



Trisura Guarantee Insurance Company
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TRISURA GROUP ANNOUNCES AGREEMENT TO ACQUIRE 40% MANAGEMENT INTEREST IN CANADIAN SUBSIDIARY

All amounts in C\$

TORONTO, November 29, 2017 — Trisura Group Ltd. (“Trisura”) today announced that it has agreed to acquire the remaining 40% management interest in its Canadian subsidiary that holds Trisura Guarantee Insurance Company (“Trisura Guarantee”). Trisura currently holds a 60% interest in the Canadian subsidiary. Trisura agreed to acquire the 40% interest from a group of current employees and directors of Trisura Guarantee (the “TG Management Group”) in exchange for common and preferred shares of Trisura. Trisura Guarantee is a leading Canadian specialty insurance provider, which operates in the surety, risk solutions and corporate insurance segments of the market.

“Exchanging Trisura Guarantee management’s ownership for shares of Trisura is an important development for us as we integrate our operations and develop our broader platform,” stated Greg Morrison, President and CEO of Trisura. “This transaction better aligns management interests across Trisura with our shareholders, allows all members of our team to participate in Trisura’s growth and simplifies our corporate structure.”

“The management and employee shareholders of Trisura Guarantee are pleased to have reached an agreement to exchange our current shareholding for a significant stake in Trisura, the global public entity,” said Mike George, President and CEO of Trisura Guarantee. “The share exchange will enable us to participate in the future growth of Trisura, as well as helping us achieve our strategic initiatives in Canada and abroad. We look forward to working closely together with Trisura in building an even more successful and significant company in the future.”

A Special Committee composed of Trisura independent directors Paul Gallagher, Bart Hedges and David Nowak was formed to review the proposed acquisition and make a recommendation to the Trisura board of directors. Following its review, the Committee unanimously recommended that the Trisura board proceed with the proposal on the basis that it was in Trisura’s best interests, and the Trisura board unanimously approved the transaction.

Transaction Terms

Trisura has agreed to purchase TG Management Group’s interest in Trisura Guarantee in exchange for Trisura common shares, and in the case of certain members of the TG Management Group, preferred shares of Trisura.

The preferred shares will be issued at a price of \$25 per share. Holders of the preferred shares are entitled to receive a cumulative quarterly fixed dividend yielding 6.00% annually for an

initial five-year period ending December 31, 2022. Thereafter, the dividend rate will be reset every five years at a rate equal to the 5-year Government of Canada bond yield plus 7.50%.



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The number of common shares to be issued as part of the transaction represents 16.6% of the total number of common shares currently outstanding. The transaction has been conditionally approved by the Toronto Stock Exchange

Consideration	Number of Shares	Value
Common Shares	963,143	\$27,343,629
Preferred Shares	64,000	\$1,600,000

Senior members of the TG Management Group have agreed to enter into a lock-up agreement for 50% of the common shares they will receive, which will expire on December 23, 2018. As a result of the transaction, the shareholders agreement between TG Management Group and Trisura will be terminated.

Financial Impact

Management expects the transaction to be accretive to earnings and book value per share in 2018. Following the transaction, it is expected that Trisura's debt to capital ratio will decline below our target maximum of 20%.

About Trisura Group

Trisura Group Ltd. is an international specialty insurance provider operating in the surety, risk solutions, corporate insurance and reinsurance segments of the market. Trisura has three principal regulated subsidiaries: Trisura Guarantee Insurance Company in Canada, Trisura Specialty Insurance Company in the USA and Trisura International Insurance Ltd. In Barbados. Trisura Group is listed on the Toronto Stock Exchange under the symbol "TSU".

Further information is available at <http://www.trisura.com/group>. Important information may be disseminated exclusively via the website; investors should consult the site to access this information. Details regarding the operations of Trisura Group are also set forth in regulatory filings. A copy of the filings may be obtained on Trisura's SEDAR profile at www.sedar.com.

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Cautionary Statement Regarding Forward-Looking Statements and Information

Note: This news release contains "forward-looking information" within the meaning of Canadian provincial securities laws and "forward-looking statements" within the meaning of applicable Canadian securities regulations. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, include statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of Trisura Group, as well as the outlook for North American and international economies for the current fiscal year and subsequent periods, and include words such as "expects," "anticipates," "plans," "believes," "estimates," "seeks," "intends," "targets," "projects,"



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"forecasts" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may," "will," "should," "would" and "could."

Although we believe that our anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results, performance or achievements of Trisura Group to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements and information.

Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements include, but are not limited to: the impact or unanticipated impact of general economic, political and market factors in the countries in which we do business; the behavior of financial markets, including fluctuations in interest and foreign exchange rates; global equity and capital markets and the availability of equity and debt financing and refinancing within these markets; strategic actions including dispositions; the ability to complete and effectively integrate acquisitions into existing operations and the ability to attain expected benefits; changes in accounting policies and methods used to report financial condition (including uncertainties associated with critical accounting assumptions and estimates); the ability to appropriately manage human capital; the effect of applying future accounting changes; business competition; operational and reputational risks; technological change; changes in government regulation and legislation within the countries in which we operate; governmental investigations; litigation; changes in tax laws; ability to collect amounts owed; catastrophic events, such as earthquakes and hurricanes; the possible impact of international conflicts and other developments including terrorist acts and cyber terrorism; and other risks and factors detailed from time to time in our documents filed with the securities regulators in Canada.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward-looking statements, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as required by law, Trisura Group undertakes no obligation to publicly update or revise any forward-looking statements or information, whether written or oral, that may be as a result of new information, future events or otherwise.