

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 4, 2014**

**MAIDEN HOLDINGS, LTD.**  
(Exact name of registrant as specified in its charter)

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

**001-34042**  
(Commission File  
Number)

**98-0570192**  
(IRS Employer  
Identification No.)

**131 Front Street, Hamilton HM12, Bermuda**  
(Address of principal executive offices and zip code)

**(441) 298-4900**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

**Item 7.01 Regulation FD Disclosure.**

The slide presentation will be referenced during investor/analyst meetings during March 2014. A copy of the slide presentation is furnished as Exhibit 99.1 to this report.

The information under this Item 7.01 and the Investor Presentation attached to this Form 8-K as Exhibit 99.1 shall be deemed to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company.

**Cautionary Statement Regarding Forward-Looking Statements**

Any forward-looking statements made in the presentation in Exhibit 99.1 reflect our current views with respect to future events and financial performance and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements involve risks and uncertainties, which may cause actual results to differ materially from those set forth in these statements. For example, our forward-looking statements could be affected by pricing and policy term trends; increased competition; the impact of acts of terrorism and acts of war; greater frequency or severity of unpredictable catastrophic events; negative rating agency actions; the adequacy of our loss reserves; the Company or its subsidiaries becoming subject to significant income taxes in the United States or elsewhere; changes in regulations or tax laws; changes in the availability, cost or quality of reinsurance or retrocessional coverage; adverse general economic conditions; and judicial, legislative, political and other governmental developments, as well as management's response to these factors, and other factors identified in our filings with the U.S. Securities and Exchange Commission. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We are under no obligation (and expressly disclaim any such obligation) to update or revise any forward-looking statement that may be made from time to time, whether as a result of new information, future developments or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Slides from presentation by management.
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**SIGNATURES**

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

Date: March 4, 2014

**MAIDEN HOLDINGS, LTD.**

By: /s/ Lawrence F. Metz

Lawrence F. Metz

Senior Vice President, General Counsel and Secretary

# Maiden Holdings, Ltd.

Investor Presentation

March 2014



MAIDEN HOLDINGS LTD

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# Forward Looking Statements



MAIDEN HOLDINGS LTD

This presentation contains “forward-looking statements” which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements are based on current expectations and beliefs of Maiden Holdings, Ltd. (the “Company”) concerning future developments and their potential effects on the Company. There can be no assurance that actual developments will be those anticipated by the Company. Actual results may differ materially from those projected as a result of significant risks and uncertainties, including non-receipt of expected payments, changes in interest rates, effect of the performance of financial markets on investment income and fair values of investments, developments of claims and the effect on loss reserves, decreases in existing and new client projected premiums, accuracy in projecting loss reserves, the impact of competition and pricing environments, changes in the demand for the Company’s products, the effect of general economic conditions, adverse state and federal legislation, regulations and regulatory investigations into industry practices, developments relating to existing agreements, heightened competition, changes in pricing environments and changes in asset valuations. The Company undertakes no obligation to publicly update any forward-looking statements, except as may be required by law. Additional information about these risks and uncertainties, as well as others that may cause actual results to differ materially from those projected is contained in Item 1A. Risk Factors in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013.

# Maiden's Value Proposition

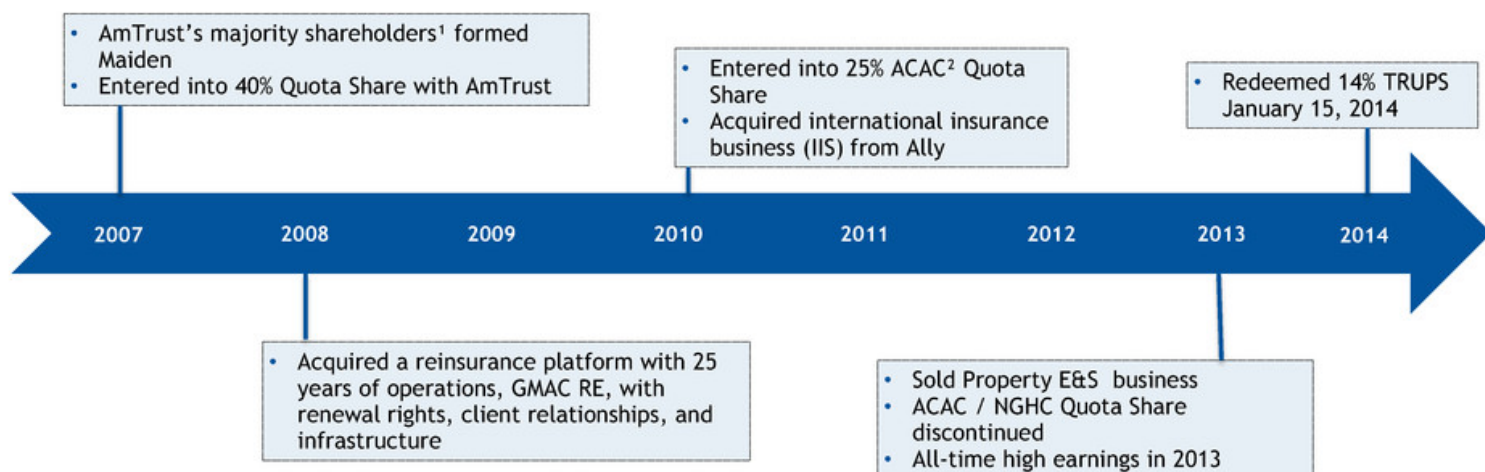


MAIDEN HOLDINGS LTD

- 1 Focus on low-volatility lines of business and more predictable “working layer” reinsurance
  - Not focused on the property catastrophe reinsurance market
- 2 Long-term relationships with targeted regional and specialty P&C insurers - 30-year operating history
- 3 Successful and stable multi-year strategic reinsurance relationship with AmTrust Financial Services, Inc. (“AmTrust”) since 2007
- 4 Diversified portfolio of low-volatility underwriting business
- 5 Predictable and stable operating results
- 6 Highly efficient and scalable operating platform
- 7 Growing balance sheet scale and capital efficiency supported by the low-volatility model
- 8 Conservative investment portfolio
- 9 Shareholder-friendly approach to capital growth

Maiden is well positioned with unique competitive advantages and a highly differentiated business strategy

# Maiden's History



	2007	2008	2009	2010	2011	2012	2013
Net Premiums Written ("NPW")	\$247	\$727	\$1,030	\$1,228	\$1,724	\$1,901	\$2,096
Employees	5	129	139	204	213	214	185 <sup>3</sup>
Founding Shareholders' Ownership	18.6%	30.1% <sup>4</sup>	30.1%	28.3%	28.3%	28.4%	28.2% <sup>5</sup>

<sup>1</sup> Am Trust's majority shareholders include holdings of Michael Karfunkel, Leah Karfunkel, George Karfunkel, and Barry Zyskind ("Founding Shareholders").

<sup>2</sup> American Capital Acquisition Corporation ("ACAC") acquired GMAC Personal Lines Business in 2010. Renamed National General Holdings Corporation ("NGHC") in 2013.

<sup>3</sup>As of December 31, 2013

<sup>4</sup>Ownership is pro forma for \$260mm TRUPS offering.

<sup>5</sup>As of most recent filing.

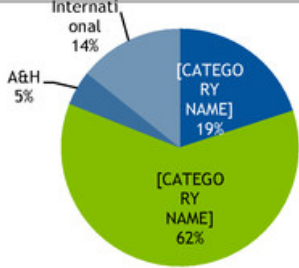
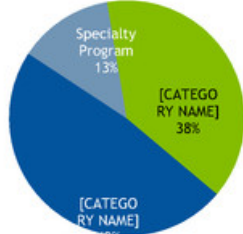
# Maiden's Key Businesses Today



MAIDEN HOLDINGS LTD

## Diversified Reinsurance

## AmTrust Quota Share Reinsurance

<b>Clients</b>	<ul style="list-style-type: none"> <li>Focus on lower volatility "working layer" reinsurance needs of regional and specialty P&amp;C insurers in the U.S. and select international markets</li> </ul>	<ul style="list-style-type: none"> <li>Providing strategically important growth and capital support to AmTrust since 2007</li> </ul>
<b>Products / Businesses</b>	<p><b>U.S.</b></p> <ul style="list-style-type: none"> <li>Personal &amp; commercial auto</li> <li>Commercial multi-peril</li> <li>General liability</li> <li>Workers' compensation</li> </ul> <p><b>Select international markets:</b></p> <ul style="list-style-type: none"> <li>Personal Auto</li> <li>Credit Life</li> </ul>  <p>2013 NPW = \$762mm</p>	<p><b>Small Commercial (U.S.)</b></p> <ul style="list-style-type: none"> <li>Workers' compensation</li> <li>Commercial package</li> <li>Commercial lines</li> </ul> <p><b>Specialty Risk and Extended Warranty (U.S., Europe):</b></p> <ul style="list-style-type: none"> <li>Consumer and commercial goods warranty</li> <li>European Hospital liability</li> <li>Other</li> </ul> <p><b>Specialty Program:</b></p> <ul style="list-style-type: none"> <li>Worker's compensation and commercial package for specialty risks / segments</li> </ul>  <p>2013 NPW = \$1,170mm</p>
<b>Underwriting / Distribution</b>	<ul style="list-style-type: none"> <li>Multi-functional U.S. underwriting teams                             <ul style="list-style-type: none"> <li>– Broker treaty</li> <li>– Direct treaty</li> <li>– Specialty / facultative</li> <li>– A&amp;H</li> </ul> </li> <li>International team</li> <li>41% direct / 59% brokered distribution</li> <li>Highly rated in Flaspöhler industry cedent survey</li> </ul>	<ul style="list-style-type: none"> <li>Multi-year quota-share reinsurance relationship since 2007                             <ul style="list-style-type: none"> <li>– Master Agreement in place through 2016, with negotiated contract modifications and term extensions renewed twice previously</li> <li>– Actively managed by Maiden to preserve targeted economics</li> </ul> </li> <li>Strong controls and governance                             <ul style="list-style-type: none"> <li>– Independent underwriting and reserving</li> <li>– All related party transactions require independent Audit Committee approvals</li> </ul> </li> </ul>
<b>Competitive Advantage</b>	<ul style="list-style-type: none"> <li>Lasting, profitable, long-term relationships with clients - 30-year operating history</li> <li>Dedicated Financial Trust® offers highly rated security</li> <li>Deep multi-functional client service support</li> <li>Purpose built balance sheet and operating platform</li> </ul>	<ul style="list-style-type: none"> <li>Significant driver of growth with improving combined ratios</li> <li>AmTrust's leading competitive position in specialty markets<sup>1</sup></li> <li>Improving rate environment, particularly in workers' compensation</li> </ul>

<sup>1</sup>Per Forbes 7/19/2013 publication.



# Balanced Portfolio of Low Volatility Underwriting Business



MAIDEN HOLDINGS LTD

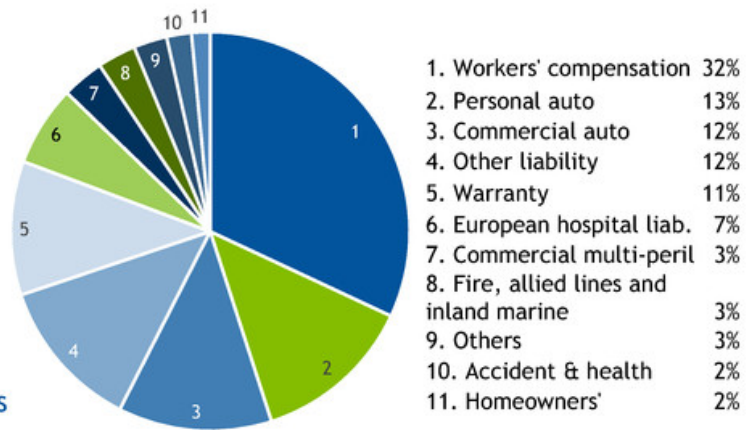
- Low-hazard, profitable workers' compensation exposure

- 32% of Maiden's total 2013 NPW excluding NGHC
- Focus on small premium, small-employer policies
- Significantly lower workers' compensation loss ratio vs. industry mainly reflecting AmTrust's specialization and leading position in low-hazard segment

- Primary pricing discipline with improving trends across the portfolio

- Positioned for further underwriting performance improvement post termination of NGHC quota-share in 2013

2013 NPW Excluding NGHC

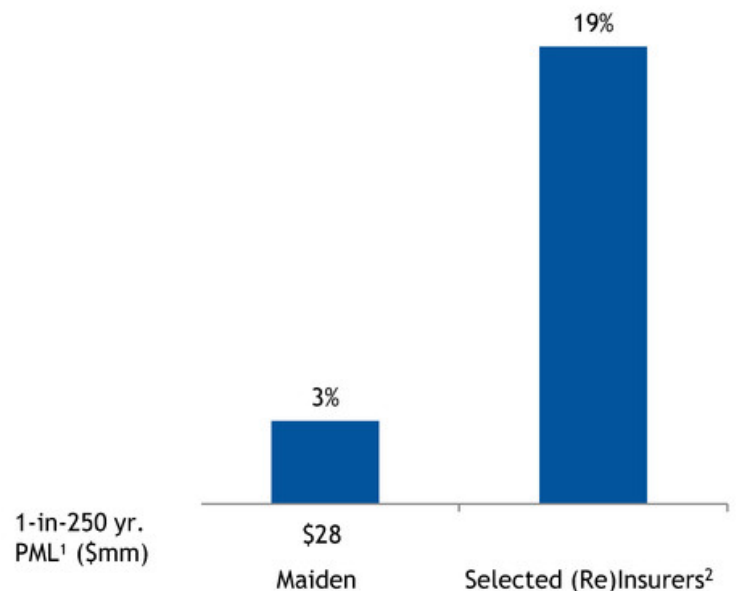


2013 NPW Excluding NGHC = \$1,931.7mm

# Minimal Property Catastrophe Exposure

## 1-in-250-Year Occurrence PML / Common Equity

- Minimal exposure to property catastrophe risks
  - 1-in-250-year PML managed to less than annual net income
  - Further reduced property-catastrophe exposure through the sale of E&S property business to Brit Insurance in 2013
- Maiden has generated annual underwriting income every year and net operating income every quarter since its formation in 2007



<sup>1</sup> Maiden PML and common equity data as of 12/31/2013. (Re)insurer comparative PML as of 1/1/2014 and common equity as of 12/31/2013, with the exception of PMLs for EverestRe as of 1/1/2013, XL as of 7/1/2013 and PartnerRe as of 10/1/2013.

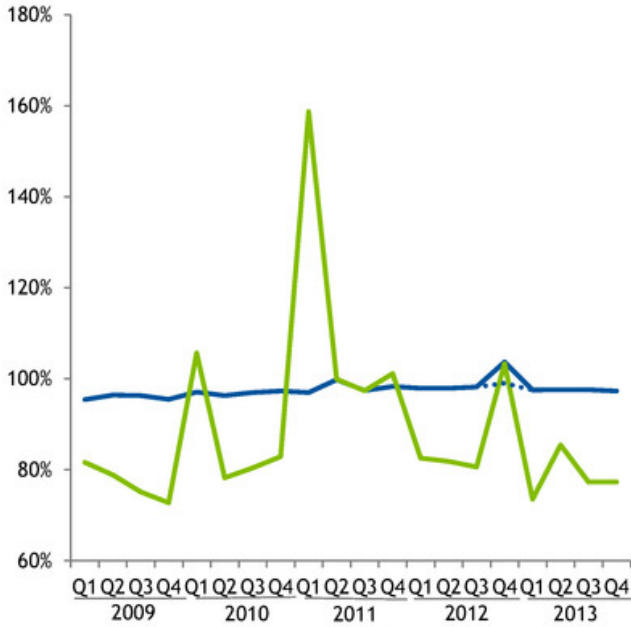
<sup>2</sup> Aspen, Arch, Axis, AWAC, Endurance, EverestRe, Montpelier, PartnerRe, Platinum, Validus, XL.

# Predictable and Stable Operating Performance

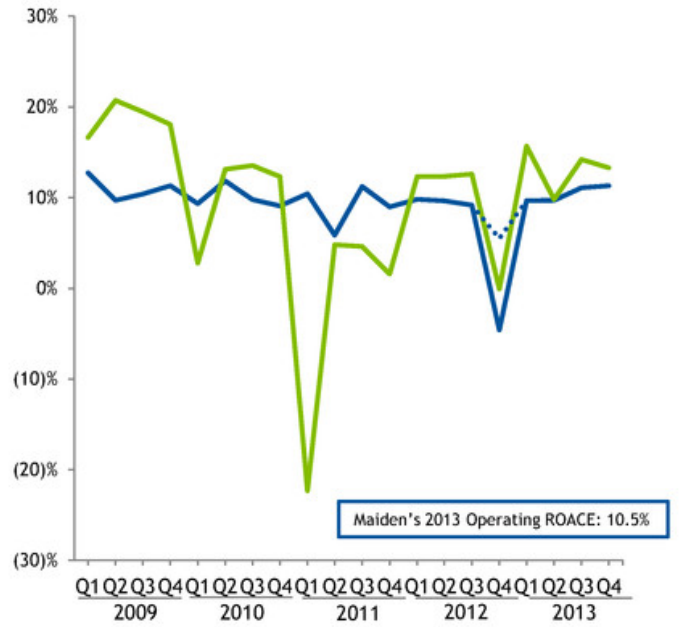


MAIDEN HOLDINGS LTD

Quarterly Combined Ratio



Annualized Operating ROACE



— Maiden    — Selected P&C (Re)Insurers<sup>1</sup>    ..... Maiden Q4 2012 Excluding Property E&S<sup>2</sup>

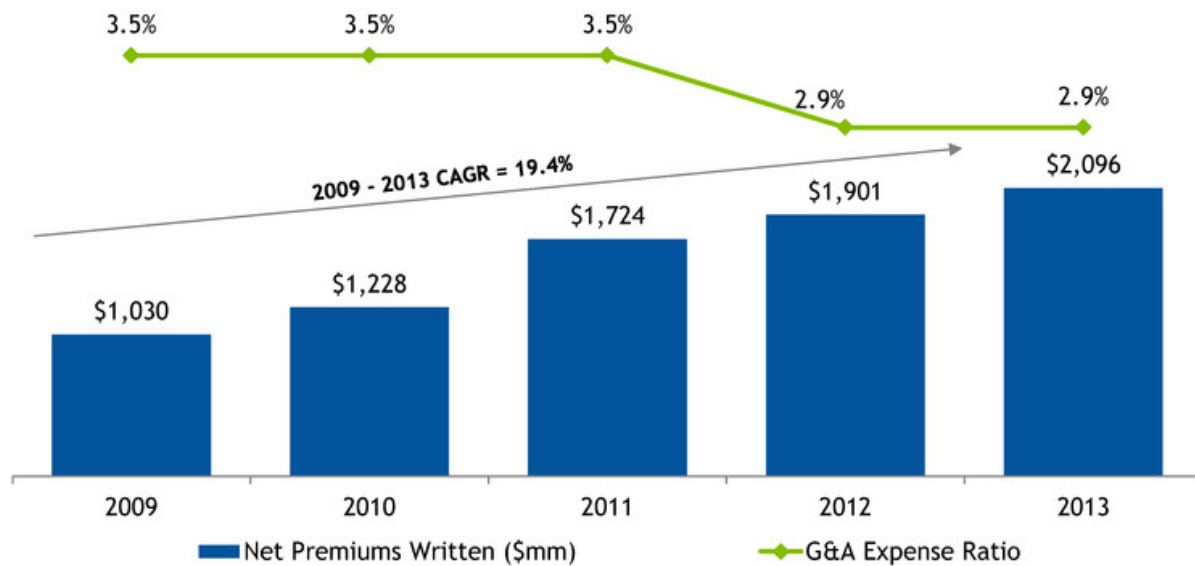
<sup>1</sup>Aspen, Arch, Axis, AWAC, Endurance, EverestRe, Montpelier, PartnerRe, Platinum, RenRe, Validus, XL.  
<sup>2</sup>Property E&S was sold to Brit in 2013.  
 Source SNL Financial.

# Unique Operating Platform and Business Model Drive Highly Efficient Expense Relativities



MAIDEN HOLDINGS LTD

2013 G&A Expense Ratio  
 Maiden: 2.9%  
 Selected P&C (Re)Insurers<sup>1</sup>: 15.0%



<sup>1</sup>Aspen, Arch, Axis, AWAC, Endurance, EverestRe, Montpelier, PartnerRe, Platinum, RenRe, Validus, XL.  
 Source: SNL and Company Financials

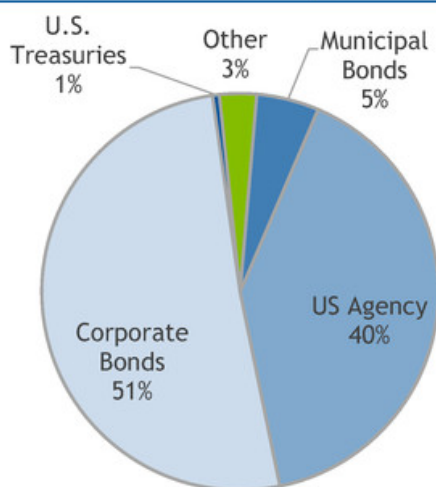
# Maiden Maintains a Conservative Investment Portfolio



MAIDEN HOLDINGS LTD

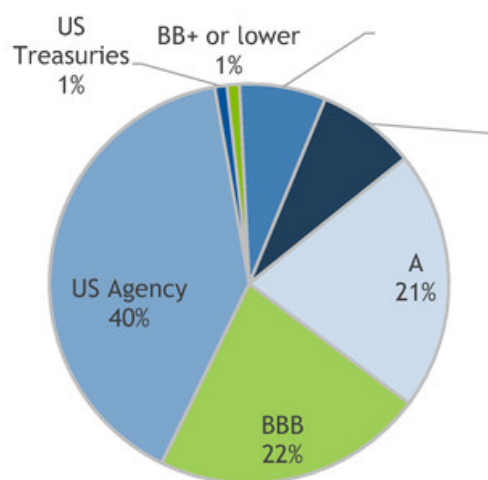
- Continued emphasis on investing in GSE and high-grade corporate debt; new money yield on fixed maturities in 4Q13 is 3.71%; overall 4Q13 book yield (excluding cash equivalents) is 3.48%
- December 31, 2013 average fixed maturity duration of 4.64 years, driven by US Agency MBS pre-payment activity compared to 3.55 years as of December 31, 2012
- Profitable growth, positive cash flow and growing capital base have expanded invested assets that will enhance earnings

**Investments Composition<sup>1</sup>**



**Total: \$3.2bn**

**Strong Credit Quality of Investments<sup>1</sup>**

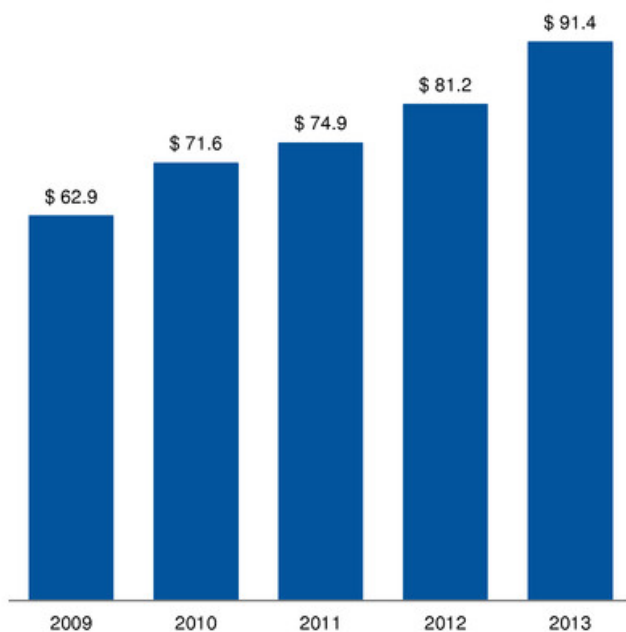


**Total: \$3.2bn**

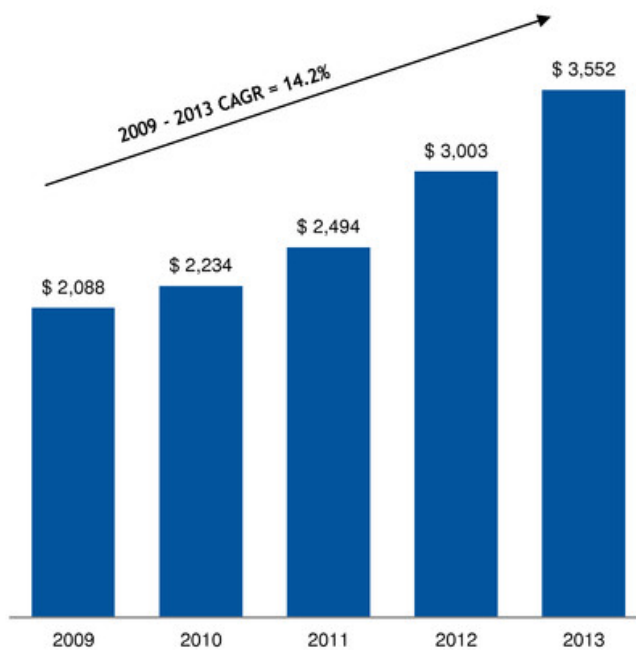
(1) As of December 31, 2013

# Low-Volatility Business Model Supporting Asset and Investment Income Growth

Growing Net Investment Income (\$mm)



Expanding Invested Assets Base (\$mm)



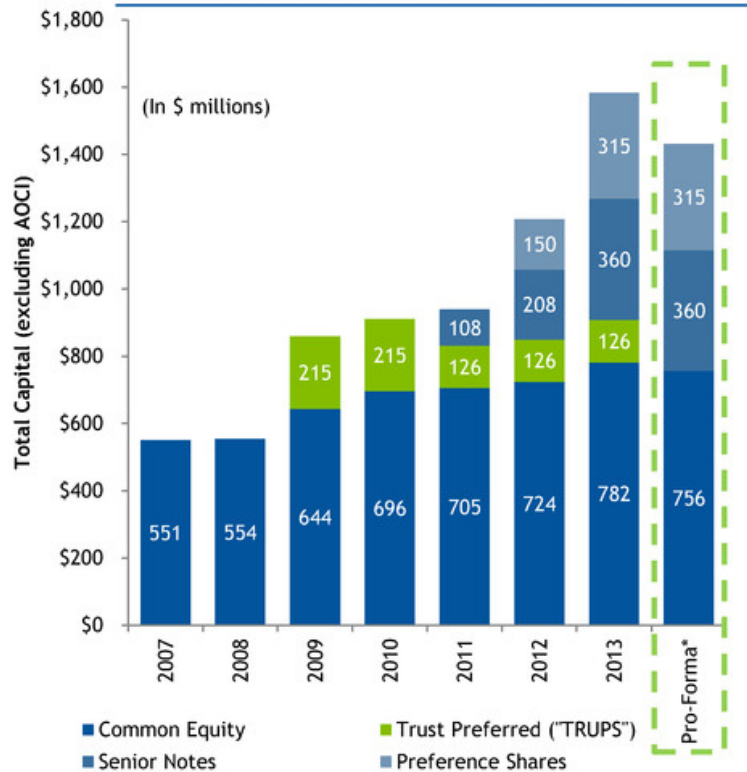
# Balanced and Diversified Capital Structure



MAIDEN HOLDINGS LTD

- Access to capital markets has enabled Maiden to fund growth with long-term and perpetual securities
  - **January 2009:** 14% Trust Preferred Securities (“TRUPS”) Offering of \$260 million to finance the acquisition of GMAC RE with significant support from Founding Shareholders
  - **June 2011:** 30-Year, 8.25% Senior Notes Offering of \$107.5 million, replacing a portion of 14% TRUPS
  - **March 2012:** 30-Year, 8% Senior Notes Offering of \$100 million
  - **August 2012:** 8.25% Non-Cumulative Perpetual Preferred Share Offering of \$150 million
  - **October 2013:** 7.25% Mandatory Convertible Preference Share Offering of \$165 million, supporting reinsurance business growth
  - **November 2013:** 30-Year, 7.75% Senior Notes Offering of \$152.5 million, proceeds used to redeem 14% TRUPS
- 14% TRUPS issued in early 2009 redeemed in January 2014
- Continued exploration of shareholder friendly, diverse and alternative sources of capital

Balanced and Diversified Capital Structure



(\*) Pro-Forma subsequent to TRUPS redemption on January 15, 2014

Note: As of 12/31/2013, the stated value of the Junior Subordinated Debt was \$126.4mm which comprises the principal amount of \$152.5mm less the unamortized discount of \$26.1mm.

# Opportunities to Strengthen ROE



MAIDEN HOLDINGS LTD

## Targeted Operating Metrics

- Medium-term Operating ROE  $\geq$  15%
- Combined ratio  $\leq$  96%
  - G&A expense ratio  $<$  4%
- NPW CAGR of 10%+
- Core regional insurer client retention rate of  $\geq$  85%
- Modeled exposure to a one-in-250 cat event  $<$  annual net income



1. Improve underwriting returns
  - Continued underwriting discipline and catastrophe exposure management
  - One point lower on the combined ratio can benefit operating ROE by approximately two percentage points
2. Refinanced remaining 14% TRUPS on January 15, 2014
  - Lowers interest expense by \$9.5 million on an annualized basis
3. Recovery of investment yields and full deployment of investable cash
  - Near-term interest rate environment dampening returns
  - Maintain conservative risk profile of investment portfolio

Targeted Operating Metrics More Achievable as Underwriting Results Improve, Cost of Capital Decreased and Investment Environment Becomes More Favorable





# Investment Opportunity

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- ☑ Differentiated P&C reinsurance business model with focus on low-volatility, predictable lines of business and strong and long-lasting client relationships
- ☑ Demonstrated predictable, stable and highly efficient operating performance
- ☑ Shareholder-friendly capital management
- ☑ Well-positioned for continued profitable growth
  - Strong, disciplined business growth with favorable pricing trends
  - Significant opportunities to further enhance profitability



- Flaspöhler Cedent Survey Results
- Mechanics of Dilutive Impact from Convertible Preferred Shares
- Summary Balance Sheet
- Summary Income Statement
- Non-GAAP Financial Measures - Reconciliation
- Non-GAAP Financial Measures



- Maiden Re Top Ranked in Three Categories of 10:
  - Ease of doing business - ranked #1
  - Client orientation - ranked #1
  - Value added services - ranked #1
- More #1 rankings than any other reinsurer
- Favorable rankings reflect efforts to deliver differentiated products and services to clients
- Continued orientation around delivering on Maiden's core value proposition to clients and prospects has helped drive new business opportunities and increase shares from existing customers

# Mechanics of Dilutive Impact from Convertible Preferred Shares



- Impact on diluted earnings per common share - The issuance of Series B Mandatory Convertible shares has a significant impact on our fully diluted weighted average number of common shares.
- The convertible shares were issued on October 1<sup>st</sup>, 2013; the weighted average conversion for the fourth quarter 2013 includes the fully diluted impact. Fully diluted adjusted weighted average number of common shares for the fourth quarter of 2013 was 84.5 million.
- The full year 2013 weighted average computation lessens the dilutive impact. For the full year, adjusted fully diluted weighted average number of common shares is 76.4 million.
- Impact on diluted book value per common share - In the calculation of diluted book value per common share, the Mandatory Convertible Preference Shares - Series B are excluded from the calculation as they are anti-dilutive as of December 31, 2013.

Maiden Holdings Ltd. Basic and Diluted Operating earnings per share (\$ in millions)		
For the Three Months and Year Ended December 31, 2013	Q4 2013	2013
<b>Numerator:</b>		
Operating earnings attributable to Maiden shareholders	\$ 26,925	\$ 102,326
Dividends on preference shares	(3,644)	(14,834)
Amount allocated to participating common shareholders (1)	(31)	(115)
<b>Numerator for basic OEPS - operating income allocated to Maiden common shareholders</b>	<b>23,250</b>	<b>87,377</b>
Potentially dilutive securities:		
Dividends on convertible preference shares	2,459	2,459
<b>Numerator for diluted OEPS - net income allocated to Maiden common shareholders after assumed conversion</b>	<b>\$ 25,709</b>	<b>\$ 89,836</b>
<b>Denominator:</b>		
<b>Weighted average number of common shares – basic</b>	<b>72,615,033</b>	<b>72,510,361</b>
Potentially dilutive securities:		
Share options and restricted share units	1,261,787	1,253,479
Convertible preference shares	10,645,161	2,653,999
<b>Adjusted weighted average number of common shares and assumed conversions – diluted</b>	<b>84,521,981</b>	<b>76,417,839</b>
<b>Basic operating earnings per share attributable to Maiden common shareholders:</b>	<b>\$ 0.32</b>	<b>\$ 1.21</b>
<b>Diluted operating earnings per share attributable to Maiden common shareholders:</b>	<b>\$ 0.30</b>	<b>\$ 1.18</b>

(1) This represents earnings allocated to the holders of non-vested restricted shares issued to Company's employees under the 2007 Share Incentive Plan.

# Summary Balance Sheet



MAIDEN HOLDINGS LTD

Appendix

	2008	2009	2010	2011	2012	2013
	(\$ in millions)					
<b>Invested Assets</b>						
Investments	\$ 1,125.2	\$ 1,667.2	\$ 1,880.3	\$ 2,022.9	\$ 2,621.6	\$ 3,167.2
Cash & Cash Equivalents	541.2	252.3	185.9	303.0	213.8	217.2
Loan to Related Party	168.0	168.0	168.0	168.0	168.0	168.0
<b>Total Invested Assets</b>	<b>1,834.4</b>	<b>2,087.5</b>	<b>2,234.2</b>	<b>2,493.9</b>	<b>3,003.4</b>	<b>3,552.4</b>
Net Reinsurance Receivable	71.9	211.3	226.3	423.4	522.6	560.1
Deferred Acquisition Costs	104.5	173.0	203.6	248.4	270.7	304.9
Other Assets	117.8	164.3	318.5	229.4	341.5	296.0
<b>Total Assets</b>	<b>\$ 2,128.6</b>	<b>\$ 2,636.1</b>	<b>\$ 2,982.6</b>	<b>\$ 3,395.1</b>	<b>\$ 4,138.2</b>	<b>\$ 4,713.4</b>
<b>Loss and LAE Reserve</b>						
Loss and LAE Reserve	\$ 897.7	\$ 1,002.7	\$ 1,226.8	\$ 1,398.4	\$ 1,740.3	\$ 1,957.8
Unearned Premiums	444.5	583.5	657.6	832.0	936.5	1,034.8
Senior Notes	-	-	-	107.5	207.5	360.0
Trust Preferred Securities*	-	215.1	215.2	126.3	126.3	126.4
Other Liabilities	276.6	158.3	132.5	161.9	112.0	110.1
<b>Total Liabilities</b>	<b>1,618.8</b>	<b>1,959.6</b>	<b>2,232.1</b>	<b>2,626.1</b>	<b>3,122.6</b>	<b>3,589.1</b>
<b>Equity</b>	<b>509.8</b>	<b>676.5</b>	<b>750.5</b>	<b>769.0</b>	<b>1,015.6</b>	<b>1,124.3</b>
<b>Total Liabilities &amp; Equity</b>	<b>\$ 2,128.6</b>	<b>\$ 2,636.1</b>	<b>\$ 2,982.6</b>	<b>\$ 3,395.1</b>	<b>\$ 4,138.2</b>	<b>\$ 4,713.4</b>
<b>Book Value per Common Share</b>						
Book Value per Common Share	\$ 8.70	\$ 9.62	\$ 10.40	\$ 10.64	\$ 11.96	\$ 11.14
<b>Growth in Total Invested Assets</b>						
Growth in Total Invested Assets	186.8%	13.8%	7.0%	11.6%	20.4%	18.3%
<b>Ratio of Total Invested Assets to Equity</b>						
Ratio of Total Invested Assets to Equity	359.8%	308.6%	297.7%	324.3%	295.7%	316.0%

(\*) TRUPS redeemed in full on January 15, 2014

# Summary Income Statement



MAIDEN HOLDINGS LTD

Appendix

	2008	2009	2010	2011	2012	2013
	(\$ in millions)					
<b>Net Premium Written</b>	<u>\$ 727.4</u>	<u>\$ 1,030.4</u>	<u>\$ 1,227.8</u>	<u>\$ 1,723.5</u>	<u>\$ 1,901.3</u>	<u>\$ 2,096.3</u>
Net Earned Premium	\$ 420.1	\$ 919.9	\$ 1,169.8	\$ 1,552.4	\$ 1,803.8	\$ 2,000.9
Net Investment Income	37.2	62.9	71.6	74.9	81.2	91.4
Interest and Amortization Expense	-	34.4	36.5	34.1	36.4	39.5
<b>Net Income</b>	<u>\$ 18.8</u>	<u>\$ 61.1</u>	<u>\$ 69.9</u>	<u>\$ 28.5</u>	<u>\$ 46.5</u>	<u>\$ 87.9</u>
Operating Earnings *	\$ 60.6	\$ 66.2	\$ 72.7	\$ 69.6	\$ 48.5	\$ 87.5
Operating EPS *	\$ 1.02	\$ 0.95	\$ 1.02	\$ 0.96	\$ 0.66	\$ 1.18
Operating ROE *	<b>11.6%</b>	<b>11.2%</b>	<b>10.2%</b>	<b>9.2%</b>	<b>5.9%</b>	<b>10.5%</b>
<b>Loss Ratio</b>	<b>62.8%</b>	<b>66.2%</b>	<b>64.6%</b>	<b>66.6%</b>	<b>69.5%</b>	<b>67.0%</b>
<b>Expense Ratio</b>	<b>32.0%</b>	<b>29.7%</b>	<b>32.3%</b>	<b>31.5%</b>	<b>30.0%</b>	<b>30.5%</b>
<b>Combined Ratio</b>	<b>94.8%</b>	<b>95.9%</b>	<b>96.9%</b>	<b>98.1%</b>	<b>99.5%</b>	<b>97.5%</b>

- (\*) 2011 includes \$35.4 million in charges related to Senior Note Offering which consist of \$20.3 million of accelerated amortization of discount on junior subordinated debt and \$15.1 million charge related to repurchase of junior subordinated debt. 2011 also includes \$9.5 million or 0.6% in loss ratio and combined ratio impact from U.S. thunderstorm and tornado activity in 2Q11. 2012 includes \$31.1 million or 1.7% in loss ratio and combined ratio impact from Storm Sandy in 4Q12.
- Please see the non-GAAP reconciliation table in the appendix of this presentation for additional important information.

# Non-GAAP Financial Measures Reconciliation



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Appendix

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>
	(\$ in millions)					
Net income	\$ 18.8	\$ 61.1	\$ 69.9	\$ 28.5	\$ 46.5	\$ 87.9
Add (subtract):						
Net realized investment (gains) losses	37.5	(0.3)	(6.6)	(0.5)	(1.9)	(3.6)
Foreign exchange and other losses (gains)	1.4	(2.5)	0.6	(0.3)	(1.6)	(2.8)
Amortization of intangibles	1.3	6.6	5.8	5.0	4.4	3.8
Junior subordinated debt repurchase expense	-	-	-	15.1	-	-
Accelerated amortization of junior subordinated debt discount and issuance cost	-	-	-	20.3	-	-
Interest expense incurred related to 7.75% senior notes prior to actual redemption of the junior subordinated debt	-	-	-	-	-	1.2
Non-recurring general and administrative expenses relating to IIS Acquisition (2010) and GMAC Acquisition (2008)	1.6	-	1.8	0.2	-	-
Non-cash deferred tax expense	-	1.3	1.2	1.3	1.1	1.0
Operating earnings	<u>\$ 60.6</u>	<u>\$ 66.2</u>	<u>\$ 72.7</u>	<u>\$ 69.6</u>	<u>\$ 48.5</u>	<u>\$ 87.5</u>
Operating earnings per common share:						
Basic operating earnings per share	\$ 1.02	\$ 0.95	\$ 1.03	\$ 0.97	\$ 0.67	\$ 1.21
Diluted operating earnings per share	\$ 1.02	\$ 0.95	\$ 1.02	\$ 0.96	\$ 0.66	\$ 1.18

Note: Please see the definition of non-GAAP financial measures on next page for additional important information.

# Non-GAAP Financial Measures



MAIDEN HOLDINGS LTD

Appendix

- In presenting the Company's results, management has included and discussed in this presentation certain non generally accepted accounting principles ("non-GAAP") financial measures within the meaning of Regulation G as promulgated by the U.S. Securities and Exchange Commission. Management believes that these non-GAAP measures, which may be defined differently by other companies, better explain the company's results of operations in a manner that allows for a more complete understanding of the underlying trends in the Company's business. However, these measures should not be viewed as a substitute for those determined in accordance with generally accepted accounting principles ("U.S. GAAP").
- *Operating Earnings and Operating Earnings per Share:* In addition to presenting net income determined in accordance with GAAP, we believe that showing operating earnings enables investors, analysts, rating agencies and other users of our financial information to more easily analyze our results of operations in a manner similar to how management analyzes our underlying business performance. Operating earnings should not be viewed as a substitute for U.S. GAAP net income. Operating earnings are an internal performance measure used in the management of our operations and represents operating results excluding, as applicable, realized investment gains or losses, foreign exchange gain or loss, the amortization of intangible assets and non-cash deferred tax expenses and interest expense incurred related to 7.75% senior notes prior to actual redemption of the junior subordinated debt and non-cash deferred tax charge. We also exclude certain non-recurring expenditures that are material to understanding our results of operations. For 2011 and 2010, we exclude transaction expenses related to the IIS Acquisition as these are non-recurring. In 2011, as a result of the Senior Notes Offering, we exclude the junior subordinated debt repurchase expense and the accelerated amortization of junior subordinated debt discount and issuance costs, as both are non-recurring. We exclude net realized investment gains or losses and foreign exchange gain or loss as we believe that both are heavily influenced in part by market opportunities and other factors. We do not believe amortization of intangible assets are representative of our ongoing business. We believe all of these amounts are largely independent of our business and underwriting process and including them distorts the analysis of trends in our operations.
- *Operating Return on Common Equity ("Operating ROCE"):* Management uses operating return on average common shareholders' equity as a measure of profitability that focuses on the return to common shareholders. It is calculated using operating earnings available to common shareholders (realized gains or losses on investments, foreign exchange gains and losses, the amortization of intangible assets, and non-cash deferred tax expenses) divided by average common shareholders' equity. Management has set as a target a long-term average of 15% Operating ROE, which management believes provides an attractive return to shareholders for the risk assumed.
- See the previous page of this presentation for a reconciliation of non-GAAP measures used in this presentation to their most directly comparable GAAP measures.



