CICA Life Ltd.

Financial Condition Report

For the years ending December 31, 2020 and 2019

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1. EXECUTIVE SUMMARY

CICA Life Ltd. (the “Company” or “CICA Ltd.”) is wholly-owned subsidiary of Citizens, Inc. (“Citizens” or the “Parent”), a publicly listed company (NYSE: CIA) incorporated under the laws of the United States of America. The Company is licensed as a Class E insurer and was registered under the Insurance Act 1978 on February 27, 2018.

On July 1, 2018, Citizens effected a novation of all the international policies issued by CICA Life Insurance Company of America ("CICA"), a Colorado domiciled entity and wholly-owned subsidiary of Citizens, to CICA Ltd. The Company began operations in Bermuda on July 1, 2018.

The Company issues U.S. Dollar-denominated endowment contracts internationally, which are principally accumulation contracts that incorporate an element of life insurance protection and ordinary whole life insurance in U.S. Dollar-denominated amounts sold to foreign residents. These contracts are designed to provide a fixed amount of insurance coverage over the life of the insured and may utilize rider benefits to provide additional coverage and annuity benefits to enhance accumulations. For the majority of our business, we retain the first $100 thousand of risk on any one life, reinsuring the remainder of the risk.

This financial condition report (“FCR”) for CICA Ltd. is produced in accordance with the Insurance (Public Disclosure) Rules 2015 (the “Rules”) under the Bermuda Insurance Act 1978 (the “Act”). This report outlines the financial condition of CICA Ltd. as at December 31, 2020 and 2019. The FCR contains qualitative and quantitative information of CICA Ltd.’s business and performance, governance structure, risk profile, solvency valuation and capital management.

Unless otherwise noted, the figures in this FCR are based upon accounting principles generally accepted in the United States of America (“GAAP”).

2. DECLARATION

Declaration on the Financial Condition Report

We, the undersigned, declare that to the best of our knowledge and belief, the financial condition report fairly represents the financial condition of the Company in all material respects as at December 31, 2020.

David S. Jorgensen	**Larry D. Welch**
General Manager	Chief Risk Officer

3. BUSINESS AND PERFORMANCE

a. Name of Insurer

CICA Life Ltd.

b. Supervisor

The Insurance Supervisor for the Company is:

The Bermuda Monetary Authority ("BMA")
BMA House
43 Victoria Street, Hamilton
Bermuda
(441) 295-2758

c. Approved Auditor

i. Statutory Reporting:

Deloitte Ltd.
Corner House, 20 Parliament Street, Hamilton, Bermuda
1-441-292-1500

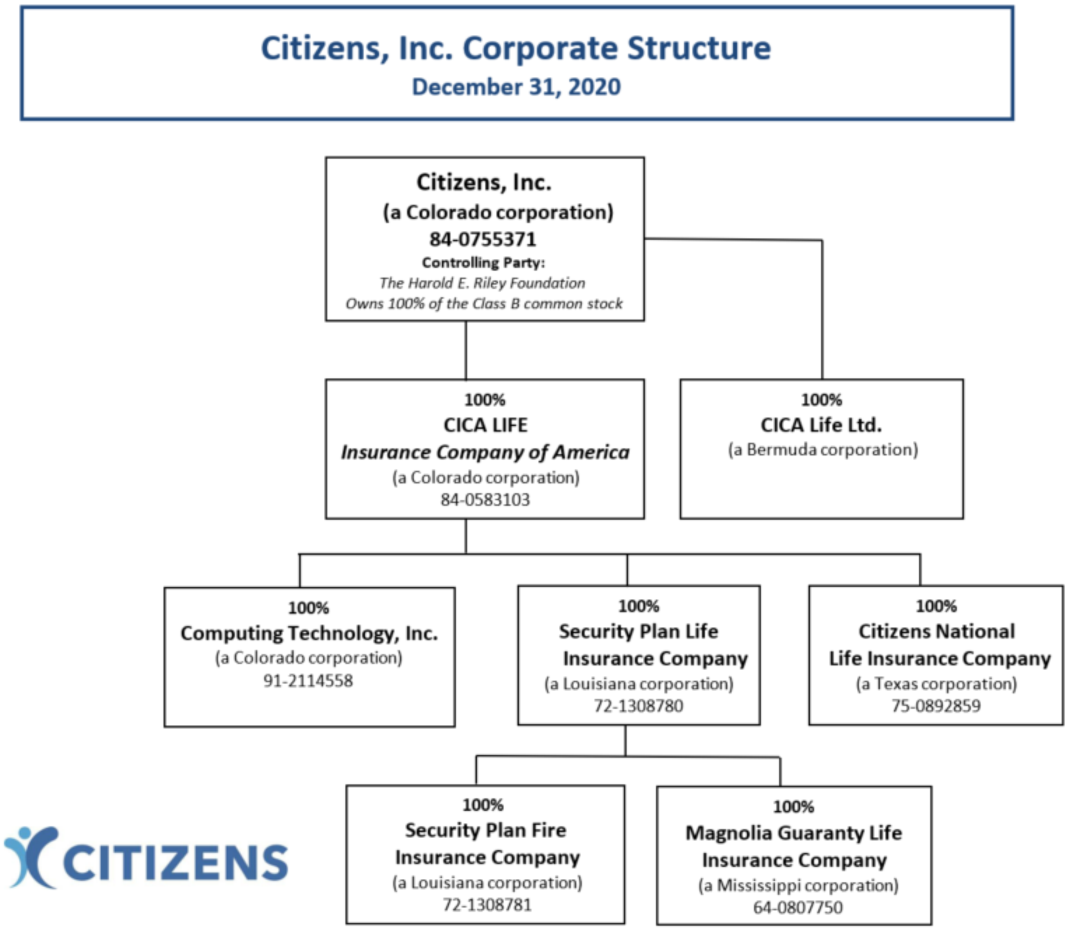
ii. GAAP Reporting:

Deloitte & Touche LLP
500 West 2nd Street, Suite 1600, Austin, Texas, USA
1-512-691-2300

d. Ownership Details

CICA Ltd. is a wholly-owned subsidiary of Citizens, Inc.

e. <u>Group Structure</u>



f. <u>Insurance Business Written by Business Segment and Geographical Region</u>

i. Gross and Net Premium Written by Business Segment for the Reporting Period

(USD 000's)	**12.31.20**		**12.31.19**	
Line of business	**Gross Premium Written**	**Net Premium Written**	**Gross Premium Written**	**Net Premium Written**
Mortality	$127,529	$125,409	$135,886	$132,908
Total	**$127,529**	**$125,409**	**$135,886**	**$132,908**

ii. Gross Premium Written by Geographical Region for the Reporting Period

(USD 000's)	12.31.20	12.31.19
Geographical Region	**Gross Premium Written**	**Gross Premium Written**
Columbia	$ 26,035	$ 26,974
Venezuela	20,150	22,525
Taiwan	19,264	19,552
Ecuador	13,430	14,308
Argentina	9,264	10,147
Other foreign countries	39,386	42,380
Total	**$ 127,529**	**$ 135,886**

g. Performance of Investments and Material Income and Expenses Incurred for the Reporting Period

i. Performance

The Company invests primarily in fixed maturity securities, which totaled 89.5% of total cash, cash equivalents and investments at December 31, 2020.

Carrying Value as of December 31, *(USD 000's, except for %)*	2020	%	2019	%
Cash, Cash Equivalents and Investments:				
Fixed maturities available-for-sale	$ 975,695	89.5 %	$ 889,061	90.8 %
Equities	5,872	0.5 %	—	— %
Other long-term investments	18,135	1.7 %	—	— %
Policy loans	72,444	6.6 %	71,017	7.3 %
Cash and cash equivalents	18,528	1.7 %	18,846	1.9 %
Total cash, cash equivalents and investments	**$ 1,090,674**	**100.0 %**	**$ 978,924**	**100.0 %**

The major categories of net investment income are summarized as follows:

(USD 000's)	12.31.20	12.31.19
Investment income:		
Fixed maturities securities	$ 35,593	$ 34,313
Equity securities	249	—
Policy loans	5,756	5,635
Long term investments	225	—
Other	40	110
Total investment income	**41,863**	**40,058**
Investment expenses	(1,498)	(1,042)
Net investment income	**$ 40,365**	**$ 39,016**

Net realized investment gains (losses) on fixed maturities are as follows:

(USD 000's)	12.31.20	12.31.19
Realized investment gains (losses):		
Sales, calls and maturities:		
Fixed maturity securities	$ (142)	$ 656
Other long-term investments	(35)	—
Realized investment gains (losses)	**(177)**	**656**
Change in fair value of equity securities	1,612	—
Other-than-temporary impairments	—	—
Net realized investment gains (losses)	**$ 1,435**	**$ 656**

ii. Material Income & Expenses for the Reporting Period

(USD 000's)	12.31.20	12.31.19
Revenues:		
Premiums	$ 125,409	$ 132,908
Net investment income	40,365	39,016
Realized investment gains (losses), net	1,435	656
Other income	1,676	1,247
Total revenue	**168,885**	**173,827**
Benefits and expenses:		
Insurance benefits paid or provided:		
Claims and surrenders	78,043	65,762
Increase in future policy benefit reserves	24,878	38,345
Policyholders' dividends	16,673	18,143
Total insurance benefits paid or provided	**119,594**	**122,250**
Commissions	17,465	19,360
Other general expenses	14,822	18,334
Capitalization of deferred policy acquisition costs	(15,497)	(17,361)
Amortization of deferred policy acquisition costs	23,501	23,595
Total benefits and expenses	**159,885**	**166,178**
Income before income tax expense	**$ 9,000**	**$ 7,649**

h. Any other Material Information

None.

4. GOVERNANCE STRUCTURE

a. Board and Senior Executive

i. Board and Senior Executive Structure, role, responsibilities and segregation of responsibilities

The Board of Directors of the Company (the "Board") oversees the effective management of the Company's business and affairs and is responsible for the maintenance of an effective corporate governance framework. The Board is elected annually. The Board has delegated its authority (under its oversight) to the following committees to assist it in discharging its responsibilities:

- Executive Committee
- Risk and Compliance Committee
- Finance and Audit Committee
- Underwriting and Claims Committee
- Investment Committee
- Asset Liability Management Committee
- Compensation Committee

The Company's senior executives assist the Board with its oversight responsibilities by reporting to the Board on the Company's business activities. The senior executives also make recommendations to the Board regarding, and are responsible for, the execution of the Company's strategic plans and objectives.

The directors and senior executives of the Company are detailed in the table below:

Directors	**Position**
Jeffery P. Conklin	Chairman
Harvey J. Waite	Director
Elspeth Ann Gray	Director
Senior Executives	**Position**
David S. Jorgensen	General Manager
Larry D. Welch	Chief Risk Officer
Peter Seely	Operations Manager

Jeffery P. Conklin
Mr. Conklin was appointed a Director of the Board of CICA Ltd. on July 17, 2018. Mr. Conklin has served as Vice President, Chief Financial Officer and Treasurer since September 20, 2019. Mr. Conklin had previously served as the Company's interim Chief Financial Officer and Chief Investment Officer since March 2019, in addition to his existing roles as Vice President, Chief Accounting Officer and Treasurer of the Company since September 2017. Mr. Conklin joined Citizens, Inc. in May 2017 as Vice President, Chief Accounting Officer, and was appointed Treasurer in September 2017. Mr. Conklin came to Citizens with over 25 years of life insurance and financial reporting experience, having worked at Zurich Life and Jackson National Life prior to

joining AIG in 2004, where he served thirteen years in various capacities including Vice President of Financial Reporting and Vice President of Special Projects.

Harvey J. L. Waite

Harvey J. L. Waite has served as Vice President, Chief Actuary of the Company since April 2020. Prior to assuming his current position, Mr. Waite served as Interim Chief Actuary from August 2018 to April 2020 and Pricing Actuary Consultant from November 2017 to July 2018. Mr. Waite came to the Company with over 20 years of actuarial, product and financial experience, including life insurance company experience. Previously, Mr. Waite worked at Bank of America from 2006 to 2017 in various capacities, including Senior Vice President, Actuarial Risk Executive, and Senior Vice President, Credit Risk Executive. Prior to that, Mr. Waite served as Vice President, Actuary at Fleet Credit Card Services (which was acquired by Bank of America in 2004) from 2000 to 2006. Mr. Waite also served in various capacities at Academy Life Insurance Company (an AEGON company) from 1996 to 2000, including Vice President and Chief Actuary and Assistant Vice President and Actuary. Mr. Waite is owner of Waite Actuarial Consulting LLC, a company specializing in providing actuarial consulting services to life and health insurance companies and has owned such company since 2017.

Elspeth Ann Gray

Ms. Gray has served as a resident Director of the Board of CICA Ltd. since her appointment on June 1, 2019. Ms. Gray has over 30 years of executive experience gained in the international insurance and reinsurance industries in London, New York, Houston and Bermuda. Ms. Gray's accomplishments include building a start-up; acknowledged business development; experienced board-level and business leader participation and interaction; strategic planning; negotiating and mediation skills, developing and motivating successful teams; in-depth knowledge of contract law as well as extensive contacts and relationships throughout the international insurance industry, particularly in the marine and energy arena, and in the local community.

David S. Jorgensen

Mr. Jorgensen has served as General Manager of CICA Ltd. since September 12, 2017. Mr. Jorgensen has over 30 years of experience in the life insurance industry, particularly in oversight of international insurance operations in his previous role as Chief Financial Officer and Treasurer of Citizens. Prior to joining the Company in November 2015, Mr. Jorgensen was SVP and Controller of AIG’s Life and Retirement Division, which included the additional role of Chief Financial Officer of AIG Life of Bermuda from 2014 to 2015, where he gained experience in Bermuda Solvency Capital Requirements (“BSCR”), corporate governance, risk assessment and risk management under the BMA. Mr. Jorgensen spent 12 years with AIG and another combined 12 years with the Zurich Kemper Life Insurance Companies. Mr. Jorgensen began his career with KPMG in the Chicago office audit department.

Larry D. Welch

Mr. Welch has served as Chief Risk Officer ("CRO") for CICA Ltd. since April 3, 2019. He joined Citizens as Vice President, Customer Service, in May 2003; served as Chief Operating Officer from June 2005 to December 2009; Vice President of Customer

Service in January 2010 and Vice President of Compliance since July 2015. He has also served as the Anti-Money Laundering Officer for the Company since June 2006. Prior to joining Citizens, Mr. Welch served as Vice President, Operations at Capital Synergies, Inc., a life insurance brokerage general agency from 1999 to 2003 and has over 30 years of life insurance operations experience.

Peter Seely
Mr. Seely has served as Operations Manager of CICA Ltd. since January 1, 2020 and previous served as Underwriting Manager since May 2018. Mr. Seely has worked in the Life Insurance and Annuity industry in Bermuda since 2006. During this time, he worked in various roles within the insurance industry such as, Annuity New Business Specialist, Life Insurance Sales Consultant, and Life Underwriter. He has worked for Sun Life Financial and Freisenbruch Meyer Group. Mr. Seely has experience underwriting high net worth international life cases. In addition, he has experience selling whole life, universal life, Index UL and term life insurance to the Bermuda market. During his time in the Life and Annuity industries, he completed several Life Insurance designations from LOMA including his FLMI, ARA, AFSI and ACS designations.

ii. Remuneration Policy

The Independent Director is paid a fixed annual amount for her Board services, which includes attendance at Board meetings. The CICA Ltd. Board members, which are also officers of Citizens, do not receive compensation for their CICA Ltd. Board services. Senior management receives a base salary, a standard benefits package and an annual cash bonus based on Company and individual performance measures. Beginning in 2021, Citizens rolled out a new pay-for-performance bonus program in which the senior executives of the Company participate in.

iii. Pension or Early Retirement Schemes for Members, Board and Senior Employees

The Company provides all employees with pension benefits through a defined contribution pension scheme, administered by a third party. There are no supplementary pension or early retirement schemes.

iv. Any material transactions with shareholder controllers, persons who exercise significant influence, the Board or senior executives

Not applicable.

b. <u>Fitness and Propriety Requirements</u>

i. Fit and Proper process in assessing the Board and Senior Executive

The Board and the respective Committees of the Board are governed by terms that prescribe the periodic (generally annual) self and peer assessment of each Director's contribution to the Company.

Directors are elected each year at the Annual General Meeting.

Senior employees are subject to regular performance appraisals.

ii. Board and Senior Executives professional qualifications, skills and expertise

Board members and senior management employees have appropriate academic and professional qualifications and significant industry experience and are generally considered to be experts in their fields.

c. Risk Management and Solvency Self-Assessment

i. Risk Management processes and procedures to identify, measure, manage and report on Risk Exposures

The goal of the Company's risk management strategy is to control and to achieve, as much as possible, a reduction in the Company's risk exposure as a means of minimizing the impact of undesired and/or unexpected events to increase the likelihood of achieving the Company's strategic and business objectives.

Consequently, the risk management objectives of the Company are to:

- set out the level of risk acceptable to the Company (risk appetite and risk tolerance);
- identify all risks which represent a threat to the achievement of Company strategic objectives;
- identify, define and regularly measure key risk indicators enabling an efficient monitoring of risks;
- define and take appropriate actions to reduce the Company's risk exposure;
- ensure the risk management framework implementation in day-to-day business processes; and
- regularly review controls and mitigation actions to ensure that they remain relevant and effective.

The key risk categories for which the Company has set up specific control and monitoring mechanisms are:

- Insurance
- Financial (including market)
- Operational
- Strategic

To achieve these objectives, the risk management system of the Company has been clearly documented and specified through risk management policies for each key risk category.

In addition to these risk management policies, additional policies are documented to guide the Company's risk management, governance and internal control processes.

These policies detail all key components of the Company's risk management system to ensure that it:

- contains clearly assigned overall risk management responsibilities;
- is defined to be consistent with the strategic objectives of the Company;
- operates across all the activities of the Company; and
- is a continuous approach which is referred to in all major decision-taking processes of the Company.

The foundation of CICA Life's risk management approach is based on the following principles of risk management:

- The Board of Directors, the Risk and Compliance Committee and senior management are responsible for the Risk Approach
- Alignment with Business Strategy and Solvency Self-Assessment
- Required Capital as a key risk indicator
- Separation of line management responsibility and independent risk oversight
- Clear definition of the organizational structure and risk process
- Measurement and evaluation of risks
- Consistent and efficient monitoring
- Consistent risk reporting and risk communication
- Integration of risk management into business processes
- Comprehensive and timely documentation

ii. Description of how the risk management and solvency self-assessment systems are implemented and integrated into the insurer's operations; including strategic planning and organizational and decision-making process

The Company's risk management systems are used to make assessments of its solvency. All material and quantifiable risks, including market, credit, insurance and operational risks, are calculated on a quarterly basis using the Bermuda Solvency Capital Requirements ("BSCR") model.

The Company uses its Commercial Insurer's Solvency Self Assessment ("CISSA") and the BSCR model to ensure that adequate capital exists to protect against unexpected, extreme economic losses. Both are used for decision-making and risk management processes with respect to each of the quantifiable risk categories.

The key assessment undertaken as part of the CISSA is validation that the BSCR capital model developed by the BMA is a reasonable representation of the risk capital that CICA Ltd. requires given its risk profile.

As part of this assessment, aspects of the BSCR model that may not be representative have been identified and self-assessment capital levels have been identified where material.

Sensitivity testing is performed on an annual and ad hoc basis to understand the dynamics of the capital position of CICA Ltd. for its risks. We conduct the prescribed stress/scenario testing and analysis required by the BMA, applicable to CICA Ltd. and have also conducted additional scenarios requested by the BMA (e.g. ± 100 bps change in interest rates).

A forward looking assessment of the capital and solvency position for CICA Ltd. is developed each year to consider how capital and own funds evolve over our 3 year business planning cycle.

An updated capital management policy, including executing a Keep Well Agreement in 2021, has been developed and approved by the Board as part of our CISSA process. Our minimum solvency target and strategic solvency target have been reviewed and updated.

The Company's risk management system is implemented into its day to day operations through its systems, processes and controls.

Regulatory solvency is assessed on a quarterly basis to ensure the Company can meet its statutory requirements.

iii. Description of the relationship between the solvency self-assessment, solvency needs, and capital and risk management systems

As a minimum, the Company considers its solvency needs through the CISSA process and the BSCR model in the following decisions:

- Setting the business strategy and capital planning as well as the risk strategy including limit systems;
- The underwriting process (covering underwriting, market, credit and business risks) in the analysis and development, as well as in the pricing and approval, of new and existing products and reinsurance treaties;
- The strategic asset allocation (the analysis of the risk bearing capacity with respect to market and credit risk);
- Performance management; and
- Potential merger and acquisition transactions.

The CISSA analysis and the calculation of the risk capital for the Company are managed by the Finance function.

The Company's Risk Management and Solvency Self-Assessment systems also drive projections of assets, liabilities and solvency requirements.

iv. Description of the solvency self-assessment approval process including the level of oversight and independent verification by the Board and senior executives

The CISSA analysis and the calculation of the risk capital for the Company are managed by the Finance function and communicated to senior management and the Board on a regular basis. The Board is responsible for the prudent management of the Company, ensuring the solvency position is sufficient to protect policyholders and for delivery of our strategic plans.

The Risk function, senior management, Risk and Compliance Committee and Board all review and approve the solvency assessment as part of the year-end submission process to the Bermuda Monetary Authority.

d. Internal Controls

i. Description of the internal control system

While oversight responsibility for the Company’s internal controls rests with the Board, the Board delegates its authority to various committees of the Board and functions throughout the organization. Day to day responsibility for the control environment is delegated to management, who ensure its smooth operation through its governance policies.

Citizens, as a publicly-traded company, falls under the Sarbanes-Oxley ("SOX") Act of 2002 (the "Act"). The act created strict new rules for accountants, auditors, and corporate officers and imposed more stringent recordkeeping requirements. In addition, it requires annual review, update and testing of the Citizens' internal control system, which includes the Company.

ii. Compliance Function

Oversight of the Compliance function is performed through an outsourcing agreement with Citizens, Inc. Mr. Welch is the Company's CRO and Larry is Vice President of Compliance for Citizens. Compliance with the Company's Governance Manual rests with General Manager.

iii. Internal Audit

The Internal Audit function assists the Board in protecting the Company’s assets, reputation and sustainability by independently and objectively evaluating the effectiveness of internal controls, risk management and governance processes. An annual audit plan is developed using a risk-based methodology. The annual audit plan and any subsequent changes must be approved by the Board before taking effect.

Citizens currently outsources its SOX and Internal Audit function to PricewaterhouseCoopers (“PWC”) in the U.S. The Company uses a combination of local Bermuda audit firms and PWC to assist in the internal audit function in Bermuda.

The Company engaged Baker Tilly (Bermuda) to perform an internal audit of the Company's Corporate Governance and Enterprise Risk Management program. The work concluded with a written internal audit report from Baker Tilly with no significant findings. The report did list several minor findings, primarily related to enhancements to the Company's CISSA report, which enhancements were included in the Company's 2020 CISSA submission.

The Company engaged PWC in 2019 to perform a limited scope operational audit related to the underwriting, claims and the financial reporting process. The work concluded with a written internal audit report from PWC with no significant findings. The report did list several minor findings, which the Company immediately remedied.

iv. Actuarial Function

The Company outsources its Actuarial function to Citizens, Inc. They assist the Company with reserving, financial reporting and review of experience and valuation bases. Technical provisions, risk margin calculations and the Approved Actuary function are outsourced to KPMG Ireland and the Citizens Chief Actuary and the General Manager monitor their performance and review and approve KPMG Ireland methods and annual actuarial reports. The Actuarial function works closely with the Approved Actuary of the Company.

v. Outsourcing

i. Outsourcing Policy and key functions that have been outsourced

The Company uses service and administration outsourcing as a means of reducing costs, accessing specialist expertise, and providing greater focus on critical business functions in Bermuda. The Company uses both intergroup and third-party outsourcing.

The intergroup outsourcing is through a services agreement with Citizens, Inc. and third-party outsourcing is conducted with the vendors listed below:

Activity	**Service Provider**	**Scope of Activity**
Third party:		
Investment Accounting	Clearwater	Full scale production and service for the Citizens Group investment accounting function
Investment Custodian/Pricing	US Bank	Investment custodian services including investment pricing
Asset Manager	Wellington	Investment Management Services
Insurance Manager and Principal Representative	AON	Insurance Manager and Principal Representative
Corporate Secretary Services	Walkers	Act as Assistant Corporate Secretary of CICA Ltd.
Approved Actuary	KPMG Ireland	BMA approved actuarial work and opinion

ii. Material Intra-Group Outsourcing

The Company outsources underwriting management, claims management, policyowner service, support services for independent marketing consultants, actuarial assistance, policy accounting, commission accounting, investment accounting, general accounting and routine data processing to Citizens, Inc.

e. <u>Any other material information</u>

None.

5. RISK PROFILE

a. <u>Material Risks the Insurer is exposed to during the Reporting Period</u>

The Company is primarily exposed to the following material risks from the Insurance Code of Conduct:

- *Insurance Risk* – The adverse impact arising from fluctuations in the timing, frequency and severity of insured events, relative to the expectations of the Company at the time of underwriting or subsequent reassessment at the time of reserving.

- *Interest Rate Risk (Market)* – The adverse impact of fluctuations in interest rates on the Company's investment and liability portfolios.

- *Credit Risk* – The adverse impact arising from the failure of counterparties to make full and timely payments on their financial obligations or from the change in the market value of assets due to deterioration of the counterparty's creditworthiness.

- *Policyholder Behavior Risk (Strategic)* – The adverse impact arising from uncertainty around policyholder behavior and assumptions made, including interest rates, rates of surrender and policyholder election options.

The Company measures these risks using both a qualitative and quantitative approach, utilizing a combination of proprietary and third-party models, where quantifiable.

b. <u>Risk Mitigation in the Organization</u>

The Company has an appetite for the insurance, market and credit risks that are taken. Risks are managed through the risk management system, but ultimately risks are monitored and reported by the General Manager, the Chief Risk Officer and the Risk and Compliance Committee. The Risk and Compliance Committee, operating under the direction of the Board of Directors, reviews the enterprise risk management framework and ensures the controls in place for managing the risk exposures are operating as intended.

c. **Material Concentration Risk**

Historically, the most material risk affecting the Company's Economic Balance Sheet ("EBS") and BSCR ratio has been the Long-Term Interest and Liquidity Risk, and this risk is managed through the processes discussed in previous sections. In addition, the Asset Liability Management Committee monitors this risk and the mismatches in duration between its assets and liabilities. It has been a strategic objective of the Company to reduce the duration mismatch by lengthening the duration of our asset portfolio. As of December 31, 2020, the Company duration mismatch is within the Company's risk appetite of +/- 2 years, and these actions have significantly reduced this risk charge over time.

d. **Investment in assets in accordance with the Prudent Person Principles of the Code of Conduct**

Investments are managed by Wellington Asset Management ("Wellington") within strict investment guidelines that ensure that assets are invested in accordance with the prudent person principle defined in Paragraph 5.1.2 of the Insurance Code of Conduct. The purpose of the guidelines is (i) to establish the investment objectives and performance standards of the portfolio; (ii) to ensure that the portfolio is structured to meet the objectives of the Company; and (iii) to prevent exposure to excessive risk aggregation.

The Company and Wellington have set specific investment objectives, limitations and sector weights. The Company's investment objectives, in order of priority, are as follows:

1. **Preserve purchasing power**. The portfolio's rate of return should exceed the rate of inflation and the minimum guarantees in the Company's insurance contracts, subject to adverse market-driven deviations.

2. **Maintain safety of principal**. Portfolio investments shall be made in safe, quality securities and the overall portfolio holdings should limit adverse or exceptional market fluctuations.

3. **Preserve liquidity**. A preference will be given to securities that can be liquidated with minimal loss in value, as needed, to meet operating requirements.

4. **Enhance returns**. Positive after-tax returns should contribute to the Company's long-term financial strength and increase surplus or retained earnings.

e. **Stress testing and sensitivity analysis to assess Material Risks**

The Company performs annual stress and scenario testing to ensure that regulatory requirements can be met. The Company uses deterministic analysis and more complex stochastic techniques to model its key risks. The tests consider the immediate impact on regulatory requirements; and, longer term impacts on dividend paying ability. The stress tests highlighted the resilience of the Company. The Company continued to meet regulatory capital requirements throughout a majority of the the stress tests, except for three adverse scenarios identified, all of which relate to credit spread widening. The Company can utilize several tactical activities to deal with a severe credit spread widening and in the event none of those actions remediate an extreme credit event, a capital contribution from Parent could be made into the Company.

The Company is committed to actively managing its capital position, which is reviewed with the Finance and Audit Committee on a quarterly basis. Any capital action necessary to be taken on behalf of CICA Ltd. will be approved by the CICA Ltd. Board.

6. SOLVENCY VALUATION

a. Valuation bases, assumptions, and methods to derive the value of each asset class

The Company has used the valuation principles outlined by the BMA's "Guidance note for Statutory Reporting Regime". The economic valuation principles are to measure assets and liabilities on a fair value basis. All assets are held at fair market value.

b. Valuation bases, assumptions and methods to derive the value of technical provisions

The Company has considered valuation principles outlined by the BMA's "Guidance Note for Statutory Reporting Regime" when determining insurance technical provisions. The Company believes that the techniques it uses in developing the insurance technical provisions are consistent with BMA guidance.

The best estimate cash flows are discounted using a "Standard" yield curve prescribed by the BMA. The Standard yield curve includes an adjustment for illiquidity risk which may be implicit in the underlying assets which is permitted by the BMA and published on their website. This approach is designed to capture both the sensitivity to interest rates and the degree to which assets and liabilities are cash flow matched. It consists of a base scenario using the actual portfolio of assets supporting the business (adjusted for expected default costs) and a range of interest rate stresses to determine the amount by which the market yield should be reduced to reflect interest rate risk and asset liability mismatching.

As required by the BMA, the risk margin is calculated using a cost of capital approach. A cost of capital rate of 6% is used for certain projected capital figures and discounted using a prescribed risk-free discount rate curve (which is lower than the Standard yield curve). Market risk related capital charges are excluded under the requirements from the BMA.

c. Description of recoverables from reinsurance contracts

In the normal course of business, the Company reinsures portions of certain policies that we underwrite to limit disproportionate risks. During 2020 and 2019, we retained varying amounts of individual insurance up to a maximum retention of $100,000 on any life. The Company also reinsures 100% of our accidental death benefit rider coverage. We remain contingently liable to the extent that the reinsuring companies cannot meet their obligations under these reinsurance treaties.

Our amounts recoverable from reinsurers of $1.97 million represent receivables from and reserves and claims ceded to reinsurers. We obtain reinsurance from multiple reinsurers, and we monitor concentration as well as financial strength ratings of our principal reinsurers. The ratings by A.M. Best Company of our reinsurers range from A+ (Superior) to A (Excellent).

d. Valuation bases, assumptions and methods to derive the value of other liabilities

Similar to the valuation principles for assets, the Company's liabilities follow the valuation principles outlined by the BMA's "Guidance Note for Statutory Reporting Regime" which values liabilities on a fair value basis.

7. CAPITAL MANAGEMENT

a. Eligible Capital

i. Capital Management Policy and process for capital needs, how capital is managed and material changes during the Reporting Period

The capital management objective of the Company is to ensure strong capital adequacy for CICA Ltd., on both regulatory capital and internal capital measures within the Company risk appetites.

The Company's capital planning cycle begins with the annual financial plan, whereby regulatory and statutory capital plans are submitted as part of the annual financial plans and the CISSA process. Subsequently, the capital positions are reported and aggregated on the quarterly basis, actual and forecasts and are re-estimated given new business and other information. Dividend and capital injection plans are included in the annual plan and are adjusted to the new business developments and information during the year. Capital management is integrated into business decision making as part of the annual business planning, quarterly financial projections, product development, project assessment, and management performance metrics. Surplus capital can be paid out in dividends, subject to certain parameters and restrictions.

There have been no material changes in the approach in the reporting period and there were no contributions to, or dividends distributed from, the Company in 2020. However, in 2021, the Company has strengthened its risk appetite related to capital management and made certain updates to our capital management plan.

ii. Eligible Capital categorized by tiers in accordance with the Eligible Capital Rule

At the end of the reporting period, the Company's Eligible Capital was categorized as follows:

(USD 000's)	**12.31.20**	**12.31.19**
Tier I	$91,590	$75,091
Total	$91,590	$75,091

As of December 31, 2020, and 2019, all the Company's eligible capital was categorized as Tier 1 Capital, the highest quality capital, consisting of capital stock, contributed surplus and statutory surplus.

iii. Eligible Capital categorized by tiers in accordance with the Eligible Capital Rules used to meet ECR and MSM requirements of the Act

At the end of the reporting period, the Company's Eligible Capital for its Minimum Margin of Solvency ("MSM") and Enhanced Capital Requirement ("ECR") was categorized as follow:

(USD 000's)	**Minimum Margin of Solvency**	**Enhanced Capital Requirement**
Tier I	$91,590	$91,590
Total	$91,590	$91,590

iv. Confirmation of Eligible Capital that is subject to transitional arrangements

Not applicable.

v. Identification of any factors affecting encumbrances on the availability and transferability of capital to meet the ECR

Not applicable.

vi. Identification of ancillary capital instruments approved by the Authority

Not applicable.

vii. Identification of differences in shareholder's equity as stated in the Financial Statements versus the available capital and surplus

Please see the table in section 7b(i) below - *ECR and MSM requirements at the end of the Reporting Period.*

b. Regulatory Capital Requirements

i. ECR and MSM requirements at the end of the Reporting Period

Year ended December 31, 2020			
(USD 000's)	**GAAP**	**SFS**	**EBS**
Actual Capital and Surplus	$158,447	$158,447	$91,590
Required Capital and Surplus(1)	N/A	$20,737	$34,245
BSCR Ratio(2)	N/A	N/A	267 %
Net Income(3)	$9,000	$9,000	N/A

Year ended December 31, 2019			
(USD 000's)	**GAAP**	**SFS**	**EBS**
Actual Capital and Surplus	$94,322	$94,322	$75,091
Required Capital and Surplus(1)	N/A	$19,218	$40,292
BSCR Ratio(2)	N/A	N/A	186 %
Net Income(3)	$7,649	$7,649	N/A

(1) Represents the MSM for the SFS and the ECR for EBS. There is not a required capital and surplus amount for the GAAP financial statements.

(2) BSCR ratio for the current binding regulatory solvency constraint of EBS is shown. Note for 2020 and 2019, the BSCR ratio is based on the transitional methodology.

(3) EBS comprises only a balance sheet.

ii. Identification of any non-compliance with the MSM and the ECR

The Company was compliant with the MSM and ECR requirement at the end of the reporting period.

iii. A description of the amount and circumstances surrounding the non-compliance, the remedial measures and their effectiveness

Not Applicable.

iv. Where the non-compliance is not resolved, a description of the amount of the non- compliance

Not Applicable.

c. Approved Internal Capital Model

Not applicable.

8. SUBSEQUENT EVENTS

In 1987, Harold E. Riley became Chairman of the Board and CEO of the Company and in 1988, our Articles of Incorporation were amended to create two classes of stock – the Class A common stock and the Class B common stock. The Class A common stock and Class B common stock were equal in all respects except that:

1. The cash dividends paid upon each share of Class A common stock shall be twice the cash dividends paid on each share of Class B common stock; and
2. The holders of the Class B common stock shall have the exclusive right to elect a simple majority of the members of the Board of Directors of the Company (the "Board"); and the holders of Class A common stock shall have the exclusive right to elect the remaining directors.

Upon the authorization of the Class B common stock in 1988, the Harold E. Riley Trust, a trust controlled by Harold E. Riley (the "Riley Trust"), was issued 100% of the Class B common stock and thus Mr. Riley was deemed to be the "controlling shareholder", as the Riley Trust had the right to elect a majority of the Company's Board. Mr. Riley served as CEO of the Company until 2014 and then upon his death, in 2017, the terms of the Riley Trust required that the Class B common stock held by the Riley Trust be transferred to the Harold E. Riley Foundation, a charitable organization established by Mr. Riley under 501(c)(3) of the Internal Revenue Code (the "Foundation").

Due to insurance holding company laws, the insurance regulators in the jurisdictions in which the Company's insurance subsidiaries operate – Colorado, Louisiana, Mississippi, Texas and Bermuda – had to approve the transfer of the Class B common stock from the Riley Trust to the Foundation, as such transfer was deemed a change in control. On July 29, 2020, the last of the regulatory approvals was obtained and the Foundation became the owner of 100% of the Company's outstanding Class B common stock. Because the Articles of Incorporation provide that the holders of the Class B common stock have the exclusive right to elect a simple majority of the members of the Board, as of such date, the Foundation controlled the Company (the "Change in Control").

Following the Change in Control, several material events occurred in 2020 and early 2021 that transformed the Company:

- Effective August 5, 2020, Geoffrey M. Kolander, our Chief Executive Officer, President and a director, resigned;
- On the same date, Gerald W. Shields, the Vice Chairman of the Board, was appointed as the Interim Chief Executive Officer and President of the Company, to serve in such position while the Board conducts a search for a permanent Chief Executive Officer;
- On August 13, 2020, the Foundation delivered an Action by Written Consent of the Foundation to the Company, purporting to remove the Company's then remaining Class B directors (the "Class B Directors", who were Dr. E. Dean Gage, Dr. Terry S. Maness, Dr. Robert B. Sloan and Constance K. Weaver) and add five director nominees to the Company's Board to replace the "Class B Directors" and fill the vacancy that occurred upon Mr. Kolander's resignation;
- The Board disputed the Foundation's action on the basis that the Foundation did not follow the required procedures for director appointments mandated by the Company's Corporate Governance Guidelines and the Nominating and Corporate Governance Committee charter,

namely that the Board's Nominating and Corporate Governance Committee is responsible for identifying, recruiting, interviewing, vetting and recommending potential director candidates and evaluating their qualifications, independence, potential conflicts of interest and other important considerations. Thus, the Foundation must first engage the Nominating and Corporate Governance Committee and provide such Committee with a chance to assess the Foundation nominees' qualifications in accordance with the criteria adopted by the Nominating and Corporate Governance Committee;

- The Foundation nominees did not engage with the Committee, the Board did not seat the Foundation's nominees and, on September 2, 2020, the Foundation filed suit against the Company and its eight directors (Christopher W. Claus, Jerry D. Davis, Jr., Gerald W. Shields, Francis A. Keating II, Dr. Terry S. Maness, Dr. E. Dean Gage, Dr. Robert B. Sloan, Jr. and Constance K. Weaver) in the District Court for Arapahoe County, Colorado (the "Colorado Litigation");
- In connection with the Colorado Litigation, on September 28, 2020, the Foundation and the Company entered into a mutually agreed Status Quo Stipulation, whereby the Board and its committees agreed not to direct or permit anyone on their or the Company's behalf to take any significant action that is outside the ordinary course of business without the consent of the Foundation until the court in the Colorado Litigation made a determination on the merits or otherwise ruled on the Foundation's motion for a preliminary injunction;
- The two sole charitable beneficiaries of the Foundation, Baylor University and Southwestern Baptist Theological Seminary (the "Foundation Beneficiaries"), subsequently filed a lawsuit against the Foundation and its Chief Executive Officer/President, Mike Hughes (who was also one of the purported nominees submitted to the Company by the Foundation), claiming, among other things, that the Foundation's board of trustees breached their fiduciary duties to the Foundation and misused Foundation monies for personal benefit, including the litigation against the Company in an attempt to seat themselves on the Company's board (the "Texas Third-Party Litigation");
- The Texas Attorney General intervened on behalf of the Foundation Beneficiaries in the Texas Third-Party Litigation;
- On December 7, 2020, the Company filed counterclaims and third-party claims in the Colorado Litigation against the Foundation and two of its officer or trustees, Charles W. Hott and Mike C. Hughes alleging that Mr. Hughes and Mr. Hott, as trustees or officers of the Foundation, among other things: (i) defrauded state insurance regulators in order to seize control of the Company, (ii) breached their fiduciary duty to all of the Company's shareholders, and (iii) violated the Colorado Consumer Protection Act (collectively, the "Counterclaims"); and
- On February 6, 2021, the Foundation Beneficiaries settled the Texas Third-Party Litigation with the Foundation, resulting in Mr. Hughes and Mr. Hott being removed as trustees from the Foundation. The Foundation Beneficiaries, upon gaining control of the Foundation through their appointed trustees to the Foundation, agreed to dismiss the Colorado Litigation and entered into a Mutual Agreement for Compromise, Settlement and Release with the Company and its individual directors (the "Foundation Settlement Agreement"). The Company also agreed to dismiss the Counterclaims.

As a result of the Foundation Settlement Agreement:

- The Company, its eight directors and the Foundation dismissed all claims at issue in the Colorado Litigation and also agreed to mutual releases for conduct prior to February 5, 2021;

- On February 6, 2021, the Company: (a) restored its Board to its form as of August 12, 2020 consisting of a nine-seat Board comprised of four directors elected by the Company's Class A common stockholders (Christopher W. Claus, Jerry D. Davis, Jr., Gerald W. Shields, and Francis A. Keating II), the four Class B Directors (Dr. E. Dean Gage, Dr. Robert B. Sloan, Dr. Terry S. Maness, and Constance K. Weaver), and one Class B vacancy; and (b) restored the Company's Amended and Restated Bylaws to the form in which they existed on August 12, 2020;
- The Foundation withdrew the Foundation nominees who had been submitted pursuant to the August 13, 2020 Action by Written Consent of the Foundation and approved the restoration of the four Class B Directors; and
- The Foundation agreed to sell, and the Company agreed to purchase, 100% of the Company's Class B common stock from the Foundation.

On February 6, 2021, pursuant to the Foundation Settlement Agreement, the Company entered into an agreement with the Foundation to purchase all of the Class B common stock for a purchase price of $9,090,463.80 (the "B Share Transaction"). In accordance with such purchase agreement, the purchase price was paid to the Foundation on March 5, 2021. On April 12, 2021, the Company and the Foundation received the last of the regulatory approvals required for the Foundation to divest control of the Company and thus all of the Foundation's Class B common stock was transferred to the Company as of such date. In accordance with Colorado law, as of April 12, 2021, Class B common stock is classified as authorized, but unissued shares. On March 9, 2021, the Board passed a resolution stating that as long as the Class B common stock is being held as unissued shares, the Company will not vote, nor permit any other person or entity to exercise any voting rights or other rights, with respect to the Class B common stock.

Disclosure of these events and actions can be found on various filings with the Securities and Exchange Commission ("SEC") on Citizens website, https://www.citizensinc.com/investors-sec-filings.