

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2021

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 001-38873

Palomar Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

83-3972551

(I.R.S. Employer Identification No.)

7979 Ivanhoe Avenue, Suite 500

La Jolla, California

(Address of principal executive offices)

92037

(Zip Code)

(619) 567-5290

Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	PLMR	Nasdaq Global Select Market

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

Number of shares of the registrant's common shares outstanding at November 1, 2021: 25,415,299

PALOMAR HOLDINGS, INC.

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Part I: FINANCIAL INFORMATION**Item 1: Financial Statements****Palomar Holdings, Inc. and Subsidiaries****Condensed Consolidated Balance Sheets****(in thousands, except shares and par value data)**

	<u>September 30,</u> <u>2021</u>	<u>December 31,</u> <u>2020</u>
	<u>(Unaudited)</u>	
Assets		
Investments:		
Fixed maturity securities available for sale, at fair value (amortized cost: \$397,955 in 2021; \$381,279 in 2020)	\$ 408,046	\$ 397,987
Equity securities, at fair value (cost: \$17,829 in 2021; \$22,291 in 2020)	17,358	24,322
Total investments	425,404	422,309
Cash and cash equivalents	41,405	33,538
Restricted cash	229	248
Accrued investment income	2,506	2,545
Premium receivable	75,543	48,842
Deferred policy acquisition costs	53,995	35,481
Reinsurance recoverable on unpaid losses and loss adjustment expenses	129,044	94,566
Reinsurance recoverable on paid losses and loss adjustment expenses	54,431	10,162
Ceded unearned premiums	42,949	35,031
Prepaid expenses and other assets	40,212	34,119
Property and equipment, net	578	739
Intangible assets, net	10,512	11,512
Total assets	\$ 876,808	\$ 729,092
Liabilities and stockholders' equity		
Liabilities:		
Accounts payable and other accrued liabilities	\$ 21,551	\$ 20,730
Reserve for losses and loss adjustment expenses	175,687	129,036
Unearned premiums	257,667	183,489
Ceded premium payable	32,426	22,233
Funds held under reinsurance treaty	7,282	4,515
Deferred tax liabilities, net	4,418	5,376
Total liabilities	499,031	365,379
Stockholders' equity:		
Preferred stock, \$0.0001 par value, 5,000,000 shares authorized, 0 shares issued and outstanding as of September 30, 2021 and December 31, 2020	—	—
Common stock, \$0.0001 par value, 500,000,000 shares authorized, 25,415,299 and 25,525,796 shares issued and outstanding as of September 30, 2021 and December 31, 2020, respectively	3	3
Additional paid-in capital	316,352	310,507
Accumulated other comprehensive income	8,102	13,246
Retained earnings	53,320	39,957
Total stockholders' equity	377,777	363,713
Total liabilities and stockholders' equity	\$ 876,808	\$ 729,092

See accompanying notes.

Palomar Holdings, Inc. and Subsidiaries

Condensed Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) (Unaudited)

(in thousands, except shares and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenues:				
Gross written premiums	\$ 152,332	\$ 102,967	\$ 385,267	\$ 258,268
Ceded written premiums	(58,073)	(41,570)	(153,005)	(101,264)
Net written premiums	94,259	61,397	232,262	157,004
Change in unearned premiums	(29,539)	(19,377)	(66,274)	(40,859)
Net earned premiums	64,720	42,020	165,988	116,145
Net investment income	2,236	2,138	6,649	6,287
Net realized and unrealized gains (losses) on investments	(313)	24	(752)	1,243
Commission and other income	1,018	816	2,735	2,492
Total revenues	67,661	44,998	174,620	126,167
Expenses:				
Losses and loss adjustment expenses	28,475	41,060	31,288	46,901
Acquisition expenses	26,412	17,976	68,150	45,909
Other underwriting expenses	12,652	7,805	39,438	24,732
Total expenses	67,539	66,841	138,876	117,542
Income (loss) before income taxes	122	(21,843)	35,744	8,625
Income tax expense	(124)	(6,158)	6,529	523
Net income (loss)	246	(15,685)	29,215	8,102
Other comprehensive income, net:				
Net unrealized gains (losses) on securities available for sale for the three and nine months ended September 30, 2021 and 2020, respectively	(1,655)	909	(5,144)	5,752
Net comprehensive income (loss)	\$ (1,409)	\$ (14,776)	\$ 24,071	\$ 13,854
Per Share Data:				
Basic earnings per share	\$ 0.01	\$ (0.62)	\$ 1.15	\$ 0.33
Diluted earnings per share	\$ 0.01	\$ (0.62)	\$ 1.12	\$ 0.32
Weighted-average common shares outstanding:				
Basic	25,388,630	25,492,274	25,473,006	24,654,722
Diluted	26,043,680	25,492,274	26,133,664	25,384,518

See accompanying notes.

Palomar Holdings, Inc. and Subsidiaries

Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited)

(in thousands, except share data)

	Number of Common Shares Outstanding	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
Balance at December 31, 2019	23,468,750	\$ 2	\$ 180,012	\$ 4,686	\$ 33,856	\$ 218,556
Other comprehensive income (loss), net of tax	—	—	—	5,752	—	5,752
Stock-based compensation	—	—	1,457	—	—	1,457
Issuance of common stock in stock offerings, net of offering costs	1,900,000	1	125,546	—	—	125,547
Issuance of common stock via employee stock purchase plan	28,367	—	741	—	—	741
Issuance of common stock via equity incentive plan	121,840	—	1,740	—	—	1,740
Net income	—	—	—	—	8,102	8,102
Balance at September 30, 2020	<u>25,518,957</u>	<u>\$ 3</u>	<u>\$ 309,496</u>	<u>\$ 10,438</u>	<u>\$ 41,958</u>	<u>\$ 361,895</u>
Balance at December 31, 2020	25,525,796	\$ 3	\$ 310,507	\$ 13,246	\$ 39,957	\$ 363,713
Other comprehensive income (loss), net of tax	—	—	—	(5,144)	—	(5,144)
Stock-based compensation	—	—	3,370	—	—	3,370
Issuance of common stock via employee stock purchase plan	9,793	—	719	—	—	719
Issuance of common stock via equity incentive plan	118,806	—	1,756	—	—	1,756
Repurchases of common stock	(239,096)	—	—	—	(15,852)	(15,852)
Net income	—	—	—	—	29,215	29,215
Balance at September 30, 2021	<u>25,415,299</u>	<u>\$ 3</u>	<u>\$ 316,352</u>	<u>\$ 8,102</u>	<u>\$ 53,320</u>	<u>\$ 377,777</u>

See accompanying notes.

Palomar Holdings, Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows (Unaudited)

(in thousands)

	Nine Months Ended September 30,	
	2021	2020
Operating activities		
Net cash provided by (used in) operating activities	\$ 33,418	\$ 44,170
Investing activities		
Purchases of property and equipment	(18)	(84)
Purchases of fixed maturity securities	(88,755)	(251,504)
Purchases of equity securities	(35,675)	(46,340)
Sales and maturities of fixed maturity securities	70,696	84,663
Sales of equity securities	41,553	24,662
Securities receivable or payable, net	17	(2,748)
Payment of additional costs associated with purchase of policy renewal rights	(11)	—
Net cash provided by (used in) investing activities	(12,193)	(191,351)
Financing activities		
Proceeds from stock offerings, net of offering costs	—	125,547
Proceeds from common stock issued via employee stock purchase plan	719	741
Proceeds from common stock issued via stock option exercises	1,756	1,740
Repurchases of common stock	(15,852)	—
Net cash provided by (used in) financing activities	(13,377)	128,028
Net increase (decrease) in cash, cash equivalents and restricted cash	7,848	(19,153)
Cash, cash equivalents and restricted cash at beginning of period	33,786	33,349
Cash, cash equivalents and restricted cash at end of period	<u>\$ 41,634</u>	<u>\$ 14,196</u>
Supplementary cash flow information:		
Cash paid for income taxes	\$ 2,104	\$ 7,053

The following table summarizes our cash and cash equivalents and restricted cash and cash equivalents within the condensed consolidated balance sheets (in thousands):

	September 30,	December 31,
	2021	2020
	(unaudited)	
Cash and cash equivalents	\$ 41,405	\$ 33,538
Restricted cash	229	248
Cash and cash equivalents and restricted cash	<u>\$ 41,634</u>	<u>\$ 33,786</u>

See accompanying notes.

Palomar Holdings, Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Summary of Operations and Basis of Presentation

Summary of Operations

Palomar Holdings, Inc. (the “Company”) is a Delaware incorporated insurance holding company that was founded in 2014. The Company has several wholly owned subsidiaries including an Oregon domiciled insurance company, Palomar Specialty Insurance Company (“PSIC”), a Bermuda based reinsurance company, Palomar Specialty Reinsurance Company Bermuda Ltd. (“PSRE”), an Arizona domiciled surplus lines insurance company, Palomar Excess and Surplus Insurance Company (“PESIC”), and a California domiciled property and casualty insurance agency, Palomar Insurance Agency, DBA Palomar General Insurance Agency (“PGIA”).

Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and include the accounts of the Company and its wholly-owned subsidiaries. These condensed consolidated financial statements do not contain all information and footnotes required by U.S. GAAP for complete consolidated financial statements. For a more complete description of the Company’s business and accounting policies, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on March 9, 2021 (the “2020 Annual Report on Form 10-K”).

In the opinion of management, all adjustments necessary for a fair presentation of the condensed consolidated financial statements have been included. Such adjustments consist only of normal recurring items. All intercompany balances and transactions have been eliminated in consolidation. Interim results are not necessarily indicative of results of operations for the full year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts reported in the condensed consolidated financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein. All revisions to accounting estimates are recognized in the period in which the estimates are revised. Significant estimates reflected in the Company’s condensed consolidated financial statements include, but are not limited to, reserves for losses and loss adjustment expenses, reinsurance recoverables on unpaid losses, and the fair values of investments.

Recent Accounting Pronouncements

Recently adopted accounting pronouncements

Income Taxes

In December 2019, the FASB issued ASU No. 2019-12, *Income Taxes (Topic 740) Simplifying the Accounting for Income Taxes*. Among other things, ASU 2019-12 eliminates certain exceptions for recognizing deferred taxes for investments, performing intra-period tax allocation and calculating income taxes in interim periods. ASU 2019-12 also clarifies the accounting for transactions that result in a step-up in the tax basis of goodwill. ASU 2019-12 is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15,

2020. The Company adopted this guidance on January 1, 2021 and adoption did not have a material impact on the consolidated financial statements.

2. Investments

The Company's available-for-sale investments are summarized as follows:

<u>September 30, 2021</u>	<u>Amortized Cost or Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
(in thousands)				
Fixed maturities:				
U.S. Governments	\$ 18,965	\$ 461	\$ (115)	\$ 19,311
States, territories, and possessions	6,171	348	(118)	6,401
Political subdivisions	1,494	94	—	1,588
Special revenue excluding mortgage/asset-backed securities	43,376	1,228	(174)	44,430
Corporate and other	248,480	7,751	(1,131)	255,100
Mortgage/asset-backed securities	79,469	1,849	(102)	81,216
Total available-for-sale investments	<u>\$ 397,955</u>	<u>\$ 11,731</u>	<u>\$ (1,640)</u>	<u>\$ 408,046</u>
<u>December 31, 2020</u>	<u>Amortized Cost or Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
(in thousands)				
Fixed maturities:				
U.S. Governments	\$ 16,308	\$ 756	\$ (5)	\$ 17,059
States, territories, and possessions	6,208	428	—	6,636
Political subdivisions	2,027	125	—	2,152
Special revenue excluding mortgage/asset-backed securities	39,704	1,525	(2)	41,227
Corporate and other	234,049	11,602	(291)	245,360
Mortgage/asset-backed securities	82,983	2,785	(215)	85,553
Total available-for-sale investments	<u>\$ 381,279</u>	<u>\$ 17,221</u>	<u>\$ (513)</u>	<u>\$ 397,987</u>

Security holdings in an unrealized loss position

As of September 30, 2021, the Company held 153 fixed maturity securities in an unrealized loss position with a total estimated fair value of \$112.3 million and total gross unrealized losses of \$1.6 million. As of December 31, 2020, the Company held 90 fixed maturity securities in an unrealized loss position with a total estimated fair value of \$41.5 million and total gross unrealized losses of \$0.5 million.

The aggregate fair value and gross unrealized losses of the Company's investments aggregated by investment category and the length of time these individual securities have been in a continuous unrealized loss position as of September 30, 2021 and December 31, 2020, are as follows:

	Less Than 12 Months		More Than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
September 30, 2021						
			(in thousands)			
Fixed maturity securities:						
U.S. Governments	\$ 7,018	\$ (105)	\$ 490	\$ (10)	\$ 7,508	\$ (115)
States, territories, and possessions	3,236	(118)	—	—	3,236	(118)
Political subdivisions	—	—	—	—	—	—
Special revenue excluding mortgage/asset-backed securities	13,593	(174)	—	—	13,593	(174)
Corporate and other	70,182	(799)	5,688	(332)	75,870	(1,131)
Mortgage/asset-backed securities	9,628	(79)	2,443	(23)	12,071	(102)
Total	<u>\$ 103,657</u>	<u>\$ (1,275)</u>	<u>\$ 8,621</u>	<u>\$ (365)</u>	<u>\$ 112,278</u>	<u>\$ (1,640)</u>
December 31, 2020						
			(in thousands)			
Fixed maturity securities:						
U.S. Governments	\$ 1,496	\$ (5)	\$ —	\$ —	\$ 1,496	\$ (5)
States, territories, and possessions	—	—	—	—	—	—
Political subdivisions	—	—	—	—	—	—
Special revenue excluding mortgage/asset-backed securities	520	(2)	—	—	520	(2)
Corporate and other	22,718	(234)	203	(57)	22,921	(291)
Mortgage/asset-backed securities	16,092	(211)	496	(4)	16,588	(215)
Total	<u>\$ 40,826</u>	<u>\$ (452)</u>	<u>\$ 699</u>	<u>\$ (61)</u>	<u>\$ 41,525</u>	<u>\$ (513)</u>

The Company reviews all securities with unrealized losses on a quarterly basis to assess whether the decline in the securities fair value necessitates the recognition of an allowance for credit losses. The Company considers numerous factors in its review as described in Footnote 1 of the Notes to the Consolidated Financial Statements in the 2020 Annual Report on Form 10-K.

The Company recorded an immaterial allowance for credit losses during the second quarter of 2021 pertaining to one investment security. Based on the Company's reviews as of September 30, 2021, for the remainder of securities, the Company determined that the fixed maturity securities' unrealized losses were primarily the result of the interest rate environment and not the credit quality of the issuers. The Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before the recovery of their amortized cost basis.

Contractual maturities of available-for-sale fixed maturity securities

The amortized cost and fair value of fixed maturity securities at September 30, 2021, by contractual maturity, are shown below.

	Amortized Cost	Fair Value
	(in thousands)	
Due within one year	\$ 27,733	\$ 27,927
Due after one year through five years	134,550	137,757
Due after five years through ten years	112,259	116,275
Due after ten years	43,944	44,871
Mortgage and asset-backed securities	79,469	81,216
	<u>\$ 397,955</u>	<u>\$ 408,046</u>

Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations.

Net investment income summary

Net investment income is summarized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(in thousands)			
Interest income	\$ 2,254	\$ 2,149	\$ 6,755	\$ 6,242
Dividend income	104	109	261	354
Investment expense	(122)	(120)	(367)	(309)
Net investment income	<u>\$ 2,236</u>	<u>\$ 2,138</u>	<u>\$ 6,649</u>	<u>\$ 6,287</u>

Net realized and unrealized investment gains and losses

The following table presents net realized and unrealized investment gains and losses:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(in thousands)			
Realized gains:				
Gains on sales of fixed maturity securities	\$ 117	\$ 66	\$ 335	\$ 256
Gains on sales of equity securities	188	59	1,416	57
Total realized gains	305	125	1,751	313
Realized losses:				
Losses on sales of fixed maturity securities	—	—	(1)	(44)
Losses on sales of equity securities	—	—	—	—
Total realized losses	—	—	(1)	(44)
Net realized investment gains	305	125	1,750	269
Net unrealized gains (losses) on equity securities	(618)	(101)	(2,502)	974
Net realized and unrealized gains (losses) on investments	<u>\$ (313)</u>	<u>\$ 24</u>	<u>\$ (752)</u>	<u>\$ 1,243</u>

Realized gains and losses on disposition of investments are based on specific identification of the investments sold on the settlement date.

Proceeds from the sale of fixed maturity securities were \$12.1 million and \$29.2 million for the nine months ended September 30, 2021 and 2020, respectively.

The Company places securities on statutory deposit with certain state agencies to retain the right to do business in those states. These securities are included in available-for-sale investments on the balance sheet. At both September 30, 2021 and December 31, 2020, the carrying value of securities on deposit with state regulatory authorities was \$7.5 million.

3. Fair Value Measurements

Fair value is defined as the price that the Company would receive upon selling an investment in an orderly transaction to an independent buyer in the principal or most advantageous market of the investment.

The three-tier hierarchy of inputs is summarized in the three broad levels listed below:

Level 1—Unadjusted quoted prices are available in active markets for identical investments as of the reporting date.

Level 2—Pricing inputs are quoted prices for similar investments in active markets; quoted prices for identical or similar investments in inactive markets; or valuations based on models where the significant inputs are observable or can be corroborated by observable market data.

Level 3—Pricing inputs into models are unobservable for the investment. The unobservable inputs require significant management judgment or estimation.

To measure fair value, the Company obtains quoted market prices for its investment securities from its outside investment managers. If a quoted market price is not available, the Company uses prices of similar securities. The fair values obtained from the outside investment managers are reviewed for reasonableness and any discrepancies are investigated for final valuation.

The fair value of the Company's investments in fixed maturity securities is estimated using relevant inputs, including available market information, benchmark curves, benchmarking of like securities, sector groupings, and matrix pricing. An Option Adjusted Spread model is also used to develop prepayment and interest rate scenarios. Industry standard models are used to analyze and value securities with embedded options or prepayment sensitivities. These fair value measurements are estimated based on observable, objectively verifiable market information rather than market quotes. Therefore, these investments are classified and disclosed in Level 2 of the hierarchy.

The following tables present the hierarchy for financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2021 and December 31, 2020.

September 30, 2021	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets:				
Fixed maturity securities				
U.S. Governments	\$ —	\$ 19,311	\$ —	\$ 19,311
States, territories, and possessions	—	6,401	—	6,401
Political subdivisions	—	1,588	—	1,588
Special revenue excluding mortgage/asset-backed securities	—	44,430	—	44,430
Corporate and other	—	255,100	—	255,100
Mortgage/asset-backed securities	—	81,216	—	81,216
Equity securities	17,358	—	—	17,358
Cash, cash equivalents, and restricted cash	41,634	—	—	41,634
Total assets	\$ 58,992	\$ 408,046	\$ —	\$ 467,038

December 31, 2020	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets:				
Fixed maturity securities				
U.S. Governments	\$ —	\$ 17,059	\$ —	\$ 17,059
States, territories, and possessions	—	6,636	—	6,636
Political subdivisions	—	2,152	—	2,152
Special revenue excluding mortgage/asset-backed securities	—	41,227	—	41,227
Corporate and other	—	245,360	—	245,360
Mortgage/asset-backed securities	—	85,553	—	85,553
Equity securities	24,322	—	—	24,322
Cash, cash equivalents, and restricted cash	33,786	—	—	33,786
Total assets	\$ 58,108	\$ 397,987	\$ —	\$ 456,095

The carrying amounts of financial assets and liabilities reported in the accompanying condensed consolidated balance sheet including cash and cash equivalents, restricted cash, receivables, reinsurance recoverable, and accounts payable and other accrued liabilities approximate fair value due to their short term-maturity.

Transfers between Level 3 and Level 2 securities result from changes in the availability of market observable inputs and are recorded at the beginning of the reporting period. As of September 30, 2021 and December 31, 2020, the Company had no fixed income securities classified as Level 3.

4. Reserve for Losses and Loss Adjustment Expenses

The following table represents a reconciliation of changes in the ending reserve balances for losses and loss adjustment expenses (“LAE”):

	Three Months Ended September 30, 2021		Nine Months Ended September 30, 2020	
	2021	2020	2021	2020
	(in thousands)		(in thousands)	
Reserve for losses and LAE net of reinsurance recoverables at beginning of period	\$ 23,633	\$ 7,087	\$ 34,470	\$ 3,869
Add: Incurred losses and LAE, net of reinsurance, related to:				
Current year	28,286	40,803	34,202	46,867
Prior years	189	257	(2,914)	34
Total incurred	28,475	41,060	31,288	46,901
Deduct: Loss and LAE payments, net of reinsurance, related to:				
Current year	2,787	8,232	3,407	9,754
Prior years	2,678	375	15,708	1,476
Total payments	5,465	8,607	19,115	11,230
Reserve for losses and LAE net of reinsurance recoverables at end of period	46,643	39,540	46,643	39,540
Add: Reinsurance recoverables on unpaid losses and LAE at end of period	129,044	92,537	129,044	92,537
Reserve for losses and LAE gross of reinsurance recoverables on unpaid losses and LAE at end of period	<u>\$ 175,687</u>	<u>\$ 132,077</u>	<u>\$ 175,687</u>	<u>\$ 132,077</u>

Considerable variability is inherent in the estimate of the reserve for losses and LAE. Although management believes the liability recorded for losses and LAE is adequate, the variability inherent in this estimate could result in changes to the ultimate liability, which may be material to stockholders' equity.

The Company experienced adverse prior year development of \$0.2 million during the three months ended September 30, 2021 and adverse prior year development of \$0.3 million in the three months ended September 30, 2020. Adverse prior year development during the three months ended September 30, 2021 was primarily due to higher than anticipated severity of attritional losses, partially offset by favorable development on catastrophe losses associated with certain hurricanes which occurred during the second half of 2020 in the Company's Commercial All Risk and Specialty Homeowners line of business. Adverse prior year development in the three months ended September 30, 2020 was primarily due to reported activity in the assumed reinsurance line of business, partially offset by favorable development in the Specialty Homeowners line of business.

The Company experienced favorable prior year development of \$2.9 million during the nine months ended September 30, 2021 and adverse development of \$0.03 million in the nine months ended September 30, 2020. Favorable prior year development during the nine months ended September 30, 2021 was primarily due to lower than anticipated severity of catastrophe losses associated with certain hurricanes which occurred during the second half of 2020 in the Company's Commercial All Risk and Specialty Homeowners line of business. Adverse development in the nine months ended September 30, 2020 was primarily due to reported activity in the assumed reinsurance line of business, partially offset by favorable development in the Specialty Homeowners line of business.

5. Stockholders' Equity

Common stock reserved for future issuance

Common stock reserved for future issuance consists of the following as of September 30, 2021:

Stock options outstanding under 2019 Equity Incentive Plan	952,526
Restricted stock units outstanding under 2019 Equity Incentive Plan	168,195
Performance stock units outstanding under 2019 Equity Incentive Plan, at target	233,452
Shares authorized for future issuance under 2019 Equity Incentive Plan	2,259,725
Shares authorized for future issuance under 2019 Employee Stock Purchase Plan	681,840
Total	4,295,738

Stock based compensation

The below table summarizes the Company's stock-based compensation expense for each period presented:

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
	(in thousands)		(in thousands)	
Stock-Based Compensation	\$ 1,525	\$ 551	\$ 3,370	\$ 1,457

Stock-based compensation expense is recognized on a straight-line basis over the vesting period of equity-based awards. For performance stock units ("PSUs"), any changes to expense resulting from differences in actual performance versus target are recognized over the remaining vesting period of the awards. The Company does not apply a forfeiture rate to unvested awards and accounts for forfeitures as they occur. All stock-based compensation is included in other underwriting expenses in the Company's unaudited condensed consolidated statement of income and comprehensive income.

2019 Equity Incentive Plan

On April 16, 2019, the Company's 2019 Equity Incentive Plan (the "2019 Plan") became effective. The 2019 Plan provides for the grant of stock options, stock appreciation rights, restricted stock, restricted stock units ("RSUs"), performance shares and units, and other cash-based or share-based awards. In addition, the 2019 Plan contains a mechanism through which the Company may adopt a deferred compensation arrangement in the future.

A total of 2,400,000 shares of common stock were initially authorized and reserved for issuance under the 2019 Plan. This reserve increases on January 1 of each year through 2029 by an amount equal to the smaller of: 3% of the number of shares of common stock issued and outstanding on the immediately preceding December 31, or an amount determined by the board of directors.

Stock Options

Recipients of stock options can purchase shares of the Company's common stock at a price equal to the stock's fair market value on the grant date, determined by the closing price of the Company's common stock on the grant date. Stock options vest over a two to four-year period with 25% or 50% vesting on the first anniversary of the grant date and the remainder vesting monthly over the remaining period, subject to continued service. Stock options expire ten years after the grant date.

The following table summarizes stock option transactions for the nine months ended September 30, 2021:

	Number of shares	Weighted- average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at January 1, 2021	1,008,648	\$ 23.92	8.43	\$ 66,028
Options granted	72,063	94.76		
Options exercised	(112,819)	16.38		
Options canceled	(15,366)	84.78		
Outstanding at September 30, 2021	952,526	\$ 29.19	7.80	\$ 50,981
Vested and Exercisable at September 30, 2021	610,568	\$ 18.58	7.59	\$ 38,171

As of September 30, 2021, the Company had approximately \$3.8 million of total unrecognized stock-based compensation expense related to stock options expected to be recognized over a weighted-average period of 2.04 years.

The fair value of each option granted during the nine months ended September 30, 2021 was estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

Risk free rate of return (1)	0.57% - 1.15%
Expected share price volatility (2)	26.06% - 38.72%
Expected life in years (3)	5.89 years
Dividend yield (4)	0%

(1) Determined based on the U.S. Treasury yield in effect at the time of the grant for zero-coupon U.S. Treasury notes with remaining terms similar to the expected term of the options.

(2) Determined based on a blend of the Company's historic stock price volatility and the historic volatility of a peer group of publicly traded companies.

(3) Determined using the "simplified method" for estimating the expected option life, which is the average of the weighted-average vesting period and contractual term of the option as the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term due to the limited period of time its common stock has been publicly traded.

(4) Determined to be zero as the Company has not historically issued dividends.

July 2021 CEO stock grant

On July 15, 2021, the Company granted its CEO 125,000 RSUs and 225,000 PSUs (the “July 2021 grant”) in connection with entrance into an employment agreement lasting through December 31, 2025.

The RSUs vest as follows: 25,000 of the shares will vest on each of the first, second and third anniversary of the date of grant and the remainder shall vest in equal quarterly installments thereafter over a two-year period, subject to continued service.

The PSUs are earned based on the achievement of stock price milestones. If the Company’s stock price reaches and remains at certain milestones for 30 days, the PSUs shall become earned units and will vest upon continued service as an employee through December 31, 2025 and as an employee and/or director through the fifth anniversary of the grant date. As of September 30, 2021, none of the stock price milestones have been achieved.

The RSUs were valued based on the closing price of the Company’s stock on the grant date. The PSUs were valued using a Monte Carlo simulation to account for the market condition within the award. The Company expects to recognize \$8.9 million of expense relating to the RSUs and \$7.2 million relating to the PSUs. The expense shall be recognized straight-line over the five-year requisite service period. Should the Company’s CEO leave prior to the five-year service period, any recognized compensation expense related to unvested RSUs and PSUs will be reversed.

Restricted Stock Units

RSUs are valued using the closing price of the Company’s common stock on their grant date. The Company has issued RSUs with vesting periods of one to five years. All vesting is subject to continued service.

The following table summarizes RSU transactions for the nine months ended September 30, 2021:

	Number of shares	Weighted-average grant date fair value
Outstanding at January 1, 2021	14,734	\$ 95.86
Granted	160,729	75.75
Released	(5,987)	91.35
Forfeited	(1,281)	96.90
Non vested outstanding at September 30, 2021	<u>168,195</u>	<u>\$ 76.80</u>

As of September 30, 2021, the Company had approximately \$11.8 million of total unrecognized stock-based compensation expense related to RSUs expected to be recognized over a weighted-average period of 4.09 years.

Performance Stock Units

During the nine months ended September 30, 2021, the Company began issuing PSUs to certain employees. The Company issues PSUs with a combination of service, performance, and market conditions.

The majority of PSUs were issued pursuant to the July 2021 grant, as described above. For other PSU grants, vesting of PSUs requires a period of future service and the number of shares that vest depends on performance relative to predetermined targets of the Company’s Gross Written Premiums and Adjusted Return on Equity as set by the Compensation Committee. The PSU’s performance period is the fiscal year of the grant. At the end of the performance period, the actual results will be measured against the predetermined targets to determine the number of PSUs to be earned as compensation. The earned PSUs are then subject to a required service period of approximately three years from the grant date before vesting and being issued as common stock.

The following table summarizes PSU transactions for the nine months ended September 30, 2021:

	<u>Number of shares</u>	<u>Weighted-average grant date fair value</u>
Outstanding at January 1, 2021	—	\$ —
Granted	233,658	34.45
Vested	—	—
Forfeited	(206)	97.87
Non vested outstanding at September 30, 2021	<u>233,452</u>	<u>\$ 34.40</u>

The PSU grants above represent the number of shares that would vest based on achievement of all stock price milestones in the July 2021 grant and the 100% achievement of the predetermined performance and market conditions for the other PSU grants. The actual number of PSUs which will vest is subject to adjustment based on the Company's actual stock price performance and financial performance relative to the predetermined targets. As of September 30, 2021, the Company had approximately \$7.5 million of total unrecognized stock-based compensation expense related to PSUs expected to be recognized over a weighted-average period of 4.70 years.

2019 Employee Stock Purchase Plan

On April 16, 2019, the Company's 2019 Employee Stock Purchase Plan "the "2019 ESPP") became effective. A total of 240,000 shares of common stock are initially authorized and reserved for issuance under the 2019 ESPP. In addition, the 2019 ESPP provides for annual increases in the number of shares available for issuance on January 1 of each year through 2029, equal to the smaller of 240,000 shares of the Company's common stock or such other amount as may be determined by the board of directors.

Under the 2019 ESPP, employees can purchase Company stock at a discount via payroll withholdings. The 2019 ESPP is administered through employee participation in discrete offering periods. During each discrete offering period employee funds are withheld, and the stock purchase occurs upon the conclusion of the offering period. The Company issued 9,793 shares pursuant to the ESPP during the nine months ended September 30, 2021.

Share repurchases

On March 29, 2021, the Company's Board of Directors approved the adoption of a share repurchase program which became effective March 31, 2021. The program authorizes the repurchase by the Company of up to \$40 million of its outstanding shares of common stock through the period ending on March 31, 2023. Under the share repurchase program, shares may be repurchased from time to time in the open market or negotiated transactions at prevailing market rates, or by other means in accordance with federal securities laws.

The Company purchased 239,096 shares for \$15.8 million under this program during the nine months ended September 30, 2021. The Company accounts for share repurchases by charging the excess of repurchase price over the common stock's par value entirely to retained earnings. All repurchased shares are retired and become authorized but unissued shares.

6. Accumulated Other Comprehensive Income

Changes in accumulated other comprehensive income (“AOCI”) are as follows:

	<u>Nine Months Ended September 30,</u>	
	<u>2021</u>	<u>2020</u>
	(in thousands)	
Beginning Balance	\$ 13,246	\$ 4,686
Other comprehensive income before reclassification	(6,177)	7,494
Federal income tax expense	1,297	(1,573)
Other comprehensive income before reclassification, net of tax	(4,880)	5,921
Amounts reclassified from AOCI	(334)	(214)
Federal income tax expense	70	45
Amounts reclassified from AOCI, net of tax	(264)	(169)
Other comprehensive income	(5,144)	5,752
Balance at end of period	<u>\$ 8,102</u>	<u>\$ 10,438</u>

7. Underwriting Information

The Company has a single reportable segment and offers primarily earthquake, wind, inland marine, and flood insurance products. Gross written premiums (“GWP”) by product are presented below:

Product	<u>Three Months Ended September 30,</u>				<u>Nine Months Ended September 30,</u>			
	<u>2021</u>		<u>2020</u>		<u>2021</u>		<u>2020</u>	
	Amount	(\$ in thousands) % of GWP	Amount	% of GWP	Amount	(\$ in thousands) % of GWP	Amount	% of GWP
Residential Earthquake	\$ 50,075	32.9 %	\$ 40,507	39.3 %	\$ 128,165	33.3 %	\$ 103,503	40.1 %
Commercial Earthquake	27,433	18.0 %	18,061	17.5 %	66,052	17.1 %	40,727	15.8 %
Specialty Homeowners	19,881	13.1 %	17,048	16.6 %	53,018	13.8 %	38,461	14.9 %
Inland Marine	19,532	12.8 %	4,406	4.3 %	39,047	10.1 %	9,747	3.8 %
Hawaii Hurricane	8,996	5.9 %	4,360	4.2 %	22,921	5.9 %	10,296	4.0 %
Commercial All Risk	6,867	4.5 %	12,467	12.1 %	30,032	7.8 %	39,765	15.4 %
Residential Flood	3,228	2.1 %	2,170	2.1 %	8,377	2.2 %	5,728	2.2 %
Other	16,320	10.7 %	3,948	3.9 %	37,655	9.8 %	10,041	3.8 %
Total Gross Written Premiums	<u>\$ 152,332</u>	<u>100.0 %</u>	<u>\$ 102,967</u>	<u>100.0 %</u>	<u>\$ 385,267</u>	<u>100.0 %</u>	<u>\$ 258,268</u>	<u>100.0 %</u>

Gross written premiums by state are as follows:

State	Three Months Ended September 30,				Nine Months Ended September 30,			
	2021		2020		2021		2020	
	Amount	(\$ in thousands) % of GWP	Amount	% of GWP	Amount	(\$ in thousands) % of GWP	Amount	% of GWP
California	\$ 72,505	47.6 %	\$ 52,960	51.4 %	\$ 180,142	46.8 %	\$ 124,131	48.1 %
Texas	19,715	13.0 %	20,460	19.9 %	48,142	12.5 %	55,047	21.3 %
Hawaii	10,342	6.8 %	5,097	5.0 %	26,312	6.8 %	11,990	4.6 %
Florida	7,203	4.7 %	685	0.7 %	24,958	6.5 %	685	0.3 %
Washington	7,180	4.7 %	4,340	4.2 %	15,931	4.1 %	10,002	3.9 %
Oregon	3,964	2.6 %	2,912	2.8 %	9,686	2.5 %	7,298	2.8 %
North Carolina	3,719	2.4 %	2,839	2.8 %	11,871	3.1 %	7,131	2.8 %
Illinois	2,893	1.9 %	1,575	1.5 %	8,668	2.2 %	4,416	1.7 %
Other	24,811	16.3 %	12,099	11.7 %	59,557	15.5 %	37,568	14.5 %
Total Gross Written Premiums	<u>\$ 152,332</u>	<u>100.0 %</u>	<u>\$ 102,967</u>	<u>100.0 %</u>	<u>\$ 385,267</u>	<u>100.0 %</u>	<u>\$ 258,268</u>	<u>100.0 %</u>

Gross written premiums by insurance subsidiary are as follows:

Subsidiary	Three Months Ended September 30,				Nine Months Ended September 30,			
	2021		2020		2021		2020	
	Amount	(\$ in thousands) % of GWP	Amount	% of GWP	Amount	(\$ in thousands) % of GWP	Amount	% of GWP
PSIC	\$ 110,875	72.8 %	\$ 93,987	91.3 %	\$ 285,991	74.2 %	\$ 249,288	96.5 %
PESIC	41,457	27.2 %	8,980	8.7 %	99,276	25.8 %	8,980	3.5 %
Total Gross Written Premiums	<u>\$ 152,332</u>	<u>100.0 %</u>	<u>\$ 102,967</u>	<u>100.0 %</u>	<u>\$ 385,267</u>	<u>100.0 %</u>	<u>\$ 258,268</u>	<u>100.0 %</u>

8. Income Taxes

The Company calculates its tax provision in interim periods using its best estimate of the effective tax rate expected for the full year. The tax rate for the three and nine months ended September 30, 2021 and 2020 differs from the statutory rate of 21% due primarily to the tax impact of the permanent component of employee stock option exercises.

9. Earnings Per Share

The following table sets out earnings per share of common stock:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
	(in thousands, except shares and per share data)		(in thousands, except shares and per share data)	
Net income (loss)	\$ 246	\$ (15,685)	\$ 29,215	\$ 8,102
Weighted average common shares outstanding:				
Basic	25,388,630	25,492,274	25,473,006	24,654,722
Common Share equivalents	655,050	—	660,658	729,796
Diluted	<u>26,043,680</u>	<u>25,492,274</u>	<u>26,133,664</u>	<u>25,384,518</u>
Earnings per share:				
Basic	\$ 0.01	\$ (0.62)	\$ 1.15	\$ 0.33
Diluted	<u>\$ 0.01</u>	<u>\$ (0.62)</u>	<u>\$ 1.12</u>	<u>\$ 0.32</u>

Common share equivalents relate primarily to outstanding stock options, RSUs and PSUs under the 2019 Plan and unpurchased shares under the 2019 ESPP and are calculated using the treasury stock method. For the three months ended September 30, 2020, there were 761,337 common share equivalents excluded from the calculation of diluted earnings per share as their effects were anti-dilutive due to the net loss reported in this period.

10. Reinsurance

The Company utilizes reinsurance in order to limit its exposure to losses and enable it to underwrite policies with sufficient limits to meet policyholder needs. The Company utilizes both excess of loss (XOL) and quota share reinsurance.

As of September 30, 2021, the Company's catastrophe event retention is \$12.5 million for all perils. As of September 30, 2021, the Company's XOL reinsurance structure provides protection up to \$1.68 billion for earthquake events and \$700 million for hurricane events.

In addition to reinsurance purchased from traditional reinsurers, the Company has historically incorporated collateralized protection from the insurance linked securities market (e.g. catastrophe bonds). During the first quarter of 2021, the Company closed a \$400 million 144A catastrophe bond which became effective June 1, 2021. The catastrophe bond was completed through Torrey Pines Re Pte. Ltd. ("Torrey Pines Re"). Torrey Pines Re. is a special purpose insurer established in Singapore whereby Torrey Pines Re provides Palomar with indemnity-based reinsurance covering earthquake events.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The discussion and analysis below includes certain forward-looking statements that are subject to risks, uncertainties and other factors described in part II, item 1A of this Quarterly Report. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors.

The results of operations for the three and nine months ended September 30, 2021 are not necessarily indicative of the results that may be expected for the full year ended December 31, 2021, or for any other future period. The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and the notes thereto included in Part I, Item 1 of this Quarterly Report, and in conjunction with our audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K as filed with the SEC on March 9, 2021.

References to the "Company," "Palomar," "we," "us," and "our" are to Palomar Holdings, Inc. and its subsidiaries, unless the context otherwise requires.

Overview

We are a rapidly growing and innovative insurer focused on providing specialty insurance to residential and commercial customers. Our underwriting and analytical expertise allow us to concentrate on certain markets that we believe are underserved by other insurance companies, such as the markets for earthquake, hurricane and flood insurance. We use proprietary data analytics and a modern technology platform to offer our customers flexible products with customized and granular pricing for both the admitted and excess and surplus lines (“E&S”) markets.

We provide admitted insurance products through our Oregon domiciled insurance company, Palomar Specialty Insurance Company (“PSIC”), and non-admitted insurance products through our Arizona domiciled surplus lines insurance company, Palomar Excess and Surplus Insurance Company (“PESIC”). We distribute our products through multiple channels, including retail agents, program administrators, wholesale brokers, and partnerships with other insurance companies. Our business strategy is supported by a comprehensive risk transfer program with reinsurance coverage that we believe reduces earnings volatility and provides appropriate levels of protection from catastrophic events. Our management team combines decades of insurance industry experience across specialty underwriting, reinsurance, program administration, distribution, and analytics.

Founded in 2014, we have significantly grown our business and have generated attractive returns. We have organically increased gross written premiums from \$16.6 million for the year ended December 31, 2014, our first year of operations, to \$354.4 million for the year ended December 31, 2020, a compound annual growth rate (“CAGR”) of approximately 66%. For the nine months ended September 30, 2021, we experienced average monthly premium retention rates above 90% for our Residential Earthquake and Hawaii Hurricane lines and approximately 87% overall across all continuing lines of business, providing strong visibility into future revenue.

In February 2014, PSIC was awarded an “A-” rating from A.M. Best Company (“A.M. Best”), a leading rating agency for the insurance industry. An “A-” rating is categorized by A.M. Best as an excellent rating and indicates a stable outlook. In July 2020, PESIC was also awarded an “A-” rating by A.M. Best. In May 2021, A.M. Best affirmed the “A-” rating of PSIC and PESIC. These ratings reflect A.M. Best’s opinion of our subsidiaries’ financial strength, operating performance, and ability to meet obligations to policyholders and are not an evaluation directed towards the protection of investors.

We believe that our market opportunity, distinctive products, and differentiated business model position us to grow our business profitably.

COVID-19 Update

The COVID-19 Pandemic (the “Pandemic”) continues to impact businesses, households, communities, and financial markets.

In response to the Pandemic, we have been taking several actions to protect the health of the public and our employees while serving our policyholders and ensuring business continuity. We have implemented safeguards to ensure operational reliability and established safety protocols for employees who interact directly with the public. We also provide employees a reimbursement to help manage incremental costs associated with remote work. In addition, we are taking extra physical security and cybersecurity measures to safeguard our systems to serve the operational needs of our workforce and ensure uninterrupted service to our brokers and policyholders.

We have experienced business interruption claims related to the Pandemic. Our All Risk and Commercial Earthquake (Difference in Conditions or “DIC”) policies offer business interruption coverage for insureds for a loss in business income caused by physical damage to the structure. Each of our All Risk policies has a virus and/or communicable disease exclusion. Our DIC policies require physical damage to the structure caused by the covered perils, whether it be an earthquake or flood. We are acknowledging, investigating, assessing and adjudicating each claim received and providing the policyholder requisite consideration.

Our results of operations depend, in part, on the performance of our investment portfolio. Since the onset of the Pandemic, we have experienced volatility in the fair value of our investment portfolio due to unrealized losses and gains on our fixed income securities. We have not seen a significant impact on the growth rate of our gross written premiums since the beginning of the Pandemic. However, the macroeconomic effects of the Pandemic may persist for an indefinite period, even after the Pandemic has subsided and we cannot anticipate all the ways in which the Pandemic or other similar global health crises could adversely impact our business in the future.

Components of Our Results of Operations

Gross Written Premiums

Gross written premiums are the amounts received or to be received for insurance policies written or assumed by us during a specific period of time without reduction for policy acquisition costs, reinsurance costs or other deductions. The volume of our gross written premiums in any given period is generally influenced by:

- Volume of new business submissions in existing products or partnerships;
- Binding of new business submissions in existing products or partnerships into policies;
- Entrance into new partnerships or the offering of new types of insurance products;
- Renewal rates of existing policies; and
- Average size and premium rate of bound policies.

Our gross written premiums are also impacted when we assume unearned in-force premiums due to new partnerships or other business reasons. In periods where we assume a large volume of unearned premiums, our gross written premiums may increase significantly compared to prior periods and the increase may not be indicative of future trends.

Ceded Written Premiums

Ceded written premiums are the amount of gross written premiums ceded to reinsurers. We enter into reinsurance contracts to limit our exposure to potential losses and to provide additional capacity for growth. We cede premiums primarily through excess of loss (“XOL”) agreements and quota share agreements. Ceded written premiums are earned pro-rata over the period of risk covered. The volume of our ceded written premiums is impacted by the amount of our gross written premiums and our decisions to increase or decrease limits or retention levels in our XOL agreements and co-participation levels in our quota share agreements.

Our ceded written premiums can be impacted significantly in certain periods due to changes in quota share agreements. In periods where we modify a quota share agreement, ceded written premiums may increase or decrease significantly compared to prior periods and these fluctuations may not be indicative of future trends. In addition, our XOL costs as a percentage of gross earned premiums may vary each period due to changes of premium in-force during

the XOL contract period or due to acceleration of XOL charges or the need to purchase additional reinsurance due to losses.

Net Earned Premiums

Net earned premiums represent the earned portion of our gross written premiums, less the earned portion that is ceded to third-party reinsurers under our reinsurance agreements. Our insurance policies generally have a term of one year and premiums are earned pro rata over the term of the policy.

Commission and Other Income

Commission and other income consist of commissions earned on policies written on behalf of third party insurance companies where we have no exposure to the insured risk and certain fees earned in conjunction with underwriting policies. Commission and other income are earned on the effective date of the underlying policy.

Losses and Loss Adjustment Expenses

Losses and loss adjustment expenses represent the costs incurred for losses, net of any losses ceded to reinsurers. These expenses are a function of the size and term of the insurance policies we write and the loss experience associated with the underlying coverage. Certain policies we write subject us to attritional losses such as building fires. In addition, most of the policies we write subject us to catastrophe losses. Catastrophe losses are certain losses resulting from events involving multiple claims and policyholders, including earthquakes, hurricanes, floods, convective storms, terrorist acts or other aggregating events. Our losses and loss adjustment expenses are generally affected by:

- The occurrence, frequency and severity of catastrophe events in the areas where we underwrite policies relating to these perils;
- The occurrence, frequency and severity of non-catastrophe attritional losses;
- The mix of business written by us;
- The reinsurance agreements we have in place at the time of a loss;
- The geographic location and characteristics of the policies we underwrite;
- Changes in the legal or regulatory environment related to the business we write;
- Trends in legal defense costs; and
- Inflation in housing and construction costs.

Losses and loss adjustment expenses are based on an actuarial analysis of the estimated losses, including losses incurred during the period and changes in estimates from prior periods. Losses and loss adjustment expenses may be paid out over multiple years.

Acquisition Expenses

Acquisition expenses are principally comprised of the commissions we pay retail agents, program administrators and wholesale brokers, net of ceding commissions we receive on business ceded under quota share reinsurance contracts. In addition, acquisition expenses include premium-related taxes and other fees. Acquisition expenses related to each policy we write are deferred and expensed pro rata over the term of the policy.

Other Underwriting Expenses

Other underwriting expenses represent the general and administrative expenses of our insurance operations including employee salaries and benefits, software and technology costs, office rent, stock-based compensation, licenses and fees, and professional services fees such as legal, accounting, and actuarial services.

Net Investment Income

We earn investment income on our portfolio of invested assets. Our invested assets are primarily comprised of fixed maturity securities, and may also include cash and cash equivalents, and equity securities. The principal factors that influence net investment income are the size of our investment portfolio, the yield on that portfolio, and investment management expenses. As measured by amortized cost, which excludes changes in fair value, caused by changes in interest rates, the size of our investment portfolio is mainly a function of our invested capital along with premium we receive from our insureds, less payments on policyholder claims and other operating expenses. Our balance of invested capital may be impacted in the future by repurchases of shares of our common stock.

Net Realized and Unrealized Gains and Losses on Investments

Net realized and unrealized gains and losses on investments are a function of the difference between the amount received by us on the sale of a security and the security's cost-basis, mark-to-market adjustments, and credit losses recognized in earnings.

Income Tax Expense

Currently our income tax expense consists mainly of federal income taxes imposed on our operations. Our effective tax rates are dependent upon the components of pretax earnings and the related tax effects.

Key Financial and Operating Metrics

We discuss certain key financial and operating metrics, described below, which provide useful information about our business and the operational factors underlying our financial performance.

Underwriting revenue is a non-GAAP financial measure defined as total revenue, excluding net investment income and net realized and unrealized gains and losses on investments. See "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of total revenue calculated in accordance with GAAP to underwriting revenue.

Underwriting income is a non-GAAP financial measure defined as income before income taxes excluding net investment income and net realized and unrealized gains and losses on investments. See "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of income before income taxes calculated in accordance with GAAP to underwriting income.

Adjusted net income is a non-GAAP financial measure defined as net income excluding the impact of certain items that may not be indicative of underlying business trends, operating results, or future outlook, net of tax impact. We calculate the tax impact only on adjustments which would be included in calculating our income tax expense using the estimated tax rate at which the company received a deduction for these adjustments. See "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of net income calculated in accordance with GAAP to adjusted net income.

Return on equity is net income expressed on an annualized basis as a percentage of average beginning and ending stockholders' equity during the period.

Adjusted return on equity is a non-GAAP financial measure defined as adjusted net income expressed on an annualized basis as a percentage of average beginning and ending stockholders' equity during the period. See "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of return on equity calculated using unadjusted GAAP numbers to adjusted return on equity.

Loss ratio, expressed as a percentage, is the ratio of losses and loss adjustment expenses, to net earned premiums.

Expense ratio, expressed as a percentage, is the ratio of acquisition and other underwriting expenses, net of commission and other income to net earned premiums.

Combined ratio is defined as the sum of the loss ratio and the expense ratio. A combined ratio under 100% generally indicates an underwriting profit. A combined ratio over 100% generally indicates an underwriting loss.

Adjusted combined ratio is a non-GAAP financial measure defined as the sum of the loss ratio and the expense ratio calculated excluding the impact of certain items that may not be indicative of underlying business trends, operating results, or future outlook. See “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of combined ratio calculated using unadjusted GAAP numbers to adjusted combined ratio.

Diluted adjusted earnings per share is a non-GAAP financial measure defined as adjusted net income divided by the weighted-average common shares outstanding for the period, reflecting the dilution which could occur if equity-based awards are converted into common share equivalents as calculated using the treasury stock method. See “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of diluted earnings per share calculated in accordance with GAAP to diluted adjusted earnings per share.

Catastrophe loss ratio is a non-GAAP financial measure defined as the ratio of catastrophe losses to net earned premiums. See “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of loss ratio calculated using unadjusted GAAP numbers to catastrophe loss ratio.

Adjusted combined ratio excluding catastrophe losses is a non-GAAP financial measure defined as adjusted combined ratio excluding the impact of catastrophe losses. See “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of combined ratio calculated using unadjusted GAAP numbers to adjusted combined ratio excluding catastrophe losses.

Tangible stockholders’ equity is a non-GAAP financial measure defined as stockholders’ equity less intangible assets. See “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of stockholders’ equity calculated in accordance with GAAP to tangible stockholders’ equity.

Results of Operations

Three months ended September 30, 2021 compared to three months ended September 30, 2020

The following table summarizes our results for the three months ended September 30, 2021 and 2020:

	Three months ended September 30,		Change	% Change
	2021	2020		
	(\$ in thousands, except per share data)			
Gross written premiums	\$ 152,332	\$ 102,967	\$ 49,365	47.9 %
Ceded written premiums	(58,073)	(41,570)	(16,503)	39.7 %
Net written premiums	94,259	61,397	32,862	53.5 %
Net earned premiums	64,720	42,020	22,700	54.0 %
Commission and other income	1,018	816	202	24.8 %
Total underwriting revenue (1)	65,738	42,836	22,902	53.5 %
Losses and loss adjustment expenses	28,475	41,060	(12,585)	(30.7)%
Acquisition expenses	26,412	17,976	8,436	46.9 %
Other underwriting expenses	12,652	7,805	4,847	62.1 %
Underwriting loss (1)	(1,801)	(24,005)	22,204	(92.5)%
Net investment income	2,236	2,138	98	4.6 %
Net realized and unrealized gains (losses) on investments	(313)	24	(337)	NM
Income (loss) before income taxes	122	(21,843)	21,965	(100.6)%
Income tax expense	(124)	(6,158)	6,034	(98.0)%
Net income (loss)	\$ 246	\$ (15,685)	\$ 15,931	(101.6)%
Adjustments:				
Stock-based compensation expense	1,525	551	974	176.8 %
Amortization of intangibles	115	—	115	NM
Tax impact	(166)	(101)	(65)	NM
Adjusted net income (loss) (1)	\$ 1,720	\$ (15,235)	\$ 16,955	(111.3)%
Key Financial and Operating Metrics				
Annualized return on equity	0.3 %	(17.0)%		
Annualized adjusted return on equity (1)	1.8 %	(16.5)%		
Loss ratio	44.0 %	97.7 %		
Expense ratio	58.8 %	59.4 %		
Combined ratio	102.8 %	157.1 %		
Adjusted combined ratio (1)	100.2 %	155.8 %		
Diluted earnings per share	\$ 0.01	\$ (0.62)		
Diluted adjusted earnings per share (1)	\$ 0.07	\$ (0.60)		
Catastrophe losses	\$ 17,487	\$ 36,512		
Catastrophe loss ratio (1)	27.0 %	86.9 %		
Adjusted combined ratio excluding catastrophe losses (1)	73.2 %	68.9 %		
NM- not meaningful				

(1) Indicates non-GAAP financial measure; see “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of the non-GAAP financial measures to their most directly comparable financial measures prepared in accordance with GAAP.

Gross Written Premiums

Gross written premiums increased \$49.3 million, or 47.9% to \$152.3 million for the three months ended September 30, 2021 compared to \$103.0 million for the three months ended September 30, 2020. Premium growth was primarily due to an increased volume of policies written across our lines of business which was driven by new business

generated with existing partners, strong premium retention rates for existing business, expansion of our distribution footprint, and new partnerships. The following table summarizes our gross written premiums by line of business and shows each line's percentage of total gross written premiums for each period:

Product	Three Months Ended September 30,					
	2021		2020		Change	% Change
	Amount	% of GWP	Amount	% of GWP		
	(\$ in thousands)					
Residential Earthquake	\$ 50,075	32.9 %	\$ 40,507	39.3 %	\$ 9,568	23.6 %
Commercial Earthquake	27,433	18.0 %	18,061	17.5 %	9,372	51.9 %
Specialty Homeowners	19,881	13.1 %	17,048	16.6 %	2,833	16.6 %
Inland Marine	19,532	12.8 %	4,406	4.3 %	15,126	343.3 %
Hawaii Hurricane	8,996	5.9 %	4,360	4.2 %	4,636	106.3 %
Commercial All Risk	6,867	4.5 %	12,467	12.1 %	(5,600)	(44.9)%
Residential Flood	3,228	2.1 %	2,170	2.1 %	1,058	48.8 %
Other	16,320	10.7 %	3,948	3.9 %	12,372	313.4 %
Total Gross Written Premiums	\$ 152,332	100.0 %	\$ 102,967	100.0 %	\$ 49,365	47.9 %

During the fourth quarter of 2020, we made significant underwriting changes to our Commercial All Risk program including ceasing to write policies on an admitted basis. The majority of prior year Commercial All Risk policies were written on an admitted basis and these changes significantly impacted the growth rate shown above.

The following table summarizes our gross written premiums by insurance subsidiary:

Subsidiary	Three Months Ended September 30,					
	2021		2020		Change	% Change
	Amount	% of GWP	Amount	% of GWP		
	(\$ in thousands)					
PSIC	\$ 110,875	72.8 %	\$ 93,987	91.3 %	\$ 16,888	18.0 %
PESIC	41,457	27.2 %	8,980	8.7 %	32,477	361.7 %
Total Gross Written Premiums	\$ 152,332	100.0 %	\$ 102,967	100.0 %	\$ 49,365	47.9 %

NM- not meaningful

Ceded Written Premiums

Ceded written premiums increased \$16.5 million, or 39.7%, to \$58.1 million for the three months ended September 30, 2021 from \$41.6 million for the three months ended September 30, 2020. The increase was primarily due to excess of loss ("XOL") reinsurance expense due to growth in exposure and increased quota share cessions due to growth in the volume of written premiums subject to quota shares.

Ceded written premiums as a percentage of gross written premiums decreased to 38.1% for the three months ended September 30, 2021 from 40.4% for the three months ended September 30, 2020. This decrease was primarily due to lower XOL expense as a percentage of gross written premiums.

Net Written Premiums

Net written premiums increased \$32.9 million, or 53.5%, to \$94.3 million for the three months ended September 30, 2021 from \$61.4 million for the three months ended September 30, 2020. The increase was primarily due to an increase in gross written premiums, primarily in our Residential Earthquake and Inland Marine lines partially offset by increased ceded written premiums.

Net Earned Premiums

Net earned premiums increased \$22.7 million, or 54.0%, to \$64.7 million for the three months ended September 30, 2021 from \$42.0 million for the three months ended September 30, 2020 due primarily to the earning of increased gross written premiums offset by the earning of ceded written premiums under reinsurance agreements. The table below shows the amount of premiums we earned on a gross and net basis and net earned premiums as a percentage of gross earned premiums in each period presented:

	Three Months Ended September 30,		Change	% Change
	2021	2020 (\$ in thousands)		
Gross earned premiums	\$ 117,276	\$ 79,428	\$ 37,848	47.7 %
Ceded earned premiums	(52,556)	(37,408)	(15,148)	40.5 %
Net earned premiums	<u>\$ 64,720</u>	<u>\$ 42,020</u>	<u>\$ 22,700</u>	54.0 %
Net earned premium ratio	55.2%	52.9%		

Commission and Other Income

Commission and other income increased by \$0.2 million, or 24.8%, to \$1.0 million for the three months ended September 30, 2021, from \$0.8 million for the three months ended September 30, 2020. This was due to an increase in policy related fees associated with an increased volume of premiums written.

Losses and Loss Adjustment Expenses

Losses and loss adjustment expenses decreased \$12.6 million, or 30.7% to \$28.5 million for the three months ended September 30, 2021 from \$41.1 million for the three months ended September 30, 2020. Losses and loss adjustment expenses consisted of the following elements during the respective periods:

	Three Months Ended September 30,		Change	% Change
	2021	2020 (\$ in thousands)		
Catastrophe losses	\$ 17,487	\$ 36,512	\$ (19,025)	(52.1)%
Non-catastrophe losses	10,988	4,548	6,440	141.6 %
Total losses and loss adjustment expenses	<u>\$ 28,475</u>	<u>\$ 41,060</u>	<u>\$ (12,585)</u>	(30.7)%

Our catastrophe loss ratio was 27.0% during the three months ended September 30, 2021. Catastrophe losses included losses from Hurricanes Ida and Nicholas which impacted our Commercial All Risk and Specialty Homeowners lines of business and a single loss from an excess liability indemnity policy covered by PESIC.

Our catastrophe loss ratio was 86.9% during the three months ended September 30, 2020. Catastrophe losses primarily included losses from Hurricanes Hanna, Isaias, Laura, Sally and Beta and impacted primarily our Commercial All Risk and Specialty Homeowners lines of business.

Our non-catastrophe loss ratio was 17.0% for the three months ended September 30, 2021 compared to 10.8% during the three months ended September 30, 2020. Non-catastrophe losses increased due mainly to higher attritional losses on lines of business subject to attritional losses such as Commercial All Risk, Specialty Homeowners, Flood, and Inland Marine.

Acquisition Expenses

Acquisition expenses increased \$8.4 million, or 46.9%, to \$26.4 million for the three months ended September 30, 2021 from \$18.0 million for the three months ended September 30, 2020. The increase was primarily due to higher earned premiums which resulted in higher commissions and premium-related taxes. Acquisition expenses as a percentage of gross earned premiums were 22.5% for the three months ended September 30, 2021 compared to 22.6% for the three months ended September 30, 2020. Acquisition expenses as a percentage of gross earned premiums fluctuates based on mix of business produced and quota share arrangements in place.

Other Underwriting Expenses

Other underwriting expenses increased \$4.8 million, or 62.1%, to \$12.6 million for the three months ended September 30, 2021 from \$7.8 million for the three months ended September 30, 2020. The increase was primarily due to the company incurring higher payroll, technology, stock-based compensation, and professional fees expenses associated with growth of the Company.

Other underwriting expenses as a percentage of gross earned premiums were 10.8% for the three months ended September 30, 2021 compared to 9.8% for the three months ended September 30, 2020. Excluding the impact of expenses relating to stock-based compensation and amortization of intangibles, other underwriting expenses as a percentage of gross earned premiums were 9.4% for the three months ended September 30, 2021 compared to 9.1% for the three months ended September 30, 2020. Other underwriting expenses as a percentage of gross earned premiums may fluctuate period over period based on timing of certain expenses relative to premium growth.

Net Investment Income and Net Realized and Unrealized Gains (Losses) on Investments

Net investment income increased \$0.1 million, or 4.6%, to \$2.2 million for the three months ended September 30, 2021 from \$2.1 million for the three months ended September 30, 2020. The increase was primarily due to a higher average balance of investments during the three months ended September 30, 2021, partially offset by lower yields on recently invested funds.

Net realized and unrealized gains on investments decreased \$0.3 million to a \$0.3 million loss for the three months ended September 30, 2021 from an immaterial gain for the three months ended September 30, 2020 due to unrealized losses on our equity securities during the period ended September 30, 2021. Currently, we mainly invest in investment grade fixed maturity securities, including U.S. government issues, state government issues, mortgage and asset-backed obligations, and corporate bonds with a small portion of our portfolio in equity securities. The following table summarizes the components of our investment income for each period presented:

	Three Months Ended September 30,		Change	% Change
	2021	2020		
Interest income	\$ 2,254	\$ 2,149	\$ 105	4.9 %
Dividend income	104	109	(5)	(4.6)%
Investment management fees and expenses	(122)	(120)	(2)	1.7 %
Net investment income	2,236	2,138	98	4.6 %
Net realized and unrealized gains (losses) on investments	(313)	24	(337)	(1,404.2)%
Total	<u>\$ 1,923</u>	<u>\$ 2,162</u>	<u>\$ (239)</u>	(11.1)%

Income Tax Expense

Income taxes increased \$6.0 million or 98.0% to \$0.1 million of benefit for the three months ended September 30, 2021 from \$6.2 million of benefit for the three months ended September 30, 2020 due to higher pretax income during the three months ended September 30, 2021. During the three months ended September 30, 2021, our income tax rate of negative 101.6% differed from the statutory rate of 21% due primarily to the tax impact of the permanent component of

employee stock option exercises. The tax rate was also impacted by the Company's pre-tax income being close to break-even. For the three months ended September 30, 2020 our income tax rate of 28.2% differed from the statutory rate of 21% also due primarily to the tax impact of the permanent component of employee stock option exercises.

Nine months ended September 30, 2021 compared to nine months ended September 30, 2020

The following table summarizes our results for the nine months ended September 30, 2021 and 2020:

	Nine months ended September 30,		Change	% Change
	2021	2020		
	(\$ in thousands, except per share data)			
Gross written premiums	\$ 385,267	\$ 258,268	\$ 126,999	49.2 %
Ceded written premiums	(153,005)	(101,264)	(51,741)	51.1 %
Net written premiums	232,262	157,004	75,258	47.9 %
Net earned premiums	165,988	116,145	49,843	42.9 %
Commission and other income	2,735	2,492	243	9.8 %
Total underwriting revenue (1)	168,723	118,637	50,086	42.2 %
Losses and loss adjustment expenses	31,288	46,901	(15,613)	(33.3)%
Acquisition expenses	68,150	45,909	22,241	48.4 %
Other underwriting expenses	39,438	24,732	14,706	59.5 %
Underwriting income (1)	29,847	1,095	28,752	NM
Net investment income	6,649	6,287	362	5.8 %
Net realized and unrealized gains (losses) on investments	(752)	1,243	(1,995)	(160.5)%
Income before income taxes	35,744	8,625	27,119	314.4 %
Income tax expense	6,529	523	6,006	NM
Net income	\$ 29,215	\$ 8,102	\$ 21,113	260.6 %
Adjustments:				
Expenses associated with transactions and stock offerings	411	708	(297)	NM
Stock-based compensation expense	3,370	1,457	1,913	131.3 %
Amortization of intangibles	704	—	704	NM
Expenses associated with catastrophe bond, net of rebate	1,698	399	1,299	NM
Tax impact	(1,156)	(534)	(622)	NM
Adjusted net income (1)	\$ 34,242	\$ 10,132	\$ 24,110	238.0 %
Key Financial and Operating Metrics				
Annualized return on equity	10.5 %	3.7 %		
Annualized adjusted return on equity (1)	12.3 %	4.7 %		
Loss ratio	18.8 %	40.4 %		
Expense ratio	63.2 %	58.7 %		
Combined ratio	82.0 %	99.1 %		
Adjusted combined ratio (1)	78.3 %	96.8 %		
Diluted earnings per share	\$ 1.12	\$ 0.32		
Diluted adjusted earnings per share (1)	\$ 1.31	\$ 0.40		
Catastrophe losses	\$ 6,719	\$ 36,512		
Catastrophe loss ratio (1)	4.0 %	31.4 %		
Adjusted combined ratio excluding catastrophe losses (1)	74.2 %	65.4 %		
NM- not meaningful				

(1) Indicates non-GAAP financial measure; see “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of the non-GAAP financial measures to their most directly comparable financial measures prepared in accordance with GAAP.

Gross Written Premiums

Gross written premiums increased \$127.0 million, or 49.2%, to \$385.3 million for the nine months ended September 30, 2021 compared to \$258.3 million for the nine months ended September 30, 2020. Premium growth was primarily due to an increased volume of policies written across our lines of business which was driven by new business

generated with existing partners, strong premium retention rates for existing business, expansion of our distribution footprint, and new partnerships. The following table summarizes our gross written premiums by line of business and shows each line's percentage of total gross written premiums for each period:

Product	Nine Months Ended September 30,					
	2021		2020		Change	Change
	Amount	% of GWP	Amount	% of GWP		
	(\$ in thousands)					
Residential Earthquake	\$ 128,165	33.3 %	\$ 103,503	40.1 %	\$ 24,662	23.8 %
Commercial Earthquake	66,052	17.1 %	40,727	15.8 %	25,325	62.2 %
Specialty Homeowners	53,018	13.8 %	38,461	14.9 %	14,557	37.8 %
Inland Marine	39,047	10.1 %	9,747	3.8 %	29,300	300.6 %
Commercial All Risk	30,032	7.8 %	39,765	15.4 %	(9,733)	(24.5)%
Hawaii Hurricane	22,921	5.9 %	10,296	4.0 %	12,625	122.6 %
Residential Flood	8,377	2.2 %	5,728	2.2 %	2,649	46.2 %
Other	37,655	9.8 %	10,041	3.8 %	27,614	275.0 %
Total Gross Written Premiums	\$ 385,267	100.0 %	\$ 258,268	100.0 %	\$ 126,999	49.2 %

During the fourth quarter of 2020, we made significant underwriting changes to our Commercial All Risk program including ceasing to write policies on an admitted basis. The majority of prior year Commercial All Risk policies were written on an admitted basis and these changes significantly impacted the growth rate shown above.

The following table summarizes our gross written premiums by insurance subsidiary:

Subsidiary	Nine Months Ended September 30,					
	2021		2020		Change	% Change
	Amount	% of GWP	Amount	% of GWP		
	(\$ in thousands)					
PSIC	\$ 285,991	74.2 %	\$ 249,288	96.5 %	\$ 36,703	14.7 %
PESIC	99,276	25.8 %	8,980	3.5 %	90,296	NM %
Total Gross Written Premiums	\$ 385,267	100.0 %	\$ 258,268	100.0 %	\$ 126,999	49.2 %

NM- not meaningful

Ceded Written Premiums

Ceded written premiums increased \$51.7 million, or 51.1%, to \$153.0 million for the nine months ended September 30, 2021 from \$101.3 million for the nine months ended September 30, 2020. The increase was primarily due to excess of loss ("XOL") reinsurance expense due to growth in exposure and additional charges resulting from Winter Storm Uri ("Uri"), which impacted our Specialty Homeowners and Commercial All Risk products during the first quarter of 2021.

Catastrophe losses from Uri caused us to utilize certain layers of our XOL program which increased our XOL reinsurance expense. During the nine months ended September 30, 2021, we incurred an additional \$7.9 million of expense associated with the reinstatement of our reinsurance program.

In addition to XOL increases, we had increased quota share cessions due to growth in the volume of written premiums subject to quota shares.

Ceded written premiums as a percentage of gross written premiums increased to 39.7% for the nine months ended September 30, 2021 from 39.2% for the nine months ended September 30, 2020. This increase was primarily due to XOL charges and a higher proportion of our written premiums being subject to quota shares.

Net Written Premiums

Net written premiums increased \$75.3 million, or 47.9%, to \$232.3 million for the nine months ended September 30, 2021 from \$157.0 million for the nine months ended September 30, 2020. The increase was primarily due to an increase in gross written premiums, primarily in our Commercial Earthquake, Inland Marine, and Residential Earthquake lines offset by increased ceded written premiums.

Net Earned Premiums

Net earned premiums increased \$49.9 million, or 42.9%, to \$166.0 million for the nine months ended September 30, 2021 from \$116.1 million for the nine months ended September 30, 2020 due primarily to the earning of increased gross written premiums offset by the earning of ceded written premiums under reinsurance agreements. The table below shows the amount of premiums we earned on a gross and net basis and net earned premiums as a percentage of gross earned premiums in each period presented:

	Nine Months Ended September 30,		Change	% Change
	2021	2020		
	(\$ in thousands)			
Gross earned premiums	\$ 311,088	\$ 215,266	\$ 95,822	44.5 %
Ceded earned premiums	(145,100)	(99,120)	(45,980)	46.4 %
Net earned premiums	<u>\$ 165,988</u>	<u>\$ 116,146</u>	<u>\$ 49,842</u>	42.9 %
Net earned premium ratio	53.4%	54.0%		

Commission and Other Income

Commission and other income increased by \$0.2 million, or 9.8% to \$2.7 million for the nine months ended September 30, 2021 from \$2.5 million for the nine months ended September 30, 2020. This was due to an increase in policy related fees associated with an increased volume of premiums written.

Losses and Loss Adjustment Expenses

Losses and loss adjustment expenses decreased \$15.6 million or 33.3% to \$31.3 million for the nine months ended September 30, 2021 from \$46.9 million for the nine months ended September 30, 2020. Losses and loss adjustment expenses consisted of the following elements during the respective periods:

	Nine Months Ended September 30,		Change	% Change
	2021	2020		
	(\$ in thousands)			
Catastrophe losses	\$ 6,719	\$ 36,512	\$ (29,793)	(81.6)%
Non-catastrophe losses	24,569	10,389	14,180	136.5 %
Total losses and loss adjustment expenses	<u>\$ 31,288</u>	<u>\$ 46,901</u>	<u>\$ (15,613)</u>	(33.3)%

Our catastrophe loss ratio was 4.0% during the nine months ended September 30, 2021. Catastrophe losses included losses from Hurricanes Ida and Nicholas and Winter Storm Uri. These events impacted our Commercial All

Risk and Specialty Homeowners lines of business. We also incurred a single loss from an excess liability indemnity policy covered by PESIC. These losses were partially offset by favorable development on catastrophe losses from 2020 Hurricanes and reinsurance recoveries. Our catastrophe loss ratio was 31.4% during the nine months ended September 30, 2020. Catastrophe losses primarily included losses from Hurricanes Hanna, Isaias, Laura, Sally and Beta.

Our non-catastrophe loss ratio was 14.8% for the nine months ended September 30, 2021 compared to 8.9% during the nine months ended September 30, 2020. Non-catastrophe losses increased due mainly to higher attritional loss activity on lines of business subject to attritional losses such as Commercial All Risk, Specialty Homeowners, Flood, and Inland Marine.

Acquisition Expenses

Acquisition expenses increased \$22.2 million, or 48.4%, to \$68.1 million for the nine months ended September 30, 2021 from \$45.9 million for the nine months ended September 30, 2020. The increase was primarily due to higher earned premiums which resulted in higher commissions and premium-related taxes. Acquisition expenses as a percentage of gross earned premiums were 21.9% for the nine months ended September 30, 2021 compared to 21.3% for the nine months ended September 30, 2020. Acquisition expenses as a percentage of gross earned premiums increased due to changes in business mix and changes in our Specialty Homeowners ceding arrangements which increased the percentage of premiums we retained and decreased our ceding commissions. Acquisition expenses as a percentage of gross earned premiums fluctuates based on mix of business produced and quota share arrangements in place.

Other Underwriting Expenses

Other underwriting expenses increased \$14.7 million, or 59.5%, to \$39.4 million for the nine months ended September 30, 2021 from \$24.7 million for the nine months ended September 30, 2020. The increase was primarily due to the Company incurring higher payroll, technology, stock-based compensation, and professional fees expenses associated with growth of the Company. In addition, during the first quarter of 2021, other underwriting expenses were significantly impacted by expenses associated with the issuance of a catastrophe bond.

Other underwriting expenses as a percentage of gross earned premiums were 12.7% for the nine months ended September 30, 2021 compared to 11.5% for the nine months ended September 30, 2020. Excluding the impact of expenses relating to transactions and stock offerings, stock-based compensation, amortization of intangibles and catastrophe bonds, other underwriting expenses as a percentage of gross earned premiums were 10.7% for the nine months ended September 30, 2021 compared to 10.3% for the nine months ended September 30, 2020. Other underwriting expenses as a percentage of gross earned premiums may fluctuate period over period based on timing of certain expenses relative to premium growth.

Net Investment Income and Net Realized and Unrealized Gains (Losses) on Investments

Net investment income increased \$0.3 million, or 5.8%, to \$6.6 million for the nine months ended September 30, 2021 from \$6.3 million for the nine months ended September 30, 2020. The increase was primarily due to a higher average balance of investments during the nine months ended September 30, 2021 due primarily to proceeds from our June 2020 stock offering and the investing of our cash generated from operations, partially offset by lower yields on recently invested funds.

Net realized and unrealized gains on investments decreased \$2.0 million, or 160.5%, to a \$0.8 million loss for the nine months ended September 30, 2021 from a \$1.2 million gain for the nine months ended September 30, 2020 due to unrealized losses on our equity securities during the period ended September 30, 2021. Currently, we mainly invest in investment grade fixed maturity securities, including U.S. government issues, state government issues, mortgage and asset-backed obligations, and corporate bonds with a small portion of our portfolio invested in equity securities.

The following table summarizes the components of our investment income for each period presented:

	Nine Months Ended September 30,		Change	% Change
	2021	2020		
	(\$ in thousands)			
Interest income	\$ 6,755	\$ 6,242	\$ 513	8.2 %
Dividend income	261	354	(93)	(26.3)%
Investment management fees and expenses	(367)	(309)	(58)	18.8 %
Net investment income	6,649	6,287	362	5.8 %
Net realized and unrealized gains (losses) on investments	(752)	1,243	(1,995)	(160.5)%
Total	<u>\$ 5,897</u>	<u>\$ 7,530</u>	<u>\$ (1,633)</u>	<u>(21.7)%</u>

Income Tax Expense

Income taxes increased by \$6.0 million to \$6.5 million for the nine months ended September 30, 2021 from \$0.5 million for the nine months ended September 30, 2020. During the nine months ended September 30, 2021, our income tax rate of 18.3% differed from the statutory rate of 21% due primarily to the tax impact of the permanent component of employee stock option exercises. For the nine months ended September 30, 2020 our income tax rate of 6.1% differed from the statutory rate of 21% also due primarily to the tax impact of the permanent component of employee stock option exercises.

Reconciliation of Non-GAAP Financial Measures

Underwriting Revenue

We define underwriting revenue as total revenue excluding net investment income and net realized and unrealized gains and losses on investments. Underwriting revenue represents revenue generated by our underwriting operations and allows us to evaluate our underwriting performance without regard to investment results. We use this metric as we believe it gives our management and other users of our financial information useful insight into our underlying business performance. Underwriting revenue should not be viewed as a substitute for total revenue calculated in accordance with GAAP, and other companies may define underwriting revenue differently.

Total revenue calculated in accordance with GAAP reconciles to underwriting revenue as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(in thousands)		(in thousands)	
Total revenue	\$ 67,661	\$ 44,998	\$ 174,620	\$ 126,167
Net investment income	(2,236)	(2,138)	(6,649)	(6,287)
Net realized and unrealized (gains) losses on investments	313	(24)	752	(1,243)
Underwriting revenue	<u>\$ 65,738</u>	<u>\$ 42,836</u>	<u>\$ 168,723</u>	<u>\$ 118,637</u>

Underwriting Income

We define underwriting income as income before income taxes excluding net investment income and net realized and unrealized gains and losses on investments. Underwriting income represents the pre-tax profitability of our underwriting operations and allows us to evaluate our underwriting performance without regard to investment results.

We use this metric as we believe it gives our management and other users of our financial information useful insight into our underlying business performance. Underwriting income should not be viewed as a substitute for pre-tax income calculated in accordance with GAAP, and other companies may define underwriting income differently.

Income before income taxes calculated in accordance with GAAP reconciles to underwriting income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(in thousands)		(in thousands)	
Income (loss) before income taxes	\$ 122	\$ (21,843)	\$ 35,744	\$ 8,625
Net investment income	(2,236)	(2,138)	(6,649)	(6,287)
Net realized and unrealized (gains) losses on investments	313	(24)	752	(1,243)
Underwriting income (loss)	<u>\$ (1,801)</u>	<u>\$ (24,005)</u>	<u>\$ 29,847</u>	<u>\$ 1,095</u>

Adjusted Net Income (loss)

We define adjusted net income as net income excluding the impact of certain items that may not be indicative of underlying business trends, operating results, or future outlook, net of tax impact. We calculate the tax impact only on adjustments which would be included in calculating our income tax expense using the estimated tax rate at which the company received a deduction for these adjustments. We use adjusted net income as an internal performance measure in the management of our operations because we believe it gives our management and financial statement users useful insight into our results of operations and our underlying business performance. Adjusted net income does not reflect the overall profitability of our business and should not be viewed as a substitute for net income calculated in accordance with GAAP. Other companies may define adjusted net income differently.

Net income calculated in accordance with GAAP reconciles to adjusted net income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(in thousands)		(in thousands)	
Net income (loss)	\$ 246	\$ (15,685)	\$ 29,215	\$ 8,102
Adjustments:				
Expenses associated with transactions and stock offerings	—	—	411	708
Stock-based compensation expense	1,525	551	3,370	1,457
Amortization of intangibles	115	—	704	—
Expenses associated with catastrophe bond, net of rebate	—	—	1,698	399
Tax impact	<u>(166)</u>	<u>(101)</u>	<u>(1,156)</u>	<u>(534)</u>
Adjusted net income (loss)	<u>\$ 1,720</u>	<u>\$ (15,235)</u>	<u>\$ 34,242</u>	<u>\$ 10,132</u>

Annualized Adjusted Return on Equity

We define adjusted return on equity as adjusted net income expressed on an annualized basis as a percentage of average beginning and ending stockholders' equity during the period. We use adjusted return on equity as an internal performance measure in the management of our operations because we believe it gives our management and financial statement users useful insight into our results of operations and our underlying business performance. Adjusted return on equity should not be viewed as a substitute for return on equity calculated using unadjusted GAAP numbers, and other companies may define adjusted return on equity differently.

Annualized adjusted return on equity is calculated as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(\$ in thousands)		(\$ in thousands)	
Annualized adjusted net income	\$ 6,880	\$ (60,940)	\$ 45,656	\$ 13,509
Average stockholders' equity	\$ 377,260	\$ 368,568	\$ 370,745	\$ 290,225
Annualized adjusted return on equity	1.8 %	(16.5)%	12.3 %	4.7 %

Adjusted Combined Ratio

We define adjusted combined ratio as the sum of the loss ratio and the expense ratio calculated excluding the impact of certain items that may not be indicative of underlying business trends, operating results, or future outlook. We use adjusted combined ratio as an internal performance measure in the management of our operations because we believe it gives our management and financial statement users useful insight into our results of operations and our underlying business performance. Adjusted combined ratio should not be viewed as a substitute for combined ratio calculated using unadjusted GAAP numbers, and other companies may define adjusted combined ratio differently.

Adjusted combined ratio is calculated as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(\$ in thousands)		(\$ in thousands)	
Numerator: Sum of losses and loss adjustment expenses, acquisition expenses, and other underwriting expenses, net of commission and other income	\$ 66,521	\$ 66,025	\$ 136,141	\$ 115,050
Denominator: Net earned premiums	\$ 64,720	\$ 42,020	\$ 165,988	\$ 116,145
Combined ratio	102.8 %	157.1 %	82.0 %	99.1 %
Adjustments to numerator:				
Expenses associated with transactions and stock offerings	\$ —	\$ —	\$ (411)	\$ (708)
Stock-based compensation expense	(1,525)	(551)	(3,370)	(1,457)
Amortization of intangibles	(115)	—	(704)	—
Expenses associated with catastrophe bond, net of rebate	—	—	(1,698)	(399)
Adjusted combined ratio	100.2 %	155.8 %	78.3 %	96.8 %

Diluted Adjusted Earnings Per share

We define diluted adjusted earnings per share as adjusted net income divided by the weighted-average common shares outstanding for the period, reflecting the dilution which could occur if equity-based awards are converted into common share equivalents as calculated using the treasury stock method. We use diluted adjusted earnings per share as an internal performance measure in the management of our operations because we believe it gives our management and financial statement users useful insight into our results of operations and our underlying business performance. Diluted adjusted earnings per share should not be viewed as a substitute for diluted earnings per share calculated in accordance with GAAP, and other companies may define diluted adjusted earnings per share differently.

Diluted adjusted earnings per share is calculated as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(in thousands, except per share data)		(in thousands, except per share data)	
Adjusted net income (loss)	\$ 1,720	\$ (15,235)	\$ 34,242	\$ 10,132
Weighted-average common shares outstanding, diluted	\$ 26,043,680	25,492,274	26,133,664	25,384,518
Diluted adjusted earnings per share	\$ 0.07	\$ (0.60)	\$ 1.31	\$ 0.40

Catastrophe Loss Ratio

Catastrophe loss ratio is defined as the ratio of catastrophe losses to net earned premiums. Although we are inherently subject to catastrophe losses, the frequency and severity of catastrophe losses is unpredictable and their impact on our operating results may vary significantly between periods and obscure other trends in our business. Therefore, we are providing this metric because we believe it gives our management and other financial statement users useful insight into our results of operations and trends in our financial performance without the volatility caused by catastrophe losses. Catastrophe loss ratio should not be viewed as a substitute for loss ratio calculated using unadjusted GAAP numbers, and other companies may define catastrophe loss ratio differently

Catastrophe loss ratio is calculated as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(\$ in thousands)		(\$ in thousands)	
Numerator: Losses and loss adjustment expenses	\$ 28,475	\$ 41,060	\$ 31,288	\$ 46,901
Denominator: Net earned premiums	\$ 64,720	\$ 42,020	\$ 165,988	\$ 116,145
Loss ratio	44.0 %	97.7 %	18.8 %	40.4 %
Numerator: Catastrophe losses	\$ 17,487	\$ 36,512	\$ 6,719	\$ 36,512
Denominator: Net earned premiums	\$ 64,720	\$ 42,020	\$ 165,988	\$ 116,145
Catastrophe loss ratio	27.0 %	86.9 %	4.0 %	31.4 %

Adjusted Combined Ratio Excluding Catastrophe Losses

Adjusted combined ratio excluding catastrophe losses is defined as adjusted combined ratio excluding the impact of catastrophe losses. Although we are inherently subject to catastrophe losses, the frequency and severity of catastrophe losses is unpredictable and their impact on our operating results may vary significantly between periods and obscure other trends in our business. Therefore, we are providing this metric because we believe it gives our management and other financial statement users useful insight into our results of operations and trends in our financial performance without the volatility caused by catastrophe losses. Adjusted combined ratio excluding catastrophe losses should not be viewed as a substitute for combined ratio calculated using unadjusted GAAP numbers, and other companies may define adjusted combined ratio excluding catastrophe losses differently.

Adjusted combined ratio excluding catastrophe losses is calculated as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
	(\$ in thousands)		(\$ in thousands)	
Numerator: Sum of losses and loss adjustment expenses, acquisition expenses, and other underwriting expenses, net of commission and other income	\$ 66,521	\$ 66,025	\$ 136,141	\$ 115,050
Denominator: Net earned premiums	\$ 64,720	\$ 42,020	\$ 165,988	\$ 116,145
Combined ratio	102.8 %	157.1 %	82.0 %	99.1 %
Adjustments to numerator:				
Expenses associated with transactions and stock offerings	\$ —	\$ —	\$ (411)	\$ (708)
Stock-based compensation expense	(1,525)	(551)	(3,370)	(1,457)
Amortization of intangibles	(115)	—	(704)	—
Expenses associated with catastrophe bond, net of rebate	—	—	(1,698)	(399)
Catastrophe losses	(17,487)	(36,512)	(6,719)	(36,512)
Adjusted combined ratio excluding catastrophe losses	73.2 %	68.9 %	74.2 %	65.4 %

Tangible Stockholders' Equity

We define tangible stockholders' equity as stockholders' equity less intangible assets. Our definition of tangible stockholders' equity may not be comparable to that of other companies, and it should not be viewed as a substitute for stockholders' equity calculated in accordance with GAAP. We use tangible stockholders' equity internally to evaluate the strength of our balance sheet and to compare returns relative to this measure.

Stockholders' equity calculated in accordance with GAAP reconciles to tangible stockholders' equity as follows:

	September 30,	December 31,
	2021	2020
	(in thousands)	
Stockholders' equity	\$ 377,777	\$ 363,713
Intangible assets	(10,512)	(11,512)
Tangible stockholders' equity	\$ 367,265	\$ 352,201

Liquidity and Capital Resources

Sources and Uses of Funds

We operate as a holding company with no business operations of our own. Consequently, our ability to pay dividends to stockholders and pay taxes and administrative expenses is largely dependent on dividends or other distributions from our subsidiaries and affiliates, whose ability to pay us is highly regulated.

The Company's U.S. insurance company subsidiaries, PSIC and PESIC, are restricted by the statutes as to the amount of dividends that they may pay without prior approval by state insurance commissioners.

Under California and Oregon statute which govern PSIC, dividends paid in a consecutive twelve month period cannot exceed the greater of (i) 10% of an insurance company's statutory policyholders' surplus as of December 31 of the preceding year or (ii) 100% of its statutory net income for the preceding calendar year. Any dividends or distributions in excess of these amounts would require regulatory approval. In addition, under Oregon statute PSIC may only declare a dividend from earned surplus, which does not include contributed capital. Surplus arising from unrealized

capital gains or revaluation of assets is not considered part of earned surplus. Based on the above restrictions, PSIC may pay a dividend or distribution of no greater than \$11.3 million in 2021 without approval by the California and Oregon Insurance Commissioners.

Under Arizona statute which governs PESIC, dividends paid in a consecutive twelve month period cannot exceed the lesser of (i) 10% of an insurance company's statutory policyholders' surplus as of December 31 of the preceding year or (ii) 100% of its statutory net income for the preceding calendar year. As such, PESIC is unable to pay a dividend or distribution in 2021 without the approval of the Arizona Insurance Commissioner as it had a statutory net loss in 2020.

State insurance regulators have broad powers to prevent the reduction of statutory surplus to inadequate levels, and there is no assurance that dividends up to the maximum amounts calculated under any applicable formula would be permitted. In addition, state insurance regulators may adopt statutory provisions and dividend limitations more restrictive than those currently in effect in the future.

Bermuda regulations limit the amount of dividends and return of capital paid by a regulated entity. A Class 3A insurer is prohibited from declaring or paying a dividend if it is in breach of its minimum solvency margin, its enhanced capital requirement, or its minimum liquidity ratio, or if the declaration or payment of such dividend would cause such a breach. If a Class 3A insurer has failed to meet its minimum solvency margin on the last day of any financial year, it will also be prohibited, without the approval of the BMA, from declaring or paying any dividends during the next financial year. Furthermore, the Insurance Act limits the ability of PSRE to pay dividends or make capital distributions by stipulating certain margin and solvency requirements and by requiring approval from the BMA prior to a reduction of 15% or more of a Class 3A insurer's total statutory capital as reported on its prior year statutory balance sheet. Moreover, an insurer must submit an affidavit to the BMA, sworn by at least two directors and the principal representative in Bermuda of the Class 3A insurer, at least seven days prior to payment of any dividend which would exceed 25% of that insurer's total statutory capital and surplus as reported on its prior year statutory balance sheet. The affidavit must state that in the opinion of those swearing the declaration of such dividend has not caused the insurer to fail to meet its relevant margins.

Further, under the Companies Act, PSRE may only declare or pay a dividend, or make a distribution out of contributed surplus, if it has no reasonable grounds for believing that: (1) it is, or would after the payment be, unable to pay its liabilities as they become due or (2) the realizable value of its assets would be less than its liabilities.

Cash Flows

Our primary sources of cash flow are written premiums, investment income, reinsurance recoveries, sales and redemptions of investments, and proceeds from offerings of equity securities. We use our cash flows primarily to pay reinsurance premiums, operating expenses, losses and loss adjustment expenses, and income taxes.

We also have implemented a share repurchase plan and have used and may use our cash in the future to purchase outstanding shares of our common stock. The program authorizes the repurchase by us of up to \$40 million of our outstanding shares of common stock through the period ending on March 31, 2023. We purchased 239,096 shares for \$15.8 million under this program during the nine months ended September 30, 2021.

Our cash flows from operations may differ substantially from our net income due to non-cash charges or due to changes in balance sheet accounts.

The timing of our cash flows from operating activities can also vary among periods due to the timing by which payments are made or received. Some of our payments and receipts, including loss settlements and subsequent reinsurance receipts, can be significant. Therefore, their timing can influence cash flows from operating activities in any given period. The potential for a large claim under an insurance or reinsurance contract means that our insurance subsidiaries may need to make substantial payments within relatively short periods of time, which would have a negative impact on our operating cash flows.

Management believes that our current liquidity and cash receipts from written premiums, investment income, proceeds from investment sales and redemptions, and reinsurance recoveries, if necessary, are sufficient to cover cash outflows for each of the Company's insurance subsidiaries in the foreseeable future.

The following table summarizes our cash flows for the nine months ended September 30, 2021 and 2020:

	Nine months ended September 30,	
	2021	2020
	(\$ in thousands)	
Cash provided by (used in):		
Operating activities	\$ 33,418	\$ 44,170
Investing activities	(12,193)	(191,351)
Financing activities	(13,377)	128,028
Change in cash, cash equivalents, and restricted cash	<u>\$ 7,848</u>	<u>\$ (19,153)</u>

Our cash flow from operating activities was positive during the nine months ended September 30, 2021 and 2020 due to net income or a decrease in net operating assets.

Variations in operating cash flow between periods are primarily driven by variations in our gross and ceded written premiums and the volume and timing of premium receipts, claim payments, reinsurance payments, and reinsurance recoveries on paid losses. In addition, fluctuations in losses and loss adjustment expenses and other insurance operating expenses impact operating cash flows.

Cash used in investing activities for the nine months ended September 30, 2021 and 2020 related primarily to purchases of fixed maturity and equity securities in excess of sales and maturities.

Cash used in financing activities for nine months ended September 30, 2021 was related to the repurchase of \$15.8 million of our common stock offset by the receipt of \$1.8 million from the issuance of common stock via stock option exercises and the receipt of \$0.7 million in proceeds related to the issuance of common stock via our employee stock purchase plan. Cash provided by financing activities for nine months ended September 30, 2020 was related to the receipt of \$35.5 million in net proceeds from the January 2020 stock offering, the receipt of \$90.1 million in net proceeds from the June 2020 stock offering, the receipt of \$0.7 million in proceeds related to the issuance of common stock via our employee stock purchase plan, and the receipt of \$1.7 million related to the issuance of common stock via stock option exercises.

We do not have any current plans for material capital expenditures other than current operating requirements. We believe that we will generate sufficient cash flows from operations to satisfy our liquidity requirements for at least the next 12 months and beyond. The key factor that will affect our future operating cash flows is the frequency and severity of catastrophe losses. To the extent our future operating cash flows are insufficient to cover our net losses from catastrophic events, we had \$467.0 million in cash and investment securities available at September 30, 2021. We also have the ability to access additional capital through pursuing third-party borrowings, sales of our equity or debt securities or entrance into a reinsurance arrangement.

Stockholders' Equity

At September 30, 2021 total stockholders' equity was \$377.8 million and tangible stockholders' equity was \$367.3 million, compared to total stockholders' equity of \$363.7 million and tangible stockholders' equity of \$352.2 million as of December 31, 2020. Stockholder's equity increased primarily due to net income, issuance of common stock and stock-based compensation from our equity compensation plans offset by unrealized losses on fixed maturity securities and repurchases of shares of our common stock.

Tangible stockholders' equity is a non-GAAP financial measure. See "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of stockholders' equity in accordance with GAAP to tangible stockholders' equity.

Investment Portfolio

Our primary investment objectives are to maintain liquidity, preserve capital and generate a stable level of investment income. We purchase securities that we believe are attractive on a relative value basis and seek to generate returns in excess of predetermined benchmarks. Our Board of Directors approves our investment guidelines in compliance with applicable regulatory restrictions on asset type, quality and concentration. Our current investment guidelines allow us to invest in taxable and tax-exempt fixed maturities, as well as publicly traded mutual funds and common stock of individual companies. Our cash and invested assets consist of cash and cash equivalents, fixed maturity securities, and equity securities. As of September 30, 2021, the majority of our investment portfolio, or \$408.0 million, was comprised of fixed maturity securities that are classified as available-for-sale and carried at fair value with unrealized gains and losses on these securities, net of applicable taxes, reported as a separate component of accumulated other comprehensive income. Also included in our investment portfolio were \$17.4 million of equity securities. In addition, we maintained a non-restricted cash and cash equivalent balance of \$41.4 million at September 30, 2021. Our fixed maturity securities, including cash equivalents, had a weighted average effective duration of 4.04 and 3.96 years and an average rating of “A2/A” and “A2/A” at September 30, 2021 and December 31, 2020, respectively. Our fixed income investment portfolio had a book yield of 2.19% as of September 30, 2021, compared to 2.27% as of December 31, 2020.

At September 30, 2021 and December 31, 2020 the amortized cost and fair value on available-for-sale securities were as follows:

<u>September 30, 2021</u>	<u>Amortized Cost or Cost</u>	<u>Fair Value</u>	<u>% of Total Fair Value</u>
	(\$ in thousands)		
Fixed maturities:			
U.S. Governments	\$ 18,965	\$ 19,311	4.7 %
States, territories, and possessions	6,171	6,401	1.6 %
Political subdivisions	1,494	1,588	0.4 %
Special revenue excluding mortgage/asset-backed securities	43,376	44,430	10.9 %
Corporate and other	248,480	255,100	62.5 %
Mortgage/asset-backed securities	79,469	81,216	19.9 %
Total available-for-sale investments	<u>\$ 397,955</u>	<u>\$ 408,046</u>	<u>100.0 %</u>

<u>December 31, 2020</u>	<u>Amortized Cost or Cost</u>	<u>Fair Value</u>	<u>% of Total Fair Value</u>
	(\$ in thousands)		
Fixed maturities:			
U.S. Governments	\$ 16,308	\$ 17,059	4.3 %
States, territories, and possessions	6,208	6,636	1.7 %
Political subdivisions	2,027	2,152	0.5 %
Special revenue excluding mortgage/asset-backed securities	39,704	41,227	10.4 %
Corporate and other	234,049	245,360	61.6 %
Mortgage/asset-backed securities	82,983	85,553	21.5 %
Total available-for-sale investments	<u>\$ 381,279</u>	<u>\$ 397,987</u>	<u>100.0 %</u>

The following tables provide the credit quality of investment securities as of September 30, 2021 and December 31, 2020:

<u>September 30, 2021</u>	<u>Estimated Fair Value</u>	<u>% of Total</u>
	(\$ in thousands)	
Rating		
AAA	\$ 82,447	20.2 %
AA	55,101	13.5 %
A	165,302	40.5 %
BBB	91,426	22.4 %
BB	10,097	2.5 %
NR	3,673	0.9 %
	<u>\$ 408,046</u>	<u>100.0 %</u>

<u>December 31, 2020</u>	<u>Estimated Fair Value</u>	<u>% of Total</u>
	(\$ in thousands)	
Rating		
AAA	\$ 91,156	22.9 %
AA	54,342	13.7 %
A	149,977	37.7 %
BBB	88,817	22.3 %
BB	11,425	2.9 %
NA/NR	2,270	0.5 %
	<u>\$ 397,987</u>	<u>100.0 %</u>

The amortized cost and fair value of our available-for-sale investments in fixed maturity securities summarized by contractual maturity as of September 30, 2021 were as follows:

<u>September 30, 2021</u>	<u>Amortized Cost</u>	<u>Fair Value</u>	<u>% of Total Fair Value</u>
	(\$ in thousands)		
Due within one year	\$ 27,733	\$ 27,927	6.8 %
Due after one year through five years	134,550	137,757	33.8 %
Due after five years through ten years	112,259	116,275	28.5 %
Due after ten years	43,944	44,871	11.0 %
Mortgage and asset-backed securities	79,469	81,216	19.9 %
	<u>\$ 397,955</u>	<u>\$ 408,046</u>	<u>100.0 %</u>

Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations.

Reinsurance

We purchase a significant amount of reinsurance from third parties that we believe enhances our business by reducing our exposure to potential catastrophe losses, limiting volatility in our underwriting performance, and providing us with greater visibility into our future earnings. Reinsurance involves transferring, or ceding, a portion of our risk exposure on policies that we write to another insurer, the reinsurer, in exchange for a premium. To the extent that our reinsurers are unable to meet the obligations they assume under our reinsurance agreements, we remain liable for the entire insured loss; see “Risk Factors—Risks Related to Our Business and Industry—We may be unable to purchase third-party reinsurance or otherwise expand our catastrophe coverage in amounts we desire on commercially acceptable terms or on terms that adequately protect us, and this inability may materially adversely affect our business, financial condition and results of operations.”

We use treaty reinsurance and, on a limited basis, facultative reinsurance coverage. Treaty coverage refers to a reinsurance contract that is applied to a group or class of business where all the risks written meet the criteria for that class. Our treaty reinsurance program primarily consists of catastrophe excess of loss (“XOL”) coverage, in which the reinsurer(s) agree to assume all or a portion of the ceding company’s losses relating to a group of policies occurring in relation to specified events, subject to customary exclusions, in excess of a specified amount. Additionally, we buy program specific reinsurance coverage for specific lines of business on a quota share, property per risk or a facultative basis. In quota share reinsurance, the reinsurer agrees to assume a specified percentage of the ceding company’s losses arising out of a defined class of business in exchange for a corresponding percentage of premiums, net of a ceding commission. Property per risk coverage is similar to catastrophe XOL coverage except that the treaty applies in individual property losses rather than in the aggregate for all claims associated with a single catastrophic loss occurrence. Facultative coverage refers to a reinsurance contract on individual risks as opposed to a group or class of business. We use facultative reinsurance selectively to supplement limits or to cover risks or perils excluded from other reinsurance contracts.

We have a robust program utilizing a mix of traditional reinsurers and insurance linked securities. We currently purchase reinsurance from over 90 reinsurers, who either have an “A-” (Excellent) (Outlook Stable) or better financial strength rating by A.M. Best or post collateral. Our reinsurance contracts include special termination provisions that allow us to cancel and replace any participating reinsurer that is downgraded below a rating of “A-” (Excellent) (Outlook Stable) from A.M. Best, or whose surplus drops by more than 20%.

In addition to reinsurance purchased from traditional reinsurers, we have historically incorporated collateralized protection from the insurance linked securities market (e.g. catastrophe bonds). During the first quarter of 2021, the Company closed a \$400 million 144A catastrophe bond which became effective June 1, 2021. The catastrophe bond was completed through Torrey Pines Re Pte. Ltd. (“Torrey Pines Re”). Torrey Pines Re. is a special purpose insurer established in Singapore whereby Torrey Pines Re provides Palomar with indemnity-based reinsurance covering earthquake events.

Our catastrophe event retention is currently \$12.5 million for all perils. Our reinsurance coverage exhausts at \$1.68 billion for earthquake events and \$700 million for hurricane events, providing coverage in excess of our 1:250 year peak zone PML and in excess of our A.M. Best requirement. In addition, we maintain reinsurance coverage equivalent to or better than the 1 in 250 year PML for our other lines.

In the event that multiple catastrophe events occur in a period, many of our contracts include the right to reinstate reinsurance limits for potential future recoveries during the same contract year and preserve our limit for subsequent events. This feature for subsequent event coverage is known as a “reinstatement.” In addition, to provide further coverage against the potential for frequent catastrophe events we have secured \$25 million of aggregate XOL reinsurance limit effective April 1, 2021. This coverage, applying within our per occurrence retention, has an attachment point of \$30 million and applies across all perils including but not limited to earthquakes, hurricanes, convective storms, and floods above a qualifying level of \$2.0 million in ultimate gross loss.

Critical accounting estimates

We identified the accounting estimates which are critical to the understanding of our financial position and results of operations. Critical accounting estimates are defined as those estimates that are both important to the portrayal of our financial condition and results of operations and require us to exercise significant judgment. We use significant judgment concerning future results and developments in applying these critical accounting estimates and in preparing our condensed consolidated financial statements. These judgments and estimates affect our reported amounts of assets, liabilities, revenues and expenses and the disclosure of our material contingent assets and liabilities. Actual results may differ materially from the estimates and assumptions used in preparing the condensed consolidated financial statements. We evaluate our estimates regularly using information that we believe to be relevant. Our critical accounting policies and estimates are described in our annual consolidated financial statements and the related notes in our 2020 Annual Report on Form 10-K.

There have been no significant changes in our critical accounting policies and estimates as compared to the critical accounting policies and estimates disclosed in Management's Discussion and Analysis of Financial Condition and Operations included in our 2020 Annual Report on Form 10-K

Item 3: Quantitative and Qualitative Disclosures About Market Risk

Market risk is a general term describing the potential economic loss associated with adverse changes in the fair value of financial instruments. Our condensed consolidated balance sheets include assets and liabilities with estimated fair values that are subject to market risk. Our primary market risks have been equity price risk associated with investments in equity securities and interest rate risk associated with investments in fixed maturities.

Credit risk is the potential loss resulting from adverse changes in an issuer's ability to repay its debt obligations. In general, we manage the exposure to credit risk in our investment portfolio by investing in high quality securities and by diversifying our holdings.

We monitor our investment portfolio to ensure that credit risk does not exceed prudent levels. The majority of our investment portfolio is invested in high credit quality, investment grade fixed maturity securities. We also invest in higher yielding fixed maturities and equity securities. Our fixed maturity portfolio has an average rating by at least one nationally recognized rating organization of "AA-," with approximately 74.2% rated "A-" or better. At September 30, 2021, 0.9% of our fixed maturity portfolio was unrated or rated below investment grade. Our fixed maturity portfolio includes some securities issued with financial guaranty insurance. We purchase fixed maturities based on our assessment of the credit quality of the underlying assets without regard to insurance.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports we file under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required financial disclosure.

As of the end of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation, under the supervision and with the participation of our management, including our CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures defined under Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective.

Changes in Internal Controls over Financial Reporting

No changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended September 30, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

The effectiveness of any system of controls and procedures is subject to certain limitations, and, as a result, there can be no assurance that our controls and procedures will detect all errors or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be attained.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are party to legal proceedings which arise in the ordinary course of business. We believe that the outcome of such matters, individually and in the aggregate, will not have a material adverse effect on our condensed consolidated financial position.

Item 1A. Risk Factors

A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, including the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q. The risks and uncertainties described below may not be the only ones we face. If any of the risks actually occur, our business, financial condition, results of operations and prospects could be materially and adversely affected. In that event, the market price of our common stock could decline. Additional risks and uncertainties of which we are unaware, or that we currently deem immaterial also may become important factors that affect us.

Summary Risk Factors

Our business is subject to numerous risks and uncertainties, these risks include, but are not limited to, the following:

- Claims arising from unpredictable and severe catastrophe events, including those caused by global climate change, could reduce or eliminate our earnings and stockholders' equity, and limit our ability to underwrite new insurance policies;
- We and our customers could be negatively and adversely impacted by the Pandemic which may result in a decline in demand for our products, a decrease in underwriting income and a decrease in the value of our investment portfolio.
- Our reinsurers may not pay claims on a timely basis, or at all, which may materially adversely affect our business, financial condition, and results of operations
- The inability to purchase third-party reinsurance or otherwise expand our catastrophe coverage in amounts we desire on commercially acceptable terms or on terms that adequately protect us;
- Our risk management and loss limitation methods, including estimates and models, may fail to adequately manage our exposure to losses from catastrophe events and our losses could be materially higher than our expectations;
- A decline in our financial strength rating may adversely affect the amount of business we write;
- In the event that the reinsurance we purchase is inadequate or a reinsurer is unable or unwilling to make timely payments, our operating results and liquidity would be adversely impacted;
- Our business is concentrated in California and Texas and we are exposed more significantly to California and Texas loss activity and regulatory environments;
- The potential loss of one or more key executives or an inability to attract and retain qualified personnel could adversely affect our results of operations;

- We rely on a select group of brokers and program administrators to manage the distribution of a significant portion of our Residential Earthquake, Commercial Earthquake, Specialty Homeowners and Hawaii Hurricane products. Two program administrators with which we have long-standing relationships represented approximately 54% of our gross written premiums for the year ended December 31, 2020 and 49% for the nine months ended September 30, 2021, and such relationships may not continue;
- There is intense competition for business in our industry;
- The failure of our information technology and telecommunications systems could adversely affect our business;
- Unexpected changes in the interpretation of our coverage or provisions, including loss limitations and exclusions, in our policies could have a material adverse effect on our financial condition or results of operations;
- Any failure to protect our intellectual property rights could impair our ability to protect our intellectual property, proprietary technology platform and brand, or we may be sued by third parties for alleged infringement of their proprietary rights;
- We incur significant costs as a result of operating as a public company, and our management is required to devote substantial time to complying with public company regulations; and
- Our operating results and stock price may be volatile, or may decline regardless of our operating performance, and holders of our common stock could lose all or part of their investment.

Risks Related to Our Business and Industry

Claims arising from unpredictable and severe catastrophe events, including those caused by global climate change, could reduce or eliminate our earnings and stockholders' equity and limit our ability to underwrite new insurance policies.

Our insurance operations expose us to claims arising from unpredictable catastrophe events, such as earthquakes, hurricanes, windstorms, floods and other severe events. Furthermore, the actual occurrence, frequency and magnitude of such events are uncertain. While there can be no certainty surrounding the timing and magnitude of earthquakes, some observers believe that significant shifts in the tectonic plates, including the San Andreas Fault, may occur in the future. Over the past several years, changing weather patterns and climatic conditions, such as global warming, have added to the unpredictability and frequency of natural disasters in certain parts of the world, including the markets in which we operate. Climate change may increase the frequency and severity of extreme weather events. This effect has led to conditions in the ocean and atmosphere, including warmer-than-average sea-surface temperatures and low wind shear that increase hurricane activity. Hurricane activity typically increases between June and November of each year, though the actual occurrence and magnitude of such events is uncertain. The occurrence of a natural disaster or other catastrophe loss could materially adversely affect our business, financial condition, and results of operations. Additionally, any increased frequency and severity of such weather events, including hurricanes, could have a material adverse effect on our ability to predict, quantify, reinsure and manage catastrophe risk and may materially increase our losses resulting from such catastrophe events.

The extent of losses from catastrophes is a function of both the frequency and severity of the insured events and the total amount of insured exposure in the areas affected. The frequency and severity of catastrophes are inherently unpredictable and the occurrence of one catastrophe does not make the occurrence of another catastrophe more or less likely. Increases in the replacement cost of insured property due higher material and labor costs, increases in concentrations of insured property, the effects of inflation, and changes in cyclical weather patterns may increase the severity of claims from catastrophe events in the future. Claims from catastrophe events could reduce our earnings and cause substantial volatility in our results of operations for any fiscal quarter or year, which could materially adversely affect our financial condition, possibly to the extent of eliminating our total stockholders' equity. We have recently

experienced significant catastrophe losses including hurricane related losses during the third and fourth quarters of 2020 and third quarter of 2021. Our ability to underwrite new insurance policies could also be materially adversely impacted as a result of corresponding reductions in our capital. In addition, a natural disaster could materially impact the financial condition of our policyholders, resulting in loss of premiums.

Our catastrophe event retention is currently \$12.5 million for all perils. Our reinsurance coverage exhausts at \$1.68 billion for earthquake events and \$700 million for hurricane events, with coverage in excess of our estimated peak zone 1 in 250 year PML event and in excess of our A.M. Best requirement. While we only select reinsurers whom we believe to have acceptable credit, if our reinsurers are unable to pay the claims for which they are responsible, we ultimately retain primary liability. Furthermore, our earthquake policies do not provide coverage for fire damage arising from an earthquake. While we believe this risk transfer program reduces volatility in our earnings, one or more severe catastrophe events could result in claims that substantially exceed the limits of our reinsurance coverage. Furthermore, catastrophe events which cause our reinsurers to incur losses may increase the cost of reinsurance in future periods or make it more difficult to obtain reinsurance on commercially acceptable terms.

We and our customers could be negatively and adversely impacted by the Pandemic, which may result in a decline in demand for our products, a decrease in underwriting income and a decrease in the value of our investment portfolio.

The ongoing Pandemic and response thereto have significantly impacted financial markets, businesses, households, and communities and have caused a contraction and instability in business activity and volatility in financial markets. Continuation of the Pandemic could cause additional reduction in business activity and financial market instability. The extent of the impact of the Pandemic on our operational and financial performance will depend on several factors, including the duration of the Pandemic, actions taken and restrictions imposed by the government and health officials in response, the ability for our customers to continue to pay premiums, contraction of the insurance and reinsurance markets, and the ability for reinsurers to satisfy claims, all of which are uncertain and cannot be predicted. In addition, the global macroeconomic effects of the Pandemic may persist for an indefinite period, even after the Pandemic has subsided.

Disruptions to the economy from the Pandemic could cause our customers to have less need for insurance coverage, cancel or cease payment on existing insurance policies, modify their coverage, or not renew the policies they hold with us. Policyholders may exaggerate or even falsify claims to obtain higher claims payments. Any of these outcomes would reduce our underwriting income.

We underwrite a significant amount of our commercial insurance policies for businesses such as hotels, motels, retail stores, and professional services. These businesses largely require patrons to generate profits and their ability to serve patrons has been significantly impacted by the Pandemic and restrictions placed on them in response. Prolonged restrictions or ongoing changes in patron behavior as a result of the Pandemic would have a negative adverse impact on these insureds and their revenue streams, which consequently will impact their ability to meet their financial obligations, including purchasing or renewing insurance policies.

In addition, our results of operations depend, in part, on the performance of our investment portfolio. The Pandemic's impact on the economy and financial markets could reduce our net investment income and result in realized investment losses in future periods.

Our reinsurers may not pay claims on a timely basis, or at all, which may materially adversely affect our business, financial condition, and results of operations.

Our ability to grow our business is dependent in part in our ability to secure reinsurance for a substantial portion of the risk associated with our policies. Although reinsurance makes the reinsurer liable to us to the extent the risk is transferred or ceded to the reinsurer, it does not relieve us (the ceding insurer) of our primary liability to our policyholders. Our current reinsurance program is designed to limit our risk retention to \$12.5 million of risk per earthquake or wind event, and provide coverage up to \$1.68 billion for earthquake events and \$700 million for hurricane events, subject to customary exclusions. However, particularly in the event of a major catastrophe, our reinsurers may not pay claims made by us on a timely basis, or they may not pay some or all these claims. For example, the Pandemic

has put financial pressure on the insurance market due to several factors, including the inability of customers to pay premiums and increased claims for business interruption. Increased claim demands for business interruption has put substantial financial pressure on the insurance and reinsurance market which may lead to court action and impact the ability of insurers and reinsurers to satisfy the liability under their policies.

In addition, reinsurers may default in their financial obligations to us as the result of insolvency, lack of liquidity, operational failure, fraud, asserted defenses based on agreement wordings or the principle of utmost good faith, asserted deficiencies in the documentation of agreements or other reasons. Any disputes with reinsurers regarding coverage under reinsurance contracts could be time consuming, costly, and uncertain of success. If a catastrophic event were to occur and our reinsurers were unable to satisfy their commitments to us, we may be unable to satisfy the liability to our policyholders. We evaluate each reinsurance claim based on the facts of the case, historical experience with the reinsurer on similar claims and existing case law and consider including any amounts deemed uncollectible from the reinsurer in a reserve for uncollectible reinsurance. As of September 30, 2021, we had \$183.5 million of aggregate reinsurance recoverables. These risks could cause us to incur increased net losses, and, therefore, adversely affect our financial condition.

We may be unable to purchase third-party reinsurance or otherwise expand our catastrophe coverage in amounts we desire on commercially acceptable terms or on terms that adequately protect us, and this inability may materially adversely affect our business, financial condition and results of operations.

We purchase a significant amount of reinsurance from third parties that we believe enhances our business by reducing our exposure to potential catastrophe losses and reducing volatility in our underwriting performance, providing us with greater visibility into our future earnings. Reinsurance involves transferring, or ceding, a portion of our risk exposure on policies that we write to another insurer, the reinsurer, in exchange for a premium.

We primarily use treaty reinsurance, consisting of excess of loss (“XOL”) coverage. Additionally, we buy program specific reinsurance coverage on a quota share, property per risk or a facultative basis. Treaty coverage refers to a reinsurance contract that is applied to a group or class of business where all the risks written meet the criteria for that class. Facultative coverage refers to a reinsurance contract on individual risks as opposed to a group or class of business. Our catastrophe XOL treaties are divided into multiple layers.

From time to time, market conditions have limited, and in some cases prevented, insurers from obtaining the types and amounts of reinsurance they consider adequate for their business needs. As a result, we may not be able to purchase reinsurance in the areas and for the amounts we desire or on terms we deem acceptable or at all. In addition to reinsurance purchased from traditional reinsurers, we have historically incorporated collateralized protection from the insurance linked securities market (e.g. catastrophe bonds). During the first quarter of 2021, we closed a \$400 million 144A catastrophe bond which became effective June 1, 2021. The catastrophe bond was completed through Torrey Pines Re Pte. Ltd. (“Torrey Pines Re”). Torrey Pines Re. is a special purpose insurer established in Singapore whereby Torrey Pines Re provides Palomar with indemnity-based reinsurance covering earthquake events. We may seek to expand our catastrophe XOL coverage through similar bond offerings in the future. There can be no assurance that we will be able to complete such offerings on acceptable terms, if at all.

If we are unable to renew our expiring reinsurance contracts on acceptable terms or expand our reinsurance coverage through traditional reinsurers, catastrophe bonds, or otherwise, our loss exposure could increase, which would increase our potential losses related to catastrophe or non-catastrophe events. If we are unwilling to bear an increase in loss exposure, we could have to reduce the level of our underwriting commitments, both of which could materially adversely affect our business, financial condition and results of operations.

Many reinsurance companies have begun to exclude certain coverages from, or alter terms in, our reinsurance contracts with them. As a result, we, like other insurance companies, write insurance policies which to some extent do not have the benefit of reinsurance protection. These gaps in reinsurance protection expose us to greater risk and greater potential losses.

We utilize several risk management and loss limitation methods, including relying on estimates and models. If these methods fail to adequately manage our exposure to losses from catastrophe events, our losses could be materially higher than our expectations, and our business, financial condition, and results of operations could be materially adversely affected.

Our approach to risk management relies on subjective variables that entail significant uncertainties. We manage our exposure to catastrophe losses by analyzing the probability of the occurrence of catastrophe events and their severity and overall impact on our underwriting and investment portfolio. We monitor and mitigate our exposure through a number of methods designed to minimize risk, including underwriting specialization, modeling and data systems, data quality control, strategic use of policy deductibles and regular review of aggregate exposure and probable maximum loss reports, which report the maximum amount of losses that one would expect based on computer or actuarial modeling techniques. These estimates, models, data and scenarios may not produce accurate predictions; consequently, we could incur losses both in the risks we underwrite and to the value of our investment portfolio due to the overall impact on financial markets from the occurrence of catastrophe events.

In addition, output from our risk modeling software is based on third-party data that we believe to be reliable. The estimates and assumptions we use are dependent on many variables, such as loss adjustment expenses, insurance-to-value, storm or earthquake intensity, building code compliance and demand surge, which is the temporary inflation of costs for building materials such as lumber and labor resulting from increased demand for rebuilding services in the aftermath of a catastrophe. Accordingly, if the estimates and assumptions used in our risk models are incorrect or if our risk models prove to be an inaccurate forecasting tool, the losses we might incur from an actual catastrophe could be materially higher than our expectation of losses generated from modeled catastrophe scenarios, and our business, financial condition, and results of operations could be materially adversely affected. In addition, our third-party data providers may change the estimates or assumptions that we use in our risk models and/or their data may be inaccurate. Changes in these estimates or assumptions or the use of inaccurate third-party data could cause our actual losses to be materially higher than our current expectation of losses generated by modeled catastrophe scenarios, which in turn could materially adversely affect our business, financial condition, and results of operations.

We run many model simulations to understand the impact of these assumptions on a catastrophe's loss potential. Furthermore, there are risks associated with catastrophe events, which are either poorly represented or not represented at all by catastrophe models. Each modeling assumption or un-modeled risk introduces uncertainty into probable maximum loss estimates that management must consider. These uncertainties can include, but are not limited to, the following:

- The models do not address all the possible hazard characteristics of a catastrophe peril (e.g., the precise path and wind speed of a hurricane);
- The models may not accurately reflect the true frequency of events;
- The models may not accurately reflect a risk's vulnerability or susceptibility to damage for a given event characteristic;
- The models may not account for unusual or unprecedented catastrophe events;
- The models may not accurately represent loss potential to insurance or reinsurance contract coverage limits, terms and conditions; and
- The models may not accurately reflect the impact on the economy of the area affected or the financial, judicial, political, or regulatory impacts on insurance claim payments during or following a catastrophe event.

As a result of these factors and contingencies, our reliance on assumptions and data used to evaluate our entire risk portfolio and specifically to estimate a probable maximum loss is subject to a high degree of uncertainty that could result in actual losses that are materially different from our probable maximum loss estimates and could adversely impact our financial results.

A decline in our financial strength rating may adversely affect the amount of business we write.

Participants in the insurance industry use ratings from independent ratings agencies, such as A.M. Best, as an important means of assessing the financial strength and quality of insurers. In setting its ratings, A.M. Best performs quantitative and qualitative analysis of a company's balance sheet strength, operating performance and business profile. A.M. Best financial strength ratings range from "A++" (Superior) to "F" for insurance companies that have been publicly placed in liquidation. As of June 30, 2021, A.M. Best has assigned a financial strength rating of "A-" (Excellent) (Outlook Stable) to our insurance company subsidiaries, Palomar Specialty Insurance Company ("PSIC") and Palomar Excess and Surplus Insurance Company ("PESIC"). A.M. Best assigns ratings that are intended to provide an independent opinion of an insurance company's ability to meet its obligations to policyholders and such ratings are not evaluations directed to investors and are not a recommendation to buy, sell or hold our common stock or any other securities we may issue. A.M. Best's analysis includes comparisons to peers and industry standards as well as assessments of operating plans, philosophy and management. A.M. Best periodically reviews our financial strength rating and may revise it downward or revoke it at A.M. Best's discretion based primarily on its analyses of our balance sheet strength (including capital adequacy and loss adjustment expense reserve adequacy), operating performance and business profile. Factors that could affect such analyses include, but are not limited to:

- If we change our business practices from our organizational business plan in a manner that no longer supports A.M. Best's rating;
- If unfavorable financial, regulatory or market trends affect us, including excess market capacity;
- If our losses exceed our loss reserves;
- If we have unresolved issues with government regulators;
- If we are unable to retain our senior management or other key personnel;
- If our investment portfolio incurs significant losses; or
- If A.M. Best alters its capital adequacy assessment methodology in a manner that would adversely affect our rating.

These and other factors could result in a downgrade of our financial strength rating. A downgrade or withdrawal of our rating could result in any of the following consequences, among others:

- Causing our current and future distribution partners and insureds to choose other, more highly-rated competitors;
- Increasing the cost or reducing the availability of reinsurance to us; or
- Severely limiting or preventing us from writing new and renewal insurance contracts.

In addition, in view of the earnings and capital pressures experienced by many financial institutions, including insurance companies, it is possible that rating organizations will heighten the level of scrutiny that they apply to such institutions, will increase the frequency and scope of their credit reviews, will request additional information from the companies that they rate or will increase the capital and other requirements employed in the rating organizations' models for maintenance of certain ratings levels. If our credit rating were to be downgraded, or general market conditions were to ascribe higher risk to our rating levels, due to the Pandemic or otherwise, our access to capital markets and the cost of any equity or debt financing will be negatively impacted. We can offer no assurance that our rating will remain at its current level. It is possible that such reviews of us may result in adverse ratings consequences, which could have a material adverse effect on our financial condition and results of operations.

Our business is concentrated in California and Texas and, as a result, we are exposed more significantly to California and Texas loss activity and regulatory environments.

Our policyholders and insurance risks are currently concentrated in California and Texas, which generated 49% and 19% of our gross written premiums, respectively, for the year ended December 31, 2020 and 47% and 13% for the nine months ended September 30, 2021. We are exposed to business, economic, political, judicial and regulatory risks due to this concentration that are greater than the risks faced by insurance companies that conduct business over a more extensive geographic area. Any single, major catastrophe event, series of events or other condition causing significant losses in California or Texas could materially adversely affect our business, financial condition and results of operations. Additionally, unfavorable business, economic or regulatory conditions in these states may result in a significant reduction of our premiums or increase our loss exposure.

Changes in California or Texas political climates could result in new or changed legislation affecting the property and casualty insurance industry in general which could have a negative impact on our business.

We could be adversely affected by the loss of one or more key executives or by an inability to attract and retain qualified personnel.

We depend on our ability to attract and retain experienced personnel and seasoned key executives who are knowledgeable about our business. The pool of talent from which we actively recruit is limited and may fluctuate based on market dynamics specific to our industry and independent of overall economic conditions. As such, higher demand for employees having the desired skills and expertise could lead to increased compensation expectations for existing and prospective personnel, making it difficult for us to retain and recruit key personnel and maintain labor costs at desired levels. In particular, our future success is substantially dependent on the continued service of our Co-Founder, Chief Executive Officer and Chairman, Mac Armstrong, and our Chief Financial Officer, Christopher Uchida. Should any of our key executives terminate their employment with us, or if we are unable to retain and attract talented personnel, we may be unable to maintain our current competitive position in the specialized markets in which we operate, which could adversely affect our results of operations.

We rely on a select group of brokers and program administrators, and such relationships may not continue.

The distribution networks of our products are multi-faceted and distinct to each line of business. Our relationship with our brokers or program administrators may be discontinued at any time. Even if the relationships do continue, they may not be on terms that are profitable for us. We distribute a significant portion of our Residential Earthquake, Commercial Earthquake, Specialty Homeowners and Hawaii Hurricane products through longstanding relationships with two program administrators. Each of the four products managed by the program administrators operates as a separate program that is governed by an independent, separately negotiated agreement with unique terms and conditions, including geographic scope, key person provisions, economics and exclusivity. These programs also feature separate managerial oversight and leadership, policy administration systems and retail agents originating policies. In total, these four products accounted for \$191.3 million or 54% of our gross written premiums for the year ended December 31, 2020 and \$188.4 million or 49% for the nine months ended September 30, 2021. This amount includes our Value Select Residential Earthquake program, which represents the majority of our Residential Earthquake premium and is administered through a mutually exclusive program administrator agreement with Arrowhead General Insurance Agency for the states of California, Oregon and Washington. The termination of a relationship with one or more significant brokers or program administrators could result in lower gross written premiums and could have a material adverse effect on our results of operations or business prospects.

Competition for business in our industry is intense.

We face competition from other specialty insurance companies, standard insurance companies and underwriting agencies that are larger than we are and that have greater financial, marketing, and other resources than we do. Some of these competitors also have longer operating history and more market recognition than we do in certain lines of business. In addition, we compete against state or other publicly managed enterprises including the California Earthquake Authority (“CEA”), the National Flood Insurance Program and the Texas Wind Insurance Association. If the CEA

decided to provide coverage to non-CEA member carriers or lessened the capital requirements for membership, we would face additional competition in our markets, and our operating results could be adversely affected. Furthermore, it may be difficult or prohibitively expensive for us to implement technology systems and processes that are competitive with the systems and processes of these larger companies.

In particular, competition in the insurance industry is based on many factors, including price of coverage, the general reputation and perceived financial strength of the company, relationships with brokers, terms and conditions of products offered, ratings assigned by independent rating agencies, speed of claims payment, and the experience and reputation of the members of our underwriting team in the particular lines of insurance and reinsurance we seek to underwrite. In recent years, the insurance industry has undergone increasing consolidation, which may further increase competition.

Certain new, proposed or potential industry or legislative developments could further increase competition in our industry. These developments include:

- An increase in capital-raising by companies in our lines of business, which could result in new entrants to our markets and an excess of capital in the industry; and
- The deregulation of commercial insurance lines in certain states and the possibility of federal regulatory reform of the insurance industry, which could increase competition from standard carriers.

We may not be able to continue to compete successfully in the insurance markets. Increased competition in these markets could result in a change in the supply and demand for insurance, affect our ability to price our products at risk-adequate rates and retain existing business, or underwrite new business on favorable terms. If this increased competition so limits our ability to transact business, our operating results could be adversely affected.

Because we provide our program administrators with specific quoting and binding authority, if any of them fail to comply with pre-established guidelines, our results of operations could be adversely affected.

We market and distribute certain of our insurance products through program administrators that have limited quoting and binding authority and that in turn sell our insurance products to insureds through retail agents and wholesale brokers. These program administrators can bind certain risks without our expressed approval. If any of these program administrators fail to comply with our underwriting guidelines and the terms of their appointments, we could be bound on a particular risk or number of risks that were not anticipated when we developed the insurance products or estimated losses and loss adjustment expenses. Such actions could adversely affect our results of operations.

Because our business depends on insurance brokers and program administrators, we are exposed to certain risks arising out of our reliance on these distribution channels that could adversely affect our results.

Certain premiums from policyholders, where the business is produced by brokers, are collected directly by the brokers and forwarded to our insurance subsidiaries. In certain jurisdictions, when the insured pays its policy premium to its broker for payment to us, the premium might be considered to have been paid under applicable insurance laws and regulations. Accordingly, the insured would no longer be liable to us for those amounts, whether or not we have actually received the premium from the broker. Consequently, we assume a degree of credit risk associated with the brokers with which we work. We review the financial condition of potential new brokers before we agree to transact business with them. Although the failure by any of our brokers to remit premiums to us has not been material to date, there may be instances where our brokers collect premiums but do not remit them to us and we may be required under applicable law to provide the coverage set forth in the policy despite the related premiums not being paid to us. Additionally, the loss or disruption of business of a number of our agents and brokers or the failure or inability of these agents and brokers to successfully market our insurance products, including impacts related to the Pandemic, could have a material adverse effect on our business, financial condition, and results of operations.

Because the possibility of these events occurring depends in large part upon the financial condition and internal operations of our brokers, we monitor broker behavior and review financial information on an as-needed basis. If we are

unable to collect premiums from our brokers in the future, our underwriting profits may decline, and our financial condition and results of operations could be materially and adversely affected.

Our failure to accurately and timely evaluate and pay claims could materially and adversely affect our business, financial condition, results of operations, and prospects.

We must accurately and timely evaluate and pay claims that are made under our policies. Many factors affect our ability to pay claims accurately and timely, including the training and experience of our claims representatives, including our third party claims administrators (“TPAs”), the effectiveness of our management, and our ability to develop or select and implement appropriate procedures and systems to support our claims functions and other factors. Our failure to pay claims accurately and timely could lead to regulatory and administrative actions or material litigation, undermine our reputation in the marketplace and materially and adversely affect our business, financial condition, results of operations, and prospects.

In addition, if we do not manage our TPAs effectively, or if our TPAs are unable to effectively handle our volume of claims, our ability to handle an increasing workload could be adversely affected. In addition to potentially requiring that growth be slowed in the affected markets, our business could suffer from decreased quality of claims work which, in turn, could adversely affect our results of operations.

We may act based on inaccurate or incomplete information regarding the accounts we underwrite.

We rely on information provided by insureds or their representatives when underwriting insurance policies. While we may make inquiries to validate or supplement the information provided, we may make underwriting decisions based on incorrect or incomplete information. It is possible that we will misunderstand the nature or extent of the activities or facilities and the corresponding extent of the risks that we insure because of our reliance on inadequate or inaccurate information.

Our employees could take excessive risks, which could negatively affect our financial condition and business.

As an insurance enterprise, we are in the business of binding certain risks. The employees who conduct our business, including executive officers and other members of management, underwriters, product managers and other employees, do so in part by making decisions and choices that involve exposing us to risk. These include decisions such as setting underwriting guidelines and standards, product design and pricing, determining which business opportunities to pursue, and other decisions. We endeavor, in the design and implementation of our compensation programs and practices, to avoid giving our employees incentives to take excessive risks. Employees may, however, take such risks regardless of the structure of our compensation programs and practices. Similarly, although we employ controls and procedures designed to monitor employees’ business decisions and prevent them from taking excessive risks, these controls and procedures may not be effective. If our employees take excessive risks, the impact of those risks could have a material adverse effect on our financial condition and business operations.

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

Our future capital requirements depend on many factors, including our ability to write new business successfully and to establish premium rates and reserves at levels sufficient to cover losses. Many factors will affect the amount and timing of our capital needs, including our growth rate and profitability, our claims experience, and the availability of reinsurance, market disruptions, and other unforeseeable developments. If we need to raise additional capital, equity or debt financing may not be available at all or may be available only on terms that are not favorable to us. In the case of equity financings, dilution to our stockholders could result. In the case of debt financings, we may be subject to covenants that restrict our ability to freely operate our business. In any case, such securities may have rights, preferences and privileges that are senior to those of the shares of common stock offered hereby. If we cannot obtain adequate capital on favorable terms or at all, we may not have sufficient funds to implement our operating plans and our business, financial condition or results of operations could be materially adversely affected.

We may not be able to manage our growth effectively.

We intend to grow our business in the future, which could require additional capital, systems development and skilled personnel. However, we must be able to meet our capital needs, expand our systems and our internal controls effectively, allocate our human resources optimally, identify and hire qualified employees and effectively incorporate the components of any businesses we may acquire in our effort to achieve growth. The failure to manage our growth effectively could have a material adverse effect on our business, financial condition and results of operations.

If actual renewals of our existing contracts do not meet expectations, our written premium in future years and our future results of operations could be materially adversely affected.

Most of our contracts are written for a one-year term. In our financial forecasting process, we make assumptions about the rates of renewal of our prior year's contracts. The insurance and reinsurance industries have historically been cyclical businesses with intense competition, often based on price. If actual renewals do not meet expectations or if we choose not to write a renewal because of pricing conditions, our written premium in future years and our future operations would be materially adversely affected.

In addition, during the fourth quarter of 2020, we purchased the renewal rights of certain Hawaii Hurricane policies from another insurance company. There is no guarantee that current policyholders will renew their Hurricane policies with the us and the ultimate impact of this purchase on our written premiums is uncertain and may be below our expectations.

If we are unable to successfully scale our excess and surplus insurance company, our business and future prospects may be harmed.

During the third quarter of 2020, we launched our excess and surplus lines (E&S) insurance product offerings via our surplus lines subsidiary, Palomar Excess and Surplus Insurance Company ("PESIC"). The E&S market is highly competitive and many of our competitors are better capitalized and have a longer history in the market. While we believe that the underwriting acumen and market expertise we have established through our admitted insurance company, PSIC, can be applied to the surplus lines market as well, there can be no assurances that we will be successful in accurately analyzing risks and scaling a profitable operation in the E&S market. If we are unable to underwrite profitably in the E&S market, our business and future prospects may be adversely impacted.

We may change our underwriting guidelines or our strategy without stockholder approval.

Our management has the authority to change our underwriting guidelines or our strategy without notice to our stockholders and without stockholder approval. As a result, we may make fundamental changes to our operations without stockholder approval, which could result in our pursuing a strategy or implementing underwriting guidelines that may be materially different from the strategy or underwriting guidelines described in our public filings.

Our operating results have in the past varied from quarter to quarter and may not be indicative of our long-term prospects.

Our operating results are subject to fluctuation and have historically varied from quarter to quarter. We expect our quarterly results to continue to fluctuate in the future due to a number of factors, including the general economic conditions in the markets where we operate, the frequency of occurrence or severity of catastrophe or other insured events, fluctuating interest rates, claims exceeding our loss reserves, competition in our industry, deviations from expected premium retention rates of our existing policies and contracts, adverse investment performance, and the cost of reinsurance coverage. Additionally, the full extent of the impact of the Pandemic on our business, operations, liquidity, financial condition and results of operations remain uncertain at this time.

We seek to underwrite products and make investments to achieve favorable returns on tangible stockholders' equity over the long term. Our opportunistic nature and focus on long-term growth in tangible equity may result in

fluctuations in gross written premiums from period to period as we concentrate on underwriting contracts that we believe will generate better long-term, rather than short-term, results. Accordingly, our short-term results of operations may not be indicative of our long-term prospects.

Risks related to the Economic Environment

The effects of the Pandemic have significantly affected the global and U.S. economies and financial markets, and may further disrupt our operations and the operations of our insureds, agents, and third parties upon which we rely.

The current Pandemic has caused significant disruption in the global and U.S. economies and financial markets. The spread of COVID-19 has caused illness, quarantines, cancellation of events and travel, business and school closures, reduction in business activity, increased unemployment, supply chain interruptions, and overall economic and financial market instability. There continue to be significant reported cases of infected individuals throughout the United States and globally. Impacts to our business could be widespread and material impacts may result, including but not limited to, the following:

- employees contracting COVID-19 and/or related variants;
- reductions in our operating effectiveness as certain employees work from home;
- unavailability of key personnel necessary to conduct our business activities;
- volatility in financial markets that could materially affect our investment portfolio valuations and returns;
- government mandates and/or legislative changes, including premium grace periods and presumed Pandemic compensability for all or certain insured groups;
- increases in frequency and/or severity of compensable claims;
- increased credit risk;
- business disruption to independent insurance agents and brokers and/or our partners that market and sell our insurance products; and
- business disruptions to third parties that we outsource certain business functions to and whose technology upon which we rely.

We are taking precautions to protect the safety and well-being of our employees while providing uninterrupted service to our policyholders and claimants. However, no assurance can be given that these actions will be sufficient. Furthermore, the macroeconomic effects of the Pandemic may persist for an indefinite period, even after the pandemic has subsided, which could negatively impact demand for our insurance products in the future and result in a material adverse effect on our results of operations and financial condition.

Adverse economic factors, including recession, inflation, periods of high unemployment or lower economic activity could result in the sale of fewer policies than expected or an increase in the frequency of claims and premium defaults, and even the falsification of claims, or a combination of these effects, which, in turn, could affect our growth and profitability.

Factors, such as general economic conditions, the volatility and strength of the capital markets, and inflation can affect the business and economic environment. These same factors affect our ability to generate revenue and profits. In an economic downturn that is characterized by higher unemployment, declining spending, and reduced corporate revenue, the demand for insurance products is generally adversely affected, which directly affects our premium levels and profitability. Negative economic factors may also affect our ability to receive the appropriate rate for the risk we insure with our policyholders and may adversely affect the number of policies we can write, and our opportunities to underwrite profitable business. In an economic downturn, our customers may have less need for insurance coverage,

cancel or cease payment on existing insurance policies, modify their coverage, or not renew the policies they hold with us. Existing policyholders may exaggerate or even falsify claims to obtain higher claims payments. These outcomes would reduce our underwriting profit to the extent these factors are not reflected in the rates we charge.

We underwrite a significant portion of our insurance in California and Texas. Any economic downturn in either state could have an adverse effect on our financial condition and results of operations.

Performance of our investment portfolio is subject to a variety of investment risks that may adversely affect our financial results.

Our results of operations depend, in part, on the performance of our investment portfolio. We seek to hold a diversified portfolio of investments that is managed by a professional investment advisory management firm in accordance with our investment policy and routinely reviewed by our Board of Directors. Our investments are subject to general economic conditions and market risks as well as risks inherent to particular securities.

Our primary market risk exposures relate to changes in interest rates and credit quality considerations. Future increases in interest rates could cause the values of our fixed maturity securities portfolios to decline, with the magnitude of the decline depending on the duration of securities included in our portfolio and the amount by which interest rates increase. Some fixed maturity securities have call or prepayment options, which create possible reinvestment risk in declining rate environments. Other fixed maturity securities, such as mortgage-backed and asset-backed securities, carry prepayment risk or, in a rising interest rate environment, may not prepay as quickly as expected.

The value of our investment portfolio is subject to the risk that certain investments may default or become impaired due to deterioration in the financial condition of one or more issuers of the securities we hold, or due to deterioration in the financial condition of an insurer that guarantees an issuer's payments on such investments. Downgrades in the credit ratings of fixed maturities also have a significant negative effect on the market valuation of such securities.

Such factors could reduce our net investment income and result in realized investment losses. Our investment portfolio is subject to increased valuation uncertainties when investment markets are illiquid. The valuation of investments is more subjective when markets are illiquid, thereby increasing the risk that the estimated fair value (i.e., the carrying amount) of the securities we hold in our portfolio does not reflect prices at which actual transactions would occur.

We also invest in marketable equity securities, generally through mutual funds and exchange-traded funds that provide exposure to the U.S. investment-grade bond market. These securities are carried on the balance sheet at fair market value and are subject to potential losses and declines in market value. Our equity invested assets totaled \$17.4 million as of September 30, 2021.

Risks for all types of securities are managed through the application of our investment policy, which establishes investment parameters that include but are not limited to, maximum percentages of investment in certain types of securities and minimum levels of credit quality, which we believe are within applicable guidelines established by the National Association of Insurance Commissioners ("NAIC"), the Oregon Division of Financial Regulation and the California and Arizona Departments of Insurance.

Although we seek to preserve our capital, we cannot be certain that our investment objectives will be achieved, and results may vary substantially over time. In addition, although we seek to employ investment strategies that are not correlated with our insurance and reinsurance exposures, losses in our investment portfolio may occur at the same time as underwriting losses and, therefore, exacerbate the adverse effect of the losses on us.

Our investment portfolio could also be adversely impacted by ratings downgrades, increased bankruptcies and credit spread widenings caused by economic downturns from pandemics or other events. Severe economic downturns could cause impairments in our fixed income portfolio. In addition, declines in fixed income yields would result in decreases in net investment income from future investment activity, including re-investments.

We could be forced to sell investments to meet our liquidity requirements.

We invest the premiums we receive from our insureds until they are needed to pay policyholder claims. Consequently, we seek to manage the duration of our investment portfolio based on the duration of our losses and loss adjustment expense reserves to provide sufficient liquidity and avoid having to liquidate investments to fund claims. Risks such as inadequate losses and loss adjustment reserves or unfavorable trends in litigation could potentially result in the need to sell investments to fund these liabilities. We may not be able to sell our investments at favorable prices or at all. Sales could result in significant realized losses depending on the conditions of the general market, interest rates, and credit issues with individual securities.

Risks related to Technology

We employ third-party licensed software for use in our business, and the inability to maintain these licenses or problems with the software we license could result in increased costs and reduced operational efficiency and service levels, which would adversely affect our business.

Multiple areas of our business rely on certain third-party software obtained under licenses from other companies. We anticipate that we will continue to rely on such third-party software in the future. Unforeseen issues may arise in third-party software platforms which may have an adverse impact on our operations. Integration of new third-party software or modifications to our existing third-party software may require substantial investment of our time and resources. The inability to integrate or operate third-party software successfully or the inadequacy of third-party software may have a material adverse impact on our operations. Our use of additional or alternative third-party software would require us to enter into license agreements with third parties, which may not be available on commercially reasonable terms or at all. Many of the risks associated with the use of third-party software cannot be eliminated, and these risks could negatively affect our business.

Additionally, the software powering our technology systems incorporates software covered by open source licenses. The terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that the licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to operate our systems. In the event that portions of our proprietary software are determined to be subject to an open source license, we could be required to publicly release the affected portions of our source code or re-engineer all or a portion of our technology systems, each of which could reduce or eliminate the value of our technology systems. Such risk could be difficult or impossible to eliminate and could adversely affect our business, financial condition, and results of operations.

The failure of our information technology and telecommunications systems could adversely affect our business.

Our business is highly dependent upon our information technology and telecommunications systems, including our underwriting system. We rely on these systems to interact with brokers and insureds, to underwrite business, to prepare policies and process premiums, to perform actuarial and other modeling functions, to process claims and make claims payments, and to prepare internal and external financial statements and information. Some of these systems may include or rely on third-party systems not located on our premises or under our control. Events such as natural catastrophes, pandemics (including the COVID-19 Pandemic), cyber-attacks, terrorist attacks, industrial accidents or computer viruses may cause our systems to fail or be inaccessible for extended periods of time. While we have implemented business contingency plans and other reasonable plans to protect our systems, sustained or repeated system failures or service denials could severely limit our ability to write and process new and renewal business, provide customer service, pay claims in a timely manner or otherwise operate in the ordinary course of business.

Our operations depend on the reliable and secure processing, storage, and transmission of confidential and other data and information in our computer systems and networks. Computer viruses, hackers, employee misconduct, and other external hazards could expose our systems to security breaches, cyber-attacks or other disruptions. In addition, we routinely transmit and receive personal, confidential and proprietary data and information by electronic means and are subject to numerous data privacy laws and regulations enacted in the jurisdictions in which we do business, including recent laws in California whose impact on our business are difficult to predict.

While we have implemented security measures designed to protect against breaches of security and other interference with our systems and networks, our systems and networks may be, and at times are, subject to breaches or interference. Any such event may result in operational disruptions as well as unauthorized access to or the disclosure or loss of our proprietary information or our customers' data and information, which in turn may result in legal claims, regulatory scrutiny and liability, reputational damage, the incurrence of costs to eliminate or mitigate further exposure, the loss of customers or affiliated advisors, reputational harm or other damage to our business. In addition, the trend toward general public notification of such incidents could exacerbate the harm to our business, financial condition and results of operations. Even if we successfully protect our technology infrastructure and the confidentiality of sensitive data, we could suffer harm to our business and reputation if attempted security breaches are publicized. We cannot be certain that advances in criminal capabilities, discovery of new vulnerabilities, attempts to exploit vulnerabilities in our systems, data thefts, physical system or network break-ins or inappropriate access, or other developments will not compromise or breach the technology or other security measures protecting the networks and systems used in connection with our business.

A significant portion of our employees work remotely and outside of our primary offices. We believe remote work increases the need for our information technology and telecommunications systems to work properly and creates additional operational risk and difficulty should these systems fail.

Risks Related to Laws and Regulations

We are subject to extensive regulation, which may adversely affect our ability to achieve our business objectives. In addition, if we fail to comply with these regulations, we may be subject to penalties, including fines and suspensions, which may adversely affect our financial condition and results of operations.

PSIC is subject to extensive regulation in Oregon, its state of domicile, California, where it is commercially domiciled, and to a lesser degree, the other states in which it operates. PESIC is subject to extensive regulation in Arizona, its state of domicile, and to a lesser degree, the other states in which it writes business. Our Bermuda based reinsurance subsidiary, Palomar Specialty Reinsurance Company Bermuda Ltd. ("PSRE"), is subject to regulation in Bermuda.

Most insurance regulations are designed to protect the interests of insurance policyholders, as opposed to the interests of investors or stockholders. These regulations generally are administered by a department of insurance in each state and relate to, among other things, capital and surplus requirements, investment and underwriting limitations, affiliate transactions, dividend limitations, changes in control, solvency and a variety of other financial and non-financial aspects of our business. Significant changes in these laws and regulations could further limit our discretion or make it more expensive to conduct our business. State insurance regulators and the Bermuda Monetary Authority (the "BMA"), also conduct periodic examinations of the affairs of insurance and reinsurance companies and require the filing of annual and other reports relating to financial condition, holding company issues and other matters. These regulatory requirements may impose timing and expense constraints that could adversely affect our ability to achieve some or all our business objectives.

Our U.S. insurance subsidiaries are part of an "insurance holding company system" within the meaning of applicable California, Oregon and Arizona statutes and regulations. As a result of such status, certain transactions between our U.S. insurance subsidiaries and one or more of their affiliates, such as a tax sharing agreement or cost sharing arrangement, may not be effected unless the insurer has provided notice of that transaction to the California Department of Insurance, the Oregon Division of Financial Regulation, or the Arizona Department of Insurance, as applicable, at least 30 days prior to engaging in the transaction and the California Department of Insurance, the Oregon Division of Financial Regulation, or the Arizona Department of Insurance, as applicable, has not disapproved such transaction within the 30-day time period. These prior notification requirements may result in business delays and additional business expenses. If any of our U.S. insurance subsidiaries fail to file a required notification or fail to comply with other applicable insurance regulations in California, Oregon or Arizona, as applicable, we may be subject to significant fines and penalties and our working relationship with the California Department of Insurance, the Oregon Division of Financial Regulation, or the Arizona Department of Insurance, as applicable, may be impaired.

In addition, state insurance regulators have broad discretion to deny, suspend, or revoke licenses for various reasons, including the violation of regulations. In some instances, where there is uncertainty as to applicability, we follow practices based on our interpretations of regulations or practices that we believe generally to be followed by the industry. These practices may turn out to be different from the interpretations of regulatory authorities. If we do not have the requisite licenses and approvals or do not comply with applicable regulatory requirements, state insurance regulators could preclude or temporarily suspend us from carrying on some or all of our activities or could otherwise penalize us. This could adversely affect our ability to operate our business. Further, changes in the level of regulation of the insurance industry or changes in laws or regulations themselves or interpretations by regulatory authorities could interfere with our operations and require us to bear additional costs of compliance, which could adversely affect our ability to operate our business.

Our U.S. insurance subsidiaries are subject to risk-based capital requirements, based upon the “risk based capital model” adopted by the NAIC, and other minimum capital and surplus restrictions imposed under Arizona, Oregon and California law. These requirements establish the minimum amount of risk-based capital necessary for a company to support its overall business operations. It identifies property and casualty insurers that may be inadequately capitalized by looking at certain inherent risks of each insurer’s assets and liabilities and its mix of net written premium. Insurers falling below a calculated threshold may be subject to varying degrees of regulatory action, including supervision, rehabilitation or liquidation. Failure by any of our U.S. subsidiaries to maintain risk-based capital at the required levels could adversely affect their ability to maintain regulatory authority to conduct business.

PSRE is subject to regulation from the European Union. The European Union adopted the Economic Substance Act 2018 and the Economic Substance Regulations 2018 (together, the “ES Requirements”). As an insurance company, our Bermuda subsidiary conducts a relevant activity and will be subject to the ES Requirements. As a result, our Bermuda subsidiary may be required to change or increase our business operations in Bermuda to meet the new requirements. Compliance with the ES Requirements is required with effect from July 1, 2019.

Unexpected changes in the interpretation of our coverage or provisions, including loss limitations and exclusions, in our policies could have a material adverse effect on our financial condition and results of operations.

There can be no assurances that specifically negotiated loss limitations or exclusions in our policies will be enforceable in the manner we intend. As industry practices and legal, judicial, social, and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. For example, many of our policies limit the period during which a policyholder may bring a claim, which may be shorter than the statutory period under which such claims can be brought against our policyholders. While these limitations and exclusions help us assess and mitigate our loss exposure, it is possible that a court or regulatory authority or an executive action could nullify or void a limitation or exclusion, such as limitations on business interruption claims caused by pandemics or other crises, or legislation could be enacted modifying or barring the use of such limitations or exclusions. These types of governmental actions could result in higher than anticipated losses and loss adjustment expenses, which could have a material adverse effect on our financial condition or results of operations. In addition, court decisions, such as the 1995 Montrose decision in California could read policy exclusions narrowly so as to expand coverage, thereby requiring insurers to create and write new exclusions.

These issues may adversely affect our business by either broadening coverage beyond our underwriting intent or by increasing the frequency or severity of claims. In some instances, these changes may not become apparent until sometime after we have issued insurance contracts that are affected by the changes. As a result, the full extent of liability under our insurance contracts may not be known for many years after a contract is issued.

We may become subject to additional government or market regulation, which may have a material adverse impact on our business.

Our business could be adversely affected by changes in state laws, including those relating to asset and reserve valuation requirements, surplus requirements, limitations on investments and dividends, enterprise risk and risk-based capital requirements, and, at the federal level, by laws and regulations that may affect certain aspects of the insurance industry, including proposals for preemptive federal regulation. The U.S. federal government generally has not directly

regulated the insurance industry except for certain areas of the market, such as insurance for flood, nuclear and terrorism risks. However, the federal government has undertaken initiatives or considered legislation in several areas that may affect the insurance industry, including tort reform, corporate governance and the taxation of reinsurance companies. In addition, the Bermuda reinsurance regulatory framework has become subject to increased scrutiny in many jurisdictions. As a result, the BMA has implemented and imposed additional requirements on the companies it regulates, which requirements could adversely impact the operations of PSRE.

Any government mandates and/or legislative changes related to the ongoing Pandemic, including mandated premium refunds or credits and extended premium grace periods, could have a material adverse effect on our results of operations and financial condition. Premium grace periods could significantly increase our expenses while decreasing our short-term revenues which would adversely impact our liquidity.

Additionally, in response to the growing threat of cyber-attacks in the insurance industry, certain jurisdictions have begun to consider new cybersecurity measures, including the adoption of cybersecurity regulations which, among other things, would require insurance companies to establish and maintain a cybersecurity program and implement and maintain cybersecurity policies and procedures. On October 24, 2017, the NAIC adopted its Insurance Data Security Model Law, intended to serve as model legislation for states to enact in order to govern cybersecurity and data protection practices of insurers, insurance agents, and other licensed entities registered under state insurance laws. As we expand our insurance operations, we expect to be impacted by this legislation and be required to file compliance certifications pertaining to this legislation.

While we have implemented cybersecurity policies and procedures, there is no guarantee our policies and procedures will protect our systems against all attacks or comply with all provisions of these evolving regulations.

Changes in tax laws as a result of the enactment of tax legislation could impact our operations and profitability.

Legislation commonly known as the Tax Cuts and Jobs Act (the “Tax Act”) was signed into law on December 22, 2017. The Tax Act made significant changes to the U.S. federal income tax rules for taxation of individuals and corporations. One of the associated changes which could impact us is a limitation on the deduction of state and local taxes and mortgage interest. This limitation particularly affects taxpayers in states with relatively high home prices and state and local taxes, such as California, where a significant portion of our business is concentrated.

Any future tax legislation or changes to tax laws such as changing the corporate tax rate could have a negative impact on our results of operations and profitability.

If states increase the assessments that we are required to pay, our business, financial condition and results of operations would suffer.

Certain jurisdictions in which PSIC is admitted to transact business require property and casualty insurers doing business within that jurisdiction to participate in insurance guaranty associations. These organizations pay contractual benefits owed pursuant to insurance policies issued by impaired, insolvent or failed insurers. They levy assessments, up to prescribed limits, on all member insurers in a particular state on the basis of the proportionate share of the premiums written by member insurers in the lines of business in which the impaired, insolvent or failed insurer is engaged. States may also assess admitted companies in order to fund their respective department of insurance operations. Some states permit member insurers to recover assessments paid through full or partial premium tax offset or in limited circumstances by surcharging policyholders.

PSIC is licensed to conduct insurance operations on an admitted basis in 32 states. As PSIC grows, its share of any assessments in each state in which it underwrites business on an admitted basis may increase. PSIC paid assessments of \$0.4 million in 2020. There were no assessments for the nine months ended September 30, 2021. We cannot predict with certainty the amount of future assessments, because they depend on factors outside our control, such as insolvencies of other insurance companies as well as the occurrence of significant catastrophes. Generally speaking, assessments are covered by our catastrophe XOL treaties and, to the extent we have experienced a net loss from an event in excess of our net retention, assessments would be recovered from our reinsurers with no additional expense to us. However, although

reinsurance makes the reinsurer liable to us to the extent the risk is transferred or ceded to the reinsurer, it does not relieve us (the ceding insurer) of our primary liability to our policyholders. Significant assessments could result in higher than expected operating expenses and have a material adverse effect on our business, financial condition or results of operations. In addition, while some states permit member insurers to recover assessments paid through full or partial premium tax offset or, in limited circumstances, by surcharging policyholders, there is no certainty that offsets or surcharges will be permitted in connection with any future assessments.

Because we are a holding company and substantially all of our operations are conducted by our insurance subsidiaries, our ability to pay dividends depends on our ability to obtain cash dividends or other permitted payments from our insurance subsidiaries.

The continued operation and growth of our business will require substantial capital. We do not intend to declare and pay cash dividends on shares of our common stock in the foreseeable future. Because we are a holding company with no business operations of our own, our ability to pay dividends to stockholders largely depends on dividends and other distributions from our insurance subsidiaries, PSIC, PESIC and PSRE. State insurance laws, including the laws of Oregon, California, Arizona, and the laws of Bermuda restrict the ability of our subsidiaries to declare stockholder dividends. State insurance regulators require insurance companies to maintain specified levels of statutory capital and surplus. The maximum dividend distribution absent the approval or non-disapproval of the insurance regulatory authority in Oregon, California and Arizona is limited by Oregon law at ORS 732.576, California law at Cal. Ins. Code 1215.5(g) and Arizona Revised Statute 20-481. Under Oregon statute, dividend payments from PSIC are further limited to that part of available policyholder surplus that is derived from net profits on our business. State insurance regulators have broad powers to prevent the reduction of statutory surplus to inadequate levels, and there is no assurance that dividends up to the maximum amounts calculated under any applicable formula would be permitted. Moreover, state insurance regulators that have jurisdiction over the payment of dividends by PSIC and PESIC may in the future adopt statutory provisions more restrictive than those currently in effect.

PSRE is highly regulated and is required to comply with various conditions before it is able to pay dividends or make distributions to us. Bermuda law, including the Insurance Act 1978, as amended (“Insurance Act”) and the Companies Act 1981, as amended (“Companies Act”) impose restrictions on PSRE’s ability to pay dividends to us based on solvency margins and surplus and capital requirements. These restrictions, and any other future restrictions adopted by the BMA, could have the effect, under certain circumstances, of significantly reducing dividends or other amounts payable to us by PSRE without affirmative approval of the BMA.

Any determination to pay dividends in the future will be at the discretion of our Board of Directors and will depend upon results of operations, financial condition, restrictions imposed by applicable law and other factors our Board of Directors deems relevant. Consequently, investors may need to sell all or part of their holdings of our common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking immediate cash dividends should not purchase our common stock.

The effects of litigation on our business are uncertain and could have an adverse effect on our business.

As is typical in our industry, we continually face risks associated with litigation of various types, including disputes relating to insurance claims under our policies as well as other general commercial and corporate litigation. Although we are not currently involved in any material litigation with our customers, other members of the insurance industry are the target of class action lawsuits and other types of litigation, some of which involve claims for substantial or indeterminate amounts, and the outcomes of which are unpredictable. This litigation is based on a variety of issues, including insurance and claim settlement practices. We cannot predict with any certainty whether we will be involved in such litigation in the future or what impact such litigation would have on our business.

We rely on the use of credit scoring in pricing and underwriting certain of our insurance policies and any legal or regulatory requirements that restrict our ability to access credit score information could decrease the accuracy of our pricing and underwriting process and thus decrease our ability to be profitable.

We use credit scoring as a factor in pricing and underwriting decisions where allowed by state law. Consumer groups and regulators have questioned whether the use of credit scoring unfairly discriminates against some groups of people and are calling for laws and regulations to prohibit or restrict the use of credit scoring in underwriting and pricing. Laws or regulations that significantly curtail or regulate the use of credit scoring, if enacted in a large number of states in which we operate, could impact the integrity of our pricing and underwriting processes, which could, in turn, materially and adversely affect our business, financial condition, results of operations and prospects, and make it harder for us to be profitable over time.

Any failure to protect our intellectual property rights could impair our ability to protect our intellectual property, proprietary technology platform and brand, or we may be sued by third parties for alleged infringement of their proprietary rights.

Our success and ability to compete depend in part on our intellectual property, which includes our rights in our proprietary technology platform and our brand. We primarily rely on copyright, trade secret and trademark laws, and confidentiality agreements with our employees, customers, service providers, partners and others to protect our intellectual property rights. However, the steps we take to protect our intellectual property may be inadequate. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Additionally, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability and scope of our intellectual property rights. Our failure to secure, protect and enforce our intellectual property rights could adversely affect our brand and adversely impact our business.

Our success also depends in part on us not infringing on the intellectual property rights of others. Our competitors, as well as a number of other entities and individuals, may own or claim to own intellectual property relating to our industry. In the future, third parties may claim that we are infringing on their intellectual property rights, and we may be found to be infringing on such rights. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or ongoing royalty payments, prevent us from offering our services, or require that we comply with other unfavorable terms. Even if we were to prevail in such a dispute, any litigation could be costly and time-consuming and divert the attention of our management and key personnel from our business operations.

Changes in accounting practices and future pronouncements may materially affect our reported financial results.

Developments in accounting practices may require us to incur considerable additional expenses to comply, particularly if we are required to prepare information relating to prior periods for comparative purposes or to apply the new requirements retroactively. Our consolidated financial statements are prepared in accordance with Generally Accepted Accounting Principles ("GAAP"). The impact of changes in GAAP cannot be predicted but may affect the calculation of net income, stockholders' equity, and other relevant financial statement line items.

In addition to compliance with GAAP on a consolidated basis, PSIC, PESIC, and PSRE are required to comply with statutory accounting principles ("SAP"). SAP and various components of SAP are subject to constant review by the NAIC and its task forces and committees, as well as state insurance departments, in an effort to address emerging issues and otherwise improve financial reporting. Various proposals are pending before committees and task forces of the NAIC, some of which, if enacted, could have negative effects on insurance industry participants. The NAIC continuously examines existing laws and regulations. We cannot predict whether or in what form such reforms will be enacted and, if so, whether the enacted reforms will positively or negatively affect us.

We incur significant costs as a public company, and our management is required to devote substantial time to complying with public company regulations.

As a public company, we incur certain legal, accounting and other expenses that we would not incur as a private company. We are subject to the reporting requirements of the Exchange Act, which require, among other things, that we file with the SEC annual, quarterly and current reports with respect to our business and financial condition and therefore we need to have the ability to prepare financial statements that comply with all SEC reporting requirements on a timely basis. In addition, we are subject to other reporting and corporate governance requirements, including certain requirements of and certain provisions of the Sarbanes-Oxley Act and the regulations promulgated thereunder, which impose significant compliance obligations upon us. In particular, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Our compliance with Section 404 requires that we incur substantial accounting expense and expend significant management efforts. We must maintain accounting and financial staff and consultants with appropriate public company reporting, technical accounting, and internal control knowledge to satisfy the ongoing requirements of Section 404 and provide internal audit services.

The Sarbanes-Oxley Act and the Dodd-Frank Act, as well as new rules subsequently implemented by the SEC and Nasdaq, have increased regulation of, and imposed enhanced disclosure and corporate governance requirements on, public companies. Our efforts to comply with these evolving laws, regulations and standards increases our operating costs and divert management's time and attention from revenue-generating activities.

These requirements also place significant additional demands on our finance and accounting staff and on our financial accounting and information systems. We must retain accounting and financial staff with appropriate public company reporting experience and technical accounting knowledge. Other expenses associated with being a public company include increased auditing, accounting and legal fees and expenses, investor relations expenses, increased directors' fees and director and officer liability insurance costs, registrar and transfer agent fees and listing fees, as well as other expenses. As a public company, we are required, among other things, to:

- prepare and file periodic reports and distribute other stockholder communications, in compliance with the federal securities laws and requirements of Nasdaq;
- define and expand the roles and the duties of our Board of Directors and its committees;
- institute comprehensive compliance and investor relations functions; and
- evaluate and maintain our system of internal control over financial reporting, and report on management's assessment thereof, in compliance with rules and regulations of the SEC and the Public Company Accounting Oversight Board.

We may not be successful in complying with these requirements, and compliance with them could materially adversely affect our business. These requirements increase our costs and may cause us to reduce costs in other areas of our business or increase the prices of our products or services. For example, these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance. We cannot predict or estimate the amount or timing of additional costs we may incur to respond to these requirements. The impact of these requirements could also make it more difficult for us to attract and retain qualified persons to serve on our Board of Directors, our Board committees or as executive officers.

In addition, if we fail to implement and maintain the required controls with respect to our internal accounting and audit functions, our ability to report our results of operations on a timely and accurate basis could be impaired. If we do not implement the required controls in a timely manner or with adequate compliance, we may be subject to sanctions or investigation by regulatory authorities, such as the SEC or Nasdaq. Any such action could harm our reputation and the confidence of our investors and customers and could negatively affect our business and cause the price of our shares of common stock to decline.

We are required by Section 404 of the Sarbanes-Oxley Act to evaluate the effectiveness of our internal control over financial reporting. If we are unable to achieve and maintain effective internal controls, our operating results and financial condition could be harmed and the market price of our common stock may be negatively affected.

As a public company with SEC reporting obligations, we are required to document and test our internal control procedures to satisfy the requirements of Section 404(b) of the Sarbanes-Oxley Act, which requires annual assessments by management of the effectiveness of our internal control over financial reporting. We must implement and maintain substantial internal control systems and procedures to satisfy the reporting requirements under the Exchange Act.

During our assessments, we may identify deficiencies that we are unable to remediate in a timely manner. Testing and maintaining our internal control over financial reporting may also divert management's attention from other matters that are important to the operation of our business. We may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404(b) of Sarbanes-Oxley. If we conclude that our internal control over financial reporting is not effective, the cost and scope of remediation actions and their effect on our operations may be significant. Moreover, any material weaknesses or other deficiencies in our internal control over financial reporting may impede our ability to file timely and accurate reports with the SEC. Any of the above could cause investors to lose confidence in our reported financial information or our common stock listing on Nasdaq to be suspended or terminated, which could have a negative effect on the trading price of our common stock.

Applicable insurance laws may make it difficult to effect a change of control.

Under applicable Oregon, California and Arizona insurance laws and regulations, no person may acquire control of a domestic insurer until written approval is obtained from the state insurance commissioner following a public hearing on the proposed acquisition. Such approval would be contingent upon the state insurance commissioner's consideration of a number of factors including, among others, the financial strength of the proposed acquiror, the acquiror's plans for the future operations of the domestic insurer and any anti-competitive results that may arise from the consummation of the acquisition of control. Oregon, California and Arizona insurance laws and regulations pertaining to changes of control apply to both the direct and indirect acquisition of ten percent or more of the voting stock of an insurer domiciled in that state. Accordingly, the acquisition of ten percent or more of our common stock would be considered an indirect change of control of Palomar Holdings, Inc. and would trigger the applicable change of control filing requirements under Oregon, California and Arizona insurance laws and regulations, absent a disclaimer of control filing and its acceptance by the Oregon, California and Arizona Insurance Departments. These requirements may discourage potential acquisition proposals and may delay, deter or prevent a change of control of Palomar Holdings, Inc., including through transactions that some or all of the stockholders of Palomar Holdings, Inc. might consider to be desirable.

Risks Related to Ownership of Our Common Stock

Future transactions where we raise capital may negatively affect our stock price.

We are currently a "Well-Known Seasoned Issuer" and may file automatic shelf registration statements at any time with the SEC. Sales of substantial amounts of shares of our common stock or other securities under our current or future shelf registration statements could lower the market price of our common stock and impair our ability to raise capital through the sale of equity securities.

Our operating results and stock price may be volatile, or may decline regardless of our operating performance, and holders of our common stock could lose all or part of their investment.

Our quarterly operating results are likely to fluctuate in the future as a publicly traded company. In addition, securities markets worldwide have experienced, and are likely to continue to experience, significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could subject the market price of our shares to wide price fluctuations regardless of our operating performance. Although we believe we have adequate sources of liquidity over the short- and long-term, the success of our operations, the global economic outlook, and the pace of sustainable growth in our markets, in each case, in light of the market volatility and uncertainty as a

result of the Pandemic, among other factors, could impact our business and liquidity. You should consider an investment in our common stock to be risky, and you should invest in our common stock only if you can withstand a significant loss and wide fluctuation in the market value of your investment. The market price of our common stock is likely to continue to be subject to significant fluctuations in response to the factors described in this “Risk Factors” section and other factors, many of which are beyond our control. Among the factors that could affect our stock price are:

- market conditions in the broader stock market;
- actual or anticipated fluctuations in our quarterly financial and operating results;
- introduction of new products or services by us or our competitors;
- issuance of new or changed securities analysts’ reports or recommendations;
- results of operations that vary from expectations of securities analysis and investors;
- short sales, hedging and other derivative transactions in our common stock;
- guidance, if any, that we provide to the public, any changes in this guidance or our failure to meet this guidance;
- strategic actions by us or our competitors;
- announcement by us, our competitors or our acquisition targets;
- sales, or anticipated sales, of large blocks of our stock, including by our directors, executive officers and principal stockholders;
- additions or departures in our Board or Directors, senior management or other key personnel;
- regulatory, legal or political developments;
- public response to press releases or other public announcements by us or third parties, including our filings with the SEC;
- litigation and governmental investigations;
- changing economic conditions, including those caused by the Pandemic;
- changes in accounting principles;
- any indebtedness we may incur or securities we may issue in the future;
- default under agreements governing our indebtedness;
- exposure to capital and credit market risks that adversely affect our investment portfolio or our capital resources;
- changes in our credit ratings;
- changes in corporate tax rates;
- exchange rate fluctuations; and
- other events or factors, including those from natural disasters, war, pandemics, acts of terrorism, or responses to these events.

The securities markets have from time to time experienced extreme price and volume fluctuations that often have been unrelated or disproportionate to the operating performance of particular companies. As a result of these

factors, investors in our common stock may not be able to resell their shares at or above the price at which they purchased their shares. These broad market fluctuations, as well as general market, economic and political conditions, such as recessions, loss of investor confidence or interest rate changes, may negatively affect the market price of our common stock.

In addition, the stock markets, including Nasdaq, have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. If any of the foregoing occurs, it could cause our stock price to fall and may expose us to securities class action litigation that, even if unsuccessful, could be costly to defend, divert management's attention and resources or harm our business.

Anti-takeover provisions in our organizational documents could delay a change in management and limit our share price.

Provisions of our certificate of incorporation and bylaws could make it more difficult for a third party to acquire control of us even if such a change in control would increase the value of our common stock and prevent attempts by our stockholders to replace or remove our current Board of Directors or management.

Our charter documents contain anti-takeover provisions that will hinder takeover attempts and could reduce the market value of our common stock or prevent sale at a premium. Our anti-takeover provisions:

- permit the Board of Directors to establish the number of directors and fill any vacancies and newly created directorships;
- provide that our Board of Directors are classified into three classes with staggered, three year terms and that directors may only be removed for cause;
- require super-majority voting to amend provisions in our certificate of incorporation and bylaws;
- include blank-check preferred stock, the preference, rights and other terms of which may be set by the Board of Directors and could delay or prevent a transaction or a change in control that might involve a premium price for our common stock or otherwise benefit our stockholders;
- eliminate the ability of our stockholders to call special meetings of stockholders;
- specify that special meetings of our stockholders can be called only by our Board of Directors, the chairman of our Board of Directors, or our chief executive officer;
- prohibit stockholder action by other than unanimous written consent;
- provide that vacancies on our Board of Directors may be filled only by a majority of directors then in office, even though less than a quorum;
- prohibit cumulative voting in the election of directors; and
- establish advance notice requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a period of time.

Our certificate of incorporation and bylaws provide that the Court of Chancery of the State of Delaware is the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our certificate of incorporation and bylaws provide that the Court of Chancery of the State of Delaware is the exclusive forum for the following civil actions:

- any derivative action or proceeding brought on our behalf;

- any action asserting a claim of breach of a fiduciary duty by any of our directors, officers, employees or agents or our stockholders;
- any action asserting a claim arising pursuant to any provision of the DGCL or our certificate of incorporation or bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware;
- any action to interpret, apply, enforce or determine the validity of our certificate of incorporation or our bylaws; or
- any action asserting a claim governed by the internal affairs doctrine.

However, this provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act. Furthermore, this provision applies to Securities Act claims and Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Accordingly, there is uncertainty as to whether a court would enforce such provision, and our stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder. This choice of forum provision, if enforced, may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and other employees, although our stockholders will not be deemed to have waived our compliance with federal securities laws and the rules and regulations thereunder. Alternatively, if a court were to find the choice of forum provision contained in our certificate of incorporation and bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could have a material adverse effect on our business, financial condition or results of operations.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock depends, in part, on the research and reports that securities or industry analysts publish about us or our business and our industry. If one or more of the analysts who cover us downgrades our common stock or publishes inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our common stock could decrease, which could cause our stock price and trading volume to decline.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Share repurchases

On March 29, 2021, the Company's Board of Directors approved the adoption of a share repurchase program which became effective March 31, 2021. The program authorizes the repurchase by the Company of up to \$40 million of its outstanding shares of common stock through the period ending on March 31, 2023. Under the share repurchase program, shares may be repurchased from time to time in the open market or negotiated transactions at prevailing market rates, or by other means in accordance with federal securities laws. The Company purchased 239,096 shares for \$15.8 million under this program during the nine months ended September 30, 2021 and \$24.2 million remains available for repurchase.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

On July 13, 2021, our Compensation Committee of the Board of Directors (the “Compensation Committee”) approved a new form of executive employment agreement (the “Form Agreement”), to be entered into by our executive officers (excluding Mr. Armstrong). We intend to enter into the Form Agreement with each of our executive officers prior to December 31, 2021. The Form Agreement provides, among other things, the executive’s annual base salary and target bonus amount, each subject to review and adjustment by the Compensation Committee.

The Form Agreement also provides benefits in connection with a termination of the executive’s employment under specified circumstances. Under the terms of the Form Agreement, if we terminate the executive’s employment other than for “cause” or the executive terminates his or her employment for “good reason”(each as defined in the Form Agreement), the executive will be entitled to receive, subject to his or her timely execution and non-revocation of a separation agreement and release of claims in a form reasonably satisfactory to us and his or her continued adherence to the non-solicitation provision of the Form Agreement, (i) severance payments in an amount equal to his or her then-current base salary for a period of 12 months payable in accordance with our regularly scheduled payroll; and (ii) reimbursements for the executive’s and his or her eligible dependents’ COBRA premiums for up to 12 months (such payments under (i) and (ii), the “Severance Pay”).

In addition, if we terminate the executive without cause or the executive resigns for good reason within 12 months following a change in control (as defined in the Form Agreement), the executive is entitled to receive the Severance Pay and, in the event the executive’s outstanding equity is assumed or continued following the change in control, the acceleration of his or her then unvested equity awards.

The Form Agreement also includes a non-solicitation provision prohibiting the executive from soliciting for employment or as a consultant for 12 months following separation of employment any employee or consultant of the Company, including those engaged within the twelve months prior to executive’s termination.

Item 6. Exhibits

Exhibit Number	Description
10.1+	Executive Employment Agreement, dated July 15, 2021, by and between the Company and Mac Armstrong (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on July 19, 2021).
10.2+	Form of Executive Employment Agreement (Named Executive Officers)
31.1	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

+Management compensatory arrangement

Signatures

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

Palomar Holdings, Inc.

Date: November 4, 2021

By: /s/ Mac Armstrong
Mac Armstrong
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

Date: November 4, 2021

By: /s/ T. Christopher Uchida
T. Christopher Uchida
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXECUTIVE EMPLOYMENT AGREEMENT

This EXECUTIVE EMPLOYMENT AGREEMENT (the “**Agreement**”) is entered into and effective as of _____ (the “**Effective Date**”), by and between _____ (the “**Executive**”) and Palomar Holdings, Inc. (the “**Company**”). Each of the Company and Executive are a “**Party**” and, collectively, they are the “**Parties**.”

RECITALS

WHEREAS, the Company desires to employ Executive pursuant to the terms of this Agreement, and Executive desires to provide personal services to the Company in return for certain compensation under this Agreement; and

WHEREAS, the Parties desire and intend that this Agreement supersede any and all prior employment agreement and understandings between Executive and the Company or any of its or their subsidiaries or affiliates (which collectively or singularly, as the context requires, is referred to as the “**Company Group**”), or any predecessor to the Company Group and to provide for the employment of Executive upon the terms and conditions set forth herein.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, the Parties agree to the following:

1. **EMPLOYMENT BY THE COMPANY.**

1.1 **Position.** Subject to the terms set forth herein, the Company agrees to employ Executive in the position of _____, and Executive hereby accepts such employment. This is a full-time, exempt position, and Executive will be expected to work at least 40 hours per week and additional hours as required by Executive’s job duties.

1.2 **Duties.**

(a) Executive will report to the Chief Executive Officer of the Company (the “**CEO**”). Executive shall faithfully perform all duties related to the position or positions held by Executive, including but not limited to all duties set forth in this Agreement and/or in the Bylaws or operating agreement, as applicable, of the Company Group related to the position or positions held by Executive and all additional duties and authority as are reasonably assigned to Executive, from time to time, by the CEO or designee.

(b) Executive agrees that, while employed by the Company, Executive will devote Executive’s full business time and Executive’s best efforts and business judgment exclusively to the advancement of the business interests of the Company Group and to the discharge of Executive’s duties and responsibilities for them. Executive will not, while employed by the Company, undertake or engage in any other employment, occupation or business enterprise, except for (i) service on non-for-profit boards, (ii) volunteer service in various civic and charitable activities, and (iii) such other activities as may be specifically approved in writing by the CEO, so long as such activities do not, individually or in the aggregate, interfere with the faithful performance of Executive’s duties and obligations hereunder.

(c) Executive shall perform Executive’s duties under this Agreement principally out of the Company’s office in _____. In addition, Executive shall make such business trips to such places as



may be reasonably necessary or advisable as part of Executive's performance of Executive's duties for the Company Group.

1.3 **Company Policies.** Executive shall comply with all policies, standards, rules, and regulations, including any code of conduct, code of ethics or compliance manual, of the Company Group (a "**Company Policy**" or collectively, the "**Company Policies**") and all applicable government laws, rules, and regulations that are now or hereafter in effect. Executive acknowledges receipt of copies of all written Company Policies that are in effect as of the date of this Agreement. Notwithstanding the foregoing, in the event that the terms of this Agreement differ from or are in conflict with the Company Policies, this Agreement shall control.

2. **COMPENSATION; BENEFITS.**

2.1 **Salary.** The Company will pay Executive a base salary of \$_____ on an annualized basis, subject to review and adjustment by the Company, payable subject to standard federal and state payroll withholding requirements in accordance with the Company's standard payroll practices ("**Base Salary**").

2.2 **Bonuses.** During the period Executive is employed with the Company, Executive shall be eligible to earn for Executive's services to be rendered under this Agreement a discretionary annual cash bonus, targeted at ____% of Base Salary ("**Target Bonus Amount**"). The Target Bonus Amount will be subject to review and adjustment by the Compensation Committee of the Board of Directors of the Company (the "**Compensation Committee**") in its sole discretion. Whether or not Executive earns any bonus will be dependent upon (a) Executive's continuous performance of services to the Company through the date any bonus is paid; and (b) the actual achievement by Executive and the Company of the applicable performance targets and goals set by the CEO and/or the Compensation Committee in advance of, or within the first quarter of, each bonus year. The annual period over which performance is measured for purposes of this bonus is January 1 through December 31, unless otherwise modified by the Compensation Committee (such period, the "**Performance Period**"). The Compensation Committee will determine in its sole discretion the extent to which Executive and the Company have achieved the performance goals upon which the bonus is based and the amount of the bonus. Any bonus shall be subject to the terms of any applicable incentive compensation plan adopted by the Company. Any bonus, if earned, will be paid to Executive subject to standard federal and state payroll withholding requirements within the time period set forth in the incentive compensation plan, or if no such time period was established, in the year following the applicable Performance Period, at the same time and under the same terms and conditions as other employees of the Company, which will generally occur within thirty (30) days after the Company's receipt of its audited financial statements for the applicable Performance Period.

2.3 **Benefits.** Executive will be eligible to participate on the same basis as other similarly situated employees of the Company in all employee benefit plans from time to time in effect for employees of the Company generally, except to the extent such plans are duplicative of benefits otherwise provided Executive under this Agreement (e.g., a severance pay plan). All matters of eligibility for coverage or benefits under any benefit plan shall be determined in accordance with the provisions of such plan. The Company Group reserves the right to change, alter, or terminate any benefit plan in its sole discretion.

2.4 **Expense Reimbursement.** The Company shall reimburse Executive for all other customary and appropriate business-related expenses actually incurred and documented in accordance with the Company Group's policies as in effect from time to time. For the avoidance of doubt, to the extent that any reimbursements payable to Executive are subject to the provisions of Section 409A of the Internal Revenue Code of 1986, as amended (the "**Code**"): (a) any such reimbursements will be paid no later than December 31 of the year following the year in which the expense was incurred, (b) the amount of expenses reimbursed in one year will not affect the



amount eligible for reimbursement in any subsequent year, and (c) the right to reimbursement under this Agreement will not be subject to liquidation or exchange for another benefit.

3. **PROPRIETARY INFORMATION, INVENTIONS, NON-COMPETITION AND NON-SOLICITATION OBLIGATIONS.** As a condition of employment, Executive agrees to execute and abide by a Employee Proprietary Information and Inventions Agreement (the “***Proprietary Information Agreement***”), which may be amended by the Parties from time to time without regard to this Agreement. The Proprietary Information Agreement contains provisions that are intended by the Parties to survive and do survive termination of this Agreement.

4. **RESTRICTIVE COVENANTS.**

4.1 **No Conflict with Existing Obligations.** Executive represents that Executive’s performance of all the terms of this Agreement and as an Executive of the Company do not, and will not, breach any agreement or obligation of any kind made prior to Executive’s employment by the Company, including agreements or obligations Executive may have with prior employers or entities for which Executive has provided services. Executive has not entered into, and Executive agrees that Executive will not enter into, any agreement or obligation, either written or oral, in conflict herewith.

4.2 **Non-Solicitation of Customers.** Executive acknowledges that non-public information relating to Company Group’s customers and prospects (including their needs or desires with respect to the types of products or services offered by Company Group, proposals, bids, contracts and their contents, the type and quantity of products and services provided or sought to be provided) is confidential and constitutes Proprietary Information (as defined in the Proprietary Information Agreement). Accordingly, to protect such Proprietary Information and Company Group’s customer goodwill, Executive agrees that, during Executive’s employment with the Company and for a period ending eighteen (18) months after the termination of Executive’s employment with the Company for any reason (the “***Restricted Period***”), Executive will not, either directly or indirectly, separately or in association with others: (a) use Proprietary Information to induce any Partner, Customer or Potential Customer to terminate, diminish, or materially alter in a manner harmful to the Company Group its relationship with the Company Group; (b) tortiously interfere with the Company Group’s relationship with any Partner, Customer or Potential Customer; or (c) use Proprietary Information to sell, offer, or provide any products or services to a Customer or Potential Customer that competes with any products or services offered by a Company Group entity. For purposes of this Agreement, “***Customer or Potential Customer***” is any person or entity who or which, at any time during the twelve (12) month period prior to the date Executive’s employment with the Company ends: (i) contracted for, was billed for, or received from a Company Group entity any of its products or services; or (ii) was solicited by a Company Group entity for the purpose of offering its products or services in an effort in which Executive was involved. The term “***Partner***” means any prospective carrier, broker, agent, or other individual, corporation, or business entity that assists the Company Group in selling or offering its products or services or has entered a formal business relationship with the Company Group for the purpose of advancing the Company Group’s business interests.

4.3 **Non-Solicitation of Employees or Consultants.** Executive agrees that, during the Restricted Period, Executive will not, either directly or indirectly, separately or in association with others: (a) solicit for employment or as a consultant, or induce or attempt to persuade to terminate or significantly reduce his or her employment or consulting relationship with a Company Group entity, any person employed or engaged by a Company Group entity and any former employee, consultant or contractor of a Company Group entity employed or engaged by such entity in the preceding twelve (12) months (each a “***Covered Person***” and collectively, “***Covered Persons***”), even if Executive did not initiate the discussion or seek out the contact; *provided, however,*



that general advertisements for employment which are not specifically targeted at any Covered Person will not alone constitute a violation of this Section 4.3; or (b) hire, employ, or exclusive engage, or attempt to hire, employ, or exclusively engage, any Covered Person to work in any capacity for an entity that competes with the Company Group.

4.4 **Non-Disparagement.** Executive agrees not to disparage, criticize, or make any written or verbal statements that are negative, detrimental, or injurious to the Company Group, or their business, their management or their products, services or other offerings, except (a) as required by applicable law, (b) in connection with reports of possible violations of anti-discrimination laws, labor relations laws, occupational health and safety laws, wage and hour laws, or securities laws to the appropriate government enforcing agency and such other disclosures that are expressly protected under such laws, or (c) in responding truthfully to inquiries from, or otherwise cooperating with, any governmental or regulatory investigation.

4.5 **Notification of New Employer.** In the event that Executive leaves the employ of the Company, Executive hereby grants consent to notification by the Company to Executive's new employer or business partners about the Executive's obligations under Section 4 of this Agreement

4.6 **Construction.** Executive agrees that the restrictions contained in Section 4 of this Agreement are reasonable, proper, and necessitated by the Company's legitimate business interests. In the event that a court finds any of the restrictions in Section 4 of this Agreement to be ambiguous, unenforceable, or invalid, Executive and the Company agree that the court will read the Agreement as a whole and interpret the restriction(s) at issue to be enforceable and valid to the maximum extent allowed by law.

4.7 **Injunctive Relief.** Executive agrees that, were Executive to breach any of the covenants contained in Section 4, the damage to the Company Group would be irreparable. Executive, therefore, agrees that the Company, in addition to any other remedies available to it, shall be entitled to preliminary and permanent injunctive relief against any breach or threatened breach by Executive of any of those covenants without having to post bond and will additionally be entitled to an award of its attorney's fees. So that the Company Group may enjoy the full benefit of the covenants contained in Section 4, Executive further agree that the Restricted Period shall be tolled, and shall not run, during the period of any breach by Executive of any of the covenants contained in Sections 4.2 or 4.3. The Parties further agree that each entity within the Company Group shall have the right to enforce all of Executive's obligations to that entity under this Agreement, including without limitation pursuant to this Section 4. Finally, except as otherwise expressly set forth herein, no claimed breach of this Agreement or other violation of law attributed to the Company Group or change in the nature or scope of Executive's employment shall operate to excuse Executive from the performance of Executive's obligations under Section 4.

5. **AT-WILL EMPLOYMENT.** Executive shall be employed by the Company on an "at will" basis, meaning either the Company or Executive may terminate Executive's employment at any time, with or without cause or advance notice. Any contrary representations that may have been made to Executive shall be superseded by this Agreement. This Agreement shall constitute the full and complete agreement between Executive and the Company on the "at will" nature of Executive's employment with the Company, which may be changed only in an express written agreement signed by Executive and a duly authorized officer of the Company. Executive's rights to any compensation following a termination shall be only as set forth in Section 6.

6. **EFFECT OF TERMINATION.** The provisions in this Section govern the amount of compensation, if any, to be provided to Executive upon termination of employment and do not alter the at-will status of Executive's employment. The effective date on which Executive's employment with the Company ends for any reason shall be referred to as the "***Termination Date.***" In the event Executive's employment ends for any reason, Executive



shall be entitled to the Accrued Obligations. For purposes of this Agreement, “**Accrued Obligations**” are (i) Executive’s accrued but unpaid salary through the Termination Date, (ii) any unreimbursed business expenses incurred by Executive payable in accordance with the Company’s standard expense reimbursement policies, and (iii) benefits owed to Executive under any qualified retirement plan or health and welfare benefit plan in which Executive was a participant in accordance with applicable law and the provisions of such plan. Executive’s rights to any additional compensation following a termination shall be only as set forth below.

6.1 Termination by the Company for Cause.

(a) The Company shall have the right to terminate Executive’s employment with the Company at any time for Cause by giving notice as described in Section 8.1 of this Agreement. For purposes of this Agreement, “**Cause**” for termination shall mean that the Company has determined in its sole discretion that Executive has engaged in any of the following: (i) Executive’s refusal or failure to perform (other than by reason of Disability), or Executive’s material negligence in the performance of Executive’s duties and responsibilities to the Company Group, or Executive’s refusal or failure to follow or carry out any reasonable direction of the CEO, an authorized officer of the Company Group, the Board of Directors of the Company or a committee thereof (the “**Board**”), which refusal, failure or negligence, if susceptible of cure, remains uncured or continues or recurs ten (10) days after written notice from the Company specifying in reasonable detail the nature of such breach, (ii) Executive’s material breach of any Company Policy or any provision of any agreement to which Executive and the Company Group are party, which breach, if susceptible of cure, remains uncured or continues or recurs ten (10) days after written notice from the Company specifying in reasonable detail the nature of such breach (provided that any material breach of any of the terms of the Proprietary Information Agreement shall be deemed not susceptible of cure), (iii) commission by Executive of fraud, embezzlement or theft; (iv) commission by Executive of any felony or any other crime involving dishonesty or moral turpitude; (v) any other conduct that involves a breach of fiduciary obligation or otherwise could reasonably be expected to have a material adverse effect upon the business, interests or reputation of the Company Group, which breach, if susceptible of cure, remains uncured or continues or recurs ten (10) days after written notice from the Company specifying in reasonable detail the nature of such breach; (vi) any adverse action or omission by Executive which would be required to be disclosed pursuant to public securities laws or which would limit the ability of the Company Group to sell securities under any Federal or state law or which would disqualify the Company Group from any exemption otherwise available to it; (vii) Executive being prohibited by law or any order from any regulatory body or governmental body from being an employee or director of any company, firm or entity; or (viii) Executive’s willful failure to cooperate with a bona fide internal investigation or an investigation by regulatory or law enforcement authorities, after being instructed by the CEO or the Board to cooperate, or the willful destruction or failure to preserve documents or other materials known to be relevant to such investigation or the inducement of others to fail to cooperate or to produce documents or other materials in connection with such investigation.

(b) In the event Executive’s employment is terminated at any time for Cause, Executive will not receive any severance compensation or benefits, except that, pursuant to the Company’s standard payroll policies, the Company shall pay to Executive the Accrued Obligations.

6.2 Termination by the Company Without Cause.

(a) The Company shall have the right to terminate Executive’s employment with the Company without Cause pursuant to this Section 6.2 at any time by giving notice as described in Section 8.1 of this Agreement. A resignation for Good Reason pursuant to Section 6.3(b) below shall constitute a termination without Cause for purposes of receiving the Severance Pay described in this Section 6.2(b). In addition, a



termination pursuant to Section 6.4 below and a transfer of Executive's employment from the Company to another member of the Company Group, and an assignment of this Agreement to such Company Group member, shall not constitute a termination without Cause for purposes of receiving the Severance Pay described in this Section 6.2(b).

(b) If the Company terminates Executive's employment without Cause, then Executive shall be entitled to receive the Accrued Obligations and, subject to Executive's compliance with the obligations in Section 6.2(c) below, Executive shall be eligible to receive, and the Company will provide to Executive (or his legal representative or beneficiaries, as applicable) the severance benefits described below: (i) severance payments in an amount equal to Executive's then current Base Salary for a period of twelve (12) months (the "**Severance Period**"), less all applicable withholdings and deductions, paid in equal installments on the Company's regularly scheduled payroll dates over the Severance Period, beginning on the Company's first regularly scheduled payroll date following the Release Effective Date (as defined in Section 6.2(c) below), with the remaining installments occurring on the Company's regularly scheduled payroll dates thereafter; (ii) payments equal to the monthly premium cost to continue health coverage pursuant to Title X of the Consolidated Omnibus Budget Reconciliation Act of 1985 ("**COBRA**") for Executive and Executive's eligible dependents in the same amount as if Executive were an active employee of the Company, provided that Employee is eligible for and timely elects COBRA coverage and pays Executive's share of the premium cost, which payments shall continue until the earliest of (A) the Severance Period, (B) the date Executive is no longer eligible to receive continuation health coverage under COBRA, or (C) the date Executive becomes eligible for health coverage with a new employer (such payments described in clause (i) and (ii), collectively the "**Severance Pay**").

(c) Executive shall be entitled to the Severance Pay pursuant to Section 6.2(b) of this Agreement if: (i) Executive signs and delivers to the Company an effective, general release of claims in favor of the Company in a form reasonably acceptable to the Company (the "**Release**"), by the 60th day following the Termination Date or such earlier date as set forth in the Release, which cannot be revoked in whole or part (if applicable) by such date or such earlier date as set forth in the Release (the date that the Release can no longer be revoked is referred to as the "**Release Effective Date**"); (ii) if Executive holds any other positions with the Company Group, Executive resigns such position(s) to be effective no later than the Termination Date (or such other date as requested by the CEO); (iii) Executive returns all Company property with all data stored on any electronic devices intact; (iv) Executive complies with all post-termination obligations under this Agreement; and (v) Executive complies with the terms of the Release, including without limitation the non-disparagement and confidentiality provisions contained in the Release. To the extent that the Severance Pay are deferred compensation under Section 409A of the Code, and are not otherwise exempt from the application of Section 409A, then, if the period during which Executive may consider and sign the Release spans two calendar years, the Severance Pay will not be made or begin until the later calendar year.

(d) Any Severance Pay provided to Executive pursuant to this Agreement are in lieu of, and not in addition to, any benefits to which Executive may otherwise be entitled under any Company severance plan, policy or program (excluding, however, any Accrued Obligations).

(e) Any damages caused by the termination of Executive's employment without Cause would be difficult to ascertain; therefore, the Severance Pay for which Executive is eligible pursuant to Section 6.2(b) above in exchange for the Release is agreed to by the Parties as liquidated damages, to serve as full compensation, and not a penalty.

6.3 Resignation by Executive; Resignation by Executive for Good Reason.



(a) Executive may resign without Good Reason from Executive's employment with the Company at any time, although the Company requests at least thirty (30) days' advance notice of Executive's desire to resign his employment. In the event Executive resigns without Good Reason from Executive's employment with the Company, Executive will not receive the Severance Pay or any other severance compensation or benefits, except that, pursuant to the Company's standard payroll policies, the Company shall pay to Executive the Accrued Obligations.

(b) Executive may terminate your employment with the Company for Good Reason (as defined below) by (i) providing written notice thereof as described in Section 8.1 to the Company no later than (30) days following the occurrence of the condition giving rise to Good Reason, which notice shall set forth in reasonable detail the nature of the facts and circumstances which constitute Good Reason, (ii) providing the Company a period of thirty (30) days after receipt of such resignation notice to remedy the condition which constitutes Good Reason and (iii) terminating your employment for Good Reason within thirty (30) days following the expiration of the period to remedy if the Company fails to remedy the condition. For purposes of this Agreement, "**Good Reason**" shall mean, in each case without Executive's consent, (i) a material diminution in Executive's title, duties or responsibilities, provided that such action is not taken in connection with a disciplinary action nor termination of Executive's employment by the Company and provided, further, that a change in title resulting from a restructuring or reorganization of the Company Group will not by itself result in a diminution of Executive's position, (ii) a material diminution in Executive's Base Salary or Target Bonus Amount (unless pursuant to a salary reduction program or compensation change applicable generally to the Company's similarly situated employees), or (iii) a requirement that Executive relocate Executive's principal place of employment to a location more than twenty-five (25) miles from Executive's then-current principal place of employment immediately prior to such relocation.

(c) In the event Executive resigns from Executive's employment for Good Reason, then subject to Executive's compliance with the obligations in Section 6.2(c) above, Executive shall be eligible to receive the Severance Pay as described in Section 6.2(b) and on the same terms and conditions set forth in Section 6.2(c) and Section 6.2(d) as if Executive had been terminated by the Company without Cause.

(d) Any damages caused by Executive's resignation for Good Reason would be difficult to ascertain; therefore, the Severance Pay for which Executive is eligible pursuant to Section 6.3(c) above in exchange for the Release is agreed to by the Parties as liquidated damages, to serve as full compensation, and not a penalty.

6.4 **Termination by Virtue of Death, or Disability of Executive.**

(a) In the event of Executive's death while employed pursuant to this Agreement, all obligations of the Parties hereunder shall terminate immediately, and the Company shall, pursuant to the Company's standard payroll policies, pay to Executive's legal representatives all Accrued Obligations.

(b) Subject to applicable state and federal law, the Company shall at all times have the right, upon written notice to Executive, to terminate this Agreement based on Executive's Disability. Termination by the Company of Executive's employment based on "**Disability**" shall mean termination because Executive (i) is unable due to a physical or mental condition to perform the essential functions of Executive's position with or without reasonable accommodation (as applicable), which lasts or, based on the written certification by two licensed physicians, is expected to last at least 180 days in the aggregate during any twelve (12) month period; or (ii) is determined to be totally disabled by the Social Security Administration or qualifies for disability payments under any long term disability insurance plan. This definition shall be interpreted and applied consistent with the



Americans with Disabilities Act and other applicable law. In the event Executive's employment is terminated based on Executive's Disability, Executive will not receive any severance compensation or benefit, except that, pursuant to the Company's standard payroll policies, the Company shall pay to Executive the Accrued Obligations.

6.5 **Change in Control Benefits.** In the event the Company (or any surviving or acquiring corporation) terminates Executive's employment without Cause or Executive resigns for Good Reason within twelve (12) months following the effective date of a Change in Control (as defined under the Palomar Holdings, Inc. 2019 Equity Incentive Plan, as amended from time to time), then Executive shall be entitled to the Accrued Obligations, the Severance Pay subject to the terms and conditions set forth in Section 6.2(b) through Section 6.2(e), and in the event that Executive's outstanding equity as of the closing of such Change in Control is assumed or continued (in accordance with its terms) by the surviving entity in such Change in Control, then 100% of the unvested portion of such equity shall become vested.

6.6 **Cooperation With Company After Termination of Employment.** Following termination of Executive's employment for any reason and for a period of two years thereafter, Executive agrees to cooperate (a) with the Company in (i) the defense of any legal matter involving any matter that arose during Executive's employment with the Company, and (ii) all matters relating to the winding up of Executive's pending work and the orderly transfer of any such pending work to such other employees as may be designated by the Company; and (b) with all government authorities on matters pertaining to any investigation, litigation or administrative proceeding pertaining to the Company. The Company will reimburse Executive for any reasonable travel and out of pocket expenses incurred by Executive in providing such cooperation.

6.7 **Tax Provisions.**

(a) It is intended that all of the Severance Pay under this Agreement satisfy, to the greatest extent possible, the exemptions from the application of Section 409A of the Code and the regulations and other guidance thereunder and any state law of similar effect (collectively, "**Section 409A**") provided under Treasury Regulations Sections 1.409A-1(b)(4) and 1.409A-1(b)(9), and this Agreement will be construed in a manner that complies with Section 409A. If not so exempt, this Agreement (and any definitions hereunder) will be construed in a manner that complies with Section 409A, and incorporates by reference all required definitions and payment terms.

(b) The preceding provisions shall not be construed as a guarantee by the Company of any particular tax effect to Executive under this Agreement. The Company shall not be liable to Executive for any payment made under this Agreement which is determined to result in an additional tax, penalty or interest under Section 409A, nor for reporting in good faith any payment as an amount includible in gross income under Section 409A.

(c) No Severance Pay will be made under this Agreement unless Executive's termination of employment constitutes a "separation from service" (as defined under Treasury Regulation Section 1.409A-1(h) a "**Separation from Service**"). For purposes of Section 409A (including, without limitation, for purposes of Treasury Regulations Section 1.409A-2(b)(2)(iii)), Executive's right to receive any installment payments under this Agreement (whether severance payments or otherwise) shall be treated as a right to receive a series of separate payments and, accordingly, each installment payment hereunder shall at all times be considered a separate and distinct payment.

(d) If the Company determines that the Severance Pay provided under this Agreement constitutes "deferred compensation" under Section 409A and if Executive is a "specified employee" of the



Company, as such term is defined in Section 409A(a)(2)(B)(i) of the Code at the time of Executive's Separation from Service, then, solely to the extent necessary to avoid the incurrence of the adverse personal tax consequences under Section 409A, the timing of the Severance Pay will be delayed as follows: on the earlier to occur of (i) the date that is six months and one day after Executive's Separation from Service, and (ii) the date of Executive's death (such earlier date, the "**Delayed Initial Payment Date**"), the Company will (1) pay to Executive a lump sum amount equal to the sum of the Severance Pay that Executive would otherwise have received through the Delayed Initial Payment Date if the commencement of the payment of the Severance Pay had not been delayed pursuant to this Section 6.7, and (2) commence paying the balance of the Severance Pay in accordance with the applicable payment schedule set forth in Section 6.2. No interest shall be due on any amounts deferred pursuant to this Section 6.7.

7. **MUTUAL ARBITRATION.**

7.1 **Scope of Arbitration.** In the event of any dispute, claim, or controversy that could otherwise be raised in court ("**Claims**") between Executive and the Company (including all of its current or former officers; directors; members; employees; vendors; clients; agents; parent, subsidiary, and affiliated entities; benefit plans; benefit plans' sponsors; fiduciaries; administrators; and all successors and assigns of any of them), the Parties jointly agree to submit all such Claims to binding arbitration and waive any right to a jury trial in court. The Claims subject to arbitration include all claims arising from or related to your employment or the termination of Executive's employment including, but not limited to, claims for wages or other compensation due; claims for breach of any contract or covenant (express or implied); tort claims; claims for misappropriation of trade secrets or unfair competition; claims for wrongful termination or unjustified dismissal; claims for discrimination, harassment or retaliation (including, but not limited to, race, sex, religion, national origin, age, marital status, or medical condition or disability); claims for benefits (except where an employee benefit or pension plan specifies that its claims procedure shall culminate in an arbitration procedure different from this one); and claims for violation of any federal, state, or governmental law, statute, regulation, or ordinance. Claims not covered by this arbitration provision are: claims for workers' compensation or unemployment benefits; petitions or charges filed with the National Labor Relations Board, Equal Employment Opportunity Commission, or a similar government agency; and claims which are not subject to arbitration or pre-dispute arbitration agreements pursuant to federal law. Moreover, any Party may seek provisional relief from a court upon the ground that the award to which the Party may be entitled may be rendered ineffectual without provisional relief. All Claims subject to arbitration must be brought in the party's individual capacity, and not as a plaintiff or class member in any class, collective, or representative action. Any disputes concerning the validity of this multi-plaintiff, class, collective and representative action waiver will be decided by a court of competent jurisdiction, not by the arbitrator. In the event a court determines this waiver is unenforceable with respect to any Claim, then this waiver shall not apply to that Claim, and that Claim may only proceed in court.

7.2 **Arbitration Rules and Process.** The arbitration (i) shall be conducted pursuant to the JAMS Employment Arbitration Rules & Procedures to the extent they do not conflict with this provision, which are incorporated by reference and may be accessed at <https://www.jamsadr.com> or by calling JAMS at (800) 352-5267; (ii) shall be heard before a retired State or Federal judge in the county containing the Company office in which Executive was last employed, unless the Parties agree otherwise; and (iii) must be initiated within the time period required under the applicable statute of limitations. Each Party shall have the right to conduct discovery adequate to fully and fairly present the claims and defenses consistent with the streamlined nature of arbitration. The arbitrator shall apply the substantive law relating to all claims and defenses to be arbitrated the same as if the matter had been heard in court, including the award of any remedy or relief on an individual basis. The arbitrator's award shall be in writing, with factual findings, reasons given, and evidence cited to support the award. The arbitrator's decision or award shall be final and binding and may be filed in any court of competent jurisdiction



so that judgment may be entered upon it or it may be corrected, modified, or vacated on any ground permitted by applicable law. The Federal Arbitration Act (9 U.S.C. Sections 1, et seq.) shall govern this arbitration provision and State arbitration statutes shall apply only to the extent they are not preempted. If any part of this arbitration provision is held to be invalid, void, or unenforceable, it shall be interpreted in a manner or modified to make it enforceable. If that is not possible, it shall be severed and the remaining terms shall remain in full force and effect. The Parties shall equally share the cost of the arbitration, including the arbitrator's fees. Each Party shall pay for its own costs and attorneys' fees, if any, except as otherwise required by law.

7.3 **Advice of an Attorney.** Executive acknowledges that the Company has advised Executive to consult with an attorney.

7.4 **Voluntary Agreement.** Executive represents that Executive has read this Agreement and understands and accepts each of its terms. Executive further represents that no representations, promises, agreements, stipulations, or statements have been made by the Company Group, beyond those contained herein. Executive further represents that Executive voluntarily signs this Agreement as Executive's own free act, and that Executive is not acting under any coercion or duress.

8. **GENERAL PROVISIONS.**

8.1 **Notices.** Any notices required hereunder to be in writing shall be deemed effectively given: (a) upon personal delivery to the Party to be notified, (b) when sent by electronic mail if sent during normal business hours of the recipient, and if not, then on the next business day, (c) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (d) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery. All communications shall be sent to the Company at its primary office location (attention of the Company's Chief Executive Officer) and to Executive at Executive's address as listed on the Company's payroll, or at such other address as the Company or Executive may designate by ten (10) days advance written notice to the other.

8.2 **Severability.** Whenever possible each provision of this Agreement will be interpreted so as to be fully effective and valid under applicable law. In the event that any provision of this Agreement is determined to be unenforceable in any respect as written, such provision of this Agreement is determined to be unenforceable in any respect as written, such provision will be deemed to have been automatically modified to the minimum extent necessary to make it enforceable and the provision will be enforced as so modified. If notwithstanding the preceding sentence, any provision contained in this Agreement is determined to be void or unenforceable in whole or in part or as so modified, it will not be deemed to affect or impair the validity of any other provision contained in this Agreement

8.3 **Waiver and Amendment.** No amendment of any provision of this Agreement shall be valid unless the amendment is in writing and signed by Executive and by the Chief Executive Officer or Chief Financial Officer of the Company (exclusive of Executive himself). No waiver by any party of any default, misrepresentation or breach of warranty or covenant hereunder, whether intentional or not, shall be deemed to extend to any prior or subsequent default, misrepresentation or breach of warranty or covenant hereunder or to affect in any way any rights arising by virtue of any prior or subsequent such occurrence, and no waiver shall be effective unless set forth in writing and signed by the party against whom such waiver is asserted. If the party against whom such waiver is asserted is the Company, no waiver shall be effective unless signed by the Chief Executive Officer or Chief Financial Officer of the Company (exclusive of Executive himself).

8.4 **Headings.** The headings contained in this Agreement are inserted for convenience only and do not constitute a part of this Agreement.



8.5 **Complete Agreement.** This Agreement embodies the complete agreement and understanding between the parties and supersedes and preempts any prior understandings, agreements or representations by the parties, written or oral, which may relate to the subject matter hereof.

8.6 **Choice of Law.** EXCEPT FOR THE FEDERAL ARBITRATION ACT, WHICH SHALL APPLY TO SECTION 7, the construction, validity and interpretation of this Agreement will be governed by the internal law, and not the law of conflicts, of the State of California.

8.7 **Survival.** Provisions of this Agreement which by their terms must survive the termination of this Agreement in order to effectuate the intent of the Parties will survive any such termination, termination of Executive’s employment, or otherwise, for such period as may be appropriate under the circumstances.

8.8 **Successors and Assigns.** The Company shall assign this Agreement and its rights and obligations hereunder in whole, but not in part, to any member of the Company Group or any successor. Any such successor will be deemed substituted for the Company under the terms of this Agreement for all purposes. For this purpose, “**successor**” means any person, firm, corporation or other business entity which at any time, whether by purchase, merger or otherwise, directly or indirectly acquires all or substantially all of the assets or business of the Company Group entity that employs Executive. Executive may not assign or transfer this Agreement or any rights or obligations hereunder, other than to Executive’s estate upon death.

8.9 **Withholding.** All amounts payable hereunder shall be subject to applicable tax withholding.

8.10 **Counterparts.** This Agreement may be executed in separate counterparts, any one of which need not contain signatures of more than one Party, but all of which taken together will constitute one and the same Agreement. Electronic signatures and signatures transmitted by PDF shall be equivalent to original signatures.

IN WITNESS WHEREOF, the Parties have executed this Agreement on the day and year first written above.

PALOMAR HOLDINGS, INC.

By: _____
 Name:
 Title:

EXECUTIVE:

 NAME:

**Certification of Principal Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Mac Armstrong, certify that:

1. I have reviewed this report on Form 10-Q of Palomar Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2021

/s/ Mac Armstrong

Mac Armstrong
Chairman of the Board and Chief Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, T. Christopher Uchida, certify that:

1. I have reviewed this report on Form 10-Q of Palomar Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2021

/s/ T. Christopher Uchida

T. Christopher Uchida
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Palomar Holdings, Inc. (the "Company") for the quarter ended September 30, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Mac Armstrong, as Chief Executive Officer of the Company, and T. Christopher Uchida, Chief Financial Officer, hereby certify pursuant to Title 18, Chapter 63, Section 1350 of the United States Code, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2021

By: /s/ Mac Armstrong
Name: Mac Armstrong
Title: Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

Date: November 4, 2021

By: /s/ T. Christopher Uchida
Name: T. Christopher Uchida
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)
