)
Net realized investment gains (losses)	8.5	(15.7)	(32.9)	6.0	(34.1)
(Loss)/income before tax( <sup>1</sup> )	\$ (169.3)	\$ 10.3	\$ 23.2	\$ (11.5)	\$ (147.3)
Income tax benefit/(expense)	16.5	(1.2)	(2.0)	23.9	37.2
Net (loss)/income after tax( <sup>1</sup> )	\$ (152.8)	\$ 9.1	\$ 21.2	\$ 12.4	\$ (110.1)
<b>Ordinary Shares</b>					
Basic weighted average ordinary shares	70,551,859	70,792,483	70,699,343	70,615,233	70,665,166
Weighted average effect of dilutive securities( <sup>2</sup> )		2,776,427	2,600,642	2,645,341	
Total diluted weighted average ordinary shares	70,551,859	73,568,910	73,299,985	73,260,574	70,665,166
<b>Earnings per ordinary shares</b>					
Basic ( <sup>1</sup> )	\$ (2.25)	\$ 0.05	\$ 0.21	\$ 0.09	\$ (1.88)
Diluted ( <sup>1</sup> )	\$ (2.25)	\$ 0.05	\$ 0.21	\$ 0.09	\$ (1.88)

- (1) In 2012, the Company adopted the provision of ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful business acquisition. For more information on the impact of ASU 2010-26, please refer to Note 2(I) of these consolidated financial statements.

Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 10-K

- (2) The basic and diluted number of ordinary shares for the quarter ended March 31, 2011, and the year ended December 31, 2011, are the same, as the inclusion of dilutive securities in a loss-making period would be anti-dilutive.

F-67

**Table of Contents**

	Quarter Ended March 31, 2010	Quarter Ended June 30, 2010	Quarter Ended September 30, 2010	Quarter Ended December 31, 2010	Year Ended December 31, 2010
	(\$ in millions except for per share amounts) (As Adjusted)				
Gross written premium	\$ 702.8	\$ 545.4	\$ 415.8	\$ 412.8	\$ 2,076.8
Gross earned premium	517.1	523.5	503.3	550.4	2,094.3
Net earned premium	467.6	479.9	451.7	499.7	1,898.9
Losses and loss adjustment expenses	(378.8)	(276.7)	(285.8)	(307.4)	(1,248.7)
Policy acquisition, general, administrative and corporate expenses (1)	(137.0)	(140.4)	(140.6)	(169.1)	(587.1)
Underwriting profit/(loss), including corporate expenses(1)	\$ (48.2)	\$ 62.8	\$ 25.3	\$ 23.2	\$ 63.1
Net investment income	59.4	57.5	58.1	57.0	232.0
Interest expense	(3.8)	(4.0)	(3.9)	(4.8)	(16.5)
Other (expense) income	(0.9)	1.6	(1.9)	10.1	8.9
Total other operating revenue	\$ 54.7	\$ 55.1	\$ 52.3	\$ 62.3	\$ 224.4
Operating income/(loss) before tax(1)	\$ 6.5	\$ 117.9	\$ 77.6	\$ 85.5	\$ 287.5
Net exchange gains/(losses)	1.5	(2.6)	3.4	(0.1)	2.2
Net realized investment gains (losses)	12.3	5.7	22.1	10.5	50.6
Income before tax(1)	\$ 20.3	\$ 121.0	\$ 103.1	\$ 95.9	\$ 340.3
Income taxes	(2.0)	(12.1)	(10.3)	(3.2)	(27.6)
Net income after tax(1)	\$ 18.3	\$ 108.9	\$ 92.8	\$ 92.7	\$ 312.7
<b>Ordinary Shares</b>					
Basic weighted average ordinary shares	77,394,967	77,289,082	76,722,965	73,996,399	76,342,632
Weighted average effect of dilutive securities	3,243,684	3,438,173	3,640,775	3,737,316	3,672,106
Total diluted weighted average ordinary shares	80,638,651	80,727,255	80,363,740	77,733,715	80,014,738
<b>Earnings per ordinary shares</b>					
Basic(1)	\$ 0.16	\$ 1.34	\$ 1.14	\$ 1.18	\$ 3.80
Diluted(1)	\$ 0.16	\$ 1.28	\$ 1.08	\$ 1.12	\$ 3.62

(1) The application of ASU 2010-26 has had no impact on the general, administrative and corporate expenses for the twelve months ended December 31, 2010. For more information, refer to Note 2(l) of these consolidated financial statements.

**Table of Contents**

**INDEX OF FINANCIAL STATEMENT SCHEDULES**

	<b>Page</b>
<u>Schedule I Investments</u>	S-2
<u>Schedule II Condensed Financial Information of Registrant</u>	S-3
<u>Schedule III Supplementary Insurance Information</u>	S-6
<u>Schedule IV Reinsurance</u>	S-7
<u>Schedule V Valuation and Qualifying Accounts</u>	S-8

S-1



**Table of Contents**

**ASPEN INSURANCE HOLDINGS LIMITED**

**SCHEDULE I INVESTMENTS**

**For the Twelve Months Ended December 31, 2012, 2011 and 2010**

The Company's investments comprise investments in related parties.

S-2

**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****SCHEDULE II CONDENSED FINANCIAL INFORMATION OF REGISTRANT****BALANCE SHEETS**

As at December 31, 2012 and 2011

	As at December 31, 2012 (\$ in millions, except per share amounts)	As at December 31, 2011 As Adjusted
<b>ASSETS</b>		
Cash and cash equivalents	\$ 192.3	\$ 125.3
Investments in subsidiaries	2,715.3	2,554.1
Other investments	36.2	33.1
Eurobond issued by subsidiary	970.0	917.0
Intercompany funds due from affiliates	86.0	32.9
Other assets	6.4	7.3
<b>Total Assets</b>	<b>\$ 4,006.2</b>	<b>\$ 3,669.7</b>
<b>LIABILITIES</b>		
Accrued expenses and other payables	18.7	14.7
Long-term debt	499.1	499.0
<b>Total liabilities</b>	<b>\$ 517.8</b>	<b>\$ 513.7</b>
<b>SHAREHOLDERS EQUITY</b>		
Ordinary shares: 70,655,698 ordinary shares of 0.15144558¢ each (2011 70,655,698)	\$ 0.1	\$ 0.1
Preference shares:		
4,600,000 5.625% shares of par value 0.15144558¢ each (2011 4,600,000)		
5,327,500 7.401% shares of par value 0.15144558¢ each (2011 5,327,500)		
6,400,000 7.250% shares of par value 0.15144558¢ each (2011 Nil)		
Additional paid in capital	1,516.7	1,385.0
Retained earnings <sup>(1)</sup>	1,544.0	1,341.7
Non-controlling interest	0.2	0.3
Accumulated other comprehensive income, net of taxes		
Unrealized gains on investments	315.2	305.4
Loss on derivatives	(0.5)	(0.7)
Gains on foreign currency translation	112.7	124.2
<b>Total accumulated other comprehensive income</b>	<b>427.4</b>	<b>428.9</b>
<b>Total shareholders equity</b>	<b>3,488.4</b>	<b>3,156.0</b>

Total liabilities and shareholders equity	\$ 4,006.2	\$ 3,669.7
---	------------	------------

- (1) In 2012, The Company adopted the provision of ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. Under the standard, the Company is required to expense the proportion of its general and administrative deferred acquisition costs not directly related to successful business acquisition. For more information on the impact of ASU 2010-26, please refer to Note 2(1) of the consolidated financial statements.

S-3

**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****SCHEDULE II CONDENSED FINANCIAL INFORMATION OF REGISTRANT** Continued**STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**

For the Twelve Months Ended December 31, 2012, 2011 and 2010

	Twelve Months Ended December 31, 2012	Twelve Months Ended December 31, 2011 (\$ in millions) (As adjusted)	Twelve Months Ended December 31, 2010
<b>Operating Activities:</b>			
Equity in net (loss)/earnings of subsidiaries <sup>(1)</sup>	\$ 160.6	\$ (311.5)	\$ (19.3)
Net investment income			
Dividend income	100.0	185.0	323.1
Interest income on Eurobond	56.5	52.0	36.5
Change in fair value of derivatives			(7.0)
Realized investment gains	3.2	3.1	2.7
Other income	3.4	4.0	8.1
<b>Total Revenues</b>	<b>323.7</b>	<b>(67.4)</b>	<b>344.1</b>
<b>Expenses:</b>			
Operating and administrative expenses	(12.4)	(11.9)	(14.6)
Interest expense	(30.9)	(30.8)	(16.8)
<b>Income from operations before income tax</b>	<b>280.4</b>	<b>(110.1)</b>	<b>312.7</b>
Income tax			
<b>Net income</b>	<b>280.4</b>	<b>(110.1)</b>	<b>\$ 312.7</b>
Add: Loss attributable to non-controlling interest	0.2	0.1	0.3
<b>Net income/(loss) attributable to Aspen Insurance Holdings Limited ordinary shareholders</b>	<b>280.6</b>	<b>(110.0)</b>	<b>313.0</b>
<b>Other comprehensive income/(loss), net of taxes:</b>			
Change in unrealized losses on investments	9.8	93.5	\$ 56.8
Loss on derivatives reclassified to interest expense	0.2	0.3	0.2
Change in unrealized gains on foreign currency translation	(11.5)	10.8	10.0
Other comprehensive income	(1.5)	104.6	67.0
<b>Comprehensive income</b>	<b>\$ 279.1</b>	<b>\$ (5.4)</b>	<b>\$ 380.0</b>

- (1) The application of ASU 2010-26 has resulted in a net \$4.3 million increase in the general, administrative and corporate expenses for the twelve months ended December 31, 2011. For more information, please refer to Note 2(l) of the consolidated financial statements.

S-4

Table of Contents

## ASPEN INSURANCE HOLDINGS LIMITED

## SCHEDULE II CONDENSED FINANCIAL INFORMATION OF REGISTRANT Continued

## STATEMENTS OF CASH FLOWS

For the Twelve Months Ended December 31, 2012, 2011 and 2010

	Twelve Months Ended December 31, 2012	Twelve Months Ended December 31, 2011 (\$ in millions)	Twelve Months Ended December 31, 2010
<b>Cash Flows Provided By Operating Activities:</b>			
Net income (excluding equity in net earnings of subsidiaries) <sup>(1)</sup>	\$ 119.8	\$ 201.4	\$ 332.0
Adjustments:			
Share-based compensation expenses	17.8	4.0	12.8
Realized and unrealized (gains)	(3.2)	(3.1)	(2.7)
Loss on derivative reclassified to interest expense	0.2	0.3	0.2
Change in other assets	1.1	0.9	(4.8)
Change in accrued expenses and other payables	4.0	(4.4)	2.2
Change in intercompany activities	(58.5)	11.8	188.4
Net cash generated by operating activities	81.2	210.9	528.1
<b>Cash Flows Used in Investing Activities:</b>			
(Purchase) of other investments			
Net cash (used in) investing activities			
<b>Cash Flows Used in Financing Activities:</b>			
Proceeds from the issuance of ordinary shares, net of issuance costs	22.1	0.8	20.3
Proceeds from issuance of preference shares, net of issuance costs	154.5		
Ordinary share repurchase	(62.7)	(8.1)	(407.8)
Proceeds from long term debt			249.2
Ordinary and preference share dividends paid	(78.1)	(65.3)	(69.3)
Proceeds from maturity of Eurobond	50.0		
Eurobond purchased from subsidiary	(100.0)	(367.0)	
Net cash (used in)/generated by financing activities	(14.2)	(439.6)	(207.6)
Increase in cash and cash equivalents	67.0	(228.7)	320.5
Cash and cash equivalents beginning of period	125.3	354.0	33.5
Cash and cash equivalents end of period	\$ 192.3	\$ 125.3	\$ 354.0

(1) The application of ASU 2010-26 has had no impact on the general, administrative and corporate expenses for the twelve months ended December 31, 2010. For more information, refer to Note 2(l) of the consolidated financial statements.



**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****SCHEDULE III SUPPLEMENTARY INSURANCE INFORMATION**

For the Twelve Months Ended December 31, 2012, 2011 and 2010

**Supplementary Information**

(\$ in millions)

	Deferred Policy Acquisition Costs	Net Reserves for Losses and LAE	Net Reserves for Unearned Premiums	Net Premiums Earned	Net Investment Income	Losses and LAE Expenses	Policy Acquisition Expenses	Net Premium Written	General and Administrative Expenses
Year-ended December 31, 2012									
Reinsurance	\$ 109.4	\$ 2,811.3	\$ 469.1	\$ 1,132.4		\$ 635.3	\$ 207.8	\$ 1,156.9	\$ 123.9
Insurance	113.6	1,469.4	529.1	951.1		603.2	173.4	1,090.0	168.2
Total	\$ 223.0	\$ 4,280.7	\$ 998.2	\$ 2,083.5	\$ 204.9	\$ 1,238.5	\$ 381.2	\$ 2,246.9	\$ 292.1

	Deferred Policy Acquisition Costs	Net Reserves for Losses and LAE	Net Reserves for Unearned Premiums	Net Premiums Earned	Net Investment Income	Losses and LAE Expenses	Policy Acquisition Expenses	Net Premium Written	General and Administrative Expenses
Year-ended December 31, 2011									
Reinsurance	\$ 80.4	\$ 2,770.0	\$ 393.3	\$ 1,108.3		\$ 1,083.3	\$ 197.7	\$ 1,098.1	\$ 111.8
Insurance	104.1	1,328.6	435.0	780.2		472.7	149.3	831.0	128.0
Total	\$ 184.5	\$ 4,098.6	\$ 828.3	\$ 1,888.5	\$ 225.6	\$ 1,556.0	\$ 347.0	\$ 1,929.1	\$ 239.8

	Deferred Policy Acquisition Costs	Net Reserves for Losses and LAE	Net Reserves for Unearned Premiums	Net Premiums Earned	Net Investment Income	Losses and LAE Expenses	Policy Acquisition Expenses	Net Premium Written	General and Administrative Expenses
Year-ended December 31, 2010									
Reinsurance	\$ 93.8	\$ 2,243.9	\$ 460.3	\$ 1,141.8		\$ 693.5	\$ 202.4	\$ 1,118.5	\$ 112.3
Insurance	73.0	1,296.7	336.3	757.1		555.2	126.1	772.6	99.4
Total	\$ 166.8	\$ 3,540.6	\$ 796.6	\$ 1,898.9	\$ 232.0	\$ 1,248.7	\$ 328.5	\$ 1,891.1	\$ 211.7



Table of Contents

## ASPEN INSURANCE HOLDINGS LIMITED

## SCHEDULE IV REINSURANCE

For the Twelve Months Ended December 31, 2012, 2011 and 2010

**Premiums Written**

	Direct	Assumed	Ceded	Net Amount
	(\$ in millions)			
2012	\$ 1,355.4	\$ 1,227.9	\$ (336.4)	\$ 2,246.9
2011	\$ 1,020.3	\$ 1,187.5	\$ (278.7)	\$ 1,929.1
2010	\$ 914.6	\$ 1,162.2	\$ (185.7)	\$ 1,891.1

**Premiums Earned**

	Gross Amount	Ceded to Other Companies	Assumed From Other Companies	Net Amount	Percentage of Amount Assumed to Net
	(\$ in millions, except for percentages)				
2012	\$ 1,177.0	\$ (301.5)	\$ 1,208.0	\$ 2,083.5	58.0%
2011	\$ 950.5	\$ (252.6)	\$ 1,190.6	\$ 1,888.5	63.0%
2010	\$ 907.9	\$ (195.4)	\$ 1,186.4	\$ 1,898.9	62.5%

S-7

**Table of Contents****ASPEN INSURANCE HOLDINGS LIMITED****SCHEDULE V VALUATION AND QUALIFYING ACCOUNTS****For the Twelve Months Ended December 31, 2012, 2011 and 2010**

	<b>Balance at Beginning of Year</b>	<b>Charged to Costs and Expenses</b>	<b>Charged to Other Accounts (\$ in millions)</b>	<b>Deductions</b>	<b>Balance at End of Year</b>
<b>2012</b>					
Premiums receivable from underwriting activities	\$	\$ 0.1			\$ 0.1
Reinsurance	\$ 0.2				\$ 0.2
<b>2011</b>					
Premiums receivable from underwriting activities	\$ 1.5	\$ (1.5)			\$
Reinsurance	\$ 0.2				\$ 0.2
<b>2010</b>					
Premiums receivable from underwriting activities	\$ 1.4	\$ 0.1			\$ 1.5
Reinsurance	\$ 0.2				\$ 0.2

S-8