

## PRESS RELEASE

### Lancer Insurance Company to Merge with Core Specialty

- ***Lancer to operate as a separately managed Division of Core Specialty, retaining the Lancer brand and management team***
- ***Furtheres Core Specialty's momentum in building the leading specialty insurance company***
- ***Dave Delaney, Lancer's CEO, to join the Core Specialty Board***
- ***Deepens Core Specialty's participation in the commercial auto market, where rates have been escalating***
- ***Pro forma capital exceeds \$1 billion***

Cincinnati, OH and Long Beach, NY: April 16, 2021/PRNewswire/ – Core Specialty Insurance Holdings, Inc. and its subsidiaries (“Core Specialty” or the “Company”) and Lancer Financial Group, Inc. (the parent company of Lancer Insurance Company (collectively, “Lancer”)), both specialty property and casualty (“P&C”) insurers, announced today the signing of a definitive agreement to combine the companies in a stock and cash transaction. Lancer will bring Core Specialty over 35 years of specialty commercial auto expertise that will extend the capabilities of Core Specialty’s existing diversified range of specialty P&C insurance products. This combination joins two highly complementary businesses with a shared strategic vision to become the leading specialty P&C insurer. The post-merger Core Specialty will be a further diversified company with an attractive business profile, a clean balance sheet and over \$1 billion in equity capital.

The merger with Lancer marks Core Specialty’s first merger or acquisition since the recapitalization of StarStone U.S. in November 2020. The combined Lancer and Core Specialty will have approximately 550 total employees. Lancer, which has been a leading provider of premier specialty insurance solutions to businesses and commercial transportation companies across the U.S. for over 35 years, will retain its brand, management team and operating locations. Lancer and Core Specialty will work together to ensure all policyholders continue to receive industry leading products and services, and to align the combined operations in the best interests of customers, agents, brokers, and employees. Core Specialty operates through a business unit philosophy that allows its Divisions local decision-making for underwriting, claims, and policy servicing with a high degree of autonomy and full accountability.

The transaction will be structured as a merger, with Lancer shareholders receiving a combination of Core Specialty common shares, preferred shares and cash. The newly issued Core Specialty preferred shares will mandatorily convert into common shares upon a Core Specialty initial public offering or certain other specified events. In addition, Lancer’s existing shareholders will retain the financial impact of development on Lancer’s existing reserves for losses and loss adjustment expenses over a five-calendar year period within a specified symmetrical range. The transaction is expected to be accretive to Core Specialty’s earnings per share and return on equity in 2021. The merger was unanimously approved by both companies’



Boards of Directors and is expected to be completed during the third quarter of 2021, subject to customary regulatory approvals. The companies previously partnered in January 2021 to launch a new excess transportation program.

Jeff Consolino will continue to lead the combined company as President and CEO and Ed Noonan will continue as Core Specialty Executive Chairman. Dave Delaney, Lancer's CEO will join the Board of Core Specialty at closing and will work closely with Mr. Consolino and senior members of the Lancer and Core Specialty teams in the integration of the businesses. The Core Specialty Board of Directors will comprise the current Board with the addition of Mr. Delaney. Matthew Jenkins, Lancer's President & Chief Operating Officer, will serve as President of Core Specialty's Lancer Division after the closing.

Jeff Consolino said: "Core Specialty's vision is to become the leading specialty insurer and the Lancer merger continues our very strong progress in our mission. Core Specialty has the capital to take on risk, the underwriting talent in place, a proven and decisive leadership team and a track record of making things happen fast. Collectively and in each of our specialist niche business units, we intend to operate with strong entrepreneurial spirit and drive, speed, agility, and empowered decision-making.

Lancer is a leader in the specialty transportation market with a long track record and a senior management team we know and admire. Lancer will operate as Core Specialty's ninth specialty P&C business unit. Since the June 10, 2020 agreement by Core Specialty to recapitalize StarStone U.S., we have grown from four business units through forming a new Excess & Surplus Property Division, establishing a Marine and Energy Division from the StarStone London managed business, separating and hiring new leadership for our Errors and Omissions Professional Liability and D&O Management Professional Liability Divisions and initiating an Agriculture Division."

Dave Delaney, Co-Founder and CEO of Lancer, said, "All of us at Lancer are excited to be joining forces with Core Specialty. Core Specialty's management team is exceptional and our friendship with Jeff Consolino, Ed Noonan and members of Core Specialty's Board goes back a very long way. I have no doubt Lancer and Core Specialty's combined operating and financial resources will create tremendous growth opportunities for our shareholders, employees, policyholders and distribution partners."

Ed Noonan, Executive Chairman of Core Specialty, said, "I have known Dave Delaney for over 30 years. He is an excellent specialty P&C insurance operator and I am excited that he will be joining the Core Specialty Board. We have assembled a Board for Core Specialty comprised of company founders and business builders which we believe is second to none and Dave's talents will add meaningfully to our Board. We are also pleased and honored that after decades of building Lancer as an independent, family-controlled enterprise, Dave and his co-shareholders have the confidence in Core Specialty's management, business plan and investors to exchange their Lancer equity for the opportunity to join their future prospects with ours."



### **Transaction Advisors**

Lancer is being advised by Waller Helms Advisors and Dowling Hales as financial advisors, and Nixon Peabody LLP as transaction counsel. Core Specialty is being advised by J.P. Morgan as financial advisor and Skadden, Arps, Slate, Meagher & Flom LLP as transaction counsel.

### **About Core Specialty**

Core Specialty offers a diversified range of property and casualty insurance products for small to midsized businesses. From its underwriting offices spanning the U.S., the Company focuses on niche markets, local distribution, and superior underwriting knowledge; offering traditional as well as innovative insurance solutions to meet the needs of its customers and brokers. Core Specialty is an insurance holding company operating through StarStone Specialty Insurance Company, a U.S. excess and surplus lines insurer, and StarStone National Insurance Company, a U.S. admitted markets insurer. The Company is rated A- (Excellent) by AM Best. For further information about Core Specialty, please visit [www.corespecialty.com](http://www.corespecialty.com).

### **About Lancer Insurance Company**

Lancer Insurance Company has been a leading provider of premier specialty insurance solutions to businesses and commercial transportation companies across the U.S. for over 35 years, leveraging a network of over 2,000 broker relationships. Lancer specializes in auto liability, physical damage, cargo and general liability coverages. Lancer has consistently received an A- (Excellent) rating for financial strength and stability by AM Best, one of the most recognized rating systems in the insurance industry. Please visit [www.lancerinsurance.com](http://www.lancerinsurance.com) for more information.

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