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

<u>Date of Report: May 9, 2022</u> (Date of earliest event reported)

FEDNAT HOLDING COMPANY

	(Exa	ct name of registra	ant as specified i	in its charter)				
Florid	a	00	0-25001		65-024	8866		
(State or other ju incorpora		(Commission	on File Number	<u>(1</u>	(I.R.S. Employer Identifi No.)			
		street, Suite 180	_	33323				
		ncipal executive ices)	_	(Zip Code)				
	Registrant's	telephone number	, including area	code: <u>(800) 29</u>	3-2532			
	(Former Na	me or Former Ado		d Since Last Re	eport)			
Check the appropriate	te box below if the	_	s intended to si		satisfy the filing Instruction	obligation of the		
□ Written	communications p	pursuant to Rule 4	25 under the Sec	curities Act (17	CFR 230.425)			
□ Soliciti	ng material pursua	nt to Rule 14a-12 u	nder the Exchai	nge Act (17 CF	R 240.14a-12)			
☐ Pre-cor 240.14d	nmencement comr l-2(b))	munications pursu	ant to Rule 14d-	2(b) under the	Exchange Act (17 CFR		
☐ Pre-cor 240.13e	nmencement comr -4(c))	munications pursu	ant to Rule 13e-4	4(c) under the	Exchange Act (17 CFR		
Securities regi	stered pursuant to So	ection 12(b) of the	Act:					
Title of each class	<u>Trading</u>	<u>Symbol</u>	Name of ea	<u>ch exchange on</u>	which registered			
Common Stock	FNHC		Nasdaq Glo	obal Market				
Indicate by ch of 1933 (§230.405 of th	neck mark whether the nis chapter) or Rule 1	~	0 00					
Emerging gro	owth company [
If an emerging period for complying vact. □	ng growth company, with any new or revi							

Item 2.02. Results of Operations and Financial Condition.

On May 9, 2022, FedNat Holding Company (the "Company") issued a press release to report its fiscal quarter ended March 31, 2022. A copy of the press release is attached to this current report on Form 8-K as Exhibit 99.1 and incorporate herein by reference.

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto is hereby intended to be furnished and, as provided in General Instruction B.2 of Form 8-K, such information shall not be deemed "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, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K.

Item 7.01. <u>Regulation FD Disclosure.</u>

On May 2, 2022, the Company was notified that, due primarily to the delay in the filing of the Company's Form 10-K for the year ended December 31, 2021, Egan Jones' rating of the Company's outstanding senior notes was withdrawn due to expiration of Egan Jones' surveillance of the Company, with the result that the Company's notes are not currently rated. The lack of a rating, if not remediated within 30 days of receipt of notice as provided in the note indentures, has the potential to result in an event of default under the note indentures. The Company intends to use its best efforts secure a rating of the notes as soon as reasonably practicable.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.
- 99.1 FedNat Holding Company Press Release, dated May 9, 2022.
- 104 Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document).

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.

FEDNAT HOLDING COMPANY

Date: May 9, 2022 By: /s/ Ronald A. Jordan

Name: Ronald A. Jordan Title: Chief Financial Officer

(Principal Financial Officer)

FEDNAT HOLDING COMPANY REPORTS FIRST QUARTER 2022 RESULTS

Sunrise, Florida, May 9, 2022 - FedNat Holding Company (the "Company" or "FedNat") (Nasdaq: FNHC) today reported results for the three months ended March 31, 2022.

First Quarter 2022 Results

Q1 2022 highlights (as measured against the same three-month period last year, except where noted):

- Net loss of \$31.3 million or \$(1.79) per diluted share as compared to net loss of \$19.4 million or \$(1.35) per diluted share.
- Adjusted operating loss of \$28.9 million or \$(1.65) per diluted share as compared to adjusted operating loss of \$19.4 million or \$(1.35) per diluted share.
- \$31 million or \$1.78 per diluted share of catastrophe claims, net of reinsurance recoveries and other offsets including affiliated fees, including \$29 million driven by eleven notable events that impacted Florida, Texas, Louisiana and South Carolina during the first quarter of 2022 of which approximately \$10 million relates to non-Florida states.
- \$137.9 million of gross written premiums, compared to \$174.2 million, reflecting non-renewals and run-off activities for Non-Florida states.
- Gross loss ratio for current quarter attritional losses of 27.8% and gross expense ratio of 26.9%, as compared to 36.5% and 26.0%, respectively, in the first quarter of 2021.
- Florida homeowners in-force policies decreased 23% to approximately 152,000, while Florida gross premiums written increased almost 4%, reflecting execution of our strategy to limit exposure and increase rates in Florida.
- Non-insurance company liquidity of approximately \$47 million at March 31, 2022.
- Book value per share of \$0.81 as of March 31, 2022, or \$1.67 per share excluding accumulated other comprehensive income.

Michael H. Braun, FedNat's Chief Executive Officer, said, "We continued to make progress during the first quarter in our Florida homeowners business resulting from our strategic actions over the past five years to right size our Florida book and increase rates to more accurately reflect the higher costs of doing business. The Company also continued to make progress in the first quarter on our strategy to exit non-Florida markets and refocus on our historical market in Florida, a transition we believe would result in a financially stronger company, with less volatility, that would be rightsized to our current capital and surplus position. However, as we have disclosed in recent SEC filings, in April the Demotech rating of FedNat National Insurance Company (FNIC) was downgraded, which we believe will adversely impact our ability to obtain excess-of-loss reinsurance for coverage beginning July 1, 2022 and would place the Company in non-compliance with the regulations of the Florida Office of Insurance Regulation (OIR). FedNat has submitted a proposed action plan to the OIR which, if approved by them and regulators in other impacted states, would be expected to result in the Company becoming much smaller, with significantly fewer policies in force, and potentially result in additional capital coming into the holding company or into our insurance carriers. If approved, the proposed action plan would be expected to enable the Company to obtain excess-of-loss reinsurance on a smaller, Florida-only book of business. Our action plan is currently being reviewed by the OIR and we will provide an update on the outcome of their review when available."

Revenues

- Total revenue increased \$2.2 million or 4.0%, to \$54.9 million for the three months ended March 31, 2022, compared with \$52.7 million for the three months ended March 31, 2021. The increase was driven primarily by decreases in ceded premiums, partially offset by lower gross premiums, direct written policy fees, net investment income and net realized losses, all of which are discussed in further detail below.
- Gross premiums written decreased \$36.3 million, or 20.8%, to \$137.9 million in the quarter compared with \$174.2 million for the same three-month period last year, driven by a reduction in our policies-in-force and exposure in non-Florida states, as a result of the orderly runoff of MIC and the transfer-upon-renewal of FNIC's non-Florida business to alternative insurance carrier partners of SageSure.
- Gross premiums earned decreased \$14.7 million, or 8.2%, to \$164.3 million for the three months ended March 31, 2022, as compared to \$179.0 million for the three months ended March 31, 2021, driven primarily by the same reasons as the decrease in gross premiums written, discussed above.
- Ceded premiums decreased \$21.0 million, or 15.0%, to \$118.3 million in the quarter, compared to \$139.3 million the same three-month period last year. The decrease was driven by approximately \$15 million lower catastrophe reinsurance spend due to additional purchases of supplemental coverage in the 2020-2021 catastrophe excess of loss reinsurance program to backfill layers and gaps in coverage stemming from the non-cascading portion of our reinsurance tower, following the six retention catastrophe events that occurred during that treaty year. Additionally, there was approximately \$6 million of lower quota-share ceded premium associated with lower gross premiums earned discussed above which was largely offset by corresponding increases in net loss and LAE, and commission and other underwriting expenses when comparing the periods.
- Net investment income decreased \$0.4 million, or 24.5%, to \$1.3 million during the three months ended March 31, 2022, as compared to \$1.7 million during the three months ended March 31, 2021. This decrease was driven by a smaller fixed income portfolio as we have been impacted by several catastrophes, hail and wind-related severe weather events and private reinsurers have raised the cost of their coverages.
- Net realized and unrealized gains (losses) decreased \$2.5 million, to \$(2.4) million for the three months ended March 31, 2022, compared to \$0.1 million the prior year period.
- Direct written policy fees decreased \$0.7 million, or 21.2%, to \$2.6 million for the three months ended March 31, 2022, compared with \$3.3 million for the three months ended March 31, 2021. The decrease is primarily driven by a reduction in our policies in-force in the state of Florida, as a result of our rigorous exposure management in response to the challenging litigation environment and the orderly exit of the non-Florida business.

Expenses

- Losses and loss adjustment expenses ("LAE") increased \$10.8 million, or 22.4%, to \$58.8 million for the three months ended March 31, 2022, compared with \$48.0 million for the same three-month period last year. The net loss ratio increased 7.0 percentage points, to 127.8% in the current quarter, as compared to 120.8% in the first quarter of 2021. The higher loss expense and corresponding ratio were primarily driven by larger net catastrophe losses and prior year development as well as lower ceded losses under quota-share reinsurance treaties attributable to lower gross premiums earned, partially offset by lower gross attritional losses in the current quarter. The current quarter included approximately \$29.2 million of catastrophe losses, net of reinsurance and claims handling fee income, driven primarily by eleven notable events (including one wildfire) that impacted Florida, Texas, Louisiana and South Carolina. Approximately \$10 million of these net catastrophe losses are related to books of business that the Company is in the process of running off, including FNIC's non-Florida book as well as MIC's book of business. In addition, the Company recorded approximately \$2 million of net adverse reserve development in the quarter related to Hurricane Laura, which hit Louisiana in August 2020. By comparison, the first quarter of 2021 catastrophe net losses were \$13.1 million, net of reinsurance, primarily by Winter Storm Uri, which caused heavy residential damage in Texas, primarily associated with freezing temperatures causing widespread instances of burst water pipes.
- Our gross expense ratio was 26.9% during the three months ended March 31, 2022, as compared to 26.0% during the three months ended March 31, 2021. The net expense ratio decreased 11.4% percentage points to 56.8% in the first quarter of 2022, as compared to 68.2% in the first quarter of 2021 due primarily to higher ceded reinsurance premiums in 2021.
- Commissions and other underwriting expenses decreased \$1.9 million, or 9.1%, to \$19.1 million for the three months ended March 31, 2022, compared with \$21.0 million for the three months ended March 31, 2021. This decrease was due to lower acquisition and underwriting expenses due to lower policies-in-force, offset by lower ceding commission as a result of higher catastrophe costs, which has the affect of reducing the ceded commissions in the quarter.

Non-GAAP Performance Measures

Non United States generally accepted accounting principles ("GAAP") measures do not replace the most directly comparable GAAP measures and we have included detailed reconciliations thereof on page 10.

We exclude the after-tax (using our statutory income tax rate) effects of the following items from GAAP net income (loss) to arrive at adjusted operating income (loss):

- Net realized and unrealized investment gains (losses);
- Gains (losses) associated with early extinguishment of debt;
- Merger and acquisition, integration and other strategic costs and the amortization of specifically identifiable intangibles (other than value of business acquired);
- Impairment of intangibles;
- Income (loss) from initial adoption of new regulations and accounting guidance; and
- Income (loss) from discontinued operations.

We also exclude the pre-tax effect of the first bullet above from GAAP revenues to arrive at adjusted operating revenues.

Management believes these non-GAAP performance measures allow for a better understanding of the underlying trend in our business, as the excluded items are not necessarily indicative of our operating fundamentals or performance.

Similarly, we exclude accumulated other comprehensive income (loss) ("AOCI") from book value per share to arrive at book value per share, excluding AOCI.

Conference Call Information

The Company will hold an investor conference call at 11:30 AM (ET) Tuesday, May 10, 2022. The Company's CEO, Michael Braun and its CFO, Ronald Jordan will discuss the financial results and review the outlook for the Company. Messrs. Braun and Jordan invite interested parties to participate in the conference call.

Listeners interested in participating in the Q&A session may access the conference call as follows:

Toll-Free Dial-in: (877) 303-6913

Conference ID: 6686146

A live webcast of the call will be available online via the "Conference Calls" section of the Company's website at FedNat.com or interested parties can click on the following link:

https://edge.media-server.com/mmc/p/7xea8pf6

Please call at least five minutes in advance to ensure that you are connected prior to the presentation. A webcast replay of the conference call will be available shortly after the live webcast is completed and may be accessed via the Company's website.

About the Company

FedNat Holding Company is a regional insurance holding company that controls substantially all aspects of the insurance underwriting, distribution and claims processes through our subsidiaries and contractual relationships with independent agents and general agents. The Company, through its wholly owned subsidiaries FedNat Insurance Company and Monarch National Insurance Company, is focused on providing homeowners insurance in Florida. More information is available at https://www.fednat.com/investor-relations/.

Forward-Looking Statements

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 or other variations thereof, 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 losses and loss adjustment expense; claims experience; weather conditions (including the severity and frequency of storms, hurricanes, tornadoes and hail) and other catastrophe losses; reinsurance costs and the ability of reinsurers to indemnify the Company; raising additional capital and our compliance with minimum capital and surplus requirements; the impact of the refocus of our operations on Florida; 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, including as a result of insureds' assignment of benefits; court decisions and trends in litigation; our potential failure to pay claims consistent with our contractual obligations; 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 our subsidiaries' operations 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 and security 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

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.

Contacts

Michael H. Braun, CEO (954) 308-1322, Ronald Jordan, CFO (954) 308-1363, Bernard Kilkelly, Investor Relations (954) 308-1409, or investorrelations@fednat.com

Selected Financial Highlights

(Dollars in thousands, except per share data) (Unaudited)

		As of or For the Three Months Ended March 31,			
		2022		2021	% Change
Net Income (Loss) Attributable to Common Shareholders					
Net income (loss)	\$	(31,287)	\$	(19,381)	61.4 %
Adjusted operating income (loss)		(28,861)		(19,415)	48.7 %
Per Common Share					
Net income (loss) - diluted	\$	(1.79)	\$	(1.35)	33.1 %
Adjusted operating income (loss) - diluted	¥	(1.65)	¥	(1.35)	22.5 %
Dividends declared		_		_	NCM
Book value		0.81		8.50	(90.5)%
Book value, excluding AOCI		1.67		8.26	(79.7)%
Return to Shareholders					
Repurchases of common stock	\$	_	\$	_	NCM
Dividends declared	#	_	π	_	NCM
	\$		\$		NCM
Revenue					
	¢	E4.0/2	ď	FO 740	4.0.07
Total revenues	\$	54,862	\$	52,748	4.0 % 8.8 %
Adjusted operating revenues Gross premiums written		57,288 137,892		52,656	(20.8)%
Gross premiums earned				174,207	, ,
Net premiums earned		164,328 45,985		179,002 39,745	(8.2)% 15.7 %
·					
Ratios to Net Premiums Earned					
Net loss ratio		127.8 %	D	120.8 %	
Net expense ratio		56.8 %	D	68.2 %	
Combined ratio		184.6 %	D	189.0 %	
In-Force Homeowners Policies					
Florida		152,000		197,000	(22.8)%
Non-Florida		96,000		149,000	(35.6)%
		248,000		346,000	(28.3)%

Consolidated Statement of Operations (In thousands, except per share data) (Unaudited)

Three Months Ended

	 March 31,		
	 2022		2021
Revenues:			
Net premiums earned	\$ 45,985	\$	39,745
Net investment income	1,264		1,674
Net realized and unrealized gains (losses)	(2,426)		92
Direct written policy fees	2,613		3,315
Other income	 7,426		7,922
Total revenues	 54,862		52,748
Costs and expenses:			
Losses and loss adjustment expenses	58,783		48,016
Commissions and other underwriting expenses	19,107		21,031
General and administrative expenses	6,997		6,066
Interest expense	2,300		1,926
Total costs and expenses	87,187		77,039
Income (loss) before income taxes	(32,325)		(24,291)
Income tax expense (benefit)	(1,038)		(4,910)
Net income (loss)	\$ (31,287)	\$	(19,381)
Net Income (Loss) Per Common Share			
Basic	\$ (1.79)	\$	(1.35)
Diluted	(1.79)		(1.35)
Weighted Average Number of Shares of Common Stock Outstanding			
Basic	17,462		14,395
Diluted	17,462		14,395
Dividends Declared Per Common Share	\$ _	\$	_

Selected Operating Metrics (Unaudited)

		Three Months Ended March 31,			
		2022		2021	
		(In thou	ısanc	ls)	
Gross premiums written:			_		
Homeowners Florida	\$	116,159	\$	111,969	
Homeowners non-Florida		17,317		57,909	
Federal flood		4,481		4,389	
Non-core		(65)	Φ.	(60)	
Total gross premiums written	\$	137,892	<u> </u>	174,207	
		Three Mon	nths	Ended	
		Marc	ch 31	31,	
		2022		2021	
		(In tho	usan	ds)	
Gross premiums earned:					
Homeowners Florida	\$	105,138	\$	109,426	
Homeowners non-Florida		53,939		64,923	
Federal flood		5,316		4,713	
Non-core		(65)		(60)	
Total gross premiums earned	\$	164,328	\$	179,002	
		Three M	onth	s Ended	
	_	Ma	ırch 3	31,	
	_	2022		2021	
		(In th	iousa	ands)	
Net premiums earned:					
Homeowners Florida	\$	34,822	2 \$	23,091	
Homeowners non-Florida		11,228	3	16,714	
Non-core		(65	5)	(60	

Total net premiums earned

45,985 \$

39,745

Selected Operating Metrics (continued) (Unaudited)

Three Months Ended

		March 31,			
	· · · · · · · · · · · · · · · · · · ·	2022		2021	
		(In thousands)			
Commissions and other underwriting expenses:					
Homeowners Florida	\$	10,682	\$	12,399	
All others		13,233		11,691	
Ceding commissions		(18,051)		(19,460)	
Total commissions		5,864		4,630	
Fees		993		1,335	
Salaries and wages		2,511		3,572	
Other underwriting expenses		9,739		11,494	
Total commissions and other underwriting expenses	\$	19,107	\$	21,031	

Three Months Ended

	March	31,
	2022	2021
Net loss ratio	127.8 %	120.8 %
Net expense ratio	56.8 %	68.2 %
Combined ratio	184.6 %	189.0 %
Gross loss ratio	67.3 %	96.3 %
Gross expense ratio	26.9 %	26.0 %

Consolidated Balance Sheet (Unaudited)

		March 31,	De	ecember 31,
		2022		2021
ASSETS		(In thousands)		
Investments:				
Debt securities, available-for-sale, at fair value	\$	270,217	\$	327,532
Equity securities, at fair value		5,348		5,905
Total investments		275,565		333,437
Cash and cash equivalents		91,652		83,526
Prepaid reinsurance premiums		162,463		242,537
Premiums receivable, net of allowance		33,089		41,174
Reinsurance recoverable, net		581,921		613,203
Deferred acquisition costs, net		16,438		18,829
Current and deferred income taxes, net		13,446		30,014
Other assets		38,239		49,950
Total assets	\$	1,212,813	\$	1,412,670
LIABILITIES AND SHAREHOLDERS' EQUITY				
Liabilities				
Loss and loss adjustment expense reserves	\$	661,595	\$	738,794
Unearned premiums		316,312		342,747
Reinsurance payable and funds withheld liabilities		53,093		102,748
Long-term debt, net of deferred financing costs		118,906		118,805
Deferred revenue		4,162		5,240
Other liabilities		44,606		44,950
Total liabilities		1,198,674		1,353,284
Shareholders' Equity	,			
Preferred stock, \$0.01 par value: 1,000,000 shares authorized		_		_
Common stock, \$0.01 par value: 50,000,000 shares authorized; 17,519,237 and 17,446,930 shares issued and outstanding, respectively		175		174
Additional paid-in capital		186,202		186,007
Accumulated other comprehensive income (loss)		(15,190)		(1,034)
Retained earnings (deficit)		(157,048)		(125,761)
Total shareholders' equity		14,139		59,386
Total liabilities and shareholders' equity	\$	1,212,813	\$	1,412,670

GAAP to Non-GAAP Reconciliations

(Dollars in thousands) (Unaudited)

		As of or For the				
		Three Months Ended March 31,				
		2022	2021			
Revenue						
Total revenues	\$	54,862	\$	52,748		
Less:						
Net realized and unrealized investment gains (losses)		(2,426)		92		
Adjusted operating revenues	\$	57,288	\$	52,656		
Net Income (Loss)						
Net income (loss)	\$	(31,287)	\$	(19,381)		
Less:						
Net realized and unrealized investment gains (losses)		(2,426)		73		
Acquisition and strategic costs		_		(9)		
Amortization of identifiable intangibles		_		(30)		
Adjusted operating income (loss)	\$	(28,861)	\$	(19,415)		
Income tax rate assumed for reconciling items above		— %	21.00			
Per Common Share						
Book value	\$	0.81	\$	8.50		
Less:						
AOCI		(0.86)		0.24		
Book value, excluding AOCI	\$	1.67	\$	8.26		