

# **NLV Financial Corporation and Subsidiaries**

**Quarterly Performance Review and  
Consolidated Financial Statements**

**Second Quarter 2024**

## GENERAL DISCUSSION OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### About the Company

NLV Financial Corporation (“NLVF”) through its subsidiaries (collectively, the “Company”, “we”, “our”) offer a broad range of life insurance and annuity products through its insurance operations, which include National Life Insurance Company (“NLIC”), a Vermont-domiciled life insurer, and Life Insurance Company of the Southwest (“LSW”), a Texas-domiciled life insurer. Together with their affiliates, NLIC and LSW operate as a unified organization under the trade name of National Life Group.

National Life Group’s leading life insurance product lines include indexed universal life, whole life, term life, and universal life. We offer a wide array of options and riders in connection with these policies to provide additional features such as accelerated benefits, waiver of premium, accidental death benefits, paid up additions, supplemental term insurance and lifetime income.

National Life Group’s leading annuity product lines are indexed annuities and fixed interest rate annuities. We offer a guaranteed lifetime income rider on our indexed annuity products, which allows the contract holder the option to elect a guaranteed annual income that is fixed and will continue for the remaining life of the contract holder, even if the annuity’s account value reaches zero. National Life Group also offers variable annuities, but does not offer, and has never offered, guaranteed minimum withdrawal, accumulation or income benefits on our variable annuities. A return of premium guaranteed minimum death benefit is the only guarantee currently offered on our variable annuity products.

For indexed life and annuity products, indexed interest, if any, is credited based on the change in an equity index over a specified period, subject to a cap rate, a participation rate and a floor of zero percent. Indexed products also offer the contract holder the option of selecting a guaranteed fixed interest rate instead of indexed interest.

### Distribution

National Life Group provides a broad range of life insurance and annuity products to a national client base, primarily through an extensive network of independent agents and affiliated agents. We focus on serving Middle America in our target market of customers with household income of between \$75,000 and \$150,000, offering products with benefits that help Middle America customers meet needs during their lifetime, including lifetime income in retirement and accelerated death benefits if the insured becomes terminally, chronically or critically ill. In our individual annuity business, we focus on the 403(b) K-12 educator and 457 markets. National Life Group also offers products to meet financial and business planning needs including estate, business succession and retirement planning, and deferred compensation and other key executive benefit planning for small business owners, professionals, and other middle to upper income individuals. We market and distribute our products throughout the United States through two principal channels: Affiliated Partner and Independent:

- **Affiliated Partner** is an evolution of the traditional “career” channel, and includes producing and general agents who specialize in selling products to the middle and emerging affluent markets, professionals, business owners and other individuals for financial and business planning purposes.
- **Independent** consists of agents who primarily offer life insurance and annuity products to the middle and emerging affluent markets, for purposes of providing for the financial consequences of specific life events, such as death, retirement, and chronic or long-term illness. While the agents have access to all products, certain agents sell life insurance and annuity products with an emphasis on the 403(b) qualified tax deferred retirement savings market for individuals employed by public schools.

## **Organization**

National Life Insurance Company was established in Vermont in 1848. In 1999, NLIC reorganized from a mutual to a stock insurance company as part of a reorganization into a mutual insurance holding company structure in order to compete more effectively, have a more flexible and cost-effective capital structure, and be part of an enterprise which is better positioned to make strategic acquisitions. Concurrent with the reorganization into a mutual insurance holding company structure, NLIC created a closed block for the benefit of holders of certain of NLIC's individual participating life insurance and annuity policies ("the Closed Block"). The Closed Block is designed to give reasonable assurance to owners of policies in the Closed Block that assets will be available to provide policy benefits, including the continuation of dividends.

National Life Holding Company, a Vermont mutual insurance holding company, owns 100% of the outstanding common stock of NLVF, an intermediate stock insurance holding company incorporated under the laws of the state of Delaware. NLVF directly owns 100% of the outstanding common stock of NLIC, NLG Capital, Inc. ("NLG Capital") formerly Sentinel Asset Management, Inc., Equity Services, Inc. ("ESI"), Catamount Reinsurance Company ("Catamount"), Longhorn Reinsurance Company ("Longhorn"), and certain other subsidiaries, and indirectly owns 100% of the outstanding common stock of Life Insurance Company of the Southwest, which is wholly owned by NLIC. NLVF indirectly owns National Life Distribution, LLC ("NLD"), whose sole member is LSW.

## **Non-GAAP Measures**

The discussion herein, unless otherwise noted, is prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). In addition to net income, we use pre-tax operating income and core earnings, which are both pre-tax, non-GAAP financial measures, to evaluate our financial performance. Pre-tax operating income excludes income taxes and net investment gains (losses). It also excludes the portion of amortization of deferred policy acquisition costs ("DAC") and deferred sales inducements, and policyholder dividend obligations, that are related to net investment gains (losses).

Core earnings equal pre-tax operating income after excluding volatility caused by the periodic fair value measurement of certain liabilities for indexed life and annuity products, and the related impact to DAC and deferred sales inducements. Significant short-term income volatility may result from the measurement of these indexed product liabilities under GAAP, because they are sensitive to movements in equity market indexes and future interest rate assumptions. We exclude such volatility from core earnings.

Core earnings is a useful measure for the Company to analyze our results and trends because it excludes such short-term volatility and is more consistent with the economics and long-term performance of our indexed products. On a non-GAAP core earnings basis, we also exclude from revenues any investment income from derivative instruments that economically hedge our indexed product liabilities; instead, those hedging results are presented within interest credited to policyholder account liabilities. We believe the combined presentation and discussion of pre-tax operating income, core earnings, and net income provides information that will enhance readers' understanding of our underlying results, operating trends and profitability.

A reconciliation of total revenues on a GAAP basis to total revenues on a core earnings basis is presented below:

	<b>For the Six Months Ended June 30,</b>	
	<b>2024</b>	<b>2023</b>
	<i>(in thousands)</i>	
Total revenues	<b>\$ 2,100,856</b>	\$ 1,903,497
Net investment (gains) losses	<b>(41,476)</b>	15,215
Net investment gains from derivatives that hedge equity indexed products, which is included in interest credited to policyholder liabilities on a core earnings basis	<b>(245,947)</b>	(305,748)
Total revenues on a core earnings basis	<b>\$ 1,813,433</b>	<b>\$ 1,612,964</b>

A reconciliation of net income to non-GAAP pre-tax operating income and core earnings is presented below:

	<b>For the Six Months Ended June 30,</b>	
	<b>2024</b>	<b>2023</b>
	<i>(in thousands)</i>	
Net income	<b>\$ 198,511</b>	\$ 148,150
Net investment (gains) losses	<b>(41,476)</b>	15,215
Amortization of DAC and sales inducements, and policyholder dividend obligations, and other adjustments related to net investment gains and losses	<b>4,896</b>	(104)
Income tax expense	<b>61,373</b>	39,382
Pre-tax operating income	<b>223,304</b>	202,643
Non-core gains, primarily volatility resulting from the measurement of indexed product liabilities	<b>978</b>	11,270
Core earnings	<b>\$ 224,282</b>	<b>\$ 213,913</b>

## ANNUAL FINANCIAL PERFORMANCE REVIEW

This annual financial performance review provides an overview of the Company's results of operations as of and for the six months ended June 30, 2024 and 2023, and, where applicable, factors that may affect the Company's future financial performance. This review should be read in conjunction with the Consolidated Financial Statements and Notes to Consolidated Financial Statements as of and for the years ended December 31, 2023 and 2022, which have been audited by PricewaterhouseCoopers LLP.

The Company's universal life, indexed universal life, and annuity products generate revenues through investment income and policy and contract charges that are earned during the life of the contracts. On a GAAP basis, revenues from net investment income include changes in the fair value of derivative instruments that economically hedge our indexed life and annuity products, primarily options and futures. Whole and term life insurance products generate primarily premium revenues. The increase in the Company's total revenues on a GAAP basis was primarily driven by sales of indexed universal life products and net investment gains. Included in the Company's total revenues on a GAAP basis are market value gains on derivative instruments of \$246 million for the six months ended June 30, 2024, compared to derivative gains of \$306 million for the same period in 2023. On a core earnings basis, which excludes from revenue such derivative gains as well as net investment gains (losses), the Company's total revenues for the first six months of 2024 were up 12% from the same period in 2023. This increase was driven by strong growth in the life insurance business, including an increase in policy and contract charges of 13%, as well as increased net investment income of 9%.

Net income was \$199 million for the six months ended June 30, 2024, compared to \$148 million for the same period in 2023. Net income for the six months ended June 30, 2024 included negative non-core earnings of \$1 million, compared to negative non-core earnings of \$11 million for the same period in 2023, and net investment gains of \$41 million, compared to net investment losses of \$15 million for the same period in 2023.

Effective January 1, 2023, the Company adopted ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. Adoption of this ASU requires an entity to estimate lifetime credit losses for most financial assets not reported at fair value, premiums receivable, amounts recoverable from reinsurers and certain off-balance sheet credit exposures based on relevant information about past events, current conditions, and reasonable and supportable forecasts that may affect the collectability of reported amounts. Additionally, modifications to the impairment model for AFS debt securities remove the requirement for entities to consider the length of time the fair value has been below amortized cost and subsequent fair value recoveries, or declines, when determining if an asset is impaired. Both the current expected credit loss and AFS debt securities impairment models employ an allowance methodology to record impairments that can be modified in following periods due to improvements in expected cash flows.

The guidance was applied through a cumulative-effect adjustment to beginning retained earnings for expected credit losses. Upon adoption of this ASU for AFS debt securities, the Company determined that an additional allowance adjustment to the opening balance of retained earnings as of January 1, 2023 was not necessary due to a qualitative assessment of impairment factors the Company has determined to be sufficient in assessing whether a credit loss existed.

Effective April 17, 2024, certain in-force and new issuances of multi-year guaranteed annuity and fixed indexed annuity products amounting to approximately \$5 billion were ceded to AeCe ISA Ltd. under a coinsurance with funds withheld arrangement. The initial ceded quota share is 80% and may be adjusted for future sales. The assets backing the ceded reserves remain on the Company's balance sheet. ("AeCe Transaction")

Core earnings were \$224 million for the six months ended June 30, 2024, up from \$214 million for the same period in 2023. The increase in core earnings were driven by higher revenues from growth in policy and contract charges, primarily on our indexed universal life products, and net investment income. These were partially offset by higher interest credited driven by increased sales in indexed universal life and fixed annuities as well as increased policy benefits as we continue to grow our business.

Each of the components of core earnings and the factors that contributed to the changes for six months ended June 30, 2024 and 2023 are described in detail below.

	For the Six Months Ended June 30,	
	2024	2023
	<i>(in thousands)</i>	
<b>Revenues:</b>		
Insurance premiums	\$ 184,362	\$ 169,668
Policy and contract charges	672,050	595,229
Commissions, fees and other income	77,415	43,685
Net investment income	879,606	804,382
<b>Total revenues, on a core earnings basis</b>	<b>1,813,433</b>	<b>1,612,964</b>
<b>Benefits and expenses:</b>		
Increase in policy liabilities	11,317	16,004
Policy benefits	369,061	317,513
Policyholders' dividends and dividend obligations	10,051	14,950
Interest credited to policyholder account liabilities	614,033	508,629
Operating expenses	231,556	222,287
Interest expense	33,711	33,539
Policy acquisition expenses	319,422	286,129
<b>Total benefits and expenses, on a core earnings basis</b>	<b>1,589,151</b>	<b>1,399,051</b>
<b>Core earnings</b>	<b>\$ 224,282</b>	<b>\$ 213,913</b>

### Insurance Premiums

Insurance premiums include considerations on traditional whole, term life insurance and disability income contracts. Insurance premiums do not include deposits received for investment-type products such as fixed interest annuities, indexed annuities and universal life policies, which comprise the majority of our new sales. Annuity products earn a net spread between net investment income on assets that support the policies and expenses for interest credited to policyholders. Revenue from universal life products is primarily reflected in policy and contract charges.

Insurance premiums increased \$14 million, or 8%, to \$184 million for the six months ended June 30, 2024 from \$170 million for the same period in 2023. This increase was primarily driven by higher term life product sales.

### Policy and Contract Charges

Policy and contract charges include fees charged on indexed universal life products, variable annuities, premium loads, cost of insurance charges, surrender charges and rider charges. Policy and contract charges increased \$77 million, or 13%, to \$672 million for the six months ended June 30, 2024 from \$595 million in 2023. This increase was driven by growth in overall account value, primarily on our indexed universal life products.

## Commissions, Fees and Other Income

Commissions consist of dealer concessions earned by the Company's affiliated broker-dealer, Equity Services, Inc. Other income includes revenues from reinsurance, change in cash surrender value of corporate owned life insurance ("COLI") and miscellaneous fee income. Revenues from commissions, fees and other income increased by \$33 million, or 76% to \$77 million for the six months ended June 30, 2024 from \$44 million in 2023, primarily due to an increase in reinsurance related revenue and interest received on an IRS income tax refund.

## Net Investment Income

Net investment income represents interest income on our portfolio of bonds, mortgage loans, contract loans and short-term investments, as well as amortization of premium or accretion of discount on bonds, dividends from preferred and common stock, partnership income, and income (losses) from derivative instruments. On a non-GAAP core earnings basis, we exclude from net investment income any income (losses) from derivative instruments that economically hedge our indexed product liabilities; instead, those hedging results are presented within interest credited to policyholder account liabilities. Net investment income on a core earnings basis was \$880 million for the six months end June 30, 2024, compared to \$804 million for the same period in 2023. This increase was driven by higher income from the bond portfolio due to the overall growth of the in-force business, partially offset by activity ceded as part of the AeCe Transaction.

The table below provides a breakdown of the components of net investment income on a core earnings basis, which excludes income on options that economically hedge our indexed products:

	For the Six Months Ended	
	June 30,	
	2024	2023
	<i>(in thousands)</i>	
<b>Net investment income</b>		
Debt securities	\$ 737,097	\$ 628,389
Equity securities	9,380	11,325
Mortgage loans	104,720	98,775
Policy loans	32,277	26,080
Real estate	3,033	1,697
Derivatives	1,082	(5,382)
Partnerships	45,334	49,291
Other investment income	(28,882)	13,747
Gross investment income	904,041	823,922
Less: Investment expenses	(24,435)	(19,540)
Net investment income on a core earnings basis	\$ 879,606	\$ 804,382

## Increase in Policy Liabilities

The increase in policy liabilities reflects changes in the product liability reserves for whole and term life insurance, disability income insurance and changes in additional reserves held on certain annuities. The change in policy liabilities was a net increase of \$11 million for the six months ended June 30, 2024, compared to a net increase of \$16 million for the same period in 2023. The change in policy liabilities was primarily due to elevated surrender activity resulting in a greater release of reserves for the six months end June 30, 2024, compared to the same period in 2023.

## **Policy Benefits**

Policy benefits include death benefits for life insurance policies, policy surrenders for whole life policies and disability income benefits. In addition, policy benefits include a small amount of miscellaneous benefits such as payments on life-contingent immediate annuities and premium waiver benefits due to disability. Policy benefits increased \$51 million to \$369 million for the six months end June 30, 2024 from \$318 million for the same period in 2023, driven by less favorable experience on accelerated benefits riders and elevated fixed universal life mortality.

## **Policyholders' Dividends and Dividend Obligations**

Policyholders' dividends consist of the pro rata amount of dividends earned that will be paid or credited at the next policy anniversary and policyholder dividend obligations ("PDO") primarily arising from the Closed Block. Dividends are based on a scale that is designed to reflect the relative contribution of each group of policies to the Company's overall operating results. The dividend scales are approved annually by the Company's Board of Directors. For the non-GAAP measure of core earnings, policyholders' dividends and dividend obligations exclude amounts related to current year net investment gains (losses). Policyholders' dividends and dividend obligations included in core earnings decreased \$5 million for the six months ended June 30, 2024 compared to the same period in 2023. This decrease was primarily related to the changes in the PDO liability.

## **Interest Credited to Policyholder Account Liabilities**

Interest credited to policyholder account liabilities represents amounts credited to universal life insurance, fixed deferred annuities and indexed products, as well as the change in reserves related to guaranteed lifetime income riders ("GLIR") and the amortization of sales inducements. For the non-GAAP presentation of core earnings, interest credited also includes income on options that economically hedge our indexed products. Core interest credited increased \$105 million to \$614 million for the six months ended June 30, 2024 from \$509 million for the same period in 2023. This increase reflects growth in account value within our indexed and fixed annuity product lines, driven by sales growth, partially offset by activity ceded for the AeCe Transaction.

## **Operating Expenses**

Operating expenses consist primarily of administrative, maintenance and operational expenses related to servicing the Company's business. Operating expenses increased \$10 million to \$232 million for the six months ended June 30, 2024 compared to \$222 million for the same period in 2023, primarily due to higher growth-related personnel costs.

## **Interest Expense**

Interest expense consists of interest paid on the Company's surplus notes and senior notes. Interest expense totaled \$34 million for the six months ended June 30, 2024 and 2023.

## **Policy Acquisition Expenses**

Policy acquisition expenses include commissions and other costs related to the acquisition of new or renewal life and annuity business, as well as amortization of previously deferred acquisition costs. Commissions and other costs that are directly related to the successful acquisition of new or renewal insurance contracts are eligible to be deferred under GAAP. DAC for participating life insurance, universal life insurance, and annuities is amortized and recognized in income in relation to future estimated gross profits. DAC for non-participating term and whole life insurance and participating limited-payment and single-payment life insurance is amortized and recognized in relation to premium income. Policy acquisition expenses are reported net of amounts deferred in the current year and include the amortization of DAC.



For the non-GAAP presentation of core earnings, policy acquisition expenses exclude amortization of DAC related to net investment gains (losses) on assets that support policy reserves, and amortization of DAC related to non-core earnings. Policy acquisition expenses for the life and annuity businesses included in core earnings were \$319 million for the six months ended June 30, 2024, up from \$286 million for the same period in 2023. This increase was primarily attributable to continued growth in the life and annuity lines of business.

### Net Investment Gains (Losses)

The Company recorded net investment gains of \$41 million for the six months ended June 30, 2024 compared to net investment losses of \$15 million for the same period in 2023. Changes in the fair value of partnerships not accounted for using the equity method (based on the Company's level of ownership and influence) are recorded within net investment gains (losses). The net investment gains for the six months ended June 30, 2024 were driven by the AeCe Transaction and the fair value change in partnerships. Net investment losses in 2023 were primarily driven by the fair value changes in partnerships. The non-GAAP measure of pre-tax operating income excludes net investment losses and is also adjusted to exclude amortization of DAC and sales inducements, and policyholder dividend obligations, that are related to net investment gains (losses) (see "Non-GAAP Measures," above).

Details of net investment gains (losses) by asset category are provided in the table below:

	For the Six Months Ended	
	June 30,	
	2024	2023
	<i>(in thousands)</i>	
Net investment gain (losses) on:		
Debt securities	\$ (47,322)	\$ (13,840)
Equity securities	9,150	8,347
Mortgage loans	(1,988)	(801)
Partnerships	15,663	(17,334)
Other invested assets	65,973	8,413
Net investment gain (losses)	<u>\$ 41,476</u>	<u>\$ (15,215)</u>

### Federal Income Taxes

Federal income tax expense was \$61 million for the six months ended June 30, 2024 compared to income tax expense of \$39 million for the same period in 2023. The Company's effective tax rate was 23.6% and 21% for the six months ended June 30, 2024 and 2023, respectively.

### Non-Core Earnings

Non-core earnings primarily include short-term income volatility that results from the fair value measurement under GAAP of certain indexed product liabilities, which are sensitive to movement in equity market indexes and future interest rate assumptions, and the related impact to DAC and deferred sales inducements. Non-core earnings reduced pre-tax operating earnings by \$1 million for the six months ended June 30, 2024 and reduced pre-tax earnings by \$11 million for the same period in 2023.

## SUMMARY OF FINANCIAL POSITION

### Balance Sheet Information

The Company's investment objective is to keep its promises to policyholders by earning competitive net investment income within prudent, strategic asset allocation, asset liability management, and risk management frameworks. This includes portfolio and issuer diversification and careful consideration of various scenarios including interest rate, credit, and liquidity risks through market cycles. The Company's investment portfolio consists primarily of available-for-sale debt and equity securities, agency mortgage-backed securities, directly underwritten commercial and residential real estate mortgages and contract loans.

As of June 30, 2024, total assets were \$53.7 billion, primarily attributable to investments that support life insurance policy and annuity contracts with more than 1.3 million customers, compared to \$45.5 billion as of December 31, 2023. The change in total assets was primarily due to the AeCe Transaction as well as increased cash and investments.

Cash and investments increased \$2.7 billion from December 31, 2023, which included a \$475 million decrease in unrealized gains (losses) on available-for-sale debt securities and a \$628 million increase in derivative assets, primarily equity index options used to hedge our indexed product liabilities. After excluding derivative assets and net unrealized gains and losses, total cash and invested assets as of June 30, 2024 increased to \$40.9 billion compared to \$38.4 billion as of December 31, 2023, primarily due to increasing cash flow from our growing life and annuity business. The remainder of the portfolio consists primarily of partnerships and other invested assets, cash, trading debt securities, equity securities, policy loans, and other short-term investments.

Total liabilities as of June 30, 2024 were \$51.3 billion, compared to \$42.9 billion as of December 31, 2023. The increase was primarily due to the AeCe Transaction as well as increases in policyholder account liabilities.

We evaluate our capital adequacy based on internally-defined risk tolerances, regulatory requirements, rating agency and creditor expectations and business needs. We regularly evaluate the impact on our capital of potential macroeconomic, financial and insurance stresses. We believe that our capital resources are sufficient to satisfy future requirements and meet our obligations to policyholders, creditors and debt-holders, including those arising from reasonably foreseeable contingencies or events.

The following table provides a summary of the Company's consolidated balance sheet data:

	As of June 30, 2024	As of December 31, 2023
	<i>(in thousands)</i>	
<b>Assets:</b>		
Cash and investments	\$ 40,929,561	\$ 38,228,183
Other general account assets	11,952,353	6,418,086
Separate account assets	852,777	825,824
Total assets	\$ 53,734,691	\$ 45,472,093
<b>Liabilities and Stockholder's Equity:</b>		
Total liabilities	51,293,663	42,923,414
Stockholder's Equity:		
Retained earnings	4,138,526	3,940,015
Accumulated other comprehensive loss	(1,697,498)	(1,391,336)
Total stockholder's equity	2,441,028	2,548,679
Total liabilities and stockholder's equity	\$ 53,734,691	\$ 45,472,093

## Cash Flow and Liquidity Information

Cash and restricted cash was \$669 million as of June 30, 2024, compared to \$668 million as of December 31, 2023. In addition to liquidity sourced from cash flows including premiums, deposits, investment income and maturities, the Company has access to secured asset-based borrowing capacity through membership in the Federal Home Loan Banks of Boston and Dallas. The Company evaluates liquidity risk quarterly by projecting cash flows under a stress scenario to ensure that there is sufficient liquidity to meet operating demands and objectives over a 36-month period, without consideration of mitigating actions such as the liquidation of investment holdings and changes in our investment strategy and product offerings.

In 2021, NLVF entered into a facility agreement with a Delaware trust that gives the Company the right over a 30-year period to issue at any time up to \$750 million of 4.161% Senior Notes due August 15, 2051 to the Delaware trust in exchange for a corresponding amount of U.S. Treasury securities held by the Delaware trust, therefore providing an alternative source of liquidity. This agreement provides an alternative source of liquid assets that the Company can access at its discretion. As of June 30, 2024, NLVF has not exercised its issuance right with respect to the facility agreement and there are no 4.161% Senior Notes outstanding.

The following table includes the Company's consolidated cash flows provided by or used in operating, investing, and financing activities:

	<b>For the Six Months Ended June 30,</b>	
	<b>2024</b>	<b>2023</b>
	<i>(in thousands)</i>	
Net cash provided by (used in) operating activities	\$ 508,224	\$ (81,952)
Net cash used in investing activities	(2,151,642)	(1,654,645)
Net cash provided by financing activities	<u>1,644,509</u>	<u>2,094,859</u>
Net increase in cash	<u>\$ 1,091</u>	<u>\$ 358,262</u>

Net cash provided by operating activities was \$508 million for the six months ended June 30, 2024, compared to net cash used of \$82 million for the same period in 2023. The change in cash provided by (used in) operating activities compared to the prior year period were driven by the AeCe Transaction and income tax refund.

Net cash used in investing activities was \$2.2 billion for the six months ended June 30, 2024, compared to \$1.7 billion for the same period in 2023. The change in cash used in investing activities compared to the prior year period were driven by cost of investments acquired, net of sales, primarily due to growth in the bond portfolio and an increase in short-term investments due to higher interest rates.

Net cash provided by financing activities was \$1.6 billion for the six months ended June 30, 2024, compared to \$2.1 billion for the same period in 2023. The change in net cash provided by financing activities compared to the prior year period was primarily due to higher withdrawals, partially offset by funds received as part of the AeCe Transaction.

## Other Selected Data

	As of June 30, 2024	As of December 31, 2023	Change
	<i>(in billions)</i>		
Life insurance in force (before reinsurance ceded)	\$ <b>359.0</b>	\$ 334.4	\$ 24.6
Total cash and invested assets (excluding unrealized gains and losses and derivatives)	\$ <b>40.9</b>	\$ 38.4	\$ 2.5
	<b>For the Six Months Ended</b>		
	June 30, 2024	June 30, 2023	Change
<u>Weighted New Annualized Premium ("WNAP")</u>	<i>(in millions)</i>		
<u>Sales</u>			
Life	\$ 299	\$ 245	\$ 54
Annuity	315	353	(38)
Total Life and Annuity WNAP	<u>\$ 614</u>	<u>\$ 598</u>	<u>\$ 16</u>

## PROSPECTIVE INFORMATION

Forward-looking statements contained herein are not guarantees of future performance and involve risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of various factors. The following uncertainties, among others, may have such an effect:

- Difficult conditions in the global capital markets and the economy;
- Significant market valuation fluctuations of the Company's investments, including any that are relatively illiquid;
- Differing interpretations in the methodologies, estimations and assumptions for the valuation of fixed maturity, equity and trading securities;
- Subjectivity in determining the amount of allowances and impairments taken on certain Company investments;
- Defaults on commercial mortgages held by the Company and volatilities in performance;
- Exposure to structured finance securities;
- Exposure to alternative investments;
- Exposure to mortgage-backed securities;
- Impairments of other institutions;
- Changes in interest rates and exposure to credit spreads;
- Effectiveness of the Company's hedging strategies and availability of hedging instruments;
- Impact of economic conditions on customers and vendors;
- Downgrades or potential downgrades in the Company's ratings;
- Changes in accounting rules;
- Adverse regulatory and legislative developments;
- Litigation and regulatory investigations;
- Changes in tax laws and the interpretation thereof;
- Inability to pay guaranteed policy benefits;
- Effectiveness of the Company's risk management policies and procedures;
- Lack of available, affordable or adequate reinsurance;
- Failure of counterparties to perform under reinsurance agreements, hedging instruments, or other contracts with the Company;
- Significant competition in the Company's businesses;

- Sensitivity of the amount of statutory capital the Company must hold to factors outside of its control;
- Adequacy of the Company's reserves for future policy benefits and claims;
- Deviations from assumptions regarding future mortality, morbidity, and interest rates used in calculating reserve amounts and pricing the Company's products;
- Ability to attract and retain producing agents and key personnel;
- Ability to raise additional capital;
- Costs related to future pension obligations;
- Impact of international tension between the United States and other nations, terrorist attacks or ongoing military and other actions;
- Pandemics or other catastrophic events; and
- A computer system failure or security breach.

Consequently, such forward-looking statements should be regarded solely as our current plans, estimates, and beliefs. We do not intend, and do not undertake, any obligation to update any forward-looking statements to reflect future events or circumstances after the date of such statements.

Our goals over the next several years include continued responsible growth across all of our product lines, as well as improving the efficiency and effectiveness of the overall organization. The Company will continue to deliver new and innovative products and riders, and partner with distributors who share our mission, values, and purpose. We will also continue to invest in our technology infrastructure to improve services for all our key stakeholders.

We will continue to manage our investment portfolio with the objective of competitive net investment income within prudent strategic asset allocation, asset liability management, and risk management frameworks.

### **Basis of Presentation and Principles of Consolidation**

The following consolidated financial statements of NLVF have been prepared in conformity with GAAP. These financial statements should be read in conjunction with and are qualified in their entirety by reference to the Company's consolidated financial statements as of and for the years ended December 31, 2023 and 2022, which have been audited by PricewaterhouseCoopers LLP, including the accompanying notes which are an integral part of the audited financial statements. The preparation of financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the reported amounts and related disclosures. Actual results could differ, possibly materially, from those estimates.

The consolidated financial statements of the Company include the accounts of NLVF and its direct and indirect subsidiaries. Intercompany transactions and balances have been eliminated in consolidation.

**NLV Financial Corporation and Subsidiaries**  
**Consolidated Balance Sheets**  
**As of June 30, 2024 and December 31, 2023**

(in thousands)

**Assets:**

Cash and investments:

	As of June 30, 2024	As of December 31, 2023
Available-for-sale debt securities	\$ 25,830,810	\$ 26,799,650
Equity securities	144,401	132,305
Trading debt securities	2,173,264	154,306
Mortgage loans	5,006,445	4,762,202
Policy loans	1,378,601	1,244,017
Real estate investments	21,046	21,584
Derivative assets	3,123,070	2,494,681
Other invested assets	1,734,261	1,553,932
Short term investments	849,031	397,965
Cash and restricted cash	668,632	667,541
<b>Total cash and investments</b>	<b>40,929,561</b>	<b>38,228,183</b>
Deferred policy acquisition costs	4,692,998	4,434,425
Accrued investment income	366,810	353,848
Premiums and fees receivable	9,757	19,622
Amounts recoverable from reinsurers	598,028	139,554
Property and equipment, net	183,122	170,222
Corporate owned life insurance	608,216	598,668
Deferred tax asset	600,646	515,449
Federal income tax recoverable	25,345	—
Deposit Asset	4,642,427	—
Other assets	225,004	186,298
Separate account assets	852,777	825,824
<b>Total assets</b>	<b>\$ 53,734,691</b>	<b>\$ 45,472,093</b>

**Liabilities:**

Policy liabilities:

Policy benefit liabilities	\$ 3,935,752	\$ 3,935,308
Policyholder account liabilities	36,267,974	34,099,412
Policyholders' deposits	155,383	149,630
Policy claims payable	132,600	141,356
Policyholders' dividends and dividend obligations	11,245	9,307
<b>Total policy liabilities</b>	<b>40,502,954</b>	<b>38,335,013</b>
Amounts payable to reinsurers	9,738	23,775
Funds withheld payable	5,406,732	—
Derivative liabilities	2,052,816	1,577,475
Other liabilities and accrued expenses	1,361,236	1,031,663
Pension and other post-retirement benefit obligations	190,218	183,157
Federal income tax payable	—	29,603
Debt	917,192	916,904
Separate account liabilities	852,777	825,824
<b>Total liabilities</b>	<b>\$ 51,293,663</b>	<b>\$ 42,923,414</b>

**Stockholder's equity:**

Class A common stock, 2,000 shares authorized, no shares issued and outstanding	\$ —	\$ —
Class B common stock, par value of \$0.01, 1,001 shares authorized, 100 shares issued and outstanding	—	—
Preferred stock, 500 shares authorized, no shares issued and outstanding	—	—
Retained earnings	4,138,526	3,940,015
Accumulated other comprehensive loss	(1,697,498)	(1,391,336)
<b>Total stockholder's equity</b>	<b>\$ 2,441,028</b>	<b>\$ 2,548,679</b>
<b>Total liabilities and stockholder's equity</b>	<b>\$ 53,734,691</b>	<b>\$ 45,472,093</b>

**NLV Financial Corporation and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**  
**For the Six Months Ended June 30, 2024 and 2023**

	For the Six Months Ended	
	June 30,	
	2024	2023
<i>(in thousands)</i>		
<b>Revenues:</b>		
Insurance premiums	\$ 184,362	\$ 169,668
Policy and contract charges	672,050	595,229
Commissions and fee income	36,391	31,181
Net investment income	1,125,553	1,110,130
Net investment losses	41,476	(15,215)
Other income	41,024	12,504
<b>Total revenues</b>	<b>2,100,856</b>	<b>1,903,497</b>
<b>Benefits and expenses:</b>		
Increase in policy liabilities	11,317	16,004
Policy benefits	369,061	317,513
Policyholders' dividends and dividend obligations	10,050	13,170
Interest credited to policyholder account liabilities	769,780	753,593
Operating expenses	231,556	222,287
Interest expense	33,711	33,539
Policy acquisition expenses	415,497	359,859
<b>Total benefits and expenses</b>	<b>1,840,972</b>	<b>1,715,965</b>
<b>Income before income taxes</b>	<b>259,884</b>	<b>187,532</b>
Income tax expense	61,373	39,382
<b>Net income</b>	<b>\$ 198,511</b>	<b>\$ 148,150</b>



**NLV Financial Corporation and Subsidiaries**  
**Consolidated Statements of Changes in Stockholder's Equity**  
**For the Six Months Ended June 30, 2024 and 2023**

	Class A Common Stock	Class B Common Stock	Preferred Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
<i>(in thousands)</i>						
January 1, 2023	\$ —	\$ —	\$ —	\$ 3,729,404	\$ (1,819,007)	\$ 1,910,397
Net income	—	—	—	148,150	—	148,150
Effect of implementation of ASU 2016-13, net	—	—	—	(8,632)	—	(8,632)
Change in unrealized gains on available-for-sale securities, net	—	—	—	—	126,332	126,332
Change in cash flow hedge on debt issuance, net	—	—	—	—	20	20
Change in additional minimum pension liability, net	—	—	—	—	3,348	3,348
Total comprehensive income						269,218
June 30, 2023	\$ —	\$ —	\$ —	\$ 3,868,922	\$ (1,689,307)	\$ 2,179,615
January 1, 2024	\$ —	\$ —	\$ —	\$ 3,940,015	\$ (1,391,336)	\$ 2,548,679
Net income	—	—	—	198,511	—	198,511
Change in unrealized gains on available-for-sale securities, net	—	—	—	—	(309,365)	(309,365)
Change in cash flow hedge on debt issuance, net	—	—	—	—	(34)	(34)
Change in additional minimum pension liability, net	—	—	—	—	3,237	3,237
Total comprehensive loss						(107,651)
June 30, 2024	\$ —	\$ —	\$ —	\$ 4,138,526	\$ (1,697,498)	\$ 2,441,028

**NLV Financial Corporation and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**For the Six Months Ended June 30, 2024 and 2023**

	For the Six Months Ended June 30,	
	2024	2023
<i>(in thousands)</i>		
<b>Cash flows from operating activities:</b>		
Net income	\$ 198,511	\$ 148,150
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for deferred income taxes	(3,849)	(136,380)
Interest credited to policyholder account liabilities	769,780	753,593
Amortization of deferred policy acquisition costs	351,921	296,576
Policy and contract charges	(672,050)	(595,229)
Net investment (gains) losses	(41,475)	15,215
Change in fair value of derivatives	(249,354)	(321,172)
Change in corporate owned life insurance policies	(9,548)	(13,512)
Depreciation	15,477	16,612
Other	597	(9,209)
Changes in assets and liabilities:		
Accrued investment income	(12,961)	(33,370)
Deferred policy acquisition costs	(517,071)	(434,446)
Policy liabilities	537,814	83,932
Other assets and liabilities	140,432	147,288
Net cash provided by (used in) operating activities	<u>508,224</u>	<u>(81,952)</u>
<b>Cash flows from investing activities:</b>		
Proceeds from sales, maturities and repayments of investments	3,738,104	1,566,035
Cost of investments acquired	(5,216,632)	(3,130,682)
Property and equipment additions	(26,889)	(16,969)
Change in policy loans	(134,584)	(80,160)
Change in short term investments	(451,066)	(367,964)
Change in short term broker collateral	33,257	361,720
Other	(93,832)	13,375
Net cash used in investing activities	<u>(2,151,642)</u>	<u>(1,654,645)</u>
<b>Cash flows from financing activities:</b>		
Policyholders' deposits	2,774,549	3,203,627
Policyholders' withdrawals	(1,308,268)	(1,098,768)
Advances from Federal Home Loan Banks	669,153	38,000
Repayments to Federal Home Loan Banks	(591,907)	(48,000)
Change in other deposits	9,529	—
Other financing activities	91,453	—
Net cash provided by financing activities	<u>1,644,509</u>	<u>2,094,859</u>
<b>Net increase in cash</b>	<b>1,091</b>	<b>358,262</b>
<b>Cash and restricted cash:</b>		
Beginning of period	667,541	198,162
End of period	<u>\$ 668,632</u>	<u>\$ 556,424</u>