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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

WHITE MOUNTAINS INSURANCE GROUP, LTD.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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**Notice of 2024
Annual General Meeting
Of Members and
Proxy Statement**



LETTER FROM THE BOARD OF DIRECTORS

FROM OUR BOARD OF DIRECTORS

Dear Fellow Shareholders:

As your Board of Directors, we oversee White Mountains's efforts to create superior growth in intrinsic value per share over long periods of time. Your Company seeks to achieve this goal by making opportunistic and value-oriented acquisitions of businesses primarily in the insurance, financial services and related sectors, operating these businesses and, if and when attractive exit valuations become available, disposing of these businesses. Since the Company's IPO in 1985, we have delivered annualized growth in book value per share of 13% and market value per share of 12%.

2023 was a good year for your Company. We finished 2023 with book value per share of \$1,656 and adjusted book value per share of \$1,704, both increases of 14% for the year. The primary drivers of our performance were good operating results at Ark/WM Outrigger and Kudu and excellent investment returns.

Your Company also added value through capital deployment activity. We deployed \$205 million into Outrigger Re, generating strong returns during the year. We made a preferred equity investment in Doxa, since exited at a nice gain. We opportunistically purchased 5.9 million MediaAlpha shares at \$10 per share. We acquired a majority stake in Bamboo, a managing general agent focused on the California homeowners' insurance market. And, during the year, we launched White Mountains Partners, a new business unit that will provide first institutional capital to family, founder and entrepreneur-owned businesses in the essential services, light industrial, and specialty consumer sectors.

The businesses we own today position us well for the future. As is the White Mountains "way," we are always prospecting for new deployment opportunities, via our "platform business" and at the parent company.

Ongoing Dialogue with Shareholders Through Proactive Engagement

Over the last year, members of the Board and management reached out to shareholders owning 71% of White Mountains's shares outstanding and met with all shareholders--owning 41% of shares outstanding--who accepted a meeting. In years past, feedback from these shareholder discussions has informed changes to our executive compensation program and enhanced disclosures about the skills and areas of expertise of our Board, and improvements to our ESG, risk management and human capital management practices. This year, these shareholder discussions focused primarily on our business strategy, corporate governance and compensation philosophy. Shareholders were supportive, while also providing valuable feedback, which we have used to further enhance our proxy statement disclosures.

Our core principles served us well in 2023. It is a privilege to serve as your Board, and we value highly your support of White Mountains.

Sincerely,

The White Mountains Insurance Group Board of Directors

Weston M. Hicks, Chair

Reid T. Campbell

Margaret Dillon

Suzanne F. Shank

Peter M. Carlson

Philip A. Gelston

David A. Tanner

Mary C. Choksi

G. Manning Rountree

Steven M. Yi

April 4, 2024

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White Mountains Insurance Group, Ltd. (the “Company”, “Registrant” or “WTM”) is an exempted Bermuda limited liability company whose principal businesses are conducted through its subsidiaries and affiliates. Within this proxy statement, the term “White Mountains” is used to refer to one or more entities within the consolidated organization, as the context requires.

White Mountains is engaged in the business of making opportunistic and value-oriented acquisitions of businesses and assets primarily in the insurance, financial services and related sectors, operating these businesses and assets through its subsidiaries and, if and when attractive exit valuations become available, disposing of these businesses and assets.

As of December 31, 2023, White Mountains conducted its business primarily in four areas: municipal bond insurance, property and casualty insurance and reinsurance, capital solutions for asset and wealth management firms and other operations. White Mountains’s municipal bond insurance business is conducted through its subsidiary HG Global Ltd. and its reinsurance subsidiary HG Re Ltd. (“HG Re”) (collectively, “HG Global”). HG Global was established to fund the startup of and provide reinsurance, through HG Re, to Build America Mutual Assurance Company (“BAM”), a mutual municipal bond insurance company (collectively, “HG Global/BAM”). White Mountains’s property and casualty insurance and reinsurance business is conducted through its subsidiary Ark Insurance Holdings Limited and its subsidiaries (collectively, “Ark”) and Outrigger Re Ltd. Segregated Account 2023-1 (“WM Outrigger Re”) (collectively with Ark, “Ark/WM Outrigger”). White Mountains provides capital solutions for asset and wealth management firms through its subsidiary Kudu Investment Management, LLC and its subsidiaries (collectively, “Kudu”). White Mountains’s other operations consists of the Company and its wholly-owned subsidiary, White Mountains Capital, LLC (“WM Capital”), its other intermediate holding companies, its wholly-owned investment management subsidiary, White Mountains Advisors LLC (“WM Advisors”), investment assets managed by WM Advisors, its interests in MediaAlpha, Inc. (“MediaAlpha”), PassportCard Limited (“PassportCard”) and DavidShield Life Insurance Agency (2000) Ltd. (“DavidShield”) (collectively, “PassportCard/DavidShield”), Elementum Holdings LP (“Elementum”), certain other consolidated and unconsolidated entities and certain other assets (“Other Operations”). As of December 31, 2023, White Mountains’s reportable segments were HG Global/BAM, Ark/WM Outrigger and Kudu with its remaining operating businesses, holding companies and other assets included in Other Operations.

The 2024 Annual General Meeting will be confined to a shareholder vote on the proposals set forth in this Proxy Statement and on such other matters properly brought before the meeting.

For a reconciliation of non-GAAP measures used in this Proxy Statement to their most comparable GAAP measures, see Annex A.

PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider. You should read the entire Proxy Statement carefully before voting.

Meeting Information and Availability of Proxy Materials

Date and Time:	May 23, 2024 at 8:00 a.m. Atlantic Time
Place:	Rosewood Bermuda Hotel, 60 Tucker's Point Drive, Hamilton Parish, Bermuda
Record Date:	April 1, 2024

This Proxy Statement and the accompanying proxy card are being sent to shareholders on or about April 19, 2024.

Voting Matters and Board Recommendations

<i>Matter</i>		<i>Our Board's Recommendation</i>
Proposal 1	Election of three directors to Class III with terms ending in 2027 and election of one director to Class I with a term ending in 2025	For
Proposal 2	Approval of the advisory resolution on executive compensation	For
Proposal 3	Approval of the appointment of PwC as the Company's Independent Registered Public Accounting Firm for 2024	For

How to Vote

Even if you plan to attend the 2024 Annual Meeting of Members in person, we encourage you to vote in advance of the meeting. You may vote using one of the following voting methods. Make sure to have your proxy card or voting instruction form in hand and follow the instructions. Participants who hold shares in a brokerage account, an employee benefit plan, or through a nominee will need to follow instructions on their proxy card, which may include options to vote their shares by telephone or over the internet. You can vote in one of three ways:

Record Holders

Vote via the internet

- Go to www.envisionreports.com/WTM

Vote by telephone

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada

Vote by mail

- Complete, sign, date and return your proxy card in the envelope provided

Beneficial Owners

Follow the instructions set forth on the voting instruction form provided by your broker with these proxy materials.

Company Performance Highlights

White Mountains is engaged in the business of making opportunistic and value-oriented acquisitions of businesses and assets primarily in the insurance, financial services and related sectors, operating those businesses and assets through its subsidiaries and, if and when attractive exit valuations become available, divesting to realize gains on their sale. Our principal focus is to grow adjusted book value per share (“ABVPS”) because we believe, based on the trading history of our stock, that over the long term our share price growth will parallel our growth in ABVPS. Since our IPO, including dividends, the Company has delivered 13% annualized growth in book value per share and ABVPS and 12% annualized growth in market value per share.

The main drivers of growth in 2023 were good results from our operating companies and excellent investment returns. Highlights of our 2023 operational and financial performance include:

- ✓ Growth in book value per share of 14%
- ✓ Growth in adjusted book value per share of 14%
- ✓ Investment portfolio up 11%
- ✓ Deployed \$205 million into Outrigger Re, generating strong returns during the year
- ✓ Agreed to acquire majority stake in Bamboo
- ✓ Launched White Mountains Partners
- ✓ Strong results for Ark; produced an 82% combined ratio while growing full-year gross written premiums by 31%
- ✓ BAM produced \$131 million of gross written premiums and member surplus contributions
- ✓ Opportunistic purchase of 5.9 million MediaAlpha shares at \$10 per share
- ✓ Kudu grew pre-tax income by 54% to \$137 million and produced a GAAP return on equity of 17%

For more information on our business and performance highlights, please refer to page 29 of the proxy statement.

Election of Director Nominees

<i>Class I Nominee – Term ending in 2025</i>	<i>Age</i>	<i>Director Since</i>	<i>Our Board’s Recommendation</i>
Reid T. Campbell	56	2024	For

<i>Class III Nominees – Term ending in 2027</i>	<i>Age</i>	<i>Director Since</i>	<i>Our Board’s Recommendation</i>
Margaret Dillon	64	2021	For
Philip A. Gelston	71	2018	For
David A. Tanner	65	2018	For

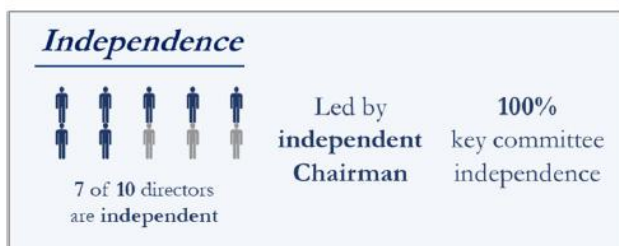
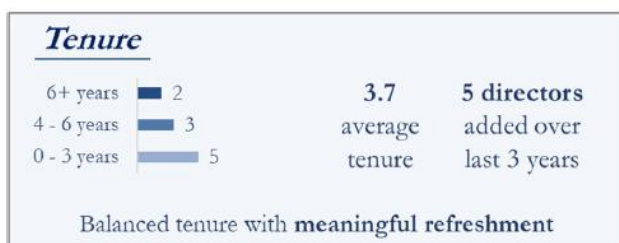
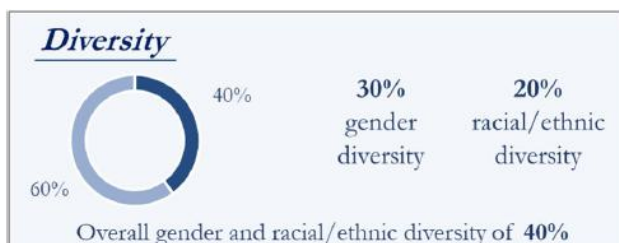
Other Members of the Board

<i>Class I - Term ending in 2025</i>		
Peter M. Carlson	59	2019
Suzanne F. Shank	62	2021
<i>Class II - Term ending in 2026</i>		
G. Manning Rountree	52	2017
Mary C. Choksi	73	2017
Weston M. Hicks	67	2023
Steven M. Yi	53	2023

Governance Highlights

The Company's commitment to strong corporate governance, effective risk management and strong independent oversight of management by the Board is reflected in our sound governance practices and policies. Our governance highlights (assuming the election of our current slate of nominees) include:

- ✓ 70% Independent Directors (7 out of 10)
- ✓ Commitment to Board Refreshment (Five New Directors in Past Three Years)
- ✓ Average Board Tenure is 3.7 years
- ✓ Independent Chairman
- ✓ 30% Gender and 20% Racial/Ethnic Diversity
- ✓ Shareholder Right to Call a Special Meeting at 10%
- ✓ Annual Board and Committee Self-Evaluations
- ✓ Robust Director and Executive Officer Share Ownership Guidelines (5x cash retainer for Directors and 10x salary for CEO and EVPs)



	Carlson	Choksi	Campbell	Dillon	Gelston	Hicks	Rountree	Shank	Tanner	Yi
Insurance/Financial Services Industry Experience	✓	✓	✓	✓		✓	✓	✓	✓	✓
Senior Leadership Experience	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial Reporting Expertise	✓	✓	✓	✓		✓		✓	✓	
Risk Assessment/Risk Management Experience	✓		✓	✓	✓	✓	✓	✓	✓	
Legal/Regulatory Expertise			✓		✓				✓	
Public Company Board Experience		✓	✓	✓	✓	✓	✓	✓	✓	✓

The lack of a checkmark for a particular item does not mean that the director does not possess that qualification, skill or experience, but rather the checkmark indicates that the item is a particularly prominent qualification, skill or experience that the director brings to the Board.

For more information on our corporate governance practices, please refer to page 18 of the proxy statement.

Shareholder Outreach

Shareholder engagement is of great importance to our Board and management team as a means to solicit feedback and to ensure accountability and responsiveness to our shareholders. Feedback from these discussions is shared with the Board each year. Over the past several years, shareholder feedback has helped to guide changes to our executive compensation plan and further enhancement of our proxy disclosures. Our shareholder outreach highlights include:

Year-Round Annual Engagement Program

JUNE - SEPTEMBER

Review and summarize feedback from annual meeting and identify potential areas of concern

MAY

Ahead of annual meeting, conduct engagement with investors that have expressed any concerns or questions over ballot items and proxy statement



OCTOBER - DECEMBER

Meet with shareholders and proxy advisors and consider issues raised

JANUARY - APRIL

Modify proxy statement content based on feedback, and identify any other areas of concern

Recent topics of discussion and feedback received during 2023 engagements:

- **Business performance and outlook**, including capital deployment and capital management
 - ✓ Owner support of our thoughtful redeployment of capital
 - ✓ Interest in new deployments, including Bamboo and White Mountains Partners
- **Corporate governance**, including board structure and composition, oversight of risk, executive compensation and ESG efforts
 - ✓ In response to shareholder feedback and our commitment to active board refreshment, we added two highly skilled and/or diverse new directors in 2023
- Investors expressed support for our **executive compensation program**, which directly aligns pay with performance

Reached out to shareholders representing **71%** of total shares outstanding



Held meetings with shareholders who accepted engagement requests representing **41%** of total shares outstanding



Our CNG Committee Chair led discussions in meetings with investors representing **12%** of total shares outstanding



For more information on our commitment to ongoing shareholder engagement and details of our 2023 shareholder outreach, please refer to page 18 of the proxy statement.

Executive Compensation Highlights

Our executive compensation policies are designed with the primary goal of creating superior growth in our values per share over long periods of time. We believe that this goal is best pursued by utilizing a pay-for-performance program that closely aligns the financial interests of management with those of the Company's shareholders. As many of our subsidiaries are insurance companies, we evaluate the executive compensation programs of a group of insurance company peers in terms of structure and variability of payouts in good and poor performance scenarios. However, unlike most of our insurance company peers, a primary responsibility of our parent company's management is allocating capital and opportunistically finding and executing value-creating acquisitions and dispositions of operating businesses. Over the years, in achieving our principal objective of growing our values per share, transaction gains have been a large driver of our success. As a result, we believe benchmarking against the peer group could result in compensation that is not competitive for our talent pool. When recruiting and retaining talented professionals, we compete against firms whose main business is derived from transactional activity such as private equity and investment banking firms, and our compensation practices must reflect this reality.

The Compensation/Nominating & Governance Committee is committed to ensuring that our executive compensation programs and governance practices motivate long-term value creation, align the financial interests of management with those of our shareholders, maintain competitiveness in the market for talent, and encourage appropriate, but not excessive, risk-taking.

Key Compensation Highlights	
What We Do	What We Do Not Do
<ul style="list-style-type: none"> ✓ Commitment to pay for performance as evidenced by 91% of total target 2023 CEO compensation meaningfully "at risk" ✓ Half of annual LTI delivered in performance-based equity, with a three-year measurement period ✓ Formulaic annual incentive program, based on pre-determined goals ✓ Clawback policy for annual and long-term incentive plans ✓ Double-trigger change-in-control provisions ✓ Annual Say-On-Pay vote ✓ Share ownership guidelines for executive officers and directors 	<ul style="list-style-type: none"> ✗ No hedging of Company securities ✗ No executive pensions ✗ No single-trigger vesting of equity-based awards upon change-in-control ✗ No excise tax gross-ups upon change-in-control ✗ No dividends on unvested performance shares or restricted shares ✗ No long-term employment agreements ✗ No excessive perquisites or benefits

Chief Executive Officer:



Other NEOs:



The specifics of our compensation program begin on page 28 of the proxy statement.

Environmental, Social and Governance Practices and Disclosures

White Mountains's Board and management are committed to sustainability and corporate responsibility as stewards of our owners' capital. With the Board's oversight, we have identified and continue to execute on ESG priorities that align with both our Company's business strategy as well as industry and investor expectations, as outlined below:

- **ESG in our Investment Policy:** Our investment policy addresses ESG factors. We consider ESG factors when (i) making decisions in respect of internally managed portfolios and (ii) selecting external investment managers.
- **Board Oversight of ESG:** ESG oversight responsibilities are explicitly included in the charters of the Audit, Finance and Compensation/Nominating & Governance Committees as outlined below.
- **Statement on Climate Change:** We have a corporate statement on climate change, which can be found on page 24.
- **ESG in Our Risk Management:** We consider ESG risks, such as the impact of climate change and human capital management, in our risk management processes. Our Company website contains information on our risk management practices, including the primary frameworks used to assess risk and our approach to business continuity and the management of cybersecurity risks.
- **Communication of Our ESG Practices:** To respond to feedback received in our annual shareholder engagement, we developed an ESG landing page on our corporate website to communicate all of our practices more effectively, including an overview of how ESG is incorporated into our corporate governance and business ethics, our approach to climate change, our investment management activities, our human capital management, our approach to risk management and our community engagement.

Our full Board is responsible for overseeing our management of ESG matters, and Board committees play a vital role in ESG governance

- **The Compensation/Nominating & Governance Committee** oversees our strategy with respect to corporate governance, environmental stewardship, sustainability and corporate social responsibility, and succession planning for senior executives
- **The Finance Committee** formulates and approves the investment policy, including the incorporation of ESG considerations
- **The Audit Committee** oversees ESG risks as an integrated aspect of its risk management responsibilities



Climate Change

- Conduct rigorous analysis during the underwriting process to take account of climate change risk
- Prioritize environmental sustainability and conservation through our corporate philanthropy



Human Capital Management

- Board reviews employee satisfaction and concerns periodically and interacts with all levels of employees
- Equal opportunity employers



Investment Management

- Consider ESG factors when overseeing internally managed portfolios and selecting external investment managers



Risk Management

- Identify and assess major risks including ESG risks such as climate change, human capital management, and cybersecurity threats

For more information on our ESG practices, please refer to page 24 or the ESG landing page on our Company website (www.whitemountains.com/esg/).

WHITE MOUNTAINS INSURANCE GROUP, LTD.
NOTICE OF 2024 ANNUAL GENERAL MEETING OF MEMBERS
TO BE HELD MAY 23, 2024

April 4, 2024

Notice is hereby given that the 2024 Annual General Meeting of Members of White Mountains Insurance Group, Ltd. will be held on Thursday, May 23, 2024 at 8:00 am Atlantic Time at Rosewood Bermuda Hotel, 60 Tucker's Point Drive, Hamilton Parish, Bermuda. At this meeting, you will be asked to consider and vote upon the following proposals:

- 1) election of three directors to Class III with terms ending in 2027 and one director to Class I with term ending in 2025;
- 2) approval of the advisory resolution on executive compensation; and
- 3) approval of the appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's Independent Registered Public Accounting Firm for 2024.

The Company's audited financial statements for the year ended December 31, 2023, as approved by the Company's Board of Directors, will be presented at this Annual General Meeting.

Shareholders of record of common shares on the record date, Monday, April 1, 2024, (1) who are individuals, may attend and vote at the meeting in person or by proxy or (2) that are corporations or other entities, may have their duly authorized representative attend and vote at the meeting in person or by proxy. A list of all shareholders entitled to vote at the meeting will be open for public examination during regular business hours beginning on or about April 19, 2024 at the Company's registered office located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

By Order of the Board of Directors,

Jennifer L. Moyer
Corporate Secretary

Shareholders are invited to complete and sign the accompanying proxy card to be returned to White Mountains Insurance Group, Ltd., Proxy Services, c/o Computershare Investor Services, P.O. Box 43101, Providence, RI 02940-5067, in the envelope provided, whether or not they expect to attend the meeting. Shareholders may also vote their shares by telephone or via the internet in accordance with the instructions on your proxy card.

WHITE MOUNTAINS INSURANCE GROUP, LTD.

PROXY STATEMENT

This Proxy Statement is being furnished in connection with the solicitation of proxies on behalf of the Company's Board of Directors (the "Board") for the 2024 Annual General Meeting of Members (the "2024 Annual Meeting"), to be held on Thursday, May 23, 2024 at 8:00 am Atlantic Time at Rosewood Bermuda Hotel, 60 Tucker's Point Drive, Hamilton Parish, Bermuda.

Holders of the Company's common shares, par value \$1.00 per share, as of the close of business on Monday, April 1, 2024, the record date, are entitled to vote at the meeting. The solicitation of proxies will be made primarily by mail, and the Proxy Statement and related proxy materials will be sent to registered shareholders on or about April 19, 2024.

You can ensure that your common shares are properly voted at the meeting by completing, signing, dating and returning the enclosed proxy card in the envelope provided. Shareholders may also vote their shares by telephone or via the internet in accordance with the instructions on your proxy card. Shareholders have the right to appoint another person (who need not be a shareholder) to represent the shareholder at the meeting by completing an alternative form of proxy which can be obtained from the Corporate Secretary or by notifying the Inspectors of Election (see page 62). Every shareholder entitled to vote has the right to do so either in person or by one or more persons authorized by a written proxy executed by such shareholder and filed with the Corporate Secretary. Any proxy duly executed will continue in full force and effect unless revoked by the person executing it in writing or by the filing of a subsequent proxy.

Sending in a signed proxy will not affect your right to attend the meeting and vote. If a shareholder attends the meeting and votes in person, his or her signed proxy is considered revoked.

IMPORTANT VOTING INFORMATION

If you hold your shares through a broker, bank or other financial institution, in order for your vote to be counted on any matter other than Proposal 3 (the ratification of the appointment of PwC as the Company's independent registered public accounting firm for 2024), you must provide specific voting instructions to your broker, bank or financial institution by completing and returning the proxy card or following the instructions provided to you to vote your shares via telephone or the internet. Voting deadlines vary by institution. Please check with your broker, bank or other financial institution for the voting cut-off date for WTM.

Your Participation in Voting the Shares You Own Is Important

Voting your shares is important to ensure that you have a say in the governance of your company. Please review the proxy materials and follow the instructions on the proxy card to vote your shares. We hope you will exercise your rights and fully participate in your Company's future.

More Information Is Available

If you have any questions about this rule or the proxy voting process in general, please contact the broker, bank or other financial institution where you hold your shares. The U.S. Securities and Exchange Commission ("SEC") has information available on the internet at: <https://www.investor.gov/system/files/publications/documents/english/sec-guide-to-proxy-brochures.pdf> with more information about your voting rights as a shareholder.

PROPOSAL 1 - ELECTION OF THE COMPANY'S DIRECTORS

THE BOARD OF DIRECTORS

The Board is divided into three classes (each a "Class"). Each Class serves a three-year term.

At the 2024 Annual General Meeting, Margaret Dillon, Philip A. Gelston and David A. Tanner are nominated to be elected to Class III with a term ending in 2027 and Reid T. Campbell is nominated to be elected to Class I with a term ending in 2025. Of the nominees for election at the 2024 Annual General Meeting, Ms. Dillon and Messrs. Gelston and Tanner were previously elected by shareholders. Mr. Campbell was recommended by Mr. Rountree, the Chief Executive Officer, and approved for nomination to be elected at the 2024 Annual General Meeting by the Compensation/Nominating & Governance Committee.

The Board recommends a vote FOR Proposal 1 which calls for the election of the 2024 nominees.

The director nominees, current members of the Board and terms of each Class are set forth below:

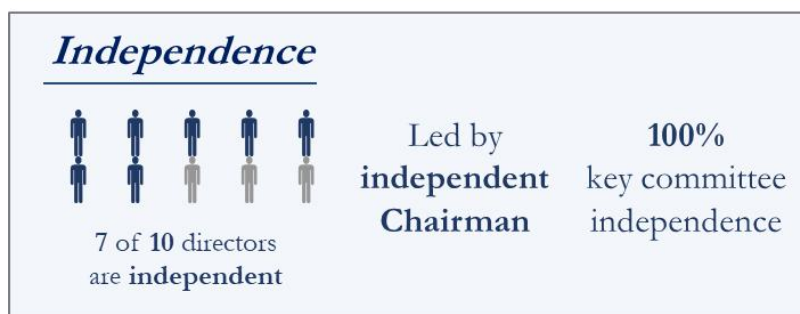
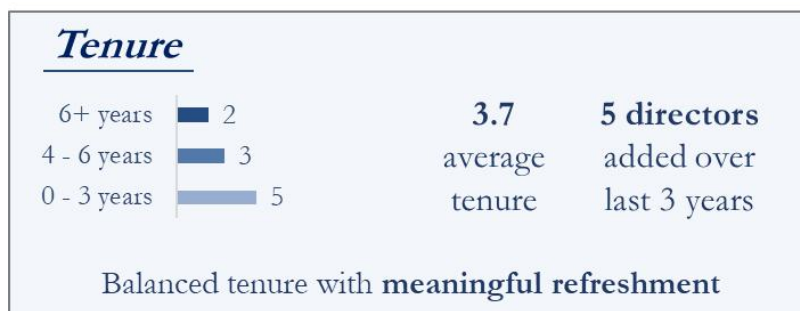
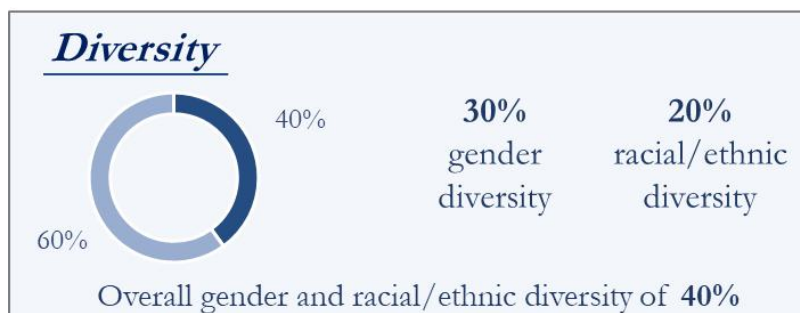
Director	Age	Director Since	Our Board's Recommendation
<i>Class I - Term ending in 2025</i>			
Peter M. Carlson	59	2019	
Suzanne F. Shank	62	2021	
<i>Class I Nominee – Election to a Term ending in 2025</i>			
Reid T. Campbell	56	2024	For
<i>Class II - Term ending in 2026</i>			
G. Manning Rountree	52	2017	
Mary C. Choksi	73	2017	
Weston M. Hicks	67	2023	
Steven M. Yi	53	2023	
<i>Class III Nominees – Election to a Term ending in 2027</i>			
Margaret Dillon	64	2021	For
Philip A. Gelston	71	2018	For
David A. Tanner	65	2018	For

The Board is currently comprised of seven independent directors and three non-independent directors (including the Chief Executive Officer).

Board Composition and Refreshment

The Company is committed to maintaining a Board with members from a variety of backgrounds to promote diverse, independent thinking. Diversity considerations are an important part of the director search process, and the Company believes that regularly enhancing and refreshing the makeup of the Board is important. In 2021, our Board committed to further expanding its diversity. In each of 2021 and 2023, the Board added a highly qualified and racially/ethnically diverse Board member. Following significant board refreshment in the past several years, the Board's overall diverse representation is 40%, of which gender diversity is 30% and racial/ethnic diversity is 20%.

With respect to independence, of ten current directors, seven are independent, with 100% independence on the Audit and Compensation/Nominating & Governance committees. If Mr. Campbell and the other director nominees are elected by shareholders at the 2024 Annual General Meeting, the Board will continue to have ten directors, of which seven will be independent. The Board is committed to regularly refresh its membership to enhance the diversity of its skills, experience and background to effectively oversee the business as the Company evolves.



Reflects Board composition and refreshment statistics if director nominees are elected at the 2024 Annual General Meeting

Director Skills and Qualifications


Our Board seeks Directors with a broad range of skills, experience and perspectives in order to ensure effective oversight of the Company's strategies and risks. The Board believes its members must be willing and able to devote adequate time and effort to Board responsibilities. In evaluating director candidates, the Compensation/Nominating & Governance Committee evaluates attributes such as independence, integrity, expertise, breadth of experience, diversity, knowledge about the Company's business and industry and ownership in the Company. The skills matrix below highlights our Board's key skills and qualifications that are directly relevant to our business, strategy and operations. The Board reviews this matrix and the overall Board composition periodically in order to ensure the appropriate balance of diversity, knowledge and experience.


Skills and Qualifications	Peter M. Carlson	Mary C. Choksi	Reid T. Campbell	Margaret Dillon	Philip A. Gelston	Weston M. Hicks	G. Manning Rountree	Suzanne F. Shank	David A. Tanner	Steven M. Yi
Insurance/Financial Services Industry Experience promotes our Board's ability to define and direct our strategy, evaluate potential transactions, and oversee and strategically guide our management team	✓	✓	✓	✓		✓	✓	✓	✓	✓
Senior Leadership Experience enhances our Board's ability to understand and impact the opportunities and challenges management faces in leading our businesses	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial Reporting Expertise strengthens the Board's oversight of our financial statements and internal controls	✓	✓	✓	✓		✓		✓	✓	
Risk Assessment/Risk Management Experience strengthens the Board's oversight of complex risks facing the Company	✓		✓	✓	✓	✓	✓	✓	✓	
Legal/Regulatory Expertise provides the Board with insights into the highly regulated insurance and financial services industries, as well as guidance on these aspects of our mergers and acquisitions activity			✓		✓				✓	
Public Company Board Experience equips our Board to maintain robust governance and board practices that are designed to put owners first		✓	✓	✓	✓	✓	✓	✓	✓	✓

The lack of a checkmark for a particular item does not mean that the director does not possess that qualification, skill or experience, but rather the checkmark indicates that the item is a particularly prominent qualification, skill or experience that the director brings to the Board.

Board of Directors

Class I – Term Ending in 2025

Peter M. Carlson	Qualifications
 <ul style="list-style-type: none">• Joined in 2019• Age: 59• Committees: Audit (Chair), Executive	<p>Experience:</p> <ul style="list-style-type: none">• Chief Executive Officer of Spectral AI, Inc., an artificial intelligence (AI) company focused on medical diagnostics, appointed February 2024• Formerly served as Chief Financial Officer of Spectral AI, Inc., joined January 2024• Served as Chief Financial Officer of MiMedx Group, a biopharmaceutical company, from 2019 to 2023• Served as Executive Vice President and Chief Operating Officer of Brighthouse Financial, a U.S. annuity and life insurance company that spun off from MetLife, from 2017 to 2018• Served as Executive Vice President and Chief Accounting Officer at MetLife from 2009 to 2017• Formerly at Wachovia Corporation from 2002 to 2009, where he served as Executive Vice President and Corporate Controller from 2006 to 2008• Joined Wachovia after fifteen years at Arthur Andersen, where he served as an audit partner working in financial services, manufacturing, commercial services and distribution• Serves as a Trustee of Wake Forest University <p>Select Board Service:</p> <ul style="list-style-type: none">• Spectral AI, Inc. (Public) <p><i>Mr. Carlson has extensive accounting and auditing experience gained over the course of his more than 30-year career in the insurance and financial services industries.</i></p>

Suzanne F. Shank	Qualifications
 <ul style="list-style-type: none">• Joined in 2021• Age: 62• Committees: Compensation/Nominating & Governance, Finance	<p>Experience:</p> <ul style="list-style-type: none">• President, CEO and co-founder of Siebert Williams Shank & Co., LLC (formerly Siebert Cisneros Shank & Co., LLC), a full service investment banking and financial services company established in 1996• Prior to her financial services career, she worked as a structural engineer at General Dynamics Corporation• Serves as Board Member of Skillman Foundation, Kresge Foundation, Spelman College and Global Citizen <p><i>Ms. Shank has extensive experience in investment banking and municipal finance gained over the course of almost 35 years in the financial services industry</i></p> <p>Select Board Service:</p> <ul style="list-style-type: none">• Consumers Energy Company - Audit Committee (Public)• Rocket Companies, Inc. - Audit Committee (Public)

Class I – To Be Elected to a Term Ending in 2025

Reid T. Campbell



- Joined in 2024
- Age: 56

Qualifications

Experience:

- President of White Mountains Insurance Group, Ltd. from 2022 to February 2024
- Prior to being named President, served as Chief Financial Officer of White Mountains from 2017 to 2022
- Served as President of White Mountains Advisors from 2015 to 2017
- Held a variety of financial management positions with White Mountains and its subsidiaries from 1994 to 2015
- Prior to joining White Mountains, spent three years with KPMG

Mr. Campbell has extensive financial and management expertise gained over the course of his more than 30-year career in the insurance and financial services industries.

Select Board Service:

- Build America Mutual Assurance Co. (Private)
- Ark Insurance Holdings Limited (Private)

Class II – Term Ending in 2026

G. Manning Rountree



- Joined in 2017
- Age: 52
- Committees: Finance, Executive

Qualifications

Experience:

- Joined White Mountains in 2004
- Prior to CEO appointment in 2017, served as President of White Mountains Capital and President of White Mountains Advisors
- Senior Vice President and Head of Corporate Development, Putnam Investments (2002-2004)
- Associate, McKinsey & Company (1999-2002)

Mr. Rountree has extensive management and financial expertise gained over the course of his career in the investment and insurance industries.

Select Board Service:

- Build America Mutual Assurance Co. (Private)
- Various WTM portfolio companies (Private)

Mary C. Choksi**Qualifications**

- Joined in 2017
- Age: 73
- Committees: Finance (Chair), Executive

Experience:

- Founding Partner (and Senior Managing Director/Senior Advisor until February 2017) of Strategic Investment Group, an investment management enterprise founded in 1987 which designs and implements global investment strategies for institutional and individual investors
- Founder and Managing Director of Emerging Markets Management LLC until May 2011
- Prior to 1987, worked in the Pension Investment Division of the World Bank
- Served as a director of Avis Budget Group from 2007 to 2020

Ms. Choksi has extensive executive and board-level service and investment management expertise gained over the course of over 40 years in the financial services industry.

Select Board Service:

- Omnicom Group – Lead Independent Director, Audit (Chair) and Compensation Committees (Public)
- Franklin Templeton Mutual Funds (24 investment companies) - Audit Committee

Weston M. Hicks**Qualifications**

- Joined in 2023
- Age: 67
- Chairman of the Board
- Committees: Audit, Executive (Chair)

Experience:

- Appointed Chairman of the Board in May 2023
- Served as President & CEO of Alleghany Corporation from 2004 to 2021
- Served as Executive Vice President for Alleghany Corporation from 2002 to 2004
- Served as Executive Vice President and Chief Financial Officer for The Chubb Corporation from 2001 to 2002
- Senior Research Analyst for J.P. Morgan Securities from 1999 to 2001
- Senior Research Analyst for Sanford C. Bernstein from 1991 to 1999
- Associate Director, Moody's Investor Service from 1986 to 1991
- Prior to 1986, Mr. Hicks had several years of experience in the banking and accounting industry
- Served as a director of Alleghany Corporation from 2004 to 2021

Mr. Hicks has extensive experience in finance, insurance, investment management, private equity and executive management gained over the course of over 40 years in the insurance and financial services industries.

Steven M. Yi**Qualifications**

- Joined in 2023
- Age: 53
- Committee: Finance

Experience:

- Chief Executive Officer and co-founder of MediaAlpha, Inc.
- Served as Chief Executive Officer and co-founder of FareLoop LLC from 2009 to 2011
- Served as Senior Vice President and General Manager, Marketing Services, at Oversee.net from 2007 to 2009
- Chief Executive Officer and co-founder of Candeo Technologies from 2004 to 2007
- Vice President, Strategy and Business Development of New.net (Idealab) from 2002 to 2004
- Senior Director of Business Development of The .tv Corporation (Idealab) from 2000 to 2002
- Prior to 2002, Mr. Yi spent several years in the banking and consulting industries at Goldman, Sachs & Co. and Mercer Management Consulting (Oliver Wyman)

Mr. Yi has extensive executive, technology and management expertise gained over the course of over 20 years in the insurance services and technology industries.

Select Board Service:

- MediaAlpha, Inc. (Public)

Class III – To Be Elected to a Term Ending in 2027**Margaret Dillon****Qualifications**

- Joined in 2021
- Age: 64
- Committees: Audit, Compensation/Nominating & Governance

Experience:

- Served as Executive Vice President and Chief Customer Officer, US Consumer Markets, for Liberty Mutual Insurance Company from 2014 to 2017
- Served as Senior Vice President and Chief Financial Officer, Personal Lines Insurance, for Liberty Mutual Insurance Company from 2002 to 2014
- Served as Controller, Personal Markets, for Liberty Mutual Insurance Company from 1998 to 2001
- Served in various technology and finance roles for International Paper from 1984 to 1993

Ms. Dillon has extensive executive, financial, and property and casualty insurance expertise gained over the course of over 30 years in the insurance and manufacturing industries.

Select Board Service:

- Guidewire Software - Audit Committee (Public)

Philip A. Gelston

Qualifications



- Joined in 2018
- Age: 71
- Committees: Audit, Compensation/Nominating & Governance (Chair), Executive

Experience:

- Joined Cravath, Swaine & Moore LLP in 1978, became a partner in 1984, and retired in December 2017
- Currently advises Cravath regarding governance, risk management, professional responsibility requirements and compliance issues
- Has extensive experience in mergers and acquisitions, joint ventures and general corporate counseling, encompassing complicated negotiated transactions, hostile transactions (both offense and defense), cross border transactions, activist defense, and advising boards and senior executives, particularly on complex transactions, corporate governance and managing crisis situations
- Serves as a Trustee for the Friends of Democracy Prep New York Charter Schools

Mr. Gelston has extensive legal and management expertise gained over the course of his 40-year career in the legal field.

David A. Tanner

Qualifications



- Joined in 2018
- Age: 65
- Deputy Chairman of the Board
- Committees: Audit, Finance

Experience:

- Appointed Deputy Chairman of the Board in February 2020
- Managing Director of Three Mile Capital LLC, a private investment company
- Served as the Managing Director of Arlon Group LLC and as Executive Vice President and a member of the Management Committee of Continental Grain Company from 2006 to 2017
- Served as a Founder and Managing Principal of Quadrangle Group, LLC from 2000 to 2006
- Served as Managing Director at Lazard Freres & Co. and Managing Principal at Lazard Capital Partners from 1998 to 2000
- Serves as Chairman of the Board of the New York University School of Law, Trustee of New York University, Director of Lawyers for Children, Director of The Carroll and Milton Petrie Foundation, Trustee of Central Synagogue and a member of the Council on Foreign Relations

Mr. Tanner has extensive executive and board-level service and financial expertise gained over the course of 35 years in the financial services industry.

Select Board Service:

- Northeast Bancorp (Public)

CORPORATE GOVERNANCE

We are committed to the ethical conduct of our business. This commitment is reflected in our corporate governance and in our corporate values and culture. Our corporate governance helps us to mitigate and manage risks by providing clear lines of oversight and responsibility for management and the Board. We review and seek to improve our corporate governance regularly.

The Company's Corporate Governance Guidelines spell out our overall approach towards corporate governance. The Company also has a Code of Business Conduct that applies to all directors, officers and employees in carrying out their responsibilities to, and on behalf of, the Company. No waivers of the Code of Business Conduct were requested of, or granted by, the Board for any director or executive officer during 2023.

The Company's Corporate Governance Guidelines and Code of Business Conduct are available on our website, www.whitemountains.com. These documents are available in print, free of charge, to any shareholder upon request.

The Board

The primary responsibility of the Board is to oversee and review management's performance in order to advance the long-term interests of the Company and its shareholders. The day-to-day management of the Company, including preparation of financial statements and short-term and long-term strategic planning, is the responsibility of management.

In fulfilling their responsibility, directors must exercise common sense business judgment and act in what they reasonably believe to be in the best interests of the Company. Directors keep themselves informed by discussing matters with the CEO, other key executives and our principal external advisors, such as legal counsel, outside auditors and other consultants, by reading the reports and other materials that management sends them regularly, and by participating actively in Board and committee meetings. Directors are entitled to rely on the honesty and integrity of senior management and the Company's outside advisors and auditors. However, it is the Board's responsibility to establish that they have a reasonable basis for such reliance by ensuring that they have a strong foundation for trusting the integrity, honesty and undivided loyalty of the senior management team upon whom they are relying and the independence and expertise of outside advisors and auditors.

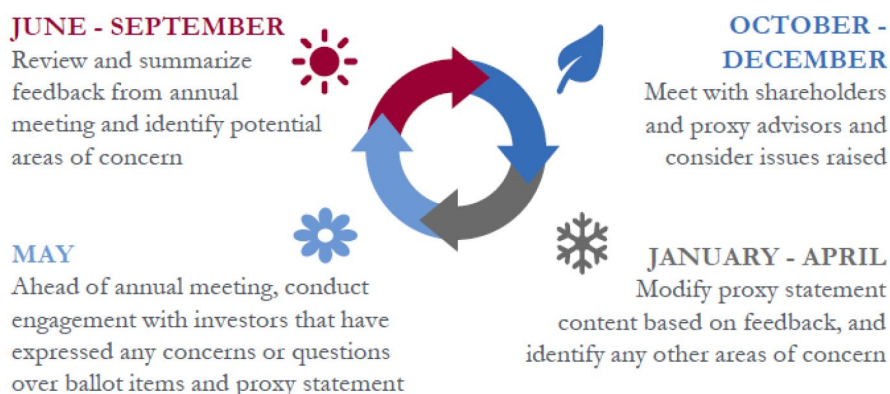
Mr. Hicks, an independent director, serves as Chairman of the Board. At meetings of the Board, Mr. Hicks presides over a separate session of non-management directors without Company management present. In addition to being led by an independent Board Chair, the Board is comprised of directors who, together, are knowledgeable and experienced in the Company's business. The Board is satisfied that the current structure provides strong oversight of the Company's affairs.

Shareholder Engagement

Shareholder engagement is of great importance to our Board and management team as a means to solicit feedback and to ensure accountability and responsiveness to our shareholders. We recognize the value of maintaining open lines of communication with our shareholders and consider our robust annual shareholder outreach program to be an important governance tool. In these meetings, we address any trends, topics or issues that participating shareholders wish to discuss with us. As part of our shareholder engagement efforts in 2023, we reached out to shareholders owning 71% of outstanding shares and met with all shareholders who accepted a meeting, who represented 41% of outstanding shares. Our Compensation / Nominating & Governance Committee Chair personally led discussions in meetings with shareholders representing 12% of outstanding shares.

These discussions centered around our business performance and outlook, capital deployment, executive compensation practices, corporate governance and ESG efforts. More specifically, we discussed (i) our business achievements in 2023, (ii) our executive compensation program and how our rigorous performance targets align payouts with company performance, (iii) our Board composition and the alignment of directors' skillsets with our businesses, (iv) our Board refreshment and the enhancement of diversity of skills, experience and background to effectively oversee our business, and (v) our ESG and cybersecurity practices. Our shareholders expressed support for our executive compensation program and its alignment of pay with performance and our ESG practices and enhanced proxy disclosures focused on Board composition. They also continue

to express support for our thoughtful capital deployment and appreciation of our value creation through our effective stewardship of capital. Our shareholders were supportive of our approach in 2023.



Our Annual Investor Meeting provides another opportunity for us to engage with our shareholders. The Company will hold its 2024 Annual Investor Meeting on Friday, June 7, 2024. Please refer to the Company's website for further details.

Management and the Board recognize the value of direct shareholder input and take our shareholders' views into account in managing or overseeing the Company. Shareholder feedback is regularly communicated to our full Board, and the input we received directly informed enhancements implemented in the last several years, including changes to our executive compensation program and enhanced disclosures in our proxy statement relating to corporate governance, ESG and board diversity.

Director Independence

The Board has determined that a majority of the Company's current directors are independent, as defined in Section 303A of the New York Stock Exchange ("NYSE") Listed Company Manual. Those directors determined to be independent are Messrs. Carlson, Gelston, Hicks and Tanner and Mmes. Choksi, Dillon and Shank. For a director to be independent, the Board must determine that the director has no relationship with the Company (other than being a director or shareholder of the Company or its subsidiaries) or has only immaterial relationships with the Company. The Company does not apply categorical standards as a basis for determining director independence. Accordingly, the Board considers all relevant facts and circumstances, on a case-by-case basis, in making an independence determination.

The Board notes no current relationships (other than being directors or shareholders) with Messrs. Carlson, Gelston, Hicks and Tanner or Mmes. Choksi, Dillon and Shank. In making its independence determinations, the Board would consider any such relationship in light of NYSE standards as well as the attributes it believes should be possessed by independent-minded directors. Those attributes include the relative impact of the transactions to the director's personal finances, the perceived degree of dependence by the director or the Company upon the relationship or transactions continuing in the future and whether the transactions were on terms that were reasonable and competitive.

Board Meetings and Committees; Annual Meeting Attendance

During 2023, the following meetings of the Board were held: five meetings of the full Board, eight meetings of the Audit Committee, four meetings of the Compensation/Nominating & Governance Committee, and four meetings of the Finance Committee. During 2023, each director attended more than 75% of the aggregate of: (1) the total number of meetings of the Board (held during the period for which he or she has been a director); and (2) the total number of meetings held by all committees of the Board on which he or she served.

It is White Mountains practice that all directors are invited to, receive materials for and generally attend all Committee meetings. In addition, each Committee Chair provides regular updates to the full Board regarding Committee activities. Directors are encouraged to attend the Annual General Meeting. All of the Company's directors were in attendance at the 2023 Annual General Meeting, which was held on May 25, 2023.

Committees of the Board

Compensation/Nominating & Governance Committee

Met four times during fiscal year 2023

Current Committee Members:

- Philip Gelston (Chair)
- Margaret Dillon
- Suzanne Shank

Primary Responsibilities

- Review and make recommendations on director compensation
- Discharge the Board's responsibilities relating to the compensation of executives
- Oversee the administration of the Company's (and, to the extent the Committee deems appropriate, the major subsidiaries of the Company) compensation plans, in particular the incentive compensation and equity-based plans
- Prepare the annual report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable
- Identify individuals qualified to become Board members and recommend such individuals to the Board for nomination for election to the Board
- Make recommendations to the Board concerning Committee appointments
- Develop, recommend and annually review corporate governance guidelines applicable to the Company and oversee corporate governance matters
- Oversee the Company's strategy with respect to environmental stewardship, sustainability and corporate social responsibility
- Review the CEO's short-term and long-term succession plans for the CEO and other senior management positions and report to the Board on succession planning
- Oversee the evaluation of the Board and management

The Compensation/Nominating & Governance Committee Charter, which outlines the duties and responsibilities of the Compensation/Nominating & Governance Committee, is available at www.whitemountains.com. The Compensation/Nominating & Governance Committee Charter is available in print, free of charge, to any shareholder upon request.

Independence

The Board has determined that each current member of the Compensation/Nominating & Governance Committee satisfies applicable NYSE requirements.

Audit Committee

Met eight times during fiscal year 2023

Current Committee Members:

- Peter Carlson (Chair)
- Margaret Dillon
- Philip Gelston
- Weston Hicks
- David Tanner

Primary Responsibilities

- Assist with Board oversight of the:
 - Integrity of the Company's financial statements;
 - Qualifications and independence of the independent auditors;
 - Performance of the internal audit function and the independent auditors; and
 - Company's compliance with legal and regulatory requirements
- Provide an avenue of communication among the independent auditors, management, the internal auditors and the Board
- Approve certain related or affiliated person transactions and review disclosures thereof
- Prepare the Audit Committee Report
- Discuss with management the Company's policies with respect to risk assessment and risk management, including the Company's major financial and reputational risk exposures related to environmental, social and governance matters, including cybersecurity, climate risk and sustainability, and the steps management has taken to monitor and control those exposures
- Receive a report, at least annually, on company-wide risks
- Meet individually in private session with the Company's Chief Financial Officer, General Counsel, General Auditor, Chief Accounting Officer, and the independent auditors at its quarterly meetings

The Audit Committee Charter, which outlines the duties and responsibilities of the Audit Committee, is available at www.whitemountains.com. The Audit Committee Charter is available in print, free of charge, to any shareholder upon request.

Financial Expertise and Independence

The Board has determined that, of the persons on the Audit Committee, at a minimum Mr. Carlson meets the requirements of being an Audit Committee Financial Expert as defined in Item 407(d) of Regulation S-K of the Securities Exchange Act of 1934, as amended.

The Board has also determined that each current member of the Audit Committee satisfies applicable NYSE requirements as well as the separate independence standards set forth by the SEC.

Report

The Audit Committee Report is included in this Proxy Statement beginning on page 58.

Finance Committee

Met four times during fiscal year 2023

Current Committee Members:

- Mary Choksi (Chair)
- Manning Rountree
- Suzanne Shank
- David Tanner
- Steve Yi

Primary Responsibilities

- Formulate the Company's investment policy and investment guidelines
- Review the performance and asset allocation of the Company's investment portfolio on a regular basis
- Monitor the capital, debt, and corporate structure of the Company
- In coordination with the Audit Committee, review the adequacy of risk management, including with respect to new business opportunities outside of traditional property and casualty insurance and reinsurance

Interlocks and Insider Participation

No member of the Compensation/Nominating & Governance Committee was an employee of the Registrant during the last fiscal year or has served as an officer of the Registrant.

Consideration of Director Nominees

General Criteria and Process for Selection of Director Candidates. Our Compensation/Nominating & Governance Committee regularly reviews the individual and collective skills and other attributes of Board members. In identifying and evaluating director candidates, the Compensation/Nominating & Governance Committee does not set specific criteria for directors. Under its Charter, the Committee is responsible for determining desired Board skills and evaluating attributes such as independence, integrity, expertise, breadth of business and life experience, diversity and knowledge about the Company's business and industry and ownership interest in the Company. Directors must be willing to devote adequate time and effort to Board responsibilities. As set forth in the Company's Corporate Governance Guidelines and its Charter, the Committee is responsible for recommending director candidates to the Board.

The Compensation/Nominating & Governance Committee has the authority to retain search firms to be used to identify director candidates. We inform any director search firm that may be retained of our preference to include highly qualified candidates who have diverse identities or backgrounds (including in respect of gender or gender identity, race, ethnicity or sexual identity) in the pool of potential candidates it presents for consideration by the Board.

Consideration of Diversity in Selection of Director Candidates. We believe that a variety of perspectives, opinions, backgrounds, business and life experiences and tenure among the members of the Board enhances the Board's ability to perform its duties and effectively oversee the Company's business. In the selection of director candidates, we welcome a diversity of skills, backgrounds, business and life experiences, identities and viewpoints. The Board has enhanced its diversity over the past several years, with the addition of two female directors in 2021 (Mmes. Dillon and Shank) and the addition of two racially/ethnically diverse directors in 2021 and 2023 (Ms. Shank and Mr. Yi).

Consideration of Director Candidates Nominated by Shareholders. The Company has not adopted a specific policy regarding consideration of director candidates from shareholders. Shareholders who wish to recommend candidates for consideration by the Committee may submit their nominations in writing to the Corporate Secretary at the address provided in this Proxy Statement. The Committee may consider such shareholder recommendations when it evaluates and recommends candidates to the Board for submission to shareholders at each annual general meeting. In addition, shareholders may nominate director candidates for election without consideration by the Committee by complying with the eligibility, advance notice and other provisions of our Bye-laws as described below.

Procedures for Nominating Director Candidates. Under the Company's Bye-laws, nominations for the election of directors may be made by the Board or by any shareholder entitled to vote for the election of directors (a "Qualified Shareholder"). A Qualified Shareholder may nominate persons for election as directors only if written notice of such Qualified Shareholder's intent to make such nomination is delivered to the Secretary not later than: (1) with respect to an election to be held at an annual general meeting, 90 days prior to the anniversary date of the immediately preceding annual general meeting or not later than 10 days after notice or public disclosure of the date of the annual general meeting is given or made available to Qualified Shareholders, whichever date is earlier, and (2) with respect to an election to be held at a special general meeting for the election of directors, the close of business on the seventh day following the date on which notice of such meeting is first given to Qualified Shareholders. Each such notice shall set forth: (a) the name and address of the Qualified Shareholder who intends to make the nomination and of the person or persons to be nominated; (b) a representation that the Qualified Shareholder is a holder of record of common shares entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the Qualified Shareholder and each such candidate and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the Qualified Shareholder; (d) such other information regarding each candidate proposed by such Qualified Shareholder as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the SEC had each such candidate been nominated, or intended to be nominated, by the Board; and (e) the consent of each such candidate to serve as a director of the Company if so elected.

Shareholder Communications

Shareholders, employees and others interested in communicating directly with the Board, any of the Board's Committees or any individual member of the Board should write to the addressee, c/o the Corporate Secretary, at the address presented under "Available Information" (which appears on page 63).

Succession Planning

One of the top responsibilities of the Board is to ensure continuity in White Mountains's senior leadership by overseeing the development of executive talent and planning for the efficient succession of the CEO and other senior executives. Among the responsibilities of the Compensation/Nominating & Governance Committee is to review, at least annually, the CEO's short-term and long-term succession plans for the CEO and other senior management positions and report to the Board on succession planning. In 2023, the Board held an offsite which allocated a significant portion of its agenda to talent development and succession planning. Our goal is to develop well-rounded and experienced leaders. The Company ensures that our executives have the necessary internal or external training and mentoring they need to develop professionally. Our high potential executives are regularly challenged with additional responsibilities and positioned to interact more frequently with the Board so Directors can get to know and assess them.

Risk Oversight

The Board, directly and through its Committees, plays an active role in the oversight of the Company's risk management. The subject of risk management is a recurring agenda item, for which the Board regularly receives reports from management on capital, investments, and operations, including the risks associated with each and the steps management is taking to manage those risks. The Board discusses with management the Company's business strategy, risk appetite and appropriate levels of risk, as well as considerations of ESG risks, such as the impact of climate change, human capital management and cybersecurity threats.

The Board's committees are assigned oversight responsibility for particular areas of risk. For example, the Audit Committee receives a report, at least annually, on company-wide risks which considers operational, financial, legal, compliance, cyber and reputational risks, as well as climate risks and sustainability matters. The Compensation/Nominating & Governance Committee oversees risk related to executive compensation plans and implementation, corporate governance, succession planning, environmental stewardship, sustainability and corporate social responsibility. The Finance Committee oversees the risks related to managing the Company's investment portfolio. Full Board meetings and individual committee meetings are scheduled so as not to overlap and all directors are encouraged to attend all committee meetings, allowing for every director to participate and provide guidance regarding any risk concerns.

More information about the Company's approach to risk management, including the primary frameworks used to assess risk and our approach to business continuity and the management of cybersecurity risks, is available on the ESG landing page on our Company website (www.whitemountains.com/esg/).

Our ESG Practices

White Mountains strives to create superior growth in the Company's intrinsic value per share over long periods of time. In order to achieve this goal, and in order to steward our owners' capital effectively, the Board and management are committed to sustainability and corporate social responsibility. We have made this commitment an integral part of our culture and practices.

With oversight from our Board of Directors, we focus on ESG priorities that align with both our Company's business strategy as well as industry and investor expectations. Our key areas of focus are (i) ESG principles in the Company's investment policy, (ii) Board oversight of ESG matters, (iii) our climate change statement, and (iv) ESG in our risk management practices. In response to feedback from shareholders, we created an ESG landing page within our Company website. Our ESG priorities are based on their relevance and applicability to our businesses and their feasibility of implementation. Our ESG practices are as follows:

- **ESG in Our Investment Policy:** We consider ESG factors when (i) making investment decisions in respect of internally managed portfolios and (ii) selecting external investment managers.
- **Board Oversight of ESG:** The charters of the Audit, Finance and Compensation/Nominating & Governance Committees explicitly include ESG oversight responsibilities. The CNG Committee has responsibility for overseeing the Company's strategy with respect to corporate governance; environmental stewardship, sustainability and corporate social responsibility; and succession planning for senior executives. The Finance Committee has responsibility for formulating and approving the investment policy for White Mountains, including the incorporation of ESG considerations. The Audit Committee has responsibility for the oversight of ESG risks as part of its risk management oversight responsibilities.
- **Statement on Climate Change:** Our corporate statement on climate change is as follows:

“Carbon dioxide and other greenhouse gases contribute to higher temperatures, sea level rise and weather events including droughts, wildfires, convective storms and hurricanes. We do not manufacture products that produce carbon dioxide or other greenhouse gases, nor do we otherwise meaningfully impact the environment through our operations. However, as the owner and operator of a diversified group of businesses in insurance, financial services and related sectors, we are exposed to risks that are exacerbated by climate change, in particular in our property and casualty insurance/reinsurance and municipal bond guaranty businesses. Accordingly, in our risk management processes, we consider the potential impact of climate change on the nature of the risks we are assuming and the pricing for such risks.

We believe that we have an important role to play as a responsible corporate citizen on climate change matters. Our corporate philanthropy reflects our commitment to the environment.”
- **ESG in Our Risk Management:** Through our risk management activities, we seek to identify and assess major risks that could affect our businesses. We consider ESG risks, such as the impact of climate change and human capital management, in our risk management processes. Our Company website contains information on our risk management practices, including the primary frameworks used to assess risk and our approach to business continuity and the management of cybersecurity risks.
- **Communication of Our ESG Practices:** In response to feedback received in our annual shareholder engagement, we developed an ESG landing page on our Company website to communicate our practices more effectively. The ESG page contains an overview of how ESG is incorporated into our corporate governance and business ethics, our approach to climate change, our investment management activities, our human capital management, our approach to risk management and our community engagement.

More detailed information on the practices outlined above is available on the ESG landing page on our Company website (www.whitemountains.com/esg/).

Human Capital Management and Diversity & Inclusion

Our strength lies in our people, and we proactively support each employee's well-being and development. Our Board receives periodic reporting on employee satisfaction and concerns and interacts with employees across our organization. We have an inclusive, team-oriented culture in which all employees are treated with respect. Under the guidelines of our Code of Business Conduct, we are firmly committed to providing equal employment opportunities. In our recruiting practices at our parent company, we require that a diverse slate of candidates be considered for every open position. We deeply value diversity of backgrounds, experiences and ideas, which we believe fosters more engaging discussions, stronger collaboration and better company performance. We invest in the professional development of our workforce and are committed to the long-term development of our workforce and the cultivation of our next generation of leaders. To support the advancement of our employees at the parent company, we endeavor to strengthen their qualifications by providing access to training in financial skills, effective communication and institutional knowledge. Our parent company mentoring program encourages new relationships and additional career support opportunities, and our Educational Assistance Program funds external professional development opportunities to further enhance job-related skills.

Corporate Social Responsibility

White Mountains is committed to the communities in which we live and work, and many of our employees actively support non-profit organizations in their respective communities. Their focus is mirrored by our corporate philanthropy efforts at our parent company, which include a charitable matching gift program, corporate support for environmental and social causes in the communities in which we operate, and partnerships with high quality organizations focused on issues of diversity & inclusion.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Voting Rights of Shareholders

As of April 1, 2024, there were 2,565,733 common shares outstanding. Shareholders of record of common shares shall be entitled to one vote per common share, provided that if, and so long as, the votes conferred by "Controlled" common shares (as defined below) of any person constitute ten percent (10%) or more of the votes conferred by the outstanding common shares of the Company, each outstanding common share comprised in such Controlled common shares shall confer only a fraction of a vote that would otherwise be applicable according to the following formula:

$$[(T \text{ divided by } 10) - 1] \text{ divided by } C$$

Where: "T" is the aggregate number of votes conferred by all the outstanding common shares; and "C" is the number of votes conferred by the Controlled common shares of such person.

"Controlled" common shares in reference to any person means:

- (1) all common shares directly, indirectly, or constructively owned by such person within the meaning of Section 958 of the Internal Revenue Code of 1986, as amended, of the United States; and
- (2) all common shares directly, indirectly, or constructively owned by any person or "group" of persons within the meaning of Section 13(d)(3) of the Exchange Act and the rules and regulations promulgated thereunder; provided that this clause (ii) shall not apply to (a) any person (or any group that includes any person) that has been exempted from the provisions of this clause or (b) any person or group that the Board, by the affirmative vote of at least seventy-five percent (75%) of the entire Board, may exempt from the provisions of this clause.

The limitations set forth above do not apply to any shareholder which is a "Byrne Entity" (as defined below) for any matter submitted to the vote of shareholders, except with respect to the election of directors. "Byrne Entity" means any foundation or trust established by John J. Byrne, Patrick Byrne, and any associate or affiliate of any of them (or any group of which any of them is a part), as defined under Section 13(d) of the United States Securities Exchange Act of 1934, as amended.

If, as a result of giving effect to the foregoing provisions or otherwise, the votes conferred by the Controlled common shares of any person would otherwise represent 10% or more of the votes conferred by all the outstanding common shares, the votes conferred by the Controlled common shares of such person shall be reduced in accordance with the foregoing provisions. Such process shall be repeated until the votes conferred by the Controlled common shares of each person represent less than 10% of the votes conferred by all common shares.

Security Ownership of Certain Beneficial Owners

To the knowledge of the Company, there was no person or entity beneficially owning more than 5% of the common shares outstanding as of April 1, 2024, except as shown below.

Name and Address of Beneficial Owner	Amount of Beneficial Ownership	Percent of Class
The Vanguard Group 100 Vanguard Blvd., Malvern, PA 19355	253,419 (a)	9.9 %
Morgan Stanley 1585 Broadway, New York, NY 10036	185,611 (b)	7.2 %
Dimensional Fund Advisors LP 6300 Bee Cave Rd., Austin, TX 78746	161,957 (c)	6.3 %
Fuller & Thaler Asset Management, Inc. 411 Borel Ave., San Mateo, CA 94402	129,520 (d)	5.0 %

- (a) Information as of December 31, 2023, based on Schedule 13G filed with the Securities and Exchange Commission on February 13, 2024, by and on behalf of The Vanguard Group.
- (b) Information as of December 31, 2023, based on Schedule 13G filed with the Securities and Exchange Commission on February 9, 2024, by and on behalf of Morgan Stanley.
- (c) Information as of December 31, 2023, based on Schedule 13G filed with the Securities and Exchange Commission on February 9, 2024, by and on behalf of Dimensional Fund Advisors LP.
- (d) Information as of December 31, 2023, based on Schedule 13G filed with the Securities and Exchange Commission on February 12, 2024, by and on behalf of Fuller & Thaler Asset Management, Inc.

Security Ownership of Management

The following table sets forth, as of April 1, 2024, beneficial ownership of common shares by each director, the Named Executive Officers (as defined on page 32) and all other executive officers as a group:

Name of Beneficial Owner	Amount of Ownership	
	Beneficially (a)	Economically (b)
Liam P. Caffrey	3,631	7,256
Reid T. Campbell	15,294	15,294
Peter M. Carlson	968	968
Mary C. Choksi	1,543	1,543
Margaret Dillon	630	630
Philip A. Gelston	1,418	1,418
Michaela Hildreth	3,841	5,791
Weston M. Hicks	2,306	2,306
G. Manning Rountree	23,796	30,296
Robert L. Seelig	20,286	23,436
Suzanne F. Shank	556	556
David A. Tanner	1,793	1,793
Stephen Yi	210	210
All directors, Named Executive Officers and all other executive officers as a group (13 persons)	76,272	91,497

- (a) The common shares shown as beneficially owned by all directors, Named Executive Officers and all other executive officers as a group represent 3.0% of the total common shares outstanding at April 1, 2024. No director or executive officer beneficially owned 1% or more of the total common shares outstanding at that date. Beneficial ownership has been determined in accordance with Rule 13d-3 of the Exchange Act.
- (b) Common shares shown as economically owned include common shares beneficially owned and target unearned performance share awards, less any common shares in which the owner disclaims a pecuniary interest.

EXECUTIVE COMPENSATION

FROM OUR COMPENSATION/NOMINATING & GOVERNANCE COMMITTEE

Dear Fellow Shareholders:

One of our most important responsibilities as the independent Compensation/Nominating & Governance Committee (the “CNG Committee”) is to structure our executive compensation program (i) to create strong alignment of interests with shareholders and (ii) to attract, retain and motivate talented executives who create long-term value for the Company and its shareholders.

We regularly seek feedback from our shareholders on our compensation practices. This year, we reached out to shareholders owning 71% of White Mountains’s outstanding shares and we met with all shareholders who accepted a meeting (41% of our outstanding shares). Mr. Philip Gelston, the CNG Committee Chair, led the discussions in several of these meetings. The feedback received during these meetings provided valuable input regarding our compensation program.

Compensation Program Highlights:

- In 2023, we increased the base salary cap for Named Executive Officers from \$500,000 to \$600,000. This is the first increase since 2008 and was largely inflation driven. We continue to believe in offering fixed compensation that is below market.
- We also continue to believe in paying for performance. In 2023, 91% of CEO compensation (at target) was meaningfully “at risk” – dependent on Company performance or share price performance or both.
- For all Named Executive Officers, the annual target bonus opportunity remains at 75% of salary.
- For all Named Executive Officers, 50% of the annual LTIP grants take the form of three-year cliff-vesting restricted shares and 50% take the form of three-year cliff-vesting performance shares. The performance target goal is typically set equal to the 10-year Treasury yield plus 700 basis points (which is our long-term equity return target). As yields have risen over the past several years, our targets have increased in lockstep.

History of Responsiveness to Shareholder Feedback on Compensation and Governance:

Following proactive shareholder engagement in recent years, White Mountains has:

- Adopted a formulaic annual incentive program for our executive officers, with pre-established, rigorous and quantifiable performance targets that are relevant for our firm and industry
- Fulfilled our commitment to increase gender and racial/ethnic diversity on our Board of Directors; added three diverse directors over the past three years, bringing our overall gender and racial/ethnic diversity on the Board to 40%
- Enhanced our ESG practices by amending the Company’s investment policy to address ESG, formalizing the Board’s oversight of ESG matters, and further integrating climate-related risks into our risk management practices
- Enhanced proxy disclosure to include a detailed, individual Board skills matrix that highlights our Board’s key skills and qualifications that are directly relevant to our business, strategy and operations

The CNG Committee is committed to ensuring that our executive compensation programs and governance practices continue to drive long-term value creation. We welcome your continued feedback.

Sincerely,

The White Mountains Insurance Group Compensation/Nominating & Governance Committee

Philip A. Gelston, Chair | Margaret Dillon | Suzanne F. Shank

April 4, 2024

Compensation Discussion and Analysis

Executive Summary

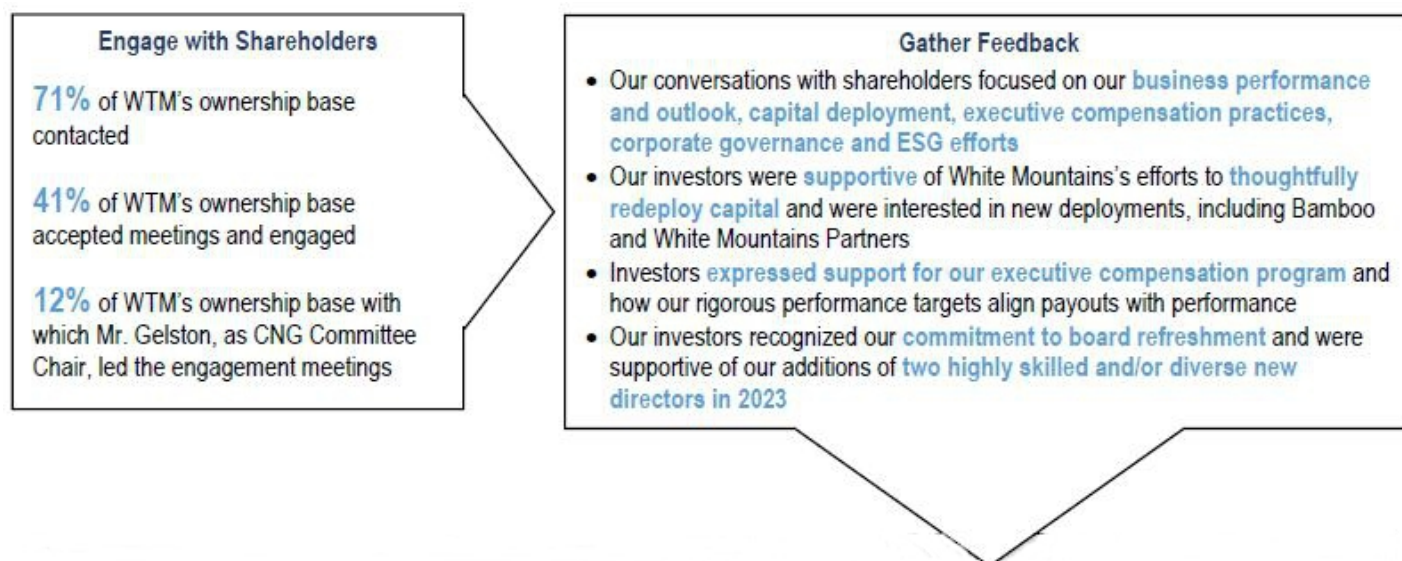
Business Overview and 2023 Performance Highlights

White Mountains is engaged in the business of making opportunistic and value-oriented acquisitions of businesses and assets primarily in the insurance, financial services and related sectors, operating those businesses and assets through its subsidiaries and, if and when attractive exit valuations become available, divesting to realize gains on their sale. Our principal focus is to grow adjusted book value per share (“ABVPS”) because we believe, based on the trading history of our stock, that over the long term our share price growth will parallel our growth in ABVPS (see chart and discussion on page 36). Since our IPO in 1985, including dividends, White Mountains has delivered 13% annualized growth in ABVPS and 12% annualized growth in market value per share.

We finished 2023 with book value per share of \$1,656 and adjusted book value per share of \$1,704, increases of 14% each from the prior year. The primary drivers of the growth were good results from our operating companies and excellent returns in our investment portfolio. In 2023, Ark produced an 82% combined ratio while growing gross written premiums 31% year-over-year. WM Outrigger Re produced a 44% combined ratio and pre-tax income of \$69 million. Kudu’s pre-tax income rose to \$137 million, up 54% from 2022. Our investment portfolio was up 11%, a strong absolute and relative result.

Commitment to Ongoing Shareholder Engagement

As part of our ongoing commitment to better understand the views of our shareholders with respect to our business, governance, and compensation practices, we continued our investor outreach efforts in 2023. Over the past several years, feedback received from these discussions has helped guide refinements to our executive compensation programs and governance practices, as well as enhancements to our public disclosures. A summary of these efforts in 2023, feedback received and our history of responsiveness is included below:



History of Demonstrated Responsiveness

The Board and management recognize the value of direct shareholder input and take our shareholders' views into account in managing and overseeing the Company.

Based on regular engagement with our shareholders, we have incorporated feedback in the following ways:

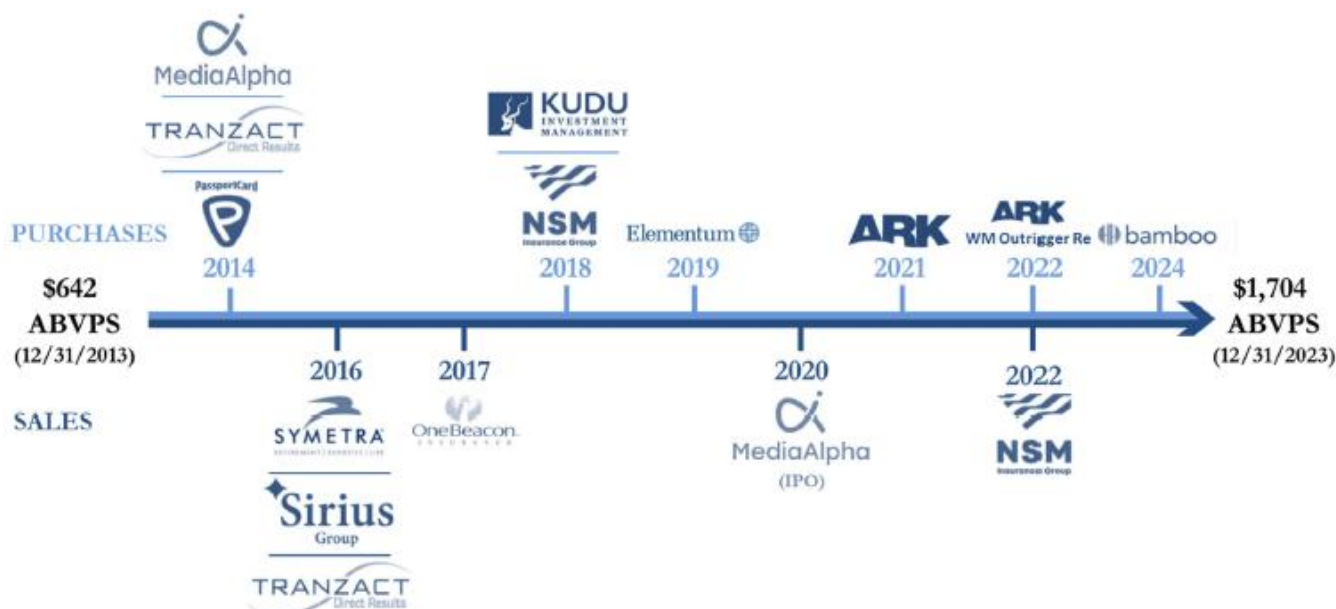
- Refined our annual incentive compensation program
- Improved our proxy statement disclosures
- Enhanced our disclosures on Board refreshment practices and Board composition, key skills and qualifications
- Fulfilled our commitment to increase Board diversity
- Enhanced our ESG practices and adopted a statement on climate change

Compensation Peer Group

As described in more detail below, the CNG Committee refers to a peer group as part of its evaluation of the Company's compensation practices. As many of our subsidiaries are insurance companies, we evaluate the executive compensation programs of a group of insurance company peers in terms of structure and variability of payouts in good and poor performance scenarios. However, unlike most of our insurance company peers, a primary responsibility of our parent company's management is allocating capital and opportunistically finding and executing value-creating acquisitions and dispositions of operating businesses. Over the years, in achieving our principal objective of growing our values per share, transaction gains have been a large driver of our success.

Given our differentiated business model relative to insurance company peers, we do not use the peer group to benchmark compensation. We believe that benchmarking against the peer group could result in compensation that is not competitive for our talent pool. We seek to structure our compensation program to be less fixed and more variable than our insurance peers. When recruiting and retaining talented professionals, we compete against firms whose main business is derived from transactional activity such as private equity and investment banking firms, and our compensation practices must reflect this reality. The CNG Committee takes account of the transactional nature of our business when setting pay that is competitive and tied to rigorous performance goals. We believe our executive compensation program has driven tremendous value for shareholders, as evidenced by our long-term ABVPS growth. ABVPS reached \$1,704 in 2023, up 14% year-over-year, and has grown steadily over the last decade through our transactions, as shown below.

Over the Past Decade Our Transactions Have Driven Growth in ABVPS



The CNG Committee believes that our compensation structure closely aligns the financial interests of management with those of our shareholders and encourages appropriate, but not excessive, risk taking.

The CNG Committee regularly evaluates the continuing appropriateness of our peer group. As a result of the CNG Committee's review, Alleghany Corporation was removed from the peer group following its acquisition by Berkshire Hathaway. See page 35 for further details on our peer group.

Compensation Program Aligned with Company Performance

The current design of our compensation program consists of three primary elements: base salary, annual incentive bonus and long-term incentive compensation. Each element is structured with the primary goal of creating superior growth in our values per share over long periods of time. Highlights of our compensation program are as follows:

Elements and Structure

Base Salary

(see page 37)

- Fixed cash compensation appropriate to the role and responsibilities
- **Increased cap to \$600,000 in 2023**, which remains generally below market

► **First base salary cap increase since 2008.** Base salary remains unchanged for 2024

Annual Incentive Bonus

(see page 37)

- Variable, performance-based compensation paid in cash
- Quantitative target utilizes growth in Compensation Value per Share¹ ("CVPS"), with 2023 threshold, target, and maximum goals set at: 6% - 11% - 16%
- Target bonuses are set at 75% of salary for NEOs (limited to maximum target of \$450,000), with payouts capped at 200% of target
- Committee maintains discretion to decrease the size of NEO bonus payouts below the level indicated by the harvest scale

► In response to shareholder feedback, beginning in 2019, the CNG Committee put in place a **formulaic annual incentive program for executive officers, and they cannot receive more than the formulaic result**

Long-Term Incentive

(see page 38)

- Rewards long-term value creation and aligns executives' interests with shareholders
- Retention tool that balances incentives to redeploy capital aggressively and to remain patient for good opportunities
- **50% performance shares: three-year performance period; 0% - 200% of target**
 - Based on annual CVPS growth
 - 2023-2025 performance cycle threshold/target/maximum set at annual growth of 6% - 11% - 16%
 - 2024-2026 performance cycle threshold/target/maximum set at annual growth of 6% - 11% - 16%
- **50% restricted shares: subject to three-year cliff-vesting**

► **A significant majority of CEO and NEO compensation is comprised of long-term incentives, aligning executives' interests with shareholders**

¹ The average of growth in adjusted book value per share (ABVPS) and growth in intrinsic value per share, which is the ABVPS including franchise value adjustments to reflect the fair value of certain subsidiaries carried at book value. See Annex A for a reconciliation of growth in ABVPS and growth in intrinsic value per share.

We believe that the goal of creating superior growth in values per share over long periods of time is best pursued by utilizing a pay-for-performance program that closely aligns the financial interest of management with those of our shareholders while rewarding appropriate risk taking. We accomplish this by emphasizing variable long-term compensation, the value of which is tied to performance over a number of years rather than fixed entitlements. To illustrate, 85% of our CEO's 2023 target total direct compensation was linked to long-term incentives, while approximately 9% was made up of base salary and 6% was linked to annual cash bonus opportunity (at target).

Chief Executive Officer:



Other NEOs:*



* Mr. Campbell is excluded from the above chart, as he no longer received long-term incentive grants beginning in 2022, due to his retirement in 2024.

Named Executive Officers

In this CD&A, we review the philosophy of White Mountains's executive compensation program, the compensation process, the program's elements, and the 2023 and 2024 compensation decisions for our Named Executive Officers:

2023 Named Executive Officers	
G. Manning Rountree	Chief Executive Officer
Reid T. Campbell ¹	President
Liam P. Caffrey	Executive Vice President & Chief Financial Officer
Robert L. Seelig	Executive Vice President & General Counsel
Michaela Hildreth	Managing Director & Chief Accounting Officer

¹ Mr. Campbell retired as of February 22, 2024.

Unless otherwise noted, the term Named Executive Officers (or "NEOs") refers to the group of individuals listed in the above table; the term "CEO" refers to Mr. Rountree.

Business Overview, Significant Transactions, and Performance Highlights

White Mountains is engaged in the business of making opportunistic and value-oriented acquisitions of businesses and assets primarily in the insurance, financial services and related sectors, operating these businesses and assets through its subsidiaries and, if and when attractive exit valuations become available, divesting to realize gains on their sale. Our principal focus is to grow ABVPS because we believe, based on the trading history of our stock, that over the long term our share price growth will parallel our growth in ABVPS (see chart and discussion on page 36). Since our IPO, including dividends, White Mountains has delivered 13% annualized growth in ABVPS and 12% annualized growth in market value per share.

We finished 2023 with book value per share of \$1,656 and adjusted book value per share of \$1,704 increases of 14% each from the prior year. The primary drivers of the growth were good results from our operating companies and excellent returns in our investment portfolio.

In 2023, Ark produced an 82% combined ratio while growing gross written premiums 31% year-over-year. WM Outrigger Re produced a 44% combined ratio and pre-tax income of \$69 million. Kudu's pre-tax income rose to \$137 million, up 54% from 2022. Our investment portfolio was up 11%, a strong absolute and relative result. During the year, we announced the formation of White Mountains Partners, a new business unit that will provide first institutional capital to family, founder and entrepreneur-owned businesses in the essential services, light industrial, and specialty consumer sectors. We acquired a majority stake in Bamboo, a managing general agent focused on the California homeowners' insurance market.

We believe the businesses we own today and our ability to deploy capital into further opportunistic and value-oriented acquisitions position us well for the future. The Company remains focused on creating shareholder value over the long term.

Shareholder Engagement

Engaging with our owners is central to our commitment to good governance and critical to maintaining our strong corporate governance practices. Our 2023 shareholder outreach was led by the Board and senior management, including our CNG Committee chair, Mr. Philip Gelston, who provided a direct line of communication between the Board and our shareholders. **This year, we reached out to shareholders representing approximately 71% of our outstanding shares and met with all shareholders who accepted meetings, representing approximately 41% of our shares outstanding. Mr. Gelston personally led discussions in meetings with shareholders representing approximately 12% of our shares outstanding.** Shareholder feedback received from these meetings was shared with the entire Board and helps to inform our responsiveness actions.

The main topics in our engagement meetings were our business performance and outlook, capital deployment, executive compensation practices, corporate governance and ESG efforts. More specifically, we discussed (i) our business achievements in 2023, (ii) our executive compensation program and how our rigorous performance targets align payouts with company performance, (iii) our Board composition and the alignment of our directors' skillsets with our businesses, (iv) our Board refreshment and the enhancement of diversity of skills, experience and background to effectively oversee our businesses, and (v) our ESG and cybersecurity practices. Our shareholders expressed support for our executive compensation program and its alignment of pay with performance and our ESG practices and enhanced proxy disclosures focused on Board composition. They also continue to express support for our thoughtful capital deployment and appreciation of our value creation through our effective stewardship of capital. Our shareholders were supportive of our approach in 2023.

The Company's management and Board is committed to continuing its extensive shareholder outreach program.

Compensation Philosophy

Our executive compensation policies are designed with the primary goal of creating superior growth in our values per share over long periods of time. We believe that this goal is best pursued by utilizing a pay-for-performance program that closely aligns the financial interests of management with those of our shareholders while rewarding appropriate risk taking. We accomplish this by emphasizing variable long-term compensation, the value of which is tied to performance over a number of years rather than fixed entitlements (such as base salary, pensions, and employee benefits). To that end, the CNG Committee has established base salaries and target annual bonuses for our executives that tend to be lower than those paid by comparable property and casualty insurers and reinsurers, while granting the bulk of an executive's target compensation as long-term incentive compensation. To illustrate, approximately **85% of our CEO's 2023 target total direct compensation was linked to long-term incentives**, while approximately 9% was made up of base salary and 6% was target annual cash bonus opportunity.

The following principles guide and inform the CNG Committee's efforts to deliver a highly effective executive compensation program that drives shareholder value and fosters the attraction and motivation of key talent:

Manage for the Long-Term

The Board manages for the long-term and makes pay decisions with the primary goal of creating superior growth in intrinsic value per share over long periods of time

Alignment with Shareholders

Compensation is directly linked to performance and is aligned with shareholders' interests by having a majority of NEO pay-at-risk in both short- and long-term incentives

Extensive Shareholder Engagement

We engage directly with our shareholders, and our Board carefully reviews shareholder feedback as it considers refinements to our compensation practices

Share Ownership Guidelines

Executives are required to meet and maintain significant share ownership requirements: 10x base salary for our CEO and EVPs, and 3x base salary for other executive officers

Compensation Setting Process

The CNG Committee is responsible for approving our compensation programs for executive officers, and it specifically approves all compensation for our executive officers and for any employee with target annual compensation in excess of \$1.5 million. Our CEO annually presents to the CNG Committee his evaluation of our executives, their individual performance, achievements, and the contributions they made to the Company's accomplishments over the past year and over the most recent long-term incentive plan cycle. In connection with this evaluation, the CEO recommends to the CNG Committee appropriate compensation amounts for these executives. The CNG Committee evaluates these recommendations and also assesses the performance, responsibilities and contributions of the CEO, considers CEO succession plans, and sets the compensation of the CEO.

With the exception of significant promotions and new hires, compensation matters are usually addressed at the first meeting of the CNG Committee each year (typically late February), following the availability of financial results for the prior year and the current year's financial plan. This allows us to determine the results of prior period grants and to set targets for the current year and newest long-term performance cycle. Performance cycles for long-term compensation typically run for three years beginning on January 1st of the year of grant.

Compensation Peer Group

When making new long-term incentive grants, the CNG Committee assesses the impact of different performance scenarios on potential realizable compensation. Further, in order to test our beliefs about the structure and variability of the awards we make, the CNG Committee annually reviews and considers a systematic analysis of the public compensation disclosures made by other property and casualty insurers and reinsurers that the CNG Committee considers to be peers.

Importantly, our compensation peer group is not used for benchmarking purposes, but rather to analyze whether our compensation programs are appropriately structured and to ensure they are less fixed and more variable than most other insurance and reinsurance peers.

As many of our subsidiaries are insurance companies, we evaluate the executive compensation programs of a group of insurance company peers in terms of structure and variability of payouts in good and poor performance scenarios. However, unlike most of our insurance company peers, a primary responsibility of our parent company's management is allocating capital and opportunistically finding and executing value-creating acquisitions and dispositions of operating businesses. Over the years, in achieving our principal objective of growing our values per share, transaction gains have been a large driver of our success.

Given our differentiated model relative to insurance company peers, we do not use the peer group to benchmark compensation. We believe that benchmarking against the peer group could result in compensation that is not competitive for our talent pool. We seek to structure our compensation program to be less fixed and more variable than our insurance peers. When recruiting and retaining talented professionals, we compete against firms whose main business is derived from transactional activity such as private equity and investment banking firms, and our compensation practices must reflect this reality. The CNG Committee takes account of the transactional nature of our business when setting pay that is competitive and tied to rigorous performance goals. We believe our executive compensation program has driven tremendous value for shareholders, as evidenced by our long-term ABVPS growth. ABVPS reached \$1,704 in 2023, up 14% year-over-year, and has grown steadily over the last decade through our transactions, as shown on pages 30 and 36.

In considering its analysis of compensation structure and variability, the Company uses a peer group of insurance companies that engage in business similar to the business conducted by some of our subsidiaries. The CNG Committee regularly evaluates the continuing appropriateness of this group and did so again during 2023. As a result of this review, Alleghany Corporation was removed from the peer group following its acquisition by Berkshire Hathaway. The companies included in the analysis presented to the CNG Committee prior to it making compensation decisions in 2023 were:

2023 Peer Group

- Arch Capital Group
- Argo Group
- Assured Guaranty
- Axis Capital
- Enstar
- Everest Re Group
- Hanover
- Kinsale
- Markel Corp
- RenaissanceRe Holdings
- RLI Corp.
- Selective Insurance Group
- SiriusPoint
- W.R. Berkley

The CNG Committee concluded that the peer analysis supported its view that the Company's compensation programs are more variable than most other insurance and reinsurance peers, have fewer fixed elements of compensation and perquisites, and do not lead to significant rewards for poor performance. The CNG Committee believes that the compensation structures that have been developed for the Company closely align the financial interests of management with those of our shareholders and encourage appropriate, but not excessive, risk taking.

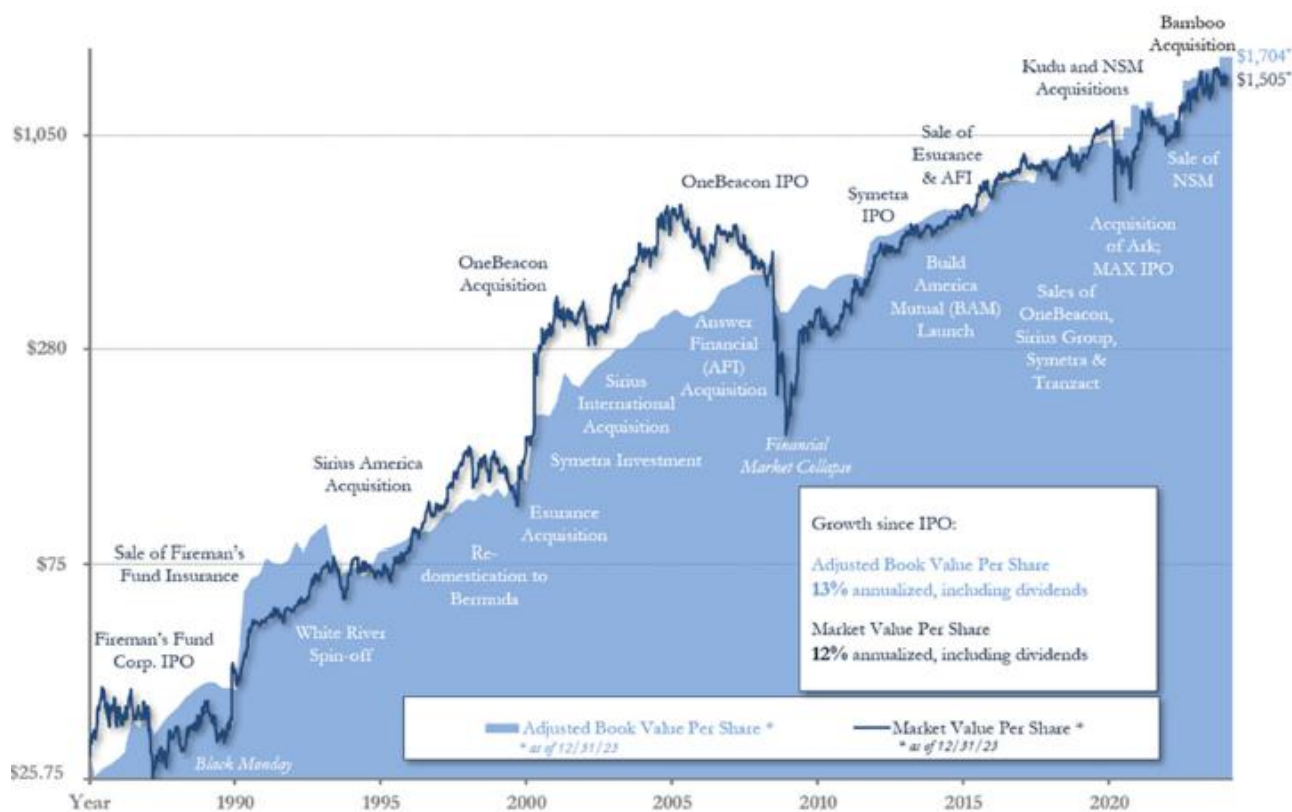
Compensation Best Practices

We maintain a number of compensation governance best practices which support our overarching compensation philosophy and are fully aligned with our compensation principles, as discussed in the following section. Our compensation practices also align with input we have received from shareholders.

Key Compensation Highlights	
What We Do	What We Do Not Do
<ul style="list-style-type: none"> ✓ Commitment to pay for performance as evidenced by 91% of total target 2023 CEO compensation meaningfully “at risk” ✓ Half of annual LTI delivered in performance-based equity, with a three-year measurement period ✓ Formulaic annual incentive program, based on pre-determined goals ✓ Clawback policy for annual and long-term incentive plans ✓ Double-trigger change-in-control provisions ✓ Annual Say-On-Pay vote ✓ Share ownership guidelines for executive officers and directors 	<ul style="list-style-type: none"> ✗ No hedging of Company securities ✗ No executive pensions ✗ No single-trigger vesting of equity-based awards upon change-in-control ✗ No excise tax gross-ups upon change-in-control ✗ No dividends on unvested performance shares or restricted shares ✗ No long-term employment agreements ✗ No excessive perquisites or benefits

Superior Track Record and the Alignment of Growth in ABVPS and Market Value Per Share

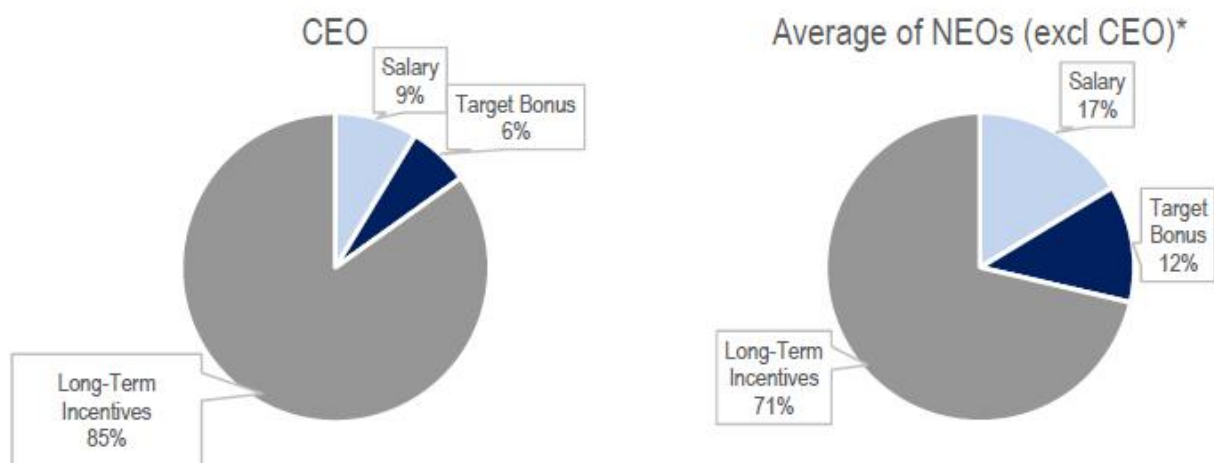
From our IPO in 1985 through year-end 2023, we have delivered 13% annualized growth in ABVPS and 12% annualized growth in market value per share to our shareholders. **Importantly, as seen in the chart below, ABVPS and market value per share have generally moved in tandem over the last 38 years, despite short-term fluctuations.** This is a core factor supporting the CNG Committee’s selection of incentive plan performance metrics that relate to growth in book value per share.



Compensation for 2023

The principal elements of compensation for our executives in 2023 - base salary, annual incentive bonuses and long-term incentive compensation - are discussed below.

2023 Target Annual Direct Compensation Mix



* Mr. Campbell is excluded from the chart, as he no longer received long-term incentive grants beginning in 2022, due to his retirement in February 2024.

1. Base Salary

As discussed above under "Compensation Philosophy", the Company's compensation program emphasizes variable long-term incentive compensation, rather than fixed entitlements. Accordingly, we pay our executive officers salaries that we believe to be below market. In 2023, the cap on base salaries for Named Executive Officers increased to \$600,000, which remains generally below market.

2. Annual Incentive Bonuses

We provide annual bonus opportunities to our executive officers, **which make up a small percentage of each NEO's target total annual compensation – approximately 6% for our CEO, and 12% on average for the other NEOs in 2023** – as the bulk of our executive officers' compensation opportunity is tied to long-term incentives. Each NEO participates in the annual bonus pool applicable to the parent holding companies. For 2023, the target bonus pool was \$8.9 million for 54 employees.

Under our formulaic annual bonus program, the level of payout is determined by reference to the Company's growth in CVPS, which is defined by the CNG Committee as the average of growth in ABVPS and growth in "intrinsic value per share", which is the ABVPS including franchise value adjustments to reflect the fair value of certain subsidiaries carried at book value. In choosing this metric for the annual bonus program, the CNG Committee recognized that this is the same metric as used in a portion of the Company's long-term incentives (albeit for a different time period). The CNG Committee considered a number of other metrics but concluded that no other metric is as pertinent to our business as CVPS. CVPS is the metric that the Board and the management team focus on because it is linked to growth in book value per share metrics, which we believe is what ultimately drives growth in our share price. The 2023 annual bonus pool could range from 0% to 200% of target, based on the harvest scale of 6%-11%-16% growth in CVPS. In setting this performance scale, the CNG Committee's goal was to set a performance target that was reasonable, but with an appropriate degree of stretch. Importantly, the 11% target was roughly equal to the Company's equity return target of the yield on the 10-year Treasury plus 700 basis points.

For our executive officers, the CNG Committee maintains the discretion to decrease the individual annual bonus payouts after the quantitative formula has been applied, however it does not have discretion to increase payouts. Our executive officers cannot receive more than the formulaic result.

For 2023, the NEOs had target annual bonuses of 75% of salary, which was unchanged from the prior year and is continued into 2024. Based on the Company's performance of a 14.5% increase in CVPS in 2023, the CNG Committee awarded the NEOs bonuses of 170% of target. The below table excludes a sign-on bonus that was paid to Mr. Caffrey in March 2023, which was a part of a \$975,000 sign-on bonus payable in three equal annual installments.

Executive	2023 Annual Bonus Decisions		
	Target Bonus	Earned Bonus	% of Target
G. Manning Rountree	\$450,000	\$765,000	170%
Reid T. Campbell	\$450,000	\$765,000	170%
Liam P. Caffrey ¹	\$450,000	\$765,000	170%
Robert L. Seelig	\$450,000	\$765,000	170%
Michaela Hildreth	\$450,000	\$765,000	170%

¹ Excludes a \$325,000 sign-on bonus that was paid to Mr. Caffrey in March 2023.

3. Long-Term Incentive Compensation

Long-term equity awards generally consist of an equal mix of restricted shares and performance shares, rewarding long-term value creation and aligning executives' interests with shareholders' interests. Restricted shares are subject to a three-year cliff-vesting provision, instead of annual vesting, in order to promote retention that balances incentives to redeploy capital aggressively and to remain patient for good opportunities. The number of WTM common shares earned from a grant of performance shares can range from 0%-200% of target, based on after-tax annual growth in CVPS over the three-year performance cycle.

The CNG Committee selected performance metrics that relate to growth in book value per share because it continues to believe these metrics ultimately drive growth in our share price. The market value of our shares is not included as a direct measure of performance, but it determines the ultimate value of earned performance and restricted share awards.

From year-to-year when we make new long-term incentive grants, we typically adjust the target number of shares granted to individual employees to reflect the change in CVPS during the prior year, rather than focusing on changes in market values. This is consistent with our view that the change in book value per share and related metrics provides a better view of the change in value of the Company than metrics reflecting short-term market price fluctuations.

2023 Long-Term Incentive Grants: For the CEO and each of our other NEOs, the annual 2023 long-term incentive awards were allocated 50% as performance shares and 50% as restricted shares, consistent with prior years. With respect to the total grants made to employees across the Company, the CNG Committee granted 21,790 target shares for the 2023-2025 performance cycle, which represented an 18% decrease, year-over-year, in the number of shares granted. These grants totaled approximately 0.8% of the then outstanding shares. The restricted shares are subject to a three-year cliff vesting provision based on continuous service, in order to promote retention of key executive talent. The performance shares vest in a range of 0% - 200% of target, following a three-year performance period.

For the 2023-2025 performance period, the CNG Committee established a target of 11% annual growth in CVPS as the performance target that would result in the payout of 100% of the target performance shares. There would be no payout for annual growth of 6% or less, and annual growth of 16% or more would be required for a payout of 200%. In setting this performance scale, the CNG Committee's goal was to set a performance target that was reasonable, but with an appropriate degree of stretch. Importantly, the 11% target was roughly equal to the Company's long-term equity return target of the yield on the 10-year Treasury plus 700 basis points. In addition, the CNG Committee considered that the one-year performance scale for the 2023 annual bonus program was the same as the three-year average performance scale being set for the 2023-2025

performance shares. The Committee determined that this scale was appropriate due to the factors discussed above and their applicability over a longer time frame (which equates to aggregate growth of 19%-37%-56% over a three-year period).

A detailed breakdown of the 2023 grants is included in the table below:

2023 Long-Term Incentive Grants						
Executive	Grant Date	Restricted Shares		Performance Shares		Total 2023 LTI Grant Value
		# Shares	Grant Value	# Shares	Grant Value	
G. Manning Rountree	2/22/2023	2,000	\$ 2,936,460	2,000	\$ 2,936,460	\$ 5,872,920
Liam P. Caffrey	2/22/2023	1,250	\$ 1,835,288	1,250	\$ 1,835,288	\$ 3,670,575
Robert L. Seelig	2/22/2023	1,000	\$ 1,468,230	1,000	\$ 1,468,230	\$ 2,936,460
Michaela Hildreth	2/22/2023	600	\$ 880,938	600	\$ 880,938	\$ 1,761,876

Note: Mr. Campbell no longer received long-term incentive grants beginning in 2022, due to his retirement in February 2024.

In determining the amount of new long-term incentive compensation grants for 2023 for our NEOs, the CNG Committee assessed each executive's scope of authority and ability to impact the success of the Company. Based on the CNG Committee's general experience, familiarity with the Company and its compensation practices and the recommendation of the CEO (for NEOs other than himself), the CNG Committee established a grant level that it believed was appropriate to reflect each such executive's expected contribution to the Company over the next performance cycle.

Mr. Campbell did not receive a long-term incentive grant in 2023 and no longer received long-term incentive grants beginning in 2022, due to his retirement in February 2024.

Payout of 2021-2023 Performance Cycle: For the 2021-2023 performance cycle, long-term incentives were granted to the NEOs as follows: 50% as performance shares and 50% as restricted shares. For the performance shares, which matured at the end of 2023, 8% annual growth in CVPS was the performance target for a payout of 100% of the target performance shares. Annual growth of 3% or less would have resulted in no payout and annual growth of 13% or more would have resulted in a payout of 200%. At its meeting in February 2024, based on an average annual growth in CVPS of 12.4% during the 2021-2023 performance cycle, the CNG Committee confirmed that the payout that was earned was 188% of target.

2021-2023 Performance Share Cycle					
Executive	Target Shares	Performance Scale (min / target / max)	Actual Annual Growth	Payout %	Shares Earned
G. Manning Rountree	2,700	3% - 8% - 13%	12.4%	188%	5,076
Reid T. Campbell	1,800	3% - 8% - 13%	12.4%	188%	3,384
Robert L. Seelig	1,000	3% - 8% - 13%	12.4%	188%	1,880
Michaela Hildreth	600	3% - 8% - 13%	12.4%	188%	1,128

Note: Mr. Caffrey joined the Company on March 1, 2022 and therefore did not receive a 2021-2023 performance share grant.

2024 Compensation Actions

Base salaries remained unchanged for 2024. Executive officers continue to have 75%-of-salary target bonus opportunities, which can range from 0-200% of target. Their salary and bonus target levels continue to reflect the CNG Committee's long-standing philosophy of linking a vast majority of executives' compensation to long-term incentives in order to align their interests with those of our shareholders, as opposed to awarding high levels of fixed cash compensation.

Further, the design of our executive officers' 2024 annual bonus plan will be the same as the plan in effect for 2023, **with payouts tied to annual growth in CVPS and a harvest scale of 6%-11%-16% for threshold / target / maximum payout levels**. In setting this performance scale, the CNG Committee's goal was to set a performance target that was reasonable, but with an appropriate degree of stretch. Importantly, the 11% target was roughly equal to the Company's equity return target of the yield on the 10-year Treasury plus 700 basis points.

2024 Long-term Incentive Grants. In February 2024, the CNG Committee made new long-term incentive grants to the NEOs (other than Mr. Campbell) based on the same factors described above with respect to grants made in 2023 and allocated 50% as performance shares and 50% as restricted shares. With respect to the total grants made to employees across the Company, the CNG Committee granted 20,960 target shares for the 2024-2026 performance cycle, which represents a 4% decrease, year over year, in the number of shares granted. These grants totaled approximately 0.8% of the then outstanding shares.

The CNG Committee set a performance target of 11% annual growth in CVPS, which is in line with the Company's long-term equity return target of the yield on the 10-year Treasury plus 700 basis points. The CNG Committee determined that 11% annual growth in CVPS is an appropriately challenging target for a payout of 100% of the target performance shares for the 2024-2026 performance cycle. Annual growth of 6% or less would result in no payout, and annual growth of 16% or more would result in a payout of 200%.

Performance Cycle	Target Shares Granted	% Change from Prior Year	Performance Target (min / target / max)
2024 - 2026	20,960	(4)%	6% - 11% - 16%
2023 - 2025	21,790	(18)%	6% - 11% - 16%
2022 - 2024	26,450	(2)%	4% - 9% - 14%
2021 - 2023	26,950	(4)%	3% - 8% - 13%
2020 - 2022	28,110	(10)%	2% - 7% - 12%

The CNG Committee believes this target and scale properly incentivize management to manage our businesses efficiently, without taking inappropriate risks.

Share Ownership Guidelines for Executive Officers

The CNG Committee has established share ownership guidelines for our executive officers. According to the guidelines, our CEO and EVPs are required to hold Company shares with a value of 10x salary, while other executive officers are required to hold Company shares with a value of 3x salary. Shares received upon vesting must be held until the executive is in compliance with the guideline. Unvested restricted shares will count toward satisfaction of the guideline, while unvested performance shares will not count. As of December 31, 2023, all NEOs were in compliance with the guidelines.

Clawback Policy

In 2023, the CNG Committee adopted a recovery policy for the Company which is applicable to performance-based compensation for the Company's current and former executive officers and complies with NYSE rules. The policy requires the recovery of performance-based compensation in the case of an accounting restatement, without regard to fault.

The Company also has adopted a clawback policy applicable to bonuses and long-term incentive awards. If the Company restates any financial statement included in an SEC filing as a result of an employee's misconduct, the Board may, without prejudice to any other remedies available to the Company, seek reimbursement of any bonus or long-term incentive award received by such person that relates in whole or in part to any period for which such financial statements were restated. If the misconduct involved fraud, then in addition to other actions the Board will mandatorily seek such reimbursement.

Other Elements of Compensation

Retirement Benefits

We have no active U.S. defined benefit pension plans. Benefit accruals under all our U.S. qualified defined benefit pension plans and all our U.S. supplemental defined benefit pension plans were frozen for all employees in 2002.

Our employees may participate in our qualified 401(k) plans and eligible employees can participate in a qualified employee stock ownership plan. We do not provide supplemental retirement benefits to any employees in connection with these plans.

Perquisites

We review the perquisites that our senior management receives. The primary perquisite is limited personal use of corporate aircraft.

We allow our NEOs to use our corporate aircraft from time to time for personal reasons. The aggregate incremental cost to the Company is included, for proxy reporting purposes, as compensation to the NEO. For tax purposes, we comply with IRS regulations. We do not "gross-up" our NEOs for their taxes associated with perquisites, including with respect to personal use of our aircraft.

Our NEOs also participate in our benefit plans on the same terms as our other employees. These plans include medical and health insurance, company paid life insurance and charitable gift matching.

Certain Board Fees

Our NEOs do not receive director fees for serving on the Company's board of directors or for serving on the boards of our wholly-owned or majority-owned subsidiaries. However, those NEOs who serve on the boards of other companies in which we have a minority interest may receive director fees from those companies. We consider those board fees when evaluating the compensation of our NEOs.

Severance Agreements; Change in Control

Severance benefits, if any, for our NEOs are determined by the CNG Committee in its sole discretion. Executive officers of our operating subsidiaries participate in the severance plans, if any, generally applicable at those companies.

If any of our most senior executives decide to retire, in order to enable the Company to ensure a smooth transition, to receive a non-compete/non-solicit from the executive and to retain access to valuable knowledge, talents and relationships, our general practice has been to enter into arrangements that would permit the executive to earn some or all of such executive's long-term incentive compensation then outstanding.

We have no standalone change in control agreements with our NEOs. However, under our long-term incentive plans, if a change in control of the Company (or a business unit, as applicable) were to occur, certain events, such as involuntary or constructive employment termination or amendments to our incentive plans which are materially adverse to its participants, may cause stock options to become fully exercisable, restricted shares to become immediately vested and performance shares and performance units to become payable in full or in part. Our plans do not provide for tax gross-ups for excess parachute payments that may result from a change in control.

Compensation/Nominating & Governance Committee Report

The Compensation/Nominating & Governance Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation/Nominating & Governance Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Philip A. Gelston, Chair
Margaret Dillon
Suzanne F. Shank

Summary Compensation Table

The following table presents compensation in 2023, 2022 and 2021 for the Company's CEO, CFO and its three other most highly compensated executive officers (collectively, the "Named Executive Officers"):

Name and Principal Position	Year	Salary (\$)	Bonus (a) (\$)	Stock Awards Granted (b) (\$)	Option Awards Granted (\$)	Non-Equity Incentive Plan Compensation (c) (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (d) (\$)	Total (\$)
G. Manning Rountree Chief Executive Officer	2023	584,615	-	5,872,920	-	765,000	-	354,466	7,577,001
	2022	500,000	-	5,604,282	-	750,000	-	337,472	7,191,754
	2021	500,000	-	6,478,434	-	-	-	207,135	7,185,569
Liam P. Caffrey Executive Vice President & Chief Financial Officer	2023	584,615	325,000	3,670,575	-	765,000	-	335,884	5,681,074
	2022	421,154	325,000	2,594,575	-	750,000	-	325,146	4,415,875
Reid T. Campbell President	2023	584,615	-	-	-	765,000	-	218,143	1,567,758
	2022	500,000	-	-	-	750,000	-	235,706	1,485,706
	2021	500,000	-	4,318,956	-	-	-	219,247	5,038,203
Robert L. Seelig Executive Vice President & General Counsel	2023	584,615	-	2,936,460	-	765,000	-	116,223	4,402,298
	2022	500,000	-	2,594,575	-	750,000	-	113,144	3,957,719
	2021	500,000	-	2,399,420	-	-	-	95,207	2,994,627
Michaela Hildreth Managing Director & Chief Accounting Officer	2023	584,615	-	1,761,876	-	765,000	-	26,220	3,137,711
	2022	488,462	-	1,556,745	-	750,000	-	23,769	2,818,976
	2021	417,308	-	1,439,652	-	-	-	55,176	1,912,136

- (a) For Mr. Caffrey, the amounts in 2023 and 2022 represent the first two tranches of a \$975,000 sign-on bonus, payable in three equal annual installments, awarded to incentivize him to join the Company. See "Compensation Discussion and Analysis."
- (b) Represents the grant date market value of WTM performance shares granted in 2023, 2022 and 2021 and WTM restricted shares issued in 2023, 2022 and 2021. The WTM performance share awards included in the table have a maximum payout of 200% of the shares granted and, at such level, would have a grant date fair value equal to 200% of the amounts shown in the Grants of Plan Based Awards table. See "Grants of Plan Based Awards" and "Outstanding Equity Awards at Fiscal Year End."
- (c) Amounts presented in 2023 represent annual incentive awards paid in cash in March 2024 for performance in the year ended December 31, 2023. Amounts presented in 2022 represent annual incentive awards paid in cash in March 2023 for performance in the year ended December 31, 2022. Company performance in the year ended December 31, 2021 resulted in a level of growth in CVPS that produced no payout in March 2022 to the named executive officers. See "Compensation Discussion and Analysis."
- (d) See next table for details of All Other Compensation.

All Other Compensation

The following table presents a breakout of “All Other Compensation” included in the Summary Compensation Table for 2023, 2022 and 2021:

Name	Year	Director Fees (a) (\$)	Personal use of planes (b) (\$)	Restricted stock dividends (\$)	Company contributions to 401(k) plan (\$)	Employee stock ownership plan (\$)	Severance (\$)	Other Personal benefits (c) (\$)	Total (\$)
G. Manning Rountree	2023	110,000	217,106	8,100	14,850	4,410	-	-	354,466
	2022	90,000	229,463	-	13,725	4,284	-	-	337,472
	2021	90,000	96,954	3,000	13,050	4,131	-	-	207,135
Liam P. Caffrey	2023	-	300,589	-	14,850	4,410	-	16,035	335,884
	2022	-	277,456	-	13,725	-	-	33,965	325,146
Reid T. Campbell	2023	110,000	83,483	5,400	14,850	4,410	-	-	218,143
	2022	90,000	127,697	-	13,725	4,284	-	-	235,706
	2021	90,000	110,066	2,000	13,050	4,131	-	-	219,247
Robert L. Seelig	2023	-	94,263	2,700	14,850	4,410	-	-	116,223
	2022	-	95,135	-	13,725	4,284	-	-	113,144
	2021	-	77,026	1,000	13,050	4,131	-	-	95,207
Michaela Hildreth	2023	-	-	1,200	14,850	4,410	-	5,760	26,220
	2022	-	-	-	13,725	4,284	-	5,760	23,769
	2021	-	35,675	400	13,050	4,131	-	1,920	55,176

(a) Amounts represent director fees paid by BAM.

(b) Amounts represent the aggregate incremental cost to the Company for the use of aircraft that were not otherwise in use for business. For Company aircraft, the incremental cost is the direct cost per hour multiplied by the number of hours of use. For third party aircraft services, the incremental cost is the amount invoiced to the Company by the third-party aircraft provider.

(c) Represents relocation expenses paid by the Company on behalf of Mr. Caffrey and parking garage rental fees paid by the Company on behalf of Ms. Hildreth.

Grants of Plan-Based Awards

The following table presents plan-based awards granted, except as otherwise noted, under the White Mountains Long-Term Incentive Plan (the "WTM Incentive Plan") to the Named Executive Officers that received such awards during 2023:

Name	Grant Date	Type of Award	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (a)			Estimated Future Payouts Under Equity Incentive Plan Awards (b)			All Other Stock Awards: Number of Shares or Units (c)(#)	All Other Option Awards: Number of Underlying Options (#)	Exercise or Base Price of Awards (\$/sh)	Grant Date Fair Value of Stock and Option Awards (d) (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
G. Manning Rountree		Annual Incentive Bonus	0	450,000	900,000	-	-	-	-	-	-	-
	2/22/23	WTM Performance Shares	-	-	-	0	2,000	4,000	-	-	-	2,936,460
	2/22/23	WTM Restricted Shares	-	-	-	-	-	-	2,000	-	-	2,936,460
Liam P. Caffrey		Annual Incentive Bonus	0	450,000	900,000	-	-	-	-	-	-	-
	2/22/23	WTM Performance Shares	-	-	-	0	1,250	2,500	-	-	-	1,835,288
	2/22/23	WTM Restricted Shares	-	-	-	-	-	-	1,250	-	-	1,835,288
Reid T. Campbell		Annual Incentive Bonus	0	450,000	900,000	-	-	-	-	-	-	-
	2/22/23	WTM Performance Shares	-	-	-	-	-	-	-	-	-	-
	2/22/23	WTM Restricted Shares	-	-	-	-	-	-	-	-	-	-
Robert L. Seelig		Annual Incentive Bonus	0	450,000	900,000	-	-	-	-	-	-	-
	2/22/23	WTM Performance Shares	-	-	-	0	1,000	2,000	-	-	-	1,468,230
	2/22/23	WTM Restricted Shares	-	-	-	-	-	-	1,000	-	-	1,468,230
Michaela Hildreth		Annual Incentive Bonus	0	450,000	900,000	-	-	-	-	-	-	-
	2/22/23	WTM Performance Shares	-	-	-	0	600	1,200	-	-	-	880,938
	2/22/23	WTM Restricted Shares	-	-	-	-	-	-	600	-	-	880,938

- (a) These columns indicate the range of payouts (0%, 100% and 200%) targeted for fiscal 2023 performance under our Annual Incentive Bonus Plan as described in "Compensation Discussion and Analysis". The actual payout with respect to 2023 for each Named Executive Officer is shown in the Summary Compensation Table in the column titled "Non-Equity Incentive Plan Compensation."
- (b) Messrs. Rountree, Caffrey, Seelig and Ms. Hildreth were granted WTM performance shares for the 2023-2025 performance cycle. For the 2023-2025 performance cycle, the targeted performance goal for full payment of outstanding WTM performance shares granted under the WTM Incentive Plan for all NEOs is an 11% average growth in CVPS. Average growth of 6% or less would result in no payout and average growth of 16% or more would result in a payout of 200%.
- (c) Messrs. Rountree, Caffrey, Seelig and Ms. Hildreth were granted WTM restricted shares that vest on January 1, 2026.
- (d) Represents the grant date fair value (based on a market price on the date of grant) as determined in accordance with ASC Topic 718 without regard to forfeitures. Assuming a maximum 200% payout, the grant date fair value of the WTM performance shares granted to Messrs. Rountree, Caffrey, Seelig and Ms. Hildreth would be \$5,872,920, \$3,670,575, \$2,936,460 and \$1,761,876.

Outstanding Equity Awards at Fiscal Year-End

The following table presents outstanding equity awards under the WTM Incentive Plan, except as otherwise noted, to the Named Executive Officers as of December 31, 2023:

Name	Type of Award	Option Awards					Stock Awards (a)(b)(c)				
		Number of Securities Underlying Unexercised Options (# Exercisable)	Number of Securities Underlying Unexercised Options (# Unexercisable)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
G. Manning Rountree	WTM Performance Shares	-	-	-	-	-	-	-	4,700	14,161,894	
	WTM Restricted Shares	-	-	-	-	-	7,400	11,137,074	-	-	
Liam P. Caffrey	WTM Performance Shares	-	-	-	-	-	-	-	2,500	7,532,550	
	WTM Restricted Shares	-	-	-	-	-	2,500	3,762,525	-	-	
Reid T. Campbell	WTM Performance Shares	-	-	-	-	-	-	-	-	-	
	WTM Restricted Shares	-	-	-	-	-	1,800	2,709,018	-	-	
Robert L. Seelig	WTM Performance Shares	-	-	-	-	-	-	-	2,250	6,779,545	
	WTM Restricted Shares	-	-	-	-	-	3,250	4,891,283	-	-	
Michaela Hildreth	WTM Performance Shares	-	-	-	-	-	-	-	1,350	4,067,727	
	WTM Restricted Shares	-	-	-	-	-	1,950	2,934,770	-	-	

- (a) Equity incentive plan awards not yet vested at December 31, 2023 for Messrs. Rountree, Caffrey, Campbell, Seelig and Ms. Hildreth include 2,000, 1,250, 0, 1,000 and 600 target WTM performance shares, respectively, for the 2023-2025 performance cycle and 2,700, 1,250, 0, 1,250 and 750 target WTM performance shares, respectively, for the 2022-2024 performance cycle. Payout values for WTM performance shares are shown at 200% of target for both the 2023-2025 and the 2022-2024 performance cycles and based on the December 31, 2023 closing market price (\$1,505.01) including dividends declared since the grant date.
- (b) Stock awards not yet vested at December 31, 2023 for Messrs. Rountree, Caffrey, Campbell, Seelig and Ms. Hildreth include 2,000, 1,250, 0, 1,000 and 600 WTM restricted shares, respectively, that vest on January 1, 2026; 2,700, 1,250, 0, 1,250 and 750 WTM restricted shares, respectively, that vest on January 1, 2025; and 2,700, 0, 1,800, 1,000 and 600 WTM restricted shares, respectively, that vested on January 1, 2024. Market values are based on the December 31, 2023 closing market price (\$1,505.01).
- (c) Excludes WTM performance shares for the 2021-2023 performance cycle, which vested on December 31, 2023. See "Option Exercises and Stock Vested."

Option Exercises and Stock Vested

The following table presents stock awards that vested in 2023 for each of the Named Executive Officers. No option awards were exercised by the Named Executive Officers during 2023.

Name	Option Awards Exercised		Type of Award	Stock Awards Vested	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)		Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
G. Manning Rountree	-	-	WTM Performance Shares (a)	5,076	8,996,499
			WTM Restricted Shares (b)	2,700	3,818,691
Liam P. Caffrey	-	-	WTM Performance Shares (a)	-	-
			WTM Restricted Shares (b)	-	-
Reid T. Campbell	-	-	WTM Performance Shares (a)	3,384	5,997,666
			WTM Restricted Shares (b)	1,800	2,545,794
Robert L. Seelig	-	-	WTM Performance Shares (a)	1,880	3,332,037
			WTM Restricted Shares (b)	900	1,272,897
Michaela Hildreth	-	-	WTM Performance Shares (a)	1,128	1,999,222
			WTM Restricted Shares (b)	400	565,732

(a) Represents 2,700, 0, 1,800, 1,000 and 600 target WTM performance shares awarded for the 2021-2023 performance cycle to Messrs. Rountree, Caffrey, Campbell, Seelig and Ms. Hildreth, respectively, which became fully vested on December 31, 2023 at 188% of target. Value realized on vesting is based on the average of the closing price of common shares for the 5 days preceding the CNG Committee meeting in February 2024, as determined by the CNG Committee, plus dividends declared since the cycle was granted in 2021.

(b) The amounts represent WTM restricted shares that vested on January 1, 2023.

Pay Versus Performance

The following table presents “Compensation Actually Paid” to the Principal Executive Officer (“PEO”) and the “Average Compensation Actually Paid” to the Non-PEO NEOs in 2023, 2022, 2021 and 2020, as calculated pursuant to SEC rules.

Year ^(a)	Summary Compensation Table Total for PEO ^(b)	Compensation Actually Paid to PEO ^(b)	Average Summary Compensation Table Total for Non-PEO NEOs ^(b)	Average Compensation Actually Paid to Non-PEO NEOs ^(b)	Value of Initial Fixed \$100 Investment Based On:		Net Income (Loss) (millions \$)	Annual Growth in Compensation Value per Share ^(d)
					Total Shareholder Return ^(c)	Peer Group Total Shareholder Return ^(c)		
2023	7,577,001	11,680,222	3,697,210	4,999,435	135.42	168.05	509.2	14.5%
2022	7,191,754	23,147,640	3,169,569	7,992,051	127.17	151.65	792.8	23.9%
2021	7,185,569	4,639,595	2,906,827	2,095,752	91.08	127.58	(275.4)	-1.2%
2020	7,170,628	13,792,568	3,966,751	6,747,315	89.81	106.96	708.7	24.0%

(a) The PEO and Non-PEO NEOs for the applicable years were as follows:

2023 and 2022: Mr. Rountree served as PEO and Messrs. Caffrey, Campbell, Seelig and Ms. Hildreth served as Non-PEO NEOs

2021: Mr. Rountree served as PEO and Messrs. Bazos, Campbell, Seelig and Ms. Hildreth served as Non-PEO NEOs

2020: Mr. Rountree served as PEO and Messrs. Bazos, Campbell, Seelig and Palmer served as Non-PEO NEOs

(b) The amounts reported as “Compensation Actually Paid” to our PEO and “Average Compensation Actually Paid” to our Non-PEO NEOs in each of 2023, 2022, 2021 and 2020 represent the respective amounts as determined in accordance with Item 402(v) of Regulation S-K. The amounts do not reflect the actual amount of compensation earned by or paid to our CEO or Non-PEO NEOs during the applicable year. The Summary Compensation Table totals reported for the PEO and the average of the Non-PEO NEOs for each year were subject to the following adjustments per Item 402(v)(2)(iii) of Regulation S-K to calculate “compensation actually paid”:

	2023		2022	
	PEO	Average for Non-PEO NEOs	PEO	Average for Non-PEO NEOs
Summary Compensation Table (“SCT”) total	7,577,001	3,697,210	7,191,754	3,169,569
Less: Value Reported in the SCT of Stock Awards Granted in the Covered Year	(5,872,920)	(2,092,228)	(5,604,282)	(1,686,474)
Plus: Year-end Value for Stock Awards Granted in the Covered Year	6,775,045	2,413,610	11,461,473	3,449,054
Change in Fair Value of Unvested Stock Awards from Prior Years that Remain Unvested	2,602,290	808,963	9,901,354	3,003,988
Change in Fair Value of Stock Awards from Prior Years that Vested in Covered Year	598,806	171,880	197,341	55,912
Compensation Actually Paid	11,680,222	4,999,435	23,147,640	7,992,051

	2021		2020	
	PEO	Average for Non-PEO NEOs	PEO	Average for Non-PEO NEOs
Summary Compensation Table ("SCT") total	7,185,569	2,906,827	7,170,628	3,966,751
Less: Value Reported in the SCT of Stock Awards Granted in the Covered Year	(6,478,434)	(2,039,507)	(5,788,476)	(2,599,455)
Plus: Year-end Value for Stock Awards Granted in the Covered Year	4,107,645	1,293,148	8,110,746	3,642,326
Change in Fair Value of Unvested Stock Awards from Prior Years that Remain Unvested	(1,500,285)	(528,501)	4,311,657	1,742,497
Change in Fair Value of Stock Awards from Prior Years that Vested in Covered Year	1,325,100	463,785	(11,987)	(4,804)
Compensation Actually Paid	4,639,595	2,095,752	13,792,568	6,747,315

- (c) Peer Group Total Shareholder Return "TSR" reflects the S&P 500 Property & Casualty Insurance Index as reflected in our Annual Report on the Form 10-K pursuant to Item 201(e) of Regulation S-K for the fiscal year ended December 31, 2023. Each year reflects what the cumulative value of \$100 would be, including the reinvestment of dividends, if such amount had been invested on December 31, 2019.
- (d) CVPS is the average of growth in adjusted book value per share (ABVPS) and growth in intrinsic value per share, which is the ABVPS including franchise value adjustments to reflect the fair value of certain entities carried at book value. See Annex A for a reconciliation of growth in ABVPS and growth in intrinsic value per share.

Financial Performance Measures

As described in more detail in “Compensation Discussion & Analysis” beginning on page 29, our approach to executive compensation is designed with the primary goal of maximizing shareholder value over long periods of time. We believe that this goal is best pursued by utilizing a pay-for-performance program that closely aligns the financial interests of management with those of our shareholders while rewarding appropriate risk taking. We accomplish this by emphasizing variable long-term compensation, the value of which is tied to performance over a number of years rather than fixed entitlements (such as base salary, pensions, and employee benefits). Annual growth in CVPS determines the level of payout under our formulaic annual bonus program, and annual growth in CVPS over the three-year performance cycle determines the number of shares earned from each grant of performance shares. The market value of our shares is not included as a direct measure of performance, but it determines the ultimate value of earned performance and restricted share awards. The most important financial measure used by the Company to link compensation actually paid (as defined by SEC rules) to the Company’s NEOs for 2023 to the Company’s performance is Growth in CVPS.

Relationship Between Pay and Performance

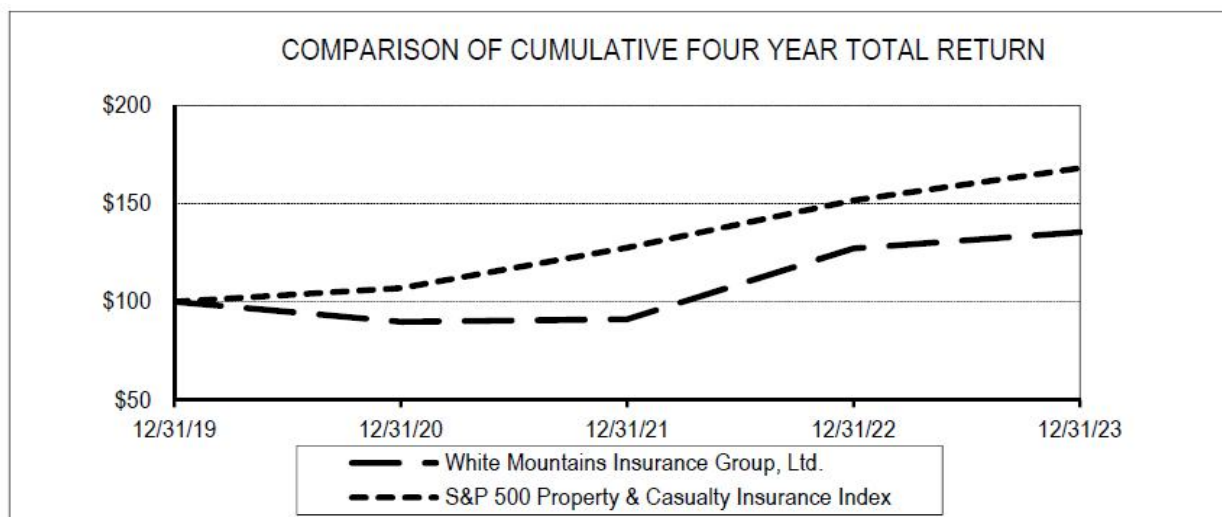
In 2023, CVPS grew at a slower pace than in 2022 resulting in a decrease in Compensation Actually Paid in 2023 compared to 2022. Based on the Company’s performance of 14.5% growth in CVPS in 2023, the PEO and NEOs received bonuses of 170% of target for 2023. During 2023, the fair value of all performance shares included in the calculation of Compensation Actually Paid to the PEO and Average Compensation Actually Paid to the non-PEO NEOs increased as (1) the level of growth in CVPS resulted in a higher projected payout percentage on the 2021-2023 performance cycle and (2) the Company’s share price increased by 6.4% during 2023. However, both of these factors increased at a lower rate than in 2022. The fair value of all restricted shares outstanding used in the calculation of Compensation Actually Paid to the PEO and Average Compensation Actually Paid to the non-PEO NEOs also increased in 2023 as a direct result of the 6.4% increase in the Company’s share price during the year, which was lower than the 39.5% increase in 2022. The Company’s net income of \$509.2 million in 2023 positively correlated with growth in compensation actually paid as net income drove the increase in CVPS. The Company’s TSR also positively correlated with the level of compensation actually paid, though not as much as growth in CVPS, as the increase in share price partially accounted for the increase in value in outstanding performance shares and restricted shares.

In 2022, strong growth in CVPS positively correlated with growth in Compensation Actually Paid for the following reasons. Based on the Company’s performance of 23.9% growth in CVPS in 2022, the PEO and NEOs received bonuses of 200% of target for 2022. During 2022, the fair value of all performance shares included in the calculation of Compensation Actually Paid to the PEO and Average Compensation Actually Paid to the non-PEO NEOs increased significantly as (1) the level of growth in CVPS resulted in higher projected payout percentages on all outstanding performance cycles and (2) the Company’s share price increased by 39.5% during 2022. The fair value of all restricted shares outstanding used in the calculation of Compensation Actually Paid to the PEO and Average Compensation Actually Paid to the non-PEO NEOs also increased in 2022 as a direct result of the 39.5% increase in the Company’s share price during the year. The increase in the Company’s net income also positively correlated with growth in compensation actually paid as net income drove the increase in CVPS. The Company’s TSR also positively correlated with the level of compensation actually paid, though not as much as growth in CVPS, as the increase in share price partially accounted for the increase in value in outstanding performance shares and restricted shares.

In 2021, negative growth in CVPS correlated with a decrease in compensation actually paid. For 2021, the PEO and NEOs received no bonuses and projected payout percentages on outstanding performance shares decreased from the prior year end. The decrease in the Company’s net income also correlated with the decrease in compensation actually paid as the net loss drove the decrease in CVPS. The Company’s TSR of 1.4% somewhat correlated with the lower level of compensation actually paid. The small increase in the value of each restricted share and performance share outstanding was more than offset by the reduction in the projected payout percentages on all outstanding performance share cycles due to the negative growth in CVPS.

In 2020, strong growth in CVPS correlated with growth in compensation actually paid. For 2020, the PEO and NEOs received bonuses of 200% of target and projected payout percentages on outstanding performance share cycles increased during the year. The increase in the Company’s net income also positively correlated with growth in compensation actually paid as net income drove the increase in CVPS. The Company’s TSR was not correlated with the level of compensation actually paid, as the decrease in share price was more than offset by the increase in the projected payout percentages on all outstanding performance share cycles due to the growth in CVPS.

The following chart provides a graphical representation of the Company's four-year cumulative TSR versus our industry peer group, the S&P 500 Property & Casualty Insurance Index.



Pension Benefits

The Named Executive Officers did not participate in any defined pension plans sponsored by White Mountains in 2023.

Nonqualified Deferred Compensation

The Named Executive Officers did not participate in any nonqualified deferred compensation plans sponsored by White Mountains in 2023.

Potential Payments Upon Termination or Change in Control

Employment and Severance Agreements

We have no employment agreements with our Named Executive Officers although from time to time we have entered into short-term arrangements with newly hired executives governing their compensation and severance for a period of up to their first three years with the Company.

Long-Term Incentive Plans

Under our long-term incentive plans, certain events, such as retirement, death or disability, or the occurrence of both a change in control of the Company (or a business unit, as applicable) and an involuntary or constructive employment termination or materially adverse amendments to such plans, WTM restricted shares become vested and WTM performance shares become payable in full or in part. Below is a description of the payments to which each of our Named Executive Officers would be entitled assuming in each case that such events occurred on December 31, 2023.

Voluntary Termination of Employment

Had any of our Named Executive Officers voluntarily terminated their employment on December 31, 2023, their unvested long-term incentive grants would have been cancelled and payments, if any, in respect of those cancelled grants would be made at the sole discretion of the CNG Committee.

Involuntary Termination of Employment

Had any of our Named Executive Officers been terminated without cause on December 31, 2023, their unvested long-term incentive grants would have been cancelled and payments, if any, in respect of those cancelled grants would be made at the sole discretion of the CNG Committee.

Retirement

Had any of our Named Executive Officers retired on December 31, 2023, their unvested long-term incentive grants would have been cancelled and payments, if any, in respect of those cancelled grants would be made at the sole discretion of the CNG Committee.

Death or Disability

Had any of our Named Executive Officers employed as of December 31, 2023 died or become disabled on that date, they would have been entitled to pro rata vesting of their WTM performance shares, full vesting of their restricted shares and any payments due under employment contracts. Under this scenario, Messrs. Rountree, Caffrey, Campbell, Seelig, and Ms. Hildreth would have been entitled to receive \$22,523,857, \$6,849,621, \$7,817,524, \$9,490,686 and \$5,694,412, respectively.

For purposes of computing the amounts above, the WTM performance shares were valued at the December 31, 2023 common share closing market price (\$1,505.01) including dividends since grant. The WTM performance shares would vest pro-rated for time and at 100% of target; provided, that in the case of the 2021-2023 performance cycle, values are shown at actual performance of 188%. Restricted shares were valued at the December 31, 2023 common share closing market price including dividends since grant.

Change in Control

Had both a change in control of the Company (or a business unit, as applicable) and an involuntary termination, constructive termination or materially adverse amendments to our long-term incentive plans occurred on December 31, 2023 to any of our Named Executive Officers employed as of that date, they would have been entitled to full vesting of their WTM performance shares at up to 200% of target, full vesting of their restricted shares and any payments due under employment contracts. Under this scenario, Messrs. Rountree, Caffrey, Campbell, Seelig and Ms. Hildreth would have been entitled to receive \$33,457,722, \$12,498,825, \$8,143,254, \$14,693,348 and \$8,816,009, respectively.

For purposes of computing the amounts above, the WTM performance shares, including the 2021-2023 performance cycle, were shown at 200% of target. The WTM performance shares were valued at the December 31, 2023 common share closing market price (\$1,505.01) including dividends since grant. Restricted shares were valued at the December 31, 2023 common share closing market price including dividends since grant.

Our long-term incentive plans do not provide for tax gross-ups for excess parachute payments that may result from a change in control.

Director Compensation

Our CNG Committee has adopted a compensation program for our non-employee directors that is focused on:

- attracting and retaining highly-qualified directors with a diversity of skills, backgrounds and experiences
- appropriately valuing the significant time and travel commitment required for our non-employee directors
- encouraging directors' ownership of our common shares to further the alignment of their interests with those of our shareholders

To that end, our non-employee director compensation program in effect for fiscal 2023 included the following elements:

- an annual cash retainer of \$135,000
- an annual equity retainer of 180 common shares
- an additional retainer of \$100,000 and 70 common shares for our Board Chair
- an additional cash retainer of \$15,000 for all members of the Audit Committee
- additional annual retainers (in addition to member retainer) of \$35,000 and \$25,000 for chairs of the Audit Committee and all other committees, respectively

Our non-employee directors are not provided with any benefits other than participating in our employee matching gift program on the same terms as our employees, matching gifts up to \$10,000 per participating individual.

The following table summarizes director compensation for 2023 (for directors other than Named Executive Officers):

Director	Fees Paid in Cash (a) (\$)	Stock Awards (b) (\$)	Option Awards (c) (\$)	Non-Equity Incentive Plan Compensation (d) (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (e) (\$)	All Other Compensation (f) (\$)	Total (g) (\$)
Peter M. Carlson	185,000	241,200	-	-	-	10,000	436,200
Mary C. Choksi	160,000	241,200	-	-	-	-	401,200
Margaret Dillon	150,000	241,200	-	-	-	-	391,200
Philip A. Gelston	175,000	241,200	-	-	-	4,150	420,350
Weston Hicks	283,750	417,221	-	-	-	-	700,971
Suzanne F. Shank	135,000	241,200	-	-	-	-	376,200
David A. Tanner	150,000	241,200	-	-	-	-	391,200
Stephen Yi	135,000	241,200	-	-	-	-	376,200

- (a) Mr. Rountree does not receive any additional compensation for his role as a director. Non-management directors receive an annual cash retainer of \$135,000. Additional retainers in the following amounts are provided to those directors serving in the following roles: Chairman of the Board (\$100,000), Chairman of the Audit Committee (\$35,000), Chairman of any other Board committee (\$25,000) and members of the Audit Committee (\$15,000). Retainers were all paid in cash. Retainers relate to the period from May 2023 to May 2024, inclusive, and are typically pro-rated for partial year service. Mr. Hicks also received a cash retainer of \$33,750 upon his election to the Board in February 2023, representing the pro-rata portion of the annual grant for the service period ending May 2023.
- (b) On May 25, 2023, all non-management directors received an annual grant of 180 common shares. Mr. Hicks received an additional 70 common shares for his role as Chairman of the Board. All common shares issued were valued at \$1,340.00 per share, the market price on the date the shares were granted. Mr. Hicks also received a grant of 56 common shares upon his election to the Board in February, 2023, representing the pro-rata portion of the annual grant for the service period ending May 2023. These shares were valued at \$1,468.23 per share, the market price on the date the shares were granted.
- (c) Amounts shown for Mr. Carlson and Mr. Gelston represent matching payments from a company-sponsored charitable gift program.

CEO PAY RATIO

CEO Pay Ratio

Below is (i) the 2023 annual total compensation of our CEO; (ii) the 2023 annual total compensation of our median employee; (iii) the ratio of the annual total compensation of our CEO to that of our median employee, and (iv) the methodology we used to calculate our CEO pay ratio:

CEO Annual Total Compensation	\$7,577,001
Median Employee Annual Total Compensation	\$74,443
CEO to Median Employee Pay Ratio	102:1

Methodology

Our CEO pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules. Our methodology is explained below:

- (1) Determined Employee Population.** We determined that there have been no changes in our compensation arrangements or employee population in 2023 that would result in a significant change to the CEO Pay Ratio reported for 2022. Accordingly, SEC rules permits the use of the same median employee identified for 2022 or, under certain circumstances, an employee with substantially similar compensation. We determined our global employee population as of December 31, 2022, including full-time and part-time workers employed by our Company or consolidated subsidiaries, but excluding our CEO.
- (2) Identified the Median Employee.** To identify the median employee, we calculated compensation for each employee using (i) annual base salary including estimated overtime pay as of December 31, 2022, (ii) cash incentives earned in 2022, (iii) WTM performance shares and WTM performance units vested on December 31, 2022, and (iv) WTM restricted shares vested on January 1, 2023. Compensation paid in foreign currency was translated to the U.S. dollar equivalent based on foreign exchange rates as of December 31, 2022. The median employee selected in 2022 is no longer employed by the Company. Therefore, we selected as the 2023 median employee another employee from the 2022 identification process with substantially similar compensation.
- (3) Calculated CEO Pay Ratio.** We calculated our median employee's annual total compensation for 2023 in accordance with SEC rules for preparing the Summary Compensation Table. We compared the median employee's compensation to our CEO's annual total compensation in the Summary Compensation Table to determine the pay ratio shown above.

TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS

Review, Approval or Ratification of Transactions with Related Persons

The Company's Audit Committee Charter states that the Audit Committee shall approve any related or affiliated person transactions and review disclosures thereof. In determining whether to approve or reject a related person transaction, the Audit Committee takes into account, among other factors it deems appropriate, whether the proposed transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related persons' economic interest in the transaction. For purposes of Audit Committee approval, a related person transaction is defined as any transaction that is required to be reported under Item 404 of SEC Regulation S-K.

During 2023, there were no Transactions with Related Persons that required Audit Committee approval.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2023, with respect to the common shares that may be issued under the Company's existing incentive compensation plans. Performance shares awarded under the WTM Incentive Plan are typically paid in cash, though they may be paid in the Company's common shares at the election of the Compensation/ Nominating & Governance Committee.

Plan category	(1)	(2)	(3)
Number of securities that may be issued upon exercise or vesting of outstanding options, warrants and rights at target	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (1))	
Equity compensation plans approved by security holders - WTM Incentive Plan:			51,557 (a)
Performance shares	37,595 (b)	\$ 0	

(a) Represents the amount of WTM shares available for issuance at target under the WTM Incentive Plan as of December 31, 2023. To the extent granted as WTM performance shares, such shares could be earned at 0x to 2x the target number granted and, although typically in cash, may be paid in WTM common shares at the discretion of the Compensation/Nominating & Governance Committee. As of April 1, 2024, 41,007 common shares remained available for issuance.

(b) Represents the target amount of WTM performance shares outstanding as of December 31, 2023, which includes 13,475 target performance shares for the 2021-2023 performance cycle that were settled in March 2024.

AUDIT COMMITTEE REPORT

In connection with the audit of the Company's financial statements for the year ended December 31, 2023, the Audit Committee has: (1) reviewed and discussed with management and PwC the Company's audited financial statements for the year ended December 31, 2023, management's assessment of the effectiveness of the Company's internal control over financial reporting and PwC's audit of the Company's internal control over financial reporting; (2) reviewed and discussed with PwC the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC; and (3) received the written disclosures and the letter from PwC required by the applicable PCAOB rules and discussed with PwC their independence.

Based on these reviews and discussions, the Audit Committee determined that the non-audit fees billed by PwC for services performed in 2023 and 2022 (as presented herein) are compatible with maintaining their independence. Further, the Audit Committee recommended to the Board that the audited financial statements be included in the Annual Report on Form 10-K for filing with the SEC and for presentation to shareholders at the 2024 Annual Meeting.

Management is responsible for the preparation, presentation and integrity of the Company's consolidated financial statements as well as for establishing and maintaining adequate internal control over financial reporting. The Company's independent registered public accounting firm, PwC, is responsible for expressing its opinion on the conformity of the Company's audited financial statements with Generally Accepted Accounting Principles ("GAAP"). In addition, PwC is responsible for expressing its opinion on the effectiveness of the Company's internal control over financial reporting. It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with GAAP; that, as described above, is the responsibility of management and PwC. In giving its recommendation to the Board, the Audit Committee has relied on (1) management's representation that such financial statements have been prepared with integrity and objectivity and in conformity with GAAP and (2) the reports of PwC with respect to such financial statements.

The Audit Committee has established a Charter which outlines its primary duties and responsibilities. The Audit Committee Charter, which has been approved by the Board, is reviewed at least annually, is updated as necessary and is available for viewing at www.whitemountains.com.

Peter M. Carlson, Chair
Margaret Dillon
Philip A. Gelston
Weston M. Hicks
David A. Tanner

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Audit Committee, pursuant to its policy, pre-approves the scope and fees for all services performed by PwC. Annually, the Audit Committee receives and pre-approves a written report from PwC describing the elements expected to be performed in the course of its audit of the Company's financial statements. All other audit, audit-related and non-audit-related services rendered by PwC also require pre-approval, which may be granted in accordance with the provisions of the policy either (a) at a meeting of the full Audit Committee, (b) on an interim basis by the Chairman of the Audit Committee, provided that the requested services are not expressly prohibited and are ratified by the full Audit Committee at its next regularly scheduled meeting, or (c) on a per-project basis through specific compliance with pre-approved definitions of services that do not exceed per-project limits established by the Audit Committee, provided that any such services are authorized by the Company's General Auditor or his/her designee and that the General Auditor makes a full report of all services pre-approved per the policy at the next regularly scheduled Committee meeting.

It is the intent of the policy to assure that PwC's performance of audit, audit-related and non-audit-related services are consistent with all applicable rules on auditor independence. As such, services expressly prohibited by the Audit Committee under its policy include bookkeeping or other services related to the accounting records or financial statements of the Company or its subsidiaries; financial information systems design and implementation; appraisal and valuation services; fairness opinions; contribution-in-kind reports; certain actuarial services; internal audit outsourcing services; management functions; human resources; broker-dealer, investment advisor or investment banking services; legal services; and expert services unrelated to the audit. All services performed by PwC during 2023 and 2022 were pre-approved in accordance with the policy described above.

The services performed by PwC in 2023 and 2022 are described below. PwC does not provide any services to the Company that are prohibited under applicable laws and regulations, such as financial information systems design and implementation. From time to time, PwC may perform permissible consulting services for the Company, provided they have been pre-approved in accordance with the policy described above. To the extent consulting services are provided by PwC, they are closely monitored and controlled by both management and the Audit Committee to ensure that their nature and extent do not interfere with the independence of PwC. The independence of PwC is also considered annually by the Audit Committee.

The following table sets forth the approximate aggregate fees billed by PwC for professional services provided in 2023 and 2022:

	<u>2023</u> ^(e)	<u>2022</u> ^(e)
Audit Fees ^(a)	\$ 5,295,618	\$ 4,601,941
Audit-Related Fees ^(b)	1,482,000	685,000
Tax Fees ^(c)	614,876	683,243
All Other Fees ^(d)	5,519	6,473

(a) The fees in this category were for professional services rendered in connection with (1) the audits of the Company's annual financial statements, including the Company's internal control over financial reporting, included in the Company's Annual Report on Form 10-K, (2) the review of the Company's quarterly financial statements included in its Quarterly Reports on Form 10-Q, (3) audits of the Company's subsidiaries, and (4) services that generally only the Company's independent registered public accounting firm reasonably can provide, such as comfort letters and consents.

(b) The fees in this category were for professional services rendered in connection with accounting and reporting consultations related to certain transactions.

(c) The fees in this category were for professional services rendered in connection with tax strategy assistance and tax compliance services.

(d) The fees in this category were for access to PwC's proprietary technical accounting research and financial statement disclosure software tools.

(e) The fees reported include expense reimbursements of \$251,343 and \$173,980 in 2023 and 2022, respectively.

PROPOSAL 2

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Pursuant to Section 14A of the Securities Exchange Act of 1934, in this Proposal 2 we are asking you to provide approval, on an advisory basis, of the compensation of the Named Executive Officers as disclosed in the section of this proxy statement titled "Executive Compensation." You are being asked to vote on the following advisory resolution:

RESOLVED, that the compensation paid to the Company's Named Executive Officers, as disclosed in the Company's proxy statement dated April 4, 2024, pursuant to Item 402 of Regulation S-K, including the Compensation Discussion & Analysis, compensation tables and narrative discussion, is hereby APPROVED.

The Board of Directors believes that the compensation policies and practices described in the Compensation Discussion & Analysis are effective in achieving the Company's primary goal of creating superior growth in our values per share over long periods of time, as well as motivating and retaining our key executives. The compensation of our Named Executive Officers is heavily weighted toward variable long-term compensation, the value of which is tied to performance over a number of years.

We urge you to read the Compensation Discussion & Analysis, beginning on page 29 of this proxy statement, as well as the 2023 summary compensation table and related compensation tables and narrative, beginning on page 44, which provide detailed information on the Company's compensation policies and practices and the compensation of our Named Executive Officers.

Although the vote is non-binding, the Board of Directors and the Compensation/Nominating & Governance Committee will review and consider the voting results when evaluating our executive compensation program.

The Board recommends a vote FOR Proposal 2 which calls for the approval of the advisory resolution on executive compensation.

PROPOSAL 3

**APPROVAL OF THE APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2024**

Subject to shareholder approval, the Audit Committee of the Board has appointed PwC as the Company's independent registered public accounting firm for 2024. Further, shareholders are being asked to authorize the Audit Committee to negotiate and fix the remuneration to be paid to PwC in connection with its service. Representatives from PwC will attend the 2024 Annual Meeting, will be provided with the opportunity to make a statement and will be available to answer appropriate questions.

The Board recommends a vote FOR Proposal 3 approving the appointment of PwC as the Company's Independent Registered Public Accounting Firm for 2024.

OTHER MATTERS

Manner of Voting Proxies

Common shares represented by all valid proxies received will be voted in the manner specified in the proxies. Where specific choices are not indicated, the common shares represented by all valid proxies received will be voted in accordance with the Board's recommendation for each of the proposals named earlier in this Proxy Statement.

In the case of common shares held in employee benefit plans, the trustee will typically vote all common shares within such plans in direct proportion to those common shares actually voted by plan participants.

Should any matter not described above be acted upon at the meeting, the persons named in the proxy card will vote in accordance with their judgment. The Board knows of no other matters which are to be considered at the 2024 Annual Meeting.

Votes Required for Approval

With respect to the election of directors, the nominees will be elected if the number of votes cast "for" such nominee exceeds the number of votes cast "against" that nominee. If an incumbent director in an uncontested election receives less than a simple majority of votes cast "for" that director, the director is required to submit a letter of resignation to the Board of Directors, which the Board may either accept or reject in accordance with the Company's Bye-laws. The majority vote standard is not applicable to contested director elections, which are determined by a plurality of the votes cast. A plurality of votes cast means that the nominee receiving the highest number of affirmative votes is elected, irrespective of how small the number of affirmative votes is in comparison to the total number of shares voted. The other proposals require the affirmative vote of a majority of the voting power held by holders of common shares present at the 2024 Annual General Meeting, in person or by proxy, provided a quorum is present.

Broker discretionary voting is permitted only for the proposed ratification of the appointment of the Company's independent registered public accounting firm. Broker non-votes and abstentions will not be counted as votes cast for or against any of the items presented.

Inspectors of Election

Computershare Trust Company, N.A., 480 Washington Boulevard, 26th Floor, Jersey City, New Jersey 07310, has been appointed as Inspectors of Election for the 2024 Annual Meeting. Representatives of Computershare will attend the Annual Meeting and receive votes and ballots, supervise the counting and tabulating of all votes and ballots and determine the results of the vote.

Costs of Solicitation

The solicitation of proxies will be made primarily by mail; however, directors, officers, employees and agents of the Company may also solicit proxies by telephone, internet or personal interview. Solicitation costs will be paid by the Company. Upon request, the Company will reimburse banks, brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding proxy materials to their principals.

Delivery of Documents to Shareholders Sharing an Address

SEC regulations permit a single set of the Annual Report and Proxy Statement to be sent to any household at which two or more shareholders reside if they appear to be members of the same family. Each shareholder will continue to receive a separate proxy card. This procedure, referred to as house-holding, reduces the volume of duplicate information shareholders receive and reduces our mailing and printing costs. Those shareholders who desire additional copies of this document or would like to receive separate copies of this document in the future should contact their bank, broker or other holder of record or the Corporate Secretary at the address presented under "Available Information" below.

Available Information

The Company is subject to the informational reporting requirements of the Exchange Act. In accordance therewith, the Company files reports, proxy statements and other information with the SEC. These documents are available at www.sec.gov and www.whitemountains.com shortly after such material is electronically filed with or furnished to the SEC. In addition, the Company's code of business conduct and ethics as well as the various charters governing the actions of certain of the Company's Committees of its Board of Directors, including its Audit Committee and Compensation/Nominating & Governance Committee, are available at www.whitemountains.com.

The Company will provide to any shareholder, upon request and without charge, copies of these documents (excluding any applicable exhibits unless specifically requested). Written or telephone requests should be directed to the Corporate Secretary, White Mountains Insurance Group, Ltd., 26 Reid Street, Hamilton HM 11, Bermuda, telephone number (441) 278-3160.

Non-GAAP Measures

Information regarding the calculation of non-GAAP financial measures contained in this proxy statement can be found in Annex A: Reconciliation of Non-GAAP Measures.

Availability of Proxy Materials

Proxy materials for the 2024 Annual General Meeting, including the Chief Executive Officer's Letter, Notice of 2024 Annual General Meeting of Members and Proxy Statement and the 2023 Management Report are available online for viewing and downloading at: www.edocumentview.com/wtm.

Offices of the Company

The Company's headquarters is located at A.S. Cooper Building, 26 Reid Street, Hamilton HM 11, Bermuda, its principal executive office is located at 23 South Main Street, Suite 3B, Hanover, New Hampshire 03755, and its registered office is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

Proposals by Shareholders for the 2025 Annual Meeting of Members

Shareholder proposals (other than proposals nominating director candidates for which the procedures for are outlined on page 22) must be received in writing by the Secretary of the Company no later than Thursday, December 5, 2024 and must comply with the requirements of SEC Rule 14a-8 promulgated under the Securities Exchange Act in order to be considered for inclusion in the Company's proxy statement relating to the Annual Meeting to be held in 2025.

By Order of the Board of Directors,

Jennifer L. Moyer,
Corporate Secretary

ANNEX A: NON-GAAP RECONCILIATIONS

Our 2024 Proxy Statement includes certain non-GAAP financial measures that we believe provide information useful to investors in assessing our financial condition and results of operations. There can be no assurance that our basis for computing these non-GAAP measures is comparable with that of other companies.

Reconciliation of GAAP book value per share to Adjusted Book Value Per Share

Refer to page 45 in White Mountains's 2023 Form 10-K

Reconciliation from growth in ABVPS to growth in Intrinsic Value Per Share ("IVPS")

Growth:	Years ended December 31,		
	2023	2022	2021
ABVPS, as reported	14.0%	25.7%	-5.7%
change in franchise value adjustments	0.9%	-3.3%	8.9%
IVPS	14.9%	22.4%	3.2%
Compensation Value Per Share ^[1]	14.5%	23.9%	-1.2%
Compensation Value Per Share ^[1] - 3-Year Average	12.4%		

^[1] Compensation Value Per Share is calculated using 50% each of IVPS and ABVPS.





Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



2024 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommends a vote FOR all the nominees listed in Proposal 1 and FOR Proposals 2 and 3.

1. Election Class I Director to a term ending in 2025:

01 - Reid T. Campbell For Against Abstain



Election Class III Directors to a term ending in 2027:

01 - Margaret Dillon For Against Abstain

02 - Philip A. Gelston For Against Abstain

03 - David A. Tanner For Against Abstain

2. Approval of the advisory resolution on executive compensation.

For Against Abstain

3. Approval of the appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's Independent Registered Public Accounting Firm for 2024.

For Against Abstain

B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



1 U P X



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

White Mountains Insurance Group, Ltd.

Notice of the 2024 Annual Meeting of Shareholders

G. Manning Rountree and Jennifer L. Moyer, or either of them, each with the full power of substitution, are hereby authorized to represent and vote all Common Shares of the undersigned at the 2024 Annual General Meeting of Shareholders to be held at on Thursday, May 23, 2024, at 8:00 a.m., Atlantic Time at Rosewood Bermuda Hotel, 60 Tucker's Point Drive, Hamilton Parish, Bermuda and any adjournment thereof.

Shares represented by this proxy will be voted by the proxy holders subject to any directions indicated on the reverse of this card. If no such directions are indicated, the proxy holders will have authority to vote FOR the election of all director nominees and FOR proposals 2 and 3.

In their discretion, the proxy holders are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)



Your vote matters – here’s how to vote!

You may vote online or by phone instead of mailing this card.



Votes submitted electronically must be received by 11:59 p.m., Eastern Time, on May 22, 2024.

Online

Go to www.envisionreports.com/WTM or scan the QR code – login details are located in the shaded bar below.



Phone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada



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Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



2024 Annual Meeting Proxy Card

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A Proposals – The Board of Directors recommends a vote FOR all the nominees listed in Proposal 1 and FOR Proposals 2 and 3.

1. Election Class I Director to a term ending in 2025:

	For	Against	Abstain
01 - Reid T. Campbell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Election Class III Directors to a term ending in 2027:

	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain
01 - Margaret Dillon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	02 - Philip A. Gelston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	03 - David A. Tanner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Approval of the advisory resolution on executive compensation.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Approval of the appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's Independent Registered Public Accounting Firm for 2024.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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(Items to be voted appear on reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

