

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended March 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-11848

**REINSURANCE GROUP OF AMERICA, INCORPORATED**

(Exact name of Registrant as specified in its charter)

MISSOURI  
(State or other jurisdiction  
of incorporation or organization)

43-1627032  
(IRS employer  
identification number)

16600 Swingley Ridge Road  
Chesterfield, Missouri 63017  
(Address of principal executive offices)  
(636) 736-7000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer   
Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of April 30, 2018, 64,523,063 shares of the registrant's common stock were outstanding.

## REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES

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**PART I - FINANCIAL INFORMATION**

**REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	March 31, 2018	December 31, 2017
(Dollars in thousands, except share data)		
<b>Assets</b>		
Fixed maturity securities available-for-sale, at fair value (amortized cost \$35,913,705 and \$35,281,412)	\$ 37,945,260	\$ 38,150,820
Equity securities, at fair value (cost \$110,747 and \$102,841)	103,983	100,152
Mortgage loans on real estate (net of allowances of \$8,864 and \$9,384)	4,437,994	4,400,533
Policy loans	1,346,930	1,357,624
Funds withheld at interest	6,005,892	6,083,388
Short-term investments	130,430	93,304
Other invested assets	1,512,147	1,505,332
<b>Total investments</b>	<b>51,482,636</b>	<b>51,691,153</b>
Cash and cash equivalents	1,510,407	1,303,524
Accrued investment income	408,338	392,721
Premiums receivable and other reinsurance balances	2,620,515	2,338,481
Reinsurance ceded receivables	810,554	782,027
Deferred policy acquisition costs	3,245,851	3,239,824
Other assets	876,522	767,088
<b>Total assets</b>	<b>\$ 60,954,823</b>	<b>\$ 60,514,818</b>
<b>Liabilities and Stockholders' Equity</b>		
Future policy benefits	\$ 22,645,243	\$ 22,363,241
Interest-sensitive contract liabilities	16,661,602	16,227,642
Other policy claims and benefits	5,361,149	4,992,074
Other reinsurance balances	483,708	488,739
Deferred income taxes	2,085,631	2,198,309
Other liabilities	1,167,596	1,102,975
Long-term debt	2,788,240	2,788,365
Collateral finance and securitization notes	753,393	783,938
<b>Total liabilities</b>	<b>51,946,562</b>	<b>50,945,283</b>
Commitments and contingent liabilities (See Note 8)		
Stockholders' Equity:		
Preferred stock - par value \$.01 per share, 10,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock - par value \$.01 per share, 140,000,000 shares authorized, 79,137,758 shares issued at March 31, 2018 and December 31, 2017	791	791
Additional paid-in-capital	1,880,352	1,870,906
Retained earnings	6,797,545	6,736,265
Treasury stock, at cost - 14,624,985 and 14,685,663 shares	(1,098,823)	(1,102,058)
Accumulated other comprehensive income	1,428,396	2,063,631
<b>Total stockholders' equity</b>	<b>9,008,261</b>	<b>9,569,535</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 60,954,823</b>	<b>\$ 60,514,818</b>

See accompanying notes to condensed consolidated financial statements (unaudited).

**REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(Unaudited)**

	Three months ended March 31,	
	2018	2017
	(Dollars in thousands, except per share data)	
<b>Revenues:</b>		
Net premiums	\$ 2,582,551	\$ 2,365,696
Investment income, net of related expenses	516,329	514,364
Investment related gains (losses), net:		
Other-than-temporary impairments on fixed maturity securities	—	(17,189)
Other investment related gains (losses), net	(470)	77,712
Total investment related gains (losses), net	(470)	60,523
Other revenues	75,297	68,157
Total revenues	3,173,707	3,008,740
<b>Benefits and Expenses:</b>		
Claims and other policy benefits	2,362,101	2,106,145
Interest credited	80,449	107,684
Policy acquisition costs and other insurance expenses	356,902	379,389
Other operating expenses	191,274	158,506
Interest expense	37,454	42,402
Collateral finance and securitization expense	7,602	6,770
Total benefits and expenses	3,035,782	2,800,896
<b>Income before income taxes</b>	137,925	207,844
Provision for income taxes	37,695	62,332
<b>Net income</b>	\$ 100,230	\$ 145,512
<b>Earnings per share:</b>		
Basic earnings per share	\$ 1.55	\$ 2.26
Diluted earnings per share	\$ 1.52	\$ 2.22
<b>Dividends declared per share</b>	\$ 0.50	\$ 0.41

See accompanying notes to condensed consolidated financial statements (unaudited).

**REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Unaudited)**

	Three months ended March 31,	
	2018	2017
<b>Comprehensive income (loss)</b>	(Dollars in thousands)	
Net income	\$ 100,230	\$ 145,512
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	(1,160)	(22,213)
Net unrealized investment gains (losses)	(633,604)	203,115
Defined benefit pension and postretirement plan adjustments	(471)	924
Total other comprehensive income (loss), net of tax	(635,235)	181,826
<b>Total comprehensive income (loss)</b>	<b>\$ (535,005)</b>	<b>\$ 327,338</b>

See accompanying notes to condensed consolidated financial statements (unaudited).

**REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Three months ended March 31,	
	2018	2017
(Dollars in thousands)		
<b>Cash Flows from Operating Activities:</b>		
Net income	\$ 100,230	\$ 145,512
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in operating assets and liabilities:		
Accrued investment income	(10,484)	(10,501)
Premiums receivable and other reinsurance balances	(275,354)	(54,845)
Deferred policy acquisition costs	13,007	58,962
Reinsurance ceded receivable balances	(21,872)	(81,046)
Future policy benefits, other policy claims and benefits, and other reinsurance balances	466,983	396,459
Deferred income taxes	33,715	50,110
Other assets and other liabilities, net	(41,385)	(11,101)
Amortization of net investment premiums, discounts and other	(31,032)	(23,471)
Depreciation and amortization expense	10,294	6,845
Investment related (gains) losses, net	470	(60,523)
Other, net	(20,823)	964
Net cash provided by operating activities	223,749	417,365
<b>Cash Flows from Investing Activities:</b>		
Sales of fixed maturity securities available-for-sale	1,898,722	1,563,956
Maturities of fixed maturity securities available-for-sale	195,549	201,515
Sales of equity securities	29,683	152,509
Principal payments on mortgage loans on real estate	102,002	88,835
Principal payments on policy loans	10,694	24,663
Purchases of fixed maturity securities available-for-sale	(1,969,899)	(1,933,120)
Purchases of equity securities	(2,173)	(14,646)
Cash invested in mortgage loans on real estate	(141,131)	(184,575)
Cash invested in funds withheld at interest, net	19,638	(2,753)
Purchase of businesses, net of cash acquired of \$1,733	(24,864)	—
Purchases of property and equipment	(5,292)	(16,893)
Change in short-term investments	(13,026)	23,668
Change in other invested assets	(23,353)	(14,126)
Net cash provided by (used in) investing activities	76,550	(110,967)
<b>Cash Flows from Financing Activities:</b>		
Dividends to stockholders	(32,241)	(26,381)
Repayment of collateral finance and securitization notes	(27,104)	(16,908)
Principal payments of long-term debt	(662)	(300,636)
Purchases of treasury stock	(2,616)	(3,067)
Exercise of stock options, net	1,163	1,719
Change in cash collateral for derivative positions and other arrangements	19,537	(3,628)
Deposits on universal life and other investment type policies and contracts	83,004	202,850
Withdrawals on universal life and other investment type policies and contracts	(156,486)	(201,784)
Net cash used in financing activities	(115,405)	(347,835)
Effect of exchange rate changes on cash	21,989	18,833
Change in cash and cash equivalents	206,883	(22,604)
Cash and cash equivalents, beginning of period	1,303,524	1,200,718
Cash and cash equivalents, end of period	\$ 1,510,407	\$ 1,178,114
<b>Supplemental disclosures of cash flow information:</b>		
Interest paid	\$ 39,284	\$ 46,401
Income taxes paid, net of refunds	\$ 6,356	\$ 12,132
<b>Non-cash transactions:</b>		
Transfer of invested assets	\$ 605,085	\$ 1,653
<b>Purchase of businesses:</b>		
Assets acquired, excluding cash acquired	\$ 59,184	\$ —
Liabilities assumed	(34,320)	—

Net cash paid on purchase

\$	24,864	\$	—
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See accompanying notes to condensed consolidated financial statements (unaudited).

**REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES**  
**Notes to Condensed Consolidated Financial Statements**  
**(Unaudited)**

**1. Business and Basis of Presentation**

Reinsurance Group of America, Incorporated (“RGA”) is an insurance holding company that was formed on December 31, 1992. The accompanying unaudited condensed consolidated financial statements of RGA and its subsidiaries (collectively, the “Company”) have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, these condensed consolidated financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments, including normal recurring adjustments necessary for a fair presentation have been included. Results for the three months ended March 31, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018. These unaudited condensed consolidated financial statements include the accounts of RGA and its subsidiaries, and all intercompany accounts and transactions have been eliminated. These condensed consolidated statements should be read in conjunction with the Company’s 2017 Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on February 27, 2018 (the “2017 Annual Report”).

**2. Earnings Per Share**

The following table sets forth the computation of basic and diluted earnings per share on net income (in thousands, except per share information):

	Three months ended March 31,	
	2018	2017
<b>Earnings:</b>		
Net income (numerator for basic and diluted calculations)	\$ 100,230	\$ 145,512
<b>Shares:</b>		
Weighted average outstanding shares (denominator for basic calculation)	64,490	64,353
Equivalent shares from outstanding stock options	1,382	1,318
Denominator for diluted calculation	65,872	65,671
<b>Earnings per share:</b>		
Basic	\$ 1.55	\$ 2.26
Diluted	\$ 1.52	\$ 2.22

The calculation of common equivalent shares does not include the impact of options having a strike or conversion price that exceeds the average stock price for the earnings period, as the result would be antidilutive. The calculation of common equivalent shares also excludes the impact of outstanding performance contingent shares, as the conditions necessary for their issuance have not been satisfied as of the end of the reporting period. For the three months ended March 31, 2018, approximately 0.2 million stock options and approximately 0.2 million performance contingent shares were excluded from the calculation. For the three months ended March 31, 2017, approximately 0.2 million stock options and approximately 0.5 million performance contingent shares were excluded from the calculation.



### 3. Equity

#### Common stock

The changes in number of common stock shares, issued, held in treasury and outstanding are as follows for the periods indicated:

	Issued	Held In Treasury	Outstanding
Balance, December 31, 2017	79,137,758	14,685,663	64,452,095
Stock-based compensation <sup>(1)</sup>	—	(60,678)	60,678
Balance, March 31, 2018	79,137,758	14,624,985	64,512,773

  

	Issued	Held In Treasury	Outstanding
Balance, December 31, 2016	79,137,758	14,835,256	64,302,502
Stock-based compensation <sup>(1)</sup>	—	(86,049)	86,049
Balance, March 31, 2017	79,137,758	14,749,207	64,388,551

(1) Represents net shares issued from treasury pursuant to the Company's equity-based compensation programs.

#### Common Stock Held in Treasury

Common stock held in treasury is accounted for at average cost. Gains resulting from the reissuance of common stock held in treasury are credited to additional paid-in capital. Losses resulting from the reissuance of common stock held in treasury are charged first to additional paid-in capital to the extent the Company has previously recorded gains on treasury share transactions, then to retained earnings.

On January 26, 2017, RGA's board of directors authorized a share repurchase program for up to \$400.0 million of RGA's outstanding common stock. The authorization was effective immediately and does not have an expiration date. During the three months ended March 31, 2018 and 2017, no common stock was repurchased by RGA under this program.

#### Accumulated Other Comprehensive Income (Loss)

The balance of and changes in each component of accumulated other comprehensive income (loss) ("AOCI") for the three months ended March 31, 2018 and 2017 are as follows (dollars in thousands):

	Accumulated Other Comprehensive Income (Loss), Net of Income Tax			
	Accumulated Currency Translation Adjustments	Unrealized Appreciation (Depreciation) of Investments <sup>(1)</sup>	Pension and Postretirement Benefits	Total
Balance, December 31, 2017	\$ (86,350)	\$ 2,200,661	\$ (50,680)	\$ 2,063,631
Other comprehensive income (loss) before reclassifications	5,696	(827,701)	(1,910)	(823,915)
Amounts reclassified to AOCI	—	21,274	1,346	22,620
Deferred income tax benefit (expense)	(6,856)	172,823	93	166,060
Balance, March 31, 2018	\$ (87,510)	\$ 1,567,057	\$ (51,151)	\$ 1,428,396

	Accumulated Other Comprehensive Income (Loss), Net of Income Tax			
	Accumulated Currency Translation Adjustments	Unrealized Appreciation (Depreciation) of Investments <sup>(1)</sup>	Pension and Postretirement Benefits	Total
Balance, December 31, 2016	\$ (172,541)	\$ 1,355,033	\$ (43,163)	\$ 1,139,329
Other comprehensive income (loss) before reclassifications	(50,735)	283,443	(27)	232,681
Amounts reclassified to AOCI	—	5,762	1,456	7,218
Deferred income tax benefit (expense)	28,522	(86,090)	(505)	(58,073)
Balance, March 31, 2017	\$ (194,754)	\$ 1,558,148	\$ (42,239)	\$ 1,321,155

(1) Includes cash flow hedges of \$20,662 and \$2,619 as of March 31, 2018 and December 31, 2017, respectively, and \$7,690 and \$(2,496) as of March 31, 2017 and December 31, 2016, respectively. See Note 5 - "Derivative Instruments" for additional information on cash flow hedges.

The following table presents the amounts of AOCI reclassifications for the three months ended March 31, 2018 and 2017 (dollars in thousands):

Details about AOCI Components	Amount Reclassified from AOCI		Affected Line Item in Statement of Income
	Three months ended March 31,		
	2018	2017	
<b>Net unrealized investment gains (losses):</b>			
Net unrealized gains (losses) on available-for-sale securities	\$ (14,456)	\$ (11,857)	Investment related gains (losses), net
Cash flow hedges - Interest rate	(370)	—	(1)
Cash flow hedges - Currency/Interest rate	144	197	(1)
Cash flow hedges - Forward bond purchase commitments	—	50	(1)
Deferred policy acquisition costs attributed to unrealized gains and losses	(6,592)	5,848	(2)
<b>Total</b>	<b>(21,274)</b>	<b>(5,762)</b>	
Provision for income taxes	4,678	3,194	
<b>Net unrealized gains (losses), net of tax</b>	<b>\$ (16,596)</b>	<b>\$ (2,568)</b>	
<b>Amortization of defined benefit plan items:</b>			
Prior service cost (credit)	\$ 246	\$ 82	(3)
Actuarial gains/(losses)	(1,592)	(1,538)	(3)
<b>Total</b>	<b>(1,346)</b>	<b>(1,456)</b>	
Provision for income taxes	283	510	
<b>Amortization of defined benefit plans, net of tax</b>	<b>\$ (1,063)</b>	<b>\$ (946)</b>	
<b>Total reclassifications for the period</b>	<b>\$ (17,659)</b>	<b>\$ (3,514)</b>	

(1) See Note 5 - "Derivative Instruments" for additional information on cash flow hedges.

(2) This AOCI component is included in the computation of the deferred policy acquisition cost. See Note 8 - "Deferred Policy Acquisition Costs" of the 2017 Annual Report for additional details.

(3) This AOCI component is included in the computation of the net periodic pension cost. See Note 10 - "Employee Benefit Plans" for additional details.

#### Equity Based Compensation

Equity compensation expense was \$9.7 million and \$9.6 million for the three months ended March 31, 2018 and 2017, respectively. In the first quarter of 2018, the Company granted 0.2 million stock appreciation rights at \$150.87 weighted average exercise price per share and 0.1 million performance contingent units to employees. Additionally, non-employee directors were granted a total of 7,263 shares of common stock. As of March 31, 2018, 1.7 million share options at a weighted average strike price per share of \$68.51 were vested and exercisable, with a remaining weighted average exercise period of 4.9 years.

#### 4. Investments

##### Fixed Maturity and Equity Securities Available-for-Sale

The Company holds various types of fixed maturity securities available-for-sale and classifies them as corporate securities (“Corporate”), Canadian and Canadian provincial government securities (“Canadian government”), residential mortgage-backed securities (“RMBS”), asset-backed securities (“ABS”), commercial mortgage-backed securities (“CMBS”), U.S. government and agencies (“U.S. government”), state and political subdivisions, and other foreign government, supranational and foreign government-sponsored enterprises (“Other foreign government”).

The following table provides information relating to investments in fixed maturity securities by sector as of March 31, 2018 (dollars in thousands):

March 31, 2018:	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value	% of Total	Other-than- temporary impairments in AOCI
Available-for-sale:						
Corporate	\$ 22,890,985	\$ 869,867	\$ 240,383	\$ 23,520,469	61.9%	\$ —
Canadian government	2,803,077	1,297,817	3,040	4,097,854	10.8	—
RMBS	1,791,007	23,640	27,499	1,787,148	4.7	—
ABS	1,727,810	16,383	9,471	1,734,722	4.6	275
CMBS	1,281,452	12,717	12,236	1,281,933	3.4	—
U.S. government	1,486,262	9,266	59,414	1,436,114	3.8	—
State and political subdivisions	672,064	49,465	8,016	713,513	1.9	—
Other foreign government	3,261,048	133,865	21,406	3,373,507	8.9	—
Total fixed maturity securities	\$ 35,913,705	\$ 2,413,020	\$ 381,465	\$ 37,945,260	100.0%	\$ 275

The following table provides information relating to investments in fixed maturity and equity securities by sector as of December 31, 2017 (dollars in thousands):

December 31, 2017:	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value	% of Total	Other-than- temporary impairments in AOCI
Available-for-sale:						
Corporate	\$ 21,966,803	\$ 1,299,594	\$ 55,429	\$ 23,210,968	60.9%	\$ —
Canadian government	2,843,273	1,378,510	1,707	4,220,076	11.1	—
RMBS	1,695,126	36,632	11,878	1,719,880	4.5	—
ABS	1,634,758	18,798	5,194	1,648,362	4.3	275
CMBS	1,285,594	22,627	4,834	1,303,387	3.4	—
U.S. government	1,953,436	12,089	21,933	1,943,592	5.1	—
State and political subdivisions	647,727	59,997	4,296	703,428	1.8	—
Other foreign government	3,254,695	154,507	8,075	3,401,127	8.9	—
Total fixed maturity securities	\$ 35,281,412	\$ 2,982,754	\$ 113,346	\$ 38,150,820	100.0%	\$ 275
Non-redeemable preferred stock	\$ 41,553	\$ 479	\$ 2,226	\$ 39,806	39.7%	—
Other equity securities	61,288	479	1,421	60,346	60.3	—
Total equity securities	\$ 102,841	\$ 958	\$ 3,647	\$ 100,152	100.0%	—

The Company enters into various collateral arrangements with counterparties that require both the pledging and acceptance of fixed maturity securities as collateral. Pledged fixed maturity securities are included in fixed maturity securities, available-for-sale in the condensed consolidated balance sheets. Fixed maturity securities received as collateral are held in separate custodial accounts and are not recorded on the Company’s condensed consolidated balance sheets. Subject to certain constraints, the Company is permitted by contract to sell or repledge collateral it receives; however, as of March 31, 2018 and December 31, 2017, none of the collateral received had been sold or repledged. The Company also holds assets in trust to satisfy collateral requirements under derivative transactions and certain third-party reinsurance treaties. The following table includes fixed maturity securities pledged and received as collateral and assets in trust held to satisfy collateral requirements under derivative transactions and certain third-party reinsurance treaties as of March 31, 2018 and December 31, 2017 (dollars in thousands):

	March 31, 2018		December 31, 2017	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Fixed maturity securities pledged as collateral	\$ 72,850	\$ 75,384	\$ 72,542	\$ 75,622
Fixed maturity securities received as collateral	n/a	614,423	n/a	590,417
Assets in trust held to satisfy collateral requirements	16,316,662	17,076,547	15,584,296	16,715,281

The Company monitors its concentrations of financial instruments on an ongoing basis and mitigates credit risk by maintaining a diversified investment portfolio which limits exposure to any one issuer. The Company's exposure to concentrations of credit risk from single issuers greater than 10% of the Company's stockholders' equity included securities of the U.S. government and its agencies as well as the securities disclosed below as of March 31, 2018 and December 31, 2017 (dollars in thousands).

	March 31, 2018		December 31, 2017	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Fixed maturity securities guaranteed or issued by:				
Canadian province of Quebec	\$ 1,106,753	\$ 1,863,568	\$ 1,119,337	\$ 1,917,996
Canadian province of Ontario	928,384	1,247,158	939,837	1,282,944

The amortized cost and estimated fair value of fixed maturity securities classified as available-for-sale at March 31, 2018 are shown by contractual maturity in the table below (dollars in thousands). Actual maturities can differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Asset and mortgage-backed securities are shown separately in the table below, as they are not due at a single maturity date.

	Amortized Cost	Estimated Fair Value
Available-for-sale:		
Due in one year or less	\$ 900,166	\$ 905,385
Due after one year through five years	7,939,821	8,084,053
Due after five years through ten years	9,533,025	9,779,934
Due after ten years	12,740,424	14,372,085
Asset and mortgage-backed securities	4,800,269	4,803,803
Total	\$ 35,913,705	\$ 37,945,260

#### Corporate Fixed Maturity Securities

The tables below show the major industry types of the Company's corporate fixed maturity holdings as of March 31, 2018 and December 31, 2017 (dollars in thousands):

March 31, 2018:	Estimated		
	Amortized Cost	Fair Value	% of Total
Finance	\$ 8,250,681	\$ 8,407,037	35.8%
Industrial	12,093,034	12,437,180	52.8
Utility	2,547,270	2,676,252	11.4
Total	\$ 22,890,985	\$ 23,520,469	100.0%

December 31, 2017:	Estimated		
	Amortized Cost	Fair Value	% of Total
Finance	\$ 7,977,885	\$ 8,362,774	36.1%
Industrial	11,535,166	12,199,333	52.5
Utility	2,453,752	2,648,861	11.4
Total	\$ 21,966,803	\$ 23,210,968	100.0%

### Other-Than-Temporary Impairments - Fixed Maturity Securities

As discussed in Note 2 – “Summary of Significant Accounting Policies” of the 2017 Annual Report, a portion of certain other-than-temporary impairment (“OTTI”) losses on fixed maturity securities is recognized in AOCI. For these securities, the net amount recognized in the condensed consolidated statements of income (“credit loss impairments”) represents the difference between the amortized cost of the security and the net present value of its projected future cash flows discounted at the effective interest rate implicit in the debt security prior to impairment. Any remaining difference between the fair value and amortized cost is recognized in AOCI. The following table sets forth the amount of pre-tax credit loss impairments on fixed maturity securities held by the Company as of the dates indicated, for which a portion of the OTTI loss was recognized in AOCI, and the corresponding changes in such amounts (dollars in thousands):

	Three months ended March 31,	
	2018	2017
Balance, beginning of period	\$ 3,677	\$ 6,013
Credit loss OTTI previously recognized on securities impaired to fair value during the period	—	(2,336)
Balance, end of period	\$ 3,677	\$ 3,677

### Unrealized Losses for Fixed Maturity and Equity Securities Available-for-Sale

The following table presents the total gross unrealized losses for the 2,114 fixed maturity securities as of March 31, 2018, where the estimated fair value had declined and remained below amortized cost by the indicated amount (dollars in thousands):

	March 31, 2018	
	Gross Unrealized Losses	% of Total
Less than 20%	\$ 358,873	94.1%
20% or more for less than six months	20,232	5.3
20% or more for six months or greater	2,360	0.6
Total	\$ 381,465	100.0%

The following table presents the total gross unrealized losses for the 1,116 fixed maturity and equity securities at December 31, 2017 where the estimated fair value had declined and remained below amortized cost by the indicated amount (dollars in thousands):

	December 31, 2017	
	Gross Unrealized Losses	% of Total
Less than 20%	\$ 113,466	97.0%
20% or more for less than six months	689	0.6
20% or more for six months or greater	2,838	2.4
Total	\$ 116,993	100.0%

The Company’s determination of whether a decline in value is other-than-temporary includes analysis of the underlying credit and the extent and duration of a decline in value. The Company’s credit analysis of an investment includes determining whether the issuer is current on its contractual payments, evaluating whether it is probable that the Company will be able to collect all amounts due according to the contractual terms of the security and analyzing the overall ability of the Company to recover the amortized cost of the investment.

The following table presents the estimated fair values and gross unrealized losses, including other-than-temporary impairment losses reported in AOCI, for 2,114 fixed maturity securities that have estimated fair values below amortized cost as of March 31, 2018 (dollars in thousands). These investments are presented by class and grade of security, as well as the length of time the related fair value has remained below amortized cost.

	Less than 12 months		12 months or greater		Total	
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
<b>March 31, 2018:</b>						
<b>Investment grade securities:</b>						
Corporate	\$ 7,282,079	\$ 155,541	\$ 883,699	\$ 46,908	\$ 8,165,778	\$ 202,449
Canadian government	39,192	390	109,552	2,536	148,744	2,926
RMBS	897,255	19,899	225,288	7,575	1,122,543	27,474
ABS	612,053	7,001	114,605	2,423	726,658	9,424
CMBS	538,464	8,026	103,447	4,210	641,911	12,236
U.S. government	488,095	16,856	744,844	42,558	1,232,939	59,414
State and political subdivisions	135,158	3,331	67,949	4,685	203,107	8,016
Other foreign government	746,485	15,575	191,446	5,000	937,931	20,575
Total investment grade securities	10,738,781	226,619	2,440,830	115,895	13,179,611	342,514
<b>Below investment grade securities:</b>						
Corporate	452,086	29,597	46,976	8,337	499,062	37,934
Canadian government	1,900	114	—	—	1,900	114
RMBS	—	—	1,272	25	1,272	25
ABS	—	—	1,173	47	1,173	47
Other foreign government	57,385	662	12,045	169	69,430	831
Total below investment grade securities	511,371	30,373	61,466	8,578	572,837	38,951
Total fixed maturity securities	\$ 11,250,152	\$ 256,992	\$ 2,502,296	\$ 124,473	\$ 13,752,448	\$ 381,465

The following table presents the estimated fair values and gross unrealized losses, including other-than-temporary impairment losses reported in AOCI, for 1,116 fixed maturity and equity securities that have estimated fair values below amortized cost as of December 31, 2017 (dollars in thousands):

	Less than 12 months		12 months or greater		Total	
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
<b>December 31, 2017:</b>						
<b>Investment grade securities:</b>						
Corporate	\$ 1,886,212	\$ 17,099	\$ 1,009,750	\$ 28,080	\$ 2,895,962	\$ 45,179
Canadian government	18,688	91	111,560	1,596	130,248	1,687
RMBS	566,699	5,852	224,439	6,004	791,138	11,856
ABS	434,274	2,707	168,524	2,434	602,798	5,141
CMBS	220,401	1,914	103,269	2,920	323,670	4,834
U.S. government	800,298	6,177	767,197	15,756	1,567,495	21,933
State and political subdivisions	43,510	242	68,666	4,054	112,176	4,296
Other foreign government	369,717	2,707	191,265	4,704	560,982	7,411
Total investment grade securities	4,339,799	36,789	2,644,670	65,548	6,984,469	102,337
<b>Below investment grade securities:</b>						
Corporate	194,879	3,317	75,731	6,933	270,610	10,250
Canadian government	1,995	20	—	—	1,995	20
RMBS	—	—	1,369	22	1,369	22
ABS	—	—	1,489	53	1,489	53
Other foreign government	28,600	113	15,134	551	43,734	664
Total below investment grade securities	225,474	3,450	93,723	7,559	319,197	11,009
Total fixed maturity securities	\$ 4,565,273	\$ 40,239	\$ 2,738,393	\$ 73,107	\$ 7,303,666	\$ 113,346
Non-redeemable preferred stock	\$ 82	\$ 1	\$ 26,471	\$ 2,225	\$ 26,553	\$ 2,226
Other equity securities	5,820	1,023	47,251	398	53,071	1,421
Total equity securities	\$ 5,902	\$ 1,024	\$ 73,722	\$ 2,623	\$ 79,624	\$ 3,647

The Company has no intention to sell, nor does it expect to be required to sell, the securities outlined in the table above, as of the dates indicated. However, unforeseen facts and circumstances may cause the Company to sell fixed maturity securities in the ordinary course of managing its portfolio to meet certain diversification, credit quality and liquidity guidelines.

Unrealized losses on below investment grade securities as of March 31, 2018 are primarily related to high-yield corporate securities. Changes in unrealized losses are primarily being driven by changes in interest rates.

#### *Investment Income, Net of Related Expenses*

Major categories of investment income, net of related expenses, consist of the following (dollars in thousands):

	Three months ended March 31,	
	2018	2017
Fixed maturity securities available-for-sale	\$ 369,203	\$ 324,500
Equity securities	1,682	1,359
Mortgage loans on real estate	50,199	44,347
Policy loans	14,780	15,272
Funds withheld at interest	75,445	127,578
Short-term investments and cash and cash equivalents	3,245	1,510
Other	23,828	18,468
Investment income	538,382	533,034
Investment expense	(22,053)	(18,670)
Investment income, net of related expenses	\$ 516,329	\$ 514,364

#### *Investment Related Gains (Losses), Net*

Investment related gains (losses), net consist of the following (dollars in thousands):

	Three months ended March 31,	
	2018	2017
Fixed maturity securities available for sale:		
Other-than-temporary impairment losses on fixed maturity securities recognized in earnings	\$ —	\$ (17,189)
Gain on investment activity	10,966	17,893
Loss on investment activity	(20,380)	(8,687)
Equity securities:		
Gain on investment activity	28	—
Loss on investment activity	(950)	(3,876)
Change in unrealized gains (losses) recognized in earnings	(4,137)	—
Other impairment losses and change in mortgage loan provision	(312)	(99)
Derivatives and other, net	14,315	72,481
Total investment related gains (losses), net	\$ (470)	\$ 60,523

There were no fixed maturity impairments for the three months ended March 31, 2018. The fixed maturity impairments for the three months ended March 31, 2017 were largely related to high-yield corporate securities. The other impairment losses and change in mortgage loan provision for the three months ended March 31, 2018 were primarily due to impairments on real estate joint ventures offset by a release of the mortgage loan valuation allowance. The other impairment losses and change in mortgage loan provision for the three months ended March 31, 2017 were primarily due to an increase in the mortgage loan valuation allowance. The fluctuations in investment related gains (losses) for derivatives and other for the three months ended March 31, 2018, compared to the same period in 2017, are primarily due to changes in the fair value of embedded derivatives and interest rate swaps.

During the three months ended March 31, 2018 and 2017, the Company sold fixed maturity securities with fair values of \$1,263.6 million and \$428.6 million at losses of \$20.4 million and \$8.7 million, respectively. During the three months ended March 31, 2018 and 2017, the Company sold equity securities with fair values of \$28.4 million and \$147.6 million at losses of \$1.0 million and \$3.9 million, respectively. The Company generally does not buy and sell securities on a short-term basis.

### Securities Borrowing, Lending and Other

The following table includes the amount of borrowed securities, securities lent and securities collateral received as part of the securities lending program and repurchased/reverse repurchased securities pledged and received as of March 31, 2018 and December 31, 2017 (dollars in thousands).

	March 31, 2018		December 31, 2017	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Borrowed securities	\$ 353,875	\$ 370,760	\$ 358,875	\$ 377,820
Securities lending:				
Securities loaned	117,449	118,617	117,246	121,551
Securities received	n/a	128,000	n/a	128,000
Repurchase program/reverse repurchase program:				
Securities pledged	403,135	411,988	413,819	428,344
Securities received	n/a	404,871	n/a	417,550

The Company also held cash collateral for repurchase program/reverse repurchase programs of \$30.7 million and \$31.2 million at March 31, 2018 and December 31, 2017, respectively. No cash or securities have been pledged by the Company for its securities borrowing program as of March 31, 2018 and December 31, 2017.

The following table presents information on the Company's securities lending and repurchase transactions as of March 31, 2018 and December 31, 2017 (dollars in thousands). Collateral associated with certain borrowed securities is not included within the table, as the collateral pledged to each counterparty is the right to reinsurance treaty cash flows.

	March 31, 2018				
	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
Securities lending transactions:					
Corporate	\$ —	\$ —	\$ —	\$ 118,617	\$ 118,617
Total	\$ —	\$ —	\$ —	\$ 118,617	\$ 118,617
Repurchase transactions:					
Corporate	\$ —	\$ —	\$ —	\$ 171,678	\$ 171,678
RMBS	—	—	—	—	—
U.S. government	—	—	—	219,509	219,509
Foreign government	—	—	—	19,670	19,670
Other	1,131	—	—	—	1,131
Total	1,131	—	—	410,857	411,988
Total borrowings	\$ 1,131	\$ —	\$ —	\$ 529,474	\$ 530,605
Gross amount of recognized liabilities for securities lending and repurchase transactions in preceding table					\$ 563,587
Amounts related to agreements not included in offsetting disclosure					\$ 32,982



	December 31, 2017				
	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
<b>Securities lending transactions:</b>					
Corporate	\$ —	\$ —	\$ —	\$ 121,551	\$ 121,551
<b>Total</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 121,551</b>	<b>\$ 121,551</b>
<b>Repurchase transactions:</b>					
Corporate	\$ —	\$ —	\$ 312	\$ 184,334	\$ 184,646
RMBS	—	—	—	—	—
U.S. government	—	—	—	220,765	220,765
Foreign government	—	—	—	21,802	21,802
Other	1,131	—	—	—	1,131
<b>Total</b>	<b>1,131</b>	<b>—</b>	<b>312</b>	<b>426,901</b>	<b>428,344</b>
<b>Total borrowings</b>	<b>\$ 1,131</b>	<b>\$ —</b>	<b>\$ 312</b>	<b>\$ 548,452</b>	<b>\$ 549,895</b>
Gross amount of recognized liabilities for securities lending and repurchase transactions in preceding table					\$ 576,786
Amounts related to agreements not included in offsetting disclosure					\$ 26,891

The Company has elected to offset amounts recognized as receivables and payables resulting from the repurchase/reverse repurchase programs. After the effect of offsetting, the net amount presented on the condensed consolidated balance sheets was a liability of \$0.4 million and \$1.1 million as of March 31, 2018 and December 31, 2017, respectively. As of March 31, 2018 and December 31, 2017, the Company recognized payables resulting from cash received as collateral associated with a repurchase agreement, as discussed above. Amounts owed to and due from the counterparties may be settled in cash or offset, in accordance with the agreements.

#### *Mortgage Loans on Real Estate*

Mortgage loans represented approximately 8.6% and 8.5% of the Company's total investments as of March 31, 2018 and December 31, 2017. As of March 31, 2018, mortgage loans were geographically dispersed throughout the U.S. with the largest concentrations in California (19.6%), Texas (8.6%) and Georgia (7.5%) and include loans secured by properties in Canada (2.4%). The recorded investment in mortgage loans on real estate presented below is gross of unamortized deferred loan origination fees and expenses, and valuation allowances.

The distribution of mortgage loans by property type is as follows as of March 31, 2018 and December 31, 2017 (dollars in thousands):

<b>Property type:</b>	March 31, 2018		December 31, 2017	
	Carrying Value	% of Total	Carrying Value	% of Total
Office building	\$ 1,518,170	34.1%	\$ 1,487,392	33.6%
Retail	1,236,933	27.8	1,270,676	28.8
Industrial	964,685	21.7	938,612	21.3
Apartment	497,699	11.2	510,052	11.6
Other commercial	232,804	5.2	206,439	4.7
Recorded investment	4,450,291	100.0%	\$ 4,413,171	100.0%
Unamortized balance of loan origination fees and expenses	(3,433)		(3,254)	
Valuation allowances	(8,864)		(9,384)	
<b>Total mortgage loans on real estate</b>	<b>\$ 4,437,994</b>		<b>\$ 4,400,533</b>	

The maturities of the mortgage loans as of March 31, 2018 and December 31, 2017 are as follows (dollars in thousands):

	March 31, 2018		December 31, 2017	
	Recorded Investment	% of Total	Recorded Investment	% of Total
Due within five years	\$ 1,130,108	25.4%	\$ 1,091,066	24.8%
Due after five years through ten years	2,492,588	56.0	2,516,872	57.0
Due after ten years	827,595	18.6	805,233	18.2
Total	\$ 4,450,291	100.0%	\$ 4,413,171	100.0%

The following tables set forth certain key credit quality indicators of the Company's recorded investment in mortgage loans as of March 31, 2018 and December 31, 2017 (dollars in thousands):

	Recorded Investment					
	Debt Service Ratios			Construction loans	Total	% of Total
	>1.20x	1.00x - 1.20x	<1.00x			
<b>March 31, 2018:</b>						
<b>Loan-to-Value Ratio</b>						
0% - 59.99%	\$ 2,154,344	\$ 79,738	\$ 6,855	\$ 12,279	\$ 2,253,216	50.6%
60% - 69.99%	1,520,008	29,795	68,070	—	1,617,873	36.4
70% - 79.99%	360,183	27,682	30,904	—	418,769	9.4
Greater than 80%	125,660	30,497	4,276	—	160,433	3.6
Total	\$ 4,160,195	\$ 167,712	\$ 110,105	\$ 12,279	\$ 4,450,291	100.0%

	Recorded Investment					
	Debt Service Ratios			Construction loans	Total	% of Total
	>1.20x	1.00x - 1.20x	<1.00x			
<b>December 31, 2017:</b>						
<b>Loan-to-Value Ratio</b>						
0% - 59.99%	\$ 2,148,428	\$ 53,979	\$ 3,801	\$ —	\$ 2,206,208	50.0%
60% - 69.99%	1,517,029	47,128	43,921	—	1,608,078	36.4
70% - 79.99%	396,446	19,461	15,367	—	431,274	9.8
Greater than 80%	120,850	30,713	6,362	9,686	167,611	3.8
Total	\$ 4,182,753	\$ 151,281	\$ 69,451	\$ 9,686	\$ 4,413,171	100.0%

The age analysis of the Company's past due recorded investments in mortgage loans as of March 31, 2018 and December 31, 2017 (dollars in thousands):

	March 31, 2018	December 31, 2017
31-60 days past due	\$ 17,102	\$ 17,100
61-90 days past due	—	2,056
Greater than 90 days	2,056	—
Total past due	19,158	19,156
Current	4,431,133	4,394,015
Total	\$ 4,450,291	\$ 4,413,171

The following table presents the recorded investment in mortgage loans, by method of measuring impairment, and the related valuation allowances as of March 31, 2018 and December 31, 2017 (dollars in thousands):

	March 31, 2018		December 31, 2017	
<b>Mortgage loans:</b>				
Individually measured for impairment	\$	23,423	\$	5,858
Collectively measured for impairment		4,426,868		4,407,313
Recorded investment	\$	4,450,291	\$	4,413,171
<b>Valuation allowances:</b>				
Individually measured for impairment	\$	—	\$	—
Collectively measured for impairment		8,864		9,384
Total valuation allowances	\$	8,864	\$	9,384

Information regarding the Company's loan valuation allowances for mortgage loans for the three months ended March 31, 2018 and 2017 is as follows (dollars in thousands):

	Three months ended March 31,	
	2018	2017
Balance, beginning of period	\$ 9,384	\$ 7,685
Provision (release)	(516)	101
Translation adjustment	(4)	—
Balance, end of period	\$ 8,864	\$ 7,786

Information regarding the portion of the Company's mortgage loans that were impaired as of March 31, 2018 and December 31, 2017 is as follows (dollars in thousands):

	Unpaid Principal Balance	Recorded Investment	Related Allowance	Carrying Value
<b>March 31, 2018:</b>				
Impaired mortgage loans with no valuation allowance recorded	\$ —	\$ 23,423	\$ —	\$ 23,423
Impaired mortgage loans with valuation allowance recorded	—	—	—	—
Total impaired mortgage loans	\$ —	\$ 23,423	\$ —	\$ 23,423
<b>December 31, 2017:</b>				
Impaired mortgage loans with no valuation allowance recorded	\$ 6,427	\$ 5,858	\$ —	\$ 5,858
Impaired mortgage loans with valuation allowance recorded	—	—	—	—
Total impaired mortgage loans	\$ 6,427	\$ 5,858	\$ —	\$ 5,858

The Company's average investment balance of impaired mortgage loans and the related interest income are reflected in the table below for the periods indicated (dollars in thousands):

	Three months ended March 31,			
	2018		2017	
	Average Recorded Investment <sup>(1)</sup>	Interest Income	Average Recorded Investment <sup>(1)</sup>	Interest Income
Impaired mortgage loans with no valuation allowance recorded	\$ 14,640	\$ 56	\$ 2,157	\$ 33
Impaired mortgage loans with valuation allowance recorded	—	—	—	—
Total impaired mortgage loans	\$ 14,640	\$ 56	\$ 2,157	\$ 33

(1) Average recorded investment represents the average loan balances as of the beginning of period and all subsequent quarterly end of period balances.

The Company did not acquire any impaired mortgage loans during the three months ended March 31, 2018 and 2017. The Company had no mortgage loans that were on a nonaccrual status as of March 31, 2018 and December 31, 2017.

*Policy Loans*

Policy loans comprised approximately 2.6% of the Company's total investments as of March 31, 2018 and December 31, 2017, the majority of which are associated with one client. These policy loans present no credit risk because the amount of the loan cannot exceed the obligation due to the ceding company upon the death of the insured or surrender of the underlying policy. The provisions of the treaties in force and the underlying policies determine the policy loan interest rates. The Company earns a spread between the interest rate earned on policy loans and the interest rate credited to corresponding liabilities.

*Funds Withheld at Interest*

Funds withheld at interest comprised approximately 11.7% and 11.8% of the Company's total investments as of March 31, 2018 and December 31, 2017, respectively. Of the \$6.0 billion funds withheld at interest balance, net of embedded derivatives, as of March 31, 2018, \$4.0 billion of the balance is associated with one client. For reinsurance agreements written on a modified coinsurance basis and certain agreements written on a coinsurance funds withheld basis, assets equal to the net statutory reserves are withheld and legally owned and managed by the ceding company and are reflected as funds withheld at interest on the Company's condensed consolidated balance sheets. In the event of a ceding company's insolvency, the Company would need to assert a claim on the assets supporting its reserve liabilities. However, the risk of loss to the Company is mitigated by its ability to offset amounts it owes the ceding company for claims or allowances against amounts owed to the Company from the ceding company.

*Other Invested Assets*

Other invested assets include limited partnership interests, joint ventures (other than operating joint ventures), equity release mortgages, derivative contracts and fair value option ("FVO") contractholder-directed unit-linked investments. Other invested assets also include FHLB common stock, which is included in other in the table below. Other invested assets represented approximately 2.9% of the Company's total investments as of March 31, 2018 and December 31, 2017. Carrying values of these assets as of March 31, 2018 and December 31, 2017 are as follows (dollars in thousands):

	March 31, 2018	December 31, 2017
Limited partnership interests and real estate joint ventures	805,613	781,124
Equity release mortgages	261,837	219,940
Derivatives	132,195	137,613
FVO contractholder-directed unit-linked investments	221,512	218,541
Other	90,990	148,114
Total other invested assets	<u>\$ 1,512,147</u>	<u>\$ 1,505,332</u>

## 5. Derivative Instruments

Derivatives, except for embedded derivatives and longevity and mortality swaps, are carried on the Company's condensed consolidated balance sheets in other invested assets or other liabilities, at fair value. Longevity and mortality swaps are included on the condensed consolidated balance sheets in other assets or other liabilities, at fair value. Embedded derivative assets and liabilities on modified coinsurance or funds withheld arrangements are included on the condensed consolidated balance sheets with the host contract in funds withheld at interest, at fair value. Embedded derivative liabilities on indexed annuity and variable annuity products are included on the condensed consolidated balance sheets with the host contract in interest-sensitive contract liabilities, at fair value. The following table presents the notional amounts and gross fair value of derivative instruments prior to taking into account the netting effects of master netting agreements as of March 31, 2018 and December 31, 2017 (dollars in thousands):

	March 31, 2018			December 31, 2017		
	Notional	Carrying Value/Fair Value		Notional	Carrying Value/Fair Value	
	Amount	Assets	Liabilities	Amount	Assets	Liabilities
<b>Derivatives not designated as hedging instruments:</b>						
Interest rate swaps	\$ 1,021,739	\$ 47,303	\$ 152	\$ 996,204	\$ 59,809	\$ 2,372
Financial futures	388,874	—	—	412,438	—	—
Foreign currency forwards	6,012	48	4	6,030	—	28
Consumer price index swaps	218,237	127	427	221,932	—	2,160
Credit default swaps	933,200	7,279	1,058	961,200	8,319	1,651
Equity options	639,801	33,958	—	632,251	23,271	—
Longevity swaps	985,920	44,011	—	960,400	40,659	—
Mortality swaps	—	—	1,683	—	—	1,683
Synthetic guaranteed investment contracts	10,866,171	—	—	10,052,576	—	—
<b>Embedded derivatives in:</b>						
Modified coinsurance or funds withheld arrangements	—	135,805	—	—	122,194	—
Indexed annuity products	—	—	827,109	—	—	861,758
Variable annuity products	—	—	137,686	—	—	152,470
<b>Total non-hedging derivatives</b>	<b>15,059,954</b>	<b>268,531</b>	<b>968,119</b>	<b>14,243,031</b>	<b>254,252</b>	<b>1,022,122</b>
<b>Derivatives designated as hedging instruments:</b>						
Interest rate swaps	435,000	(1,119)	16,972	435,000	—	20,389
Foreign currency swaps	598,575	56,403	5,461	672,921	65,207	8,496
Foreign currency forwards	698,241	7,458	225	553,175	1,265	7,720
<b>Total hedging derivatives</b>	<b>1,731,816</b>	<b>62,742</b>	<b>22,658</b>	<b>1,661,096</b>	<b>66,472</b>	<b>36,605</b>
<b>Total derivatives</b>	<b>\$ 16,791,770</b>	<b>\$ 331,273</b>	<b>\$ 990,777</b>	<b>\$ 15,904,127</b>	<b>\$ 320,724</b>	<b>\$ 1,058,727</b>

### Netting Arrangements

Certain of the Company's derivatives are subject to enforceable master netting arrangements and reported as a net asset or liability in the condensed consolidated balance sheets. The Company nets all derivatives that are subject to such arrangements.

The Company has elected to include all derivatives, except embedded derivatives, in the tables below, irrespective of whether they are subject to an enforceable master netting arrangement or a similar agreement. See Note 4 – "Investments" for information regarding the Company's securities borrowing, lending, repurchase and repurchase/reverse repurchase programs. See "Embedded Derivatives" below for information regarding the Company's bifurcated embedded derivatives.

The following table provides information relating to the Company's derivative instruments as of March 31, 2018 and December 31, 2017 (dollars in thousands):

	Gross Amounts Recognized	Gross Amounts Offset in the Balance Sheet	Net Amounts Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet		Net Amount
				Financial Instruments <sup>(1)</sup>	Cash Collateral Pledged/Received	
<b>March 31, 2018:</b>						
Derivative assets	\$ 195,468	\$ (19,262)	\$ 176,206	\$ —	\$ (188,407)	\$ (12,201)
Derivative liabilities	25,982	(19,262)	6,720	(57,456)	(3,470)	(54,206)
<b>December 31, 2017:</b>						
Derivative assets	\$ 198,530	\$ (20,258)	\$ 178,272	\$ (862)	\$ (185,900)	\$ (8,490)
Derivative liabilities	44,499	(20,258)	24,241	(58,156)	(22,221)	(56,136)

(1) Includes initial margin posted to a central clearing partner.

### Accounting for Derivative Instruments and Hedging Activities

The Company does not enter into derivative instruments for speculative purposes. As discussed below under "Non-qualifying Derivatives and Derivatives for Purposes Other Than Hedging," the Company uses various derivative instruments for risk management purposes that either do not qualify or have not been qualified for hedge accounting treatment. As of March 31, 2018 and December 31, 2017, the Company held interest rate swaps that were designated and qualified as cash flow hedges of interest rate risk, for variable rate liabilities and foreign currency assets, foreign currency swaps and foreign currency forwards that were designated and qualified as hedges of a portion of its net investment in its foreign operations, foreign currency swaps that were designated and qualified as fair value hedges of foreign currency risk, and derivative instruments that were not designated as hedging instruments. See Note 2 – "Summary of Significant Accounting Policies" of the Company's 2017 Annual Report for a detailed discussion of the accounting treatment for derivative instruments, including embedded derivatives. Derivative instruments are carried at fair value and generally require an insignificant amount of cash at inception of the contracts.

### Fair Value Hedges

The Company designates and reports certain foreign currency swaps to hedge the foreign currency fair value exposure of foreign currency denominated assets as fair value hedges when they meet the requirements of the general accounting principles for *Derivatives and Hedging*. The gain or loss on the hedged item attributable to a change in foreign currency and the offsetting gain or loss on the related foreign currency swaps as of March 31, 2018 and 2017, were (dollars in thousands):

Type of Fair Value Hedge	Hedged Item	Gains (Losses) Recognized for Derivatives	Gains (Losses) Recognized for Hedged Items	Ineffectiveness Recognized in Investment Related Gains (Losses)
<b>For the three months ended March 31, 2018:</b>				
Foreign currency swaps	Foreign-denominated fixed maturity securities	\$ (1,891)	\$ 1,891	\$ —
<b>For the three months ended March 31, 2017:</b>				
Foreign currency swaps	Foreign-denominated fixed maturity securities	\$ 6,536	\$ (6,536)	\$ —

A regression analysis was used, both at inception of the hedge and on an ongoing basis, to determine whether each derivative used in a hedged transaction is highly effective in offsetting changes in the hedged item. For the foreign currency swaps, the change in fair value related to changes in the benchmark interest rate and credit spreads are excluded from the hedge effectiveness. For the three months ended March 31, 2018 and 2017, \$2.4 million and \$1.0 million, respectively, of the change in the estimated fair value of derivatives, was excluded from hedge effectiveness.

### Cash Flow Hedges

Certain derivative instruments are designated as cash flow hedges when they meet the requirements of the general accounting principles for *Derivatives and Hedging*. The Company designates and accounts for the following as cash flows: (i) certain interest rate swaps, in which the cash flows of liabilities are variable based on a benchmark rate; (ii) certain interest rate swaps, in which the cash flows of assets are denominated in different currencies, commonly referred to as cross-currency swaps; and (iii) forward bond purchase commitments.

The following table presents the components of AOCI, before income tax, and the condensed consolidated income statement classification where the gain or loss is recognized related to cash flow hedges for the three months ended March 31, 2018 and 2017 (dollars in thousands):

	Three months ended March 31,	
	2018	2017
Balance beginning of period	\$ 2,619	\$ (2,496)
Gains (losses) deferred in other comprehensive income (loss) on the effective portion of cash flow hedges	17,817	10,433
Amounts reclassified to investment income	(144)	(247)
Amounts reclassified to interest expense	370	—
Balance end of period	<u>\$ 20,662</u>	<u>\$ 7,690</u>

As of March 31, 2018, the before-tax deferred net gains (losses) on derivative instruments recorded in AOCI that are expected to be reclassified to earnings during the next twelve months are approximately \$0.6 million and \$0.7 million in investment income and interest expense, respectively.

The following table presents the effective portion of derivatives in cash flow hedging relationships on the condensed consolidated statements of income and the condensed consolidated statements of comprehensive income for the three months ended March 31, 2018 and 2017 (dollars in thousands):

Derivative Type	Effective Portion			
	Gain (Loss) Deferred in OCI	Gain (Loss) Reclassified into Income from OCI		
		Investment Income	Interest Expense	
<b>For the three months ended March 31, 2018:</b>				
Interest rate	\$ 14,986	\$ —	\$	(370)
Currency/Interest rate	2,831	144		—
Forward bond purchase commitments	—	—		—
Total	<u>\$ 17,817</u>	<u>\$ 144</u>	<u>\$</u>	<u>(370)</u>
<b>For the three months ended March 31, 2017:</b>				
Interest rate	\$ 2,216	\$ —	\$	—
Currency/Interest rate	8,217	197		—
Forward bond purchase commitments	—	50		—
Total	<u>\$ 10,433</u>	<u>\$ 247</u>	<u>\$</u>	<u>—</u>

All components of each derivative's gain or loss were included in the assessment of hedge effectiveness. For the three months ended March 31, 2018 and 2017, the ineffective portion of derivatives reported as cash flow hedges was not material to the Company's results of operations. Also, there were no material amounts reclassified into earnings relating to instances in which the Company discontinued cash flow hedge accounting because the forecasted transaction did not occur by the anticipated date or within the additional time period permitted by the authoritative guidance for the accounting for derivatives and hedging.

### Hedges of Net Investments in Foreign Operations

The Company uses foreign currency swaps and foreign currency forwards to hedge a portion of its net investment in certain foreign operations against adverse movements in exchange rates. The following table illustrates the Company's net investments in foreign operations ("NIFO") hedges for the three months ended March 31, 2018 and 2017 (dollars in thousands):

Type of NIFO Hedge <sup>(1)(2)</sup>	Derivative Gains (Losses) Deferred in AOCI	
	For the three months ended March 31,	
	2018	2017
Foreign currency swaps	\$ 8,805	\$ (7,606)
Foreign currency forwards	12,236	—

(1) There were no sales or substantial liquidations of net investments in foreign operations that would have required the reclassification of gains or losses from accumulated other comprehensive income (loss) into investment income during the periods presented.

(2) There was no ineffectiveness recognized for the Company's hedges of net investments in foreign operations.

The cumulative foreign currency translation gain recorded in AOCI related to these hedges was \$134.7 million and \$113.7 million at March 31, 2018 and December 31, 2017, respectively. If a hedged foreign operation was sold or substantially liquidated, the amounts in AOCI would be reclassified to the condensed consolidated statements of income. A pro rata portion would be reclassified upon partial sale of a hedged foreign operation.

### Non-qualifying Derivatives and Derivatives for Purposes Other Than Hedging

The Company uses various other derivative instruments for risk management purposes that either do not qualify or have not been qualified for hedge accounting treatment. The gain or loss related to the change in fair value for these derivative instruments is recognized in investment related gains (losses), net in the condensed consolidated statements of income, except where otherwise noted.

A summary of the effect of non-hedging derivatives, including embedded derivatives, on the Company's condensed consolidated statements of income for the three months ended March 31, 2018 and 2017 is as follows (dollars in thousands):

Type of Non-hedging Derivative	Income Statement Location of Gain (Loss)	Gain (Loss) for the three months ended March 31,	
		2018	2017
Interest rate swaps	Investment related gains (losses), net	\$ (26,571)	\$ (2,612)
Financial futures	Investment related gains (losses), net	129	(12,775)
Foreign currency forwards	Investment related gains (losses), net	323	904
CPI swaps	Investment related gains (losses), net	2,186	(5)
Credit default swaps	Investment related gains (losses), net	(402)	7,358
Equity options	Investment related gains (losses), net	2,593	(17,189)
Longevity swaps	Other revenues	2,267	1,865
Mortality swaps	Other revenues	—	(395)
Subtotal		(19,475)	(22,849)
Embedded derivatives in:			
Modified coinsurance or funds withheld arrangements	Investment related gains (losses), net	13,611	68,702
Indexed annuity products	Interest credited	25,351	(16,402)
Variable annuity products	Investment related gains (losses), net	14,785	22,363
Total non-hedging derivatives		\$ 34,272	\$ 51,814

### Types of Derivatives Used by the Company

#### Interest Rate Swaps

Interest rate swaps are used by the Company primarily to reduce market risks from changes in interest rates, to alter interest rate exposure arising from mismatches between assets and liabilities (duration mismatches) and to manage the risk of cash flows of liabilities that are variable based on a benchmark rate. With an interest rate swap, the Company agrees with another party to exchange, at specified intervals, the difference between two rates, which can be either fixed-rate or floating-rate interest amounts, tied to an agreed-upon notional principal amount. These transactions are executed pursuant to master agreements that provide for a single net payment or individual gross payments at each due date. The Company utilizes interest rate swaps in cash flow and non-qualifying hedging relationships.

#### Financial Futures

Exchange-traded futures are used primarily to economically hedge liabilities embedded in certain variable annuity products. With exchange-traded futures transactions, the Company agrees to purchase or sell a specified number of contracts, the value of which is determined by the relevant indices, and to post variation margin on a daily basis in an amount equal to the difference between the daily estimated fair values of those contracts. The Company enters into exchange-traded futures with regulated futures commission merchants that are members of the exchange.

#### Equity Options

Equity index options are used by the Company primarily to hedge minimum guarantees embedded in certain variable annuity products. To hedge against adverse changes in equity indices volatility, the Company buys put options. The contracts are net settled in cash based on differentials in the indices at the time of exercise and the strike price.



### *Consumer Price Index Swaps*

Consumer price index (“CPI”) swaps are used by the Company primarily to economically hedge liabilities embedded in certain insurance products where value is directly affected by changes in a designated benchmark consumer price index. With a CPI swap transaction, the Company agrees with another party to exchange the actual amount of inflation realized over a specified period of time for a fixed amount of inflation determined at inception. These transactions are executed pursuant to master agreements that provide for a single net payment or individual gross payments to be made by the counterparty at each due date. Most of these swaps will require a single payment to be made by one counterparty at the maturity date of the swap.

### *Foreign Currency Swaps*

Foreign currency swaps are used by the Company to reduce the risk from fluctuations in foreign currency exchange rates associated with its assets and liabilities denominated in foreign currencies. With a foreign currency swap transaction, the Company agrees with another party to exchange, at specified intervals, the difference between one currency and another at a forward exchange rate calculated by reference to an agreed upon principal amount. The principal amount of each currency is exchanged at the termination of the currency swap by each party. The Company uses foreign currency swaps in hedges of net investments in foreign operations, fair value hedges and non-qualifying hedge relationships.

### *Foreign Currency Forwards*

Foreign currency forwards are used by the Company to reduce the risk from fluctuations in foreign currency exchange rates associated with its assets and liabilities denominated in foreign currencies. With a foreign currency forward transaction, the Company agrees with another party to deliver a specified amount of an identified currency at a specified future date. The price is agreed upon at the time of the contract and payment for such a contract is made in a different currency at the specified future date. The Company uses foreign currency forwards in hedges of net investments in foreign operations and non-qualifying hedge relationships.

### *Forward Bond Purchase Commitments*

Forward bond purchase commitments have been used by the Company to hedge against the variability in the anticipated cash flows required to purchase securities. With forward bond purchase commitments, the forward price is agreed upon at the time of the contract and payment for such contract is made at the future specified settlement date of the securities.

### *Credit Default Swaps*

The Company sells protection under single name credit default swaps and credit default swap index tranches to diversify its credit risk exposure in certain portfolios and, in combination with purchasing securities, to replicate characteristics of similar investments based on the credit quality and term of the credit default swap. Credit default triggers for indexed reference entities and single name reference entities are defined in the contracts. The Company’s maximum exposure to credit loss equals the notional value for credit default swaps. In the event of default of a referencing entity, the Company is typically required to pay the protection holder the full notional value less a recovery amount determined at auction.

The following table presents the estimated fair value, maximum amount of future payments and weighted average years to maturity of credit default swaps sold by the Company at March 31, 2018 and December 31, 2017 (dollars in thousands):

Rating Agency Designation of Referenced Credit Obligations <sup>(1)</sup>	March 31, 2018			December 31, 2017		
	Estimated Fair Value of Credit Default Swaps	Maximum Amount of Future Payments under Credit Default Swaps <sup>(2)</sup>	Weighted Average Years to Maturity <sup>(3)</sup>	Estimated Fair Value of Credit Default Swaps	Maximum Amount of Future Payments under Credit Default Swaps <sup>(2)</sup>	Weighted Average Years to Maturity <sup>(3)</sup>
<b>AAA/AA+/AA/AA-/A+/A/A-</b>						
Single name credit default swaps	\$ 2,761	\$ 152,000	3.0	\$ 3,128	\$ 162,000	2.9
Subtotal	2,761	152,000	3.0	3,128	162,000	2.9
<b>BBB+/BBB/BBB-</b>						
Single name credit default swaps	4,203	333,700	2.8	4,469	361,700	2.9
Credit default swaps referencing indices	156	422,600	3.7	(55)	422,600	4.0
Subtotal	4,359	756,300	3.3	4,414	784,300	3.5
<b>BB+/BB/BB-</b>						
Single name credit default swaps	(25)	15,000	1.5	30	5,000	1.5
Subtotal	(25)	15,000	1.5	30	5,000	1.5
<b>Total</b>	<b>\$ 7,095</b>	<b>\$ 923,300</b>	<b>3.2</b>	<b>\$ 7,572</b>	<b>\$ 951,300</b>	<b>3.4</b>

(1) The rating agency designations are based on ratings from Standard and Poor's ("S&P").

(2) Assumes the value of the referenced credit obligations is zero.

(3) The weighted average years to maturity of the credit default swaps is calculated based on weighted average notional amounts.

The Company also purchases credit default swaps to reduce its risk against a drop in bond prices due to credit concerns of certain bond issuers. If a credit event, as defined by the contract, occurs, the Company is able to put the bond back to the counterparty at par.

#### Longevity Swaps

The Company enters into longevity swaps in the form of out-of-the-money options, which provide protection against changes in mortality improvement to retirement plans and insurers of such plans. With a longevity swap transaction, the Company agrees with another party to exchange a proportion of a notional value. The proportion is determined by the difference between a predefined benefit, and the realized benefit plus the future expected benefit, calculated by reference to a population index for a fixed premium.

#### Mortality Swaps

Mortality swaps have been used by the Company to hedge risk from changes in mortality experience associated with its reinsurance of life insurance risk. The Company agrees with another party to exchange, at specified intervals, a proportion of a notional value determined by the difference between a predefined expected and realized claim amount on a designated index of reinsured lives, for a fixed percentage (premium) each term. The mortality swaps matured in 2017 and an accrued liability for amounts owed to the counterparty is recorded in other liabilities at March 31, 2018.

#### Synthetic Guaranteed Investment Contracts

The Company sells fee-based synthetic guaranteed investment contracts to retirement plans which include investment-only, stable value contracts. The assets are owned by the trustees of such plans, who invest the assets under the terms of investment guidelines to which the Company agrees. The contracts contain a guarantee of a minimum rate of return on participant balances supported by the underlying assets, and a guarantee of liquidity to meet certain participant-initiated plan cash flow requirements. These contracts are reported as derivatives and recorded at fair value.

#### Embedded Derivatives

The Company has certain embedded derivatives which are required to be separated from their host contracts and reported as derivatives. Host contracts include reinsurance treaties structured on a modified coinsurance ("modco") or funds withheld basis. Additionally, the Company reinsures equity-indexed annuity and variable annuity contracts with benefits that are considered embedded derivatives, including guaranteed minimum withdrawal benefits, guaranteed minimum accumulation benefits, and guaranteed minimum income benefits. The changes in fair values of embedded derivatives on equity-indexed annuities described below relate to changes in the fair value associated with capital market and other related assumptions. The Company's utilization of a credit valuation adjustment ("CVA") did not have a material effect on the change in fair value of its embedded derivatives for the three months ended March 31, 2018 and 2017.

The related gains (losses) and the effect on net income after amortization of deferred acquisition costs (“DAC”) and income taxes for the three months ended March 31, 2018 and 2017 are reflected in the following table (dollars in thousands):

	Three months ended March 31,	
	2018	2017
Embedded derivatives in modco or funds withheld arrangements included in investment related gains	\$ 13,611	\$ 68,702
After the associated amortization of DAC and taxes, the related amounts included in net income	6,850	25,844
Embedded derivatives in variable annuity contracts included in investment related gains	14,785	22,363
After the associated amortization of DAC and taxes, the related amounts included in net income	11,126	28,836
Amounts related to embedded derivatives in equity-indexed annuities included in benefits and expenses	25,351	(16,402)
After the associated amortization of DAC and taxes, the related amounts included in net income	6,537	(21,396)

### Credit Risk

The Company manages its credit risk related to over-the-counter (“OTC”) derivatives by entering into transactions with creditworthy counterparties, maintaining collateral arrangements and through the use of master netting agreements that provide for a single net payment to be made by one counterparty to another at each due date and upon termination.

The credit exposure of the Company’s OTC derivative transactions is represented by the contracts with a positive fair value (market value) at the reporting date. To reduce credit exposures, the Company seeks to (i) enter into OTC derivative transactions pursuant to master netting agreements that provide for a netting of payments and receipts with a single counterparty, and (ii) enter into agreements that allow the use of credit support annexes, which are bilateral rating-sensitive agreements that require collateral postings at established threshold levels. Certain of the Company’s OTC derivatives are cleared derivatives, which are bilateral transactions between the Company and a counterparty where the transactions are cleared through a clearinghouse, such that each derivative counterparty is only exposed to the default of the clearinghouse. These cleared transactions require initial and daily variation margin collateral postings and include certain interest rate swaps and credit default swaps entered into on or after June 10, 2013, related to guidelines implemented under the Dodd-Frank Wall Street Reform and Consumer Protection Act. In 2017, the Company followed the Chicago Mercantile Exchange amended rulebook to legally characterize variation margin payments as settlements of the derivative’s mark-to-market exposure and not collateral. Also, the Company enters into exchange-traded futures through regulated exchanges and these transactions are settled on a daily basis, thereby reducing credit risk exposure in the event of non-performance by counterparties to such financial instruments.

The Company enters into various collateral arrangements, which require both the posting and accepting of collateral in connection with its derivative instruments. Collateral agreements contain attachment thresholds that may vary depending on the posting party’s ratings. Additionally, a decline in the Company’s or the counterparty’s credit ratings to specified levels could result in potential settlement of the derivative positions under the Company’s agreements with its counterparties. The Company also has exchange-traded futures, which require the maintenance of a margin account. As exchange-traded futures are affected through regulated exchanges, and positions are marked to market on a daily basis, the Company has minimal exposure to credit-related losses in the event of nonperformance by counterparties.

The Company’s credit exposure related to derivative contracts is generally limited to the fair value at the reporting date plus or minus any collateral posted or held by the Company. Information regarding the Company’s credit exposure related to its over-the-counter derivative contracts, centrally cleared derivative contracts and margin account for exchange-traded futures at March 31, 2018 and December 31, 2017 are reflected in the following table (dollars in thousands):

	March 31, 2018	December 31, 2017
Estimated fair value of derivatives in net asset position	\$ 171,169	\$ 155,714
Cash provided as collateral <sup>(1)</sup>	3,470	22,221
Securities pledged to counterparties as collateral <sup>(2)</sup>	57,456	58,156
Cash pledged from counterparties as collateral <sup>(3)</sup>	(188,407)	(185,900)
Securities pledged from counterparties as collateral <sup>(4)</sup>	—	(862)
Initial margin for cleared derivatives <sup>(5)</sup>	(57,456)	(58,156)
Net amount after application of master netting agreements and collateral	\$ (13,768)	\$ (8,827)
Margin account related to exchange-traded futures <sup>(6)</sup>	\$ 7,382	\$ 6,538

(1) Consists of receivable from counterparty, included in other assets.

(2) Included in available-for-sale securities, primarily consists of U.S. Treasury and government agency securities.

(3) Included in cash and cash equivalents, with obligation to return cash collateral recorded in other liabilities.

(4) Consists of U.S. Treasury and government securities.

(5) Included in other assets.

## 6. Fair Value of Assets and Liabilities

### *Fair Value Measurement*

General accounting principles for *Fair Value Measurements and Disclosures* define fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. These principles also establish a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value and describes three levels of inputs that may be used to measure fair value:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities. The Company's Level 1 assets and liabilities are traded in active exchange markets.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or market standard valuation techniques and assumptions that use significant inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the related assets or liabilities. Prices are determined using valuation methodologies such as discounted cash flow models and other similar techniques that require management's judgment or estimation in developing inputs that are consistent with what other market participants would use when pricing similar assets and liabilities. Additionally, the Company's embedded derivatives, all of which are associated with reinsurance treaties and longevity and mortality swaps, are classified in Level 3 since their values include significant unobservable inputs.

For a discussion of the Company's valuation methodologies for assets and liabilities measured at fair value and the fair value hierarchy, see Note 6 in the Notes to Consolidated Financial Statements included in the Company's 2017 Annual Report.

### Assets and Liabilities by Hierarchy Level

Assets and liabilities measured at fair value on a recurring basis as of March 31, 2018 and December 31, 2017 are summarized below (dollars in thousands):

March 31, 2018:	Total	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
<b>Assets:</b>				
Fixed maturity securities – available-for-sale:				
Corporate	\$ 23,520,469	\$ —	\$ 22,221,205	\$ 1,299,264
Canadian government	4,097,854	—	3,525,107	572,747
RMBS	1,787,148	—	1,666,534	120,614
ABS	1,734,722	—	1,604,016	130,706
CMBS	1,281,933	—	1,280,049	1,884
U.S. government	1,436,114	1,313,806	101,255	21,053
State and political subdivisions	713,513	—	671,637	41,876
Other foreign government	3,373,507	—	3,368,503	5,004
<b>Total fixed maturity securities – available-for-sale</b>	<b>37,945,260</b>	<b>1,313,806</b>	<b>34,438,306</b>	<b>2,193,148</b>
Equity securities	103,983	67,831	—	36,152
Funds withheld at interest – embedded derivatives	135,805	—	—	135,805
Cash equivalents	538,761	538,761	—	—
Short-term investments	58,499	67	55,215	3,217
Other invested assets:				
Derivatives:				
Interest rate swaps	40,812	—	40,812	—
Foreign currency forwards	6,932	—	6,932	—
CPI swaps	(99)	—	(99)	—
Credit default swaps	5,465	—	5,465	—
Equity options	27,140	—	27,140	—
Foreign currency swaps	51,945	—	51,945	—
FVO contractholder-directed unit-linked investments	221,512	221,043	469	—
<b>Total other invested assets</b>	<b>353,707</b>	<b>221,043</b>	<b>132,664</b>	<b>—</b>
Other assets - longevity swaps	44,011	—	—	44,011
<b>Total</b>	<b>\$ 39,180,026</b>	<b>\$ 2,141,508</b>	<b>\$ 34,626,185</b>	<b>\$ 2,412,333</b>
<b>Liabilities:</b>				
Interest sensitive contract liabilities – embedded derivatives	\$ 964,795	\$ —	\$ —	\$ 964,795
Other liabilities:				
Derivatives:				
Interest rate swaps	11,752	—	11,752	—
Foreign currency forwards	(345)	—	(345)	—
CPI swaps	201	—	201	—
Credit default swaps	(756)	—	(756)	—
Equity options	(6,818)	—	(6,818)	—
Foreign currency swaps	1,003	—	1,003	—
Mortality swaps	1,683	—	—	1,683
<b>Total</b>	<b>\$ 971,515</b>	<b>\$ —</b>	<b>\$ 5,037</b>	<b>\$ 966,478</b>

**December 31, 2017:**

	Total	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
<b>Assets:</b>				
Fixed maturity securities – available-for-sale:				
Corporate	\$ 23,210,968	\$ —	\$ 21,873,696	\$ 1,337,272
Canadian government	4,220,076	—	3,626,134	593,942
RMBS	1,719,880	—	1,611,998	107,882
ABS	1,648,362	—	1,524,888	123,474
CMBS	1,303,387	—	1,300,153	3,234
U.S. government	1,943,592	1,818,006	103,075	22,511
State and political subdivisions	703,428	—	662,225	41,203
Other foreign government	3,401,127	—	3,396,035	5,092
<b>Total fixed maturity securities – available-for-sale</b>	<b>38,150,820</b>	<b>1,818,006</b>	<b>34,098,204</b>	<b>2,234,610</b>
Equity securities:				
Non-redeemable preferred stock	39,806	39,806	—	—
Other equity securities	60,346	60,346	—	—
Funds withheld at interest – embedded derivatives	122,194	—	—	122,194
Cash equivalents	356,788	354,071	2,717	—
Short-term investments	50,746	—	47,650	3,096
Other invested assets:				
Derivatives:				
Interest rate swaps	51,359	—	51,359	—
Foreign currency forwards	730	—	730	—
CPI swaps	(221)	—	(221)	—
Credit default swaps	5,908	—	5,908	—
Equity options	16,932	—	16,932	—
Foreign currency swaps	62,905	—	62,905	—
FVO contractholder-directed unit-linked investments	218,541	217,618	923	—
<b>Total other invested assets</b>	<b>356,154</b>	<b>217,618</b>	<b>138,536</b>	<b>—</b>
Other assets - longevity swaps	40,659	—	—	40,659
<b>Total</b>	<b>\$ 39,177,513</b>	<b>\$ 2,489,847</b>	<b>\$ 34,287,107</b>	<b>\$ 2,400,559</b>
<b>Liabilities:</b>				
Interest sensitive contract liabilities – embedded derivatives	\$ 1,014,228	\$ —	\$ —	\$ 1,014,228
Other liabilities:				
Derivatives:				
Interest rate swaps	14,311	—	14,311	—
Foreign currency forwards	7,213	—	7,213	—
CPI swaps	1,939	—	1,939	—
Credit default swaps	(760)	—	(760)	—
Equity options	(6,339)	—	(6,339)	—
Foreign currency swaps	6,194	—	6,194	—
Mortality swaps	1,683	—	—	1,683
<b>Total</b>	<b>\$ 1,038,469</b>	<b>\$ —</b>	<b>\$ 22,558</b>	<b>\$ 1,015,911</b>

**Transfers between Levels 1 and 2**

Transfers between Levels 1 and 2 are made to reflect changes in observability of inputs and market activity. There were no transfers between Level 1 and Level 2 for the quarter ended March 31, 2018. The Company recognizes transfers of assets and liabilities into and out of levels within the fair value hierarchy at the beginning of the quarter in which the actual event or change in circumstances that caused the transfer occurs. The following tables present the transfers from Level 1 and Level 2 during the three months ended March 31, 2017 (dollars in thousands):

	2017	
	Transfers from Level 1 to Level 2	Transfers from Level 2 to Level 1
<b>Fixed maturity securities - available-for-sale:</b>		
Corporate	\$ —	\$ 38,675

### Quantitative Information Regarding Internally - Priced Level 3 Assets and Liabilities

The following table presents quantitative information about significant unobservable inputs used in Level 3 fair value measurements that are developed internally by the Company as of March 31, 2018 and December 31, 2017 (dollars in thousands):

	Estimated Fair Value		Valuation Technique	Unobservable Inputs	Range (Weighted Average)	
	March 31, 2018	December 31, 2017			March 31, 2018	December 31, 2017
<b>Assets:</b>						
Corporate	\$183,680	\$173,579	Market comparable securities	Liquidity premium	0-2% (1%)	0-2% (1%)
				EBITDA Multiple	5.9X - 7.5X (6.6X)	—
U.S. government	21,053	22,511	Market comparable securities	Liquidity premium	0-1% (1%)	0-1% (1%)
State and political subdivisions	4,452	4,616	Market comparable securities	Liquidity premium	1%	1%
Equity securities	25,987	—	Market comparable securities	Liquidity premium	3%	—
				EBITDA Multiple	6.9X - 13.1X (8.0X)	—
Funds withheld at interest- embedded derivatives	135,805	122,194	Total return swap	Mortality	0-100% (2%)	0-100% (2%)
				Lapse	0-35% (9%)	0-35% (9%)
				Withdrawal	0-5% (3%)	0-5% (3%)
				CVA	0-5% (1%)	0-5% (1%)
				Crediting rate	2-4% (2%)	2-4% (2%)
Longevity swaps	44,011	40,659	Discounted cash flow	Mortality	0-100% (2%)	0-100% (2%)
				Mortality improvement	(10%)-10% (3%)	(10%)-10% (3%)
<b>Liabilities:</b>						
Interest sensitive contract liabilities- embedded derivatives- indexed annuities	827,109	861,758	Discounted cash flow	Mortality	0-100% (2%)	0-100% (2%)
				Lapse	0-35% (9%)	0-35% (9%)
				Withdrawal	0-5% (3%)	0-5% (3%)
				Option budget projection	2-4% (2%)	2-4% (2%)
Interest sensitive contract liabilities- embedded derivatives- variable annuities	137,686	152,470	Discounted cash flow	Mortality	0-100% (1%)	0-100% (1%)
				Lapse	0-25% (5%)	0-25% (5%)
				Withdrawal	0-7% (4%)	0-7% (3%)
				CVA	0-5% (1%)	0-5% (1%)
				Long-term volatility	0-27% (13%)	0-27% (8%)
Mortality swaps	1,683	1,683	Discounted cash flow	Mortality	0-100% (1%)	0-100% (1%)

### Changes in Level 3 Assets and Liabilities

Assets and liabilities transferred into Level 3 are due to a lack of observable market transactions and price information. Assets and liabilities are transferred out of Level 3 when circumstances change such that significant inputs can be corroborated with market observable data. This may be due to a significant increase in market activity for the asset or liability, a specific event, one or more significant input(s) becoming observable. Transfers out of Level 3 were primarily the result of the Company obtaining observable pricing information or a third party pricing quotation that appropriately reflects the fair value of those assets and liabilities. In addition, certain transfers out of Level 3 were also due to ratings upgrades on mortgage-backed securities that had previously had below investment-grade ratings. The Company also transferred equity securities with a fair value of approximately \$38.9 million into Level 3 as a result of the adoption of the new accounting guidance for the recognition and measurement of equity securities.

For further information on the Company's valuation processes, see Note 6 in the Notes to Consolidated Financial Statements included in the Company's 2017 Annual Report.

The reconciliations for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) are as follows (dollars in thousands):

**For the three months ended March 31, 2018:**

	Fixed maturity securities - available-for-sale			
	Corporate	Canadian government	RMBS	ABS
Fair value, beginning of period	\$ 1,337,272	\$ 593,942	\$ 107,882	\$ 123,474
Total gains/losses (realized/unrealized)				
Included in earnings, net:				
Investment income, net of related expenses	(361)	3,444	(92)	106
Investment related gains (losses), net	—	—	—	2
Included in other comprehensive income	(32,852)	(24,639)	(1,110)	853
Purchases <sup>(1)</sup>	100,170	—	20,916	11,000
Sales <sup>(1)</sup>	(6,180)	—	—	—
Settlements <sup>(1)</sup>	(75,146)	—	(2,963)	(2,739)
Transfers into Level 3	7,166	—	—	—
Transfers out of Level 3	(30,805)	—	(4,019)	(1,990)
Fair value, end of period	\$ 1,299,264	\$ 572,747	\$ 120,614	\$ 130,706
Unrealized gains and losses recorded in earnings for the period relating to those Level 3 assets and liabilities that were still held at the end of the period				
Included in earnings, net:				
Investment income, net of related expenses	\$ (361)	\$ 3,444	\$ (92)	\$ 106

**For the three months ended March 31, 2018 (continued):**

	Fixed maturity securities - available-for-sale			
	CMBS	U.S. government	State and political subdivisions	Other foreign government
Fair value, beginning of period	\$ 3,234	\$ 22,511	\$ 41,203	\$ 5,092
Total gains/losses (realized/unrealized)				
Included in earnings, net:				
Investment income, net of related expenses	—	(110)	8	—
Included in other comprehensive income	(47)	(340)	700	(88)
Purchases <sup>(1)</sup>	—	96	—	—
Settlements <sup>(1)</sup>	(1)	(1,104)	(35)	—
Transfers out of Level 3	(1,302)	—	—	—
Fair value, end of period	\$ 1,884	\$ 21,053	\$ 41,876	\$ 5,004
Unrealized gains and losses recorded in earnings for the period relating to those Level 3 assets and liabilities that were still held at the end of the period				
Included in earnings, net:				
Investment income, net of related expenses	\$ —	\$ (110)	\$ 8	\$ —



**For the three months ended March 31, 2018 (continued):**

	Equity securities	Funds withheld at interest-embedded derivatives	Short-term Investments	Other assets - longevity swaps	Interest sensitive contract liabilities embedded derivatives	Other liabilities - mortality swaps
Fair value, beginning of period	\$ —	\$ 122,194	\$ 3,096	\$ 40,659	\$ (1,014,229)	\$ (1,683)
Total gains/losses (realized/unrealized)						
Included in earnings, net:						
Investment related gains (losses), net	(2,677)	13,611	—	—	14,785	—
Interest credited	—	—	—	—	25,351	—
Included in other comprehensive income	—	—	(25)	1,085	—	—
Other revenues	—	—	—	2,267	—	—
Purchases <sup>(1)</sup>	—	—	146	—	(8,508)	—
Sales <sup>(1)</sup>	(28)	—	—	—	—	—
Settlements <sup>(1)</sup>	(48)	—	—	—	17,807	—
Transfers into Level 3	38,905	—	—	—	—	—
Fair value, end of period	\$ 36,152	\$ 135,805	\$ 3,217	\$ 44,011	\$ (964,794)	\$ (1,683)
Unrealized gains and losses recorded in earnings for the period relating to those Level 3 assets and liabilities that were still held at the end of the period						
Included in earnings, net:						
Investment income, net of related expenses	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Investment related gains (losses), net	(2,705)	13,611	—	—	12,901	—
Other revenues	—	—	—	2,267	—	—
Interest credited	—	—	—	—	7,544	—

**For the three months ended March 31, 2017:**

	Fixed maturity securities - available-for-sale					
	Corporate	Canadian governments	RMBS	ABS	CMBS	U.S. government
Fair value, beginning of period	\$ 1,272,253	\$ 475,965	\$ 160,291	\$ 219,280	\$ 21,145	\$ 24,488
Total gains/losses (realized/unrealized)						
Included in earnings, net:						
Investment income, net of related expenses	(423)	3,070	(245)	1,018	709	(117)
Investment related gains (losses), net	(1,231)	—	365	—	(595)	—
Included in other comprehensive income	4,948	4,525	650	5,767	(83)	52
Purchases <sup>(1)</sup>	45,914	—	16,499	10,849	—	104
Sales <sup>(1)</sup>	—	—	(10,604)	—	(3,720)	—
Settlements <sup>(1)</sup>	(71,470)	—	(6,784)	(18,154)	(5,401)	(1,053)
Transfers into Level 3	13,934	—	77	35,258	—	—
Transfers out of Level 3	—	—	(16,819)	(45,582)	(10,132)	—
Fair value, end of period	\$ 1,263,925	\$ 483,560	\$ 143,430	\$ 208,436	\$ 1,923	\$ 23,474
Unrealized gains and losses recorded in earnings for the period relating to those Level 3 assets and liabilities that were still held at the end of the period						
Included in earnings, net:						
Investment income, net of related expenses	\$ (423)	\$ 3,070	\$ (91)	\$ 161	\$ —	\$ (117)
Investment related gains (losses), net	(1,293)	—	(346)	—	—	—

**For the three months ended March 31, 2017 (continued):**

	Fixed maturity securities available-for-sale		Funds withheld at interest- embedded derivatives	Short-term Investments	Other assets - longevity swaps	Interest sensitive contract liabilities embedded derivatives	Other liabilities - mortality swaps
	State and political subdivisions	Other foreign government					
Fair value, beginning of period	\$ 41,666	\$ 12,869	\$ (22,529)	\$ 3,346	\$ 26,958	\$ (990,308)	\$ (2,462)
Total gains/losses (realized/unrealized)							
Included in earnings, net:							
Investment income, net of related expenses	(88)	—	—	—	—	—	—
Investment related gains (losses), net	—	—	68,702	—	—	22,362	—
Interest credited	—	—	—	—	—	(16,402)	—
Included in other comprehensive income							
Other revenues	(843)	(191)	—	33	347	—	—
Purchases <sup>(1)</sup>	—	—	—	32	—	(6,393)	—
Settlements <sup>(1)</sup>	(33)	(334)	—	(135)	—	17,811	—
Transfers out of Level 3	(6,844)	—	—	—	—	—	—
Fair value, end of period	\$ 33,858	\$ 12,344	\$ 46,173	\$ 3,276	\$ 29,170	\$ (972,930)	\$ (2,857)
Unrealized gains and losses recorded in earnings for the period relating to those Level 3 assets and liabilities that were still held at the end of the period							
Included in earnings, net:							
Investment income, net of related expenses	\$ (88)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Investment related gains (losses), net	—	—	68,702	—	—	20,300	—
Other revenues	—	—	—	—	1,865	—	(395)
Interest credited	—	—	—	—	—	(34,214)	—

(1) The amount reported within purchases, sales and settlements is the purchase price (for purchases) and the sales/settlement proceeds (for sales and settlements) based upon the actual date purchased or sold/settled. Items purchased and sold/settled in the same period are excluded from the rollforward. The Company had no issuances during the period.

**Nonrecurring Fair Value Measurements**

During the three months ended March 31, 2018 and March 31, 2017, the Company did not have any adjustments to its assets or liabilities measured at fair value on a nonrecurring basis that are still held at the reporting date.

**Fair Value of Financial Instruments**

The Company is required by general accounting principles for *Fair Value Measurements and Disclosures* to disclose the fair value of certain financial instruments including those that are not carried at fair value. The following table presents the carrying amounts and estimated fair values of the Company's financial instruments, which were not measured at fair value on a recurring basis, as of March 31, 2018 and December 31, 2017 (dollars in thousands). For additional information regarding the methods and significant assumptions used by the Company to estimate these fair values, see Note 6 in the Notes to Consolidated Financial Statements included in the Company's 2017 Annual Report. This table excludes any payables or receivables for collateral under repurchase agreements and other transactions. The estimated fair value of the excluded amount approximates carrying value as they equal the amount of cash collateral received/paid.

**March 31, 2018:**

	Carrying Value <sup>(1)</sup>	Estimated Fair Value	Fair Value Measurement Using:				
			Level 1	Level 2	Level 3	NAV	
<b>Assets:</b>							
Mortgage loans on real estate	\$ 4,437,994	\$ 4,411,472	\$ —	\$ —	\$ 4,411,472	\$ —	
Policy loans	1,346,930	1,346,930	—	1,346,930	—	—	
Funds withheld at interest	5,865,791	6,098,479	—	—	6,098,479	—	
Cash and cash equivalents	971,646	971,646	971,646	—	—	—	
Short-term investments	71,931	71,931	71,931	—	—	—	
Other invested assets	690,200	710,009	10,165	68,903	283,205	347,736	
Accrued investment income	408,338	408,338	—	408,338	—	—	
<b>Liabilities:</b>							
Interest-sensitive contract liabilities	\$ 13,169,951	\$ 13,151,162	\$ —	\$ —	\$ 13,151,162	\$ —	
Long-term debt	2,788,240	2,916,200	—	—	2,916,200	—	
Collateral finance and securitization notes	753,393	692,696	—	—	692,696	—	

**December 31, 2017:**

	Carrying Value <sup>(1)</sup>	Estimated Fair Value	Fair Value Measurement Using:				
			Level 1	Level 2	Level 3	NAV	
<b>Assets:</b>							
Mortgage loans on real estate	\$ 4,400,533	\$ 4,477,654	\$ —	\$ —	\$ 4,477,654	\$ —	
Policy loans	1,357,624	1,357,624	—	1,357,624	—	—	
Funds withheld at interest	5,955,092	6,275,623	—	—	6,275,623	—	
Cash and cash equivalents	946,736	946,736	946,736	—	—	—	
Short-term investments	42,558	42,558	42,558	—	—	—	
Other invested assets	651,792	679,377	28,540	67,778	247,934	335,125	
Accrued investment income	392,721	392,721	—	392,721	—	—	
<b>Liabilities:</b>							
Interest-sensitive contract liabilities	\$ 12,683,872	\$ 12,917,243	\$ —	\$ —	\$ 12,917,243	\$ —	
Long-term debt	2,788,365	2,959,912	—	—	2,959,912	—	
Collateral finance and securitization notes	783,938	722,145	—	—	722,145	—	

(1) Carrying values presented herein may differ from those in the Company's condensed consolidated balance sheets because certain items within the respective financial statement captions may be measured at fair value on a recurring basis.

**7. Segment Information**

The accounting policies of the segments are the same as those described in the Summary of Significant Accounting Policies in Note 2 of the consolidated financial statements accompanying the 2017 Annual Report. The Company measures segment performance primarily based on profit or loss from operations before income taxes. There are no intersegment reinsurance transactions and the Company does not have any material long-lived assets.

The Company allocates capital to its segments based on an internally developed economic capital model, the purpose of which is to measure the risk in the business and to provide a basis upon which capital is deployed. The economic capital model considers the unique and specific nature of the risks inherent in the Company's businesses. As a result of the economic capital allocation process, a portion of investment income is attributed to the segments based on the level of allocated capital. In addition, the segments are charged for excess capital utilized above the allocated economic capital basis. This charge is included in policy acquisition costs and other insurance expenses.

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The Company has geographic-based and business-based operational segments. Geographic-based operations are further segmented into traditional and financial solutions businesses. Information related to revenues, income (loss) before income taxes and total assets of the Company for each reportable segment are summarized below (dollars in thousands):

	Three months ended March 31,	
	2018	2017
<b>Revenues:</b>		
U.S. and Latin America:		
Traditional	\$ 1,489,694	\$ 1,488,503
Financial Solutions	213,352	298,846
Total	1,703,046	1,787,349
Canada:		
Traditional	302,319	264,275
Financial Solutions	12,777	11,807
Total	315,096	276,082
Europe, Middle East and Africa:		
Traditional	393,782	318,086
Financial Solutions	88,143	79,989
Total	481,925	398,075
Asia Pacific:		
Traditional	614,539	505,230
Financial Solutions	19,846	20,452
Total	634,385	525,682
Corporate and Other	39,255	21,552
Total	\$ 3,173,707	\$ 3,008,740

	Three months ended March 31,	
	2018	2017
<b>Income (loss) before income taxes:</b>		
U.S. and Latin America:		
Traditional	\$ 2,892	\$ 29,960
Financial Solutions	67,421	103,586
Total	70,313	133,546
Canada:		
Traditional	23,707	19,328
Financial Solutions	3,191	3,592
Total	26,898	22,920
Europe, Middle East and Africa:		
Traditional	15,421	13,976
Financial Solutions	39,164	31,918
Total	54,585	45,894
Asia Pacific:		
Traditional	22,887	41,688
Financial Solutions	4,021	5,872
Total	26,908	47,560
Corporate and Other	(40,779)	(42,076)
Total	\$ 137,925	\$ 207,844

	March 31, 2018	December 31, 2017
	<b>Assets:</b>	
U.S. and Latin America:		
Traditional	\$ 18,839,888	\$ 18,603,423
Financial Solutions	16,349,148	15,959,206
Total	35,189,036	34,562,629
Canada:		
Traditional	4,234,253	4,161,452
Financial Solutions	126,747	126,372
Total	4,361,000	4,287,824
Europe, Middle East and Africa:		
Traditional	3,385,127	3,099,495
Financial Solutions	5,279,499	5,274,993
Total	8,664,626	8,374,488
Asia Pacific:		

Traditional	5,095,054	4,915,442
Financial Solutions	1,175,002	1,198,585
<b>Total</b>	<b>6,270,056</b>	<b>6,114,027</b>
Corporate and Other	6,470,105	7,175,850
<b>Total</b>	<b>\$ 60,954,823</b>	<b>\$ 60,514,818</b>

**8. Commitments, Contingencies and Guarantees****Commitments***Funding of Investments*

The Company's commitments to fund investments as of March 31, 2018 and December 31, 2017 are presented in the following table (dollars in thousands):

	March 31, 2018	December 31, 2017
Limited partnership interests and joint ventures	\$ 482,149	\$ 485,197
Commercial mortgage loans	67,837	40,815
Bank loans and private placements	96,808	60,472
Equity release mortgages	132,523	153,937

The Company anticipates that the majority of its current commitments will be invested over the next five years; however, these commitments could become due any time at the request of the counterparties. Bank loans and private placements are included in fixed maturity securities available-for-sale.

**Contingencies***Litigation*

The Company is subject to litigation in the normal course of its business. The Company currently has no material litigation. A legal reserve is established when the Company is notified of an arbitration demand or litigation or is notified that an arbitration demand or litigation is imminent, it is probable that the Company will incur a loss as a result and the amount of the probable loss is reasonably capable of being estimated.

*Other Contingencies*

The Company indemnifies its directors and officers as provided in its charters and by-laws. Since this indemnity generally is not subject to limitation with respect to duration or amount, the Company does not believe that it is possible to determine the maximum potential amount due under this indemnity in the future.

**Guarantees***Statutory Reserve Support*

RGA, through wholly-owned subsidiaries, has committed to provide statutory reserve support to third parties, in exchange for a fee, by funding loans if certain defined events occur. Such statutory reserves are required under the U.S. Valuation of Life Policies Model Regulation (commonly referred to as Regulation XXX for term life insurance policies and Regulation A-XXX for universal life secondary guarantees). The third parties have recourse to RGA should the subsidiary fail to provide the required funding, however, as of March 31, 2018, the Company does not believe that it will be required to provide any funding under these commitments as the occurrence of the defined events is considered remote. The following table presents the maximum potential obligation for these commitments as of March 31, 2018 (dollars in millions):

<u>Commitment Period</u>	<u>Maximum Potential Obligation</u>
2023	\$ 500.0
2033	450.0
2034	2,000.0
2035	1,314.2
2036	1,932.0
2037	6,750.0
2038	800.0

### Other Guarantees

RGA has issued guarantees to third parties on behalf of its subsidiaries for the payment of amounts due under certain securities borrowing and repurchase arrangements, financing arrangements and office lease obligations, whereby, if a subsidiary fails to meet an obligation, RGA or one of its other subsidiaries will make a payment to fulfill the obligation. Additionally, in limited circumstances, treaty guarantees are granted to ceding companies in order to provide them additional security, particularly in cases where RGA's subsidiary is relatively new, unrated, or not of a significant size, relative to the ceding company. Liabilities supported by the treaty guarantees, before consideration for any legally offsetting amounts due from the guaranteed party are reflected on the Company's condensed consolidated balance sheets in future policy benefits. Potential guaranteed amounts of future payments will vary depending on production levels and underwriting results. Guarantees related to securities borrowing and repurchase arrangements provide additional security to third parties should a subsidiary fail to provide securities when due. RGA's guarantees issued as of March 31, 2018 and December 31, 2017 are reflected in the following table (dollars in thousands):

	March 31, 2018	December 31, 2017
Treaty guarantees	\$ 949,443	\$ 1,047,449
Treaty guarantees, net of assets in trust	832,487	926,393
Securities borrowing and repurchase arrangements	291,325	294,325
Financing arrangements	77,858	86,183
Lease obligations	1,465	1,662

### 9. Income Tax

The Company's effective tax rates differed from the applicable U.S. federal income tax statutory rates of 21% and 35% as a result of the following for the three months ended March 31, 2018 and 2017, respectively (dollars in thousands):

	Three months ended March 31,	
	2018	2017
Tax provision at U.S. statutory rate	\$ 28,964	\$ 72,745
Increase (decrease) in income taxes resulting from:		
U.S. Tax Reform provisional adjustments	775	—
Foreign tax rate differing from U.S. tax rate	1,432	(6,153)
Differences in tax bases in foreign jurisdictions	(5,760)	(3,383)
Deferred tax valuation allowance	7,947	1,182
Amounts related to tax audit contingencies	835	611
Corporate rate changes	111	(1,237)
Subpart F	658	186
Foreign tax credits	(572)	(126)
Global intangible low-taxed income, net of credit	4,409	—
Return to provision adjustments	—	229
Equity compensation excess benefit	(1,114)	(1,856)
Other, net	10	134
Total provision for income taxes	\$ 37,695	\$ 62,332
Effective tax rate	27.3%	30.0%

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 ("U.S. Tax Reform") was signed into law. U.S. Tax Reform makes broad and complex changes to the U.S. tax code, including but not limited to, (1) reducing the U.S. federal corporate tax rate from 35% to 21%; (2) requiring companies to pay a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries; (3) generally eliminating U.S. federal income taxes on dividends from foreign subsidiaries; (4) eliminating the corporate alternative minimum tax ("AMT") and changing how existing AMT credits can be realized; (5) creating the base erosion anti-abuse tax ("BEAT"), a new minimum tax; (6) establishing a new provision designed to tax global intangible low-taxed income ("GILTI"), which allows for the possibility of using foreign tax credits and a deduction of up to 50 percent to offset the income tax liability (subject to some limitations); and (7) changing rules related to uses and limitations of net operating loss carryforwards created in tax years beginning after December 31, 2017.

Companies subject to GILTI have the option to account for the GILTI tax as a period cost if and when incurred, or to recognize deferred taxes for temporary differences including outside basis differences expected to reverse as GILTI. The Company has not yet made a policy election to account for GILTI, but included an estimate of the current GILTI impact in the tax provision.

As of March 31, 2018, the Company has not yet completed its accounting for the tax effects of the enactment of the U.S. Tax Reform. The Company continues to gather additional information to account for the effects of U.S. Tax Reform such as information to more precisely compute the pretax deferred tax items upon which the change in rate was applied and refine the necessary valuation allowance related to the foreign tax credits. Also, the Company also continues to monitor new regulatory and accounting guidance which could impact the provisional balances recorded as of December 31, 2017.

The effective tax rate for the three months ended March 31, 2018 was higher than the U.S. Statutory rate of 21.0% primarily as a result of income in non-U.S. jurisdictions with higher tax rates than the U.S., the inclusion of U.S. tax related to GILTI and losses in foreign jurisdictions for which the company established a valuation allowance. The higher rate was partially offset with tax benefits related to bases differences in non-U.S. jurisdictions.

## 10. Employee Benefit Plans

The components of net periodic benefit cost, included in other operating expenses on the condensed consolidated statements of income, for the three months ended March 31, 2018 and 2017 were as follows (dollars in thousands):

	Pension Benefits		Other Benefits	
	Three months ended March 31,		Three months ended March 31,	
	2018	2017	2018	2017
Service cost	\$ 2,654	\$ 2,580	\$ 636	\$ 721
Interest cost	1,330	1,198	530	565
Expected return on plan assets	(1,554)	(1,285)	—	—
Amortization of prior service cost (credit)	83	74	(329)	(156)
Amortization of prior actuarial losses	1,094	1,081	498	457
Settlements	—	257	—	—
Net periodic benefit cost	\$ 3,607	\$ 3,905	\$ 1,335	\$ 1,587

The Company made no pension contributions during the first three months of 2018 and expects to make pension contributions between \$8.0 million and \$10.0 million in 2018.

## 11. Reinsurance

Retrocession reinsurance treaties do not relieve the Company from its obligations to direct writing companies. Failure of retrocessionaires to honor their obligations could result in losses to the Company. Consequently, allowances would be established for amounts deemed uncollectible. At March 31, 2018 and December 31, 2017, no allowances were deemed necessary. The Company regularly evaluates the financial condition of the insurance companies from which it assumes and to which it cedes reinsurance.

Retrocessions are arranged through the Company's retrocession pools for amounts in excess of the Company's retention limit. As of March 31, 2018 and December 31, 2017, all rated retrocession pool participants followed by the A.M. Best Company were rated "A- (excellent)" or better. The Company verifies retrocession pool participants' ratings on a quarterly basis. For a majority of the retrocessionaires that were not rated, security in the form of letters of credit or trust assets has been posted. In addition, the Company performs annual financial reviews of its retrocessionaires to evaluate financial stability and performance. In addition to its third party retrocessionaires, various RGA reinsurance subsidiaries retrocede amounts in excess of their retention to affiliated subsidiaries.

The following table presents information for the Company's reinsurance ceded receivable assets, including the respective amount and A.M. Best rating for each reinsurer representing in excess of five percent of the total as of March 31, 2018 and December 31, 2017 (dollars in thousands):

Reinsurer	A.M. Best Rating	March 31, 2018		December 31, 2017	
		Amount	% of Total	Amount	% of Total
Reinsurer A	A+	\$ 317,136	39.1%	\$ 301,478	38.6%
Reinsurer B	A+	203,137	25.1	203,898	26.1
Reinsurer C	A	69,434	8.6	67,723	8.7
Reinsurer D	A++	42,967	5.3	40,592	5.2
Reinsurer E	A+	42,538	5.2	40,528	5.2
Other reinsurers		135,342	16.7	127,808	16.2
Total		\$ 810,554	100.0%	\$ 782,027	100.0%



Included in the total reinsurance ceded receivables balance were \$291.1 million and \$243.8 million of claims recoverable, of which \$17.6 million and \$1.9 million were in excess of 90 days past due, as of March 31, 2018 and December 31, 2017, respectively.

## 12. New Accounting Standards

Changes to the general accounting principles are established by the Financial Accounting Standards Board (“FASB”) in the form of accounting standards updates to the FASB Accounting Standards Codification™. Accounting standards updates not listed below were assessed and determined to be either not applicable or are expected to have minimal impact on the Company’s condensed consolidated financial statements.

Description	Date of Adoption	Effect on the financial statements or other significant matters
<b>Standards adopted:</b>		
<i>Reporting Comprehensive Income</i> This updated guidance requires reclassification from accumulated other comprehensive income to retained earnings for the stranded tax effects resulting from the newly enacted U.S. federal corporate income tax rate. The amount of the reclassification would be the difference between the historical U.S. federal corporate income tax rate and the newly enacted 21 percent tax rate.	December 31, 2017	The Company adopted the new guidance by reclassifying certain income tax effects of items within accumulated other comprehensive income to retained earnings as a result of the Tax Cuts and Jobs Act of 2017. The impact of adopting this standard was an increase in accumulated other comprehensive income and a reduction in retained earnings of approximately \$156.4 million.
<i>Stock Compensation</i> This updated guidance requires excess tax benefits and deficiencies from share-based payment awards be recorded in income tax expense in the income statement. Previously, excess tax benefits and deficiencies were recognized in shareholders’ equity or deferred taxes on the balance sheet depending on the tax situation of the Company. In addition, the updated guidance also changes the accounting for forfeitures and statutory tax withholding requirements, as well as the classification in the statement of cash flows.	January 1, 2017	Upon adoption, the Company recognized excess tax benefits of approximately \$17.7 million in deferred tax assets that were previously not recognized in a cumulative-effect adjustment increasing retained earnings by \$17.7 million. The Company also recorded excess tax benefits of approximately \$10.5 million in the provision for income taxes for the year ended December 31, 2017. The number of weighted average diluted shares outstanding were also adjusted to exclude excess tax benefits from the assumed proceeds in the diluted shares calculation resulting in an immaterial increase in the number of dilutive shares outstanding. The Company also elected to continue estimating forfeitures for purposes of recognizing share-based compensation. Other aspects of the adoption of the updated guidance did not have a material impact to the Company’s consolidated financial statements.
<i>Financial Instruments - Recognition and Measurement</i> This guidance requires equity investments that are not accounted for under the equity method of accounting to be measured at fair value with changes recognized in net income and also updates certain presentation and disclosure requirements.	January 1, 2018	This guidance required a cumulative-effect adjustment for certain items upon adoption. The adoption of the new guidance was not material to the Company’s consolidated financial statements.
<b>Standards not yet adopted:</b>		
<i>Leases</i> This new standard, based on the principle that entities should recognize assets and liabilities arising from leases, does not significantly change the lessees’ recognition, measurement and presentation of expenses and cash flows from the previous accounting standard. Leases are classified as finance or operating. The new standard’s primary change is the requirement for entities to recognize a lease liability for payments and a right of use asset representing the right to use the leased asset during the term of operating lease arrangements. Lessees are permitted to make an accounting policy election to not recognize the asset and liability for leases with a term of twelve months or less. Lessors’ accounting is largely unchanged from the previous accounting standard. In addition, the new standard expands the disclosure requirements of lease arrangements. Early adoption is permitted.	January 1, 2019	This new standard will be adopted by applying a modified retrospective transition approach, which includes a number of practical expedients. The Company is currently evaluating the impact of this amendment on its consolidated financial statements; however, it does not expect the adoption of the new standard to have a material impact on its results of operations or balance sheet as a result of the recognition of right-to-use assets and lease liabilities related to operating leases. Contractual obligations related to operating leases totaled approximately \$38.2 million as of December 31, 2017.
<i>Derivatives and Hedging</i> This updated guidance improves the financial reporting of hedging relationships to better portray the economic results of an entity’s risk management activities in its financial statements and make certain targeted improvements to simplify the application of the hedge accounting in current GAAP related to the assessment of hedge effectiveness. Early adoption is permitted.	January 1, 2019	This new guidance will be adopted by applying a modified retrospective approach to existing hedging relationships as of the date of adoption. The Company is currently evaluating the impact of this updated guidance on its consolidated financial statements.
<i>Financial Instruments - Credit Losses</i> This guidance adds to U.S. GAAP an impairment model, known as current expected credit loss (“CECL”) model that is based on expected losses rather than incurred losses. For traditional and other receivables, held-to-maturity debt securities, loans and other instruments entities will be required to use the new forward-looking “expected loss” model that generally will result in earlier recognition of allowance for losses. For available-for-sale debt securities with unrealized losses, entities will measure credit losses similar to what they do today, except the losses will be recognized as allowances rather than reduction to the amortized cost of the securities. Early adoption is permitted.	January 1, 2020	This guidance will be adopted through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (that is, a modified-retrospective approach). The Company is currently evaluating the impact of this amendment on its consolidated financial statements.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, among others, statements relating to projections of the strategies, earnings, revenues, income or loss, ratios, future financial performance, and growth potential of the Company. The words "intend," "expect," "project," "estimate," "predict," "anticipate," "should," "believe," and other similar expressions also are intended to identify forward-looking statements. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Future events and actual results, performance, and achievements could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements.

Numerous important factors could cause actual results and events to differ materially from those expressed or implied by forward-looking statements including, without limitation, (1) adverse capital and credit market conditions and their impact on the Company's liquidity, access to capital and cost of capital, (2) the impairment of other financial institutions and its effect on the Company's business, (3) requirements to post collateral or make payments due to declines in market value of assets subject to the Company's collateral arrangements, (4) the fact that the determination of allowances and impairments taken on the Company's investments is highly subjective, (5) adverse changes in mortality, morbidity, lapsation or claims experience, (6) changes in the Company's financial strength and credit ratings and the effect of such changes on the Company's future results of operations and financial condition, (7) inadequate risk analysis and underwriting, (8) general economic conditions or a prolonged economic downturn affecting the demand for insurance and reinsurance in the Company's current and planned markets, (9) the availability and cost of collateral necessary for regulatory reserves and capital, (10) market or economic conditions that adversely affect the value of the Company's investment securities or result in the impairment of all or a portion of the value of certain of the Company's investment securities, that in turn could affect regulatory capital, (11) market or economic conditions that adversely affect the Company's ability to make timely sales of investment securities, (12) risks inherent in the Company's risk management and investment strategy, including changes in investment portfolio yields due to interest rate or credit quality changes, (13) fluctuations in U.S. or foreign currency exchange rates, interest rates, or securities and real estate markets, (14) adverse litigation or arbitration results, (15) the adequacy of reserves, resources and accurate information relating to settlements, awards and terminated and discontinued lines of business, (16) the stability of and actions by governments and economies in the markets in which the Company operates, including ongoing uncertainties regarding the amount of U.S. sovereign debt and the credit ratings thereof, (17) competitive factors and competitors' responses to the Company's initiatives, (18) the success of the Company's clients, (19) successful execution of the Company's entry into new markets, (20) successful development and introduction of new products and distribution opportunities, (21) the Company's ability to successfully integrate acquired blocks of business and entities, (22) action by regulators who have authority over the Company's reinsurance operations in the jurisdictions in which it operates, (23) the Company's dependence on third parties, including those insurance companies and reinsurers to which the Company cedes some reinsurance, third-party investment managers and others, (24) the threat of natural disasters, catastrophes, terrorist attacks, epidemics or pandemics anywhere in the world where the Company or its clients do business, (25) interruption or failure of the Company's telecommunication, information technology or other operational systems, or the Company's failure to maintain adequate security to protect the confidentiality or privacy of personal or sensitive data stored on such systems, (26) changes in laws, regulations, and accounting standards applicable to the Company, its subsidiaries, or its business, (27) the benefits or burdens associated with the Tax Cuts and Jobs Act of 2017 may be different than expected, (28) the effect of the Company's status as an insurance holding company and regulatory restrictions on its ability to pay principal of and interest on its debt obligations, and (29) other risks and uncertainties described in this document and in the Company's other filings with the Securities and Exchange Commission ("SEC").

Forward-looking statements should be evaluated together with the many risks and uncertainties that affect the Company's business, including those mentioned in this document and described in the periodic reports the Company files with the SEC. These forward-looking statements speak only as of the date on which they are made. The Company does not undertake any obligations to update these forward-looking statements, even though the Company's situation may change in the future. For a discussion of these risks and uncertainties that could cause actual results to differ materially from those contained in the forward-looking statements, you are advised to see Item 1A – "Risk Factors" in the 2017 Annual Report.

### **Overview**

The Company is among the leading global providers of life reinsurance and financial solutions, with \$3.4 trillion of life reinsurance in force. Traditional reinsurance includes individual and group life and health, disability, and critical illness reinsurance. Financial solutions includes longevity reinsurance, asset-intensive reinsurance, and financial reinsurance. The Company derives revenues primarily from renewal premiums from existing reinsurance treaties, new business premiums from existing or new reinsurance treaties, fee income from financial solutions business and income earned on invested assets.

Historically, the Company's primary business has been traditional life reinsurance, which involves reinsuring life insurance policies that are often in force for the remaining lifetime of the underlying individuals insured, with premiums earned typically over a

period of 10 to 30 years. Each year, however, a portion of the business under existing treaties terminates due to, among other things, lapses or voluntary surrenders of underlying policies, deaths of insureds, and the exercise of recapture options by ceding companies. The Company has expanded its financial solutions business, including significant asset-intensive and longevity risk transactions, which allow its clients to take advantage of growth opportunities and manage their capital, longevity and investment risk.

The Company's long-term profitability largely depends on the volume and amount of death- and health-related claims incurred and the ability to adequately price the risks it assumes. While death claims are reasonably predictable over a period of many years, claims become less predictable over shorter periods and are subject to significant fluctuation from quarter to quarter and year to year. Additionally, the Company generates profits on investment spreads associated with the reinsurance of investment type contracts and generates fees from financial reinsurance transactions which are typically shorter duration than its traditional life reinsurance business. The Company believes its sources of liquidity are sufficient to cover potential claims payments on both a short-term and long-term basis.

As is customary in the reinsurance business, clients continually update, refine, and revise reinsurance information provided to the Company. Such revised information is used by the Company in preparation of its condensed consolidated financial statements and the financial effects resulting from the incorporation of revised data are reflected in the current period.

#### *Segment Presentation*

The Company has geographic-based and business-based operational segments. Geographic-based operations are further segmented into traditional and financial solutions businesses. The Company allocates capital to its segments based on an internally developed economic capital model, the purpose of which is to measure the risk in the business and to provide a consistent basis upon which capital is deployed. The economic capital model considers the unique and specific nature of the risks inherent in RGA's businesses.

As a result of the economic capital allocation process, a portion of investment income is credited to the segments based on the level of allocated capital. In addition, the segments are charged for excess capital utilized above the allocated economic capital basis. This charge is included in policy acquisition costs and other insurance expenses. Segment investment performance varies with the composition of investments and the relative allocation of capital to the operating segments.

Segment revenue levels can be significantly influenced by currency fluctuations, large transactions, mix of business and reporting practices of ceding companies, and therefore may fluctuate from period to period. Although reasonably predictable over a period of years, segment claims experience can be volatile over shorter periods. See "Results of Operations by Segment" below for further information about the Company's segments.

## Consolidated Results of Operations

	Three months ended March 31,	
	2018	2017
(Dollars in thousands, except per share data)		
<b>Revenues:</b>		
Net premiums	\$ 2,582,551	\$ 2,365,696
Investment income, net of related expenses	516,329	514,364
Investment related gains (losses), net:		
Other-than-temporary impairments on fixed maturity securities	—	(17,189)
Other investment related gains (losses), net	(470)	77,712
Total investment related gains (losses), net	(470)	60,523
Other revenues	75,297	68,157
Total revenues	3,173,707	3,008,740
<b>Benefits and Expenses:</b>		
Claims and other policy benefits	2,362,101	2,106,145
Interest credited	80,449	107,684
Policy acquisition costs and other insurance expenses	356,902	379,389
Other operating expenses	191,274	158,506
Interest expense	37,454	42,402
Collateral finance and securitization expense	7,602	6,770
Total benefits and expenses	3,035,782	2,800,896
<b>Income before income taxes</b>	<b>137,925</b>	<b>207,844</b>
Provision for income taxes	37,695	62,332
<b>Net income</b>	<b>\$ 100,230</b>	<b>\$ 145,512</b>
<b>Earnings per share:</b>		
Basic earnings per share	\$ 1.55	\$ 2.26
Diluted earnings per share	\$ 1.52	\$ 2.22
<b>Dividends declared per share</b>	<b>\$ 0.50</b>	<b>\$ 0.41</b>

Consolidated income before income taxes decreased \$69.9 million, or 33.6%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in income for the first three months of 2018 was primarily due to unfavorable claims experience in the U.S. and Asia Pacific segments and a decrease in investment related gains associated with fair value changes on modco or funds withheld treaties compared to 2017, which was caused by changes in interest rates and credit spreads. The decrease in income before income taxes was partially offset by a decrease in impairments on fixed maturity securities of \$17.2 million in the first three months of 2018, as compared to the same period in 2017. Foreign currency fluctuations resulted in an increase in income before income taxes of \$8.9 million for the first three months of 2018, as compared to the same period in 2017.

The Company recognizes in consolidated income, any changes in the fair value of embedded derivatives on modco or funds withheld treaties, equity-indexed annuity treaties (“EIAs”) and variable annuity products. The combined changes in these three types of embedded derivatives, after adjustment for deferred acquisition costs and retrocession, resulted in an increase in consolidated income before income taxes of \$40.9 million and \$95.6 million in the first three months of 2018 and 2017, respectively. This fluctuation does not affect current cash flows, crediting rates or spread performance on the underlying treaties. Therefore, management believes it is helpful to distinguish between the effects of changes in these embedded derivatives, net of related hedging activity and deferred acquisition costs, and the primary factors that drive profitability of the underlying treaties, namely investment income, fee income, and interest credited. The individual effect on income before income taxes for these three types of embedded derivatives is as follows:

- The change in the value of embedded derivatives related to reinsurance treaties written on a modco or funds withheld basis are subject to the general accounting principles for derivatives and hedging related to embedded derivatives. The unrealized gains and losses associated with these embedded derivatives, after adjustment for deferred acquisition costs, increased income before income taxes by \$10.5 million and \$39.8 million in the first three months of 2018 and 2017, respectively.
- Changes in risk-free rates used in the fair value estimates of embedded derivatives associated with EIAs affect the amount of unrealized gains and losses the Company recognizes. The unrealized gains and losses associated with EIAs, after adjustment for deferred acquisition costs and retrocession, increased income before income taxes by \$13.3 million and \$11.4 million in the first three months of 2018 and 2017, respectively.

- The change in the Company's liability for variable annuities associated with guaranteed minimum living benefits affects the amount of unrealized gains and losses the Company recognizes. The unrealized gains and losses associated with guaranteed minimum living benefits, after adjustment for deferred acquisition costs, increased income before income taxes by \$17.1 million and \$44.4 million in the first three months of 2018 and 2017, respectively. After consideration of the change in fair value of freestanding derivatives used to hedge this liability, income before income taxes decreased by \$5.4 million and \$4.6 million in the first three months of 2018 and 2017, respectively.

Consolidated net premiums increased \$216.9 million, or 9.2%, for the three months ended March 31, 2018, as compared to the same period in 2017, due to growth in life reinsurance in force. Additionally, foreign currency fluctuations contributed to the increase in net premiums by \$79.3 million for the first three months of 2018, as compared to the same period in 2017. Consolidated assumed life insurance in force increased to \$3,383.8 billion as of March 31, 2018 from \$3,136.8 billion as of March 31, 2017 due to new business production, in force transactions and foreign currency exchange fluctuations. The Company added new business production, measured by face amount of insurance in force, of \$96.7 billion and \$91.6 billion during the first three months of 2018 and 2017, respectively. Favorable foreign currency exchange fluctuations contributed \$103.1 billion to the increase in assumed life insurance in force from March 31, 2017. Management believes industry consolidation, regulatory changes and the established practice of reinsuring mortality and morbidity risks should continue to provide opportunities for growth, albeit at rates less than historically experienced in some markets.

Consolidated investment income, net of related expenses, increased \$2.0 million, or 0.4%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase is largely attributable to an increase in the average asset base, a higher average investment yield and higher variable investment income. Largely offsetting the increase in investment income was a decrease in the fair value attributed to the Company's funds withheld at interest investment associated with the reinsurance of certain EIAs increased investment income of \$43.3 million in the first three months of 2018, as compared to the same period in 2017. The effect on investment income of the EIA's fair value changes is substantially offset by a corresponding change in interest credited to policyholder account balances resulting in an insignificant effect on net income.

Average invested assets at amortized cost, excluding spread related business, for the three months ended March 31, 2018 totaled \$27.0 billion, a 7.2% increase over March 31, 2017. The average yield earned on investments, excluding spread related business, was 4.46% and 4.41% for the three months ended March 31, 2018 and 2017, respectively. The average yield will vary from quarter to quarter and year to year depending on a number of variables, including the prevailing interest rate and credit spread environment, prepayment fees and make-whole premiums, changes in the mix of the underlying investments and cash balances, and the timing of dividends and distributions on certain investments. A continued low interest rate environment is expected to put downward pressure on this yield in future reporting periods.

Investment related gains, net decreased by \$61.0 million for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease is primarily due to less favorable changes in the fair value of embedded derivatives on modco or funds withheld treaties in the current period compared to 2017 reflecting the impact of changes in interest rates and credit spreads on the calculation of fair value. Changes in the fair value associated with these embedded derivatives increased investment related gains by \$13.6 million and \$68.7 million in the first three months of 2018 and 2017, respectively. Partially offsetting this decrease were lower impairments on fixed maturity securities, which decreased by \$17.2 million in the first three months of 2018, as compared to the same period in 2017. See Note 4 - "Investments" and Note 5 - "Derivative Instruments" in the Notes to Condensed Consolidated Financial Statements for additional information on the impairment losses and derivatives.

The effective tax rate on a consolidated basis was 27.3% and 30.0% for the first quarter 2018 and 2017, respectively. See Note 9 - "Income Tax" in the Notes to Condensed Consolidated Financial Statements for additional information on the Company's consolidated effective tax rates.

### **Critical Accounting Policies**

The preparation of financial statements in conformity with GAAP requires the application of accounting policies that often involve a significant degree of judgment. Management, on an ongoing basis, reviews estimates and assumptions used in the preparation of financial statements. If management determines that modifications in assumptions and estimates are appropriate given current facts and circumstances, results of operations and financial position as reported in the condensed consolidated financial statements could change significantly.

Management believes the critical accounting policies relating to the following areas are most dependent on the application of estimates and assumptions:

- Premiums receivable;
- Deferred acquisition costs;
- Liabilities for future policy benefits and incurred but not reported claims;
- Valuation of investments and other-than-temporary impairments to specific investments;
- Valuation of embedded derivatives; and
- Income taxes.

A discussion of each of the critical accounting policies may be found in the Company's 2017 Annual Report under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies."

## Results of Operations by Segment

### U.S. and Latin America Operations

The U.S. and Latin America operations include business generated by its offices in the U.S., Mexico and Brazil. The offices in Mexico and Brazil provide services to clients in other Latin American countries. U.S. and Latin America operations consist of two major segments: Traditional and Financial Solutions. The Traditional segment primarily specializes in individual mortality-risk reinsurance and to a lesser extent, group, health and long-term care reinsurance. The Financial Solutions segment consists of Asset-Intensive and Financial Reinsurance. Asset-Intensive within the Financial Solutions segment provides coinsurance of annuities and corporate-owned life insurance policies and to a lesser extent also issues fee-based synthetic guaranteed investment contracts, which include investment-only, stable value contracts. Financial Reinsurance within the Financial Solutions segment primarily involves assisting ceding companies in meeting applicable regulatory requirements by enhancing the ceding companies' financial strength and regulatory surplus position through relatively low risk reinsurance transactions. Due to the low-risk nature of financial reinsurance transactions, they typically do not qualify as reinsurance under GAAP, so only the related net fees are reflected in other revenues on the condensed consolidated statements of income.

#### For the three months ended March 31, 2018:

(dollars in thousands)

	Financial Solutions			Total U.S. and Latin America
	Traditional	Asset-Intensive	Financial Reinsurance	
<b>Revenues:</b>				
Net premiums	\$ 1,299,422	\$ 5,192	\$ —	\$ 1,304,614
Investment income, net of related expenses	183,060	157,912	1,822	342,794
Investment related gains (losses), net	1,683	676	—	2,359
Other revenues	5,529	22,959	24,791	53,279
Total revenues	1,489,694	186,739	26,613	1,703,046
<b>Benefits and expenses:</b>				
Claims and other policy benefits	1,254,961	15,945	—	1,270,906
Interest credited	20,280	54,212	—	74,492
Policy acquisition costs and other insurance expenses	177,640	62,035	4,000	243,675
Other operating expenses	33,921	7,285	2,454	43,660
Total benefits and expenses	1,486,802	139,477	6,454	1,632,733
Income before income taxes	\$ 2,892	\$ 47,262	\$ 20,159	\$ 70,313

#### For the three months ended March 31, 2017:

(dollars in thousands)

	Financial Solutions			Total U.S. and Latin America
	Traditional	Asset-Intensive	Financial Reinsurance	
<b>Revenues:</b>				
Net premiums	\$ 1,304,345	\$ 4,635	\$ —	\$ 1,308,980
Investment income, net of related expenses	178,995	187,153	1,664	367,812
Investment related gains (losses), net	1,965	57,771	—	59,736
Other revenues	3,198	23,214	24,409	50,821
Total revenues	1,488,503	272,773	26,073	1,787,349
<b>Benefits and expenses:</b>				
Claims and other policy benefits	1,225,640	17,536	—	1,243,176
Interest credited	20,289	79,157	—	99,446
Policy acquisition costs and other insurance expenses	180,810	83,653	5,941	270,404
Other operating expenses	31,804	6,657	2,316	40,777
Total benefits and expenses	1,458,543	187,003	8,257	1,653,803
Income before income taxes	\$ 29,960	\$ 85,770	\$ 17,816	\$ 133,546

Income before income taxes decreased by \$63.2 million, or 47.3%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in income before income taxes was primarily due to unfavorable claims experience in the U.S. Traditional segment and changes in the value of the embedded derivatives associated with reinsurance treaties structured on a modco or funds withheld basis.

#### Traditional Reinsurance

Income before income taxes for the U.S. and Latin America Traditional segment decreased by \$27.1 million, or 90.3%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease is primarily due to unfavorable claims experience in the traditional individual mortality line of business and to a lesser extent, the group disability line of business.

Net premiums decreased \$4.9 million, or 0.4%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease was primarily due to the restructuring of a health treaty, which contributed \$23.0 million to the decrease in net premiums. Largely offsetting this decrease was organic growth in traditional mortality and group businesses. The segment added new individual life business production, measured by face amount of insurance in force of \$23.3 billion and \$26.8 billion in the first three months of 2018 and 2017, respectively.

Net investment income increased \$4.1 million, or 2.3%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase was due to higher variable income associated with the sale of a joint venture and limited partnership distributions. Investment related gains (losses), net decreased \$0.3 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Claims and other policy benefits as a percentage of net premiums (“loss ratios”) were 96.6% and 94.0% for the three months ended March 31, 2018 and 2017, respectively. The increase in the loss ratio in 2018 was primarily due to unfavorable claims experience in traditional individual mortality and group disability lines of business. Management believes the unfavorable individual life and group disability claims experience reflects normal volatility associated with the influenza season.

Interest credited expense remained flat for the three months ended March 31, 2018, as compared to the same period in 2017. Interest credited in this segment relates to amounts credited on cash value products which also have a significant mortality component. Income before income taxes is affected by the spread between the investment income and the interest credited on the underlying products.

Policy acquisition costs and other insurance expenses as a percentage of net premiums were 13.7% and 13.9% for the three months ended March 31, 2018 and 2017, respectively. Overall, while these ratios are expected to remain in a predictable range, they may fluctuate from period to period due to varying allowance levels within coinsurance-type arrangements. In addition, the amortization pattern of previously capitalized amounts, which are subject to the form of the reinsurance agreement and the underlying insurance policies, may vary. Also, the mix of first year coinsurance business versus yearly renewable term business can cause the percentage to fluctuate from period to period.

Other operating expenses increased \$2.1 million, or 6.7%, for the three months ended March 31, 2018, as compared to the same period in 2017. Other operating expenses as a percentage of net premiums were 2.6% and 2.4% for the three month periods ended March 31, 2018 and 2017, respectively. The expense ratio tends to fluctuate only slightly from period to period due to the maturity and scale of this segment.

#### *Financial Solutions - Asset-Intensive Reinsurance*

Asset-Intensive reinsurance within the U.S. and Latin America Financial Solutions segment primarily involves assuming investment risk within underlying annuities and corporate-owned life insurance policies. Most of these agreements are coinsurance, coinsurance with funds withheld or modco. The Company recognizes profits or losses primarily from the spread between the investment income earned and the interest credited on the underlying deposit liabilities, income associated with longevity risk and fees associated with variable annuity account values and guaranteed investment contracts.

#### *Impact of certain derivatives:*

Income from the asset-intensive business tends to be volatile due to changes in the fair value of certain derivatives, including embedded derivatives associated with reinsurance treaties structured on a modco or funds withheld basis, as well as embedded derivatives associated with the Company’s reinsurance of equity-indexed annuities and variable annuities with guaranteed minimum benefit riders. Fluctuations occur period to period primarily due to changing investment conditions including, but not limited to, interest rate movements (including risk-free rates and credit spreads), implied volatility, the Company’s own credit risk and equity market performance, all of which are factors in the calculations of fair value. Therefore, management believes it is helpful to distinguish between the effects of changes in these derivatives, net of related hedging activity, and the primary factors that drive profitability of the underlying treaties, namely investment income, fee income (included in other revenues), and interest credited. These fluctuations are considered unrealized by management and do not affect current cash flows, crediting rates or spread performance on the underlying treaties.



The following table summarizes the asset-intensive results and quantifies the impact of these embedded derivatives for the periods presented. Revenues before certain derivatives, benefits and expenses before certain derivatives, and income before income taxes and certain derivatives should not be viewed as substitutes for GAAP revenues, GAAP benefits and expenses, and GAAP income before income taxes.

(dollars in thousands)	Three months ended March 31,	
	2018	2017
<b>Revenues:</b>		
Total revenues	\$ 186,739	\$ 272,773
Less:		
Embedded derivatives – modco/funds withheld treaties	11,918	66,738
Guaranteed minimum benefit riders and related free standing derivatives	(4,588)	(6,895)
Revenues before certain derivatives	179,409	212,930
<b>Benefits and expenses:</b>		
Total benefits and expenses	139,477	187,003
Less:		
Embedded derivatives – modco/funds withheld treaties	3,073	28,942
Guaranteed minimum benefit riders and related free standing derivatives	794	(2,282)
Equity-indexed annuities	(13,268)	(11,443)
Benefits and expenses before certain derivatives	148,878	171,786
<b>Income before income taxes:</b>		
Income before income taxes	47,262	85,770
Less:		
Embedded derivatives – modco/funds withheld treaties	8,845	37,796
Guaranteed minimum benefit riders and related free standing derivatives	(5,382)	(4,613)
Equity-indexed annuities	13,268	11,443
Income before income taxes and certain derivatives	\$ 30,531	\$ 41,144

*Embedded Derivatives - Modco/Funds Withheld Treaties* - Represents the change in the fair value of embedded derivatives on funds withheld at interest associated with treaties written on a modco or funds withheld basis. The fair value changes of embedded derivatives on funds withheld at interest associated with treaties written on a modco or funds withheld basis are reflected in revenues, while the related impact on deferred acquisition expenses is reflected in benefits and expenses. The Company's utilization of a credit valuation adjustment did not have a material effect on the change in fair value of these embedded derivatives for the three months ended March 31, 2018 and 2017.

The change in fair value of the embedded derivatives - modco/funds withheld treaties increased income before income taxes by \$8.8 million and \$37.8 million for the three months ended March 31, 2018 and 2017, respectively. The increase in income for the three months ended March 31, 2018 was primarily due to tightening credit spreads while the increase in income for the three months ended March 31, 2017 was primarily due to tightening credit spreads and a divergence in the interest rate swap curve relative to treasury rates.

*Guaranteed Minimum Benefit Riders* - Represents the impact related to guaranteed minimum benefits associated with the Company's reinsurance of variable annuities. The fair value changes of the guaranteed minimum benefits along with the changes in fair value of the free standing derivatives (interest rate swaps, financial futures and equity options), purchased by the Company to substantially hedge the liability are reflected in revenues, while the related impact on deferred acquisition expenses is reflected in benefits and expenses. The Company's utilization of a credit valuation adjustment did not have a material effect on the change in fair value of these embedded derivatives for the three months ended March 31, 2018 and 2017.

The change in fair value of the guaranteed minimum benefits, after allowing for changes in the associated free standing derivatives, decreased income before income taxes by \$5.4 million and \$4.6 million for the three months ended March 31, 2018 and 2017, respectively. The decrease in income for the three months ended March 31, 2018 was primarily the result of interest rate movements. The decrease for the three months ended March 31, 2017 was primarily the result of lower policyholder lapses.

*Equity-Indexed Annuities* - Represents changes in the liability for equity-indexed annuities in excess of changes in account value, after adjustments for related deferred acquisition expenses. The change in fair value of embedded derivative liabilities associated with equity-indexed annuities increased income before income taxes by \$13.3 million and \$11.4 million for the three months ended March 31, 2018 and 2017, respectively. The increase in income for the three months ended March 31, 2018 was due to lower policyholder lapses and withdrawals. The increase for the three months ended March 31, 2017 was primarily due to changes in the domestic equity markets.

The changes in derivatives discussed above are considered unrealized by management and do not affect current cash flows, crediting rates or spread performance on the underlying treaties. Fluctuations occur period to period primarily due to changing investment conditions including, but not limited to, interest rate movements (including benchmark rates and credit spreads), credit valuation adjustments, implied volatility and equity market performance, all of which are factors in the calculations of fair value. Therefore, management believes it is helpful to distinguish between the effects of changes in these derivatives and the primary factors that drive profitability of the underlying treaties, namely investment income, fee income (included in other revenues) and interest credited.

Discussion and analysis before certain derivatives:

Income before income taxes and certain derivatives decreased by \$10.6 million for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease was primarily due to lower investment related gains (losses), net of the corresponding impact to deferred acquisition costs, associated with coinsurance and funds withheld portfolios. Funds withheld capital gains (losses) are reported in investment income.

Revenue before certain derivatives decreased by \$33.5 million for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in the first quarter was primarily due to the change in fair value of equity options associated with the reinsurance of EIAs and lower investment related gains (losses) associated with coinsurance and funds withheld portfolios. The effect on investment income related to equity options is substantially offset by a corresponding change in interest credited.

Benefits and expenses before certain derivatives decreased by \$22.9 million for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in the first quarter of 2018 was primarily due to lower interest credited associated with the reinsurance of EIAs in coinsurance and funds withheld portfolios. The effect on interest credited related to equity options is substantially offset by a corresponding change in investment income.

The invested asset base supporting this segment increased to \$16.0 billion as of March 31, 2018 from \$13.2 billion as of March 31, 2017. As of March 31, 2018, \$4.1 billion of the invested assets were funds withheld at interest, of which greater than 90% is associated with one client.

#### *Financial Solutions - Financial Reinsurance*

Financial Reinsurance within the U.S. and Latin America Financial Solutions segment income before income taxes consists primarily of net fees earned on financial reinsurance transactions. Additionally, a portion of the business is brokered business in which the Company does not participate in the assumption of risk. The fees earned from financial reinsurance contracts and brokered business are reflected in other revenues, and the fees paid to retrocessionaires are reflected in policy acquisition costs and other insurance expenses.

Income before income taxes increased \$2.3 million, or 13.2%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase was primarily due to growth from new transactions.

As of March 31, 2018 and 2017, the amount of reinsurance assumed from client companies, as measured by pre-tax statutory surplus, risk based capital and other financial structures was \$13.3 billion and \$10.6 billion, respectively. The increase was primarily due to a number of new transactions, as well as organic growth on existing transactions. Fees earned from this business can vary significantly depending on the size of the transactions and the timing of their completion and therefore can fluctuate from period to period.

## Canada Operations

The Company conducts reinsurance business in Canada primarily through RGA Canada, which assists clients with capital management activity and mortality and morbidity risk management. The Canada operations is primarily engaged in Traditional reinsurance, which consists mainly of traditional individual life reinsurance, as well as creditor, group life and health, critical illness and disability reinsurance. Creditor insurance covers the outstanding balance on personal, mortgage or commercial loans in the event of death, disability or critical illness and is generally shorter in duration than traditional individual life insurance. The Canada Financial Solutions segment consists of longevity and financial reinsurance.

(dollars in thousands)

	Three months ended March 31,					
	2018			2017		
	Traditional	Financial Solutions	Total Canada	Traditional	Financial Solutions	Total Canada
<b>Revenues:</b>						
Net premiums	\$ 252,723	\$ 11,305	\$ 264,028	\$ 215,762	\$ 9,410	\$ 225,172
Investment income, net of related expenses	50,584	115	50,699	44,506	1,044	45,550
Investment related gains (losses), net	(731)	—	(731)	3,843	—	3,843
Other revenues	(257)	1,357	1,100	164	1,353	1,517
<b>Total revenues</b>	<b>302,319</b>	<b>12,777</b>	<b>315,096</b>	<b>264,275</b>	<b>11,807</b>	<b>276,082</b>
<b>Benefits and expenses:</b>						
Claims and other policy benefits	212,825	9,115	221,940	191,052	7,619	198,671
Interest credited	5	—	5	4	—	4
Policy acquisition costs and other insurance expenses	57,032	96	57,128	45,682	144	45,826
Other operating expenses	8,750	375	9,125	8,209	452	8,661
<b>Total benefits and expenses</b>	<b>278,612</b>	<b>9,586</b>	<b>288,198</b>	<b>244,947</b>	<b>8,215</b>	<b>253,162</b>
Income before income taxes	\$ 23,707	\$ 3,191	\$ 26,898	\$ 19,328	\$ 3,592	\$ 22,920

Income before income taxes increased by \$4.0 million, or 17.4%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase in income in the first three months of 2018 is primarily due to favorable traditional individual life mortality experience as compared to the same period in 2017 as well as a new in force block transaction entered into in 2018. A strengthening Canadian dollar resulted in an increase in income before income taxes of \$1.6 million for the three months ended March 31, 2018, as compared to the same period in 2017.

### Traditional Reinsurance

Income before income taxes for the Canada Traditional segment increased by \$4.4 million, or 22.7%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase in income before income taxes in 2018 is primarily due to favorable traditional individual life mortality experience as well as a new in force block transaction entered into in 2018. A strengthening Canadian dollar resulted in an increase in income before income taxes of \$1.4 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Net premiums increased \$37.0 million, or 17.1%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase in 2018 was primarily due to the aforementioned in force block transaction that increased insurance in force by \$10.3 billion during the quarter. Foreign currency exchange fluctuation in the Canadian dollar resulted in an increase in net premiums of \$10.8 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Net investment income increased \$6.1 million, or 13.7%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase in 2018 is primarily a result of an increase in the invested asset base due to growth in underlying business volume and an increase in investment yields from a higher level of variable investment income. Additionally, foreign currency exchange fluctuation in the Canadian dollar resulted in an increase in net investment income of \$2.2 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Investment related gains (losses), net decreased by \$4.6 million, or 119.0%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in 2018 was primarily due to a decline in the fair market value of derivatives.

Loss ratios for this segment were 84.2% and 88.5% for the three months ended March 31, 2018 and 2017, respectively. The decrease in the loss ratio for the first quarter of 2018, as compared to the same period in 2017, is due to favorable traditional individual life mortality experience and the aforementioned in force block transaction, partially offset by unfavorable results on group business. Loss ratios for the traditional individual life mortality business were 91.3% and 102.4% for the first three months ended March 31, 2018 and 2017, respectively. Excluding creditor business, claims as a percentage of net premiums for this segment were 77.0% and 81.8% for the three months ended March 31, 2018 and 2017, respectively. Historically, the loss ratio increased primarily as the result of several large permanent level premium in force blocks assumed in 1997 and 1998. These blocks are

mature blocks of long-term permanent level premium business in which mortality as a percentage of net premiums is expected to be higher than historical ratios. The nature of permanent level premium policies requires the Company to set up actuarial liabilities and invest the amounts received in excess of early-year claims costs to fund claims in later years when premiums, by design, continue to be level as compared to expected increasing mortality or claim costs. As such, investment income becomes a more significant component of profitability of these in force blocks. Excluding creditor business, claims and other policy benefits, as a percentage of net premiums and investment income were 75.3% and 81.9% for the three months ended March 31, 2018 and 2017, respectively.

Policy acquisition costs and other insurance expenses as a percentage of net premiums were 22.6% and 21.2% for the three months ended March 31, 2018 and 2017, respectively. Overall, while these ratios are expected to remain in a predictable range, they may fluctuate from period to period due to varying allowance levels and product mix. In addition, the amortization patterns of previously capitalized amounts, which are subject to the form of the reinsurance agreement and the underlying insurance policies, may vary.

Other operating expenses increased by \$0.5 million, or 6.6%, for the three months ended March 31, 2018, as compared to the same period in 2017. Other operating expenses as a percentage of net premiums were 3.5% and 3.8% for the three months ended March 31, 2018 and 2017, respectively.

#### *Financial Solutions Reinsurance*

Income before income taxes decreased by \$0.4 million, or 11.2%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in income in the first three months was primarily due to a decrease in net investment income as a result of a decrease in the invested asset base partially offset by favorable experience on longevity business. A strengthening Canadian dollar resulted in an increase in income before income taxes of \$0.2 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Net premiums increased \$1.9 million, or 20.1%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase was primarily due to longevity business, where the premium structure generally increases over time. A strengthening Canadian dollar resulted in an increase in net premiums of \$0.5 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Net investment income decreased \$0.9 million, or 89.0%, for the three months ended March 31, 2018, as compared to the same period in 2017 primarily due to a decrease in the invested asset base.

Claims and other policy benefits increased \$1.5 million, or 19.6%, for the three months ended March 31, 2018 as compared to the same period in 2017. The increase was primarily a result of normal aging of the longevity block of business.

#### **Europe, Middle East and Africa Operations**

The Europe, Middle East and Africa (“EMEA”) operations include business generated by its offices principally in the United Kingdom (“UK”), South Africa, France, Germany, Ireland, Italy, the Netherlands, Poland, Spain and the Middle East region. EMEA consists of two major segments: Traditional and Financial Solutions. The Traditional segment primarily provides reinsurance through yearly renewable term and coinsurance agreements on a variety of life, health and critical illness products. Reinsurance agreements may be facultative or automatic agreements covering primarily individual risks and, in some markets, group risks. The Financial Solutions segment consists of reinsurance and other transactions associated with longevity closed blocks, payout annuities, capital management solutions and financial reinsurance.

(dollars in thousands)

	Three months ended March 31,					
	2018			2017		
	Traditional	Financial Solutions	Total EMEA	Traditional	Financial Solutions	Total EMEA
<b>Revenues:</b>						
Net premiums	\$ 375,729	\$ 47,979	\$ 423,708	\$ 304,672	\$ 41,995	\$ 346,667
Investment income, net of related expenses	15,764	31,932	47,696	12,720	29,681	42,401
Investment related gains (losses), net	9	3,352	3,361	7	4,575	4,582
Other revenues	2,280	4,880	7,160	687	3,738	4,425
<b>Total revenues</b>	<b>393,782</b>	<b>88,143</b>	<b>481,925</b>	<b>318,086</b>	<b>79,989</b>	<b>398,075</b>
<b>Benefits and expenses:</b>						
Claims and other policy benefits	326,802	42,471	369,273	266,401	35,936	302,337
Interest credited	—	(2,652)	(2,652)	—	4,113	4,113
Policy acquisition costs and other insurance expenses	25,552	1,080	26,632	15,163	289	15,452
Other operating expenses	26,007	8,080	34,087	22,546	7,733	30,279
<b>Total benefits and expenses</b>	<b>378,361</b>	<b>48,979</b>	<b>427,340</b>	<b>304,110</b>	<b>48,071</b>	<b>352,181</b>
Income (loss) before income taxes	\$ 15,421	\$ 39,164	\$ 54,585	\$ 13,976	\$ 31,918	\$ 45,894

Income before income taxes increased by \$8.7 million, or 18.9%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase in income before income taxes for the first three months was primarily due to foreign currency exchange fluctuations and favorable Financial Solutions performance in payout annuities. Foreign currency exchange fluctuations resulted in an increase in income before income taxes totaling \$6.1 million for the three months ended March 31, 2018, as compared to the same period in 2017.

#### *Traditional Reinsurance*

Income before income taxes increased by \$1.4 million, or 10.3%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase in income before income taxes was primarily due to foreign currency exchange fluctuations while favorable experience in group and health business was offset by unfavorable individual mortality and morbidity experience. Foreign currency exchange fluctuations resulted in an increase in income before income taxes totaling \$1.8 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Net premiums increased \$71.1 million, or 23.3%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase in net premiums was primarily due to foreign currency exchange fluctuations as well as increased business volumes, primarily from individual mortality business in the UK and Middle East region. Foreign currency exchange fluctuations increased net premiums by \$40.3 million for the three months ended March 31, 2018, as compared to the same period in 2017.

A portion of the net premiums for the segment, in each period presented, relates to reinsurance of critical illness coverage, primarily in the UK. This coverage provides a benefit in the event of the diagnosis of a pre-defined critical illness. Net premiums earned from this coverage totaled \$48.9 million and \$46.0 million for the first three months of 2018 and 2017, respectively.

Net investment income increased \$3.0 million, or 23.9%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase for the first three months of 2018 was primarily due to an increase in the invested asset base. Foreign currency exchange fluctuation resulted in an increase in net investment income of \$1.7 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Loss ratios for this segment were 87.0% and 87.4% for the three month periods ended March 31, 2018 and 2017, respectively. The slight decrease in the loss ratio for the first three months of 2018 is primarily due to changes in business mix, partially offset by slightly higher overall claim rates. Management views recent claims experience as normal short-term volatility that is inherent in the business.

Policy acquisition costs and other insurance expenses as a percentage of net premiums were 6.8% and 5.0% for the three months ended March 31, 2018 and 2017, respectively. These percentages fluctuate due to timing of client company reporting, variations in the mixture of business and the relative maturity of the business. Certain new treaties have included higher than average ceding allowances.

Other operating expenses increased \$3.5 million, or 15.4%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase was primarily due to foreign currency exchange fluctuation, which resulted in an increase in operating expenses of \$2.9 million for the three months ended March 31, 2018, as compared to the same period in 2017. Other operating expenses as a percentage of net premiums totaled 6.9% and 7.4% for the three months ended March 31, 2018 and 2017, respectively.

#### *Financial Solutions Reinsurance*

Income before income taxes increased by \$7.2 million, or 22.7%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase in income before income taxes for the first three months was primarily due to foreign currency exchange fluctuations and favorable payout annuity and closed block longevity experience. Foreign currency exchange fluctuations resulted in an increase in income before income taxes totaling \$4.3 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Net premiums increased \$6.0 million, or 14.2%, for the three months ended March 31, 2018, as compared to the same period in 2017. Net premiums increased primarily due to foreign currency exchange fluctuations and increased volumes related to closed block longevity business. Foreign currency exchange fluctuations increased net premiums by \$5.4 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Net investment income increased \$2.3 million, or 7.6%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase was primarily due to an increase in the asset base related to new business and favorable foreign currency exchange fluctuation offset by a decrease in investment income related to unit-linked products. The effect on investment income related to unit-linked products is substantially offset by a corresponding change in interest credited. Foreign currency exchange fluctuation resulted in an increase in investment income of \$3.4 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Other revenues increased by \$1.1 million, or 30.6%, for the three months ended March 31, 2018, as compared to the same period in 2017. Fees earned from this business can vary significantly depending on the size of the transactions and the timing of their completion and, therefore, can fluctuate from period to period.

Claims and other policy benefits increased \$6.5 million, or 18.2%, for the three months ended March 31, 2018, as compared to the same period in 2017. An increase in claims and other policy benefits was due primarily to foreign currency exchange fluctuations and increased payout annuity business volumes. Foreign currency exchange fluctuations increased claims and other policy benefits by \$4.7 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Interest credited expense decreased by \$6.8 million for the three months ended March 31, 2018, as compared to the same period in 2017. Interest credited in this segment relates to amounts credited to the contractholders of unit-linked products. The effect on interest credited related to unit-linked products is substantially offset by a corresponding change in investment income.

Other operating expenses increased \$0.3 million, or 4.5%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase is primarily due to foreign currency exchange fluctuation, which resulted in an increase in operating expenses of \$1.0 million for the three months ended March 31, 2018, as compared to the same period in 2017.

### Asia Pacific Operations

The Asia Pacific operations include business generated by its offices principally in Australia, China, Hong Kong, India, Japan, Malaysia, New Zealand, Singapore, South Korea and Taiwan. The Traditional segment's principal types of reinsurance include individual and group life and health, critical illness, disability and superannuation. Superannuation is the Australian government mandated compulsory retirement savings program. Superannuation funds accumulate retirement funds for employees, and, in addition, typically offer life and disability insurance coverage. The Financial Solutions segment includes financial reinsurance, asset-intensive and certain disability and life blocks. Reinsurance agreements may be facultative or automatic agreements covering primarily individual risks and in some markets, group risks.

(dollars in thousands)

	Three months ended March 31,					
	2018			2017		
	Traditional	Financial Solutions	Total Asia Pacific	Traditional	Financial Solutions	Total Asia Pacific
<b>Revenues:</b>						
Net premiums	\$ 589,513	\$ 678	\$ 590,191	\$ 483,307	\$ 1,526	\$ 484,833
Investment income, net of related expenses	24,600	10,394	34,994	21,902	5,536	27,438
Investment related gains (losses), net	8	3,467	3,475	—	7,185	7,185
Other revenues	418	5,307	5,725	21	6,205	6,226
<b>Total revenues</b>	<b>614,539</b>	<b>19,846</b>	<b>634,385</b>	<b>505,230</b>	<b>20,452</b>	<b>525,682</b>
<b>Benefits and expenses:</b>						
Claims and other policy benefits	495,194	4,468	499,662	355,439	6,495	361,934
Interest credited	—	6,394	6,394	—	2,997	2,997
Policy acquisition costs and other insurance expenses	58,782	1,197	59,979	72,857	1,917	74,774
Other operating expenses	37,676	3,766	41,442	35,246	3,171	38,417
<b>Total benefits and expenses</b>	<b>591,652</b>	<b>15,825</b>	<b>607,477</b>	<b>463,542</b>	<b>14,580</b>	<b>478,122</b>
Income before income taxes	\$ 22,887	\$ 4,021	\$ 26,908	\$ 41,688	\$ 5,872	\$ 47,560

Income before income taxes decreased by \$20.7 million, or 43.4%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in income before income taxes for the first three months is primarily attributable to unfavorable claims experience and from new business mix. Foreign currency exchange fluctuations resulted in an increase to income before income taxes totaling \$1.1 million for the three months ended March 31, 2018, as compared to the same period in 2017.

### Traditional Reinsurance

Income before income taxes decreased by \$18.8 million, or 45.1%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in income before income taxes in 2018 was primarily due to unfavorable claims experience and new business mix. Foreign currency exchange fluctuations resulted in an increase to income before income taxes totaling \$1.0 million for the three months ended 2018, as compared to the same period in 2017.

Net premiums increased by \$106.2 million, or 22.0%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase for the three month period in 2018 was driven by new business written in Asian markets. Foreign currency exchange fluctuations resulted in an increase in net premiums of \$21.3 million for the three months ended March 31, 2018, as compared to the same period in 2017.

A portion of the net premiums for the segment, in each period presented, relates to reinsurance of critical illness coverage. This coverage provides a benefit in the event of the diagnosis of a pre-defined critical illness. Reinsurance of critical illness in the segment is offered primarily in South Korea, Australia and Hong Kong. Net premiums earned from this coverage totaled \$235.7 million and \$141.9 million for the three months ended March 31, 2018 and 2017, respectively.

Net investment income increased \$2.7 million, or 12.3%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase was primarily due to an increase in the invested asset base. Foreign currency exchange fluctuations resulted in an increase in net investment income of \$0.8 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Loss ratios for this segment were 84.0% and 73.5% for the three months ended March 31, 2018 and 2017, respectively. The increase in the loss ratio for the first three months of 2018 was primarily due to unfavorable claims experience in Australia and several Asian markets. The loss ratio in 2017 reflected favorable claims experience in several markets.

Policy acquisition costs and other insurance expenses as a percentage of net premiums were 10.0% and 15.1% for the three months ended March 31, 2018 and 2017, respectively. The ratio of policy acquisition costs and other insurance expenses as a percentage of net premiums fluctuates periodically due to timing of client company reporting and variations in the mixture of business. The decrease in the current quarter is primarily due to the true-up of allowances based on updated client reporting.

Other operating expenses increased \$2.4 million or 6.9%, for the three months ended March 31, 2018, as compared to the same period in 2017 mainly due to higher compensation and employee related expenses. Foreign currency exchange fluctuations resulted in an increase in other operating expenses of \$1.4 million for the three months ended March 31, 2018, as compared to the same period in 2017. Other operating expenses as a percentage of net premiums totaled 6.4% and 7.3% for the three months ended March 31, 2018 and 2017, respectively. The timing of premium flows and the level of costs associated with development of new markets within the segment may cause other operating expenses as a percentage of net premiums to fluctuate from period to period.

#### *Financial Solutions Reinsurance*

Income before income taxes decreased by \$1.9 million, or 31.5%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in income before income taxes is primarily attributable to a decline in investment related gains (losses) in the first three months of 2018 as compared to the same period in 2017. Foreign currency exchange fluctuations increased income before income taxes by \$0.1 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Net premiums decreased \$0.8 million, or 55.6%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease was primarily due to policy lapses on a closed treaty in Japan.

Net investment income increased \$4.9 million, or 87.8%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase is primarily driven by growth in invested asset base from new transactions. Foreign currency exchange fluctuation resulted in an increase in net investment income of \$0.2 million for the three months ended March 31, 2018, as compared to the same period in 2017.

Other revenues decreased by \$0.9 million, or 14.5%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease is primarily due to foreign currency gains recorded in the first three months of 2017. As of March 31, 2018 and 2017, the amount of reinsurance assumed from client companies, as measured by pre-tax statutory surplus, risk based capital and other financial reinsurance structures was \$2.6 billion and \$1.5 billion, respectively. Fees earned from this business can vary significantly depending on the size of the transactions and the timing of their completion and, therefore, can fluctuate from period to period.

Claims and other policy benefits decreased by \$2.0 million, or 31.2%, for the three months ended March 31, 2018, as compared to the same period in 2017. This decrease is attributable to lower lapses on the aforementioned closed treaty in Japan.

Interest credited expense increased by \$3.4 million, or 113.3%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase is primarily driven by growth from new asset-intensive transactions.

Other operating expenses increased \$0.6 million, or 18.8%, for the three months ended March 31, 2018, as compared to the same period in 2017. The timing of premium flows and the level of costs associated with the entrance into and development of new markets within the segment may cause other operating expenses to fluctuate from period to period.

## Corporate and Other

Corporate and Other revenues primarily include investment income from unallocated invested assets and investment related gains and losses. Corporate and Other expenses consist of the offset to capital charges allocated to the operating segments within the policy acquisition costs and other insurance income line item, unallocated overhead and executive costs, interest expense related to debt, and the investment income and expense associated with the Company's collateral finance and securitization transactions. Additionally, Corporate and Other includes results from certain wholly-owned subsidiaries, such as RGAX, and joint ventures that, among other activities, develop and market technology, and provide consulting and outsourcing solutions for the insurance and reinsurance industry.

(dollars in thousands)

	Three months ended March 31,	
	2018	2017
<b>Revenues:</b>		
Net premiums	\$ 10	\$ 44
Investment income, net of related expenses	40,146	31,163
Investment related gains (losses), net	(8,934)	(14,823)
Other revenues	8,033	5,168
Total revenues	39,255	21,552
<b>Benefits and expenses:</b>		
Claims and other policy benefits	320	27
Interest credited	2,210	1,124
Policy acquisition costs and other insurance income	(30,512)	(27,067)
Other operating expenses	62,960	40,372
Interest expense	37,454	42,402
Collateral finance and securitization expense	7,602	6,770
Total benefits and expenses	80,034	63,628
Loss before income taxes	\$ (40,779)	\$ (42,076)

Loss before income taxes decreased by \$1.3 million, or 3.1%, for the three months ended March 31, 2018, as compared to the same period in 2017. The decrease in loss before income taxes in the first quarter is primarily due to increases in investment income, investment related gains (losses), net and lower interest expense partially offset by an increase in other operating expenses.

Total revenues increased by \$17.7 million, or 82.1%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase for the first three months is primarily due to increases of \$9.0 million in investment income, related to an increase in unallocated invested assets and higher investment yields, as well as a \$5.9 million reduction in investment related losses. The decrease in investment related losses, net was primarily caused by a \$14.1 million reduction in other-than-temporary impairments on fixed maturity securities, which was offset by a \$4.2 million change in fair value of equity securities and a \$3.0 million increase in net losses on the sale of securities. In addition, the Company's January 2018 acquisition of LOGiQ3 Inc., a group of companies providing technology, consulting and outsourcing solutions primarily to the North American life insurance and reinsurance industry, contributed \$2.9 million to other revenues in the current quarter.

Total benefits and expenses increased by \$16.4 million, or 25.8%, for the three months ended March 31, 2018, as compared to the same period in 2017. The increase in the first three months is primarily due to a \$22.6 million increase in other operating expenses, offset by a decrease of \$4.9 million in interest expense. The increase in operating expenses was primarily related to increased consulting expenses and compensation expense due to increased compliance costs, strategic initiatives and acquisitions. The aforementioned acquisition of LOGiQ3 Inc. contributed \$4.7 million of other operating expenses in the current quarter. The decrease in interest expense was primarily due to the repayment of \$300.0 million of long-term debt in 2017.

## Liquidity and Capital Resources

### Overview

The Company believes that cash flows from the source of funds available to it will provide sufficient cash flows for the next twelve months to satisfy the current liquidity requirements of RGA, Inc. and its subsidiaries under various scenarios that include the potential risk of early recapture of reinsurance treaties, market events and higher than expected claims. The Company performs periodic liquidity stress testing to ensure its asset portfolio includes sufficient high quality liquid assets that could be utilized to bolster its liquidity position under stress scenarios. These assets could be utilized as collateral for secured borrowing transactions with various third parties or by selling the securities in the open market if needed. The Company's liquidity requirements have been and will continue to be funded through net cash flows from operations. However, in the event of significant unanticipated



cash requirements beyond normal liquidity needs, the Company has multiple liquidity alternatives available based on market conditions and the amount and timing of the liquidity need. These alternatives include borrowings under committed credit facilities, secured borrowings, the ability to issue long-term debt, preferred securities or common equity and, if necessary, the sale of invested assets subject to market conditions.

### **Current Market Environment**

The current low interest rate environment in select markets, primarily the U.S. and Canada, continues to put downward pressure on the Company's investment yield. The Company's average investment yield, excluding spread business, for the three months ended March 31, 2018 was 4.46%, five basis points above the same period in 2017. The Company's insurance liabilities, in particular its annuity products, are sensitive to changing market factors. Gross unrealized gains on fixed maturity securities available-for-sale decreased from \$2,982.8 million at December 31, 2017 to \$2,413.0 million at March 31, 2018. Similarly, gross unrealized losses increased from \$113.3 million at December 31, 2017 to \$381.5 million at March 31, 2018.

The Company continues to be in a position to hold any investment security showing an unrealized loss until recovery, provided it remains comfortable with the credit of the issuer. As indicated above, gross unrealized gains on fixed maturity securities of \$2,413.0 million remain well in excess of gross unrealized losses of \$381.5 million as of March 31, 2018. The Company does not rely on short-term funding or commercial paper and to date it has experienced no liquidity pressure, nor does it anticipate such pressure in the foreseeable future.

The Company projects its reserves to be sufficient, and it would not expect to write down deferred acquisition costs or be required to take any actions to augment capital, even if interest rates remain at current levels for the next five years, assuming all other factors remain constant. While the Company has felt the pressures of sustained low interest rates and volatile equity markets and may continue to do so, its business operations are not overly sensitive to these risks. Although management believes the Company's current capital base is adequate to support its business at current operating levels, it continues to monitor new business opportunities and any associated new capital needs that could arise from the changing financial landscape.

### **The Holding Company**

RGA is an insurance holding company whose primary uses of liquidity include, but are not limited to, the immediate capital needs of its operating companies, dividends paid to its shareholders, repurchase of common stock and interest payments on its indebtedness. The primary sources of RGA's liquidity include proceeds from its capital-raising efforts, interest income on undeployed corporate investments, interest income received on surplus notes with RGA Reinsurance, RCM and Rockwood Re and dividends from operating subsidiaries. As the Company continues its expansion efforts, RGA will continue to be dependent upon these sources of liquidity. The following tables provide comparative information for RGA (dollars in thousands):

	Three months ended March 31,	
	2018	2017
Interest expense	\$ 45,444	\$ 50,221
Capital contributions to subsidiaries	11,000	7,500
Dividends to shareholders	32,241	26,381
Interest and dividend income	31,547	26,073
	March 31, 2018	December 31, 2017
Cash and invested assets	\$ 677,956	\$ 779,996

See Item 15, Schedule II - "Condensed Financial Information of the Registrant" in the 2017 Annual Report for additional financial information related to RGA.

The undistributed earnings of substantially all of the Company's foreign subsidiaries have been reinvested indefinitely in those non-U.S. operations, as described in Note 9 - "Income Tax" of the Notes to Consolidated Financial Statements in the 2017 Annual Report. As U.S. Tax Reform generally eliminates U.S. federal income taxes on dividends from foreign subsidiaries, the Company does not expect to incur material income taxes if these funds are repatriated.

RGA endeavors to maintain a capital structure that provides financial and operational flexibility to its subsidiaries, credit ratings that support its competitive position in the financial services marketplace, and shareholder returns. As part of the Company's capital deployment strategy, it has in recent years repurchased shares of RGA common stock and paid dividends to RGA shareholders, as authorized by the board of directors. RGA's current share repurchase program, which was approved by the board of directors in January 2017, authorizes the repurchase of up to \$400.0 million of common stock. The pace of repurchase activity depends on various factors such as the level of available cash, an evaluation of the costs and benefits associated with alternative uses of excess capital, such as acquisitions and in force reinsurance transactions, and RGA's stock price.

In April 2018, RGA's board of directors declared a quarterly dividend of \$0.50 per share. All future payments of dividends are at the discretion of RGA's board of directors and will depend on the Company's earnings, capital requirements, insurance regulatory conditions, operating conditions, and other such factors as the board of directors may deem relevant. The amount of dividends that RGA can pay will depend in part on the operations of its reinsurance subsidiaries. See Note 3 - "Equity" in the Notes to Condensed Consolidated Financial Statements for information on the Company's share repurchase program.

### **Debt**

Certain of the Company's debt agreements contain financial covenant restrictions related to, among others, liens, the issuance and disposition of stock of restricted subsidiaries, minimum requirements of consolidated net worth, maximum ratios of debt to capitalization and change of control provisions. The Company is required to maintain a minimum consolidated net worth, as defined in the debt agreements, of \$3.5 billion, calculated as of the last day of each fiscal quarter. Also, consolidated indebtedness, calculated as of the last day of each fiscal quarter, cannot exceed 35% of the sum of the Company's consolidated indebtedness plus adjusted consolidated stockholders' equity. A material ongoing covenant default could require immediate payment of the amount due, including principal, under the various agreements. Additionally, the Company's debt agreements contain cross-default covenants, which would make outstanding borrowings immediately payable in the event of a material uncured covenant default under any of the agreements, including, but not limited to, non-payment of indebtedness when due for an amount in excess of \$100.0 million, bankruptcy proceedings, or any other event which results in the acceleration of the maturity of indebtedness.

As of March 31, 2018 and December 31, 2017, the Company had \$2.8 billion in outstanding borrowings under its debt agreements and was in compliance with all covenants under those agreements. As of March 31, 2018 and December 31, 2017, the average interest rate on long-term debt outstanding was 5.24%. The ability of the Company to make debt principal and interest payments depends on the earnings and surplus of subsidiaries, investment earnings on undeployed capital proceeds, available liquidity at the holding company, and the Company's ability to raise additional funds.

The Company enters into derivative agreements with counterparties that reference either the Company's debt rating or its financial strength rating. If either rating is downgraded in the future, it could trigger certain terms in the Company's derivative agreements, which could negatively affect overall liquidity. For the majority of the Company's derivative agreements, there is a termination event, at the Company's option, should the long-term senior debt ratings drop below either BBB+ (S&P) or Baa1 (Moody's) or the financial strength ratings drop below either A- (S&P) or A3 (Moody's).

The Company may borrow up to \$850.0 million in cash and obtain letters of credit in multiple currencies on its revolving credit facility that matures in September 2019. As of March 31, 2018, the Company had no cash borrowings outstanding and \$80.9 million in issued, but undrawn, letters of credit under this facility.

Based on the historic cash flows and the current financial results of the Company, management believes RGA's cash flows will be sufficient to enable RGA to meet its obligations for at least the next 12 months.

### **Credit and Committed Facilities**

At March 31, 2018, the Company maintained an \$850.0 million syndicated revolving credit facility and certain committed letter of credit facilities aggregating \$1,275.8 million. See Note 13 - "Debt" in the Notes to Consolidated Financial Statements in the 2017 Annual Report for further information about these facilities.

The Company has obtained bank letters of credit in favor of various affiliated and unaffiliated insurance companies from which the Company assumes business. These letters of credit represent guarantees of performance under the reinsurance agreements and allow ceding companies to take statutory reserve credits. Certain of these letters of credit contain financial covenant restrictions similar to those described in the "Debt" discussion above. At March 31, 2018, there were approximately \$110.8 million of outstanding bank letters of credit in favor of third parties. Additionally, in accordance with applicable regulations, the Company utilizes letters of credit to secure statutory reserve credits when it retrocedes business to its affiliated subsidiaries. The Company cedes business to its affiliates to help reduce the amount of regulatory capital required in certain jurisdictions, such as the U.S. and the UK. The Company believes the capital required to support the business in the affiliates reflects more realistic expectations than the original jurisdiction of the business, where capital requirements are often considered to be quite conservative. As of March 31, 2018, \$1.7 billion in letters of credit from various banks were outstanding, but undrawn, backing reinsurance between the various subsidiaries of the Company.

### **Cash Flows**

The Company's principal cash inflows from its reinsurance operations include premiums and deposit funds received from ceding companies. The primary liquidity concerns with respect to these cash flows are early recapture of the reinsurance contract by the ceding company and lapses of annuity products reinsured by the Company. The Company's principal cash inflows from its invested assets result from investment income and the maturity and sales of invested assets. The primary liquidity concerns with respect

to these cash inflows relates to the risk of default by debtors and interest rate volatility. The Company manages these risks very closely. See “Investments” and “Interest Rate Risk” below.

Additional sources of liquidity to meet unexpected cash outflows in excess of operating cash inflows and current cash and equivalents on hand include selling short-term investments or fixed maturity securities and drawing funds under a revolving credit facility, under which the Company had availability of \$769.1 million as of March 31, 2018. The Company also has \$1.1 billion of funds available through collateralized borrowings from the FHLB as of March 31, 2018. As of March 31, 2018, the Company could have borrowed these additional amounts without violating any of its existing debt covenants.

The Company’s principal cash outflows relate to the payment of claims liabilities, interest credited, operating expenses, income taxes, dividends to shareholders, purchases of treasury stock, and principal and interest under debt and other financing obligations. The Company seeks to limit its exposure to loss on any single insured and to recover a portion of benefits paid by ceding reinsurance to other insurance enterprises or reinsurers under excess coverage and coinsurance contracts (See Note 2, “Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements in the 2017 Annual Report). The Company performs annual financial reviews of its retrocessionaires to evaluate financial stability and performance. The Company has never experienced a material default in connection with retrocession arrangements, nor has it experienced any difficulty in collecting claims recoverable from retrocessionaires; however, no assurance can be given as to the future performance of such retrocessionaires nor to the recoverability of future claims. The Company’s management believes its current sources of liquidity are adequate to meet its cash requirements for the next 12 months.

#### Summary of Primary Sources and Uses of Liquidity and Capital

The Company’s primary sources and uses of liquidity and capital are summarized as follows:

	For the three months ended March 31,	
	2018	2017
	(Dollars in thousands)	
Sources:		
Net cash provided by operating activities	\$ 223,749	\$ 417,365
Exercise of stock options, net	1,163	1,719
Change in cash collateral for derivative positions and other arrangements	19,537	—
Cash provided by changes in universal life and other investment type policies and contracts	—	1,066
Effect of exchange rate changes on cash	21,989	18,833
<b>Total sources</b>	<b>266,438</b>	<b>438,983</b>
Uses:		
Net cash provided by (used in) investing activities	(76,550)	110,967
Dividends to stockholders	32,241	26,381
Repayment of collateral finance and securitization notes	27,104	16,908
Principal payments of long-term debt	662	300,636
Purchases of treasury stock	2,616	3,067
Change in cash collateral for derivative positions and other arrangements	—	3,628
Cash used for changes in universal life and other investment type policies and contracts	73,482	—
<b>Total uses</b>	<b>59,555</b>	<b>461,587</b>
<b>Net change in cash and cash equivalents</b>	<b>\$ 206,883</b>	<b>\$ (22,604)</b>

**Cash Flows from Operations** - The principal cash inflows from the Company’s reinsurance activities come from premiums, investment and fee income, annuity considerations and deposit funds. The principal cash outflows relate to the liabilities associated with various life and health insurance, annuity and disability products, operating expenses, income tax payments and interest on outstanding debt obligations. The primary liquidity concern with respect to these cash flows is the risk of shortfalls in premiums and investment income, particularly in periods with abnormally high claims levels.

**Cash Flows from Investments** - The principal cash inflows from the Company’s investment activities come from repayments of principal on invested assets, proceeds from maturities of invested assets, sales of invested assets and settlements of freestanding derivatives. The principal cash outflows relate to purchases of investments, issuances of policy loans and settlements of freestanding derivatives. The Company typically has a net cash outflow from investing activities because cash inflows from insurance operations are reinvested in accordance with its asset/liability management discipline to fund insurance liabilities. The Company closely monitors and manages these risks through its credit risk management process. The primary liquidity concerns with respect to these cash flows are the risk of default by debtors and market disruption, which could make it difficult for the Company to sell investments.

**Financing Cash Flows** - The principal cash inflows from the Company’s financing activities come from issuances of RGA debt and equity securities, and deposit funds associated with universal life and other investment type policies and contracts. The principal

cash outflows come from repayments of debt, payments of dividends to stockholders, purchases of treasury stock, and withdrawals associated with universal life and other investment type policies and contracts. A primary liquidity concern with respect to these cash flows is the risk of early contractholder and policyholder withdrawal.

### **Contractual Obligations**

There were no material changes in the Company's contractual obligations from those reported in the 2017 Annual Report.

### **Asset / Liability Management**

The Company actively manages its cash and invested assets using an approach that is intended to balance quality, diversification, asset/liability matching, liquidity and investment return. The goals of the investment process are to optimize after-tax, risk-adjusted investment income and after-tax, risk-adjusted total return while managing the assets and liabilities on a cash flow and duration basis.

The Company has established target asset portfolios for its operating segments, which represent the investment strategies intended to profitably fund its liabilities within acceptable risk parameters. These strategies include objectives and limits for effective duration, yield curve sensitivity and convexity, liquidity, asset sector concentration and credit quality.

The Company's asset-intensive products are primarily supported by investments in fixed maturity securities reflected on the Company's balance sheet and under funds withheld arrangements with the ceding company. Investment guidelines are established to structure the investment portfolio based upon the type, duration and behavior of products in the liability portfolio so as to achieve targeted levels of profitability. The Company manages the asset-intensive business to provide a targeted spread between the interest rate earned on investments and the interest rate credited to the underlying interest-sensitive contract liabilities. The Company periodically reviews models projecting different interest rate scenarios and their effect on profitability. Certain of these asset-intensive agreements, primarily in the U.S. and Latin America Financial Solutions operating segment, are generally funded by fixed maturity securities that are withheld by the ceding company.

The Company's liquidity position (cash and cash equivalents and short-term investments) was \$1,640.8 million and \$1,396.8 million at March 31, 2018 and December 31, 2017, respectively. Cash and cash equivalents includes cash collateral received from derivative counterparties of \$188.4 million and \$185.9 million as of March 31, 2018 and December 31, 2017, respectively. This unrestricted cash collateral is included in cash and cash equivalents and the obligation to return it is included in other liabilities in the Company's condensed consolidated balance sheets. Liquidity needs are determined from valuation analyses conducted by operational units and are driven by product portfolios. Periodic evaluations of demand liabilities and short-term liquid assets are designed to adjust specific portfolios, as well as their durations and maturities, in response to anticipated liquidity needs.

See "Securities Borrowing, Lending and Other" in Note 4 - "Investments" in the Notes to Condensed Consolidated Financial Statements for information related to the Company's securities borrowing, lending and repurchase/reverse repurchase programs. In addition to its security agreements with third parties, certain RGA's subsidiaries have entered into intercompany securities lending agreements to more efficiently source securities for lending to third parties and to provide for more efficient regulatory capital management.

The Company is a member of the FHLB and holds \$68.9 million of FHLB common stock, which is included in other invested assets on the Company's condensed consolidated balance sheets. Membership provides the Company access to borrowing arrangements ("advances") and funding agreements, discussed below, with the FHLB. The Company did not have any advances from the FHLB at March 31, 2018 and December 31, 2017. The Company had no outstanding balance of advances for the first three months of 2018. The Company's average outstanding balance of advances was \$3.1 million for the first three months of 2017. Interest on advances is reflected in interest expense on the Company's condensed consolidated statements of income.

In addition, the Company has also entered into funding agreements with the FHLB under guaranteed investment contracts whereby the Company has issued the funding agreements in exchange for cash and for which the FHLB has been granted a blanket lien on the Company's commercial and residential mortgage-backed securities and commercial mortgage loans used to collateralize the Company's obligations under the funding agreements. The Company maintains control over these pledged assets, and may use, commingle, encumber or dispose of any portion of the collateral as long as there is no event of default and the remaining qualified collateral is sufficient to satisfy the collateral maintenance level. The funding agreements and the related security agreements represented by this blanket lien provide that upon any event of default by the Company, the FHLB's recovery is limited to the amount of the Company's liability under the outstanding funding agreements. The amount of the Company's liability for the funding agreements with the FHLB under guaranteed investment contracts was \$1.4 billion at both March 31, 2018 and December 31, 2017, which is included in interest sensitive contract liabilities on the Company's condensed consolidated balance sheets. The advances on these agreements are collateralized primarily by commercial and residential mortgage-backed securities, commercial mortgage loans, and U.S. Treasury and government agency securities. The amount of collateral exceeds the liability and is dependent on the type of assets collateralizing the guaranteed investment contracts.

## Investments

### Management of Investments

The Company's investment and derivative strategies involve matching the characteristics of its reinsurance products and other obligations and to seek to closely approximate the interest rate sensitivity of the assets with estimated interest rate sensitivity of the reinsurance liabilities. The Company achieves its income objectives through strategic and tactical asset allocations, security and derivative strategies within an asset/liability management and disciplined risk management framework. Derivative strategies are employed within the Company's risk management framework to help manage duration, currency, and other risks in assets and/or liabilities and to replicate the credit characteristics of certain assets. For a discussion of the Company's risk management process see "Market and Credit Risk" in the "Enterprise Risk Management" section below.

The Company's portfolio management groups work with the Enterprise Risk Management function to develop the investment policies for the assets of the Company's domestic and international investment portfolios. All investments held by the Company, directly or in a funds withheld at interest reinsurance arrangement, are monitored for conformance with the Company's stated investment policy limits as well as any limits prescribed by the applicable jurisdiction's insurance laws and regulations. See Note 4 – "Investments" in the Notes to Condensed Consolidated Financial Statements for additional information regarding the Company's investments.

### Portfolio Composition

The Company had total cash and invested assets of \$53.0 billion at March 31, 2018 and December 31, 2017, as illustrated below (dollars in thousands):

	March 31, 2018	% of Total	December 31, 2017	% of Total
Fixed maturity securities, available-for-sale	\$ 37,945,260	71.6%	\$ 38,150,820	71.9%
Equity securities	103,983	0.2	100,152	0.2
Mortgage loans on real estate	4,437,994	8.4	4,400,533	8.3
Policy loans	1,346,930	2.5	1,357,624	2.6
Funds withheld at interest	6,005,892	11.3	6,083,388	11.5
Short-term investments	130,430	0.2	93,304	0.2
Other invested assets	1,512,147	2.9	1,505,332	2.8
Cash and cash equivalents	1,510,407	2.9	1,303,524	2.5
<b>Total cash and invested assets</b>	<b>\$ 52,993,043</b>	<b>100.0%</b>	<b>\$ 52,994,677</b>	<b>100.0%</b>

### Investment Yield

The following table presents consolidated average invested assets at amortized cost, net investment income and investment yield, excluding spread related business. Spread related business is primarily associated with contracts on which the Company earns an interest rate spread between assets and liabilities. To varying degrees, fluctuations in the yield on other spread related business is generally subject to corresponding adjustments to the interest credited on the liabilities (dollars in thousands).

	Three months ended March 31,		
	2018	2017	Increase/ (Decrease)
Average invested assets at amortized cost	\$ 27,024,934	\$ 25,212,377	7.2%
Net investment income	296,473	273,208	8.5%
Investment yield (ratio of net investment income to average invested assets)	4.46%	4.41%	5 bps

Investment yield increased for the three months ended March 31, 2018 in comparison to the same period in the prior year primarily due to increased income from real estate joint ventures and limited partnership investments, which are included in other invested assets on the condensed consolidated balance sheets.

### Fixed Maturity and Equity Securities Available-for-Sale

See "Fixed Maturity and Equity Securities Available-for-Sale" in Note 4 – "Investments" in the Notes to Condensed Consolidated Financial Statements for tables that provide the amortized cost, unrealized gains and losses, estimated fair value of these securities, and the other-than-temporary impairments in AOCI by sector as of March 31, 2018 and December 31, 2017.

The Company holds various types of fixed maturity securities available-for-sale and classifies them as corporate securities (“Corporate”), Canadian and Canadian provincial government securities (“Canadian government”), residential mortgage-backed securities (“RMBS”), asset-backed securities (“ABS”), commercial mortgage-backed securities (“CMBS”), U.S. government and agencies (“U.S. government”), state and political subdivisions, and other foreign government, supranational and foreign government-sponsored enterprises (“Other foreign government”). As of March 31, 2018 and December 31, 2017, approximately 95.5% and 95.6%, respectively, of the Company’s consolidated investment portfolio of fixed maturity securities were investment grade.

Important factors in the selection of investments include diversification, quality, yield, call protection and total rate of return potential. The relative importance of these factors is determined by market conditions and the underlying reinsurance liability and existing portfolio characteristics. The largest asset class in which fixed maturity securities were invested was corporate securities, which represented approximately 61.9% and 60.9% of total fixed maturity securities as of March 31, 2018 and December 31, 2017, respectively. See “Corporate Fixed Maturity Securities” in Note 4 – “Investments” in the Notes to Condensed Consolidated Financial Statements for tables showing the major industry types, which comprise the corporate fixed maturity holdings at March 31, 2018 and December 31, 2017.

As of March 31, 2018, the Company’s investments in Canadian and Canadian provincial government securities represented 10.8% of the fair value of total fixed maturity securities compared to 11.1% of the fair value of total fixed maturities at December 31, 2017. These assets are primarily high quality, long duration provincial strips, the valuation of which is closely linked to the interest rate curve. These assets are longer in duration and held primarily for asset/liability management to meet Canadian regulatory requirements. See “Fixed Maturity Securities Available-for-Sale” in Note 4 – “Investments” in the Notes to Condensed Consolidated Financial Statements for tables showing the various sectors as of March 31, 2018 and December 31, 2017.

The Company references rating agency designations in some of its investments disclosures. These designations are based on the ratings from nationally recognized statistical rating organizations, primarily Moody’s, S&P and Fitch. Structured securities (mortgage-backed and asset-backed securities) held by the Company’s insurance subsidiaries that maintain the NAIC statutory basis of accounting utilize the NAIC rating methodology. The NAIC assigns designations to publicly traded as well as privately placed securities. The designations assigned by the NAIC range from class 1 to class 6, with designations in classes 1 and 2 generally considered investment grade (BBB or higher rating agency designation). NAIC designations in classes 3 through 6 are generally considered below investment grade (BB or lower rating agency designation).

The quality of the Company’s available-for-sale fixed maturity securities portfolio, as measured at fair value and by the percentage of fixed maturity securities invested in various ratings categories, relative to the entire available-for-sale fixed maturity security portfolio, at March 31, 2018 and December 31, 2017 was as follows (dollars in thousands):

NAIC Designation	Rating Agency Designation	March 31, 2018			December 31, 2017		
		Amortized Cost	Estimated Fair Value	% of Total	Amortized Cost	Estimated Fair Value	% of Total
1	AAA/AA/A	\$ 23,699,901	\$ 25,416,105	67.0%	\$ 23,534,574	\$ 25,762,103	67.5%
2	BBB	10,502,621	10,816,607	28.5	10,115,008	10,709,170	28.1
3	BB	1,209,542	1,211,330	3.2	1,139,200	1,173,639	3.1
4	B	439,444	439,736	1.2	408,990	420,284	1.1
5	CCC and lower	45,617	43,929	0.1	78,143	79,747	0.2
6	In or near default	16,580	17,553	—	5,497	5,877	—
	Total	\$ 35,913,705	\$ 37,945,260	100.0%	\$ 35,281,412	\$ 38,150,820	100.0%

The Company’s fixed maturity portfolio includes structured securities. The following table shows the types of structured securities the Company held at March 31, 2018 and December 31, 2017 (dollars in thousands):

	March 31, 2018		December 31, 2017	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
RMBS:				
Agency	\$ 861,908	\$ 861,214	\$ 878,559	\$ 896,977
Non-agency	929,099	925,934	816,567	822,903
Total RMBS	1,791,007	1,787,148	1,695,126	1,719,880
CMBS	1,281,452	1,281,933	1,285,594	1,303,387
ABS	1,727,810	1,734,722	1,634,758	1,648,362
Total	\$ 4,800,269	\$ 4,803,803	\$ 4,615,478	\$ 4,671,629

The Company's RMBS include agency-issued pass-through securities and collateralized mortgage obligations. A majority of the agency-issued pass-through securities are guaranteed or otherwise supported by the Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, or the Government National Mortgage Association. The principal risks inherent in holding mortgage-backed securities are prepayment and extension risks, which will affect the timing of when cash will be received and are dependent on the level of mortgage interest rates. Prepayment risk is the unexpected increase in principal payments from the expected, primarily as a result of owner refinancing. Extension risk relates to the unexpected slowdown in principal payments from the expected. In addition, non-agency mortgage-backed securities face credit risk should the borrower be unable to pay the contractual interest or principal on their obligation. The Company monitors its mortgage-backed securities to mitigate exposure to the cash flow uncertainties associated with these risks.

The Company's ABS include credit card receivables, railcar leasing, student loans, single-family rentals, home equity loans and collateralized debt obligations (primarily collateralized loan obligations). The Company owns floating rate securities that represent approximately 14.7% and 13.8% of the total fixed maturity securities at March 31, 2018 and December 31, 2017, respectively. These investments have a higher degree of income variability than the other fixed income holdings in the portfolio due to the floating rate nature of the interest payments. The Company holds these investments to match specific floating rate liabilities primarily reflected in the condensed consolidated balance sheets as collateral finance notes, as well as to enhance asset management strategies. In addition to the risks associated with floating rate securities, principal risks in holding asset-backed securities are structural, credit and capital market risks. Structural risks include the securities' cash flow priority in the capital structure and the inherent prepayment sensitivity of the underlying collateral. Credit risks include the adequacy and ability to realize proceeds from the collateral. Credit risks are mitigated by credit enhancements which include excess spread, over-collateralization and subordination. Capital market risks include general level of interest rates and the liquidity for these securities in the marketplace.

The Company monitors its fixed maturity securities to determine impairments in value and evaluates factors such as financial condition of the issuer, payment performance, the length of time and the extent to which the market value has been below amortized cost, compliance with covenants, general market and industry sector conditions, current intent and ability to hold securities, and various other subjective factors. Based on management's judgment, securities determined to have an other-than-temporary impairment in value are written down to fair value. See "Investments – Other-than-Temporary Impairment" in Note 2 – "Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in the 2017 Annual Report for additional information. The table below summarizes other-than-temporary impairments and changes in the mortgage loan provision for the three months ended March 31, 2018 and 2017 (dollars in thousands).

	Three months ended March 31,	
	2018	2017
Impairment losses on fixed maturity securities	\$ —	\$ 17,189
Other impairment losses	828	(2)
Change in mortgage loan provision	(516)	101
Total	\$ 312	\$ 17,288

There were no fixed maturity impairments for the three months ended March 31, 2018. The fixed maturity impairments for the three months ended March 31, 2017 were largely related to high-yield corporate securities. In addition, other impairment losses for the three months ended March 31, 2018 were primarily due to impairments on real estate joint ventures.

At March 31, 2018 and December 31, 2017, the Company had \$381.5 million and \$113.3 million, respectively, of gross unrealized losses related to its fixed maturity securities. The distribution of the gross unrealized losses related to these securities is shown below.

	March 31, 2018	December 31, 2017
<b>Sector:</b>		
Corporate	63.0%	48.8%
Canadian government	0.8	1.5
RMBS	7.2	10.5
ABS	2.5	4.6
CMBS	3.2	4.3
U.S. government	15.6	19.4
State and political subdivisions	2.1	3.8
Other foreign government	5.6	7.1
Total	100.0%	100.0%
<b>Industry:</b>		
Finance	22.5%	15.8%
Asset-backed	2.5	4.6
Industrial	35.3	30.0
Mortgage-backed	10.4	14.8
Government	24.1	31.8
Utility	5.2	3.0
Total	100.0%	100.0%

See “Unrealized Losses for Fixed Maturity and Equity Securities Available-for-Sale” in Note 4 – “Investments” in the Notes to Condensed Consolidated Financial Statements for a table that presents the total gross unrealized losses for these securities at March 31, 2018 and December 31, 2017, respectively, where the estimated fair value had declined and remained below amortized cost by less than 20% or more than 20%.

The Company’s determination of whether a decline in value is other-than-temporary includes analysis of the underlying credit and the extent and duration of a decline in value. The Company’s credit analysis of an investment includes determining whether the issuer is current on its contractual payments, evaluating whether it is probable that the Company will be able to collect all amounts due according to the contractual terms of the security and analyzing the overall ability of the Company to recover the amortized cost of the investment. In the Company’s impairment review process, the duration and severity of an unrealized loss position for equity securities are given greater weight and consideration given the lack of contractual cash flows and the deferability features of these securities.

See “Unrealized Losses for Fixed Maturity and Equity Securities Available-for-Sale” in Note 4 – “Investments” in the Notes to Condensed Consolidated Financial Statements for tables that present the estimated fair values and gross unrealized losses, including other-than-temporary impairment losses reported in AOCI, for these securities that have estimated fair values below amortized cost, by class and grade security, as well as the length of time the related market value has remained below amortized cost as of March 31, 2018 and December 31, 2017.

As of March 31, 2018 and December 31, 2017, the Company classified approximately 5.8% and 5.9%, respectively, of its fixed maturity securities in the Level 3 category (refer to Note 6 – “Fair Value of Assets and Liabilities” in the Notes to Condensed Consolidated Financial Statements for additional information). These securities primarily consist of private placement corporate securities, bank loans, Canadian provincial strips, below investment grade mortgage-backed securities, collateralized loan obligations and subprime asset-backed securities with inactive trading markets.

See “Securities Borrowing and Other” in Note 4 - “Investments” in the Notes to Condensed Consolidated Financial Statements for information related to the Company’s securities borrowing, repurchase and repurchase/reverse repurchase programs.

#### *Mortgage Loans on Real Estate*

Mortgage loans represented approximately 8.4% and 8.3% of the Company’s cash and invested assets as of March 31, 2018 and December 31, 2017, respectively. The Company’s mortgage loan portfolio consists of U.S. and Canadian based investments primarily in commercial offices, light industrial properties and retail locations. The mortgage loan portfolio is diversified by geographic region and property type. Additional information on geographic concentration and property type can be found under “Mortgage Loans on Real Estate” in Note 4 – “Investments” in the Notes to Condensed Consolidated Financial Statements.



As of March 31, 2018 and December 31, 2017, the Company's mortgage loans, gross of unamortized deferred loan origination fees and expenses and valuation allowances, were distributed geographically as follows (dollars in thousands):

	March 31, 2018		December 31, 2017	
	Recorded Investment	% of Total	Recorded Investment	% of Total
<b>U.S. Region:</b>				
Pacific	\$ 1,266,368	28.5%	\$ 1,258,753	28.6%
South Atlantic	911,960	20.5	896,117	20.3
Mountain	662,903	14.9	694,324	15.7
East North Central	529,707	11.9	527,316	11.9
West North Central	316,837	7.1	309,326	7.0
West South Central	395,543	8.9	387,151	8.8
Middle Atlantic	156,010	3.5	137,600	3.1
East South Central	96,375	2.2	96,887	2.2
New England	5,691	0.1	5,700	0.1
Subtotal - U.S.	4,341,394	97.6	4,313,174	97.7
Canada	108,897	2.4	99,997	2.3
<b>Total</b>	<b>\$ 4,450,291</b>	<b>100.0%</b>	<b>\$ 4,413,171</b>	<b>100.0%</b>

Valuation allowances on mortgage loans are established based upon inherent losses expected by management to be realized in connection with future dispositions or settlement of mortgage loans, including foreclosures. The valuation allowances are established after management considers, among other things, the value of underlying collateral and payment capabilities of debtors. Any subsequent adjustments to the valuation allowances will be treated as investment gains or losses.

See "Mortgage Loans on Real Estate" in Note 4 – "Investments" in the Notes to Condensed Consolidated Financial Statements for information regarding valuation allowances and impairments.

#### *Policy Loans*

Policy loans comprised approximately 2.5% and 2.6% of the Company's cash and invested assets as of March 31, 2018 and December 31, 2017, respectively, the majority of which are associated with one client. These policy loans present no credit risk because the amount of the loan cannot exceed the obligation due the ceding company upon the death of the insured or surrender of the underlying policy. The provisions of the treaties in force and the underlying policies determine the policy loan interest rates. The Company earns a spread between the interest rate earned on policy loans and the interest rate credited to corresponding liabilities.

#### *Funds Withheld at Interest*

Funds withheld at interest comprised approximately 11.3% and 11.5% of the Company's cash and invested assets as of March 31, 2018 and December 31, 2017. For reinsurance agreements written on a modified coinsurance basis and certain agreements written on a coinsurance basis, assets equal to the net statutory reserves are withheld and legally owned and managed by the ceding company, and are reflected as funds withheld at interest on the Company's condensed consolidated balance sheets. In the event of a ceding company's insolvency, the Company would need to assert a claim on the assets supporting its reserve liabilities. However, the risk of loss to the Company is mitigated by its ability to offset amounts it owes the ceding company for claims or allowances against amounts owed by the ceding company. Interest accrues to the total funds withheld at interest assets at rates defined by the treaty terms. Additionally, under certain treaties the Company is subject to the investment performance on the withheld assets, although it does not directly control them. These assets are primarily fixed maturity investment securities and pose risks similar to the fixed maturity securities the Company owns. To mitigate this risk, the Company helps set the investment guidelines followed by the ceding company and monitors compliance. Ceding companies with funds withheld at interest had an average financial strength rating of "A" at March 31, 2018 and December 31, 2017. Certain ceding companies maintain segregated portfolios for the benefit of the Company.

#### *Other Invested Assets*

Other invested assets include limited partnership interests, joint ventures (other than operating joint ventures), equity release mortgages, derivative contracts, FVO contractholder-directed unit-linked investments, and FHLB common stock. Other invested assets represented approximately 2.9% and 2.8% of the Company's cash and invested assets as of March 31, 2018 and December 31, 2017, respectively. See "Other Invested Assets" in Note 4 – "Investments" in the Notes to Condensed Consolidated Financial Statements for a table that presents the carrying value of the Company's other invested assets by type as of March 31, 2018 and December 31, 2017.

The Company utilizes derivative financial instruments to protect the Company against possible changes in the fair value of its investment portfolio as a result of interest rate changes, to hedge against risk of changes in the purchase price of securities, to hedge liabilities associated with the reinsurance of variable annuities with guaranteed living benefits and to manage the portfolio's effective yield, maturity and duration. In addition, the Company utilizes derivative financial instruments to reduce the risk associated with fluctuations in foreign currency exchange rates. The Company uses both exchange-traded, centrally cleared, and customized over-the-counter derivative financial instruments.

See Note 5 - "Derivative Instruments" in the Notes to Condensed Consolidated Financial Statements for a table that presents the notional amounts and fair value of investment related derivative instruments held at March 31, 2018 and December 31, 2017.

The Company may be exposed to credit-related losses in the event of non-performance by counterparties to derivative financial instruments. Generally, the credit exposure of the Company's derivative contracts is limited to the fair value at the reporting date plus or minus any collateral posted or held by the Company. The Company had no credit exposure related to its derivative contracts, excluding futures and mortality swaps, at March 31, 2018 and December 31, 2017, as the net amount of collateral pledged to the Company from counterparties exceeded the fair value of the derivative contracts.

The Company manages its credit risk related to over-the-counter derivatives by entering into transactions with creditworthy counterparties, maintaining collateral arrangements and through the use of master agreements that provide for a single net payment to be made by one counterparty to another at each due date and upon termination. As exchange-traded futures are affected through regulated exchanges, and positions are marked to market on a daily basis, the Company has minimal exposure to credit-related losses in the event of nonperformance by counterparties. See Note 5 - "Derivative Instruments" in the Notes to Condensed Consolidated Financial Statements for more information regarding the Company's derivative instruments.

### **Enterprise Risk Management**

RGA maintains a dedicated Enterprise Risk Management ("ERM") function that is responsible for analyzing and reporting the Company's risks on an aggregated basis; facilitating monitoring to ensure the Company's risks remain within its appetites and limits; and ensuring, on an ongoing basis, that RGA's ERM objectives are met. This includes ensuring proper risk controls are in place; risks are effectively identified, assessed, and managed; and key risks to which the Company is exposed are disclosed to appropriate stakeholders. The ERM function plays an important role in fostering the Company's risk management culture and practices.

### ***Enterprise Risk Management Structure and Governance***

The Board of Directors ("the Board") oversees enterprise risk through its standing committees. The Finance, Investments, and Risk Management ("FIRM") Committee of the Board oversees the management of the Company's ERM program and policies. The FIRM receives regular reports and assessments which describe the Company's key risk exposures and include quantitative and qualitative assessments and information about breaches, exceptions, and waivers.

The Company's Global Chief Risk Officer ("CRO") leads the dedicated ERM function. The CRO reports to the Chief Executive Officer ("CEO") and has direct access to the Board through the FIRM Committee with formal reporting occurring quarterly. The CRO is supported by a network of Business Unit Chief Risk Officers and Risk Management Officers throughout the business who are responsible for the analysis and management of risks within their scope. A Lead Risk Management Officer is assigned to each risk to take overall responsibility to monitor and assess the risk consistently across all markets.

In addition to leading the ERM function, the CRO also chairs the Company's Risk Management Steering Committee ("RMSC"), which is made up of senior management executives, including the CEO, the Chief Financial Officer ("CFO"), and the Chief Operating Officer, among others. The RMSC provides oversight for the Insurance, Market and Credit, Capital, and Operational risk committees and retains direct risk oversight responsibilities for the following:

- Company's global ERM framework, activities, and issues.
- Identification, assessments, and management of all known, new and emerging strategic risk exposures.
- Risk appetite statement, including the ongoing alignment of the risk appetite statement with the Company's strategy and capital plans.
- Review, revise and approve RGA group-level strategic risk limits consistent with the risk appetite statement

The Insurance, Market and Credit, Capital, and Operational risk committees have direct oversight accountability for their respective risks areas including the identification, assessments, and management of known, new and emerging risk exposures and the review and approval of RGA group-level risk limits

To ensure appropriate oversight of enterprise-wide risk management issues without unnecessary duplication, as well as to foster cross-committee communication and coordination regarding risk issues, risk committee chairs attend RMSC meetings. In addition

to the risk committees, their sub-committees and working groups, some RGA operating entities have risk management committees that oversee relevant risks related to segment-level risk limits.

### ***Enterprise Risk Management Framework***

RGA's ERM framework provides a platform to assess the risk / return profiles of risks throughout the organization to enable enhanced decision making by business leaders. The ERM framework also guides the development and implementation of mitigation strategies to reduce exposures to these risks to acceptable levels.

RGA's ERM framework includes the following elements:

1. **Risk Culture:** Risk management is an integral part of the Company's culture and is embedded in RGA's business processes in accordance with RGA's risk philosophy. As the cornerstone of the ERM framework, a culture of prudent risk management reinforced by senior management plays a preeminent role in the effective management of risks assumed by RGA.
2. **Risk Appetite Statement:** A general and high level overview of the risk profile RGA aims to achieve to meet its strategic objectives. This statement is then supported by more granular risk limits guiding the businesses to achieve this Risk Appetite Statement.
3. **Risk Limits:** Risk Limits establish the maximum amount of defined risk that the Company is willing to assume to remain within the Company's overall risk appetite. These risks have been identified by the management of the Company as relevant to manage the overall risk profile of the Company while allowing achievement of strategic objectives.
4. **Risk Assessment Process:** RGA uses qualitative and quantitative methods to assess key risks through a portfolio approach, which analyzes established and emerging risks in conjunction with other risks.
5. **Business Specific Limits/Controls:** These limits/controls provide additional safeguards against undesired risk exposures and are embedded in business processes. Examples include maximum retention limits, pricing and underwriting reviews, per issuer limits, concentration limits, and standard treaty language.

Proactive risk monitoring and reporting enable early detection and mitigation of emerging risks. The RMSC and its subcommittees monitor adherence to risk limits through the ERM function, which reports regularly to the RMSC and FIRM Committee. The frequency of monitoring is tailored to the volatility assessment and relative priority of each risk. Risk escalation channels coupled with open communication lines enhance the mitigants explained above. The Company has devoted significant resources to developing its ERM program and expects to continue to do so in the future. Nonetheless, the Company's policies and procedures to identify, manage, and monitor risks may not be fully effective. Many of the Company's methods for managing risk are based on historical information, which may not be a good predictor of future risk exposures, such as the risk of a pandemic causing a large number of deaths. Management of operational, legal, and regulatory risk relies on policies and procedures which may not be fully effective under all scenarios.

### ***Risk Categories***

The Company groups its risks into the following categories: Insurance risk, Market and Credit risk, Capital risk, Operational risk and Strategic risk. Specific risk assessments and descriptions can be found below and in Item 1A – "Risk Factors" of the 2017 Annual Report.

#### ***Insurance Risk***

Insurance risk is the risk of lower or negative earnings and potentially a reduction in enterprise value due to a greater amount of benefits and related expenses paid than expected, or from non-market related adverse policyholder or client behavior. The Company uses multiple approaches to managing insurance risk: active insurance risk assessment and pricing appropriately for the risks assumed, transferring undesired risks, and managing the retained exposure prudently. These strategies are explained below.

#### **Insurance Risk Assessment and Pricing**

The Company has developed extensive expertise in assessing insurance risks which ultimately forms an integral part of ensuring that it is compensated commensurately for the risks it assumes and that it does not overpay for the risks it transfers to third parties. This expertise includes a vast array of market and product knowledge supported by a large information database of historical experience which is closely monitored. Analysis and experience studies derived from this database help form the basis for the Company's pricing assumptions which are used in developing rates for new risks. If actual mortality or morbidity experience is materially adverse, some reinsurance treaties allow for increases to future premium rates.

Misestimation of any key risk can threaten the long term viability of the enterprise. Further, the pricing process is a key operational risk and significant effort is applied to ensuring the appropriateness of pricing assumptions. Some of the safeguards the Company uses to ensure proper pricing are: experience studies, strict underwriting, sensitivity and scenario testing, pricing guidelines and controls, authority limits and internal and external pricing reviews. In addition, the ERM function provides pricing oversight which includes periodic pricing audits.

### Risk Transfer

To minimize volatility in financial results and reduce the impact of large losses, the Company transfers some of its insurance risk to third parties using vehicles such as retrocession and catastrophe coverage.

#### *Individual Exposure Retrocession*

In the normal course of business, the Company seeks to limit its exposure to loss on any single insured and to recover a portion of claims paid by ceding reinsurance to other insurance enterprises (or retrocessionaires) under excess coverage and coinsurance contracts. In individual life markets, the Company retains a maximum of \$8.0 million of coverage per individual life. In certain limited situations the Company has retained more than \$8.0 million per individual life. The Company enters into agreements with other reinsurers to mitigate the residual risk related to the over-retained policies. Additionally, due to some lower face amount reinsurance coverages provided by the Company in addition to individual life, such as group life, disability and health, under certain circumstances, the Company could potentially incur claims totaling more than \$8.0 million per individual life.

#### *Catastrophic Excess Loss Retrocession*

The Company seeks to limit its exposure to loss on its assumed catastrophic excess of loss reinsurance agreements by ceding a portion of its exposure to multiple retrocessionaires through retrocession line slips or directly to retrocession markets. The Company's policy is to retain a maximum of \$20.0 million of catastrophic loss exposure per agreement and to retrocede up to \$30.0 million additional loss exposures to the retrocession markets. The Company limits its exposure on a country-by-country (and state-by-state in the U.S.) basis by managing its total exposure to all catastrophic excess of loss agreements bound within a given country to established maximum aggregate exposures. The maximum exposures are established and managed both on gross amounts issued prior to including retrocession and for amounts net of exposures retroceded.

#### *Catastrophe Coverage*

The Company accesses the markets each year for annual catastrophic coverages and reviews current coverage and pricing of current and alternate designs. The coverage may vary from year to year based on the Company's perceived value of such protection. The current policy covers events involving 8 or more insured deaths from a single occurrence and covers \$100.0 million of claims in excess of the Company's \$25.0 million deductible.

### Managing Retained Exposure

The Company retains most of the inbound insurance risk. The Company manages the retained exposure proactively using various mitigating factors such as diversification and limits. Diversification is the primary mitigating factor of short term volatility risk, but it also mitigates adverse impacts of changes in long term trends and catastrophic events. The Company's insured populations are dispersed globally, diversifying the insurance exposure because factors that cause actual experience to deviate materially from expectations do not affect all areas uniformly and synchronously or in close sequence. A variety of limits mitigate retained insurance risk. Examples of these limits include geographic exposure limits, which set the maximum amount of business that can be written in a given country, and jumbo limits, which prevent excessive coverage on a given individual.

In the event that mortality or morbidity experience develops in excess of expectations, some reinsurance treaties allow for increases to future premium rates. Other treaties include experience refund provisions, which may also help reduce RGA's mortality risk.

RGA has various methods to manage its insurance risks, including access to the capital and reinsurance markets.

### **Market and Credit Risk**

Market and Credit risk is the risk of lower or negative earnings and potentially a reduction in enterprise value due to changes in the market prices of asset and liabilities.

### Interest Rate Risk

Interest Rate risk is risk that changes in the level and volatility of nominal interest rates affect the profitability, value or solvency position of the Company. This includes credit spread changes and inflation but excludes credit quality deterioration. This risk arises from many of the Company's primary activities, as the Company invests substantial funds in interest-sensitive assets, primarily fixed maturity securities, and also has certain interest-sensitive contract liabilities. A prolonged period where market yields are significantly below the book yields of the Company's asset portfolio puts downward pressure on portfolio book yields.

The Company has been proactive in its investment strategies, reinsurance structures and overall asset-liability management practices to reduce the risk of unfavorable consequences in this type of environment.

The Company manages interest rate risk to optimize the return on the Company's capital and to preserve the value created by its business operations within certain constraints. For example, certain management and monitoring processes are designed to minimize the effect of sudden and/or sustained changes in interest rates on fair value, cash flows, and net interest income. The Company manages its exposure to interest rates principally by managing the relative matching of the cash flows of its liabilities and assets.

The Company's exposure to interest rate price risk and interest rate cash flow risk is reviewed on a quarterly basis. Interest rate price risk exposure is measured using interest rate sensitivity analysis to determine the change in fair value of the Company's financial instruments in the event of a hypothetical change in interest rates. Interest rate cash flow risk exposure is measured using interest rate sensitivity analysis to determine the Company's variability in cash flows in the event of a hypothetical change in interest rates.

In order to reduce the exposure to changes in fair values from interest rate fluctuations, the Company has developed strategies to manage the net interest rate sensitivity of its assets and liabilities. In addition, from time to time, the Company has utilized the swap market to manage the sensitivity of fair values to interest rate fluctuations.

Inflation can also have direct effects on the Company's assets and liabilities. The primary direct effect of inflation is the increase in operating expenses. A large portion of the Company's operating expenses consists of salaries, which are subject to wage increases at least partly affected by the rate of inflation.

The Company reinsures annuities with benefits indexed to the cost of living. Some of these benefits are hedged with a combination of CPI swaps and indexed bonds when material.

Long Term Care products have an inflation component linked to the future cost of such services. If health care costs increase at a much larger rate than what is prevalent in the nominal interest rates available in the markets, the Company may not earn enough investment yield to pay future claims on such products.

#### Foreign Currency Risk

Foreign currency risk is the risk of changes in level and volatility of currency exchange rates affect the profitability, value or solvency position of the Company. The Company manages its exposure to currency principally by currency matching invested assets with the underlying liabilities to the extent possible. The Company has in place net investment hedges for a portion of its investments in its Canadian operations to reduce excess exposure to these currencies. Translation differences resulting from translating foreign subsidiary balances to U.S. dollars are reflected in stockholders' equity on the condensed consolidated balance sheets.

The Company generally does not hedge the foreign currency exposure of its subsidiaries transacting business in currencies other than their functional currency (transaction exposure). However, the Company has entered into cross currency swaps to manage exposure to specific currencies. The majority of the Company's foreign currency transactions are denominated in Australian dollars, British pounds, Canadian dollars, Euros, Japanese yen, Korean won, and the South African rand. The maximum amount of assets held in a specific currency (with the exception of the U.S. dollar) is measured relative to risk targets and is monitored regularly.

#### Real Estate Risk

Real Estate risk is the risk that changes in the level and volatility of real estate market valuations may impact the profitability, value or solvency position of the Company. The Company has investments in direct real estate equity and debt instruments collateralized by real estate ("real estate loans"). Real estate equity risks include significant reduction in valuations, which could be caused by downturns in the broad economy or in specific geographic regions or sectors. In addition, real estate loan risks include defaults, borrower or tenant bankruptcy and reduced liquidity. Real estate loan risks are partially mitigated by the excess of the value of the property over the loan principle, which provides a buffer should the value of the real estate decrease. The Company manages its real estate loan risk by diversifying by property type and geography and through exposure limits.

#### Equity Risk

Equity risk is the risk that changes in the level and volatility of equity market valuations affect the profitability, value or solvency position of the Company. This risk includes Variable Annuity and other equity linked exposures and asset related equity exposure. The Company assumes equity risk from alternative investments, fixed indexed annuities and variable annuities. The Company uses derivatives to hedge its exposure to movements in equity markets that have a direct correlation with certain of its reinsurance products.

### Alternative Investments

Alternative investments are investments in non-traditional asset classes that primarily back the Company's capital and surplus. The Company generally restricts the alternative investments portfolio to non-liability supporting assets: that is, free surplus. Alternative investments generally encompass: hedge funds, emerging markets debt, distressed debt, commodities, infrastructure, tax credits, and equities, both public and private. The Company mitigates its exposure to alternative investments by limiting the size of the alternative investments holding and using per-issuer investment limits.

### Fixed Indexed Annuities

The Company reinsures fixed indexed annuities ("FIAs"). Credits for FIAs are affected by changes in equity markets. Thus the fair value of the benefit is primarily a function of index returns and volatility. The Company hedges most of the underlying FIA equity exposure with derivatives.

### Variable Annuities

The Company reinsures variable annuities including those with guaranteed minimum death benefits ("GMDB"), guaranteed minimum income benefits ("GMIB"), guaranteed minimum accumulation benefits ("GMAB") and guaranteed minimum withdrawal benefits ("GMWB"). Strong equity markets, increases in interest rates and decreases in equity market volatility will generally decrease the fair value of the liabilities underlying the benefits. Conversely, a decrease in the equity markets along with a decrease in interest rates and an increase in equity market volatility will generally result in an increase in the fair value of the liabilities underlying the benefits, which has the effect of increasing reserves and lowering earnings. The Company maintains a customized dynamic hedging program that is designed to substantially mitigate the risks associated with income volatility around the change in reserves on guaranteed benefits, ignoring the Company's own credit risk assessment. However, the hedge positions may not fully offset the changes in the carrying value of the guarantees due to, among other things, time lags, high levels of volatility in the equity and derivative markets, extreme swings in interest rates, unexpected contract holder behavior, and divergence between the performance of the underlying funds and hedging indices. These factors, individually or collectively, may have a material adverse effect on the Company's net income, financial condition or liquidity. The table below provides a summary of variable annuity account values and the fair value of the guaranteed benefits as of March 31, 2018 and December 31, 2017.

(dollars in millions)	March 31, 2018	December 31, 2017
No guarantee minimum benefits	\$ 890	\$ 950
GMDB only	178	182
GMIB only	23	24
GMAB only	16	22
GMWB only	1,299	1,366
GMDB / WB	327	343
Other	28	31
Total variable annuity account values	\$ 2,761	\$ 2,918
Fair value of liabilities associated with living benefit riders	\$ 138	\$ 152

### Credit Risk

Credit risk, which includes default risk, is risk of loss due to credit quality deterioration of an individual financial asset, derivative or non-derivative contract or instrument. Credit quality deterioration may or may not be accompanied by a ratings downgrade. Generally, the credit exposure for an asset is limited to the fair value, net of any collateral received, at the reporting date.

### Investment Credit Risk

Investment credit risk is credit risk related to invested assets. The Company manages investment credit risk using per-issuer investment limits. In addition to per-issuer limits, the Company also limits the total amounts of investments per rating category. An automated compliance system checks for compliance for all investment positions and sends warning messages when there is a breach. The Company manages its credit risk related to over-the-counter derivatives by entering into transactions with creditworthy counterparties, maintaining collateral arrangements and through the use of master agreements that provide for a single net payment to be made by one counterparty to another at each due date and upon termination. Because futures are transacted through regulated exchanges, and positions are marked to market on a daily basis, the Company has minimal exposure to credit-related losses in the event of nonperformance by counterparties to such derivative instruments.

The Company enters into various collateral arrangements, which require both the posting and accepting of collateral in connection with its derivative instruments. Collateral agreements contain attachment thresholds that vary depending on the posting party's financial strength ratings. Additionally, a decrease in the Company's financial strength rating to a specified level results in potential settlement of the derivative positions under the Company's agreements with its counterparties. A committee is responsible for setting rules and approving and overseeing all transactions requiring collateral. See "Credit Risk" in Note 5 – "Derivative Instruments" in the Notes to Condensed Consolidated Financial Statements for additional information on credit risk related to derivatives.

#### Counterparty Risk

Counterparty risk is the potential for the Company to incur losses due to a client, retrocessionaire, or partner becoming distressed or insolvent. This includes run-on-the-bank risk and collection risk.

##### *Run-on-the-Bank*

The risk that a client's in force block incurs substantial surrenders and/or lapses due to credit impairment, reputation damage or other market changes affecting the counterparty. Substantially higher than expected surrenders and/or lapses could result in inadequate in force business to recover cash paid out for acquisition costs.

##### *Collection Risk*

For clients and retrocessionaires, this includes their inability to satisfy a reinsurance agreement because the right of offset is disallowed by the receivership court; the reinsurance contract is rejected by the receiver, resulting in a premature termination of the contract; and/or the security supporting the transaction becomes unavailable to RGA.

The Company manages counterparty risk by limiting the total exposure to a single counterparty and by only initiating contracts with creditworthy counterparties. In addition, some of the counterparties have set up trusts and letters of credit, reducing the Company's exposure to these counterparties.

Generally, RGA's insurance subsidiaries retrocede amounts in excess of their retention to certain other RGA insurance subsidiaries. External retrocessions are arranged through the Company's retrocession pools for amounts in excess of its retention. As of March 31, 2018, all retrocession pool members in this excess retention pool rated by the A.M. Best Company were rated "A-" or better. A rating of "A-" is the fourth highest rating out of sixteen possible ratings. For a majority of the retrocessionaires that were not rated, letters of credit or trust assets have been given as additional security. In addition, the Company performs annual financial and in force reviews of its retrocessionaires to evaluate financial stability and performance.

The Company has never experienced a material default in connection with retrocession arrangements, nor has it experienced any material difficulty in collecting claims recoverable from retrocessionaires; however, no assurance can be given as to the future performance of such retrocessionaires or as to the recoverability of any such claims.

#### Aggregate Counterparty Limits

In addition to investment credit limits and counterparty limits, there are aggregate counterparty risk limits which include counterparty exposures from reinsurance, financing and investment activities at an aggregated level to control total exposure to a single counterparty. Counterparty risk aggregation is important because it enables the Company to capture risk exposures at a comprehensive level and under more extreme circumstances compared to analyzing the components individually.

All counterparty exposures are calculated on a quarterly basis, reviewed by management and monitored by the ERM function.

#### **Capital Risk**

Capital risk is the risk of lower/negative earnings, potential reduction in enterprise value, and/or the loss of ability to conduct business due to insufficient financial capacity, including not having the appropriate amount of group or entity-level capital to conduct business today or in the future. The Company monitors capital risk exposure using relevant bases of measurement including but not limited to economic, rating agency, and local regulatory methodologies. Additionally, the Company regularly assesses risk related to collateral, financing, liquidity and tax.

#### Collateral Risk

Collateral risk is the risk that collateral will not be available at expected costs or in the capacity required to meet current and future needs. The Company monitors risks related to interest rate movement, collateral requirements and position and capital markets environment. Collateral demands and resources continue to be actively managed with available collateral sources being more than sufficient to cover stress level collateral demands.

### Financing Risk

Financing risk is the risk that capital will not be available at expected costs or in the capacity required. The Company continues to monitor financing risks related to regulatory financing, contingency financing, and debt capital and sees no immediate issues with its current structures, capacity and plans.

### Liquidity Risk

Liquidity risk is the risk that the Company is unable to meet payment obligations at expected costs or in the capacity required. The Company's traditional liquidity demands include items such as claims, expenses, debt financing and investment purchases which are largely known or can be reasonably forecasted. The Company regularly performs liquidity risk modeling, including both market and Company specific stresses, to assess the sufficiency of available resources.

### Tax Risk

Tax risk is the risk that current and future tax positions are different than expected. The Company monitors tax risks related to the evolving tax and regulatory environment, business transactions, legal entity reorganizations, tax compliance obligations, and financial reporting.

### ***Operational Risk***

Operational risk is the risk of lower/negative earnings and a potential reduction in enterprise value caused by unexpected losses associated with inadequacy or failure on the part of internal processes, people and systems, or from external events. The Company regularly monitors and assesses the risks related to business conduct and governance, fraud, privacy and security, business disruption, and business operations. Various insurance, market and credit, capital, and strategy risk obligations and concerns often intersect with the Company's core operational process risk areas. Given the scope of the Company's business and the number of countries in which it operates, this set of risks has the potential to affect the business locally, regionally, or globally. Operational risks are core to managing the Company's brand and market confidence as well as maintaining its ability to acquire and retain the appropriate expertise to execute and operate the business.

### Business Conduct and Governance

Business conduct and governance is the risk related to management oversight, compliance, market conduct, and legal matters. The Company's Compliance Risk Management Program facilitates a proactive evaluation of present and potential compliance risks associated with both local and enterprise-wide regulatory requirements as well as compliance with Company policies and procedures.

### Fraud Risk

Fraud risk is the risk related to the deliberate abuse of and/or taking of Company assets in order to secure gain for the perpetrator or inflict harm on the Company or other victim. Ongoing monitoring and an annual fraud risk assessment enables the Company to continually evaluate potential fraud risks within the organization.

### Privacy and Security Risk

Privacy and security risk is the risk of theft, loss, or unauthorized disclosure of physical or electronic assets resulting in a loss of asset value, confidentiality, or intellectual property. The Company's privacy and security programs, processes, and procedures are designed to prevent unauthorized physical and electronic theft and the disclosure of confidential and personal data related to its customers, insured individuals or its employees. The Company employs technology, administrative related processes and procedural controls, security measures and other preventative actions to reduce the risk of such incidents.

### Business Disruption Risk

Business disruption risk is the risk of impairment to operational capabilities due to the unavailability of people, systems, and/or facilities. The Company's global business continuity process enables associates to identify potential impacts that threaten operations by providing the framework, policies and procedures and required recurring training for how the Company will recover and restore interrupted critical functions, within a predetermined time, after a disaster or extended disruption, until its normal facilities are restored.

### Business Operations Risk

Business operations risk is the risk related to business processes and procedures. Business operations risk includes risk associated with the processing of transactions, data use and management, monitoring and reporting, the integrity and accuracy of models and the use of third party and advisory services.



### Human Capital Risk

Human capital risk is related to workforce management, including talent acquisition, development, retention, and employment relations/regulations. The Company actively monitors human capital risks using multiple practices which include but are not limited to human resource and compliance policies and procedures, regularly reviewing key risk indicators, performance evaluations, compensation and benefits benchmarking, succession planning, employee engagement surveys and associate exit interviews.

### **Strategic Risk**

Strategic risk relates to the planning, implementation, and management of the Company's business plans and strategies, including the risks associated with: the global environment in which it operates; future law and regulation changes; political risks; and relationships with key external parties.

### Strategy Risk

Strategy risk is the risk related to the design and execution of the Company's strategic plan, including risks associated with merger and acquisition activity. Strategy risks are addressed by a multi-year planning process, regular business unit level assessments of strategy execution and active benchmarking of key performance and risk indicators across the Company's portfolios of businesses. The Company's risk appetites and limits are set consistently with strategic objectives.

### External Environment Risk

External environment risk relates to external competition, macro trends, and client needs. Macro characteristics that drive market opportunities, risk and growth potential, the competitive landscape and client feedback are closely monitored.

### Key Relationships Risk

Key relationships risk relates to areas of important interactions with parties external to the Company. The Company's reputation is a critical asset in successfully conducting business and therefore relationships with its primary stakeholders (including but not limited to business partners, shareholders, clients, rating agencies, and regulators) are all carefully monitored.

### Political and Regulatory Risk

Political and regulatory risk relates to future law and regulation changes and the impact of political changes or instability on the Company's ability to achieve its objectives. Regulatory and political developments and related risks that may affect the Company are identified, assessed and monitored as part of regular oversight activities.

### New Accounting Standards

See Note 12 — "New Accounting Standards" in the Notes to Condensed Consolidated Financial Statements.

## **ITEM 3. Quantitative and Qualitative Disclosures About Market Risk**

There has been no significant change in the Company's quantitative or qualitative aspects of market risk during the quarter ended March 31, 2018 from that disclosed in the 2017 Annual Report. See "Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Market and Credit Risk", which is included herein, for additional information.

## **ITEM 4. Controls and Procedures**

The Chief Executive Officer and the Chief Financial Officer have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that these disclosure controls and procedures were effective.

There was no change in the Company's internal control over financial reporting as defined in Exchange Act Rule 13a-15(f) during the quarter ended March 31, 2018, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II - OTHER INFORMATION**

**ITEM 1. Legal Proceedings**

The Company is subject to litigation in the normal course of its business. The Company currently has no material litigation. A legal reserve is established when the Company is notified of an arbitration demand or litigation or is notified that an arbitration demand or litigation is imminent, it is probable that the Company will incur a loss as a result and the amount of the probable loss is reasonably capable of being estimated.

**ITEM 1A. Risk Factors**

There were no material changes from the risk factors disclosed in the 2017 Annual Report.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds**Issuer Purchases of Equity Securities

The following table summarizes RGA's repurchase activity of its common stock during the quarter ended March 31, 2018:

	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plan or Program
January 1, 2018 - January 31, 2018	12,549	\$ 161.74	—	\$ 373,103,074
February 1, 2018 - February 28, 2018	3,140	\$ 153.35	—	\$ 373,103,074
March 1, 2018 - March 31, 2018	662	\$ 158.64	—	\$ 373,103,074

(1) RGA had no repurchases of common stock under its share repurchase program during January, February and March 2018. The Company net settled certain equity incentive awards - issuing 33,712, 8,812 and 3,929 shares from treasury and repurchasing from recipients 12,549, 3,140 and 662 shares in January, February and March, respectively, in settlement of income tax withholding requirements incurred by the recipients of such equity incentive awards.

On January 26, 2017, RGA's board of directors authorized a share repurchase program, with no expiration date, for up to \$400.0 million of RGA's outstanding common stock.

**ITEM 6. Exhibits**

See index to exhibits.

**INDEX TO EXHIBITS**

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">3.1</a>	<a href="#">Amended and Restated Articles of Incorporation, incorporated by reference to Exhibit 3.1 of Current Report on Form 8-K filed November 25, 2008</a>
<a href="#">3.2</a>	<a href="#">Amended and Restated Bylaws, incorporated by reference to Exhibit 3.1 of Current Report on Form 8-K filed July 18, 2014</a>
<a href="#">10.1</a>	<a href="#">Form of Performance Contingent Share Agreement under RGA Flexible Stock Plan, as amended and restated effective May 23, 2017*</a>
<a href="#">10.2</a>	<a href="#">Form of Stock Appreciation Right Award Agreement under RGA Flexible Stock Plan, as amended and restated effective May 23, 2017*</a>
<a href="#">31.1</a>	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">31.2</a>	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">32.1</a>	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">32.2</a>	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">101.INS</a>	<a href="#">XBRL Instance Document</a>
<a href="#">101.SCH</a>	<a href="#">XBRL Taxonomy Extension Schema Document</a>
<a href="#">101.CAL</a>	<a href="#">XBRL Taxonomy Extension Calculation Linkbase Document</a>
<a href="#">101.LAB</a>	<a href="#">XBRL Taxonomy Extension Label Linkbase Document</a>
<a href="#">101.PRE</a>	<a href="#">XBRL Taxonomy Extension Presentation Linkbase Document</a>
<a href="#">101.DEF</a>	<a href="#">XBRL Taxonomy Extension Definition Linkbase Document</a>

\* Represents a management contract or compensatory plan or arrangement

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Reinsurance Group of America, Incorporated

Date: May 4, 2018

By: /s/ Anna Manning  
Anna Manning  
President & Chief Executive Officer  
(Principal Executive Officer)

Date: May 4, 2018

By: /s/ Todd C. Larson  
Todd C. Larson  
Senior Executive Vice President & Chief Financial Officer  
(Principal Financial and Accounting Officer)

**REINSURANCE GROUP OF AMERICA, INCORPORATED  
FLEXIBLE STOCK PLAN**

**PERFORMANCE CONTINGENT SHARE AGREEMENT**

Reinsurance Group of America, Incorporated, a Missouri corporation (the “Company”), and \_\_\_\_\_ (“Employee”), hereby agree as follows:

**SECTION 1  
GRANT OF PERFORMANCE SHARES**

Pursuant to the Reinsurance Group of America, Incorporated Flexible Stock Plan, as amended and restated effective May 23, 2017 (the “Plan”), and pursuant to action of the Committee charged with the Plan’s administration, the Company has granted to Employee, effective \_\_\_\_\_ (the “Date of Grant”), subject to the terms, conditions and limitations stated in this Performance Contingent Share Agreement (this “Agreement”), the Plan and the Company’s Executive Compensation Recoupment Policy (as discussed in Section 6(c)), an award of performance contingent shares with respect to \_\_\_\_\_ shares of Common Stock (“Shares”). The performance contingent shares awarded to Employee in this Agreement are referred to herein as “Performance Shares.” The number of Performance Shares granted under this Section 1 is referred to in this Agreement as the “Target Grant.”

**SECTION 2  
TERMS OF GRANT**

(a) Performance Period. The performance period for this award is the three (3) year period beginning January 1 of the year of grant, and ending December 31 of the second year following the year of grant (i.e., year 3) (the “Performance Period”).

(b) Payment.

(1) Performance Shares Payable In Common Stock. Subject to early termination of this Agreement pursuant to Sections 4(b) or 5 below, as soon as practicable following the end of the Performance Period, the Company shall determine the Three-Year Operating Return on Adjusted Stockholders’ Equity (as defined in Section 3(c)), Adjusted Book Value per Share (as defined in Section 3(d)) and Cumulative Three-Year Adjusted Operating Income (as defined in Section 3(e)) over such Performance Period. On or after January 1 but no later than December 31 following the last day of the Performance Period, the Company will deliver to Employee one (1) Share of the Company’s Common Stock for each Performance Share earned under this Agreement; provided, however, that any fractional Performance Share shall be paid in cash equal to such fraction of the Fair Market Value of a Share of Common Stock on the date of payment.

(2) Dividend Equivalents. Performance Shares shall not include dividend equivalent payments or dividend credit rights.

**SECTION 3**  
**PERFORMANCE CRITERIA AND ADJUSTMENTS**

(a) Performance Criteria. The measures and weights for the grant of Performance Shares subject to this Agreement are set forth in a memorandum provided to Employee by the Company.

(b) Adjustment of Target Grant. The Target Grant will be adjusted at the end of the Performance Period as follows:

(1) Thirty-three and one-half percent (33.5%) of the number of Performance Shares in the Target Grant will increase or decrease based upon the Company's Three-Year Operating Return on Adjusted Stockholders' Equity over the Performance Period;

(2) Thirty-three percent (33%) of the number of Performance Shares in the Target Grant will increase or decrease based upon the Company's Adjusted Book Value per Share over the Performance Period; and

(3) Thirty-three and one-half percent (33.5%) of the number of Performance Shares in the Target Grant will increase or decrease based upon the Company's Cumulative Three-Year Adjusted Operating Income over the Performance Period.

In no event will Employee be entitled to receive a total number of Shares with respect to Performance Shares in excess of 200% of the Target Grant, even if the Company's Three-Year Operating Return on Adjusted Stockholders' Equity, Adjusted Book Value per Share, or Cumulative Three-Year Adjusted Operating Income during the Performance Period exceeds the maximum percentages established for any such measure.

(c) Three-Year Operating Return on Adjusted Stockholders' Equity. "Three-Year Operating Return on Adjusted Stockholders' Equity" for the Performance Period is the cumulative adjusted operating income for the three-year Performance Period divided by average adjusted stockholders' equity. Adjusted stockholders' equity represents total stockholders' equity excluding accumulated other comprehensive income. The average of adjusted stockholders' equity will use monthly data points during the three-year measurement period. Three-Year Operating Return on Adjusted Stockholders' Equity, adjusted operating income and stockholders' equity excluding accumulated other comprehensive income are non-GAAP financial measures.

(d) Adjusted Book Value per Share. "Adjusted Book Value per Share" for the three-year Performance Period is the Company's adjusted stockholders' equity divided by the end of period outstanding shares of Common Stock. Adjusted Book Value per Share and stockholders' equity excluding accumulated other comprehensive income are non-GAAP financial measures.

(e) Cumulative Three-Year Adjusted Operating Income. “Cumulative Three-Year Adjusted Operating Income” for the three-year Performance Period is the net income excluding substantially all of the after-tax effects of net investment related gains and losses, changes in the fair value of certain embedded derivatives and related deferred acquisition costs, any net gain or loss from discontinued operations, the cumulative effect of any accounting changes occurring after the targets have been established, and other items that management and the Committee believe are not indicative of the Company’s ongoing operations. Cumulative Three-Year Adjusted Operating Income is a non-GAAP financial measure. The definition of adjusted operating income can vary by company and is not considered a substitute for GAAP net income.

**SECTION 4**  
**CONDITIONS AND LIMITATIONS ON RIGHT TO RECEIVE**  
**PERFORMANCE SHARES OR COMMON SHARES**

(a) Demotion or Transfer. In the event that Employee is demoted or transferred to a position with the Company or any of its Affiliates in which Employee is not eligible to participate in the Plan prior to the expiration of the Performance Period, as determined by the Committee in its sole discretion, this Agreement will terminate and be of no further force or effect and the Performance Shares awarded to Employee hereunder shall be forfeited.

(b) Termination of Employment.

(1) Death, Disability or Retirement. If Employee ceases to be employed by the Company or any of its Affiliates prior to the expiration of the Performance Period due to death, Disability or Retirement, Employee (or, in the event of Employee’s death, the legal representative of Employee’s estate or revocable living trust) shall receive a pro rata proportion of the Shares that would have been issued to Employee under this Agreement, determined by multiplying such Shares by a fraction, the numerator of which is the number of calendar months in the Performance Period during which Employee’s employment continued, and the denominator of which is the number of months in the Performance Period. Such pro rata proportion shall be paid to Employee (or, in the event of Employee’s death, the legal representative of Employee’s estate or revocable living trust) at the same time and in the same manner as specified in Section 2(b) above. Employment for any portion of a calendar month shall be deemed employment for that calendar month. For purposes of this Agreement, (i) “Disability” shall mean disability as defined in any long-term disability plan maintained by the Company or an Affiliate which covers Employee or, in the absence of any such plan, the physical or mental condition of Employee arising during the Performance Period, which in the opinion of a qualified physician chosen by the Company prevents Employee from continuing employment with the Company and its Affiliates, and (ii) “Retirement” shall mean termination of employment with the Company and its Affiliates after Employee has attained a combination of age and years of service that equals at least sixty-five (65); provided that, the maximum number of years of service credited for purposes of this calculation shall be ten (10).

(2) Other Termination. In the event that Employee’s employment with the Company and its Affiliates is terminated prior to payment of the Shares as specified in Section 2(b) above, whether voluntarily or involuntarily, for any reason other than death, Disability or Retirement, this Agreement will terminate and be of no further force or effect and the Performance Shares awarded to Employee hereunder shall be forfeited, unless otherwise determined by the Committee in its sole discretion.



**SECTION 5**  
**CHANGE OF CONTROL**

Notwithstanding anything herein to the contrary, in the event a Change of Control occurs during the Performance Period prior to Employee's death, Disability, Retirement or other termination of employment, the Three-Year Operating Return on Adjusted Stockholders' Equity, Adjusted Book Value per Share and Cumulative Three-Year Adjusted Operating Income shall be deemed to be the respective Target Grant amounts referenced in Section 3(a). Section 4(b)(2) shall not apply in the case of involuntary termination of Employee's employment by the Company or an Affiliate following a Change of Control other than for cause. The number of Shares determined in accordance with Sections 1 and 3(a) (and, in the event of Employee's death, Disability or Retirement prior to the end of the Performance Period, Section 4(b)) shall be delivered to Employee (or, in the event of Employee's death, the legal representative of Employee's estate or revocable living trust) at the same time and in the same manner as specified in Section 2(b) above. For purposes of this Section, "cause" shall mean (a) any conduct, act or omission that is contrary to Employee's duties as an officer or employee of the Company or any of its Affiliates, or that is inimical or in any way contrary to the best interests of the Company or any of its Affiliates, or (b) employment of Employee by or association of Employee with an organization that competes with the Company or any of its Affiliates.

**SECTION 6**  
**MISCELLANEOUS**

(a) Rights in Shares Prior to Issuance. Prior to issuance of Shares in accordance with Section 2(b), neither Employee nor his or her legatees, personal representatives or distributees (i) shall be deemed to be a holder of any Shares represented by the Performance Shares awarded hereunder or (ii) have any voting rights with respect to any such Shares.

(b) Non-assignability. The Performance Shares shall not be transferable by Employee otherwise than by will or by the laws of descent and distribution; provided that, Employee may transfer the Performance Shares during his or her lifetime to a revocable living trust of which Employee is grantor, or to another form of trust indenture of which Employee is a grantor or a beneficiary.

(c) Recoupment. The awards granted pursuant to this Agreement are subject to the terms and conditions contained in the Company's Executive Compensation Recoupment Policy (the "Recoupment Policy"), which permits the Company to recoup all or a portion of awards made to certain employees upon the occurrence of any Recoupment Event (as defined in the Recoupment Policy).

(d) Securities Law Requirements. The Company shall not be required to issue Shares pursuant to this Agreement unless and until (i) such Shares have been duly listed upon each stock exchange on which the Company's Common Stock is then registered and (ii) a registration statement under the Securities Act of 1933 with respect to such Shares is then effective.

(e) Designation of Beneficiaries. Employee may file with the Company a written designation of a beneficiary or beneficiaries to receive, in the event of Employee's death, the Shares determined in accordance with Section 4(b) and subject to all of the provisions of this Agreement. An Employee may from time to time revoke or change any such designation of beneficiary and any designation of beneficiary under the Plan shall be controlling over any other disposition, testamentary or otherwise; provided, however, that if the Committee shall be in doubt as to the right of any such beneficiary to receive Shares, the Committee may recognize only receipt of such Shares by the personal representative of the estate of Employee, in which case the Company, the Committee and the members thereof shall not be under any further liability to anyone.

(f) Changes in Capital Structure. If there is any change in the Common Stock by reason of any extraordinary dividend, stock dividend, spin-off, split-up, spin-out, recapitalization, warrant or rights issuance or combination, exchange or reclassification of shares, merger, consolidation, reorganization, sale of substantially all assets or, in the Committee's sole discretion, other similar or relevant event, then the number, kind and class of shares available for Performance Shares and the number, kind and class of shares subject to outstanding Performance Shares, as applicable, shall be appropriately adjusted by the Committee. The issuance of shares of Common Stock for consideration and the issuance of common stock rights shall not be considered a change in the Company's capital structure. No adjustment provided for in this Section shall require the issuance of any fractional shares.

(g) Right to Continued Employment. Nothing in this Agreement shall confer on Employee any right to continued employment or interfere with the right of an employer to terminate Employee's employment at any time.

(h) Tax Withholding. Employee must pay, or make arrangements acceptable to the Company for the payment of any and all federal, state and local tax withholding that in the opinion of the Company is required by law. Unless Employee satisfies any such tax withholding obligation by paying the amount in cash or by check, the Company will withhold Shares having a Fair Market Value on the date of withholding equal to the tax withholding obligation.

(i) Copy of Plan. By signing this Agreement, Employee acknowledges receipt of a copy of the Plan and any offering circular related to the Plan.

(j) Choice of Law; Venue. This Agreement will be governed by the laws of the State of Missouri, without giving regard to the conflict of law provisions thereof. Any legal action arising out of this Agreement may only be brought in the Circuit Court in St. Louis County and/or the United States District Court in St. Louis, Missouri.

(k) Execution. An authorized representative of the Company has signed this Agreement, and Employee has signed this Agreement to evidence Employee's acceptance of the award on the terms specified in this Agreement and the Plan, all as of the Date of Grant.

(l) Section 409A. This Agreement is intended to comply with Section 409A of the Code or an exemption thereunder and shall be construed and interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A of the Code. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement comply with Section 409A of the Code and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by Employee on account of non-compliance with Section 409A of the Code. Notwithstanding anything herein to the contrary, in the event that Employee is determined to be a specified employee within the meaning of Section 409A of the Code, any payment on account of termination of employment shall be made on the first payroll date which is more than six months following the date of Employee's termination of employment to the extent required to avoid any adverse tax consequences under Section 409A of the Code. To the extent necessary for compliance with Code Section 409A, references to termination of employment under this Agreement shall mean a "separation from service" within the meaning of Section 409A of the Code.

**SECTION 7**  
**TERMS OF THE PLAN**

This award is granted under and is expressly subject to all the terms and provisions of the Plan, which terms are incorporated herein by reference. Capitalized terms used and not otherwise defined in this Agreement shall have the same meanings ascribed to them in the Plan.

*Signature page follows.*

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

**Reinsurance Group of America, Incorporated**

By: \_\_\_\_\_  
Anna Manning  
President & Chief Executive Officer

**Employee**

\_\_\_\_\_  
Name:

**REINSURANCE GROUP OF AMERICA, INCORPORATED  
FLEXIBLE STOCK PLAN**

**STOCK APPRECIATION RIGHT AWARD AGREEMENT**

Reinsurance Group of America, Incorporated, a Missouri corporation (the "Company"), and \_\_\_\_\_ ("Employee") hereby agree as follows:

**SECTION 1  
GRANT OF STOCK APPRECIATION RIGHT**

Pursuant to the Reinsurance Group of America, Incorporated Flexible Stock Plan, as amended and restated effective May 23, 2017 (the "Plan"), and pursuant to action of the Committee charged with the Plan's administration, the Company has granted to Employee, effective \_\_\_\_\_ (the "Date of Grant"), subject to the terms, conditions and limitations stated in this Stock Appreciation Right Award Agreement (this "Agreement"), the Plan and the Company's Executive Compensation Recoupment Policy (as discussed in Section 8(c)), a stock appreciation right ("SAR"), which is granted with respect to \_\_\_\_\_ shares (each, a "SAR Share") of Common Stock.

**SECTION 2  
EXERCISE PRICE PER SAR SHARE**

The "Exercise Price Per SAR Share" shall be \$\_\_\_\_\_, which is the Fair Market Value of one Share of Common Stock as of the Date of Grant.

**SECTION 3  
EXERCISE OF SAR**

(a) Right to Exercise. This SAR is exercisable at any time prior to the Expiration Date, but only to the extent vested on the date of such exercise.

(b) Terms of Exercise. Upon proper exercise of any vested portion of the SAR, Employee or the individual or entity authorized to exercise such SAR as provided herein shall be entitled to receive the excess of (i) the Fair Market Value of the specified number of SAR Shares as of the date of exercise (which shall be determined by multiplying the number of SAR Shares being exercised by the Fair Market Value of one Share on the date of exercise) over (ii) an amount equal to the Exercise Price Per Share multiplied by the number of SAR Shares being exercised. Such excess, if any, shall be paid either (x) in whole Shares, the number of which shall be determined using the Fair Market Value of one Share as of the date of exercise, disregarding any fractional shares, or (y) in cash, with such method of payment to be determined by the Committee in its sole discretion from time to time.

(c) Method of Exercise. The SAR may be exercised in whole or in part by Employee or any other individual authorized pursuant to the terms of this Agreement to exercise the SAR at any time or from time to time in accordance with procedures established by the Committee. As promptly as practicable after such exercise of the SAR, the Company shall issue the number of Shares or pay the amount of cash, as applicable, determined pursuant to Section 3(b) above to Employee or the individual or entity authorized to exercise such SAR as provided herein.

**SECTION 4**  
**CONDITIONS AND LIMITATIONS ON RIGHT TO EXERCISE SAR**

(a) Vesting. Subject to paragraph (b) of this Section and subject to Sections 6 and 7, this SAR shall vest in four (4) equal annual installments of 25% commencing December 31 of the year of grant. The SAR must be exercised, if at all, no later than ten (10) years from the Date of Grant (the "Expiration Date"). The SAR may be exercised in full or in part pursuant to this vesting schedule at any time prior to the Expiration Date. Upon a partial exercise of this SAR, the number of SAR Shares available for future exercise shall be reduced by the portion of the SAR so exercised.

<u>Date</u>	<u>Cumulative Percentage of SAR Shares That Are Vested</u>
December 31, ____	25%
December 31, ____	50%
December 31, ____	75%
December 31, ____	100%

(b) Exercise if No Longer an Employee.

(1) Termination. Except as provided in paragraphs (2) or (3) below, the SAR may be exercised only by Employee while serving as an officer or employee of the Company or any of its Affiliates or within 30 days following termination of employment.

Notwithstanding the foregoing, Employee may exercise the SAR following termination only to the extent the SAR was vested and had not been exercised prior to termination, and in no event may the SAR be exercised after the Expiration Date.

An approved leave of absence shall not constitute a termination for purposes of this Section so long as Employee's right to re-employment is guaranteed either by statute, local law, contract or pursuant to any Company policy. Where re-employment is not so guaranteed, termination shall be deemed to occur on the first day after the end of such approved period of leave.

(2) Disability or Death. Notwithstanding the vesting schedule set forth in Section 4(a) above, in the event Employee ceases to be employed by the Company or any of its Affiliates prior to the Expiration Date due to Disability or death, the SAR shall become immediately 100% vested with respect to the portion of the SAR not exercised prior to the date of Disability or death, and the SAR may be exercised at any time within five (5) years following the earlier to occur of death or Disability, but in no event later than the Expiration Date. Should this Section 4(b)(2) become operative because of Employee's death, or should Employee die after Employee's Disability, then the SAR may be exercised by: (i) a legatee or legatees of Employee under Employee's last will; (ii) Employee's personal representative(s) under Employee's last will or, if Employee died without a will, the executor of Employee's probate estate; or (iii) the trustee(s) of Employee's revocable living trust or of a trust indenture of which Employee is a grantor or a beneficiary.

For purposes of this Agreement, “Disability” means disability as defined in any long-term disability plan maintained by the Company or an Affiliate which covers Employee or, in the absence of any such plan, the physical or mental condition of Employee arising prior to the Expiration Date, which in the opinion of a qualified physician chosen by the Company prevents Employee from continuing employment with the Company and its Affiliates.

(3) Retirement. In the event of Employee’s Retirement prior to the Expiration Date, the SAR shall continue to vest following such Retirement as provided in Section 4(a) above and shall remain exercisable as if Employee had continued his or her employment with the Company or its Affiliates following such Retirement. In no event may any portion of this SAR be exercised after the Expiration Date. Notwithstanding the vesting schedule set forth in Section 4(a) above, in the event of Employee’s death following Retirement but prior to the Expiration Date, the SAR shall become immediately 100% vested with respect to the portion of the SAR not exercised prior to Employee’s death. The SAR may be exercised at any time within five (5) years following Employee’s death (but in no event later than the Expiration Date) by: (i) a legatee or legatees of Employee under Employee’s last will; (ii) Employee’s personal representative(s) under Employee’s last will or, if Employee died without a will, the executor of Employee’s probate estate; or (iii) the trustee(s) of Employee’s revocable living trust or of a trust indenture of which Employee is a grantor or a beneficiary.

For purposes of this Agreement, “Retirement” means termination of employment with the Company and its Affiliates after Employee has attained a combination of age and years of service that equals at least sixty-five (65); provided that, the maximum number of years of service credited for purposes of this calculation shall be ten (10).

(c) Dividend Equivalents. SARs shall not include dividend equivalent payments or dividend credit rights.

## **SECTION 5**

### **DELIVERY OF SHARES**

The Company shall not be required to issue or deliver any SAR Shares, if applicable, upon the exercise of this SAR prior to (a) the admission of such shares to listing on any stock exchange on which the Company’s Common Stock may then be listed, (b) the completion of any registration and/or qualification of such shares under any state or federal laws (including without limitation the Securities Act of 1933, as amended) or rulings or regulations of any governmental regulatory body, which the Company shall determine to be necessary or advisable, or (c) if the Company so requests, the filing with the Company by Employee or the purchaser acting pursuant to Section 4(b) of a representation in writing at the time of such exercise that it is his or her present intention to acquire the shares being purchased for investment and not for resale or distribution.

**SECTION 6**  
**CHANGE OF CONTROL**

Notwithstanding the vesting schedule set forth in Section 4(a), in the event of a Change of Control prior to Employee's termination, Retirement, Disability or death (as described in Section 4(b)), the SAR shall become immediately 100% vested with respect to the portion of the SAR not exercised prior to the Change of Control (but in no event may Employee exercise any portion of the SAR after the Expiration Date).

**SECTION 7**  
**CANCELLATION**

Notwithstanding anything herein to the contrary, this Agreement shall be cancelled and the SAR granted hereby shall be forfeited, without any further action by the Committee, as a result of Employee's Malfeasance. In the event of such cancellation, all rights of Employee hereunder shall terminate, irrespective of whether the SAR is otherwise vested, and the shares reserved for use hereunder shall be available for future grant in accordance with the Plan. "Malfeasance" means (1) any conduct, act or omission that is contrary to Employee's duties as an officer or employee of the Company or any of its Affiliates, or that is inimical or in any way contrary to the best interests of the Company or any of its Affiliates, or (2) employment of Employee by or association of Employee with an organization that competes with the Company or any of its Affiliates.

**SECTION 8**  
**MISCELLANEOUS**

(a) Rights in Shares Prior to Issuance. Prior to issuance of Shares in accordance with Section 3, neither Employee nor his or her legatees, personal representatives or distributees (i) shall be deemed to be a holder of any Shares subject to this SAR or (ii) have any voting rights with respect to any such Shares.

(b) Non-assignability. This SAR shall not be transferable by Employee otherwise than by will or by the laws of descent and distribution; provided that, Employee may transfer the SAR during his or her lifetime to a revocable living trust of which Employee is grantor, or to another form of trust indenture of which Employee is a grantor or a beneficiary. This SAR may be exercised during Employee's lifetime only by: Employee; Employee's guardian, power of attorney, or legal representative; or the trustee of Employee's revocable living trust or of a trust indenture of which Employee is a grantor or a beneficiary.



(c) Recoupment. The awards granted pursuant to this Agreement are subject to the terms and conditions contained in the Company's Executive Compensation Recoupment Policy (the "Recoupment Policy"), which permits the Company to recoup all or a portion of awards made to certain employees upon the occurrence of any Recoupment Event (as defined in the Recoupment Policy).

(d) Designation of Beneficiaries. Employee may file with the Company a written designation of a beneficiary or beneficiaries to exercise, in the event of Employee's death, the SAR granted hereunder, subject to all of the provisions of this Agreement. An Employee may from time to time revoke or change any such designation of beneficiary and any designation of beneficiary under the Plan shall be controlling over any other disposition, testamentary or otherwise; provided, however, that if the Committee shall be in doubt as to the right of any such beneficiary to exercise the SAR, the Committee may recognize only an exercise by the personal representative of the estate of Employee, in which case the Company, the Committee and the members thereof shall not be under any further liability to anyone.

(e) Changes in Capital Structure. If there is any change in the Common Stock by reason of any extraordinary dividend, stock dividend, spin-off, split-up, spin-out, recapitalization, warrant or rights issuance or combination, exchange or reclassification of shares, merger, consolidation, reorganization, sale of substantially all assets or, in the Committee's sole discretion, other similar or relevant event, then the number, kind and class of shares available for SARs and the number, kind and class of shares subject to outstanding SARs and the exercise price thereof, as applicable, shall be appropriately adjusted by the Committee. The issuance of Shares for consideration and the issuance of Share rights shall not be considered a change in the Company's capital structure. No adjustment provided for in this Section shall require the issuance of any fractional shares.

(f) Right to Continued Employment. Nothing in this Agreement shall confer on Employee any right to continued employment or interfere with the right of an employer to terminate Employee's employment at any time.

(g) Tax Withholding. Employee must pay, or make arrangements acceptable to the Company for the payment of any and all federal, state and local tax withholding that in the opinion of the Company is required by law. Unless Employee satisfies any such tax withholding obligation by paying the amount in cash or by check, the Company will withhold Shares having a Fair Market Value on the date of withholding equal to the tax withholding obligation.

(h) Copy of Plan. By signing this Agreement, Employee acknowledges receipt of a copy of the Plan and any offering circular related to the Plan.

(i) Choice of Law; Venue. This Agreement will be governed by the laws of the State of Missouri, without giving regard to the conflict of law provisions thereof. Any legal action arising out of this Agreement may only be brought in the Circuit Court in St. Louis County and/or the United States District Court in St. Louis, Missouri.

(j) Execution. An authorized representative of the Company has signed this Agreement, and Employee has signed this Agreement to evidence Employee's acceptance of the award on the terms specified in this Agreement and the Plan, all as of the Date of Grant.

**SECTION 9**  
**TERMS OF THE PLAN**

This award is granted under and is expressly subject to all the terms and provisions of the Plan, which terms are incorporated herein by reference. Capitalized terms used and not otherwise defined in this Agreement shall have the same meanings ascribed to them in the Plan.

*Signature page follows.*

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

“Company”

**Reinsurance Group of America, Incorporated**

By: \_\_\_\_\_

Name: Anna Manning

Title: President & Chief Executive Officer

“Employee”

\_\_\_\_\_  
Name:

**CEO CERTIFICATION**

I, Anna Manning, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Reinsurance Group of America, Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2018

/s/ Anna Manning

Anna Manning

President & Chief Executive Officer

CFO CERTIFICATION

I, Todd C. Larson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Reinsurance Group of America, Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2018

/s/ Todd C. Larson

Todd C. Larson  
Senior Executive Vice President  
& Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Reinsurance Group of America, Incorporated and subsidiaries, (the “Company”), for the quarterly period ended March 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Anna Manning, Chief Executive Officer of the Company, certifies, to her best knowledge and belief, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 4, 2018

/s/ Anna Manning

Anna Manning

President & Chief Executive Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Reinsurance Group of America, Incorporated and subsidiaries, (the “Company”), for the quarterly period ended March 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Todd C. Larson, Chief Financial Officer of the Company, certifies, to his best knowledge and belief, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 4, 2018

/s/ Todd C. Larson

Todd C. Larson

Chief Financial Officer

& Senior Executive Vice President