

STATE OF NORTH DAKOTA
BEFORE THE INSURANCE COMMISSIONER

In the Matter of the Form A)	FINDINGS OF FACT,
Application of Sompo Holdings, Inc)	CONCLUSIONS OF LAW,
et al., Proposed Acquisition of)	ORDER APPROVING
Aspen Specialty Insurance Company)	AQUISITION OF CONTROL
)	
)	FILE NO CO-26-915

INTRODUCTION

1. On October 4, 2025, Sompo Holdings, Inc., a company organized under the laws of Japan (“Sompo Holdings”), Sompo Japan Insurance Inc., a property and casualty insurance company organized under the laws of Japan (“Sompo Japan”), Sompo International Holdings Ltd., a company organized under the laws of Bermuda (“SIH”), and Endurance Specialty Insurance Ltd., a Bermuda exempted company limited by shares (“ESIL” and, collectively with Sompo Holdings, Sompo Japan and SIH, the “Applicants”), filed a Form A Statement Regarding the Acquisition of Control of a Domestic Insurer (including exhibits thereto, the “Form A”) with the North Dakota Insurance and Securities Department (the “Department”). The Form A concerned the Applicants’ proposed indirect acquisition of Aspen Specialty Insurance Company, a domestic surplus lines insurance company domiciled in North Dakota (the “Domestic Insurer”) and was submitted pursuant to N.D. Cent. Code Ch. 26.1-10.

2. In connection with the Form A, the Applicants submitted an Agreement and Plan of Merger, dated as of August 27, 2025 (the “Merger Agreement”), by and among ESIL, Aspen Insurance Holdings Limited, a Bermuda exempted company limited by shares (“Aspen Parent”), and Ajax Ltd., a Bermuda exempted company limited by shares and a direct, wholly owned subsidiary of ESIL (“Merger Sub”), pursuant to which Merger Sub will merge with and into Aspen Parent pursuant to the Companies Act 1981 of Bermuda, with Aspen Parent surviving such merger as a direct, wholly owned subsidiary of ESIL (with the other transactions contemplated by the Merger Agreement, the “Merger Transaction”).

Pre- and post-transaction organizational charts, biographical affidavits for the directors and executive officers of each of the Applicants, financial statements and information of the Applicants and three-year financial projections for the Domestic Insurer were attached as exhibits to the Form A, including the confidential supplement thereto.

3. On January 15, 2026, a public notice was issued by the North Dakota Insurance Commissioner Jon Godfread (the “Commissioner”) setting a public hearing concerning the Merger Transaction for February 3, 2026, as provided in N.D. Cent. Code § 26.1-10-03(4). Notice of the public hearing was provided by the Applicants to the Domestic Insurer as provided in N.D. Cent. Code § 26.1-10-03(4)(b).

4. The public hearing regarding the Merger Transaction was held electronically before the Commissioner at 10:00 a.m. Central Time on February 3, 2026. The Applicants appeared through their counsel, Todd E. Freed of Skadden, Arps, Slate, Meagher & Flom LLP, and provided both pre-filed written testimony from Daniel S. Lurie, Global Deputy General Counsel and Executive Vice President of SIH. The Department appeared through Jamie Struthers, attorney for the Department, and provided written testimony from Colton Schulz, Chief Examiner for the Department.

5. Through the public notice of hearing that was issued, the general public was invited to make comments concerning the proposed Merger Transaction. The public was also invited to make comments concerning the proposed acquisition of the Domestic Insurer during the hearing. No members of the general public came forward at any time prior to or during the hearing to submit comments regarding the proposed Merger Transaction or acquisition of the Domestic Insurer.

6. The matter of the acquisition of control of the Domestic Insurer by the Applicants has been considered by the Department based upon the Form A, the written testimony received into evidence at the hearing, and other documents filed with the Commissioner and made a part of the record.

7. After considering and reviewing all the documents, instruments, testimony, and materials filed or submitted in this matter, the Commissioner makes the following Findings of Fact, Conclusions of Law, and Order.

FINDINGS OF FACT

A. Applicants' Background and Significant Affiliates

1. Sompo Holdings is a financial services company organized under the laws of Japan listed on the Tokyo Stock Exchange and the proposed ultimate controlling person of the Domestic Insurer. Sompo Holdings is a global provider of property, casualty and specialty insurance and reinsurance. Sompo Holdings, through various operating subsidiaries, is one of the top three insurers in Japan and has a global network of businesses operating in multiple countries throughout Europe, North America, Central and South America, Asia and Oceania, and the Middle East and Africa. Sompo Holdings' principal operating subsidiaries have a financial strength rating of A+ (Strong) from Standard and Poor's. To the knowledge of the Applicants, no person holds 10% or more of the voting securities of Sompo Holdings for purposes of controlling Sompo Holdings or its subsidiaries.

2. Sompo Japan is a property and casualty insurance company organized under the laws of Japan and a direct, wholly owned subsidiary of Sompo Holdings. Sompo Japan is the core Japanese property and casualty insurance company within the larger Sompo Holdings group, providing a wide range of domestic and international insurance products including fire and allied, marine, personal accident, voluntary automobile, and compulsory automobile liability insurance.

3. SIH is a direct, wholly owned subsidiary of Sompo Japan and acts as the holding company for Sompo Holdings' property and casualty insurance and reinsurance businesses outside of Japan. SIH is domiciled and headquartered in Bermuda. SIH's principal operating subsidiaries have financial strength ratings of A+ (Superior) from A.M. Best (XV size category) and A+ (Strong) from Standard and Poor's.

4. ESIL is a Class 4 property and casualty insurance company organized under the laws of Bermuda and is a direct, wholly owned subsidiary of SIH. The company provides property, casualty, healthcare liability, workers' compensation, and professional lines insurance in Bermuda. Its reinsurance products include property, catastrophe, casualty, agriculture, marine, aerospace, and surety.

5. The Applicants have a number of affiliates, certain of which are detailed in the organizational charts provided with the confidential supplement to the Form A filing.

B. Domestic Insurer's Background and Significant Affiliates

1. The Domestic Insurer is a domestic surplus lines insurance company domiciled in North Dakota. Aspen American Insurance Company, a property and casualty insurance company domiciled in Texas ("Aspen American"), directly owns 100% of the issued and outstanding voting stock of the Domestic Insurer. Aspen American is directly owned 100% by Aspen U.S. Holdings, Inc.

2. The Domestic Insurer is an indirect, wholly owned subsidiary of Aspen Parent.

3. Through the proposed Merger Transaction, Aspen American is also being acquired by the Applicants and a corresponding Form A Statement has been filed in the State of Texas in relation thereto.

C. Form A Filing and Related Procedural History

1. On October 4, 2025, the Applicants, by and through their local counsel, Collin P. Poolman of Vogel Law Firm, filed the Form A regarding the Merger Transaction with the Commissioner pursuant to N.D. Cent. Code § 26.1-10-03. The Form A provides the entire and complete information required by N.D. Cent. Code § 26.1-10-03. On January 15, 2026, a public notice was issued by the Commissioner to set a public hearing concerning the transaction on February 3, 2026 as provided in N.D. Cent. Code § 26.1-10-03(4). Notice of the public hearing was provided by the Applicants to the Domestic Insurer. The public hearing regarding the Merger Transaction was held electronically before the Commissioner at 10:00 a.m. Central Time on February 3, 2026. The Commissioner closed the record following completion of the public hearing.

D. Proposed Merger Transaction

1. Subject to approval from the applicable regulatory authorities, Merger Sub intends to merge with and into Aspen Parent, with Aspen Parent continuing as the surviving company.
2. As a result of the Merger Transaction, Aspen Parent will become a direct, wholly owned subsidiary of ESIL. The Domestic Insurer will become an indirect, wholly owned subsidiary of ESIL and the other Applicants by virtue of their direct and indirect ownership and control of ESIL.
3. Sompo Holdings will be the ultimate controlling person of the Domestic Insurer.

E. Requirements for Issuance of a Certificate of Authority

1. The Merger Transaction will not negatively affect the Domestic Insurer's level of capital and surplus. Following the consummation of the Merger Transaction, the Domestic Insurer will continue to maintain capital and surplus more than sufficient to satisfy the requirements to write the lines of business for which it is presently licensed and otherwise continue to satisfy the minimum requirements for licensure as a domestic surplus lines insurer under North Dakota insurance law
2. Following the consummation of the Merger Transaction, the Applicants intend to substantially continue the Domestic Insurer's operations as currently conducted and have no intention of causing the Domestic Insurer to take any action that would inhibit its ability to satisfy the requirements for licensure under North Dakota insurance law. Accordingly, following the Merger Transaction, the Domestic Insurer will still satisfy the requirements for issuance of a certificate of authority to write the lines of insurance for which it is presently licensed.

F. Competition in Insurance

1. On October 5, 2025, the Applicants filed with the Department a confidential Form E Pre-Acquisition Notification Form Regarding the Potential Competitive Impact of a Proposed Merger or Acquisition in relation to the Merger Transaction (the "Confidential Form E"), pursuant to N.D. Cent. Code § 26.1-10-03.1.

2. As indicated in the Confidential Form E, the immediate result of the Merger Transaction will exceed the safe harbor exemptions set forth in N.D. Cent. Code § 26.1-10-03.1(2)(b) in two lines of business. However, there is no *prima facie* evidence of a violation of the competitive standard pursuant to N.D. Cent. Code § 26.1-10-03.1(4)(b) in either line of business.

3. Consequently, the effect of the Merger Transaction will not substantially lessen competition in any line of insurance in North Dakota or tend to create a monopoly.

G. The Applicants' Financial Status

1. The Applicants submitted all requested financial statements and information, organizational charts, and biographical affidavits for their respective directors and executive officers with the Form A.

2. The financial condition of the Applicants is such that the financial condition of the Domestic Insurer would not be jeopardized by the Merger Transaction. Furthermore, the Merger Transaction will not impair or otherwise affect the license of the Domestic Insurer because the Domestic Insurer will continue to satisfy all capital, surplus and statutory reserving requirements immediately after the closing of the Merger Transaction. The interests of the Domestic Insurer's policyholders, therefore, will not be prejudiced in any way by the consummation of the Merger Transaction.

H. Plans and Proposals for the Domestic Insurer

1. Immediately following the closing of the Merger Transaction, the Domestic Insurer will continue to maintain its separate corporate existence and substantially continue its operations as currently conducted.

2. Except as set forth in the Form A, the Applicants have no present plans or proposals to cause the Domestic Insurer to pay dividends or make other distributions, to liquidate the Domestic Insurer, to sell any of the Domestic Insurer's assets (except for investment transactions and minor asset dispositions in the ordinary course of business), to merge or consolidate the Domestic Insurer with any person or, other than as described in the Form A, to make any other material change in the Domestic Insurer's business operations.

I. The Applicants' Management

1. The Applicants are managed by professionals who have demonstrated competence, experience, and integrity in insurance operations. The Applicants' current management is not expected to change as a result of the Department's approval of the Form A.

2. The directors of each of the Applicants possess significant corporate and commercial experience. The competence, experience, and integrity of the directors of each of the Applicants is such that it would not be against the interests of the policyholders of the Domestic Insurer or against the interests of the general public if the Applicants were permitted to acquire control of the Domestic Insurer.

J. Effect of the Acquisition on the Insurance Buying Public

1. Immediately following the consummation of the Merger Transaction, the Domestic Insurer will substantially continue its operations as currently conducted and, given the experience and financial strength of the Applicants, the acquisition will not be hazardous or prejudicial to the insurance buying public.

K. The Department's Recommendation

1. Colton Schulz, Chief Examiner with the Department, reviewed the Form A and all of the corresponding exhibits.

2. Mr. Schulz, on behalf of the Department, testified that he considered the criteria outlined in N.D. Cent. Code § 26.1-10-03(4)(a)(1) through (6) and concluded that: (i) following the Merger Transaction, the Domestic Insurer would still satisfy the current capital and surplus requirements under North Dakota law for issuance of a certificate of authority to write the lines of insurance for which it is presently licensed; (ii) the proposed Merger Transaction would not have the effect of substantially lessening competition in insurance in North Dakota or tend to create a monopoly; (iii) the financial condition of the Applicants will not jeopardize the financial stability of the Domestic Insurer or prejudice the interests of the Domestic Insurer's policyholders, and in fact would strengthen the financial position of the Domestic Insurer and the interests of the Domestic Insurer's policyholders by providing access to the strong capital base of the Applicants; (iv) there was no evidence of any plans by the Applicants to liquidate the Domestic Insurer, sell its assets (except for investment transactions and minor asset dispositions in the ordinary course of business) or consolidate or merge it with any person, or to make any other material change in the business or corporate structure or management of the Domestic Insurer; (v) the evidence suggested that the competence, experience and integrity of the directors, officers and management of the Applicants are such that it will be in the interests of the Domestic Insurer's policyholders and of the public to permit the acquisition to occur; and (vi) there is no evidence that the acquisition is likely to be hazardous or prejudicial to the insurance buying public.

CONCLUSIONS OF LAW

1. The Commissioner has jurisdiction over the proposed acquisition pursuant to N.D. Cent. Code Ch. 26.1-10.
2. The Form A and its exhibits meet all of the filing requirements provided pursuant to N.D. Cent. Code § 26.1-10-03.

3. The Applicants have met the procedural requirements of N.D. Cent. Code § 26.1-10-03 with regard to seeking and receiving approval of the proposed acquisition of control of a domestic insurance company.

4. The hearing in this matter was duly noticed and conducted pursuant to the requirements of N.D. Cent. Code § 26.1-10-03(4) and an order approving or disapproving the proposed acquisition may be issued based upon the Form A filed with the Commissioner by the Applicants.

5. The Commissioner shall approve an acquisition of control governed by N.D. Cent. Code § 26.1-10-03 unless the Commissioner finds that:

- a. After the change of control, the domestic insurance company would not be able to satisfy the requirements for the issuance of a certificate of authority to write the lines of insurance for which it is presently licensed.
- b. The effect of the merger or other acquisition of control would be substantially to lessen competition in insurance or tend to create a monopoly in North Dakota.
- c. The financial condition of any acquiring party might jeopardize the financial stability of the domestic insurance company or prejudice the interest of its policyholders.
- d. The plans or proposals which the acquiring party has to liquidate the domestic insurance company, sell its assets or consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management, are unfair and unreasonable to policyholders of the domestic insurance company and not in the public interest.
- e. The competence, experience, and integrity of those persons who would control the operation of the domestic insurance company are such that it would not be in the

interest of policyholders of the domestic insurance company and of the public to permit the merger or other acquisition of control.

f. The acquisition is likely to be hazardous or prejudicial to the insurance buying public.

6. The proposed acquisition of control of North Dakota domestic surplus lines insurer Aspen Specialty Insurance Company constitutes a change of control under the provisions of N.D. Cent. Code Ch. 26.1-10 and is subject to prior approval of the Commissioner.

7. Based on the Findings of Fact, the evidence does not suggest that any of the events or conditions listed in N.D. Cent. Code § 26.1-10-03(4)(a) would occur or exist after the acquisition of control; therefore, the evidence does not form a basis upon which the proposed acquisition of control of the Domestic Insurer by the Applicants should be denied.

8. Considering the entirety of the evidence contained in the record, it is appropriate to approve the proposed acquisition.

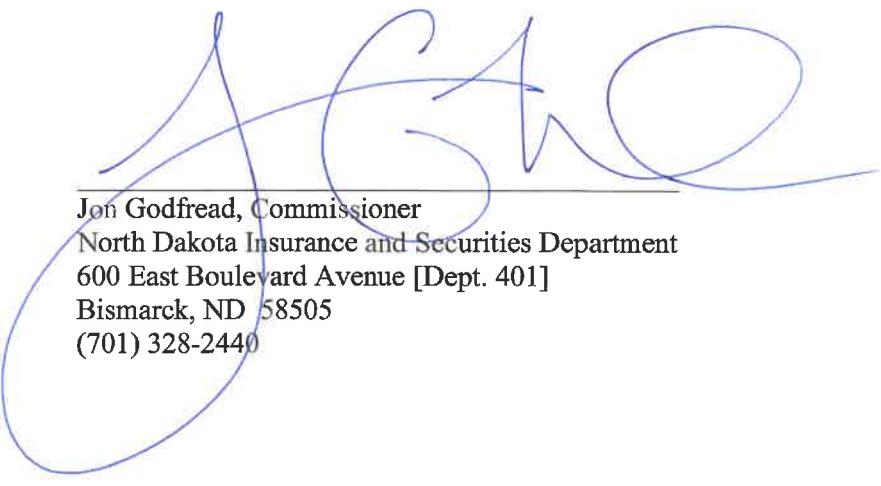
NOW, THEREFORE, based upon the representations and sworn testimony of the parties and the above Findings of Fact and Conclusions of Law, the Commissioner enters an Order as follows:

ORDER

The proposed acquisition of control of Aspen Specialty Insurance Company by Sompo Holdings, Sompo Japan, SIH and ESIL in accordance with the provisions of the Form A Statement Regarding the Acquisition of Control of a Domestic Insurer and the Confidential Form E, each filed with the North Dakota Insurance and Securities Department, are **HEREBY APPROVED**.

The Commissioner will retain jurisdiction over the subject matter of this proceeding and over the parties for the purpose of entering such further order or orders as may be deemed proper.

Dated this 30 day of February, 2026.



Jon Godfread, Commissioner
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