

# Professional Liability Protection

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33rd Annual Report

**AmerInst**  
INSURANCE  
GROUP, LTD.



# Corporate Profile

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AmerInst Insurance Group, Ltd. (“AmerInst” or “the Company”) is a Bermuda company established in July 1998. AmerInst is an insurance holding company with three principal subsidiaries: AmerInst Insurance Company, Ltd. and AmerInst Mezco, Ltd. in Bermuda, and Protexure Insurance Agency, Inc. in the United States. AmerInst Insurance Company, Ltd. reinsures professional liability insurance policies. Most of the shareholders of AmerInst are Certified Public Accountants or with CPA firms. AmerInst provides insurance for professional services firms.

## Directors

### **Irvin F. Diamond**

Senior Principal  
REDW LLC

### **Jeffrey I. Gillman**

CPA  
President  
Gillman, Shapiro & Dillemoth, P.A.

### **Stuart H. Grayston**

Retired Insurance Executive

### **Jerome A. Harris**

CPA  
Managing Partner  
Harris Consulting Group

### **David R. Klunk**

CPA  
Director  
RKL LLP

### **Thomas B. Lillie**

CPA  
Director  
Lewis and Knopf, P.C.

### **Vincent Pangia**

CPA  
Principal  
Prager Metis, CPAs

### **Joseph P. Murphy**

CPA  
Partner in Murphy Dougherty & Company  
Certified Public Accountants (Recently Retired)

## Officers

### **Chairman**

Irvin F. Diamond

### **President**

Stuart H. Grayston

### **Secretary**

St. George's Services  
Limited

### **Vice Chairman**

Jerome A. Harris

### **Chief Financial Officer & Treasurer**

Thomas R. McMahon

### **Chairman Emeritus**

Ronald S. Katch

# Chairman's Report

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## My fellow shareholders...

It is my pleasure to share with you the 2020 AmerInst Insurance Group, Ltd. annual report. None of us anticipated the adverse effects that COVID-19 would have on the global economy or how the prolonged unfavorable market conditions would impact our results. Against a backdrop of disruption and changing business conditions, I would like to thank the Board of Directors for their leadership and guidance, and our shareholders for their loyalty. We are proud of the efforts of our employees who continue to support our customers, and each other, during these difficult times.

The pandemic has placed an indelible stamp on how people work. Protexure Insurance Agency, Inc. was built on state-of-the-art technology and a web-based platform that provides comprehensive professional liability protection to solo practitioners and small to mid-sized businesses. Our business model shortens the path-to-purchase by enabling customers to have a truly seamless and digital experience. Though our employees have become a remote and virtual workforce for over a year, they have continued to strengthen relationships and better serve the insurance needs of our customers.

Protexure wrote \$22.4 million in total premiums last year, with a renewal rate for expiring policies of 84% , and a direct premium renewal rate of 91%. Since 2009, Protexure has been the managing general agent for Crum & Forster Enterprise ([www.cfins.com](http://www.cfins.com)), and licensed to write professional liability insurance for lawyers and accountants in 50 states and the District of Columbia. In the fourth quarter of 2020, Crum & Forster advised us to cease writing business in eight states under our agency agreement. This abrupt withdrawal resulted in a lower volume of underwriting activity, particularly for lawyers professional liability policies. We continue to write business for Crum & Forster, but are continuing discussions with alternative carriers to write policies impacted by this directive.

Net premiums earned by AmerInst Insurance Company, Ltd. for the year ended December 31, 2020 totaled \$11.8 million an increase of 4.4% over 2019. Due to adverse claim development in the second and third quarters of 2020, the Company lost in excess of \$14 million for the year.

Historically, we have allowed the Company to purchase shares from our shareholders in case of death, disability or retirement from the practice of public accounting. In October 2020, the Board temporarily suspended its share ownership policy and discontinued repurchases of our common stock. This was done as a measure to preserve the Company's capital base. If market conditions improve in 2021, the Board will consider reinstating the prior ownership and repurchase policies.

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To retain capital, we paid no ordinary cash dividends in 2020. Future dividends are subject to the Board's continuing evaluation of our level of surplus compared to our capacity to accept more business and our ability to comply with applicable legal and regulatory requirements.

In 2021, we intend to continue to our efforts to strengthen our business, improve our financial position and learn from customer experiences. Our responsibility is to assess opportunities and risks to ensure that we can deliver long-term value to our employees and shareholders. We believe we are gaining momentum to manage through this crisis and we thank you for your support on the journey.



To learn more about our state-of-the-art web-based professional liability insurance programs, visit [www.protexure.com](http://www.protexure.com) or [www.amerinst.bm](http://www.amerinst.bm).

Sincerely,

A handwritten signature in black ink that reads "Irvin F. Diamond". The signature is written in a cursive, flowing style.

Irvin F. Diamond  
Chairman

This Chairman's Report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among others, statements about our beliefs, plans, objectives, goals, expectations, estimates and intentions that are subject to significant risks and uncertainties and are subject to change based on various factors, many of which are beyond our control. The words "may," "could," "should," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan," "target," "goal," and similar expressions are intended to identify forward-looking statements, as well as specific statements regarding (i) our ability to continue meeting our obligations to policyholders and shareholders, (ii) the progress and high percentage of policy renewals with our accountants' and lawyers' professional liability programs, and (iii) our ability to declare and pay dividends to our shareholders in the future. Some or all of the events or results anticipated by these forward-looking statements may not occur. Factors that could cause actual results to differ materially include difficult economic conditions, the impact of COVID-19 coronavirus pandemic and unexpected changes in insurance laws and regulations. Additional risk factors related to AmerInst and an investment in our common stock are contained in our filings with the Securities and Exchange Commission, including our annual report on Form 10-K for the year ended December 31, 2020. AmerInst does not undertake any duty nor does it intend to update the results of these forward-looking statements.

# Results For The Year

We recorded a net loss of \$14,592,215 in 2020 compared to net income of \$2,412,519 in 2019. The decrease in net income was mainly attributable to the decrease in net realized and unrealized gains on investments of \$5,839,273 – from a gain of \$4,074,997 for the year ended December 31, 2019 to a \$1,764,276 loss for the year ended December 31, 2020, which is due to unfavorable market conditions attributable to the impact of the COVID-19 coronavirus pandemic on the worldwide economy and to the increase in loss and loss adjustment expenses of \$10,827,635 – from \$8,028,735 for the year ended December 31, 2019 to \$18,856,370 for the year ended December 31, 2020, which is due to higher than expected loss emergence on the Company's lawyers' book of business in accident years 2017, 2018 and 2019.

Our net premiums earned were \$11,848,463 for the year ended December 31, 2020 compared to \$11,348,596 for the year ended December 31, 2019, an increase of \$499,867 or 4.4%. The net premiums earned during 2020 and 2019 were attributable to net premium cessions from C&F under the Reinsurance Agreement. The increase in net premiums earned under the Reinsurance Agreement resulted from increased cessions from C&F during the first nine months of 2020, arising from a higher volume of underwriting activity under the Agency Agreement. The higher volume of underwriting activity during this time period was due to the continued marketing of the program by Protexure resulting in increased penetration in targeted markets. In October 2020, C&F advised us to cease writing business in eight states under the Agency Agreement, which resulted in a lower volume of underwriting activity under the Agency Agreement, which resulted in decreased cessions from C&F during the fourth quarter of 2020. We are currently in discussions with alternative carriers to write policies impacted by this directive.

For the years ended December 31, 2020 and 2019, we recorded commission income under the Agency Agreement of \$5,698,299 and \$5,800,987, respectively, a decrease of \$102,688 or 1.8%. This decrease resulted from the lower volume of premiums written under the Agency Agreement in 2020 compared to 2019, as discussed above.

We recorded net investment income of \$383,810 for the year ended December 31, 2020 compared to \$478,111 for the year ended December 31, 2019, a decrease of \$94,301 or 19.7%. The decrease in net investment income was attributable to a decrease in interest earned on short term investments and cash and cash equivalents as the result of lower interest rates in place during 2020 compared to the same period in 2019 and to a decrease in dividend income attributable to the decrease in equity investments held in our investment portfolio during 2020 compared 2019.

We recorded net realized and unrealized losses on investments of \$1,764,276 for the year ended December 31, 2020 compared to net realized gains of \$4,074,997 for the year ended December 31, 2019, a decrease of \$5,839,273 or 143.3%. The decrease was primarily related to the decrease in the fair value of our equity investments during the nine months ended September 30, 2020, due to unfavorable market conditions attributable to the impact of the COVID-19 coronavirus pandemic on the worldwide economy. During the first quarter of 2020, our investment portfolios that hold equity securities incurred significant negative valuation adjustments as spreads widened and perceived risks elevated as was reflected in first quarter financial results. During the second and third quarters of 2020, our investment portfolio partially recovered as markets responded to unprecedented monetary and fiscal stimulus in the U.S. and around the world. In September 2020, the Company liquidated its equity securities portfolios as a measure to preserve its capital base, as referred to above.

As of December 31, 2020, our total investments were \$20,344,127, a

decrease of \$10,689,489 or 34.4%, from \$31,033,616 at December 31, 2019. This decrease was primarily due to the sale of a portion of its equity securities portfolios to fund the payment of net losses paid under the Reinsurance Agreement and to the Company's decision to liquidate its remaining equity securities portfolios in September 2020 as a measure to preserve its capital base, partially offset by the purchase of fixed income securities with certain proceeds in relation to the aforementioned equity security portfolio liquidations. The cash and cash equivalents balance decreased from \$6,589,810 at December 31, 2019 to \$5,732,110 at December 31, 2020, a decrease of \$857,700 or 13%. This decrease was primarily due to net losses paid under the Reinsurance Agreement during the year ended December 31, 2020, partially offset by the deposit of certain proceeds in relation to the aforementioned equity security portfolio liquidations. The restricted cash and cash equivalents balance increased from \$1,169,805 at December 31, 2019 to \$4,964,126 at December 31, 2020, an increase of \$3,794,321 or 324.4%. This increase was primarily due to the deposit of certain proceeds in relation to the aforementioned equity security portfolio liquidations.

Our losses and loss adjustment expenses increased by 134.9% to \$18,856,370 in 2020 from \$8,028,735 in 2019. The increase in loss and loss adjustment expenses was due to higher than expected loss emergence on the Company's lawyers' book of business in accident years 2017, 2018 and 2019. Our loss ratio under the Reinsurance Agreement, calculated as the ratio of losses and loss adjustment expenses to net premiums earned, was 159.1% in 2020 and 70.7% in 2019.

We recorded policy acquisition costs of \$5,369,752 for the year ended December 31, 2020 compared to \$4,199,239 for the same period in 2019. The policy acquisition costs recorded during the year ended December 31, 2020 and 2019 were 45.3% and 37% of the net premiums earned under the Reinsurance Agreement of \$11,848,463 and \$11,348,596, respectively. The increase to the percentage applied to net premiums earned during the year ended December 31, 2020 was attributable to the recording of a premium deficiency reserve in December 2020 in the amount of \$985,876.

We incurred operating and management expenses of \$5,543,889 for the year ended December 31, 2020 compared to \$6,847,921 for the year ended December 31, 2019, a decrease of \$1,304,032 or 19%. The decrease was primarily attributable to the reversal of a withholding tax accrual recorded by AMIC Ltd. in the amount of \$817,745. The withholding tax accrual related to withholding tax payable on interest payable by Protexure to AMIC Ltd. on an intercompany loan. During 2020, the Company decided to reverse inception to date interest on the loan and thus the interest and the withholding tax accrual were reversed. The decrease was also attributable to decreased board and committee meetings related expenses due to the reduction in physical meetings held during the second, third and fourth quarters as the result of travel restrictions imposed in relation to COVID-19.

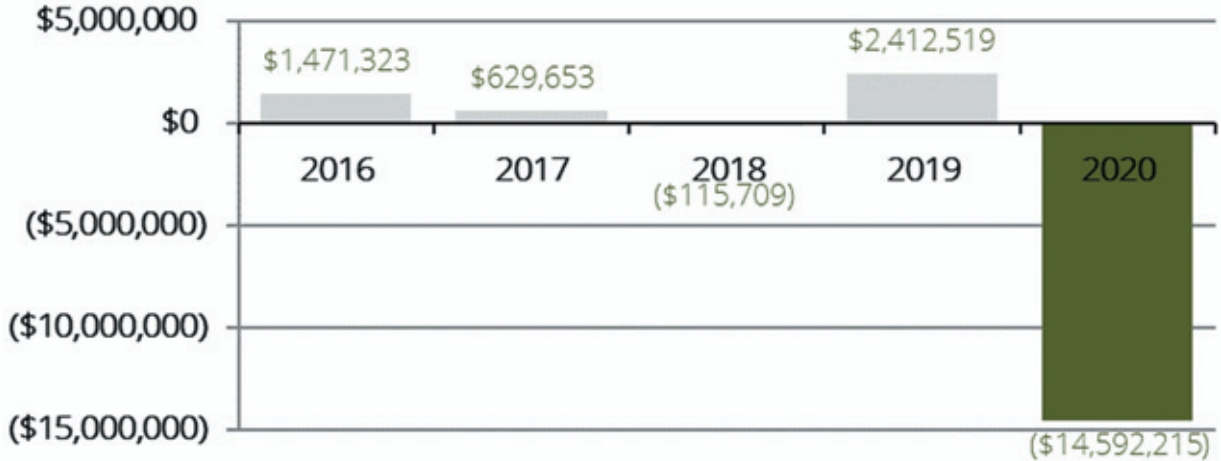
We recorded income tax expense of \$988,500 for the year ended December 31, 2020 compared to \$214,277 for the year ended December 31, 2019. At December 31, 2020 and 2019, we recorded an income tax expense as the result of changes in Protexure's deferred tax asset position during the year, which was primarily attributable to Protexure's usage of its loss carryforward from prior years plus its state income taxes for the current year.

The book value per share of the Company's outstanding shares at December 31 was \$9.50 per share in 2020 and \$32.51 per share in 2019. The Company paid no dividends during 2020 as a measure to preserve the Company's capital base.

# Book Value as of December 31



# Net Income



# Stockholders' Equity as of December 31



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-K**

(Mark One)

**Annual report pursuant to section 13 or 15 (d) of the Securities Exchange Act of 1934**  
For the fiscal year ended December 31, 2020

or  
 **Transition report pursuant to section 13 or 15 (d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**000-28249**

(Commission file number)

**AMERINST INSURANCE GROUP, LTD.**

(Exact Name of Registrant as Specified in its Charter)

BERMUDA  
(State or other jurisdiction of  
Incorporation or Organization)

98-0207447  
(I.R.S. Employer  
Identification No.)

c/o Davies Captive Management Limited  
25 Church Street, Continental Building  
P.O. Box HM 1601, Hamilton, Bermuda  
(Address of Principal Executive Offices)

HM GX  
(Zip Code)

**(441) 295-2185**

(Registrant's telephone number)

**Securities registered pursuant to Section 12(b) of the Act: None**

**Securities registered pursuant to Section 12(g) of the Act:**

**COMMON SHARES, PAR VALUE \$1.00 PER SHARE**

(Title of class)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. YES  NO

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

As of March 1, 2021, the registrant had 995,253 common shares, \$1.00 par value per share outstanding. The aggregate market value of the common stock held by non-affiliates of the Registrant as of the last business day of the Registrant's most recently completed second fiscal quarter was \$17,760,285 based on book value as of June 30, 2020.

**Documents Incorporated by Reference**

**Incorporated  
By Reference  
In Part No.**

Portions of the Company's Proxy Statement in connection with the Annual General Meeting of Shareholders to be held on June 8, 2021 .....

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**AMERINST INSURANCE GROUP, LTD.**

**Annual Report on Form 10-K  
For the year ended December 31, 2020**

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## Introductory Note

### *Caution Concerning Forward-Looking Statements*

Certain statements contained in this Form 10-K, or otherwise made by our officers, including statements related to our future performance, our outlook for our businesses and respective markets, projections, statements of our management's plans or objectives, forecasts of market trends and other matters, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, and contain information relating to us that is based on the beliefs of our management as well as assumptions made by, and information currently available to, our management. The words "expect," "believe," "may," "could," "should," "would," "estimate," "anticipate," "intend," "plan," "target," "goal" and similar expressions as they relate to us or our management are intended to identify forward-looking statements. Such statements reflect our management's current views with respect to future events and are subject to certain risks, uncertainties and assumptions that could cause actual results to differ materially from those reflected in any forward-looking statements. Our actual future results may differ materially from those set forth in our forward-looking statements. Factors that might cause such actual results to differ materially from those reflected in any forward-looking statements include, but are not limited to the factors discussed in detail in Part I, Item 1A. "Risk Factors" and Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Form 10-K, as well as:

- the magnitude and duration of the COVID-19 pandemic and its impact on the global and local economies, financial and insurance market conditions and our business, results of operations and financial condition;
- actual losses and loss expenses exceeding our loss reserves and increases in loss reserves, which are necessarily based on the actuarial and statistical projections of ultimate losses;
- our ability to comply with Bermuda statutory liquidity requirements may be adversely impacted by increases in loss reserves;
- changes in the amount of professional liability business accepted by our insurance company partners;
- adequacy of our risk management and loss limitation methods;
- our ability to generate increased revenues and positive earnings in future periods;
- the occurrence of catastrophic events with a frequency or severity exceeding our expectations;
- a worsening global economic market and changing rates of inflation and other economic conditions;
- subjection of our non-U.S. companies to regulation and/or taxation in the United States;
- a decrease in the level of demand for professional liability insurance and reinsurance or an increase in the supply of professional liability insurance and reinsurance capacity;
- our ability to meet the performance goals and metrics set forth in our business plan without a significant depletion of our cash resources while maintaining sufficient capital levels and liquidity levels;
- the effects of security breaches, cyber-attacks or computer viruses that may affect our computer systems or those of our customers, third-party managers and service providers;
- increased competitive pressures, including the consolidation and increased globalization of reinsurance providers;
- increased or decreased rate pressure on premiums;
- the successful integration of businesses we may acquire or new business ventures we may start;
- acts of terrorism, political unrest, outbreak of war and other hostilities or other non-forecasted and unpredictable events;
- changes in Bermuda law or regulation or the political stability of Bermuda;
- compliance with and changes in the legal or regulatory environments in which we operate; and
- other risks, including those risks identified in any of our other filings with the Securities and Exchange Commission.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with other cautionary statements that are included herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect our management's analysis only as of the date they are made. We undertake no obligation to release publicly the results of any future revisions we may make to forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

## PART I

### Item 1. Business

#### *General*

Unless otherwise indicated by the context, in this annual report we refer to AmerInst Insurance Group, Ltd. and its subsidiaries as the “Company,” “AmerInst,” “we”, “our” or “us.” “AMIC Ltd.” means AmerInst’s wholly owned subsidiary, AmerInst Insurance Company, Ltd. “Protexure” means Protexure Insurance Agency, Inc. (formerly AmerInst Professional Services, Limited), a Delaware corporation and wholly owned subsidiary of AmerInst Mezco, Ltd. (“Mezco”) which is a wholly owned subsidiary of AmerInst. Effective December 30, 2020, AMIC Ltd. merged with its wholly owned subsidiary, AmerInst Investment Company, Ltd., with AMIC Ltd. being the surviving entity. “AMIG” means our predecessor entity, AmerInst Insurance Group, Inc., a Delaware corporation. Our principal offices are c/o Davies Captive Management Limited (formerly Citadel Management Bermuda Limited), 25 Church Street, Continental Building, P.O. Box HM 1601, Hamilton, Bermuda, HM GX.

AmerInst Insurance Group, Ltd., a Bermuda holding company, was formed in 1998. We are an insurance holding company based in Bermuda owned primarily by accounting firms, persons associated with accounting firms, and individual CPA practitioners. We were formed in response to concerns about the pricing and availability of accountants’ professional liability insurance in a difficult or “hard” market. Our mission is to be a company that provides insurance protection for professional service firms and engages in investment activities. AmerInst has two operating segments: (1) reinsurance activity, which includes investments and other related activities, and (2) insurance activity, which offers professional liability solutions to professional service firms. The revenues of the reinsurance activity operating segment and the insurance activity operating segment were \$10,463,588 and \$5,702,708 for the year ended December 31, 2020 compared to \$15,853,490 and \$5,849,201 for the year ended December 31, 2019, respectively. The revenues for both operating segments were derived from business operations in the United States, other than interest income on bank accounts maintained in Bermuda.

#### *Entry into Agency Agreement*

On September 25, 2009, Protexure entered into an agency agreement (the “Agency Agreement”) with The North River Insurance Company, United States Fire Insurance Company, Crum & Forster Indemnity Company, Crum and Forster Insurance Company, and Crum & Forster Specialty Insurance Company (collectively, “C&F”) pursuant to which C&F appointed Protexure as its exclusive agent for the purposes of soliciting, underwriting, quoting, binding, issuing, cancelling, non-renewing and endorsing accountants’ professional liability and lawyers’ professional liability insurance coverage in all 50 states of the United States and the District of Columbia. The initial term of the Agency Agreement was for four years with automatic one-year renewals thereafter. The Agency Agreement automatically renewed on September 25, 2020.

In October 2020, C&F advised us to cease writing business in eight states under the Agency Agreement. We are currently in discussions with alternative carriers to write policies impacted by this directive.

#### *Entry into Reinsurance Agreement*

We conduct our reinsurance business through AMIC Ltd., our subsidiary, which is a registered insurer in Bermuda. On September 25, 2009, AMIC Ltd. entered into a professional liability quota share agreement with C&F (the “Reinsurance Agreement”) pursuant to which C&F agreed to cede, and AMIC Ltd. agreed to accept as reinsurance, a 50% quota share of C&F’s liability under insurance written by Protexure on behalf of C&F and classified by C&F as accountants’ professional liability and lawyers’ professional liability, subject to AMIC Ltd.’s surplus limitations. Policies written by insurers other than C&F are not subject to the 50% quota share reinsurance to AMIC Ltd. The term of the Reinsurance Agreement is continuous and may be terminated by either party upon at least 120 days’ prior written notice to the other party.

### ***Third-party Managers and Service Providers***

Davies Captive Management Limited, formerly Citadel Management Bermuda Limited, provides the day-to-day services necessary for the administration of our business. In July 2020, Citadel Management Bermuda Limited was acquired by Qwest Management Services Limited. Effective December 31, 2020, both companies merged with the merged entity name being Davies Captive Management Limited. Our agreement with Davies Captive Management Limited renewed for one year beginning January 1, 2021 and ending December 31, 2021. Mr. Thomas R. McMahon, our Treasurer and Chief Financial Officer, is an officer, director and employee of Davies Captive Management Limited.

Tower Wealth Managers, Inc. of Kansas City, Missouri, provides portfolio management of fixed income and equity securities and directs our investments pursuant to guidelines approved by us. We have retained Oliver Wyman, an independent casualty actuarial consulting firm, to render advice regarding actuarial matters.

### ***Competition***

Our main competition comes from brokers and agents that service accountants and attorneys. For accountants, our primary insurance company competitors are CNA and CAMICO. In the lawyer professional liability insurance area, there are several competitors including CNA, Hanover, Travelers, Axis, Allied World and State Bar programs. The primary differentiating factors among the competition in our industry are price and quality of service. We believe that our focus on providing high-quality online or internet based service to small- and medium-sized firms distinguishes us from larger competitors that may not be able to provide the same level of personalized service to clients.

### ***Licensing and Regulation***

AmerInst, through its wholly owned subsidiary, AMIC Ltd., is subject to regulation as an insurance company under the laws of Bermuda, where AMIC Ltd. and AmerInst are domiciled.

Protexure, a subsidiary of Mezco and a managing general underwriter responsible for offering professional liability solutions to professional service firms has regulatory approval to act as an insurance agent in 50 states and the District of Columbia.

The rates and terms of reinsurance agreements generally are not subject to regulation by any governmental authority. This is in contrast to direct insurance policies, the rates and terms of which are subject to regulation by state insurance departments. As a practical matter, however, the rates charged by primary insurers place a limit upon the rates that can be charged by reinsurers.

### ***Bermuda Regulation***

AMIC Ltd., as a licensed Bermuda insurance company, is subject to regulation under the Insurance Act of 1978, as amended, and Related Regulations (collectively, the “Insurance Act”), which provide that no person shall conduct insurance business, including reinsurance, in or from Bermuda unless registered as an insurer under the Insurance Act by the Bermuda Monetary Authority (“BMA”). In deciding whether to grant registration, the BMA has discretion to act in the public interest. The BMA is required by the Insurance Act to determine whether an applicant for registration is a fit and proper body to be engaged in insurance business and, in particular, whether it has, or has available to it, adequate knowledge and expertise. In connection with registration, the BMA may impose conditions relating to the writing of certain types of insurance.

The Insurance Act requires, among other things, that Bermuda insurance companies meet and maintain certain standards of liquidity and solvency, file periodic reports in accordance with the Bermuda Statutory Accounting Rules, produce annual audited statutory financial statements and annual audited financial statements

prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) or International Financial Reporting Standards (“IFRS”) and maintain a minimum level of statutory capital and surplus. All Bermuda insurers must also comply with the BMA’s Insurance Code of Conduct (“ICIC”). The ICIC establishes duties, requirements and standards to be complied with under the Act. Failure to comply with the requirements of the ICIC will be a factor taken into account by the BMA in determining whether an insurer is conducting its business in a sound and prudent manner under the Act. In general, the regulation of insurers in Bermuda relies heavily upon the directors and managers of a Bermuda insurer, each of whom must certify annually that the insurer meets the solvency, liquidity and capital requirements of the Insurance Act. AMIC Ltd. is also required to file a Commercial Insurer’s Solvency Self-Assessment (“CISSA”) and a financial condition report with the BMA. Furthermore, the BMA is vested with powers to supervise, investigate and intervene in the affairs of Bermuda insurance companies. Significant aspects of the Bermuda insurance regulatory framework are described below.

An insurer’s registration may be canceled by the BMA on grounds specified in the Insurance Act, including the failure of the insurer to comply with the obligations of the Insurance Act or if, in the opinion of the BMA, the insurer has not been carrying on business in accordance with sound insurance principles.

Every registered insurer must appoint an independent auditor approved by the BMA. That auditor must annually audit and report on the statutory financial statements and the statutory financial return of the insurer, both of which are required to be filed annually with the BMA. The approved auditor may be the same person or firm that audits the insurer’s financial statements and reports for presentation to its shareholders.

The Insurance Act provides that the statutory assets of an insurer must exceed its statutory liabilities by an amount greater than the prescribed minimum solvency margin. Pursuant to the Insurance Act, AMIC Ltd. is registered as a Class 3A insurer and, as such:

- is required to maintain a minimum solvency margin equal to the greatest of: (w) \$1,000,000, (x) 20% of net premiums written in its current financial year up to \$6,000,000 plus 15% of net premiums written in its current financial year over \$6,000,000, (y) 15% of loss reserves, or (z) an enhanced capital requirement (“ECR”), which the applicable ECR is established by reference to either the Bermuda Solvency Capital Requirement, which employs a standard mathematical model that can relate more accurately the risks taken on by insurers to the capital that is dedicated to their business, or a BMA-approved internal capital model. In 2016, the BMA implemented an Economic Balance Sheet (“EBS”) framework which was used as the basis to determine the ECR. AMIC Ltd.’s required and available statutory capital and surplus as at December 31, 2020 are based on this EBS framework.
- is required to annually file with the BMA a statutory financial return together with a copy of its statutory financial statements which includes a report of the independent auditor concerning its statutory financial statements, the capital and solvency return, a statutory declaration of compliance, an opinion of a loss reserve specialist in respect of its loss and loss expense provisions and audited annual financial statements or audited condensed financial statements prepared in accordance with U.S. GAAP or IFRS, all within four months following the end of the relevant financial year.
- is prohibited from declaring or paying any dividends during any financial year if it is in breach of its minimum solvency margin or minimum liquidity ratio or if the declaration or payment of such dividends would cause it to fail to meet such margin or ratio (if it fails to meet its minimum solvency margin or minimum liquidity ratio on the last day of any financial year, it will be prohibited, without the approval of the BMA, from declaring or paying any dividends during the next financial year).
- is prohibited, without the approval of the BMA, from reducing by 15% or more its total statutory capital, or from reducing by 25% or more its total statutory capital and surplus, as set out in its previous year’s financial statements.
- if it appears to the BMA that there is a risk of AMIC Ltd. becoming insolvent or that AMIC Ltd. is in violation of the Insurance Act or any conditions imposed upon AMIC Ltd.’s registration, the BMA may,

in addition to the restrictions specified above, direct it not to declare or pay any dividends or any other distributions or may restrict AMIC Ltd. from making such payments to such extent as the BMA deems appropriate.

The BMA has also established a Class 3A insurer target capital level equal to 120% of the Class 3A ECR. The applicable ECR is established as discussed above. We are in compliance with these requirements.

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

The BMA may appoint an inspector with extensive powers to investigate the affairs of an insurer if the BMA believes that an investigation is required in the interest of the insurer's policyholders or persons who may become policyholders. In order to verify or supplement information otherwise provided to an inspector, the BMA may direct an insurer to produce documents or information in relation to matters connected with the insurer's business.

If it appears to the BMA that there is a risk of an insurer becoming insolvent, or if the insurer is in violation of the Insurance Act or the regulations thereunder or of any condition imposed on its registration as an insurer, the BMA may impose limitations on the insurer's ability to conduct its business, including limiting new insurance business; prohibiting modifications to any insurance contract if the effect would be to increase the insurer's liabilities; restricting the insurer's to acquire or sell certain investments; restricting the insurer's ability to maintain in, or transfer to and to keep in the custody of, a specified bank, certain assets; restricting the declaration or payment of any dividends or other distributions or to restrict the making of such payments; or imposing limitations on the insurer's premiums.

As a Bermuda insurer, we are required to maintain a Principal Office in Bermuda and to appoint and maintain a Principal Representative in Bermuda. For the purpose of the Insurance Act, our Principal Representative in Bermuda is Davies Captive Management Limited and our Principal Office is c/o Davies Captive Management Limited, 25 Church Street, Continental Building, P.O. Box HM 1601, Hamilton HMGX, Bermuda. An insurer may only terminate the appointment of its Principal Representative for a reason acceptable to the BMA, and the Principal Representative may not cease to act as such, unless the BMA is given 21 days' advance notice in writing of its intention to do so. It is the duty of the Principal Representative, upon determining that there is a likelihood of the insurer for which it acts becoming insolvent or it coming the Principal Representative's knowledge, or having reason to believe, that an "event" has occurred, to provide verbal notification immediately, and make a report in writing to the BMA setting out all the particulars of the case that are available to the Principal Representative within 14 days. Examples of such an "event" include, but are not limited to, failure by the insurer to substantially comply with a condition imposed upon the insurer by the BMA relating to solvency margin or liquidity or other ratio.

The Economic Substance Act 2018 (the "ESA") was passed in Bermuda in December 2018 in response to the requirement of the European Union Code of Conduct Group (Business taxation) (the "EU Code Group") for companies incorporated in a jurisdiction to have sufficient economic substance in the jurisdiction. Under the provisions of the ESA, any Bermuda-registered entity engaged in a "relevant activity" (which includes insurance business and holding entity activities) must maintain a substantial economic presence in Bermuda. To the extent that the ESA applies to our entities registered in Bermuda, we will be required to demonstrate compliance with economic substance requirements by filing an annual economic substance declaration with the Registrar of Companies in Bermuda.

Except for business related to Protexure, our business is conducted from our Principal Office in Hamilton, Bermuda. We manage our investments, directly and through AMIC Ltd., through independent investment advisors in the U.S. or other investment markets as needed and appropriate. We do not operate as an investment manager or as a broker-dealer requiring registration under investment advisory or securities broker regulations in the U.S., Bermuda or otherwise. The directors and officers of AMIC Ltd. negotiate reinsurance treaties for acceptance in Bermuda. Among other matters, the following business functions are conducted from our Bermuda offices: (i) communications with our shareholders, including financial reports; (ii) communications with the general public of a nature other than advertising; (iii) solicitation of the sale by us or any of our subsidiaries of shares in any of such entities; (iv) accepting subscriptions of new shareholders of the Company; (v) maintenance of principal corporate records and original books of account; (vi) audit of original books of account; (vii) disbursement of funds in payment of dividends, claims, legal fees, accounting fees, and officers' and directors' fees; (viii) arrangement for the meetings of our shareholders and directors and shareholders and directors of our subsidiaries; and (ix) execution of repurchases of our shares and shares of our subsidiaries. Except for the Protexure office, we do not maintain an office or place of business in the United States.

Our ability to pay dividends to our shareholders and to pay our operating expenses is dependent on cash dividends from our subsidiaries. AMIC Ltd.'s ability to pay dividends to AmerInst is subject to the provisions of the Bermuda insurance and companies laws and the requirement to provide the ceding companies with collateral. Under the Companies Act, AMIC Ltd. would be prohibited from declaring or paying a dividend if such payment would reduce the realizable value of its assets to an amount less than the aggregate value of its liabilities, issued share capital, and share premium accounts. In addition, AMIC Ltd. must be able to pay its liabilities as they become due in the ordinary course of its business, and fund its collateral obligations to ceded companies, after the payment of a dividend. The payment of such dividends by AMIC Ltd. to us is also limited under Bermuda law by the Insurance Act and Related Regulations which require that AMIC Ltd. maintain minimum levels of solvency and liquidity as described above. For the years ended December 31, 2020 and 2019 these requirements have been met as follows:

	<u>Statutory Capital &amp; Surplus</u>		<u>Relevant Assets</u>	
	<u>Minimum</u>	<u>Actual</u>	<u>Minimum</u>	<u>Actual</u>
December 31, 2020 . . . . .	\$3,140,502	\$24,746,999	\$21,550,831	\$28,678,753
December 31, 2019 . . . . .	\$2,094,907	\$41,029,273	\$34,466,903	\$40,204,160

At December 31, 2020, approximately \$1 million was available for the declaration of dividends by AMIC Ltd. to us. Management expects that any dividend AMIC, Ltd. declares to us over the next twelve-month time period will be utilized entirely by us to fund our day-to-day operations. Therefore, as of December 31, 2020, no amount was available for the declaration of dividends by us to our shareholders.

***Customers***

Our only sources of income, other than our investment portfolio, are our Agency Agreement and Reinsurance Agreement. Without such agreements, we believe additional capital would need to be raised through external means to continue operations while we evaluated other reinsurance and insurance opportunities, as our current levels of investment income will not provide enough revenue to fund our ongoing operations.

***Human Capital***

We are dedicated to creating personal relationships with our customers and discovering solutions that are right for them. Our employees are critical to achieving this mission and it is crucial that we continue to attract and retain experienced employees. As part of these efforts, we strive to offer a competitive compensation and benefits program and foster a community where everyone feels included and empowered to do to their best work.

At December 31, 2020, Protexure had 21 employees, 20 full-time salaried employees and one employee who was paid hourly wages. Neither AmerInst, nor any of AmerInst's other subsidiaries have any employees. As of March 18, 2021, approximately 60% of our workforce was female while 40% was male, and our average tenure was approximately 6.5 years. See the section of this Form 10-K captioned "Third-party Managers and Service Providers" on page 5 of this Annual Report on Form 10-K for further information.

**Diversity and Inclusion.** We believe that an equitable and inclusive environment with diverse teams produces more creative solutions, results in better services and is crucial to our efforts to attract and retain key talent. We strive to promote inclusion through our corporate values of which include treating each other with respect and integrity, open communication throughout organization, being passionate about understanding our customer needs, creating win-win relationships with our company partners and a personal commitment to continuous learning and improving. We are focused on building an inclusive culture through a variety of diversity and inclusion initiatives, including related to internal promotions and hiring practices.

**Health and Safety.** The success of our business is fundamentally connected to the well-being of our people. Accordingly, we are committed to the health, safety and wellness of our employees. We provide our employees and their families with access to a variety of flexible and convenient health and welfare programs, including benefits that support their physical and mental health by providing tools and resources to help them improve or maintain their health status. Where possible, we offer choices to our employees so they can customize their benefits to meet their needs and the needs of their families. In response to the COVID-19 pandemic, we implemented significant operating environment changes that we determined were in the best interest of our employees and the communities in which we operate, and that were designed to comply with government regulations. This includes having the majority of our employees work from home, while implementing additional safety measures for employees continuing critical on-site work.

#### ***Loss Reserves***

Our loss reserves, changes in aggregate reserves for the last two years, and loss reserve development as of the end of each of the last 10 years, are discussed in Item 7 of this Report, "Management's Discussion and Analysis of Financial Condition and Results of Operations," Note 2 to our Consolidated Financial Statements included in Item 8 of this Report, and Note 6 to our Consolidated Financial Statements.

#### ***Seasonality***

We do not believe that either of our operating segments are seasonal in nature to a material degree.

#### ***Available Information***

We file annual, quarterly, and current reports, proxy statements and other information with the Securities and Exchange Commission ("SEC" or the "Commission"). You may read any document we file with the Commission at the Commission's public reference room at 100 F Street, NE, Washington, DC 20549. Please call the Commission at 1-800-SEC-0330 for information on the public reference room. The Commission also maintains an internet site that contains annual, quarterly, and current reports, proxy and information statements and other information that issuers (including AmerInst) file electronically with the Commission. The Commission's internet site is [www.sec.gov](http://www.sec.gov).

Our internet site is [www.amerinst.bm](http://www.amerinst.bm). We make available free of charge through our internet site our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to the Securities Exchange Act of 1934, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Commission. You will need to have on your computer the Adobe Acrobat Reader® software to view these documents, which are in PDF format. If you do not have Adobe Acrobat Reader®, a link to Adobe's internet site, from which you can download the software, is

provided. We also make available, through our internet site, via links to the Commission's internet site, statements of beneficial ownership of our equity securities filed by our directors, officers, 10% or greater shareholders and others under Section 16 of the Securities Exchange Act. In addition, we post on [www.amerinst.bm](http://www.amerinst.bm) our Memorandum of Association, our Bye-Laws, our Statement of Share Ownership Policy, Charters for our Audit Committee and Governance and Nominations Committee, as well as our Code of Business Conduct and Ethics. You can request a copy of these documents, excluding exhibits, at no cost, by writing or telephoning us c/o Davies Captive Management Limited, 25 Church Street, Continental Building, P.O. Box HM 1601, Hamilton, Bermuda HMGX, Attention: Investor Relations (441) 295-2185. The information on our internet site is not incorporated by reference into this report.

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

*You should consider carefully the following risk factors before deciding whether to invest in our common stock. Our business, including our operating results and financial condition, could be harmed by any of these risks. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business. The value of our common stock could decline due to any of these risks, and you may lose all or part of your investment. In assessing these risks you should also refer to the other information contained in our filings with the SEC, including our financial statements and related notes.*

### **Risks Related to the COVID-19 Pandemic**

***The impact of the COVID-19 pandemic on our customers, employees and business operations has had, and will likely continue to have, a significant adverse effect on our business, results of operations and financial condition, and liquidity, the extent of which cannot be determined with any certainty at this time.***

Beginning in March 2020, the COVID-19 pandemic began to impact the global economy and our results of operations. There is increasing concern about the longer lasting impact on local business resulting from the COVID-19 pandemic. The direct and indirect consequences of COVID-19 are not yet fully known and are likely to continue to emerge for some time. Risks presented by the ongoing effects of COVID-19 that are known at this time include the following:

#### *Macroeconomic Impact*

The broad economic effect of the pandemic has significantly impacted business operations across all industries, including ours. The challenging economic conditions may lead to declines in premium volume, which in turn would directly and adversely impact our underwriting expense ratio. If depressed economic conditions continue, it may have a material impact on our business, results of operations and financial condition, the extent of which cannot be determined with any certainty at this time.

There was no significant impact on our insurance premiums and losses during the year ended December 31, 2020 relating to the COVID-19 global pandemic nor do we anticipate, at this time, that this global catastrophic event will have a significant impact on our insurance premiums and losses in future quarters due to the types of insurance products we offer and our client base of professional service firms, among other factors.

The pervasive uncertainty surrounding the future economic conditions that will emerge in the following months and years presents management with a significant degree of uncertainty in estimating the impact of the pandemic on our ultimate loss estimate as well as the potential for impacts in other operational lines of our business.

#### *Financial Markets and Investments*

The overall economic uncertainties related to COVID-19 caused volatility and disruption in the financial markets. As a result, the results and valuations of our investment portfolio have been, and may continue to be



adversely impacted, which could be material to our business, results of operations and financial condition. Further disruptions in global financial markets due to the continuing impact of COVID-19 could result in net realized investment losses to our portfolio. The historically low interest rate environment and steps taken by the federal, state and local government in response to COVID-19 could lead to higher inflation than we had anticipated, which could in turn lead to an increase in our loss costs and the need to strengthen loss reserves.

With regard to investments, our investment portfolios that held equity securities incurred significant negative valuation adjustments during the first quarter of 2020 as perceived risks elevated as was reflected in first quarter financial results. During the second, third and fourth quarters of 2020, our investment portfolio partially recovered as markets responded to unprecedented monetary and fiscal stimulus in the U.S. and around the world. In September 2020, the Company liquidated its equity securities portfolios as a measure to preserve its capital base. The Company has been reinvesting the proceeds from these liquidations in fixed income securities as market conditions permit. We recorded a net realized and unrealized loss on investments of \$1,764,276 during 2020.

#### *Operational Impact and Heightened Cybersecurity Risk*

The COVID-19 pandemic caused disruptions to our business operations during the current year and could continue to result in changes to operations in future periods. Given the unprecedented nature of the COVID-19 pandemic and its length and severity, which is impossible to predict, we could experience significant disruptions in our business operations if key personnel or a significant number of employees were to become unavailable due to the effects of, and restrictions resulting from, the COVID-19 pandemic, as well as decreased demand for our products and services. There is some risk that operational costs could further increase as we maintain existing facilities in accordance with public health guidelines as well as have employees continue to work remotely. We also face a heightened risk of cybersecurity attacks or data security incidents and are more dependent on internet and telecommunications access and capabilities as a result of the remote working arrangement.

#### *Regulatory impact*

We and our subsidiaries are required to comply with a wide variety of laws and regulations applicable to insurance or reinsurance companies. In response to the COVID-19 pandemic, numerous regulatory authorities to which our business is subject have implemented or are contemplating broad and significant regulations restricting and governing insurance company operations, such as premium moratoriums, premium refunds and reductions, restrictions on policy cancellations and potential legislation-driven expansion of policy terms. To date, some states have ordered premium refunds and/or proposed legislation to require some insurers to cover business interruption under policies that were not written to provide for such coverage under the current circumstances. This highly fluid and challenging regulatory environment has impacted or may impact pricing, risk selection and our rights and obligations with respect to our policies and insureds. The full extent of the material impact on our business, results of operation, and financial condition cannot be predicted at this time.

### **Industry, Economic and Financial Risks**

***Adverse changes in the economy generally, like we are experiencing, may materially and adversely affect our business and results of operations, and these conditions may not improve in the near future.***

The recent adverse changes in market conditions and stability of the global credit markets present risks and uncertainties for our business. Depending on future market conditions, we could incur substantial realized and unrealized losses in future periods, which could have an adverse impact on our results of operations and financial condition. In particular, the recent severe deterioration in the equity markets could lead to investment losses. Depending on market conditions going forward, particularly if market conditions do not improve in the near future, we could incur substantial realized and unrealized losses in future periods, which could have an adverse

impact on our results of operations and financial condition. Market volatility may also make it more difficult to value certain of our securities if trading becomes less frequent. As such, valuations may include assumptions or estimates that may have significant period-to-period changes that could have a material adverse effect on our results of operations or financial condition.

***We participate in a potentially unprofitable, unstable industry.***

The professional liability insurance industry is volatile and often sees fluctuations both in the frequency and severity of claims, particularly severity. This is aggravated by the casualty insurance cycle, which over a period of years varies from a hard market with high or increasing premiums charged for risk, to a soft market with low or decreasing premiums being charged. The combination of volatility and insurance cycle variation results in a high degree of unpredictability of underwriting results from year to year. As a reinsurer, we are directly influenced by the premium competition in the primary market, and as a quota share reinsurer, we are directly dependent on the underwriting results of our cedants. Consequently, our revenue could be adversely affected by factors beyond our control, including those described in this report and other factors.

***Our industry is highly competitive and we may not be able to compete successfully in the future.***

Our industry is highly competitive and subject to pricing cycles that can be pronounced. We compete solely in the United States reinsurance and insurance markets. Most of our competitors have greater financial resources than we do and have established long term and continuing business relationships throughout the industry, which can be a significant competitive advantage. If we are unable to successfully compete against these companies our profitability could be adversely affected.

***We may be impacted by claims relating to financial market turmoil.***

We reinsure professional liability insurance for certified public accountants and attorneys. The financial institutions and financial services segment may be particularly impacted by financial market turmoil. As a result, accountants and lawyers that service this industry may be subject to additional claims. This may give rise to increased litigation, including class action suits, which may involve clients of parties for which we provide reinsurance. To the extent we have claims relating to these events, it could cause substantial volatility in our financial results and could have a material adverse effect on our financial condition and results of operations.

### **Business and Operational Risks**

***We have incurred net losses before net realized and unrealized gains (losses) in investments and taxes in 2020 and 2019 and may incur further net losses before net realized gains (losses) in investments and taxes if we are unable to generate significant net income under our existing agency and reinsurance agreements.***

We incurred net losses before net realized and unrealized gains (losses) on investments and taxes of \$11.8 million and \$1.4 million for the years ended December 31, 2020 and December 31, 2019, respectively, due mainly to the costs to fund our operations and to higher than expected loss emergence on the Company's lawyers' book of business.

In 2009, Protexure entered into the Agency Agreement with C&F pursuant to which C&F appointed Protexure as an agent for the purposes of soliciting, underwriting, quoting, binding, issuing, cancelling, non-renewing and endorsing accountants' professional liability and lawyers' professional liability insurance coverage in all 50 states of the United States and the District of Columbia. Also in 2009, AMIC Ltd. entered into the reinsurance agreement with C&F pursuant to which C&F agrees to cede and AMIC Ltd. agrees to accept as reinsurance a fifty percent (50%) quota share of C&F's liability under insurance written by Protexure on behalf of C&F and classified by C&F as accountants' professional liability and lawyers' professional liability. In October 2020, C&F advised us to cease writing business in eight states under the Agency Agreement. We are currently in discussions with alternative carriers to write policies impacted by this directive.

In 2020, we recorded a consolidated net loss of \$14.6 million primarily due to loss and loss adjustment expenses incurred under the Reinsurance Agreement of approximately \$18.9 million due to higher than expected loss emergence on the Company's lawyers' book of business and to net realized and unrealized losses on investments of approximately \$1.8 million due to unfavorable market conditions attributable to the impact of the COVID-19 coronavirus pandemic on the worldwide economy. If we are unable to increase Protexure's profitability under the Agency Agreement and AMIC Ltd.'s profitability under the Reinsurance Agreement in future periods and if unfavorable market conditions continue, we may continue to incur net losses, which could adversely affect our financial condition.

***If our agreements with C&F are terminated or C&F chooses not to renew them, our ability to generate revenue would be adversely affected.***

The large majority of our revenue was derived from (i) commissions earned by Protexure through the Agency Agreement with C&F, and (ii) reinsurance activity under the Reinsurance Agreement between AMIC Ltd. and C&F. The initial term of the Agency Agreement was for four years with automatic one-year renewals thereafter. The Agency Agreement automatically renewed on September 25, 2020. In October 2020, C&F advised us to cease writing business in eight states under the Agency Agreement. We are currently in discussions with alternative carriers to write policies impacted by this directive. If we are unable to secure alternative carriers to write policies, our revenue will be adversely impacted due to the reduced business volume under the Agency Agreement. Additionally, if C&F should terminate, choose not to renew one or both of those agreements or renew them on terms less favorable to us, or further limit the states of operation, our ability to generate revenue may be materially and adversely affected.

***Reinsurance may not be available to us, which could increase our risk of incurring losses.***

In order to limit the effect on our financial condition of large and multiple losses, AMIC Ltd. may, in the future, seek reinsurance for its own account. From time to time, market conditions have limited the availability of reinsurance, and in some cases have prevented insurers and reinsurers from obtaining the types and amounts of reinsurance that they consider adequate for their business needs. If AMIC Ltd. is unable to obtain the desired amounts of reinsurance, or, if it is able to obtain such reinsurance only on terms not sufficiently favorable to operate profitably, we could be adversely affected.

***Actual claims may exceed our reserves for unpaid losses and loss adjustment expenses which could cause our earnings to be overstated.***

Our success depends on our ability to accurately assess the risks associated with the businesses that we insure or reinsure. We establish loss reserves to cover our estimated liability for the payment of all losses and loss adjustment expenses we expect to incur with respect to the policies we write and reinsure. Loss reserves do not represent an exact calculation of liability. Rather, loss reserves are estimates of what we expect the ultimate resolution and administration of claims will cost. These estimates are based on actuarial and statistical projections and on our assessment of currently available data, as well as estimates of future trends in claims severity and frequency, judicial theories of liability and other factors. Loss reserve estimates are refined as experience develops and claims are reported and resolved. Establishing an appropriate level of loss reserves is an inherently uncertain process and it is therefore possible that our reserves at any given time could prove to be inadequate.

In establishing our loss reserve, we estimate our net losses based on historical and actuarial analyses of claims information. Actual losses may vary from those estimated and will be adjusted in the period in which further information becomes available. To the extent we determine that actual losses or loss adjustment expenses exceed our expectations and the reserves reflected in our financial statements, we will be required to increase our reserves, through an increase in our provision for unpaid loss and loss adjustment expense, to reflect our changed expectations. Material additions to our reserves through this provision would adversely impact our net income and capital in future periods while having the effect of overstating our current period earnings.

***Our investment return may not be sufficient to offset underwriting losses, which could negatively impact our net income.***

Our investment income is subject to variation due to fluctuations of market interest rates on our fixed-income portfolio. If such investment income is not sufficient to offset potential underwriting losses or our capital and reserves are not sufficient to absorb adverse underwriting or investment results, our profitability would be adversely affected.

***Our inability to retain senior executives and other key personnel could adversely affect our business.***

The success of our business plan is dependent upon our ability to retain Protexure senior executives and other qualified Protexure employees. In 2019, Protexure entered into an employment agreement with Mr. Kyle Nieman, President and CEO of Protexure. Mr. Nieman has more than 37 years of insurance industry experience. In addition, a number of AmerInst's operating activities as well as certain management functions are performed by outside parties. If such outside parties and Protexure's key employees did not renew their relationships with Protexure, or would do so only upon terms that were not acceptable to Protexure, our business could be harmed.

***There is no market for our shares and our shares may be subject to restrictions on transfer.***

There is currently no market for our common shares and it is unlikely that a market will develop. Our common shares are not listed on any stock exchange or automated quotation system. Under our Bye-Laws, our Board of Directors has the authority to prohibit all transfers of our shares. As a result, you may be required to hold your shares for an indefinite period of time and will potentially bear the economic risk of holding such shares indefinitely.

***Anti-takeover provisions could make it more difficult for a third party to acquire us, which makes your investment more illiquid.***

AMIC Ltd., our subsidiary, currently owns approximately 37.59% of our outstanding shares of common stock and has the ability to purchase additional shares. Under Bermuda law, shares owned by AMIC Ltd. are deemed issued and outstanding and can be voted by AMIC Ltd. at the direction of AMIC Ltd.'s board of directors, which is effectively controlled by our board of directors which, consequently, may hinder or prohibit a change in control transaction not approved by us.

In addition, because our Statement of Share Ownership Policy limits each shareholder other than AMIC Ltd. to owning no more than 20,000 shares of our common stock, and our Bye-laws permit our board of directors to implement provisions requiring board approval of all transfers of common stock, it may be difficult for any individual or entity to obtain voting control of AmerInst.

Finally, our Bye-laws provide for a classified board of directors which could have the effect of delaying or preventing a change of control or management.

### **Technology Risks**

***Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.***

Despite the security measures taken by Davies Captive Management Limited, our management company, Protexure and our consultants and other third parties with whom we share information, our or their information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise their networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Additionally, many companies have increasingly

reported breaches in the security of their websites or other systems, some of which have involved sophisticated and targeted attacks intended to obtain unauthorized access to confidential information, destroy data, disrupt or degrade service, sabotage systems or cause other damage. Cybersecurity issues, such as security breaches and computer viruses, affecting our information technology systems or those of third parties with whom we share information, could disrupt our business, result in the unintended disclosure or misuse of confidential or proprietary information, increase our costs, and cause losses. Additionally, any unauthorized access, disclosure or other loss of information could also result in legal claims or proceedings, liability under laws that protect the privacy of personal information, and regulatory penalties and damage our reputation, which could adversely affect our business.

### **Regulatory and Compliance Risks**

***Our Bermuda entities could become subject to regulation or taxation in the United States, which could negatively impact our net earnings.***

None of our Bermuda entities are licensed or admitted as an insurer, nor accredited as a reinsurer, in any jurisdiction in the United States. However, the majority of our revenue is derived from (i) commissions earned by Protexure, a Delaware corporation, through the Agency Agreement with C&F, and (ii) the Reinsurance Agreement between AMIC Ltd. and C&F which represent a group of insurance companies domiciled primarily in the United States. We conduct our insurance business through offices in Bermuda and do not maintain an office, nor do our personnel solicit insurance business, resolve claims or conduct other insurance business, in the United States. While we do not believe we are in violation of insurance laws of any jurisdiction in the United States, inquiries or challenges to our insurance and reinsurance activities could be raised in the future. It is possible that, if we were to become subject to any laws of this type at any time in the future, we may not be in compliance with the requirements of those laws.

We believe that our non-U.S. companies have operated and will continue to operate their respective businesses in a manner that will not cause them to be subject to U.S. tax (other than U.S. federal excise tax on insurance and reinsurance premiums and withholding tax on specified investment income from U.S. sources) on the basis that none of them are engaged in a U.S. trade or business. However, there are no definitive standards under current law as to those activities that constitute a U.S. trade or business and the determination of whether a non-U.S. company is engaged in a U.S. trade or business is inherently factual. Therefore, it is possible that the U.S. Internal Revenue Service might contend that one or more of our non-U.S. companies is engaged in a U.S. trade or business. If AMIC Ltd. or any of our other non-U.S. companies is engaged in a U.S. trade or business and does not qualify for benefits under the applicable income tax treaty, such company may be subject to (i) U.S. federal income taxation at regular corporate rates on its premium income from U.S. sources and investment income that is effectively connected with its U.S. trade or business, and (ii) a U.S. federal branch profits tax on the earnings and profits attributable to such income. All of the premium income from U.S. sources and a significant portion of such company's investment income may be subject to U.S. federal income and branch profits taxes.

If AMIC Ltd. or any of our other non-U.S. companies is engaged in a U.S. trade or business and qualifies for benefits under the United States-Bermuda tax treaty, U.S. federal income taxation of such subsidiary will depend on whether (i) it maintains a U.S. permanent establishment, and (ii) the relief from taxation under the treaty generally applies to non-premium income. We believe that AMIC Ltd. has operated and will continue to operate its business in a manner that will not cause it to maintain a U.S. permanent establishment. However, the determination of whether an insurance company maintains a U.S. permanent establishment is inherently factual. Therefore, it is possible that the U.S. Internal Revenue Service might successfully assert that any of our Bermuda entities maintains a U.S. permanent establishment. In such case, such Bermuda entity may be subject to U.S. federal income tax at regular corporate rates and branch profit tax. Furthermore, although the provisions of the treaty clearly apply to premium income, it is uncertain whether they generally apply to other income of a Bermuda insurance company as well.

We believe U.S. federal income tax, if imposed, would be based on effectively connected or attributable income of a non-U.S. company computed in a manner generally analogous to that applied to the income of a U.S. corporation, except that all deductions and credits claimed by a non-U.S. company in a taxable year can be disallowed if the company does not file a U.S. federal income tax return for such year. Penalties may be assessed for failure to file such return. If any of our non-U.S. companies is subject to such U.S. federal taxation, our financial condition and results of operations could be materially adversely affected.

***Legislative and regulatory requirements could have a material adverse effect on our business.***

We and our subsidiaries are required to comply with a wide variety of laws and regulations applicable to insurance or reinsurance companies. The insurance and regulatory environment, in particular for offshore insurance and reinsurance companies, has become subject to increased scrutiny in many jurisdictions, including in the United States. In the past, there have been Congressional and other initiatives in the United States proposing to increase supervision and regulation of the insurance industry. It is not possible to predict the future impact of changes in laws and regulations on our operations and the cost of complying with any such new legal requirements could have a material adverse effect on our business.

Our Bermuda insurance subsidiary, AMIC Ltd., is registered as a Class 3A insurer and is subject to regulation and supervision in Bermuda. The applicable Bermuda statutes and regulations generally are designed to protect insureds, ceding insurance companies and note holders rather than shareholders. Among other things, those statutes and regulations require AMIC Ltd. to:

- meet and maintain certain standards of liquidity and solvency,
- file periodic reports in accordance with the Bermuda Statutory Accounting Rules,
- produce annual audited statutory financial statements,
- produce annual audited U.S. GAAP statements or audited condensed general purpose financial statements prepared in accordance with the Insurance Act Rules,
- comply with the ICIC, and
- comply with restrictions on payments of dividends and reductions of capital.

Any non-compliance with these and other requirements imposed under applicable law could result in penalties or enforcement actions being taken against AMIC Ltd., which could have a material adverse effect on our business.

***As a shareholder of a Bermuda company, you may have greater difficulties in protecting your interests than as a shareholder of a U.S. corporation.***

The Companies Act, which applies to us and our Bermuda subsidiaries, differs in many material respects from laws generally applicable to U.S. corporations and their shareholders. These differences may result in your having greater difficulties in protecting your interests as a shareholder of our company than you would have as a shareholder of a U.S. corporation. This affects, among other things, the circumstances under which transactions involving an interested director are voidable, whether an interested director can be held accountable for any benefit realized in a transaction with the Company, what approvals are required for business combinations by the Company with a large shareholder or a wholly owned subsidiary, what rights you may have as a shareholder to enforce specified provisions of the Companies Act or our Bye-laws, and the circumstances under which we may indemnify our directors and officers.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties*****Lease commitments***

Protexure leased office space in Lisle, Illinois under a non-cancellable lease agreement that commenced on December 14, 2009 and expired December 31, 2020. In December 2020, the Company executed a lease extension to December 31, 2021. Minimum lease payments, subsequent to December 31, 2020 are \$112,290 in 2021.

For operating leases that have a lease term of more than 12 months, the Company recognizes a lease liability and a right-of-use asset in the Company's consolidated balance sheets at the present value of the lease payments at the lease commencement date. At the commencement date, the Company determines lease terms by assuming the exercise of those renewal options that are deemed to be reasonably certain. The exercise of lease renewal options is at the sole discretion of the Company. As the lease contracts generally do not provide an implicit discount rate, the Company used 6%, its estimated incremental borrowing rate based on the information available at commencement date to determine the present value of lease payments.

**Item 3. Legal Proceedings.**

The Company is not a party to any material legal proceedings.

**Item 4. Mine Safety Disclosures**

Not Applicable.

## PART II

### Item 5. Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

Currently, there is no public market for our common stock, but we have historically permitted AMIC Ltd. to purchase shares from our shareholders upon their death, disability or retirement from the practice of public accounting. The repurchase price has historically been set to the year-end net book value per share for the most recently completed fiscal year reduced by the amount of any dividends already paid on the repurchased shares during the calendar year of the repurchase and any dividends the shareholder would be entitled to receive on the repurchased shares that have not been paid. In addition, the BMA has authorized AMIC Ltd. to purchase shares on a negotiated case-by-case basis, and AMIC Ltd. has typically negotiated share repurchases when requested by our shareholders.

On February 25, 2011, the Board of Directors amended and restated AmerInst’s Statement of Share Ownership Policy to better manage our cash flow from year to year. Under the revised policy, we limit AMIC Ltd.’s repurchase of our common stock to \$500,000 per calendar year. In addition, AMIC Ltd. is only authorized to repurchase shares, with Board approval, from shareholders upon their death, disability or retirement from the practice of public accounting. In October 2020, the Board temporarily (i) suspended the amended and restated AmerInst’s Statement of Share Ownership Policy and (ii) discontinued the repurchases of our common stock, as a measure to preserve the Company’s capital base. During 2021, the Board will consider reinstating the amended and restated AmerInst’s Statement of Share Ownership Policy if market conditions and the Company’s capital base support reinstatement.

The Bermuda Monetary Authority has authorized AMIC Ltd. to purchase our common shares from shareholders who have died or retired from the practice of public accounting and also on a negotiated basis. Through December 31, 2020, AMIC Ltd. had purchased an aggregate of 231,259 common shares from shareholders who had died or retired for a total aggregate purchase price of \$6,597,786. The following table shows information relating to the purchase of shares from shareholders who have died or retired from the practice of accounting as described above during the three month period ended December 31, 2020.

	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Program</u>	<u>Maximum Number of Shares That May Yet Be Purchased Under the Plans or Program (1)</u>
October 2020 . . . . .	—	—	—	N/A
November 2020 . . . . .	—	—	—	N/A
December 2020 . . . . .	6,721	\$32.51	6,721	N/A
Total . . . . .	6,721	\$32.51	6,721	N/A

From time to time, AMIC Ltd. has also purchased common shares in privately negotiated transactions. Through December 31, 2020, AMIC Ltd. had purchased an additional 75,069 common shares in such privately negotiated transactions for a total aggregate purchase price of \$1,109,025. No such transactions occurred during the three-month period ended December 31, 2020.

During 2020, the directors of AmerInst were granted 2,156 shares of our common stock as part of their compensation for services rendered as members of our board of directors. The shares received were transferred to each director out of shares previously repurchased by AMIC Ltd. These transfers were exempt from the registration requirements of Section 5 of the Securities Act pursuant to the exemption provided by Section 4(a)(2) thereof and Rule 506(b) of Regulation D promulgated thereunder as transfers solely involving accredited investors. AmerInst did not receive any proceeds in connection with these director share grants nor were any underwriting discounts or commissions paid to any person in connection with these transactions.



As of February 28, 2021, there were 1,556 holders of record of our common shares. During 2020, we paid no ordinary cash dividends. During 2019, we paid total ordinary cash dividends of \$315,026, which represented a single annual dividend of \$0.50 per share. During 2019, the dividend amount paid was reduced by \$19,335, which represented a write back of uncashed dividends issued prior to 2014 to shareholders that we have been unable to locate. The declaration of dividends by our Board of Directors is dependent upon our capacity to insure or reinsure business, profitability, financial condition, and other factors which the Board of Directors may deem appropriate. As described under “Item 1. – Business”, under Bermuda law, AMIC Ltd. is prohibited from declaring or paying any dividend to AmerInst if such payment would reduce the net realizable value of its assets to an amount less than the aggregate value of its liabilities, issued share capital and share premium accounts. In addition, AMIC Ltd. must be able to pay its liabilities as they fall due after the payment of a dividend.

#### **Item 6. Selected Financial Data**

Not applicable.

#### **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

Management’s discussion and analysis of financial condition and results of operations (“MD&A”) provides supplemental information, which sets forth management’s views of the major factors that have affected our financial condition and results of operations that should be read in conjunction with our consolidated financial statements and notes thereto included in this Form 10-K. The MD&A is divided into subsections entitled “Business Overview,” “Critical Accounting Policies,” “Results of Operations,” “Fair Value of Investments,” “Liquidity and Capital Resources” and “Losses and Loss Adjustment Expenses.”

#### **CAUTION CONCERNING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K, including this MD&A section, contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among others, statements about our beliefs, plans, objectives, goals, expectations, estimates and intentions that are subject to significant risks and uncertainties and are subject to change based on various factors, many of which are beyond our control. The words “may,” “could,” “should,” “would,” “believe,” “anticipate,” “estimate,” “expect,” “intend,” “plan,” “target,” “goal,” and similar expressions are intended to identify forward-looking statements.

All forward-looking statements, by their nature, are subject to risks and uncertainties. Our actual future results may differ materially from those set forth in our forward-looking statements. Please see the Introductory Note and Item 1A “Risk Factors” of this Form 10-K for a discussion of factors that could cause our actual results to differ materially from those in the forward-looking statements. However, the risk factors listed in Item 1A “Risk Factors” or discussed in this Form 10-K should not be construed as exhaustive and should be read in conjunction with other cautionary statements that are included herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect our management’s analysis only as of the date they are made. We undertake no obligation to release publicly the results of any future revisions we may make to forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

The following discussion addresses our financial condition and results of operations for the periods and as of the dates indicated.

#### ***Business Overview***

We are an insurance holding company based in Bermuda owned primarily by accounting firms, persons associated with accounting firms, and individual CPA practitioners. We were formed in response to concerns

about the pricing and availability of accountants' professional liability insurance in a difficult or "hard" market. Our mission is to provide insurance protection for professional service firms and engage in investment activities. Through Protexure, we act as an agent for C&F for the purposes of soliciting, underwriting, quoting, binding, issuing, cancelling, non-renewing and endorsing accountants' professional liability and lawyers' professional liability insurance coverage in 42 states of the United States and the District of Columbia. Prior to October 2020, Protexure had acted as an agent for C&F for all aforementioned business in all 50 states of the United States and the District of Columbia. In October 2020, C&F advised Protexure to cease writing business in eight states. We are currently in discussions with alternative carriers to write policies impacted by this directive. We conduct our reinsurance business through AMIC Ltd., our wholly owned subsidiary, which is a registered insurer in Bermuda. Our investment portfolio is held in and managed by AMIC Ltd.

AmerInst has two reportable segments: (1) reinsurance activity, which includes investments and other activities, and (2) insurance activity, which offers professional liability solutions to professional service firms. See Note 12, Segment Information, of the notes to the consolidated financial statements contained in Item 8 of this annual report on Form 10-K for financial information concerning these segments.

Our reinsurance segment had revenues of \$10,463,588 for the year ended December 31, 2020 and \$15,853,490 for the year ended December 31, 2019. Total losses and expenses for this segment were \$27,498,921 for the year ended December 31, 2020 and \$13,838,051 for the year ended December 31, 2019. This resulted in a segment (loss) income of \$(17,035,333) and \$2,015,439 for the years ended December 31, 2020 and 2019, respectively.

Our insurance segment had revenues of \$5,702,708 for the year ended December 31, 2020 and \$5,849,201 for the year ended December 31, 2019. Operating and management expenses were \$3,259,590 for the year ended December 31, 2020 and \$5,452,121 for the year ended December 31, 2019. This resulted in segment income of \$2,443,118 and \$397,080 for the years ended December 31, 2020 and 2019, respectively.

Our results of operations for the years ended December 31, 2020 and December 31, 2019 are discussed in greater detail below.

We operate our business with no material long-term debt, no purchase obligations, and no off-balance sheet arrangements required to be disclosed under applicable rules of the SEC. Our access to operating cash flows is primarily through the payment of dividends from our subsidiaries.

## **Critical Accounting Policies**

### *Basis of Presentation*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The major estimates reflected in our financial statements include but are not limited to the liability for loss and loss adjustment expenses and other than temporary impairment of investments.

### *Unpaid Losses and Loss Adjustment Expense Reserves*

The amount that we record as our liability for loss and loss adjustment expenses is a major determinant of net income each year. As discussed in more detail below under the heading "Losses and Loss Adjustment Expenses," the amount that we have reserved is based on actuarial estimates which were prepared as of December 31, 2020. Based on data received from the ceding companies (the insurance companies whose policies we reinsure), our independent actuary produces a range of estimates with a "low," "central" and "high" estimate

of the loss and loss adjustment expenses. As of December 31, 2020, the range of actuarially determined liability for loss and loss adjustment expense reserves was as follows: the low estimate was \$17.9 million, the high estimate was \$24.4 million, and the central estimate was \$20.9 million. Due to concerns about the severity and volatility of the type of business we reinsure and the length of time that it takes for claims to be reported and ultimately settled, we selected reserves of \$20,936,677 as of December 31, 2020, which is marginally greater than the central estimate of our independent actuary.

#### *Other than Temporary Impairment of Investments*

Declines in the fair value of fixed income investments below cost are evaluated for other than temporary impairment losses. The evaluation for other than temporary impairment losses is a quantitative and qualitative process which is subject to risks and uncertainties in the determination of whether declines in the fair value of fixed income investments are other than temporary. The risks and uncertainties include our intent and ability to hold the security, changes in general economic conditions, the issuer's financial condition or near term recovery prospects, and the effects of changes in interest rates. Our accounting policy requires that a decline in the value of a fixed income security below its cost basis be assessed to determine if the decline is other than temporary. If so, the fixed income security is deemed to be impaired and a charge is recorded in net realized losses equal to the difference between the fair value and the cost basis of the fixed income security. The fair value of the impaired fixed income investment becomes its new cost basis.

#### *Income Taxes*

Our U.S. subsidiary operates in jurisdictions where they are subject to taxation. Current and deferred income taxes are charged or credited to net income based upon enacted tax laws and rates applicable in the relevant jurisdiction in the period in which the tax becomes accruable or realizable. Deferred income taxes are provided for all temporary differences between the bases of assets and liabilities used in the financial statements and those used in the various jurisdictional tax returns. When our assessment indicates that it is more likely than not that all or some portion of deferred income tax assets will not be realized, a valuation allowance is recorded against the deferred tax assets.

We recognize a tax benefit relating to uncertain tax positions only where the position is more likely than not to be sustained assuming examination by tax authorities. A liability is recognized for any tax benefit (along with any interest and penalty, if applicable) claimed in a tax return in excess of the amount allowed to be recognized.

### **Results of Operations**

We recorded a net loss of \$14,592,215 in 2020 compared to net income of \$2,412,519 in 2019.

The decrease in net income was mainly attributable to the decrease in net realized and unrealized gains on investments of \$5,839,273 – from a gain of \$4,074,997 for the year ended December 31, 2019 to a \$1,764,276 loss for the year ended December 31, 2020, which is due to unfavorable market conditions attributable to the impact of the COVID-19 coronavirus pandemic on the worldwide economy and to the increase in loss and loss adjustment expenses of \$10,827,635 – from \$8,028,735 for the year ended December 31, 2019 to \$18,856,370 for the year ended December 31, 2020, which is due to higher than expected loss emergence on the Company's lawyers' book of business in accident years 2017, 2018 and 2019.

Our net premiums earned were \$11,848,463 for the year ended December 31, 2020 compared to \$11,348,596 for the year ended December 31, 2019, an increase of \$499,867 or 4.4%. The net premiums earned during 2020 and 2019 were attributable to net premium cessions from C&F under the Reinsurance Agreement. The increase in net premiums earned under the Reinsurance Agreement resulted from increased cessions from C&F during the first nine months of 2020, arising from a higher volume of underwriting activity under the Agency Agreement. The higher volume of underwriting activity during this time period was due to the continued

marketing of the program by Protexure resulted in increased penetration in targeted markets. In October 2020, C&F advised us to cease writing business in eight states under the Agency Agreement, which resulted in a lower volume of underwriting activity under the Agency Agreement, which resulted in decreased cessions from C&F during the fourth quarter of 2020. We are currently in discussions with alternative carriers to write policies impacted by this directive. Policies written by insurers other than C&F are not subject to the 50% quota share reinsurance to AMIC Ltd. under the Reinsurance Agreement.

For the years ended December 31, 2020 and 2019, we recorded commission income under the Agency Agreement of \$5,698,299 and \$5,800,987, respectively, a decrease of \$102,688 or 1.8%. This decrease resulted from the lower volume of premiums written under the Agency Agreement in 2020 compared to 2019, as discussed above.

We recorded net investment income of \$383,810 for the year ended December 31, 2020 compared to \$478,111 for the year ended December 31, 2019, a decrease of \$94,301 or 19.7%. The decrease in net investment income was attributable to a decrease in interest earned on short term investments and cash and cash equivalents as the result of lower interest rates in place during 2020 compared to the same period in 2019 and to a decrease in dividend income attributable the decrease in equity investments held in our investment portfolio during 2020 compared 2019. In September 2020, the Company liquidated its equity securities portfolios as a measure to preserve its capital base. Annualized investment yield, calculated as total interest and dividends divided by the net average amount of total investments and cash and cash equivalents, was 1.1% in 2020, a marginal decrease from the 1.3% yield earned in 2019.

We recorded net realized and unrealized losses on investments of \$1,764,276 for the year ended December 31, 2020 compared to net realized gains of \$4,074,997 for the year ended December 31, 2019, a decrease of \$5,839,273 or 143.3%. The decrease was primarily related to the decrease in the fair value of our equity investments during the nine months ended September 30, 2020, due to unfavorable market conditions attributable to the impact of the COVID-19 coronavirus pandemic on the worldwide economy. During the first quarter of 2020, our investment portfolios that hold equity securities incurred significant negative valuation adjustments as spreads widened and perceived risks elevated as was reflected in first quarter financial results. During the second and third quarters of 2020, our investment portfolio partially recovered as markets responded to unprecedented monetary and fiscal stimulus in the U.S. and around the world. In September 2020, the Company liquidated its equity securities portfolios as a measure to preserve its capital base, as referred to above.

Unrealized gains on our fixed income investments were \$582,896 at December 31, 2020 compared to unrealized gains of \$103,630 at December 31, 2019. We consider our entire fixed income investment portfolio to be available for sale and accordingly all fixed income investments are reported at fair value, with changes in net unrealized gains and losses reflected as an adjustment to accumulated other comprehensive income. Given the nature of our investments in fixed maturities and the average duration of our fixed maturity securities, the return of our fixed maturities investments will be impacted by changes in interest rates. As a result to the current declining rate environment, our fixed income securities have experienced realized gains prior to maturity. Declines in the fair value of fixed income investments below cost are evaluated for other than temporary impairment losses. The evaluation for other than temporary impairment losses is a quantitative and qualitative process which is subject to risks and uncertainties in the determination of whether declines in the fair value of fixed income investments are other than temporary. The risks and uncertainties include changes in general economic conditions, the issuer's financial condition or near term recovery prospects, and the effects of changes in interest rates. Our accounting policy requires that a decline in the fair value of a fixed income security below its cost basis be assessed to determine if the decline is other than temporary. If so, the fixed income security is deemed to be impaired, and a charge is recorded in net realized losses equal to the difference between the fair value and the cost basis of the security. The fair value of the impaired fixed income investment becomes its new cost basis.

The composition of the investment portfolio at December 31, 2020 and 2019 was as follows:

	<u>2020</u>	<u>2019</u>
U.S. government agency securities . . . . .	13%	15%
Obligations of state and political subdivisions . . . . .	52	10
Corporate debt securities . . . . .	35	25
Equity securities . . . . .	0	50
	<u>100%</u>	<u>100%</u>

Our losses and loss adjustment expenses increased by 134.9% to \$18,856,370 in 2020 from \$8,028,735 in 2019. The increase in loss and loss adjustment expenses was due to higher than expected loss emergence on the Company's lawyers' book of business in accident years 2017, 2018 and 2019. Our loss ratio under the Reinsurance Agreement, calculated as the ratio of losses and loss adjustment expenses to net premiums earned, was 159.1% in 2020 and 70.7% in 2019.

We recorded policy acquisition costs of \$5,369,752 for the year ended December 31, 2020 compared to \$4,199,239 for the same period in 2019. Policy acquisition costs, which are primarily ceding commissions paid to the ceding insurer, are established as a percentage of premiums earned. Therefore, any increase or decrease in premiums earned will result in a similar increase or decrease in policy acquisition costs. The policy acquisition costs recorded during the year ended December 31, 2020 and 2019 were 45.3% and 37% of the net premiums earned under the Reinsurance Agreement of \$11,848,463 and \$11,348,596, respectively. The increase to the percentage applied to net premiums earned during the year ended December 31, 2020 was attributable to the recording of a premium deficiency reserve in December 2020 in the amount of \$985,876. This reserve was recorded as management believes that the Company's unearned premium position at December 31, 2020 may not be sufficient to meet future expected claims and expenses, as a result of recent adverse claim activity, as discussed above.

We incurred operating and management expenses of \$5,711,222 for the year ended December 31, 2020 compared to \$6,847,921 for the year ended December 31, 2019, a decrease of \$1,136,699 or 16.6%. The decrease was primarily attributable to the reversal of a withholding tax accrual recorded by AMIC Ltd. in the amount of \$817,745. The withholding tax accrual related to withholding tax payable on interest payable by Protexure to AMIC Ltd. on an intercompany loan. During 2020, the Company decided to reverse inception to date interest on the loan and thus the interest and the withholding tax accrual were reversed. The decrease was also attributable to decreased board and committee meetings related expenses due to the reduction in physical meetings held during the second, third and fourth quarters as the result of travel restrictions imposed in relation to COVID-19.

We recorded income tax expense of \$988,500 for the year ended December 31, 2020 compared to \$214,277 for the year ended December 31, 2019. At December 31, 2020 and 2019, we recorded an income tax expense as the result of changes in Protexure's deferred tax asset position during the year, which was primarily attributable to Protexure's usage of its loss carryforward from prior years plus its state income taxes for the current year. See Note 10 to our financial statements included in this Annual Report on Form 10-K for additional details.

### Fair Value of Investments

The following tables show the fair value of our investments in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, "Fair Value Measurements and Disclosures" as of December 31, 2020 and 2019.

	Carrying amount	Total fair value	Fair value measurement using:		
			Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
December 31, 2020					
U.S. government agency securities . . . . .	\$ 2,591,162	\$ 2,591,162	\$ —	\$ 2,591,162	\$ —
Obligations of U.S. state and political subdivisions . . . . .	10,495,237	10,495,237		10,495,237	
Corporate debt securities . . . . .	7,257,728	7,257,728		7,257,728	
Total fixed maturity investments . . . . .	20,344,127	20,344,127			
Equity securities . . . . .	—	—			
Total equity securities . . . . .	—	—			
Total investments . . . . .	\$20,344,127	\$20,344,127	\$ —	\$20,344,127	\$ —

	Carrying amount	Total fair value	Fair value measurement using:		
			Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
December 31, 2019					
U.S. government agency securities . . . . .	\$ 4,768,619	\$ 4,768,619	\$ —	\$ 4,768,619	\$—
Obligations of U.S. state and political subdivisions . . . . .	3,211,802	3,211,802		3,211,802	
Corporate debt securities . . . . .	7,687,896	7,687,896		7,687,896	
Total fixed maturity investments . . . . .	15,668,317	15,668,317			
Equity securities . . . . .	15,365,299	15,365,299	15,365,299		
Total equity securities . . . . .	15,365,299	15,365,299			
Total investments . . . . .	\$31,033,616	\$31,033,616	\$15,365,299	\$15,668,317	\$—

Our fixed income portfolio is invested in accordance with a written Investment Policy Statement adopted by our Board of Directors. We engage professional advisors to manage day-to-day investment matters under the oversight of our Investment Committee.

Our fixed income portfolio is managed with the target objectives of achieving an annualized rate of return for the trailing 5-year period of 250 basis points over the Consumer Price Index, and total returns commensurate with Merrill Lynch’s U.S. Domestic Index. Our overall fixed income portfolio is required to have at least an “A” S&P rating, an “A2” Moody’s rating or an equivalent rating from comparable rating agencies.

Our equity securities were managed by two external large cap value advisors. Our investment approach was to focus on increasing the fair market value of our equity securities by investing in companies that may or may not be paying a dividend but whose market values may increase over time. Some of the key factors we considered in a prospective company to invest in included the discount to value and the quality of the management team. Our equity portfolios were managed with the target objectives of achieving an annualized rate of return over a trailing 3-year to 5-year period of 400 basis points over the Consumer Price Index, total returns at least equal to representative benchmarks such as the various S&P indices, and a ranking in the top half of the universe of other actively managed equity funds with similar objectives and risk profiles.

In September 2020, the Company liquidated its equity securities portfolios as a measure to preserve its capital base.

Under existing accounting principles generally accepted in the United States, we are required to recognize certain assets at their fair value in our consolidated balance sheets. This includes our fixed maturity investments and equity securities. In accordance with the Fair Value Measurements and Disclosures Topic of FASB’s ASC 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon whether the inputs to the valuation of an asset or liability are observable or unobservable in the market at the measurement date, with quoted market prices being the highest level (Level 1) and unobservable inputs being the lowest level (Level 3). A fair value measurement will fall within the level of the hierarchy based on the input that is significant to determining such measurement. The three levels are defined as follows:

- **Level 1:** Observable inputs to the valuation methodology that are quoted prices (unadjusted) for identical assets or liabilities in active markets.

- **Level 2:** Observable inputs to the valuation methodology other than quoted market prices (unadjusted) for identical assets or liabilities in active markets. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical assets and liabilities in markets that are not active and inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- **Level 3:** Inputs to the valuation methodology that are unobservable for the asset or liability.

At each measurement date, we estimate the fair value of the security using various valuation techniques. We utilize, to the extent available, quoted market prices in active markets or observable market inputs in estimating the fair value of our investments. When quoted market prices or observable market inputs are not available, we utilize valuation techniques that rely on unobservable inputs to estimate the fair value of investments.

The following describes the valuation techniques we used to determine the fair value of investments held as of December 31, 2020 and what level within the fair value hierarchy each valuation technique resides:

- **U.S. government agency securities:** Comprised primarily of bonds issued by the Federal Home Loan Bank, the Federal Home Loan Mortgage Corporation, Federal Farm Credit Bank and the Federal National Mortgage Association. The fair values of U.S. government agency securities are priced using the spread above the risk-free U.S. Treasury yield curve. As the yields for the risk-free U.S. Treasury yield curve are observable market inputs, the fair values of U.S. government agency securities are classified as Level 2 in the fair value hierarchy. We consider that there is a liquid market for the types of securities held. Broker quotes are not used for fair value pricing.
- **Obligations of U.S. state and political subdivisions:** Comprised of fixed income obligations of U.S. state and local governmental municipalities. The fair values of these securities are based on quotes and current market spread relationships, and are classified as Level 2 in the fair value hierarchy. AmerInst considers that there is a liquid market for the types of securities held. Broker quotes are not used for fair value pricing.
- **Corporate debt securities:** Comprised of bonds issued by corporations. The fair values of these securities are based on quotes and current market spread relationships, and are classified as Level 2 in the fair value hierarchy. We consider that there is a liquid market for the types of securities held. Broker quotes are not used for fair value pricing.

While we obtain pricing from independent pricing services, management is ultimately responsible for determining the fair value measurements for all securities. To ensure fair value measurement is applied consistently and in accordance with U.S. GAAP, we periodically update our understanding of the pricing methodologies used by the independent pricing services. We also challenge any prices we believe may not be representative of fair value under current market conditions. Our review process includes, but is not limited to: (i) initial and ongoing evaluation of the pricing methodologies and valuation models used by outside parties to calculate fair value; (ii) quantitative analysis; (iii) a review of multiple quotes obtained in the pricing process and the range of resulting fair values for each security, if available, and (iv) randomly selecting purchased or sold securities and comparing the executed prices to the fair value estimates provided by the independent pricing sources.

There have been no material changes to any of our valuation techniques from what was used as of December 31, 2019. Since the fair value of a financial instrument is an estimate of what a willing buyer would pay for our asset if we sold it, we will not know the ultimate value of our financial instruments until they are sold. We believe the valuation techniques utilized provide us with the best estimate of the price that would be received to sell our assets or transfer our liabilities in an orderly transaction between participants at the measurement date.

The current market conditions present additional risks and uncertainties for our business. In particular, severe deterioration in the equity markets could lead to additional investment losses. Depending on market

conditions going forward, particularly if current market conditions do not improve in the near future, we could incur substantial additional realized and unrealized losses in future periods, which could have an adverse impact on our results of operations and financial condition. The current market volatility may also make it more difficult to value certain of our securities if trading becomes less frequent. As such, valuations may include assumptions or estimates that may have significant period-to-period changes that could have a material adverse effect on our results of operations or financial condition.

As of December 31, 2020, our total investments were \$20,344,127, a decrease of \$10,689,489 or 34.4%, from \$31,033,616 at December 31, 2019. This decrease was primarily due to the sale of a portion of its equity securities portfolios to fund the payment of net losses paid under the Reinsurance Agreement and to the Company's decision to liquidate its remaining equity securities portfolios in September 2020 as a measure to preserve its capital base, partially offset by the purchase of fixed income securities with certain proceeds in relation to the aforementioned equity security portfolio liquidations. The cash and cash equivalents balance decreased from \$6,589,810 at December 31, 2019 to \$5,732,110 at December 31, 2020, a decrease of \$857,700 or 13%. This decrease was primarily due to net losses paid under the Reinsurance Agreement during the year ended December 31, 2020, partially offset by the deposit of certain proceeds in relation to the aforementioned equity security portfolio liquidations. The restricted cash and cash equivalents balance increased from \$1,169,805 at December 31, 2019 to \$4,964,126 at December 31, 2020, an increase of \$3,794,321 or 324.4%. This increase was primarily due to the deposit of certain proceeds in relation to the aforementioned equity security portfolio liquidations. The ratio of cash and investments to total liabilities at December 31, 2020 was .96:1, compared to a ratio of 1.22:1 at December 31, 2019. The decrease in the ratio was primarily attributable to net losses paid under the Reinsurance Agreement and to an increase in unpaid losses and loss adjustment expenses assumed under the Reinsurance Agreement.

Total cash and investments decreased from \$38,793,231 at December 31, 2019 to \$31,040,363 at December 31, 2020, a decrease of \$7,752,868 or 20%. The net decrease resulted primarily from the decrease in the fair value of certain equity securities during the year as a result of unfavorable market conditions attributable to the impact of the COVID-19 coronavirus pandemic on the worldwide economy and to net losses paid under the Reinsurance Agreement.

### **Other than Temporary Impairment**

We assess whether declines in the fair value of our fixed maturity investments classified as available-for-sale represent impairments that are other-than-temporary by reviewing each fixed maturity investment that is impaired and (1) determining if we intend to sell the fixed maturity investment or if it is more likely than not we will be required to sell the fixed maturity investment before its anticipated recovery; and (2) assessing whether a credit loss exists, that is, where we expect that the present value of the cash flows expected to be collected from the fixed maturity investment are less than the amortized cost basis of the investment.

We did not intend to sell any fixed maturity investments classified as available-for-sale that were in an unrealized loss position at December 31, 2020. In assessing whether it is more likely than not that we will be required to sell a fixed maturity investment before its anticipated recovery, we consider various factors including our future cash flow requirements, legal and regulatory requirements, the level of its cash, cash equivalents, short term investments and fixed maturity investments available for sale in an unrealized gain position, and other relevant factors. For the year ended December 31, 2020, we did not recognize any other-than-temporary impairments due to sales.

In evaluating credit losses, we consider a variety of factors in the assessment of a fixed maturity investment including: (1) the time period during which there has been a significant decline below cost; (2) the extent of the decline below cost and par; (3) the potential for the fixed maturity investment to recover in value; (4) an analysis of the financial condition of the issuer; (5) the rating of the issuer; and (6) failure of the issuer of the fixed maturity investment to make scheduled interest or principal payments.



If we conclude a fixed income security is other-than-temporarily impaired, we write down the amortized cost of the security to fair value, with a charge to net realized investment gains (losses) in the Consolidated Statement of Operations. Gross unrealized losses on the investment portfolio as of December 31, 2020 and December 31, 2019, relating to 3 and 8 fixed maturity securities, amounted to \$2,053 and \$9,495, respectively. We have the ability and intent to hold these securities either to maturity or until the fair value recovers above the adjusted cost. The unrealized losses on these available for sale fixed maturity securities were not as a result of credit, collateral or structural issues. During the years ended 2020 and 2019, no other-than-temporary impairment charges were recorded.

### **Liquidity and Capital Resources**

Our cash needs consist of i) settlement of losses and expenses, (ii) funding collateral obligation under our reinsurance treaties and (iii) funding day-to-day operations. During the continued implementation of our business plan, our management expects that our unrestricted cash balance will be sufficient to meet our cash needs to fund our day-to-day operations over the next twelve-month time period.

The assumed reinsurance balances receivable represents the current assumed premiums receivable less commissions payable to C&F. As of December 31, 2020, the balance was \$2,221,664 compared to \$5,695,847 as of December 31, 2019. This balance fluctuates due to the timing of the net premium received from C&F under the Reinsurance Agreement.

The assumed reinsurance payable represents current reinsurance losses payable to the fronting carriers. As of December 31, 2020, the balance was \$3,175,098 compared to \$6,756,177 as of December 31, 2019. This balance fluctuates due to the timing of reported losses and to the timing of loss payments to C&F under the Reinsurance Agreement.

Deferred policy acquisition costs, which represent the deferral of ceding commission expense related to premiums not yet earned, decreased from \$1,964,052 at December 31, 2019 to \$724,509 at December 31, 2020. The decrease in deferred policy acquisition costs in 2020 was due to the decrease in unearned premiums assumed under the Reinsurance Agreement compared to the prior year and to the recording of a premium deficiency reserve in December 2020 in the amount of \$985,876. This reserve was recorded as management believes that the Company's unearned premium position at December 31, 2020 may not be sufficient to meet future expected claims and expenses, as a result of recent adverse claim activity, as discussed above.

Prepaid expenses and other assets were \$1,476,187 at December 31, 2020, a decrease of \$543,435 from \$2,019,622 at December 31, 2019. The balance primarily related to (1) prepaid directors' and officers' liability insurance costs, (2) the prepaid directors' retainer, (3) prepaid professional fees and (4) premiums due to Protexure under the Agency Agreement. This balance fluctuates due to the timing of the prepayments and to the timing of the premium receipts by Protexure.

Accrued expenses and other liabilities primarily represent premiums payable by Protexure to C&F under the Agency Agreement and expenses accrued relating largely to professional fees. The balance decreased from \$5,873,130 at December 31, 2019 to \$3,689,620 at December 31, 2020, a decrease of \$2,183,510 or 37.2%. This balance fluctuates due to the timing of the premium payments to C&F and payments of professional fees.

During 2020, we paid no ordinary cash dividends as a measure to preserve the Company's capital base. During 2019, we paid an annual dividend of \$0.50 per share. During 2019, the total dividend amount was reduced by \$19,335 which represents a write back of uncashed dividends issued prior to 2014 to shareholders that we have been unable to locate. Since we began paying dividends in 1995, our original shareholders have received approximately \$22.87 in cumulative dividends per share.

Total dividends paid were \$0 and \$295,691 in 2020 and 2019, respectively, net of the recorded write backs. Dividend payments are subject to the Board of Directors' continuing evaluation of our level of surplus compared

to our capacity to accept more business. No dividends were paid during 2020 as a measure to preserve the Company's capital bases, as referred to above.

Our ability to pay dividends to our shareholders and to pay our operating expenses is dependent on cash dividends from our subsidiaries. AMIC Ltd.'s ability to pay dividends to AmerInst is subject to the provisions of the Bermuda insurance and companies laws and the requirement to provide the ceding companies with collateral. Under the Companies Act, AMIC Ltd. would be prohibited from declaring or paying a dividend if such payment would reduce the realizable value of its assets to an amount less than the aggregate value of its liabilities, issued share capital, and share premium accounts. In addition, AMIC Ltd. must be able to pay its liabilities as they become due in the ordinary course of its business, and fund its collateral obligations to ceded companies, after the payment of a dividend. The payment of such dividends by AMIC Ltd to us is also limited under Bermuda law by the Insurance Act and Related Regulations which require that AMIC Ltd. maintain minimum levels of solvency and liquidity as described above. For the years ended December 31, 2020 and 2019 these requirements have been met as follows:

	Statutory Capital & Surplus		Relevant Assets	
	Minimum	Actual	Minimum	Actual
December 31, 2020 . . . . .	\$3,140,502	\$24,746,999	\$21,550,831	\$28,678,753
December 31, 2019 . . . . .	\$2,094,907	\$41,029,273	\$34,466,903	\$40,204,160

At December 31, 2020, approximately \$1 million was available for the declaration of dividends by AMIC Ltd. to us. Management expects that any dividend AMIC, Ltd. declares to us over the next twelve-month time period will be utilized entirely by us to fund our day-to-day operations. Therefore, as of December 31, 2020, no amount was available for the declaration of dividends by us to our shareholders.

The BMA has authorized AMIC Ltd. to purchase our common shares from shareholders who have died or retired from the practice of public accounting and on a negotiated basis. Through March 1, 2021, AMIC Ltd. had purchased 231,259 common shares from shareholders who had died or retired for a total purchase price of \$6,597,786. From time to time, AMIC Ltd. has also purchased shares in privately negotiated transactions. Through that date, AMIC Ltd. had purchased an additional 75,069 common shares in such privately negotiated transactions for a total purchase price of \$1,109,025.

**Losses and Loss Adjustment Expenses**

The consolidated financial statements include our estimated liability for unpaid losses and loss adjustment expenses ("LAE") for our insurance operations. LAE is determined utilizing both case-basis evaluations and actuarial projections, which together represent an estimate of the ultimate net cost of all unpaid losses and LAE incurred through December 31 of each year. These estimates are subject to the effect of trends in future claim development. The estimates are continually reviewed and, as experience develops and new information becomes known, the liability is adjusted as appropriate, and reflected in current financial reports. The anticipated effect of inflation is implicitly considered when estimating liabilities for losses and LAE. Future average claim development is projected based on historical trends adjusted for anticipated changes in underwriting standards, policy provisions and general economic trends. These anticipated trends are monitored based on actual developments and are modified as necessary.

An actuarial review and projection was performed for us by our independent actuary as of December 31, 2020. We review the actuarial estimates throughout the year for the possible impact on our financial position.

Loss reserves relate to accountants' and attorneys' professional liability from C&F programs, and were calculated under the methodologies described below.. During 2020, losses emerged at levels significantly greater than expectations. The adverse development is likely attributable to changes in case reserving practices that led

to material increases in average case reserves, and was possibly exacerbated by social inflation and delays in legal resolutions due to the COVID-19 pandemic. Note that fourth quarter experience was more in line with expectations.

C&F was a new program for us in 2010. The program provides professional liability coverage to accountants and lawyers. To calculate the policy year ultimate losses and allocated loss adjustment expenses for C&F, the actuary applied paid and incurred loss development, paid and incurred Bornhuetter-Ferguson, and paid and incurred Cape Cod methods to the actual C&F experience as of September 30, 2020, separately for accountants and lawyers experience. Policy year ultimate losses are projected to December 31, 2020 on a combined accountants and lawyers experience basis by reviewing the actual loss emergence in the 4<sup>th</sup> calendar quarter of 2020 compared to the expected emergence implied by the paid and incurred loss development patterns selected as of September 30, 2020. In the calculations, the actuary relied on company and industry benchmark loss and allocated loss adjustment expense development patterns. The a priori loss and allocated loss adjustment expense ratios used in the Bornhuetter-Ferguson method calculations were selected based on our unpaid claim liability review of C&F experience as of December 31, 2020. Low and high scenario ultimate loss and allocated loss adjustment expense estimates were selected by the actuary based on sensitivity testing of results of the C&F actuarial analysis to reasonable alternative assumptions.

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements required to be disclosed under Item 303(a)(4) of Regulation S-K promulgated by the Securities and Exchange Commission.

### **Inflation**

The impact of inflation on the insurance industry differs significantly from that of other industries where large portions of total resources are invested in fixed assets, such as property, plant and equipment. Assets and liabilities of insurance companies, like other financial institutions, are virtually all monetary in nature, and therefore are primarily impacted by interest rates rather than changing prices. While the general level of inflation underlies most interest rates, interest rates react more to changes in the expected rate of inflation and to changes in monetary and fiscal policy. Therefore, we do not believe that inflation has materially impacted our results of operations.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

**Item 8. Financial Statements and Supplementary Data**

The financial statements required by this Item are listed below:

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Financial Statement Schedules:	

Schedules I, II, III, IV, V, and VI are omitted as they are inapplicable.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of AmerInst Insurance Group, Ltd.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of AmerInst Insurance Group, Ltd. and subsidiaries (the “Company”) as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive income (loss), changes in shareholders’ equity, and cash flows, for each of the two years in the period ended December 31, 2020, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### ***Liability for unpaid losses and loss adjustment expenses — Refer to Note 2 and 6 to the consolidated financial statements***

##### *Critical Audit Matter Description*

The Company’s estimate of the liability for unpaid losses and loss adjustment expenses is derived utilizing certain actuarial assumptions and the Company’s historical loss experience supplemented with industry data and other factors that may vary significantly as claims are settled. The balance as at December 31, 2020 is \$20.9M. The estimate is sensitive to significant assumptions, including ultimate loss and allocated loss adjustment expense estimates.

Given the subjectivity of estimating these key assumptions, performing audit procedures to evaluate whether the liability for unpaid losses and loss adjustment expenses were appropriately recorded as of December 31, 2020, required a high degree of auditor judgment and an increased extent of effort, including the need to involve our actuarial specialists.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the liability for unpaid losses and loss adjustment expenses balance included the following, among others:

- With the assistance of our actuarial specialists:
  - We evaluated the assumptions used by the Company’s independent actuary to estimate the liability for unpaid losses and loss adjustment expenses.
  - We tested the process used by the Company to develop the estimate, which includes management’s review and consideration of the independent actuary’s report.
  - We compared management’s prior year liability for unpaid losses and loss adjustment expenses to actual development during the current year, and evaluated where within the actuarial range management’s best estimate falls, to identify potential bias in the determination of the liability.
- We tested the completeness and accuracy of the underlying data used by the independent actuary, including, claims.

Hamilton, Bermuda  
March 30, 2021

We have served as the Company’s auditor since 1998.

**AMERINST INSURANCE GROUP, LTD.**  
**CONSOLIDATED BALANCE SHEETS**  
**December 31, 2020 and 2019**  
**(expressed in U.S. dollars)**

	<b>2020</b>	<b>2019</b>
<b>ASSETS</b>		
Investments (Notes 3 and 4):		
Fixed maturity investments, at fair value (amortized cost \$19,761,231 and \$15,564,687) .....	\$20,344,127	\$15,668,317
Equity securities, at fair value (cost \$0 and \$10,889,683) .....	—	15,365,299
<b>TOTAL INVESTMENTS</b> .....	<b>20,344,127</b>	<b>31,033,616</b>
Cash and cash equivalents .....	5,732,110	6,589,810
Restricted cash and cash equivalents .....	4,964,126	1,169,805
Assumed reinsurance premiums receivable .....	2,221,664	5,695,847
Accrued investment income .....	147,975	104,935
Property and equipment (Note 5) .....	1,098,420	1,105,513
Deferred income taxes (Note 10) .....	1,614,000	2,564,000
Deferred policy acquisition costs .....	724,509	1,964,052
Prepaid expenses and other assets .....	1,476,187	2,019,622
<b>TOTAL ASSETS</b> .....	<b>\$38,323,118</b>	<b>\$52,247,200</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Unpaid losses and loss adjustment expenses (Note 6) .....	\$20,936,677	\$13,966,044
Unearned premiums .....	4,622,666	5,308,398
Assumed reinsurance payable .....	3,175,098	6,756,177
Accrued expenses and other liabilities .....	3,689,620	5,873,130
<b>TOTAL LIABILITIES</b> .....	<b>\$32,424,061</b>	<b>\$31,903,749</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>SHAREHOLDERS' EQUITY</b>		
Common shares, \$1 par value, 2020 and 2019: 2,000,000 shares authorized, 995,253 issued and outstanding .....	\$ 995,253	\$ 995,253
Additional paid-in-capital .....	6,287,293	6,465,776
Retained earnings .....	7,250,194	21,842,409
Accumulated other comprehensive income (loss) .....	582,896	103,630
Shares held by Subsidiary (374,141 and 369,576 shares) at cost .....	(9,216,579)	(9,063,617)
<b>TOTAL SHAREHOLDERS' EQUITY</b> .....	<b>5,899,057</b>	<b>20,343,451</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b> .....	<b>\$38,323,118</b>	<b>\$52,247,200</b>

See accompanying notes to the consolidated financial statements.

**AMERINST INSURANCE GROUP, LTD.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**years ended December 31, 2020 and 2019**  
**(expressed in U.S. dollars)**

	<u>2020</u>	<u>2019</u>
<b>REVENUES</b>		
Net premiums earned (Note 8) . . . . .	\$ 11,848,463	\$11,348,596
Commission income . . . . .	5,698,299	5,800,987
Net investment income (Note 4) . . . . .	383,810	478,111
Net realized and unrealized (loss) gain on investments (Note 4) . . . . .	(1,764,276)	4,074,997
<b>TOTAL REVENUES</b> . . . . .	<u>16,166,296</u>	<u>21,702,691</u>
<b>LOSSES AND EXPENSES</b>		
Losses and loss adjustment expenses (Note 6) . . . . .	18,856,370	8,028,735
Policy acquisition costs . . . . .	5,369,752	4,199,239
Operating and management expenses (Note 9) . . . . .	5,543,889	6,847,921
<b>TOTAL LOSSES AND EXPENSES</b> . . . . .	<u>29,770,011</u>	<u>19,075,895</u>
<b>(LOSS) INCOME BEFORE TAX</b> . . . . .	<u>(13,603,715)</u>	<u>2,626,796</u>
Tax expense (Note 10) . . . . .	988,500	214,277
<b>NET (LOSS) INCOME AFTER TAX</b> . . . . .	<u><u>\$(14,592,215)</u></u>	<u><u>\$ 2,412,519</u></u>
<b>NET (LOSS) INCOME PER SHARE</b>		
Basic . . . . .	\$ (23.36)	\$ 3.83
Diluted . . . . .	\$ (23.36)	\$ 3.81
<b>Weighted average number of common shares outstanding for the year</b>		
Basic . . . . .	624,536	630,210
Diluted . . . . .	<u>624,536</u>	<u>633,395</u>

See accompanying notes to the consolidated financial statements.



**AMERINST INSURANCE GROUP, LTD.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME**  
**years ended December 31, 2020 and 2019**  
**(expressed in U.S. dollars)**

	<b>2020</b>	<b>2019</b>
NET (LOSS) INCOME AFTER TAX .....	\$(14,592,215)	\$2,412,519
OTHER COMPREHENSIVE INCOME		
Net unrealized holding gains arising during the period .....	561,727	321,978
Reclassification adjustment for gains included in net income .....	(82,461)	—
TOTAL OTHER COMPREHENSIVE INCOME .....	479,266	321,978
COMPREHENSIVE (LOSS) INCOME .....	\$(14,112,949)	\$2,734,497

See accompanying notes to the consolidated financial statements.

**AMERINST INSURANCE GROUP, LTD.**

**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**years ended December 31, 2020 and 2019**  
**(expressed in U.S. dollars)**

	<u>Common Shares</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Losses)</u>	<u>Shares Held by Subsidiary</u>	<u>Total Shareholders' Equity</u>
BALANCE AT DECEMBER 31,						
2018 .....	<u>\$995,253</u>	<u>\$6,393,730</u>	<u>\$ 19,725,581</u>	<u>\$(218,348)</u>	<u>\$(8,941,051)</u>	<u>\$ 17,955,165</u>
Net income .....	—	—	2,412,519	—	—	2,412,519
Stock option awards expense .....	—	72,046	—	—	—	72,046
Other comprehensive gain						
Unrealized gain on securities, net of reclassification adjustment .....	—	—	—	321,978	—	321,978
Purchase of shares by subsidiary, net .....	—	—	—	—	(122,566)	(122,566)
Dividends (\$0.50 per share) .....	—	—	(295,691)	—	—	(295,691)
BALANCE AT DECEMBER 31,						
2019 .....	<u>\$995,253</u>	<u>\$6,465,776</u>	<u>\$ 21,842,409</u>	<u>\$ 103,630</u>	<u>\$(9,063,617)</u>	<u>\$ 20,343,451</u>
Net loss .....	—	—	(14,592,215)	—	—	(14,592,215)
Stock option awards expense .....	—	(178,483)	—	—	—	(178,483)
Other comprehensive gain						
Unrealized gain on securities, net of reclassification adjustment .....	—	—	—	479,266	—	479,266
Purchase of shares by subsidiary, net .....	—	—	—	—	(152,962)	(152,962)
BALANCE AT DECEMBER 31,						
2020 .....	<u>\$995,253</u>	<u>\$6,287,293</u>	<u>\$ 7,250,194</u>	<u>\$ 582,896</u>	<u>\$(9,216,579)</u>	<u>\$ 5,899,057</u>

See accompanying notes to the consolidated financial statements.

**AMERINST INSURANCE GROUP, LTD.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**years ended December 31, 2020 and 2019**  
**(expressed in U.S. dollars)**

	<u>2020</u>	<u>2019</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net (loss) income .....	\$(14,592,215)	\$ 2,412,519
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of net premiums on investments .....	72,161	50,812
Stock option awards expense .....	(178,483)	72,046
Issuance of stock option awards .....	—	—
Depreciation and amortization on property and equipment .....	306,913	212,778
Net realized and unrealized losses (gains) on investments .....	1,764,276	(4,074,997)
Changes in assets and liabilities:		
Assumed reinsurance premiums receivable .....	3,474,183	(3,043,984)
Accrued investment income .....	(43,040)	(16,366)
Deferred income taxes .....	950,000	166,000
Deferred policy acquisition costs .....	1,239,543	(94,684)
Prepaid expenses and other assets .....	543,435	(37,709)
Liability for losses and loss adjustment expenses .....	6,970,633	976,784
Unearned premiums .....	(685,732)	256,551
Assumed reinsurance payable .....	(3,581,079)	4,584,410
Accrued expenses and other liabilities .....	(2,183,510)	(61,278)
Net cash (used in) provided by operating activities .....	<u>(5,942,915)</u>	<u>1,402,882</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of property and equipment .....	(299,820)	(541,909)
Purchases of available-for-sale securities .....	(11,505,934)	(7,781,665)
Proceeds from sales of available-for-sale securities .....	14,941,172	4,412,518
Proceeds from redemptions of fixed maturity investments .....	3,362,080	540,000
Proceeds from maturities of fixed maturity investments .....	<u>2,535,000</u>	<u>4,175,000</u>
Net cash provided by investing activities .....	<u>9,032,498</u>	<u>803,944</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Dividends paid .....	—	(295,691)
Purchase of shares by subsidiary, net .....	(152,962)	(122,566)
Net cash used in financing activities .....	<u>(152,962)</u>	<u>(418,257)</u>
<b>NET CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED</b>		
<b>CASH</b> .....	2,936,621	1,788,569
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF</b>		
<b>YEAR</b> .....	<u>7,759,615</u>	<u>5,971,046</u>
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF YEAR</b> ...	<u><u>\$ 10,696,236</u></u>	<u><u>\$ 7,759,615</u></u>

See accompanying notes to the consolidated financial statements.

## AMERINST INSURANCE GROUP, LTD.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### 1. DESCRIPTION OF BUSINESS

AmerInst Insurance Group, Ltd., (“AmerInst”, “Company”, “we”, “our” or “us.”) was formed under the laws of Bermuda in 1998. The Company, through its wholly owned subsidiary AmerInst Insurance Company, Ltd. (“AMIC Ltd.”) and its predecessor AmerInst Insurance Company, Inc. (“AIIC Inc.”), were engaged in the reinsurance of claims-made insurance policies of participants in an American Institute of Certified Public Accountants (“AICPA”) sponsored insurance program that provided accountants’ professional liability insurance coverage (“AICPA Plan”) through December 31, 2008. Effective December 30, 2020, AMIC Ltd. merged with its wholly owned subsidiary, AmerInst Investment Company, Ltd., with AMIC Ltd. being the surviving entity.

The reinsurance activity of AMIC Ltd. depends upon agreements entered into with outside parties.

##### *Entry into Agency Agreement*

On September 25, 2009, Protexure entered into an agency agreement (the “Agency Agreement”) with The North River Insurance Company, United States Fire Insurance Company, Crum & Forster Indemnity Company, Crum and Forster Insurance Company, and Crum & Forster Specialty Insurance Company (collectively, “C&F”) pursuant to which C&F appointed Protexure as its exclusive agent for the purposes of soliciting, underwriting, quoting, binding, issuing, cancelling, non-renewing and endorsing accountants’ professional liability and lawyers’ professional liability insurance coverage in all 50 states of the United States and the District of Columbia. The initial term of the Agency Agreement was for four years with automatic one-year renewals thereafter. The Agency Agreement automatically renewed on September 25, 2020.

In October 2020, C&F advised us to cease writing business in eight states under the Agency Agreement. We are currently in discussions with alternative carriers to write policies impacted by this directive.

##### *Entry into Reinsurance Agreement*

We conduct our reinsurance business through AMIC Ltd., our subsidiary, which is a registered insurer in Bermuda. On September 25, 2009, AMIC Ltd. entered into a professional liability quota share agreement with C&F (the “Reinsurance Agreement”) pursuant to which C&F agreed to cede, and AMIC Ltd. agreed to accept as reinsurance, a 50% quota share of C&F’s liability under insurance written by Protexure on behalf of C&F and classified by C&F as accountants’ professional liability and lawyers’ professional liability, subject to AMIC Ltd.’s surplus limitations. Policies written by insurers other than C&F are not subject to the 50% quota share reinsurance to AMIC Ltd. The term of the Reinsurance Agreement is continuous and may be terminated by either party upon at least 120 days’ prior written notice to the other party.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

##### *Basis of presentation*

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and include the accounts of AmerInst and its operating wholly owned subsidiaries, AmerInst Mezco, Ltd. (“Mezco”), AMIC Ltd., and Protexure. Intercompany accounts and transactions have been eliminated on consolidation.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The major estimates reflected in the Company’s financial statements include but are not limited to the liability for loss and loss adjustment expenses.

## AMERINST INSURANCE GROUP, LTD.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### *Premiums*

Premiums assumed are earned on a pro rata basis over the terms of the underlying policies to which they relate. Premiums assumed relating to the unexpired portion of policies in force at the balance sheet date are recorded as unearned premiums.

#### *Deferred policy acquisition costs*

Ceding commissions related to assumed reinsurance agreements are deferred and amortized pro rata over the terms of the underlying policies to which they relate.

#### *Liability for losses and loss adjustment expenses*

The liability for unpaid losses and loss adjustment expenses includes case-basis estimates of reported losses plus supplemental amounts for projected losses incurred but not reported (IBNR), calculated based upon loss projections utilizing certain actuarial assumptions and AMIC Ltd.'s historical loss experience supplemented with industry data. The aggregate liability for unpaid losses and loss adjustment expenses at year end represents management's best estimate, based upon the available data, of the amount necessary to cover the ultimate cost of loss, based upon an actuarial analysis prepared by independent actuaries. However, because of the volatility inherent in professional liability coverage, actual loss experience may not conform to the assumptions used in determining the estimated amounts for such liability at the balance sheet date. Accordingly, the ultimate liability could be significantly in excess of or less than the amount indicated in the financial statements. As adjustments to these estimates become necessary, such adjustments are reflected in current operations. AMIC Ltd. does not discount its loss reserves for purposes of these financial statements.

We review the independent actuaries' reports for consistency and appropriateness of methodology and assumptions, including assumptions of industry benchmarks and discuss any concerns or changes with them. Our Underwriting Committee then considers the reasonableness of loss reserves recommended by our independent actuaries, in light of actual loss development during the year and approve the loss reserves to be recorded by AMIC Ltd.

The anticipated effect of inflation is implicitly considered when estimating liabilities for unpaid losses and loss adjustment expenses. Future average severities are projected based on historical trends adjusted for anticipated trends, are monitored based on actual developments and are modified if necessary.

#### *Investments*

AmerInst classifies its fixed maturity investments as available-for-sale. Accordingly, AmerInst reports these fixed income securities at their estimated fair values with unrealized holding gains and losses being reported as other comprehensive income (loss). Realized gains and losses on sales of fixed maturity investments are accounted for by specifically identifying the cost and are reflected in the income statement in the period of sale.

Declines in the fair value of fixed maturity investments below cost are evaluated for other than temporary impairment losses. The evaluation for other than temporary impairment losses is a quantitative and qualitative process which is subject to risks and uncertainties in the determination of whether declines in the fair value of fixed maturity investments are other than temporary. The risks and uncertainties include the Company's intent and ability to hold the security, changes in general economic conditions, the issuer's financial condition or near term recovery prospects, and the effects of changes in interest rates. AmerInst's accounting policy requires that a decline in the value of a fixed maturity security below its cost basis be assessed to determine if the decline is other than temporary. If so, the fixed maturity security is deemed to be impaired and a charge is recorded in net realized losses equal to the difference

## AMERINST INSURANCE GROUP, LTD.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

between the fair value and the cost basis of the security. The fair value of the impaired investment becomes its new cost basis.

AmerInst had classified its equity securities as available-for-sale. Our equity investments were carried at fair value, with changes in fair value recognized within net realized and unrealized gains (losses) on the consolidated statement of operations.

#### *Cash and cash equivalents*

Cash equivalents include money market funds and highly liquid debt instruments purchased with an original maturity of three months or less. Cash and cash equivalents are recorded at amortized cost, which approximates fair value due to the short-term, liquid nature of these securities.

#### *Property and Equipment*

Property and equipment are depreciated using the straight-line method with estimated useful lives ranging from 3 to 7 years. Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for normal maintenance and repairs are expensed as incurred.

Developmental costs for internal use software are capitalized in accordance with the provisions of the Financial Accounting Standard Board (“FASB”) Accounting Standards Codification (“ASC”) topic 350 “Intangibles—Goodwill and Other”, generally, when the preliminary project stage is completed, management commits to funding and it is probable that the project will be completed and the software will be used to perform the functions intended. Capitalized internal use software costs are amortized on a straight-line basis over their estimated useful lives, generally for a period not to exceed 5 years.

#### *Income taxes*

Deferred tax assets and liabilities are recognized for the future tax consequences and benefits attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the periods in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided if it is more likely than not that some or all of the deferred tax assets will not be realized. Management evaluates the reliability of the deferred tax assets and assesses the need for additional valuation allowance annually.

#### *Earnings per common share*

Basic earnings per share is determined as net income available to common shareholders divided by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the impact of the Company’s stock option plan.

#### *New Accounting Pronouncements*

##### ***New Accounting Standards Adopted in 2020***

No new accounting standards adopted in 2020.

##### ***Accounting Standards Not Yet Adopted***

#### *Financial Instruments Credit Losses—Measurement of Credit Losses on Financial Instruments*

In June 2016, the FASB issued ASU 2016-13, which amends the guidance on impairment of financial instruments and significantly changes how entities will measure credit losses for most financial assets and certain

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

other instruments that are not measured at fair value through net income. The ASU will replace the existing “incurred loss” approach, with an “expected loss” model for instruments measured at amortized cost and require entities to record allowances for available-for-sale debt securities rather than reduce the carrying amount under the existing other-than temporary-impairment model. The ASU also simplifies the accounting model for purchased credit-impaired debt securities and loans. The Company’s insurance premium balances receivables are also more significant financial assets within the scope of ASU 2016-13. The guidance requires financial assets to be presented at the net amount expected to be collected. The tentative effective date for the ASU is January 1, 2023. We do not expect the adoption of this ASU to have a material impact on our consolidated financial statements.

**3. PLEDGED ASSETS**

Pursuant to its reinsurance agreements, AMIC Ltd. is required to provide its ceding companies with collateral to secure its obligations to them. At December 31, 2020 and 2019, AMIC Ltd.’s collateral obligation to C&F amounted to \$31,705,419 and \$21,509,585, respectively. During 2020, AMIC Ltd.’s collateral obligations to C&F substantially increased due to the emergence of losses during 2020 at levels significantly greater than expectations. The adverse loss development is likely attributable to changes in case reserving practices that led to material increases in average case reserves, and was possibly exacerbated by social inflation and delays in legal resolutions due to the COVID-19 pandemic.

At December 31, 2020 and 2019, AMIC Ltd. has provided C&F with a Section 114 Trust, held by Comerica Bank, with restricted cash and cash equivalents and investments with a carrying value of \$25,437,267 and \$20,940,689, respectively. At December 31, 2020, AMIC Ltd. failed to meet its collateral obligations to C&F by \$6,268,152 as AMIC Ltd. did not have sufficient restricted cash and cash equivalents and investments to meet this obligation. AMIC Ltd. and C&F are currently in discussions on this matter and are jointly seeking its resolution.

Cash and Cash Equivalents at December 31, 2020 and 2019 include \$2,163,741 and \$2,965,676 held by Protexure in a fiduciary capacity, respectively.

**4. INVESTMENTS**

The cost or amortized cost, gross unrealized holding gains and losses, and estimated fair value of fixed maturity investments, by major security type, and equity securities at December 31, 2020 and 2019 are as follows:

	<u>Cost or Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>
December 31, 2020				
Fixed maturity investments:				
U.S. government agency securities . . . . .	\$ 2,551,741	\$ 39,421	\$ —	\$ 2,591,162
Obligations of U.S. states and political subdivisions . . . . .	10,157,542	337,695	—	10,495,237
Corporate debt securities . . . . .	7,051,948	207,833	(2,053)	7,257,728
Total fixed maturity investments . . . . .	<u>19,761,231</u>	<u>584,949</u>	<u>(2,053)</u>	<u>20,344,127</u>
Total equity securities . . . . .	—	—	—	—
Total investments . . . . .	<u>\$19,761,231</u>	<u>\$584,949</u>	<u>\$ (2,053)</u>	<u>\$20,344,127</u>

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

	<u>Cost or Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>
December 31, 2019				
Fixed maturity investments:				
U.S. government agency securities . . . . .	\$ 4,731,181	\$ 38,524	\$ (1,086)	\$ 4,768,619
Obligations of U.S. states and political subdivisions . . . .	3,188,217	29,521	(5,936)	3,211,802
Corporate debt securities . . . . .	7,645,289	45,080	(2,473)	7,687,896
Total fixed maturity investments . . . . .	<u>15,564,687</u>	<u>113,125</u>	<u>(9,495)</u>	<u>15,668,317</u>
Equity securities . . . . .	10,889,683	4,854,179	(378,563)	15,365,299
Total equity securities . . . . .	<u>10,889,683</u>	<u>4,854,179</u>	<u>(378,563)</u>	<u>15,365,299</u>
Total investments . . . . .	<u>\$26,454,370</u>	<u>\$4,967,304</u>	<u>\$(388,058)</u>	<u>\$31,033,616</u>

The following tables summarize the Company's fixed maturity and equity securities in an unrealized loss position and the aggregate fair value and gross unrealized loss by length of time the security has continuously been in an unrealized loss position:

	<u>12 months or greater</u>		<u>Less than 12 months</u>		<u>Total</u>	
	<u>Estimated Fair Value</u>	<u>Unrealized Losses</u>	<u>Estimated Fair Value</u>	<u>Unrealized Losses</u>	<u>Estimated Fair Value</u>	<u>Unrealized Losses</u>
December 31, 2020						
Fixed maturity investments:						
U.S. government agency securities . . . . .	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Obligations of states and political subdivisions . . . . .	—	—	—	—	—	—
Corporate debt securities . . . . .	—	—	789,106	(2,053)	789,106	(2,053)
Total fixed maturity investments . . . . .	<u>—</u>	<u>—</u>	<u>789,106</u>	<u>(2,053)</u>	<u>789,106</u>	<u>(2,053)</u>
Equity securities . . . . .	—	—	—	—	—	—
Total equity securities . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total investments . . . . .	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 789,106</u>	<u>\$ (2,053)</u>	<u>\$ 789,106</u>	<u>\$ (2,053)</u>

	<u>12 months or greater</u>		<u>Less than 12 months</u>		<u>Total</u>	
	<u>Estimated Fair Value</u>	<u>Unrealized Losses</u>	<u>Estimated Fair Value</u>	<u>Unrealized Losses</u>	<u>Estimated Fair Value</u>	<u>Unrealized Losses</u>
December 31, 2019						
Fixed maturity investments:						
U.S. government agency securities . . . . .	\$ —	\$ —	\$1,528,838	\$ (1,086)	\$1,528,838	\$ (1,086)
Obligations of states and political subdivisions . . . . .	—	—	601,053	(5,936)	601,053	(5,936)
Corporate debt securities . . . . .	743,360	(2,473)	—	—	743,360	(2,473)
Total fixed maturity investments . . . . .	<u>743,360</u>	<u>(2,473)</u>	<u>2,129,891</u>	<u>(7,022)</u>	<u>2,873,251</u>	<u>(9,495)</u>



**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

	12 months or greater		Less than 12 months		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
Equity securities .....	336,321	(119,313)	1,496,152	(259,250)	1,832,473	(378,563)
Total equity securities .....	336,321	(119,313)	1,496,152	(259,250)	1,832,473	(378,563)
Total investments .....	\$1,079,681	\$(121,786)	\$3,626,043	\$(266,272)	\$4,705,724	\$(388,058)

As of December 31, 2020 and 2019, there were 3 and 8 fixed income securities in an unrealized loss position with an estimated fair value of \$789,106 and \$2,873,251, respectively. Of these fixed income securities as at December 31, 2020 and 2019, none and 2 had been in an unrealized loss position for 12 months or greater, respectively. As of December 31, 2020, none of the fixed income securities were considered to be other than temporarily impaired. The Company has the intent to hold these fixed income securities and it is not more likely than not that the Company will be required to sell these fixed income securities before their fair values recover above the adjusted cost. The unrealized losses from these fixed income securities were not a result of credit, collateral or structural issues.

The cost or amortized cost and estimated fair value of fixed maturity investments at December 31, 2020 and 2019 by contractual maturity are shown below. Expected maturities may differ from contractual maturities as borrowers may have the right to call or prepay obligations without penalties.

	Amortized Cost	Estimated Fair Value
December 31, 2020		
Due in one year or less .....	\$ 2,623,260	\$ 2,637,533
Due after one year through five years .....	12,982,049	13,388,495
Due after five years through ten years .....	3,700,157	3,843,880
Due after ten years .....	455,765	474,219
Total .....	\$19,761,231	\$20,344,127
December 31, 2019		
Due in one year or less .....	\$ 2,539,709	\$ 2,542,229
Due after one year through five years .....	12,518,738	12,619,593
Due after five years through ten years .....	506,240	506,495
Total .....	\$15,564,687	\$15,668,317

Information on sales and maturities of investments during the twelve months ended December 31, 2020 and 2019 are as follows:

	2020	2019
Total proceeds on sales of available-for-sale securities .....	\$14,941,172	\$4,412,518
Total proceeds from redemptions of fixed maturity investments .....	3,362,080	540,000
Total proceeds from maturities of fixed maturity investments .....	2,535,000	4,175,000
Gross gains on sales .....	4,346,482	1,497,860
Gross losses on sales .....	(1,635,142)	(598,373)
Net unrealized (losses) gains on equity investments .....	(4,475,616)	3,175,510
Total .....	\$ (1,764,276)	\$4,074,997

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**Fair Value of Investments**

The following tables show the fair value of the Company’s investments in accordance with ASC 820, “Fair Value Measurements and Disclosures” as of December 31, 2020 and 2019.

	Carrying amount	Total fair value	Fair value measurement using:		
			Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
December 31, 2020					
U.S. government agency securities . . .	\$ 2,591,162	\$ 2,591,162	\$ —	\$ 2,591,162	\$ —
Obligations of U.S. state and political subdivisions . . . . .	10,495,237	10,495,237		10,495,237	
Corporate debt securities . . . . .	7,257,728	7,257,728		7,257,728	
Total fixed maturity investments . . . .	<u>20,344,127</u>	<u>20,344,127</u>			
Equity securities . . . . .	—	—			
Total equity securities . . . . .	<u>—</u>	<u>—</u>			
Total investments . . . . .	<u>\$20,344,127</u>	<u>\$20,344,127</u>	<u>\$ —</u>	<u>\$20,344,127</u>	<u>\$ —</u>
December 31, 2019					
U.S. government agency securities . . .	\$ 4,768,619	\$ 4,768,619	\$ —	\$ 4,768,619	\$ —
Obligations of U.S. state and political subdivisions . . . . .	3,211,802	3,211,802		3,211,802	
Corporate debt securities . . . . .	7,687,896	7,687,896		7,687,896	
Total fixed maturity investments . . . .	<u>15,668,317</u>	<u>15,668,317</u>			
Equity securities . . . . .	<u>15,365,299</u>	<u>15,365,299</u>	15,365,299		
Total equity securities . . . . .	<u>15,365,299</u>	<u>15,365,299</u>			
Total investments . . . . .	<u>\$31,033,616</u>	<u>\$31,033,616</u>	<u>\$15,365,299</u>	<u>\$15,668,317</u>	<u>\$ —</u>

There were no transfers between Levels 1 and 2 during the years ended December 31, 2020 and 2019.

In accordance with U.S. GAAP, we are required to recognize certain assets at their fair value in our consolidated balance sheets. This includes our fixed maturity investments and equity securities. In accordance with the Fair Value Measurements and Disclosures Topic of FASB’s ASC 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon whether the inputs to the valuation of an asset or liability are observable or unobservable in the market at the measurement date, with quoted market prices being the highest level (Level 1) and unobservable inputs being the lowest level (Level 3). A fair value measurement will fall within the level of the hierarchy based on the input that is significant to determining such measurement. The three levels are defined as follows:

## AMERINST INSURANCE GROUP, LTD.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

- **Level 1:** Observable inputs to the valuation methodology that are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- **Level 2:** Observable inputs to the valuation methodology other than quoted market prices (unadjusted) for identical assets or liabilities in active markets. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical assets and liabilities in markets that are not active and inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- **Level 3:** Inputs to the valuation methodology that are unobservable for the asset or liability.

At each measurement date, we estimate the fair value of the security using various valuation techniques. We utilize, to the extent available, quoted market prices in active markets or observable market inputs in estimating the fair value of our investments. When quoted market prices or observable market inputs are not available, we utilize valuation techniques that rely on unobservable inputs to estimate the fair value of investments. The following describes the valuation techniques we used to determine the fair value of investments held as of December 31, 2020 and what level within the fair value hierarchy each valuation technique resides:

- **U.S. government agency securities:** Comprised primarily of bonds issued by the Federal Home Loan Bank, the Federal Home Loan Mortgage Corporation, Federal Farm Credit Bank and the Federal National Mortgage Association. The fair values of U.S. government agency securities are priced using the spread above the risk-free U.S. Treasury yield curve. As the yields for the risk-free U.S. Treasury yield curve are observable market inputs, the fair values of U.S. government agency securities are classified as Level 2 in the fair value hierarchy. AmerInst considers that there is a liquid market for the types of securities held. Broker quotes are not used for fair value pricing.
- **Obligations of U.S. state and political subdivisions:** Comprised of fixed income obligations of U.S. state and local governmental municipalities. The fair values of these securities are based on quotes and current market spread relationships, and are classified as Level 2 in the fair value hierarchy. AmerInst considers that there is a liquid market for the types of securities held. Broker quotes are not used for fair value pricing.
- **Corporate debt securities:** Comprised of bonds issued by corporations. The fair values of these securities are based on quotes and current market spread relationships, and are classified as Level 2 in the fair value hierarchy. We consider that there is a liquid market for the types of securities held. Broker quotes are not used for fair value pricing.
- **Equity securities, at fair value:** Comprised primarily of investments in the common stock of publicly traded companies in the U.S. All of the Company's equities were classified as Level 1 in the fair value hierarchy. The Company received prices based on closing exchange prices from independent pricing sources to measure fair values for the equities.

In September 2020, the Company liquidated its equity securities portfolios as a measure to preserve its capital base.

While we obtain pricing from independent pricing services, management is ultimately responsible for determining the fair value measurements for all securities. To ensure fair value measurement is applied consistently and in accordance with U.S. GAAP, we periodically update our understanding of the pricing methodologies used by the independent pricing services. We also challenge any prices we believe may not be representative of fair value under current market conditions. Our review process includes, but is not limited to: (i) initial and ongoing evaluation of the pricing methodologies and valuation models used by outside parties to

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

calculate fair value; (ii) quantitative analysis; (iii) a review of multiple quotes obtained in the pricing process and the range of resulting fair values for each security, if available, and (iv) randomly selecting purchased or sold securities and comparing the executed prices to the fair value estimates provided by the independent pricing sources.

There have been no material changes to any of our valuation techniques from what was used as of December 31, 2019. Since the fair value of a financial instrument is an estimate of what a willing buyer would pay for our asset if we sold it, we will not know the ultimate value of our financial instruments until they are sold. We believe the valuation techniques utilized provide us with the best estimate of the price that would be received to sell our assets or transfer our liabilities in an orderly transaction between participants at the measurement date.

Major categories of net interest and dividend income are summarized as follows:

	<u>2020</u>	<u>2019</u>
Interest earned:		
Fixed maturity investments .....	\$ 347,488	\$ 348,551
Short term investments and cash and cash equivalents .....	11,600	69,218
Dividends earned .....	134,457	209,307
Investment expenses .....	<u>(109,735)</u>	<u>(148,965)</u>
Net investment income .....	<u>\$ 383,810</u>	<u>\$ 478,111</u>

**5. PROPERTY AND EQUIPMENT**

Property and equipment, all associated with Protexure, at December 31, 2020 and 2019 at cost, less accumulated depreciation and amortization, totaled \$1,098,420 and \$1,105,513, respectively as follows:

	<u>Cost</u>	<u>Accumulated Depreciation and Amortization</u>	<u>Total</u>
December 31, 2020			
Furniture and fixtures .....	\$ 36,705	\$ 31,626	\$ 5,079
Office equipment .....	107,392	69,651	37,741
Computer equipment .....	23,161	17,468	5,693
Internal use software .....	<u>1,712,136</u>	<u>662,229</u>	<u>1,049,907</u>
Total .....	<u>\$1,879,394</u>	<u>\$780,974</u>	<u>\$1,098,420</u>

	<u>Cost</u>	<u>Accumulated Depreciation and Amortization</u>	<u>Total</u>
December 31, 2019			
Furniture and fixtures .....	\$ 36,705	\$ 26,668	\$ 10,037
Office equipment .....	107,392	54,309	53,083
Computer equipment .....	23,161	14,014	9,147
Internal use software .....	<u>1,412,316</u>	<u>379,070</u>	<u>1,033,246</u>
Total .....	<u>\$1,579,574</u>	<u>\$474,061</u>	<u>\$1,105,513</u>

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**6. LIABILITY FOR UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES**

Details of the liability for unpaid losses and loss adjustment expenses at December 31, 2020 and 2019 are as follows:

	<u>2019</u>	<u>2019</u>
Case basis estimates .....	\$ 8,002,720	\$ 5,334,543
IBNR reserves .....	12,933,957	8,631,501
Totals .....	<u>\$20,936,677</u>	<u>\$13,966,044</u>

Liability for losses and loss adjustment expense activity is as follows:

	<u>2020</u>	<u>2019</u>
Liability—beginning of year .....	\$ 13,966,044	\$12,989,260
Incurred related to:		
Current year .....	10,512,394	6,575,056
Prior years .....	8,343,976	1,453,679
Total incurred .....	<u>18,856,370</u>	<u>8,028,735</u>
Paid related to:		
Current year .....	(1,864,593)	(807,072)
Prior years .....	(10,021,144)	(6,244,879)
Total paid .....	<u>(11,885,737)</u>	<u>(7,051,951)</u>
Liability—end of year .....	<u>\$ 20,936,677</u>	<u>\$13,966,044</u>

As a result of the change in estimates of insured events in prior years, the provision for losses and loss adjustment expenses increased by \$8,343,976 and \$1,453,679 in 2020 and 2019, respectively. The 2020 unfavorable development was primarily due to higher than expected large loss emergence in accident years 2017, 2018 and 2019.

The following tables set forth information about incurred and paid loss development information related to our professional liability business under the Reinsurance Agreement within the Reinsurance segment as at December 31, 2020. The information related to incurred and paid loss development for the years ended December 31, 2011 through 2019 is presented as supplementary information and is unaudited. The information is presented from 2011, the year the Company began incurring claims on the C&F policies.

*Methodology for Estimating Incurred But Not Reported (IBNR) Reserves*

Claims and claim adjustment expense reserves represent management’s estimate of the ultimate liability for unpaid losses and allocated loss adjustment expenses (“ALAE”) for claims that have been reported as of the balance sheet date. Claims and claim adjustment expense reserves do not represent an exact calculation of the liability, but instead represent management estimates, primarily utilizing actuarial expertise and projection methods that develop estimates for the ultimate cost of claims and claim adjustment expenses. Because the establishment of claims and claims adjustment expense reserves is an inherently uncertain process involving estimates and judgment, currently estimated claims and claim adjustment expense reserves may change. The Company reflects changes to the reserves in the results of operations in the period the estimates are changed.

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

Cumulative amounts paid and case reserves held as of the balance sheet date are subtracted from the estimate of the ultimate cost of claims and claim adjustment expenses to derive IBNR reserves. Accordingly, IBNR reserves includes development on known claims and re-opened claims but not unreported claims because the Company currently only writes coverages on a claims-made basis with limited potential for reporting claims after the expiration of the policy. This approach to estimating IBNR reserves has been in place for several years, with no significant changes in methodology in the past year.

Detailed claim data is typically insufficient to produce a fully reliable indication of the initial estimate for ultimate claims and claim adjustment expenses for a given policy year. As a result, the initial estimate of ultimate loss for a policy year is generally based on the selected ultimate loss in prior year's review and averages of previous policy year ultimate loss ratios trended forward to the current policy year level.

For prior policy years, the (i) the paid loss development method, (ii) the case incurred development method, (iii) the Bornhuetter-Ferguson ("B-F") method and (iv) the Cape Cod method are principally used by the Company's actuaries to estimate the ultimate cost of claims and claim adjustment expenses.

For this table, the Company allocates ultimate loss and ALAE by policy year and development age to accident year primarily based on the proportion of accident year case incurred losses within a given policy year.

*Methodology for Determining Cumulative Number of Reported Claims*

A claim file is created when the Company is notified of an actual demand for payment, notified of an event that may lead to a demand for payment or when it is determined that a demand for payment could possibly lead to a future demand for payment on another policy. Claim files are created for a policy at the claimant by coverage level, depending on the particular facts and circumstances of the underlying event.

The Company has accumulated claims count information by accident year from the loss data for all claims reported as at December 31, 2020 it received from C&F. The Company's methodology for determining reported claims count information is on a per claims basis by accident year and is inclusive of claims that are open, re-opened, closed with payment and closed without payment.

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

*Professional Liability*  
(dollars in thousands)

Accident Year	For the Years Ended December 31,										IBNR Cumulative Reserves	Number of Reports
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2020	Claims
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
	<b>Incurred Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance</b>											
2011	\$262	\$348	\$ 257	\$ 293	\$ 321	\$ 344	\$ 266	\$ 263	\$ 263	\$ 263	\$ 1	N/A
2012		702	763	393	450	429	418	365	361	360	10	24
2013			1,218	1,585	1,340	1,166	1,160	926	842	825	8	74
2014				2,589	2,640	2,562	2,641	2,743	2,082	2,035	22	85
2015					3,703	4,485	4,290	3,859	4,768	4,788	82	169
2016						4,184	4,495	3,927	3,963	3,833	208	239
2017							5,622	7,647	7,846	9,018	970	282
2018								5,450	6,523	8,847	1,469	364
2019									6,575	11,616	3,317	441
2020										10,512	6,830	526
										Total	\$52,097	

Accident Year	For the Years Ended December 31,										Liability for Claims And Allocated Claim Adjustment Expenses Net of Reinsurance		
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2011 - 2020		
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	2011		
	<b>Paid Claims and Allocated Adjustment Expense, Net of Reinsurance</b>												
2011 . . . .	\$262	\$348	\$ 257	\$ 293	\$ 321	\$ 344	\$ 266	\$ 263	\$ 263	\$ 262			
2012 . . . .		702	763	393	450	429	418	365	361	350			
2013 . . . .			1,218	1,585	1,340	1,166	1,160	926	842	818			
2014 . . . .				2,589	2,640	2,562	2,641	2,743	2,082	2,012			
2015 . . . .					3,703	4,485	4,290	3,859	4,768	4,232			
2016 . . . .						4,184	4,495	3,927	3,963	3,413			
2017 . . . .							5,622	7,647	7,846	7,305			
2018 . . . .								5,450	6,523	5,981			
2019 . . . .									6,575	4,964			
2020 . . . .										1,864			
										Total	\$31,201	\$20,896	N/A
										Net Under Reinsurance Agreement		\$20,896	
										Other		41	
										Total net Liability		\$20,937	

## AMERINST INSURANCE GROUP, LTD.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following is unaudited supplementary information for average annual historical duration of claims:

Years	Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance									
	Unaudited									
	1	2	3	4	5	6	7	8	9	10
	8.6%	35.5%	21.9%	17.9%	8.1%	4.8%	0.7%	0.0%	0.0%	0.0%

#### 7. SHAREHOLDERS' EQUITY

AmerInst currently does not have a public market for its common stock, but the Company has historically purchased shares from the Company's shareholders upon their death, disability or retirement from the practice of public accounting. The repurchase price has been equal to the year-end net book value per share for the most recently completed fiscal year reduced by the amount of any dividends already paid on the repurchased shares during the calendar year of the repurchase and any dividends the shareholder would be entitled to receive on the repurchased shares that have not been paid. In addition, the Bermuda Monetary Authority ("BMA") has authorized additional purchase on a negotiated case-by-case basis, and such purchases have typically been negotiated share repurchases when requested by Company shareholders.

On February 25, 2011, the Board of Directors amended and restated AmerInst's Statement of Share Ownership Policy to better manage our cash flow from year to year. Under the revised policy, we limit AMIC Ltd.'s repurchase of our common stock to \$500,000 per calendar year. In addition, AMIC Ltd. is only authorized to repurchase shares, with Board approval, from shareholders upon their death, disability or retirement from the practice of public accounting. In October 2020, the Board temporarily (i) suspended the amended and restated AmerInst's Statement of Share Ownership Policy and (ii) discontinued the repurchases of our common stock, as a measure to preserve the Company's capital base. During 2021, the Board will consider reinstating the amended and restated AmerInst's Statement of Share Ownership Policy if market conditions and the Company's capital base support reinstatement.

#### 8. PREMIUMS WRITTEN

Premiums written were \$11,162,731 and \$11,605,148 during 2020 and 2019, respectively. The premiums written during the year ended December 31, 2020 and 2019 were attributable to premium cessions from C&F under the Reinsurance Agreement.

#### 9. OPERATING AND MANAGEMENT EXPENSES

With the exception of Protexure, AmerInst and its other direct and indirect subsidiaries have no employees. Their operating activities, as well as certain management functions, are performed by contracted professional service providers. Davies Captive Management Limited (formerly Citadel Management Bermuda Limited) provides AmerInst and AMIC Ltd. certain management, administrative and operations services under the direction of AmerInst's Board of Directors pursuant to an agreement. The agreement may be terminated by either party upon not more than 90 days nor less than 60 days prior written notice. Mr. Thomas R. McMahon, our Treasurer and Chief Financial Officer, is an officer, director and employee of Davies Captive Management Limited. The Company paid Davies Captive Management Limited \$362,000 and \$353,000 in fees during 2020 and 2019, respectively.

Operating and management expenses include compensation paid to members of the Board of Directors and various committees of the Board totaling \$381,650 in 2020 and \$493,250 in 2019. Included as a part of this compensation are annual retainers paid to directors in the form of common shares of the Company in the amount of \$70,000 for the years ended December 31, 2020 and 2019, respectively. Such amounts are included as part of



**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

purchase of shares by subsidiary, net, in the consolidated statements of changes in shareholders' equity and cash flows.

**10. TAXATION**

Under current Bermuda law, the Company and its subsidiaries are not required to pay taxes in Bermuda on either income or capital gains. The Company has received an undertaking from the Bermuda government that, in the event of income or capital gains taxes being imposed, the Company will be exempted from such taxes until the year 2035.

However, Protexure which is a Delaware corporation domiciled in the state of Illinois is subject to taxation in the United States.

Estimates of future taxable income, including income generated from prudent and feasible actions and tax planning strategies could change in the near term, perhaps materially, which may require us to consider any potential impact to our assessment of the recoverability of the deferred tax asset. Such potential impact could be material to our consolidated financial condition or results of operations for an individual reporting period.

The actual income tax rate differed from the amount computed by applying the effective rate of 0% under Bermuda law to earnings before income taxes as shown in the following reconciliation:

	<u>2020</u>	<u>2019</u>
Earnings before income tax .....	\$(13,603,715)	\$2,626,796
Expected tax .....	—	—
Foreign taxes at local expected rates .....	38,500	48,277
Change in deferred tax asset of US subsidiary .....	950,000	166,000
Deferred tax expense from enacted rate reductions .....	—	—
Change in valuation allowance .....	—	—
Net tax expense (benefit) .....	<u>\$ 988,500</u>	<u>\$ 214,277</u>

Deferred income taxes, arising from Protexure, reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and amounts used for income tax purposes. The components of net deferred income tax assets and liabilities are comprised of the following:

	<u>2020</u>	<u>2019</u>
Capitalized start-up expenses .....	\$ 58,000	\$ 73,000
Operating loss carryforwards .....	1,483,000	1,769,000
Unearned commission income .....	61,000	74,000
Accrued interest to parent .....	—	650,000
Depreciation and amortization .....	12,000	(2,000)
<b>Deferred tax assets</b> .....	<u>\$1,614,000</u>	<u>\$2,564,000</u>

At December 31, 2020, the deferred tax assets are based on loss carryforwards of \$5.2 million, which expire in 11 to 15 years.

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**11. DIVIDEND RESTRICTIONS AND STATUTORY REQUIREMENTS**

Our ability to pay dividends to common shareholders and to pay our operating expenses is dependent on cash dividends from our subsidiaries. AMIC Ltd.'s ability to pay dividends to AmerInst is subject to the provisions of the Bermuda insurance and companies laws and the requirement to provide the ceding companies with collateral. Under the Companies Act, AMIC Ltd. would be prohibited from declaring or paying a dividend if such payment would reduce the realizable value of its assets to an amount less than the aggregate value of its liabilities, issued share capital, and share premium accounts. In addition, AMIC Ltd. must be able to pay its liabilities as they become due in the ordinary course of business, and fund its collateral obligations to ceded companies, after the payment of a dividend. The payment of such dividends by AMIC Ltd. to us is also limited under Bermuda law by the Insurance Act and Related Regulations which require that AMIC Ltd. maintain minimum levels of solvency and liquidity. For the years ended December 31, 2020 and 2019 these requirements have been met as follows:

	Statutory Capital & Surplus		Relevant Assets	
	Minimum	Actual	Minimum	Actual
December 31, 2020 .....	\$3,140,502	\$24,746,999	\$21,550,831	\$28,678,753
December 31, 2019 .....	\$2,094,907	\$41,029,273	\$34,466,903	\$40,204,160

At December 31, 2020, approximately \$1 million was available for the declaration of dividends by AMIC Ltd. to us. Management expects that any dividend AMIC, Ltd. declares to us over the next twelve-month time period will be utilized entirely by us to fund our day-to-day operations. Therefore, as of December 31, 2020, no amount was available for the declaration of dividends by us to our shareholders.

Statutory loss for the years ended December 31, 2020 and 2019 was \$16,483,222 and \$1,237,746, respectively.

**12. SEGMENT INFORMATION**

AmerInst has two reportable segments: (1) reinsurance activity, which also includes investments and other activities, and (2) insurance activity, which offers professional liability solutions to professional service firms under the Agency Agreement with C&F.

	As of and for the Year Ended December 31, 2020		
	Reinsurance Segment	Insurance Segment	Total
Revenues .....	\$ 10,463,588	\$5,702,708	\$ 16,166,296
Total losses and expenses .....	27,498,921	3,259,590	30,758,511
Segment (loss) income .....	(17,035,333)	2,443,118	(14,592,215)
Identifiable assets .....	—	1,098,420	1,098,420

	As of and for the Year Ended December 31, 2019		
	Reinsurance Segment	Insurance Segment	Total
Revenues .....	\$15,853,490	\$5,849,201	\$21,702,691
Total losses and expenses .....	13,838,051	5,452,121	19,290,172
Segment income .....	2,015,439	397,080	2,412,519
Identifiable assets .....	—	1,105,513	1,105,513

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**13. STOCK COMPENSATION**

**Phantom Shares:**

Protexure has employment agreements with three key members of senior management, including one of our named executive officers, Kyle Nieman, the President of Protexure, which grant them phantom shares of the Company. Under these agreements, these employees were initially granted an aggregate of 63,765 phantom shares of the Company on the date of their employment, subject to certain vesting requirements. The phantom shares are eligible for phantom dividends payable at the same rate as regular dividends on the Company's common shares. The phantom dividends may be used only to purchase additional phantom shares with the purchase price of such phantom shares being the net book value of the Company's actual common shares as of the end of the previous quarter. During the year ended December 31, 2020, no phantom shares were granted as no dividends were declared during the year on the Company's common shares. 76,403 phantom shares were outstanding at December 31, 2020.

For these three employees, including Mr. Nieman, the phantom shares initially granted, as well as any additional shares granted from dividends declared, vested on January 1, 2015. The liability payable to each of these employees under the phantom share agreements is equal to the value of the phantom shares based on the net book value of the Company's actual common shares at the end of the previous quarter less the value of phantom shares initially granted and is payable in cash upon (i) the participant's death, termination of employment due to disability, retirement at or after age 65 or resignation for good reason, (ii) upon termination of the participant by the Company without cause, (iii) upon termination by Participant without good reason and (iv) change in control.

The liability relating to these phantom shares is recalculated quarterly based on the net book value of the Company's common shares at the end of each quarter. As a result of the overall decrease in the net book value of the Company's common shares since the grant dates, no liability has been recorded by the Company relating to these phantom shares at December 31, 2020.

**Stock Option Plan:**

A summary of the status of the stock option plan as of December 31, 2020 is as follows:

	Vested Shares	Weighted Average Exercise Price Per Share	Non-vested Shares	Weighted Average Exercise Price Per Share	Total Shares	Weighted Average Exercise Price Per Share
<b>Outstanding—January 1, 2020</b> . . . . .	16,400	\$28.34	28,600	\$28.65	45,000	\$28.54
Granted . . . . .	—	—	—	—	—	—
Forfeited . . . . .	—	—	—	—	—	—
Exercised . . . . .	—	—	—	—	—	—
Vested . . . . .	8,900	28.52	(8,900)	28.52	—	—
<b>Outstanding—December 31, 2020</b> . . . . .	25,300	\$28.40	19,700	\$28.71	45,000	\$28.54
Options exercisable at year end . . . . .	—	—	—	—	—	—
Weighted average fair value of options per share granted during the year . . . . .	—	—	\$ —	—	\$ —	—
Remaining contractual life (years) . . . . .	2.2		2.3		2.3	

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

A summary of the status of the stock option plan as of December 31, 2019 is as follows:

	<u>Vested Shares</u>	<u>Weighted Average Exercise Price Per Share</u>	<u>Non-vested Shares</u>	<u>Weighted Average Exercise Price Per Share</u>	<u>Total Shares</u>	<u>Weighted Average Exercise Price Per Share</u>
<b>Outstanding—January 1, 2019</b> .....	7,000	\$27.99	40,000	\$28.71	47,000	\$28.60
Granted .....	—	—	—	—	—	—
Forfeited .....	—	—	(2,000)	30.14	(2,000)	30.14
Exercised .....	—	—	—	—	—	—
Vested .....	9,400	28.60	(9,400)	28.60	—	—
<b>Outstanding—December 31, 2019</b> .....	16,400	\$28.34	28,600	\$28.65	45,000	\$28.54
Options exercisable at year end .....	—	—	—	—	—	—
Weighted average fair value of options per share granted during the year .....	—	—	\$ —	—	\$ —	—
Remaining contractual life (years) .....	3.2		3.3		3.3	

The fair value of each option granted during 2020, 2019 and 2018 is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions. No options were granted during 2020 and 2019.

	<u>2018 Option Grants</u>
Number of options .....	12,000
Weighted fair value per share .....	\$ 30.40
Expected life (years) .....	5
Expected volatility .....	16.4%
Risk-free interest rate .....	2.61%

Information pertaining to options outstanding at December 31, 2020 is as follows:

Range of exercise price	<u>Options Outstanding</u>			<u>Options Exercisable</u>		
	<u>Number Outstanding</u>	<u>Weighted Average Remaining Contractual Life</u>	<u>Weighted Average Exercise Price</u>	<u>Number Exercisable</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Life</u>
\$27.99 .....	14,000	2.0 years	\$27.99	21,000	\$27.99	2.0 years
\$30.58 .....	4,200	3.0 years	\$30.58	2,800	\$30.58	3.0 years
\$30.14 .....	1,500	3.8 years	\$30.14	1,500	\$30.14	3.8 years

Information pertaining to options outstanding at December 31, 2019 is as follows:

Range of exercise price	<u>Options Outstanding</u>			<u>Options Exercisable</u>		
	<u>Number Outstanding</u>	<u>Weighted Average Remaining Contractual Life</u>	<u>Weighted Average Exercise Price</u>	<u>Number Exercisable</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Life</u>
\$27.99 .....	21,000	3.0 years	\$27.99	14,000	\$27.99	3.0 years
\$30.58 .....	5,600	4.0 years	\$30.58	1,400	\$30.58	4.0 years
\$30.14 .....	2,000	4.8 years	\$30.14	1,000	\$30.14	4.8 years

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

At December 31, 2020, there was no intrinsic value associated with (i) the 35,000 options granted March 3, 2017, (ii) the 7,000 options granted on January 1, 2018 and (iii) the 5,000 options granted on October 1, 2018 where the market value of the stock as of the close of business at year end was \$9.50 per share as compared with the option exercise prices of \$27.99, \$30.58 and \$30.14, respectively.

The Company accounts for these options in accordance with GAAP, which requires that the fair value of the equity awards be recognized as compensation expense over the period during which the employee is required to provide service in exchange for such an award. The Company is amortizing compensation expense over the vesting period, or five years. The Company recognized \$(178,483) and \$72,046 of compensation expense for stock options in the years ended December 31, 2020 and 2019, respectively.

**14. COMMITMENTS AND CONTINGENCIES**

Protexure leased office space in Lisle, Illinois under a non-cancellable lease agreement that commenced on December 14, 2009 and expired December 31, 2020. In December 2020, the Company executed a lease extension to December 31, 2021. Minimum lease payments, subsequent to December 31, 2020 are \$112,290 in 2021.

For operating leases that have a lease term of more than 12 months, the Company recognizes a lease liability and a right-of-use asset in the Company's consolidated balance sheets at the present value of the lease payments at the lease commencement date. At the commencement date, the Company determines lease terms by assuming the exercise of those renewal options that are deemed to be reasonably certain. The exercise of lease renewal options is at the sole discretion of the Company. As the lease contracts generally do not provide an implicit discount rate, the Company used 6%, its estimated incremental borrowing rate based on the information available at commencement date to determine the present value of lease payments.

The Company is evaluating its lease needs at the current time.

**15. UNAUDITED CONDENSED QUARTERLY FINANCIAL DATA**

<u>2020</u>	<u>FIRST QUARTER</u>	<u>SECOND QUARTER</u>	<u>THIRD QUARTER</u>	<u>FOURTH QUARTER</u>
Net premiums earned .....	\$ 2,579,616	\$2,930,898	\$ 3,437,196	\$ 2,900,753
Commission income .....	1,637,601	1,467,696	1,437,181	1,155,821
Net investment income .....	111,811	97,024	99,444	75,531
Net realized and unrealized gain .....	(4,377,990)	1,625,128	988,562	24
Total revenues .....	<u>\$ (48,962)</u>	<u>\$6,120,746</u>	<u>\$ 5,962,383</u>	<u>\$ 4,132,129</u>
Net (loss) income .....	\$(4,477,597)	\$1,465,255	\$(8,277,992)	\$(3,301,881)
Basic (loss) income per share .....	\$ (7.16)	\$ 2.34	\$ (13.23)	\$ (5.31)
Diluted (loss) income per share .....	\$ (7.16)	\$ 2.34	\$ (13.23)	\$ (5.31)
<u>2019</u>	<u>FIRST QUARTER</u>	<u>SECOND QUARTER</u>	<u>THIRD QUARTER</u>	<u>FOURTH QUARTER</u>
Net premiums earned .....	\$ 2,463,583	\$2,862,026	\$ 2,815,917	\$ 3,207,070
Commission income .....	1,555,804	1,389,684	1,450,367	1,405,132
Net investment income .....	123,042	106,610	125,491	122,968
Net realized and unrealized (loss) gain .....	1,747,325	775,972	72,492	1,479,208
Total revenues .....	<u>\$ 5,889,754</u>	<u>\$5,134,292</u>	<u>\$ 4,464,267</u>	<u>\$ 6,214,378</u>
Net (loss) income .....	\$ 1,669,711	\$ 511,444	\$ (22,537)	\$ 253,901
Basic (loss) income per share .....	\$ 2.65	\$ 0.81	\$ (0.04)	\$ 0.41
Diluted (loss) income per share .....	\$ 2.64	\$ 0.80	\$ (0.04)	\$ 0.41

## AMERINST INSURANCE GROUP, LTD.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There have been no changes in, or disagreements with accountants on accounting and financial disclosure. Our retention of Deloitte Ltd. has been ratified by our Audit Committee and our shareholders. There have been no disagreements with Deloitte Ltd. with respect to any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

#### **Item 9A. Controls and Procedures**

##### **Evaluation of Disclosure Controls and Procedures.**

As of December 31, 2020, the end of the period covered by this Annual Report on Form 10-K, our management, including our President and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, our President and Chief Financial Officer each concluded that as of December 31, 2020, the end of the period covered by this Annual Report on Form 10-K, we maintained effective disclosure controls and procedures.

##### **Management's Report on Internal Control Over Financial Reporting.**

The Company's management is responsible for establishing and maintaining effective internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Under the supervision and with the participation of management, including the President and Chief Financial Officer, we conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation under the framework in Internal Control—Integrated Framework, our management has concluded we maintained effective internal control over financial reporting, as such term is defined in Securities Exchange Act of 1934 Rule 13a-15(f), as of December 31, 2020.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting can also be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management is also responsible for the preparation and fair presentation of the consolidated financial statements and other financial information contained in this report. The accompanying consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles and include, as necessary, best estimates and judgments by management.

Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the exemption from this requirement for smaller reporting companies under SEC rules. Consequently, this annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting.

**AMERINST INSURANCE GROUP, LTD.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Change in Internal Control.**

Our management, including the President and Chief Financial Officer, has reviewed our internal control. There have been no changes in our internal control during our most recently completed fiscal quarter that materially affected, or is likely to materially affect our internal control over financial reporting.

**Item 9B. Other Information**

None

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance

The information required by Item 10 of Form 10-K with respect to identification of directors and officers is incorporated by reference from the information contained in the section captioned “Election of Directors” in the Company’s definitive Proxy Statement for the Annual General Meeting of Shareholders to be held on June 8, 2021 (the “Proxy Statement”), a copy of which we intend to file with the SEC within 120 days after the end of the year covered by this Annual Report on Form 10-K. The Company has two executive officers, one of whom is a director of the Company.

#### *Code of Ethics*

We have a Code of Business Conduct and Ethics that applies to all directors, officers and employees, including our principal executive officer and our principal financial officer. You can find our Code of Business Conduct and Ethics on our internet site, [www.amerinst.bm](http://www.amerinst.bm). We will post any amendments to the Code of Business Conduct and Ethics and any waivers that are required to be disclosed by the rules of the SEC on our internet site.

#### *Section 16 Compliance*

Information appearing under the caption “Other Matters—Section 16(a) Beneficial Ownership Reporting Compliance” in the Proxy Statement is incorporated herein by reference.

#### *Audit Committee*

Information appearing under the captions “Election of Directors—Meetings and Committees of the Board” and “—Report of the Audit Committee” in the Proxy Statement is incorporated herein by reference.

### Item 11. Executive Compensation

The information required by Item 11 of Form 10-K is incorporated by reference from the information contained in the section captioned “Election of Directors—Executive and Director Compensation” in the Proxy Statement.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters

The following table provides certain information regarding our 2016 Stock Option Plan as of December 31, 2020.

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</u>
	(a)	(b)	(c)
Equity Compensation Plans			
Approved by Securities Holders . .	—	—	—
Equity Compensation Plans Not			
Approved by Securities Holders . .	<u>45,000</u>	<u>\$28.54</u>	<u>55,000</u>
Total . . . . .	44,500	\$28.54	55,500



The information required by Item 12 of Form 10-K is incorporated by reference from the information contained in the section captioned “Other Matters—Security Ownership of Certain Beneficial Owners and Management” in the Company’s Proxy Statement relating to its Annual General Meeting to be held on June 8, 2021.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by Item 13 of Form 10-K is incorporated by reference from the information contained in the sections captioned “Other Matters—Certain Relationships and Related Transactions” and “Election of Directors” in the Company’s Proxy Statement relating to its Annual General Meeting to be held on June 8, 2021.

**Item 14. Principal Accountant Fees and Services**

The information required by Item 14 of Form 10-K is incorporated by reference from the information in the section captioned “Appointment of Auditors” in the Company’s Proxy Statement relating to its Annual General Meeting to be held on June 8, 2021.

## **PART IV**

### **Item 15. Exhibits and Financial Statement Schedules**

- (a)(1) See Index to Financial Statements and Schedules on page 30.
- (a)(2) See Index to Financial Statements and Schedules on page 30.
- (a)(3) See Index to Exhibits set forth on pages 61 – 62 which is incorporated by reference herein.
- (b) See Index to Exhibits which is incorporated by reference herein.
- (c) See Index to Financial Statements and Schedules on page 30.

The Index to Exhibits beginning on page 61 of this Annual Report on Form 10-K is incorporated by reference to this Item 15.

### **Item 16. Form 10-K Summary**

Not Applicable.

## INDEX TO EXHIBITS

Year ended December 31, 2020

<u>Exhibit Number</u>	<u>Description</u>
3.1	Memorandum of Association of AmerInst Insurance Group Ltd.—incorporated by reference herein to Exhibit 3.1 of the Registrant’s Registration Statement on Form S-4 (filed 3/2/99) (No. 333-64929)
3.2	Bye-laws of the Company—incorporated by reference herein to Exhibit 3.2 of the Registrant’s Registration Statement on Form S-4A (filed 6/29/99) (No. 333-64929)
4.1	Section 47 of the Company’s Bye-laws—included in Exhibit 3.2 hereto
4.2	Statement of Stock Ownership Policy—incorporated by reference herein to Exhibit 4.1 of the Registrant’s Current Report on Form 8-K (filed 12/18/08) (No. 000-28249)
10.1	Agreement between Country Club Bank and AIIC—incorporated by reference herein to Exhibit 10.2 of AMIG’s Annual Report on Form 10-K (filed 3/30/92) (No. 000-17676)(P)
10.2	Investment Advisory Agreement For Discretionary Accounts between AmerInst Insurance Company and Harris Associates L.P. dated as of January 22, 1996, as amended by the Amendment to Investment Advisory Agreement for Discretionary Accounts dated as of April 2, 1996—incorporated by reference herein to the Registrant’s Quarterly Report on Form 10-Q (filed 11/13/98) (No. 000-28249)(P)
10.3	Management Agreement between USA Risk Group (Bermuda), Ltd., Cedar Management Limited and AMIC Ltd. dated July 1, 2008—incorporated herein by reference to the Registrant’s Annual Report on Form 10-K (filed 3/31/09) (No. 000-28249)
10.4	Employment Agreement effective May 20, 2019 between Protexure Insurance Agency, Limited and F. Kyle Nieman III effective May 20, 2019
10.5	Agency Agreement effective September 25, 2009 among AmerInst Professional Services, Limited, The North River Insurance Company, United States Fire Insurance Company, Crum & Forster Indemnity Company, Crum and Forster Insurance Company, and Crum & Forster Specialty Insurance Company—incorporated by reference herein to Exhibit 10.1 of the Registrant’s Quarterly Report on Form 10-Q (filed 11/13/09) (No. 000-28249)
10.6	Professional Liability Quota Share Agreement dated September 25, 2009 among AmerInst Insurance Company, Ltd., The North River Insurance Company, United States Fire Insurance Company, Crum & Forster Indemnity Company, Crum and Forster Insurance Company, and Crum & Forster Specialty Insurance Company—incorporated by reference herein to Exhibit 10.2 of the Registrant’s Quarterly Report on Form 10-Q (filed 11/13/09) (No. 000-28249)
10.7	Addendum to Management Agreement between USA Risk Group (Bermuda), Ltd., Cedar Management Limited and AMIC Ltd. effective January 1, 2012 (filed 3/29/12) (No. 000-28249)
10.8	AmerInst Insurance Group, Ltd. 2016 Stock Option Plan—incorporated herein by reference to Exhibit 10.1 of the Registrant’s Current Report on Form 8-K (filed 6/9/16)(No. 000-28249).
10.9	Addendum to Management Agreement between Citadel Management Bermuda Limited and AMIC Ltd. effective January 1, 2020 (filed 3/30/20) (No. 000-28249).
10.10	Addendum to Management Agreement between Davies Captive Management Limited and AMIC Ltd. effective January 1, 2021*
10.11	Form of Non-Qualified Stock Option Agreement. (filed 3/31/17) (No. 000-28249)
11.1	Statement re Computation of Per Share Earnings.**

<u>Exhibit Number</u>	<u>Description</u>
21.1	Subsidiaries of the Registrant—incorporated by reference herein to Exhibit 21.1 of the Registrant’s Annual Report on Form 10-K (filed 3/29/12) (No. 000-28249)
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certification of Stuart H. Grayston pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification of Thomas R. McMahon pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	XBRL Instance Document*
101.SCH	XBRL Instance Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*

\* Filed electronically herewith

\*\* The information required to be presented in Exhibit 11.1 is provided in Note 2 to the consolidated financial statements under Part II, Item 8 of this Form 10-K in accordance with the provisions of U.S. GAAP.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 30, 2021

AMERINST INSURANCE GROUP, LTD.

By:           /S/ STUART H. GRAYSTON            
**Stuart H. Grayston,**  
**President (Principal Executive Officer)**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
/S/ STUART H. GRAYSTON <b>Stuart H. Grayston</b>	President and Director (Principal Executive Officer)	March 30, 2021
/S/ THOMAS R. MCMAHON <b>Thomas R. McMahon</b>	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 30, 2021
/S/ IRVIN F. DIAMOND <b>Irvin F. Diamond</b>	Director and Chairman of the Board	March 30, 2021
/S/ JEROME A. HARRIS <b>Jerome A. Harris</b>	Director and Vice-Chairman of the Board	March 30, 2021
/S/ JEFFRY I. GILLMAN <b>Jeffry I. Gillman</b>	Director	March 30, 2021
/S/ DAVID R. KLUNK <b>David R. Klunk</b>	Director	March 30, 2021
/S/ THOMAS B. LILLIE <b>Thomas B. Lillie</b>	Director	March 30, 2021
/S/ Vincent C. Pangia <b>Vincent C. Pangia</b>	Director	March 30, 2021
/S/ Joseph P. Murphy <b>Joseph P. Murphy</b>	Director	March 30, 2021

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## AmerInst Insurance Group, Ltd.

c/o Davies Captive Management Limited  
P.O. Box HM 1601  
Hamilton HM GX, Bermuda

## Annual Meeting

The 2021 Annual Meeting of Shareholders will be held at 10:00 a.m. on June 8, 2021 at:

The Office of Davies  
Captive Management Limited  
Continental Building  
25 Church Street  
Hamilton HM 12, Bermuda

Shareholders are encouraged to attend.

## Corporate Information

### Legal Counsel

Appleby  
Canon's Court  
22 Victoria Street  
P.O. Box HM 1179  
Hamilton HM EX, Bermuda

Gunster, Yoakley & Stewart, P.A.  
777 S. Flagler Drive  
Suite 500E  
West Palm Beach, FL 33401

BatesCarey LLP  
191 North Wacker Drive  
Suite 2400  
Chicago, IL 60606

### Independent Auditors

Deloitte Ltd.  
Corner House  
Church & Parliament Streets  
P.O. Box HM 1556  
Hamilton HM FX, Bermuda

## Annual Report Form 10-K

Copies of the AmerInst Insurance Group, Ltd. 2020 Annual Report on Form 10-K filed with the Securities and Exchange Commission are available without charge to shareholders upon written request to:

### AmerInst Insurance Group, Ltd.

c/o Davies Captive Management Limited  
P.O. Box HM 1601  
Hamilton HM GX, Bermuda

The Form 10-K is included within this 2020 Annual Report and is also available on the Securities and Exchange Commission's Internet site at <http://www.sec.gov> and on the AmerInst Internet site at <http://www.amerinst.bm>.

## Investor Information

Shareholder inquiries and requests for share transfers, name changes and redemptions should be referred to our Shareholder Services Division:

### AmerInst Insurance Group, Ltd.

c/o Davies Captive Management Limited  
P.O. Box HM 1601  
Hamilton HM GX, Bermuda

Shareholder Communications: (441) 295-7127

Fax: (441) 295-1702

E-mail: [amerinst@citadelrisk.com](mailto:amerinst@citadelrisk.com)

Web: <http://www.amerinst.bm>



AmerInst Insurance Group, Ltd.

Continental Building  
25 Church Street  
P.O. Box HM 1601  
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