

PROASSURANCE CORP
Form 10-Q
November 06, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q
(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2017 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 0-16533

ProAssurance Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

63-1261433

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer Identification No.)

100 Brookwood Place, Birmingham, AL 35209
(Address of Principal Executive Offices) (Zip Code)

(205) 877-4400

(Registrant's Telephone Number,
Including Area Code)

(Former Name, Former Address, and Former
Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Emerging growth company

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

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

As of October 31, 2017, there were 53,415,236 shares of the registrant's common stock outstanding.

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Glossary of Terms and Acronyms

When the following terms and acronyms appear in the text of this report, they have the meanings indicated below.

| Term | Meaning |
|------------------------------|--|
| AOCI | Accumulated other comprehensive income (loss) |
| Board | Board of Directors of ProAssurance Corporation |
| BOLI | Business owned life insurance |
| Council of Lloyd's | The governing body for Lloyd's of London |
| DPAC | Deferred policy acquisition costs |
| Eastern Re | Eastern Re, LTD, S.P.C. |
| EBUB | Earned, but unbilled premium |
| FAL | Funds at Lloyd's |
| FASB | Financial Accounting Standards Board |
| FHLB | Federal Home Loan Bank |
| FHLMC | Federal Home Loan Mortgage Corporation |
| FNMA | Federal National Mortgage Association |
| GAAP | Generally accepted accounting principles in the United States of America |
| GNMA | Government National Mortgage Association |
| HCPL | Healthcare professional liability |
| IRS | Internal Revenue Service |
| LLC | Limited liability company |
| Lloyd's | Lloyd's of London market |
| LP | Limited partnership |
| Medical technology liability | Medical technology and life sciences products liability |
| NAV | Net asset value |
| NRSRO | Nationally recognized statistical rating organization |
| NYSE | New York Stock Exchange |
| OCI | Other comprehensive income (loss) |
| OTTI | Other-than-temporary impairment |
| PCAOB | Public Company Accounting Oversight Board |
| Revolving Credit Agreement | ProAssurance's \$250 million revolving credit agreement |
| ROE | Return on equity |
| SEC | Securities and Exchange Commission |
| SPC | Segregated portfolio cell |
| Specialty P&C | Specialty Property and Casualty |
| Syndicate 1729 | Lloyd's of London Syndicate 1729 |
| Syndicate Credit Agreement | Unconditional revolving credit agreement with the Premium Trust Fund of Syndicate 1729 |
| U.K. | United Kingdom of Great Britain and Northern Ireland |
| ULAE | Unallocated loss adjustment expense |
| VIE | Variable interest entity |

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Caution Regarding Forward-Looking Statements

Any statements in this Form 10-Q that are not historical facts are specifically identified as forward-looking statements. These statements are based upon our estimates and anticipation of future events and are subject to significant risks, assumptions and uncertainties that could cause actual results to vary materially from the expected results described in the forward-looking statements. Forward-looking statements are identified by words such as, but not limited to, "anticipate," "believe," "estimate," "expect," "hope," "hopeful," "intend," "likely," "may," "optimistic," "possible," "potential," "preliminary," "project," "should," "will" and other analogous expressions. There are numerous factors that could cause our actual results to differ materially from those in the forward-looking statements. Thus, sentences and phrases that we use to convey our view of future events and trends are expressly designated as forward-looking statements as are sections of this Form 10-Q that are identified as giving our outlook on future business.

Forward-looking statements relating to our business include among other things: statements concerning future liquidity and capital requirements, investment valuation and performance, return on equity, financial ratios, net income, premiums, losses and loss reserve, premium rates and retention of current business, competition and market conditions, the expansion of product lines, the development or acquisition of business in new geographical areas, the availability of acceptable reinsurance, actions by regulators and rating agencies, court actions, legislative actions, payment or performance of obligations under indebtedness, payment of dividends and other matters.

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including, among other things, the following factors that could affect the actual outcome of future events:

changes in general economic conditions, including the impact of inflation or deflation and unemployment;

our ability to maintain our dividend payments;

regulatory, legislative and judicial actions or decisions that could affect our business plans or operations;

the enactment or repeal of tort reforms;

formation or dissolution of state-sponsored insurance entities providing coverages now offered by ProAssurance which could remove or add sizable numbers of insureds from or to the private insurance market;

changes in the interest and tax rate environment;

resolution of uncertain tax matters and changes in tax laws;

changes in U.S. laws or government regulations regarding financial markets or market activity that may affect the U.S. economy and our business;

changes in the ability of the U.S. government to meet its obligations that may affect the U.S. economy and our business;

performance of financial markets affecting the fair value of our investments or making it difficult to determine the value of our investments;

changes in requirements or accounting policies and practices that may be adopted by our regulatory agencies, the FASB, the SEC, the PCAOB or the NYSE that may affect our business;

changes in laws or government regulations affecting the financial services industry, the property and casualty insurance industry or particular insurance lines underwritten by our subsidiaries;

the effect on our insureds, particularly the insurance needs of our insureds, and our loss costs, of changes in the healthcare delivery system and/or changes in the U.S. political climate that may affect healthcare policy or our business;

consolidation of our insureds into or under larger entities which may be insured by competitors, or may not have a risk profile that meets our underwriting criteria or which may not use external providers for insuring or otherwise managing substantial portions of their liability risk;

uncertainties inherent in the estimate of our loss and loss adjustment expense reserve and reinsurance recoverable;

changes in the availability, cost, quality or collectability of insurance/reinsurance;

the results of litigation, including pre- or post-trial motions, trials and/or appeals we undertake;

effects on our claims costs from mass tort litigation that are different from that anticipated by us;

allegations of bad faith which may arise from our handling of any particular claim, including failure to settle;

loss or consolidation of independent agents, agencies, brokers or brokerage firms;

changes in our organization, compensation and benefit plans;

changes in the business or competitive environment may limit the effectiveness of our business strategy and impact our revenues;

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our ability to retain and recruit senior management;

the availability, integrity and security of our technology infrastructure or that of our third-party providers of technology infrastructure, including any susceptibility to cyber-attacks which might result in a loss of information or operating capability;

the impact of a catastrophic event, as it relates to both our operations and our insured risks;

the impact of acts of terrorism and acts of war;

the effects of terrorism-related insurance legislation and laws;

guaranty funds and other state assessments;

our ability to achieve continued growth through expansion into new markets or through acquisitions or business combinations;

changes to the ratings assigned by rating agencies to our insurance subsidiaries, individually or as a group;

provisions in our charter documents, Delaware law and state insurance laws may impede attempts to replace or remove management or may impede a takeover;

state insurance restrictions may prohibit assets held by our insurance subsidiaries, including cash and investment securities, from being used for general corporate purposes;

taxing authorities can take exception to our tax positions and cause us to incur significant amounts of legal and accounting costs and, if our defense is not successful, additional tax costs, including interest and penalties; and expected benefits from completed and proposed acquisitions may not be achieved or may be delayed longer than expected due to business disruption; loss of customers, employees or key agents; increased operating costs or inability to achieve cost savings; and assumption of greater than expected liabilities, among other reasons.

Additional risks, assumptions and uncertainties that could arise from our membership in the Lloyd's of London market and our participation in Syndicate 1729 include, but are not limited to, the following:

members of Lloyd's are subject to levies by the Council of Lloyd's based on a percentage of the member's underwriting capacity, currently a maximum of 3%, but can be increased by Lloyd's;

Syndicate operating results can be affected by decisions made by the Council of Lloyd's which the management of Syndicate 1729 has little ability to control, such as a decision to not approve the business plan of Syndicate 1729, or a decision to increase the capital required to continue operations, and by our obligation to pay levies to Lloyd's;

Lloyd's insurance and reinsurance relationships and distribution channels could be disrupted or Lloyd's trading licenses could be revoked making it more difficult for Syndicate 1729 to distribute and market its products;

rating agencies could downgrade their ratings of Lloyd's as a whole; and

Syndicate 1729 operations are dependent on a small, specialized management team and the loss of their services could adversely affect the Syndicate's business. The inability to identify, hire and retain other highly qualified personnel in the future, could adversely affect the quality and profitability of Syndicate 1729's business.

Our results may differ materially from those we expect and discuss in any forward-looking statements. The principal risk factors that may cause these differences are described in "Item 1A, Risk Factors" in our Form 10-K and other documents we file with the SEC, such as our current reports on Form 8-K and our regular reports on Form 10-Q. We caution readers not to place undue reliance on any such forward-looking statements, which are based upon conditions existing only as of the date made, and advise readers that these factors could affect our financial performance and could cause actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements. Except as required by law or regulations, we do not undertake and specifically decline any obligation to publicly release the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

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ProAssurance Corporation and Subsidiaries
Condensed Consolidated Balance Sheets (Unaudited)
(In thousands, except share data)

| | September 30, 2017 | December 31, 2016 |
|---|-----------------------|-------------------------|
| Assets | | |
| Investments | | |
| Fixed maturities, available for sale, at fair value; amortized cost, \$2,429,092 and \$2,586,821, respectively | \$ 2,468,350 | \$2,613,406 |
| Equity securities, trading, at fair value; cost, \$376,074 and \$353,744, respectively | 411,796 | 387,274 |
| Short-term investments | 294,379 | 442,084 |
| Business owned life insurance | 61,652 | 60,134 |
| Investment in unconsolidated subsidiaries | 331,897 | 340,906 |
| Other investments, \$51,789 and \$31,501 at fair value, respectively, otherwise at cost or amortized cost | 103,764 | 81,892 |
| Total Investments | 3,671,838 | 3,925,696 |
| Cash and cash equivalents | 119,005 | 117,347 |
| Premiums receivable | 262,686 | 223,480 |
| Receivable from reinsurers on paid losses and loss adjustment expenses | 7,408 | 5,446 |
| Receivable from reinsurers on unpaid losses and loss adjustment expenses | 313,876 | 273,475 |
| Prepaid reinsurance premiums | 47,529 | 39,723 |
| Deferred policy acquisition costs | 51,691 | 46,809 |
| Deferred tax asset, net | 13,957 | 10,256 |
| Real estate, net | 32,305 | 31,814 |
| Intangible assets | 84,496 | 84,406 |
| Goodwill | 210,725 | 210,725 |
| Other assets | 109,638 | 96,004 |
| Total Assets | \$ 4,925,154 | \$5,065,181 |
| Liabilities and Shareholders' Equity | | |
| Liabilities | | |
| Policy liabilities and accruals | | |
| Reserve for losses and loss adjustment expenses | \$ 2,040,698 | \$ 1,993,428 |
| Unearned premiums | 422,009 | 372,563 |
| Reinsurance premiums payable | 34,769 | 30,001 |
| Total Policy Liabilities | 2,497,476 | 2,395,992 |
| Other liabilities | 176,328 | 422,285 |
| Debt less debt issuance costs | 400,460 | 448,202 |
| Total Liabilities | 3,074,264 | 3,266,479 |
| Shareholders' Equity | | |
| Common shares, par value \$0.01 per share, 100,000,000 shares authorized, 62,822,376 and 62,660,234 shares issued, respectively | 628 | 627 |
| Additional paid-in capital | 380,595 | 376,518 |
| Accumulated other comprehensive income (loss), net of deferred tax expense (benefit) of \$13,985 and \$9,894, respectively | 25,459 | 17,399 |
| Retained earnings | 1,864,136 | 1,824,088 |
| Treasury shares, at cost, 9,408,925 shares and 9,408,977 shares, respectively | (419,928) | (419,930) |
| Total Shareholders' Equity | 1,850,890 | 1,798,702 |
| Total Liabilities and Shareholders' Equity | \$ 4,925,154 | \$5,065,181 |

See accompanying notes.

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ProAssurance Corporation and Subsidiaries
Condensed Consolidated Statements of Changes in Capital (Unaudited)
(In thousands)

| | Common Stock | Additional Paid-in Capital | Accumulated Other Comprehensive Income (Loss) | Retained Earnings | Treasury Stock | Total |
|--|-----------------|----------------------------------|---|----------------------|-------------------|-------------|
| Balance at December 31, 2016 | \$ 627 | \$376,518 | \$ 17,399 | \$1,824,088 | \$(419,930) | \$1,798,702 |
| Cumulative-effect adjustment- ASU 2016-09 adoption* | — | 425 | — | (276) | — | 149 |
| Common shares reacquired | — | — | — | — | — | — |
| Common shares issued for compensation and effect of shares reissued to stock purchase plan | — | 1,873 | — | — | 2 | 1,875 |
| Share-based compensation | — | 7,110 | — | — | — | 7,110 |
| Net effect of restricted and performance shares issued and stock options exercised | 1 | (5,331) | — | — | — | (5,330) |
| Dividends to shareholders | — | — | — | (49,598) | — | (49,598) |
| Other comprehensive income (loss) | — | — | 8,060 | — | — | 8,060 |
| Net income | — | — | — | 89,922 | — | 89,922 |
| Balance at September 30, 2017 | \$ 628 | \$380,595 | \$ 25,459 | \$1,864,136 | \$(419,928) | \$1,850,890 |

| | Common Stock | Additional Paid-in Capital | Accumulated Other Comprehensive Income (Loss) | Retained Earnings | Treasury Stock | Total |
|--|-----------------|----------------------------------|---|----------------------|-------------------|-------------|
| Balance at December 31, 2015 | \$ 625 | \$365,399 | \$ 23,855 | \$1,988,035 | \$(419,560) | \$1,958,354 |
| Common shares reacquired | — | — | — | — | (2,106) | (2,106) |
| Common shares issued for compensation and effect of shares reissued to stock purchase plan | 1 | 2,147 | — | — | — | 2,148 |
| Share-based compensation | — | 7,458 | — | — | — | 7,458 |
| Net effect of restricted and performance shares issued and stock options exercised | 1 | (3,011) | — | — | — | (3,010) |
| Dividends to shareholders | — | — | — | (49,370) | — | (49,370) |
| Other comprehensive income (loss) | — | — | 32,460 | — | — | 32,460 |
| Net income | — | — | — | 96,233 | — | 96,233 |
| Balance at September 30, 2016 | \$ 627 | \$371,993 | \$ 56,315 | \$2,034,898 | \$(421,666) | \$2,042,167 |

* See Note 1 of the Notes to Condensed Consolidated Financial Statements for discussion of accounting guidance adopted during the period.
See accompanying notes.

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ProAssurance Corporation and Subsidiaries
Condensed Consolidated Statements of Income and Comprehensive Income (Unaudited)
(In thousands, except per share data)

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|---|------------------------------------|------------|-----------------------------------|------------|
| | 2017 | 2016 | 2017 | 2016 |
| Revenues | | | | |
| Net premiums earned | \$ 192,303 | \$ 185,275 | \$ 555,559 | \$ 539,587 |
| Net investment income | 23,729 | 25,261 | 69,592 | 75,284 |
| Equity in earnings (loss) of unconsolidated subsidiaries | 4,164 | (3,349) | 8,489 | (6,607) |
| Net realized investment gains (losses): | | | | |
| OTTI losses | — | (100) | (419) | (10,834) |
| Portion of OTTI losses recognized in other comprehensive income before taxes | — | — | 248 | 1,068 |
| Net impairment losses recognized in earnings | — | (100) | (171) | (9,766) |
| Other net realized investment gains (losses) | 7,749 | 15,837 | 18,981 | 28,080 |
| Total net realized investment gains (losses) | 7,749 | 15,737 | 18,810 | 18,314 |
| Other income | 510 | 1,428 | 4,581 | 5,963 |
| Total revenues | 228,455 | 224,352 | 657,031 | 632,541 |
| Expenses | | | | |
| Net losses and loss adjustment expenses | 129,356 | 118,082 | 364,058 | 335,936 |
| Underwriting, policy acquisition and operating expenses | | | | |
| Operating expense | 32,606 | 34,060 | 102,062 | 101,862 |
| DPAC amortization | 24,505 | 21,752 | 70,044 | 64,873 |
| Segregated portfolio cells dividend expense (income) | 2,891 | 3,196 | 14,076 | 5,895 |
| Interest expense | 4,124 | 3,748 | 12,402 | 11,285 |
| Total expenses | 193,482 | 180,838 | 562,642 | 519,851 |
| Income before income taxes | 34,973 | 43,514 | 94,389 | 112,690 |
| Provision for income taxes | | | | |
| Current expense (benefit) | 13,690 | 13,736 | 12,111 | 16,407 |
| Deferred expense (benefit) | (7,666) | (4,056) | (7,644) | 50 |
| Total income tax expense (benefit) | 6,024 | 9,680 | 4,467 | 16,457 |
| Net income | 28,949 | 33,834 | 89,922 | 96,233 |
| Other comprehensive income (loss), after tax, net of reclassification adjustments | (605) | (4,974) | 8,060 | 32,460 |
| Comprehensive income | \$ 28,344 | \$ 28,860 | \$ 97,982 | \$ 128,693 |
| Earnings per share: | | | | |
| Basic | \$ 0.54 | \$ 0.64 | \$ 1.68 | \$ 1.81 |
| Diluted | \$ 0.54 | \$ 0.63 | \$ 1.68 | \$ 1.80 |
| Weighted average number of common shares outstanding: | | | | |
| Basic | 53,413 | 53,222 | 53,377 | 53,199 |
| Diluted | 53,614 | 53,456 | 53,586 | 53,419 |
| Cash dividends declared per common share | \$ 0.31 | \$ 0.31 | \$ 0.93 | \$ 0.93 |
| See accompanying notes. | | | | |

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ProAssurance Corporation and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

| | Nine Months Ended September 30 | |
|---|--------------------------------------|-----------|
| | 2017 | 2016 |
| Operating Activities | | |
| Net income | \$89,922 | \$96,233 |
| Adjustments to reconcile income to net cash provided by operating activities: | | |
| Depreciation and amortization, net of accretion | 21,024 | 25,509 |
| (Increase) decrease in cash surrender value of BOLI | (1,518) | (1,537) |
| Net realized investment (gains) losses | (18,810) | (18,314) |
| Share-based compensation | 7,110 | 7,458 |
| Deferred income taxes | (7,644) | 50 |
| Policy acquisition costs, net of amortization (net deferral) | (4,882) | (5,221) |
| Equity in (earnings) loss of unconsolidated subsidiaries | (8,489) | 6,607 |
| Other | (548) | (689) |
| Other changes in assets and liabilities: | | |
| Premiums receivable | (39,206) | (23,873) |
| Reinsurance related assets and liabilities | (45,401) | (19,049) |
| Other assets | 1,188 | 16,411 |
| Reserve for losses and loss adjustment expenses | 47,270 | (7,307) |
| Unearned premiums | 49,446 | 44,418 |
| Other liabilities | 8,569 | 8,296 |
| Net cash provided (used) by operating activities | 98,031 | 128,992 |
| Investing Activities | | |
| Purchases of: | | |
| Fixed maturities, available for sale | (449,717) | (540,370) |
| Equity securities, trading | (127,916) | (76,838) |
| Other investments | (35,445) | (15,832) |
| Funding of qualified affordable housing tax credit limited partnerships | (394) | (963) |
| Investment in unconsolidated subsidiaries | (30,530) | (39,051) |
| Proceeds from sales or maturities of: | | |
| Fixed maturities, available for sale | 599,374 | 582,379 |
| Equity securities, trading | 116,833 | 56,670 |
| Other investments | 16,479 | 10,952 |
| Distributions from unconsolidated subsidiaries | 47,364 | 7,720 |
| Net sales or maturities (purchases) of short-term investments | 141,538 | (135,743) |
| Unsettled security transactions, net change | (10,935) | 16,665 |
| Purchases of capital assets | (8,620) | (7,797) |
| Purchases of intangible assets | (2,984) | — |
| Other | (2,745) | (1,520) |
| Net cash provided (used) by investing activities | 252,302 | (143,728) |

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| | Nine Months Ended September 30 | |
|---|-----------------------------------|------------|
| | 2017 | 2016 |
| Financing Activities | | |
| Repayments under revolving credit agreement | (48,000) | — |
| Repurchase of common stock | — | (2,106) |
| Dividends to shareholders | (298,704) | (102,354) |
| External capital contribution received for segregated portfolio cells | 2,989 | 9,703 |
| Other | (4,960) | (2,704) |
| Net cash provided (used) by financing activities | (348,675) | (97,461) |
| Increase (decrease) in Cash and cash equivalents | 1,658 | (112,197) |
| Cash and cash equivalents at beginning of period | 117,347 | 241,100 |
| Cash and cash equivalents at end of period | \$ 119,005 | \$ 128,903 |
| Significant non-cash transactions | | |
| Dividends declared and not yet paid | \$ 16,558 | \$ 16,462 |
| See accompanying notes. | | |

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ProAssurance Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

September 30, 2017

1. Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements include the accounts of ProAssurance Corporation and its consolidated subsidiaries (ProAssurance, PRA or the Company). The financial statements have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting of normal recurring adjustments, have been included. ProAssurance's results for the nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017. The accompanying Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and Notes contained in ProAssurance's December 31, 2016 report on Form 10-K. In connection with its preparation of the Condensed Consolidated Financial Statements, ProAssurance evaluated events that occurred subsequent to September 30, 2017 for recognition or disclosure in its financial statements and notes to financial statements.

ProAssurance operates in four reportable segments as follows: Specialty P&C, Workers' Compensation, Lloyd's Syndicate and Corporate. For more information on the nature of products and services provided and for financial information by segment, refer to Note 11 of the Notes to Condensed Consolidated Financial Statements.

Reclassifications

In the second quarter of 2017, ProAssurance began presenting separately the components of Underwriting, policy acquisition and operating expense as Operating expense and DPAC amortization on the Condensed Consolidated Statements of Income and Comprehensive Income in order to provide additional details for investors. The Condensed Consolidated Statements of Income and Comprehensive Income for the three and nine months ended September 30, 2016 have been reclassified to conform to the current period presentation. Total Underwriting, policy acquisition and operating expense as well as Net income for all periods presented was not affected by the change in presentation.

Other Liabilities

Other liabilities consisted of the following:

| (In thousands) | September 30, December 31, | |
|-------------------------|----------------------------|------------|
| | 2017 | 2016 |
| SPC dividends payable | \$ 46,353 | \$ 34,289 |
| Unpaid dividends | 16,558 | 265,659 |
| All other | 113,417 | 122,337 |
| Total other liabilities | \$ 176,328 | \$ 422,285 |

SPC dividends payable are the cumulative undistributed earnings contractually payable to the external preferred shareholders of SPCs operated by ProAssurance's Cayman Islands subsidiary, Eastern Re.

Unpaid dividends represent common stock dividends declared by ProAssurance's Board of Directors that had not yet been paid. Unpaid dividends at December 31, 2016 reflect a special dividend declared in late 2016 that was paid in January 2017.

Accounting Changes Adopted

Improvements to Employee Share-Based Payment Accounting

Effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years, the FASB issued guidance that simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of cash flows, and the classification of awards as either equity or liabilities.

Under the new guidance, the difference between the deduction for tax purposes and the compensation cost recognized for financial reporting purposes is to be recognized as income tax expense in the current period and included with other income tax cash flows as an operating activity. The threshold for equity classification has also been revised to

permit withholdings up to the maximum statutory tax rates in the applicable jurisdictions. The update also provides an accounting policy election to account for forfeitures as they occur. ProAssurance adopted the guidance as of January 1, 2017. The primary effects of the adoption on the current period are the following: (1) using a prospective application, ProAssurance recorded unrecognized excess tax benefits of \$2.6 million as current tax expense for the nine months ended September 30, 2017 (unrecognized excess tax benefits were nominal for the 2017 three-month period), (2) using a modified retrospective application, ProAssurance elected to recognize forfeitures as they occur and recorded a \$0.4 million increase to Additional paid-in capital, and a respective \$0.3 million

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reduction to Retained earnings and a \$0.1 million increase to deferred taxes to reflect the incremental share-based compensation expense, net of related tax impacts, that would have been recognized in prior years under the modified guidance and (3) excess tax benefits from share-based compensation of \$2.2 million was reclassified from financing activities to operating activities in the Condensed Consolidated Statements of Cash Flows.

Interests Held Through Related Parties that are Under Common Control

Effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years, the FASB issued additional guidance regarding consolidation of legal entities such as LPs/LLCs and securitization structures (collateralized debt obligations, collateralized loan obligations, and mortgage-backed security transactions). The new guidance modifies the criteria used by a reporting entity when determining if it is a primary beneficiary of a VIE when there are entities under common control and the reporting entity has indirect interests in the VIE through related party relationships. ProAssurance adopted the guidance as of January 1, 2017. Adoption of the guidance had no material effect on ProAssurance's results of operations or financial position.

Simplifying the Transition to the Equity Method of Accounting

Effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years, the FASB issued guidance that eliminates the requirement for retroactive restatement when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence. The new guidance provides that the cost of acquiring an additional interest in an investee is to be added to the current basis of an investor's previously held interest and the equity method of accounting adopted as of the date the investment becomes qualified for equity method accounting with no retroactive adjustment of the investment. If an available-for-sale equity security qualifies for the equity method of accounting, the unrealized holding gain or loss in AOCI is to be recognized through earnings at the date the investment becomes qualified for use of the equity method. ProAssurance adopted the guidance as of January 1, 2017. Adoption of the guidance had no material effect on ProAssurance's results of operations or financial position.

Clarifying the Definition of a Business

Effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, the FASB issued guidance which provides clarification of the definition of a business, affecting areas such as acquisitions, disposals, goodwill and consolidation. The new guidance intends to assist entities with determining whether a transaction should be accounted for as an acquisition or disposal of assets or a business. The guidance will be applied prospectively to any transaction occurring within the period of adoption. ProAssurance early adopted the guidance during the third quarter of 2017 and adoption of the guidance had no material effect on ProAssurance's results of operations or financial position.

Accounting Changes Not Yet Adopted

Restricted Cash

Effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, the FASB issued guidance related to the classification of restricted cash presented in the statement of cash flows with the objective of reducing diversity in practice. Under the new guidance, entities are required to include restricted cash and restricted cash equivalents with cash and cash equivalents when reconciling beginning-of-period and end-of-period total amounts as presented on the statement of cash flows. ProAssurance plans to adopt the guidance beginning January 1, 2018. Adoption is not expected to have a material effect on ProAssurance's results of operations, financial position or cash flows.

Intra-Entity Transfers of Assets Other than Inventory

Effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, the FASB issued guidance which reduces the complexity in accounting standards related to the income tax consequences of intra-entity transfers of assets other than inventory. Under the new guidance, entities are required to recognize income tax consequences of an intra-entity transfer of assets other than inventory when the transfer occurs instead of delaying

recognition until the asset has been sold to an outside party. ProAssurance is in the process of evaluating the effect the new guidance would have on its results of operations and financial position and plans to adopt the guidance beginning January 1, 2018. Adoption of the guidance is not expected to have a material effect on ProAssurance's results of operations or financial position.

Classification of Certain Cash Receipts and Cash Payments

Effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, the FASB issued guidance related to the classification of certain cash receipts and cash payments presented in the statement of cash flows with the objective of reducing diversity in practice. ProAssurance plans to adopt the guidance beginning January 1, 2018. Adoption is not expected to have a material effect on ProAssurance's results of operations, financial position or cash flows.

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Revenue from Contracts with Customers

Effective for fiscal years beginning after December 15, 2017 the FASB issued guidance related to revenue from contracts with customers. The core principle of the new guidance is that revenue is recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ProAssurance plans to adopt the guidance beginning January 1, 2018 under the modified retrospective method. As the majority of ProAssurance's revenues come from insurance contracts which fall under the scope of other FASB standards, only an insignificant amount of the Company's revenue is subject to the updated guidance. Therefore, adoption of the guidance is not expected to have a material effect on ProAssurance's results of operations or financial position.

Recognition and Measurement of Financial Assets and Financial Liabilities

Effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, the FASB issued guidance that requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. The new guidance also specifies that an entity use the exit price notion when measuring the fair value of financial instruments for disclosure purposes and present financial assets and liabilities by measurement category and form of financial asset. Other provisions of the new guidance include: revised disclosure requirements related to the presentation in comprehensive income of changes in the fair value of liabilities; elimination, for public companies, of disclosure requirements relative to the method(s) and significant assumptions underlying fair values disclosed for financial instruments measured at amortized cost; and simplified impairment assessments for equity investments without readily determinable fair values. ProAssurance plans to adopt the guidance beginning January 1, 2018, with the cumulative effect of the adoption made to retained earnings. The majority of ProAssurance's equity investments are either measured at fair value or accounted for under the equity method of accounting. As of September 30, 2017, approximately 1% of the Company's total investments would be impacted by the guidance and therefore, adoption of the guidance is not expected to have a material effect on ProAssurance's results of operations or financial position.

Modification Accounting for Employee Share-Based Payment Awards

Effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, the FASB issued guidance which reduces the complexity in accounting standards when there is a change in the terms or conditions of a share-based payment award. The new guidance clarifies that an entity should apply the modification accounting guidance if the value, vesting conditions or classification of the award changes. ProAssurance plans to adopt the guidance beginning January 1, 2018. Adoption of the guidance is not expected to have a material effect on ProAssurance's results of operations or financial position.

Premium Amortization on Purchased Callable Debt Securities

Effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years, the FASB issued guidance that will require the premium for certain callable debt securities to be amortized over a shorter period than is currently required. Currently amortization is permitted over the contractual life of the instrument and the guidance shortens the amortization to the earliest call date. The purpose of the guidance is to more closely align the amortization period of premiums to expectations incorporated in market pricing on the underlying securities.

ProAssurance plans to adopt the guidance beginning January 1, 2019. Adoption of the guidance is not expected to have a material effect on ProAssurance's results of operations or financial position.

Leases

Effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years, the FASB issued guidance that requires a lessee to recognize for all leases (with the exception of short-term leases) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis, and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. ProAssurance plans to adopt the guidance beginning January 1, 2019. Adoption of the

guidance is not expected to have a material effect on ProAssurance's results of operations or financial position as ProAssurance does not have any leases it believes to be material.

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Simplifying the Test for Goodwill Impairment

Effective for the fiscal years beginning after December 15, 2019 and interim periods within those fiscal years, the FASB issued guidance that simplifies the requirements to test goodwill for impairment for business entities that have goodwill reported in their financial statements. The guidance eliminates the second step of the impairment test which measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount. In addition, the guidance also eliminates the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment. ProAssurance plans to adopt the guidance beginning January 1, 2020. Adoption is not expected to have a material effect on ProAssurance's results of operations or financial position.

Improvements to Financial Instruments - Credit Losses

Effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years, the FASB issued guidance that replaces the incurred loss impairment methodology, which delays recognition of credit losses until a probable loss has been incurred, with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. Under the new guidance, credit losses are required to be recorded through an allowance for credit losses account and the income statement reflects the measurement for newly recognized financial assets, as well as increases or decreases of expected credit losses that have taken place during the period. ProAssurance is in the process of evaluating the effect the new guidance would have on its results of operations and financial position and plans to adopt the guidance beginning January 1, 2020. Adoption of the guidance is not expected to have a material effect on ProAssurance's results of operations or financial position.

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2. Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A three level hierarchy has been established for valuing assets and liabilities based on how transparent (observable) the inputs are that are used to determine fair value, with the inputs considered most observable categorized as Level 1 and those that are the least observable categorized as Level 3. Hierarchy levels are defined as follows:

quoted (unadjusted) market prices in active markets for identical assets and liabilities. For ProAssurance,

Level 1: Level 1 inputs are generally quotes for debt or equity securities actively traded in exchange or over-the-counter markets.

market data obtained from sources independent of the reporting entity (observable inputs). For

Level 2: ProAssurance, Level 2 inputs generally include quoted prices in markets that are not active, quoted prices for similar assets or liabilities, and results from pricing models that use observable inputs such as interest rates and yield curves that are generally available at commonly quoted intervals.

the reporting entity's own assumptions about market participant assumptions based on the best information available in the circumstances (non-observable inputs). For ProAssurance, Level 3 inputs are used in

Level 3: situations where little or no Level 1 or 2 inputs are available or are inappropriate given the particular circumstances. Level 3 inputs include results from pricing models for which some or all of the inputs are not observable, discounted cash flow methodologies, single non-binding broker quotes and adjustments to externally quoted prices that are based on management judgment or estimation.

Fair values of assets measured at fair value on a recurring basis as of September 30, 2017 and December 31, 2016 are shown in the following tables. Where applicable, the tables also indicate the fair value hierarchy of the valuation techniques utilized to determine those fair values. For some assets, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. When this is the case, the asset is categorized based on the level of the most significant input to the fair value measurement. Assessments of the significance of a particular input to the fair value measurement require judgment and consideration of factors specific to the assets being valued.

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| (In thousands) | September 30, 2017 | | | Total Fair Value |
|---|----------------------------------|-------------|----------|---------------------|
| | Fair Value Measurements Using | | | |
| | Level 1 | Level 2 | Level 3 | |
| Assets: | | | | |
| Fixed maturities, available for sale | | | | |
| U.S. Treasury obligations | \$— | \$148,372 | \$— | \$148,372 |
| U.S. Government-sponsored enterprise obligations | — | 18,772 | — | 18,772 |
| State and municipal bonds | — | 693,398 | — | 693,398 |
| Corporate debt, multiple observable inputs | 2,406 | 1,255,413 | — | 1,257,819 |
| Corporate debt, limited observable inputs | — | — | 14,963 | 14,963 |
| Residential mortgage-backed securities | — | 201,691 | — | 201,691 |
| Agency commercial mortgage-backed securities | — | 11,835 | — | 11,835 |
| Other commercial mortgage-backed securities | — | 16,190 | — | 16,190 |
| Other asset-backed securities | — | 101,770 | 3,540 | 105,310 |
| Equity securities | | | | |
| Financial | 75,274 | — | — | 75,274 |
| Utilities/Energy | 53,553 | — | — | 53,553 |
| Consumer oriented | 53,569 | — | — | 53,569 |
| Industrial | 51,002 | — | — | 51,002 |
| Bond funds | 119,155 | — | — | 119,155 |
| All other | 59,243 | — | — | 59,243 |
| Short-term investments | 288,796 | 5,583 | — | 294,379 |
| Other investments | 747 | 30,614 | 428 | 31,789 |
| Total assets categorized within the fair value hierarchy | \$703,745 | \$2,483,638 | \$18,931 | 3,206,314 |
| LP/LLC and investment fund interests carried at NAV which approximates fair value. These interests, reported as a part of Investment in unconsolidated subsidiaries and Other investments, respectively, are not categorized within the fair value hierarchy. | | | | 222,541 |
| Total assets at fair value | | | | \$3,428,855 |

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| (In thousands) | December 31, 2016 | | | Total Fair Value |
|---|-------------------------|-------------|----------|---------------------|
| | Fair Value Measurements | | | |
| | Using Level 1 | Level 2 | Level 3 | |
| Assets: | | | | |
| Fixed maturities, available for sale | | | | |
| U.S. Treasury obligations | \$— | \$146,539 | \$— | \$146,539 |
| U.S. Government-sponsored enterprise obligations | — | 30,235 | — | 30,235 |
| State and municipal bonds | — | 800,463 | — | 800,463 |
| Corporate debt, multiple observable inputs | 2,339 | 1,261,842 | — | 1,264,181 |
| Corporate debt, limited observable inputs | — | — | 14,810 | 14,810 |
| Residential mortgage-backed securities | — | 217,906 | — | 217,906 |
| Agency commercial mortgage-backed securities | — | 12,783 | — | 12,783 |
| Other commercial mortgage-backed securities | — | 19,611 | — | 19,611 |
| Other asset-backed securities | — | 103,871 | 3,007 | 106,878 |
| Equity securities | | | | |
| Financial | 81,749 | — | — | 81,749 |
| Utilities/Energy | 52,869 | — | — | 52,869 |
| Consumer oriented | 61,284 | — | — | 61,284 |
| Industrial | 54,265 | — | — | 54,265 |
| Bond funds | 79,843 | 10,159 | — | 90,002 |
| All other | 27,181 | 19,924 | — | 47,105 |
| Short-term investments | 437,580 | 4,504 | — | 442,084 |
| Other investments | 1,956 | 29,542 | 3 | 31,501 |
| Total assets categorized within the fair value hierarchy | \$799,066 | \$2,657,379 | \$17,820 | 3,474,265 |
| LP/LLC and investment fund interests carried at NAV which approximates fair value. These interests, reported as a part of Investment in unconsolidated subsidiaries and Other investments, respectively, are not categorized within the fair value hierarchy. | | | | 204,719 |
| Total assets at fair value | | | | \$3,678,984 |

The fair values for securities included in the Level 2 category, with the few exceptions described below, were developed by one of several third party, nationally recognized pricing services, including services that price only certain types of securities. Each service uses complex methodologies to determine values for securities and subject the values they develop to quality control reviews. Management selected a primary source for each type of security in the portfolio and reviewed the values provided for reasonableness by comparing data to alternate pricing services and to available market and trade data. Values that appeared inconsistent were further reviewed for appropriateness. Any value that did not appear reasonable was discussed with the service that provided the value and adjusted, if necessary. There were no material changes to the values supplied by the pricing services during the three and nine months ended September 30, 2017 and 2016.

Level 2 Valuations

Below is a summary description of the valuation methodologies primarily used by the pricing services for securities in the Level 2 category, by security type:

U.S. Treasury obligations were valued based on quoted prices for identical assets, or, in markets that are not active, quotes for similar assets, taking into consideration adjustments for variations in contractual cash flows and yields to maturity.

U.S. Government-sponsored enterprise obligations were valued using pricing models that consider current and historical market data, normal trading conventions, credit ratings, and the particular structure and characteristics of the security being valued, such as yield to maturity, redemption options, and contractual cash flows. Adjustments to model inputs or model results were included in the valuation process when necessary to reflect recent regulatory, government or corporate actions or significant economic, industry or geographic events affecting the security's fair value.

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State and municipal bonds were valued using a series of matrices that considered credit ratings, the structure of the security, the sector in which the security falls, yields, and contractual cash flows. Valuations were further adjusted, when necessary, to reflect the expected effect on fair value of recent significant economic or geographic events or ratings changes.

Corporate debt, multiple observable inputs consisted primarily of corporate bonds, but also included a small number of bank loans. The methodology used to value Level 2 corporate bonds was the same as the methodology previously described for U.S. Government-sponsored enterprise obligations. Bank loans were valued based on an average of broker quotes for the loans in question, if available. If quotes were not available, the loans were valued based on quoted prices for comparable loans or, if the loan was newly issued, by comparison to similar seasoned issues. Broker quotes were compared to actual trade prices to permit assessment of the reliability of the quotes; unreliable quotes were not considered in quoted averages.

Residential and commercial mortgage-backed securities were valued using a pricing matrix which considers the issuer type, coupon rate and longest cash flows outstanding. The matrix used was based on the most recently available market information. Agency and non-agency collateralized mortgage obligations were both valued using models that consider the structure of the security, current and historical information regarding prepayment speeds, ratings and ratings updates, and current and historical interest rate and interest rate spread data.

Other asset-backed securities were valued using models that consider the structure of the security, monthly payment information, current and historical information regarding prepayment speeds, ratings and ratings updates, and current and historical interest rate and interest rate spread data. Spreads and prepayment speeds consider collateral type.

Equity securities were securities not traded on an exchange on the valuation date. The securities were valued using the most recently available quotes for the securities.

Short-term investments are securities maturing within one year, carried at cost which approximated the fair value of the security due to the short term to maturity.

Other investments consisted primarily of convertible bonds valued using a pricing model that incorporated selected dealer quotes as well as current market data regarding equity prices and risk free rates. If dealer quotes were unavailable for the security being valued, quotes for securities with similar terms and credit status were used in the pricing model. Dealer quotes selected for use were those considered most accurate based on parameters such as underwriter status and historical reliability.

Level 3 Valuations

Below is a summary description of the valuation processes and methodologies used as well as quantitative information regarding securities in the Level 3 category.

Level 3 Valuation Processes

Level 3 securities are priced by the Chief Investment Officer.

Level 3 valuations are computed quarterly. Prices are evaluated quarterly against prior period prices and the expected change in prices.

ProAssurance's Level 3 securities are primarily NRSRO rated debt instruments for which comparable market inputs are commonly available for evaluating the securities in question. Valuation of these debt instruments is not overly sensitive to changes in the unobservable inputs used.

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Level 3 Valuation Methodologies

Corporate debt, limited observable inputs consisted of corporate bonds valued using dealer quotes for similar securities or discounted cash flow models using yields currently available for similar securities. Similar securities are defined as securities of comparable credit quality that have like terms and payment features. Assessments of credit quality were based on NRSRO ratings, if available, or were subjectively determined by management if not available. At September 30, 2017, 73% of the securities were rated and the average rating was BBB+. At December 31, 2016, 84% of the securities were rated and the average rating was BBB+.

Other asset-backed securities consisted of securitizations of receivables valued using dealer quotes for similar securities or discounted cash flow models using yields currently available for similar securities.

Other investments consisted of convertible securities for which limited observable inputs were available at September 30, 2017 and at December 31, 2016. The securities were valued internally based on expected cash flows, including the expected final recovery, discounted at a yield that considered the lack of liquidity and the financial status of the issuer.

Quantitative Information Regarding Level 3 Valuations

| (In thousands) | Fair Value at | | Valuation Technique | Unobservable Input | Range (Weighted Average) |
|---|-----------------------|----------------------|------------------------------------|--------------------------|-----------------------------|
| | September 30, 2017 | December 31, 2016 | | | |
| Assets: | | | | | |
| Corporate debt, limited observable inputs | \$14,963 | \$14,810 | Market Comparable Securities | Comparability Adjustment | 0% - 5% (2.5%) |
| | | | Discounted Cash Flows | Comparability Adjustment | 0% - 5% (2.5%) |
| Other asset-backed securities | \$3,540 | \$3,007 | Market Comparable Securities | Comparability Adjustment | 0% - 5% (2.5%) |
| | | | Discounted Cash Flows | Comparability Adjustment | 0% - 5% (2.5%) |
| Other investments | \$428 | \$3 | Discounted Cash Flows | Comparability Adjustment | 0% - 10% (5%) |

The significant unobservable inputs used in the fair value measurement of the above listed securities were the valuations of comparable securities with similar issuers, credit quality and maturity. Changes in the availability of comparable securities could result in changes in the fair value measurements.

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Fair Value Measurements - Level 3 Assets

The following tables (the Level 3 Tables) present summary information regarding changes in the fair value of assets measured at fair value using Level 3 inputs.

| (In thousands) | September 30, 2017 | | | |
|---|--|-------------------------|-----------------------|----------|
| | Level 3 Fair Value Measurements – Assets | | | |
| | Corporate Debt | Asset-backed Securities | All other investments | Total |
| Balance June 30, 2017 | \$17,849 | \$ 3,005 | \$ 5 | \$20,859 |
| Total gains (losses) realized and unrealized: | | | | |
| Included in earnings, as a part of: | | | | |
| Net investment income | (52) | — | — | (52) |
| Included in other comprehensive income | (18) | (45) | — | (63) |
| Purchases | 1 | 580 | — | 581 |
| Sales | (858) | — | — | (858) |
| Transfers in | 989 | — | 423 | 1,412 |
| Transfers out | (2,948) | — | — | (2,948) |
| Balance September 30, 2017 | \$14,963 | \$ 3,540 | \$ 428 | \$18,931 |
| Change in unrealized gains (losses) included in earnings for the above period for Level 3 assets held at period-end | \$— | \$ — | \$ — | \$— |

| (In thousands) | September 30, 2017 | | | |
|---|--|-------------------------|-----------------------|----------|
| | Level 3 Fair Value Measurements – Assets | | | |
| | Corporate Debt | Asset-backed Securities | All other investments | Total |
| Balance December 31, 2016 | \$14,810 | \$ 3,007 | \$ 3 | \$17,820 |
| Total gains (losses) realized and unrealized: | | | | |
| Included in earnings, as a part of: | | | | |
| Net investment income | (125) | — | — | (125) |
| Net realized investment gains (losses) | 13 | — | (124) | (111) |
| Included in other comprehensive income | (296) | (47) | 140 | (203) |
| Purchases | 11,890 | 580 | — | 12,470 |
| Sales | (4,418) | — | (912) | (5,330) |
| Transfers in | 999 | — | 1,321 | 2,320 |
| Transfers out | (7,910) | — | — | (7,910) |
| Balance September 30, 2017 | \$14,963 | \$ 3,540 | \$ 428 | \$18,931 |
| Change in unrealized gains (losses) included in earnings for the above period for Level 3 assets held at period-end | \$— | \$ — | \$ — | \$— |

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| (In thousands) | September 30, 2016 | | | | Total |
|---|--|-----------|--------------|-------------|----------|
| | Level 3 Fair Value Measurements – Assets | | | | |
| | State | Corporate | Asset-backed | All other | |
| | Municipal | Debt | Securities | investments | |
| | Bonds | | | | |
| Balance June 30, 2016 | \$— | \$17,810 | \$ 755 | \$ 1,556 | \$20,121 |
| Total gains (losses) realized and unrealized: | | | | | |
| Included in earnings, as a part of: | | | | | |
| Net investment income | — | (28) | — | (3) | (31) |
| Included in other comprehensive income | — | 324 | (2) | 8 | 330 |
| Purchases | — | — | — | 193 | 193 |
| Sales | — | (709) | — | — | (709) |
| Transfers in | 900 | — | 1,000 | 919 | 2,819 |
| Transfers out | — | (5,110) | — | — | (5,110) |
| Balance September 30, 2016 | \$900 | \$12,287 | \$ 1,753 | \$ 2,673 | \$17,613 |
| Change in unrealized gains (losses) included in earnings for the above period for Level 3 assets held at period-end | \$— | \$— | \$ — | \$ — | \$— |

| (In thousands) | September 30, 2016 | | | | Total |
|---|--|-----------|--------------|-------------|----------|
| | Level 3 Fair Value Measurements – Assets | | | | |
| | State | Corporate | Asset-backed | All other | |
| | Municipal | Debt | Securities | investments | |
| | Bonds | | | | |
| Balance December 31, 2015 | \$— | \$14,500 | \$ 757 | \$ — | \$15,257 |
| Total gains (losses) realized and unrealized: | | | | | |
| Included in earnings, as a part of: | | | | | |
| Net investment income | — | (64) | — | (7) | (71) |
| Net realized investment gains (losses) | — | (75) | — | — | (75) |
| Included in other comprehensive income | — | 453 | 3 | 8 | 464 |
| Purchases | — | 5,995 | 3,500 | 1,753 | 11,248 |
| Sales | — | (3,406) | (702) | — | (4,108) |
| Transfers in | 900 | — | 1,000 | 919 | 2,819 |
| Transfers out | — | (5,116) | (2,805) | — | (7,921) |
| Balance September 30, 2016 | \$900 | \$12,287 | \$ 1,753 | \$ 2,673 | \$17,613 |
| Change in unrealized gains (losses) included in earnings for the above period for Level 3 assets held at period-end | \$— | \$— | \$ — | \$ — | \$— |

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Transfers

There were no transfers between the Level 1 and Level 2 categories during the three months ended September 30, 2017. During the nine months ended September 30, 2017, equity securities of approximately \$35.4 million were transferred from Level 2 to Level 1. During the three and nine months ended September 30, 2016, equity securities of approximately \$10.2 million were transferred from Level 2 to Level 1.

Transfers shown in the preceding Level 3 tables were as of the end of the quarter in which the transfer occurred. All transfers were to or from Level 2.

All transfers during the three and nine months ended September 30, 2017 and 2016 related to securities held for which the level of market activity for identical or nearly identical securities varies from period to period. The securities were valued using multiple observable inputs when those inputs were available; otherwise the securities were valued using limited observable inputs.

Fair Values Not Categorized

Investments in unconsolidated subsidiaries at both September 30, 2017 and December 31, 2016 included interests in investment fund LPs/LLCs and Other investments at September 30, 2017 included interests in certain investment funds that measure fund assets at fair value on a recurring basis and that provide a NAV for the interest. The carrying value of these interests is based on the NAV provided and was considered to approximate the fair value of the interests. In accordance with GAAP, the fair value of these investments was not classified within the fair value hierarchy. Additional information regarding these investments is as follows:

| (In thousands) | Unfunded Commitments | Fair Value | |
|---|-------------------------|-----------------------|----------------------|
| | | September 30, 2017 | December 31, 2016 |
| Investments in LPs/LLCs: | | | |
| Private debt funds ⁽¹⁾ | \$12,006 | \$42,650 | \$ 55,637 |
| Long equity fund ⁽²⁾ | None | 7,396 | 6,268 |
| Long/short equity funds ⁽³⁾ | None | 30,904 | 28,926 |
| Non-public equity funds ⁽⁴⁾ | \$86,985 | 92,887 | 89,691 |
| Multi-strategy fund of funds ⁽⁵⁾ | None | 8,966 | 8,448 |
| Structured credit fund ⁽⁶⁾ | None | 6,394 | 4,273 |
| Long/short commodities fund ⁽⁷⁾ | None | 12,648 | 11,476 |
| Strategy focused fund ⁽⁸⁾ | \$4,304 | 696 | — |
| Other investments: | | | |
| Mortgage fund ⁽⁹⁾ | None | 20,000 | — |
| | | \$222,541 | \$ 204,719 |

The investment is comprised of interests in two unrelated LP funds that are structured to provide interest distributions primarily through diversified portfolios of private debt instruments. One LP allows redemption by special consent; the other does not permit redemption. Income and capital are to be periodically distributed at the discretion of the LPs over an anticipated time frame that spans from three to eight years.

The fund is a LP that holds long equities of public international companies. Redemptions are allowed at the end of any calendar month with a prior notice requirement of 15 days and are paid within 10 days of the end of the calendar month of the redemption request.

The investment is comprised of interests in multiple unrelated LP funds. The funds hold primarily long and short North American equities and target absolute returns using strategies designed to take advantage of market opportunities. The funds generally permit quarterly or semi-annual capital redemptions subject to notice requirements of 30 to 90 days. For some funds, redemptions above specified thresholds (lowest threshold is 90%)

may be only partially payable until after a fund audit is completed and are then payable within 30 days.

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The investment is comprised of interests in multiple unrelated LP funds, each structured to provide capital appreciation through diversified investments in private equity, which can include investments in buyout, venture capital, debt including senior, second lien and mezzanine, distressed debt, and other private equity-oriented LPs. Two of the LPs allow redemption by terms set forth in the LP agreements; the others do not permit redemption. Income and capital are to be periodically distributed at the discretion of the LP over time frames that are anticipated to span up to nine years.

This fund is a LLC structured to build and manage low volatility, multi-manager portfolios that have little or no correlation to the broader fixed income and equity security markets. Redemptions are not permitted but offers to repurchase units of the LLC may be extended periodically.

This fund is a LP seeking to obtain superior risk-adjusted absolute returns by acquiring and actively managing a diversified portfolio of debt securities, including bonds, loans and other asset-backed instruments. Redemptions are allowed at any quarter-end with a prior notice requirement of 90 days.

This fund is a LLC invested across a broad range of commodities and focuses primarily on market neutral, relative value strategies, seeking to generate absolute returns with low correlation to broad commodity, equity and fixed income markets. Following an initial one-year lock-up period, redemptions are allowed with a prior notice requirement of 30 days and are payable within 30 days.

This fund is a LLC focused exclusively on investing in consumer product companies. The fund will invest exclusively in North American companies, comprised of equity and equity-related securities, as well as debt instruments. Redemptions are not permitted.

This investment fund is focused on the structured mortgage market. The fund will primarily invest in U.S. Agency mortgage-backed securities. Redemptions are allowed at the end of any calendar quarter with a prior notice requirement of 65 days and are paid within 45 days at the end of the redemption dealing day.

ProAssurance may not sell, transfer or assign its interest in any of the above LPs/LLCs without special consent from the LPs/LLCs.

Financial Instruments - Methodologies Other Than Fair Value

The following table provides the estimated fair value of our financial instruments that, in accordance with GAAP for the type of investment, are measured using a methodology other than fair value. All fair values provided fall within the Level 3 fair value category.

| (In thousands) | September 30, 2017 | | December 31, 2016 | |
|-----------------------------|--------------------|------------|-------------------|------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Financial assets: | | | | |
| BOLI | \$61,652 | \$61,652 | \$60,134 | \$60,134 |
| Other investments | \$51,975 | \$60,713 | \$50,391 | \$58,757 |
| Other assets | \$34,412 | \$34,311 | \$29,111 | \$28,960 |
| Financial liabilities: | | | | |
| Senior notes due 2023* | \$250,000 | \$273,923 | \$250,000 | \$270,898 |
| Revolving Credit Agreement* | \$152,000 | \$152,000 | \$200,000 | \$200,000 |
| Other liabilities | \$19,858 | \$19,858 | \$17,033 | \$17,011 |

* Carrying value excludes debt issuance costs.

The fair value of the BOLI was equal to the cash surrender value associated with the policies on the valuation date. Other investments listed in the table above include interests in certain investment fund LPs/LLCs accounted for using the cost method, investments in FHLB common stock carried at cost, and an annuity investment carried at amortized cost. The estimated fair value of the LP/LLC interests was based on the equity value of the interest provided by the LP/LLC managers for the most recent quarter, which approximates the fair value of the interest. The estimated fair

value of the FHLB common stock was based on the amount ProAssurance would receive if its membership were canceled, as the membership cannot be sold. The fair value of the annuity represents the present value of the expected future cash flows discounted using a rate available in active markets for similarly structured instruments.

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Other assets and Other liabilities primarily consisted of related investment assets and liabilities associated with funded deferred compensation agreements. Fair values of the funded deferred compensation assets and liabilities were based on the NAVs provided by the underlying funds. Other assets also included a secured note receivable and unsecured note receivable under two separate line of credit agreements. Fair value of these notes receivable was based on the present value of expected cash flows from the notes receivable, discounted at market rates on the valuation date for receivables with similar credit standings and similar payment structures.

The fair value of the debt was estimated based on the present value of expected future cash outflows, discounted at rates available on the valuation date for similar debt issued by entities with a similar credit standing to ProAssurance.

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3. Investments

Available-for-sale securities at September 30, 2017 and December 31, 2016 included the following:

| (In thousands) | September 30, 2017 | | | |
|--|--------------------|------------------------|-------------------------|----------------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Fixed maturities | | | | |
| U.S. Treasury obligations | \$148,194 | \$ 954 | \$ 776 | \$148,372 |
| U.S. Government-sponsored enterprise obligations | 18,756 | 119 | 103 | 18,772 |
| State and municipal bonds | 675,012 | 20,086 | 1,700 | 693,398 |
| Corporate debt | 1,254,878 | 22,427 | 4,523 | 1,272,782 |
| Residential mortgage-backed securities | 199,110 | 3,401 | 820 | 201,691 |
| Agency commercial mortgage-backed securities | 11,841 | 63 | 69 | 11,835 |
| Other commercial mortgage-backed securities | 16,135 | 126 | 71 | 16,190 |
| Other asset-backed securities | 105,166 | 303 | 159 | 105,310 |
| | \$2,429,092 | \$ 47,479 | \$ 8,221 | \$2,468,350 |
| | | | | |
| | | | | |
| (In thousands) | December 31, 2016 | | | |
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Fixed maturities | | | | |
| U.S. Treasury obligations | \$146,186 | \$ 1,264 | \$ 911 | \$146,539 |
| U.S. Government-sponsored enterprise obligations | 30,038 | 388 | 191 | 30,235 |
| State and municipal bonds | 790,154 | 17,261 | 6,952 | 800,463 |
| Corporate debt | 1,264,812 | 22,659 | 8,480 | 1,278,991 |
| Residential mortgage-backed securities | 216,285 | 3,667 | 2,046 | 217,906 |
| Agency commercial mortgage-backed securities | 12,837 | 89 | 143 | 12,783 |
| Other commercial mortgage-backed securities | 19,571 | 177 | 137 | 19,611 |
| Other asset-backed securities | 106,938 | 207 | 267 | 106,878 |
| | \$2,586,821 | \$ 45,712 | \$ 19,127 | \$2,613,406 |

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The recorded cost basis and estimated fair value of available-for-sale fixed maturities at September 30, 2017, by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

| (In thousands) | Amortized Cost | Due in one year or less | Due after one year through five years | Due after five years through ten years | Due after ten years | Total Fair Value |
|--|-------------------|----------------------------|--|--|------------------------------|---------------------|
| Fixed maturities, available for sale | | | | | | |
| U.S. Treasury obligations | \$ 148,194 | \$ 30,655 | \$ 93,222 | \$ 21,495 | \$ 3,000 | \$ 148,372 |
| U.S. Government-sponsored enterprise obligations | 18,756 | 249 | 8,362 | 10,020 | 141 | 18,772 |
| State and municipal bonds | 675,012 | 57,500 | 233,506 | 295,098 | 107,294 | 693,398 |
| Corporate debt | 1,254,878 | 124,057 | 737,639 | 390,103 | 20,983 | 1,272,782 |
| Residential mortgage-backed securities | 199,110 | | | | | 201,691 |
| Agency commercial mortgage-backed securities | 11,841 | | | | | 11,835 |
| Other commercial mortgage-backed securities | 16,135 | | | | | 16,190 |
| Other asset-backed securities | 105,166 | | | | | 105,310 |
| | \$ 2,429,092 | | | | | \$ 2,468,350 |

Excluding obligations of the U.S. Government, U.S. Government-sponsored enterprises and a U.S. Government obligations money market fund, no investment in any entity or its affiliates exceeded 10% of Shareholders' equity at September 30, 2017.

Cash and securities with a carrying value of \$46.6 million at September 30, 2017 were on deposit with various state insurance departments to meet regulatory requirements. ProAssurance also held securities with a carrying value of \$189.5 million at September 30, 2017 that are pledged as collateral security for advances under the Revolving Credit Agreement (see Note 7 of the Notes to Condensed Consolidated Financial Statements for additional detail on the Revolving Credit Agreement).

As a member of Lloyd's and a capital provider to Syndicate 1729, ProAssurance is required to maintain capital at Lloyd's, referred to as FAL. ProAssurance investments at September 30, 2017 included fixed maturities with a fair value of \$98.7 million and short-term investments with a fair value of approximately \$0.5 million on deposit with Lloyd's in order to satisfy these FAL requirements.

BOLI

ProAssurance holds BOLI policies that are carried at the current cash surrender value of the policies (original cost \$33 million). All insured individuals were members of ProAssurance management at the time the policies were acquired. The primary purpose of the program is to offset future employee benefit expenses through earnings on the cash value of the policies. ProAssurance is the owner and beneficiary of these policies.

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Investment in Unconsolidated Subsidiaries

ProAssurance holds investments in unconsolidated subsidiaries, accounted for under the equity method. The investments include the following:

| (In thousands) | Carrying Value | |
|--|--------------------|-------------------|
| | September 30, 2017 | December 31, 2016 |
| Investment in LPs/LLCs: | | |
| Qualified affordable housing tax credit partnerships | \$91,598 | \$ 102,313 |
| Other tax credit partnerships | 8,355 | 11,459 |
| All other LPs/LLCs | 231,944 | 227,134 |
| | \$331,897 | \$ 340,906 |

Qualified affordable housing tax credit partnership interests held by ProAssurance generate investment returns by providing tax benefits to fund investors in the form of tax credits and project operating losses. The carrying value of these investments reflects ProAssurance's total commitments (both funded and unfunded) to the partnerships, less any amortization. ProAssurance's ownership percentage relative to two of the tax credit partnership interests is almost 100%; these interests had a carrying value of \$34.5 million at September 30, 2017 and \$40.2 million at December 31, 2016. ProAssurance's ownership percentage relative to the remaining tax credit partnership interests is less than 20%; these interests had a carrying value of \$57.1 million at September 30, 2017 and \$62.1 million at December 31, 2016. ProAssurance does not have the ability to exert control over the partnerships; all are accounted for using the equity method.

Other tax credit partnerships are comprised entirely of historic tax credits. The historic tax credits generate investment returns by providing benefits to fund investors in the form of tax credits, tax-deductible project operating losses and positive cash flows. The carrying value of these investments reflects ProAssurance's total funded commitments less any amortization. ProAssurance's ownership percentage relative to the tax credit partnerships is almost 100%. ProAssurance does not have the ability to exert control over the partnerships; all are accounted for using the equity method.

As discussed in additional detail in Note 2 of the Notes to Condensed Consolidated Financial Statements, ProAssurance holds interests in certain LPs/LLCs that are investment funds which measure fund assets at fair value on a recurring basis and the fund managers provide a NAV for the interest. The carrying value of these interests is based on the NAV provided, and is considered to approximate the fair value of the interests; such interests totaled \$202.5 million at September 30, 2017 and \$204.7 million at December 31, 2016. ProAssurance also holds interests in other LPs/LLCs which are not considered to be investment funds; such interests totaled \$29.4 million at September 30, 2017 and \$22.4 million at December 31, 2016. ProAssurance's ownership percentage relative to three of the LPs/LLCs is greater than 25%, which is expected to be reduced as the funds mature and other investors participate in the funds; these investments had a carrying value of \$25.4 million at September 30, 2017 and \$18.5 million at December 31, 2016. ProAssurance's ownership percentage relative to the remaining LPs/LLCs is less than 25%; these interests had a carrying value of \$206.5 million at September 30, 2017 and \$208.6 million at December 31, 2016. ProAssurance does not have the ability to exert control over any of these funds.

Other Investments

Other investments at September 30, 2017 and December 31, 2016 were comprised as follows:

| (In thousands) | September 30, December 31, | |
|---------------------------------------|----------------------------|-----------|
| | 2017 | 2016 |
| Investments in LPs/LLCs, at cost | \$ 48,505 | \$ 46,852 |
| Convertible securities, at fair value | 31,789 | 31,501 |
| Investment funds, at fair value | 20,000 | — |

| | | |
|--|------------|-----------|
| Other, principally FHLB capital stock, at cost | 3,470 | 3,539 |
| | \$ 103,764 | \$ 81,892 |

Investments in convertible securities are carried at fair value as permitted by the accounting guidance for hybrid financial instruments, with changes in fair value recognized in income as a component of Net realized investment gains (losses) during the period of change.

Investment funds measure fund assets at fair value on a recurring basis and the fund managers provide a NAV for the interest. The carrying value of these interests is based on the NAV provided, and is considered to approximate the fair value of

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the interests, with changes in fair value recognized in income as a component of Net realized investment gains (losses) during the period of change.

FHLB capital stock is not marketable, but may be liquidated by terminating membership in the FHLB. The liquidation process can take up to five years.

Investments Held in a Loss Position

The following tables provide summarized information with respect to investments held in an unrealized loss position at September 30, 2017 and December 31, 2016, including the length of time the investment had been held in a continuous unrealized loss position.

| (In thousands) | September 30, 2017 | | | | | |
|--|--------------------|-----------------|---------------------|-----------------|---------------------|-----------------|
| | Total | | Less than 12 months | | 12 months or longer | |
| | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| Fixed maturities, available for sale | | | | | | |
| U.S. Treasury obligations | \$93,684 | \$ 776 | \$77,679 | \$ 410 | \$16,005 | \$ 366 |
| U.S. Government-sponsored enterprise obligations | 9,958 | 103 | 4,048 | 20 | 5,910 | 83 |
| State and municipal bonds | 104,279 | 1,700 | 69,891 | 406 | 34,388 | 1,294 |
| Corporate debt | 354,309 | 4,523 | 238,877 | 1,286 | 115,432 | 3,237 |
| Residential mortgage-backed securities | 65,541 | 820 | 52,366 | 499 | 13,175 | 321 |
| Agency commercial mortgage-backed securities | 4,515 | 69 | 4,138 | 41 | 377 | 28 |
| Other commercial mortgage-backed securities | 8,753 | 71 | 5,217 | 38 | 3,536 | 33 |
| Other asset-backed securities | 47,229 | 159 | 39,552 | 110 | 7,677 | 49 |
| | \$688,268 | \$ 8,221 | \$491,768 | \$ 2,810 | \$196,500 | \$ 5,411 |

| (In thousands) | December 31, 2016 | | | | | |
|--|-------------------|-----------------|---------------------|-----------------|---------------------|-----------------|
| | Total | | Less than 12 months | | 12 months or longer | |
| | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| Fixed maturities, available for sale | | | | | | |
| U.S. Treasury obligations | \$79,833 | \$ 911 | \$79,833 | \$ 911 | \$— | \$ — |
| U.S. Government-sponsored enterprise obligations | 11,746 | 191 | 11,746 | 191 | — | — |
| State and municipal bonds | 224,884 | 6,952 | 219,276 | 6,444 | 5,608 | 508 |
| Corporate debt | 469,632 | 8,480 | 424,721 | 5,662 | 44,911 | 2,818 |
| Residential mortgage-backed securities | 103,680 | 2,046 | 100,542 | 1,982 | 3,138 | 64 |
| Agency commercial mortgage-backed securities | 4,579 | 143 | 4,192 | 114 | 387 | 29 |
| Other commercial mortgage-backed securities | 9,822 | 137 | 9,179 | 134 | 643 | 3 |
| Other asset-backed securities | 44,343 | 267 | 39,079 | 256 | 5,264 | 11 |
| | \$948,519 | \$ 19,127 | \$888,568 | \$ 15,694 | \$59,951 | \$ 3,433 |

As of September 30, 2017, excluding U.S. Government or U.S. Government-sponsored enterprise obligations, there were 501 debt securities (20.4% of all available-for-sale fixed maturity securities held) in an unrealized loss position representing 335 issuers. The greatest and second greatest unrealized loss positions among those securities were approximately \$0.6 million and \$0.4 million, respectively. The securities were evaluated for OTTI as of September 30, 2017.

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As of December 31, 2016, excluding U.S. Government or U.S. Government-sponsored enterprise obligations, there were 703 debt securities (27.2% of all available-for-sale fixed maturity securities held) in an unrealized loss position representing 456 issuers. The greatest and second greatest unrealized loss positions among those securities were each approximately \$0.5 million. The securities were evaluated for OTTI as of December 31, 2016.

Each quarter, ProAssurance performs a detailed analysis for the purpose of assessing whether any of the securities it holds in an unrealized loss position have suffered an OTTI. A detailed discussion of the factors considered in the assessment is included in Note 1 of the Notes to Consolidated Financial Statements included in ProAssurance's December 31, 2016 Form 10-K.

Fixed maturity securities held in an unrealized loss position at September 30, 2017, excluding asset-backed securities, have paid all scheduled contractual payments and are expected to continue doing so. Expected future cash flows of asset-backed securities, excluding those issued by GNMA, FNMA and FHLMC, held in an unrealized loss position were estimated as part of the September 30, 2017 OTTI evaluation using the most recently available six-month historical performance data for the collateral (loans) underlying the security or, if historical data was not available, sector based assumptions, and equaled or exceeded the current amortized cost basis of the security.

Net Investment Income

Net investment income by investment category was as follows:

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|----------------------------------|---------------------------------------|----------|--------------------------------------|----------|
| (In thousands) | 2017 | 2016 | 2017 | 2016 |
| Fixed maturities | \$18,924 | \$21,024 | \$57,885 | \$64,808 |
| Equities | 4,495 | 3,779 | 12,437 | 10,983 |
| Short-term and Other investments | 1,147 | 1,466 | 2,926 | 2,550 |
| BOLI | 620 | 639 | 1,517 | 1,537 |
| Investment fees and expenses | (1,457) | (1,647) | (5,173) | (4,594) |
| Net investment income | \$23,729 | \$25,261 | \$69,592 | \$75,284 |

Equity in Earnings (Loss) of Unconsolidated Subsidiaries

Equity in earnings (loss) of unconsolidated subsidiaries included losses from qualified affordable housing project tax credit investments and historic tax credit investments. The losses recorded reflect ProAssurance's allocable portion of partnership operating losses. Losses from qualified affordable housing project tax credit investments were \$3.4 million and \$10.7 million for the three and nine months ended September 30, 2017, respectively, and \$6.7 million and \$14.9 million for the same respective periods of 2016. Tax credits recognized related to these investments totaled \$4.6 million and \$13.8 million for the three and nine months ended September 30, 2017, respectively, and \$4.6 million and \$13.9 million for the same respective periods of 2016. Losses from historic tax credit investments were \$0.6 million and \$3.4 million for the three and nine months ended September 30, 2017, respectively, and \$1.6 million and \$2.0 million for the same respective periods of 2016. Tax credits recognized related to these investments totaled \$1.4 million and \$4.0 million for the three and nine months ended September 30, 2017, respectively, and \$2.7 million and \$6.9 million for the same respective periods of 2016. Tax credits recognized reduced income tax expense in the respective periods.

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Net Realized Investment Gains (Losses)

Realized investment gains and losses are recognized on the first-in, first-out basis. The following table provides detailed information regarding Net realized investment gains (losses):

| (In thousands) | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|---|---------------------------------------|----------|--------------------------------------|----------|
| | 2017 | 2016 | 2017 | 2016 |
| Total OTTI losses: | | | | |
| State and municipal bonds | \$— | \$(100) | \$— | \$(100) |
| Corporate debt | — | — | (419) | (7,604) |
| Other investments | — | — | — | (3,130) |
| Portion of OTTI losses recognized in other comprehensive income before taxes: | | | | |
| Corporate debt | — | — | 248 | 1,068 |
| Net impairment losses recognized in earnings | — | (100) | (171) | (9,766) |
| Gross realized gains, available-for-sale securities | 1,724 | 3,898 | 4,323 | 8,969 |
| Gross realized (losses), available-for-sale securities | (262) | (370) | (1,730) | (5,628) |
| Net realized gains (losses), Short-term investments | (1) | — | (1) | 18 |
| Net realized gains (losses), trading securities | 3,603 | 1,276 | 10,958 | 5,244 |
| Net realized gains (losses), Other investments | 478 | 335 | 2,197 | 833 |
| Change in unrealized holding gains (losses), trading securities | 2,182 | 9,816 | 2,606 | 17,663 |
| Change in unrealized holding gains (losses), Other investments, carried at fair value | 23 | 880 | 621 | 976 |
| Other | 2 | 2 | 7 | 5 |
| Net realized investment gains (losses) | \$7,749 | \$15,737 | \$18,810 | \$18,314 |

ProAssurance did not recognize OTTI during the third quarter of 2017. During the 2017 nine-month period, ProAssurance recognized OTTI in earnings of \$0.2 million and \$0.2 million in non-credit OTTI in OCI, both of which related to corporate bonds.

ProAssurance recognized OTTI in earnings of \$0.1 million and \$9.8 million during the 2016 three- and nine-month periods, respectively. ProAssurance recognized OTTI in earnings during the 2016 nine-month period of \$6.5 million related to corporate bonds, including credit-related OTTI of \$5.5 million related to debt instruments from ten issuers in the energy sector. The fair value of the bonds and the credit quality of the issuers had declined and ProAssurance recognized credit-related OTTI to reduce the amortized cost basis of the bonds to the present value of future cash flows expected to be received from the bonds. ProAssurance also recognized non-credit OTTI in OCI during the 2016 nine-month period of \$0.9 million related to certain of these same bonds, as the fair value of the bonds was less than the present value of the expected future cash flows from the securities.

ProAssurance also recognized a \$3.1 million OTTI in earnings during the 2016 nine-month period related to an investment fund that is accounted for using the cost method (classified as Other investments). The fund is focused on the energy sector and securities held by the fund declined in value during the first quarter of 2016. An OTTI was recognized to reduce ProAssurance's carrying value of the investment to the NAV reported by the fund.

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The following table presents a roll forward of cumulative credit losses recorded in earnings related to impaired debt securities for which a portion of the OTTI was recorded in OCI.

| | Three Months | | Nine Months | |
|---|--------------|---------|--------------|---------|
| | Ended | | Ended | |
| | September 30 | | September 30 | |
| (In thousands) | 2017 | 2016 | 2017 | 2016 |
| Balance beginning of period | \$1,313 | \$3,319 | \$1,158 | \$5,751 |
| Additional credit losses recognized during the period, related to securities for which: | | | | |
| No OTTI has been previously recognized | — | — | 171 | 2,398 |
| OTTI has been previously recognized | — | — | — | 2,154 |
| Reductions due to: | | | | |
| Securities sold during the period (realized) | — | (1,799) | (16) | (8,783) |
| Balance September 30 | \$1,313 | \$1,520 | \$1,313 | \$1,520 |

Other information regarding sales and purchases of available-for-sale securities is as follows:

| | Three Months | | Nine Months | |
|--|--------------|---------|--------------|---------|
| | Ended | | Ended | |
| | September 30 | | September 30 | |
| (In millions) | 2017 | 2016 | 2017 | 2016 |
| Proceeds from sales (exclusive of maturities and paydowns) | \$74.1 | \$114.9 | \$309.6 | \$306.8 |
| Purchases | \$90.6 | \$167.2 | \$449.7 | \$540.4 |

4. Income Taxes

ProAssurance estimates its annual effective tax rate at the end of each quarterly reporting period and uses this estimated rate to record the provision for income taxes in the interim financial statements. The provision for income taxes is different from that which would be obtained by applying the statutory Federal income tax rate to income before income taxes primarily because a portion of ProAssurance's investment income is tax-exempt, and because ProAssurance utilizes tax credit benefits transferred from tax credit partnership investments.

ProAssurance had a liability for Federal and U.K. income taxes of \$3.3 million at September 30, 2017 and \$5.1 million at December 31, 2016, both carried as a part of Other liabilities. The liability for unrecognized tax benefits was \$8.5 million at September 30, 2017 and \$8.4 million at December 31, 2016.

5. Reserve for Losses and Loss Adjustment Expenses

The reserve for losses is established based on estimates of individual claims and actuarially determined estimates of future losses based on ProAssurance's past loss experience, available industry data and projections as to future claims frequency, severity, inflationary trends and settlement patterns. Estimating the reserve, particularly the reserve appropriate for liability exposures, is a complex process. Claims may be resolved over an extended period of time, often five years or more, and may be subject to litigation. Estimating losses requires ProAssurance to make and revise judgments and assessments regarding multiple uncertainties over an extended period of time. As a result, the reserve estimate may vary considerably from the eventual outcome. The assumptions used in establishing ProAssurance's reserve are regularly reviewed and updated by management as new data becomes available. Changes to estimates of previously established reserves are included in earnings in the period in which the estimate is changed.

ProAssurance believes that the methods it uses to establish reserves are reasonable and appropriate. Each year, ProAssurance uses internal actuaries to review the reserve for losses of each insurance subsidiary. ProAssurance also engages consulting actuaries to review ProAssurance claims data and provide observations regarding cost trends, rate adequacy and ultimate loss costs. ProAssurance considers the views of the actuaries as well as other factors, such as known, anticipated or estimated changes in frequency and severity of claims, loss retention levels and premium rates,

in establishing the amount of its reserve for losses. The statutory filings of each insurance company with the insurance regulators must be accompanied by a consulting actuary's certification as to their respective reserves.

ProAssurance partitions its reserve by accident year, which is the year in which the claim becomes its liability. As claims are incurred (reported) and claim payments are made, they are aggregated by accident year for analysis purposes. ProAssurance

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also partitions its reserve by reserve type: case reserves and IBNR reserves. Case reserves are established by the claims department based upon the particular circumstances of each reported claim and represent ProAssurance's estimate of the future loss costs (often referred to as expected losses) that will be paid on reported claims. Case reserves are decremented as claim payments are made and are periodically adjusted upward or downward as estimates regarding the amount of future losses are revised; a reported loss for an individual claim equates to the case reserve at any point in time plus the claim payments that have been made to date. IBNR reserves represent an estimate, in the aggregate, of future development on losses that have been reported to ProAssurance plus an estimate of losses that have been incurred but not reported.

Development of Prior Accident Years

In addition to setting the initial reserve for the current accident year, each period ProAssurance reassesses the amount of reserve required for prior accident years. The foundation of ProAssurance's reserve re-estimation process is an actuarial analysis that is performed by both the internal and consulting actuaries. This detailed analysis projects ultimate losses on a line of business, geographic, coverage layer and accident year basis. The procedure uses the most representative data for each partition, capturing its unique patterns of development and trends. In all, there are 219 different partitions of ProAssurance's business for purposes of this analysis. ProAssurance believes that the use of consulting actuaries provides an independent view of the loss data as well as a broader perspective on industry loss trends.

Activity in the Reserve for losses and loss adjustment expenses is summarized as follows:

| (In thousands) | Nine Months Ended September 30, 2017 | Nine Months Ended September 30, 2016 | Year Ended December 31, 2016 |
|---|--|--|------------------------------------|
| Balance, beginning of year | \$ 1,993,428 | \$ 2,005,326 | \$ 2,005,326 |
| Less reinsurance recoverables on unpaid losses and loss adjustment expenses | 273,475 | 249,350 | 249,350 |
| Net balance, beginning of year | 1,719,953 | 1,755,976 | 1,755,976 |
| Net losses: | | | |
| Current year | 454,121 | 430,422 | 587,007 |
| Favorable development of reserves established in prior years, net | (90,063) | (94,486) | (143,778) |
| Total | 364,058 | 335,936 | 443,229 |
| Paid related to: | | | |
| Current year | (63,667) | (55,349) | (96,190) |
| Prior years | (293,522) | (293,321) | (383,062) |
| Total paid | (357,189) | (348,670) | (479,252) |
| Net balance, end of period | 1,726,822 | 1,743,242 | 1,719,953 |
| Plus reinsurance recoverables on unpaid losses and loss adjustment expenses | 313,876 | 254,777 | 273,475 |
| Balance, end of period | \$ 2,040,698 | \$ 1,998,019 | \$ 1,993,428 |

The favorable loss development of \$90.1 million recognized in the nine months ended September 30, 2017 primarily reflected a lower than anticipated claims severity trend (i.e., the average size of a claim) for accident years 2010 through 2014. The favorable loss development of \$94.5 million recognized in the nine months ended September 30, 2016 primarily reflected a lower than anticipated claims severity trend for accident years 2009 through 2013. The favorable loss development of \$143.8 million recognized in the twelve months ended December 31, 2016 primarily reflected a lower than anticipated claims severity trend for accident years 2008 through 2014.

For additional information regarding ProAssurance's reserve, see Note 1 of the Notes to Consolidated Financial Statements included in ProAssurance's December 31, 2016 Form 10-K.

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ProAssurance Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

September 30, 2017

6. Commitments and Contingencies

ProAssurance is involved in various legal actions related to insurance policies and claims handling including, but not limited to, claims asserted by policyholders. These types of legal actions arise in the Company's ordinary course of business and, in accordance with GAAP for insurance entities, are considered as a part of the Company's loss reserving process, which is described in detail under the heading "Losses and Loss Adjustment Expenses" in the Accounting Policies section in Note 1 of the Notes to Consolidated Financial Statements in ProAssurance's 2016 Form 10-K.

As a member of Lloyd's ProAssurance is required to provide capital to support Syndicate 1729 through 2022 of up to \$200 million, referred to as FAL. At September 30, 2017, ProAssurance is satisfying the FAL requirement with investment securities on deposit with Lloyd's with a carrying value of \$99.2 million (see Note 3 of the Notes to Condensed Consolidated Financial Statements).

ProAssurance has issued an unconditional revolving credit agreement to the Premium Trust Fund of Syndicate 1729 for the purpose of providing working capital. Permitted borrowings are £20.0 million under an amended Syndicate Credit Agreement executed in April 2016. Under the amended Syndicate Credit Agreement advances bear interest at 3.8% annually, and may be repaid at any time but are repayable upon demand after December 31, 2019. As of September 30, 2017, the unused commitment under the Syndicate Credit Agreement approximated £11.0 million (approximately \$14.7 million as of September 30, 2017).

In conjunction with a strategic business partnership ProAssurance entered into during the third quarter of 2016, ProAssurance issued a line of credit of up to \$9.0 million for the purpose of funding the entity's operations. The line of credit is non-interest bearing and may be settled upon the entity's achievement of certain milestones which is expected to occur within the next six months. As of September 30, 2017, the unused commitment under the line of credit approximated \$1.6 million.

7. Debt

ProAssurance's outstanding debt consisted of the following:

| (In thousands) | September 30, 2017 | December 31, 2016 |
|---|-----------------------|----------------------|
| Senior notes due 2023, unsecured, interest at 5.3% annually | \$ 250,000 | \$ 250,000 |
| Revolving Credit Agreement, outstanding borrowings are fully secured, see Note 3, and carried at a weighted average interest rate of 1.73% and 1.35%, respectively. Outstanding borrowings are not permitted to exceed \$250 million aggregately; Revolving Credit Agreement expires in 2020. The interest rate on the borrowings is set at the time the respective borrowing is initiated or renewed. The current borrowings can be repaid or renewed in the fourth quarter 2017. If renewed, the interest rate will be reset. | 152,000 | 200,000 |
| Total principal | 402,000 | 450,000 |
| Less debt issuance costs | 1,540 | 1,798 |
| Debt less debt issuance costs | \$ 400,460 | \$ 448,202 |

Covenant Compliance

There are no financial covenants associated with the Senior Notes due 2023.

The Revolving Credit Agreement contains customary representations, covenants and events constituting default, and remedies for default. The Revolving Credit Agreement also defines financial covenants regarding permitted leverage ratios. ProAssurance is currently in compliance with all covenants of the Revolving Credit Agreement.

Additional Information

For additional information regarding ProAssurance's debt, see Note 10 of the Notes to Consolidated Financial Statements included in ProAssurance's December 31, 2016 Form 10-K.

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September 30, 2017

8. Shareholders' Equity

At September 30, 2017 and December 31, 2016, ProAssurance had 100 million shares of authorized common stock and 50 million shares of authorized preferred stock. The Board has the authority to determine provisions for the issuance of preferred shares, including the number of shares to be issued, the designations, powers, preferences and rights, and the qualifications, limitations or restrictions of such shares. To date, the Board has not approved the issuance of preferred stock.

ProAssurance declared cash dividends of \$0.31 per share during each of the first three quarters of 2017, totaling \$49.6 million. ProAssurance declared cash dividends of \$0.31 per share during each of the first three quarters of 2016, totaling \$49.4 million.

At September 30, 2017, Board authorizations for the repurchase of common shares or the retirement of outstanding debt of \$109.6 million remained available for use. ProAssurance did not repurchase any common shares during the nine months ended September 30, 2017 and repurchased approximately 44,500 shares at a cost of \$2.1 million during the nine months ended September 30, 2016.

Share-based compensation expense and related tax benefits were as follows:

| | Three Months | | Nine Months | |
|----------------------------------|--------------|---------|--------------|---------|
| | Ended | | Ended | |
| | September 30 | | September 30 | |
| (In thousands) | 2017 | 2016 | 2017 | 2016 |
| Share-based compensation expense | \$1,018 | \$1,645 | \$7,110 | \$7,458 |
| Related tax benefits | \$356 | \$576 | \$2,489 | \$2,610 |

ProAssurance awarded approximately 84,600 restricted share units and 48,000 base performance share units to employees in February 2017. The fair value of each unit awarded was estimated at \$58.35, equal to the market value of a ProAssurance common share on the date of grant less the estimated present value of dividends during the vesting period. All awards are charged to expense as an increase to additional paid-in capital over the service period (generally the vesting period) associated with the award. Restricted share units and performance share units vest in their entirety at the end of a three-year period following the grant date based on a continuous service requirement and, for performance share units, achievement of a performance objective. Partial vesting is permitted for retirees. A ProAssurance common share is issued for each unit once vesting requirements are met, except that units sufficient to satisfy required tax withholdings are paid in cash. The number of common shares issued for performance share units varies from 50% to 200% of base awards depending upon the degree to which stated performance objectives are achieved. ProAssurance issued approximately 29,300 and 99,500 common shares to employees in February 2017 related to restricted share units and performance share units, respectively, granted in 2014. Performance share units for the 2014 award were issued at levels ranging from 117% to 125%.

ProAssurance issued approximately 9,000 common shares to employees in February 2017 as bonus compensation, as approved by the Compensation Committee of the Board. The shares issued were valued at fair value (the market price of a ProAssurance common share on the date of award).

Other Comprehensive Income (Loss) and Accumulated Other Comprehensive Income (Loss)

For the three and nine months ended September 30, 2017 and 2016, OCI was primarily comprised of unrealized gains and losses, including non-credit impairment losses, arising during the period related to available-for-sale securities, less reclassification adjustments, as shown in the table that follows, net of tax. For the nine months ended September 30, 2016, OCI included a gain of \$0.6 million, net of tax, related to changes from the reestimation of two defined benefit plans assumed in the Eastern acquisition, one of which was terminated late in 2016. The remaining plan is frozen as to the earnings of additional benefits, but the unrecognized plan benefit liability is reestimated annually.

At September 30, 2017 and December 31, 2016, AOCI was primarily comprised of unrealized gains and losses from available-for-sale securities, including non-credit impairments recognized in OCI of \$0.5 million and \$0.3 million, respectively, net of tax. During 2016, as discussed above, one of the defined benefit plans assumed in the Eastern acquisition was terminated and the related unrecognized losses were reclassified from AOCI to earnings. At September 30, 2017 and December 31, 2016, unrecognized changes in the remaining defined benefit plan liability were nominal in amount. All tax effects were computed using a 35% rate, with the exception of unrealized gains and losses on available-for-sale securities held at our U.K. and Cayman Island entities which were immaterial in amount.

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 Notes to Condensed Consolidated Financial Statements (Unaudited)
 September 30, 2017

Amounts reclassified from AOCI to Net income and the amounts of deferred tax expense (benefit) included in OCI were as follows:

| (In thousands) | Three Months | | Nine Months | |
|---|-------------------------|-----------|-------------------------|------------|
| | Ended September 30 2017 | 2016 | Ended September 30 2017 | 2016 |
| Reclassifications from AOCI to Net income: | | | | |
| Realized investment gains (losses) | \$1,462 | \$3,852 | \$2,425 | \$145 |
| Non-credit impairment losses reclassified to earnings, due to sale of securities or reclassification as a credit loss | — | (423) | (3) | (3,441) |
| Total amounts reclassified, before tax effect | 1,462 | 3,429 | 2,422 | (3,296) |
| Tax effect (at 35%) | (512) | (1,200) | (848) | 1,154 |
| Net reclassification adjustments | \$950 | \$2,229 | \$1,574 | \$(2,142) |
| Deferred tax expense (benefit) included in OCI | \$(373) | \$(2,687) | \$4,091 | \$17,114 |

9. Variable Interest Entities

ProAssurance holds passive interests in a number of entities that are considered to be VIEs under GAAP guidance. ProAssurance's VIE interests principally consist of interests in LPs/LLCs formed for the purpose of achieving diversified equity and debt returns. ProAssurance's VIE interests carried as a part of Other investments totaled \$27.4 million at September 30, 2017 and \$26.9 million at December 31, 2016. ProAssurance's VIE interests carried as a part of Investment in unconsolidated subsidiaries totaled \$269.6 million at September 30, 2017 and \$282.3 million at December 31, 2016.

ProAssurance does not have power over the activities that most significantly impact the economic performance of these VIEs and thus is not the primary beneficiary. Therefore, ProAssurance has not consolidated these VIEs. ProAssurance's involvement with each entity is limited to its direct ownership interest in the entity. Except as disclosed in Note 6 of the Notes to Condensed Consolidated Financial Statements, ProAssurance has no arrangements with any of the entities to provide other financial support to or on behalf of the entity. At September 30, 2017, ProAssurance's maximum loss exposure relative to these investments was limited to the carrying value of ProAssurance's investment in the VIE.

10. Earnings Per Share

Diluted weighted average shares is calculated as basic weighted average shares plus the effect, calculated using the treasury stock method, of assuming that restricted share units, performance share units and purchase match units have vested. The following table provides the weighted average number of common shares outstanding used in the calculation of the Company's basic and diluted earnings per share:

| (In thousands, except per share data) | Three | Nine |
|---|------------|------------|
| | Months | Months |
| | Ended | Ended |
| | September | September |
| | 30 | 30 |
| | 2017 | 2016 |
| Weighted average number of common shares outstanding, basic | 53,312,222 | 53,537,199 |
| Dilutive effect of securities: | | |
| Restricted Share Units | 8775 | 8171 |
| Performance Share Units | 88132 | 10524 |
| Purchase Match Units | 2627 | 2325 |

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| | | |
|---|----------|----------|
| Weighted average number of common shares outstanding, diluted | 53,514 | 53,536 |
| Effect of dilutive shares on earnings per share | \$(0.01) | \$(0.01) |

All dilutive common share equivalents are reflected in the earnings per share calculation while antidilutive common share equivalents are not reflected in the earnings per share calculation. The diluted weighted average number of common shares outstanding for the three and nine months ended September 30, 2017 excludes approximately 28,000 and 9,000 common share equivalents, respectively, issuable under the Company's stock compensation plans, as their effect would be antidilutive. There were no common share equivalents that were antidilutive for the three and nine months ended September 30, 2016.

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ProAssurance Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

September 30, 2017

11. Segment Information

ProAssurance operates in four segments that are organized around the nature of the products and services provided: Specialty P&C, Workers' Compensation, Lloyd's Syndicate, and Corporate. A description of each segment follows. Specialty P&C is primarily focused on professional liability insurance and medical technology liability insurance. Professional liability insurance is primarily offered to healthcare providers and institutions and to attorneys and their firms. Medical technology liability insurance is offered to medical technology and life sciences companies that manufacture or distribute products including entities conducting human clinical trials. The Specialty P&C segment cedes certain premium to the Lloyd's Syndicate segment under a quota share agreement with Syndicate 1729. As discussed below, Syndicate 1729 operating results are reported on a quarter delay. For consistency purposes, results from this ceding arrangement, other than cash receipts or disbursements, have been reported within the Specialty P&C segment on the same one-quarter delay.

Workers' Compensation provides workers' compensation products primarily to employers with 1,000 or fewer employees. The segment also offers alternative market solutions whereby policies written are 100% ceded either to captive insurers unaffiliated with ProAssurance or to SPCs operated by a wholly owned subsidiary of ProAssurance. Each SPC is owned, fully or in part, by an agency, group or association. Operating results (underwriting profit or loss, plus investment results reported in the Corporate segment) of the SPCs are due to the owners of that cell.

Lloyd's Syndicate includes operating results from ProAssurance's 58% participation in Lloyd's of London Syndicate 1729. Syndicate 1729 underwrites risks over a wide range of property and casualty insurance and reinsurance lines in both the U.S. and international markets. The results of this segment are reported on a quarter delay, except when information is available that is material to the current period. Furthermore, investment results associated with investment assets solely allocated to Syndicate 1729 operations and certain U.S. paid administrative expenses are reported concurrently as that information is available on an earlier time frame.

Corporate includes ProAssurance's investment operations, interest expense and U.S. income taxes, all of which are managed at the corporate level with the exception of investment assets solely allocated to Syndicate 1729 as discussed above. The segment also includes non-premium revenues generated outside of our insurance entities and corporate expenses.

The accounting policies of the segments are the same as those described in Note 1 of the Notes to Consolidated Financial Statements in ProAssurance's December 31, 2016 report on Form 10-K and Note 1 of the Notes to Condensed Consolidated Financial Statements. ProAssurance evaluates performance of its Specialty P&C and Workers' Compensation segments based on before tax underwriting profit or loss, which excludes investment performance. Performance of the Lloyd's Syndicate segment is evaluated based on underwriting profit or loss, plus investment results of investment assets solely allocated to Syndicate 1729 operations, net of U.K. income tax expense. Performance of the Corporate segment is evaluated based on the contribution made to consolidated after tax results. ProAssurance accounts for inter-segment transactions as if the transactions were to third parties at current market prices. Assets are not allocated to segments because investments and other assets are not managed at the segment level.

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ProAssurance Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

September 30, 2017

Financial results by segment were as follows:

| (In thousands) | Three Months Ended September 30, 2017 | | | | | |
|--|---------------------------------------|-----------------------|-------------------|-----------|----------------------------|--------------|
| | Specialty P&C | Workers' Compensation | Lloyd's Syndicate | Corporate | Inter-segment Eliminations | Consolidated |
| Net premiums earned | \$ 118,331 | \$ 57,654 | \$ 16,318 | \$— | \$ — | \$ 192,303 |
| Net investment income | — | — | 412 | 23,317 | — | 23,729 |
| Equity in earnings (loss) of unconsolidated subsidiaries | — | — | — | 4,164 | — | 4,164 |
| Net realized gains (losses) | — | — | 31 | 7,718 | — | 7,749 |
| Other income (expense) | 1,276 | 164 | (1,881) | 1,023 | (72) | 510 |
| Net losses and loss adjustment expenses | (73,831) | (35,081) | (20,444) | — | — | (129,356) |
| Underwriting, policy acquisition and operating expenses | (27,037) | (18,434) | (6,723) | (4,989) | 72 | (57,111) |
| Segregated portfolio cells dividend (expense) income ⁽¹⁾ | 65 | (1,722) | — | (1,234) | — | (2,891) |
| Interest expense | — | — | — | (4,124) | — | (4,124) |
| Income tax benefit (expense) | — | — | (61) | (5,963) | — | (6,024) |
| Segment operating results | \$ 18,804 | \$ 2,581 | \$ (12,348) | \$ 19,912 | \$ — | \$ 28,949 |
| Significant non-cash items: | | | | | | |
| Depreciation and amortization, net of accretion | \$ 1,933 | \$ 848 | \$ (6) | \$ 4,300 | \$ — | \$ 7,075 |
| | Nine Months Ended September 30, 2017 | | | | | |
| (In thousands) | Specialty P&C | Workers' Compensation | Lloyd's Syndicate | Corporate | Inter-segment Eliminations | Consolidated |
| Net premiums earned | \$ 340,394 | \$ 169,791 | \$ 45,374 | \$— | \$ — | \$ 555,559 |
| Net investment income | — | — | 1,194 | 68,398 | — | 69,592 |
| Equity in earnings (loss) of unconsolidated subsidiaries | — | — | — | 8,489 | — | 8,489 |
| Net realized gains (losses) | — | — | 105 | 18,705 | — | 18,810 |
| Other income (expense) | 3,943 | 519 | (1,641) | 1,974 | (214) | 4,581 |
| Net losses and loss adjustment expenses | (220,123) | (103,217) | (40,718) | — | — | (364,058) |
| Underwriting, policy acquisition and operating expenses | (79,252) | (52,220) | (19,786) | (21,062) | 214 | (172,106) |
| Segregated portfolio cells dividend (expense) income ⁽¹⁾⁽²⁾ | (5,026) | (5,593) | — | (3,457) | — | (14,076) |
| Interest expense | — | — | — | (12,402) | — | (12,402) |
| Income tax benefit (expense) ⁽²⁾ | — | — | 495 | (4,962) | — | (4,467) |
| Segment operating results | \$ 39,936 | \$ 9,280 | \$ (14,977) | \$ 55,683 | \$ — | \$ 89,922 |
| Significant non-cash items: | | | | | | |
| Depreciation and amortization, net of accretion | \$ 5,350 | \$ 2,516 | \$ (14) | \$ 13,172 | \$ — | \$ 21,024 |

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September 30, 2017

| (In thousands) | Three Months Ended September 30, 2016 | | | | | |
|---|---------------------------------------|-----------------------|-------------------|-----------|----------------------------|--------------|
| | Specialty P&C | Workers' Compensation | Lloyd's Syndicate | Corporate | Inter-segment Eliminations | Consolidated |
| Net premiums earned | \$ 116,199 | \$ 54,498 | \$ 14,578 | \$ — | \$ — | \$ 185,275 |
| Net investment income | — | — | 351 | 24,910 | — | 25,261 |
| Equity in earnings (loss) of unconsolidated subsidiaries | — | — | — | (3,349) | — | (3,349) |
| Net realized gains (losses) | — | — | 50 | 15,687 | — | 15,737 |
| Other income (expense) | 1,012 | 86 | 734 | 15 | (419) | 1,428 |
| Net losses and loss adjustment expenses | (72,311) | (34,472) | (11,299) | — | — | (118,082) |
| Underwriting, policy acquisition and operating expenses | (26,563) | (18,331) | (6,251) | (5,086) | 419 | (55,812) |
| Segregated portfolio cells dividend (expense) income ⁽¹⁾ | (94) | (1,449) | — | (1,653) | — | (3,196) |
| Interest expense | — | — | — | (3,748) | — | (3,748) |
| Income tax benefit (expense) | — | — | (1,352) | (8,328) | — | (9,680) |
| Segment operating results | \$ 18,243 | \$ 332 | \$ (3,189) | \$ 18,448 | \$ — | \$ 33,834 |
| Significant non-cash items: | | | | | | |
| Depreciation and amortization, net of accretion | \$ 1,979 | \$ 1,396 | \$ 23 | \$ 5,140 | \$ — | \$ 8,538 |
| | Nine Months Ended September 30, 2016 | | | | | |
| (In thousands) | Specialty P&C | Workers' Compensation | Lloyd's Syndicate | Corporate | Inter-segment Eliminations | Consolidated |
| Net premiums earned | \$ 335,080 | \$ 163,974 | \$ 40,533 | \$ — | \$ — | \$ 539,587 |
| Net investment income | — | — | 1,004 | 74,280 | — | 75,284 |
| Equity in earnings (loss) of unconsolidated subsidiaries | — | — | — | (6,607) | — | (6,607) |
| Net realized gains (losses) | — | — | 59 | 18,255 | — | 18,314 |
| Other income (expense) | 4,021 | 696 | 1,174 | 758 | (686) | 5,963 |
| Net losses and loss adjustment expenses | (205,787) | (104,160) | (25,989) | — | — | (335,936) |
| Underwriting, policy acquisition and operating expenses | (77,519) | (52,494) | (16,660) | (20,748) | 686 | (166,735) |
| Segregated portfolio cells dividend (expense) income ⁽¹⁾ | (94) | (3,440) | — | (2,361) | — | (5,895) |
| Interest expense | — | — | — | (11,285) | — | (11,285) |
| Income tax benefit (expense) | — | — | (2,248) | (14,209) | — | (16,457) |
| Segment operating results | \$ 55,701 | \$ 4,576 | \$ (2,127) | \$ 38,083 | \$ — | \$ 96,233 |
| Significant non-cash items: | | | | | | |
| Depreciation and amortization, net of accretion | \$ 5,475 | \$ 4,193 | \$ 132 | \$ 15,709 | \$ — | \$ 25,509 |

⁽¹⁾ During the first quarter of 2017, ProAssurance began reporting in the Corporate segment the portion of the SPC dividend (expense) income that is attributable to the investment results of the SPCs, all of which are reported in the Corporate segment, to better align the expense with the related investment results of the SPCs. For comparative purposes, ProAssurance has reflected the SPC dividend expense for 2016 in the same manner.

(2) During the second quarter of 2017, ProAssurance recognized a \$5.2 million pre-tax expense related to previously unrecognized SPC dividend expense for the cumulative earnings of unrelated parties that have owned segregated portfolio cells at various periods since 2003 in a Bermuda captive insurance operation managed by the Company's HCPL line of business within the Specialty P&C segment. The expense recorded in the second quarter of 2017 related to periods prior to the current period and is unrelated to the captive operations of the Company's Eastern Re subsidiary. The \$1.8 million tax impact of the expense recognized in the second quarter of 2017 is included in the Corporate segment's income tax benefit (expense) for the 2017 nine-month period.

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September 30, 2017

The following table provides detailed information regarding ProAssurance's gross premiums earned by product as well as a reconciliation to net premiums earned. All gross premiums earned are from external customers except as noted. ProAssurance's insured risks are primarily within the U.S.

| (In thousands) | Three Months Ended | | Nine Months Ended | |
|--------------------------------------|--------------------|------------|-------------------|------------|
| | September 30 | | September 30 | |
| | 2017 | 2016 | 2017 | 2016 |
| Specialty P&C Segment | | | | |
| Gross premiums earned: | | | | |
| Healthcare professional liability | \$ 125,377 | \$ 119,833 | \$ 358,209 | \$ 345,520 |
| Legal professional liability | 6,483 | 6,492 | 19,217 | 19,599 |
| Medical technology liability | 8,459 | 8,756 | 25,160 | 25,549 |
| Other | 108 | 140 | 311 | 562 |
| Ceded premiums earned | (22,096) | (19,022) | (62,503) | (56,150) |
| Segment net premiums earned | 118,331 | 116,199 | 340,394 | 335,080 |
| Workers' Compensation Segment | | | | |
| Gross premiums earned: | | | | |
| Traditional business | 43,492 | 42,582 | 127,761 | 127,426 |
| Alternative market business | 20,200 | 18,502 | 59,855 | 55,601 |
| Ceded premiums earned | (6,038) | (6,586) | (17,825) | (19,053) |
| Segment net premiums earned | 57,654 | 54,498 | 169,791 | 163,974 |
| Lloyd's Syndicate Segment | | | | |
| Gross premiums earned: | | | | |
| Property and casualty* | 18,790 | 16,387 | 52,935 | 43,619 |
| Ceded premiums earned | (2,472) | (1,809) | (7,561) | (3,086) |
| Segment net premiums earned | 16,318 | 14,578 | 45,374 | 40,533 |

Consolidated Net premiums earned \$ 192,303 \$ 185,275 \$ 555,559 \$ 539,587

*Includes premium assumed from the Specialty P&C segment of \$2.9 million and \$9.5 million for the three and nine months ended September 30, 2017, respectively, and \$3.4 million and \$10.4 million for the same respective periods of 2016.

12. Subsequent Events

In October 2017, ProAssurance repaid \$18 million of the balance outstanding on the Revolving Credit Agreement (see Note 7 of the Notes to Condensed Consolidated Financial Statements for further discussion of the terms of the Revolving Credit Agreement).

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion should be read in conjunction with the Condensed Consolidated Financial Statements and Notes to those statements which accompany this report. Throughout the discussion we use certain terms and abbreviations, which can be found in the Glossary of Terms and Acronyms at the beginning of this report. In addition, a glossary of insurance terms and phrases is available on the investor section of our website. Throughout the discussion, references to "ProAssurance," "PRA," "Company," "we," "us" and "our" refer to ProAssurance Corporation and its consolidated subsidiaries. The discussion contains certain forward-looking information that involves significant risks, assumptions and uncertainties. As discussed under the heading "Caution Regarding Forward-Looking Statements," our actual financial condition and operating results could differ significantly from these forward-looking statements.

ProAssurance Overview

We report our results in four segments based on the operational focus of the segment. Our Specialty P&C segment includes our professional liability business and our medical technology liability business. Our Workers' Compensation segment includes workers' compensation insurance for employers, groups and associations. Our Lloyd's Syndicate segment reflects operating results from our 58% participation in Syndicate 1729, which underwrites risks over a wide range of property and casualty insurance and reinsurance lines in both the U.S. and international markets. Information regarding Lloyd's operations derived from U.K. based entities is normally reported on a quarter delay, except when information is available that is material to the current period. Investment results associated with our FAL investments are reported concurrently as those results are available on an earlier time frame. Our Corporate segment includes our investment operations, which are managed at the corporate level (except results associated with investment assets solely allocated to Syndicate 1729 operations), non-premium revenues generated outside of our insurance entities, corporate expenses, interest and U.S. income taxes. Additional information regarding our segments is included in Note 11 of the Notes to Condensed Consolidated Financial Statements and in Part I of our 2016 Form 10-K.

Critical Accounting Estimates

Our Condensed Consolidated Financial Statements are prepared in conformity with GAAP. Preparation of these financial statements requires us to make estimates and assumptions that affect the amounts we report on those statements. We evaluate these estimates and assumptions on an ongoing basis based on current and historical developments, market conditions, industry trends and other information that we believe to be reasonable under the circumstances. There can be no assurance that actual results will conform to our estimates and assumptions; reported results of operations may be materially affected by changes in these estimates and assumptions.

Management considers the following accounting estimates to be critical because they involve significant judgment by management and those judgments could result in a material effect on our financial statements.

Reserve for Losses and Loss Adjustment Expenses

The largest component of our liabilities is our reserve for losses and loss adjustment expenses ("reserve for losses" or "reserve"), and the largest component of expense for our operations is incurred losses and loss adjustment expenses (also referred to as "losses and loss adjustment expenses," "incurred losses," "losses incurred," and "losses"). Incurred losses reported in any period reflect our estimate of losses incurred related to the premiums earned in that period as well as any changes to our previous estimate of the reserve required for prior periods.

As of September 30, 2017, our reserve is comprised almost entirely of long-tail exposures. The estimation of long-tailed losses is inherently difficult and is subject to significant judgment on the part of management. Due to the nature of our claims, our loss costs, even for claims with similar characteristics, can vary significantly depending upon many factors, including but not limited to the specific characteristics of the claim and the manner in which the claim is resolved. Long-tailed insurance is characterized by the extended period of time typically required to assess the viability of a claim, potential damages, if any, and to then reach a resolution of the claim. The claims resolution process may extend to more than five years. The combination of continually changing conditions and the extended time required for claim resolution results in a loss cost estimation process that requires actuarial skill and the application of significant judgment, and such estimates require periodic modification.

Our reserve is established by management after taking into consideration a variety of factors including premium rates, claims frequency, historical paid and incurred loss development trends, the expected effect of inflation, general economic trends, the legal and political environment, and the conclusions reached by our internal and consulting actuaries. We update and review the data underlying the estimation of our reserve for losses each reporting period and make adjustments to loss estimation assumptions that we believe best reflect emerging data. Both our internal and consulting actuaries perform an in-

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depth review of our reserve for losses on at least a semi-annual basis using the loss and exposure data of our insurance subsidiaries.

Our reserving process can be broadly grouped into three areas: the establishment of the reserve for the current accident year (the initial reserve), the re-estimation of the reserve for prior accident years (development of prior accident years) and the establishment of the initial reserve for risks assumed in business combinations, applicable only in periods in which acquisitions occur (the acquired reserve).

Current Accident Year - Initial Reserve

Considerable judgment is required in establishing our initial reserve for any current accident year period, as there is limited data available upon which to base our estimate. Our process for setting an initial reserve considers the unique characteristics of each product, but in general we rely heavily on the loss assumptions that were used to price business, as our pricing reflects our analysis of loss costs that we expect to incur relative to the insurance product being priced. Specialty P&C Segment. Loss costs within this segment are impacted by many factors, including but not limited to the nature of the claim, including whether or not the claim is an individual or a mass tort claim, the personal situation of the claimant or the claimant's family, the outcome of jury trials, the legislative and judicial climate where any potential litigation may occur, general economic conditions and, for claims involving bodily injury, the trend of healthcare costs. Within our Specialty P&C segment, for our HCPL business (77% of our consolidated gross reserve for losses and loss adjustment expenses as of December 31, 2016), we set an initial reserve using the average loss ratio used in our pricing, plus an additional provision in consideration of the historical loss volatility we and others in the industry have experienced. For our HCPL business our target loss ratio during recent accident years has ranged from 77% to 78% and the provision for loss volatility has ranged from 8 to 10 percentage points, producing an overall average initial loss ratio for our HCPL business of approximately 87%. The reasons for the higher loss provisions vary from period to period and have included additional loss activity within our surplus lines business, provisions for losses in excess of policy limits, adjustments to unallocated loss adjustment expenses, adjustment to the reserve for the death, disability and retirement provisions in our policies and additional losses recorded for particular exposures, such as mass torts. These specific adjustments are made if we believe the results for a given accident year are likely to exceed those anticipated by our pricing. We believe use of a provision for volatility appropriately considers the inherent risks and limitations of our rate development process and the historic volatility of professional liability losses (the industry has experienced accident year loss ratios as high as 163% and as low as 53% over the past 30 years) and produces a reasonable best estimate of the reserve required to cover actual ultimate unpaid losses. A similar practice is followed for our legal professional liability business (4% of our consolidated gross reserve for losses and loss adjustment expenses as of December 31, 2016).

The risks insured in our medical technology liability business (6% of our consolidated gross reserve for losses and loss adjustment expenses as of December 31, 2016) are more varied, and policies are individually priced based on the risk characteristics of the policy and the account. These policies often have significant deductibles or self-insured retentions and the insured risks range from startup operations to large, multinational entities. Reserves are established using our most recently developed actuarial estimates of losses expected to be incurred based on factors which include results from prior analysis of similar business, industry indications, observed trends and judgment. Claims in this line of business primarily involve bodily injury to individuals and are affected by factors similar to those of our HCPL line of business. For the medical technology liability business, we also establish an initial reserve using a loss ratio approach, including a provision in consideration of historical loss volatility that this line of business has exhibited. Workers' Compensation Segment. Many factors affect the ultimate losses incurred for our workers' compensation coverages (12% of our consolidated gross reserve for losses and loss adjustment expenses as of December 31, 2016) including but not limited to the type and severity of the injury, the age and occupation of the injured worker, the estimated length of disability, medical treatment and related costs, and the jurisdiction and workers' compensation laws of the injury occurrence. We use various actuarial methodologies in developing our workers' compensation reserve, combined with a review of the exposure base generally based upon payroll of the insured. For the current accident year, given the lack of seasoned information, the different actuarial methodologies produce results with significant variability. Therefore, more emphasis is placed on supplementing results from the actuarial methodologies with trends in exposure base, medical expense inflation, general inflation, severity, and claim counts, among other

things, to select an expected loss ratio.

Lloyd's Syndicate Segment. Due to the relatively short history of Syndicate 1729 (inception date January 1, 2014) we are influenced by historical claims experience of the Lloyd's market for similar risks in estimating the appropriate initial reserves for our Lloyd's Syndicate segment. Loss assumptions by risk category were incorporated into the business plan submitted to Lloyd's for Syndicate 1729 with consideration given to loss experience incurred to date. We expect loss ratios to fluctuate from quarter to quarter as Syndicate 1729 writes more business and the book begins to mature. Loss ratios can also fluctuate due to the timing of earned premium adjustments. Such adjustments may be the result of premiums for certain policies and assumed reinsurance contracts being reported subsequent to the coverage period and may be subject to adjustment based on loss experience. Premium and exposure for some of Syndicate 1729's insurance policies and reinsurance contracts are initially

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estimated and subsequently recorded over an extended period of time as reports are received under binding authority programs. When reports are received, the premium, exposure and corresponding loss estimates are revised accordingly. Changes in loss estimates due to premium or exposure fluctuations are incurred in the accident year in which the premium is earned.

For significant property catastrophe exposures, Syndicate 1729 accumulates a listing of potentially affected policies through employing the use of third-party catastrophe models. Each identified policy is given an estimate of loss severity based upon a combination of factors including the probable maximum loss of each policy, market share analytics, underwriting judgment, client/broker estimates and historical loss trends for similar events. These models are inherently uncertain, reliant upon key assumptions and management judgment and are not always a representation of actual events and ensuing potential loss exposure. Determination of actual losses may take an extended period of time until claims are reported and resolved, including coverage litigation.

Development of Prior Accident Years

In addition to setting the initial reserve for the current accident year, each period we reassess the amount of reserve required for prior accident years.

The foundation of our reserve re-estimation process is an actuarial analysis based on our most recently available claims data and currently available industry trend information. Changes to previously established reserve estimates are recognized in the current period if management's best estimate of ultimate losses differs from the estimate previously established. While management considers a variety of variables in determining its best estimate, in general, as claims age, our methodologies give more weight to actual loss costs which, for the majority of our reserves, continue to indicate that ultimate loss costs will be lower than our previous estimates. The discussion in our Critical Accounting Estimates section in Item 7 of our 2016 Form 10-K includes additional information regarding the methodologies used to evaluate our reserve.

Any change in our estimate of net ultimate losses for prior years is reflected in net income in the period in which such changes are made. In recent years such changes have reduced our estimate of net ultimate losses, resulting in a reduction of reported losses for the period and a corresponding increase in pre-tax income.

Due to the size of our consolidated reserve for losses and the large number of claims outstanding at any point in time, even a small percentage adjustment to our total reserve estimate could have a material effect on our results of operations for the period in which the adjustment is made.

Use of Judgment

Even though the actuarial process is highly technical, it is also highly judgmental, both as to the selection of the data used in the various actuarial methodologies (e.g., initial expected loss ratios and loss development factors) and in the interpretation of the output of the various methods used. Each actuarial method generally returns a different value and for the more recent accident years the variations among the various methodologies can be significant. For each partition of our reserves, we evaluate the results of the various methods, along with the supplementary statistical data regarding such factors as closed with and without indemnity ratios, claim severity trends, the expected duration of such trends and changes in the legal and legislative environment and the current economic environment to develop a point estimate based upon management's judgment and past experience. The series of selected point estimates is then combined to produce an overall point estimate for ultimate losses.

Given the potential for unanticipated volatility for long-tailed lines of business, we are cautious in giving full credibility to emerging trends that, when more fully mature, may lead to the recognition of either favorable or adverse development of our losses. There may be trends, both positive and negative, reflected in the numerical data both within our own information and in the broader marketplace that mitigate or reverse as time progresses and additional data becomes available. This is particularly true for our HCPL business which has historically exhibited significant volatility as previously discussed.

HCPL. Over the past several years the most influential factor affecting the analysis of our HCPL reserves and the related development recognized has been the change, or lack thereof, in the severity of claims. The severity trend is an explicit component of our pricing models, whereas in our reserving process the severity trend's impact is implicit. Our estimate of this trend and our expectations about changes in this trend impact a variety of factors, from the selection of expected loss ratios to the ultimate point estimates established by management.

Because of the implicit and wide-ranging nature of severity trend assumptions on the loss reserving process it is not practical to specifically isolate the impact of changing severity trends. However, because severity is an explicit component of our HCPL pricing process we can better isolate the impact that changing severity can have on our loss costs and loss ratios in regards our pricing models for this business component. Our current HCPL pricing models assume a severity trend of 2% to 3% for most states and products. If the severity trend were to be higher by 1 percentage point, the impact would be an increase in our expected loss ratio for this business of 3.2 percentage points, based on current claim disposition patterns. An increase in the severity trend of 3 percentage points would result in a 10.1 percentage point increase in our expected loss ratio. Due to the

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long-tailed nature of our claims and the previously discussed historical volatility of loss costs, selection of a severity trend assumption is a subjective process that is inherently likely to prove inaccurate over time. Given the long tail and volatility, we are generally cautious in making changes to the severity assumptions within our pricing models. All open claims and accident years are generally impacted by a change in the severity trend, which compounds the effect of such a change.

For the 2004 to 2009 accident years, both our internal and consulting actuaries observed an unprecedented reduction in the frequency of HCPL claims (or number of claims per exposure unit) that cannot be attributed to any single factor. Since 2009, claim frequency has been relatively constant, at a lower level than had historically existed. For a number of years, we believed that much of the reduction in claim frequency was the result of a decline in the filing of non-meritorious lawsuits that had historically been dismissed or otherwise resulted in no payment of indemnity on behalf of our insureds. With fewer non-meritorious claims being filed we expected that the claims that were filed had the potential for greater average losses, or greater severity. To date, however, this effect has not materialized to the extent we anticipated. The uncertainty as to the impact this decline in frequency might ultimately have on the average cost of claims complicated the selection of an appropriate severity trend for our pricing model for these lines, and factoring severity into the various actuarial methodologies we use to evaluate our reserve has been increasingly challenging. Based on the weighted average of payments, typically 92% of our HCPL claims are resolved after eight years for a given accident year.

Although we remain uncertain regarding the ultimate severity trend to project into the future due to the long-tailed nature of our business, we have given consideration to observed loss costs in setting our rates. For our HCPL business this practice has resulted in rate reductions in recent years. For example, on average, excluding our podiatry business acquired in 2009, we have gradually reduced the premium rates we charge on our standard physician renewal business (our largest HCPL line) by approximately 16% from the beginning of 2006 to September 30, 2017. Loss ratios for the current accident years have thus remained fairly constant because expected loss reductions have been reflected in our rates.

Workers' Compensation. The projection of changes in claim severity trend has not historically been an influential factor affecting our workers' compensation analysis of reserves, as claims are typically resolved more quickly than the industry norm. As previously mentioned, the determination and calculation of loss development factors, in particular, the selection of tail factors which are used to extend the projection of losses beyond historical data, requires considerable judgment. These factors are determined in the absence of direct loss development history and thus require reliance upon industry data which may not be representative of the Company's data and experience.

Loss Development

We recognized net favorable reserve development of \$32.3 million during the three months ended September 30, 2017, of which favorable development of \$30.1 million related to our Specialty P&C segment and \$2.3 million related to our Workers' Compensation segment, slightly offset by unfavorable development of \$0.1 million related to our Lloyd's Syndicate segment. We recognized net favorable reserve development of \$90.1 million during the nine months ended September 30, 2017, of which \$81.9 million related to our Specialty P&C segment, \$7.6 million related to our Workers' Compensation segment and \$0.6 million related to our Lloyd's Syndicate segment.

Net favorable development recognized within the Specialty P&C segment was primarily attributable to the favorable resolution of HCPL claims during the period and an evaluation of established case reserves and paid claims data that indicated that the actual severity trend associated with the remaining HCPL claims is less than we had previously estimated.

Net favorable development recognized within the Workers' Compensation segment included amortization of the purchase accounting fair value adjustment within the traditional business of \$0.4 million and \$1.2 million for the three and nine months ended September 30, 2017, respectively; the remaining net favorable development of \$1.9 million and \$6.4 million for the three and nine months ended September 30, 2017, respectively, was attributable to our SPCs which are evaluated at the cell level. Because a relatively small number of claims are open per cell, the closing of claims can affect the actuarial projections for the remaining open claims in the cell to an extent that indicates development should be recognized for the cell.

Net favorable development recognized within our Lloyd's Syndicate segment for the nine months ended September 30, 2017 was attributable to actual loss experience proving to have been better than the Lloyd's market historical averages for similar risks which were used to establish initial reserves and more than offset the net unfavorable development recognized during the third quarter of 2017. See further discussion in our Segment Operating Results - Lloyd's Syndicate section that follows.

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Investment Valuations

We record the majority of our investments at fair value as shown in the table below. At September 30, 2017 the distribution of our investments based on GAAP fair value hierarchies (levels) was as follows:

| | Distribution by GAAP Fair Value Hierarchy | | | | Total Investments |
|--------------------------|--|---------|---------|-----------------|----------------------|
| | Level 1 | Level 2 | Level 3 | Not Categorized | |
| Investments recorded at: | | | | | |
| Fair value | 19% | 68% | 1% | 5% | 93% |
| Other valuations | | | | | 7% |
| Total Investments | | | | | 100% |

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All of our fixed maturity and equity security investments are carried at fair value. Our short-term securities are carried at amortized cost, which approximates fair value.

Because of the number of securities we own and the complexity of developing accurate fair values, we utilize multiple independent pricing services to assist us in establishing the fair value of individual securities. The pricing services provide fair values based on exchange-traded prices, if available. If an exchange-traded price is not available, the pricing services, if possible, provide a fair value that is based on multiple broker/dealer quotes or that has been developed using pricing models. Pricing models vary by asset class and utilize currently available market data for securities comparable to ours to estimate a fair value for our securities. The pricing services scrutinize market data for consistency with other relevant market information before including the data in the pricing models. The pricing services disclose the types of pricing models used and the inputs used for each asset class. Determining fair values using these pricing models requires the use of judgment to identify appropriate comparable securities and to choose a valuation methodology that is appropriate for the asset class and available data.

The pricing services provide a single value per instrument quoted. We review the values provided for reasonableness each quarter by comparing market yields generated by the supplied value versus market yields observed in the marketplace. We also compare yields indicated by the provided values to appropriate benchmark yields and review for values that are unchanged or that reflect an unanticipated variation as compared to prior period values. We utilize a primary pricing service for each security type and compare provided information for consistency with alternate pricing services, known market data and information from our own trades, considering both values and valuation trends. We also review weekly trades versus the prices supplied by the services. If a supplied value appears unreasonable, we discuss the valuation in question with the pricing service and make adjustments if deemed necessary. Historically our review has not resulted in any material changes to the values supplied by the pricing services. The pricing services do not provide a fair value unless an exchange-traded price or multiple observable inputs are available. As a result, the pricing services may provide a fair value for a security in some periods but not others, depending upon the level of recent market activity for the security or comparable securities.

Level 1 Investments

Fair values for a majority of our equity securities and portions of our corporate debt, short-term and convertible securities are determined using exchange-traded prices. There is little judgment involved when fair value is determined using an exchange-traded price. In accordance with GAAP, for disclosure purposes we classify securities valued using an exchange-traded price as Level 1 securities.

Level 2 Investments

Most fixed income securities do not trade daily, and thus exchange-traded prices are generally not available for these securities. However, market information (often referred to as observable inputs or market data, including but not limited to, last reported trade, non-binding broker quotes, bids, benchmark yield curves, issuer spreads, two sided markets, benchmark securities, offers and recent data regarding assumed prepayment speeds, cash flow and loan performance data) is available for most of our fixed income securities. We determine fair value for a large portion of our fixed income securities using available market information. In accordance with GAAP, for disclosure purposes we

classify securities valued based on multiple market observable inputs as Level 2 securities.

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Level 3 Investments

When a pricing service does not provide a value for one of our fixed maturity securities, management estimates fair value using either a single non-binding broker quote or pricing models that utilize market based assumptions which have limited observable inputs. The process involves significant judgment in selecting the appropriate data and modeling techniques to use in the valuation process. For disclosure purposes, we classify securities valued using limited observable inputs as Level 3 securities.

Fair Values Not Categorized

We hold interests in certain investment funds, primarily LPs/LLCs, which measure fund assets at fair value on a recurring basis and provide us with a NAV for our interest. As a practical expedient, we consider the NAV provided to approximate the fair value of the interest. In accordance with GAAP, we do not categorize these investments within the fair value hierarchy.

Investments - Other Valuation Methodologies

Certain of our investments, in accordance with GAAP for the type of investment, are measured using methodologies other than fair value. At September 30, 2017, these investments represented approximately 7% of total investments, and are detailed in the following table. Additional information about these investments is provided in Notes 2 and 3 of the Notes to Condensed Consolidated Financial Statements.

| (In millions) | Carrying Value | GAAP Measurement Method |
|---|----------------|-------------------------|
| Other investments: | | |
| Investments in LPs | \$ 48.5 | Cost |
| Other, principally FHLB capital stock | 3.5 | Principally Cost |
| | 52.0 | |
| Investment in unconsolidated subsidiaries: | | |
| Investments in tax credit partnerships | 100.0 | Equity |
| Equity method LPs/LLCs | 29.4 | Equity |
| | 129.4 | |
| BOLI | 61.7 | Cash surrender value |
| Total investments - Other valuation methodologies | \$ 243.1 | |

Other-than-temporary Impairments

We evaluate our available-for-sale investment securities on at least a quarterly basis for the purpose of determining whether declines in fair value below recorded cost basis represent OTTI. We consider an OTTI to have occurred:

- if there is intent to sell the security;
- if it is more likely than not that the security will be required to be sold before full recovery of its amortized cost basis;
- and
- if the entire amortized basis of the security is not expected to be recovered.

The assessment of whether the amortized cost basis of a security, particularly an asset-backed debt security, is expected to be recovered requires management to make assumptions regarding various matters affecting future cash flows. The choice of assumptions is subjective and requires the use of judgment. Actual credit losses experienced in future periods may differ from management's estimates of those credit losses. Methodologies used to estimate the present value of expected cash flows are:

For non-structured fixed maturities (obligations of states, municipalities and political subdivisions, and corporate debt) the estimate of expected cash flows is determined by projecting a recovery value and a recovery time frame and assessing whether further principal and interest will be received. We consider various factors in projecting recovery values and recovery time frames, including the following:

- third-party research and credit rating reports;
- the current credit standing of the issuer, including credit rating downgrades, whether before or after the balance sheet date;
- the extent to which the decline in fair value is attributable to credit risk specifically associated with the security or its issuer;
-

internal assessments and the assessments of external portfolio managers regarding specific circumstances surrounding an investment, which indicate the investment is more or less likely to recover its amortized cost than other investments with a similar structure;

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for asset-backed securities, the origination date of the underlying loans, the remaining average life, the probability that credit performance of the underlying loans will deteriorate in the future, and our assessment of the quality of the collateral underlying the loan;

failure of the issuer of the security to make scheduled interest or principal payments;

any changes to the rating of the security by a rating agency; and

recoveries or additional declines in fair value subsequent to the balance sheet date.

For structured securities (primarily asset-backed securities), management estimates the present value of the security's cash flows using the effective yield of the security at the date of acquisition (or the most recent implied rate used to accrete the security if the implied rate has changed as a result of a previous impairment or changes in expected cash flows). We consider the most recently available six month averages of the levels of delinquencies, defaults, severities, and prepayments for the collateral (loans) underlying the securitization or, if historical data is not available, sector based assumptions, to estimate expected future cash flows of these securities.

Exclusive of securities where there is an intent to sell or where it is not more likely than not that the security will be required to be sold before recovery of its amortized cost basis, OTTI for debt securities is separated into a credit component and a non-credit component. The credit component of an OTTI is the difference between the security's amortized cost basis and the present value of its expected future cash flows, while the non-credit component is the remaining difference between the security's fair value and the present value of expected future cash flows. The credit component of the OTTI is recognized in earnings while the non-credit component is recognized in OCI.

Investments in tax credit partnerships are evaluated for OTTI by considering both qualitative and quantitative factors which include: whether the current expected cash flows from the investment, primarily tax benefits, are less than those expected at the time the investment was acquired and our ability and intent to hold the investment until the recovery of its carrying value.

Investments in LPs/LLCs, which are not accounted for under the equity method, are evaluated for impairment by comparing our carrying value to the NAV of our interest as reported by the LP/LLC. Additionally, management considers the performance of the LP/LLC relative to the market and its stated objectives, cash flows expected from the interest and the audited financial statements of the LP/LLC, if available.

We recognize OTTI, exclusive of non-credit OTTI, in earnings as a part of net realized investment gains (losses). In subsequent periods, any measurement of gain, loss or impairment is based on the revised amortized basis of the security. Non-credit OTTI on debt securities and declines in fair value of available-for-sale securities not considered to be other-than-temporary are recognized in OCI.

Asset-backed debt securities that have been impaired due to credit or are below investment grade quality are accounted for under the effective yield method. Under the effective yield method, estimates of cash flows expected over the life of asset-backed securities are then used to recognize income on the investment balance for subsequent accounting periods.

Deferred Policy Acquisition Costs

Policy acquisition costs (primarily commissions, premium taxes and underwriting salaries) which are directly related to the successful acquisition of new and renewal premiums are capitalized as DPAC and charged to expense, net of ceding commissions earned, as the related premium revenue is recognized. We evaluate the recoverability of our DPAC at the segment level each reporting period, and any amounts estimated to be unrecoverable are charged to expense in the current period. As of September 30, 2017 we have not determined that any amounts are unrecoverable.

Estimation of Taxes / Tax Credits

For interim periods, we determine our provision for income taxes based on our current estimate of our annual effective tax rate. Items which are unusual, infrequent, or that cannot be reliably estimated are considered in the effective tax rate in the period in which the item is included in income, and are referred to as discrete items. In calculating our estimated annual effective tax rate, we include the estimated benefit of tax credits for the annual period based on the most recently available information provided by the tax credit partnership; the actual amounts of credits provided by the tax credit partnerships may prove to be different than our estimates. The effect of such differences is recognized in the period identified.

Deferred Taxes

Deferred federal income taxes arise from the recognition of temporary differences between the basis of assets and liabilities determined for financial reporting purposes and the basis determined for income tax purposes. Our temporary differences principally relate to our loss reserve, unearned premiums, DPAC, unrealized investment gains (losses) and basis differences on fixed assets and investment assets. Deferred tax assets and liabilities are measured using the enacted tax rates

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expected to be in effect when such benefits are realized. We review our deferred tax assets quarterly for impairment. If we determine that it is more likely than not that some or all of a deferred tax asset will not be realized, a valuation allowance is recorded to reduce the carrying value of the asset. In assessing the need for a valuation allowance, management is required to make certain judgments and assumptions about our future operations based on historical experience and information as of the measurement period regarding reversal of existing temporary differences, carryback capacity, future taxable income (including its capital and operating characteristics) and tax planning strategies.

Due to losses recognized in our Lloyd's Syndicate segment during the third quarter of 2017 primarily due to Hurricanes Harvey, Irma and Maria, management evaluated the realizability of the deferred tax assets for the U.K. jurisdiction recorded at the segment and concluded that it was more likely than not that the deferred tax assets would not be realized. Therefore, management established a valuation allowance against the full value of the deferred tax assets related to our U.K. operations.

Unrecognized Tax Benefits

We evaluate tax positions taken on tax returns and recognize positions in our financial statements when it is more likely than not that we will sustain the position upon resolution with a taxing authority. If recognized, the benefit is measured as the largest amount of benefit that has a greater than 50% probability of being realized. We review uncertain tax positions each period, considering changes in facts and circumstances, such as changes in tax law, interactions with taxing authorities and developments in case law, and make adjustments as we consider necessary. Adjustments to our unrecognized tax benefits may affect our income tax expense, and settlement of uncertain tax positions may require the use of cash. Other than differences related to timing, no significant adjustments were considered necessary during the nine months ended September 30, 2017 or 2016. At September 30, 2017, our liability for unrecognized tax benefits approximated \$8.5 million.

Goodwill

We review goodwill for impairment annually on October 1 and whenever events or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. Goodwill is tested for impairment at the reporting unit level. Our reporting units are consistent with the reportable segments identified in Note 11 of the Notes to Condensed Consolidated Financial Statements. Of the four reporting units, two have goodwill - Specialty P&C and Workers' Compensation. As of October 1, 2016, we performed a qualitative goodwill impairment assessment for our Specialty P&C segment and a quantitative goodwill impairment assessment for our Workers' Compensation segment. At the valuation date, management concluded that the fair values of both the Specialty P&C and Workers' Compensation reporting units exceeded their respective carrying values, and no goodwill impairment was recorded. There have been no events or changes in circumstances since that evaluation date that would indicate the carrying amount of goodwill is not recoverable. Additional information regarding our goodwill assessment at the reporting unit level is included in Note 1 of the Notes to Consolidated Financial Statements included in ProAssurance's December 31, 2016 Form 10-K.

Intangible Assets

Intangible assets with definite lives are amortized over the estimated useful life of the asset. Amortizable intangible assets primarily consist of agency and policyholder relationships, renewal rights and trade names. Intangible assets with an indefinite life, primarily state licenses, are not amortized. Intangible assets are evaluated for impairment on an annual basis. Additional information regarding intangible assets is included in Note 1 of the Notes to Consolidated Financial Statements included in ProAssurance's December 31, 2016 Form 10-K.

Audit Premium

Workers' compensation premiums are determined based upon the payroll of the insured, applicable premium rates and an experience based modification factor, where applicable. An audit of the policyholders' records is conducted after policy expiration to make a final determination of applicable premiums. Audit premium due from or due to a policyholder as a result of an audit is reflected in net premiums written and earned when billed. We track, by policy, the amount of additional premium billed in final audit invoices as a percentage of payroll exposure and use this information to estimate the probable additional amount of EBUB premium as of the balance sheet date. We include changes to the EBUB premium estimate in net premiums written and earned in the period recognized.

Accounting Changes

We are not aware of any accounting changes not yet adopted as of September 30, 2017 that would have a material effect on our results of operations or financial position. Note 1 of the Notes to Condensed Consolidated Financial Statements provides additional detail regarding accounting changes.

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Liquidity and Capital Resources and Financial Condition

Overview

ProAssurance Corporation is a holding company and is a legal entity separate and distinct from its subsidiaries. As a holding company our principal sources of revenue are investment revenues, and dividends from our operating subsidiaries represent a significant source of funds for our obligations, including debt service and shareholder dividends. At September 30, 2017, we held cash and liquid investments of approximately \$264 million outside our insurance subsidiaries that were available for use without regulatory approval or other restriction. As of October 31, 2017, our holding company also has an additional \$66 million in permitted borrowings under its Revolving Credit Agreement, which includes \$18 million of the outstanding balance that was repaid in October 2017. Additionally, we have available an accordion feature which, if subscribed successfully, would allow another \$50 million in available funds as discussed in this section under the heading "Debt."

To date, during 2017, our insurance subsidiaries have paid dividends to us of approximately \$359 million, including \$184 million that was paid in October 2017. Dividends paid in October have not been included in our cash and liquid investments held outside of our insurance subsidiaries at September 30, 2017. Of the total dividends paid, \$200 million were extraordinary dividends. In the aggregate, our domestic insurance subsidiaries do not intend to pay dividends over the remainder of 2017. The payment of any dividend requires prior notice to the insurance regulator in the state of domicile, and the regulator may reduce or prevent the dividend if, in its judgment, payment of the dividend would have an adverse effect on the surplus of the insurance subsidiary. We make the decision to pay dividends from an insurance subsidiary based on the capital needs of that subsidiary, and may pay less than the permitted dividend or may also request permission to pay an additional amount (an extraordinary dividend).

Cash Flows

Cash flows between periods compare as follows:

| (In thousands) | Nine Months Ended | |
|---|-------------------|-----------------|
| | September 30 | |
| | 2017 vs 2016 | 2016 vs 2015 |
| Increase (decrease) in net cash provided (used) by: | | |
| Operating activities | \$(30,961) | \$23,469 |
| Investing activities | 396,030 | (314,046) |
| Financing activities | (251,214) | 174,078 |
| Increase (decrease) in Cash and cash equivalents | \$113,855 | \$(116,499) |

The principal components of our operating cash flows are the excess of premiums collected and net investment income over losses paid and operating costs, including income taxes. Timing delays exist between the collection of premiums and the payment of losses associated with the premiums. Premiums are generally collected within the twelve-month period after the policy is written, while our claim payments are generally paid over a more extended period of time. Likewise, timing delays exist between the payment of claims and the collection of any associated reinsurance recoveries.

The decrease in operating cash flows for the nine months ended September 30, 2017 as compared to nine months ended September 30, 2016 was primarily driven by an increase in tax payments of \$27.1 million and a decrease in cash received from investment income of \$7.7 million. The increase in tax payments was due to the effect of a \$15.0 million tax refund received in 2016 for the 2015 tax year and a \$12.1 million increase in 2017 estimated tax payments. These decreases in operating cash flows were partially offset by an increase in premium receipts of \$5.1 million driven by our Workers' Compensation segment.

The increase in operating cash flows for the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015 was primarily due to a decrease in net tax payments driven by a \$25.5 million reduction in estimated tax payments and the receipt of the aforementioned \$15.0 million tax refund received in 2016. These increases in operating cash flows were partially offset by a \$12.0 million decrease in cash received from investment income.

We manage our investing cash flows to ensure that we will have sufficient liquidity to meet our obligations, taking into consideration the timing of cash flows from our investments, including interest payments, dividends and principal payments, as well as the expected cash flows to be generated by our operations as discussed in this section under the heading "Investing Activities and Related Cash Flows."

Our financing cash flows are primarily composed of dividend payments, repurchases of common stock, and borrowings and repayments under our Revolving Credit Agreement. See further discussion of our financing activities in this section under "Financing Activities and Related Cash Flows."

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Operating Activities and Related Cash Flows

Reinsurance

Within our Specialty P&C segment, we use insurance and reinsurance (collectively, “reinsurance”) to provide capacity to write larger limits of liability, to provide reimbursement for losses incurred under the higher limit coverages we offer and to provide protection against losses in excess of policy limits. We also have a quota share arrangement with Syndicate 1729 established to provide an initial premium base for Syndicate 1729. Within our Workers' Compensation segment, we use reinsurance to reduce our net liability on individual risks, to mitigate the effect of significant loss occurrences (including catastrophic events), to stabilize underwriting results, and to increase underwriting capacity by decreasing leverage. In both the Specialty P&C and Workers' Compensation segments, we use reinsurance in risk sharing arrangements, to align our objectives with those of our strategic business partners and to provide custom insurance solutions for large customer groups. The purchase of reinsurance does not relieve us from the ultimate risk on our policies, but it does provide reimbursement for certain losses we pay. We pay our reinsurers a premium in exchange for reinsurance of the risk. In the majority of our excess of loss arrangements, the premium due to the reinsurer is determined by the loss experience of the business reinsured, subject to certain minimum and maximum amounts. Until all loss amounts are known, we estimate the premium due to the reinsurer. Changes to the estimate of premium owed under reinsurance agreements related to prior periods are recorded in the period in which the change in estimate occurs and can have a significant effect on Net premiums earned.

We generally reinsure risks under treaties (our excess of loss reinsurance arrangements) pursuant to which the reinsurers agree to assume all or a portion of all risks that we insure above our individual risk retention levels, up to the maximum individual limits offered. These arrangements are negotiated and renewed annually. Renewal dates for our healthcare professional liability, medical technology liability and workers' compensation treaties are October 1, January 1 and May 1, respectively. There were no significant changes in the cost or structure of our professional liability treaty which renewed October 1, 2017. Our participation was reduced upon the latest renewal of our medical technology liability treaty on January 1, 2017 to better reflect our current risk appetite. Our workers' compensation treaty renewed May 1, 2017 at a slightly higher rate than the previous agreement. The significant coverages provided by our current excess of loss reinsurance arrangements are detailed in the following table.

Excess of Loss Reinsurance Agreements

| Professional Liability | Medical Technology & Life Sciences Products | Workers' Compensation - Traditional |
|------------------------|---|--|
|------------------------|---|--|

(1) Historically, retention has ranged from 5% to 32.5%.

(2) Historically, retention has been as high as \$2M.

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Large professional liability risks that are above the limits of our basic reinsurance treaties are reinsured on a facultative basis, whereby the reinsurer agrees to insure a particular risk up to a designated limit. We also have in place a number of risk sharing arrangements that apply to the first \$1.0 million of losses for certain large healthcare systems and other insurance entities and with certain insurance agencies that produce business for us.

During the three and nine months ended September 30, 2017, we wrote workers' compensation and healthcare professional liability policies in our alternative market business generating premium of approximately \$16.4 million and \$62.0 million, respectively. These policies are reinsured to the SPCs of our wholly owned subsidiary, Eastern Re, domiciled in the Cayman Islands, net of a ceding commission. The alternative market workers' compensation policies are ceded to the SPCs under 100% quota share reinsurance agreements and then further reinsured under an excess of loss reinsurance arrangement. The alternative market professional liability policies are ceded to the SPCs under either excess of loss or quota share reinsurance agreements, depending on the structure of the individual program, and the portion of the risk that is not ceded to an SPC may also be reinsured under our standard healthcare professional liability reinsurance program depending on the policy limits provided. The remaining premium written in our alternative market business of \$1.1 million and \$6.0 million for the three and nine months ended September 30, 2017, respectively, is 100% ceded to unaffiliated captive insurers.

Each SPC has preferred shareholders and the underwriting profit or loss of each cell accrues fully to these preferred shareholders. We participate as a preferred shareholder in certain SPCs. Our ownership interest in the SPCs for which we participate is as low as 25% and as high as 100%.

As discussed above, for the workers' compensation business ceded to Eastern Re each SPC has in place its own reinsurance arrangements, which are illustrated in the following table.

Segregated Portfolio Cell Reinsurance

Per Occurrence Coverage Aggregate Coverage

(1) ProAssurance assumes 100% of aggregate losses in excess of an aggregate attachment point with a maximum loss limit of \$100K.

(2) The attachment point is based on a percentage of premium (average is 89%) and varies by cell.

Each SPC maintains a loss fund initially equal to the difference between premium assumed by the cell and the ceding commission. The external owners of each cell provide a letter of credit to us that is initially equal to the difference between the loss fund of the SPC (amount of funds available to pay losses after deduction of ceding commission) and the aggregate attachment point of the reinsurance. Over time, an SPC's retained profits are considered in the determination of the collateral amount required to be provided by the cell's external owners.

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Within our Lloyd's Syndicate segment, Syndicate 1729 utilizes reinsurance to provide capacity to write larger limits of liability on individual risks, to provide protection against catastrophic loss and to provide protection against losses in excess of policy limits. The level of reinsurance that the Syndicate purchases is dependent on a number of factors, including its underwriting risk appetite for catastrophic exposure, the specific risks inherent in each line or class of business written and the pricing, coverage and terms and conditions available from the reinsurance market.

Reinsurance protection by line of business is as follows:

Reinsurance is utilized on a per risk basis for the property insurance and casualty coverages in order to mitigate risk volatility.

Catastrophic protection is utilized on both our property insurance and casualty coverages to protect against losses in excess of policy limits as well as natural catastrophes.

Both quota share reinsurance and excess of loss reinsurance are utilized to manage the net loss exposure on our property reinsurance coverages.

Property umbrella excess of loss reinsurance is utilized for peak catastrophe and frequency of catastrophe exposures. The Syndicate may still be exposed to losses that exceed the level of reinsurance purchased as well as to reinstatement premiums triggered by losses exceeding specific levels. Cash demands on the Syndicate can vary significantly depending on the nature and intensity of a loss event. For significant reinsured catastrophe losses, the inability or unwillingness of the reinsurer to make timely payments under the terms of the reinsurance agreement could have an adverse effect on the Syndicate's liquidity as the Syndicate remains liable to the insured.

For all of our segments, we make a determination of the amount of insurance risk we choose to retain based upon numerous factors, including our risk tolerance and the capital we have to support it, the price and availability of reinsurance, the volume of business, our level of experience with a particular set of claims and our analysis of the potential underwriting results. We purchase excess of loss reinsurance to limit the amount of risk we retain and we do so from a number of companies to mitigate concentrations of credit risk. We utilize reinsurance brokers to assist us in the placement of these reinsurance programs and in the analysis of the credit quality of our reinsurers. The determination of which reinsurers we choose to do business with is based upon an evaluation of their then-current financial strength, rating and stability. However, the financial strength of our reinsurers, and their corresponding ability to pay us, may change in the future due to forces or events we cannot control or anticipate.

Litigation

We are involved in various legal actions related to insurance policies and claims handling including, but not limited to, claims asserted against us by policyholders. These types of legal actions arise in the ordinary course of business and, in accordance with GAAP for insurance entities, are generally considered as a part of our loss reserving process, which is described in detail in our Critical Accounting Estimates section under the heading "Reserve for Losses and Loss Adjustment Expenses." We also have other direct actions against the Company unrelated to our claims activity which we evaluate and account for as a part of our other liabilities. For these corporate legal actions, we evaluate each case separately and establish what we believe is an appropriate reserve based on GAAP guidance related to contingent liabilities. As of September 30, 2017 there were no material reserves established for corporate legal actions.

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Investing Activities and Related Cash Flows

Our investments at September 30, 2017 and December 31, 2016 are comprised as follows:

| (\$ in thousands) | September 30, 2017 | | | December 31, 2016 | | |
|---|--------------------|-----------------------|---|-------------------|-----------------------|---|
| | Carrying Value | % of Total Investment | | Carrying Value | % of Total Investment | |
| Fixed Maturities, Available for Sale | | | | | | |
| U.S. Treasury obligations | \$148,372 | 4 | % | \$146,539 | 4 | % |
| U.S. Government-sponsored enterprise obligations | 18,772 | 1 | % | 30,235 | 1 | % |
| State and municipal bonds | 693,398 | 19 | % | 800,463 | 20 | % |
| Corporate debt | 1,272,782 | 34 | % | 1,278,991 | 33 | % |
| Residential mortgage-backed securities | 201,691 | 5 | % | 217,906 | 5 | % |
| Commercial mortgage-backed securities | 28,025 | 1 | % | 32,394 | 1 | % |
| Other asset-backed securities | 105,310 | 3 | % | 106,878 | 3 | % |
| Total fixed maturities securities, available for sale | 2,468,350 | 67 | % | 2,613,406 | 67 | % |
| Equity securities, trading | 411,796 | 11 | % | 387,274 | 10 | % |
| Short-term investments | 294,379 | 8 | % | 442,084 | 11 | % |
| BOLI | 61,652 | 2 | % | 60,134 | 1 | % |
| Investment in unconsolidated subsidiaries | 331,897 | 9 | % | 340,906 | 9 | % |
| Other investments | 103,764 | 3 | % | 81,892 | 2 | % |
| Total Investments | \$3,671,838 | 100 | % | \$3,925,696 | 100 | % |

The distribution of our investments in fixed-maturity securities by rating were as follows:

| Rating* | September 30, 2017 | | | December 31, 2016 | | |
|------------------------|--------------------|-----------------------|---|-------------------|-----------------------|---|
| | Carrying Value | % of Fixed Maturities | | Carrying Value | % of Fixed Maturities | |
| AAA | \$630,286 | 26 | % | \$676,815 | 26 | % |
| AA+ | 199,761 | 8 | % | 213,892 | 8 | % |
| AA | 188,781 | 8 | % | 227,076 | 9 | % |
| AA- | 225,674 | 9 | % | 243,562 | 9 | % |
| A+ | 283,201 | 11 | % | 271,534 | 10 | % |
| A | 303,659 | 12 | % | 282,530 | 11 | % |
| A- | 196,333 | 8 | % | 221,139 | 9 | % |
| BBB+ | 123,972 | 5 | % | 132,705 | 5 | % |
| BBB | 112,461 | 5 | % | 115,867 | 4 | % |
| BBB- | 47,709 | 2 | % | 54,366 | 2 | % |
| Below investment grade | 124,605 | 5 | % | 146,071 | 6 | % |
| Not rated | 31,908 | 1 | % | 27,849 | 1 | % |
| Total | \$2,468,350 | 100 | % | \$2,613,406 | 100 | % |

*Average of three NRSRO sources, presented as an S&P equivalent.

Source: S&P, Copyright ©2017, S&P Global Market Intelligence

A detailed listing of our investment holdings as of September 30, 2017 is located under the Financial Information heading on the Investor Relations page of our website which can be reached directly at www.proassurance.com/investmentholdings, or through links from the Investor Relations section of our website, Investor.Proassurance.com.

We manage our investments to ensure that we will have sufficient liquidity to meet our obligations, taking into consideration the timing of cash flows from our investments, including interest payments, dividends and principal payments, as well as the expected cash flows to be generated by our operations. In addition to the interest and dividends we will receive, we

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anticipate that between \$50 million and \$90 million of our investments will mature (or be paid down) each quarter over the next twelve months and become available, if needed, to meet our cash flow requirements. The primary outflow of cash at our insurance subsidiaries is related to paid losses and operating costs, including income taxes. The payment of individual claims cannot be predicted with certainty; therefore, we rely upon the history of paid claims in estimating the timing of future claims payments. To the extent that we may have an unanticipated shortfall in cash we may either liquidate securities or borrow funds under existing borrowing arrangements through our credit facility and the FHLB system. As of October 31, 2017, \$116 million could be made available for use through our credit facility, as discussed in this section under the heading "Debt." Given the duration of our investments, we do not foresee a shortfall that would require us to meet operating cash needs through additional borrowings. Additional information regarding the credit facility is detailed in Note 7 of the Notes to Condensed Consolidated Financial Statements. As discussed in Note 3 of the Notes to Condensed Consolidated Financial Statements, our fixed maturity and short-term investments include securities deposited with Lloyd's in order to meet our FAL requirement. At September 30, 2017 securities on deposit with Lloyd's included fixed maturities having a fair value of \$98.7 million and short-term investments with a fair value of \$0.5 million.

Our investment portfolio continues to be primarily composed of high quality fixed income securities with approximately 94% of our fixed maturities being investment grade securities as determined by national rating agencies. The weighted average effective duration of our fixed maturity securities at September 30, 2017 was 3.41 years; the weighted average effective duration of our fixed maturity securities combined with our short-term securities was 3.04 years.

The carrying value and unfunded commitments for certain of our investments are the following:

| (\$ in thousands, except expected funding period) | Carrying Value | | September 30, 2017 | |
|---|--------------------|-------------------|----------------------|----------------------------------|
| | September 30, 2017 | December 31, 2016 | Unfunded Commitments | Expected funding period in years |
| Qualified affordable housing project tax credit partnerships ⁽¹⁾ | \$91,598 | \$102,313 | \$1,325 | 6 |
| Historic tax credit partnerships ⁽²⁾ | 8,355 | 11,459 | 3,642 | 2 |
| Investment fund LPs/LLCs ⁽²⁾ | 280,449 | 273,986 | 165,947 | 6 |
| Total | \$380,402 | \$387,758 | \$170,914 | |

⁽¹⁾ The carrying value reflects our total commitments (both funded and unfunded) to the partnerships, less any amortization, since our initial investment. We fund these investments based on funding schedules maintained by the partnerships.

⁽²⁾ The carrying value reflects our funded commitments less any amortization.

Investment fund LPs/LLCs are by nature less liquid and may involve more risk than other investments. We manage our risk through diversification of asset class and geographic location. At September 30, 2017, we had investments in 29 separate investment funds with a total carrying value, as shown in the table above, which represented 8% of our Total Investments. We review and monitor the performance of these investments on a quarterly basis.

Financing Activities and Related Cash Flows

Treasury Shares

During 2017 we have not repurchased any common shares and, as of October 31, 2017, our remaining Board authorization was approximately \$109.6 million. During the nine months ended September 30, 2016 we repurchased approximately 44,500 common shares, having a total cost of approximately \$2.1 million (we did not repurchase any shares during the three months ended September 30, 2016).

Shareholder Dividends

Our Board declared quarterly cash dividends of \$0.31 per share during each of the first three quarters of both 2017 and 2016, each of which was paid in the following quarter. Dividends paid in the first nine months of 2017 and 2016 included special dividends of \$4.69 and \$1.00 per share, respectively, declared in the fourth quarters of 2016 and 2015, respectively. Any decision to pay future cash dividends is subject to the Board's final determination after a comprehensive review of financial performance, future expectations and other factors deemed relevant by the Board.

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Debt

At September 30, 2017 our debt included \$250 million of outstanding unsecured senior notes. The notes bear interest at 5.3% annually and are due in 2023 although they may be redeemed in whole or part prior to maturity. There are no financial covenants associated with these notes.

We have a Revolving Credit Agreement which may be used for general corporate purposes, including, but not limited to, short-term working capital, share repurchases as authorized by the Board and support for other activities. Our Revolving Credit Agreement permits borrowings of up to \$200 million, and has available a \$50 million accordion feature, which, if successfully subscribed, would expand permitted borrowings up to \$250 million. During the third quarter of 2017, we repaid \$26 million of the balance outstanding on the Revolving Credit Agreement, and at September 30, 2017, we had outstanding borrowings of \$152 million, on a fully secured basis. In October 2017, we repaid \$18 million of the balance outstanding on the Revolving Credit Agreement, and all remaining outstanding borrowings are repayable or renewable in the fourth quarter of 2017. Repayment can be deferred until expiration of the Revolving Credit Agreement in June 2020. We are in compliance with the financial covenants of the Revolving Credit Agreement.

Additional information regarding our debt is provided in Note 7 of the Notes to Condensed Consolidated Financial Statements.

We are a member of two FHLBs. Through membership, we have access to secured cash advances which can be used for liquidity purposes or other operational needs. To date, we have not materially utilized our membership for borrowing purposes.

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Results of Operations – Three and Nine Months Ended September 30, 2017 Compared to Three and Nine Months Ended September 30, 2016

Selected consolidated financial data for each period is summarized in the table below.

| (\$ in thousands, except per share data) | Three Months Ended September 30 | | | Nine Months Ended September 30 | | | |
|---|---------------------------------|-----------|------------|--------------------------------|-----------|------------|-----|
| | 2017 | 2016 | Change | 2017 | 2016 | Change | |
| Revenues: | | | | | | | |
| Net premiums written | \$216,706 | \$205,775 | \$10,931 | \$596,584 | \$573,071 | \$23,513 | |
| Net premiums earned | \$192,303 | \$185,275 | \$7,028 | \$555,559 | \$539,587 | \$15,972 | |
| Net investment result | 27,893 | 21,912 | 5,981 | 78,081 | 68,677 | 9,404 | |
| Net realized investment gains (losses) | 7,749 | 15,737 | (7,988) | 18,810 | 18,314 | 496 | |
| Other income | 510 | 1,428 | (918) | 4,581 | 5,963 | (1,382) | |
| Total revenues | 228,455 | 224,352 | 4,103 | 657,031 | 632,541 | 24,490 | |
| Expenses: | | | | | | | |
| Net losses and loss adjustment expenses | 129,356 | 118,082 | 11,274 | 364,058 | 335,936 | 28,122 | |
| Underwriting, policy acquisition and operating expenses | 57,111 | 55,812 | 1,299 | 172,106 | 166,735 | 5,371 | |
| Segregated portfolio cells dividend expense (income) | 2,891 | 3,196 | (305) | 14,076 | 5,895 | 8,181 | |
| Interest expense | 4,124 | 3,748 | 376 | 12,402 | 11,285 | 1,117 | |
| Total expenses | 193,482 | 180,838 | 12,644 | 562,642 | 519,851 | 42,791 | |
| Income before income taxes | 34,973 | 43,514 | (8,541) | 94,389 | 112,690 | (18,301) | |
| Income tax expense (benefit) | 6,024 | 9,680 | (3,656) | 4,467 | 16,457 | (11,990) | |
| Net income | \$28,949 | \$33,834 | \$(4,885) | \$89,922 | \$96,233 | \$(6,311) | |
| Operating income | \$24,263 | \$24,437 | \$(174) | \$79,020 | \$85,398 | \$(6,378) | |
| Earnings per share: | | | | | | | |
| Basic | \$0.54 | \$0.64 | \$(0.10) | \$1.68 | \$1.81 | \$(0.13) | |
| Diluted | \$0.54 | \$0.63 | \$(0.09) | \$1.68 | \$1.80 | \$(0.12) | |
| Operating earnings per share: | | | | | | | |
| Basic | \$0.45 | \$0.46 | \$(0.01) | \$1.48 | \$1.61 | \$(0.13) | |
| Diluted | \$0.45 | \$0.46 | \$(0.01) | \$1.47 | \$1.60 | \$(0.13) | |
| Net loss ratio | 67.3 | %63.7 | %3.6 | pts65.5 | %62.3 | %3.2 | pts |
| Underwriting expense ratio | 29.7 | %30.1 | %(0.4) | pts31.0 | %30.9 | %0.1 | pts |
| Combined ratio | 97.0 | %93.8 | %3.2 | pts96.5 | %93.2 | %3.3 | pts |
| Operating ratio | 84.7 | %80.2 | %4.5 | pts84.0 | %79.2 | %4.8 | pts |
| Effective tax rate | 17.2 | %22.2 | %(5.0) | pts4.7 | %14.6 | %(9.9) | pts |
| Return on equity* | 6.3 | %6.6 | %(0.3) | pts6.6 | %6.4 | %0.2 | pts |

*Annualized

In all tables that follow, the abbreviation "nm" indicates that the information or the percentage change is not meaningful.

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Executive Summary of Operations

The following sections provide an overview of our consolidated and segment results of operations for the three and nine months ended September 30, 2017 as compared to the three and nine months ended September 30, 2016. See the Segment Operating Results sections that follow for additional information regarding each segment's operating results.

Revenues

The following table shows our consolidated and segment Net premiums earned:

| (\$ in thousands) | Three Months Ended September 30 | | | Nine Months Ended September 30 | | | | |
|-----------------------|---------------------------------|-----------|---------|--------------------------------|-----------|-----------|----------|--------|
| | 2017 | 2016 | Change | 2017 | 2016 | Change | | |
| Net premiums earned | | | | | | | | |
| Specialty P&C | \$118,331 | \$116,199 | \$2,132 | 1.8 % | \$340,394 | \$335,080 | \$5,314 | 1.6 % |
| Workers' Compensation | 57,654 | 54,498 | 3,156 | 5.8 % | 169,791 | 163,974 | 5,817 | 3.5 % |
| Lloyd's Syndicate | 16,318 | 14,578 | 1,740 | 11.9 % | 45,374 | 40,533 | 4,841 | 11.9 % |
| Consolidated total | \$192,303 | \$185,275 | \$7,028 | 3.8 % | \$555,559 | \$539,587 | \$15,972 | 3.0 % |

All of our operating segments contributed to the increase in Net premiums earned during the three and nine months ended September 30, 2017, as compared to the same respective periods of 2016.

The following table shows our consolidated Net investment result:

| (\$ in thousands) | Three Months Ended September 30 | | | Nine Months Ended September 30 | | | | |
|--|---------------------------------|----------|-----------|--------------------------------|----------|----------|-----------|---------|
| | 2017 | 2016 | Change | 2017 | 2016 | Change | | |
| Net investment income | \$23,729 | \$25,261 | \$(1,532) | (6.1 %) | \$69,592 | \$75,284 | \$(5,692) | (7.6 %) |
| Equity in earnings (loss) of unconsolidated subsidiaries | 4,164 | (3,349) | 7,513 | 224.3 % | 8,489 | (6,607) | 15,096 | 228.5 % |
| Net investment result | \$27,893 | \$21,912 | \$5,981 | 27.3 % | \$78,081 | \$68,677 | \$9,404 | 13.7 % |

The increase in our Net investment result for the three and nine months ended September 30, 2017 was attributable to an increase in earnings from our unconsolidated subsidiaries of \$7.5 million and \$15.1 million, respectively, due to higher reported earnings from our investments in LPs/LLCs and the effect of a smaller increase in the estimate of partnership operating losses related to our tax credit partnerships in the 2017 three- and nine-month periods as compared to the same periods of 2016. These increases were partially offset by a reduction in earnings from our fixed income portfolio of \$2.1 million and \$6.9 million, respectively, which reflected both lower yields and lower average investment balances.

During the 2017 three- and nine-month periods, we had Net realized investment gains of \$7.7 million and \$18.8 million, respectively, as compared to \$15.7 million and \$18.3 million for the same respective periods of 2016. We did not recognize any OTTI in earnings during the three months ended September 30, 2017 as compared to \$0.1 million during the same respective period of 2016. OTTI recognized in earnings for the nine months ended September 30, 2017 was \$0.2 million as compared to \$9.8 million for the same respective period of 2016.

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Expenses

The following table shows our consolidated and segment net loss ratios and net loss development:

| (\$ in millions) | Three Months Ended | | | Nine Months Ended | | |
|--------------------------------------|--------------------|--------|-----------|-------------------|--------|-----------|
| | September 30 | | | September 30 | | |
| | 2017 | 2016 | Change | 2017 | 2016 | Change |
| Current accident year net loss ratio | | | | | | |
| Consolidated ratio | 84.1 % | 79.4 % | 4.7 pts | 81.7 % | 79.8 % | 1.9 pts |
| Specialty P&C | 87.8 % | 88.1 % | (0.3)pts | 88.7 % | 88.3 % | 0.4 pts |
| Workers' Compensation | 64.8 % | 66.6 % | (1.8)pts | 65.3 % | 65.9 % | (0.6)pts |
| Lloyd's Syndicate | 124.6 % | 58.1 % | 66.5 pts | 91.0 % | 65.0 % | 26.0 pts |
| Calendar year net loss ratio | | | | | | |
| Consolidated ratio | 67.3 % | 63.7 % | 3.6 pts | 65.5 % | 62.3 % | 3.2 pts |
| Specialty P&C | 62.4 % | 62.2 % | 0.2 pts | 64.7 % | 61.4 % | 3.3 pts |
| Workers' Compensation | 60.8 % | 63.3 % | (2.5)pts | 60.8 % | 63.5 % | (2.7)pts |
| Lloyd's Syndicate | 125.3 % | 77.5 % | 47.8 pts | 89.7 % | 64.1 % | 25.6 pts |

Favorable (unfavorable) net loss development, prior accident years

| | | | | | | |
|-----------------------|----------|----------|-------|--------|--------|---------|
| Consolidated | \$32.3 | \$29.0 | \$3.3 | \$90.1 | \$94.5 | \$(4.4) |
| Specialty P&C | \$30.1 | \$30.0 | \$0.1 | \$81.9 | \$90.2 | \$(8.3) |
| Workers' Compensation | \$2.3 | \$1.8 | \$0.5 | \$7.6 | \$3.9 | \$3.7 |
| Lloyd's Syndicate | \$(0.1) | \$(2.8) | \$2.7 | \$0.6 | \$0.4 | \$0.2 |

Our consolidated current accident year net loss ratio increased 4.7 and 1.9 percentage points for the 2017 three- and nine-month periods, respectively, as compared to the same periods of 2016. The increase in both periods was due to losses, somewhat offset by reinstatement premiums, related to Hurricanes Harvey, Irma and Maria during the third quarter of 2017 in our Lloyd's Syndicate segment which resulted in a 4.0 and 1.4 percentage point increase to our consolidated current accident year net loss ratio for 2017 three- and nine-month periods, respectively. See further discussion in the Segment Operating Results - Lloyd's Syndicate section that follows.

Our consolidated calendar year net loss ratios for both 2017 and 2016 periods were lower than our consolidated current accident year net loss ratios due to the recognition of net favorable loss development, as shown in the previous table.

Our consolidated and segment underwriting expense ratios were as follows:

| Underwriting Expense Ratio | Three Months Ended | | | Nine Months Ended | | |
|----------------------------|--------------------|-------|----------|-------------------|-------|----------|
| | September 30 | | | September 30 | | |
| | 2017 | 2016 | Change | 2017 | 2016 | Change |
| Consolidated | 29.7% | 30.1% | (0.4)pts | 31.0% | 30.9% | 0.1 pts |
| Specialty P&C | 22.8% | 22.9% | (0.1)pts | 23.3% | 23.1% | 0.2 pts |
| Workers' Compensation | 32.0% | 33.6% | (1.6)pts | 30.8% | 32.0% | (1.2)pts |
| Lloyd's Syndicate | 41.2% | 42.9% | (1.7)pts | 43.6% | 41.1% | 2.5 pts |
| Corporate* | 2.6 % | 2.7 % | (0.1)pts | 3.8 % | 3.8 % | — pts |

* There are no Net premiums earned associated with the Corporate segment.

Ratio shown is the contribution of the Corporate segment to the consolidated ratio (Corporate operating expenses divided by consolidated Net premium earned).

Our consolidated underwriting expense ratio decreased 0.4 percentage points for the 2017 three-month period as compared to the same period of 2016 primarily due to the effect of higher Net premiums earned from all of our operating segments and a decrease in operating expenses, driven by our Specialty P&C segment, offset almost entirely

by an increase in DPAC amortization. For the 2017 nine-month period, the effect of higher Net premiums earned on the consolidated underwriting expense ratio was offset entirely by the effect of an increase in DPAC amortization, driven by our Specialty P&C segment.

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Taxes

Our projected effective tax rates for the 2017 and 2016 nine-month periods were 9.8% and 11.7%, respectively, before discrete items were considered. Our projected effective tax rates for both the 2017 and 2016 nine-month periods were different from the statutory federal income tax rate primarily due to a portion of our investment income being tax-exempt and the utilization of tax credits transferred to us from our tax credit partnership investments. Discrete items reduced our projected effective tax rate for the 2017 nine-month period by 5.1% and increased our projected effective tax rate by 2.9% for the 2016 nine-month period. Notable discrete items during 2017 included the application of new guidance related to the improvement in accounting for share-based payments and the application of an exception under accounting guidance related to interim period taxes for entities subject to multiple tax jurisdictions (see further discussion under the heading "Taxes" within our Segment Operating Results - Corporate section that follows).

Operating Ratio and ROE

Our operating ratio (calculated as our combined ratio, less our investment income ratio) increased by 4.5 and 4.8 percentage points in the three and nine months ended September 30, 2017, respectively. The increase in the 2017 three-month period primarily reflected a higher net loss ratio in our Lloyd's Syndicate segment driven by estimated losses recognized during the third quarter of 2017 related to Hurricanes Harvey, Irma and Maria (see further discussion in the Segment Operating Results - Lloyd's Syndicate section that follows). The increase in the 2017 nine-month period primarily reflected a higher net loss ratio in our Specialty P&C segment, due to a lower amount of prior year favorable development, and Lloyd's Syndicate segment, due to the recognition of the aforementioned estimated storm-related losses.

ROE was 6.3% and 6.6% for the three and nine months ended September 30, 2017, respectively, compared to 6.6% and 6.4% for the same respective periods of 2016. The decrease for the 2017 three-month period was primarily due to a decrease in Net income, partially offset by a lower average equity base (the denominator of the ROE ratio) as compared to the prior year period. The increase for the 2017 nine-month period was primarily due to a lower average equity base, partially offset by a decrease in Net income. The lower average equity base in 2017 as compared to 2016 was primarily due to larger dividend declarations.

Book Value per Share

We believe the payment of dividends is currently our most effective tool for the deployment of excess capital even though, in the short-term, dividend declarations dampen growth in book value per share. Our book value per share at September 30, 2017 as compared to December 31, 2016 is shown in the following table.

| | Book Value Per Share |
|--|-------------------------------|
| Book Value Per Share at December 31, 2016 | \$33.78 |
| Increase (decrease) to book value per share during the nine months ended September 30, 2017 attributable to: | |
| Dividends declared | (0.93) |
| Net income | 1.68 |
| Increase in AOCI | 0.15 |
| Other | (0.03) |
| Book Value Per Share at September 30, 2017 | \$34.65 |

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Non-GAAP Financial Measures

Operating income is a non-GAAP financial measure that is widely used to evaluate performance within the insurance sector. In calculating operating income, we have excluded the after-tax effects of the items listed in the following table that do not reflect normal operating results. We believe operating income presents a useful view of the performance of our insurance operations, but should be considered in conjunction with Net income computed in accordance with GAAP.

The following table is a reconciliation of Net income to Operating income:

| | Three Months | | Nine Months | |
|--|--------------|-----------|--------------|-----------|
| | Ended | | Ended | |
| (In thousands, except per share data) | September 30 | | September 30 | |
| | 2017 | 2016 | 2017 | 2016 |
| Net income | \$28,949 | \$33,834 | \$89,922 | \$96,233 |
| Items excluded in the calculation of operating income: | | | | |
| Net realized investment (gains) losses | (7,749) | (15,737) | (18,810) | (18,314) |
| Net realized gains (losses) attributable to SPCs which no profit/loss is retained ⁽¹⁾ | 764 | 1,189 | 2,191 | 1,502 |
| Guaranty fund assessments (recoupments) | (225) | 91 | (154) | 143 |
| Pre-tax effect of exclusions | (7,210) | (14,457) | (16,773) | (16,669) |
| Tax effect, at 35% ⁽²⁾ | 2,524 | 5,060 | 5,871 | 5,834 |
| Operating income | \$24,263 | \$24,437 | \$79,020 | \$85,398 |
| Per diluted common share: | | | | |
| Net income | \$0.54 | \$0.63 | \$1.68 | \$1.80 |
| Effect of exclusions | (0.09) | (0.17) | (0.21) | (0.20) |
| Operating income per diluted common share | \$0.45 | \$0.46 | \$1.47 | \$1.60 |

⁽¹⁾ Net realized investment gains (losses) on investments related to our SPCs are recognized in the earnings of our Corporate segment and the portion of earnings related to the gain or loss, net of our participation, is distributed back to the cells through our SPC dividend expense (income). To be consistent with our exclusion of Net realized investment gains (losses) recognized in earnings, we are excluding the portion of Net realized investment gains (losses) that is included in SPC dividend expense (income).

⁽²⁾ The 35% rate above is the annual expected incremental tax rate associated with the taxable or tax deductible items listed. We record the provision for income taxes in our interim financial statements based upon our estimated annual effective tax rate. The effective tax rate for the period was applied to these items in calculating Net income. See previous discussion in this section under the heading "Taxes."

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Segment Operating Results - Specialty Property & Casualty

Our Specialty P&C segment focuses on professional liability insurance and medical technology liability insurance as discussed in Note 11 of the Notes to Condensed Consolidated Financial Statements. Our Specialty P&C segment operating results reflect pre-tax underwriting profit or loss from these insurance lines, exclusive of investment results, which are included in our Corporate segment. Segment operating results included the following:

| (\$ in thousands) | Three Months Ended September 30 | | | | Nine Months Ended September 30 | | | |
|---|---------------------------------|------------|----------|-----------|--------------------------------|------------|-------------|-----------|
| | 2017 | 2016 | Change | | 2017 | 2016 | Change | |
| Net premiums written | \$ 143,286 | \$ 134,989 | \$ 8,297 | 6.1 % | \$ 367,112 | \$ 354,510 | \$ 12,602 | 3.6 % |
| Net premiums earned | \$ 118,331 | \$ 116,199 | \$ 2,132 | 1.8 % | \$ 340,394 | \$ 335,080 | \$ 5,314 | 1.6 % |
| Other income | 1,276 | 1,012 | 264 | 26.1 % | 3,943 | 4,021 | (78) | (1.9 %) |
| Net losses and loss adjustment expenses | (73,831) | (72,311) | (1,520) | 2.1 % | (220,123) | (205,787) | (14,336) | 7.0 % |
| Underwriting, policy acquisition and operating expenses | (27,037) | (26,563) | (474) | 1.8 % | (79,252) | (77,519) | (1,733) | 2.2 % |
| Segregated portfolio cells dividend (expense) income | 65 | (94) | 159 | (169.1 %) | (5,026) | (94) | (4,932) | 5,246.8 % |
| Segment operating results | \$ 18,804 | \$ 18,243 | \$ 561 | 3.1 % | \$ 39,936 | \$ 55,701 | \$ (15,765) | (28.3 %) |
| Net loss ratio | 62.4% | 62.2% | 0.2 | pts | 64.7% | 61.4% | 3.3 | pts |
| Underwriting expense ratio | 22.8% | 22.9% | (0.1) |)pts | 23.3% | 23.1% | 0.2 | pts |

Premiums Written

Changes in our premium volume within our Specialty P&C segment are driven by four primary factors: (1) the amount of new business, (2) our retention of existing business, (3) the premium charged for business that is renewed, which is affected by rates charged and by the amount and type of coverage an insured chooses to purchase, and (4) the timing of premium written through multi-period policies. In addition, premium volume may periodically be affected by shifts in the timing of renewals between periods. The healthcare professional liability market, which accounts for a majority of the revenues in this segment, remains challenging as physicians continue joining hospitals or larger group practices and are thus no longer purchasing individual or group policies in the standard market. In addition, some competitors have chosen to compete primarily on price; both factors impact our ability to write new business and retain existing business.

Gross, ceded and net premiums written were as follows:

| (\$ in thousands) | Three Months Ended September 30 | | | | Nine Months Ended September 30 | | | |
|------------------------------|---------------------------------|------------|-----------|--------|--------------------------------|------------|-----------|-------|
| | 2017 | 2016 | Change | | 2017 | 2016 | Change | |
| Gross premiums written | \$ 166,284 | \$ 155,838 | \$ 10,446 | 6.7 % | \$ 428,032 | \$ 410,201 | \$ 17,831 | 4.3 % |
| Less: Ceded premiums written | 22,998 | 20,849 | 2,149 | 10.3 % | 60,920 | 55,691 | 5,229 | 9.4 % |
| Net premiums written | \$ 143,286 | \$ 134,989 | \$ 8,297 | 6.1 % | \$ 367,112 | \$ 354,510 | \$ 12,602 | 3.6 % |

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Gross Premiums Written

Gross premiums written by component were as follows:

| (\$ in thousands) | Three Months Ended September 30 | | | | Nine Months Ended September 30 | | | |
|---|---------------------------------|-----------|----------|----------|--------------------------------|-----------|----------|----------|
| | 2017 | 2016 | Change | | 2017 | 2016 | Change | |
| Professional liability | | | | | | | | |
| Physicians ⁽¹⁾⁽⁷⁾ | | | | | | | | |
| Twelve month term | \$112,980 | \$105,524 | \$7,456 | 7.1 % | \$277,975 | \$268,401 | \$9,574 | 3.6 % |
| Twenty-four month term | 8,229 | 5,561 | 2,668 | 48.0 % | 23,726 | 18,665 | 5,061 | 27.1 % |
| Total Physicians | 121,209 | 111,085 | 10,124 | 9.1 % | 301,701 | 287,066 | 14,635 | 5.1 % |
| Healthcare facilities ⁽²⁾⁽⁷⁾ | 11,213 | 13,056 | (1,843) | (14.1 %) | 36,821 | 36,827 | (6) | — % |
| Other healthcare providers ⁽³⁾ | 9,844 | 9,686 | 158 | 1.6 % | 25,416 | 25,033 | 383 | 1.5 % |
| Legal professionals ⁽⁴⁾ | 6,381 | 6,402 | (21) | (0.3 %) | 20,787 | 20,824 | (37) | (0.2 %) |
| Tail coverages ⁽⁵⁾ | 9,434 | 6,845 | 2,589 | 37.8 % | 17,600 | 14,722 | 2,878 | 19.5 % |
| Total professional liability | 158,081 | 147,074 | 11,007 | 7.5 % | 402,325 | 384,472 | 17,853 | 4.6 % |
| Medical technology liability ⁽⁶⁾ | 8,082 | 8,625 | (543) | (6.3 %) | 25,401 | 25,358 | 43 | 0.2 % |
| Other | 121 | 139 | (18) | (12.9 %) | 306 | 371 | (65) | (17.5 %) |
| Total | \$166,284 | \$155,838 | \$10,446 | 6.7 % | \$428,032 | \$410,201 | \$17,831 | 4.3 % |

Physician policies were our greatest source of premium revenues in both 2017 and 2016. The increase in twelve month term policies during the 2017 three- and nine-month periods was driven by timing differences related to the renewal of a few large policies during the current quarter. After removing the impact of those renewal timing differences, gross premiums written were slightly down for the 2017 three-month period and higher for the 2017 nine-month period as compared to the same respective periods of 2016. The remaining increase in the 2017 nine-month period was primarily due to new business written and the growth in exposure of one large insured during the first quarter of 2017, largely offset by retention losses. In addition, written premium in both periods reflected an increase in renewal pricing, driven by an increase in exposures for a few large policies. We offer twenty-four month term policies to our physician insureds in one selected jurisdiction. The increase in twenty-four month premium, as compared to 2016, primarily reflected the normal cycle of renewals (policies subject to renewal in 2017 were previously written in 2015 rather than in 2016).

Our healthcare facilities premium (which includes hospitals, surgery centers and other facilities) for the 2017 three-month period was increased by new business written, somewhat offset by retention losses. However, gross premiums written declined slightly for the 2017 three-month period due to the impact of timing differences related to when new business was recorded in 2016 related to more complex policies. The slight decline during the 2017 nine-month period was primarily due to the timing difference for the renewal of one large policy. After removing the impact of this renewal timing difference, gross premiums written was higher for the 2017 nine-month period as compared to the same respective period of 2016. The remaining increase was primarily due to new business written, including one large policy during the second quarter of 2017, largely offset by retention losses. Renewal pricing increased during the 2017 three- and nine-month periods due to changes in loss experience related to a few large policies.

⁽³⁾ Our other healthcare providers are primarily dentists, chiropractors and allied health professionals.

⁽⁴⁾ Our legal professionals policies are primarily individual and small group policies in select areas of practice. The slight decline during the 2017 three- and nine-month periods was primarily due to retention losses, offset by new business written and, to a lesser extent, an increase in the rate charged for certain renewed policies. Retention losses in both periods are primarily driven by competitive market conditions.

⁽⁵⁾ We offer extended reporting endorsement or "tail" coverage to insureds who discontinue or otherwise modify aspects of their claims-made coverage with us. The amount of tail coverage premium written can vary widely from period to period. The increase during the 2017 three- and nine-month periods was driven by the purchase of tail coverage for a few large claims-made policies in one jurisdiction that were rewritten to occurrence coverage during the current quarter. These policies are a part of one of our shared risk arrangements and therefore, a large portion of the premium written was ceded during the current quarter (see further discussion in the Ceded Premiums Written

section that follows).

(6) Our medical technology liability business is marketed throughout the U.S.; coverage is offered on a primary basis, within specified limits, to manufacturers and distributors of medical technology and life sciences products including entities conducting human clinical trials. In addition to the previously listed factors that affect our premium volume, our medical

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technology liability premium volume is impacted by the sales volume of insureds. The decline during the 2017 three-month period was primarily due to retention losses, partially offset by new business written. The slight increase during the 2017 nine-month period primarily reflected new business written, offset by retention losses, including the loss of one large policy in the first quarter of 2017. Retention losses in both periods are largely attributable to price competition and merger activity within the industry.

During 2016, we expanded our alternative market solutions by writing new healthcare premium in certain SPCs at Eastern Re. We wrote approximately \$1.2 million of healthcare professional liability premium in our physicians line of business in each of the 2017 and 2016 nine-month periods. We wrote healthcare professional liability premium in our healthcare facilities line of business of approximately \$0.4 million and \$3.0 million in the 2017 three- and nine-month periods, respectively, and approximately \$0.4 million and \$2.3 million in the 2016 three-⁽⁷⁾ and nine-month periods, respectively. All or a portion of the premium written was ceded to the SPCs at our wholly owned Cayman Islands reinsurance subsidiary, Eastern Re. Under the SPC structure, the operating results of each cell, net of any participation we have taken in the SPCs, accrue to the benefit of the external owners of that cell. Our Specialty P&C segment does not currently participate in the cells that write HCPL premium, and therefore retains no underwriting profit or loss. Additional information regarding the SPCs is included in the Underwriting, Policy Acquisition and Operating Expense section that follows.

New business written by component on a direct basis was as follows:

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|------------------------------|---|--------|--|--------|
| (In millions) | 2017 | 2016 | 2017 | 2016 |
| Physicians | \$7.0 | \$6.9 | \$17.9 | \$23.6 |
| Healthcare facilities | 1.9 | 0.9 | 5.0 | 9.1 |
| Other healthcare providers | 0.7 | 0.6 | 1.8 | 1.9 |
| Legal professionals | 1.0 | 0.9 | 2.8 | 3.3 |
| Medical technology liability | 0.8 | 0.8 | 3.5 | 3.8 |
| Total | \$11.4 | \$10.1 | \$31.0 | \$41.7 |

For our Specialty P&C segment, we calculate our retention rate as annualized renewed premium divided by all annualized premium subject to renewal. Retention rates are affected by a number of factors. We may lose insureds to competitors or to alternative insurance mechanisms such as risk retention groups or self-insurance entities (often when physicians join hospitals or large group practices) or due to pricing or other issues. We may choose not to renew an insured as a result of our underwriting evaluation. Insureds may also terminate coverage because they have left the practice of medicine for various reasons, principally for retirement, death or disability, but also for personal reasons.

Retention by component was as follows:

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|-------------------------------|---|------|--|------|
| | 2017 | 2016 | 2017 | 2016 |
| Physicians | 90 % | 89 % | 90 % | 89 % |
| Healthcare facilities | 82 % | 77 % | 87 % | 80 % |
| Other healthcare providers | 83 % | 85 % | 85 % | 86 % |
| Legal professionals* | 82 % | 87 % | 83 % | 78 % |
| Medical technology liability* | 86 % | 90 % | 85 % | 87 % |

* See Gross Premiums Written section for further explanation of retention decline in 2017.

The pricing of our business includes the effects of filed rates, surcharges and discounts. Renewal pricing also reflects changes in our exposure base, deductibles, self-insurance retention limits and other policy terms. We continue to base our pricing on expected losses, as indicated by our historical loss data and available industry loss data. We are committed to a rate structure that will allow us to fulfill our obligations to our insureds, while generating competitive returns for our shareholders.

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Changes in renewal pricing by component was as follows:

| | Three Months Ended September 30 2017 | | Nine Months Ended September 30 2017 | |
|------------------------------|---|---|--|---|
| Physicians* | 2 | % | 2 | % |
| Healthcare facilities* | 16 | % | 9 | % |
| Other healthcare providers | 3 | % | 2 | % |
| Legal professionals | 2 | % | 3 | % |
| Medical technology liability | 1 | % | 1 | % |

* See Gross Premiums Written section for further explanation of renewal pricing increase in 2017.

Ceded Premiums Written

Ceded premiums represent the amounts owed to our reinsurers for their assumption of a portion of our losses. Through our current excess of loss reinsurance arrangements we generally retain the first \$1 million in risk insured by us and cede coverages in excess of this amount. For our medical technology liability coverages, we also retain 10% of the next \$9 million of risk for coverages in excess of \$1 million. We pay our reinsurers a ceding premium in exchange for their accepting the risk, the ultimate amount of which is determined by the loss experience of the business ceded, subject to certain minimum and maximum amounts.

Ceded premiums written were as follows:

| (\$ in thousands) | Three Months Ended September 30 | | | | Nine Months Ended September 30 | | | |
|--|---------------------------------|-----------------|----------------|---------------|--------------------------------|-----------------|----------------|--------------|
| | 2017 | 2016 | Change | | 2017 | 2016 | Change | |
| Excess of loss reinsurance arrangements ⁽¹⁾ | \$8,805 | \$8,557 | \$248 | 2.9 % | \$25,845 | \$23,881 | \$1,964 | 8.2 % |
| Premium ceded to Syndicate 1729 ⁽²⁾ | 2,416 | 4,656 | (2,240) | (48.1 %) | 8,906 | 13,767 | (4,861) | (35.3 %) |
| Other shared risk arrangements ⁽³⁾ | 13,258 | 9,393 | 3,865 | 41.1 % | 27,923 | 23,956 | 3,967 | 16.6 % |
| Other ceded premiums written | 1,039 | 938 | 101 | 10.8 % | 2,726 | 1,612 | 1,114 | 69.1 % |
| Adjustment to premiums owed under reinsurance agreements, prior accident years, net ⁽⁴⁾ | (2,520) | (2,695) | 175 | (6.5 %) | (4,480) | (7,525) | 3,045 | 40.5 % |
| Total ceded premiums written | \$22,998 | \$20,849 | \$2,149 | 10.3 % | \$60,920 | \$55,691 | \$5,229 | 9.4 % |

We generally reinsure risks under our excess of loss reinsurance arrangements pursuant to which the reinsurers agree to assume all or a portion of all risks that we insure above our individual risk retention levels, up to the maximum individual limits offered. In the majority of our excess of loss reinsurance arrangements, the premium due to the reinsurer is determined by the loss experience of the business reinsured, subject to certain minimum and

⁽¹⁾ maximum amounts. The increase in ceded premiums written under our excess of loss reinsurance arrangements for the 2017 three- and nine-month periods primarily reflected adjustments to the premiums we expect to owe our reinsurers based upon adjustments to our estimates of losses that are attributable to our reinsurance partners. For the 2017 three- and nine-month periods, we increased our estimate of premiums we expect to owe our reinsurers whereas in the 2016 three- and nine-month periods we decreased this estimate.

⁽²⁾ As previously discussed, we are a 58% participant in Syndicate 1729 and record our pro rata share of its operating results in our Lloyd's Syndicate segment on a quarter delay. We also record the cession to the Lloyd's Syndicate segment from our Specialty P&C segment on a quarter delay as the amounts are not material and this permits the cession to be reported by both the Lloyd's Syndicate segment and the Specialty P&C segment in the same reporting period. The decrease in ceded premiums to Syndicate 1729 for the 2017 three- and nine-month periods reflected the revised contract terms effective January 1, 2017 which reduced the premiums ceded by essentially half. See Lloyd's Syndicate segment results for further discussion on revisions to the quota share agreement as of the most recent renewal date. As our premiums are earned, we recognize the related ceding commission income which

reduces underwriting expense by offsetting DPAC amortization. For the 2017 and 2016 three- and nine-month periods the related ceding commission income was approximately 27% of ceded premiums written. For our consolidated results, eliminations of the inter-segment portion (58% of the Specialty P&C cession) of the transactions are also recorded on a quarter delay.

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We have entered into various shared risk arrangements, including quota share, fronting, and captive arrangements, with certain large healthcare systems and other insurance entities. These arrangements include our Ascension Health and CAPAssurance programs. While we cede a large portion of the premium written under these (3) arrangements, they provide us an opportunity to grow net premium through strategic partnerships. The increase in the 2017 three- and nine-month periods was primarily driven by a few large tail endorsements that were written, and substantially ceded, during the current quarter related to one of these shared risk arrangements, as previously discussed. The remaining increase in both periods was due to growth in our Ascension Health and CAPAssurance programs.

Given the length of time that it takes to resolve our claims, many years may elapse before all losses recoverable under a reinsurance arrangement are known. As a part of the process of estimating our loss reserve we also make estimates regarding the amounts recoverable under our reinsurance arrangements. As previously discussed, the premiums ultimately ceded under certain of our excess of loss reinsurance arrangements are subject to the losses ceded under the arrangements. For the 2017 and 2016 three- and nine-month periods, we reduced our estimate of (4) expected losses and associated recoveries for prior year ceded losses, as well as our estimate of ceded premiums owed to reinsurers. The change in the adjustment to ceded premiums owed to reinsurers for the 2017 nine-month period as compared to the same period of 2016 was due to the overall change in expected loss recoveries attributable to one large claim during the second quarter of 2017. We do not believe this isolated claim indicates a change in overall loss trends for us or the industry. Changes to estimates of premiums ceded related to prior accident years are fully earned in the period the changes in estimates occur.

Ceded Premiums Ratio

As shown in the table below, our ceded premiums ratio was affected in both 2017 and 2016 by revisions to our estimate of premiums owed to reinsurers related to coverages provided in prior accident years.

| | Three Months Ended September 30 | | | Nine Months Ended September 30 | | |
|--|------------------------------------|--------|---------|-----------------------------------|--------|----------|
| | 2017 | 2016 | Change | 2017 | 2016 | Change |
| Ceded premiums ratio, as reported | 13.8% | 13.4% | 0.4 pts | 14.2% | 13.6% | 0.6 pts |
| Less the effect of adjustments in premiums owed under reinsurance agreements, prior accident years (as previously discussed) | (1.5%) | (1.7%) | 0.2 pts | (1.0%) | (1.8%) | 0.8 pts |
| Ratio, current accident year | 15.3% | 15.1% | 0.2 pts | 15.2% | 15.4% | (0.2)pts |

The increase in the current accident year ceded premiums ratio for the 2017 three-month period was primarily attributable to an increase in premium ceded under our shared risk arrangements, somewhat offset by a decrease in premium ceded to Syndicate 1729. The decline in the current accident year ceded premium ratio for the 2017 nine-month period was due to a decrease in premium ceded to Syndicate 1729, partially offset by an increase in premium ceded under our shared risk arrangements (see discussion under the heading "Ceded Premiums Written").

Net Premiums Earned

Net premiums earned were as follows:

| | Three Months Ended September 30 | | | Nine Months Ended September 30 | | | | |
|-----------------------------|---------------------------------|-----------|---------|--------------------------------|-----------|-----------|----------|-------|
| (\$ in thousands) | 2017 | 2016 | Change | 2017 | 2016 | Change | | |
| Gross premiums earned | \$140,427 | \$135,221 | \$5,206 | 3.8 % | \$402,897 | \$391,230 | \$11,667 | 3.0 % |
| Less: Ceded premiums earned | 22,096 | 19,022 | 3,074 | 16.2% | 62,503 | 56,150 | 6,353 | 11.3% |
| Net premiums earned | \$118,331 | \$116,199 | \$2,132 | 1.8 % | \$340,394 | \$335,080 | \$5,314 | 1.6 % |

Net premiums earned consist of gross premiums earned less the portion of earned premiums that we cede to our reinsurers for their assumption of a portion of our losses. Because premiums are generally earned pro rata over the entire policy period, fluctuations in premiums earned tend to lag those of premiums written. Generally, our policies carry a term of one year, but as discussed above, we write certain policies with a twenty-four month term, and a few of our medical technology liability policies carry a multi-year term. Tail coverage premiums are generally 100% earned in the period written because the policies insure only incidents that occurred in prior periods and are not cancellable. Additionally, ceded premium changes due to changes to estimates of premiums owed under reinsurance agreements for prior accident years are fully earned in the period of change.

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The increase in gross premiums earned during the 2017 three- and nine-month periods primarily reflected the pro rata effect of higher premiums written during the preceding twelve months, predominantly in our healthcare facilities line of business, and a few large tail policies written and earned during the third quarter of 2017. For the 2017 three- and nine-month periods, prior accident year ceded premiums reductions were \$0.2 million and \$3.0 million lower than for the 2016 three- and nine-month periods, respectively (see discussion in this section under the heading "Ceded Premiums Written").

Losses and Loss Adjustment Expenses

The determination of calendar year losses involves the actuarial evaluation of incurred losses for the current accident year and the actuarial re-evaluation of incurred losses for prior accident years, including an evaluation of the reserve amounts required for losses in excess of policy limits.

Accident year refers to the account