



# Strategic Report

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### Partnership for a greener Bermuda

We were delighted to sponsor the planting of over 130 native and endemic plants as part of the Bermuda Youth Climate Summit.

Read more



At a Glance

# How we create value

## Our key business objectives

- Building a leading reinsurance business focused on underwriting expertise.
- Maintaining a relatively conservative investment portfolio made up of predominantly fixed maturity assets.
- Delivering profitability and a mid-teens return on equity (“RoE”) across the reinsurance market cycle.
- Maintaining a strong balance sheet to support our business plans.
- Securing a sustainable business for the long-term benefit of our stakeholders.

### Property

Proportional and excess of loss



—  
Including catastrophe and non-catastrophe property business across US and international risks for personal and commercial lines.

Gross premiums written (\$m)

**\$659.4m**

### Casualty

Proportional and excess of loss



—  
Including general third-party liability, professional liability, financial institutions liability, directors and officers liability, medical malpractice and transactional liability.

Gross premiums written (\$m)

**\$392.3m**

### Specialty

Proportional and excess of loss



—  
Including aviation, energy, engineering and construction, environmental, marine, renewables, political violence and terrorism and whole account.

Gross premiums written (\$m)

**\$191.3m**

## In numbers

Bermuda-based reinsurer  
**BMA regulated –  
Class 4 Licensed**

AM Best financial strength rating

**A-**  
(Excellent)

Total shareholders' equity

**\$1.10bn**  
as at 31 December 2025

2025 Gross premiums written

**\$1.24bn**

## Our Investment Proposition



### Targeted underwriting, managing volatility

- Pure treaty reinsurance focus.
- Dynamic cycle management across classes of business and geographies.
- Comprehensive retrocession protection with high-quality partners.
- Focused on managing underwriting volatility from peak and secondary perils.



### Operational focus

- A single location and efficient corporate structure.
- An open and collaborative culture.
- Management team with proven industry experience across market cycles.
- Efficient cloud-based ecosystem to support pricing, analytics and exposure management tools.



### Strong balance sheet

- Strong balance sheet that is well capitalised to support our underwriting teams.
- AM Best (A-) Excellent financial strength rating with “stable” outlook and “very strong” balance sheet.
- High-quality investment portfolio, with average credit quality of AA, contributing meaningfully to comprehensive income.

Our Strategy

# A strategy for long-term sustainable returns

We partner with clients globally to provide **Property, Casualty** and **Specialty** treaty reinsurance. Operating from Bermuda with a global reach, we remain nimble with the ability to grow or contract selectively as conditions warrant throughout the market cycle. We aim to deliver long-term stakeholder value by focusing on:



### Underwriting Discipline

Maintaining underwriting expertise in the classes we write with a disciplined approach to managing changing markets, with a focus on profitability.



### Risk Management

Managing risk appropriately on both sides of the balance sheet; controlling exposure to peak and secondary perils to contain volatility within our risk appetite; and maintaining a dynamic response to the risk environment.



### Capital Strength

Continuing to maintain a strong capital base, while strategically returning excess capital to shareholders.



### Shareholder Alignment

Performance targets are designed to support strong, sustainable returns for shareholders.



### Culture and Talent

Fostering a culture of transparency, collaboration and performance-driven promotion to attract and retain a strong team.

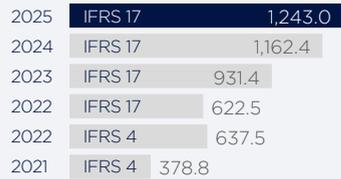


Key Performance Indicators

# Our metrics for success

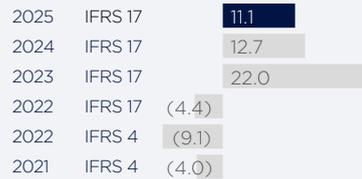
**Gross premiums written<sup>1</sup> (\$m)**  
**\$1,243.0m**

In our fifth year of underwriting, Conduit has continued its growth in gross premiums written despite some market softening, driven primarily by growth of renewal business in the Casualty segment.



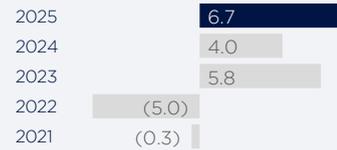
**RoE (%)**  
**11.1%**

2025 was another active period for natural catastrophes and risk losses, including the California wildfires. While underwriting returns were more muted as a result, we recorded an RoE of 11.1% in 2025 supported by strong performance from our investment portfolio.



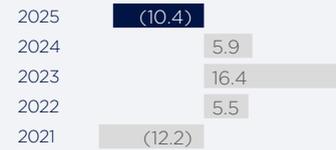
**Total net investment return (%)**  
**6.7%**

Conduit's growing investment portfolio continued to produce strong returns in 2025, supported by stable book yields in the portfolio, a growing asset base and net unrealised gains due to a reduction in yields.



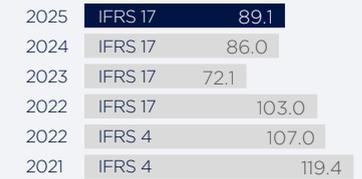
**Total shareholder return (%)**  
**(10.4)%**

After producing positive total shareholder returns ("TSR") from 2022 to 2024, Conduit generated a negative TSR in 2025. Over the same period the FTSE 100 and FTSE 250 delivered a +21.5% and +9.0% TSR, respectively.



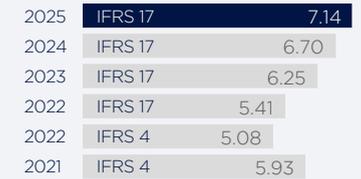
**Combined ratio - discounted (%)**  
**89.1%**

Our discounted combined ratio of 89.1% is reflective of our exposure to the California wildfires and other risk losses, while Conduit and the industry also experienced a benign North Atlantic hurricane season.



**NTAVS (\$)**  
**\$7.14**

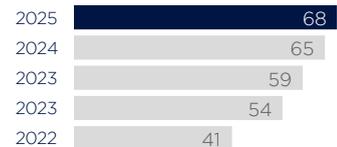
The increase in net tangible asset value per share ("NTAVS") was due to comprehensive income generated for the year, less dividends paid by Conduit during the year.



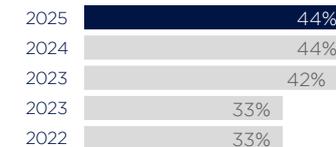
<sup>1</sup> Comparatives for 2022 have been restated on an IFRS 17 basis. Prior to IFRS 17 implementation the numbers were presented on an IFRS 4 basis. Gross premiums written exclude reinstatement premiums to ensure consistency with the IFRS 17 view of revenue.

## Non-financial highlights

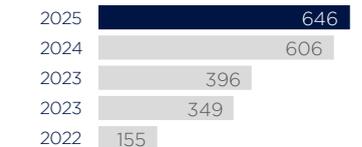
**Number of staff**  
**68**



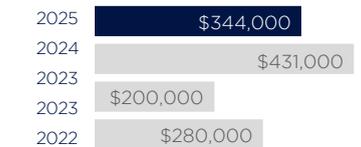
**Board gender split**  
**44% female**



**Total carbon emissions**  
**646 tCO<sub>2</sub>e**



**Total Conduit Foundation donations to charity**  
**\$344k**



## Chair's Statement

# Focused on improving returns for shareholders

**“Neil and his team have worked tirelessly over the past year to reposition the business and its underwriting portfolio, to manage our net exposures more actively to reduce risk and improve our resilience.”**



I am pleased to introduce Conduit's Annual Report and Accounts for 2025 in my capacity as Interim Chair, a role I assumed on 14 May 2025 following Neil Eckert's transition from Executive Chairman to Chief Executive Officer.

The past year has been demanding for Conduit. The California wildfires in January resulted in a material loss exposure at the start of the underwriting year and senior leadership changes added further pressure. These events tested the resilience of the business and required prompt, disciplined action from management and the Board.

The Board recognises the effect that this period has had on our financial performance, share price and investor sentiment. Although we delivered a reasonable RoE, our overall result did not meet the standards to which we hold ourselves. However, this period has also been a catalyst for meaningful and positive change.

Under Neil's leadership, the management team has acted with determination to reassess Conduit's risk appetite, rebalance the underwriting portfolio and strengthen exposure management across both peak and secondary perils. The risk management and reinsurance purchase strategy are now intended to manage both capital protection and earnings volatility better. As a result, the business is now entering the next phase of its development with a more resilient and better diversified underwriting profile

intended to reduce volatility through the cycle. The team worked extremely hard, interacting with brokers and key clients, contributing to a successful 2026 renewal season, supporting greater confidence in our outlook.

Although external conditions remain challenging, the underlying fundamentals of the reinsurance sector are sound. Conduit is well positioned to navigate softening prices and expanding market capacity, both of which reflect increasing competition in several of our key business lines.

Our financial foundations remain robust. The investment portfolio continued to grow as our business has scaled, and AM Best affirmed Conduit Re's financial strength rating of "A-" (Excellent) with a stable outlook. Conduit Reinsurance Limited's balance sheet, which AM Best assesses as "very strong", provides a solid platform from which we can pursue our strategic objectives.

The Board has remained focused on delivering long-term value for shareholders. We do not believe that the current share price reflects the strength of our balance sheet, the progress made in repositioning the business or the earnings potential ahead. In that context, we continued to evaluate a range of options to enhance shareholder returns and, during 2025, announced a \$50 million share Buyback Programme, which resumed in November following a pause during the peak Atlantic hurricane season.

## Chair's Statement continued

Board composition was further strengthened during the year with the appointment of Nicholas Shott as a Non-Executive Director, effective 4 November 2025.

Nicholas brings deep capital markets experience from his career at Lazard and valuable listed-company board experience from Phoenix Group Holdings plc. His expertise will be instrumental as Conduit moves into its next phase of growth.

We also express our gratitude to Elizabeth Murphy, a founding Board member, who will step down at the 2026 AGM after making significant contributions to Conduit as Audit Committee Chair. In addition, Trevor Carvey, our former Chief Executive Officer, informed the Board of his intention to retire and stepped down from the Board on 11 April 2025.

As part of our Board succession planning, I am pleased to confirm that Nicholas Shott has succeeded me as Chair following my interim tenure, supporting continuity and stability as Conduit moves into its next phase of development. These transitions are being managed carefully to uphold the Board's commitment to a strong, diverse and effective governance structure.

Although 2025 was undoubtedly challenging, the actions taken during the year have strengthened Conduit's position for the future. The Board and management remain aligned on the priorities ahead: disciplined underwriting, prudent capital management and sustained focus on delivering long-term, stable returns for shareholders.

I would like to thank my fellow Board members and the Conduit team for their professionalism and commitment during a period of considerable change. I am also grateful to our brokers and cedants for their continued support, and to our shareholders for their engagement and patience as we work to strengthen the business. We look forward to building on the progress made in 2025 and to delivering sustainable value in the years ahead.

### **Rebecca Shelley**

Interim Chair  
25 February 2026

## CEO's Report

# Enhancing the execution of our strategy

**“We closed the year delivering an RoE of 11.1%. While we continue to target stronger execution, we have comfortably covered our dividend, initiated a share buyback programme and made substantial progress in strengthening the management of our net exposures going forward.”**



## Introduction

2025 has been a transitional year for Conduit. In addition to managing a meaningful loss arising from the California wildfires, Conduit advanced a number of initiatives to support its continued development. We strengthened our leadership team and wider personnel base, enhanced our outwards retrocession coverage, started to rebalance certain areas of our portfolio and evolved our capital strategy now that we are at scale. Having marked our fifth anniversary, we are progressing into a more mature phase of our business cycle with an emphasis on sustainable, long-term returns. Our core underwriting strategy remains consistent, supported by an increased focus on execution and results to benefit all our stakeholders..

Much has changed since I assumed the role of Chief Executive Officer in May, following a brief period as interim CEO after Trevor Carvey left in April. Effecting change in a public company environment is challenging but we have not been shy of implementing significant changes while communicating openly with our stakeholders about the challenges we encountered. We have strengthened the business through this process, led by our strong underwriting and functional teams that are critical to delivering our cohesive culture and united vision for Conduit. Importantly, we continued to receive strong support from our clients and brokers throughout the year and during the 2026 January renewal season.

We remained profitable for the third consecutive year, although our financial performance in 2025 fell short of our expectations—primarily due to exposure to the unprecedented California wildfires in January. Over this three-year period, we have generated \$433 million of comprehensive income. These results have enabled us to maintain a stable dividend and initiate a share Buyback Programme. These actions underscore our commitment to disciplined capital management and shareholder value creation.

Overall, Conduit grew modestly to \$1.24 billion of gross premiums written in 2025. Our strategy will continue to emphasise segments of the market that we find most attractive, and we have started executing a shift towards excess of loss business from quota share. Operating from a single office in Bermuda allows us to maintain a nimble structure and a centralised view of market conditions and opportunities across our business. It also enables a relatively low-cost base for the organisation including benefitting from the current favourable tax dynamics.

CEO's Report continued

**2025 performance**

Managing a loss of the magnitude of the unprecedented January California wildfires early in the year was challenging. We took immediate steps to protect our results from further volatility related to secondary perils by purchasing additional retrocession cover. The wildfires alone contributed 14.5 points to our discounted combined ratio of 89.1% in 2025. The inwards and outwards portfolio adjustments we implemented following the wildfires will significantly reduce the net impact of a similar event in the future. We are in the business of risk and paying claims; however, our results would have been materially different had these changes been in place at the beginning of 2025.

The second half of the year was characterised by a relatively benign loss environment, notably with no significant US land-falling hurricanes. With this favourable backdrop and strong investment performance, our 11.1% RoE in 2025 outperformed the guidance we provided following our interim results of a mid-single-digit RoE.

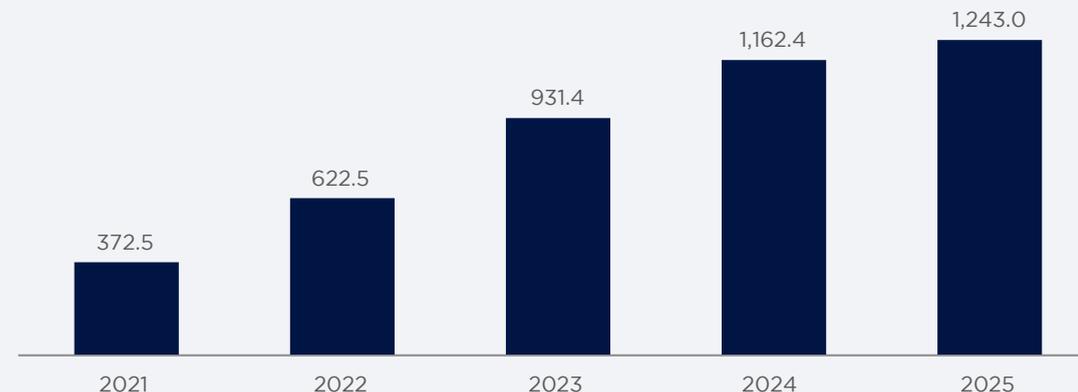
Our gross premiums written grew by 6.9% to \$1,243.0 million in 2025. This increase represents a natural slowdown from the growth rates we experienced in our early years of maturity. Our Casualty segment drove premium growth in 2025, supported by firm risk-adjusted pricing. Property and Specialty segments faced more competitive conditions and balanced overall growth.

As the market softens, our ability to deploy capital efficiently – or return it to shareholders – will be critical.

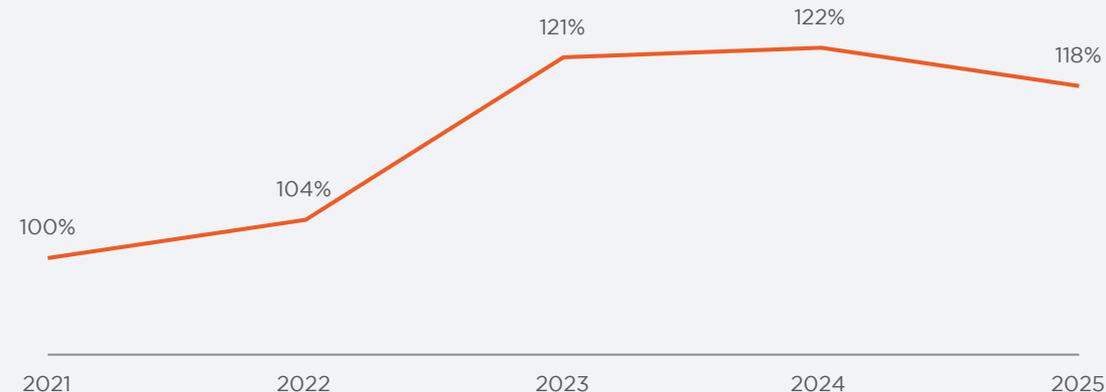
Our discounted combined ratio of 89.1% and reinsurance service result of \$109.9 million reflect our exposure to the California wildfires and several other risk loss events during 2025. Strong investment returns helped offset underwriting volatility during the first half of the year, resulting in comprehensive income of \$116.8 million or \$0.75 per share.

We closed the year delivering an RoE of 11.1%. While we continue to target stronger execution, we have comfortably covered our dividend, initiated a share Buyback Programme and made substantial progress in strengthening the management of our net exposures going forward. Conduit's tangible net asset value ("TNAV") per share increased from \$6.70 as at 31 December 2024 to \$7.14 as at 31 December 2025, after providing shareholders with \$0.36 per share or \$59.4 million in dividends during the year. Over the life of Conduit, we have now paid dividends of \$267.2 million or \$1.62 per share and we will continue to maintain a prudent capital management strategy.

**Gross premiums written (\$m)**



**Cumulative risk-adjusted rate change**



CEO's Report continued

**Reinsurance market conditions**

Since 2022, the industry has experienced a significant influx of capital, fuelled by strong retained earnings which is driving increased capacity and softening rates in many segments of the market.

Market conditions remain dynamic and pricing differs by class, but overall rates are softening with some coverages being extended or subject to reduced attachment points. Despite recent softening, rates are still approximately 18% above the level when we launched our business in 2021 and remain technically adequate in most classes.

**Climate and loss patterns**

In addition to the California wildfires, the US experienced significant severe convective storm activity, which collectively led to more than \$100 billion of insured catastrophe losses during the first half of the year. The second half of 2025 featured an Atlantic hurricane season that included three Category 5 strength storms. The US was, however, spared from any significant land-falling hurricanes, driving strong underwriting profits for the reinsurance industry.

Hurricane Melissa was a notable event late in the hurricane season due to the devastating impact on Jamaica and other countries in the Caribbean. While our exposure to the region is modest and the insured losses for the industry are manageable, Melissa was one of the most intense hurricanes on record to make landfall. This event, along with the scale of the California wildfires in

2025, should continue to remind the industry that climate change is undoubtedly driving more frequent and severe natural catastrophes. The insurance and reinsurance industry continues to play a critical role in protecting communities and assets that are vital to the global economy and are increasingly exposed to natural catastrophes.

**Distribution and clients**

Our underwriting and executive teams have decades of experience working with leading producers at the key broking firms and we have been very well supported by the industry.

We have worked incredibly hard with these companies to communicate our appetite clearly and ensure a strong and aligned flow of business as we enter 2026.

We are also placing a greater emphasis on sales and marketing efforts. Our underwriting team is marketing more than in previous years and we are working hard to deepen and broaden our relationships with key cedants. Feedback has been positive and we expect to see benefits as we rebalance the portfolio for the adjustments we have made to our risk appetite.

**Outwards reinsurance and exposure management**

Outwards reinsurance and exposure management is of paramount importance to every reinsurance company and will be critical as we focus on reducing our exposure to secondary perils. During 2025, we have continued to

strengthen our processes and added appropriate resources to support our exposure and risk management functions.

As disclosed in March, we purchased additional reinsurance protection focused on secondary perils, along with peak US wind, earthquake and aggregate cover. These additional reinsurance purchases following the California wildfires created an extra cost that impacted the 2025 bottom line.

Our future strategy includes having a stronger focus on the management of net exposures and volatility, particularly as we rebalance parts of the portfolio as the cycle softens. Critical to this is our outwards reinsurance coverage, and I am pleased to report that we have been able to renew our programme with the full inclusion of all secondary perils.

**Capital management**

Capital discipline remains a cornerstone of our strategy. With a more mature portfolio and less robust growth outlook, we are prioritising efficiency and prudence in capital deployment. We consider the expected returns available from underwriting at prevailing rates, as well as how we manage capital to maintain an efficient capital base. With a clean balance sheet and our shares trading at a discount to TNAV, our Buyback Programme is capitalising on the opportunity to repurchase stock at attractive prices. This initiative reflects our confidence in the intrinsic

value of Conduit and our commitment to enhancing shareholder returns.

We announced the initiation of a share Buyback Programme in May 2025. The Board has authorised the repurchase of up to \$50 million of shares by the AGM in May 2026. We felt it was prudent to pause this programme during the peak hurricane season and resumed the programme during November.

We have maintained a stable dividend, delivering an attractive yield to shareholders while preserving flexibility for deployment opportunities. Our regulatory capital ratios remain comfortably within our target range, and our AM Best rating was affirmed at "A-" (Excellent) with a stable outlook. These metrics demonstrate the resilience of our capital position and our ability to navigate evolving market conditions.

**Investments**

Our investment strategy remains consistent, with a focus on capital preservation and liquidity to support our underwriting operations.

As our business has matured, our growing \$2.2 billion investment portfolio continues to produce increasing income to support returns.

CEO's Report continued

**People and culture**

Conduit's ongoing strength lies in its people, their professionalism, expertise and shared sense of purpose. The Conduit team continued to grow during 2025, and we have enhanced senior management and the quality of talent throughout Conduit through new hires and promotions. We have made significant progress bolstering our team, although my belief is there is always room for improvement in any organisation.

At 31 December 2025 we had 68 employees, up from 65 employees at 31 December 2024. Our focus has been on building a team with a diverse background of technical skills and knowledge, as well as strong character and values.

We have welcomed several new colleagues in senior roles. This has included Stephen Postlewhite, our new Chief Underwriting Officer, and William Randolph, our new Chief Risk Officer – roles that are critical to the success of Conduit going forward. These colleagues are highly experienced and have brought fresh ideas and perspectives to our organisation that are having immediate impacts.

Our depth of talent has also allowed us to promote from within as several of my colleagues have taken on expanded or more senior roles. The ability to develop talent will build upon itself as we look to provide attractive career opportunities for all of our staff.

As we enter 2026, we are all looking forward to moving beyond our period of transition. We believe that our focus on enhancing a collaborative culture will drive stronger results across our business for the future.

**1 January 2026 update**

We have had a good January renewal season and have posted growth in Casualty classes as pricing has held up the best in that division, and we continue to like the pricing and terms and conditions in our account. In Property, we have initiated actions to adjust and rebalance the portfolio towards excess of loss from quota share. In Specialty, while we have observed pockets of softening in the market, we regard the portfolio overall as adequately rated with terms and conditions mostly holding.

As expected, the trend of price softening continued at renewals where we saw some fairly aggressive rate cutting late into the renewal season. These conditions put pressure on margins and we are actively adjusting our portfolio to reflect those pressures.

Market conditions have enabled us to purchase a more comprehensive retrocession programme than previously, which includes all perils and addresses earnings volatility and capital protection.

**Outlook**

The transition we started in 2025 has been all about establishing a stronger foundation for Conduit's future performance. The changes we have made reflect the collective efforts of our entire team and I am pleased with the progress achieved so far. The insurance cycle is driving a softening market but our focus on portfolio balance, prudent risk selection, a relatively conservative investment portfolio and capital management provide a strong foundation for sustainable returns.

As we look ahead, we will continue to keep a close eye on price adequacy across our portfolio and carefully consider our capital deployment options.

**Closing**

2025 was an exceptional year where our staff have worked above and beyond the call of duty. I would like to extend my sincere gratitude to our employees and Board of Directors following a pivotal year. This commitment to Conduit has been clear and has helped shape and strengthen our culture while we have continued to build a more resilient business for the future.

To our clients and brokers we work with throughout the year, thank you for your continued support of Conduit. We look forward to building and expanding our partnerships in 2026 and beyond.

And finally, to our shareholders, we thank you for your continued engagement, feedback, patience and support of Conduit. We remain focused on the future and generating more stable returns for shareholders. While we recognise the environment is becoming more competitive, we believe we are positioned to deliver on our objectives.

**Neil Eckert**

Chief Executive Officer  
25 February 2026

Underwriting Report

# Our portfolio optimisation is underway as we work to strengthen the management of our net exposures and reduce volatility



Gross premiums written

# \$1,243.0m

(2024: \$1,162.4m)

### Underwriting strategy

After four years of scaling the business into a hardening market, 2025 marked the start of a deliberate rebalancing of our portfolio. Market dynamics are shifting, and our nimble operating structure enables us to refine our strategy and portfolio mix through targeted adjustments. This flexibility allows our appetite and approach to evolve in tandem with changing conditions.

Our portfolio has been predominantly quota share as we have grown to over \$1.2 billion of gross premiums written in 2025. As markets have started softening and our portfolio has absorbed more attritional volatility than we would like, we are gradually rebalancing the portfolio and adjusting towards a greater focus on excess of loss business and exiting treaties which are driving this volatility. We believe this will help

dampen the impact of rate softening and allow us to control attritional volatility better within the portfolio when combined with effective retrocession purchases. We are committed to having a more comprehensive retrocession programme going forward to improve the management of our net exposure, especially as it relates to secondary perils and earnings volatility.

We have strengthened our underwriting teams with additional talent, in particular through the second half of 2025, and we are pleased to have welcomed Stephen Postlewhite as Chief Underwriting Officer in 2026. Stephen brings to Conduit a strong background working across critical underwriting functions and leading teams.

Our broker and client partners also remain essential to our strategy. We have consolidated

our strong relationships with these partners, and we plan to enhance our engagement and marketing efforts to continue to access the business we want to see.

### Underwriting performance

Underwriting results in 2025 were dominated by the January California wildfires, which added 15.3 points to our undiscounted combined ratio for the full year. Aside from this devastating event, our underwriting performance was solid and reflected more benign loss activity and we ended the year with an undiscounted combined ratio of 101.5%. Following the wildfires, we secured additional retrocessional cover to broaden the protection of the portfolio for the remainder of the year, with a particular focus on secondary perils.

### Gross premiums written by portfolio (\$m)



**Underwriting Report** continued

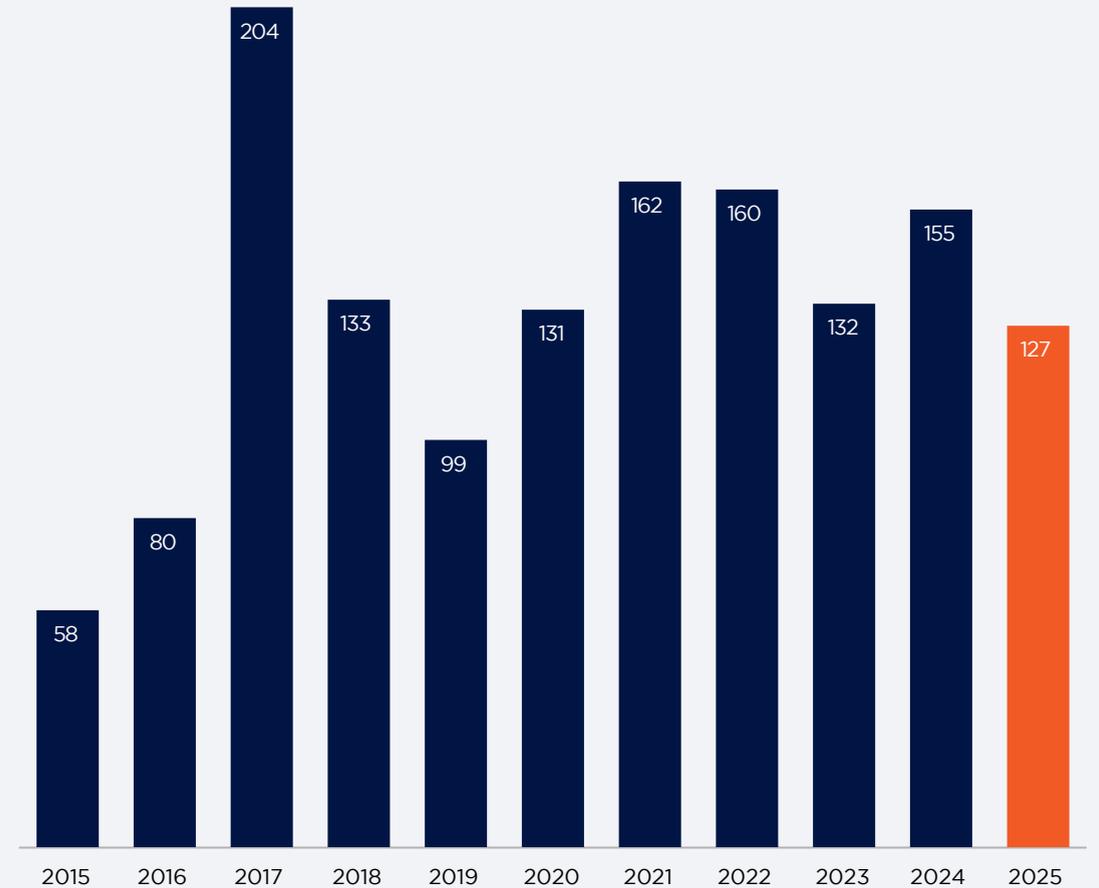
We delivered steady growth in gross premiums written across the portfolio during 2025, with strong increases in Casualty partly balanced by modest growth in Property and a slight decline in Specialty. This pattern of growth reflects the maturity of our business and the disciplined approach we continue to take developing our portfolio.

Although overall growth has moderated, we continue to view the market as adequately priced. Risk adjusted rates declined 3% across our portfolio during 2025, but remain well above the level when we commenced underwriting in 2021 and technical pricing remains adequate in most classes.

Casualty delivered the most significant contribution to growth during 2025, supported by modestly positive rates and our work to identify partners with strong claims management and underwriting discipline. In Specialty, our growth rate moderated as we remained highly selective in a softening market and stepping away from business with unfavourable terms. Property has also experienced some softening but remains price adequate.

**In numbers...**

**Global insured losses from natural disasters (\$bn)**



Data: Aon Catastrophe Insight.

Underwriting Report continued



Property

In Property, gross premiums written for the year ended 31 December 2025 were \$659.4 million (31 December 2024: \$645.1 million), an increase of 2.2% over the prior year. After several years of positive rate compounding, the property market began to experience some price softening during 2025, resulting in a slower growth rate.

The industry has continued to generate strong retained earnings and deploy capacity into attractive market conditions. Renewal negotiations were more competitive than in recent years, and our risk-adjusted rate change, net of claims inflation, in our Property segment was (5)% in 2025 (2024: 3%).

Our Property book remains adequately priced, despite this moderation, with sufficient margin. Rates remain 36% above the level that we started writing in 2021. Within our portfolio we have maintained a focus on accounts that are

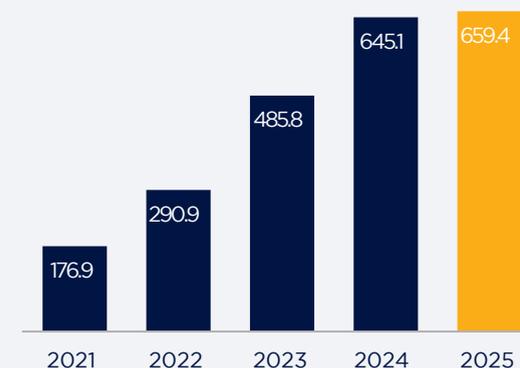
aligned with our profitability hurdles. During the year, we were able to increase line sizes on high-performing accounts and reduced exposure where pricing or structure no longer met our risk appetite.

We have started to make progress rebalancing and optimising our Property portfolio. This included new excess of loss placements and select quota share deals through 2025 and the 2026 January renewals. We have also come off or reduced several underperforming accounts. These actions support our strategic goal of moving toward a more even split between quota share and excess of loss business and reduced volatility.

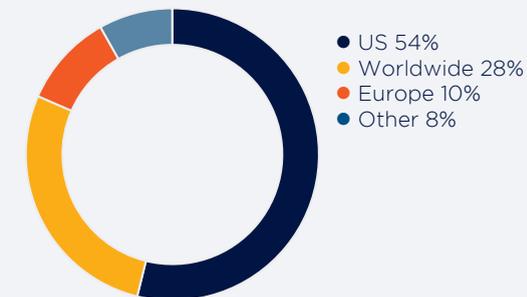
We enter 2026 with a more resilient renewing portfolio and an aligned outwards retrocession programme. Our focus is firmly on profitability, prioritising underwriting quality over top line growth as we navigate an increasingly competitive marketplace.

In numbers...

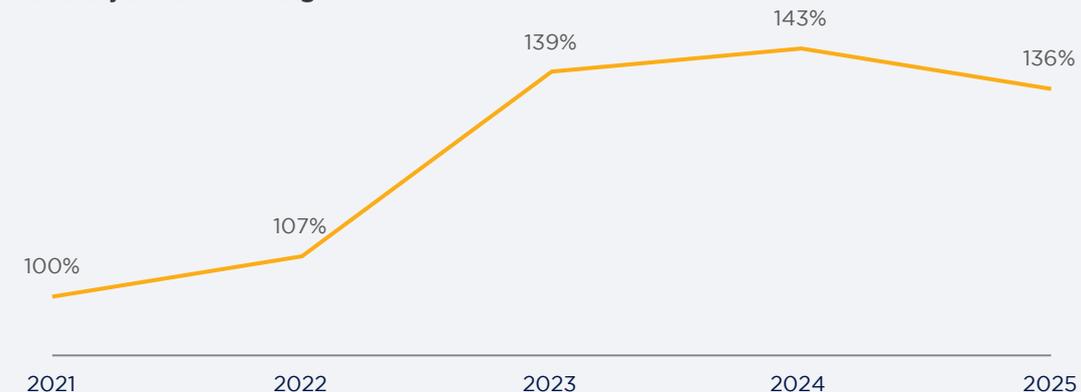
Gross premiums written (\$m)\*



Geographic breakdown



Risk-adjusted rate change



\* Gross premiums written exclude reinstatement premiums to ensure consistency with the IFRS 17 view of revenue. 2021 gross premiums written in the graph above, disclosed under IFRS 4, are also shown excluding reinstatement premiums for consistency.  
 \* Certain reinsurance contracts previously reported within the Specialty segment are now reported within the Property and Casualty segments to better align with Conduit's internal view of these contracts. Comparative periods have been re-presented in order to be consistent with the current period presentation.

Underwriting Report continued



Casualty

In Casualty, gross premiums written for the year ended 31 December 2025 were \$392.3 million (31 December 2024: \$318.9 million), an increase of 23.0% over the prior year. We experienced stronger growth in Casualty as pricing remained firm and we increased our support for existing partners that have demonstrated leadership managing through the cycle. This growth brings attractive diversification to our shorter tail lines of business.

Casualty growth was concentrated in US general third-party liability and excess and surplus lines, where disciplined underwriting and favourable pricing trends created attractive opportunities. Overall, the risk-adjusted rate change, net of inflation, in our Casualty division increased by 1% (2024: (1)%), with positive rate momentum in these preferred classes balancing softer conditions in other areas. Pricing has remained firmer in Casualty as the industry has continued to deal with reserve strengthening primarily for older accident years that pre-date Conduit.

Our approach remains selective given the long-tail nature of Casualty business and we are careful to support the right partners.

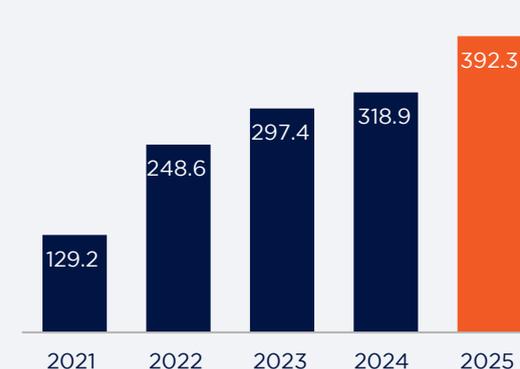
We continue to focus on validating cedant underwriting behaviour through detailed data reviews, electing to deepen our partnership with those exhibiting discipline. We actively manage our exposures and apply a consistent reserving approach that reflects the long-tail nature of the Casualty portfolio. We believe our Casualty reserves are appropriate.

Casualty is the one area of our portfolio where quota share business dominates the market and will continue to represent the greater majority of our Casualty segment.

Looking ahead to 2026, we expect the Casualty market to remain dynamic. Our focus will be on long-term partnerships, disciplined underwriting and selective diversification beyond the US market, ensuring the portfolio remains resilient and aligned with our objectives.

In numbers...

Gross premiums written (\$m)\*



Class of business breakdown



Risk-adjusted rate change



\* Gross premiums written now exclude reinstatement premiums to ensure consistency with the IFRS 17 view of revenue. 2021 gross premiums written in the graph above, disclosed under IFRS 4, are also shown excluding reinstatement premiums for consistency.  
 \* Certain reinsurance contracts previously reported within the Specialty segment are now reported within the Property and Casualty segments to better align with Conduit's internal view of these contracts. Comparative periods have been re-presented in order to be consistent with the current period presentation.

Underwriting Report continued



Specialty

In Specialty, gross premiums written for the year ended 31 December 2025 were \$191.3 million (31 December 2024: \$198.4 million), a decrease of (3.6)% over the prior year. This reduction reflects actively prioritising margin resilience over top-line growth in softening conditions. Abundant industry capacity continues to seek growth in specialty classes that do not correlate with peak peril exposures. Our risk-adjusted rate change, net of claims inflation, for the Specialty division was (5)% in 2025 (2024: 1%).

We renewed well-performing accounts, while tactically reducing line sizes where terms and conditions came under pressure. Submission flow was strong throughout the year, supported by new opportunities including multi-line arrangements and excess of loss placements beginning to gain traction. We continued to have a high decline rate and non-renewed select business. We remain focused on writing business that we believe will deliver long-term profitability, from cedants demonstrating appropriate risk management.

The specialty sector was impacted by several notable industry loss events during the year, including major airline and refinery incidents, which together represent some of the largest claims on record for their respective classes. Our exposure to these risk losses was manageable and none had a material impact on Conduit. We are well positioned to capitalise on any firming in rates that occurs in response to the loss activity in aviation and energy classes. To support growth where opportunities arise and ensure we continue to have strong underwriting practices, we have strengthened our Specialty team with additional resources during 2025.

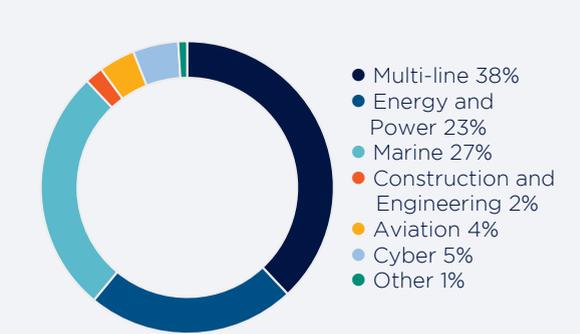
Overall, Specialty market conditions are expected to remain competitive but disciplined. Our focus will be on underwriting for profitability and selective growth in classes where we see attractive opportunities.

In numbers...

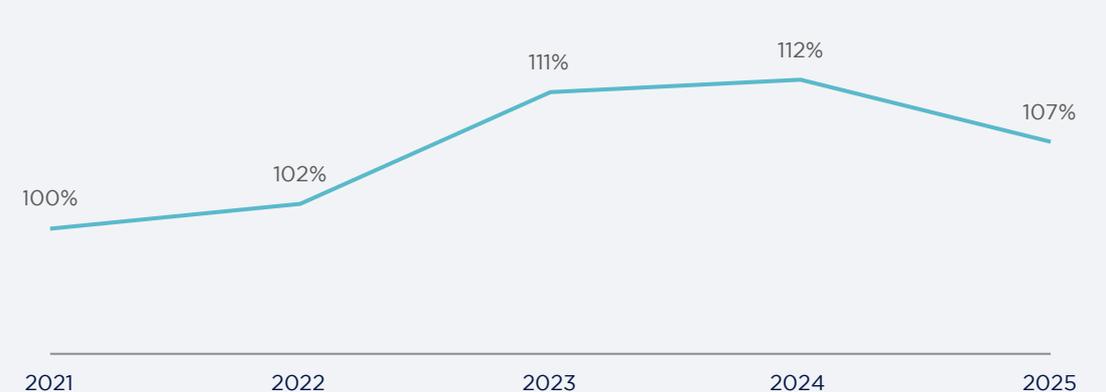
Gross premiums written (\$m)\*



Class of business breakdown



Risk-adjusted rate change



\* Gross premiums written now exclude reinstatement premiums to ensure consistency with the IFRS 17 view of revenue. 2021 gross premiums written in the graph above, disclosed under IFRS 4, are also shown excluding reinstatement premiums for consistency.

\* Certain reinsurance contracts previously reported within the Specialty segment are now reported within the Property and Casualty segments to better align with Conduit's internal view of these contracts. Comparative periods have been re-presented in order to be consistent with the current period presentation.

**Underwriting Report** continued

### Looking ahead

We expect market conditions will remain competitive as we enter 2026, with pressure on pricing and abundant capacity continuing to seek growth opportunities. Conditions remain dynamic across classes and geographies, but we view the market as still adequately priced following several years of rate increases. We believe we are well positioned to navigate the market environment with strong support from brokers and clients.

Repositioning our portfolio towards a greater share of excess of loss business will continue over the coming years. Most of this progress will be within our Property segment where we expect to achieve a more even balance of quota share and excess of loss business. Rebalancing in Specialty will be more modest and gradual, and our Casualty portfolio is expected to remain largely quota share. We expect the optimising of the portfolio, along with a more comprehensive retrocession programme, will better protect us from large secondary perils.

In this softening phase of the market cycle, we will deploy our capacity with discipline and endeavour to manage our capital efficiently, focused on net underwriting margin.

### Neil Eckert

Chief Executive Officer

25 February 2026

CFO's Report

# Focused on delivering more consistent returns

**“A respectable RoE of 11.1% given the challenging loss environment we faced this year. As growth begins to moderate in our fifth year of underwriting, our focus is moving to portfolio optimisation and improving the resilience of returns going forward.”**



Gross premiums written (\$m)

**\$1,243.0m**

increasing year-on-year by

**6.9%**

The California wildfires in January of 2025 gave the industry a bumpy start to the year. Industry loss estimates for that event are currently around the \$40 billion level, a meaningful event for something referred to as a secondary peril. Conduit, in particular, felt the effects of that event and experienced a larger loss than we would have liked for that type of event. Our undiscounted net loss, after reinsurance and reinstatement premiums, was \$119.1 million, a 15.3% impact on our undiscounted combined ratio. The rest of the year, which in total represented an industry loss of approximately \$127 billion, was relatively quiet for us, and we produced an RoE of 11.1%. While returns are lower than we would expect them to be, we have learned lessons around how our outwards programme responds and have taken steps to make it more robust.

Our loss ratio for the year, on an undiscounted basis, was 89.9% and our combined ratio, also on an undiscounted basis, was 101.5%. That compares to the prior year undiscounted loss and combined ratios of 84.4% and 97.1%. The prior year was another active year in terms of industry losses, with estimated insured catastrophe losses in excess of \$155 billion, in addition to risk losses throughout the year. The more significant events for Conduit last year were Hurricanes Helene and Milton, where we recorded an undiscounted net loss, after reinsurance and reinstatement premiums, of \$68.0 million, having a 9.4% impact on our undiscounted combined ratio.

On the income side, we continued to grow, albeit at a slower pace than previous years – very much in line with expectations in our fifth year of underwriting. Gross premiums written were \$1,243.0 million versus \$1,162.4 million in the prior year, a 6.9% increase compared to 24.8% growth in the prior year. While pricing is under pressure, it remains adequate in most of the classes of business that we underwrite and underwriting discipline across the industry appears to be holding for the time being.

On the investment side, we produced an investment return of 6.7% compared to 4.0% in the prior year. While we have a total return view of performance, 2025's investment return reflects a portfolio with strong income generation in addition to growing the assets under management and our investment leverage. Book and market yield at year-end were both 4.2%, versus 4.1% and 4.8% for the prior year-end. We have maintained a short duration, highly liquid, high-quality investment portfolio, with our primary investment aim being capital preservation and liquidity to support our underwriting activities.

Our reinsurance finance income and expense more than doubled year-on-year as the level of discount that we are carrying increases. The incurred losses in 2025 were also greater than in 2024 and that has an impact too.

**CFO's Report** continued

In December 2025, the Bermuda Government enacted the Tax Credit Act 2025, introducing substance-based tax credits designed to support entities demonstrating substantive economic presence in Bermuda. Conduit qualifies for these credits. We recognised tax credits of \$6.9 million which was recorded as a reduction in reinsurance and operating expenses. Further information on tax credits can be found in note 10 to the consolidated financial statements on page 147.

During the year, the Board authorised a \$50 million share Buyback Programme. We repurchased \$12.5 million or 2,667,154 shares under this authorisation, which remains in place until our next Annual General Meeting in May 2026. Our EBT also purchased a small amount of shares – \$3.0 million – to top up their holding following annual vesting of certain incentive schemes.

Lastly, as we look forward to 2026 and re-balancing our portfolio, we have more than enough capital to execute our plans and we have once again declared a final dividend of 18 cents per share, which will be paid in April 2026. We have continued to buyback shares and expect to request approval from shareholders at our AGM for a further share repurchase programme.

**Elaine Whelan**

Chief Financial Officer  
25 February 2026

Business Review – Finance

Premiums

Gross premiums written

For the year ended 31 December:

Segment	2025 \$m	2024 <sup>1</sup> \$m	Change \$m	Change %
Property	659.4	645.1	14.3	2.2%
Casualty	392.3	318.9	73.4	23.0%
Specialty	191.3	198.4	(7.1)	(3.6%)
<b>Total</b>	<b>1,243.0</b>	<b>1,162.4</b>	<b>80.6</b>	<b>6.9%</b>

<sup>1</sup> Certain reinsurance contracts previously reported within the Specialty segment are now reported within the Property and Casualty segments to better align with Conduit’s internal view of these contracts. Comparative periods have been re-presented in order to be consistent with the current period presentation.

During the year ended 31 December 2025, gross premiums written were \$1,243.0 million compared to \$1,162.4 million for 2024. We delivered strong growth in Casualty, modest growth in Property and a slight decline in Specialty gross premiums written. The growth in Casualty primarily reflects increases in general third-party liability business with preferred partners. Property growth has slowed throughout the year, reflecting softening prices and more competitive conditions. Specialty experienced a slight decline as we have reduced our growth in lines experiencing more pressure on pricing and terms.

Pricing

Following multiple years of compounding rate increases, pricing levels and terms and conditions softened in most classes of business. Certain Casualty lines continued to benefit from the market correction driven by reserve deterioration and loss emergence, primarily from pre-2020 years before Conduit commenced business. Market conditions across the Property and Specialty segments reflected increased competition following significant pricing increases and strong profitability for the industry over the past several years.

Conduit Re’s overall risk-adjusted rate change for the year ended 31 December 2025, net of claims inflation, was (3)% and by segment was:

Property	Casualty	Specialty
(5)%	1%	(5)%

Net reinsurance revenue

Year ended 31 December 2025	Property \$m	Casualty \$m	Specialty \$m	Total \$m
Reinsurance revenue	494.5	256.6	146.0	897.1
Ceded reinsurance expenses	(107.9)	(1.2)	(10.0)	(119.1)
<b>Net reinsurance revenue</b>	<b>386.6</b>	<b>255.4</b>	<b>136.0</b>	<b>778.0</b>

Year ended 31 December 2024 <sup>1</sup>	Property \$m	Casualty \$m	Specialty \$m	Total \$m
Reinsurance revenue	461.1	217.4	135.2	813.7
Ceded reinsurance expenses	(81.7)	(1.4)	(10.6)	(93.7)
<b>Net reinsurance revenue</b>	<b>379.4</b>	<b>216.0</b>	<b>124.6</b>	<b>720.0</b>

<sup>1</sup> Certain reinsurance contracts previously reported within the Specialty segment are now reported within the Property and Casualty segments to better align with Conduit’s internal view of these contracts. Comparative periods have been re-presented in order to be consistent with the current period presentation.

Reinsurance revenue for the year ended 31 December 2025 was \$897.1 million compared to \$813.7 million for 2024. The increase in reinsurance revenue relative to the prior year was due to continued growth in the business plus the earn-out of premiums from prior underwriting years.

Ceded reinsurance expenses for the year ended 31 December 2025 were \$119.1 million compared to \$93.7 million for 2024. The increase in cost relative to the prior year reflected additional limits purchased due to the growth of the inwards portfolio exposures, as well as broader outwards protections bought during the year related to secondary perils.

Business Review – Finance continued

Net reinsurance service expenses

Year ended 31 December 2025	Property \$m	Casualty \$m	Specialty \$m	Total \$m
Reinsurance losses and loss-related amounts	(305.9)	(187.3)	(130.0)	(623.2)
Reinsurance operating expenses	(41.3)	(15.5)	(8.4)	(65.2)
Ceded reinsurance recoveries	2.3	-	18.0	20.3
<b>Net reinsurance service expenses</b>	<b>(344.9)</b>	<b>(202.8)</b>	<b>(120.4)</b>	<b>(668.1)</b>

Year ended 31 December 2024 <sup>1</sup>	Property \$m	Casualty \$m	Specialty \$m	Total \$m
Reinsurance losses and loss-related amounts	(274.0)	(156.7)	(100.2)	(530.9)
Reinsurance operating expenses	(39.3)	(14.0)	(7.2)	(60.5)
Ceded reinsurance recoveries	(0.4)	-	3.4	3.0
<b>Net reinsurance service expenses</b>	<b>(313.7)</b>	<b>(170.7)</b>	<b>(104.0)</b>	<b>(588.4)</b>

<sup>1</sup> Certain reinsurance contracts previously reported within the Specialty segment are now reported within the Property and Casualty segments to better align with Conduit's internal view of these contracts. Comparative periods have been re-presented in order to be consistent with the current period presentation.

Net reinsurance losses and loss related amounts

2025 was another highly active period of natural catastrophe events and risk losses for the reinsurance industry, including the California wildfires, severe convective storms in the United States and several aviation losses, among others. The most significant event was the California wildfires which impacted the Los Angeles area in January 2025. Our undiscounted net loss attributed to the wildfires, net of reinsurance and reinstatement premiums, was \$119.1 million. The California wildfires contributed 15.3% to our undiscounted net loss ratio. Absent this event our undiscounted net loss ratio would have been 74.6%.

2024 was also an above average year of loss activity for the industry. Hurricanes Helene and Milton made landfall in the United States and there was also elevated activity across smaller and mid-size natural catastrophe and large risk events, such as the Baltimore Bridge.

Our discounted net loss ratio for the year ended 31 December 2025 was 77.5% compared with 73.3% for the 2024 year, while our undiscounted net loss ratio was 89.9% and 84.4%, respectively. The increase for the year ended 31 December 2025 was primarily related to the California wildfires.

Our undiscounted ultimate loss estimates, net of ceded reinsurance and reinstatement premiums, for previously reported loss events remained broadly stable. The inherent uncertainty in estimating the net liability for incurred claims gives rise to favourable or adverse development. During the year ended 31 December 2025 the favourable development in the discounted net liability for incurred claims for prior accident years was \$14.1 million (31 December 2024: \$4.3 million).

Our loss and reserve estimates have been derived from a combination of reports and statements from brokers and cedants, modelled loss projections, pricing loss ratio expectations and reporting patterns, all supplemented with market data and assumptions. We continue to review these estimates as more information becomes available.

Reinsurance operating expenses and other operating expenses

Year ended 31 December	2025 \$m	2024 \$m	Change \$m	Change %
Reinsurance operating expenses	65.2	60.5	4.7	7.8%
Other operating expenses	24.8	30.8	(6.0)	(19.5%)
<b>Total expenses</b>	<b>90.0</b>	<b>91.3</b>	<b>(1.3)</b>	<b>(1.4%)</b>

Year ended 31 December	2025 %	2024 %	Change (pps)
Reinsurance operating expense ratio	8.4	8.4	-
Other operating expense ratio	3.2	4.3	(1.1)
<b>Total reinsurance and other operating expense ratio</b>	<b>11.6</b>	<b>12.7</b>	<b>(1.1)</b>

Reinsurance operating expenses includes brokerage and operating expenses deemed attributable to reinsurance contracts.

Total reinsurance and other operating expenses were \$90.0 million for the year ended 31 December 2025 compared with \$91.3 million for the prior year. The reinsurance operating expense ratio was in line with the prior year, while the decrease in the other operating expense ratio was mainly due to

**Business Review – Finance** continued

the substance-based tax credits resulting from the Bermuda Tax Credit Act 2025, enacted during December 2025. Conduit has recognised tax credits of \$6.9 million (2024: nil) in the statement of comprehensive income with these credits treated as a reduction in reinsurance and other operating expenses.

**Net reinsurance finance income (expense)**

Year ended 31 December	2025 \$m	2024 \$m	Change \$m
Net interest accretion	(61.1)	(37.6)	(23.5)
Net change in discount rates	(16.1)	6.8	(22.9)
<b>Net reinsurance finance income (expense)</b>	<b>(77.2)</b>	<b>(30.8)</b>	<b>(46.4)</b>

The net reinsurance finance expense was \$77.2 million for the year ended 31 December 2025 compared with \$30.8 million for the prior year. The unwind of discount made up most of the expense in both years, increasing in 2025 in line with growing balance sheet reserves. There was some additional expense in 2025 related to the decrease in discount rates as we remeasured to those lower rates, while 2024 benefited from an increase in discount rates in the latter part of 2024.

**Investments**

We continue to maintain a relatively conservative approach to managing our invested assets, with a strong emphasis on preserving capital and liquidity. Our strategy remains maintaining a short-duration, highly-rated portfolio, with due consideration of the duration of our liabilities.

Our portfolio mix shows our conservative philosophy (more information on the portfolio mix is set out in the charts on page 24 and in the risk disclosures on page 124). Our asset allocation is dictated by our approved investment guidelines. There are no derivatives, equities or alternatives in the investment portfolio.

We currently have two portfolio categories – short-tail and long-tail – to match our underwriting categories and the differing obligations associated with different classes of business across our Property, Casualty and Specialty divisions. Liquidity preferences are monitored for each.

Conduit’s cash inflows are primarily derived from receipts for fulfilling coverage of reinsurance contracts, ceded reinsurance recovered from reinsurers and net investment income, plus the sale and redemption of investments. Cash outflows are primarily the settlement of losses and loss-related amounts, payments for ceded reinsurance contracts held, payment of other operating expenses, the purchase of investments and the distribution of dividends or other forms of capital returns. Excess funds are invested in the investment portfolio.

As part of our investment strategy, we seek to maintain a level of liquidity we believe to be adequate to meet our foreseeable payment obligations. We believe that our liquid investments and cash flow will provide us with sufficient liquidity to meet our obligations to settle losses. However, the timing and amounts of actual claims payments vary based on many factors, including large individual losses, changes in the legal environment and general market conditions.

**Investment performance**

The investment return for the year ended 31 December 2025 was 6.7% driven by net investment income from a growing portfolio, and unrealised gains due to a decrease in yields. For 2024 the portfolio returned 4.0% driven mainly due to net investment income.

Net investment income, excluding realised and unrealised gains and losses, was \$80.7 million for the year ended 31 December 2025 (31 December 2024: \$65.0 million), or an increase of 24.2%, driven by growth in cash and investment balances year-on-year. Total investment return, including net investment income, net realised gains and losses, and net change in unrealised gains and losses, was \$119.5 million (31 December 2024: \$66.1 million).

The breakdown of the managed investment portfolio as at 31 December is as follows:

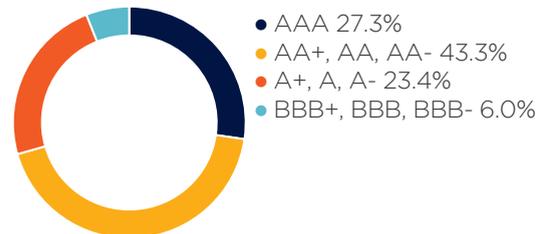
	2025	2024
Fixed maturity securities	88.3%	85.8%
Cash and cash equivalents	11.7%	14.2%
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>

Business Review – Finance continued

Key investment portfolio statistics for our fixed maturities and managed cash as at 31 December were:

	2025	2024
Duration	2.8 years	2.5 years
Credit quality	AA	AA
Book yield	4.2%	4.1%
Market yield	4.2%	4.8%

Cash and investments credit ratings for managed portfolio 2025



Cash and investments credit ratings for managed portfolio 2024



Sustainable environmental and social considerations are incorporated into our individual portfolio investment guidelines. We believe that, all other things being equal, it is less risky to own securities with strong sustainability ratings. More information about our approach to incorporate responsible business considerations to our investments is contained in the sustainability summary on page 34 and in our standalone Sustainability Report and ClimateWise Report.

Capital and dividends

Conduit remains well capitalised to achieve its objectives with a legacy-free balance sheet. Total capital and tangible capital available to Conduit was \$1.10 billion as at 31 December 2025 (31 December 2024: \$1.05 billion). Further information on capital management is set out in the risk disclosures on page 141 and in the financing arrangements on page 159.

Tangible net assets per share as at 31 December 2025 was \$7.14 or £5.30 (31 December 2024: \$6.70 or £5.35). Including dividends, tangible net assets per share increased 11.9% during 2025.

During 2025 the Conduit Board of Directors approved a share Buyback Programme of up to \$50.0 million. Shares purchased under this programme amounted to \$12.5 million for the year ended 31 December 2025.

Shares purchased by Conduit’s Employee Benefit Trust (EBT) during 2025 amounted to \$3.0 million (2024: \$9.4 million) and will be held in trust to meet future obligations under Conduit’s variable incentive schemes.

Further details of the share repurchase scheme are set out in the Directors’ Report on page 100 and in note 17 to the consolidated financial statements on page 160.

On 17 February 2026 Conduit’s Board of Directors declared a final dividend of \$0.18 (approximately 13 pence) per Common Share, resulting in an aggregate payment of \$29.2 million. The dividend will be paid in pounds sterling on 16 April 2026 to shareholders of record on 20 March 2026 (the Record Date) using the GBP/USD spot exchange rate at 12 pm UK time on the Record Date.

Conduit previously declared and paid an interim dividend during 2025 of \$0.18 (approximately 13 pence) per Common Share. Consequently, the full 2025 dividend is \$0.36 (approximately 26 pence) per Common Share in line with our stated dividend policy. Conduit’s dividend policy and information on the final dividend declared in respect of 2025 can be found on page 51.

There is no debt and there are no off-balance sheet forms of capital.

Enterprise Risk Management Report

# Advancing our strategy through robust risk oversight

## Risk Governance

The Board delegates oversight of the risk management framework to the Audit Committee of CHL and the Risk, Capital and Compliance Committee of CRL. Executive responsibility for risk management lies with the Risk Oversight Committee, chaired by the Chief Risk Officer.

The Risk Oversight Committee is mandated to oversee Conduit’s risk governance framework, capital management strategies, underwriting exposure accumulation and the governance around outward reinsurance purchases.

Its primary objective is to ensure the effective execution of our risk strategy, which is designed to ensure Conduit maintains a strong balance sheet within a robust control environment.

In 2025, we continued to build on our foundations and enhance the control environment in preparation for the attestation pursuant to Provision 29 of The UK Code. Material controls are being confirmed in line with The UK Code, and we are working diligently to facilitate the Board’s assurance on their effectiveness.

Conduit operates a “three lines of defence” model, underpinned by strong collaboration across all lines. Responsibility for identifying and assessing risks rests with functional leaders who have direct operational ownership and expertise. Risk Management, as part of the second line, provides consistent oversight, while Internal Audit delivers further assurance to the Board.

## Risk Profile

We continued to actively manage our overall risk profile throughout 2025. Key risk metrics under the Bermuda Monetary Authority (“BMA”) framework remain strong. At year-end 2025, our BSCR coverage ratio is estimated at 252%, comfortably above our internal minimum threshold of 200%, compared to 271% at year-end 2024. The change in coverage ratio reflects continued capital deployment through premium and reserve growth, partially offset by modest surplus growth.

Looking ahead, we continue to monitor our underwriting exposure accumulations to maintain a prudent level of risk-taking through disciplined underwriting. As part of the 2026 business plan, our exposure to catastrophe events has been assessed through careful risk selection and strategic alignment of the inward and outward portfolios. We continue to incorporate updates from catastrophe vendor models into our risk modeling and, during the year, refined our view of risk related to secondary perils.

The Board reviews and approves the risk appetite statement, which defines not only our risk preferences but also the level of risk we are willing to assume at both event and aggregate

levels. Our 1 January 2026 North Atlantic Windstorm exposure is approximately \$110m at the 1 in 100 year return period and \$185m at the 1 in 250 year return period. In addition to monitoring PML across a comprehensive set of risk zones, including but not limited to North Atlantic Windstorm, US and Canada Earthquake and US Wildfire, the Board evaluates key risk-based performance metrics and stress scenarios to confirm the adequacy and resilience of the business plan as we advance our strategy for sustainable, profitable growth.

In addition to monitoring established risks, the Board and Management maintain a forward-looking approach to emerging risks. An emerging risk session is held at Board and Management levels at least annually. Potential new threats and opportunities are identified through various methods including external research and engagement with external experts. Actions arising from discussions on emerging risks are integrated into business planning and risk registers with risk mitigation strategies appropriately implemented.

**William Randolph**  
Chief Risk Officer  
25 February 2026

Enterprise Risk Management Report continued

# Three lines of defence model

## 1st line

**The primary responsibility for managing risk rests with all employees.**

They identify, measure, mitigate and report risks as part of their daily activities. This includes ownership and management of risks on a day-to-day basis and applies to everyone at every level in the organisation, as all share responsibility for operational risk management.

## 2nd line

**The Risk and Compliance functions, along with elements of the Actuarial function, form the second line of defence.**

They support the first line by providing independent challenge, coordination, monitoring and advice. These functions maintain direct communication with the Boards and relevant Committees.

## 3rd line

**Internal Audit acts as the primary function in the third line of defence, with additional assurance provided by external auditors and the independent loss reserve specialist.**

Both internal and external auditors have access to the necessary business functions and report directly to the Audit Committee. Third-line reviews inform Risk and Compliance assessments, and findings are incorporated into evaluations of risk and control effectiveness. The third line reports to the Board and/or Audit Committee to provide independent assurance of an effective governance framework.

Enterprise Risk Management Report continued

Risk and relative appetite/preference	Mitigating actions	Board level monitoring	Commentary	Trend
<b>Overall – capital adequacy</b>				
<p><b>The risk that capital resources are insufficient to meet regulatory requirements, rating agency expectations or absorb stress events</b></p> <p><b>Low</b></p> <p>We maintain capital to support a minimum rating of A- by AM Best and to provide a surplus over the regulatory enhanced capital requirement of twice that prescribed as an early warning buffer by the BMA.</p>	<ul style="list-style-type: none"> <li>Quarterly capital level monitoring across internal, regulatory and rating agency requirements.</li> <li>Capital planning and stress testing.</li> <li>Ongoing engagement with rating agencies.</li> <li>Early warning triggers and documented capital management action plan.</li> <li>Approved capital policy.</li> </ul>	<ul style="list-style-type: none"> <li>Quarterly capital and solvency reporting against tolerances.</li> <li>Review of stress and scenario testing results.</li> <li>Approval of capital policy and dividend policy.</li> <li>Approval of all capital actions.</li> <li>Review of underwriting exposure and aggregation reports.</li> <li>Annual review of rating agency feedback and outlook.</li> <li>Annual CISSA reporting.</li> </ul>	<p>We maintain strong capital buffers above regulatory and rating agency requirements, supporting our strategic objectives and underwriting growth. Our solvency position remains within our target range, providing resilience against market volatility and inflationary pressures. AM Best affirmed our A- rating with a stable outlook, reflecting a period of leadership transition and the need for continued focus on governance and capital management to maintain rating strength and strategic flexibility.</p>	
<b>Underwriting – premium</b>				
<p><b>The risk that pricing fails to accurately reflect underlying exposures, resulting in misestimation of claims frequency or severity or premiums insufficient to cover potential losses</b></p> <p><b>High</b></p> <p>This is the risk we seek in order to generate return. The risk is managed by seeking a target portfolio based on our view of rate adequacy and target diversification, supported by event and/or aggregate retrocessional protections.</p>	<ul style="list-style-type: none"> <li>Defined risk appetite and tolerances, including PML.</li> <li>Underwriting guidelines and authority limits.</li> <li>Actuarial and underwriting peer reviews.</li> <li>Use of retrocession to manage volatility and exposure.</li> <li>Underwriting Oversight Committee review and monitoring of underwriting performance.</li> </ul>	<ul style="list-style-type: none"> <li>Regular underwriting and portfolio performance reports to the Board.</li> <li>Review of underwriting exposure and aggregation reports.</li> <li>Review and approval of risk appetite and underwriting limits.</li> </ul>	<p>We continue to pursue a diversified portfolio supported by retrocessional protections and disciplined underwriting. Overall, we continued to grow top-line in 2025 in our target classes. Competitive pressure and early signs of rate softening in certain property and specialty classes are emerging, which could temper growth opportunities.</p>	

Enterprise Risk Management Report continued

Risk and relative appetite/preference	Mitigating actions	Board level monitoring	Commentary	Trend
<b>Underwriting – exposure and aggregations</b>				
<p><b>The risk of excessive accumulation of catastrophe or liability exposures beyond defined appetite, leading to outsized losses</b></p> <p><b>Medium</b></p> <p>We underwrite catastrophe exposed reinsurance through our property and specialty classes, and business exposed to other aggregations, notably across casualty lines.</p>	<ul style="list-style-type: none"> <li>• Defined exposure limits and ongoing monitoring.</li> <li>• Use of retrocession to manage volatility and exposure.</li> <li>• Post event reviews and resulting actions as necessary.</li> <li>• Risk Oversight Committee review and monitoring.</li> </ul>	<ul style="list-style-type: none"> <li>• Review of underwriting exposure and aggregation reports.</li> <li>• Approval of exposure limits and retrocession strategy as part of business plan approval.</li> <li>• Review of scenario analysis and stress testing outcomes.</li> </ul>	<p>PML in 2025 increased from a combination of portfolio growth and outwards reinsurance structure changes. Looking ahead to 2026, despite planned modest growth in the portfolio we expect a reduction in overall net exposure and aggregations through enhanced alignment of the inwards portfolio and outwards protections having applied lessons learned from the California wildfire losses in 2025, lowering volatility across return periods.</p>	
<b>Underwriting – reserve</b>				
<p><b>The risk that reserves prove insufficient to meet ultimate claims obligations due to adverse development or inflationary trends</b></p> <p><b>Medium</b></p> <p>We underwrite a mix of classes including those where reserves take time to develop. We seek to minimise reserve risk through rigorous data analytics using both our own and third-party market data, and benefit from external independent loss reserve specialist review.</p>	<ul style="list-style-type: none"> <li>• Monitoring of reserve movements and trends.</li> <li>• Quarterly management level reserving committee providing review and challenge.</li> <li>• Independent actuarial review twice yearly.</li> <li>• Reserving policy.</li> <li>• Major loss response policy.</li> </ul>	<ul style="list-style-type: none"> <li>• Quarterly reserving reports to the Board and Audit Committee.</li> <li>• Review of independent actuarial results.</li> <li>• Approval of reserving policy.</li> <li>• Review of major loss event reporting.</li> </ul>	<p>Our Casualty portfolio continues to mature, bringing additional earned premium and associated reserves. Inflationary and social inflation trends continue to create uncertainty, but selective underwriting, enhanced actuarial reviews and portfolio analysis continue to mitigate this risk. Importantly, our reserves remain comfortably within the range confirmed by an independent actuarial review, reinforcing confidence in adequacy and balance sheet strength.</p>	

Enterprise Risk Management Report continued

Risk and relative appetite/preference	Mitigating actions	Board level monitoring	Commentary	Trend
<b>Investment – market and liquidity</b>				
<p><b>The risk that market volatility erodes asset values or liquidity shortfalls prevent timely settlement of claims</b></p> <p><b>Low</b></p> <p>Our primary aim is to protect capital and, consequently, we have a low appetite to expose our capital base to investment losses and a low appetite for volatility.</p>	<ul style="list-style-type: none"> <li>Quarterly management level investment committee.</li> <li>Investment policy including defined limits and authorities for external investment managers.</li> <li>Defined investment risk preferences, appetite and risk and return objectives and tolerances.</li> <li>Regular stress and scenario testing around investment portfolio.</li> <li>Periodic strategic asset allocation reviews.</li> </ul>	<ul style="list-style-type: none"> <li>Investment performance and liquidity reports.</li> <li>Review of market and liquidity scenarios and stress tests.</li> <li>Approval of investment policy and limits.</li> <li>Review of stress and scenario testing around investment portfolio.</li> <li>Periodic strategic asset allocation reviews.</li> </ul>	<p>Despite persistent market volatility and interest rate uncertainty, our positioning remains aligned with appetite and supports strategic flexibility. Our portfolio continues to deliver stable returns with minimal downside risk.</p>	↔
<b>Credit</b>				
<p><b>The risk that retrocessionaires, brokers or other counterparties default or fail to honour obligations</b></p> <p><b>Low</b></p> <p>We use reinsurance to provide protection and select reinsurers which provide limited credit risk.</p>	<ul style="list-style-type: none"> <li>Approved reinsurer list with criteria on acceptable credit rating.</li> <li>Counterparty monitoring and limits setting. Expansion of approved reinsurer list to reduce concentration.</li> <li>Risk Oversight Committee review and monitoring.</li> </ul>	<ul style="list-style-type: none"> <li>Counterparty exposure and credit quality reporting.</li> </ul>	<p>We select highly rated and collateralised counterparties to minimise credit risk and maintain strong retrocession security. Economic uncertainty and reinsurer consolidation are monitored, but counterparty quality remains strong and credit risk is steady relative to appetite.</p>	↔

Enterprise Risk Management Report continued

Risk and relative appetite/preference	Mitigating actions	Board level monitoring	Commentary	Trend
<b>Operational and systems</b>				
<p><b>The risk of loss arising from inadequate or failed internal processes, procedures, people, systems or external events disrupting business operations</b></p> <p><b>Low</b> We seek to minimise our operational risk within the context of operating as a reinsurer. We seek to attract and retain high-quality staff and gain competitive advantage by use of high-quality and integrated systems.</p>	<ul style="list-style-type: none"> <li>Control testing and quarterly control affirmation process.</li> <li>Cyber management programme and cyber incident response plan.</li> <li>Disaster recovery and business continuity plans.</li> <li>Regulatory and compliance adherence.</li> <li>Recruitment and selection policy.</li> </ul>	<ul style="list-style-type: none"> <li>Operational risk and incident reporting.</li> <li>Review and approval of succession plans.</li> <li>Annual review of cyber code of conduct compliance.</li> <li>Annual CISSA reporting.</li> </ul>	<p>Leadership transitions during 2025 introduced additional execution risk to some operational processes. While these changes were managed effectively, they emphasised the importance of robust systems and clear delegation to maintain continuity.</p> <p>Our technology ecosystems have remained stable throughout the year, and several system upgrades continue to improve operational efficiency.</p> <p>Continuous assessment of our control environment has identified improvement areas which are being implemented.</p>	
<b>Strategic</b>				
<p><b>The risk of failing to execute the business plan or adapt to market changes, impacting long-term objectives</b></p> <p><b>Low</b> We seek to manage risk by keeping a clear and focused strategy as a single balance sheet reinsurer.</p>	<ul style="list-style-type: none"> <li>Strategic planning and annual business plan review.</li> <li>Regular town halls with employees.</li> <li>Succession planning.</li> <li>Identification of emerging risks, new threats and opportunities.</li> </ul>	<ul style="list-style-type: none"> <li>Annual strategy session with the Board.</li> <li>Review and approval of business plan and ongoing reporting against plan.</li> <li>Monitoring of risk appetite alignment.</li> <li>Regular monitoring of emerging risks.</li> </ul>	<p>Our single balance sheet strategy remains intact, providing clarity and focus as we navigate evolving market conditions.</p> <p>The planned shift in our underwriting portfolio to achieve a more balanced mix of proportional and excess of loss business, combined with a softening market are key considerations in our evaluation of execution risk into 2026. This shift enhances diversification, stabilises earnings and positions us to capitalise on changing market opportunities through proactive engagement.</p>	

Enterprise Risk Management Report continued

Risk and relative appetite/preference	Mitigating actions	Board level monitoring	Commentary	Trend
<b>Reputational</b>				
<p><b>The risk of adverse stakeholder perception, negative media coverage or sustainability misalignment erodes confidence and brand integrity</b></p> <p><b>Low</b> A focus on maintaining and enhancing brand and franchise value with support from the Sustainability Committee, established by the CHL Board.</p>	<ul style="list-style-type: none"> <li>Proactive stakeholder engagement.</li> <li>Transparent communication procedures.</li> <li>Disclosure Committee.</li> </ul>	<ul style="list-style-type: none"> <li>Stakeholder feedback and sustainability reports to the Board.</li> <li>Review of communications strategy and reputational risk indicators.</li> <li>Oversight by the Sustainability Committee and Board.</li> </ul>	<p>In 2025, reputational risk increased, influenced by greater media attention and management changes. These factors, together with underwriting portfolio refinement, led to increased interest from stakeholders. To address this, we placed emphasis on transparent communication regarding leadership transitions and maintained proactive engagement with external stakeholders.</p>	
<b>Legal, regulatory and litigation</b>				
<p><b>The risk of non-compliance with laws or regulations, or exposure to litigation resulting in financial or reputational harm</b></p> <p><b>Very low</b> We seek to minimise our legal, litigation and regulatory risk by investing in our systems and people. We have no appetite for censure by regulators and tax authorities.</p>	<ul style="list-style-type: none"> <li>Compliance plan and independent assurance.</li> <li>Proactive regulatory engagement.</li> <li>Ongoing legal and compliance training for all employees.</li> <li>Incident reporting and remediation tracking.</li> </ul>	<ul style="list-style-type: none"> <li>Compliance and regulatory reports to the Board and Audit Committee.</li> <li>Review of legal developments and regulatory changes.</li> <li>Oversight of assurance activities and remediation progress.</li> </ul>	<p>The regulatory environment in Bermuda has remained steady in 2025. However, political developments in the US and other key markets continue to increase the level of uncertainty around trade and fiscal policy. While the external environment presents uncertainty, we maintain a strong compliance culture, reinforced by independent assurance and proactive regulatory engagement to ensure full adherence to applicable requirements.</p>	

People and Culture Report

# Our people, our culture, our story.

**“This year has seen an added focus on retaining and growing our talent through a year of transition.”**



## Introduction

At Conduit, our people are the foundation of our success and the driving force behind our disciplined and collaborative culture. We have thoughtfully built an inclusive team which reflects our values and a shared commitment to strive for excellence.

Our vision for Conduit’s culture is not just a set of values—it is how we operate every day. Our focus is to foster open communication, support continuous learning and hold ourselves accountable to high standards of professionalism and ethics. As we grow, we remain focused on preserving the entrepreneurial spirit and collaborative ethos that established Conduit.

2025 has been a year of transition for Conduit which has made the retention and development of our employees even more critical. Therefore, we have continued to invest in our people through inclusive hiring practices, support for learning and development opportunities, and cultivating a culture that encourages innovation in our ways of working and accountability across Conduit. Our approach to talent is underpinned by a belief that diverse perspectives and empowered individuals lead to better outcomes for our cedants, shareholders and communities.

## Employee Engagement

As discussed in our Section 172 Statement on pages 41 to 42, Conduit has a Non-Executive Director responsible for oversight of engagement with the workforce, Malcolm Furbert, and more details are provided within this report.

Having a supportive and inclusive culture is important to us, and from 2022 to 2024 we conducted employee engagement surveys to track how employees were feeling about working at Conduit during our initial years of business. The results of these surveys were shared across Conduit as well as with Malcolm, who then provided his own observations on employee engagement to the Board. Additionally, Malcolm meets with a selection of employees across our workforce during the year and shares his insights from these meetings with the People and Culture team, the Executive Committee and the Board to supplement the insights gained from engagement surveys.

Given that 2025 has been a year of transition for Conduit, the Executive team and senior management have made sure they have been visible and approachable to staff through town halls, team gatherings and one-to-one meetings. In addition, Malcolm continued to hold his meetings with a selection of staff members. The feedback from these meetings endorsed the actions taken by the leadership team to support the evolving needs of our workforce.

People and Culture Report continued

**Cultural transition: Listening to our people**

As part of our ongoing cultural evolution, in 2025 we conducted a series of employee focus groups to explore how our values are understood and lived across the organisation. The People and Culture team held six focus group sessions with employees during the month of July and were delighted to have had 95% employee participation in these sessions.

The focus group sessions were designed intentionally to include cross-functional representation at each session and encourage open and respectful dialogue around the behaviours that best reflect our ideal cultural identity. Sessions provided our employees with a platform for dialogue which allowed team members to share feedback on not only Conduit's values but also the behaviours that best represent our values in practice.

These insights are informing updates to our internal communications, leadership development and performance assessment frameworks. We are committed to continuing this dialogue and fostering a culture which reflects the lived experience of our people.

**Continuing to build-out our workforce**

Given the changes experienced in the business during 2025, it was essential to review all business units and resources to ensure the teams had the appropriate staffing for a successful 2025 and beyond.

These reviews encompassed internal staffing level reviews for each team as well as role changes and promotions to ensure Conduit is aligned for success in delivery of the strategy.

During the year, Neil, previously our Executive Chairman, took on the role of CEO. We welcomed William Randolph as our CRO and Stephen Postlewhite to the team in late January 2026 as CUO. Additionally, we saw 13 staff members either promoted or moved into new roles more suited to their career aspirations during 2025 and welcomed new talent across every function of the business.

**Learning and development**

Conduit continues to demonstrate its commitment to our employees through supporting professional learning and development opportunities for all, including attendance at industry conferences and online training. At Conduit, we believe that supporting our employees' educational goals not only benefits their personal growth but also contributes to our collective success. This year, we have seen several of our team members advance their qualifications, with Conduit funding their exams and certifications. For some, this also included paid leave to support their studies.

**Responsible Community Partner**

We have embedded environmental, social and governance principles into our business

and operational activities. Conduit supports the community not only through monetary donations made via the Conduit Foundation to Bermuda-registered charities, but also through the year-round involvement of our employees in local charitable initiatives, as highlighted in our annual Sustainability Report and on our website.

These initiatives and community engagement programmes reflect our belief that sustainability and social responsibility begins with our people.

**Heather Mello**

Head of People and Culture  
25 February 2026

**Our values**



**Act Boldly & Challenge**

We support each other to ask questions, challenge existing methods and stay curious. We are open to change and always look for better ways to do things.



**Be Collaborative**

We work together across teams, sharing information and building trust. Everyone takes responsibility and helps each other succeed.



**Operate with Integrity**

We do what we say and act honestly, treating everyone fairly and with respect. We own our decisions and learn from mistakes.



**Celebrate Development**

We learn and grow together, sharing what works and recognising progress. We use new ideas and technology to help everyone move forward.



**Be Brave**

We encourage each other to try new things and face challenges, even when there is uncertainty. Taking smart decisions helps us improve and build resilience.

A letter from our Sustainability Committee Chair

# A letter from our Sustainability Committee Chair

“As Conduit celebrates its fifth anniversary, I am proud to reflect on the Company’s unwavering commitment to Bermuda’s community and environment.”



### 2025 sustainability highlights

Our key achievements are highlighted on page 37.

### TCFD Reporting

We leverage our ClimateWise Report to meet our TCFD reporting requirements. Find out more on page 38.

As Conduit celebrates its fifth year since a successful IPO, I am proud to reflect on our unwavering commitment to Bermuda’s community and environment. It is clear to me that the progress made in a relatively short period demonstrates how deeply Conduit cares about connecting with and supporting the community in which it operates.

Immediately after launch, management established the Conduit Foundation to support local causes in Bermuda aligned with its priorities and the UN Sustainable Development Goals. Conduit committed to annual funding of the Foundation. Throughout 2021-25, The Conduit Foundation has donated over \$1.3 million to over 50 Bermuda-based charities through direct donations, sponsoring charitable events and matching employees’ donations. This is in addition to organising the Gala of Giving in 2023 and 2024, which, together with Bermuda peers, raised nearly \$800,000 for selected local charities.

These funds have made a real difference to charities working tirelessly across education, health, environmental stewardship and support for vulnerable populations. Some organisations have received consistent support throughout all five years, ensuring continuity where it matters most. Some examples of where a difference has been made from Conduit funds include:

- P.A.L.S. Cancer Care to purchase two nursing vans to provide home-based patient care visits along with funds to support their patient care programme expenses.
- Assisting HOME in their programme to support independent living for local rough sleepers.
- A bursary for the Bermuda College Foundation Vehicle Mechanics programme helping train students for jobs while supporting the transition to less polluting vehicles.
- Supporting the Bermuda National Trust to restore the boardwalk at Paget Marsh, which provides one of the only wheelchair-friendly access points to a nature reserve in Bermuda.
- Funds to enable children in Bermuda with dyslexia to receive support from the Core Reading Programme at the Reading Clinic.

Charitable giving is only part of the story. Organised initiatives for employees have included beach clean-ups, clearing invasive plants, planting native trees and shrubs, delivering hot meals to those less mobile every Friday and refurbishing a charity’s building damaged by hurricanes.

**A letter from our Sustainability Committee Chair** continued

Collectively, over the past five years, Conduit employees have donated an estimated 3,600 hours of their time to causes close to their hearts, supported by a volunteer allowance introduced in 2023 and Conduit-organised initiatives.

Equally important to me is Conduit's commitment to Bermuda's economy through local employment and talent development. As of 31 December 2025, Conduit employed 68 people, the majority of whom did not require a work permit.

Further, each summer, the team welcomes a new cohort of interns to gain professional skills and insight into Bermuda's (re)insurance market. In 2025, nine local students joined the team, a significant achievement for a company of Conduit's size. Over five years, 29 interns have participated in the programme, with three progressing to full-time roles, underscoring the success of our talent pipeline.

Through the Conduit Foundation, the team partners with the Association of Bermuda International Companies to provide multi-year scholarships. Currently, three Bermudian students are being sponsored by Conduit for university studies in Canada and the UK, supported by mentorship from senior leaders at Conduit.

By offering these opportunities, I believe Conduit is inspiring Bermuda's young talent to join the (re)insurance industry, equipping them with the knowledge and experience to thrive. In doing so, they are supporting both the sustainability of international business in Bermuda and the availability of jobs for local professionals.

I commend the Conduit team for their dedication to Bermuda's community, and look forward to continuing this journey together with ongoing initiatives to maximise our impact as a responsible company.

**Lord Soames**

Sustainability Committee Chair  
25 February 2026

Case study

# Championing biodiversity: Conduit’s partnership for a greener Bermuda

We were delighted to sponsor the planting of over 130 native and endemic plants as part of the Bermuda Youth Climate Summit.



As an island nation, Bermuda faces unique environmental pressures, including limited green spaces and biodiversity loss. These challenges underscore the importance of initiatives that restore ecosystems while engaging the community.

Through our Foundation, Conduit has supported the Bermuda Underwater Exploration Institute’s (“BUEI”) Youth Climate Summit since 2021. In 2025, we deepened this commitment by becoming a Champion Partner for their Trees for Scores initiative – a creative programme linking sports performance to environmental action. For every two goals in football and every 50 runs and ten wickets in cricket scored by Bermuda’s youth teams between August and November, one tree was planted for Bermuda’s future.

Conduit sponsored the planting of over 130 native and endemic plants at Sherwin and High Point nature reserves, managed by the Bermuda National Trust. Volunteers, including Conduit employees, came together to plant complete native ecosystems, including trees, shrubs and

ground cover, rather than planting individual trees. This approach maximises biodiversity, improves long-term survival rates, and enhances ecosystem resilience for generations to come.

The impact of this initiative is already visible. Nearly 400 plants have been added to Bermuda’s environment through collaboration with partner sponsors, creating accessible green spaces for local communities and engaging youth in environmental stewardship. These ecosystems increase the potential for local carbon capture, contributing to healthier air quality and offsetting some emissions. They also strengthen community ties through volunteer participation and sports-driven sustainability.

This project reflects our ambition to positively impact our stakeholders and our commitment to reduce our environmental footprint.

We are pleased to have partnered with BUEI and peer companies to contribute to a healthier, more resilient Bermuda and advance our vision of a sustainable future.



Native and endemic trees planted

**130+**

**Sustainability Summary**

**Introduction**

Sustainability is integral to Conduit’s strategy and long-term success. As a reinsurer, we operate in a sector directly exposed to climate-related risks, making responsible practices essential for resilience and value creation. More locally, we are committed to making a positive impact where we live and work.

Our approach focuses on transparency, minimising our environmental impact and supporting our stakeholders in light of climate change and societal issues.

**Governance and approach**

Sustainability oversight starts at CHL Board level, supported by management and our Sustainability Committee, which is attended by both Executives and Non-Executive Board members.

Each Executive Committee member has specific sustainability responsibilities embedded in their performance objectives.

Several sustainability related policies are in place at Conduit to support good practices. We have included on our website summaries of a number of these, of all which are reviewed regularly and updated as needed.

We also offer training to all employees on sustainability risks and opportunities, reinforcing our commitment to informed decision-making.

**Underwriting**

By providing coverage for climate-related events and transition risks, we help cedants manage volatility, reduce the global protection gap and support communities in adapting to climate change.

To minimise our impact, the impact of climate change and the related transition of our portfolio, we maintain strict underwriting standards. We do not actively seek sectors such as coal, Arctic drilling, oil sands, tobacco, gambling, controversial weapons and for-profit prisons, with mandatory peer review by the Chief Underwriting Officer or referral to the Executive Committee required for any portfolios that may include these exposures.

**Investments**

We have restrictions which mirror our underwriting approach embedded in mandates provided to our outsourced asset managers, all of whom are signatories to the UN Principles for Responsible Investment.

We support our employees to invest in personal residential solar panel infrastructure and electric cars by offering interest-free green loans.

**Community partnerships**

Through the Conduit Foundation, we actively support a range of local charities and community initiatives. In 2025, Conduit increased its donations to the Conduit Foundation to \$350,000 per year.

As a company, Conduit sponsors local charitable events, provides use of our office space for sponsored charities as needed and supports employees with time off to donate blood and participate in local charities’ annual drives.

Our employees also participate in organised activities such as beach clean-ups, charity impact days and weekly volunteering with Meals on Wheels throughout the year. In addition, each employee receives one day of paid volunteer leave annually to contribute to a cause of their choice.

**Talent development**

In 2025, we welcomed nine university students on our internship programme, one of whom has since joined Conduit full-time. This initiative reflects our commitment to developing skills and creating career opportunities within our industry.

More details on talent development can be found in the People & Culture Report on pages 32 and 33.

**Carbon emissions**

We disclose carbon emissions for which we are responsible, and for the fifth consecutive year since Conduit’s inception, we have maintained our commitment to offset our Scope 1 and 2, and select Scope 3, emissions. Offsets are carefully chosen to meet high-quality standards, including third-party verification and social impact benefits.

Certain emissions data is subject to limited assurance by KPMG. Their independent report can be found in our standalone Sustainability Report.

We also track emissions avoided through our green loans policy, with a long-term ambition for financed solar and electric vehicle initiatives to exceed our Scope 2 emissions.

Our emissions are disclosed on page 40.

**Transparency and additional information**

We publish to our website a standalone ClimateWise Report aligned with Task Force on Climate-related Financial Disclosures, with a disclosure reference table provided on the next page.

Further details are also included in our 2025 Sustainability Report and are available on our website.

Sustainability Summary continued

Below is a summary of our TCFD disclosures, which are intended to provide context alongside a reference to where each topic is explored in more depth. ClimateWise provides an industry-specific framework for TCFD reporting and is most meaningfully read as a standalone document, so it has not been reproduced in full in the Annual Report and Accounts. Our Sustainability Report is a free-form disclosure in which we add additional context and commentary, notably in relation to our associated metrics and the relevance of climate to each member of executive management. Both our 2025 Sustainability and ClimateWise reports are available to download on our website.

TCFD pillars	TCFD recommended disclosures	Disclosure status and reference to where disclosures have been made
<b>Governance</b> Disclose the organisation’s governance around climate-related risks and opportunities.	<b>A</b> Describe the Board’s oversight of climate-related risks and opportunities.	<b>See Principle 1 of our ClimateWise Report.</b> The Board has held strategy sessions that have considered climate-related risks and opportunities and have established parameters within which management can operate. It receives regular reports and is also supported by the Sustainability Committee.
	<b>B</b> Describe management’s role in assessing and managing climate-related risks and opportunities.	<b>See Principle 1 of our ClimateWise Report and our Sustainability Report.</b> Climate-related risk is integrated into various management policies. Each Executive Committee member has specific climate responsibilities as set out in our ClimateWise Report.
<b>Strategy</b> Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation’s businesses, strategy and financial planning where such information is material.	<b>A</b> Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term.	<b>See Principles 1 and 3 of our ClimateWise Report.</b> Climate-related risks and opportunities exist across our underwriting, investments and operations.
	<b>B</b> Describe the impact of climate-related risks and opportunities on the organisation’s businesses, strategy and financial planning.	<b>See Principles 1 and 3 of our ClimateWise Report.</b> Climate-related risks and opportunities exist across our underwriting, investments and operations that are relevant for our business, strategy and financial planning.
	<b>C</b> Describe the resilience of the organisation’s strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	<b>See Principle 1 of our ClimateWise Report.</b> Our planning time horizon and the short-tail nature of our insurance liabilities and asset portfolio limit the impact of a 2°C scenario on our business plan and short-term capital management.

Sustainability Summary continued

TCFD pillars	TCFD recommended disclosures	Disclosure status and reference to where disclosures have been made
<p><b>Risk management</b></p> <p>Disclose how the organisation identifies, assesses and manages climate-related risks.</p>	<p><b>A</b></p> <p>Describe the organisation’s processes for identifying and assessing climate-related risks.</p> <hr/> <p><b>B</b></p> <p>Describe the organisation’s processes for managing climate-related risks.</p> <hr/> <p><b>C</b></p> <p>Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation’s overall risk management.</p>	<p><b>See Principle 1 of our ClimateWise Report.</b></p> <p>Our processes are integrated with our wider risk management framework described in the enterprise risk management report, as well as in in our Financial Condition Report which is available on our website.</p> <hr/> <p><b>See Principles 1 and 3 of our ClimateWise Report.</b></p> <p>Our processes are integrated with our wider risk management framework described in the Enterprise Risk Management Report, as well as in our Financial Condition Report which is available on our website.</p> <hr/> <p><b>See Principles 1 and 3 of our ClimateWise Report.</b></p> <p>Our processes are integrated with our wider risk management framework described in the Enterprise Risk Management Report, as well as in our Financial Condition Report which is available on our website.</p>
<p><b>Metrics and targets</b></p> <p>Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.</p>	<p><b>A</b></p> <p>Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.</p> <hr/> <p><b>B</b></p> <p>Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions and the related risks.</p> <hr/> <p><b>C</b></p> <p>Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.</p>	<p><b>See Principle 4 of our ClimateWise Report.</b></p> <p>Our metrics relate primarily to carbon neutrality and to our business partners’ commitments to climate matters.</p> <hr/> <p><b>Disclosed in this section of the Annual Report and Accounts.</b></p> <p>Further details can also be found in our ClimateWise Report.</p> <hr/> <p><b>See our Sustainability Report and Principle 4 of our ClimateWise Report.</b></p> <p>Our metrics relate primarily to offsetting Scope 1, 2 and select Scope 3 emissions (business travel including flights and hotels and employee commuting).</p>

Sustainability Summary continued

**Carbon emissions**

We have included in the table below our Scope 1 to 3 emissions for 2025 and 2024. We look to grow as sustainably as possible, with a focus on the average emissions per employee. For details on our methodology, our carbon offsets and our environmental commitments and priorities, please refer to Principle 4 of our ClimateWise Report which is available on our website.

Emission type <sup>1</sup>	Activity	Basis of measurement	2025		2024	
			Quantity	tCO <sub>2</sub> e	Quantity	tCO <sub>2</sub> e
<b>Scope 1</b>						
Direct	None		-	- <sup>Δ</sup>	-	-
<b>Scope 2</b>						
Indirect energy	Electricity	kWh	230,415		205,240	
	- location-based			154.2 <sup>Δ</sup>		152.4
	- market-based			154.2 <sup>Δ</sup>		135.2
<b>Scope 3</b>						
Indirect other	Business travel - air	Km	2,248,208	412.7 <sup>Δ</sup>	2,084,991	403.9
	Business travel - taxis <sup>2</sup>	Spend		33.6 <sup>Δ</sup>		-
	Business travel - hotels	Nights	519	25.7 <sup>Δ</sup>	515	27.7
	Staff commuting	Km	188,143.0	20.6 <sup>Δ</sup>	191,907.9	21.6
<b>Total gross emissions from our operations<sup>2</sup></b>						
	Gross emissions (location-based)			647.3 <sup>Δ</sup>		605.6
	Gross emissions (market-based)			647.3 <sup>Δ</sup>		588.4
	Carbon offset applied			(647.3)		(588.4)
	Net carbon impact from operations			-		-
<b>Gross emissions per average employee</b>						
	Average number of employees		64.2		63.5	
	Location-based			10.1 <sup>Δ</sup>		9.5
	Market-based			10.1 <sup>Δ</sup>		9.3
<b>Gross emissions including our share of suppliers' emissions</b>						
	Total gross emissions as per above market-based approach			647.3 <sup>Δ</sup>		588.4
	Share of suppliers' emissions <sup>3</sup> (purchased goods and services)			2,791.4		2,793.0
<b>Grand total</b>				<b>3,438.7</b>		<b>3,381.4</b>

<sup>1</sup> We are committed to continually improving our data collection and calculation process in line with the GHG Protocol guidance. If our methodology evolves in future years, our reported emissions may change.

<sup>2</sup> Estimated emissions for taxis have been calculated and presented for the first time in 2025.

<sup>3</sup> For 2025 our methodology to calculate our share of suppliers' emissions was updated to use emissions intensities derived from CDP-reported data where available, and EPA EEIO factors for vendors who did not report to CDP. This is a new approach from 2024. We have recalculated and re-presented the comparative for 2024 to align to our new method.

<sup>Δ</sup> KPMG performed limited assurance procedures inline with ISAE 3000 (Revised) and ISAE 3410 over these GHG disclosures. Their report is available in the appendix of the Sustainability Report.

## Section 172 Statement and Stakeholder Engagement

Provision 5 of The UK Code requires boards to understand the views of key stakeholders and explain in the annual report how their interests, together with the matters set out in Section 172 of the UK Companies Act 2006, have been considered in Board discussions and decision-making. Conduit is a Bermuda-incorporated issuer and its directors are subject to duties under Bermuda company law. Although Conduit is not legally required to prepare a Section 172 Statement, the Board has chosen to do so as a matter of best practice in corporate governance.

The Board confirms that, during the year ended 31 December 2025, it discharged its duties to act in a manner that it believes promotes the long-term success of Conduit for the benefit of its members as a whole, while having regard to the matters set out in Section 172 of the UK Companies Act 2006. Further details on how these duties were fulfilled are provided in this statement.

Section 172 requires directors to have regard, among other matters, to:

- the likely long-term consequences of any decision;
- the interests of the company's employees;
- the need to foster business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and the environment;
- the desirability of maintaining a reputation for high standards of business conduct; and

- the need to act fairly between members of the Company.

### Stakeholder engagement

- In 2025, Conduit continued to prioritise engagement with key stakeholders to understand their perspectives and assess the potential long-term implications of strategic decisions.
- The Board considered broker and client relationships, shareholder and employee engagement, interactions with governments and regulators, rating agency engagement, environmental matters and Conduit's impact on and relationship with the local community. These factors were taken into account in the Board's discussions and decision-making throughout the year.

### Brokers and clients

- Strong relationships with the reinsurance broking community and cedants are fundamental to Conduit's success. In reviewing Conduit's strategy and business planning, the Board received reports on broker and cedant engagement and noted the significant support provided to Conduit.

### Shareholders

- In 2025, representatives of Conduit held over 200 meetings with investors, both one-on-one and via group calls. The Interim Chair, CEO, CFO, Deputy CEO and Head of Investor Relations met regularly with shareholders, including quarterly sessions to review trading

results and ad hoc meetings to discuss specific matters. Feedback from these engagements was presented to the Board on a regular basis and informed its discussions and decisions on strategy and business planning.

- The Board and management recognise the value of ongoing dialogue with shareholders and have adopted an active engagement strategy to understand their priorities, hear their expectations and share Conduit's views. The Board remains committed to being proactive, transparent and accessible, and shareholders are encouraged to raise questions at any time.
- Further information, including contact details, is available in the Investor Relations and Regulatory News Service section of the Conduit website ([conduitreinsurance.com](http://conduitreinsurance.com)).

### Employees

- Malcolm Furbert continued to serve as Conduit's Non-Executive Director responsible for workforce engagement. During the year, Malcolm met with the COO and Head of People and Culture to discuss employee engagement. The Board received reports on these discussions and on the activities of the People and Culture team, ensuring that workforce views were considered in Board and management decision-making.
- During 2025, the Head of People and Culture conducted detailed reviews of Conduit's people policies and procedures to ensure they remain robust, current and competitive within the market. The Board was kept informed of

recruitment activities, noting that headcount increased to 68 as at 31 December 2025.

- In 2025 employees completed compliance training, covering key topics including sanctions, information security and cyber risk, anti-money laundering, anti-terrorist financing, anti-bribery and corruption, conflicts of interest, and compliance with tax and regulatory guidelines. Training also included Conduit's Code of Conduct and whistleblowing procedures.
- Conduit prioritises transparent and open communication with employees. Regular "town hall" meetings were held throughout the year to provide updates on key company matters and performance. These sessions are designed to foster a culture of inclusivity and ensure alignment with Conduit's goals and objectives.

### Government and regulators

- The Board recognises the importance of monitoring legal and regulatory developments and maintaining open, constructive engagement with all relevant authorities. Conduit's principal operating subsidiary, CRL, is licensed and supervised by the BMA. Members of the management team held quarterly meetings with the BMA throughout the year, and the Board received regular reports on governmental, legal, regulatory and supervisory matters, including communications arising from these meetings. This information was considered and incorporated into strategic decision-making and business planning.

Section 172 Statement and Stakeholder Engagement continued

- In 2025, Conduit renewed and, where necessary, expanded its reciprocal jurisdiction reinsurer (“RJR”) status in various US states, reducing the need for CRL to post collateral to support cedants in those jurisdictions.
- The Bermuda Corporate Income Tax Act 2023 was enacted in late 2023 and applies for fiscal years commencing from 1 January 2025. Conduit does not currently meet the criteria to fall within the scope of the corporate income tax regime and has no plans to do so. Conduit continues to monitor developments closely and, through its membership of industry associations such as the Association of Bermuda Insurers and Reinsurers (“ABIR”), provided feedback to the Bermuda Government on related legislation where appropriate. The related Bermuda Tax Credits Act became law in December 2025. Conduit has assessed the impact of this Act on its financial position. Further information is available in note 10 to the consolidated financial statements on page 147.
- The Bermuda Personal Information Protection Act 2016 (“PIPA”), which became effective on 1 January 2025, remained a key area of focus. CRL also reviewed its adherence to the BMA Code of Conduct, and regular training sessions were conducted to reinforce ethical behaviour and compliance standards.
- Under the new UK Listing Rules effective 29 July 2024, Conduit was automatically included in the Equity Shares (Transition) (“EST”) category. This change did not affect CHL’s regulatory obligations, as the EST rules

mirror those of the former standard listed segment. Conduit intends to move to the Equity Shares (Commercial Companies) (“ESCC”) category in due course.

- Provision 29 of the UK Code, effective for financial periods beginning on or after 1 January 2026, requires boards to review the effectiveness of material controls and report on risk management and internal control frameworks. Conduit commenced preparations during 2025 for the implementation of Provision 29 by conducting reviews of its controls to identify material controls for the purposes of the UK Code and providing training to directors and senior management.
- Bermuda’s new beneficial ownership framework came into force in November 2025. Conduit is exempt from these requirements as its shares are listed on the LSE.

**Rating agencies**

- CRL maintains an AM Best Financial Strength Rating of A- (Excellent) and a Long-Term Issuer Credit Rating of “A-” (Excellent). These ratings are critical to Conduit’s success and are a key consideration in Board decisions relating to capital adequacy, risk management and underwriting.
- Management kept AM Best regularly informed of developments within CRL and provided the Board with feedback from meetings and interactions with the agency.
- In September 2025, management delivered a comprehensive presentation to AM Best as part of its annual review. Subsequently, in

December 2025, AM Best affirmed CRL’s Financial Strength Rating of A- (Excellent) and Long-Term Issuer Credit Rating of “A-” (Excellent), and revised the outlook from “positive” to “stable”.

**Our community and the environment**

- As outlined in the sustainability summary on pages 34 to 40, environmental matters and community engagement have been central to Conduit since the business was established.
- The Board’s decision-making reflects an awareness that certain economic activities can have adverse consequences. As detailed in the sustainability summary from page 34, relevant sustainability criteria are incorporated into our decisions.
- Conduit offsets Scope 1 and Scope 2 emissions, and emissions caused by business travel, hotel nights, taxi usage and staff commuting.
- Conduit supports the community through initiatives such as the Conduit Foundation. The Foundation’s mission encompasses assisting organisations and outreach projects focused on environmental sustainability, diversity and inclusion, education and Bermuda’s vulnerable populations.

**Principal decisions**

- The Board reviewed a series of tactical measures to strengthen Conduit’s underwriting performance and risk profile. These included enhancing the outwards reinsurance programme and refining the portfolio to optimise net exposures. The Board also

reviewed the rationalisation of quota share arrangements, alongside an increased appetite for excess of loss business over time. These actions are intended to lower attritional loss exposure and improve diversification, supporting more consistent returns over time.

- To underpin these decisions, the Board endorsed targeted senior appointments across key functions, bringing additional expertise and fresh perspectives to Conduit.
- Reflecting continued confidence in the Group’s long-term objectives, the Board also authorised a \$50 million share Buyback Programme.
- In addition, the Board approved Conduit’s 2026 business plan, which incorporates the lessons learned from the events and experience of 2025, including the early-year wildfire losses and the organisational changes undertaken. The plan embeds a more disciplined approach to risk selection, tighter exposure management and a clear alignment between underwriting strategy, capital deployment and expected returns through the market cycles.

**Neil Eckert**  
CEO  
25 February 2026

**Elaine Whelan**  
CFO  
25 February 2026