

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

FORM 8-K

CURRENT REPORT

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

Date of Report: May 20, 2015  
(Date of earliest event reported)

**FEDERATED NATIONAL HOLDING COMPANY**  
(Exact name of registrant as specified in its charter)

<u>Florida</u> (State or other jurisdiction of incorporation)	<u>0-2500111</u> (Commission File Number)	<u>65-0248866</u> (I.R.S. Employer Identification No.)
<u>14050 N.W. 14<sup>th</sup> Street, Suite 180</u> <u>Sunrise, FL</u> (Address of principal executive offices)		<u>33323</u> (Zip Code)

Registrant's telephone number, including area code: (800) 293-2532

NOT APPLICABLE  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

## **Item 7.01. Regulation FD Disclosure.**

Officers of Federated National Holding Company (the “Company”) will present to members of the investment community as part of a non-deal road show beginning on May 20, 2015. A copy of the investor presentation to be used during these presentations is attached as Exhibit 99.1 to this Current Report on Form 8-K and is also available in the “Investor” section of the Company’s website at [www.fednat.com](http://www.fednat.com). These materials are dated May 20, 2015, and the Company disclaims any obligation to correct or update these materials in the future.

In accordance with General Instruction B.2 to Form 8-K, the information set forth in this Item 7.01 and the investor presentation attached to this report as Exhibit 99.1 is “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”).

The investor presentation attached hereto as Exhibit 99.1 contains statements that may be deemed forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements are therefore entitled to the protection of the safe harbor provisions of these laws. These statements may be identified by the use of forward-looking terminology such as “anticipate,” “believe,” “budget,” “contemplate,” “continue,” “could,” “envision,” “estimate,” “expect,” “forecast,” “guidance,” “indicate,” “intend,” “may,” “might,” “outlook,” “plan,” “possibly,” “potential,” “predict,” “probably,” “pro-forma,” “project,” “seek,” “should,” “target,” “will,” “would,” “will be,” “will continue” or the negative thereof or other variations thereon or comparable terminology. The Company has based these forward-looking statements on its current expectations, assumptions, estimates and projections. While the Company believes these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve a number of risks and uncertainties, many of which are beyond the Company’s control. These and other important factors may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Management cautions that any such forward-looking statements are not guarantees of future performance, and readers cannot assume that such statements will be realized or the forward-looking events and circumstances will occur. Factors that might cause such a difference include, without limitation, the risks and uncertainties discussed under “Risk Factors” in the Company’s Annual Report on Form 10-K, and discussed from time to time in the Company’s reports filed with the Securities and Exchange Commission.

## **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Federated National Holding Company Investor Presentation dated May 20, 2015.

## **SIGNATURES**

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

### **FEDERATED NATIONAL HOLDING COMPANY**

Date: May 20, 2015

By: /s/ Peter J. Prygelski, III  
Name: Peter J. Prygelski, III  
Title: Chief Financial Officer  
(Principal Accounting and Financial Officer)

## **EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Title</u></b>
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99.1	Federated National Holding Company Investor Presentation dated May 20, 2015.
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# FEDERATED NATIONAL

NASDAQ: FNHC



May 2015



# SAFE HARBOR STATEMENT / FNHC SNAPSHOT

Safe harbor statement under the Private Securities Litigation Reform Act of 1995:

Statements that are not historical fact are forward-looking statements that are subject to certain risks and uncertainties that could cause actual events and results to differ materially from those discussed herein. Without limiting the generality of the foregoing, words such as “anticipate,” “believe,” “budget,” “contemplate,” “continue,” “could,” “envision,” “estimate,” “expect,” “guidance,” “indicate,” “intend,” “may,” “might,” “plan,” “possibly,” “potential,” “predict,” “probably,” “pro-forma,” “project,” “seek,” “should,” “target,” or “will” or the negative thereof or other variations thereon and similar words or phrases or comparable terminology are intended to identify forward-looking statements.

Forward-looking statements might also include, but are not limited to, one or more of the following:

- Projections of revenues, income, earnings per share, dividends, capital structure or other financial items or measures;
- Descriptions of plans or objectives of management for future operations, insurance products/or services;
- Forecasts of future insurable events, economic performance, liquidity, need for funding and income; and
- Descriptions of assumptions or estimates underlying or relating to any of the foregoing.

The risks and uncertainties include, without limitation, risks and uncertainties related to estimates, assumptions and projections generally; the nature of the Company’s business; the adequacy of its reserves for loss and loss adjustment expense; claims experience; weather conditions (including the severity and frequency of storms, hurricanes, tornadoes and hail) and other catastrophic losses; reinsurance costs and the ability of reinsurers to indemnify the Company; raising additional capital and our potential failure to meet minimum capital and surplus requirements; potential assessments that support property and casualty insurance pools and associations; the effectiveness of internal financial controls; the effectiveness of our underwriting, pricing and related loss limitation methods; changes in loss trends; court decisions and trends in litigation; our potential failure to pay claims accurately; ability to obtain regulatory approval applications for requested rate increases, or to underwrite in additional jurisdictions, and the timing thereof; the impact that the results of the Monarch joint venture may have on our results of operations; inflation and other changes in economic conditions (including changes in interest rates and financial markets); pricing competition and other initiatives by competitors; legislative and regulatory developments; the outcome of litigation pending against the Company, and any settlement thereof; dependence on investment income and the composition of the Company’s investment portfolio; insurance agents; ratings by industry services; the reliability of our information technology systems; reliance on key personnel; acts of war and terrorist activities; and other matters described from time to time by the Company in releases and publications, and in periodic reports and other documents filed with the United States Securities and Exchange Commission.

In addition, investors should be aware that generally accepted accounting principles prescribe when a company may reserve for particular risks, including claims and litigation exposures. Accordingly, results for a given reporting period could be significantly affected if and when a reserve is established for a contingency. Reported results may therefore appear to be volatile in certain accounting periods.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We do not undertake any obligation to update publicly or revise any forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

## Federated National Holding Company (as of 3/31/2015)

- **NASDAQ:** FNHC
- **Headquarters:** Sunrise, FL (Ft. Lauderdale)
- **Core Market:** Homeowners’ insurance in Florida
- **IPO Year:** 1998
- **Financial Stability Rating:** 
- **Cash and Investments:** \$424.5 M
- **Total Shareholders’ Equity:** \$221.8 M
- **Common Shares Outstanding:** 13.7 M
- **Book Value Per Common Share:** \$16.19

# WE ARE PREDOMINANTLY A HOMEOWNERS' INSURER IN FLORIDA

- Top five writer of voluntary business in Florida <sup>(1)</sup>
- Started offering homeowners' insurance in Florida in 2000. Rated "A" by Demotech since 1998
- Homeowners' insurance in Florida represents over 90% of our premiums
- Florida is the fourth largest state and represents approximately \$9.4 billion in homeowners' insurance premium
- Underwrite commercial general liability, personal auto (75% to 90% ceded) and federal flood (100% ceded) and market various lines of other insurance products



## ...Our Distinguishing Characteristics

### Voluntary Business Focus

- Voluntary business sold through independent agents
- One of few select Florida homeowners' insurance companies appointed to write voluntary business through Allstate's Florida agents

### Strong Reinsurance Program

- Full indemnity reinsurance with 53 reinsurance partners, all of which are rated "A-" or higher by A.M. Best or fully collateralized

### Outstanding Service

- Many of our partner agents prefer to entrust their clients with us due to our experience within Florida and our high level of service

### Efficient Operating Model

- Superior and highly efficient operating model relative to peers
  - Our partner agent's receive a competitive 11.6% commission on average
  - MGA and claims services fees are a lean 7.6% <sup>(2)</sup>
  - Low 19.2% acquisition costs versus the industry average of 25.0% - 28.0%

(1) Based on Florida residential homeowners' insurance new policies written for the three months ended December 31, 2014; Florida Office of Insurance Regulation

(2) Comprised of 4% of gross written premium in MGA fees and 3.6% of gross earned premium in claims service fees

# EXPERIENCED MANAGEMENT TEAM

- An experienced management team that has a long history with Federated National and has extensive tenure in the homeowners' insurance market in Florida

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**Michael Braun (Age 47)**, *Chief Executive Officer & President*

- Appointed Chief Executive Officer in July 2008
- Elected to Board in 2005
- Previously served as Chief Operating Officer
- Joined in 1998

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**Peter Prygelski (Age 46)**, *Chief Financial Officer & Treasurer*

- Re-nominated to Board in 2008
- Appointed Chief Financial Officer in June 2007
- Served as Independent Director from 2004 through 2007
- Joined in 2004

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**Stephen Young (Age 40)**, *Vice President of Operations*

- Appointed Vice President of Operations in June 2009
- Served as President of Federated Premium Finance
- More than 20 years of industry experience
- Joined in August 1995

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**Gordon Jennings (Age 57)**, *Vice President of Risk Management*

- Appointed Vice President of Risk Management in May 2008
- Serves as President of Federated National Underwriters
- More than 24 years of industry experience
- Joined in May 2000

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**C. Brian Turnau (Age 48)**, *President of Federated National Adjusting*

- Appointed President of Federated National Adjusting in July 2006
- Worked for private practice insurance defense litigation law firms for 15 years
- More than 13 years of industry experience
- Joined in June 2000

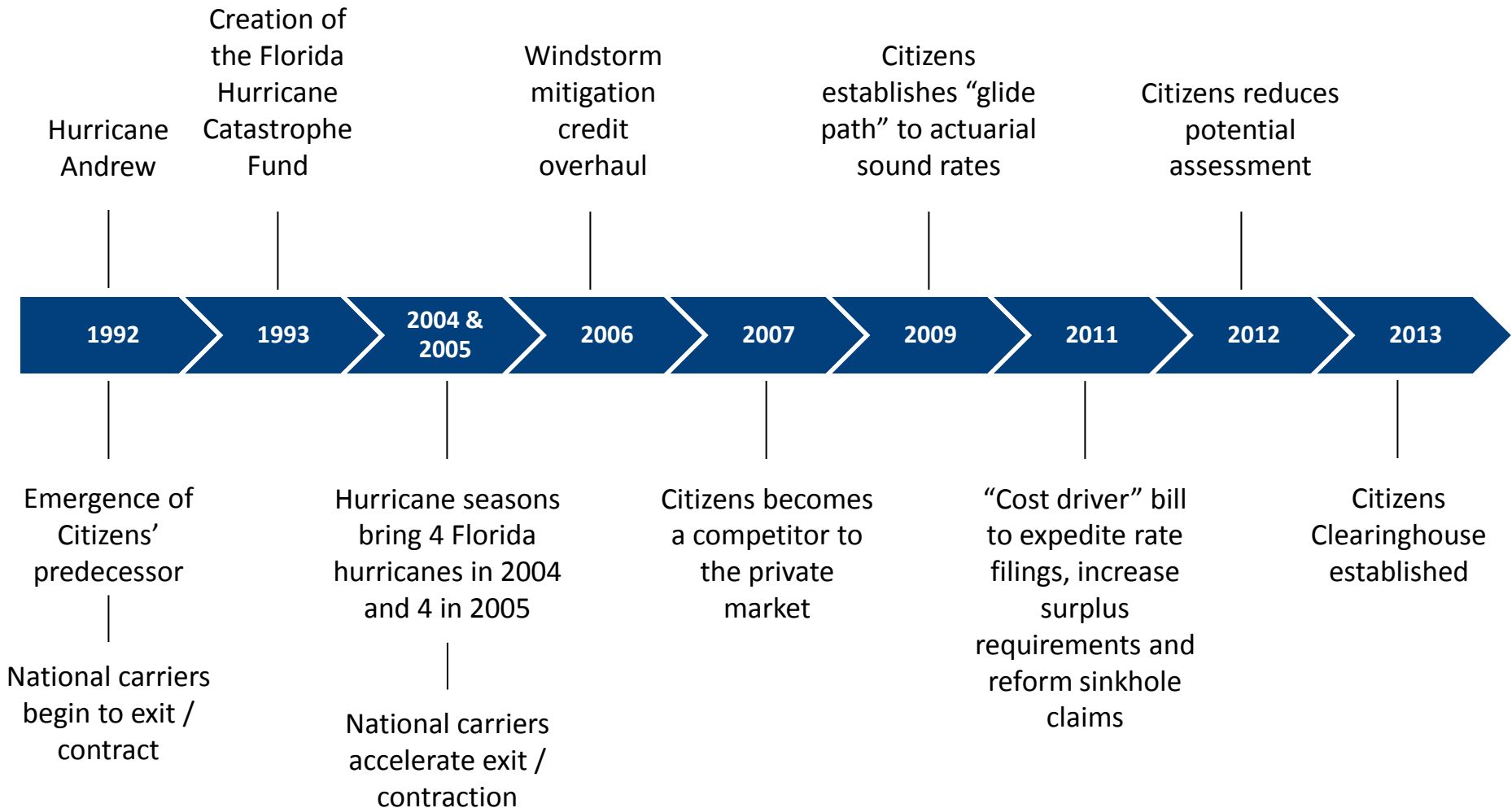
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**Christopher Clouse (Age 47)**, *Underwriting Manager*

- Appointed Underwriting Manager in June 2010
  - More than 25 years of industry experience
  - Joined in March 2008
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# FLORIDA PROPERTY INSURANCE MARKET TIMELINE



# FLORIDA MARKET PROVIDES CONTINUED GROWTH

- **The Florida Homeowners' Insurance Market is Poised for Continued Growth and Profitability**
  - Rate adequacy
  - Reduced reinsurance costs combined with increased capacity
  - Citizens, Florida's residual market, is less competitive in the homeowners' insurance market
  - Lack of competition from national and large carriers
  - Improved real estate market is driving demand and has increased premiums
- **Federated National is One of the Fastest Growing Homeowners' Insurers in Florida and is Poised to Continue to Grow Profitably**
  - Top five writer of voluntary business in Florida <sup>(1)</sup>
  - All new policies are generated on a voluntary basis
  - One of few select Florida homeowners' insurance companies appointed to write voluntary business through Allstate's Florida agents
  - Opportunity to increase FedNat's 3.6% market share and further increase our market presence through Monarch

## Top Personal Residential Homeowners' Insurers in Florida As of December 31, 2014

12/31/2014 Rank	12/31/2013 Rank	Institution	Total DPW for Policies In-Force	Market Share
1	1	Citizens Property Insurance Corporation	\$1,105,258,809	11.74%
2	2	Universal Property & Casualty Insurance Co.	752,898,138	8.00%
3	4	Homeowners Choice P&C Insurance Co., Inc.	437,251,071	4.64%
4	14	Heritage Property & Casualty Insurance Co.	367,203,073	3.90%
5	11	<b>Federated National Insurance Company</b>	<b>340,612,807</b>	<b>3.62%</b>
6	5	United Property & Casualty Insurance Co.	328,049,127	3.48%
7	6	Florida Peninsula Insurance Company	308,268,723	3.27%
8	7	United Services Automobile Association	293,131,672	3.11%
9	8	St. Johns Insurance Company, Inc.	279,197,296	2.97%
10	12	People's Trust Insurance Company	264,852,166	2.81%
11	9	Security First Insurance Company	249,213,366	2.65%
12	13	American Integrity Insurance Company of FL	240,697,676	2.56%
13	10	Tower Hill Prime Insurance Company	229,567,368	2.44%
14	16	Federal Insurance Company	177,308,975	1.88%
15	22	Olympus Insurance Company	176,974,446	1.88%
16	15	Tower Hill Signature Insurance Company	167,591,085	1.78%
17	18	Tower Hill Preferred Insurance Company	148,503,863	1.58%
18	17	USAA Casualty Insurance Company	145,318,962	1.54%
19	20	AIG Property Casualty Company	140,453,738	1.49%
20	21	ASI Preferred Insurance Corp.	136,296,410	1.45%
<b>Top 20</b>			<b>\$6,288,648,772</b>	<b>66.80%</b>
<b>Grand Total</b>			<b>9,414,538,239</b>	<b>100.00%</b>

Note: Includes personal residential and excludes commercial residential business. The Florida Office of Insurance Regulation's QUASR next generation database excludes State Farm Florida Insurance Company in its dataset as of December 31, 2014

(1) Based on Florida residential homeowners' insurance new policies written for the three months ended December 31, 2014; Florida Office of Insurance Regulation

# FEDERATED NATIONAL'S APPROACH TO THE FLORIDA MARKET

## Sophisticated Analytics

- Utilize point of sale software which ensures rate adequacy
- Delivers instantaneous risk analytics and quoting and binding capabilities
- Provides agents with access to numerous key data points essential to assessing risk factors

## Underwriting Standards

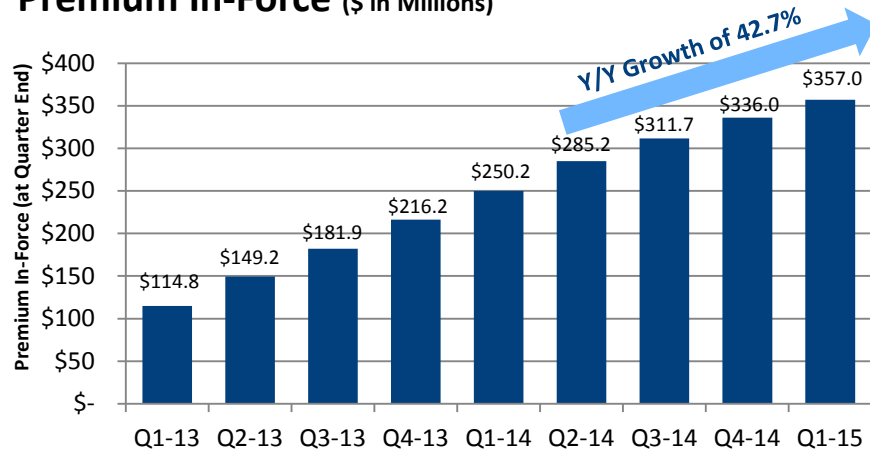
- Focus on higher value properties
- Emphasis on newer properties which typically have more advanced wind / hurricane mitigation features and lower All Other Peril (non-catastrophe) losses, all of which mitigate expected losses
- Largely avoided claims associated with sinkhole losses by carefully underwriting certain geographic areas in Florida

## Geographic Diversification

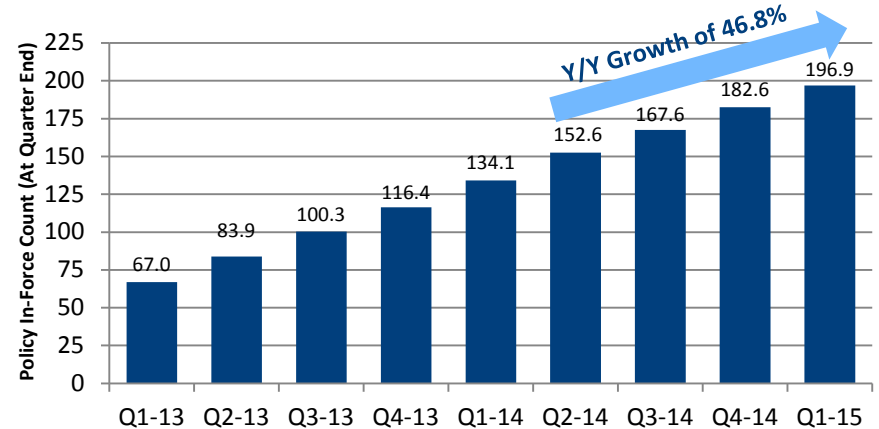
- Reduced geographic concentration in the Tri-County / South Florida area and expanded in other counties in Florida
- Greater diversification has enhanced underwriting results and reduced our risk exposure
- Expansion into other coastal states

# GROWING AND DIVERSIFIED IN FLORIDA

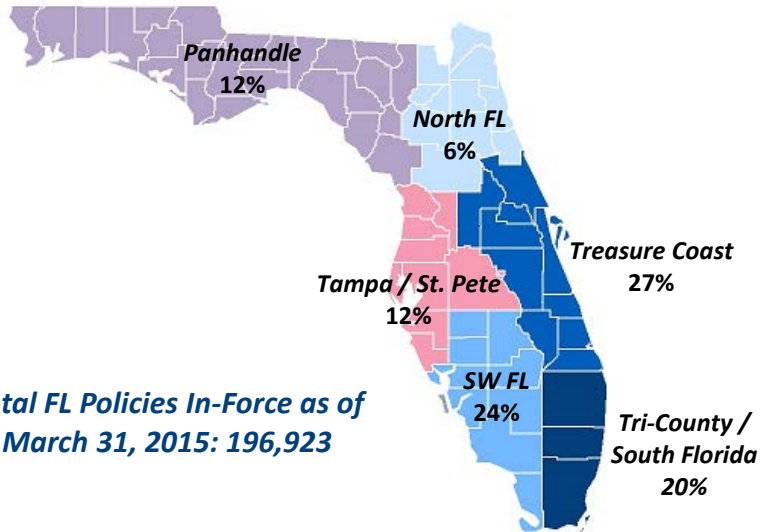
**Premium In-Force (\$ in Millions)**



**Homeowners' Policy In-Force Count (Thousands)**

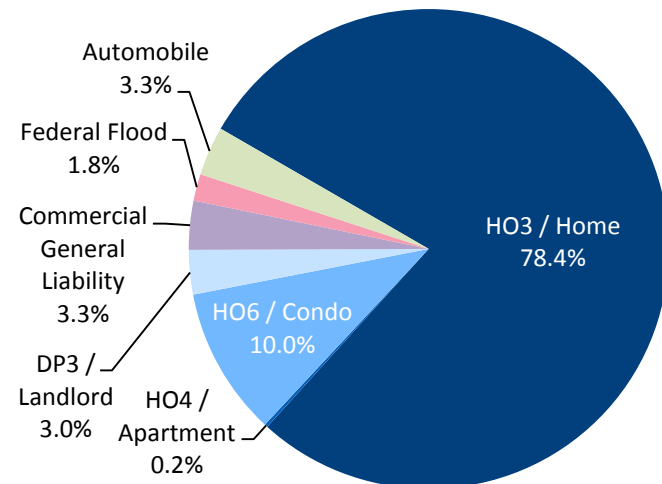


## Growing & Diversified in Florida



**Total FL Policies In-Force as of March 31, 2015: 196,923**

## DPW By Line of Business (Last Twelve Months)

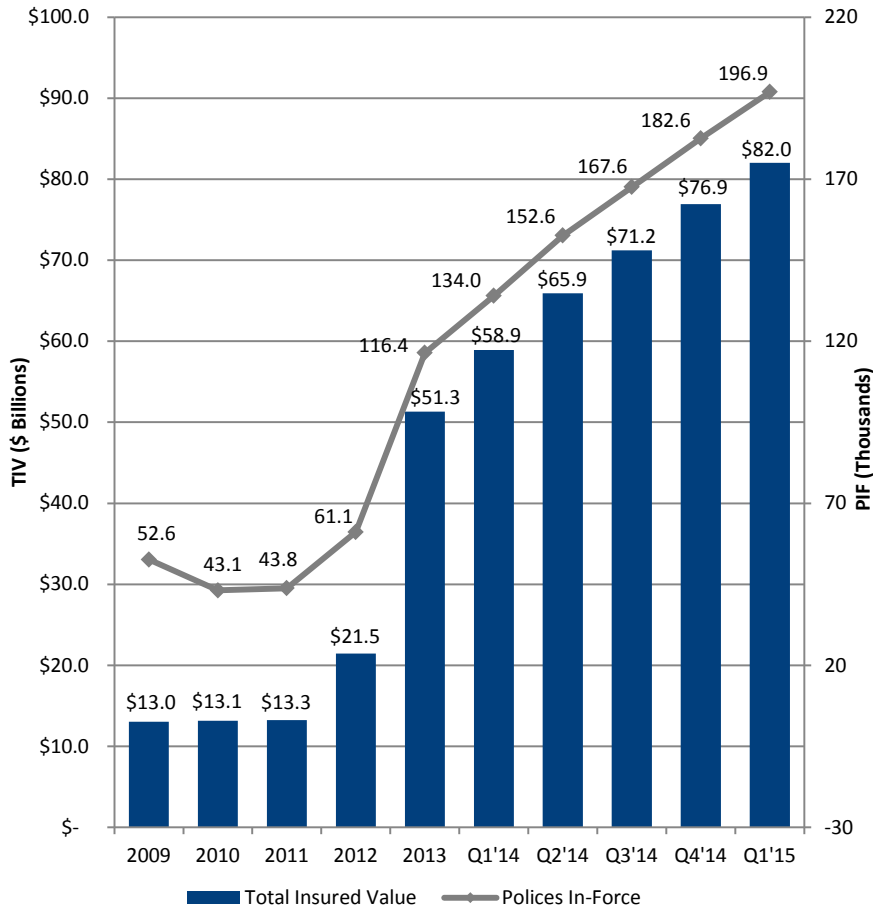


**Total: \$402,755 (1)**

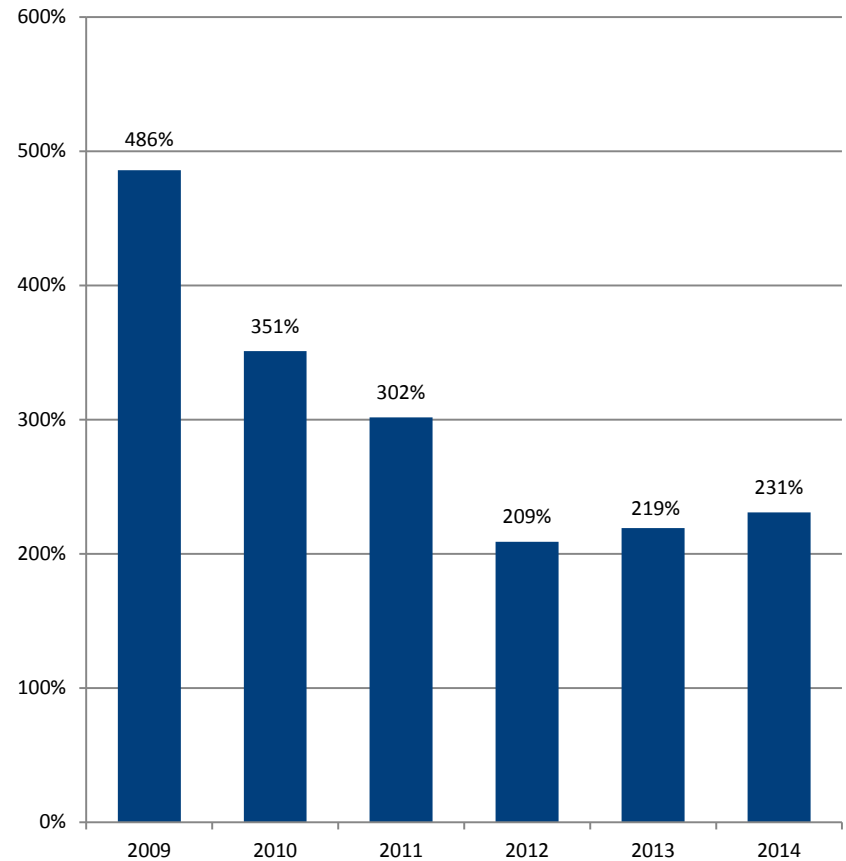
(1) DPW in thousands for the last twelve months ended March 31, 2015

# QUALITY GROWTH IN HOMEOWNERS' PORTFOLIO

## Total Insured Value and Policies In-Force

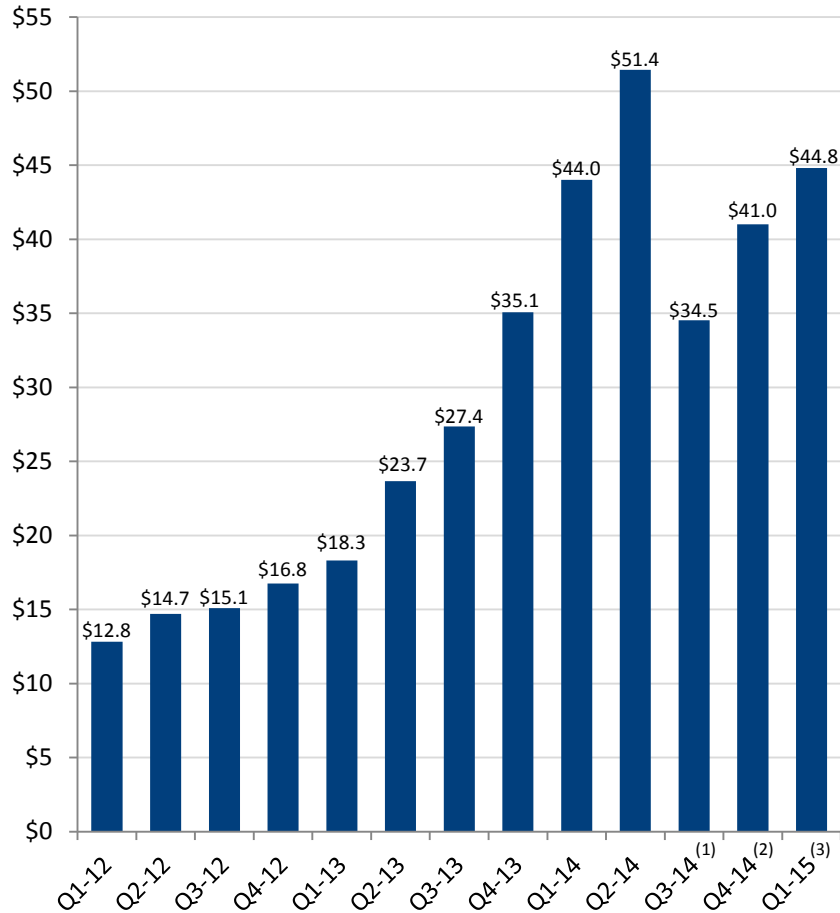


## 1-in-100 Year Probable Maximum Loss<sup>(1)</sup> / In-Force Premium

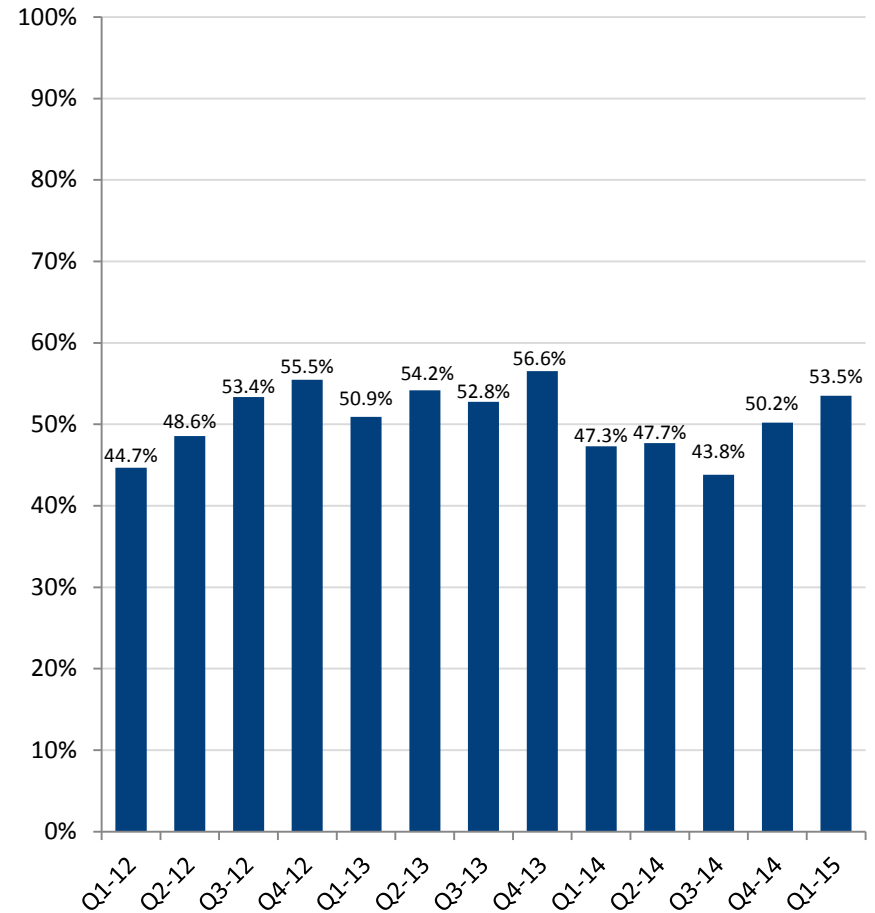


# SUPERIOR UNDERWRITING RESULTS

## Net Premiums Earned (\$ in Millions)



## Loss & LAE Ratio (Net Basis)



(1) Reflects \$16.5 million accounting impact related to quota-share agreement entered into during the 3<sup>rd</sup> quarter of 2014

(2) Reflects \$18.0 million accounting impact related to quota-share agreement entered into during the 4<sup>th</sup> quarter of 2014

(3) Reflects \$18.8 million accounting impact related to quota-share agreement entered into during the 1<sup>st</sup> quarter of 2015

Source: Company Filings and SNL Financial

Note: NPE and Losses & LAE based on GAAP

# ROBUST CLAIMS CAPABILITIES AND TENURED STAFF

## In-House Claims Adjuster

- 18 field adjusters covering the entire state of Florida and 38 onsite (desk) adjusters; 10 claims managers and supervisors; in-house litigation manager supported by 4 litigation adjusters; all of whom are fully licensed in all of the states we write business
- Average experience is over 10 years
- Long tenure with Federated National; over half of our homeowners' adjusting staff served the Company during the storms of 2004 and 2005
- Training and knowledge is promoted and enhanced through on and off-site education

## Strategic Alliance with Catastrophe Adjuster

- Owns 1/3 of Southeast Catastrophe Consulting Company, an independent catastrophe claims adjuster
- Dedicated catastrophe adjusters available to Federated National when needed
- All data and systems functionality is backed-up through a remote cloud-based computing system

## Efficient Claims Response

- 24/7 new claims reporting capacity with immediate emergency response available when warranted
- Long standing relationships with water remediation companies, emergency services providers and loss causation analysts that provide rapid mitigation of damages and exceptional customer service

# STRONG CATASTROPHE REINSURANCE

*Federated National has full indemnity reinsurance with highly rated reinsurers many of which it has maintained a business relationship with for many years*

## 2014 – 2015 Excess of Loss Catastrophe Reinsurance Highlights

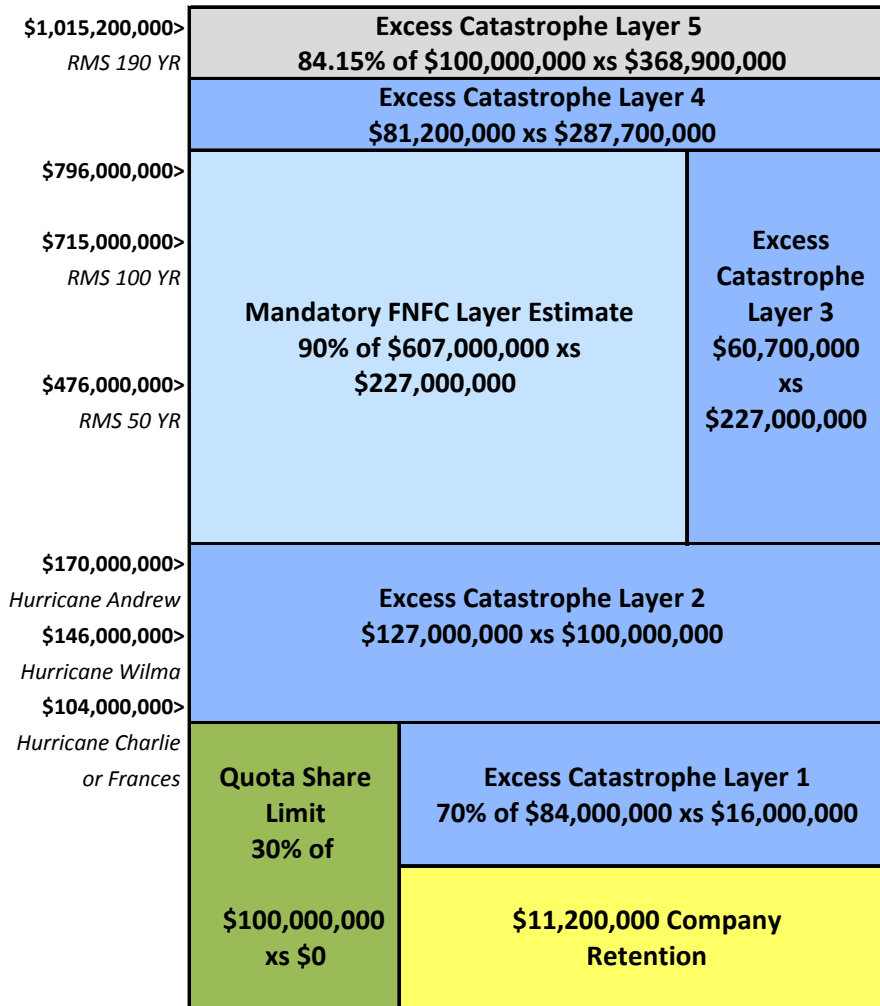
- Approximately \$1.5 billion of aggregate coverage with maximum single event coverage of approximately \$1.0 billion
- 53 reinsurance partners, all of which are rated “A-” or higher by A.M. Best or fully collateralized
- Quota share of 30% of \$200 million aggregate coverage on two events with maximum single event coverage of 30% of \$100 million
- A \$11.2 million pre-tax retention on first event with losses above \$11.2 million and less than \$904 million
- If a first event above \$904 million in losses occurs, Federated National would retain an additional 15.85% of the next \$100 million of covered losses
- All private market layers have prepaid automatic restatements protection and a cascading feature meaning if a preceding layer is exhausted the layers above drop down (cascade) until all layers are exhausted



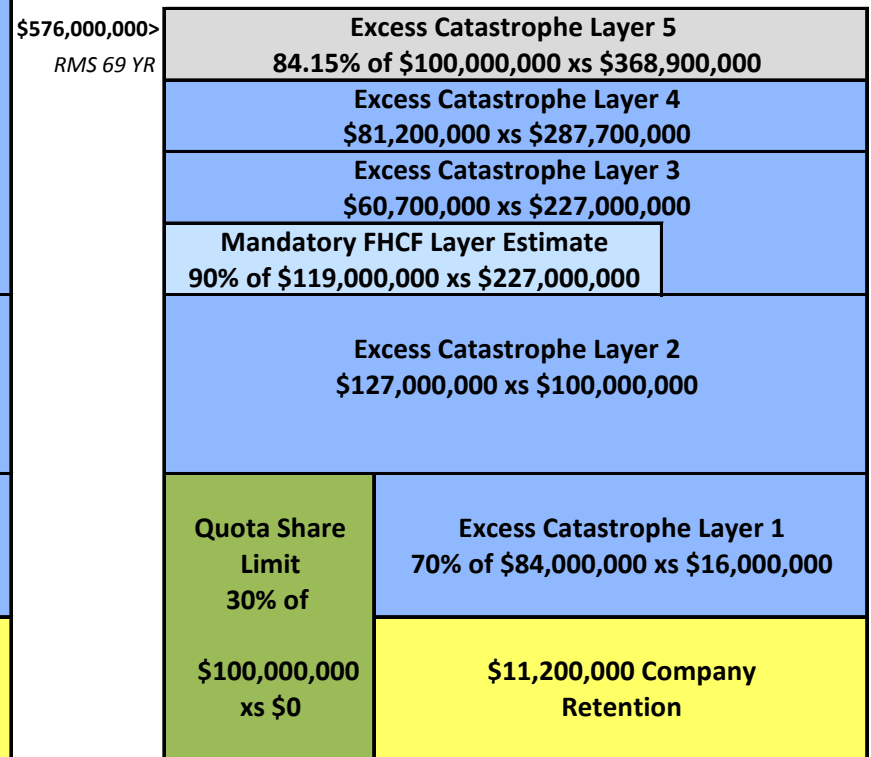
# CATASTROPHE REINSURANCE PROGRAM

## July 1, 2014 – June 30, 2015 Excess of Loss Catastrophe Reinsurance Program

### First Event



### Second Event

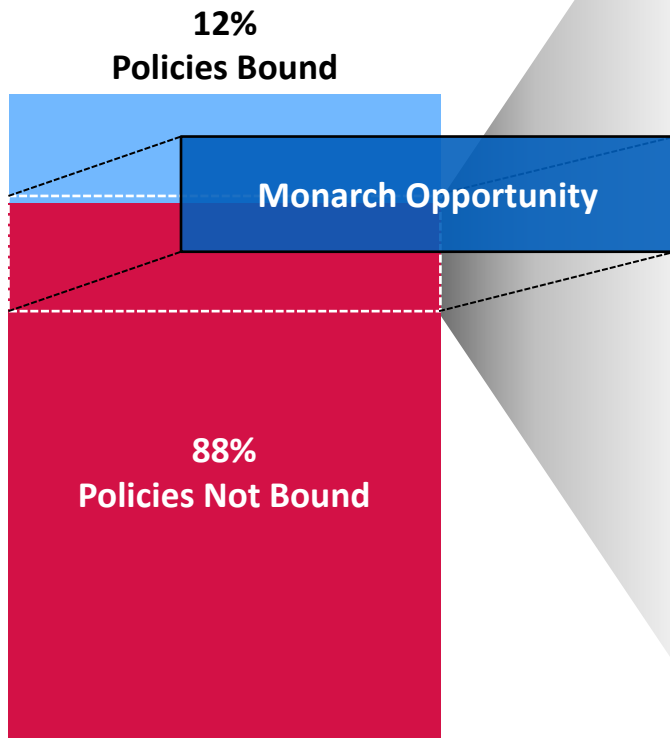


# MONARCH IS A NEW GROWTH OPPORTUNITY

*Our agents ask, "How can we write more business with your organization?"*

*...Monarch is our answer.*

- Monarch is designed to capture additional quality business that FNHC is not able to secure with FNIC's products
- FNIC only binds approximately 12% of the quotes submitted by its agents
- The opportunity lies in the ability to provide more coverage options to agents
- FNHC's business is scalable and can achieve more economies of scale with increased volume
- Statutory regulations require a separate capital base unless the policies are mutually exclusive
- FNHC is partnering to form Monarch as a separate insurance company with a separate capital base and different premium rates and policy forms than FNIC to capture standard market business
- Monarch has filed its application and rates, rules and forms with the Florida Office of Insurance Regulation and is under normal regulatory review



# MONARCH MANAGEMENT AND STRUCTURE

## Benefits to Federated National

- New market opportunity
- Management and operational control
- MGA, claims and policy fees
- Participation in underwriting results

## Monarch Management

- Michael H. Braun – CEO & President
- Peter J. Prygelski – CFO & Treasurer

## Monarch Board of Managers

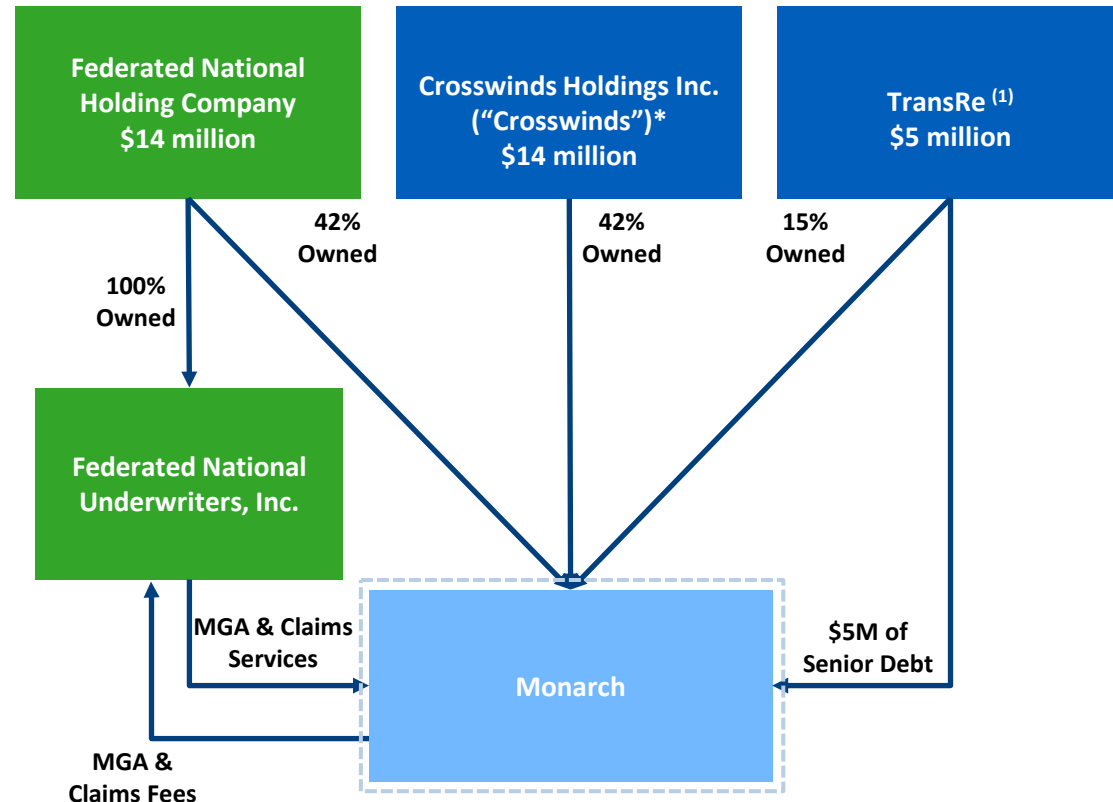
- Federated National (3 seats)
- Crosswinds (3 seats)
- Independent third party (1 seat) selected by FNHC and Crosswinds

## Crosswinds Overview

- Publicly traded Canadian merchant bank and alternative investment manager
- TSX: BKP

## TransRe Overview

- International reinsurance organization headquartered in New York with operations worldwide
- Subsidiary of Alleghany Corporation (NYSE: Y)



# FINANCIAL OVERVIEW



# 2015 FIRST QUARTER FINANCIAL HIGHLIGHTS

## Core Growth

- Gross premiums written YTD increased by 31.6% to \$106.7 million as compared to the three months ended Q1 2014
- Net premiums earned YTD increased by 1.8% to \$44.8 million as compared to the three months ended Q1 2014
- Florida homeowners' policies YTD increased by 46.9% to approximately 196.9 thousand as compared to the three months ended Q1 2014

## Underwriting Results

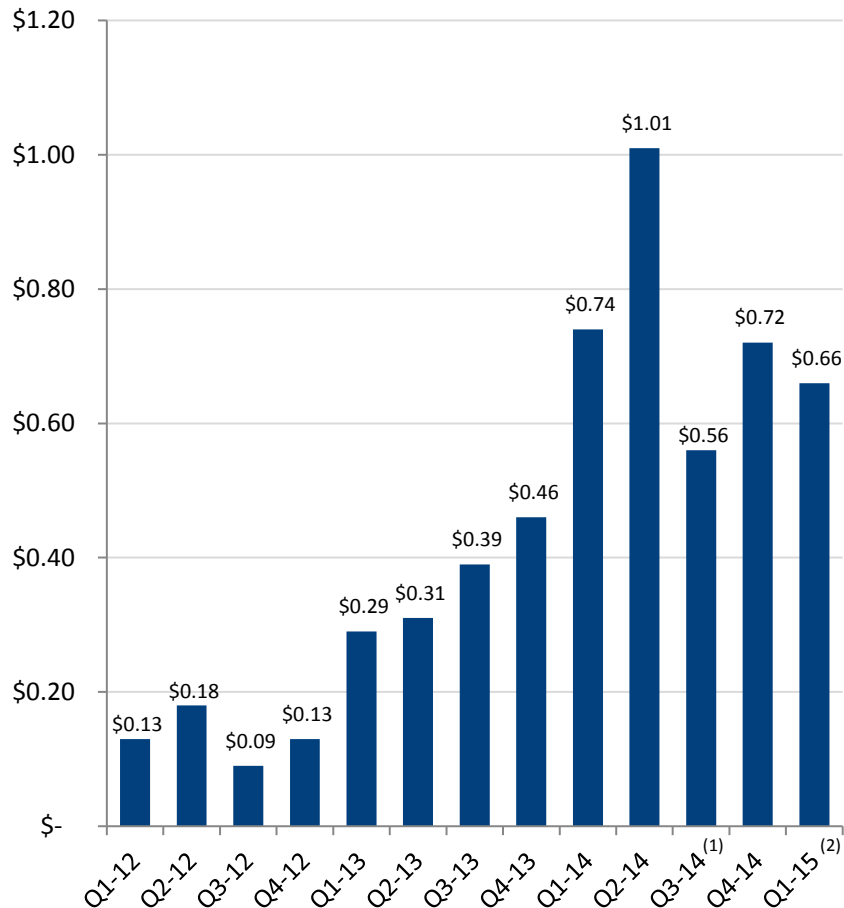
- Loss ratio in Q1 2015 was 53.5% compared to 47.3% in Q1 2014

## Shareholder Returns

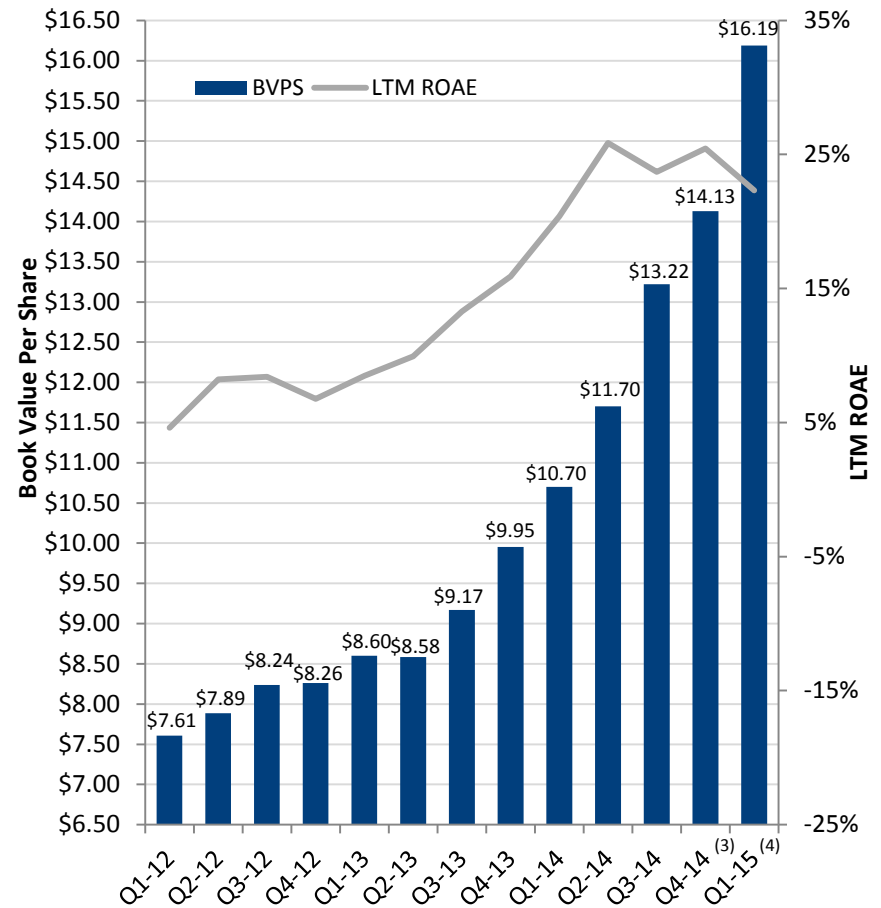
- Net income in Q1 2015 increased by 10.2% to \$9.3 million compared to \$8.4 million in the three months ended Q1 2014
- Fully diluted net income per share in Q1 2015 was \$0.66 compared to \$0.74 in Q1 2014
- Book value per share increased by 14.6%<sup>(1)</sup> to \$16.19<sup>(1)</sup> in Q1 2015 as compared to \$14.13 in Q1 2014

# SHAREHOLDER VALUE CREATION

## Diluted Earnings Per Share



## Reported BVPS & LTM ROAE



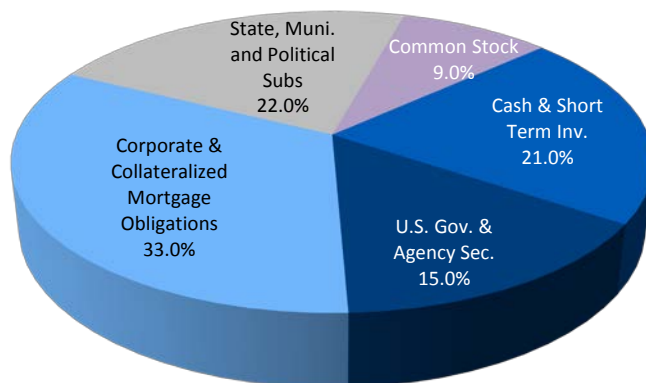
- (1) New reinsurance program initiated on July 1, 2014. This quarterly cost will remain constant over the next three quarters while we continue to grow our book of business
- (2) Includes a loss in connection with Monarch, net of tax, of \$0.2 million or \$0.02 unaudited diluted earnings per share. The loss associated with Monarch includes start up costs incurred in the first quarter and also included net realized investment gains, net of tax, of \$1.1 million, or \$0.08 undiluted and diluted earnings per share.
- (3) Q3 2014 LTM ROAE declined primarily due to the Company's follow-on offering initiated on August 1, 2014
- (4) Excluding non-controlling interest, BVPS and LTM ROAE was \$14.88 and 22.82%, respectively

Source: Company Filings and SNL Financial  
 Note: Based on GAAP financial information

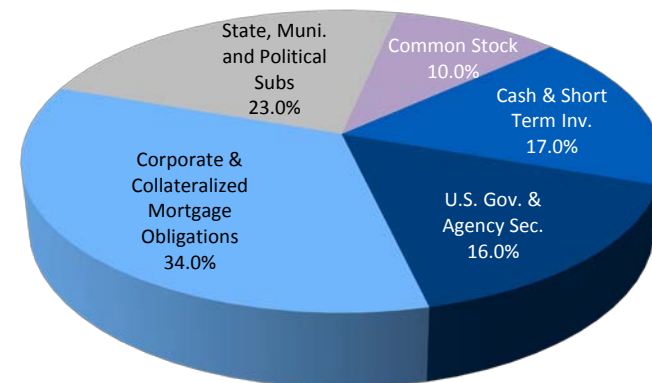
# INVESTMENT PORTFOLIO

- Designed to preserve capital, maximize after-tax investment income, maintain liquidity and minimize risk
- Utilize outside investment managers for the fixed income and equities portfolios
- As of March 31, 2015, 100% of the Company's fixed income portfolio was rated investment grade
  - Average duration: 3.78 years
  - Composite rating: A+ (S&P)
  - Average yield: 1.61%
- Historical total returns in cash and investments as of March 31, 2015
  - 1 Year: 4.42%
  - 2 Years: 4.26%

**FNHC**  
**Investments and Cash**  
*As of March 31, 2015*  
**\$424.5 Million**



**FNHC and 42% of Monarch**  
**Investments and Cash**  
*As of March 31, 2015*  
**\$403.3 Million**



# STRONG BALANCE SHEET

- Shareholders' equity of \$221.8 million <sup>(1)(2)</sup>
- Statutory surplus of \$130.5 million <sup>(1)</sup>
- Strong reinsurance program to protect the balance sheet

(\$ in Thousands)	March 31, 2015	March 31, 2014
Cash and Investments	\$424,544	\$296,008
Total Assets	\$555,266	\$348,355
Unearned Premiums	\$203,433	\$145,340
Total Liabilities	\$333,466	\$230,768
Total Shareholders' Equity	\$221,800 <sup>(2)</sup>	\$117,587



# EXCEPTIONAL OPPORTUNITY WITH A PROVEN TEAM

## Exceptional Market Opportunity

- Top five writer of voluntary business in Florida <sup>(1)</sup>
- Excellent market conditions for Florida homeowners' insurers
- Monarch provides opportunities for additional future growth

## Experienced Management Team

- Highly experienced management team with a long history at Federated National and extensive insurance industry experience
- The majority of the management team was with the company during the 2004 and 2005 storms
- Strong relationships with agents, reinsurers and regulators

## Proven Business Model

- Underwrite voluntary business
- One of few select Florida homeowners' insurance companies appointed to write voluntary business through Allstate's Florida agents
- Full indemnity reinsurance with 53 reinsurance partners, all of which are rated "A-" or higher by A.M. Best or fully collateralized

## Strong Financial Performance

- Controlled rapid premium growth
- Consistent loss, expense and combined ratio
- Strong EPS, BVPS and ROAE

# CONTACT US

## Company Contacts

**Michael Braun**, *Chief Executive Officer & President*

Email: [mbraun@FedNat.com](mailto:mbraun@FedNat.com)

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