## VALIDUS RE

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#### **VALIDUS ANNOUNCES FIRST QUARTER 2009 RESULTS**

## ANNUALIZED RETURN ON AVERAGE EQUITY OF 19.2% AND ANNUALIZED OPERATING RETURN ON AVERAGE EQUITY OF 20.3%

Diluted Book Value Per Share of \$24.65 at March 31, 2009

Hamilton, Bermuda, May 4, 2009 — Validus Holdings, Ltd. ("Validus" or the "Company") (NYSE: VR) today reported net income of \$94.9 million, or \$1.20 per diluted common share for the quarter ended March 31, 2009, compared with net income of \$66.5 million, or \$0.85 per diluted common share, for the quarter ended March 31, 2008.

Net operating income for the first quarter of 2009 was \$100.4 million, or \$1.27 per diluted share, compared with net operating income of \$65.5 million, or \$0.84 per diluted common share, for the quarter ended March 31, 2008.

Net operating income, a non-GAAP financial measure, is defined as net income excluding net realized and unrealized gains or losses on investments, foreign exchange gains and losses and non-recurring items. Reconciliations of this measure to net income, the most directly comparable GAAP measure, are presented at the end of this release.

Commenting on first quarter results and 2009 business conditions, Validus' Chief Executive Officer Ed Noonan stated: "We are very pleased with the results of the first quarter, in which we produced an annualized operating return on average shareholders' equity of 20.3%, diluted EPS of \$1.20 and diluted operating EPS of \$1.27. We continue to be positioned to benefit strongly from the improved pricing environment we see in our core short-tail lines of business. Our gross premiums written rose 16.9% in the quarter compared to the first quarter of 2008. Our Validus Re segment grew gross premiums written by 23.9% year-over-year and growth in gross premiums written in the Talbot segment was 12.9%. This growth was achieved in the Validus Re segment through strong renewal pricing at January 1 and in the Talbot segment through rate increases and the contributions from our new underwriting teams. In the quarter, we maintained our conservative risk management philosophy and achieved our growth with no meaningful expansion in our risk profile. We see strong opportunities arising in the current capacity-

constrained market and intend to capitalize on them."

#### First quarter 2009 results

Highlights for the first quarter include the following:

- Gross premiums written of \$609.9 million compared to \$521.6 million for the same quarter last year an increase of \$88.3 million or 16.9%;
- Net premiums earned of \$318.8 million compared to \$291.9 million for the same quarter last year an increase of \$26.9 million or 9.2%;
- Combined ratio of 75.0% which included \$8.1 million of favorable prior year loss reserve development, benefiting the loss ratio by 2.5 percentage points;
- Net operating income of \$100.4 million, an increase of \$34.8 million or 53.2% from net operating income of \$65.5 million in the first quarter of 2008, primarily reflecting increased contribution from underwriting income of \$28.5 million and lower finance charges of \$13.8 million, offset by lower investment income of \$9.3 million;
- Net income of \$94.9 million, an increase of \$28.4 million or 42.8% from net income of \$66.5 million in the first quarter of 2008, reflecting growth in operating income, a decrease in realized and unrealized investment (losses) of \$6.0 million, offset in part by change in foreign (losses) gains of \$12.4 million;
- Annualized return on average equity of 19.2% and annualized operating return on average equity of 20.3%.

#### Validus Re Segment Results

Gross premiums written during the first quarter of 2009 were \$410.1 million, an increase of \$79.1 million or 23.9% from \$331.0 million in the first quarter of 2008. Gross premiums written were comprised of \$245.4 million of property premiums, \$121.5 million of marine premiums and \$43.2 million of specialty premiums compared to \$203.1 million of property premiums, \$84.0 million of marine premiums and \$43.9 million of specialty premiums in the first quarter of 2008.

Net premiums earned for the first quarter of 2009 were \$174.4 million compared to \$143.7 million for the first quarter of 2008, an increase of \$30.8 million or 21.4%.

The combined ratio for the quarter decreased to 57.1% from 62.6% in the first quarter of 2008. The loss ratio of 31.8% included favorable prior year loss reserve development of \$1.9 million (representing 1.1 percentage points on the loss ratio). Validus Re incurred \$6.9 million and \$6.6 million of loss expense attributable to windstorm Klaus and Australian wildfires, which represent 3.9 and 3.8 percentage points of the loss ratio, respectively. The reduction in the loss ratio from 41.0% in the first quarter of 2008 was due to a lower incidence of significant first quarter property and other loss events in the first quarter of 2009, which added 21.0% to the first quarter 2008 loss ratio.

#### **Talbot Segment Results**

Gross premiums written during the first quarter of 2009 were \$227.9 million, compared to \$201.8 million for the first quarter of 2008, an increase of \$26.1 million or 12.9%. Gross premiums written were comprised of \$60.7 million of property premiums, \$92.4 million of marine premiums and \$74.8 million of specialty premiums compared to \$40.4 million of property premiums, \$86.2 million of marine premiums and \$75.2 million of specialty premiums in the first guarter of 2008.

Net premiums earned for the first quarter of 2009 were \$144.3 million compared to \$148.2 million for the first quarter of 2008, a decrease of \$3.9 million or 2.6%.

The combined ratio decreased to 91.5% from 94.0% in the first quarter of 2008. The loss ratio of 52.9% included favorable prior year loss reserve development of \$6.2 million (representing 4.3 percentage points on the loss ratio).

#### **Corporate Segment Results**

Corporate results were comprised of executive and board expenses, internal and external audit expenses, interest and costs incurred in connection with the Company's junior subordinated deferrable debentures and other costs relating to the Company as a whole. General and administrative expenses for the three months ended March 31, 2009 were \$4.1 million compared to \$6.8 million for the three months ended March 31, 2008. Stock compensation expenses for the three months ended March 31, 2009 were \$3.3 million compared to \$4.3 million for the three months ended March 31, 2008.

#### Investments

Investment income was \$26.8 million in the first quarter of 2009 compared to \$36.0 million in the first quarter of 2008. Net investment income decreased as a result of reduced market yields and higher average cash balances. Net realized losses on investments were \$23.4 million, compared to \$7.7 million of net realized gains in the first quarter of 2008.

The Company recorded \$22.2 million of net unrealized gains in the three months ended March 31, 2009. The Company recorded \$15.0 million of net unrealized losses in the three months ended March 31, 2008. The net unrealized gains in the three months ended March 31, 2009 resulted primarily from the reversal of unrealized loss provisions at December 31, 2008 on selected CMBS investments which were sold during the quarter and resulted in realized losses of \$19.5 million. At March 31, 2009, the unrealized loss on investments was \$69.7 million, which represented 2.0% of total investments and cash.

#### Finance Expenses

Finance expenses for the three months ended March 31, 2009 were \$7.7 million, decreasing from \$21.5 million in the three months ended March 31, 2008. Finance expenses consisted principally of interest on the Company's junior subordinated deferrable debentures and third-party capital costs for Talbot. The decrease primarily related to the termination of third-party capital for Talbot commencing with the 2008 year of account.

#### **Shareholders' Equity and Capitalization**

At March 31, 2009, shareholders' equity was \$2.0 billion. Diluted book value per common share was \$24.65 compared to \$23.78 at December 31, 2008. Diluted book value per common share is a non-GAAP financial measure. A reconciliation of this measure to shareholders' equity is presented at the end of this release.

Total capitalization at March 31, 2009 was \$2.3 billion, including \$304.3 million of junior subordinated deferrable debentures.

#### **Recent Developments**

Validus announced on March 31, 2009 an offer to acquire each IPC Holdings, Ltd. ("IPC") common share for 1.2037 Validus common shares pursuant to an amalgamation agreement (the "Validus Amalgamation Offer"). Since that time, IPC's Board of Directors has been unwilling to discuss Validus' Amalgamation Offer with Validus. Therefore, Validus announced on April 30, 2009 a three-part plan to acquire IPC that will allow IPC shareholders to obtain the benefit of Validus' previously announced offer notwithstanding the continued lack of cooperation of the IPC Board of Directors.

Validus' three-part plan involves (1) soliciting IPC shareholders to vote "AGAINST" the proposed amalgamation between IPC and Max Capital Group Ltd., (2) commencing an exchange offer for all IPC common shares and (3) pursuing a Scheme of Arrangement under Bermuda law. Validus will offer 1.2037 Validus common shares for each IPC common share in the exchange offer and the Scheme of Arrangement, the same economic terms as the Validus Amalgamation Offer. Importantly, if the conditions of the exchange offer are satisfied, Validus believes it would be able to close in June. As an alternative, through the Scheme of Arrangement, Validus could deliver a transaction with a lower shareholder approval requirement as early as mid-July. Validus intends to acquire IPC shares by whichever method it determines is most effective and efficient.

Validus' offer would allow IPC shareholders to benefit from the superior growth prospects of a combined company that would be a leading carrier in Bermuda's short-tail reinsurance and insurance markets, with a strong balance sheet and quality diversification in profitable business lines. Validus' offer would provide IPC shareholders with an 18% premium based on the closing prices of both companies on March 30, 2009, the last day of unaffected trading prior to the announcement of the Validus Amalgamation Offer.

#### Additional Information about the Proposed Transaction and Where to Find It:

This press release relates to the offer to be commenced by Validus to exchange each issued and outstanding common share of IPC for 1.2037 common shares of Validus. This press release is for informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, IPC common shares, nor is it a substitute for the Tender Offer Statement on Schedule TO or the preliminary Prospectus/Offer to Exchange to be included in the Registration Statement on Form S-4 (including the Letter of Transmittal and related documents and as amended from time to time, the "Exchange Offer Documents") that Validus intends to file with the SEC. The Validus exchange offer will be made only through the Exchange Offer Documents.

This press release is not a substitute for the proxy statements that Validus has filed or may file with the SEC or any other documents which Validus may send to its or IPC's shareholders in connection with the proposed transaction. Validus has filed a preliminary proxy statement with the

SEC seeking proxies to oppose the issuance of IPC shares in connection with the amalgamation agreement between IPC and Max (the "Opposition Proxy Statement").

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE EXCHANGE OFFER DOCUMENTS, THE OPPOSITION PROXY STATEMENT AND ANY OTHER PROXY STATEMENTS OR RELEVANT DOCUMENTS THAT VALIDUS HAS FILED OR MAY FILE WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. All such documents, when filed, are available free of charge at the SEC's website (<a href="https://www.sec.gov">www.sec.gov</a>) or by directing a request to Validus through the investor contacts listed above.

#### Participants in the Solicitation:

Validus, its directors, and certain of its executive officers are deemed to be participants in any solicitation of shareholders in connection with the proposed transaction. Information about Validus' directors and participant executive officers is available in Validus' proxy statement, dated March 25, 2009 for its 2009 annual general meeting of shareholders.

#### **Conference Call**

The Company will host a conference call for analysts and investors on May 5, 2009 at 9:00 AM (Eastern) to discuss the first quarter 2009 financial results and related matters. The conference call can be accessed via telephone by dialing 1-800-860-2442 (toll-free U.S.) or 1-412-858-4600 (international). Those who intend to participate in the conference call should register at least ten minutes in advance to ensure access to the call. A telephone replay of the conference call will be available through May 25, 2009 by dialing 1-877-344-7529 and entering the pass code 429001#.

This conference call will also be available through a live audio webcast accessible through the Investor Information section of our website located at www.validusre.bm. In addition, a financial supplement relating to our financial results for the quarter ended March 31, 2009 is available in the Investor Information section of our website.

#### About Validus Holdings, Ltd.

Validus Holdings, Ltd. is a provider of reinsurance and insurance, conducting its operations worldwide through two wholly-owned subsidiaries, Validus Reinsurance, Ltd. ("Validus Re") and Talbot Holdings Ltd. ("Talbot"). Validus Re is a Bermuda based reinsurer focused on short-tail lines of reinsurance. Talbot is the Bermuda parent of the specialty insurance group primarily operating within the Lloyd's insurance market through Syndicate 1183.

Validus Re is rated "A-" ("Excellent") by A.M. Best. For more information about Validus, visit our website at <a href="https://www.validusre.bm">www.validusre.bm</a>.

# Validus Holdings, Ltd. Consolidated Balance Sheets

### As at March 31, 2009 and December 31, 2008

(expressed in thousands of U.S. dollars, except share amounts)

(expressed in thousands of e.e. dollars, except share amounts)	March 31, 2009			December 31, 2008			
Assets							
Fixed maturities, at fair value	\$	2,644,496	\$	2,454,501			
Short-term investments, at fair value		282,363		377,036			
Cash and cash equivalents		535,798		449,848			
Total investments and cash		3,462,657		3,281,385			
Premiums receivable		600,943		408,259			
Deferred acquisition costs		143,510		108,156			
Prepaid reinsurance premiums		59,510		22,459			
Securities lending collateral		99,727		98,954			
Loss reserves recoverable		204,197		208,796			
Paid losses recoverable		4,438		1,388			
Net receivable for investments sold		-		490			
Income taxes recoverable		1,244		1,365			
Intangible assets		126,177		127,217			
Goodwill		20,393		20,393			
Accrued investment income		20,511		20,433			
Other assets		19,491		23,185			
Total assets	\$	4,762,798	\$	4,322,480			
Liabilities							
Reserve for losses and loss expenses	\$	1,318,732	\$	1,305,303			
Unearned premiums		795,233		539,450			
Reinsurance balances payable		66,180		33,042			
Securities lending payable		105,369		105,688			
Deferred income taxes		20,914		21,779			
Net payable for investments purchased		57,434		-			
Accounts payable and accrued expenses		71,650		74,184			
Debentures payable		304,300		304,300			
Total liabilities		2,739,812		2,383,746			
Commitments and contingent liabilities							
Shareholders' equity							
Common shares		13,271		13,235			
Additional paid-in capital		1,419,602		1,412,635			
Accumulated other comprehensive (loss)		(8,054)		(7,858)			
Retained earnings		598,167		520,722			
Total shareholders' equity		2,022,986		1,938,734			
Total liabilities and shareholders' equity	\$	4,762,798	\$	4,322,480			

## **Validus Holdings, Ltd.**Consolidated Statements of Operations and Comprehensive Income For the three months ended March 31, 2009 and 2008

(expressed in thousands of U.S. dollars, except share amounts)

(expressed in thousands of o.e. dollars, except share amou	1110)	Three mon	ths ended				
	M	larch 31, 2009	March 31, 20				
Revenues							
Gross premiums written	\$	609,892	\$	521,594			
Reinsurance premiums ceded		(72,512)		(84,900)			
Net premiums written		537,380		436,694			
Change in unearned premiums		(218,621)		(144,830)			
Net premiums earned		318,759		291,864			
Net investment income		26,772		36,043			
Net realized (losses) gains on investments		(23,421)		7,744			
Net unrealized gains (losses) on investments		22,153		(14,977)			
Other income		757		935			
Foreign exchange (losses) gains		(4,200)		8,179			
Total revenues		340,820		329,788			
Expenses							
Losses and loss expenses		131,834		140,024			
Policy acquisition costs		61,449		56,701			
General and administrative expenses		38,079		37,107			
Share compensation expense		7,354		6,535			
Finance expenses		7,723		21,517			
Total expenses		246,439		261,884			
Net income before taxes		94,381		67,904			
Income tax benefit (expense)		526		(1,429)			
Net income	\$	94,907	\$	66,475			
Comprehensive income							
Foreign currency translation adjustments		(196)	_	67			
Comprehensive income	\$	94,711	\$	66,542			
Earnings per share							
Weighted average number of common shares and common share equivalents outstanding							
Basic		75,744,577		74,209,371			
Diluted		79,102,643		78,329,727			
Basic earnings per share	\$	1.23	\$	0.87			
Diluted earnings per share	\$	1.20	\$	0.85			
	_		_				
Cash dividends declared per share	\$	0.20	\$	0.20			

# Validus Holdings, Ltd. Consolidated Statements of Operations

### For the three months ended March 31, 2009

(expressed in thousands of U.S. dollars, except share amounts)

		TI	Three months ended March 31, 2009								
	Corporate &										
	Va	lidus Re	1	Γalbot	Eli	imination	_		Total		
Gross premiums written	\$	410,126	\$	227,920	\$	(28,154)		\$	609,892		
Reinsurance premiums ceded		(13,289)		(87,377)		28,154	_		(72,512)		
Net premiums written		396,837		140,543		-			537,380		
Change in unearned premiums		(222,390)		3,769			_		(218,621)		
Net premiums earned		174,447		144,312		-			318,759		
Losses and loss expenses		55,462		76,372		- ()			131,834		
Policy acquisition costs		28,577		33,157		(285)			61,449		
General and administrative expenses		13,792		20,214		4,073			38,079		
Share compensation expense		1,672		2,335	_	3,347	-		7,354		
Underwriting income	\$	74,944	\$	12,234	\$	(7,135)	_	\$	80,043		
Net investment income		20,786		7,494		(1,508)			26,772		
Other income		285		757		(285)			757		
Finance expenses		(363)		(423)		(6,937)	_		(7,723)		
Operating income before taxes		95,652		20,062		(15,865)			99,849		
Income tax (expense) benefit		(38)		564		(10,000)			526		
moone tax (expense) benefit		(00)					-		020		
Net operating income	\$	95,614	\$	20,626	\$	(15,865)	-	\$	100,375		
Net realized (losses) on investments Net unrealized gains on		(17,539)		(5,882)		-			(23,421)		
investments		19,007		3,146		-			22,153		
Foreign exchange (losses)		(3,207)		(993)			-		(4,200)		
Net income	\$	93,875	\$	16,897	\$	(15,865)	=	\$	94,907		
Lacasa and laca ayranaa ratio		24.00/		F2 00/					44 40/		
Losses and loss expense ratio Policy acquisition cost ratio		31.8% 16.4%		52.9% 23.0%					41.4% 19.3%		
General and administrative expense ratio		8.9%		15.6%					14.3%		
Expense ratio		25.3%		38.6%			<del>-</del>		33.6%		
Combined ratio		57.1%		91.5%			_		75.0%		

# Validus Holdings, Ltd. Consolidated Statements of Operations

# For the three months ended March 31, 2008 (expressed in thousands of U.S. dollars, except share amounts)

<u>Three</u>	months	ended	March	31,	2008
		Co	rporate	<del></del>	

			Corporate &					
	<u>V</u>	alidus Re		<u>Talbot</u>	<u>Eli</u>	mination		<u>Total</u>
Gross premiums written	\$	331,048	\$	201,794	\$	(11,248)	\$	521,594
Reinsurance premiums ceded	*	(23,743)	Ψ	(72,405)	Ψ	11,248	Ψ	(84,900)
Net premiums written		307,305		129,389		-	-	436,694
Change in unearned premiums		(163,651)		18,821		_		(144,830)
Net premiums earned		143,654		148,210		-		291,864
Losses and loss expenses		58,915		81,109		-		140,024
Policy acquisition costs		20,403		36,298		-		56,701
General and administrative expenses		9,379		20,923		6,805		37,107
Share compensation expense		1,226		976		4,333		6,535
Underwriting income	\$	53,731	\$	8,904	\$	(11,138)	\$	51,497
Net investment income		25,027		10,982		34		36,043
Other income		-		935		-		935
Finance expenses		(354)		(13,220)		(7,943)		(21,517)
Operating income (loss) before taxes		78,404		7,601		(19,047)		66,958
Income tax (expense)		(28)		(1,401)		<u>-</u>		(1,429)
Net operating income	\$	78,376	\$	6,200	\$	(19,047)	\$	65,529
Not realized gains on investments		2,077		5,667				7,744
Net realized gains on investments  Net unrealized (losses) gains on		(18,612)		3,635		-		(14,977)
investments		(10,012)		0,000				(11,011)
Foreign exchange gains		7,675		504		<u>-</u>		8,179
Net income	\$	69,516	\$	16,006	\$	(19,047)	\$	66,475
Losses and loss expense ratio		41.0%		54.7%				48.0%
Policy acquisition cost ratio		14.2%		24.5%				46.0% 19.4%
General and administrative expense ratio		7.4%		14.8%				15.0%
Expense ratio		21.6%		39.3%				34.4%
Combined ratio		62.6%		94.0%				82.4%

#### Non-GAAP Financial Measure Reconciliation

### Net Operating Income, Net Operating Income per share and Annualized Net Operating Return on Average Equity

# For the three months ended March 31, 2009 and 2008 (expressed in thousands of U.S. dollars, except share amounts)

	Three months ended				
	N	/larch 31, 2009	M	arch 31, 2008	
Net income	\$	94,907	\$	66,475	
Adjustment for net realized losses (gains) on investments Adjustment for net unrealized (gains) losses on investments Adjustment for foreign exchange losses (gains)		23,421 (22,153) 4,200		(7,744) 14,977 (8,179)	
Net operating income	\$	100,375	\$	65,529	
Net income Less: Dividends and distributions declared on outstanding warrants	\$	94,907 -	\$	66,475	
Net income adjusted		94,907	\$	66,475	
Net income per share - diluted	\$	1.20	\$	0.85	
Adjustment for net realized losses (gains) on investments		0.30		(0.10)	
Adjustment for net unrealized (gains) losses on investments		(0.28)		0.19	
Adjustment for foreign exchange losses (gains)		0.05		(0.10)	
Net operating income per share - diluted	\$	1.27	\$	0.84	
Weighted average number of common shares and common share equivalents - diluted		79,102,643	7	8,329,727	
Net operating income	\$	100,375	\$	65,529	
Average shareholders' equity		1,980,860		1,962,729	
Annualized net operating return on average equity		20.3%		13.4%	

**Validus Holdings, Ltd.**Non-GAAP Financial Measure Reconciliation Diluted Book Value Per Common Share

# As at March 31, 2009 and December 31, 2008 (expressed in thousands of U.S. dollars, except share amounts)

	At March 31, 2009							
		quity amount	Shares	Exercise Price			k value share	
Book value per common share Total shareholders' equity	\$	2,022,986	75,828,922			<u>\$</u>	26.68	
Diluted book value per common share								
Total shareholders' equity Assumed exercise of outstanding	\$	2,022,986	75,828,922					
warrants Assumed exercise of outstanding stock		152,316	8,680,149	\$	17.55			
options Unvested restricted shares		50,969	2,795,868 3,012,854	\$	18.23			
Diluted book value per common share	\$	2,226,271	90,317,793			\$	24.65	

	At December 31, 2008							
		quity amount	Shares		ercise rice	Book per s	value share	
Book value per common share Total shareholders' equity	\$	1,938,734	75,624,697			<u>\$</u>	25.64	
Diluted book value per common share								
Total shareholders' equity	\$	1,938,734	75,624,697					
Assumed exercise of outstanding warrants		152,316	8,680,149	\$	17.55			
Assumed exercise of outstanding stock options		51,043	2,799,938	\$	18.23			
Unvested restricted shares			2,986,619					
Diluted book value per common share	\$	2,142,093	90,091,403			\$	23.78	

#### **Cautionary Note Regarding Forward-Looking Statements**

This press release may include forward-looking statements, both with respect to us and our industry, that reflect our current views with respect to future events and financial performance. Statements that include the words "expect," "intend," "plan," "believe," "project," "anticipate," "will," "may" and similar statements of a future or forward-looking nature identify forward-looking statements. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements. We believe that these factors include, but are not limited to, the following: 1) uncertainty as to whether Validus Holdings, Ltd. ("Validus") will be able to consummate the proposed transaction on the terms set forth in our offer: 2) uncertainty as to the actual premium that will be realized by IPC Holdings, Ltd. ("IPC") shareholders in connection with our offer; 3) uncertainty as to the long term value of Validus' common shares; 4) unpredictability and severity of catastrophic events; 5) rating agency actions; 6) adequacy of Validus' and IPC's risk management and loss limitation methods; 7) cyclicality of demand and pricing in the insurance and reinsurance markets; 8) our limited operating history; 9) our ability to successfully implement our business strategy during "soft" as well as "hard" markets; 10) adequacy of Validus' and IPC's loss reserves; 11) continued availability of capital and financing; 12) retention of key personnel; 13) competition; 14) potential loss of business from one or more major insurance or reinsurance brokers; 15) our ability to implement, successfully and on a timely basis, complex infrastructure, distribution capabilities, systems, procedures and internal controls, and to develop accurate actuarial data to support the business and regulatory and reporting requirements; 16) general economic and market conditions (including inflation, volatility in the credit and capital markets, interest rates and foreign currency exchange rates); 17) the integration of Talbot Holdings Ltd. or new business ventures we may start; 18) the effect on Validus' and IPC's investment portfolios of changing financial market conditions including inflation, interest rates, liquidity and other factors; 19) acts of terrorism or outbreak of war; 20) availability of reinsurance and retrocessional coverage; 21) failure to realize the anticipated benefits of the proposed transaction, including as a result of failure or delay in integrating the businesses of Validus and IPC; and 22) the outcome of litigation arising from Validus' offer for IPC, as well as management's response to any of the aforementioned factors.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and elsewhere, including the Risk Factors included in our most recent reports on Form 10-K and Form 10-Q and other documents on file with the Securities and Exchange Commission ("SEC"). Any forward-looking statements made in this presentation are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us or our business or operations. We undertake no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

#### **Non-GAAP Financial Measures**

In presenting the Company's results, management has included and discussed certain schedules containing net operating income (loss), underwriting income, annualized net operating return on average equity and diluted book value per common share that are not calculated under standards or rules that comprise U.S. GAAP. Such measures are referred to as non-GAAP. Non-GAAP measures may be defined or calculated differently by other companies. These measures should

not be viewed as a substitute for those determined in accordance with U.S. GAAP. A reconciliation of net operating income to net income, the most comparable U.S. GAAP financial measure, is presented in the section above entitled "Net Operating Income, Net Operating Income per share and Annualized Net Operating Return on Average Equity". A reconciliation of underwriting income to net income, the most comparable U.S. GAAP financial measure, is presented in the "Consolidated Statement of Operations" above. Annualized net operating return on average equity is presented in the section above entitled "Net Operating Income, Net Operating Income per share and Annualized Net Operating Return on Average Equity". A reconciliation of diluted book value per share to book value per share, the most comparable U.S. GAAP financial measure, is presented in the section above entitled "Diluted Book Value Per Share". Net operating income is calculated based on net income (loss) excluding net realized gains (losses), net unrealized gains (losses) on investments, gains (losses) arising from translation of non-US\$ denominated balances and non-recurring items. Realized gains (losses) from the sale of investments are driven by the timing of the disposition of investments, not by our operating performance. Gains (losses) arising from translation of non-US\$ denominated balances are unrelated to our underlying business.