

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

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

For the fiscal year ended December 31, 2020

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-15341

**DONEGAL GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**23-2424711**  
(I.R.S. Employer  
Identification No.)

**1195 River Road, Marietta, Pennsylvania**  
(Address of principal executive offices)

**17547**  
(Zip code)

Registrant's telephone number, including area code: (800) 877-0600

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbols	Name of Each Exchange on Which Registered
Class A Common Stock, \$.01 par value	DGICA	The NASDAQ Global Select Market
Class B Common Stock, \$.01 par value	DGICB	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark whether the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act: Yes  No .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No .

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 every Interactive Data File required to be submitted 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 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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes . No .

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes . No .

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$216,494,411.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 24,699,005 shares of Class A common stock and 5,576,775 shares of Class B common stock outstanding on March 1, 2021.

#### **Documents Incorporated by Reference**

The registrant incorporates by reference portions of the registrant's definitive proxy statement relating to registrant's annual meeting of stockholders to be held April 15, 2021 into Part III of this report.

---

---

## Table of Contents

DONEGAL GROUP INC.  
INDEX TO FORM 10-K REPORT

	<u>Page</u>
<u>PART I</u>	
Item 1. <a href="#">Business</a>	1
Item 1A. <a href="#">Risk Factors</a>	30
Item 1B. <a href="#">Unresolved Staff Comments</a>	44
Item 2. <a href="#">Properties</a>	44
Item 3. <a href="#">Legal Proceedings</a>	44
Item 4. <a href="#">Mine Safety Disclosures</a>	44
<u>PART II</u>	
Item 5. <a href="#">Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	45
Item 6. <a href="#">Selected Financial Data</a>	47
Item 7. <a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	48
Item 7A. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	64
Item 8. <a href="#">Financial Statements and Supplementary Data</a>	67
Item 9. <a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	116
Item 9A. <a href="#">Controls and Procedures</a>	116
Item 9B. <a href="#">Other Information</a>	116
<u>PART III</u>	
Item 10. <a href="#">Directors, Executive Officers and Corporate Governance</a>	119
Item 11. <a href="#">Executive Compensation</a>	120
Item 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	121
Item 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	121
Item 14. <a href="#">Principal Accounting Fees and Services</a>	121
<u>PART IV</u>	
Item 15. <a href="#">Exhibits, Financial Statement Schedules</a>	122
Item 16. <a href="#">Form 10-K Summary</a>	125

## PART I

### Item 1. Business.

#### Introduction

Donegal Group Inc., or DGI, is an insurance holding company whose insurance subsidiaries and affiliates offer personal and commercial lines of property and casualty insurance to businesses and individuals in 24 Mid-Atlantic, Midwestern, New England, Southern and Southwestern states. DGI has no significant business operations and is separate and distinct from its insurance subsidiaries. As used in this Form 10-K Report, the terms “we,” “us” and “our” refer to Donegal Group Inc. and its insurance subsidiaries. Our Class A common stock and our Class B common stock trade on the NASDAQ Global Select Market under the symbols “DGICA” and “DGICB,” respectively.

Donegal Mutual Insurance Company, or Donegal Mutual, organized us as an insurance holding company on August 26, 1986. At December 31, 2020, Donegal Mutual held approximately 42% of our outstanding Class A common stock and approximately 84% of our outstanding Class B common stock. Donegal Mutual’s ownership provides Donegal Mutual with approximately 71% of the combined voting power of our outstanding shares of Class A common stock and our outstanding shares of Class B common stock. Our insurance subsidiaries and Donegal Mutual have interrelated operations due to an intercompany pooling agreement and other intercompany agreements and transactions we describe in Note 3 of the Notes to Consolidated Financial Statements. While maintaining the separate corporate existence of each company, our insurance subsidiaries conduct business together with Donegal Mutual and its insurance subsidiaries as the Donegal Insurance Group. The Donegal Insurance Group is not a legal entity, is not an insurance company and does not issue or administer insurance policies. Rather, it is a trade name that refers to the group of insurance companies that are affiliated with Donegal Mutual.

At December 31, 2020, we had three segments: our investment function, our commercial lines of insurance and our personal lines of insurance. We set forth financial information about these segments in Note 19 of the Notes to Consolidated Financial Statements. The commercial lines products of our insurance subsidiaries consist primarily of commercial automobile, commercial multi-peril and workers’ compensation policies. The personal lines products of our insurance subsidiaries consist primarily of homeowners and private passenger automobile policies.

Our insurance subsidiaries and Donegal Mutual provide their policyholders with a selection of insurance products at competitive rates, while pursuing profitability by adhering to a strict underwriting discipline. Our insurance subsidiaries derive a substantial portion of their insurance business from smaller to mid-sized regional communities. We believe this focus provides our insurance subsidiaries with competitive advantages in terms of local market knowledge, marketing, underwriting, claims servicing and policyholder service. At the same time, we believe our insurance subsidiaries have cost advantages over many smaller regional insurers that result from economies of scale our insurance subsidiaries realize through centralized accounting, administrative, data processing, investment and other services.

We believe we have a substantial opportunity, as a well-capitalized regional insurance holding company with a solid business strategy, to grow profitably and compete effectively with larger national property and casualty insurers. Our downstream holding company structure, with Donegal Mutual holding approximately 71% of the combined voting power of our common stock, has proven its effectiveness and success over the 34 years of our existence. Over that time period, we have grown significantly in terms of revenue and financial strength, and the Donegal Insurance Group has developed an excellent reputation as a regional group of property and casualty insurers.

We have been an effective consolidator of smaller “main street” property and casualty insurance companies, and we pursue opportunities to acquire other insurance companies to expand our business in a given region. Since 1998, we and Donegal Mutual have completed seven transactions involving acquisitions of property and casualty insurance companies or participation in the business of property and casualty insurance companies through Donegal Mutual’s entry into quota-share reinsurance agreements with them.

## [Table of Contents](#)

Donegal Mutual completed the merger of Mountain States Mutual Casualty Company, or Mountain States, with and into Donegal Mutual effective May 25, 2017. Donegal Mutual was the surviving company in the merger, and Mountain States' insurance subsidiaries, Mountain States Indemnity Company and Mountain States Commercial Insurance Company (collectively, the "Mountain States insurance subsidiaries"), became insurance subsidiaries of Donegal Mutual upon completion of the merger. Upon completion of the merger, Donegal Mutual assumed all of the policy obligations of Mountain States and began to market its products together with the Mountain States insurance subsidiaries as the Mountain States Insurance Group in four Southwestern states. Donegal Mutual also entered into a 100% quota-share reinsurance agreement with the Mountain States insurance subsidiaries on the merger date. Beginning with policies effective in 2021, Donegal Mutual began to place the business of the Mountain States Insurance Group into the underwriting pool we describe in "History and Organizational Structure." As a result, our consolidated financial results through December 31, 2020 excluded the results of the Mountain States Insurance Group operations in those Southwestern states.

We and Donegal Mutual sold Donegal Financial Services Corporation ("DFSC") to Northwest Bancshares, Inc. ("Northwest") on March 8, 2019, resulting in proceeds valued at approximately \$85.8 million in a combination of cash and Northwest common stock. DFSC was a grandfathered unitary savings and loan holding company that owned Union Community Bank, a state savings bank. Immediately prior to the closing of the merger, DFSC paid a dividend of approximately \$29.2 million to us and Donegal Mutual. As the owner of 48.2% of DFSC's common stock, we received a dividend payment from DFSC of approximately \$14.1 million and consideration from Northwest that included a combination of cash in the amount of \$20.5 million and Northwest common stock with a fair value at the closing date of \$20.9 million. We recorded a gain of \$12.7 million from the sale of DFSC in our results of operations during 2019. We sold the Northwest common stock that we received as part of the consideration during 2019. This transaction represented the culmination of a banking strategy that began with the formation of DFSC in 2000.

Effective December 1, 2019, our insurance subsidiaries Le Mars Insurance Company ("Le Mars") and Sheboygan Falls Insurance Company ("Sheboygan Falls") merged with and into Atlantic States Insurance Company (the "Mergers"). As a result of the Mergers, the separate corporate existences of Le Mars and Sheboygan Falls ceased and Atlantic States Insurance Company ("Atlantic States") continued as the surviving insurance company. Atlantic States placed the business of Le Mars and Sheboygan Falls, as their policies renewed subsequent to the effective date of the Mergers, into the underwriting pool.

### **Available Information**

You may obtain our Annual Reports on Form 10-K, including this Form 10-K Report, our quarterly reports on Form 10-Q, our current reports on Form 8-K, our proxy statement and our other filings pursuant to the Securities Exchange Act of 1934, or the Exchange Act, without charge by viewing our website at [www.donegalgroup.com](http://www.donegalgroup.com). You may also view our Code of Business Conduct and Ethics and the charters of the executive committee, the audit committee, the compensation committee and the nominating committee of our board of directors on our website. Upon request to our corporate secretary, we will also provide printed copies of any of these documents to you without charge. We have provided the address of our website solely for the information of investors. We do not intend the reference to our website address to be an active link or to otherwise incorporate the contents of our website into this Form 10-K Report. In addition to our website, the Securities and Exchange Commission (the "SEC") maintains an Internet site at [www.sec.gov](http://www.sec.gov) that contains our reports, proxy and information statements and other information that we electronically file with, or furnish to, the SEC.

### **History and Organizational Structure**

In the mid-1980's, Donegal Mutual, as a mutual insurance company, recognized the desirability of developing additional sources of capital and surplus so it could remain competitive, expand its business and ensure its long-term viability. Accordingly, Donegal Mutual determined that the implementation of a downstream holding company structure was a viable business strategy to accomplish that objective. Thus, in 1986, Donegal Mutual formed us as a downstream holding company. After Donegal Mutual formed us, we in turn formed Atlantic States as our wholly owned property and casualty insurance company subsidiary.

## [Table of Contents](#)

In connection with the formation of Atlantic States and the establishment of our downstream insurance holding company system, Donegal Mutual and Atlantic States entered into a proportional reinsurance agreement, or pooling agreement. Under the pooling agreement, Donegal Mutual and Atlantic States contribute substantially all of their respective premiums, losses and loss expenses to the underwriting pool, and the underwriting pool, acting through Donegal Mutual, then allocates 80% of the pooled business to Atlantic States. Thus, Donegal Mutual and Atlantic States share the underwriting results of the pooled business in proportion to their respective participation in the underwriting pool.

Donegal Mutual and our insurance subsidiaries share a combined business plan to enhance market penetration and underwriting profitability objectives. We believe Donegal Mutual's majority interest in the combined voting power of our Class A common stock and of our Class B common stock fosters our ability to implement our business philosophies, enjoy management continuity, maintain superior employee relations and provide a stable environment within which we can grow our businesses.

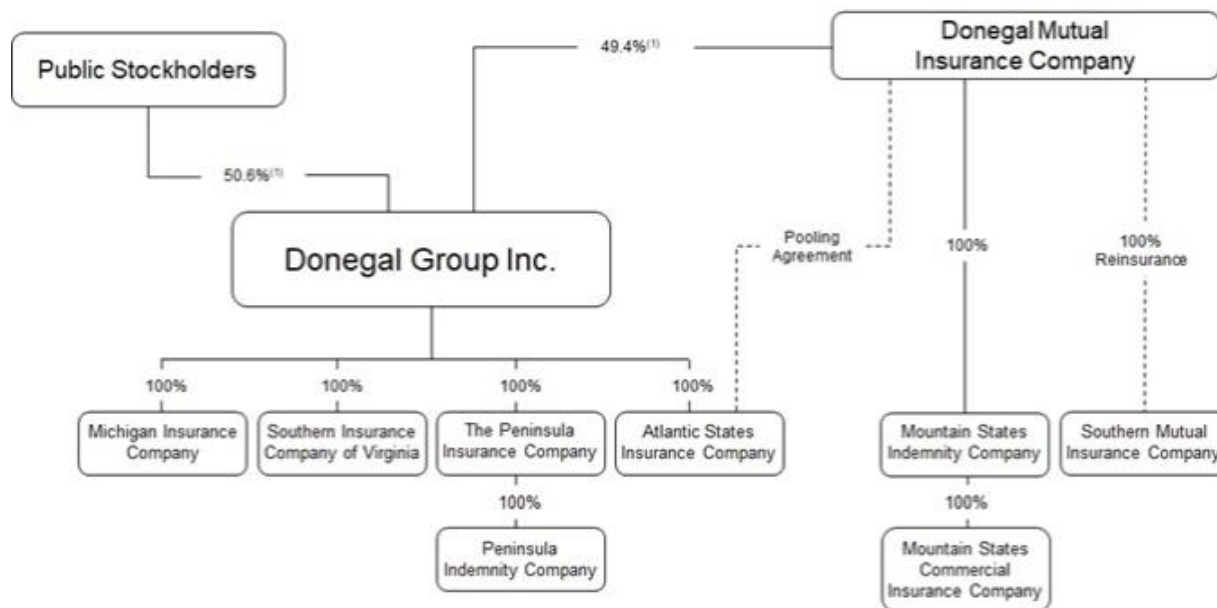
The products Donegal Mutual and our insurance subsidiaries offer are generally complementary, which permits the Donegal Insurance Group to offer a broad range of products in a given market and to expand the Donegal Insurance Group's ability to service an entire personal lines or commercial lines account. Distinctions within the products Donegal Mutual and our insurance subsidiaries offer generally relate to specific risk profiles within similar classes of business, such as preferred tier products versus standard tier products. Donegal Mutual and we do not allocate all of the standard risk gradients to one company. As a result, the underwriting profitability of the business the individual companies write directly will vary. However, the underwriting pool homogenizes the risk characteristics of all business that Donegal Mutual and Atlantic States write directly. The business Atlantic States derives from the underwriting pool represents a significant percentage of our total consolidated revenues.

As the capital of Atlantic States and our other insurance subsidiaries has increased, the underwriting capacity of our insurance subsidiaries has increased proportionately. The size of the underwriting pool has also increased substantially. Therefore, as we originally planned in the mid-1980s, Atlantic States has successfully raised the capital necessary to support the growth of its direct business as well as to accept increases in its allocation of business from the underwriting pool. The portion of the underwriting pool allocated to Atlantic States has increased from an initial allocation of 35% in 1986 to an 80% allocation since March 1, 2008. We do not anticipate any further change in the pooling agreement between Atlantic States and Donegal Mutual, including any change in the percentage participation of Atlantic States in the underwriting pool.

In addition to Atlantic States, our insurance subsidiaries are Southern Insurance Company of Virginia, or Southern, The Peninsula Insurance Company and its wholly owned subsidiary, Peninsula Indemnity Company, or collectively, Peninsula, and Michigan Insurance Company, or MICO. Donegal Mutual has a 100% quota-share reinsurance agreement with Southern Mutual Insurance Company, or Southern Mutual, and Donegal Mutual places its assumed business from Southern Mutual into the underwriting pool. Donegal Mutual wholly owns and has a 100% quota-share reinsurance agreement with the Mountain States insurance subsidiaries. Beginning with policies effective in 2021, Donegal Mutual places its assumed business from Mountain States insurance subsidiaries into the underwriting pool.

[Table of Contents](#)

The following chart depicts our organizational structure, including all of our property and casualty insurance subsidiaries and affiliates:



(1) Because of the different relative voting power of our Class A common stock and our Class B common stock, our public stockholders hold approximately 29% of the combined voting power of our Class A common stock and our Class B common stock and Donegal Mutual holds approximately 71% of the combined voting power of our Class A common stock and our Class B common stock.

## **Relationship with Donegal Mutual**

Donegal Mutual provides facilities, personnel and other services to us and our insurance subsidiaries. Donegal Mutual allocates certain related expenses to Atlantic States in proportion to its participation in the underwriting pool. Our insurance subsidiaries other than Atlantic States reimburse Donegal Mutual for their respective personnel costs and bear their proportionate share of information services costs based on each subsidiaries' respective percentage of the total net premiums written of the Donegal Insurance Group. Charges for these services to Atlantic States and our other insurance subsidiaries totaled \$153.9 million, \$134.1 million and \$126.2 million for 2020, 2019 and 2018, respectively.

Donegal Mutual is the employer of record for all personnel who provide services for our insurance subsidiaries. Donegal Mutual strives to maintain a culture that is based on integrity and respect, with an environment designed to facilitate excellent service to the agents and customers of Donegal Mutual and our insurance subsidiaries. At December 31, 2020, Donegal Mutual had 879 employees, of which 519 were based in its Marietta, Pennsylvania headquarters and 360 were based in regional offices or were permanent remote employees. There were 866 full-time employees and 13 part-time employees. Since March 2020, approximately 90% of Donegal Mutual's employees have been working remotely from their homes due to health and safety concerns related to the COVID-19 pandemic. Donegal Mutual will continue to evaluate developments related to the pandemic to determine if and when it is safe for employees to return to its headquarters and regional offices. Donegal Mutual provides employee compensation that is competitive and consistent with an employee's position, knowledge, experience and skill level. Donegal Mutual provides annual wage increases that are based on merit. Donegal Mutual provides an annual cash incentive plan for all of its employees that provides an opportunity for Donegal Mutual's employees to earn a bonus as a percentage of their annual wages that varies based on the level of underwriting profit Donegal Insurance Group achieves for a calendar year. In addition, Donegal Mutual provides to its full-time employees a comprehensive employee benefits program, including medical, dental and vision insurance, paid time off, and a 401(k) retirement plan that includes company matching provisions. Donegal Mutual also provides substantial training, development and wellness programs and resources to its employees.

Our insurance subsidiaries have various reinsurance arrangements with Donegal Mutual. These agreements include:

- a catastrophe reinsurance agreement with Atlantic States, MICO, Peninsula and Southern pursuant to which Donegal Mutual provides coverage for losses related to any catastrophic occurrence over a set retention of \$2.0 million for each participating insurance subsidiary, with a combined retention of \$5.0 million for a catastrophe involving a combination of participating insurance subsidiaries, up to the amount Donegal Mutual and our insurance subsidiaries retain under catastrophe reinsurance agreements with unaffiliated reinsurers; and
- quota-share reinsurance agreements with MICO and Peninsula.

The purpose of the catastrophe reinsurance agreement is to lessen the effects of an accumulation of losses arising from one event to levels that are appropriate given each subsidiary's size, underwriting profile and surplus.

The purpose of the quota-share reinsurance agreement with Peninsula is to transfer to Donegal Mutual 100% of the premiums and losses related to the workers' compensation product line of Peninsula in certain states, which provides the availability of an additional workers' compensation tier for Donegal Mutual's commercial accounts. Donegal Mutual places its assumed business from Peninsula into the underwriting pool.

The purpose of the quota-share reinsurance agreement with MICO is to transfer to Donegal Mutual 25% of the premiums and losses related to MICO's business. Donegal Mutual places its assumed business from MICO into the underwriting pool.

We and Donegal Mutual have maintained a coordinating committee since our formation in 1986. The coordinating committee consists of two members of our board of directors, neither of whom is a member of Donegal Mutual's board of directors, and two members of Donegal Mutual's board of directors, neither of whom is a member of our board of directors. The purpose of the coordinating committee is to establish and maintain a process for an ongoing evaluation of the transactions between Donegal Mutual, our insurance subsidiaries and us. The coordinating committee considers the fairness of each intercompany transaction to Donegal Mutual and its policyholders and to us and our stockholders.



## [Table of Contents](#)

A new agreement or any change to a previously approved agreement must receive coordinating committee approval. The approval process for a new agreement between Donegal Mutual and us or one of our insurance subsidiaries or a change in such an agreement is as follows:

- both of our members on the coordinating committee must determine that the new agreement or the change in an existing agreement is fair and equitable to us and in the best interests of our stockholders;
- both of Donegal Mutual's members on the coordinating committee must determine that the new agreement or the change in an existing agreement is fair and equitable to Donegal Mutual and in the best interests of its policyholders;
- our board of directors must approve the new agreement or the change in an existing agreement; and
- Donegal Mutual's board of directors must approve the new agreement or the change in an existing agreement.

The coordinating committee also meets annually to review each existing agreement between Donegal Mutual and us or our insurance subsidiaries, including all reinsurance agreements between Donegal Mutual and our insurance subsidiaries. The purpose of this annual review is to examine the results of the agreements over the past year and, in the case of reinsurance agreements, over several years and to determine if the results of the existing agreements remain fair and equitable to us and our stockholders and fair and equitable to Donegal Mutual and its policyholders or if Donegal Mutual and we should mutually agree to certain adjustments to the terms of the agreements. In the case of these reinsurance agreements, the annual adjustments typically relate to the reinsurance premiums, losses and reinstatement premiums. These agreements are ongoing in nature and will continue in effect throughout 2021 in the ordinary course of our business.

Our members on the coordinating committee, as of the date of this Form 10-K Report, are Barry C. Huber and Richard D. Wampler, II. Donegal Mutual's members on the coordinating committee as of such date are Michael W. Brubaker and Cyril J. Greenya. We refer to our proxy statement for our annual meeting of stockholders to be held on April 15, 2021 for further information about the members of the coordinating committee.

We believe our relationships with Donegal Mutual offer us and our insurance subsidiaries a number of competitive advantages, including the following:

- enabling our stable management, the consistent underwriting discipline of our insurance subsidiaries, external growth, long-term profitability and financial strength;
- creating operational and expense synergies from the combination of resources and integrated operations of Donegal Mutual and our insurance subsidiaries;
- producing more stable and uniform underwriting results for our insurance subsidiaries over extended periods of time than we could achieve without our relationship with Donegal Mutual;
- providing opportunities for growth because of the ability of Donegal Mutual to affiliate and enter into reinsurance agreements with, or otherwise acquire control of, mutual insurance companies and place the business it assumes into the underwriting pool; and
- providing Atlantic States with a significantly larger underwriting capacity because of the underwriting pool Donegal Mutual and Atlantic States have maintained since 1986.

## [Table of Contents](#)

In the first quarter of 2021, our board of directors and the board of directors of Donegal Mutual each undertook a review of the relationships between Donegal Mutual and DGI and determined that continuing the current relationships and the current corporate structure of Donegal Mutual and DGI is in the best interests of DGI and its various constituencies.

### **Business Strategy**

Our strategy is designed to allow our insurance subsidiaries to achieve their longstanding goal of outperforming the United States property and casualty insurance industry in terms of profitability and service, thereby providing value to the policyholders of our insurance subsidiaries and, ultimately, providing value to our stockholders. The annual net premiums earned of our insurance subsidiaries have increased from \$301.5 million in 2006 to \$742.0 million in 2020, a compound annual growth rate of 6.6%.

The combined ratio of our insurance subsidiaries and that of the United States property and casualty insurance industry as computed using United States generally accepted accounting principles, or GAAP, and statutory accounting principles, or SAP, for the years 2016 through 2020 are shown in the following table:

	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
Our GAAP combined ratio	96.0%	99.5%	110.1%	103.0%	98.1%
Our SAP combined ratio	95.4	98.7	109.4	101.7	96.8
Industry SAP combined ratio <sup>(1)</sup>	99.3	99.2	99.6	104.0	100.9

(1) As reported (projected for 2020) by A.M. Best Company.

We and Donegal Mutual believe we can continue to expand our insurance operations over time through organic growth and acquisitions of, or affiliations with, other insurance companies. We and Donegal Mutual have enhanced the performance of companies we have acquired, while leveraging the acquired companies' core strengths and local market knowledge to expand their operations. Our insurance subsidiaries and Donegal Mutual also seek to increase their premium base by making quality independent agency appointments, enhancing their competitive position within each agency, introducing new and enhanced insurance products and developing and maintaining automated systems to improve service, communications and efficiency.

A detailed review of our business strategies follows:

- ***Achieving underwriting profitability.***

Our insurance subsidiaries seek to achieve consistent underwriting profitability. Underwriting profitability is a fundamental component of our long-term financial strength because it allows our insurance subsidiaries to generate profits without relying exclusively on their investment income for profitability. Our insurance subsidiaries seek to enhance their underwriting results by:

- carefully selecting the product lines they underwrite;
- carefully selecting the individual risks they underwrite;
- utilizing data analytics and predictive modeling tools to inform risk selection and pricing decisions;
- minimizing their individual exposure to catastrophe-prone areas; and
- evaluating their claims history on a regular basis to ensure the adequacy of their underwriting guidelines and product pricing.

## Table of Contents

Our insurance subsidiaries have no material exposures to asbestos or environmental liabilities. Our insurance subsidiaries seek to provide more than one policy to a given personal lines or commercial lines customer because this “account selling” strategy diversifies their risk and has historically improved their underwriting results. Our insurance subsidiaries also use reinsurance to manage their exposure and limit their maximum net loss from large single risks or risks in concentrated areas.

- ***Pursuing profitable growth by organic expansion within the traditional operating territories of our insurance subsidiaries through developing and maintaining quality agency representation.***

Continued expansion of our insurance subsidiaries within their existing markets will be a key source of their continued premium growth, and maintaining an effective network of independent agencies is integral to this expansion. Our insurance subsidiaries seek to be among the top three insurers within each of the independent agencies for the lines of business our insurance subsidiaries write by providing a consistent, competitive and stable market for their products. We believe that the consistency of the product offerings of our insurance subsidiaries enables our insurance subsidiaries to compete effectively for independent agents with other insurers whose product offerings may fluctuate based on industry conditions. Our insurance subsidiaries offer a competitive compensation program to their independent agents that rewards them for producing profitable growth for our insurance subsidiaries. Our insurance subsidiaries provide their independent agents with ongoing support to enable them to better attract and service customers, including:

- fully automated underwriting and policy issuance systems for commercial and personal lines of insurance;
- training programs;
- marketing support;
- availability of a service center that provides comprehensive service for our policyholders; and
- accessibility to and regular interactions with marketing and underwriting personnel and senior management of our insurance subsidiaries.

Our insurance subsidiaries appoint independent agencies with a strong underwriting and growth track record. We believe that our insurance subsidiaries will drive continued long-term growth by carefully selecting, motivating and supporting their independent agencies.

- **Acquiring property and casualty insurance companies to augment the organic growth of our insurance subsidiaries.**

We have been an effective consolidator of smaller “main street” property and casualty insurance companies, and we expect to continue to acquire other insurance companies to expand our business in a given region over time.

Since 1998, we and Donegal Mutual have completed seven transactions involving acquisitions of property and casualty insurance companies or participation in the business of property and casualty insurance companies through Donegal Mutual’s entry into quota-share reinsurance agreements with them. We and Donegal Mutual intend to continue our growth by pursuing affiliations and acquisitions that meet our criteria. Our primary criteria are:

- location in regions where our insurance subsidiaries and Donegal Mutual are currently conducting business or that offer an attractive opportunity to conduct profitable business;
- a mix of business similar to the mix of business of our insurance subsidiaries and Donegal Mutual;
- annual premium volume between \$50.0 million to \$100.0 million; and
- fair and reasonable transaction terms.

## [Table of Contents](#)

We believe that our relationship with Donegal Mutual assists us in pursuing affiliations with, and subsequent acquisitions of, mutual insurance companies because, through Donegal Mutual, we understand the concerns and issues that mutual insurance companies face. In particular, Donegal Mutual has had success affiliating with underperforming mutual insurance companies, and we have either acquired them following their conversion to a stock company or benefited from their underwriting results as a result of Donegal Mutual's entry into a 100% quota-share reinsurance agreement with them and placement of that assumed business into the pooling agreement. We have utilized our strengths and financial position to improve the operations of those underperforming insurance companies. We evaluate a number of areas for operational synergies when considering acquisitions, including product underwriting, expenses, the cost of reinsurance and technology.

We and Donegal Mutual have the ability to employ a number of acquisition and affiliation methods. Our prior acquisitions and affiliations have taken one of the following forms:

- purchase of all of the outstanding stock of a stock insurance company;
- purchase of a book of business;
- quota-share reinsurance transaction;
- merger of a mutual company into Donegal Mutual; or
- two-step acquisition of a mutual insurance company in which:
  - as the first step, Donegal Mutual purchases a surplus note from the mutual insurance company, Donegal Mutual enters into a services agreement with the mutual insurance company and Donegal Mutual's designees become a majority of the members of the board of directors of the mutual insurance company; and
  - as the second step, the mutual insurance company enters into a quota-share reinsurance agreement with Donegal Mutual or demutualizes, or converts, into a stock insurance company. Upon the demutualization or conversion, we purchase the surplus note from Donegal Mutual and exchange it for all of the stock of the stock insurance company resulting from the demutualization or conversion.

We believe that our ability to make direct acquisitions of stock insurance companies and to make indirect acquisitions of mutual insurance companies through a sponsored conversion or a quota-share reinsurance agreement provides us with flexibility that is a competitive advantage in making acquisitions. We also believe our historic record demonstrates our ability to acquire control of an underperforming insurance company, re-underwrite its book of business, reduce its cost structure and return it to sustained profitability.

While Donegal Mutual and we generally engage in preliminary discussions with potential direct or indirect acquisition candidates from time to time, neither Donegal Mutual nor we make any public disclosure regarding a proposed acquisition until Donegal Mutual or we have entered into a definitive acquisition agreement.

The following table highlights our and Donegal Mutual's history of insurance company acquisitions and affiliations since 1998:

## Table of Contents

<u>Company Name</u>	<u>State of Domicile</u>	<u>Year Control Acquired</u>	<u>Method of Acquisition/Affiliation</u>
Southern Heritage Insurance Company <sup>(1)</sup>	Georgia	1998	Purchase of stock by us in 1998.
Le Mars Mutual Insurance Company of Iowa and then Le Mars Insurance Company <sup>(1)(2)</sup>	Iowa	2002	Surplus note investment by Donegal Mutual in 2002; demutualization in 2004; acquisition of stock by us in 2004.
Peninsula Insurance Group	Maryland	2004	Purchase of stock by us in 2004.
Sheboygan Falls Mutual Insurance Company and then Sheboygan Falls Insurance Company <sup>(1)(2)</sup>	Wisconsin	2007	Contribution note investment by Donegal Mutual in 2007; demutualization in 2008; acquisition of stock by us in 2008.
Southern Mutual Insurance Company <sup>(3)</sup>	Georgia	2009	Surplus note investment by Donegal Mutual and quota-share reinsurance in 2009.
Michigan Insurance Company	Michigan	2010	Purchase of stock by us and surplus note investment by Donegal Mutual in 2010.
Mountain States Mutual Casualty Company <sup>(4)</sup>	New Mexico	2017	Merger with and into Donegal Mutual in 2017.

- (1) To reduce administrative and compliance costs and expenses, these subsidiaries subsequently merged into one of our existing insurance subsidiaries.
- (2) Each of these acquisitions initially took the form of an affiliation with Donegal Mutual. Donegal Mutual provided surplus note financing to the insurance company, and, in connection with that financing, sufficient designees of Donegal Mutual were appointed so as to constitute a majority of the members of the board of directors of the insurance company. Donegal Mutual and the insurance company simultaneously entered into a services agreement whereby Donegal Mutual provided services to improve the operations of the insurance company. Once the insurance company's results of operations improved to the satisfaction of Donegal Mutual, Donegal Mutual sponsored the demutualization of the insurance company. Upon the consummation of the demutualization, Donegal Mutual converted the surplus note to capital stock of the newly demutualized insurance company. We then purchased all of the capital stock of the insurance company from Donegal Mutual and made an additional capital contribution in cash to provide adequate surplus to support the insurance company's planned premium growth.
- (3) Control acquired by Donegal Mutual.
- (4) Donegal Mutual completed the merger of Mountain States with and into Donegal Mutual effective May 25, 2017. Donegal Mutual was the surviving company in the merger, and Mountain States insurance subsidiaries became insurance subsidiaries of Donegal Mutual upon completion of the merger. Donegal Mutual also entered into a 100% quota-share reinsurance agreement with the Mountain States insurance subsidiaries on the merger date. Beginning with policies effective in 2021, Donegal Mutual places the business of the Mountain States Insurance Group into the underwriting pool.

- ***Providing responsive and friendly customer and agent service to enable our insurance subsidiaries to attract new policyholders and retain existing policyholders.***

We believe that excellent policyholder service is important in attracting new policyholders and retaining existing policyholders. Our insurance subsidiaries work closely with their independent agents to provide a consistently responsive level of claims service, underwriting and customer support. Our insurance subsidiaries seek to respond expeditiously and effectively to address customer and independent agent inquiries in a number of ways, including:

- availability of a customer call center, secure website and mobile application for claims reporting;
- availability of a secure website and mobile application for access to policy information and documents, payment processing and other features;
- timely replies to information requests and policy submissions; and
- prompt responses to, and processing of, claims.

## [Table of Contents](#)

Our insurance subsidiaries periodically conduct policyholder surveys to evaluate the effectiveness of their service to policyholders. The management of our insurance subsidiaries meets on a regular basis with the personnel of the independent insurance agents our insurance subsidiaries appoint to seek service improvement recommendations, react to service issues and better understand local market conditions.

- ***Maintaining premium rate adequacy to enhance the underwriting results of our insurance subsidiaries, while maintaining their existing book of business and preserving their ability to write new business.***

Our insurance subsidiaries maintain discipline in their pricing by effecting rate increases to sustain or improve their underwriting results without unduly affecting their customer retention. In addition to appropriate pricing, our insurance subsidiaries seek to ensure that their premium rates are adequate relative to the amount of risk they insure. Our insurance subsidiaries review loss trends on a regular basis to identify changes in the frequency and severity of their claims and to assess the adequacy of their rates and underwriting standards. Our insurance subsidiaries also carefully monitor and audit the information they use to price their policies for the purpose of enabling them to receive an adequate level of premiums for the risk they assume. For example, our insurance subsidiaries audit the payroll data of their workers' compensation customers to verify that the assumptions used to price a particular policy were accurate. By implementing appropriate rate increases and understanding the risks our insurance subsidiaries agree to insure, our insurance subsidiaries seek to achieve consistent underwriting profitability.

- ***Focusing on expense controls and utilization of technology to increase the operating efficiency of our insurance subsidiaries.***

Our insurance subsidiaries maintain stringent expense controls under direct supervision of their senior management. We centralize the processing and administrative activities of our insurance subsidiaries to realize operating synergies and better expense control. Our insurance subsidiaries utilize technology to automate much of their underwriting and to facilitate agency and policyholder communications on an efficient, timely and cost-effective basis. Our insurance subsidiaries have increased their annual premium per employee, a measure of efficiency that our insurance subsidiaries use to evaluate their operations, from approximately \$470,000 in 1999 to approximately \$1.1 million in 2020.

Donegal Mutual and our insurance subsidiaries strive to maintain technology comparable to that of their larger competitors. "Ease of doing business" is an increasingly important component of an insurer's value to an independent agency. Our insurance subsidiaries provide fully automated underwriting and policy issuance systems that substantially ease data entry and facilitate the quoting and issuance of policies for the independent agents of our insurance subsidiaries. As a result, applications of the independent agents for our insurance subsidiaries can result in policy issuance without further re-entry of information. These systems also interface with the policy management systems of the independent agents of our insurance subsidiaries.

- ***Maintaining a conservative investment approach.***

Return on invested assets is an important element of the financial results of our insurance subsidiaries. The investment strategy of our insurance subsidiaries is to generate an appropriate amount of after-tax income on invested assets while limiting the potential impact of equity market volatility and minimizing credit risk through investments in high-quality securities. As a result, our insurance subsidiaries seek to invest a high percentage of their assets in diversified, highly rated and marketable fixed-maturity instruments. The fixed-maturity portfolios of our insurance subsidiaries consist of both taxable and tax-exempt securities. Our insurance subsidiaries maintain a portion of their portfolios in short-term securities to provide liquidity for the payment of claims and operation of their respective businesses. Our insurance subsidiaries maintain a small percentage (4.8% at December 31, 2020) of their portfolios in equity securities that have a history of paying cash dividends or that our insurance subsidiaries expect will appreciate in value over time.

## **Competition**

The property and casualty insurance industry is highly competitive on the basis of both price and service. Numerous companies compete for business in the geographic areas where our insurance subsidiaries operate. Many of these other insurance companies are substantially larger and have greater financial resources than those of our insurance subsidiaries. In addition, because our insurance subsidiaries and Donegal Mutual market their respective insurance products exclusively through independent insurance agencies, most of which represent more than one insurance company, our insurance subsidiaries face competition within agencies, as well as competition to retain qualified independent agents.

## **Products and Underwriting**

We report the results of our insurance operations in two segments: commercial lines of insurance and personal lines of insurance. The commercial lines our insurance subsidiaries write consist primarily of commercial automobile, commercial multi-peril and workers' compensation insurance. The personal lines our insurance subsidiaries write consist primarily of private passenger automobile and homeowners insurance. We describe these lines of insurance in greater detail below:

### *Commercial*

- Commercial automobile — policies that provide protection against liability for bodily injury and property damage arising from automobile accidents and protection against loss from damage to automobiles owned by the insured.
- Commercial multi-peril — policies that provide protection to businesses against many perils, usually combining liability and physical damage coverages.
- Workers' compensation — policies employers purchase to provide benefits to employees for injuries sustained during employment. The workers' compensation laws of each state determine the extent of the coverage we provide.

### *Personal*

- Private passenger automobile — policies that provide protection against liability for bodily injury and property damage arising from automobile accidents and protection against loss from damage to automobiles owned by the insured.
- Homeowners — policies that provide coverage for damage to residences and their contents from a broad range of perils, including fire, lightning, windstorm and theft. These policies also cover liability of the insured arising from injury to other persons or their property while on the insured's property and under other specified conditions.

In recent years, we have taken actions to shift our business mix to a higher proportion of commercial business, where we believe we have greater opportunities to achieve profitable, sustainable long-term growth. The following table sets forth the net premiums written of our insurance subsidiaries by line of insurance for the periods indicated:

## [Table of Contents](#)

(dollars in thousands)	Year Ended December 31,					
	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>Commercial lines:</b>						
Automobile	\$135,294	18.2%	\$122,142	16.2%	\$108,123	14.5%
Workers' compensation	109,960	14.8	113,684	15.1	109,022	14.7
Commercial multi-peril	147,993	19.9	138,750	18.5	117,509	15.8
Other	32,739	4.5	30,303	4.0	15,241	2.0
Total commercial lines	<u>425,986</u>	<u>57.4</u>	<u>404,879</u>	<u>53.8</u>	<u>349,895</u>	<u>47.0</u>
<b>Personal lines:</b>						
Automobile	184,602	24.9	210,507	28.0	249,275	33.5
Homeowners	111,886	15.1	117,118	15.5	123,782	16.6
Other	19,666	2.6	20,097	2.7	21,064	2.9
Total personal lines	<u>316,154</u>	<u>42.6</u>	<u>347,722</u>	<u>46.2</u>	<u>394,121</u>	<u>53.0</u>
Total business	<u>\$742,140</u>	<u>100.0%</u>	<u>\$752,601</u>	<u>100.0%</u>	<u>\$744,016</u>	<u>100.0%</u>

The commercial lines and personal lines underwriting departments of our insurance subsidiaries evaluate and select those risks that they believe will enable our insurance subsidiaries to achieve an underwriting profit. The underwriting departments have significant interaction with the independent agents regarding the underwriting philosophy and the underwriting guidelines of our insurance subsidiaries. Our underwriting personnel also assist in the development of quality products at competitive prices to promote growth and profitability.

We formally established an enterprise analytics function in early 2019. Our enterprise analytics team is responsible for core functions of ratemaking, predictive analytics, data governance and business intelligence. Those responsibilities include the development and expansion of risk-based pricing segmentation, analytical innovation, predictive modeling solutions, formal data strategies, performance monitoring and enhanced reporting mechanisms.

In order to achieve underwriting profitability on a consistent basis, our insurance subsidiaries:

- assess and select primarily standard and preferred risks;
- adhere to disciplined underwriting guidelines; and
- utilize various types of risk management and loss control services.

Our insurance subsidiaries also review their existing policies and accounts to determine whether those risks continue to meet their underwriting guidelines. If a given policy or account no longer meets those underwriting guidelines, our insurance subsidiaries will take appropriate action regarding that policy or account, including raising premium rates or non-renewing the policy to the extent applicable law permits.

As part of the effort of our insurance subsidiaries to maintain acceptable underwriting results, they conduct annual reviews of agencies that have failed to meet their underwriting profitability criteria. The review process includes an analysis of the underwriting and re-underwriting practices of the agency, the completeness and accuracy of the applications the agency submits, the adequacy of the training of the agency's staff and the agency's record of adherence to the underwriting guidelines and service standards of our insurance subsidiaries. Based on the results of this review process, the marketing and underwriting personnel of our insurance subsidiaries develop, together with the agency, a plan to improve its underwriting profitability. Our insurance subsidiaries monitor the agency's compliance with the plan and take other measures as required in the judgment of our insurance subsidiaries, including the termination to the extent applicable law permits of agencies that are unable to achieve acceptable underwriting profitability.



## Distribution

Our insurance subsidiaries market their products primarily in the Mid-Atlantic, Midwestern, New England, Southern and Southwestern regions through approximately 2,300 independent insurance agencies. At December 31, 2020, the Donegal Insurance Group actively wrote business in 24 states (Alabama, Colorado, Delaware, Georgia, Illinois, Indiana, Iowa, Maine, Maryland, Michigan, Nebraska, New Hampshire, New Mexico, North Carolina, Ohio, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, and Wisconsin). Prior to 2021, Donegal Mutual excluded the business it wrote directly and assumed from the Mountain States insurance subsidiaries in four Southwestern states (Colorado, New Mexico, Texas and Utah) from the pooling agreement between Donegal Mutual and Atlantic States. As a result, this business had no impact on our results of operations through December 31, 2020. We believe the relationships of our insurance subsidiaries with their independent agents are valuable in identifying, obtaining and retaining profitable business. Our insurance subsidiaries maintain a stringent agency selection procedure that emphasizes appointing agencies with proven marketing strategies for the development of profitable business, and our insurance subsidiaries only appoint agencies with a strong underwriting history and potential growth capabilities. Our insurance subsidiaries also regularly evaluate the independent agencies that represent them based on their profitability and performance in relation to the objectives of our insurance subsidiaries. Our insurance subsidiaries seek to be among the top three insurers within each of their agencies for the lines of business our insurance subsidiaries write.

The following table sets forth the percentage of direct premiums our insurance subsidiaries write, including 80% of the direct premiums Donegal Mutual and Atlantic States include in the underwriting pool, in each of the states where they conducted a significant portion of their business in 2020:

Pennsylvania	34.7%
Michigan	15.2
Maryland	9.3
Georgia	7.2
Virginia	6.9
Delaware	6.5
Wisconsin	3.8
Ohio	3.2
Iowa	2.3
Indiana	2.2
Tennessee	2.1
Other	6.6
Total	<u>100.0%</u>

Our insurance subsidiaries employ a number of policies and procedures that we believe enable them to attract, retain and motivate their independent agents. We believe that the consistency of the product offerings of our insurance subsidiaries enables our insurance subsidiaries to compete effectively for independent agents with other insurers whose product offerings may fluctuate based upon industry conditions. Our insurance subsidiaries have a competitive compensation program for their independent agents that includes base commissions, growth incentive plans and a profit-sharing plan, consistent with applicable state laws and regulations, under which the independent agents may earn additional commissions based upon the volume of premiums produced and the profitability of the business our insurance subsidiaries receive from that agency.

## [Table of Contents](#)

Our insurance subsidiaries encourage their independent agents to focus on “account selling,” or serving all of a particular insured’s property and casualty insurance needs, which our insurance subsidiaries believe generally results in more favorable loss experience than covering a single risk for an individual insured.

### **Technology**

Donegal Mutual owns the technology systems our insurance subsidiaries use. The technology systems consist primarily of an integrated central processing computer system, a series of server-based computer networks and various communication systems that allow the home office and branch offices of Donegal Mutual and our insurance subsidiaries to utilize the same systems for the processing of business. Donegal Mutual maintains backup facilities and systems at the office of one of our insurance subsidiaries and tests these backup facilities and systems on a regular basis. Our insurance subsidiaries bear their proportionate share of information services expenses based on their respective percentage of the total net premiums written of the Donegal Insurance Group during the preceding calendar year.

The business strategy of our insurance subsidiaries depends on the use, development and implementation of integrated technology systems. These systems enable our insurance subsidiaries to provide quality service to agents and policyholders by processing business in a timely and efficient manner, communicating and sharing data with agents, providing a variety of methods for the payment of premiums and allowing for the accumulation and analysis of information for the management of our insurance subsidiaries.

We believe the availability and use of these technology systems has resulted in improved service to agents and policyholders, increased efficiencies in processing the business of our insurance subsidiaries and lower operating costs. Key components of these integrated technology systems are the agency interface system, the automated underwriting and policy issuance systems, a claims processing system and an imaging system. The agency interface system provides our insurance subsidiaries with a high level of data sharing both to and from agents’ systems and also provides agents with an integrated means of processing new business. The automated underwriting and policy issuance systems provide agents with the ability to generate underwritten quotes and automatically issue policies that meet the underwriting guidelines of our insurance subsidiaries with limited or no intervention by their personnel. The claims processing system allows our insurance subsidiaries to process claims efficiently and in an automated environment. The imaging system eliminates the need to handle paper files, while providing greater access to the same information by a variety of personnel. We believe our agency-facing technology systems compare favorably to those of many national property and casualty insurance carriers in terms of quality and service levels. In 2018, Donegal Mutual initiated a multi-year systems modernization project to replace its remaining legacy systems, streamline our business processes and workflows and enhance our data analytics and modeling capabilities. In February 2020, Donegal Mutual implemented the first release of new systems related to the project, and our insurance subsidiaries began to issue workers’ compensation policies from the new systems in the second quarter of 2020. Over the next several years, Donegal Mutual expects to implement new systems for the remaining lines of business Donegal Mutual and our insurance subsidiaries offer currently. The next release of new systems related to the project will include three personal lines of business and is scheduled for phased implementation beginning in the third quarter of 2021.

### **Claims**

The management of claims is a critical component of the philosophy of our insurance subsidiaries to achieve underwriting profitability on a consistent basis and is fundamental to the successful operations of our insurance subsidiaries and their dedication to excellent service. Our senior claims management oversees the claims processing units of each of our insurance subsidiaries to assure consistency in the claims settlement process. The field office staff of our insurance subsidiaries receives support from home office technical, litigation, material damage, subrogation and medical audit personnel.

## [Table of Contents](#)

The claims departments of our insurance subsidiaries rigorously manage claims to assure that they settle legitimate claims quickly and fairly and that they identify questionable claims for defense. In the majority of cases, the personnel of our insurance subsidiaries, who have significant experience in the property and casualty insurance industry and know the service philosophy of our insurance subsidiaries, adjust claims. Our insurance subsidiaries provide various means of claims reporting on a 24-hours a day, seven-days a week basis, including toll-free numbers and electronic reporting through our website and mobile application. Our insurance subsidiaries strive to respond to notifications of claims promptly, generally within the day reported. Our insurance subsidiaries believe that, by responding promptly to claims, they provide quality customer service and minimize the ultimate cost of the claims. Our insurance subsidiaries engage independent adjusters as needed to handle claims in areas in which the volume of claims is not sufficient to justify the hiring of internal claims adjusters by our insurance subsidiaries. Our insurance subsidiaries also employ private adjusters and investigators, structural experts and outside legal counsel to supplement their internal staff and to assist in the investigation of claims. Our insurance subsidiaries have a special investigative unit primarily staffed by former law enforcement officers that attempts to identify and prevent fraud and abuse and to investigate questionable claims.

The management of the claims departments of our insurance subsidiaries develops and implements policies and procedures for the establishment of adequate claim reserves. Our insurance subsidiaries employ an actuarial staff that regularly reviews their reserves for incurred but not reported claims. The management and staff of the claims departments resolve policy coverage issues, manage and process reinsurance recoveries and handle salvage and subrogation matters. The litigation and personal injury sections of our insurance subsidiaries manage all claims litigation. Branch office claims above certain thresholds require home office review and settlement authorization. Our insurance subsidiaries provide their claims adjusters reserving and settlement authority based upon their experience and demonstrated abilities. Larger or more complicated claims require consultation and approval of senior claims department management.

### **Liabilities for Losses and Loss Expenses**

Liabilities for losses and loss expenses are estimates at a given point in time of the amounts an insurer expects to pay with respect to incurred policyholder claims based on facts and circumstances the insurer knows at that point in time. For example, legislative, judicial and regulatory actions may expand coverage definitions, retroactively mandate coverage or otherwise require our insurance subsidiaries to pay losses for damages that their policies explicitly excluded or did not intend to cover. At the time of establishing its estimates, an insurer recognizes that its ultimate liability for losses and loss expenses will exceed or be less than such estimates. Our insurance subsidiaries base their estimates of liabilities for losses and loss expenses on assumptions as to future loss trends, expected claims severity, judicial theories of liability and other factors. However, during the loss adjustment period, our insurance subsidiaries may learn additional facts regarding individual claims, and, consequently, it often becomes necessary for our insurance subsidiaries to refine and adjust their estimates for these liabilities. We reflect any adjustments to the liabilities for losses and loss expenses of our insurance subsidiaries in our consolidated results of operations in the period in which our insurance subsidiaries make adjustments to their estimates.

Our insurance subsidiaries maintain liabilities for the payment of losses and loss expenses with respect to both reported and unreported claims. Our insurance subsidiaries establish these liabilities for the purpose of covering the ultimate costs of settling all losses, including investigation and litigation costs. Our insurance subsidiaries base the amount of their liability for reported losses primarily upon a case-by-case evaluation of the type of risk involved, knowledge of the circumstances surrounding each claim and the insurance policy provisions relating to the type of loss the policyholder incurred. Our insurance subsidiaries determine the amount of their liability for unreported claims and loss expenses on the basis of historical information by line of insurance. Our insurance subsidiaries account for inflation in the reserving function through analysis of costs and trends and reviews of historical reserving results. Our insurance subsidiaries monitor their liabilities closely and recompute them periodically using new information on reported claims and a variety of statistical techniques. Our insurance subsidiaries do not discount their liabilities for losses and loss expenses.

Reserve estimates can change over time because of unexpected changes in assumptions related to our insurance subsidiaries' external environment and, to a lesser extent, assumptions related to our insurance subsidiaries' internal operations. For example, our insurance subsidiaries have experienced an increase in claims severity and a lengthening of the claim

settlement periods on bodily injury claims during the past several years. In addition, the COVID-19 pandemic and related government mandates and restrictions resulted in various changes from historical claims reporting and settlement trends during 2020. These trend changes give rise to greater uncertainty as to the pattern of future loss settlements on bodily injury claims. Related uncertainties regarding future trends include social inflation, the rate of plaintiff attorney involvement in claims and the cost of medical technologies and procedures. Assumptions related to our insurance subsidiaries' external environment include the absence of significant changes in tort law and the legal environment that increase liability exposure, consistency in judicial interpretations of insurance coverage and policy provisions and the rate of loss cost inflation. Internal assumptions include consistency in the recording of premium and loss statistics, consistency in the recording of claims, payment and case reserving methodology, accurate measurement of the impact of rate changes and changes in policy provisions, consistency in the quality and characteristics of business written within a given line of business and consistency in reinsurance coverage and collectability of reinsured losses, among other items. To the extent our insurance subsidiaries determine that underlying factors impacting their assumptions have changed, our insurance subsidiaries make adjustments in their reserves that they consider appropriate for such changes. Accordingly, our insurance subsidiaries' ultimate liability for unpaid losses and loss expenses will likely differ from the amount recorded at December 31, 2020. For every 1% change in our insurance subsidiaries' loss and loss expense reserves, net of reinsurance recoverable, the effect on our pre-tax results of operations would be approximately \$5.6 million.

The establishment of appropriate liabilities is an inherently uncertain process and we can provide no assurance that our insurance subsidiaries' ultimate liability will not exceed our insurance subsidiaries' loss and loss expense reserves and have an adverse effect on our results of operations and financial condition. Furthermore, we cannot predict the timing, frequency and extent of adjustments to our insurance subsidiaries' estimated future liabilities, because the historical conditions and events that serve as a basis for our insurance subsidiaries' estimates of ultimate claim costs may change. As is the case for substantially all property and casualty insurance companies, our insurance subsidiaries have found it necessary in the past to increase their estimated future liabilities for losses and loss expenses in certain periods and, in other periods, their estimated future liabilities for losses and loss expenses have exceeded their actual liabilities for losses and loss expenses. Changes in our insurance subsidiaries' estimates of their liability for losses and loss expenses generally reflect actual payments and their evaluation of information received subsequent to the prior reporting period. Our insurance subsidiaries recognized a decrease in their liability for losses and loss expenses of prior years of \$12.9 million in each of 2020 and 2019. Our insurance subsidiaries recognized an increase in their liability for losses and loss expenses of prior years of \$35.6 million in 2018. Our insurance subsidiaries made no significant changes in their reserving philosophy or claims management personnel, and they have made no significant offsetting changes in estimates that increased or decreased their loss and loss expense reserves in those years. The 2020 development represented 2.6% of the December 31, 2019 net carried reserves and resulted primarily from lower-than-expected severity in the workers' compensation and personal automobile lines of business, partially offset by higher-than-expected severity in the commercial automobile and commercial multi-peril lines of business, for accident years prior to 2020. The majority of the 2020 development related to decreases in the liability for losses and loss expenses of prior years for Atlantic States and MICO. The 2019 development represented 2.7% of the December 31, 2018 net carried reserves and resulted primarily from lower-than-expected severity in the workers' compensation line of business, partially offset by higher-than-expected severity in the commercial automobile and commercial multi-peril lines of business, for accident years prior to 2019. The majority of the 2019 development related to decreases in the liability for losses and loss expenses of prior years for Atlantic States and MICO. The 2018 development represented 9.3% of the December 31, 2017 net carried reserves and resulted primarily from higher-than-expected severity in the commercial multi-peril, personal automobile and commercial automobile lines of business, offset by lower-than-expected severity in the workers' compensation line of business, for accident years prior to 2018. The majority of the 2018 development related to increases in the liability for losses and loss expenses of prior years for Atlantic States and Southern. During 2018, our insurance subsidiaries received new information on previously-reported commercial automobile and personal automobile claims that led our insurance subsidiaries to conclude that their prior actuarial assumptions did not fully anticipate recent changes in severity and reporting trends. As a result, our insurance subsidiaries' actuaries increased their projections of the ultimate cost of our insurance subsidiaries' prior-year personal automobile and commercial automobile losses, and our insurance subsidiaries added \$17.7 million to their reserves for personal automobile and \$20.8 million to their reserves for commercial automobile for accident years prior to 2018.

Excluding the impact of severe weather events and the COVID-19 pandemic, our insurance subsidiaries have noted stable amounts in the number of claims incurred and the number of claims outstanding at period ends relative to their premium base in

## [Table of Contents](#)

recent years across most of their lines of business. However, the amount of the average claim outstanding has increased gradually over the past several years due to various factors such as rising medical loss costs and increased litigation trends. We have also experienced a general slowing of settlement rates in litigated claims. Our insurance subsidiaries could have to make further adjustments to their estimates in the future. However, on the basis of our insurance subsidiaries' internal procedures, which analyze, among other things, their prior assumptions, their experience with similar cases and historical trends such as reserving patterns, loss payments, pending levels of unpaid claims and product mix, as well as court decisions, economic conditions and public attitudes, we believe that our insurance subsidiaries have made adequate provision for their liability for losses and loss expenses.

Atlantic States' participation in the underwriting pool with Donegal Mutual exposes Atlantic States to adverse loss development on the business that Donegal Mutual contributes to the underwriting pool. However, pooled business represents the predominant percentage of the net underwriting activity of both companies, and Donegal Mutual and Atlantic States share proportionately any adverse risk development relating to the pooled business. The business in the underwriting pool is homogeneous, and each company has a pro-rata share of the entire underwriting pool. Since the predominant percentage of the business of Atlantic States and Donegal Mutual is pooled and the results shared by each company according to its participation level under the terms of the pooling agreement, the intent of the underwriting pool is to produce a more uniform and stable underwriting result from year to year for each company than either would experience individually and to spread the risk of loss between the companies.

Donegal Mutual and our insurance subsidiaries operate together as the Donegal Insurance Group and share a combined business plan designed to achieve market penetration and underwriting profitability objectives. The products our insurance subsidiaries and Donegal Mutual offer are generally complementary, thereby allowing Donegal Insurance Group to offer a broader range of products to a given market and to expand Donegal Insurance Group's ability to service an entire personal lines or commercial lines account. Distinctions within the products of Donegal Mutual and our insurance subsidiaries generally relate to specific risk profiles targeted within similar classes of business, such as preferred tier products compared to standard tier products, but we do not allocate all of the standard risk gradients to one company. Therefore, the underwriting profitability of the business the individual companies write directly will vary.

Differences between liabilities reported in our financial statements prepared on a GAAP basis and our insurance subsidiaries' financial statements prepared on a SAP basis result from anticipating salvage and subrogation recoveries for GAAP but not for SAP. These differences amounted to \$21.0 million, \$20.2 million and \$20.0 million at December 31, 2020, 2019 and 2018, respectively.

## [Table of Contents](#)

The following table sets forth a reconciliation of the beginning and ending GAAP net liability of our insurance subsidiaries for unpaid losses and loss expenses for the periods indicated:

(in thousands)	Year Ended December 31,		
	2020	2019	2018
Gross liability for unpaid losses and loss expenses at beginning of year	\$869,674	\$814,665	\$676,672
Less reinsurance recoverable	362,768	339,267	293,271
Net liability for unpaid losses and loss expenses at beginning of year	506,906	475,398	383,401
Provision for net losses and loss expenses for claims incurred in the current year	472,709	519,320	540,827
Change in provision for estimated net losses and loss expenses for claims incurred in prior years	(12,945)	(12,932)	35,631
Total incurred	459,764	506,388	576,458
Net losses and loss expense payments for claims incurred during:			
The current year	236,984	278,924	308,578
Prior years	172,497	195,956	175,883
Total paid	409,481	474,880	484,461
Net liability for unpaid losses and loss expenses at end of year	557,189	506,906	475,398
Plus reinsurance recoverable	404,818	362,768	339,267
Gross liability for unpaid losses and loss expenses at end of year	<u>\$962,007</u>	<u>\$869,674</u>	<u>\$814,665</u>

The following table sets forth the development of the liability for net unpaid losses and loss expenses of our insurance subsidiaries from 2010 to 2020. Loss data in the table includes business Atlantic States received from the underwriting pool.

“Net liability at end of year for unpaid losses and loss expenses” sets forth the estimated liability for net unpaid losses and loss expenses recorded at the balance sheet date for each of the indicated years. This liability represents the estimated amount of net losses and loss expenses for claims arising in the current and all prior years that are unpaid at the balance sheet date, including losses incurred but not reported.

The “Net liability re-estimated as of” portion of the table shows the re-estimated amount of the previously recorded liability based on experience for each succeeding year. The estimate increases or decreases as payments are made and more information becomes known about the severity of the remaining unpaid claims. For example, the 2010 liability has developed a deficiency after ten years because we expect the re-estimated net losses and loss expenses to be \$989,000 more than the estimated liability we initially established in 2010 of \$217.9 million.

The “Cumulative deficiency (excess)” shows the cumulative deficiency or excess at December 31, 2020 of the liability estimate shown on the top line of the corresponding column. A deficiency in liability means that the liability established in prior years was less than the amount of actual payments and currently re-estimated remaining unpaid liability. An excess in liability means that the liability established in prior years exceeded the amount of actual payments and currently re-estimated unpaid liability remaining.

The “Cumulative amount of liability paid through” portion of the table shows the cumulative net losses and loss expense payments made in succeeding years for net losses incurred prior to the balance sheet date. For example, the 2010 column indicates that at December 31, 2020 payments equal to \$213.3 million of the currently re-estimated ultimate liability for net losses and loss expenses of \$218.9 million had been made.

## Table of Contents

(in thousands)	Year Ended December 31,										
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Net liability at end of year for unpaid losses and loss expenses	\$217,896	\$243,015	\$250,936	\$265,605	\$292,301	\$322,054	\$347,518	\$383,401	\$475,398	\$506,906	\$557,189
Net liability re-estimated as of:											
One year later	217,728	250,611	261,294	280,074	299,501	325,043	354,139	419,032	462,466	493,961	
Two years later	217,355	255,612	268,877	281,782	299,919	329,115	375,741	413,535	450,862		
Three years later	218,449	257,349	270,473	281,666	304,855	338,118	376,060	404,902			
Four years later	218,514	256,460	270,794	284,429	307,840	339,228	372,230				
Five years later	218,202	255,660	271,954	285,130	310,354	338,020					
Six years later	217,430	256,388	272,553	287,439	310,380						
Seven years later	217,703	257,132	274,111	287,063							
Eight years later	218,173	257,935	274,472								
Nine years later	218,603	258,272									
Ten years later	218,885										
Cumulative deficiency (excess)	989	15,257	23,536	21,458	18,079	15,966	24,712	21,501	(24,536)	(12,945)	
Cumulative amount of liability paid through:											
One year later	\$ 96,202	\$119,074	\$126,677	\$131,766	\$131,779	\$149,746	\$163,005	\$175,883	\$195,956	\$172,497	
Two years later	148,140	181,288	191,208	194,169	206,637	228,506	250,678	276,331	275,993		
Three years later	178,073	217,138	225,956	233,371	251,654	274,235	306,338	317,447			
Four years later	195,948	234,392	245,094	255,451	274,248	300,715	324,628				
Five years later	203,633	241,538	254,502	265,841	287,178	309,630					
Six years later	206,731	245,774	259,437	272,431	292,327						
Seven years later	209,527	248,195	263,386	275,357							
Eight years later	210,982	250,272	265,026								
Nine years later	212,340	251,696									
Ten years later	213,333										

(in thousands)	Year Ended December 31,									
	2012	2013	2014	2015	2016	2017	2018	2019	2020	
Gross liability at end of year	\$458,827	\$495,619	\$538,258	\$578,205	\$606,665	\$676,672	\$814,665	\$869,674	\$962,007	
Reinsurance recoverable	207,891	230,014	245,957	256,151	259,147	293,271	339,266	362,768	404,818	
Net liability at end of year	250,936	265,605	292,301	322,054	347,518	383,401	475,398	506,906	557,189	
Gross re-estimated liability	492,274	519,465	560,090	592,023	629,162	692,908	782,595	838,833		
Re-estimated recoverable	217,802	232,402	249,710	254,003	256,932	288,006	331,733	344,872		
Net re-estimated liability	274,472	287,063	310,380	338,020	372,230	404,902	450,862	493,961		
Gross cumulative deficiency (excess)	33,447	23,846	21,832	13,818	22,497	16,236	(32,070)	(30,841)		

### Third-Party Reinsurance

Our insurance subsidiaries and Donegal Mutual purchase certain third-party reinsurance on a combined basis. Our insurance subsidiaries use several different reinsurers, all of which, consistent with the requirements of our insurance subsidiaries and Donegal Mutual, have an A.M. Best rating of A- (Excellent) or better or, with respect to foreign reinsurers, have a financial condition that, in the opinion of our management, is equivalent to a company with at least an A- (Excellent) rating from A.M. Best.

## [Table of Contents](#)

The external reinsurance our insurance subsidiaries and Donegal Mutual purchased for 2020 included:

- excess of loss reinsurance, under which the losses of Donegal Mutual and our insurance subsidiaries were automatically reinsured, through a series of contracts, over a set retention of \$2.0 million; and
- catastrophe reinsurance, under which Donegal Mutual and our insurance subsidiaries recovered, through a series of reinsurance agreements, 100% of an accumulation of many losses resulting from a single event, including natural disasters, over a set retention of \$15.0 million up to aggregate losses of \$185.0 million per occurrence.

For property insurance, our insurance subsidiaries had excess of loss treaties that provided for coverage of \$33.0 million per loss over a set retention of \$2.0 million. For liability insurance, our insurance subsidiaries had excess of loss treaties that provided for coverage of \$58.0 million per occurrence over a set retention of \$2.0 million. For workers' compensation insurance, our insurance subsidiaries had excess of loss treaties that provided for coverage of \$13.0 million on any one life over a set retention of \$2.0 million.

Our insurance subsidiaries and Donegal Mutual also purchased facultative reinsurance to cover certain exposures, including property exposures that exceeded the limits provided by their respective treaty reinsurance.

### **Investments**

At December 31, 2020, 99.8% of all debt securities our insurance subsidiaries held had an investment-grade rating. The investment portfolios of our insurance subsidiaries did not contain any mortgage loans or any non-performing assets at December 31, 2020.



## [Table of Contents](#)

The following table shows the composition of the debt securities (at carrying value) in the investment portfolios of our insurance subsidiaries, excluding short-term investments, by rating at December 31, 2020:

(dollars in thousands) <b>Rating<sup>(1)</sup></b>	<b>December 31, 2020</b>	
	<b>Amount</b>	<b>Percent</b>
U.S. Treasury and U.S. agency securities <sup>(2)</sup>	\$ 374,483	32.8%
Aaa or AAA	23,734	2.1
Aa or AA	315,352	27.6
A	211,456	18.5
BBB	214,719	18.8
B	2,001	0.2
Total	<u>\$1,141,745</u>	<u>100.0%</u>

(1) Ratings assigned by Moody's Investors Services, Inc. or Standard & Poor's Corporation.

(2) Includes mortgage-backed securities of \$249.2 million.

---

[Table of Contents](#)

Our insurance subsidiaries invest in both taxable and tax-exempt securities as part of their strategy to maximize after-tax income. Tax-exempt securities made up approximately 22.9%, 18.7% and 19.7% of the fixed-maturity securities in the combined investment portfolios of our insurance subsidiaries at December 31, 2020, 2019 and 2018, respectively.

## Table of Contents

The following table shows the classification of our investments and the investments of our insurance subsidiaries at December 31, 2020, 2019 and 2018 (at carrying value):

	December 31,					
	2020		2019		2018	
(dollars in thousands)	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
Fixed maturities <sup>(1)</sup> :						
Held to maturity:						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 77,435	6.3%	\$ 82,916	7.5%	\$ 76,223	7.4%
Obligations of states and political subdivisions	312,319	25.6	204,634	18.4	159,292	15.5
Corporate securities	173,270	14.2	156,399	14.1	127,010	12.3
Mortgage-backed securities	23,585	1.9	32,145	2.9	40,274	3.9
Total held to maturity	<u>586,609</u>	<u>48.0</u>	<u>476,094</u>	<u>42.9</u>	<u>402,799</u>	<u>39.1</u>
Available for sale:						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	47,815	3.9	19,364	1.7	44,210	4.3
Obligations of states and political subdivisions	68,965	5.7	56,796	5.1	75,216	7.3
Corporate securities	212,708	17.4	159,244	14.3	137,833	13.4
Mortgage-backed securities	225,648	18.5	329,548	29.7	269,299	26.1
Total available for sale	<u>555,136</u>	<u>45.5</u>	<u>564,952</u>	<u>50.8</u>	<u>526,558</u>	<u>51.1</u>
Total fixed maturities	1,141,745	93.5	1,041,046	93.7	929,357	90.2
Equity securities <sup>(2)</sup>	58,556	4.8	55,477	5.0	43,667	4.2
Investment in affiliate <sup>(3)</sup>	—	—	—	—	41,026	4.0
Short-term investments <sup>(4)</sup>	20,901	1.7	14,030	1.3	16,749	1.6
Total investments	<u>\$1,221,202</u>	<u>100.0%</u>	<u>\$1,110,553</u>	<u>100.0%</u>	<u>\$1,030,799</u>	<u>100.0%</u>

---

## [Table of Contents](#)

- (1) We refer to Notes 1 and 4 to our Consolidated Financial Statements. We value those fixed maturities we classify as held to maturity at amortized cost; we value those fixed maturities we classify as available for sale at fair value. The total fair value of fixed maturities we classified as held to maturity was \$632.6 million at December 31, 2020, \$500.3 million at December 31, 2019 and \$405.0 million at December 31, 2018. The amortized cost of fixed maturities we classified as available for sale was \$535.0 million at December 31, 2020, \$556.8 million at December 31, 2019 and \$535.1 million at December 31, 2018.
- (2) We value equity securities at fair value. The total cost of equity securities was \$42.4 million at December 31, 2020, \$43.4 million at December 31, 2019 and \$40.9 million at December 31, 2018.
- (3) We valued our investment in our affiliate at cost, adjusted for our share of earnings and losses of our affiliate as well as changes in equity of our affiliate due to unrealized gains and losses.
- (4) We value short-term investments at cost, which approximates fair value.

## [Table of Contents](#)

The following table sets forth the maturities (at carrying value) in the fixed maturity portfolio of our insurance subsidiaries at December 31, 2020, 2019 and 2018:

(dollars in thousands)	December 31,					
	2020		2019		2018	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
Due in <sup>(1)</sup> :						
One year or less	\$ 73,166	6.4%	\$ 29,209	2.8%	\$ 39,282	4.2%
Over one year through three years	85,805	7.5	71,738	6.9	74,773	8.1
Over three years through five years	111,258	9.8	93,982	9.0	84,987	9.1
Over five years through ten years	341,947	30.0	297,836	28.6	256,267	27.6
Over ten years through fifteen years	139,604	12.2	116,368	11.2	117,875	12.7
Over fifteen years	140,732	12.3	70,220	6.8	46,600	5.0
Mortgage-backed securities	249,233	21.8	361,693	34.7	309,573	33.3
	<u>\$1,141,745</u>	<u>100.0%</u>	<u>\$1,041,046</u>	<u>100.0%</u>	<u>\$929,357</u>	<u>100.0%</u>

(1) Based on stated maturity dates with no prepayment assumptions. Actual maturities will differ because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

## [Table of Contents](#)

As shown above, our insurance subsidiaries held investments in mortgage-backed securities having a carrying value of \$249.2 million at December 31, 2020. The mortgage-backed securities consist primarily of investments in governmental agency balloon pools with stated maturities between one and 37 years. The stated maturities of these investments limit the exposure of our insurance subsidiaries to extension risk in the event that interest rates rise and prepayments decline. Our insurance subsidiaries perform an analysis of the underlying loans when evaluating a mortgage-backed security for purchase, and they select those securities that they believe will provide a return that properly reflects the prepayment risk associated with the underlying loans.

The following table sets forth the investment results of our insurance subsidiaries for the years ended December 31, 2020, 2019 and 2018:

(dollars in thousands)	Year Ended December 31,		
	2020	2019	2018
Invested assets <sup>(1)</sup>	\$1,165,878	\$1,070,676	\$1,018,334
Investment income <sup>(2)</sup>	29,504	29,515	26,908
Average yield	2.5%	2.8%	2.6%
Average tax-equivalent yield	2.7	2.9	2.8

(1) Average of the aggregate invested amounts at the beginning and end of the period.

(2) Investment income is net of investment expenses and does not include investment gains or losses or provision for income taxes.

### **A.M. Best Rating**

Donegal Mutual and our insurance subsidiaries have an A.M. Best rating of A (Excellent), based upon the respective current financial condition and historical statutory results of operations of Donegal Mutual and our insurance subsidiaries. We believe that the A.M. Best rating of Donegal Mutual and our insurance subsidiaries is an important factor in their marketing of their products to their agents and customers. A.M. Best's ratings are industry ratings based on a comparative analysis of the financial condition and operating performance of insurance companies. A.M. Best's classifications are A++ and A+ (Superior), A and A- (Excellent), B++ and B+ (Good), B and B- (Fair), C++ and C+ (Marginal), C and C- (Weak), D (Poor), E (Under Regulatory Supervision), F (Liquidation) and S (Suspended). A.M. Best bases its ratings upon factors relevant to the payment of claims of policyholders and are not directed toward the protection of investors in insurance companies. According to A.M. Best, the "Excellent" rating that the Donegal Insurance Group maintains is assigned to those companies that, in A.M. Best's opinion, have an excellent ability to meet their ongoing insurance obligations.

### **Regulation**

The supervision and regulation of insurance companies consists primarily of the laws and regulations of the various states in which the insurance companies transact business, with the primary regulatory authority being the insurance regulatory authorities in the state of domicile of the insurance company. Such supervision and regulation relate to numerous aspects of an insurance company's business and financial condition. The primary purpose of such supervision and regulation is the protection of policyholders. The authority of the state insurance departments includes the establishment of standards of solvency that insurers must meet and maintain, the licensing of insurers and insurance agents to do business, the nature of, and limitations on, investments, premium rates for property and casualty insurance, the provisions that insurers must make for current losses and future liabilities, the deposit of securities for the benefit of policyholders, the approval of policy forms, notice requirements for the cancellation of policies and the approval of certain changes in control. State insurance departments also conduct periodic examinations of the affairs of insurance companies and require the filing of annual and other reports relating to the financial condition of insurance companies.

## [Table of Contents](#)

In addition to state-imposed insurance laws and regulations, the National Association of Insurance Commissioners, or the NAIC, maintains a risk-based capital system, or RBC, for assessing the adequacy of the statutory capital and surplus of insurance companies that augments the states' current fixed dollar minimum capital requirements for insurance companies. At December 31, 2020, our insurance subsidiaries and Donegal Mutual each exceeded the minimum levels of statutory capital the RBC rules require by a substantial margin.

Generally, every state has guaranty fund laws under which insurers licensed to do business in that state can be assessed on the basis of premiums written by the insurer in that state in order to fund policyholder liabilities of insolvent insurance companies. Under these laws in general, an insurer is subject to assessment, depending upon its market share of a given line of business, to assist in the payment of policyholder claims against insolvent insurers. Our insurance subsidiaries and Donegal Mutual have made accruals for their portion of assessments related to such insolvencies based upon the most current information furnished by the guaranty associations.

We are part of an insurance holding company system of which Donegal Mutual is the ultimate controlling person. All of the states in which our insurance companies and Donegal Mutual maintain a domicile have legislation that regulates insurance holding company systems. Each insurance company in the insurance holding company system must register with the insurance supervisory agency of its state of domicile and furnish information concerning the operations of companies within the insurance holding company system that may materially affect the operations, management or financial condition of the insurers within the system. Pursuant to these laws, the respective insurance departments in which our subsidiaries and Donegal Mutual maintain a domicile may examine our insurance subsidiaries or Donegal Mutual at any time, require disclosure of material transactions by the holding company with another member of the insurance holding company system and require prior notice or prior approval of certain transactions, such as "extraordinary dividends" from the insurance subsidiaries to the holding company. We have insurance subsidiaries domiciled in Michigan, Pennsylvania and Virginia.

The Pennsylvania Insurance Holding Companies Act, which generally applies to Donegal Mutual, us and our insurance subsidiaries, requires that all transactions within an insurance holding company system to which an insurer is a party must be fair and reasonable and that any charges or fees for services performed must be reasonable. Any management agreement, service agreement, cost sharing arrangement and material reinsurance agreement must be filed with the Pennsylvania Insurance Department, or the Department, and is subject to the Department's review. We have filed with the Department the pooling agreement between Donegal Mutual and Atlantic States that established the underwriting pool and all material agreements between Donegal Mutual and our insurance subsidiaries.

Approval of the applicable insurance commissioner is also required prior to consummation of transactions affecting the control of an insurer. In virtually all states, including the states where our insurance subsidiaries are domiciled, the acquisition of 10% or more of the outstanding capital stock of an insurer or its holding company or the intent to acquire such an interest creates a rebuttable presumption of a change in control. Pursuant to an order issued in April 2003, the Department approved Donegal Mutual's ownership of up to 70% of our outstanding Class A common stock and Donegal Mutual's ownership of up to 100% of our outstanding Class B common stock.

Our insurance subsidiaries have the legal obligation under state insurance laws to participate in involuntary insurance programs for automobile insurance, as well as other property and casualty insurance lines, in the states in which they conduct business. These programs include joint underwriting associations, assigned risk plans, fair access to insurance requirements plans, reinsurance facilities, windstorm plans and tornado plans. Legislation establishing these programs requires all companies that write lines covered by these programs to provide coverage, either directly or through reinsurance, for insureds who are unable to obtain insurance in the voluntary market. The legislation creating these programs usually allocates a pro rata portion of risks attributable to such insureds to each company on the basis of the direct premiums it has written in that state or the number of automobiles it insures in that state. Generally, state law requires participation in these programs as a condition to obtaining a certificate of authority. Our loss ratio on insurance we write under these involuntary programs has traditionally been significantly greater than our loss ratio on insurance we voluntarily write in those states.

## [Table of Contents](#)

Regulatory requirements, including RBC requirements, may impact our insurance subsidiaries' ability to pay dividends. The amount of statutory capital and surplus necessary for our insurance subsidiaries to satisfy regulatory requirements, including RBC requirements, was not significant in relation to our insurance subsidiaries' statutory capital and surplus at December 31, 2020. Generally, the maximum amount that one of our insurance subsidiaries may pay to us as ordinary dividends during any year after notice to, but without prior approval of, the insurance commissioner of its domiciliary state is limited to a stated percentage of that subsidiary's statutory capital and surplus at December 31 of the preceding fiscal year or the net income of that subsidiary for its preceding fiscal year. Our insurance subsidiaries paid dividends to us of \$14.0 million, \$4.0 million and \$11.0 million in 2020, 2019 and 2018, respectively. At December 31, 2020, the amount of ordinary dividends our insurance subsidiaries could pay to us during 2021, without the prior approval of their respective domiciliary insurance commissioners, is shown in the following table.

<u>Name of Insurance Subsidiary</u>	<u>Ordinary Dividend Amount</u>
Atlantic States	\$ 27,979,670
MICO	12,236,054
Peninsula	10,907,098
Southern	300,409
Total	<u>\$ 51,423,231</u>

### **Donegal Mutual Insurance Company**

Donegal Mutual organized as a mutual fire insurance company in Pennsylvania in 1889. At December 31, 2020, Donegal Mutual had admitted assets of \$759.5 million and policyholders' surplus of \$319.4 million. At December 31, 2020, Donegal Mutual had total liabilities of \$440.1 million, including reserves for net losses and loss expenses of \$187.4 million and unearned premiums of \$89.2 million. Donegal Mutual's investment portfolio of \$423.0 million at December 31, 2020 consisted primarily of investment-grade bonds of \$183.0 million and its investment in our Class A common stock and our Class B common stock. At December 31, 2020, Donegal Mutual owned 10,267,692 shares, or approximately 42%, of our Class A common stock, which Donegal Mutual carried on its books at \$146.7 million, and 4,654,339 shares, or approximately 84%, of our Class B common stock, which Donegal Mutual carried on its books at \$66.5 million. We present Donegal Mutual's financial information in accordance with SAP as the NAIC Accounting Practices and Procedures Manual requires. Donegal Mutual does not, nor is it required to, prepare financial statements in accordance with GAAP.

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

This Form 10-K Report and the documents we incorporate by reference in this Form 10-K Report contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include certain discussions relating to underwriting, premium and investment income volumes, business strategies, reserves, profitability and business relationships and our other business activities during 2020 and beyond. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expect," "plan," "intend," "anticipate," "believe," "estimate," "objective," "project," "predict," "potential," "goal" and similar expressions. These forward-looking statements reflect our current views about future events and our current assumptions, and are subject to known and unknown risks and uncertainties that may cause our results, performance or achievements to differ materially from those we anticipate or imply by our forward-looking statements. We cannot control or predict many of the factors that could determine our future financial condition or results of operations. Such factors may include those we describe under "Risk Factors." The forward-looking statements contained in this Form 10-K Report reflect our views and assumptions only as of the date of this Form 10-K Report. Except as required by law, we do not intend to update, and we assume no responsibility for updating, any forward-looking statements we have made. We qualify all of our forward-looking statements by these cautionary statements.



**Item 1A. Risk Factors.**

**Risk Factors**

***Risks Relating to the Property and Casualty Insurance Industry***

***Industry trends, such as increasing loss severity due to higher rates of litigation against the insurance industry and individual insurers, the willingness of courts to expand covered causes of loss, rising jury awards, escalating medical costs and other factors may contribute to increased costs and result in ultimate loss settlements that exceed the reserves of our insurance subsidiaries.***

Loss severity in the property and casualty insurance industry has increased in recent years, principally driven by factors such as distracted driving, larger court judgments, higher jury awards and increasing medical and automobile repair costs. In addition, many classes of complainants have brought legal actions and proceedings that tend to increase the size of judgments. The propensity of policyholders and third-party claimants to litigate and the willingness of courts to expand causes of loss and the size of awards, to eliminate exclusions and to increase coverage limits may result in ultimate settlements of current and future losses that exceed the loss reserves of our insurance subsidiaries.

***Our insurance subsidiaries are subject to catastrophe losses and losses from other severe weather events, which are unpredictable and may adversely affect our results of operations, liquidity and financial condition.***

Our property and casualty insurance operations expose us to claims arising from catastrophic events affecting multiple policyholders. Such catastrophic events consist of various natural disasters, including, but not limited to, hurricanes, tropical storms, tornadoes, windstorms, hailstorms, fires and wildfires, landslides, earthquakes, severe winter weather events and man-made disasters such as terrorist attacks, explosions and infrastructure failures. Historically, our insurance subsidiaries have experienced weather-related losses from hurricanes and tropical storms in Mid-Atlantic and Southern states, tornadoes and hailstorms in Mid-Atlantic, Midwestern and Southern states and severe winter weather events in Mid-Atlantic, Midwestern and New England states.

Losses from catastrophic events are a function of both the extent of our insurance subsidiaries' exposures, the frequency and severity of the events themselves and the level of reinsurance coverage our insurance subsidiaries purchase. Our ability to appropriately manage catastrophe risk depends partially on catastrophe models, which may be affected by inaccurate or incomplete data, the uncertainty of the frequency and severity of future events and the uncertain impact of climate change. The underwriting results of our insurance subsidiaries are subject to weather and other conditions that may adversely affect our financial condition, liquidity or results of operations. Because the occurrence and severity of catastrophes are inherently unpredictable and may vary significantly from year to year and region to region, our historical results of operations may not be indicative of our future results of operations. Our insurance subsidiaries seek to reduce their exposure to catastrophe losses through their underwriting strategies and their purchase of catastrophe reinsurance. Nevertheless, reinsurance may prove inadequate under certain circumstances.

The increased frequency and severity of weather-related catastrophes and other losses, such as from wildfires, incurred by the industry in 2020 and in prior years may be indicative of changing weather patterns due to climate change. While the emerging science regarding climate change and its connection to extreme weather events continues to be studied, climate change, to the extent it produces rising temperatures and changes in weather patterns, could affect the frequency and severity of weather events and wildfires and thus impact the affordability and availability of catastrophe reinsurance coverage for our insurance subsidiaries. In particular, increased weather-related catastrophes in the states in which our insurance subsidiaries operate would lead to higher overall losses if they were unable to offset such losses through pricing actions.

***Our insurance subsidiaries must establish premium rates and loss and loss expense reserves from forecasts of the ultimate costs they expect will arise from risks underwritten during the policy period, and the profitability of our insurance subsidiaries could be adversely affected if their premium rates or reserves are insufficient to satisfy their ultimate costs.***

One of the distinguishing features of the property and casualty insurance industry is that it prices its products before it knows its costs, since insurers generally establish their premium rates before they know the amount of losses they will incur. Accordingly, our insurance subsidiaries establish premium rates from forecasts of the ultimate costs they expect to arise from risks they have underwritten during the policy period. These premium rates may not be sufficient to cover the ultimate losses our insurance subsidiaries incur. Further, our insurance subsidiaries must establish reserves for losses and loss expenses as balance sheet liabilities based upon estimates involving actuarial and statistical projections at a given time of what our insurance subsidiaries expect their ultimate liability to be. Significant periods of time often elapse between the occurrence of an insured loss, the reporting of the loss and the settlement of that loss. It is possible that our insurance subsidiaries' ultimate liability could exceed these estimates because of the future development of known losses, the existence of losses that have occurred but are currently unreported and larger than historical settlements of pending and unreported claims. The process of estimating reserves is inherently judgmental and can be influenced by a number of factors, including the following:

- trends in claim frequency and severity;
- changes in operations;
- emerging economic and social trends;
- inflation; and
- changes in the regulatory and litigation environments.

If our insurance subsidiaries determine that their reserves are insufficient to cover their ultimate liability, they will increase their reserves. An increase in reserves results in an increase in losses and a reduction in net income for the period in which our insurance subsidiaries recognize a deficiency in reserves. Accordingly, an increase in reserves may adversely impact the business, liquidity, financial condition and results of operations of our insurance subsidiaries.

***The financial results of our insurance subsidiaries depend primarily on their ability to underwrite risks effectively and to charge adequate rates to policyholders.***

The financial condition, cash flows and results of operations of our insurance subsidiaries depend on their ability to underwrite and set rates accurately for a full spectrum of risks across a number of lines of insurance. Rate adequacy is necessary to generate sufficient premium to pay losses, loss adjustment expenses and underwriting expenses and to realize a profit.

The ability to underwrite and set rates effectively is subject to a number of risks and uncertainties, including:

- the availability of sufficient, reliable data;
- the ability to conduct a complete and accurate analysis of available data;
- the ability to recognize in a timely manner changes in trends and to project both the severity and frequency of losses with reasonable accuracy;
- uncertainties generally inherent in estimates and assumptions;

## Table of Contents

- the ability to project changes in certain operating expense levels with reasonable certainty;
- the development, selection and application of appropriate rating formulae or other pricing methodologies;
- the effective development and appropriate use of modeling tools to assist with correctly and consistently achieving the intended results in underwriting and pricing;
- the ability to innovate with new pricing strategies and the success of those innovations on implementation;
- the ability to secure regulatory approval of premium rates on an adequate and timely basis;
- the ability to predict policyholder retention accurately;
- unanticipated court decisions, legislation or regulatory action;
- unanticipated changes in our claim settlement practices;
- changes in driving patterns for auto exposures;
- changes in weather patterns for property exposures;
- changes in the medical sector of the economy that impact bodily injury loss costs;
- changes in auto repair costs, auto parts prices and used car prices;
- the impact of emerging technologies, including driver assistance technologies and autonomous vehicles, on pricing, insurance coverages and loss costs;
- the impact of inflation and other factors on the cost and availability of construction materials and labor;
- the ability to monitor property concentration in catastrophe-prone areas, such as hurricane, earthquake and wind/hail regions; and
- the general state of the economy in the states in which our insurance subsidiaries operate.

Such risks may result in our insurance subsidiaries basing their premium rates on inadequate or inaccurate data or inappropriate assumptions or methodologies and may cause our estimates of future changes in the frequency or severity of claims to be incorrect. As a result, our insurance subsidiaries could underprice risks, which would negatively affect our margins, or our insurance subsidiaries could overprice risks, which could reduce their premium volume and competitiveness. In either event, underpricing or overpricing risks could adversely impact our operating results, financial condition and cash flows.

***The pace of innovation within the insurance industry is rapidly increasing, and our insurance subsidiaries may be unable to effectively implement new technologies and anticipate changes in customer preferences and insurance needs, which could put our insurance subsidiaries at a competitive disadvantage and adversely affect their future profitability.***

Innovation, recent technological developments, changing customer demographics and preferences and emerging technologies are greatly impacting the insurance industry. Our insurance subsidiaries compete with much larger insurers that are focused on implementing technology and innovative solutions to select and price risks, enhance the experience of their customers and improve their operations. If our insurance subsidiaries are unable to anticipate changes in customer expectations and keep pace with the technological changes their competitors implement, our insurance subsidiaries may not be able to attract and maintain quality accounts, adequately price risks or operate as efficiently as their competitors. In addition, emerging

## [Table of Contents](#)

technologies such as autonomous vehicles, driver-assistance and accident avoidance features on vehicles, sensor technology and other forms of automation may reduce the future need for, or decrease the future pricing of, the insurance products our insurance subsidiaries offer.

***Loss or significant restriction of the use of credit scoring in the pricing and underwriting of the personal lines insurance products by our insurance subsidiaries could adversely affect their future profitability.***

Our insurance subsidiaries use credit scoring as a factor in making risk selection and pricing decisions for personal lines insurance products where allowed by state law. There is increasing regulatory debate as to whether use of credit scoring unfairly discriminates against people with low incomes, minority groups and the elderly. Consumer groups and regulators often call for the prohibition or restriction on the use of credit scoring in underwriting and pricing. Laws or regulations that significantly curtail the use of credit scoring in the underwriting process could reduce the future profitability of our insurance subsidiaries.

***Changes in applicable insurance laws or regulations or changes in the way insurance regulators administer those laws or regulations could adversely affect the operating environment of our insurance subsidiaries and increase their exposure to loss or put them at a competitive disadvantage.***

Property and casualty insurers are subject to extensive supervision in their domiciliary states and in the states in which they do business. This regulatory oversight includes matters relating to:

- licensing and examination;
- approval of premium rates;
- market conduct;
- policy forms;
- limitations on the nature and amount of certain investments;
- claims practices;
- mandated participation in involuntary markets and guaranty funds;
- reserve adequacy;
- insurer solvency;
- transactions between affiliates;
- the amount of dividends that insurers may pay; and
- restrictions on underwriting standards.

Such regulation and supervision are primarily for the benefit and protection of policyholders rather than stockholders.

The NAIC and state insurance regulators re-examine existing laws and regulations from time to time, specifically focusing on areas such as:

- insurance company investments;

## [Table of Contents](#)

- issues relating to the solvency of insurance companies;
- risk-based capital guidelines;
- restrictions on the terms and conditions included in insurance policies;
- certain methods of accounting;
- reserves for unearned premiums, losses and other purposes;
- the values at which insurance companies may carry investment securities and the definition of other-than-temporary impairment of investment securities; and
- interpretations of existing laws and the development of new laws.

Changes in state laws and regulations, as well as changes in the way state regulators view related-party transactions in particular, could change the operating environment of our insurance subsidiaries and have an adverse effect on their business.

***Insurance companies are subject to assessments, based on their market share in a given line of business, to assist in the payment of unpaid claims and related costs of insolvent insurance companies. Such assessments could adversely affect the financial condition of our insurance subsidiaries.***

Our insurance subsidiaries are subject to assessments pursuant to the guaranty fund laws of the various states in which they conduct business. Generally, under these laws, our insurance subsidiaries can be assessed, depending upon the market share of our insurance subsidiaries in a given line of insurance business, to assist in the payment of unpaid claims and related costs of insolvent insurance companies in those states. For example, our insurance subsidiaries were assessed approximately \$800,000 in 2018 pursuant to the guaranty fund laws of Pennsylvania to assist in the payment of unpaid claims and related costs of insolvent insurance companies in that state. We cannot predict the number and magnitude of future insurance company failures in the states in which our insurance subsidiaries conduct business, but future assessments could adversely affect the business, financial condition and results of operations of our insurance subsidiaries.

***Risks Relating to Us and Our Business***

***The emergence of COVID-19 has affected the business operations of our insurance subsidiaries and Donegal Mutual, and economic disruption related to the ongoing COVID-19 pandemic may adversely affect our revenues, profitability, results of operations, cash flows, liquidity and financial condition.***

During 2020, the COVID-19 pandemic resulted in significant disruptions in economic activity throughout our operating regions. We cannot predict at this time the ultimate impact that the economic and financial disruption related to the ongoing COVID-19 pandemic or any other future pandemic will have on us. Risks related to COVID-19 or a future pandemic include, but are not limited to, the following:

- The business operations or a specific operational function of our insurance subsidiaries and Donegal Mutual could be disrupted by the illness of significant numbers of their employees and remedial efforts that would be required upon discovery of exposure to a communicable illness within their facilities.
- The business operations of our insurance subsidiaries and Donegal Mutual are dependent upon technology systems for which regular physical access is required to maintain critical operational capabilities. The business operations of our insurance subsidiaries and Donegal Mutual would be adversely impacted by government mandates requiring closure of facilities where those technology systems are located or restricting physical access to such facilities.
- The revenues of our insurance subsidiaries and Donegal Mutual may decrease as a result of reduced demand for their insurance products as economic disruption adversely impacts current and potential insurance customers.
- Our insurance subsidiaries and Donegal Mutual may incur an increase in their losses and loss expenses in certain lines of business as a result of COVID-19 or a future pandemic and related economic disruption, and such losses and loss expenses may exceed the reserves our insurance subsidiaries and Donegal Mutual have established or may establish in the future.
- Our insurance subsidiaries and Donegal Mutual may incur increased costs related to legal disputes over policy coverages or exclusions and their defense against litigation related to COVID-19 or a future pandemic.
- Legislative, judicial and regulatory actions may expand coverage definitions, retroactively mandate coverage or otherwise require our insurance subsidiaries and Donegal Mutual to pay losses for damages that their policies explicitly excluded or did not intend to cover.
- Legislative, judicial and regulatory actions may require our insurance subsidiaries and Donegal Mutual to reduce or refund premiums, suspend cancellation of policies for non-payment of premiums or otherwise grant extended grace periods and time allowances for the payment of premium balances due to them.
- Our insurance subsidiaries and Donegal Mutual may not be able to collect premium balances due to them, resulting in reduced operating cash flows and an increase in premium write-offs that would increase their operating expenses.
- Our insurance subsidiaries may suffer declines in the market values of their investments as a result of financial market volatility related to pandemic concerns and related economic disruption.
- Our insurance subsidiaries may experience declines in investment income as a result of lower interest rates that may be available upon reinvestment of the proceeds of maturing investments.
- Economic disruption related to COVID-19 or a future pandemic could result in significant declines in the credit quality of issuers, ratings downgrades or changes in financial market conditions and regulatory changes that might adversely impact the value of the fixed-maturity investments that our insurance subsidiaries own.

## [Table of Contents](#)

***Donegal Mutual is our controlling stockholder. Donegal Mutual and its directors and executive officers have potential conflicts of interest between the best interests of our stockholders and the best interests of the policyholders of Donegal Mutual.***

Donegal Mutual controls the election of all of the members of our board of directors. Six of the eleven members of our board of directors are also directors of Donegal Mutual. Donegal Mutual and we share the same executive officers. These common directors and executive officers have a fiduciary duty to our stockholders and also have a fiduciary duty to the policyholders of Donegal Mutual. Among the potential conflicts of interest that could arise from these separate fiduciary duties are the following:

- We and Donegal Mutual periodically review the percentage participation of Atlantic States and Donegal Mutual in the underwriting pool that Donegal Mutual and Atlantic States have maintained since 1986;
- Our insurance subsidiaries and Donegal Mutual annually review and then establish the terms of certain reinsurance agreements between our insurance subsidiaries and Donegal Mutual;
- We and Donegal Mutual periodically allocate certain shared expenses among ourselves and our insurance subsidiaries in accordance with various inter-company expense-sharing agreements; and
- We and our insurance subsidiaries may enter into other transactions or contractual relationships with Donegal Mutual.

***Donegal Mutual has sufficient voting power to determine the outcome of substantially all matters submitted to our stockholders for approval.***

Each share of our Class A common stock has one-tenth of a vote per share and generally votes as a single class with our Class B common stock. Each share of our Class B common stock has one vote per share and generally votes as a single class with our Class A common stock. Donegal Mutual has the right to vote approximately 71% of the combined voting power of our Class A common stock and our Class B common stock and has sufficient voting control to and has acted to:

- elect all of the members of our board of directors, who determine our management and policies; and
- control the outcome of any corporate transaction or other matter submitted to a vote of our stockholders for approval, including mergers or other acquisition proposals and the sale of all or substantially all of our assets, in each case regardless of how all of our stockholders other than Donegal Mutual vote their shares.

The interests of Donegal Mutual in maintaining this greater-than-majority voting control of us may have an adverse effect on the price of our Class A common stock and the price of our Class B common stock because of the absence of any potential “takeover” premium and may, therefore, be inconsistent with the interests of our stockholders other than Donegal Mutual.

***Donegal Mutual’s majority voting control of us, certain provisions of our certificate of incorporation and by-laws and certain provisions of Delaware law make it remote that anyone could acquire actual control of us unless Donegal Mutual were in favor of another person’s acquisition of control of us.***

Donegal Mutual’s majority voting control of us, certain anti-takeover provisions in our certificate of incorporation and by-laws and certain provisions of the Delaware General Corporation Law, or the DGCL, could delay or prevent the removal of members of our board of directors and could make a merger, tender offer or proxy contest involving us more expensive as well as unlikely to succeed, even if such events were in the best interests of our stockholders other than Donegal Mutual. These factors could also discourage a third party from attempting to acquire control of us. In particular, our certificate of incorporation and by-laws include the following anti-takeover provisions:

## Table of Contents

- our board of directors is classified into three classes, so that our stockholders elect only one-third of the members of our board of directors each year;
- our stockholders may remove our directors only for cause;
- our stockholders may not take stockholder action except at an annual or special meeting of our stockholders;
- the request of stockholders holding at least 20% of the combined voting power of our Class A common stock and our Class B common stock is required for a stockholder to call a special meeting of our stockholders;
- our by-laws require that stockholders provide advance notice to us to nominate candidates for election to our board of directors or to propose any other item of stockholder business at a stockholders' meeting;
- we do not permit cumulative voting rights in the election of our directors;
- our certificate of incorporation does not provide for preemptive rights in connection with any issuance of securities by us; and
- our board of directors may issue, without stockholder approval unless otherwise required by law, preferred stock with such terms as our board of directors may determine.

***We have authorized preferred stock that we could issue without stockholder approval to make it more difficult for a third party to acquire us.***

We have 2.0 million authorized shares of preferred stock that we could issue in one or more series without further stockholder approval, unless the DGCL or the rules of the NASDAQ Global Select Market otherwise require, and upon such terms and conditions, and having such rights, privileges and preferences, as our board of directors may determine. Our potential issuance of preferred stock may make it more difficult for a third party to acquire control of us.

***Because we are an insurance holding company, no person can acquire or seek to acquire a 10% or greater interest in us without first obtaining approval of the insurance commissioners of the states of domicile of each of our insurance subsidiaries.***

We own insurance subsidiaries domiciled in the states of Michigan, Pennsylvania and Virginia, and Donegal Mutual owns or controls insurance companies domiciled in Georgia and New Mexico. The insurance laws of each of these states provide that no person can acquire or seek to acquire a 10% or greater interest in us without first filing specified information with the insurance commissioners of those states and obtaining the prior approval of the proposed acquisition of a 10% or greater interest in us by each of the state insurance commissioners based on statutory standards designed to protect the safety and soundness of us and our insurance subsidiaries.

***Our insurance subsidiaries and Donegal Mutual currently conduct business in a limited number of states, with a concentration of business in Pennsylvania, Michigan, Maryland, Georgia and Virginia. Any single catastrophe occurrence or other condition affecting losses in these states could adversely affect the results of operations of our insurance subsidiaries.***

Our insurance subsidiaries and Donegal Mutual conduct business in 24 states located primarily in the Mid-Atlantic, Midwestern, New England, Southern and Southwestern states. A substantial portion of their business consists of private passenger and commercial automobile, homeowners, commercial multi-peril and workers' compensation insurance in Pennsylvania, Michigan, Maryland, Georgia and Virginia. While our insurance subsidiaries and Donegal Mutual actively manage their respective exposure to catastrophes through their underwriting processes and the purchase of reinsurance, a single catastrophic occurrence, destructive weather pattern, general economic trend, terrorist attack, regulatory development or other



## [Table of Contents](#)

condition affecting one or more of the states in which our insurance subsidiaries conduct substantial business could materially adversely affect their business, financial condition and results of operations. Common catastrophic events include hurricanes, earthquakes, tornadoes, wind and hailstorms, fires, explosions and severe winter storms.

***If the independent agents who market the products of our insurance subsidiaries and Donegal Mutual do not maintain their current levels of premium writing with us and Donegal Mutual, fail to comply with established underwriting guidelines of our insurance subsidiaries and Donegal Mutual or otherwise inappropriately market the products of our insurance subsidiaries and Donegal Mutual, the business, financial condition and results of operations of our insurance subsidiaries could be adversely affected.***

Our insurance subsidiaries and Donegal Mutual market their insurance products solely through a network of approximately 2,300 independent insurance agencies. This agency distribution system is one of the most important components of the competitive profile of our insurance subsidiaries and Donegal Mutual. As a result, our insurance subsidiaries and Donegal Mutual depend to a material extent upon their independent agents, each of whom has the authority to bind one or more of our insurance subsidiaries or Donegal Mutual to insurance coverage. To the extent that such independent agents' marketing efforts fail to result in the maintenance of their current levels of volume and quality or they bind our insurance subsidiaries or Donegal Mutual to unacceptable insurance risks, fail to comply with the established underwriting guidelines of our insurance subsidiaries and Donegal Mutual or otherwise inappropriately market the products of our insurance subsidiaries and Donegal Mutual, the business, financial condition and results of operations of our insurance subsidiaries could suffer.

***The business of our insurance subsidiaries and Donegal Mutual may not continue to grow and may be materially adversely affected if our insurance subsidiaries and Donegal Mutual cannot retain existing, and attract new, independent agents or if insurance consumers increase their use of insurance distribution channels other than independent agents.***

The ability of our insurance subsidiaries and Donegal Mutual to retain existing, and to attract new, independent agents is essential to the continued growth of the business of our insurance subsidiaries and Donegal Mutual. If independent agents find it easier to do business with the competitors of our insurance subsidiaries and Donegal Mutual, our insurance subsidiaries and Donegal Mutual could find it difficult to retain their existing business or to attract new business. While our insurance subsidiaries and Donegal Mutual believe they maintain good relationships with the independent agents they have appointed, our insurance subsidiaries and Donegal Mutual cannot be certain that these independent agents will continue to sell the products of our insurance subsidiaries and Donegal Mutual to the consumers these independent agents represent. Some of the factors that could adversely affect the ability of our insurance subsidiaries and Donegal Mutual to retain existing, and attract new, independent agents include:

- the significant competition among insurance companies to attract independent agents;
- the labor-intensive and time-consuming process of selecting new independent agents;
- the insistence of our insurance subsidiaries and Donegal Mutual that independent agents adhere to certain standards;
- the ability of our insurance subsidiaries and Donegal Mutual to pay competitive and attractive commissions, bonuses and other incentives to independent agents; and
- the ongoing consolidation of independent agencies, which may result in the acquisition of independent agencies from which our insurance subsidiaries and Donegal Mutual currently receive business by larger entities with which our insurance subsidiaries and Donegal Mutual do not have business relationships.

While our insurance subsidiaries and Donegal Mutual sell insurance to policyholders solely through their network of independent agencies, many competitors of our insurance subsidiaries and Donegal Mutual sell insurance through a variety of

## [Table of Contents](#)

delivery methods, including independent agencies, captive agencies and direct sales. To the extent that current and potential policyholders change their distribution channel preference, the business, financial condition and results of operations of our insurance subsidiaries may be adversely affected.

***We are dependent on dividends from our insurance subsidiaries for the payment of our operating expenses and dividends to our stockholders; however, there are regulatory restrictions and business considerations that may limit the amount of dividends our insurance subsidiaries may pay to us.***

As a holding company, we rely primarily on dividends from our insurance subsidiaries as a source of funds to meet our corporate obligations and to pay dividends to our stockholders. The amount of dividends our insurance subsidiaries can pay to us is subject to regulatory restrictions and depends on the amount of surplus our insurance subsidiaries maintain. From time to time, the NAIC and various state insurance regulators consider modifying the method of determining the amount of dividends that an insurance company may pay without prior regulatory approval. The maximum amount of ordinary dividends that our insurance subsidiaries can pay to us in 2021 without prior regulatory approval is approximately \$51.4 million. Other business and regulatory considerations, such as the impact of dividends on surplus that could affect the ratings of our insurance subsidiaries, competitive conditions, RBC requirements, the investment results of our insurance subsidiaries and the amount of premiums that our insurance subsidiaries write could also adversely impact the ability of our insurance subsidiaries to pay dividends to us.

***If A.M. Best downgrades the rating it has assigned to Donegal Mutual or any of our insurance subsidiaries, it would adversely affect their competitive position.***

Industry ratings are a factor in establishing and maintaining the competitive position of insurance companies. A.M. Best, an industry-accepted source of insurance company financial strength ratings, rates Donegal Mutual and our insurance subsidiaries. A.M. Best ratings provide an independent opinion of an insurance company's financial health and its ability to meet its obligations to its policyholders. We believe that the financial strength rating of A.M. Best is material to the operations of Donegal Mutual and our insurance subsidiaries. For example, certain lenders require customers to purchase insurance from an insurance carrier that has received an A.M. Best rating that exceeds a certain level. Currently, Donegal Mutual and our insurance subsidiaries each have an A (Excellent) rating from A.M. Best. In February 2019, A.M. Best revised its rating outlook from stable to negative as a result of the decline in the operating performance of Donegal Mutual and our insurance subsidiaries in 2017 and 2018. In March 2021, A.M. Best affirmed its A (Excellent) ratings of Donegal Mutual and our insurance subsidiaries. However, if A.M. Best were to downgrade the rating of Donegal Mutual or any of our insurance subsidiaries, it would adversely affect the competitive position of Donegal Mutual or that insurance subsidiary and make it more difficult for it to market its products and retain its existing policyholders.

***The growth and profitability of our insurance subsidiaries depend, in part, on the effective maintenance and ongoing development of Donegal Mutual's information technology systems, and the allocation of related costs to our insurance subsidiaries may adversely impact their profitability.***

Our insurance subsidiaries utilize Donegal Mutual's information technology systems to conduct their insurance business, including policy quoting and issuance, claims processing, processing of incoming premium payments and other important functions. As a result, the ability of our insurance subsidiaries to grow their business and conduct profitable operations depends on Donegal Mutual's ability to maintain its existing information technology systems and to develop new technology systems that will support the business of Donegal Mutual and our insurance subsidiaries in a cost-efficient manner and provide information technology capabilities equivalent to those of our competitors. The allocation among our insurance subsidiaries and Donegal Mutual of the costs of developing and maintaining Donegal Mutual's information technology systems may adversely impact our insurance subsidiaries' expense ratio and underwriting profitability, and such costs may exceed Donegal Mutual's and our expectations.

Donegal Mutual is currently in the midst of a multi-year effort to modernize certain of its key infrastructure and applications systems. These new systems are intended to provide various benefits to Donegal Mutual and our insurance subsidiaries, including streamlined workflows and business processes, service enhancements for their agents and policyholders, opportunities to implement new product models and innovative business solutions, greater utilization of data analytics and operational efficiencies. Our insurance subsidiaries began to issue workers' compensation policies from the new systems in the second quarter of 2020. Over the next several years, Donegal Mutual expects to implement new systems for the remaining lines of business that Donegal Mutual and our insurance subsidiaries offer currently. The next release of new systems related to the project will include three personal lines of business and is scheduled for phased implementation beginning in the third quarter of 2021. Even with Donegal Mutual's and our best planning and efforts and the involvement of third-party experts, Donegal Mutual may not complete the implementation of these new systems within its planned time frames or budget. Further, Donegal Mutual's information technology systems may not deliver the benefits Donegal Mutual and we expect and may fail to keep pace with our competitors' information technology systems. As a result, Donegal Mutual and our insurance subsidiaries may not have the ability to grow their business and meet their profitability objectives.

***Our strategy to grow in part through acquisitions of other insurance companies exposes us to risks that could adversely affect our results of operations and financial condition.***

The affiliation with, and acquisition of, other insurance companies involves risks that could adversely affect our results of operations and financial condition. The risks associated with these affiliations and acquisitions include:

- the potential inadequacy of reserves for losses and loss expenses of the other insurer;
- the need to supplement management of the other insurer with additional experienced personnel;
- conditions imposed by regulatory agencies that make the realization of cost-savings through integration of the operations of the other insurer with our operations more difficult;
- our management's lack of familiarity with the geography, demographics and distribution systems in the markets the other insurer serves that cause the other insurer to fail to meet the growth and profitability objectives we anticipated at the time of the acquisition or affiliation;
- the need of the other insurer for additional capital that we did not anticipate at the time of the acquisition or affiliation; and
- the use of more of our management's time in improving the operations of the other insurer than we originally anticipated.

***If we cannot obtain sufficient capital to fund the organic growth of our insurance subsidiaries and to make acquisitions, we may not be able to expand our business.***

Our strategy is to expand our business through the organic growth of our insurance subsidiaries and through our strategic acquisitions of regional insurance companies. Our insurance subsidiaries may require additional capital in the future to support this strategy. If we cannot obtain sufficient capital on satisfactory terms and conditions, we may not be able to expand the business of our insurance subsidiaries or to make future acquisitions. Our ability to obtain additional financing will depend on a number of factors, many of which are beyond our control. For example, we may not be able to obtain additional debt or equity financing because we or our insurance subsidiaries may already have substantial debt at the time, because we or our insurance subsidiaries do not have sufficient cash flow to service or repay our existing or additional debt or because financial institutions are not making financing available. In addition, any equity capital we obtain in the future could be dilutive to our existing stockholders.

## [Table of Contents](#)

### ***Competition within the property and casualty insurance industry may adversely impact the revenues and profit margins of our insurance subsidiaries.***

The property and casualty insurance industry is intensely competitive. Competition can be based on many factors, including:

- the perceived financial strength of the insurer;
- premium rates;
- policy terms and conditions;
- policyholder service;
- reputation; and
- experience.

Our insurance subsidiaries and Donegal Mutual compete with many regional and national property and casualty insurance companies, including direct sellers of insurance products, insurers having their own agency organizations and other insurers represented by independent agents. Many of these insurers have greater capital than our insurance subsidiaries and Donegal Mutual, have substantially greater financial, technical and operating resources and have equal or higher ratings from A.M. Best than our insurance subsidiaries and Donegal Mutual. In addition, our competitors may become increasingly better capitalized in the future as the property and casualty insurance industry continues to consolidate.

The greater capitalization of many of the competitors of our insurance subsidiaries and Donegal Mutual enables them to operate with lower profit margins and, therefore, allows them to market their products more aggressively, to take advantage more quickly of new marketing opportunities and to offer lower premium rates. In addition to established insurers, our insurance subsidiaries and Donegal Mutual compete with a growing number of start-ups, some of which have received substantial infusions of capital, that seek to disrupt traditional business platforms and distribution channels. Our insurance subsidiaries and Donegal Mutual may not be able to maintain their current competitive position in the markets in which they operate if their competitors offer prices for their products that are lower than the prices our insurance subsidiaries and Donegal Mutual are prepared to offer. Moreover, if these competitors lower the price of their products and our insurance subsidiaries and Donegal Mutual meet their pricing, the profit margins and revenues of our insurance subsidiaries and Donegal Mutual may decrease and their ratios of claims and expenses to premiums may increase. All of these factors could materially adversely affect the financial condition and results of operations of our insurance subsidiaries and their A.M. Best ratings.

### ***The investment portfolios of our insurance subsidiaries consist primarily of fixed-income securities; therefore, the investment income and the fair value of the investment portfolios of our insurance subsidiaries could decrease as a result of a number of factors.***

Our insurance subsidiaries invest the premiums they receive from their policyholders and maintain investment portfolios that consist primarily of fixed-income securities. The effective management of these investment portfolios is an important component of the profitability of our insurance subsidiaries. Our insurance subsidiaries derive a significant portion of their operating income from the income they receive on their invested assets. A number of factors may affect the quality and/or yield of their investment portfolios, including the general economic and business environment, government monetary policy, changes in the credit quality of the issuers of the fixed-income securities our insurance subsidiaries own, changes in market conditions and regulatory changes. The fixed-income securities our insurance subsidiaries own consist primarily of securities issued by domestic entities that are backed by either the credit or collateral of the underlying issuer. Factors such as an economic downturn, disruption in the credit market or the availability of credit, a regulatory change pertaining to a particular issuer's industry, a significant deterioration in the cash flows of the issuer or a change in the issuer's marketplace may adversely affect the ability of our insurance subsidiaries to collect principal and interest from the issuer in which they invest.

## [Table of Contents](#)

The investments of our insurance subsidiaries are also subject to risk resulting from interest rate fluctuations. Increasing interest rates or a widening in the spread between interest rates available on U.S. Treasury securities and corporate debt or asset-backed securities, for example, will typically have an adverse impact on the market values of fixed-rate securities. If interest rates remain at historically low levels, our insurance subsidiaries will generally have a lower overall rate of return on investments of cash their operations generate. In addition, in the event of the call or maturity of investments in a low interest rate environment, our insurance subsidiaries may not be able to reinvest the proceeds in securities with comparable interest rates. Changes in interest rates may reduce both the profitability and the return on the invested capital of our insurance subsidiaries.

***We and our insurance subsidiaries depend on key personnel. The loss of any member of our executive management or the senior management of our insurance subsidiaries could negatively affect the continuation of our business strategies and achievement of our growth objectives.***

The loss of, or failure to attract, key personnel could significantly impede our financial plans, growth, marketing and other objectives and those of our insurance subsidiaries. The continued success of our insurance subsidiaries depends to a substantial extent on the ability and experience of their senior management. Our insurance subsidiaries and we believe that our future success is dependent on our ability to attract and retain additional skilled and qualified personnel and to expand, train and manage our employees. We and Donegal Mutual have employment agreements with our senior officers, including all of our named executive officers.

***The reinsurance agreements on which our insurance subsidiaries rely do not relieve our insurance subsidiaries from their primary liability to their policyholders, and our insurance subsidiaries face a risk of non-payment from their reinsurers as well as the non-availability of reinsurance in the future.***

Our insurance subsidiaries rely on reinsurance agreements to limit their maximum net loss from large single catastrophic risks or excess of loss risks in areas where our insurance subsidiaries may have a concentration of policyholders. Reinsurance also enables our insurance subsidiaries to increase their capacity to write insurance because it has the effect of leveraging the surplus of our insurance subsidiaries. Although the reinsurance our insurance subsidiaries maintain provides that the reinsurer is liable to them for any reinsured losses, the reinsurance agreements do not generally relieve our insurance subsidiaries from their primary liability to their policyholders if the reinsurer fails to pay the reinsurance claims of our insurance subsidiaries. To the extent that a reinsurer is unable to pay losses for which it is liable to our insurance subsidiaries, our insurance subsidiaries remain liable for such losses. At December 31, 2020, our insurance subsidiaries had approximately \$129.5 million of reinsurance receivables from third-party reinsurers relating to paid and unpaid losses. Any insolvency or inability of these reinsurers to make timely payments to our insurance subsidiaries under the terms of their reinsurance agreements would adversely affect the results of operations of our insurance subsidiaries.

Michigan law requires MICO to provide certain medical benefits under the personal injury protection, or PIP, coverage of the personal automobile and commercial automobile policies it writes in the State of Michigan. Michigan law also requires MICO to be a member of the Michigan Catastrophic Claims Association, or MCCA, in order to write automobile insurance. The MCCA receives funding through assessments that its members collect from policyholders in the state and provides reinsurance for PIP claims that exceed a set retention. At December 31, 2020, MICO had approximately \$70.8 million of reinsurance receivables from MCCA relating to paid and unpaid losses. The MCCA has generated significant operating deficits in recent years. Although we currently consider the risk to be remote, should the MCCA be unable to fulfill its payment obligations to MICO in the future, MICO's financial condition and results of operations could be adversely affected.

In addition, our insurance subsidiaries face a risk of the non-availability of reinsurance or an increase in reinsurance costs that could adversely affect their ability to write business or their results of operations. Market conditions beyond the control of our insurance subsidiaries, such as the amount of surplus in the reinsurance market and the frequency and severity of natural

## [Table of Contents](#)

and man-made catastrophes, affect both the availability and the cost of the reinsurance our insurance subsidiaries purchase. If our insurance subsidiaries cannot maintain their current level of reinsurance or purchase new reinsurance protection in amounts that our insurance subsidiaries consider sufficient, our insurance subsidiaries would either have to accept an increase in their net risk retention or reduce their insurance writings, either of which could adversely affect them.

***The disruption or failure of Donegal Mutual's information technology systems or the compromise of the security of those systems that results in the theft or misuse of confidential information could materially impact adversely the business of Donegal Mutual and our insurance subsidiaries.***

Our insurance subsidiaries' business operations depend significantly upon the availability and successful operation of Donegal Mutual's information technology systems. In addition, in the normal course of their operations, Donegal Mutual and our insurance subsidiaries collect, utilize and maintain confidential information regarding individuals and businesses. While Donegal Mutual has established various security measures to protect its information technology systems and confidential data, unanticipated computer viruses, malware, power outages, unauthorized access or other cyberattacks could disrupt those systems or result in the misappropriation or loss of confidential data. Donegal Mutual could experience technology system failures or other outages that would impact the availability of its information technology systems. Donegal Mutual has experienced brief disruptions of systems in the past, including those systems that allow underwriting and processing of new policies. Disruption in the availability of Donegal Mutual's information technology systems could affect the ability of Donegal Mutual and our insurance subsidiaries to underwrite and process their policies timely, process and settle claims promptly and provide expected levels of customer service to agents and policyholders.

While Donegal Mutual has identified threats to the security of its information technology systems, Donegal Mutual and we are unaware of any significant breach of the security measures Donegal Mutual maintains. A significant breach of the security of Donegal Mutual's information technology systems that results in the misappropriation or misuse of confidential information could damage the business reputation of Donegal Mutual and our insurance subsidiaries and could expose Donegal Mutual and our insurance subsidiaries to litigation. The financial impact to Donegal Mutual, us and our insurance subsidiaries of a significant breach could be material.

### ***Risks Relating to Our Common Stock***

***The price of our common stock may be adversely affected by its low trading volume.***

Our Class A common stock and our Class B common stock have limited liquidity. Reported average daily trading volume for our Class A common stock and our Class B common stock for the year ended December 31, 2020 was approximately 39,854 shares and approximately 388 shares, respectively. This limited liquidity could subject our shares of Class A common stock and our shares of Class B common stock to greater price volatility.

***Donegal Mutual's majority voting control of our stock, anti-takeover provisions of our certificate of incorporation and by-laws and certain state laws make it unlikely anyone could acquire control of us unless Donegal Mutual were in favor of the acquisition of control.***

Donegal Mutual's ownership of our Class A common stock and Class B common stock, certain anti-takeover provisions of our certificate of incorporation and by-laws, certain provisions of Delaware law and the insurance laws and regulations of Georgia, Michigan, New Mexico, Pennsylvania and Virginia could delay or prevent the removal of members of our board of directors and could make it more difficult for a merger, tender offer or proxy contest involving us to succeed, even if our stockholders other than Donegal Mutual believed any of such events would be beneficial to them. These factors could also discourage a third party from attempting to acquire control of us. The classification of our board of directors could also have the effect of delaying or preventing a change in our control.

In addition, we have 2,000,000 authorized shares of preferred stock that we could issue in one or more series without stockholder approval, to the extent applicable law permits, and upon such terms and conditions, and having such rights, privileges and preferences, as our board of directors may determine. Our ability to issue preferred stock could make it difficult for a third party to acquire us. We have no current plans to issue any preferred stock.

---

[Table of Contents](#)

**Item 1B. Unresolved Staff Comments.**

We have no unresolved written comments from the Securities and Exchange Commission staff regarding our filings under the Exchange Act.

**Item 2. Properties.**

We and our insurance subsidiaries share administrative headquarters with Donegal Mutual in a building in Marietta, Pennsylvania that Donegal Mutual owns. Donegal Mutual charges us and our insurance subsidiaries for an appropriate portion of the building expenses under an inter-company allocation agreement. The Marietta headquarters has approximately 270,000 square feet of office space. Southern owns a facility of approximately 10,000 square feet in Glen Allen, Virginia. Atlantic States owns a facility of approximately 25,500 square feet in Le Mars, Iowa and a facility of approximately 8,800 square feet in Sheboygan Falls, Wisconsin.

**Item 3. Legal Proceedings.**

Our insurance subsidiaries are parties to routine litigation that arises in the ordinary course of their insurance business. We believe that the resolution of these lawsuits will not have a material adverse effect on the financial condition or results of operations of our insurance subsidiaries.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**PART II****Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our Class A common stock and Class B common stock trade on the NASDAQ Global Select Market under the symbols “DGICA” and “DGICB,” respectively.

At the close of business on March 2, 2021, we had approximately 1,744 holders of record of our Class A common stock and approximately 241 holders of record of our Class B common stock.

We declared dividends of \$0.60 per share on our Class A common stock and \$0.53 per share on our Class B common stock in 2020, compared to \$0.58 per share on our Class A common stock and \$0.51 per share on our Class B common stock in 2019.

**Unregistered Sales of Equity Securities and Use of Proceeds.**

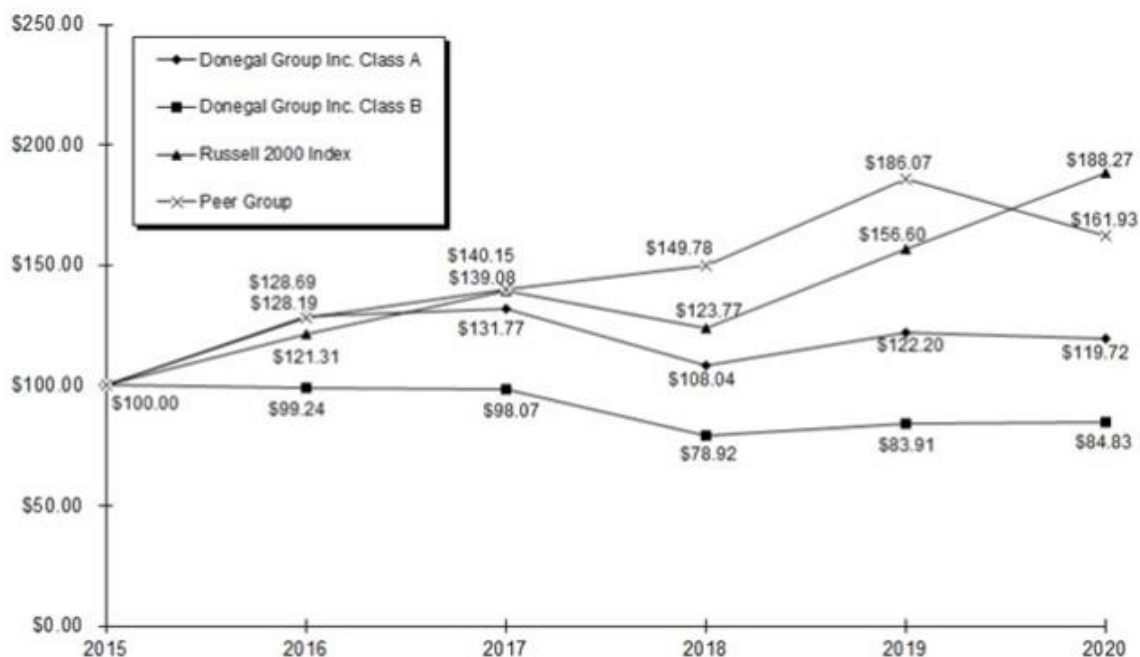
Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1	Class A – None	Class A – None	Class A – None	
October 1-31, 2020	Class B – None	Class B – None	Class B – None	
Month #2	Class A – None	Class A – None	Class A – None	
November 1-30, 2020	Class B – None	Class B – None	Class B – None	
Month #3	Class A – 135,000	Class A – \$14.17	Class A – 135,000	
December 1-31, 2020	Class B – None	Class B – None	Class B – None	(1)
Total	Class A – 135,000	Class A – \$14.17	Class A – 135,000	
	Class B – None	Class B – None	Class B – None	

(1) Donegal Mutual purchased these shares pursuant to its announcement on August 17, 2004 that it will, at its discretion, purchase shares of our Class A common stock and Class B common stock at market prices prevailing from time to time in the open market subject to the provisions of SEC Rule 10b-18 and in privately negotiated transactions. Such announcement did not stipulate a maximum number of shares that may be purchased under this program.



**Stock Performance Chart.**

The following graph provides an indicator of cumulative total stockholder returns on our Class A common stock and our Class B common stock for the period beginning on December 31, 2015 and ending on December 31, 2020, compared to the Russell 2000 Index and a peer group comprised of six property and casualty insurance companies over the same period. The peer group consists of Cincinnati Financial Corp., Hanover Insurance, Horace Mann Educators, Selective Insurance Group Inc., State Auto Financial Corp. and United Fire and Casualty Co. The graph shows the change in value of an initial \$100 investment on December 31, 2015, assuming reinvestment of all dividends.



	2015	2016	2017	2018	2019	2020
Donegal Group Inc. Class A	\$100.00	\$128.69	\$131.77	\$108.04	\$122.20	\$119.72
Donegal Group Inc. Class B	100.00	99.24	98.07	78.92	83.91	84.83
Russell 2000 Index	100.00	121.31	139.08	123.77	156.60	188.27
Peer Group	100.00	128.19	140.15	149.78	186.07	161.93

Value Line, Inc. prepared the foregoing performance graph and data. The performance graph and accompanying data shall not be deemed “filed” as part of this Form 10-K Report for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section and should not be deemed incorporated by reference into any other filing we make under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate the performance graph and accompanying data by reference into such filing.

[Table of Contents](#)**Item 6. Selected Financial Data.**

Year Ended December 31,	2020	2019	2018	2017	2016
<b>Income Statement Data</b>					
Premiums earned	\$ 742,040,339	\$ 756,078,400	\$ 741,290,873	\$ 702,514,755	\$ 656,204,797
Investment income, net	29,504,466	29,514,955	26,907,656	23,527,304	22,632,730
Investment gains (losses)	2,777,919	21,984,617	(4,801,509)	5,705,255	2,525,575
Total revenues	777,819,910	812,451,471	771,828,320	739,026,537	688,423,020
Income (loss) before income tax expense (benefit)	63,272,503	57,081,030	(48,236,849)	12,114,462	41,328,407
Income tax expense (benefit)	10,457,251	9,929,286	(15,476,509)	4,998,362	10,527,270
Net income (loss)	52,815,252	47,151,744	(32,760,340)	7,116,100	30,801,137
Basic earnings (loss) per share - Class A	1.84	1.68	(1.18)	0.27	1.19
Diluted earnings (loss) per share - Class A	1.83	1.67	(1.18)	0.26	1.16
Cash dividends per share - Class A	0.60	0.58	0.57	0.56	0.55
Basic earnings (loss) per share - Class B	1.65	1.51	(1.09)	0.22	1.06
Diluted earnings (loss) per share - Class B	1.65	1.51	(1.09)	0.22	1.06
Cash dividends per share - Class B	0.53	0.51	0.50	0.49	0.48
<b>Balance Sheet Data at Year End</b>					
Total investments	\$1,221,201,784	\$1,110,553,363	\$1,030,798,566	\$1,005,869,705	\$ 945,519,655
Total assets	2,160,520,324	1,923,161,131	1,832,078,267	1,737,919,778	1,623,131,037
Debt obligations	90,000,000	40,000,000	65,000,000	64,000,000	74,000,000
Stockholders' equity	517,774,120	451,015,519	398,869,901	448,696,104	438,615,320
Book value per share	17.13	15.67	14.05	15.95	16.21

## **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

### **Overview**

Donegal Mutual Insurance Company (“Donegal Mutual”) organized us as an insurance holding company on August 26, 1986. See “Business - History and Organizational Structure” for more information. Our insurance subsidiaries, Atlantic States Insurance Company (“Atlantic States”), Southern Insurance Company of Virginia (“Southern”), The Peninsula Insurance Company and Peninsula Indemnity Company (collectively, “Peninsula”), and Michigan Insurance Company (“MICO”) and their affiliates write personal and commercial lines of property and casualty coverages exclusively through a network of independent insurance agents in certain Mid-Atlantic, Midwest, New England, Southern and Southwestern states. The personal lines products of our insurance subsidiaries consist primarily of homeowners and private passenger automobile policies. The commercial lines products of our insurance subsidiaries consist primarily of commercial automobile, commercial multi-peril and workers’ compensation policies.

Beginning in 2018, we and Donegal Mutual implemented a number of actions to improve our financial results and enhance our operations in the future. Those actions included implementing premium rate increases in many of our operating states and business lines, strengthening our loss reserves in response to changing loss reporting and litigation trends, entering into a transfer agreement to facilitate an orderly exit from the personal lines markets in seven states where we had projected continuing underwriting losses, consolidating a regional branch office into our home office, consolidating our reinsurance program and initiating a multi-year systems modernization project.

Donegal Mutual completed the merger of Mountain States Mutual Casualty Company, or Mountain States, with and into Donegal Mutual effective May 25, 2017. Donegal Mutual was the surviving company in the merger, and Mountain States’ insurance subsidiaries, Mountain States Indemnity Company and Mountain States Commercial Insurance Company (collectively, the “Mountain States insurance subsidiaries”), became insurance subsidiaries of Donegal Mutual upon completion of the merger. Upon completion of the merger, Donegal Mutual assumed all of the policy obligations of Mountain States and began to market its products together with the Mountain States insurance subsidiaries as the Mountain States Insurance Group in four Southwestern states. Donegal Mutual also entered into a 100% quota-share reinsurance agreement with the Mountain States insurance subsidiaries on the merger date. Beginning with policies effective in 2021, Donegal Mutual began to place the business of the Mountain States Insurance Group into the underwriting pool we describe in “Business - History and Organizational Structure.” As a result, our consolidated financial results through December 31, 2020 excluded the results of the Mountain States Insurance Group operations in those Southwestern states.

We and Donegal Mutual Insurance Company sold Donegal Financial Services Corporation (“DFSC”) to Northwest Bancshares, Inc. (“Northwest”) on March 8, 2019, resulting in proceeds valued at approximately \$85.8 million in a combination of cash and Northwest common stock. Immediately prior to the closing of the merger, DFSC paid a dividend of approximately \$29.2 million to us and Donegal Mutual. As the owner of 48.2% of DFSC’s common stock, we received a dividend payment from DFSC of approximately \$14.1 million and consideration from Northwest valued at approximately \$41.4 million. We recorded a gain of \$12.7 million from the sale of DFSC in our results of operations during 2019. We sold the Northwest common stock that we received as part of the consideration during 2019. This transaction represented the culmination of a banking strategy that began with the formation of DFSC in 2000.

Effective December 1, 2019, our insurance subsidiaries Le Mars Insurance Company (“Le Mars”) and Sheboygan Falls Insurance Company (“Sheboygan Falls”) merged with and into Atlantic States (the “Mergers”). As a result of the Mergers, the separate corporate existences of Le Mars and Sheboygan Falls ceased and Atlantic States continued as the surviving insurance company. Atlantic States placed the business of Le Mars and Sheboygan Falls, as their policies renewed subsequent to the effective date of the Mergers, into the underwriting pool.

At December 31, 2020, Donegal Mutual held approximately 42% of our outstanding Class A common stock and approximately 84% of our outstanding Class B common stock. This ownership provides Donegal Mutual with approximately 71% of the combined voting power of our outstanding shares of Class A common stock and our outstanding shares of Class B common stock.

## [Table of Contents](#)

Donegal Mutual and Atlantic States have participated in a proportional reinsurance agreement, or pooling agreement, since 1986. Under the pooling agreement, Donegal Mutual and Atlantic States contribute substantially all of their respective premiums, losses and loss expenses to the underwriting pool, and the underwriting pool, acting through Donegal Mutual, then allocates 80% of the pooled business to Atlantic States. Thus, Donegal Mutual and Atlantic States share the underwriting results of the pooled business in proportion to their respective participation in the underwriting pool. The operations of our insurance subsidiaries and Donegal Mutual are interrelated due to the pooling agreement and other factors. While maintaining the separate corporate existence of each company, our insurance subsidiaries conduct business together with Donegal Mutual and its insurance subsidiaries as the Donegal Insurance Group. The Donegal Insurance Group is not a legal entity, is not an insurance company and does not issue or administer insurance policies. Rather, it is a trade name that refers to the group of insurance companies that are affiliated with Donegal Mutual. See “Business - History and Organizational Structure” for more information regarding the pooling agreement and other transactions with our affiliates.

In July 2013, our board of directors authorized a share repurchase program pursuant to which we have the authority to purchase up to 500,000 additional shares of our Class A common stock at prices prevailing from time to time in the open market subject to the provisions of the SEC Rule 10b-18 and in privately negotiated transactions. We did not purchase any shares of our Class A common stock under this program during 2020 or 2019. We have purchased a total of 57,658 shares of our Class A common stock under this program from its inception through December 31, 2020.

### **Critical Accounting Policies and Estimates**

We combine our financial statements with those of our insurance subsidiaries and present them on a consolidated basis in accordance with GAAP.

Our insurance subsidiaries make estimates and assumptions that can have a significant effect on amounts and disclosures we report in our financial statements. The most significant estimates relate to the reserves of our insurance subsidiaries for property and casualty insurance unpaid losses and loss expenses. While we believe our estimates and the estimates of our insurance subsidiaries are appropriate, the ultimate amounts may differ from the estimates we provided. We regularly review our methods for making these estimates, and we reflect any adjustment we consider necessary in our results of operations for the period in which we make an adjustment.

### ***Liability for Losses and Loss Expenses***

Liabilities for losses and loss expenses are estimates at a given point in time of the amounts an insurer expects to pay with respect to incurred policyholder claims based on facts and circumstances the insurer knows at that point in time. For example, legislative, judicial and regulatory actions may expand coverage definitions, retroactively mandate coverage or otherwise require our insurance subsidiaries to pay losses for damages that their policies explicitly excluded or did not intend to cover. At the time of establishing its estimates, an insurer recognizes that its ultimate liability for losses and loss expenses will exceed or be less than such estimates. Our insurance subsidiaries base their estimates of liabilities for losses and loss expenses on assumptions as to future loss trends, expected claims severity, judicial theories of liability and other factors. However, during the loss adjustment period, our insurance subsidiaries may learn additional facts regarding individual claims, and, consequently, it often becomes necessary for our insurance subsidiaries to refine and adjust their estimates for these liabilities. We reflect any adjustments to the liabilities for losses and loss expenses of our insurance subsidiaries in our consolidated results of operations in the period in which our insurance subsidiaries make adjustments to their estimates.

Our insurance subsidiaries maintain liabilities for the payment of losses and loss expenses with respect to both reported and unreported claims. Our insurance subsidiaries establish these liabilities for the purpose of covering the ultimate costs of settling all losses, including investigation and litigation costs. Our insurance subsidiaries base the amount of their liability for reported losses primarily upon a case-by-case evaluation of the type of risk involved, knowledge of the circumstances

## [Table of Contents](#)

surrounding each claim and the insurance policy provisions relating to the type of loss the policyholder incurred. Our insurance subsidiaries determine the amount of their liability for unreported claims and loss expenses on the basis of historical information by line of insurance. Our insurance subsidiaries account for inflation in the reserving function through analysis of costs and trends and reviews of historical reserving results. Our insurance subsidiaries monitor their liabilities closely and recompute them periodically using new information on reported claims and a variety of statistical techniques. Our insurance subsidiaries do not discount their liabilities for losses and loss expenses.

Reserve estimates can change over time because of unexpected changes in assumptions related to our insurance subsidiaries' external environment and, to a lesser extent, assumptions related to our insurance subsidiaries' internal operations. For example, our insurance subsidiaries have experienced an increase in claims severity and a lengthening of the claim settlement periods on bodily injury claims during the past several years. In addition, the COVID-19 pandemic and related government mandates and restrictions resulted in various changes from historical claims reporting and settlement trends during 2020. These trend changes give rise to greater uncertainty as to the pattern of future loss settlements on bodily injury claims. Related uncertainties regarding future trends include social inflation, the rate of plaintiff attorney involvement in claims and the cost of medical technologies and procedures. Assumptions related to our insurance subsidiaries' external environment include the absence of significant changes in tort law and the legal environment that increase liability exposure, consistency in judicial interpretations of insurance coverage and policy provisions and the rate of loss cost inflation. Internal assumptions include consistency in the recording of premium and loss statistics, consistency in the recording of claims, payment and case reserving methodology, accurate measurement of the impact of rate changes and changes in policy provisions, consistency in the quality and characteristics of business written within a given line of business and consistency in reinsurance coverage and collectability of reinsured losses, among other items. To the extent our insurance subsidiaries determine that underlying factors impacting their assumptions have changed, our insurance subsidiaries make adjustments in their reserves that they consider appropriate for such changes. Accordingly, our insurance subsidiaries' ultimate liability for unpaid losses and loss expenses will likely differ from the amount recorded at December 31, 2020. For every 1% change in our insurance subsidiaries' loss and loss expense reserves, net of reinsurance recoverable, the effect on our pre-tax results of operations would be approximately \$5.6 million.

The establishment of appropriate liabilities is an inherently uncertain process and we can provide no assurance that our insurance subsidiaries' ultimate liability will not exceed our insurance subsidiaries' loss and loss expense reserves and have an adverse effect on our results of operations and financial condition. Furthermore, we cannot predict the timing, frequency and extent of adjustments to our insurance subsidiaries' estimated future liabilities, because the historical conditions and events that serve as a basis for our insurance subsidiaries' estimates of ultimate claim costs may change. As is the case for substantially all property and casualty insurance companies, our insurance subsidiaries have found it necessary in the past to increase their estimated future liabilities for losses and loss expenses in certain periods and, in other periods, their estimated future liabilities for losses and loss expenses have exceeded their actual liabilities for losses and loss expenses. Changes in our insurance subsidiaries' estimates of their liability for losses and loss expenses generally reflect actual payments and their evaluation of information received subsequent to the prior reporting period.

Our insurance subsidiaries recognized a decrease in their liability for losses and loss expenses of prior years of \$12.9 million for each of 2020 and 2019. Our insurance subsidiaries recognized an increase in their liability for losses and loss expenses of prior years of \$35.6 million in 2018. Our insurance subsidiaries made no significant changes in their reserving philosophy or claims management personnel, and they have made no significant offsetting changes in estimates that increased or decreased their loss and loss expense reserves in those years. The 2020 development represented 2.6% of the December 31, 2019 net carried reserves and resulted primarily from lower-than-expected severity in the workers' compensation and personal automobile lines of business, partially offset by higher-than-expected severity in the commercial automobile and commercial multi-peril lines of business, for accident years prior to 2020. The majority of the 2020 development related to decreases in the liability for losses and loss expenses of prior years for Atlantic States and MICO. The 2019 development represented 2.7% of the December 31, 2018 net carried reserves and resulted primarily from lower-than-expected severity in the workers' compensation line of business, partially offset by higher-than-expected severity in the commercial automobile and commercial multi-peril lines of business, for accident years prior to 2019. The majority of the 2019 development related to decreases in the liability for losses and loss expenses of prior years for Atlantic States and MICO. The 2018 development represented 9.3% of the December 31, 2017 net carried reserves and resulted primarily from higher-than-expected severity in the commercial multi-

## [Table of Contents](#)

peril, personal automobile and commercial automobile lines of business, offset by lower-than-expected severity in the workers' compensation line of business, for accident years prior to 2018. The majority of the 2018 development related to increases in the liability for losses and loss expenses of prior years for Atlantic States and Southern. During 2018, our insurance subsidiaries received new information on previously-reported commercial automobile and personal automobile claims that led our insurance subsidiaries to conclude that their prior actuarial assumptions did not fully anticipate recent changes in severity and reporting trends. Our insurance subsidiaries have encountered increasing difficulties in projecting the ultimate severity of automobile losses over recent accident years, which our insurance subsidiaries attribute to worsening litigation trends and an increased delay in the reporting to our insurance subsidiaries of information with respect to the severity of claims. As a result, our insurance subsidiaries' actuaries increased their projections of the ultimate cost of our insurance subsidiaries' prior-year personal automobile and commercial automobile losses, and our insurance subsidiaries added \$17.7 million to their reserves for personal automobile and \$20.8 million to their reserves for commercial automobile for accident years prior to 2018.

Excluding the impact of severe weather events and the COVID-19 pandemic, our insurance subsidiaries have noted stable amounts in the number of claims incurred and the number of claims outstanding at period ends relative to their premium base in recent years across most of their lines of business. However, the amount of the average claim outstanding has increased gradually over the past several years due to various factors such as rising medical loss costs and increased litigation trends. We have also experienced a general slowing of settlement rates in litigated claims. Our insurance subsidiaries could have to make further adjustments to their estimates in the future. However, on the basis of our insurance subsidiaries' internal procedures, which analyze, among other things, their prior assumptions, their experience with similar cases and historical trends such as reserving patterns, loss payments, pending levels of unpaid claims and product mix, as well as court decisions, economic conditions and public attitudes, we believe that our insurance subsidiaries have made adequate provision for their liability for losses and loss expenses.

Atlantic States' participation in the pool with Donegal Mutual exposes Atlantic States to adverse loss development on the business of Donegal Mutual that the pool includes. However, pooled business represents the predominant percentage of the net underwriting activity of both companies, and Donegal Mutual and Atlantic States share proportionately any adverse risk development relating to the pooled business. The business in the pool is homogeneous and each company has a pro-rata share of the entire pool. Since the predominant percentage of the business of Atlantic States and Donegal Mutual is pooled and the results shared by each company according to its participation level under the terms of the pooling agreement, the intent of the underwriting pool is to produce a more uniform and stable underwriting result from year to year for each company than either would experience individually and to spread the risk of loss between the companies.

Donegal Mutual and our insurance subsidiaries operate together as the Donegal Insurance Group and share a combined business plan designed to achieve market penetration and underwriting profitability objectives. The products our insurance subsidiaries and Donegal Mutual offer are generally complementary, thereby allowing Donegal Insurance Group to offer a broader range of products to a given market and to expand Donegal Insurance Group's ability to service an entire personal lines or commercial lines account. Distinctions within the products of Donegal Mutual and our insurance subsidiaries generally relate to specific risk profiles targeted within similar classes of business, such as preferred tier products compared to standard tier products, but we do not allocate all of the standard risk gradients to one company. Therefore, the underwriting profitability of the business the individual companies write directly will vary. However, because the pool homogenizes the risk characteristics of the predominant percentage of the business Donegal Mutual and Atlantic States write directly and each company shares the underwriting results according to each company's participation percentage, each company realizes its percentage share of the underwriting results of the pool.

## [Table of Contents](#)

Our insurance subsidiaries' liability for losses and loss expenses by major line of business at December 31, 2020 and 2019 consisted of the following:

	2020	2019
	(in thousands)	
<b>Commercial lines:</b>		
Automobile	\$ 151,813	\$ 126,224
Workers' compensation	118,037	109,060
Commercial multi-peril	126,299	102,424
Other	13,212	9,115
Total commercial lines	<u>409,361</u>	<u>346,823</u>
<b>Personal lines:</b>		
Automobile	120,861	132,191
Homeowners	20,976	23,494
Other	5,991	4,398
Total personal lines	<u>147,828</u>	<u>160,083</u>
Total commercial and personal lines	557,189	506,906
Plus reinsurance recoverable	404,818	362,768
Total liability for losses and loss expenses	<u>\$962,007</u>	<u>\$869,674</u>

We have evaluated the effect on our insurance subsidiaries' loss and loss expense reserves and our stockholders' equity in the event of reasonably likely changes in the variables we consider in establishing loss and loss expense reserves. We established the range of reasonably likely changes based on a review of changes in accident year development by line of business and applied it to our insurance subsidiaries' loss reserves as a whole. The selected range does not necessarily indicate what could be the potential best or worst case or the most-likely scenario. The following table sets forth the effect on our insurance subsidiaries' loss and loss expense reserves and our stockholders' equity in the event of reasonably likely changes in the variables considered in establishing loss and loss expense reserves:

Change in Loss and Loss Expense Reserves Net of Reinsurance	Adjusted Loss and Loss Expense Reserves Net of Reinsurance at December 31, 2020	Percentage Change in Equity at December 31, 2020(1) <small>(dollars in thousands)</small>	Adjusted Loss and Loss Expense Reserves Net of Reinsurance at December 31, 2019	Percentage Change in Equity at December 31, 2019(1)
-10.0%	\$ 501,470	8.5%	\$ 456,215	8.9%
-7.5	515,400	6.4	468,888	6.7
-5.0	529,330	4.3	481,561	4.4
-2.5	543,259	2.1	494,233	2.2
Base	557,189	—	506,906	—
2.5	571,119	-2.1	519,579	-2.2
5.0	585,048	-4.3	532,251	-4.4
7.5	598,978	-6.4	544,924	-6.7
10.0	612,908	-8.5	557,597	-8.9

(1) Net of income tax effect.

Our insurance subsidiaries base their reserves for unpaid losses and loss expenses on current trends in loss and loss expense development and reflect their best estimates for future amounts needed to pay losses and loss expenses with respect to incurred events currently known to them plus incurred but not reported ("IBNR") claims. Our insurance subsidiaries develop their

## [Table of Contents](#)

reserve estimates based on an assessment of known facts and circumstances, review of historical loss settlement patterns, estimates of trends in claims severity, frequency, legal and regulatory changes and other assumptions. Our insurance subsidiaries consistently apply actuarial loss reserving techniques and assumptions, which rely on historical information as adjusted to reflect current conditions, including consideration of recent case reserve activity. Our insurance subsidiaries use the point estimate their actuaries select. For the year ended December 31, 2020, the actuaries developed a range from a low of \$512.9 million to a high of \$605.3 million and selected a point estimate of \$557.2 million. The actuaries' range of estimates for commercial lines in 2020 was \$376.9 million to \$444.7 million, and the actuaries selected a point estimate of \$409.4 million. The actuaries' range of estimates for personal lines in 2020 was \$136.0 million to \$160.6 million, and the actuaries selected a point estimate of \$147.8 million. For the year ended December 31, 2019, the actuaries developed a range from a low of \$468.8 million to a high of \$548.1 million and selected a point estimate of \$506.9 million. The actuaries' range of estimates for commercial lines in 2019 was \$320.8 million to \$375.0 million, and the actuaries selected a point estimate of \$346.8 million. The actuaries' range of estimates for personal lines in 2019 was \$148.0 million to \$173.1 million, and the actuaries selected a point estimate of \$160.1 million.

Our insurance subsidiaries seek to enhance their underwriting results by carefully selecting the product lines they underwrite. For personal lines products, our insurance subsidiaries insure standard and preferred risks in private passenger automobile and homeowners lines. For commercial lines products, the commercial risks that our insurance subsidiaries primarily insure are business offices, wholesalers, service providers, contractors, artisans and light manufacturing operations. Our insurance subsidiaries have limited exposure to asbestos and other environmental liabilities. Our insurance subsidiaries write no medical malpractice liability risks. Through the consistent application of this disciplined underwriting philosophy, our insurance subsidiaries have avoided many of the "long-tail" issues other insurance companies have faced. We consider workers' compensation to be a "long-tail" line of business, in that workers' compensation claims tend to be settled over a longer time frame than those in the other lines of business of our insurance subsidiaries.

The following table presents 2020 and 2019 claim count and payment amount information for workers' compensation. Workers' compensation losses primarily consist of indemnity and medical costs for injured workers.

	(dollars in thousands)	
	<b>For the Year Ended December 31,</b>	
	<b>2020</b>	<b>2019</b>
Number of claims pending, beginning of period	3,014	2,902
Number of claims reported	5,935	6,868
Number of claims settled or dismissed	6,051	6,756
Number of claims pending, end of period	2,898	3,014
Losses paid	\$ 38,204	\$ 42,043
Loss expenses paid	9,065	8,885



[Table of Contents](#)**Management Evaluation of Operating Results**

Despite challenging insurance market conditions, increasing casualty loss severity trends and unusually adverse weather conditions that affected our results in recent years, our operating results improved in 2020 compared to 2019.

Because our insurance subsidiaries do not prepare GAAP financial statements, we evaluate the performance of our commercial lines and personal lines segments utilizing statutory accounting practices (“SAP”), which include financial measures that reflect the growth trends and underwriting results of our insurance subsidiaries.

We use the following financial data to monitor and evaluate our operating results:

(in thousands)	Year Ended December 31,		
	2020	2019	2018
<b>Net premiums written:</b>			
Commercial lines:			
Automobile	\$135,294	\$122,142	\$108,123
Workers’ compensation	109,960	113,684	109,022
Commercial multi-peril	147,993	138,750	117,509
Other	32,739	30,303	15,241
Total commercial lines	<u>425,986</u>	<u>404,879</u>	<u>349,895</u>
Personal lines:			
Automobile	184,602	210,507	249,275
Homeowners	111,886	117,118	123,782
Other	19,666	20,097	21,064
Total personal lines	<u>316,154</u>	<u>347,722</u>	<u>394,121</u>
Total net premiums written	<u>\$742,140</u>	<u>\$752,601</u>	<u>\$744,016</u>
<b>Components of combined ratio:</b>			
Loss ratio	62.0%	67.0%	77.8%
Expense ratio	33.0	31.3	31.6
Dividend ratio	1.0	1.2	0.7
Combined ratio	<u>96.0%</u>	<u>99.5%</u>	<u>110.1%</u>
<b>Revenues:</b>			
Net premiums earned:			
Commercial lines	\$412,877	\$385,465	\$337,924
Personal lines	329,163	370,613	403,367
Total net premiums earned	<u>742,040</u>	<u>756,078</u>	<u>741,291</u>
Net investment income	29,504	29,515	26,908
Investment gains (losses)	2,778	21,985	(4,802)
Equity in earnings of DFSC	—	295	2,694
Other	3,497	4,578	5,737
Total revenues	<u>\$777,819</u>	<u>\$812,451</u>	<u>\$771,828</u>

## Table of Contents

(in thousands)	Year Ended December 31,		
	2020	2019	2018
Components of net income (loss):			
Underwriting income (loss):			
Commercial lines	\$ (858)	\$ 8,404	\$(22,059)
Personal lines	31,764	(1,617)	(53,590)
SAP underwriting income (loss)	30,906	6,787	(75,649)
GAAP adjustments	(959)	(3,079)	894
GAAP underwriting income (loss)	29,947	3,708	(74,755)
Net investment income	29,504	29,515	26,908
Investment gains (losses)	2,778	21,985	(4,802)
Equity in earnings of DFSC	—	295	2,694
Other	1,043	1,578	1,718
Income (loss) before income tax expense (benefit)	63,272	57,081	(48,237)
Income tax expense (benefit)	10,457	9,929	(15,477)
Net income (loss)	<u>\$52,815</u>	<u>\$47,152</u>	<u>\$(32,760)</u>

### Non-GAAP Information

We prepare our consolidated financial statements on the basis of GAAP. Our insurance subsidiaries also prepare financial statements based on SAP. SAP financial measures are considered non-GAAP financial measures under applicable SEC rules because the SAP financial measures include or exclude certain items that the most comparable GAAP financial measures do not ordinarily include or exclude. Our calculation of non-GAAP financial measures may differ from similar measures other companies use. As a result, investors should exercise caution when comparing our non-GAAP financial measures to the non-GAAP financial measures other companies use. The SAP financial measures we utilize are net premiums written and statutory combined ratio.

#### Net Premiums Written

We define net premiums written as the amount of full-term premiums our insurance subsidiaries record for policies effective within a given period less premiums our insurance subsidiaries cede to reinsurers. Net premiums earned is the most comparable GAAP financial measure to net premiums written. Net premiums earned represent the sum of the amount of net premiums written and the change in net unearned premiums during a given period. Our insurance subsidiaries earn premiums and recognize them as revenue over the terms of their policies, which are one year or less in duration. Therefore, increases or decreases in net premiums earned generally reflect increases or decreases in net premiums written in the preceding 12-month period compared to the comparable period one year earlier.

The following table provides a reconciliation of our net premiums earned to our net premiums written for 2020, 2019 and 2018:

	Year Ended December 31,		
	2020	2019	2018
Net premiums earned	\$742,040,339	\$756,078,400	\$741,290,873
Change in net unearned premiums	99,554	(3,477,111)	2,724,931
Net premiums written	<u>\$742,139,893</u>	<u>\$752,601,289</u>	<u>\$744,015,804</u>

The decrease in the change in net unearned premiums for 2020 and 2019 compared to 2018 reflects lower growth in net premiums written during 2020 and 2019, which we attribute primarily to net attrition in our personal lines segment that resulted from increased pricing on renewal policies and underwriting measures our insurance subsidiaries implemented to slow new policy growth and improve profitability.

## [Table of Contents](#)

### *Statutory Combined Ratio*

The combined ratio is a standard measurement of underwriting profitability for an insurance company. The combined ratio does not reflect investment income, net investment gains or losses, federal income taxes or other non-operating income or expense. A combined ratio of less than 100% generally indicates underwriting profitability.

The statutory combined ratio is a non-GAAP financial measure that is based upon amounts determined under SAP. We calculate our statutory combined ratio as the sum of:

- the statutory loss ratio, which is the ratio of calendar-year net incurred losses and loss expenses to net premiums earned;
- the statutory expense ratio, which is the ratio of expenses incurred for net commissions, premium taxes and underwriting expenses to net premiums written; and
- the statutory dividend ratio, which is the ratio of dividends to holders of workers' compensation policies to net premiums earned.

The calculation of our statutory combined ratio differs from the calculation of our GAAP combined ratio. In calculating our GAAP combined ratio, we do not deduct installment payment fees from incurred expenses, and we base the expense ratio on net premiums earned instead of net premiums written. Differences between our GAAP loss ratio and our statutory loss ratio result from anticipating salvage and subrogation recoveries for our GAAP loss ratio but not for our statutory loss ratio.

The following table presents comparative details with respect to our GAAP and statutory combined ratios for the years ended December 31, 2020, 2019 and 2018:

	<b>Year Ended December 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
<b>GAAP Combined Ratios (Total Lines)</b>			
Loss ratio (non-weather)	55.1%	60.9%	69.0%
Loss ratio (weather-related)	6.9	6.1	8.8
Expense ratio	33.0	31.3	31.6
Dividend ratio	1.0	1.2	0.7
Combined ratio	<u>96.0%</u>	<u>99.5%</u>	<u>110.1%</u>
<b>Statutory Combined Ratios</b>			
Commercial lines:			
Automobile	112.7%	117.4%	133.3%
Workers' compensation	86.3	78.5	86.6
Commercial multi-peril	98.4	93.7	98.1
Other	74.0	72.6	54.6
Total commercial lines	97.8	95.0	103.8
Personal lines:			
Automobile	91.3	105.7	117.4
Homeowners	97.2	101.2	110.5
Other	74.9	73.2	96.4
Total personal lines	92.4	102.6	114.1
Total commercial and personal lines	95.4	98.7	109.4

## Results of Operations

### YEAR ENDED DECEMBER 31, 2020 COMPARED TO YEAR ENDED DECEMBER 31, 2019

#### *Net Premiums Earned*

Our insurance subsidiaries' net premiums earned decreased to \$742.0 million for 2020, a decrease of \$14.1 million, or 1.9%, compared to 2019, primarily reflecting decreases in personal lines premiums written during 2019 and 2020. Our insurance subsidiaries earn premiums and recognize them as income over the terms of the policies they issue. Such terms are generally one year or less in duration. Therefore, increases or decreases in net premiums earned generally reflect increases or decreases in net premiums written in the preceding twelve-month period compared to the same period one year earlier.

#### *Net Premiums Written*

Our insurance subsidiaries' 2020 net premiums written decreased 1.4% to \$742.1 million, compared to \$752.6 million for 2019. We attribute the decrease primarily to net attrition in our personal lines segment that resulted from increased pricing on renewal policies and underwriting measures our insurance subsidiaries implemented to slow new policy growth and improve profitability, offset somewhat by the impact of premium rate increases and an increase in the writing of new accounts in commercial lines of business. Commercial lines net premiums written increased \$21.1 million, or 5.2%, for 2020 compared to 2019. Personal lines net premiums written decreased \$31.6 million, or 9.1%, for 2020 compared to 2019.

#### *Investment Income*

For 2020, our net investment income was unchanged at \$29.5 million, as an increase in average invested assets offset a modest decrease in the average investment yield.

#### *Net Investment Gains*

Our net investment gains for 2020 and 2019 were \$2.8 million and \$22.0 million, respectively. The net investment gains for 2020 were primarily related to an increase in unrealized gains within our equity securities portfolio. The net investment gains for 2019 included \$12.7 million from the sale of DFSC and \$8.9 million related to unrealized gains within our equity securities portfolio. We did not recognize any impairment losses during 2020 or 2019.

#### *Losses and Loss Expenses*

Our insurance subsidiaries' loss ratio, which is the ratio of incurred losses and loss expenses to premiums earned, was 62.0% for 2020, compared to 67.0% for 2019. Our insurance subsidiaries' commercial lines loss ratio increased to 63.9% for 2020, compared to 63.0% for 2019. This increase resulted primarily from the workers' compensation loss ratio increasing to 51.1% for 2020, compared to 44.6% for 2019, and the commercial multi-peril loss ratio increasing to 65.9% for 2020, compared to 63.1% for 2019. The personal lines loss ratio decreased to 59.5% for 2020, compared to 71.1% for 2019. The personal automobile loss ratio decreased to 60.1% for 2020, compared to 76.1% for 2019, primarily as a result of lower claim frequency due to reduced driving activity and traffic density and various underwriting adjustments our insurance subsidiaries

## [Table of Contents](#)

implemented in recent years. The homeowners loss ratio decreased to 61.8% for 2020, compared to 67.1% for 2019, primarily as a result of decreased weather-related losses that we attribute to our exit from several weather-prone markets in 2019. Our insurance subsidiaries experienced favorable loss reserve development of approximately \$12.9 million, or 1.7 percentage points of the loss ratio, during 2020 in their reserves for prior accident years, compared to favorable loss reserve development of approximately \$12.9 million, or 1.7 percentage points of the loss ratio, during 2019. The favorable loss reserve development in 2020 resulted primarily from lower-than-expected severity in the workers' compensation and personal automobile lines of business, partially offset by higher-than-expected severity in the commercial automobile and commercial multi-peril lines of business, for accident years prior to 2020. Weather-related losses of \$51.4 million, or 6.9 percentage points of the loss ratio, for 2020 increased from \$46.1 million, or 6.1 percentage points of the loss ratio, for 2019, with the increase primarily impacting the commercial multi-peril line of business.

### ***Underwriting Expenses***

Our insurance subsidiaries' expense ratio, which is the ratio of policy acquisition and other underwriting expenses to premiums earned, was 33.0% for 2020, compared to 31.3% for 2019. We attribute the modest increase to higher commercial growth incentive costs for our agents, higher underwriting-based incentive compensation for our agents and employees and higher technology-related expenses for 2020 compared to 2019. The increase in technology systems-related expenses for 2020 was primarily due to an increased allocation of costs from Donegal Mutual to our insurance subsidiaries following the successful implementation of the first phase of our ongoing systems modernization project in February 2020.

### ***Policyholder Dividends***

Our insurance subsidiaries pay policyholder dividends primarily on workers' compensation policies on a sliding scale based on the profitability of a given policy. We attribute the decrease in dividends incurred for 2020 compared to 2019 to a modest decline in the profitability of the workers' compensation line of business over the respective periods to which the dividends applied.

### ***Combined Ratio***

Our insurance subsidiaries' combined ratio was 96.0% and 99.5% for 2020 and 2019, respectively. The combined ratio represents the sum of the loss ratio, the expense ratio and the dividend ratio, which is the ratio of workers' compensation policy dividends incurred to premiums earned. We attribute the decrease in our combined ratio primarily to the decrease in our loss ratio.

### ***Interest Expense***

Our interest expense for 2020 decreased to \$1.2 million, compared to \$1.6 million for 2019. We attribute the decrease to lower interest rates on our borrowings under our lines of credit during 2020 compared to 2019.

### ***Income Taxes***

Our income tax expense was \$10.5 million for 2020, compared to \$9.9 million for 2019. Our effective tax rate for 2020 was 16.5%, compared to 17.4% for 2019. Our income tax expense for 2020 included a \$1.6 million income tax benefit related to the carryback of 2018 net operating losses to past tax years with higher statutory income tax rates than are currently in effect, as allowed under the Coronavirus Aid, Relief and Economic Security Act that was enacted in March 2020. Our income tax expense for 2019 included Pennsylvania state income taxes of \$825,000 that were related to the gain we realized on the sale of DFSC.

***Net Income and Earnings Per Share***

Our net income for 2020 was \$52.8 million, or \$1.83 per share of Class A common stock on a diluted basis and \$1.65 per share of Class B common stock, compared to net income for 2019 of \$47.2 million, or \$1.67 per share of Class A common stock on a diluted basis and \$1.51 per share of Class B common stock. We had 24.6 million and 23.2 million Class A shares outstanding at December 31, 2020 and 2019, respectively. We had 5.6 million Class B shares outstanding for both periods. There are no outstanding securities that dilute our shares of Class B common stock.

***Book Value Per Share***

Our stockholders' equity increased by \$66.8 million during 2020 as a result of our net income and net unrealized gains within our available-for-sale fixed maturity investments. Our book value per share increased to \$17.13 at December 31, 2020, compared to \$15.67 a year earlier.

**YEAR ENDED DECEMBER 31, 2019 COMPARED TO YEAR ENDED DECEMBER 31, 2018**

***Net Premiums Earned***

Our insurance subsidiaries' net premiums earned increased to \$756.1 million for 2019, an increase of \$14.8 million, or 2.0%, over 2018, reflecting increases in commercial premiums written during 2018 and 2019. Our insurance subsidiaries earn premiums and recognize them as income over the terms of the policies they issue. Such terms are generally one year or less in duration. Therefore, increases or decreases in net premiums earned generally reflect increases or decreases in net premiums written in the preceding twelve-month period compared to the same period one year earlier.

***Net Premiums Written***

Our insurance subsidiaries' 2019 net premiums written increased 1.2% to \$752.6 million, compared to \$744.0 million for 2018. We attribute the increase primarily to the impact of premium rate increases and an increase in the writing of new accounts in commercial lines of business. Commercial lines net premiums written increased \$47.8 million, or 13.4%, for 2019 compared to 2018. Personal lines net premiums written decreased \$39.2 million, or 10.1%, for 2019 compared to 2018. We attribute the decrease in personal lines primarily to net attrition as a result of underwriting measures our insurance subsidiaries have implemented to slow new policy growth and increased pricing on renewal policies, as well as the previously announced non-renewal of unprofitable personal lines business in seven states that began in February 2019, partially offset by premium rate increases our insurance subsidiaries have implemented over the past five quarters and lower reinsurance premiums.

***Investment Income***

For 2019, our net investment income increased to \$29.5 million, an increase of \$2.6 million, or 9.7%, over 2018. We attribute the increase primarily to an increase in average invested assets.

***Net Investment Gains (Losses)***

Our net investment gains (losses) for 2019 and 2018 were \$22.0 million and (\$4.8 million), respectively. The net investment gains for 2019 included \$12.7 million from the sale of DFSC and \$8.9 million related to unrealized gains within our equity securities portfolio. The net investment losses for 2018 were primarily related to a decrease in the market value of the equity securities we held at December 31, 2018. We did not recognize any impairment losses during 2019 or 2018.

***Losses and Loss Expenses***

Our insurance subsidiaries' loss ratio, which is the ratio of incurred losses and loss expenses to premiums earned, was 67.0% for 2019, compared to 77.8% for 2018. Our insurance subsidiaries' commercial lines loss ratio decreased to 63.0% for 2019, compared to 72.9% for 2018. This decrease resulted primarily from the commercial automobile loss ratio decreasing to 86.2% for 2019, compared to 101.9% for 2018, and the commercial multi-peril loss ratio decreasing to 63.1% for 2019,

## [Table of Contents](#)

compared to 67.0% for 2018. The personal lines loss ratio was 71.1% for 2019, compared to 81.8% for 2018. Our insurance subsidiaries experienced favorable loss reserve development of approximately \$12.9 million, or 1.7 percentage points of the loss ratio, during 2019 in their reserves for prior accident years, compared to unfavorable loss reserve development of approximately \$35.6 million, or 4.8 percentage points of the loss ratio, during 2018. The favorable loss reserve development in 2019 resulted primarily from lower-than-expected severity in the workers' compensation line of business, partially offset by higher-than-expected severity in the commercial automobile and commercial multi-peril lines of business, for accident years prior to 2019. Weather-related losses of \$46.1 million, or 6.1 percentage points of the loss ratio, for 2019 decreased from \$65.0 million, or 8.8 percentage points of the loss ratio, for 2018.

### ***Underwriting Expenses***

Our insurance subsidiaries' expense ratio, which is the ratio of policy acquisition and other underwriting expenses to premiums earned, was 31.3% for 2019, compared to 31.6% for 2018. We attribute the modest decrease to expense savings that were largely offset by higher underwriting-based incentive compensation in 2019.

### ***Policyholder Dividends***

Our insurance subsidiaries pay policyholder dividends primarily on workers' compensation policies on a sliding scale based on the profitability of a given policy. We attribute the increase in dividends incurred for 2019 compared to 2018 to growth and profitability of the workers' compensation line of business over the respective periods to which the dividends applied. We also partially attribute the increase to growth in workers' compensation writings in Wisconsin, a state in which our insurance subsidiaries and their competitors pay a higher rate of dividends compared to other states and where such dividends are not dependent on the profitability of a given policy.

### ***Combined Ratio***

Our insurance subsidiaries' combined ratio was 99.5% and 110.1% for 2019 and 2018, respectively. The combined ratio represents the sum of the loss ratio, the expense ratio and the dividend ratio, which is the ratio of workers' compensation policy dividends incurred to premiums earned. We attribute the decrease in our combined ratio primarily to the decrease in our loss ratio.

### ***Interest Expense***

Our interest expense for 2019 decreased to \$1.6 million, compared to \$2.3 million for 2018. We attribute the decrease to lower average borrowings under our lines of credit during 2019 compared to 2018.

### ***Income Taxes***

Our income tax expense was \$9.9 million for 2019, compared to an income tax benefit of \$15.5 million for 2018. Our effective tax rate was 17.4% for 2019. Our income tax expense for 2019 included Pennsylvania state income taxes of \$825,000 that were related to the gain we realized on the sale of DFSC in 2019. Our 2018 income tax benefit reflected our anticipation of an estimated carryback of our taxable loss in 2018 to prior tax years.

### ***Net Income (Loss) and Earnings (Loss) Per Share***

Our net income for 2019 was \$47.2 million, or \$1.67 per share of Class A common stock on a diluted basis and \$1.51 per share of Class B common stock, compared to a net loss of \$32.8 million, or \$1.18 per share of Class A common stock and \$1.09 per share of Class B common stock, for 2018. We had 23.2 million and 22.8 million Class A shares outstanding at December 31, 2019 and 2018, respectively. We had 5.6 million Class B shares outstanding for both periods. There are no outstanding securities that dilute our shares of Class B common stock.

## [Table of Contents](#)

### **Book Value Per Share**

Our stockholders' equity increased by \$52.1 million during 2019 as a result of our net income and net unrealized gains within our available-for-sale fixed maturity investments. Our book value per share increased to \$15.67 at December 31, 2019, compared to \$14.05 a year earlier.

### **Financial Condition**

#### **Liquidity and Capital Resources**

Liquidity is a measure of an entity's ability to secure enough cash to meet its contractual obligations and operating needs as they arise. Our major sources of funds from operations are the net cash flows generated from our insurance subsidiaries' underwriting results, investment income and maturing investments.

We have historically generated sufficient net positive cash flow from our operations to fund our commitments and build our investment portfolio, thereby increasing future investment returns. The pooling agreement with Donegal Mutual historically has been cash flow positive because of the profitability of the underwriting pool. Because we settle the pool monthly, our cash flows are substantially similar to the cash flows that would result from the underwriting of direct business. We maintain a high degree of liquidity in our investment portfolio in the form of marketable fixed maturities, equity securities and short-term investments. We structure our fixed-maturity investment portfolio following a "laddering" approach so that projected cash flows from investment income and principal maturities are evenly distributed from a timing perspective. This laddering approach provides an additional measure of liquidity to meet our obligations and the obligations of our insurance subsidiaries should an unexpected variation occur in the future. Net cash flows provided by operating activities in 2020, 2019 and 2018 were \$101.1 million, \$76.4 million and \$63.8 million, respectively.

In August 2020, we entered into a new credit agreement with Manufacturers and Traders Trust Company ("M&T") that related to a \$20.0 million unsecured demand line of credit. The line of credit has no expiration date, no annual fees and no covenants. At December 31, 2020, we had no outstanding borrowings from M&T and had the ability to borrow up to \$20.0 million at interest rates equal to the then-current LIBOR rate plus 2.00%.

Atlantic States is a member of the FHLB of Pittsburgh. Through its membership, Atlantic States has the ability to issue debt to the FHLB of Pittsburgh in exchange for cash advances. In August 2019, Atlantic States exchanged a variable-rate cash advance of \$35.0 million that was due in March 2020 for a fixed-rate cash advance of \$35.0 million that was outstanding at December 31, 2020. Atlantic States incurred a penalty of \$176,000 related to the early termination of its previous cash advance. The new cash advance carries a fixed interest rate of 1.74% and is due in August 2024. In March 2020, Atlantic States issued \$50.0 million of debt to the FHLB of Pittsburgh in exchange for a cash advance in the same amount that was outstanding at December 31, 2020. Atlantic States obtained this contingent liquidity funding in light of uncertainty surrounding the economic impact of the COVID-19 pandemic. The debt carries a fixed interest rate of 0.83%, and Atlantic States plans to repay this cash advance in full at its March 2021 maturity.

The following table shows expected payments for our significant contractual obligations at December 31, 2020:

(in thousands)	<u>Total</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>4-5 years</u>	<u>After 5 years</u>
Net liability for unpaid losses and loss expenses of our insurance subsidiaries	\$557,189	\$256,165	\$260,460	\$20,237	\$20,327
Subordinated debentures	5,000	—	—	—	5,000
Borrowings under lines of credit	85,000	50,000	—	35,000	—
Total contractual obligations	<u>\$647,189</u>	<u>\$306,165</u>	<u>\$260,460</u>	<u>\$55,237</u>	<u>\$25,327</u>



## [Table of Contents](#)

We estimated the timing of the amounts for the net liability for unpaid losses and loss expenses of our insurance subsidiaries based on historical experience and expectations of future payment patterns. We have shown the liability net of reinsurance recoverable on unpaid losses and loss expenses to reflect expected future cash flows related to such liability. Assumed amounts from the underwriting pool with Donegal Mutual represent a substantial portion of our insurance subsidiaries' gross liability for unpaid losses and loss expenses, and ceded amounts to the underwriting pool represent a substantial portion of our insurance subsidiaries' reinsurance recoverable on unpaid losses and loss expenses. We include cash settlements of Atlantic States' assumed liability from the pool in our monthly settlements of pooled activity. In these monthly settlements, we net amounts ceded to and assumed from the pool. Donegal Mutual and Atlantic States do not anticipate any changes in the pool participation levels in the foreseeable future. However, any such change would be prospective in nature and therefore would not impact the timing of expected payments for Atlantic States' proportionate liability for pooled losses occurring in periods prior to the effective date of such change.

We discuss in Note 9 – Borrowings our estimate of the timing of the amounts payable for the borrowings under our lines of credit based on their contractual maturities. The borrowings under our lines of credit carry interest rates that we discuss in Note 9 – Borrowings.

The cash dividends we declared to our stockholders totaled \$17.3 million, \$16.2 million and \$15.8 million in 2020, 2019 and 2018, respectively. There are no regulatory restrictions on our payment of dividends to our stockholders, although there are restrictions under applicable state laws on the payment of dividends from our insurance subsidiaries to us. Our insurance subsidiaries are required by law to maintain certain minimum surplus on a statutory basis and are subject to regulations under which their payment of dividends from statutory surplus is restricted and may require prior approval of their domiciliary insurance regulatory authorities. Our insurance subsidiaries are also subject to risk-based capital (“RBC”) requirements. The amount of statutory capital and surplus necessary for our insurance subsidiaries to satisfy regulatory requirements, including the RBC requirements, was not significant in relation to our insurance subsidiaries' statutory capital and surplus at December 31, 2020. Amounts available for distribution to us as ordinary dividends from our insurance subsidiaries without prior approval of insurance regulatory authorities in 2021 are approximately \$28.0 million from Atlantic States, \$300,000 from Southern, \$10.9 million from Peninsula and \$12.2 million from MICO, or a total of approximately \$51.4 million.

## [Table of Contents](#)

### **Investments**

At December 31, 2020 and 2019, our investment portfolio of primarily investment-grade bonds, common stock, short-term investments and cash totaled \$1.3 billion and \$1.2 billion, respectively, representing 61.3% and 60.3%, respectively, of our total assets. See “Business - Investments” for more information.

(dollars in thousands)	December 31,			
	2020		2019	
	Amount	Percent of Total	Amount	Percent of Total
<b>Fixed maturities:</b>				
Total held to maturity	\$ 586,609	48.0%	\$ 476,094	42.9%
Total available for sale	555,136	45.5	564,952	50.8
Total fixed maturities	1,141,745	93.5	1,041,046	93.7
Equity securities	58,556	4.8	55,477	5.0
Short-term investments	20,901	1.7	14,030	1.3
Total investments	<u>\$1,221,202</u>	<u>100.0%</u>	<u>\$1,110,553</u>	<u>100.0%</u>

The carrying value of our fixed maturity investments represented 93.5% and 93.7% of our total invested assets at December 31, 2020 and 2019, respectively.

Our fixed maturity investments consisted of high-quality marketable bonds, of which 99.8% were rated at investment-grade levels at December 31, 2020 and 2019.

At December 31, 2020, the net unrealized gain on our available-for-sale fixed maturity investments, net of deferred taxes, amounted to \$15.9 million, compared to a net unrealized gain of \$6.4 million at December 31, 2019.

### **Impact of Inflation**

Our insurance subsidiaries establish their property and casualty insurance premium rates before they know the amount of losses and loss settlement expenses or the extent to which inflation may impact such expenses. Consequently, our insurance subsidiaries attempt, in establishing rates, to anticipate the potential future impact of inflation. Our insurance subsidiaries account for inflation in the reserving function through analysis of costs and trends and reviews of historical reserving results.

### **Impact of New Accounting Standards**

In February 2016, the FASB issued guidance that requires lessees to recognize leases, including operating leases, on the lessee’s balance sheet, unless a lease is considered a short-term lease. This guidance also requires entities to make new judgments to identify leases. The guidance was effective for annual and interim reporting periods beginning after December 15, 2018 and permitted early adoption. Our adoption of this guidance on January 1, 2019 did not have a significant impact on our financial position, results of operations or cash flows.

In January 2017, the FASB issued guidance that simplifies the measurement of goodwill by modifying the goodwill impairment test previous guidance required. The guidance requires an entity to perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize impairment for the amount by which the reporting unit’s carrying amount exceeds its fair value. The guidance was effective for annual and interim reporting periods beginning after December 15, 2019 and permitted early adoption. We early adopted this guidance in 2019. The adoption of this guidance did not have a significant impact on our financial position, results of operations or cash flows.

In August 2018, the FASB issued guidance that modifies disclosure requirements related to fair value measurements. The guidance removes the requirements to disclose the amounts of, and reasons for, transfers between Level 1 and Level 2 of the fair value hierarchy. The guidance was effective for annual and interim reporting periods beginning after December 15, 2019 and permitted early adoption. We early adopted this guidance in 2019. The adoption of this guidance on January 1, 2019 did not have a significant impact on our financial position, results of operations or cash flows.

## [Table of Contents](#)

In September 2016, the FASB issued guidance that amends previous guidance on the impairment of financial instruments by adding an impairment model that requires an entity to recognize expected credit losses as an allowance rather than impairments as credit losses are incurred. The intent of this guidance is to reduce complexity and result in a more timely recognition of expected credit losses. In November 2019, the FASB issued guidance that delays the effective date for “smaller reporting companies,” as defined in Item 10(f)(1) of Regulation S-K, to annual and interim reporting periods beginning after December 15, 2022 from December 15, 2019. We are a smaller reporting company and are in the process of evaluating the impact of the adoption of this guidance on our financial position, results of operations and cash flows.

In December 2019, the FASB issued guidance that simplifies accounting for income taxes. The guidance eliminates certain exceptions related to the approach for intra-period tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. The guidance was effective January 1, 2021, using the retrospective method or modified retrospective method for certain changes and the prospective method for all other changes, and permits early adoption. We do not expect our adoption of this guidance in 2021 to have a significant impact on our financial position, results of operations or cash flows.

### ***Off-Balance Sheet Arrangements***

As of December 31, 2020 and 2019, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

We are exposed to the impact of interest rate changes, to changes in fair values of investments and to credit risk.

In the normal course of business, we employ established policies and procedures to manage our exposure to changes in interest rates, fluctuations in the fair market value of our debt and equity securities and credit risk. We seek to mitigate these risks by various actions we describe below.

#### ***Interest Rate Risk***

Our exposure to market risk for a change in interest rates is concentrated in our investment portfolio. We monitor this exposure through periodic reviews of our asset and liability positions. We regularly monitor estimates of cash flows and the impact of interest rate fluctuations relating to our investment portfolio. Generally, we do not hedge our exposure to interest rate risk because we have the capacity to, and do, hold fixed-maturity investments to maturity.

## [Table of Contents](#)

Principal cash flows and related weighted-average interest rates by stated maturity dates for the financial instruments we held at December 31, 2020 that are sensitive to interest rates are as follows:

(in thousands)	<u>Principal Cash Flows</u>	<u>Weighted- Average Interest Rate</u>
<b>Fixed-maturity and short-term investments:</b>		
2021	\$ 97,539	1.83%
2022	41,382	3.15
2023	44,923	3.22
2024	52,046	3.58
2025	60,038	3.53
Thereafter	839,306	3.28
Total	<u>\$ 1,135,234</u>	
Fair value	<u>\$ 1,208,677</u>	
<b>Debt:</b>		
2021	\$ 50,000	0.83%
2024	35,000	1.74%
Thereafter	5,000	5.00
Total	<u>\$ 90,000</u>	
Fair value	<u>\$ 90,000</u>	

Actual cash flows from investments may differ from those depicted above as a result of calls and prepayments.

### **Equity Price Risk**

Our portfolio of equity securities, which we carry on our consolidated balance sheets at estimated fair value, has exposure to price risk, which is the risk of potential loss in estimated fair value resulting from an adverse change in prices. Our objective is to mitigate this risk and to earn competitive relative returns by investing in a diverse portfolio of high-quality, liquid securities.

### **Credit Risk**

Our objective is to earn competitive returns by investing in a diversified portfolio of securities. Our portfolio of fixed maturity securities and, to a lesser extent, short-term investments is subject to credit risk. We define this risk as the potential loss in fair value resulting from adverse changes in the borrower's ability to repay the debt. We manage this risk by performing an analysis of prospective investments and through regular reviews of our portfolio by our investment personnel. We also limit the amount of our total investment portfolio that we invest in any one security.

---

[Table of Contents](#)

Our insurance subsidiaries provide property and liability insurance coverages through independent insurance agencies located throughout their operating areas. Our insurance subsidiaries bill the majority of this business directly to the insured, although our insurance subsidiaries bill a portion of their commercial business through their agents, to whom they extend credit in the normal course of business.

Because the pooling agreement does not relieve Atlantic States of primary liability as the originating insurer, Atlantic States is subject to a concentration of credit risk arising from the business Atlantic States cedes to Donegal Mutual. Our insurance subsidiaries maintain reinsurance agreements with Donegal Mutual and with a number of other major unaffiliated authorized reinsurers.

---

**Table of Contents**

**Item 8. Financial Statements and Supplementary Data.**

**Index to Consolidated Financial Statements and Schedule**

<a href="#"><u>Consolidated Balance Sheets</u></a>	68
<a href="#"><u>Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)</u></a>	69
<a href="#"><u>Consolidated Statements of Stockholders' Equity</u></a>	70
<a href="#"><u>Consolidated Statements of Cash Flows</u></a>	71
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	72
<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>	114
Schedule:	
<a href="#"><u>Schedule III — Supplementary Insurance Information</u></a>	126

**Donegal Group Inc.**  
**Consolidated Balance Sheets**

	December 31,	
	2020	2019
<b>Assets</b>		
Investments		
Fixed maturities		
Held to maturity, at amortized cost (fair value \$632,640,821 and \$500,314,344)	\$ 586,609,439	\$ 476,093,782
Available for sale, at fair value (amortized cost \$534,958,100 and \$556,839,278)	555,136,017	564,951,803
Equity securities, at fair value	58,556,173	55,477,556
Short-term investments, at cost, which approximates fair value	20,900,155	14,030,222
Total investments	1,221,201,784	1,110,553,363
Cash	103,094,236	49,318,930
Accrued investment income	7,936,879	7,066,029
Premiums receivable	169,596,332	165,732,949
Reinsurance receivable	408,908,850	367,021,468
Deferred policy acquisition costs	59,156,958	59,284,859
Deferred tax asset, net	5,683,113	8,514,311
Prepaid reinsurance premiums	169,418,333	142,475,767
Property and equipment, net	4,390,377	4,558,072
Accounts receivable - securities	67,676	4,961
Federal income taxes recoverable	3,089,369	—
Goodwill	5,625,354	5,625,354
Other intangible assets	958,010	958,010
Other	1,393,053	2,047,058
Total assets	<u>\$ 2,160,520,324</u>	<u>\$ 1,923,161,131</u>
<b>Liabilities and Stockholders' Equity</b>		
Liabilities		
Losses and loss expenses	\$ 962,007,437	\$ 869,673,849
Unearned premiums	537,189,598	510,147,485
Accrued expenses	29,115,198	28,453,744
Reinsurance balances payable	3,233,523	2,116,084
Borrowings under lines of credit	85,000,000	35,000,000
Cash dividends declared to stockholders	4,436,301	4,075,234
Subordinated debentures	5,000,000	5,000,000
Accounts payable - securities	—	1,119
Income taxes payable	—	84,831
Due to affiliate	10,293,495	10,069,171
Other	6,470,652	7,524,095
Total liabilities	<u>1,642,746,204</u>	<u>1,472,145,612</u>
Stockholders' Equity		
Preferred stock, \$.01 par value, authorized 2,000,000 shares; none issued	—	—
Class A common stock, \$.01 par value, authorized 50,000,000 shares, issued 27,651,774 and 26,203,935 shares and outstanding 24,649,186 and 23,201,347 shares	276,518	262,040
Class B common stock, \$.01 par value, authorized 10,000,000 shares, issued 5,649,240 shares and outstanding 5,576,775 shares	56,492	56,492
Additional paid-in capital	289,149,567	268,151,601
Accumulated other comprehensive income	11,130,612	504,170
Retained earnings	258,387,288	223,267,573
Treasury stock, at cost	(41,226,357)	(41,226,357)
Total stockholders' equity	<u>517,774,120</u>	<u>451,015,519</u>
Total liabilities and stockholders' equity	<u>\$ 2,160,520,324</u>	<u>\$ 1,923,161,131</u>

See accompanying notes to consolidated financial statements.

**Donegal Group Inc.**  
**Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)**

	Years Ended December 31,		
	2020	2019	2018
<b>Statements of Income (Loss)</b>			
Revenues			
Net premiums earned (includes affiliated reinsurance of \$192,861,276, \$203,409,131 and \$198,580,547 - see note 3)	\$ 742,040,339	\$ 756,078,400	\$ 741,290,873
Investment income, net of investment expenses	29,504,466	29,514,955	26,907,656
Installment payment fees	3,063,097	4,134,749	5,256,721
Lease income	434,089	443,750	480,617
Net investment gains (losses) (includes \$572,106, \$147,236 and (\$499,244) accumulated other comprehensive income reclassification)	2,777,919	21,984,617	(4,801,509)
Equity in earnings of Donegal Financial Services Corporation	—	295,000	2,693,962
Total revenues	<u>777,819,910</u>	<u>812,451,471</u>	<u>771,828,320</u>
Expenses			
Net losses and loss expenses (includes affiliated reinsurance of \$87,374,791, \$103,218,679 and \$140,113,591 - see note 3)	459,764,293	506,387,664	576,458,420
Amortization of deferred policy acquisition costs	119,072,000	122,443,000	120,964,000
Other underwriting expenses	125,862,651	114,561,741	113,270,131
Policyholder dividends	7,394,310	8,978,406	5,353,023
Interest	1,196,406	1,579,299	2,302,082
Other, net	1,257,747	1,420,331	1,717,513
Total expenses	<u>714,547,407</u>	<u>755,370,441</u>	<u>820,065,169</u>
Income (loss) before income tax expense (benefit)	63,272,503	57,081,030	(48,236,849)
Income tax expense (benefit) (includes \$120,142, \$30,920 and (\$104,841) income tax expense (benefit) from reclassification items)	10,457,251	9,929,286	(15,476,509)
Net income (loss)	<u>\$ 52,815,252</u>	<u>\$ 47,151,744</u>	<u>\$ (32,760,340)</u>
Basic earnings (loss) per common share:			
Class A common stock	\$ 1.84	\$ 1.68	\$ (1.18)
Class B common stock	\$ 1.65	\$ 1.51	\$ (1.09)
Diluted earnings (loss) per common share:			
Class A common stock	\$ 1.83	\$ 1.67	\$ (1.18)
Class B common stock	\$ 1.65	\$ 1.51	\$ (1.09)
<b>Statements of Comprehensive Income (Loss)</b>			
Net income (loss)	\$ 52,815,252	\$ 47,151,744	\$ (32,760,340)
Other comprehensive income (loss), net of tax			
Unrealized gain (loss) on securities:			
Unrealized holding gain (loss) arising during the period, net of income tax expense (benefit) of \$2,944,892, \$3,947,082 and (\$1,865,948)	11,078,406	14,848,545	(7,019,532)
Reclassification adjustment for (gains) losses included in net income (loss), net of income tax expense (benefit) of \$120,142, \$30,920 and (\$104,841)	(451,964)	(116,316)	394,403
Other comprehensive income (loss)	<u>10,626,442</u>	<u>14,732,229</u>	<u>(6,625,129)</u>
Comprehensive income (loss)	<u>\$ 63,441,694</u>	<u>\$ 61,883,973</u>	<u>\$ (39,385,469)</u>

See accompanying notes to consolidated financial statements.



**Donegal Group Inc.**  
**Consolidated Statements of Stockholders' Equity**

	Common Stock				Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Treasury Stock	Total Stockholders' Equity
	Class A Shares	Class B Shares	Class A Amount	Class B Amount					
Balance, January 1, 2018	25,564,481	5,649,240	\$ 255,645	\$ 56,492	\$ 255,401,558	\$ (2,684,275)	\$ 236,893,041	\$(41,226,357)	\$ 448,696,104
Issuance of common stock (stock compensation plans)	174,899		1,749		2,469,220				2,470,969
Stock-based compensation	79,961		800		2,853,111				2,853,911
Net loss							(32,760,340)		(32,760,340)
Cash dividends							(15,765,614)		(15,765,614)
Grant of stock options					534,534		(534,534)		—
Reclassification of equity unrealized gains						(4,918,655)	4,918,655		—
Other comprehensive loss						(6,625,129)			(6,625,129)
Balance, December 31, 2018	<u>25,819,341</u>	<u>5,649,240</u>	<u>\$ 258,194</u>	<u>\$ 56,492</u>	<u>\$ 261,258,423</u>	<u>\$ (14,228,059)</u>	<u>\$ 192,751,208</u>	<u>\$(41,226,357)</u>	<u>\$ 398,869,901</u>
Issuance of common stock (stock compensation plans)	167,096		1,671		2,225,527				2,227,198
Stock-based compensation	217,498		2,175		4,251,665				4,253,840
Net income							47,151,744		47,151,744
Cash dividends							(16,219,393)		(16,219,393)
Grant of stock options					415,986		(415,986)		—
Other comprehensive income						14,732,229			14,732,229
Balance, December 31, 2019	<u>26,203,935</u>	<u>5,649,240</u>	<u>\$ 262,040</u>	<u>\$ 56,492</u>	<u>\$ 268,151,601</u>	<u>\$ 504,170</u>	<u>\$ 223,267,573</u>	<u>\$(41,226,357)</u>	<u>\$ 451,015,519</u>
Issuance of common stock (stock compensation plans)	153,233		1,532		2,057,504				2,059,036
Stock-based compensation	1,294,606		12,946		18,582,085				18,595,031
Net income							52,815,252		52,815,252
Cash dividends							(17,337,160)		(17,337,160)
Grant of stock options					358,377		(358,377)		—
Other comprehensive income						10,626,442			10,626,442
Balance, December 31, 2020	<u>27,651,774</u>	<u>5,649,240</u>	<u>\$ 276,518</u>	<u>\$ 56,492</u>	<u>\$ 289,149,567</u>	<u>\$ 11,130,612</u>	<u>\$ 258,387,288</u>	<u>\$(41,226,357)</u>	<u>\$ 517,774,120</u>

See accompanying notes to consolidated financial statements.

**Donegal Group Inc.**  
**Consolidated Statements of Cash Flows**

	Years Ended December 31,		
	2020	2019	2018
<b>Cash Flows from Operating Activities:</b>			
Net income (loss)	\$ 52,815,252	\$ 47,151,744	\$ (32,760,340)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation, amortization and other non-cash items	6,721,621	5,573,074	6,609,632
Net investment (gains) losses	(2,777,919)	(21,984,617)	4,801,509
Equity in earnings of Donegal Financial Services Corporation	—	(295,000)	(2,693,962)
Changes in Assets and Liabilities:			
Losses and loss expenses	92,333,588	55,008,625	137,993,497
Unearned premiums	27,042,113	3,618,879	3,072,065
Accrued expenses	661,454	3,011,598	(2,591,630)
Premiums receivable	(3,863,383)	(9,030,699)	3,704,182
Deferred policy acquisition costs	127,901	1,330,268	(325,267)
Deferred income taxes	6,448	649,928	(4,179,805)
Reinsurance receivable	(41,887,382)	(23,652,403)	(45,026,502)
Accrued investment income	(870,850)	(504,830)	(8,078)
Amounts due to affiliate	224,324	(805,369)	3,560,172
Reinsurance balances payable	1,117,439	(1,766,109)	(233,966)
Prepaid reinsurance premiums	(26,942,566)	(7,095,990)	(347,136)
Current income taxes	(3,174,200)	19,117,435	(8,097,499)
Other, net	(399,440)	6,033,243	299,262
Net adjustments	48,319,148	29,208,033	96,536,474
Net cash provided by operating activities	<u>101,134,400</u>	<u>76,359,777</u>	<u>63,776,134</u>
<b>Cash Flows from Investing Activities:</b>			
Purchases of fixed maturities:			
Held to maturity	(157,048,527)	(96,724,391)	(48,969,776)
Available for sale	(176,500,255)	(165,989,508)	(116,961,667)
Purchases of equity securities	(6,964,092)	(20,722,416)	(11,303,361)
Sales of fixed maturities:			
Available for sale	22,172,930	19,527,658	13,202,367
Maturity of fixed maturities:			
Held to maturity	47,448,424	24,460,749	13,184,665
Available for sale	172,084,542	119,113,273	105,266,805
Sales of equity securities	6,091,288	40,465,748	13,779,330
Net purchases of property and equipment	(89,702)	(149,603)	(105,525)
Sale of investment in Donegal Financial Services Corporation	—	33,922,773	—
Net (purchases) sales of short-term investments	(6,869,933)	2,718,538	(5,698,845)
Net cash used in investing activities	<u>(99,675,325)</u>	<u>(43,377,179)</u>	<u>(37,606,007)</u>
<b>Cash Flows from Financing Activities:</b>			
Issuance of common stock	19,292,324	4,834,514	3,249,849
Cash dividends paid	(16,976,093)	(16,092,643)	(15,658,950)
Payments on lines of credit	—	(25,000,000)	—
Borrowings under lines of credit	50,000,000	—	1,000,000
Net cash provided by (used in) financing activities	<u>52,316,231</u>	<u>(36,258,129)</u>	<u>(11,409,101)</u>
Net increase (decrease) in cash	53,775,306	(3,275,531)	14,761,026
Cash at beginning of year	49,318,930	52,594,461	37,833,435
Cash at end of year	<u>\$ 103,094,236</u>	<u>\$ 49,318,930</u>	<u>\$ 52,594,461</u>

See accompanying notes to consolidated financial statements.

**Donegal Group Inc.**  
**Notes to Consolidated Financial Statements**

**1 - Summary of Significant Accounting Policies**

**Organization and Business**

Donegal Mutual Insurance Company (“Donegal Mutual”) organized us as an insurance holding company on August 26, 1986. Our insurance subsidiaries, Atlantic States Insurance Company (“Atlantic States”), Southern Insurance Company of Virginia (“Southern”), the Peninsula Insurance Group (“Peninsula”), which consists of Peninsula Indemnity Company and The Peninsula Insurance Company and Michigan Insurance Company (“MICO”), and affiliates write personal and commercial lines of property and casualty coverages exclusively through a network of independent insurance agents in certain Mid-Atlantic, Midwestern, New England, Southern and Southwestern states. Until March 8, 2019, we also owned 48.2% of the outstanding stock of Donegal Financial Services Corporation (“DFSC”), a grandfathered unitary savings and loan holding company that owned Union Community Bank (“UCB”), a state savings bank. Donegal Mutual owned the remaining 51.8% of the outstanding stock of DFSC.

We have three segments: our investment function, our commercial lines of insurance and our personal lines of insurance. The commercial lines products of our insurance subsidiaries consist primarily of commercial automobile, commercial multi-peril and workers’ compensation policies. The personal lines products of our insurance subsidiaries consist primarily of homeowners and private passenger automobile policies.

At December 31, 2020, Donegal Mutual held approximately 42% of our outstanding Class A common stock and approximately 84% of our outstanding Class B common stock. This ownership provides Donegal Mutual with approximately 71% of the total voting power of our common stock. Our insurance subsidiaries and Donegal Mutual have interrelated operations due to a pooling agreement and other intercompany agreements and transactions. While each company maintains its separate corporate existence, our insurance subsidiaries and Donegal Mutual conduct business together as the Donegal Insurance Group. As such, Donegal Mutual and our insurance subsidiaries share the same business philosophy, the same management, the same employees and the same facilities and offer the same types of insurance products.

Atlantic States, our largest subsidiary, participates in a proportional reinsurance agreement, or pooling agreement, with Donegal Mutual. Under the pooling agreement, Donegal Mutual and Atlantic States contribute substantially all of their respective premiums, losses and loss expenses to the underwriting pool, and the underwriting pool, acting through Donegal Mutual, then allocates 80% of the pooled business to Atlantic States. Thus, Donegal Mutual and Atlantic States share the underwriting results of the pooled business in proportion to their respective participation in the underwriting pool.

In addition, Donegal Mutual has a 100% quota-share reinsurance agreement with Southern Mutual Insurance Company, or Southern Mutual. Donegal Mutual places its assumed business from Southern Mutual into the underwriting pool.

The same executive management and underwriting personnel administer products, classes of business underwritten, pricing practices and underwriting standards of Donegal Mutual and our insurance subsidiaries. In addition, as the Donegal Insurance Group, Donegal Mutual and our insurance subsidiaries share a combined business plan to achieve market penetration and underwriting profitability objectives. The products our insurance subsidiaries and Donegal Mutual market are generally complementary, thereby allowing the Donegal Insurance Group to offer a broader range of products to a given market and to expand the Donegal Insurance Group’s ability to service an entire personal lines or commercial lines account. Distinctions within the products of Donegal Mutual and our insurance subsidiaries generally relate to specific risk profiles targeted within similar classes of business, such as preferred tier versus standard tier products, but we do not allocate all of the standard risk gradients to one company. Therefore, the underwriting profitability of the business the individual companies write directly will vary. However, the underwriting pool homogenizes the risk characteristics of all business that Donegal Mutual and Atlantic States write directly. The business Atlantic States derives from the underwriting pool represents a significant percentage of our total consolidated revenues. We refer to Note 3 - Transactions with Affiliates for more information regarding the pooling agreement.

## [Table of Contents](#)

Donegal Mutual completed the merger of Mountain States Mutual Casualty Company, or Mountain States, with and into Donegal Mutual effective May 25, 2017. Donegal Mutual was the surviving company in the merger, and Mountain States' insurance subsidiaries, Mountain States Indemnity Company and Mountain States Commercial Insurance Company (collectively, the "Mountain States insurance subsidiaries"), became insurance subsidiaries of Donegal Mutual upon completion of the merger. Upon completion of the merger, Donegal Mutual assumed all of the policy obligations of Mountain States and began to market its products together with the Mountain States insurance subsidiaries as the Mountain States Insurance Group in four Southwestern states. Donegal Mutual also entered into a 100% quota-share reinsurance agreement with the Mountain States insurance subsidiaries on the merger date. Beginning with policies effective in 2021, Donegal Mutual began to place the business of the Mountain States Insurance Group into the underwriting pool. As a result, our consolidated financial results through December 31, 2020 excluded the results of the Mountain States Insurance Group operations in those Southwestern states.

We and Donegal Mutual sold DFSC to Northwest Bancshares, Inc. ("Northwest") on March 8, 2019, resulting in proceeds valued at approximately \$85.8 million in a combination of cash and Northwest common stock. Immediately prior to the closing of the merger, DFSC paid a dividend of approximately \$29.2 million to us and Donegal Mutual. As the owner of 48.2% of DFSC's common stock, we received a dividend payment from DFSC of approximately \$14.1 million and consideration from Northwest that included a combination of cash in the amount of \$20.5 million and Northwest common stock with a fair value at the closing date of \$20.9 million. We recorded a gain of \$12.7 million from the sale of DFSC in our results of operations for the first quarter of 2019. We sold the Northwest common stock that we received as part of the consideration during 2019. This transaction represented the culmination of a banking strategy that began with the formation of DFSC in 2000.

Effective December 1, 2019, our insurance subsidiaries Le Mars Insurance Company ("Le Mars") and Sheboygan Falls Insurance Company ("Sheboygan Falls") merged with and into Atlantic States (the "Mergers"). As a result of the Mergers, the separate corporate existences of Le Mars and Sheboygan Falls ceased and Atlantic States continued as the surviving insurance company. Atlantic States placed the business of Le Mars and Sheboygan Falls, as their policies renewed subsequent to the effective date of the Mergers, into the underwriting pool.

In July 2018, we consolidated the branch office operations of Peninsula into our home office operations to achieve economies of scale and enhance service levels for the policyholders of Peninsula. We recorded a restructuring charge of approximately \$1.9 million in 2018 for employee termination costs associated with the Peninsula consolidation. We completed the sale of Peninsula's branch office in 2019 for net proceeds of \$1.2 million. We recorded an impairment charge of \$1.1 million in other expenses in 2018 related to the value of this real estate.

### **Basis of Consolidation**

Our consolidated financial statements, which we have prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"), include our accounts and those of our wholly owned subsidiaries. We have eliminated all significant inter-company accounts and transactions in consolidation. The terms "we," "us," "our" or the "Company" as we use them in the notes to our consolidated financial statements refer to the consolidated entity.

### **Use of Estimates**

In preparing our consolidated financial statements, our management makes estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the balance sheet and revenues and expenses for the period then ended. Actual results could differ significantly from those estimates.

We make estimates and assumptions that could have a significant effect on amounts and disclosures we report in our consolidated financial statements. The most significant estimates relate to our insurance subsidiaries' reserves for property and casualty insurance unpaid losses and loss expenses. While we believe our estimates and the estimates of our insurance subsidiaries are appropriate, the ultimate amounts may differ from the estimates provided. We regularly review our methods for making these estimates as well as the continuing appropriateness of the estimated amounts, and we reflect any adjustment we consider necessary in our current results of operations.

## **Reclassification**

We have made certain reclassifications in our prior period financial statements to conform to the current year presentation.

## **Investments**

We classify our debt securities into the following categories:

Held to Maturity - Debt securities that we have the positive intent and ability to hold to maturity; reported at amortized cost.

Available for Sale - Debt securities not classified as held to maturity; reported at fair value, with unrealized gains and losses excluded from income and reported as a separate component of stockholders' equity (net of tax effects).

Short-term investments are carried at amortized cost, which approximates fair value.

We make estimates concerning the valuation of our investments and the recognition of other-than-temporary declines in the value of our investments. For equity securities, we measure investments at fair value and recognize changes in fair value in our results of operations. With respect to a debt security that is in an unrealized loss position, we first assess if we intend to sell the debt security. If we determine we intend to sell the debt security, we recognize the impairment loss in our results of operations. If we do not intend to sell the debt security, we determine whether it is more likely than not that we will be required to sell the debt security prior to recovery. If we determine it is more likely than not that we will be required to sell the debt security prior to recovery, we recognize an impairment loss in our results of operations. If we determine it is more likely than not that we will not be required to sell the debt security prior to recovery, we then evaluate whether a credit loss has occurred. We determine whether a credit loss has occurred by comparing the amortized cost of the debt security to the present value of the cash flows we expect to collect. If we expect a cash flow shortfall, we consider that a credit loss has occurred. If we determine that a credit loss has occurred, we consider the impairment to be other than temporary. We then recognize the amount of the impairment loss related to the credit loss in our results of operations, and we recognize the remaining portion of the impairment loss in our other comprehensive income, net of applicable taxes. In addition, we may write down securities in an unrealized loss position based on a number of other factors, including when the fair value of an investment is significantly below its cost, when the financial condition of the issuer of a security has deteriorated, the occurrence of industry, company or geographic events that have negatively impacted the value of a security and rating agency downgrades.

We amortize premiums and discounts on debt securities over the life of the security as an adjustment to yield using the effective interest method. We compute investment gains and losses using the specific identification method.

We amortize premiums and discounts for mortgage-backed debt securities using anticipated prepayments.

## **Fair Values of Financial Instruments**

We use the following methods and assumptions in estimating our fair value disclosures:

Investments - We present our investments in available-for-sale fixed maturity and equity securities at estimated fair value. The estimated fair value of a security may differ from the amount that we could realize if we sold the security in a forced transaction. In addition, the valuation of fixed maturity investments is more subjective when markets are less liquid, increasing the potential that the estimated fair value does not reflect the price at which an actual transaction would occur. We utilize nationally recognized independent pricing services to estimate fair values for our fixed maturity and equity investments. We generally obtain two prices per security. The pricing services utilize market quotations for fixed maturity and equity securities

## [Table of Contents](#)

that have quoted prices in active markets. For fixed maturity securities that generally do not trade on a daily basis, the pricing services prepare estimates of fair value measurements based predominantly on observable market inputs. The pricing services do not use broker quotes in determining the fair values of our investments. Our investment personnel review the estimates of fair value the pricing services provide to determine if the estimates we obtain are representative of fair values based upon the general knowledge of our investment personnel of the market, their research findings related to unusual fluctuations in value and their comparison of such values to execution prices for similar securities. Our investment personnel monitor the market and are familiar with current trading ranges for similar securities and the pricing of specific investments. Our investment personnel review all pricing estimates that we receive from the pricing services against their expectations with respect to pricing based on fair market curves, security ratings, coupon rates, security type and recent trading activity. Our investment personnel review documentation with respect to the pricing services' pricing methodology that they obtain periodically to determine if the primary pricing sources, market inputs and pricing frequency for various security types are reasonable. We refer to Note 5 - Fair Value Measurements for more information regarding our methods and assumptions in estimating fair values.

Cash and Short-Term Investments - The carrying amounts we report in the balance sheet for these instruments approximate their fair values.

Premiums and Reinsurance Receivables and Payables - The carrying amounts we report in the balance sheet for these instruments related to premiums and paid losses and loss expenses approximate their fair values.

Subordinated Debentures - The carrying amounts we report in the balance sheet for these instruments approximate their fair values.

### **Revenue Recognition**

Our insurance subsidiaries recognize insurance premiums as income over the terms of the policies they issue. Our insurance subsidiaries calculate unearned premiums on a daily pro-rata basis.

### **Policy Acquisition Costs**

We defer our insurance subsidiaries' policy acquisition costs, consisting primarily of commissions, premium taxes and certain other underwriting costs, reduced by ceding commissions, related directly to the successful acquisition of new or renewal insurance contracts. We amortize these deferred policy acquisition costs over the period in which our insurance subsidiaries earn the premiums. The method we follow in computing deferred policy acquisition costs limits the amount of such deferred costs to their estimated realizable value, which gives effect to the premium to be earned, related investment income, losses and loss expenses and certain other costs we expect to incur as our insurance subsidiaries earn the premium. Estimates in the calculation of policy acquisition costs have not shown material variability because of uncertainties in applying accounting principles or as a result of sensitivities to changes in key assumptions.

### **Property and Equipment**

We report property and equipment at depreciated cost that we compute using the straight-line method based upon estimated useful lives of the assets.

### **Losses and Loss Expenses**

Liabilities for losses and loss expenses are estimates at a given point in time of the amounts an insurer expects to pay with respect to incurred policyholder claims based on facts and circumstances the insurer knows at that point in time. For example, legislative, judicial and regulatory actions may expand coverage definitions, retroactively mandate coverage or otherwise require our insurance subsidiaries to pay losses for damages that their policies explicitly excluded or did not intend to cover. At the time of establishing its estimates, an insurer recognizes that its ultimate liability for losses and loss expenses will exceed or be less than such estimates. Our insurance subsidiaries base their estimates of liabilities for losses and loss expenses on

## [Table of Contents](#)

assumptions as to future loss trends, expected claims severity, judicial theories of liability and other factors. However, during the loss adjustment period, our insurance subsidiaries may learn additional facts regarding individual claims, and, consequently, it often becomes necessary for our insurance subsidiaries to refine and adjust their estimates for these liabilities. We reflect any adjustments to the liabilities for losses and loss expenses of our insurance subsidiaries in our consolidated results of operations in the period in which our insurance subsidiaries make adjustments to their estimates.

Our insurance subsidiaries maintain liabilities for the payment of losses and loss expenses with respect to both reported and unreported claims. Our insurance subsidiaries establish these liabilities for the purpose of covering the ultimate costs of settling all losses, including investigation and litigation costs. Our insurance subsidiaries base the amount of their liability for reported losses primarily upon a case-by-case evaluation of the type of risk involved, knowledge of the circumstances surrounding each claim and the insurance policy provisions relating to the type of loss the policyholder incurred. Our insurance subsidiaries determine the amount of their liability for unreported claims and loss expenses on the basis of historical information by line of insurance. Our insurance subsidiaries account for inflation in the reserving function through analysis of costs and trends and reviews of historical reserving results. Our insurance subsidiaries monitor their liabilities closely and recompute them periodically using new information on reported claims and a variety of statistical techniques. Our insurance subsidiaries do not discount their liabilities for losses and loss expenses.

Reserve estimates can change over time because of unexpected changes in assumptions related to our insurance subsidiaries' external environment and, to a lesser extent, assumptions related to our insurance subsidiaries' internal operations. For example, our insurance subsidiaries have experienced an increase in claims severity and a lengthening of the claim settlement periods on bodily injury claims during the past several years. In addition, the COVID-19 pandemic and related government mandates and restrictions resulted in various changes from historical claims reporting and settlement trends during 2020. These trend changes give rise to greater uncertainty as to the pattern of future loss settlements on bodily injury claims. Related uncertainties regarding future trends include social inflation, the rate of plaintiff attorney involvement in claims and the cost of medical technologies and procedures. Assumptions related to our insurance subsidiaries' external environment include the absence of significant changes in tort law and the legal environment that increase liability exposure, consistency in judicial interpretations of insurance coverage and policy provisions and the rate of loss cost inflation. Internal assumptions include consistency in the recording of premium and loss statistics, consistency in the recording of claims, payment and case reserving methodology, accurate measurement of the impact of rate changes and changes in policy provisions, consistency in the quality and characteristics of business written within a given line of business and consistency in reinsurance coverage and collectability of reinsured losses, among other items. To the extent our insurance subsidiaries determine that underlying factors impacting their assumptions have changed, our insurance subsidiaries make adjustments in their reserves that they consider appropriate for such changes. Accordingly, our insurance subsidiaries' ultimate liability for unpaid losses and loss expenses will likely differ from the amount recorded.

Our insurance subsidiaries seek to enhance their underwriting results by carefully selecting the product lines they underwrite. Our insurance subsidiaries' personal lines products primarily include standard and preferred risks in private passenger automobile and homeowners lines. Our insurance subsidiaries' commercial lines products primarily include business offices, wholesalers, service providers, contractors, artisans and light manufacturing operations. Our insurance subsidiaries have limited exposure to asbestos and other environmental liabilities. Our insurance subsidiaries write no medical malpractice liability risks.

### **Income Taxes**

We currently file a consolidated federal income tax return that includes us and our insurance subsidiaries.

We account for income taxes using the asset and liability method. The objective of the asset and liability method is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of our assets and liabilities at enacted tax rates we expect to be in effect when we realize or settle such amounts.

### **Credit Risk**

Our objective is to earn competitive returns by investing in a diversified portfolio of securities. Our portfolio of fixed maturity securities and, to a lesser extent, short-term investments is subject to credit risk. We define this risk as the potential loss in fair value resulting from adverse changes in the borrower's ability to repay its debt to us. We manage this risk by performing an analysis of prospective investments and through regular reviews of our portfolio by our investment personnel. We also limit the amount of our total investment portfolio that we invest in any one security.

Our insurance subsidiaries provide property and liability insurance coverages through independent insurance agencies located throughout their operating areas. Our insurance subsidiaries bill the majority of this business directly to their policyholders, although our insurance subsidiaries bill a portion of their commercial business through their agents, to whom they extend credit in the normal course of business.

Our insurance subsidiaries have reinsurance agreements with Donegal Mutual and with a number of major unaffiliated reinsurers.

### **Reinsurance Accounting and Reporting**

Our insurance subsidiaries rely upon reinsurance agreements to limit their maximum net loss from large single risks or risks in concentrated areas and to increase their capacity to write insurance. Reinsurance does not relieve our insurance subsidiaries from liability to their respective policyholders. To the extent that a reinsurer cannot pay losses for which it is liable under the terms of a reinsurance agreement with one or more of our insurance subsidiaries, our insurance subsidiaries retain continued liability for such losses. However, in an effort to reduce the risk of non-payment, our insurance subsidiaries require all of their reinsurers to have an A.M. Best rating of A- or better or, with respect to foreign reinsurers, to have a financial condition that, in the opinion of our management, is equivalent to a company with an A.M. Best rating of A- or better. We refer to Note 10 - Reinsurance for more information regarding the reinsurance agreements of our insurance subsidiaries.

### **Stock-Based Compensation**

We measure all share-based payments to our directors and the directors and employees of our subsidiaries and affiliates, including grants of stock options, using a fair-value-based method and record such expense in our results of operations. In determining the expense we record for stock options we grant to our directors and the directors and employees of our subsidiaries and affiliates, we estimate the fair value of each option award on the date of grant using the Black-Scholes option pricing model. The significant assumptions we utilize in applying the Black-Scholes option pricing model are the risk-free interest rate, expected term, dividend yield and expected volatility.

In 2020, 2019 and 2018, we realized \$302,901, \$64,765 and \$25,938, respectively, in tax benefits upon the exercise of stock options.

### **Earnings Per Share**

We calculate basic earnings per share by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflects the dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

We have two classes of common stock, which we refer to as Class A common stock and Class B common stock. Our Class A common stock is entitled to the declaration and payment of cash dividends that are at least 10% higher than those we declare and pay on our Class B common stock. Accordingly, we use the two-class method for the computation of earnings per common share. The two-class method is an earnings allocation formula that determines earnings per share separately for each class of common stock based on dividends declared and an allocation of remaining undistributed earnings using a participation percentage that reflects the dividend rights of each class.



## **Goodwill and Other Intangible Assets**

Goodwill represents the excess of the purchase price over the underlying fair value of acquired entities. When completing acquisitions, we seek also to identify separately identifiable intangible assets that we have acquired. We assess goodwill and intangible assets with an indefinite useful life for impairment annually. We also assess goodwill and other intangible assets for impairment upon the occurrence of certain events. In making our assessment, we consider a number of factors including operating results, business plans, economic projections, anticipated future cash flows and current market data. Inherent uncertainties exist with respect to these factors and to our judgment in applying them when we make our assessment. Impairment of goodwill and other intangible assets could result from changes in economic and operating conditions in future periods.

## **2 - Impact of New Accounting Standards**

In February 2016, the FASB issued guidance that requires lessees to recognize leases, including operating leases, on the lessee's balance sheet, unless a lease is considered a short-term lease. This guidance also requires entities to make new judgments to identify leases. The guidance was effective for annual and interim reporting periods beginning after December 15, 2018 and permitted early adoption. Our adoption of this guidance on January 1, 2019 did not have a significant impact on our financial position, results of operations or cash flows.

In January 2017, the FASB issued guidance that simplifies the measurement of goodwill by modifying the goodwill impairment test previous guidance required. The guidance requires an entity to perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize impairment for the amount by which the reporting unit's carrying amount exceeds its fair value. The guidance was effective for annual and interim reporting periods beginning after December 15, 2019 and permitted early adoption. We early adopted this guidance in 2019. The adoption of this guidance did not have a significant impact on our financial position, results of operations or cash flows.

In August 2018, the FASB issued guidance that modifies disclosure requirements related to fair value measurements. The guidance removes the requirements to disclose the amounts of, and reasons for, transfers between Level 1 and Level 2 of the fair value hierarchy. The guidance was effective for annual and interim reporting periods beginning after December 15, 2019 and permitted early adoption. We early adopted this guidance in 2019. The adoption of this guidance on January 1, 2019 did not have a significant impact on our financial position, results of operations or cash flows.

In September 2016, the FASB issued guidance that amends previous guidance on the impairment of financial instruments by adding an impairment model that requires an entity to recognize expected credit losses as an allowance rather than impairments as credit losses are incurred. The intent of this guidance is to reduce complexity and result in a more timely recognition of expected credit losses. In November 2019, the FASB issued guidance that delays the effective date for "smaller reporting companies," as defined in Item 10(f)(1) of Regulation S-K, to annual and interim reporting periods beginning after December 15, 2022 from December 15, 2019. We are a smaller reporting company and are in the process of evaluating the impact of the adoption of this guidance on our financial position, results of operations and cash flows.

In December 2019, the FASB issued guidance that simplifies accounting for income taxes. The guidance eliminates certain exceptions related to the approach for intra-period tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. The guidance was effective January 1, 2021, using the retrospective method or modified retrospective method for certain changes and the prospective method for all other changes, and permits early adoption. We do not expect our adoption of this guidance in 2021 to have a significant impact on our financial position, results of operations or cash flows.

## **3 - Transactions with Affiliates**

Our insurance subsidiaries conduct business and have various agreements with Donegal Mutual that we describe in the following subparagraphs:

**a. Reinsurance Pooling and Other Reinsurance Arrangements**

Atlantic States, our largest insurance subsidiary, and Donegal Mutual have a pooling agreement under which both companies contribute substantially all of their direct written business to the pool and receive an allocated percentage of the pooled underwriting results, excluding certain reinsurance Donegal Mutual assumes from our insurance subsidiaries. In addition, Donegal Mutual has a 100% quota-share reinsurance agreement with Southern Mutual Insurance Company, or Southern Mutual, and Donegal Mutual places its assumed business from Southern Mutual into the underwriting pool. Atlantic States has an 80% share of the results of the pool, and Donegal Mutual has a 20% share of the results of the pool. The intent of the pooling agreement is to produce more uniform and stable underwriting results from year to year for each pool participant than they would experience individually and to spread the risk of loss between the participants based on each participant's relative amount of surplus and relative access to capital. Each participant in the pool has at its disposal the capacity of the entire pool, rather than being limited to policy exposures of a size commensurate with its own capital and surplus.

The following amounts represent reinsurance Atlantic States ceded to the pool during 2020, 2019 and 2018:

	2020	2019	2018
Premiums earned	\$266,400,636	\$218,642,984	\$212,928,238
Losses and loss expenses	181,205,743	173,238,503	159,495,489
Prepaid reinsurance premiums	146,387,565	116,189,929	106,224,424
Liability for losses and loss expenses	232,540,607	183,326,589	158,081,925

The following amounts represent reinsurance Atlantic States assumed from the pool during 2020, 2019 and 2018:

	2020	2019	2018
Premiums earned	\$514,172,448	\$479,835,362	\$473,512,781
Losses and loss expenses	309,315,497	309,852,141	335,789,280
Unearned premiums	262,004,199	237,106,338	231,958,181
Liability for losses and loss expenses	377,530,215	322,658,731	303,546,744

Donegal Mutual and MICO have a quota-share reinsurance agreement under which Donegal Mutual assumes 25% of the premiums and losses related to the business of MICO. Donegal Mutual and Peninsula have a quota-share reinsurance agreement under which Donegal Mutual assumes 100% of the premiums and losses related to the workers' compensation product line of Peninsula in certain states. Donegal Mutual places its assumed business from MICO and Peninsula into the underwriting pool.

The following amounts represent reinsurance ceded to Donegal Mutual pursuant to these quota-share reinsurance agreements during 2020, 2019 and 2018:

	2020	2019	2018
Premiums earned	\$39,315,398	\$42,079,112	\$42,813,929
Losses and loss expenses	15,471,037	19,617,787	23,175,456
Prepaid reinsurance premiums	17,155,909	19,217,849	19,047,084
Liability for losses and loss expenses	35,306,627	36,597,834	38,434,078

In 2019 and 2020, each of our insurance subsidiaries had a catastrophe reinsurance agreement with Donegal Mutual that provided coverage under any one catastrophic occurrence above a set retention of \$2,000,000, with a combined retention of \$5,000,000 for a catastrophe involving a combination of our insurance subsidiaries, up to the amount Donegal Mutual and our insurance subsidiaries retained under catastrophe reinsurance agreements with unaffiliated reinsurers. Through December 31, 2018, Atlantic States, Southern and Le Mars each had a catastrophe reinsurance agreement with Donegal Mutual that provided coverage under any one catastrophic occurrence above a set retention (\$2,500,000, \$2,000,000 and \$1,000,000 for Atlantic States, Southern and Le Mars, respectively, for 2018), with a combined retention of \$5,000,000 for a catastrophe involving a combination of these subsidiaries, up to the amount Donegal Mutual and our insurance subsidiaries retained under catastrophe reinsurance agreements with unaffiliated reinsurers. Through December 31, 2018, Donegal Mutual and Southern had an excess of loss reinsurance agreement in which Donegal Mutual assumed up to \$500,000 of Southern's losses in excess of \$500,000.

## [Table of Contents](#)

The following amounts represent reinsurance that our insurance subsidiaries ceded to Donegal Mutual pursuant to these reinsurance agreements during 2020, 2019 and 2018:

	2020	2019	2018
Premiums earned	\$15,595,138	\$14,404,636	\$19,190,067
Losses and loss expenses	25,259,527	13,769,736	12,899,927
Liability for losses and loss expenses	3,812,339	3,149,907	4,847,176

The following amounts represent the effect of affiliated reinsurance transactions on net premiums our insurance subsidiaries earned during 2020, 2019 and 2018:

	2020	2019	2018
Assumed	\$514,172,448	\$479,835,362	\$473,512,781
Ceded	(321,311,172)	(275,126,732)	(274,932,234)
Net	<u>\$ 192,861,276</u>	<u>\$ 204,708,630</u>	<u>\$ 198,580,547</u>

The following amounts represent the effect of affiliated reinsurance transactions on net losses and loss expenses our insurance subsidiaries incurred during 2020, 2019 and 2018:

	2020	2019	2018
Assumed	\$309,311,098	\$309,844,705	\$335,684,463
Ceded	(221,936,307)	(206,626,026)	(195,570,872)
Net	<u>\$ 87,374,791</u>	<u>\$ 103,218,679</u>	<u>\$ 140,113,591</u>

### **b. Expense Sharing**

Donegal Mutual provides facilities, management and other services to us and our insurance subsidiaries. In addition, Donegal Mutual purchases and maintains the information technology systems that support the business of Donegal Mutual and our insurance subsidiaries. Donegal Mutual allocates certain related expenses to Atlantic States in relation to the relative participation of Atlantic States and Donegal Mutual in the pooling agreement. Our insurance subsidiaries other than Atlantic States reimburse Donegal Mutual for direct costs of services Donegal Mutual provides on their behalf and a proportionate share of certain costs Donegal Mutual allocates to them based on their percentage of the total net premiums written of the Donegal Insurance Group and other metrics. Donegal Mutual allocates costs related to its development and maintenance of information technology systems over the estimated useful life of those systems (generally five years) and charges a proportionate share of those costs to our insurance companies based on their percentage of the total net premiums written of the Donegal Insurance Group. Total charges from Donegal Mutual for services it provided to our insurance subsidiaries totaled \$153,941,121, \$134,143,158 and \$126,153,511 for 2020, 2019 and 2018, respectively.

Donegal Mutual is currently in the midst of a multi-year effort to modernize certain of its key technology infrastructure and application systems. In 2020, Donegal Mutual placed the first release of new systems into service and allocated \$2.8 million of related costs to our insurance subsidiaries. Donegal Mutual will allocate to our insurance subsidiaries their proportionate share of the remaining \$19.2 million of its costs for the first release over the next five years. Donegal Mutual incurred an additional \$9.0 million of deferred costs related to releases under development that were not yet ready for their intended use at December 31, 2020.

Our management believes that the allocation methods Donegal Mutual utilizes are reasonable. In addition, Donegal Mutual and we maintain a coordinating committee that consists of two members of our board of directors, neither of whom is a member of Donegal Mutual's board of directors, and two members of Donegal Mutual's board of directors, neither of whom is a member of our board of directors. The purpose of the coordinating committee is to maintain a process for an ongoing evaluation of the fairness of the terms of all transactions between Donegal Mutual and our insurance subsidiaries.

[Table of Contents](#)

**c. Lease Agreement**

We lease office equipment with terms ranging from 3 to 10 years to Donegal Mutual under a 10-year lease agreement dated January 1, 2011.

**4 - Investments**

The amortized cost and estimated fair values of our fixed maturities at December 31, 2020 and 2019 are as follows:

	2020			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<b>Held to Maturity</b>				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 77,435,268	\$ 3,983,890	\$ 223,564	\$ 81,195,594
Obligations of states and political subdivisions	312,319,238	23,211,483	142,750	335,387,971
Corporate securities	173,269,560	18,172,244	205,761	191,236,043
Mortgage-backed securities	23,585,373	1,235,840	—	24,821,213
Totals	<u>\$586,609,439</u>	<u>\$46,603,457</u>	<u>\$572,075</u>	<u>\$632,640,821</u>

	2020			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<b>Available for Sale</b>				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 47,511,872	\$ 423,855	\$ 121,015	\$ 47,814,712
Obligations of states and political subdivisions	66,286,667	2,690,335	11,765	68,965,237
Corporate securities	202,396,309	10,496,218	184,464	212,708,063
Mortgage-backed securities	218,763,252	6,901,676	16,923	225,648,005
Totals	<u>\$534,958,100</u>	<u>\$20,512,084</u>	<u>\$334,167</u>	<u>\$555,136,017</u>

	2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<b>Held to Maturity</b>				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 82,916,052	\$ 1,803,230	\$ 68,560	\$ 84,650,722
Obligations of states and political subdivisions	204,634,486	14,236,736	288,174	218,583,048
Corporate securities	156,398,001	8,274,912	333,166	164,339,747
Mortgage-backed securities	32,145,243	611,641	16,057	32,740,827
Totals	<u>\$476,093,782</u>	<u>\$24,926,519</u>	<u>\$705,957</u>	<u>\$500,314,344</u>

[Table of Contents](#)

Available for Sale	2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 19,302,056	\$ 81,773	\$ 19,370	\$ 19,364,459
Obligations of states and political subdivisions	55,162,046	1,641,171	6,929	56,796,288
Corporate securities	154,946,586	4,477,035	180,312	159,243,309
Mortgage-backed securities	327,428,590	2,856,820	737,663	329,547,747
Totals	<u>\$556,839,278</u>	<u>\$9,056,799</u>	<u>\$944,274</u>	<u>\$564,951,803</u>

At December 31, 2020, our holdings of obligations of states and political subdivisions included general obligation bonds with an aggregate fair value of \$263.6 million and an amortized cost of \$247.5 million. Our holdings also included special revenue bonds with an aggregate fair value of \$140.8 million and an amortized cost of \$131.1 million. With respect to both categories of bonds, we held no securities of any issuer that comprised more than 10% of that category at December 31, 2020. Education bonds and water and sewer utility bonds represented 44% and 39%, respectively, of our total investments in special revenue bonds based on their carrying values at December 31, 2020. Many of the issuers of the special revenue bonds we held at December 31, 2020 have the authority to impose ad valorem taxes. In that respect, many of the special revenue bonds we held are similar to general obligation bonds.

At December 31, 2019, our holdings of obligations of states and political subdivisions included general obligation bonds with an aggregate fair value of \$182.0 million and an amortized cost of \$172.3 million. Our holdings also included special revenue bonds with an aggregate fair value of \$93.4 million and an amortized cost of \$87.5 million. With respect to both categories of bonds, we held no securities of any issuer that comprised more than 10% of that category at December 31, 2019. Education bonds and water and sewer utility bonds represented 44% and 35%, respectively, of our total investments in special revenue bonds based on their carrying values at December 31, 2019. Many of the issuers of the special revenue bonds we held at December 31, 2019 have the authority to impose ad valorem taxes. In that respect, many of the special revenue bonds we held are similar to general obligation bonds.

We have segregated within accumulated other comprehensive income the net unrealized losses of \$15.1 million arising prior to the November 30, 2013 reclassification date for fixed maturities reclassified from available for sale to held to maturity. We are amortizing this balance over the remaining life of the related securities as an adjustment of yield in a manner consistent with the accretion of discount on the same fixed maturities. During 2020, we recorded amortization of \$1.4 million in other comprehensive income. At December 31, 2020 and 2019, net unrealized losses of \$6.1 million and \$7.5 million, respectively, remained within accumulated other comprehensive income.

We set forth below the amortized cost and estimated fair value of fixed maturities at December 31, 2020 by contractual maturity. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

[Table of Contents](#)

	<u>Amortized Cost</u>	<u>Estimated Fair Value</u>
<b>Held to maturity</b>		
Due in one year or less	\$ 17,487,922	\$ 17,751,370
Due after one year through five years	91,293,064	97,632,535
Due after five years through ten years	205,058,526	222,703,673
Due after ten years	249,184,554	269,732,030
Mortgage-backed securities	23,585,373	24,821,213
Total held to maturity	<u>\$ 586,609,439</u>	<u>\$ 632,640,821</u>
<b>Available for sale</b>		
Due in one year or less	\$ 55,448,556	\$ 55,677,592
Due after one year through five years	99,633,832	105,770,506
Due after five years through ten years	130,984,165	136,888,915
Due after ten years	30,128,295	31,150,999
Mortgage-backed securities	218,763,252	225,648,005
Total available for sale	<u>\$ 534,958,100</u>	<u>\$ 555,136,017</u>

The cost and estimated fair values of our equity securities at December 31, 2020 were as follows:

	<u>Cost</u>	<u>Gross Gains</u>	<u>Gross Losses</u>	<u>Estimated Fair Value</u>
Equity securities	\$ 42,409,750	\$ 17,103,055	\$ 956,632	\$ 58,556,173

## [Table of Contents](#)

The cost and estimated fair values of our equity securities at December 31, 2019 were as follows:

	<u>Cost</u>	<u>Gross Gains</u>	<u>Gross Losses</u>	<u>Estimated Fair Value</u>
Equity securities	\$ 43,419,136	\$ 12,179,912	\$ 121,492	\$ 55,477,556

The amortized cost of fixed maturities on deposit with various regulatory authorities at December 31, 2020 and 2019 amounted to \$9,114,791 and \$8,330,651, respectively.

We derived net investment income, consisting primarily of interest and dividends, from the following sources:

	<u>2020</u>	<u>2019</u>	<u>2018</u>
Fixed maturities	\$ 30,750,231	\$ 29,969,774	\$ 27,733,555
Equity securities	1,386,343	1,268,056	1,264,120
Short-term investments	427,392	1,243,104	795,522
Other	29,250	29,251	29,450
Investment income	32,593,216	32,510,185	29,822,647
Investment expenses	(3,088,750)	(2,995,230)	(2,914,991)
Net investment income	<u>\$29,504,466</u>	<u>\$29,514,955</u>	<u>\$26,907,656</u>

We present below gross gains and losses from investments, including those we classified as held to maturity, and the change in the difference between fair value and cost of investments:

	<u>2020</u>	<u>2019</u>	<u>2018</u>
<b>Gross gains:</b>			
Fixed maturities	\$ 818,350	\$ 470,983	\$ 131,660
Equity securities	8,532,881	10,471,285	1,890,762
Investment in affiliate	—	12,662,147	—
	<u>9,351,231</u>	<u>23,604,415</u>	<u>2,022,422</u>
<b>Gross losses:</b>			
Fixed maturities	246,243	323,746	630,904
Equity securities	6,327,069	1,296,052	6,193,027
	<u>6,573,312</u>	<u>1,619,798</u>	<u>6,823,931</u>
Net investment gains (losses)	<u>\$ 2,777,919</u>	<u>\$21,984,617</u>	<u>\$ (4,801,509)</u>
<b>Change in difference between fair value and cost of investments:</b>			
Fixed maturities	\$33,876,212	\$38,647,456	\$ (20,641,433)
Equity securities	4,088,003	9,334,127	(3,501,853)
Totals	<u>\$37,964,215</u>	<u>\$47,981,583</u>	<u>\$ (24,143,286)</u>

We recognized \$8.4 million of unrealized gains and \$2.8 million of unrealized losses on equity securities held at December 31, 2020 in net investment gains for 2020. We recognized \$8.9 million of unrealized gains and \$25,751 of unrealized losses on equity securities held at December 31, 2019 in net investment gains for 2019.

## [Table of Contents](#)

We held fixed maturities with unrealized losses representing declines that we considered temporary at December 31, 2020 as follows:

	Less than 12 months		12 months or longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$29,144,224	\$344,579	\$ —	\$ —
Obligations of states and political subdivisions	9,361,435	154,515	—	—
Corporate securities	26,142,933	114,606	8,229,646	275,619
Mortgage-backed securities	3,091,272	15,425	236,560	1,498
Totals	<u>\$67,739,864</u>	<u>\$629,125</u>	<u>\$8,466,206</u>	<u>\$277,117</u>

We held fixed maturities with unrealized losses representing declines that we considered temporary at December 31, 2019 as follows:

	Less than 12 months		12 months or longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 7,461,245	\$ 45,688	\$ 5,394,735	\$ 42,242
Obligations of states and political subdivisions	23,339,340	293,516	2,326,813	1,587
Corporate securities	19,362,346	263,280	18,803,546	250,198
Mortgage-backed securities	28,507,123	55,729	74,088,769	697,991
Totals	<u>\$78,670,054</u>	<u>\$658,213</u>	<u>\$100,613,863</u>	<u>\$992,018</u>

We make estimates concerning the valuation of our investments and the recognition of other-than-temporary declines in the value of our investments. For equity securities, we measure investments at fair value, and we recognize changes in fair value in our results of operations. With respect to a debt security that is in an unrealized loss position, we first assess if we intend to sell the debt security. If we determine we intend to sell the debt security, we recognize the impairment loss in our results of operations. If we do not intend to sell the debt security, we determine whether it is more likely than not that we will be required to sell the debt security prior to recovery. If we determine it is more likely than not that we will be required to sell the debt security prior to recovery, we recognize an impairment loss in our results of operations. If we determine it is more likely than not that we will not be required to sell the debt security prior to recovery, we then evaluate whether a credit loss has occurred. We determine whether a credit loss has occurred by comparing the amortized cost of the debt security to the present value of the cash flows we expect to collect. If we expect a cash flow shortfall, we consider that a credit loss has occurred. If we determine that a credit loss has occurred, we consider the impairment to be other than temporary. We then recognize the amount of the impairment loss related to the credit loss in our results of operations, and we recognize the remaining portion of the impairment loss in our other comprehensive income, net of applicable taxes. In addition, we may write down securities in an unrealized loss position based on a number of other factors, including when the fair value of an investment is significantly below its cost, when the financial condition of the issuer of a security has deteriorated, the occurrence of industry, company or geographic events that have negatively impacted the value of a security and rating agency downgrades. We held 43 debt securities that were in an unrealized loss position at December 31, 2020. Based upon our analysis of general market conditions and underlying factors impacting these debt securities, we considered these declines in value to be temporary.

We did not recognize any impairment losses in 2020, 2019 or 2018. We had no sales or transfers from our held to maturity portfolio in 2020, 2019 or 2018. We had no derivative instruments or hedging activities during 2020, 2019 or 2018.



## 5 - Fair Value Measurements

We account for financial assets using a framework that establishes a hierarchy that ranks the quality and reliability of inputs, or assumptions, used in the determination of fair value, and we classify financial assets and liabilities carried at fair value in one of the following three categories:

Level 1 - quoted prices in active markets for identical assets and liabilities;

Level 2 - directly or indirectly observable inputs other than Level 1 quoted prices; and

Level 3 - unobservable inputs not corroborated by market data.

For investments that have quoted market prices in active markets, we use the quoted market price as fair value and include these investments in Level 1 of the fair value hierarchy. We classify publicly traded equity securities as Level 1. When quoted market prices in active markets are not available, we base fair values on quoted market prices of comparable instruments or price estimates we obtain from independent pricing services. We classify our fixed maturity investments as Level 2. Our fixed maturity investments consist of U.S. Treasury securities and obligations of U.S. government corporations and agencies, obligations of states and political subdivisions, corporate securities and mortgage-backed securities.

We present our investments in available-for-sale fixed maturity and equity securities at estimated fair value. The estimated fair value of a security may differ from the amount that we could realize if we sold the security in a forced transaction. In addition, the valuation of fixed maturity investments is more subjective when markets are less liquid, increasing the potential that the estimated fair value does not reflect the price at which an actual transaction would occur. We utilize nationally recognized independent pricing services to estimate fair values or obtain market quotations for substantially all of our fixed maturity and equity investments. We generally obtain two prices per security. The pricing services utilize market quotations for fixed maturity and equity securities that have quoted prices in active markets. For fixed maturity securities that generally do not trade on a daily basis, the pricing services prepare estimates of fair value measurements based predominantly on observable market inputs. The pricing services do not use broker quotes in determining the fair values of our investments. Our investment personnel review the estimates of fair value the pricing services provide to determine if the estimates we obtain are representative of fair values based upon the general knowledge of the market of our investment personnel, their research findings related to unusual fluctuations in value and their comparison of such values to execution prices for similar securities. Our investment personnel monitor the market and are familiar with current trading ranges for similar securities and pricing of specific investments. Our investment personnel review all pricing estimates that we receive from the pricing services against their expectations with respect to pricing based on fair market curves, security ratings, coupon rates, security type and recent trading activity. Our investment personnel review documentation with respect to the pricing services' pricing methodology that they obtain periodically to determine if the primary pricing sources, market inputs and pricing frequency for various security types are reasonable. At December 31, 2020, we received two estimates per security from the pricing services, and we priced substantially all of our Level 1 and Level 2 investments using those prices. In our review of the estimates the pricing services provided at December 31, 2020, we did not identify any material discrepancies, and we did not make any adjustments to the estimates the pricing services provided.

We present our cash and short-term investments at estimated fair value. The carrying values in our balance sheet for premium receivables and reinsurance receivables and payables for premiums and paid losses and loss expenses approximate their fair values. The carrying amounts reported in the balance sheet for our subordinated debentures and borrowings under lines of credit approximate their fair values. We classify these items as Level 3.

We evaluate our assets and liabilities on a regular basis to determine the appropriate level at which to classify them for each reporting period. Based on our review of the methodology and summary of inputs the pricing services use, we have concluded that our Level 1 and Level 2 investments were classified properly at December 31, 2020 and 2019.

[Table of Contents](#)

The following table presents our fair value measurements for our investments in available-for-sale fixed maturity and equity securities at December 31, 2020:

	<u>Fair Value</u>	<u>Fair Value Measurements Using</u>		
		<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u> (in thousands)	<u>Significant Unobservable Inputs (Level 3)</u>
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 47,814,712	\$ —	\$ 47,814,712	\$ —
Obligations of states and political subdivisions	68,965,237	—	68,965,237	—
Corporate securities	212,708,063	—	212,708,063	—
Mortgage-backed securities	225,648,005	—	225,648,005	—
Equity securities	58,556,173	54,152,085	4,404,088	—
Total investments in the fair value hierarchy	<u>\$613,692,190</u>	<u>\$ 54,152,085</u>	<u>\$559,540,105</u>	<u>\$ —</u>

## Table of Contents

The following table presents our fair value measurements for our investments in available-for-sale fixed maturity and equity securities at December 31, 2019:

Fair Value	Fair Value Measurements Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
			(in thousands)
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 19,364,459	\$ —	\$ 19,364,459
Obligations of states and political subdivisions	56,796,288	—	56,796,288
Corporate securities	159,243,309	—	159,243,309
Mortgage-backed securities	329,547,747	—	329,547,747
Equity securities	55,477,556	53,124,368	2,353,188
Total investments in the fair value hierarchy	<u>\$620,429,359</u>	<u>\$ 53,124,368</u>	<u>\$567,304,991</u>

## 6 - Deferred Policy Acquisition Costs

Changes in our insurance subsidiaries' deferred policy acquisition costs are as follows:

	2020	2019	2018
Balance, January 1	\$ 59,284,859	\$ 60,615,127	\$ 60,289,860
Acquisition costs deferred	118,944,099	121,112,732	121,289,267
Amortization charged to earnings	(119,072,000)	(122,443,000)	(120,964,000)
Balance, December 31	<u>\$ 59,156,958</u>	<u>\$ 59,284,859</u>	<u>\$ 60,615,127</u>

## 7 - Property and Equipment

Property and equipment at December 31, 2020 and 2019 consisted of the following:

	2020	2019	Estimated Useful Life
Office equipment	\$ 8,809,344	\$ 8,660,163	3-15 years
Automobiles	301,119	301,119	5 years
Real estate	4,921,056	4,977,813	5-50 years
Software	2,065,927	2,065,927	5 years
	16,097,446	16,005,022	
Accumulated depreciation	(11,707,069)	(11,446,950)	
	<u>\$ 4,390,377</u>	<u>\$ 4,558,072</u>	

Depreciation expense for 2020, 2019 and 2018 amounted to \$257,397, \$282,235 and \$479,550, respectively.

**8 - Liability for Losses and Loss Expenses**

The establishment of an appropriate liability for losses and loss expenses is an inherently uncertain process, and we can provide no assurance that our insurance subsidiaries' ultimate liability will not exceed their loss and loss expense reserves and have an adverse effect on our results of operations and financial condition. For example, legislative, judicial and regulatory actions may expand coverage definitions, retroactively mandate coverage or otherwise require our insurance subsidiaries to pay losses for damages that their policies explicitly excluded or did not intend to cover. Furthermore, we cannot predict the timing, frequency and extent of adjustments to our insurance subsidiaries' estimated future liabilities, because the historical conditions and events that serve as a basis for our insurance subsidiaries' estimates of ultimate claim costs may change. As is the case for substantially all property and casualty insurance companies, our insurance subsidiaries have found it necessary in the past to increase their estimated future liabilities for losses and loss expenses in certain periods, and, in other periods, their estimates have exceeded their actual liabilities. Changes in our insurance subsidiaries' estimate of their liability for losses and loss expenses generally reflect actual payments and their evaluation of information received since the prior reporting date.

We summarize activity in our insurance subsidiaries' liability for losses and loss expenses as follows:

	<u>2020</u>	<u>2019</u>	<u>2018</u>
Balance at January 1	\$ 869,673,849	\$ 814,665,224	\$ 676,671,727
Less reinsurance recoverable	<u>(362,768,427)</u>	<u>(339,267,525)</u>	<u>(293,271,257)</u>
Net balance at January 1	<u>506,905,422</u>	<u>475,397,699</u>	<u>383,400,470</u>
Incurred related to:			
Current year	472,709,060	519,319,941	540,826,810
Prior years	<u>(12,944,767)</u>	<u>(12,932,277)</u>	<u>35,631,610</u>
Total incurred	<u>459,764,293</u>	<u>506,387,664</u>	<u>576,458,420</u>
Paid related to:			
Current year	236,984,291	278,923,614	308,578,285
Prior years	<u>172,496,467</u>	<u>195,956,327</u>	<u>175,882,906</u>
Total paid	<u>409,480,758</u>	<u>474,879,941</u>	<u>484,461,191</u>
Net balance at December 31	557,188,957	506,905,422	475,397,699
Plus reinsurance recoverable	<u>404,818,480</u>	<u>362,768,427</u>	<u>339,267,525</u>
Balance at December 31	<u>\$ 962,007,437</u>	<u>\$ 869,673,849</u>	<u>\$ 814,665,224</u>

Our insurance subsidiaries recognized a decrease in their liability for losses and loss expenses of prior years of \$12.9 million in each of 2020 and 2019. Our insurance subsidiaries recognized an increase in their liability for losses and loss expenses of prior years of \$35.6 million in 2018. Our insurance subsidiaries made no significant changes in their reserving philosophy or claims management personnel, and they have made no significant offsetting changes in estimates that increased or decreased their loss and loss expense reserves in those years. The 2020 development represented 2.6% of the December 31, 2019 net carried reserves and resulted primarily from lower-than-expected severity in the workers' compensation and personal automobile lines of business, partially offset by higher-than-expected severity in the commercial automobile and commercial multi-peril lines of business, for accident years prior to 2020. The majority of the 2020 development related to decreases in the liability for losses and loss expenses of prior years for Atlantic States and MICO. The 2019 development represented 2.7% of the December 31, 2018 net carried reserves and resulted primarily from lower-than-expected severity in the workers' compensation line of business, partially offset by higher-than-expected severity in the commercial automobile and commercial multi-peril lines of business, for accident years prior to 2019. The majority of the 2019 development related to decreases in the liability for losses and loss expenses of prior years for Atlantic States and MICO. The 2018 development represented 9.3% of the December 31, 2017 net carried reserves and resulted primarily from higher-than-expected severity in the commercial multi-peril, personal automobile and commercial automobile lines of business, offset by lower-than-expected severity in the workers' compensation line of business, for accident years prior to 2018. The majority of the 2018 development related to increases in the liability for losses and loss expenses of prior years for Atlantic States and Southern. During 2018, our insurance subsidiaries received new information on previously-reported commercial automobile and personal automobile claims that led our insurance subsidiaries to

## [Table of Contents](#)

conclude that their prior actuarial assumptions did not fully anticipate recent changes in severity and reporting trends. Our insurance subsidiaries have encountered increasing difficulties in projecting the ultimate severity of automobile losses over recent accident years, which our insurance subsidiaries attribute to worsening litigation trends and an increased delay in the reporting to our insurance subsidiaries of information with respect to the severity of claims. As a result, our insurance subsidiaries' actuaries increased their projections of the ultimate cost of our insurance subsidiaries' prior-year personal automobile and commercial automobile losses, and our insurance subsidiaries added \$17.7 million to their reserves for personal automobile and \$20.8 million to their reserves for commercial automobile for accident years prior to 2018.

Short-duration contracts are contracts for which our insurance subsidiaries receive premiums that they recognize as revenue over the period of the contract in proportion to the amount of insurance protection our insurance subsidiaries provide. Our insurance subsidiaries consider the policies they issue to be short-duration contracts. We consider our insurance subsidiaries' material lines of business to be personal automobile, homeowners, commercial automobile, commercial multi-peril and workers' compensation.

Our insurance subsidiaries determine incurred but not reported ("IBNR") reserves by subtracting the cumulative loss and loss expense amounts our insurance subsidiaries have paid and the case reserves our insurance subsidiaries have established at the balance sheet date from their actuaries' estimate of the ultimate cost of losses and loss expenses. Accordingly, our insurance subsidiaries' IBNR reserves include their actuaries' projections of the cost of unreported claims as well as their actuaries' projected development of case reserves on known claims and reopened claims. Our insurance subsidiaries' methodology for estimating IBNR reserves has been in place for many years, and their actuaries made no significant changes to that methodology during 2020.

The actuaries for our insurance subsidiaries generally prepare an initial estimate for ultimate losses and loss expenses for the current accident year by multiplying earned premium by an expected loss ratio for each line of business our insurance subsidiaries write. Expected loss ratios represent the actuaries' expectation of losses at the time our insurance subsidiaries price and write their policies, before the emergence of any actual claims experience. The actuaries determine an expected loss ratio by analyzing historical experience and adjusting for loss cost trends, loss frequency and severity trends, premium rate level changes, reported and paid loss emergence patterns and other known or observed factors.

The actuaries use a variety of actuarial methods to estimate the ultimate cost of losses and loss expenses. These methods include paid loss development, incurred loss development and the Bornhuetter-Ferguson method. The actuaries base their selection of a point estimate on a judgmental weighting of estimates each of these methods produce.

The actuaries consider loss frequency and severity trends when they develop expected loss ratios and point estimates. Loss frequency is a measure of the number of claims per unit of insured exposure, and loss severity is a measure of the average size of claims. Factors that affect loss frequency include changes in weather patterns or economic activity. Factors that affect loss severity include changes in policy limits, reinsurance retentions, inflation rates and judicial interpretations.

Our insurance subsidiaries create a claim file when they receive notice of an actual demand for payment, an event that may lead to a demand for payment or when they otherwise determine that a demand for payment could potentially lead to a future demand for payment on another coverage under the same policy or another policy they have issued. In recent years, our insurance subsidiaries have noted an increase in the period of time between the occurrence of a casualty loss event and the date on which they receive notice of a liability claim. Changes in the length of time between the loss occurrence date and the claim reporting date affect the actuaries' ability to accurately predict loss frequency and the amount of IBNR reserves our insurance subsidiaries require.

Our insurance subsidiaries generally create a claim file for a policy at the claimant level by type of coverage and generally recognize one count for each claim event. In certain lines of business where it is common for multiple parties to claim damages arising from a single claim event, our insurance subsidiaries recognize one count for each claimant involved in the event. Atlantic States recognizes one count for each claim event, or claimant involved in a multiple-party claim event, related to losses Atlantic States assumes through its participation in its pooling agreement with Donegal Mutual. Our insurance subsidiaries

---

## [Table of Contents](#)

accumulate the claim counts and report them by line of business. For purposes of the claim development tables we present below, our insurance subsidiaries count claims on policies they issue even if they eventually close such claims without making a loss payment. Claims our insurance subsidiaries close without making a loss payment typically generate loss expenses. The methods our insurance subsidiaries have used to summarize claim counts have not changed significantly over the time periods we report in the tables below.

The following tables present information about incurred and paid claims development as of December 31, 2020, net of reinsurance, as well as cumulative claim frequency and the total of IBNR reserves plus expected development on reported claims that our insurance subsidiaries included within their net incurred claims amounts. The tables include unaudited information about incurred and paid claims development for the years ended December 31, 2011 through 2019, which we present as supplementary information.

[Table of Contents](#)

<b>Personal Automobile</b>											<b>At December 31, 2020</b>	
<b>Incurred Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance For the Year Ended December 31,</b>											<b>Total IBNR Plus Expected Development on Reported Claims</b>	<b>Cumulative Number of Reported Claims</b>
<b>Accident Year</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>		
<b>Unaudited</b>												
<i>(dollars and reported claims in thousands)</i>												
2011	\$ 127,929	\$ 131,678	\$ 132,987	\$ 133,229	\$ 133,617	\$ 133,218	\$ 133,145	\$ 133,142	\$ 133,207	\$ 133,192	\$ 69	75
2012		130,415	133,201	135,592	136,493	136,552	136,463	136,141	136,677	136,648	194	69
2013			124,965	130,737	131,594	132,643	132,604	132,934	132,853	132,690	136	66
2014				124,426	124,806	124,210	126,200	126,779	126,734	126,861	219	71
2015					137,569	139,333	139,181	142,493	142,408	142,073	499	70
2016						150,216	153,937	157,516	157,943	156,935	1,349	73
2017							166,690	176,728	175,939	174,784	2,567	79
2018								186,580	183,358	181,558	5,837	81
2019									161,056	157,689	10,276	68
2020										111,483	25,587	42
										Total	\$ 1,453,913	

<b>Personal Automobile</b>											<b>Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance For the Year Ended December 31,</b>	
<b>Accident Year</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>		
<b>Unaudited</b>												
<i>(in thousands)</i>												
2011	\$ 87,191	\$ 110,249	\$ 121,621	\$ 127,545	\$ 131,319	\$ 132,479	\$ 132,714	\$ 132,777	\$ 132,835	\$ 133,002		
2012		87,517	111,941	124,652	130,862	133,428	134,581	135,132	136,137	136,165		
2013			84,241	109,051	120,118	125,946	130,026	131,326	131,642	132,215		
2014				85,377	104,736	114,893	120,491	123,815	124,926	125,619		
2015					93,611	116,303	128,395	135,027	139,121	140,028		
2016						102,433	129,507	143,321	151,159	153,521		
2017							111,964	142,372	159,879	166,099		
2018								115,585	150,175	163,036		
2019									103,101	127,187		
2020										66,084		
									Total	1,342,956		
											All outstanding liabilities before 2011, net of reinsurance	647
											Liabilities for claims and claims adjustment expenses, net of reinsurance	\$ 111,604

[Table of Contents](#)

**Homeowners**

**Incurred Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance  
For the Year Ended December 31,**

**At December 31, 2020**

Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	Total IBNR Plus Expected Development on Reported Claims	Cumulative Number of Reported Claims
(dollars and reported claims in thousands)												
2011	\$ 71,256	\$ 70,461	\$ 70,436	\$ 70,381	\$ 70,297	\$ 70,351	\$ 70,479	\$ 70,642	\$ 70,682	\$ 70,689	\$ —	26
2012		53,962	54,794	54,468	54,351	54,281	54,381	54,523	54,557	54,548	—	18
2013			50,887	51,121	51,122	50,874	50,988	50,971	51,008	51,064	—	12
2014				56,916	58,378	57,680	57,332	57,288	57,402	57,367	—	17
2015					63,359	63,925	63,053	63,071	63,099	62,993	28	13
2016						62,443	64,064	63,735	63,355	63,279	25	12
2017							79,283	79,911	79,305	79,247	342	17
2018								81,965	83,385	82,905	838	19
2019									73,294	73,554	1,830	15
2020										<u>61,633</u>	6,235	12
									Total	<u>\$ 657,279</u>		

**Homeowners**

**Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance  
For the Year Ended December 31,**

Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	
											Unaudited
(in thousands)											
2011	\$ 57,588	\$ 69,345	\$ 70,125	\$ 70,351	\$ 70,541	\$ 70,626	\$ 70,648	\$ 70,692	\$ 70,692	\$ 70,693	
2012		46,566	53,619	54,028	54,298	54,317	54,356	54,557	54,557	54,553	
2013			40,949	49,410	50,210	50,478	51,043	50,902	50,967	50,965	
2014				45,823	56,255	56,990	57,195	56,995	57,243	57,336	
2015					51,885	61,542	62,204	62,590	62,844	62,943	
2016						50,125	61,145	62,760	63,144	63,162	
2017							67,077	77,663	78,006	78,127	
2018								70,385	79,892	80,905	
2019									58,074	69,145	
2020										<u>51,226</u>	
									Total	639,055	
										All outstanding liabilities before 2011, net of reinsurance	99
										Liabilities for claims and claims adjustment expenses, net of reinsurance	<u>\$ 18,323</u>



[Table of Contents](#)

**Commercial  
Automobile**

At December 31, 2020

**Incurred Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance For the Year Ended December 31,**

Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	Total IBNR Plus Expected Development on Reported Claims	Cumulative Number of Reported Claims
(dollars and reported claims in thousands)												
2011	\$ 26,642	\$ 27,157	\$ 28,570	\$ 28,893	\$ 29,112	\$ 29,107	\$ 29,487	\$ 29,751	\$ 29,542	\$ 29,493	\$ 17	4
2012		26,557	27,720	30,606	31,435	31,278	31,648	31,803	31,896	31,930	27	8
2013			32,902	33,749	34,751	35,240	36,404	36,435	36,569	36,181	64	8
2014				42,760	44,544	47,326	48,213	49,284	49,168	49,308	192	11
2015					46,526	48,323	51,412	54,259	54,517	54,619	452	12
2016						54,302	57,353	65,905	67,127	66,894	861	13
2017							61,484	67,927	67,697	67,249	2,823	13
2018								79,307	81,396	82,313	5,254	15
2019									88,864	91,245	15,356	15
2020										90,367	32,130	13
										Total	\$ 599,599	

**Commercial  
Automobile**

**Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance  
For the Year Ended December 31,**

Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	
											Unaudited
(in thousands)											
2011	\$ 13,876	\$ 19,106	\$ 24,267	\$ 26,973	\$ 28,014	\$ 28,758	\$ 28,836	\$ 29,102	\$ 29,474	\$ 29,476	
2012		13,642	20,240	23,718	27,417	29,873	30,402	31,104	31,228	31,263	
2013			16,306	23,557	26,879	31,053	34,083	36,004	36,106	36,092	
2014				22,707	31,089	39,436	44,374	47,290	48,418	48,603	
2015					23,875	35,342	41,678	48,261	51,605	51,992	
2016						27,033	38,237	48,837	57,237	60,485	
2017							28,707	40,213	49,703	57,128	
2018								33,862	47,941	57,451	
2019									36,948	53,026	
2020										31,884	
									Total	457,400	
										All outstanding liabilities before 2011, net of reinsurance	244
										Liabilities for claims and claims adjustment expenses, net of reinsurance	\$ 142,443



[Table of Contents](#)

**Workers' Compensation**

**Incurred Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance  
For the Year Ended December 31,**

**At December 31, 2020**

Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	Total IBNR Plus Expected Development on Reported Claims	Cumulative Number of Reported Claims
	Unaudited											
(dollars and reported claims in thousands)												
2011	\$32,490	\$35,757	\$36,614	\$36,369	\$35,670	\$35,039	\$35,194	\$34,926	\$35,034	\$ 35,045	\$ 27	5
2012		39,142	39,516	38,827	37,926	37,163	36,468	35,954	35,932	36,014	69	5
2013			46,325	47,027	44,289	42,828	42,327	42,555	42,651	42,341	116	6
2014				51,508	51,553	49,288	48,537	47,540	47,693	47,849	193	6
2015					53,332	49,615	45,991	44,986	43,006	42,597	548	5
2016						58,814	49,802	47,883	44,969	44,098	840	5
2017							60,450	56,351	52,687	51,464	2,742	5
2018								62,197	55,291	52,514	4,114	6
2019									60,998	59,624	7,825	6
2020										57,172	19,283	5
									Total	\$468,718		

**Workers' Compensation**

**Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance  
For the Year Ended December 31,**

Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020		
	Unaudited											
(in thousands)												
2011	\$ 9,157	\$ 21,450	\$	27,517	\$ 31,905	\$ 32,394	\$ 33,067	\$ 33,577	\$ 33,963	\$ 34,109	\$ 34,261	
2012		11,097		22,963	28,812	31,244	33,196	34,177	34,460	34,622	34,691	
2013				13,052	26,043	32,783	36,351	38,877	39,617	40,361	40,827	
2014					13,932	28,513	36,284	40,393	42,465	43,866	44,403	
2015						13,071	27,531	34,192	36,929	37,936	38,596	
2016							14,709	30,344	37,178	40,570	41,208	
2017								15,581	31,990	39,684	42,954	
2018									17,644	31,928	37,072	
2019										16,939	33,009	
2020											14,591	
									Total		361,612	
												3,343
												\$ 110,449

All outstanding liabilities before 2011, net of reinsurance

Liabilities for claims and claims adjustment expenses, net of reinsurance

## [Table of Contents](#)

The following table presents a reconciliation of the net incurred and paid claims development tables to the liability for claims and claims adjustment expenses in our consolidated balance sheet:

(in thousands)	At December 31, 2020
<b>Net outstanding liabilities:</b>	
Personal automobile	\$ 111,604
Homeowners	18,323
Commercial automobile	142,443
Commercial multi-peril	117,537
Workers' compensation	110,449
Other	17,759
	<u>518,115</u>
<b>Reinsurance recoverable:</b>	
Personal automobile	\$ 117,575
Homeowners	10,597
Commercial automobile	90,436
Commercial multi-peril	75,801
Workers' compensation	86,479
Other	7,420
	<u>388,308</u>
Unallocated loss adjustment expenses	\$ 55,584
Gross liability for unpaid losses and loss expenses	<u>\$ 962,007</u>

The following table presents supplementary information about average historical claims duration as of December 31, 2020:

Years	Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance									
	1	2	3	4	5	6	7	8	9	10
Personal automobile	64.6%	17.1%	8.6%	4.4%	2.5%	0.8%	0.3%	0.4%	—%	0.1%
Homeowners	82.0	15.2	1.2	0.4	0.2	0.1	0.2	—	—	—
Commercial automobile	42.5	18.3	13.5	11.1	6.1	2.5	0.8	0.4	0.7	—
Commercial multi-peril	46.4	17.1	10.2	10.0	6.9	3.4	1.6	0.6	0.2	0.1
Workers' compensation	29.9	31.6	15.2	8.1	3.5	2.2	1.3	0.9	0.3	0.4

## [Table of Contents](#)

### 9 - Borrowings

#### Lines of Credit

In August 2020, we entered into a new credit agreement with Manufacturers and Traders Trust Company (“M&T”) that related to a \$20.0 million unsecured demand line of credit. The line of credit has no expiration date, no annual fees and no covenants. At December 31, 2020, we had no outstanding borrowings from M&T and had the ability to borrow up to \$20.0 million at interest rates equal to the then-current LIBOR rate plus 2.00%.

Atlantic States is a member of the FHLB of Pittsburgh. Through its membership, Atlantic States has the ability to issue debt to the FHLB of Pittsburgh in exchange for cash advances. In August 2019, Atlantic States exchanged a variable-rate cash advance of \$35.0 million that was due in March 2020 for a fixed-rate cash advance of \$35.0 million that was outstanding at December 31, 2020. Atlantic States incurred a penalty of \$176,000 related to the early termination of its previous cash advance. The new cash advance carries a fixed interest rate of 1.74% and is due in August 2024. In March 2020, Atlantic States issued \$50.0 million of debt to the FHLB of Pittsburgh in exchange for a cash advance in the same amount that was outstanding at December 31, 2020. The debt carries a fixed interest rate of 0.83% and is due in March 2021. Atlantic States obtained this contingent liquidity funding in light of uncertainty surrounding the economic impact of the COVID-19 pandemic. The table below presents the amount of FHLB of Pittsburgh stock Atlantic States purchased, collateral pledged and assets related to Atlantic States’ membership in the FHLB of Pittsburgh at December 31, 2020.

FHLB stock purchased and owned as part of the agreement	\$ 3,690,100
Collateral pledged, at par (carrying value \$87,466,236)	85,915,094
Borrowing capacity currently available	1,330,109

#### Subordinated Debentures

Donegal Mutual holds a \$5.0 million surplus note that MICO issued to increase MICO’s statutory surplus. The surplus note carries an interest rate of 5.00%, and any repayment of principal or payment of interest on the surplus note requires prior approval of the Michigan Department of Insurance and Financial Services. Upon receipt of regulatory approval, MICO paid \$250,000 in interest to Donegal Mutual during each of 2020, 2019 and 2018.

### 10 - Reinsurance

#### Unaffiliated Reinsurers

Our insurance subsidiaries and Donegal Mutual implemented a combined third-party reinsurance program effective January 1, 2019. The coverage and parameters of the fully consolidated program are common to all of our insurance subsidiaries and Donegal Mutual. Our insurance subsidiaries use several different reinsurers, all of which have an A.M. Best rating of A- (Excellent) or better or, with respect to foreign reinsurers, have a financial condition that, in the opinion of our management, is equivalent to a company with at least an A- rating from A.M. Best. The following information describes the external reinsurance our insurance subsidiaries had in place for 2020:

- excess of loss reinsurance, under which the losses of Donegal Mutual and our insurance subsidiaries were automatically reinsured, through a series of contracts, over a set retention of \$2.0 million; and
- catastrophe reinsurance, under which Donegal Mutual and our insurance subsidiaries recovered, through a series of reinsurance agreements, 100% of an accumulation of many losses resulting from a single event, including natural disasters, over a set retention of \$15.0 million up to aggregate losses of \$185.0 million per occurrence.

## [Table of Contents](#)

As many as 28 reinsurers provided coverage for 2020 on any one treaty with no reinsurer taking more than 20% of any one treaty. The amount of coverage provided under each of these types of reinsurance depended upon the amount, nature, size and location of the risks being reinsured. In order to write automobile insurance in the State of Michigan, MICO is required to be a member of the Michigan Catastrophic Claims Association ("MCCA"). The MCCA provides reinsurance to MICO for personal automobile and commercial automobile personal injury claims in the State of Michigan over a set retention.

In addition to the pooling agreement and third-party reinsurance, our insurance subsidiaries had a catastrophe reinsurance agreement with Donegal Mutual, under which each of our insurance subsidiaries recovered 100% of an accumulation of multiple losses resulting from a single event, including natural disasters, over a set retention of \$2.0 million up to aggregate losses of \$13.0 million per occurrence. The agreement also provided additional coverage for an accumulation of losses from a single event including a combination of our insurance subsidiaries over a combined retention of \$5.0 million.

Our insurance subsidiaries and Donegal Mutual also purchased facultative reinsurance to cover certain exposures, including property exposures in excess of the covered limits of their respective treaty reinsurance.

The following amounts represent ceded reinsurance transactions with unaffiliated reinsurers during 2020, 2019 and 2018:

	2020	2019	2018
Premiums written	\$ 34,165,635	\$ 36,941,997	\$ 50,160,604
Premiums earned	35,358,765	39,732,282	51,266,000
Losses and loss expenses	9,835,268	33,615,819	50,652,202
Prepaid reinsurance premiums	5,874,859	7,067,989	10,108,269
Liability for losses and loss expenses	133,158,907	139,694,097	137,904,346

### **Total Reinsurance**

The following amounts represent total ceded reinsurance transactions with both affiliated and unaffiliated reinsurers during 2020, 2019 and 2018:

	2020	2019	2018
Premiums earned	\$ 356,669,937	\$ 314,859,014	\$ 326,198,234
Losses and loss expenses	231,771,575	240,241,845	246,223,074
Prepaid reinsurance premiums	169,418,333	142,475,767	135,379,777
Liability for losses and loss expenses	404,818,480	362,768,427	339,267,525

The following amounts represent the effect of reinsurance on premiums written for 2020, 2019 and 2018:

	2020	2019	2018
Direct	\$ 586,681,839	\$ 589,572,526	\$ 594,078,723
Assumed	539,070,557	485,233,762	476,482,451
Ceded	(383,612,503)	(322,204,999)	(326,545,370)
Net premiums written	<u>\$ 742,139,893</u>	<u>\$ 752,601,289</u>	<u>\$ 744,015,804</u>

[Table of Contents](#)

The following amounts represent the effect of reinsurance on premiums earned for 2020, 2019 and 2018:

	2020	2019	2018
Direct	\$ 584,537,580	\$ 591,101,804	\$ 593,976,241
Assumed	514,172,696	479,835,610	473,512,866
Ceded	(356,669,937)	(314,859,014)	(326,198,234)
Net premiums earned	<u>\$ 742,040,339</u>	<u>\$ 756,078,400</u>	<u>\$ 741,290,873</u>
Percentage of assumed premiums earned to net premiums earned	<u>69.3%</u>	<u>63.5%</u>	<u>63.9%</u>

## 11 - Income Taxes

The Tax Cuts and Jobs Act of 2017 (the "TCJA") was signed into law in December 2017. The TCJA contained significant changes to corporate taxation, including the reduction of the corporate income tax rate to 21% and the repeal of the corporate alternative minimum tax.

The TCJA resulted in our reclassification of an alternative minimum tax credit carryforward of \$8.5 million from net deferred tax assets to federal income taxes recoverable in 2017. We generated sufficient taxable income in 2019 to fully utilize this alternative minimum tax credit carryforward.

Our provision for income tax expense (benefit) for 2020, 2019 and 2018 consisted of the following:

	2020	2019	2018
Current federal income tax	\$10,450,803	\$8,454,358	\$(11,296,704)
Deferred federal income tax	6,448	649,928	(4,179,805)
Federal income tax expense (benefit)	<u>\$10,457,251</u>	<u>\$9,104,286</u>	<u>\$(15,476,509)</u>
Pennsylvania income tax	—	825,000	—
Income tax expense (benefit)	<u>\$10,457,251</u>	<u>\$9,929,286</u>	<u>\$(15,476,509)</u>

Our effective tax rate is different from the amount computed at the statutory federal rate of 21%. The reasons for such difference and the related tax effects are as follows:

	2020	2019	2018
Income (loss) before income taxes	<u>\$63,272,503</u>	<u>\$57,081,030</u>	<u>\$(48,236,849)</u>
Computed "expected" taxes	13,287,226	11,987,016	(10,129,738)
Tax-exempt interest	(1,468,806)	(1,325,197)	(1,521,090)
Proration	395,663	357,044	405,204
Dividends received deduction	(113,845)	(1,913,238)	(99,726)
Net operating loss carryback	(1,640,084)	—	(4,210,523)
Tax benefit on exercise of options	(302,901)	(64,765)	(25,938)
Other, net	299,998	236,676	105,302
Pennsylvania income tax, net of federal benefit	—	651,750	—
Income tax expense (benefit)	<u>\$10,457,251</u>	<u>\$ 9,929,286</u>	<u>\$(15,476,509)</u>

The tax effects of temporary differences that give rise to significant portions of our deferred tax assets and deferred tax liabilities at December 31, 2020 and 2019 are as follows:

## [Table of Contents](#)

	<u>2020</u>	<u>2019</u>
<b>Deferred tax assets:</b>		
Unearned premium	\$15,481,602	\$15,482,366
Loss reserves	8,808,342	7,820,683
Net operating loss carryforward	104,041	200,942
Net state operating loss carryforward - DGI Parent	7,850,334	7,519,991
Other	2,342,967	2,603,155
Total gross deferred tax assets	<u>34,587,286</u>	<u>33,627,137</u>
Less valuation allowance	<u>(7,850,334)</u>	<u>(7,538,024)</u>
Net deferred tax assets	<u>26,736,952</u>	<u>26,089,113</u>
<b>Deferred tax liabilities:</b>		
Deferred policy acquisition costs	12,422,961	12,449,820
Loss reserve transition adjustment	1,440,793	1,733,056
Other	7,190,085	3,391,926
Total gross deferred tax liabilities	<u>21,053,839</u>	<u>17,574,802</u>
Net deferred tax asset	<u>\$ 5,683,113</u>	<u>\$ 8,514,311</u>

We recorded a net operating loss carryforward for the portion of our taxable loss for 2018 that exceeded our taxable income in 2016 and 2017. We utilized the full net operating loss carryforward in 2019. Our income tax expense for 2020 included a \$1.6 million income tax benefit related to the carryback of 2018 net operating losses to past tax years with higher statutory income tax rates than are currently in effect, as allowed under the Coronavirus Aid, Relief and Economic Security Act that was enacted in March 2020.

We recorded a loss reserve transition adjustment in 2018 related to changes the TCJA required with respect to the calculation of loss reserve discounting. Pursuant to the provisions of the TCJA, we will include the loss reserve transition adjustment in our taxable income over eight years beginning in 2018.

We provide a valuation allowance when we believe it is more likely than not that we will not realize some portion of a deferred tax asset. At December 31, 2020 and 2019, we established a valuation allowance of \$7.9 million and \$7.5 million, respectively, for the net state operating loss carryforward of DGI. We determined that we were not required to establish a valuation allowance for the other net deferred tax assets of \$26.7 million and \$26.1 million at December 31, 2020 and 2019, respectively, since it is more likely than not that we will realize these deferred tax assets through reversals of existing temporary differences, future taxable income and our implementation of tax-planning strategies.

Tax years 2016 through 2020 remained open for examination by tax authorities at December 31, 2020. A net operating loss carryforward of \$495,435 of Le Mars that we acquired on January 1, 2004 will expire in 2022 if not utilized and is subject to an annual limitation of approximately \$376,000.

## **12 - Stockholders' Equity**

Each share of our Class A common stock outstanding at the time of the declaration of any dividend or other distribution payable in cash upon the shares of our Class B common stock is entitled to a dividend or distribution payable at the same time and to stockholders of record on the same date in an amount at least 10% greater than any dividend declared upon each share of our Class B common stock. In the event of our merger or consolidation with or into another entity, the holders of our Class A common stock and the holders of our Class B common stock are entitled to receive the same per share consideration in such merger or consolidation. In the event of our liquidation, dissolution or winding-up, any assets available to common stockholders will be distributed pro-rata to the holders of our Class A common stock and our Class B common stock after payment of all of our obligations.



## [Table of Contents](#)

On July 18, 2013, our board of directors authorized a share repurchase program pursuant to which we have the authority to purchase up to 500,000 additional shares of our Class A common stock at prices prevailing from time to time in the open market subject to the provisions of the SEC Rule 10b-18 and in privately negotiated transactions. We did not purchase any shares of our Class A common stock under this program during 2020, 2019 or 2018. We have purchased a total of 57,658 shares of our Class A common stock under this program from its inception through December 31, 2020.

At December 31, 2020 and 2019, our treasury stock consisted of 3,002,588 and 72,465 shares of Class A common stock and Class B common stock, respectively.

### **13 - Stock Compensation Plans**

#### **Equity Incentive Plans**

Since 1996, we have maintained an Equity Incentive Plan for Employees. During 2019, we adopted a plan that made a total of 4,500,000 shares of Class A common stock available for issuance to employees of our subsidiaries and affiliates. The plan provides for the granting of awards by our board of directors in the form of stock options, stock appreciation rights, restricted stock or any combination of the above. The plan provides that stock options may become exercisable up to five years from their date of grant, with an option price not less than fair market value on the date preceding the date of grant. We have not granted any stock appreciation rights.

Since 1996, we have maintained an Equity Incentive Plan for Directors. During 2019, we adopted a plan that made 500,000 shares of Class A common stock available for issuance to our directors and the directors of our subsidiaries and affiliates. We may make awards in the form of stock options. The plan also provides for the issuance of 500 shares of restricted stock on the first business day of January in each year to each of our directors and each director of Donegal Mutual who does not serve as one of our directors. We issued 8,500 shares of restricted stock on January 2, 2020 under our director plan. We issued 8,500 shares of restricted stock on January 2, 2019 under our prior director plan. We issued 8,500 shares of restricted stock on January 2, 2018 under our prior director plan.

No further shares are available for future option grants for plans in effect prior to 2019.

We measure all share-based payments to employees, including grants of employee stock options, using a fair-value-based method and record such expense in our results of operations. In determining the expense we record for stock options granted to directors and employees of our subsidiaries and affiliates, we estimate the fair value of each option award on the date of grant using the Black-Scholes option pricing model. The significant assumptions we utilize in applying the Black-Scholes option pricing model are the risk-free interest rate, expected term, dividend yield and expected volatility. The risk-free interest rate is the implied yield currently available on U.S. Treasury zero coupon issues with a remaining term equal to the expected term used as the assumption in the model. We base the expected term of an option award on our historical experience for similar awards. We determine the dividend yield by dividing the per share dividend by the grant date stock price. We base the expected volatility on the volatility of our stock price over a historical period comparable to the expected term.

The weighted-average grant date fair value of options we granted during 2020 was \$1.15. We calculated this fair value based upon a risk-free interest rate of 0.20%, an expected life of three years, an expected volatility of 20% and an expected dividend yield of 4%.

The weighted-average grant date fair value of options we granted during 2019 was \$1.15. We calculated this fair value based upon a risk-free interest rate of 1.64%, an expected life of three years, an expected volatility of 17% and an expected dividend yield of 4%.

The weighted-average grant date fair value of options we granted during 2018 was \$1.66. We calculated this fair value based upon a risk-free interest rate of 2.68%, an expected life of three years, an expected volatility of 22% and an expected dividend yield of 4%.

---

## [Table of Contents](#)

We charged compensation expense for our stock compensation plans against income before income taxes of \$1.1 million, \$1.4 million and \$1.7 million for the years ended December 31, 2020, 2019 and 2018, respectively, with a corresponding income tax benefit of \$229,698, \$288,901 and \$354,412. At December 31, 2020 and 2019, our total unrecognized compensation cost related to non-vested share-based compensation granted under our stock compensation plans was \$1.6 million and \$2.0 million, respectively. We expect to recognize this cost over a weighted average period of 1.9 years.

During 2020, we received cash from option exercises under all stock compensation plans of \$17.5 million. We realized actual tax benefits for the tax deductions from option exercises of share-based compensation of \$302,901 for 2020. During 2019, we received cash from option exercises under all stock compensation plans of \$2.9 million. We realized actual tax benefits for the tax deductions from option exercises of share-based compensation of \$64,765 for 2019. During 2018, we received cash from option exercises under all stock compensation plans of \$1.1 million. We realized actual tax benefits for the tax deductions from option exercises of share-based compensation of \$25,938 for 2018.

## [Table of Contents](#)

Information regarding activity in our stock option plans follows:

	Number of Options	Weighted- Average Exercise Price Per Share
Outstanding at December 31, 2017	9,264,462	\$ 15.26
Granted - 2018	1,063,000	13.69
Exercised - 2018	(79,961)	13.74
Forfeited - 2018	(222,639)	16.00
Outstanding at December 31, 2018	10,024,862	15.09
Granted - 2019	1,045,400	14.97
Exercised - 2019	(217,498)	13.23
Forfeited - 2019	(416,774)	15.88
Outstanding at December 31, 2019	10,435,990	15.09
Granted - 2020	935,099	14.45
Exercised - 2020	(1,294,606)	13.52
Forfeited - 2020	(303,908)	15.23
Expired - 2020	(78,223)	\$ 13.64
Outstanding at December 31, 2020	<u>9,694,352</u>	<u>\$ 15.24</u>
Exercisable at:		
December 31, 2018	<u>7,936,659</u>	<u>\$ 15.02</u>
December 31, 2019	<u>8,449,389</u>	<u>\$ 15.13</u>
December 31, 2020	<u>7,786,934</u>	<u>\$ 15.42</u>

Shares available for future option grants at December 31, 2020 totaled 3.0 million shares under all plans.

The following table summarizes information about stock options outstanding at December 31, 2020:

Grant Date	Exercise Price	Number of Options Outstanding	Weighted-Average Remaining Contractual Life	Number of Options Exercisable
July 27, 2011	\$12.50	743,934	1.0 years	743,934
December 20, 2012	14.50	981,759	2.0 years	981,759
December 19, 2013	15.90	1,939,970	3.0 years	1,939,970
December 18, 2014	15.80	1,235,081	4.0 years	1,235,081
December 15, 2016	16.48	1,165,308	1.0 years	1,165,308
December 21, 2017	17.60	763,633	2.0 years	763,633
December 20, 2018	13.69	910,367	3.0 years	606,851
March 4, 2019	13.51	10,000	3.2 years	6,666
December 19, 2019	14.98	1,031,300	4.0 years	343,732
December 17, 2020	14.43	913,000	5.0 years	—
	Total	<u>9,694,352</u>		<u>7,786,934</u>

### Employee Stock Purchase Plan

Since 1996, we have maintained an Employee Stock Purchase Plan. During 2011, we adopted a plan that made 300,000 shares of our Class A common stock available for issuance. During 2019, we amended the plan to make 500,000 shares of our Class A common stock available for issuance. The plan extends over a 10-year period and provides for shares to be offered to all eligible employees at a purchase price equal to the lesser of 85% of the fair market value of our Class A common stock on the last day before the first day of each enrollment period (June 1 and December 1 of each year) under the plan or 85% of the fair market value of our Class A common stock on the last day of each subscription period (June 30 and December 31 of each year).

## [Table of Contents](#)

A summary of plan activity follows:

	Shares Issued	
	Price	Shares
January 1, 2018	13.34	20,662
July 1, 2018	11.57	27,802
January 1, 2019	11.60	24,834
July 1, 2019	12.24	22,926
January 1, 2020	12.28	20,424
July 1, 2020	12.09	22,662

On January 1, 2021, we issued 23,336 shares at a price of \$11.96 per share under this plan.

### Agency Stock Purchase Plan

Since 1996, we have maintained an Agency Stock Purchase Plan. During 2015, we adopted a plan that made 350,000 shares of our Class A common stock available for issuance to agents of our insurance subsidiaries and Donegal Mutual. The plan permits an agent to invest up to \$12,000 per subscription period (April 1 to September 30 and October 1 to March 31 of each year) under various methods. We issue stock at the end of each subscription period at a price equal to 90% of the average market price during the last ten trading days of each subscription period. During 2020, 2019 and 2018, we issued 101,647, 110,836 and 117,935 shares, respectively, under this plan. The expense we recognized under the plan was not material.

### 14 - Statutory Net Income, Capital and Surplus and Dividend Restrictions

The following table presents selected information, as filed with state insurance regulatory authorities, for our insurance subsidiaries as determined in accordance with accounting practices prescribed or permitted by such insurance regulatory authorities:

	2020	2019	2018
<b>Atlantic States:</b>			
Statutory capital and surplus	\$279,796,696	\$259,030,868	\$230,736,313
Statutory unassigned surplus	175,777,393	155,909,822	140,713,118
Statutory net income (loss)	20,735,871	22,282,231	(23,458,516)
<b>Southern:</b>			
Statutory capital and surplus	57,142,228	54,405,568	45,355,785
Statutory unassigned surplus (deficit)	300,409	(2,375,794)	(6,346,270)
Statutory net income (loss)	4,350,677	5,061,477	(9,822,457)
<b>Peninsula:</b>			
Statutory capital and surplus	49,285,069	39,244,570	32,717,996
Statutory unassigned surplus	30,975,869	20,936,805	14,415,949
Statutory net income (loss)	10,955,796	7,360,378	(6,316,130)
<b>MICO:</b>			
Statutory capital and surplus	72,183,575	65,768,590	55,708,442
Statutory unassigned surplus	45,247,698	38,910,008	28,949,919
Statutory net income	12,240,173	9,976,610	6,350,686

Our principal source of cash for payment of dividends is dividends from our insurance subsidiaries. State insurance laws require our insurance subsidiaries to maintain certain minimum capital and surplus amounts on a statutory basis. Our insurance

## [Table of Contents](#)

subsidiaries are subject to regulations that restrict the payment of dividends from statutory surplus and may require prior approval of their domiciliary insurance regulatory authorities. Our insurance subsidiaries are also subject to risk-based capital (“RBC”) requirements that may further impact their ability to pay dividends. Our insurance subsidiaries’ statutory capital and surplus at December 31, 2020 exceeded the amount of statutory capital and surplus necessary to satisfy regulatory requirements, including the RBC requirements, by a significant margin. Amounts available for distribution to us as dividends from our insurance subsidiaries without prior approval of insurance regulatory authorities in 2021 are approximately \$28.0 million from Atlantic States, \$300,000 from Southern, \$10.9 million from Peninsula and \$12.2 million from MICO, or a total of approximately \$51.4 million.

### 15 - Reconciliation of Statutory Filings to Amounts Reported in the Consolidated Financial Statements

Our insurance subsidiaries must file financial statements with state insurance regulatory authorities using accounting principles and practices prescribed or permitted by those authorities. We refer to these accounting principles and practices as statutory accounting principles (“SAP”). Accounting principles used to prepare these SAP financial statements differ from those used to prepare financial statements on the basis of GAAP.

Reconciliations of statutory net income (loss) and capital and surplus, as determined using SAP, to the net income (loss) and stockholders’ equity amounts included in the accompanying consolidated financial statements are as follows:

	Year Ended December 31,		
	2020	2019	2018
Statutory net income (loss) of insurance subsidiaries	\$48,282,517	\$ 44,680,696	\$(33,246,417)
Increases (decreases):			
Deferred policy acquisition costs	(127,901)	(1,330,268)	325,267
Deferred federal income taxes	(6,448)	639,284	4,179,807
Salvage and subrogation recoverable	713,400	207,000	2,061,600
Consolidating eliminations and adjustments	(9,516,984)	(11,048,314)	(16,013,971)
Parent-only net income	13,470,668	14,003,346	9,933,374
Net income (loss)	<u>\$52,815,252</u>	<u>\$ 47,151,744</u>	<u>\$(32,760,340)</u>
	December 31,		
	2020	2019	2018
Statutory capital and surplus of insurance subsidiaries	\$458,407,568	\$418,449,596	\$364,518,536
Increases (decreases):			
Deferred policy acquisition costs	59,156,958	59,284,859	60,615,127
Deferred federal income taxes	(18,586,428)	(15,477,843)	(20,094,374)
Salvage and subrogation recoverable	20,958,600	20,245,200	20,038,200
Non-admitted assets and other adjustments, net	1,315,378	1,727,754	1,904,083
Fixed maturities	15,309,610	(326,795)	(16,528,367)
Parent-only equity and other adjustments	(18,787,566)	(32,887,252)	(11,583,304)
Stockholders’ equity	<u>\$517,774,120</u>	<u>\$451,015,519</u>	<u>\$398,869,901</u>

[Table of Contents](#)

**16 - Supplementary Cash Flow Information**

The following table reflects net income taxes we paid (recovered) and interest we paid during 2020, 2019 and 2018:

	<u>2020</u>	<u>2019</u>	<u>2018</u>
Income taxes	\$ 12,800,000	\$(9,827,433)	\$(3,290,247)
Interest	1,191,800	321,585	1,280,352

**17 - Earnings Per Share**

We have two classes of common stock, which we refer to as Class A common stock and Class B common stock. Our Class A common stock is entitled to be paid cash dividends that are at least 10% higher than the cash dividends we pay on our Class B common stock. Accordingly, we use the two-class method for the computation of earnings per common share. The two-class method is an earnings allocation formula that determines earnings per share separately for each class of common stock based on dividends declared and an allocation of remaining undistributed earnings using a participation percentage reflecting the dividend rights of each class.

We present below a reconciliation of the numerators and denominators we used in the basic and diluted per share computations for our Class A common stock:

(in thousands, except per share amounts)	<u>Year Ended December 31,</u>		
	<u>2020</u>	<u>2019</u>	<u>2018</u>
Basic earnings (loss) per share:			
Numerator:			
Allocation of net income (loss)	<u>\$43,609</u>	<u>\$38,718</u>	<u>\$(26,691)</u>
Denominator:			
Weighted-average shares outstanding	<u>23,707</u>	<u>22,986</u>	<u>22,705</u>
Basic earnings (loss) per share	<u>\$ 1.84</u>	<u>\$ 1.68</u>	<u>\$ (1.18)</u>
Diluted earnings (loss) per share:			
Numerator:			
Allocation of net income (loss)	<u>\$43,609</u>	<u>\$38,718</u>	<u>\$(26,691)</u>
Denominator:			
Number of shares used in basic computation	23,707	22,986	22,705
Weighted-average effect of dilutive securities			
Add: Director and employee stock options	180	211	—
Number of shares used in per share computations	<u>23,887</u>	<u>23,197</u>	<u>22,705</u>
Diluted earnings (loss) per share	<u>\$ 1.83</u>	<u>\$ 1.67</u>	<u>\$ (1.18)</u>

We used the following information in the basic and diluted per share computations for our Class B common stock:

(in thousands, except per share amounts)	<u>Year Ended December 31,</u>		
	<u>2020</u>	<u>2019</u>	<u>2018</u>
Basic and diluted earnings (loss) per share:			
Numerator:			
Allocation of net income (loss)	<u>\$9,206</u>	<u>\$8,434</u>	<u>\$(6,069)</u>
Denominator:			
Weighted-average shares outstanding	<u>5,577</u>	<u>5,577</u>	<u>5,577</u>
Basic and diluted earnings (loss) per share	<u>\$ 1.65</u>	<u>\$ 1.51</u>	<u>\$ (1.09)</u>

During 2020, we did not include options to purchase 6,135,292 shares of our Class A common stock in the computation of diluted earnings per share because the exercise price of the options was greater than the average market price of our Class A common stock.

**18 - Condensed Financial Information of Parent Company**

**Condensed Balance Sheets**  
(in thousands)

December 31,	2020	2019
<b>Assets</b>		
Investment in subsidiaries/affiliates (equity method)	\$540,665	\$489,657
Short-term investments	9	2,502
Cash	15,321	2,350
Property and equipment	833	944
Other	1,721	—
Total assets	<u>\$558,549</u>	<u>\$495,453</u>
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities</b>		
Cash dividends declared to stockholders	\$ 4,436	\$ 4,075
Notes payable to subsidiary	35,000	35,000
Other	1,339	5,362
Total liabilities	<u>40,775</u>	<u>44,437</u>
Stockholders' equity	<u>517,774</u>	<u>451,016</u>
Total liabilities and stockholders' equity	<u>\$558,549</u>	<u>\$495,453</u>

**Condensed Statements of Income (Loss) and Comprehensive Income (Loss)**  
(in thousands)

Year Ended December 31,	2020	2019	2018
<b>Statements of Income (Loss)</b>			
<b>Revenues</b>			
Dividends from subsidiaries	\$14,000	\$ 4,000	\$ 11,000
Realized investment gains	—	12,378	—
Other	463	1,009	3,196
Total revenues	<u>14,463</u>	<u>17,387</u>	<u>14,196</u>
<b>Expenses</b>			
Operating expenses	1,258	1,420	1,628
Interest	794	1,327	2,224
Total expenses	<u>2,052</u>	<u>2,747</u>	<u>3,852</u>
Income before income tax expense (benefit) and equity in undistributed net income (loss) of subsidiaries	12,411	14,640	10,344
Income tax expense (benefit)	1,059	636	411
Income before equity in undistributed net income (loss) of subsidiaries	13,470	14,004	9,933
Equity in undistributed net income (loss) of subsidiaries	39,345	33,148	(42,693)
Net income (loss)	<u>\$52,815</u>	<u>\$47,152</u>	<u>\$(32,760)</u>
<b>Statements of Comprehensive Income (Loss)</b>			
Net income (loss)	<u>\$52,815</u>	<u>\$47,152</u>	<u>\$(32,760)</u>
Other comprehensive income (loss), net of tax			
Unrealized gain (loss) - subsidiaries	10,427	14,732	(6,625)
Other comprehensive income (loss), net of tax	10,627	14,732	(6,625)
Comprehensive income (loss)	<u>\$63,442</u>	<u>\$61,884</u>	<u>\$(39,385)</u>



**Condensed Statements of Cash Flows**  
(in thousands)

Year Ended December 31,	2020	2019	2018
<b>Cash flows from operating activities:</b>			
Net income (loss)	\$ 52,815	\$ 47,152	\$(32,760)
Adjustments:			
Equity in undistributed net (income) loss of subsidiaries	(39,345)	(33,148)	42,694
Realized investment gains	—	(12,378)	—
Other	(5,615)	490	2,531
Net adjustments	(44,960)	(45,036)	45,225
Net cash provided	7,855	2,116	12,465
<b>Cash flows from investing activities:</b>			
Net sale (purchases) of short-term investments	2,493	(2,473)	—
Net purchase of property and equipment	(18)	(150)	(106)
Sale of DFSC	—	33,923	—
Sale of equity securities - available for sale	—	20,287	—
Investment in subsidiaries	(1,037)	(18,283)	(2,644)
Other	—	—	(1)
Net cash received (used)	1,438	33,304	(2,751)
<b>Cash flows from financing activities:</b>			
Cash dividends paid	(16,976)	(16,093)	(15,659)
Issuance of common stock	20,654	6,481	3,250
Payments on lines of credit	—	(25,000)	—
Borrowings under lines of credit	—	—	1,000
Net cash received (used)	3,678	(34,612)	(11,409)
Net change in cash	12,971	808	(1,695)
Cash at beginning of year	2,350	1,542	3,237
Cash at end of year	\$ 15,321	\$ 2,350	\$ 1,542

## 19 - Segment Information

We have three reportable segments, which consist of our investment function, our commercial lines of insurance and our personal lines of insurance. Using independent agents, our insurance subsidiaries market commercial lines of insurance to small and medium-sized businesses and personal lines of insurance to individuals.

We evaluate the performance of the commercial lines and personal lines primarily based upon our insurance subsidiaries' underwriting results as determined under SAP for our total business.

We do not allocate assets to the commercial and personal lines and review the two segments in total for purposes of decision-making. We operate only in the United States, and no single customer or agent provides 10 percent or more of our revenues.

[Table of Contents](#)

Financial data by segment is as follows:

	2020	2019	2018
	(in thousands)		
<b>Revenues:</b>			
Premiums earned:			
Commercial lines	\$412,877	\$385,465	\$337,924
Personal lines	329,163	370,613	403,367
GAAP premiums earned	742,040	756,078	741,291
Net investment income	29,504	29,515	26,908
Investment gains (losses)	2,778	21,985	(4,802)
Equity in earnings of DFSC	—	295	2,694
Other	3,497	4,578	5,737
<b>Total revenues</b>	<b>\$777,819</b>	<b>\$812,451</b>	<b>\$771,828</b>
	(in thousands)		
<b>Income (loss) before income taxes:</b>			
Underwriting income (loss):			
Commercial lines	\$ (858)	\$ 8,404	\$ (22,059)
Personal lines	31,764	(1,617)	(53,590)
SAP underwriting income (loss)	30,906	6,787	(75,649)
GAAP adjustments	(959)	(3,079)	894
GAAP underwriting income (loss)	29,947	3,708	(74,755)
Net investment income	29,504	29,515	26,908
Investment gains (losses)	2,778	21,985	(4,802)
Equity in earnings of DFSC	—	295	2,694
Other	1,043	1,578	1,718
<b>Income (loss) before income taxes</b>	<b>\$ 63,272</b>	<b>\$ 57,081</b>	<b>\$ (48,237)</b>

**20 - Guaranty Fund and Other Insurance-Related Assessments**

Our insurance subsidiaries' liabilities for guaranty fund and other insurance-related assessments were \$1.6 million at December 31, 2020 and 2019. These liabilities included \$485,322 and \$519,462 related to surcharges collected by our insurance subsidiaries on behalf of regulatory authorities for 2020 and 2019, respectively.

[Table of Contents](#)**21 - Interim Financial Data (unaudited)**

	2020			
	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Net premiums earned	\$ 187,252,778	\$ 184,373,768	\$184,925,733	\$185,488,060
Total revenues	184,911,206	198,899,772	196,512,266	197,496,666
Net losses and loss expenses	117,246,526	105,349,019	120,881,041	116,287,707
Net income	3,731,121	22,678,778	11,836,998	14,568,355
Net earnings per common share:				
Class A common stock - basic	0.13	0.80	0.41	0.50
Class A common stock - diluted	0.13	0.79	0.41	0.49
Class B common stock - basic and diluted	0.12	0.72	0.37	0.44

[Table of Contents](#)

	2019			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net premiums earned	\$ 188,073,242	\$ 188,763,313	\$ 189,821,058	\$ 189,420,787
Total revenues	214,713,874	198,788,954	198,009,900	200,938,743
Net losses and loss expenses	123,110,656	131,507,280	130,743,395	121,026,333
Net income	23,023,164	4,788,454	5,186,379	14,153,747
Net earnings per common share:				
Class A common stock - basic	0.82	0.17	0.19	0.50
Class A common stock - diluted	0.82	0.17	0.18	0.50
Class B common stock - basic and diluted	0.75	0.15	0.16	0.45

**Report of Independent Registered Public Accounting Firm**

**To the Stockholders and Board of Directors of Donegal Group Inc.:**

*Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Donegal Group Inc. and subsidiaries (the Company) as of December 31, 2020 and 2019, the related consolidated statements of income (loss) and comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes and financial statement schedule III (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2020, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 5, 2021 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

*Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

*Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

*Estimate of Liabilities for Losses and Loss Expenses*

As discussed in Notes 1 and 8 to the consolidated financial statements, the Company estimates the liabilities for losses and loss expenses (reserves) through an internal reserve analysis that relies upon generally accepted actuarial practices. The Company develops reserve estimates by line of business and, as experience emerges and other information develops, the reserve estimates are assessed in aggregate and adjusted as necessary. As of December 31, 2020, the Company recorded a liability of \$962,007,437 for reserves.

## Table of Contents

We identified the evaluation of the estimate of reserves as a critical audit matter. The evaluation of the Company's estimate of reserves involved a high degree of auditor judgment due to the inherent uncertainties in adjusting historical experience for current developments through the use of actuarial methods and assumptions, which considered internal and external factors. Assumptions included the selection of incurred and paid loss development factors, a priori ratios, and the weighting of actuarial methods when more than one was used. Evaluating the actuarial methods and assumptions required specialized skills and auditor judgment.

The following are the primary procedures we performed to address this critical audit matter. We evaluated, with the involvement of actuarial professionals, when appropriate, the design and tested the operating effectiveness of certain internal controls related to the Company's reserving process. These included controls related to the Company's actuarial analyses and determination of the Company's estimate of recorded reserves. We involved actuarial professionals with specialized skills and knowledge, who assisted in:

- evaluating the Company's actuarial methods by comparing them to generally accepted actuarial practices
- developing an independent estimate of reserves for certain lines of business using methods consistent with generally accepted actuarial practices by independently forming assumptions of incurred and paid loss development factors, a priori ratios, and the weighting of actuarial methods when more than one was used, considering internal and external factors
- assessing the Company's actuarial analyses, including their methods and assumptions, for certain remaining product lines comprised of those with smaller balances or shorter tail loss reporting and payment patterns
- developing a range of reserves and comparing to the Company's recorded reserves and assessing movement of the Company's recorded reserves within that range.

KPMG LLP

We or our predecessor firms have served as the Company's auditor since 1986.

Philadelphia, Pennsylvania  
March 5, 2021

## [Table of Contents](#)

### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

### **Item 9A. Controls and Procedures.**

#### **Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) at December 31, 2020 covered by this Form 10-K Report. Based on such evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, at December 31, 2020, our disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information we are required to disclose in the reports that we file or submit under the Exchange Act and our disclosure controls and procedures are also effective to ensure that information we disclose in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure.

#### **Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rule 13a-15(f) under the Exchange Act. Under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, our management has conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Framework"). Based on our evaluation under the COSO Framework, our management has concluded that our internal control over financial reporting was effective at December 31, 2020.

The effectiveness of our internal control over financial reporting at December 31, 2020 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its report, which is included in this Form 10-K Report.

#### **Changes in Internal Control over Financial Reporting**

During 2020, Donegal Mutual implemented new infrastructure and applications systems that Donegal Mutual and our insurance subsidiaries began to utilize for the issuance of new and renewal workers' compensation policies effective beginning in the second quarter of 2020. Such changes resulted in changes to procedures related to our financial reporting. Prior to the implementation of the new systems, we identified and designed new internal controls that we incorporated into our internal controls over financial reporting. Following the implementation, we validated these new controls according to our established processes. The implementation of the new systems represented the first phase of a multi-year systems modernization initiative Donegal Mutual is implementing to achieve various benefits for Donegal Mutual and our insurance subsidiaries, including streamlined workflows and innovative business solutions. We did not implement these changes in internal controls to respond to any actual or perceived significant deficiencies in our internal control over financial reporting.

### **Item 9B. Other Information.**

None.

**Report of Independent Registered Public Accounting Firm**

**To the Stockholders and Board of Directors**

**Donegal Group Inc.:**

*Opinion on Internal Control Over Financial Reporting*

We have audited Donegal Group Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2020 and 2019, the related consolidated statements of income (loss) and comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes and financial statement schedule III (collectively, the consolidated financial statements), and our report dated March 5, 2021 expressed an unqualified opinion on those consolidated financial statements.

*Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

*Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



[Table of Contents](#)

KPMG LLP

Philadelphia, Pennsylvania  
March 5, 2021

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance.**

Other than the information we provide below, we incorporate the response to this Item 10 by reference to our proxy statement we will file with the SEC on or about March 15, 2021 relating to our annual meeting of stockholders that we will hold on April 15, 2021, or our Proxy Statement.

**Executive Officers of the Registrant**

The following table sets forth information regarding the executive officers of Donegal Mutual and the Registrant as of the date of this Form 10-K Report:

## Table of Contents

<u>Name</u>	<u>Age</u>	<u>Position</u>
Kevin G. Burke	55	President and Chief Executive Officer of us since 2015; President and Chief Executive Officer of Donegal Mutual since 2018; Executive Vice President and Chief Operating Officer of Donegal Mutual from 2014 to 2018; Senior Vice President of Human Resources of Donegal Mutual and us from 2005 to 2014; Vice President of Human Resources of Donegal Mutual and us from 2001 to 2005; other positions from 2000 to 2001.
Jeffrey D. Miller	56	Executive Vice President and Chief Financial Officer of Donegal Mutual and us since 2014; Senior Vice President and Chief Financial Officer of Donegal Mutual and us from 2005 to 2014; Vice President and Controller of Donegal Mutual and us from 2000 to 2005; other positions from 1993 to 2000.
Kristi S. Altshuler	40	Senior Vice President and Chief Analytics Officer of us since 2020; Senior Vice President and Chief Analytics Officer of Donegal Mutual since 2019; Director of Willis Towers Watson from 2018 to 2019; Director of Pricing Innovation of USAA from 2014 to 2018; other positions at USAA from 2001 to 2014.
William A. Folmar	62	Senior Vice President of Claims of Donegal Mutual and Senior Vice President of us since 2019; Vice President of Claims of Donegal Mutual from 2010 to 2019; other positions from 1998 to 2010.
Francis J. Haefner, Jr.	57	Senior Vice President of us since 2020; Senior Vice President of Commercial Lines Underwriting of Donegal Mutual since 2012; Vice President of Commercial Lines Underwriting of Donegal Mutual from 2008 to 2012; other positions from 1984 to 2012.
Jeffery T. Hay	46	Senior Vice President and Chief Underwriting Officer of Donegal Mutual and Senior Vice President of us since 2021; Senior Director of Willis Towers Watson from 2018 to 2021; Head of Personal Lines Product Management of The Hartford from 2015 to 2018; other positions at The Hartford from 2005 to 2015.
Christina M. Hoffman	46	Senior Vice President and Chief Risk Officer of Donegal Mutual and us since 2019; Senior Vice President of Internal Audit of Donegal Mutual and Senior Vice President of us from 2013 to 2019; Vice President of Internal Audit of Donegal Mutual and Vice President of us from 2009 to 2013.
Jeffrey A. Jacobsen	67	Senior Vice President of us since 2020; Senior Vice President of Personal Lines Underwriting of Donegal Mutual since 2008; Vice President of Personal Lines Underwriting of Donegal Mutual from 2001 to 2008; other positions from 1991 to 2001.
Richard G. Kelley	66	Senior Vice President and Head of Field Operations of Donegal Mutual and Senior Vice President of us since 2018; Senior Vice President of Donegal Mutual from 2007 to 2018; other positions from 2000 to 2007.
Robert R. Long, Jr.	62	Senior Vice President and General Counsel of Donegal Mutual and us since 2018; Vice President and House Counsel of Donegal Mutual from 2012 to 2018; other positions from 2010 to 2012.
Sanjay Pandey	54	Senior Vice President and Chief Information Officer of Donegal Mutual and us since 2013; Vice President and Chief Information Officer of Donegal Mutual and us from 2009 to 2013; other positions from 2000 to 2009.
V. Anthony Viozzi	47	Senior Vice President and Chief Investment Officer of Donegal Mutual and us since 2012; Vice President of Investments of Donegal Mutual and us from 2007 to 2012.
Daniel J. Wagner	60	Senior Vice President and Treasurer of Donegal Mutual and us since 2005; Vice President and Treasurer of Donegal Mutual and us from 2000 to 2005; other positions from 1987 to 2000.

We incorporate the full text of our Code of Business Conduct and Ethics by reference to Exhibit 14 to this Form 10-K Report.

### **Item 11. Executive Compensation.**

We incorporate the response to this Item 11 by reference to our Proxy Statement. Neither the Report of our Compensation Committee nor the Report of our Audit Committee included in our Proxy Statement shall constitute or be deemed to constitute a filing with the SEC under the Securities Act or the Exchange Act or be deemed to have been incorporated by reference into any filing we make under the Securities Act or the Exchange Act, except to the extent we specifically incorporate the Report of Our Compensation Committee or the Report of Our Audit Committee by reference.

---

[Table of Contents](#)

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

We incorporate the response to this Item 12 by reference to our Proxy Statement.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

We incorporate the response to this Item 13 by reference to our Proxy Statement.

**Item 14. Principal Accounting Fees and Services.**

We incorporate the response to this Item 14 by reference to our Proxy Statement.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

- (a) Financial statements, financial statement schedule and exhibits filed:
  - (i) Consolidated Financial Statements

	<u>Page</u>
<a href="#">Reports of Independent Registered Public Accounting Firm</a>	114
Donegal Group Inc. and Subsidiaries:	
<a href="#">Consolidated Balance Sheets at December 31, 2020 and 2019</a>	68
<a href="#">Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) for each of the years in the three-year period ended December 31, 2020, 2019 and 2018</a>	69
<a href="#">Consolidated Statements of Stockholders' Equity for each of the years in the three-year period ended December 31, 2020, 2019 and 2018</a>	70
<a href="#">Consolidated Statements of Cash Flows for each of the years in the three-year period ended December 31, 2020, 2019 and 2018</a>	71
<a href="#">Notes to Consolidated Financial Statements</a>	72
Report and Consent of Independent Registered Public Accounting Firm (Filed as Exhibit 23.1)	
(b) Financial Statement Schedule	
<a href="#">Schedule III — Supplementary Insurance Information</a>	126
<a href="#">Report of Independent Registered Public Accounting Firm</a>	Filed herewith

We have omitted all other schedules since they are not required, not applicable or the information is included in the financial statements or notes to the financial statements.

- (c) Exhibits

## Table of Contents

<u>Exhibit No.</u>	<u>Description of Exhibits</u>	<u>Reference</u>
3.1	<a href="#">Certificate of Incorporation of Donegal Group Inc., as amended.</a>	(o)
3.2	<a href="#">Amended and Restated By-laws of Donegal Group Inc.</a>	(h)
4.1	<a href="#">Description of Donegal Group Inc's Securities Registered pursuant to Section 12 of the Exchange Act.</a>	Filed herewith
Management Contracts and Compensatory Plans or Arrangements		
10.1	<a href="#">Donegal Group Inc. 2011 Equity Incentive Plan for Employees.</a>	(b)
10.2	<a href="#">Donegal Group Inc. 2011 Equity Incentive Plan for Directors.</a>	(b)
10.3	<a href="#">Donegal Group Inc. 2011 Employee Stock Purchase Plan.</a>	(b)
10.4	<a href="#">Donegal Group Inc. 2013 Equity Incentive Plan for Employees.</a>	(c)
10.5	<a href="#">Donegal Group Inc. 2013 Equity Incentive Plan for Directors.</a>	(c)
10.6	<a href="#">Consulting Agreement dated as of July 29, 2011 among Donegal Mutual Insurance Company, Donegal Group Inc. and Donald H. Nikolaus.</a>	(d)
10.7	<a href="#">Employment Agreement dated as of October 1, 2020 among Donegal Mutual Insurance Company, Donegal Group Inc. and Kevin G. Burke.</a>	(q)
10.8	<a href="#">Employment Agreement dated as of October 1, 2020 among Donegal Mutual Insurance Company, Donegal Group Inc. and Jeffrey D. Miller.</a>	(q)
10.9	<a href="#">Form of Employment Agreement dated as of October 1, 2020 among Donegal Mutual Insurance Company, Donegal Group Inc. and Our Named Executive Officers Other Than Kevin G. Burke and Jeffrey D. Miller.</a>	(q)
10.10	<a href="#">Form of Employment Agreement dated as of October 1, 2020 among Donegal Mutual Insurance Company, Donegal Group Inc. and Our Executive Officers Other Than Our Named Executive Officers.</a>	Filed herewith
10.11	<a href="#">Donegal Mutual Insurance Company 401(k) Plan.</a>	(e)
10.12	<a href="#">Amendment No. 1 effective January 1, 2000 to Donegal Mutual Insurance Company 401(k) Plan.</a>	(e)
10.13	<a href="#">Amendment No. 2 effective January 6, 2000 to Donegal Mutual Insurance Company 401(k) Plan.</a>	(a)
10.14	<a href="#">Amendment No. 3 effective July 23, 2001 to Donegal Mutual Insurance Company 401(k) Plan.</a>	(a)
10.15	<a href="#">Amendment No. 4 effective January 1, 2002 to Donegal Mutual Insurance Company 401(k) Plan.</a>	(a)
10.16	<a href="#">Amendment No. 5 effective December 31, 2001 to Donegal Mutual Insurance Company 401(k) Plan.</a>	(a)
10.17	<a href="#">Amendment No. 6 effective July 1, 2002 to Donegal Mutual Insurance Company 401(k) Plan.</a>	(f)
10.18	<a href="#">Donegal Group Inc. Cash Incentive Bonus Plan for 2019 and prior years.</a>	(m)
10.19	<a href="#">Donegal Group Inc. 2015 Equity Incentive Plan for Employees.</a>	(l)
10.20	<a href="#">Donegal Group Inc. 2015 Equity Incentive Plan for Directors.</a>	(l)
10.21	<a href="#">Donegal Group Inc. Cash Incentive Bonus Plan for 2020.</a>	(p)
10.22	<a href="#">Donegal Group Inc. 2020 Long-Term Executive Incentive Plan.</a>	(p)
10.23	<a href="#">Donegal Group Inc. 2019 Equity Incentive Plan for Employees.</a>	(o)
10.24	<a href="#">Donegal Group Inc. 2019 Equity Incentive Plan for Directors.</a>	(o)
10.25	<a href="#">Donegal Group Inc. Cash Incentive Bonus Plan for 2021.</a>	Filed herewith
Other Material Contracts		

## Table of Contents

10.26	<a href="#"><u>Amended and Restated Proportional Reinsurance Agreement dated March 1, 2010 between Donegal Mutual Insurance Company and Atlantic States Insurance Company.</u></a>	(i)
10.27	<a href="#"><u>Amended and Restated Tax Sharing Agreement dated December 1, 2010 among Donegal Group Inc., Atlantic States Insurance Company, Southern Insurance Company of Virginia, Le Mars Insurance Company, The Peninsula Insurance Company, Peninsula Indemnity Company and Michigan Insurance Company.</u></a>	(j)
10.28	<a href="#"><u>Amended and Restated Services Allocation Agreement dated December 1, 2010 among Donegal Group Inc., Atlantic States Insurance Company, Southern Insurance Company of Virginia, Le Mars Insurance Company, The Peninsula Insurance Company, Peninsula Indemnity Company and Michigan Insurance Company.</u></a>	(j)
10.29	<a href="#"><u>Quota-share Reinsurance Agreement dated December 1, 2010 between Donegal Mutual Insurance Company and Michigan Insurance Company.</u></a>	(j)
10.30	<a href="#"><u>Donegal Group Inc. 2015 Agency Stock Purchase Plan.</u></a>	(k)
10.31	<a href="#"><u>Discretionary Loan Agreement between Donegal Group Inc. and M&amp;T Bank dated August 1, 2020.</u></a>	Filed herewith
14	<a href="#"><u>Code of Business Conduct and Ethics.</u></a>	(g)
21	<a href="#"><u>Subsidiaries of Registrant.</u></a>	Filed herewith
23.1	<a href="#"><u>Report and Consent of Independent Registered Public Accounting Firm.</u></a>	Filed herewith
31.1	<a href="#"><u>Rule 13a-14(a)/15(d)-14(a) Certification of Chief Executive Officer.</u></a>	Filed herewith
31.2	<a href="#"><u>Rule 13a-14(a)/15(d)-14(a) Certification of Chief Financial Officer.</u></a>	Filed herewith
32.1	<a href="#"><u>Section 1350 Certification of Chief Executive Officer.</u></a>	Filed herewith
32.2	<a href="#"><u>Section 1350 Certification of Chief Financial Officer.</u></a>	Filed herewith
Exhibit 101.INS	XBRL Instance Document	Filed herewith
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
Exhibit 101.PRE	XBRL Taxonomy Presentation Linkbase Document	Filed herewith
Exhibit 101.CAL	XBRL Taxonomy Calculation Linkbase Document	Filed herewith
Exhibit 101.LAB	XBRL Taxonomy Label Linkbase Document	Filed herewith
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith

- (a) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 10-K Report for the year ended December 31, 2001.
- (b) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 8-K Report dated April 22, 2011.
- (c) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 8-K Report dated April 22, 2013.
- (d) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 8-K Report dated August 3, 2011.
- (e) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 10-K Report for the year ended December 31, 1999.
- (f) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 10-K Report for the year ended December 31, 2002.

## Table of Contents

- (g) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 10-K Report for the year ended December 31, 2003.
- (h) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 8-K Report dated July 18, 2008.
- (i) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 10-K Report for the year ended December 31, 2009.
- (j) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 10-K Report for the year ended December 31, 2010.
- (k) We incorporate such exhibit by reference to the like-described exhibit filed in Registrant's Form S-3 registration statement filed on April 28, 2015.
- (l) We incorporate such exhibit by reference to the description of such plan in Registrant's definitive proxy statement for its Annual Meeting of Stockholders held on April 16, 2015 filed on March 16, 2015.
- (m) We incorporate such exhibit by reference to the description of such plan in Registrant's definitive proxy statement for its Annual Meeting of Stockholders held on April 20, 2017 filed on March 16, 2017.
- (n) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 10-Q Report for the year ended June 30, 2019.
- (o) We incorporate such exhibit by reference to the description of such plan in Registrant's definitive proxy statement for its Annual Meeting of Stockholders held on April 18, 2019 filed on March 18, 2019.
- (p) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 10-K Report for the year ended December 31, 2019.
- (q) We incorporate such exhibit by reference to the like-described exhibit in Registrant's Form 8-K Report dated October 1, 2020.

### **Item 16. Form 10-K Summary.**

None.



**DONEGAL GROUP INC. AND SUBSIDIARIES**  
**SCHEDULE III — SUPPLEMENTARY INSURANCE INFORMATION**

**Years Ended December 31, 2020, 2019 and 2018**  
(\$ in thousands)

<b>Segment</b>	<b>Net Premiums Earned</b>	<b>Net Investment Income</b>	<b>Net Losses and Loss Expenses</b>	<b>Amortization of Deferred Policy Acquisition Costs</b>	<b>Other Underwriting Expenses</b>	<b>Net Premiums Written</b>
<b>Year Ended December 31, 2020</b>						
Commercial lines	\$412,877	\$ —	\$ 264,053	\$ 66,253	\$ 72,245	\$425,986
Personal lines	329,163	—	195,711	52,819	53,618	316,154
Investments	—	29,504	—	—	—	—
	<u>\$742,040</u>	<u>\$ 29,504</u>	<u>\$ 459,764</u>	<u>\$ 119,072</u>	<u>\$ 125,863</u>	<u>\$742,140</u>
<b>Year Ended December 31, 2019</b>						
Commercial lines	\$385,465	\$ —	\$ 242,685	\$ 62,424	\$ 61,631	\$404,879
Personal lines	370,613	—	263,703	60,019	52,931	347,722
Investments	—	29,515	—	—	—	—
	<u>\$756,078</u>	<u>\$ 29,515</u>	<u>\$ 506,388</u>	<u>\$ 122,443</u>	<u>\$ 114,562</u>	<u>\$752,601</u>
<b>Year Ended December 31, 2018</b>						
Commercial lines	\$337,924	\$ —	\$ 246,048	\$ 55,143	\$ 51,635	\$349,895
Personal lines	403,367	—	330,410	65,821	61,635	394,121
Investments	—	26,908	—	—	—	—
	<u>\$ 741,291</u>	<u>\$ 26,908</u>	<u>\$ 576,458</u>	<u>\$ 120,964</u>	<u>\$ 113,270</u>	<u>\$ 744,016</u>

**DONEGAL GROUP INC. AND SUBSIDIARIES**  
**SCHEDULE III — SUPPLEMENTARY INSURANCE INFORMATION, CONTINUED**  
(\$ in thousands)

Segment	At December 31,			
	Deferred Policy Acquisition Costs	Liability For Losses and Loss Expenses	Unearned Premiums	Other Policy Claims and Benefits Payable
2020				
Commercial lines	\$ 33,246	\$ 694,569	\$ 301,901	\$ —
Personal lines	25,911	267,438	235,289	—
Investments	—	—	—	—
	<u>\$ 59,157</u>	<u>\$ 962,007</u>	<u>\$ 537,190</u>	<u>\$ —</u>
2019				
Commercial lines	\$ 30,947	\$ 582,682	\$ 266,297	\$ —
Personal lines	28,338	286,992	243,850	—
Investments	—	—	—	—
	<u>\$ 59,285</u>	<u>\$ 869,674</u>	<u>\$ 510,147</u>	<u>\$ —</u>

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

DONEGAL GROUP INC.

By: /s/ Kevin G. Burke

Kevin G. Burke, President and Chief Executive Officer

Date: March 5, 2021

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin G. Burke</u> Kevin G. Burke	President, Chief Executive Officer and a Director (principal executive officer)	March 5, 2021
<u>/s/ Jeffrey D. Miller</u> Jeffrey D. Miller	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	March 5, 2021
<u>/s/ Scott A. Berlucchi</u> Scott A. Berlucchi	Director	March 5, 2021
<u>/s/ Dennis J. Bixenman</u> Dennis J. Bixenman	Director	March 5, 2021
<u>/s/ Jack L. Hess</u> Jack L. Hess	Director	March 5, 2021
<u>/s/ Barry C. Huber</u> Barry C. Huber	Director	March 5, 2021
<u>/s/ David C. King</u> David C. King	Director	March 5, 2021
<u>/s/ Kevin M. Kraft, Sr.</u> Kevin M. Kraft, Sr.	Director	March 5, 2021
<u>/s/ Jon M. Mahan</u> Jon M. Mahan	Director	March 5, 2021
<u>/s/ S. Trezevant Moore, Jr.</u> S. Trezevant Moore, Jr.	Director	March 5, 2021
<u>/s/ Annette B. Szady</u> Annette B. Szady	Director	March 5, 2021
<u>/s/ Richard D. Wampler, II</u> Richard D. Wampler, II	Director	March 5, 2021

**DESCRIPTION OF SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES  
EXCHANGE ACT OF 1934**

The following description of the capital stock of Donegal Group Inc. (“us,” “our” or “we”) is a summary of the rights of the holders of our Class A common stock and our Class B common stock and certain provisions of our certificate of incorporation and bylaws, as currently in effect. This summary does not purport to be complete and is qualified in its entirety by the provisions of our certificate of incorporation and bylaws, copies of which are filed as exhibits to this Annual Report on Form 10-K and are incorporated by reference herein, and to the applicable provisions of Delaware and U.S. federal law. We encourage you to read our certificate of incorporation and bylaws and the applicable provisions of Delaware and U.S. federal law for additional information.

***General***

Our certificate of incorporation authorizes us to issue (i) 2,000,000 shares of preferred stock, par value \$.01 per share, (ii) 50,000,000 shares of Class A common stock, par value \$.01 per share and (iii) 10,000,000 shares of Class B common stock, par value \$.01 per share. Our Class A common stock and our Class B common stock trade on the NASDAQ Global Select Market under the symbols “DGICA” and “DGICB,” respectively. The transfer agent and registrar for our Class A common stock and Class B common stock is Computershare Trust Company. Except as described below with respect to dividends and voting rights, shares of our Class A common stock and our Class B common stock are identical in all respects.

***Class A Common Stock and Class B Common Stock***

The following is a materially complete summary of the rights, preferences and limitations of the holders of our Class A common stock and Class B common stock.

***Voting and Other Rights.*** The holders of our Class A common stock are entitled to one-tenth of a vote per share on any matter submitted to a vote of our stockholders, while the holders of our Class B common stock are entitled to one vote per share on any matter submitted to a vote of our stockholders. Except as required by the Delaware General Corporation Law (the “DGCL”) or our certificate of incorporation, the holders of our Class A common stock and our Class B common stock vote together as a single class on all matters submitted to a vote of our stockholders.

Under our certificate of incorporation and the DGCL, at any election of our directors, those nominees receiving the highest number of votes cast for the number of directors to be elected will be elected as directors. Because our certificate of incorporation does not authorize cumulative voting in the election of directors, Donegal Mutual Insurance Company (“Donegal Mutual”), as the holder of approximately 71% of the combined voting power of our Class A common stock and our Class B common stock, has the power to control the election of all of the members of our board of directors, and the holders of the remainder of the outstanding shares of our Class A common stock and our Class B common stock will not be able to cause the election of any member of our board of directors.

Under our certificate of incorporation and the DGCL, only the affirmative vote of the holders of a majority in voting power represented by our Class A common stock and our Class B common stock, voting as a single class, is required to amend our certificate of incorporation, to authorize additional shares of capital stock of any class, to approve any merger or consolidation of us with or into any other corporation or the sale of all or substantially all of our assets or to approve our dissolution. Under the DGCL, the holders of our Class A common stock or our Class B common stock are entitled to vote as a separate class on any proposal to change the par value of such class or to alter or change the rights, preference and limitations of such class in a way that would adversely affect any such rights of such class. Donegal Mutual, as the holder of approximately 71% of the combined voting power of our outstanding Class A common stock and our Class B common stock, will be able to control the outcome of the vote on any such matters.

*Merger and Consolidation.* In the event of a merger, consolidation or liquidation, holders of our Class A common stock and our Class B common stock are entitled to receive pro rata any assets legally available for distribution to our stockholders with respect to shares held by them, subject to any prior rights of the holders of any of our preferred stock then outstanding.

*Dividends and Distributions.* The holders of our Class A common stock are entitled to receive such dividends or distributions as our board of directors may declare out of funds legally available for such payments. Each share of our Class A common stock outstanding at the time of any dividend or distribution payable in cash upon the outstanding shares of our Class B common stock is entitled to a cash dividend or distribution payable at the same time and to our stockholders of record as of the same date in an amount that is at least 10% greater than any dividend or distribution we declare upon the shares of our Class B common stock. Each share of our Class A common stock and our Class B common stock shall be equal in respect to dividends or other distributions payable in shares of capital stock, provided that such dividends or distributions may be made (i) in shares of our Class A common stock to the holders of our Class A common stock and in shares of our Class B common stock to the holders of our Class B common stock, (ii) in shares of our Class A common stock to the holders of both our Class A common stock and our Class B common stock or (iii) in any other authorized class or series of capital stock to the holders of our Class A common stock and our Class B common stock. Our payment of distributions is subject to the restrictions of Delaware law applicable to the declaration of distributions by a business corporation. A corporation generally may not authorize and make distributions if, after giving effect thereto, it would be unable to meet its debts as they become due in the usual course of business or if the corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if it were to be dissolved at the time of distribution, to satisfy claims upon dissolution of stockholders who have preferential rights superior to the rights of the holders of its common stock. In addition, the payment of distributions to stockholders is subject to any prior rights of any then outstanding shares of our preferred stock. Stock dividends, if any are declared, may be paid from authorized but unissued shares.

Our ability to pay distributions is dependent upon the ability of our insurance subsidiaries to pay dividends to us. Regulatory requirements and capital guidelines may impact our insurance subsidiaries' ability to pay dividends to us in the future.

*Convertibility.* Neither our Class A common stock nor our Class B common stock is convertible into another class of common stock or any other security.

*Other Rights.* Neither our Class A common stock nor our Class B common stock has any preemptive rights, redemption privileges, sinking fund privileges or conversion rights.

## Preferred Stock

We are authorized to issue 2,000,000 shares of preferred stock, par value \$.01 per share. Our board of directors has the authority to issue preferred stock in one or more series and to fix the dividend rights, dividend rates, liquidation preferences, conversion rights, voting rights, rights and terms of redemption, including sinking fund provisions, and the number of shares constituting any such series without any further action by our stockholders, unless such action is required by applicable rules or regulations or by the terms of any other outstanding series of our preferred stock. Any shares of our preferred stock that we may issue may rank prior to shares of our Class A common stock or our Class B common stock as to payment of dividends and any payments upon our liquidation.

## Anti-Takeover Laws and Anti-Takeover Provisions of Our Certificate of Incorporation and Bylaws

Section 203 of the DGCL contains certain “anti-takeover” provisions that apply to a Delaware corporation, unless the corporation elects not to be governed by such provisions in its certificate of incorporation or bylaws. Neither our certificate of incorporation nor our bylaws contain such an election. Thus, Section 203 applies to us. Section 203 precludes a corporation from engaging in any “business combination” with any person that owns 15% or more of its outstanding voting stock for a period of three years following the time that such stockholder obtained ownership of more than 15% of the outstanding voting stock of the corporation. A business combination includes any merger, consolidation or sale of substantially all of a corporation’s assets.

The three-year waiting period does not apply, however, if any of the following conditions are met:

- the board of directors of the corporation approved either the business combination or the transaction that resulted in such stockholder owning more than 15% of such stock before the stockholder obtained ownership of more than 15% of the corporation’s stock;
- once the transaction that resulted in the stockholder owning more than 15% of the outstanding voting stock of the corporation is completed, such stockholder owns at least 85% of the voting stock of the corporation outstanding at the time that the transaction commenced; or
- at or after the time the stockholder obtains more than 15% of the outstanding voting stock of the corporation, the board of directors approves the business combination and the stockholders authorized the business combination at an annual or special meeting of stockholders (and not by written consent) by the affirmative vote of at least 66 2/3% of the outstanding voting stock that is not owned by the acquiring stockholder.

In addition, Section 203 does not apply to any person who became the owner of more than 15% of a corporation’s stock if it was as a result of action taken solely by the corporation. Section 203 also does not apply to the corporation itself or to any of the corporation’s majority-owned subsidiaries.

Donegal Mutual’s majority voting control of us, and certain anti-takeover provisions in our certificate of incorporation and bylaws, could also (i) delay or prevent the removal of members of our board of directors and (ii) make a merger, tender offer or proxy contest involving us more expensive as well as unlikely to succeed, even if such events were in the best interests of our stockholders other than Donegal Mutual. These factors could also discourage a third party from attempting to acquire control of us. In particular, our certificate of incorporation and bylaws include the following anti-takeover provisions:

- 
- our board of directors is classified into three classes, so that our stockholders elect only one-third of the members of our board of directors each year;
  - our stockholders may remove our directors only for cause;
  - our stockholders may not take stockholder action except at an annual or special meeting of our stockholders;
  - the request of stockholders holding at least 20% of the combined voting power of our Class A common stock and our Class B common stock is required for a stockholder to call a special meeting of our stockholders;
  - our bylaws require that stockholders provide advance notice to us to nominate candidates for election to our board of directors or to propose any other item of stockholder business at a stockholders' meeting;
  - we do not permit cumulative voting rights in the election of our directors;
  - our certificate of incorporation does not provide for preemptive rights in connection with any issuance of securities by us; and
  - our board of directors may issue, without stockholder approval unless otherwise required by law, preferred stock with such terms as our board of directors may determine.

**EMPLOYMENT AGREEMENT**

THIS EMPLOYMENT AGREEMENT (this "Agreement"), dated as of October 1, 2020 (the "Effective Date"), among Donegal Mutual Insurance Company, a Pennsylvania mutual insurance company having its principal place of business at 1195 River Road, Marietta, Pennsylvania 17547 ("Donegal Mutual"), Donegal Group Inc., a Delaware corporation having its principal place of business at 1195 River Road, Marietta, Pennsylvania 17547 ("DGI," and, together with Donegal Mutual, the "Employers"), and \_\_\_\_\_, an individual whose principal office address is 1195 River Road, Marietta, PA 17547 ("Executive").

WITNESSETH:

WHEREAS, the Employers desire, by this Agreement, to provide for the continued employment of Executive by the Employers, and Executive agrees to the continued employment of Executive by the Employers, all in accordance with the terms and subject to the conditions set forth in this Agreement; and

WHEREAS, the parties are entering into this Agreement to set forth and confirm their respective rights and obligations with respect to Executive's continued employment by the Employers;

NOW THEREFORE, in consideration of the promises and mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Employment. Beginning on the Effective Date, the Employers agree to continue to employ Executive and Executive agrees to continue to provide services to the Employers from the Effective Date until 3 years (i.e., 36 months) later (the "Employment Period"). The Employment Period shall be automatically extended for an additional one (1) year term thereafter, unless either party provides the other party with written notice of intent to have the Employment Period expire without renewal no later than sixty (60) days prior to the end of the then-current Employment Period, or this Agreement is otherwise terminated by either party.

2. Position and Duties.

(a) During the Employment Period: (i) Donegal Mutual agrees to continue to employ Executive, and Executive agrees to continue Executive's employment as, the \_\_\_\_\_ of Donegal Mutual and (ii) DGI agrees to continue to employ Executive, and Executive agrees to continue Executive's employment as, the \_\_\_\_\_ of DGI, with the positions described in clauses (i) and (ii) collectively referred to in this Agreement as the "Position," in accordance with the terms and subject to the conditions this Agreement sets forth. Donegal Mutual and DGI shall be jointly and severally liable to Executive with respect to (i) all liabilities of Donegal Mutual to Executive under this Agreement and (ii) all liabilities of DGI to Executive under this Agreement; provided, however, that Donegal Mutual shall not be responsible for any liability of DGI to Executive to the extent that DGI has discharged such liability, and DGI shall not be responsible for any liability of Donegal Mutual to Executive to the extent that Donegal Mutual has discharged such liability. Executive shall serve in the Position and in such capacity



and shall have the normal duties, responsibilities, functions and authority consistent with the Position, subject to the power and authority of the respective board of directors of Donegal Mutual and DGI (together, the "Boards") to expand or limit such duties, responsibilities, functions and authority and to overrule actions of officers of the Employers. During the Employment Period, Executive shall render such services to the Employers which are consistent with the Position and as the President and Chief Executive Officer and/or as either of the Boards may from time to time direct.

(b) During the Employment Period, Executive shall report to the President and Chief Executive Officer or his designee and shall devote his best efforts and his full business time and attention to the business and affairs of the Employers. Executive shall perform his duties, responsibilities and functions to the best of his abilities in a diligent, trustworthy, professional and efficient manner and shall comply with the policies and procedures of the Employers in all material respects. In performing his duties and exercising his authority under this Agreement, Executive shall develop, support and implement the business and strategic plans approved from time to time by the Boards and shall support and cooperate with the Employers' efforts to expand their business and operate profitably and in conformity with the business and strategic plans approved by the Boards. So long as Executive is employed by one or both of the Employers, Executive shall not, without the prior written consent of the Boards, accept other employment, perform other services for compensation, or perform other work that results in any financial benefit to Executive. Notwithstanding the foregoing, nothing in this Agreement shall preclude Executive from engaging in educational, charitable, political, professional and civic activities, provided that such engagement does not interfere with Executive's duties and responsibilities hereunder.

### 3. Compensation and Benefits.

(a) Base Salary. During the Employment Period, Executive shall receive a base salary of \_\_\_\_\_ Dollars (\$\_\_\_\_\_) per annum (the "Base Salary"), which may be modified by the Employers in their sole discretion (provided, however, that any decrease in Executive's Base Salary shall be made only if the Employers contemporaneously and proportionately decrease the base salaries of all senior executives of such Employers).

(b) Payment of Base Salary. The Base Salary shall be payable by the Employers in regular installments in accordance with the Employers' payroll practices in effect from time to time, less withholdings and deductions required or permitted by applicable law.

(c) Annual Bonus. During the Employment Period, Executive shall be eligible to receive an annual performance bonus (an "Annual Bonus"), subject to the (i) achievement of Employers' performance criteria, as determined in the Employers' sole discretion, and (ii) Executive's continued employment with the Employers through the end of the year for which such bonus is paid (except as otherwise provided in Section 4). The Employers' performance criteria shall be determined in good faith by the President and Chief Executive Officer or his designee, in consultation with Executive. The Annual Bonus shall be paid in a single lump sum payment, less withholdings and deductions required or permitted by applicable law, to Executive when annual bonuses for that year are paid to other executives of the Employers, but in no event later than the March 15<sup>th</sup> following the end of the year for which the bonus is paid.

(d) Incentive Plans. Executive shall be entitled to participate in any incentive plans that the Employers may sponsor, if any, in accordance (in all material respects) with the applicable policies of the Employers relating to incentive compensation for executive officers, and based on the objectives set forth in such Employers' executive incentive plans.

(e) Employee Benefits. Throughout Executive's employment during the Employment Period, the Employers shall provide Executive with all employee benefits and fringe benefits as may be provided from time to time to the Employers' executives.

(f) Expense Reimbursement. During the Employment Period, and subject to Section 21(d) hereunder, the Employers shall reimburse Executive, within a reasonable period of time of Executive submitting an expense report to the Employers, for all reasonable business expenses incurred by him in the course of performing his duties and responsibilities under this Agreement which are consistent with the Employers' policies in effect from time to time with respect to travel, entertainment and other business expenses, subject to the Employers' requirements with respect to reporting and documentation of such expenses.

4. Notice of Termination; Employers' Obligations Upon Cessation of Employment Period.

(a) Notice of Termination. Subject to the terms of this Agreement, the Employment Period and Executive's employment with the Employers may be terminated by either party at any time and for any or no reason. Any termination of employment by the Employers or by Executive under this Section 4 shall be communicated by a written notice to the other party hereto indicating the specific termination provision in this Agreement relied upon. Executive's final day of employment with the Employers, as set forth in such written notice, shall be the "Termination Date."

(b) Employers' Obligations Upon Cessation of the Employment Period.

(i) Accrued Payments. Upon Executive's termination of employment for any reason, Executive shall be entitled to receive: (A) payment of any unpaid premiums for medical and dental insurance coverage through the Termination Date for Executive (and his immediate family) and any other employee benefits Executive is entitled to hereunder, (B) payment of all accrued but unpaid vacation; (C) any expense reimbursement owed to Executive under Section 3(f), which shall be paid within thirty (30) days of the Termination Date; and (D) the Base Salary earned for services rendered by Executive through the Termination Date, which shall be paid on the next succeeding payroll date (collectively, the "Accrued Payments").

(ii) Termination Without Cause, for Good Reason or Following Change of Control. If Executive's employment is terminated without Cause by the Employers, Executive resigns for Good Reason, or Executive resigns with or without Good Reason within twelve (12) months after the consummation of a Change of Control, and subject to Section 4(c) below, then Executive shall be entitled to the Accrued Payments and shall also be entitled to receive:

(A) any unpaid Annual Bonus earned by Executive with respect to the year ending prior to the year in which the Termination Date occurs, notwithstanding

Executive's termination of employment, which shall be paid in a lump sum at the same time, and calculated in the same manner, as the Annual Bonus would have been paid and calculated had there not been a termination of Executive's employment;

(B) severance pay in an amount equal to thirty-six (36) months of his Base Salary in effect on the Termination Date (the "Severance Payment"). The Severance Payment shall be payable in equal installments, with the first installment payable on the Employers' first regularly scheduled payroll date occurring after the effective date of the general release; and

(C) The Employers shall pay as a lump sum to Executive the full aggregate premium cost (calculated based on the current premium cost as of the Termination Date) that the Employers and Executive would have paid to maintain the same medical, health, disability and life insurance coverage the Employers provided to Executive immediately prior to the Termination Date had Executive remained employed for thirty-six (36) months following the Termination Date.

For purposes of the Agreement, the compensation and benefits referenced in Section 4(b)(ii)(A)-(C) are referred to as the "Severance Benefits." The Severance Benefits shall be paid to Executive less withholdings and deductions required or permitted by applicable law.

(iii) Termination for Cause, Death or Incapacity, or Resignation Without Good Reason. If the Employment Period is terminated by the Employers for Cause or upon Executive's resignation without Good Reason (other than a resignation within twelve (12) months after the consummation of a Change of Control), or death or Incapacity (as determined by the Boards in their good faith judgment), Executive shall only be entitled to receive the Accrued Payments (if any), and shall not be entitled to any other salary, compensation or benefits from the Employers after termination of the Employment Period, except as otherwise specifically provided for under the Employers' employee benefit plans or as otherwise expressly required by applicable law. Notwithstanding the foregoing, in the event of Executive's death, the Employers shall continue to pay Executive's then Base Salary to the Executive's estate or personal representative for a period of two (2) years in fifty-two (52) equal bi-weekly installment payments, with the first payment commencing on the Employers' first regularly scheduled payroll date occurring after Executive's death.

(iv) Except as otherwise expressly provided herein, all of Executive's rights to salary, employee benefits and other compensation hereunder which would have accrued or become payable after the termination of the Employment Period shall cease upon such termination, other than those expressly required under applicable law. The Employers may offset any amounts Executive owes the Employers against any amounts the Employers owe Executive hereunder, provided, that such amounts claimed to be owed by Executive have not been disputed by Executive after sufficient advance written notice thereof by the Employers.

(c) The Employers' obligation to provide the Severance Benefits to Executive shall be conditioned upon Executive's execution and the irrevocability of a general release in a form reasonably acceptable to the Employers. Except as otherwise expressly provided herein, Executive shall not be entitled to any other salary, compensation or other benefits after termination of the Employment Period, except as specifically provided for in the Employers' employee benefit plans or as otherwise expressly required by applicable law.

(d) For purposes of this Agreement, “Cause” shall mean (i) Executive’s willful and continued failure substantially to perform Executive’s material duties with the Employers as set forth in this Agreement, or the commission by Executive of any activities constituting a willful violation or breach under any material federal, state or local law or regulation applicable to the activities of Donegal Mutual or DGI or their respective subsidiaries and affiliates, in each case, after notice of such failure, breach or violation from the Employers to Executive and a reasonable opportunity for Executive to cure such failure, breach or violation in all material respects, (ii) fraud, breach of fiduciary duty, dishonesty, misappropriation or other actions by Executive that cause intentional material damage to the property or business of Donegal Mutual or DGI or their respective subsidiaries and affiliates, (iii) Executive’s repeated absences from work such that Executive is substantially unable to perform Executive’s duties under this Agreement in all material respects other than for physical or mental impairment or illness or (iv) Executive’s non-compliance with the provisions of Section 2(b) of this Agreement after notice of such non-compliance from the Employers to Executive and a reasonable opportunity for Executive to cure such non-compliance.

(e) For purposes of this Agreement “Incapacity” shall be deemed to occur if the Boards, in their good faith judgment, determine that Executive is mentally or physically disabled or incapacitated such that he cannot perform his duties and responsibilities under this Agreement and, within thirty (30) days of receipt of the Boards’ good faith determination, either (i) Executive fails to undertake a physical and/or mental examination by a physician reasonably acceptable to the Boards or (ii) after Executive undertakes a physical and/or mental examination by a physician reasonably acceptable to the Boards, such physician fails to certify to the Boards that Executive is physically and mentally able and capable of performing his duties and responsibilities under this Agreement.

(f) For purposes of this Agreement, “Good Reason” shall mean (i) a material diminishment of Executive’s Position or the scope of Executive’s authority, duties or responsibilities as this Agreement describes without Executive’s written consent, excluding for this purpose any action the Employers do not take in bad faith and that the Employers remedy promptly following written notice thereof from Executive to the Employers, (ii) a relocation of Executive’s principal business location to a location that is more than forty (40) miles farther from Executive’s current resident office in 1195 River Road, Marietta, PA 17547, or (iii) a material breach by either of the Employers of their respective obligations to Executive under this Agreement; provided, however, that with respect to any termination by Executive for Good Reason, Executive shall have provided the Employers with written notice within ninety (90) days of the date on which Executive first had actual knowledge of the existence of the Good Reason condition and which such Good Reason condition shall not have been cured or otherwise rectified by the Employers in all material respects to the reasonable satisfaction of Executive within thirty (30) days after the Employers receive such written notice.

(g) For purposes of this Agreement, a “Change of Control” shall be deemed to have occurred in the event of any of the following (each a “Transaction”):

(i) the acquisition of shares of DGI by any “person” or “group,” as Rule 13d-3 under the Securities Exchange Act of 1934, as now or hereafter amended, uses such terms, in a transaction or series of transactions that result in such person or group directly or indirectly first owning after the Effective Date more than 25% of the aggregate voting power of DGI’s Class A common stock and Class B common stock taken as a single class,

(ii) the consummation of a merger of Donegal Mutual or other business combination transaction involving Donegal Mutual in which Donegal Mutual is not the surviving entity,

(iii) the consummation of a merger of DGI or other business combination transaction involving DGI after which the holders of the outstanding voting capital stock of DGI taken as a single class do not collectively own 60% or more of the aggregate voting power of the entity surviving such merger or other business combination transaction,

(iv) the sale, lease, exchange or other transfer in a transaction or series of transactions of all or substantially all of the assets of DGI, but excluding therefrom the sale and re-investment of the consolidated investment portfolio of DGI and its subsidiaries,

(v) a change in the composition of the board of directors of Donegal Mutual in which the individuals who, as of the Effective Date, constitute the board of directors of Donegal Mutual (the “Incumbent Donegal Mutual Board”) cease for any reason to constitute at least a majority of the board of directors of Donegal Mutual; *provided, however*, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by Donegal Mutual’s members, was approved by a vote of at least a majority of the directors then comprising the Incumbent Donegal Mutual Board shall be considered as though such individual were a member of the Incumbent Donegal Mutual Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of an individual or entity other than the board of directors of Donegal Mutual or

(vi) a change in the composition of the board of directors of DGI in which the individuals who, as of the Effective Date, constitute the board of directors of DGI (the “Incumbent DGI Board”) cease for any reason to constitute at least a majority of the board of directors of DGI; *provided, however*, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by DGI’s stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent DGI Board shall be considered as though such individual were a member of the Incumbent DGI Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of an individual or entity other than the board of directors of DGI.

A Transaction constituting a Change of Control in the case of subsections (i), (ii), (iii) or (iv) shall only be deemed to have occurred upon the closing of the Transaction. For purposes of this Agreement, consummation of a Change of Control shall only be deemed to have occurred upon the closing of a Transaction.

(h) The Employers and Executive mutually agree to reimburse either party for the reasonable fees and expenses of either party's attorneys and for court and related costs in any proceeding to enforce the provisions of this Agreement in which the Employers or Executive are successful on the merits.

(i) In the event that the independent registered public accounting firm of either of the Employers or the Internal Revenue Service ("IRS") determines that any payment, coverage or benefit provided to Executive pursuant to this Agreement is subject to the excise tax imposed by Sections 280G or 4999 of the Internal Revenue Code of 1986, as amended (the "Code"), any successor provisions thereto or any interest or penalties Executive incurs with respect to such excise tax, the Employers, within thirty (30) days thereafter, shall pay to Executive, in addition to any other payment, coverage or benefit due and owing under this Agreement, an additional amount that will result in Executive's net after tax position, after taking into account any interest, penalties or taxes imposed on the amounts payable under this Section 4(i), upon the receipt of the payments for which this Agreement provides being no less advantageous to Executive than the net after tax position to Executive that would have been obtained had Sections 280G and 4999 of the Code not been applicable to such payment, coverage or benefits. Except as this Agreement otherwise provides, tax counsel, whose selection shall be reasonably acceptable to Executive and the Employers and whose fees and costs shall be paid for by the Employers, shall make all determinations this Section 4(i) requires.

#### 5. Confidential Information.

(a) Executive shall not, except as may be required to perform his duties hereunder or as required by applicable law, during the Employment Period and after employment ends (regardless of the reason), without limitation in time or until such information shall have become public other than by Executive's unauthorized disclosure, disclose to others or use, whether directly or indirectly, any non-public confidential or proprietary information with respect to the Employers, including, without limitation, their business relationships, negotiations and past, present and prospective activities, methods of doing business, know-how, trade secrets, data, formulae, product designs and styles, product development plans, customer lists, investors, and all papers, resumes and records (including computer records) of the documents containing such information ("Confidential Information"). Executive stipulates and agrees that as between Executive and the Employers the foregoing matters are important and that material and confidential proprietary information and trade secrets affect the successful conduct of the businesses of the Employers (and any successors or assignees of the Employers). Nothing about the foregoing shall preclude Executive from testifying truthfully in any forum or from providing truthful information, including, but not limited to, Confidential Information, to any government agency or commission. The term "Confidential Information" does not include information which (i) was already in Executive's possession prior to the time of disclosure by or on behalf of the Employers, provided that such information was not furnished to Executive by a source known by Executive to be bound by a confidentiality agreement with, or other obligations of confidentiality in favor of, the Employers, (ii) was or becomes generally available to the public other than as a result of a disclosure by Executive in violation of this Agreement, (iii) becomes available to

Executive on a non-confidential basis from a source other than the Employers, provided that such source is not known by Executive to be bound by a confidentiality agreement with, or other obligations of confidentiality in favor of, the Employers, or (iv) was or is independently developed by Executive without use of or reference to any Confidential Information.

(b) Executive agrees to deliver or return to the Employers, at the Employers' written request, at any time or upon termination of his employment (regardless of the reason): (i) all documents, computer tapes and disks, records, lists, data, drawings, prints, notes and written information (and all copies thereof) furnished by or on behalf of or for the benefit of the Employers or prepared by Executive in connection with, and during the term of, his employment by the Employers, regardless of whether Confidential Information is contained therein, and (ii) all physical property of the Employers which Executive received in connection with Executive's employment with the Employers including, without limitation, credit cards, passes, door and file keys, and computer hardware and software existing in tangible form.

(c) The Defend Trade Secrets Act of 2016 (the "Act") provides that: An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that: (A) is made – (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. The Act further provides that an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual: (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order.

(d) Executive represents and warrants to the Employers that, to the best of his knowledge, Executive took nothing with him which belonged to any former employer when Executive left his prior position and that Executive has nothing that contains any information which belongs to any former employer. If at any time Executive discovers this is incorrect, Executive shall promptly return any such materials to Executive's former employer. The Employers do not want any such materials, and Executive shall not be permitted to use or refer to any such materials in the performance of Executive's duties hereunder.

6. Work Product and Intellectual Property, Inventions and Patents.

(a) For purposes of this Agreement:

(i) "Work Product" shall include (A) all works, materials, ideas, innovations, inventions, discoveries, techniques, methods, processes, formulae, compositions, developments, improvements, technology, know-how, algorithms, data and data files, computer process systems, computer code, software, databases, hardware configuration information, research and development projects, experiments, trials, assays, lab books, test results, specifications, formats, designs, drawings, blueprints, sketches, artwork, graphics, documents, records, writings, reports, machinery, prototypes, models, sequences, and components; (B) all tangible and intangible embodiments of the foregoing, of any kind or format whatsoever, including in printed and electronic media; and (C) all Intellectual Property Rights (as defined below) associated with or related to the foregoing;

(ii) “Employers’ Work Product” shall include all Work Product that Executive partially or completely creates, makes, develops, discovers, derives, conceives, reduces to practice, authors, or fixes in a tangible medium of expression, whether solely or jointly with others and whether on or off the Employers’ premises, in connection with the Employers’ business, (A) while employed by the Employers, or (B) with the use of the time, materials, or facilities of the Employers, or (C) relating to any product, service, or activity of the Employers of which Executive has knowledge, or (D) suggested by or resulting from any work performed by Executive for the Employers; and

(iii) “Intellectual Property Rights” means any and all worldwide rights, title, or interest existing now or in the future under patent law, trademark law, copyright law, industrial rights design law, moral rights law, trade secret law, and any and all similar proprietary rights, however denominated, and any and all continuations, continuations-in-part, divisions, renewals, reissue, reexaminations, extensions and/or restorations thereof, now or hereafter in force and effect, including without limitation all patents, patent applications, industrial rights, mask works rights, trademarks, trademark applications, trade names, slogans, logos, service marks and other marks, copyrightable material, copyrights, copyright applications, moral rights, trade secrets, and trade dress.

(b) Executive acknowledges and agrees that all Employers’ Work Product is and shall belong to the Employers. Executive shall and hereby does irrevocably assign and transfer to the Employers all of Executive’s right, title, and interest in and to all Employers’ Work Product, which assignment shall be effective as of the moment of creation of such Employers’ Work Product without requiring any additional actions of the parties.

(c) All copyrightable material included in Employers’ Work Product that qualifies as a “work made for hire” under the U.S. Copyright Act is deemed a “work made for hire” created for and owned exclusively by the Employers, and the Employers shall be deemed the owner of the copyright and all other Intellectual Property Rights associated therewith.

(d) To the extent any of the rights, title, and interest in and to Employers’ Work Product cannot be assigned by Executive to the Employers, Executive hereby grants to the Employers a perpetual, exclusive, royalty-free, transferable, assignable, irrevocable, worldwide license (with rights to sublicense through multiple tiers of sublicensees) to practice such non-assignable rights, title, and interest. To the extent any of the rights, title, and interest in and to Employers’ Work Product can neither be assigned nor licensed by Executive to the Employers, Executive hereby irrevocably waives and agrees never to assert such non-assignable and non-licensable rights, title, and interest against the Employers, or their directors, managers, officers, agents, employees, contractors, successors, or assigns. For the avoidance of doubt, this Section 6(d) shall not apply to any Work Product that (i) does not relate, at the time of creation, making, development, discovery, derivation, conception, reduction to practice, authoring, or fixation in a tangible medium of expression of such Work Product, to the Employers’ business or actual or demonstrably anticipated research, development or business; (ii) was developed entirely on Executive’s own time; (iii) was developed without use of any of the Employers’ equipment, supplies, facilities, or trade secret information; and (iv) did not result from any work Executive performed for the Employers.



(e) Executive agrees, during and after Executive's employment, to perform and to assist the Employers and their successors, assigns, delegates, nominees, and legal representatives with all acts that the Employers deem necessary or desirable to permit and assist the Employers in applying for, obtaining, perfecting, protecting, and enforcing the full benefits, enjoyment, rights, and title throughout the world of the Employers in and to all Employers' Work Product, which acts and assistance may include, without limitation, the signing and execution of documents and assistance or cooperation in the filing, prosecution, registration, and memorialization of assignment of any applicable Intellectual Property Rights; acts pertaining to the enforcement of any applicable Intellectual Property Rights; and acts pertaining to other legal proceedings related to Employers' Work Product. If the Employers are unable for any reason to secure Executive's signature to any document that the Employers deem necessary or desirable to permit and assist the Employers in applying for, obtaining, perfecting, protecting, and enforcing the full benefits, enjoyment, rights and title throughout the world of the Employers in and to all Employers' Work Product, Executive hereby irrevocably designates and appoints the Employers, their officers, and managers as Executive's attorney in fact to sign and execute such documents in Executive's name, all with the same legal force and effect as if executed by Executive. This designation of power of attorney is a power coupled with an interest and is irrevocable. Executive will not retain any proprietary interest in any Employers' Work Product and shall not register, file, seek to obtain, or obtain any Intellectual Property Rights covering any Employers' Work Product in his own name.

(f) Upon the written request of the Employers, Executive agrees to disclose and describe to the Employers promptly and in writing to the Employers all Employers' Work Product to which the Employers are entitled as provided above. Executive shall deliver all Employers' Work Product in Executive's possession whenever the Employers so request in writing, and, in any event, upon the written request of the Employers, prior to or upon Executive's termination of employment. After the Employers confirm receipt of Employers' Work Product, Executive shall delete or destroy all Employers' Work Product in Executive's possession whenever the Employers so requests in writing and at the Employers' reasonable direction, without retaining any copies thereof, and, in any event, prior to or upon Executive's termination of employment.

(g) Consistent with Executive's obligations under Section 5, Executive shall hold in the strictest confidence, and will not disclose, furnish or make accessible to any person or entity (directly or indirectly) Employers' Work Product, except as required in accordance with Executive's duties as an employee of the Employers.

(h) Upon the written request of the Employers, Executive agrees to disclose promptly in writing to the Employers' all Work Product created, made, developed, discovered, derived, conceived, reduced to practice, authored, or fixed in a tangible medium of expression by Executive for six (6) months after the termination of employment with the Employers, whether or not Executive believes such Work Product is subject to this Agreement, to permit a determination by the Employers as to whether or not the Work Product is or should be the property of the Employers. Executive recognizes that Work Product or Confidential

Information relating to Executive's activities while working for the Employers and created, made, developed, discovered, derived, conceived, reduced to practice, authored, or fixed in a tangible medium of expression by Executive, alone or with others, within six (6) months after termination of Executive's employment with the Employers, may have been so created, made, developed, discovered, derived, conceived, reduced to practice, authored, or fixed in a tangible medium of expression by Executive in significant part while employed by the Employers. Accordingly, Executive agrees that such Work Product and Confidential Information shall be presumed to have been created, made, developed, discovered, derived, conceived, reduced to practice, authored, or fixed in a tangible medium of expression during Executive's employment with the Employers and are to be promptly disclosed and assigned to the Employers unless and until Executive establishes the contrary by written evidence satisfying a clear and convincing evidence standard of proof.

(i) For the avoidance of doubt, Executive shall not be entitled to any additional or special compensation or reimbursement in fulfilling his obligations under this Section 6, except that the Employers, shall reimburse Executive for any reasonable out of pocket expenses which Executive may incur on behalf of the Employers.

7. Non-Solicitation; Non-Disparagement.

(a) For the purposes of this Agreement, the term "Competitive Enterprise" shall mean any insurance company, insurance holding company or any such entities in the process of organization or application for state regulatory approval and shall also include other entities that offer services or products competitive with the services or products which the Employers or their respective subsidiaries or affiliates currently offer or may in the future offer.

(b) During the Employment Period and for a period of two (2) years (the "Restricted Period") immediately following Executive's separation of employment under this Agreement for any reason, Executive shall not, in any way, directly or indirectly, solicit, divert or contact any existing or potential customer of the Employers or any of their respective subsidiaries or affiliates that Executive solicited, became aware of, transacted business with, or performed services for during the Employers' employment of Executive for the purpose of selling any services or products that compete with the services or products the Employers or their respective subsidiaries and affiliates currently offer or in the future, may offer, or solicit or assist in the employment of any employee of the Employers or their respective subsidiaries or affiliates for the purpose of becoming an employee of or otherwise provide services for any Competitive Enterprise.

(c) During the Employment Period and thereafter, Executive shall not make any negative or disparaging statements or communications regarding the Employers, their personnel or operations.

(d) If, at the time of enforcement of Sections 5, 6 or 7 of this Agreement, a court shall hold that the duration, scope or geographical area restrictions stated herein are unreasonable under circumstances then existing, the parties hereto agree that the maximum duration, scope or geographical area reasonable under such circumstances shall be substituted for the stated duration, scope or area and that the court shall be allowed to revise the restrictions contained herein to cover the maximum period, scope and area permitted by law.

(e) Executive acknowledges that Executive's compliance with Sections 5, 6 and 7 of this Agreement is necessary to protect the goodwill, customer relations, trade secrets, confidential information and other proprietary and legitimate business interests of the Employers. Executive acknowledges that any breach of any of these covenants will result in irreparable and continuing damage to the Employers' business for which there will be no adequate remedy at law and Executive agrees that, in the event of any such breach of the aforesaid covenants, the Employers and their successors and assigns shall be entitled to seek injunctive relief and to such other and further relief as may be available at law or in equity. Accordingly, Executive expressly agrees that upon any breach, or threatened breach, of the terms of this Agreement, the Employers shall be entitled, as a matter of right, in any court of competent jurisdiction in equity or otherwise to enforce the specific performance of Executive's obligations under this Agreement, to obtain temporary and permanent injunctive relief without the necessity of proving actual damage to the Employers or the inadequacy of a legal remedy. In the event a court orders the Employers to post a bond in order to obtain such injunctive relief for a claim under this Agreement, Executive agrees that the Employers will be required to post only a nominal bond. The rights conferred upon the Employers in this paragraph shall not be exclusive of any other rights or remedies that the Employers may have at law, in equity or otherwise.

(f) In the event that Executive materially violates any of the covenants in this Agreement and the Employers commence legal action for injunctive or other relief, then the Employers shall have the benefit of the full period of the covenants such that the covenants shall have the duration of two (2) years computed from the date Executive ceased violation of the covenants, either by order of the court or otherwise.

(g) Executive acknowledges and agrees that the restrictive covenants contained herein: (i) are necessary for the reasonable and proper protection of the goodwill of the Employers and their trade secrets, proprietary data and confidential information; (ii) are reasonable with respect to length of time, scope and geographic area; and (iii) will not prohibit Executive from engaging in other businesses or employment for the purpose of earning a livelihood following the termination of his relationship with the Employers.

(h) If Executive materially breaches the general release provided for in Section 4(c) or any provision of Sections 5, 6 and 7 hereunder: (i) the Employers shall no longer be obligated to make any payments or provide any other benefits pursuant to Section 4; and (ii) as applicable, Executive shall forfeit all of the Severance Benefits previously provided to Executive and/or the Employers shall be entitled to reimbursement of any Severance Benefits made to Executive.

8. Executive's Representations. Executive hereby represents and warrants to the Employers that to the best of his knowledge: (a) the execution, delivery and performance of this Agreement by Executive do not and shall not conflict with, breach, violate or cause a default under any contract, agreement, instrument, order, judgment or decree to which Executive is a party or by which he is bound; (b) Executive is not a party to or bound by any employment agreement, non-compete agreement or confidentiality agreement with any other person or entity; (c) upon the execution and delivery of this Agreement by the Employers, this Agreement shall be the valid and binding obligation of Executive, enforceable in accordance with its terms; and (d) Executive is authorized to work in the United States without restriction. Executive hereby acknowledges and represents that he has consulted with independent legal counsel regarding his rights and obligations under this Agreement and that he fully understands the terms and conditions contained herein.

9. Survival. Sections 4 through 21, inclusive, shall survive and continue in full force in accordance with their terms notwithstanding the termination of the Employment Period.

10. Notices. Any notice provided for in this Agreement shall be in writing and shall be either personally delivered, sent by reputable overnight courier service or mailed by first class mail, return receipt requested, to the recipient at the address below indicated:

Notices to Executive:

1195 River Road, P.O. Box 302, Marietta, PA 17547  
or at his home address as most currently appears in the records of the  
Employers with a copy by email to \_\_\_\_\_

Notices to the Employers:

Donegal Mutual Insurance Company  
Attention: Vice President, Human Resources  
1195 River Road, P.O. Box 302  
Marietta, PA 17547

or such other address or to the attention of such other person as the recipient party shall have specified by prior written notice to the sending party. Any notice under this Agreement shall be deemed to have been given when so delivered, sent or mailed.

11. Severability. Whenever possible, each provision of this Agreement shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision of this Agreement or any action in any other jurisdiction, but this Agreement shall be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.

12. Complete Agreement. This Agreement, those documents expressly referred to herein and other documents of even date herewith embody the complete agreement and understanding among the parties and supersede and preempt any prior understandings, agreements or representations by or among the parties, written or oral, which may have related to the subject matter hereof in any way (including, but not limited to, superseding and preempting the Executive's prior employment agreements, if any, with Employer).

13. No Strict Construction. The language used in this Agreement shall be deemed to be the language chosen by the parties hereto to express their mutual intent, and no rule of strict construction shall be applied against any party.

14. Counterparts. This Agreement may be executed in separate counterparts (including by means of telecopied signature pages or electronic transmission in portable document format (.pdf)), each of which is deemed to be an original and all of which taken together constitute one and the same agreement.

15. Successors and Assigns. This Agreement, including, but not limited to, the terms and conditions in Sections 5, 6 and 7, shall inure to the benefit of, and be binding upon, the heirs, executors, administrators, successors and assigns of the respective parties hereto, but in no event may Executive assign or delegate to any other party Executive's rights, duties or obligations under this Agreement. Executive further hereby consents and agrees that the Employers may assign this Agreement (including, but not limited to, Sections 5, 6 and 7) and any of the rights or obligations hereunder to any third party in connection with the sale, merger, consolidation, reorganization, liquidation or transfer, in whole or in part, of the Employers' control and/or ownership of their assets or business. In such event, Executive agrees to continue to be bound by the terms of this Agreement, subject to its terms.

16. Choice of Law/Choice of Forum. All issues and questions concerning the construction, validity, enforcement and interpretation of this Agreement shall be governed by, and construed in accordance with, the laws of the Commonwealth of Pennsylvania, without giving effect to any choice of law or conflict of law rules or provisions (whether of the Commonwealth of Pennsylvania or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than Commonwealth of Pennsylvania.

17. Mitigation. Executive shall not be required to mitigate the amount of any payment provided for in this Agreement by seeking other employment or otherwise, nor shall the amount of any payment or benefit provided for in this Agreement be reduced by any compensation Executive earns as the result of employment by another employer or by retirement benefits payable after the termination of this Agreement, except that the Employers shall not be required to provide Executive and Executive's eligible dependents with medical insurance coverage as long as Executive and Executive's eligible dependents are receiving comparable medical insurance coverage from another employer.

18. Amendment and Waiver. The provisions of this Agreement may be amended or waived only with the prior written consent of the Employers and Executive, and no course of conduct or course of dealing or failure or delay by any party hereto in enforcing or exercising any of the provisions of this Agreement (including, without limitation, the Employers' right to terminate the Employment Period with or without Cause) shall affect the validity, binding effect or enforceability of this Agreement or be deemed to be an implied waiver of any provision of this Agreement.

19. Waiver of Jury Trial. As a specifically bargained for inducement for each of the parties hereto to enter into this Agreement (AFTER HAVING THE OPPORTUNITY TO CONSULT WITH COUNSEL), EACH PARTY HERETO EXPRESSLY WAIVES THE RIGHT TO TRIAL BY JURY IN ANY LAWSUIT OR PROCEEDING RELATING TO OR ARISING IN ANY WAY FROM THIS AGREEMENT OR THE MATTERS CONTEMPLATED HEREBY.

20. Executive's Cooperation. During the Employment Period and thereafter, Executive shall reasonably cooperate with the Employers in any internal investigation or administrative, regulatory or judicial proceeding as reasonably requested by the Employers (including, without limitation, Executive's being reasonably available to the Employers upon reasonable notice for interviews and factual investigations, appearing at the Employers' reasonable request to give testimony without requiring service of a subpoena or other legal process, volunteering to the Employers all pertinent information and turning over to the Employers all relevant documents which are or may come into Executive's possession, all at times and on schedules that are reasonably consistent with Executive's other permitted activities and commitments) at reasonable times. In the event the Employers require Executive's cooperation in accordance with this Section 20 after termination of his employment with the Employers (regardless of the reason) and to the extent Executive is no longer entitled to any payments under this Agreement, including, but not limited to Severance Payments, the Employers shall compensate Executive on an hourly basis for his time spent on the foregoing (including, but not limited to, any travel time) calculated based off of Executive's Base Salary immediately prior to the termination of his employment with the Employers divided by two thousand eighty (2,080), and reimburse Executive for reasonable travel and other expenses (including, but not limited to, lodging and meals, upon submission of receipts). Nothing about the foregoing shall interfere with Executive's obligation to testifying truthfully in any forum or from providing truthful information, including, but not limited to, Confidential Information, to any government agency or commission.

21. 409A Compliance.

(i) The Employers and Executive intend that this Agreement be drafted and administered in compliance with Section 409A of the Code, including, but not limited to, any future amendments thereto, and any other IRS or other governmental rulings or interpretations (together, "Section 409A") issued pursuant to Section 409A so as not to subject Executive to payment of interest or any additional tax under Section 409A. The Employers and Executive intend for any payments under this Agreement to satisfy either the requirements of Section 409A or to be exempt from the application of Section 409A, and the Employers and Executive shall construe and interpret this Agreement accordingly. In furtherance of such intent, if payment or provision of any amount or benefit under this Agreement that is subject to Section 409A at the time specified in this Agreement would subject such amount or benefit to any additional tax under Section 409A, the Employers shall postpone payment or provision of such amount or benefit to the earliest commencement date on which the Employers can make such payment or provision of such amount or benefit without incurring such additional tax. In addition, to the extent that any IRS guidance issued under Section 409A would result in Executive being subject to the payment of interest or any additional tax under Section 409A, the Employers and Executive agree, to the extent reasonably possible, to amend this Agreement in order to avoid the imposition of any such interest or additional tax under Section 409A. Any such amendment shall have the minimum economic effect necessary and be determined reasonably and in good faith by the Employers and Executive.

(j) If a payment under this Agreement does not qualify as a short-term deferral under Section 409A or any similar or successor provisions, and Executive is a Specified Employee as of Executive's Termination Date, the Employers may not make such distributions to Executive before a date that is six months after the date of Executive's Termination Date or, if earlier, the date of Executive's death (the "Six-Month Delay"). The Employers shall accumulate payments to which Executive would otherwise be entitled during the first six months following

the Termination Date (the “Six-Month Delay Period”) and make such payments on the first day of the seventh month following Executive’s Termination Date. Notwithstanding the Six-Month Delay set forth in this Section 21(b):

(i) To the maximum extent Section 409A or any similar or successor provisions permit, during each month of the Six-Month Delay Period, the Employers will pay Executive an amount equal to the lesser of (A) the total monthly Severance Benefits or (B) one-sixth of the lesser of (1) the maximum amount that Section 401(a)(17) permits to be taken into account under a qualified plan for the year in which Executive’s Termination Date occurs and (2) the sum of Executive’s annualized compensation based upon the annual rate of pay for services provided to the Employers for the taxable year of Executive preceding the taxable year of Executive in which Executive’s Termination Date occurs, adjusted for any increase during that year that the parties expected to continue indefinitely if Executive’s Termination Date has not occurred; and

(ii) To the maximum extent Section 409A, or any similar or successor provisions, permits within ten days following Executive’s Termination Date, the Employers shall pay Executive an amount equal to the applicable dollar amount under Section 402(g)(1)(B) for the year in which Executive’s Termination Date occurred.

(iii) For purposes of this Agreement, “Specified Employee” has the meaning given that term in Section 409A or any similar or successor provisions. The Employers’ “specified employee identification date” as described in Section 409A will be December 31 of each year, and the Employers’ “specified employee effective date” as described in Section 409A will be February 1 of each succeeding year.

(k) A termination of employment shall not be deemed to have occurred for purposes of any provision of this Agreement providing for the payment of any amounts or benefits upon or following a termination of employment unless such termination is also a “separation from service” within the meaning of Section 409A and, for purposes of any such provision of this Agreement, references to a “termination,” “termination of employment” or like terms shall mean “separation from service.”

(l) To the extent that reimbursements or other in-kind benefits under this Agreement constitute “nonqualified deferred compensation” for purposes of Section 409A, (i) all such expenses or other reimbursements hereunder shall be made on or prior to the last day of the taxable year following the taxable year in which such expenses were incurred by Executive, (ii) any such right to reimbursement or in-kind benefits shall not be subject to liquidation or exchange for another benefit, and (iii) no such reimbursement, expenses eligible for reimbursement, or in-kind benefits provided in any taxable year shall in any way affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other taxable year.

(m) For purposes of Section 409A, Executive’s right to receive any installment payments pursuant to this Agreement shall be treated as a right to receive a series of separate and distinct payments.

(n) Notwithstanding any other provision of this Agreement to the contrary, in no event shall any payment under this Agreement that constitutes “nonqualified deferred compensation” for purposes of Section 409A be subject to offset by any other amount unless otherwise permitted by Section 409A.

[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, the parties hereto have executed this Employment Agreement as of the date first written above.

DONEGAL MUTUAL INSURANCE COMPANY

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

Its: \_\_\_\_\_

DONEGAL GROUP INC.

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

Its: \_\_\_\_\_

\_\_\_\_\_  
Executive

Schedule of Information Included in Employment Agreements

All of our executive officers other than our named executive officers entered into this form of employment agreement on October 1, 2020. Therefore, we have filed only this form of employment agreement as an exhibit to the Annual Report on Form 10-K for the year ended December 31, 2020. We list below material information in the respective employment agreement for each of our executive officers other than our named executive officers that differs from this form of employment agreement.

Name	Donegal Mutual Title	DGI Title	Annual Base Salary
Kristi S. Altshuler	Senior Vice President and Chief Analytics Officer	Senior Vice President and Chief Analytics Officer	\$325,000
William A. Folmar	Senior Vice President, Claims	Senior Vice President	\$290,000
Francis J. Haefner	Senior Vice President, Commercial Lines Underwriting	Senior Vice President	\$305,000
Christina M. Hoffman	Senior Vice President and Chief Risk Officer	Senior Vice President and Chief Risk Officer	\$305,000
Jeffrey A. Jacobsen	Senior Vice President, Personal Lines Underwriting	Senior Vice President	\$290,000
Robert R. Long, Jr.	Senior Vice President and General Counsel	Senior Vice President and General Counsel	\$230,000
V. Anthony Viozzi	Senior Vice President and Chief Investment Officer	Senior Vice President and Chief Investment Officer	\$330,000

At his request, Section (4)(b)(iii) of Mr. Long's employment agreement does not include a salary continuation benefit in the event of his death during the term of the employment agreement.

**DONEGAL MUTUAL INSURANCE COMPANY  
DONEGAL GROUP INC.**

**2021 ANNUAL EXECUTIVE INCENTIVE PLAN**

Purpose

The 2021 Annual Executive Incentive Plan (the “Plan”) provides for the payment of performance-based bonuses to Plan participants based upon the Donegal Insurance Group’s achievement of performance objectives for individual performance measures according to the weighting assigned to each performance measure.

The performance objectives correlate to incentive levels that represent percentages of a participant’s 2021 base salary (as defined in this Plan). The potential bonuses available for Plan participants with respect to the performance measures will be based on the incentive levels, performance objectives and weighting percentages as outlined in Appendix 1.

Scope

The performance measures and objectives, unless otherwise specified, relate to the statutory financial results of the Donegal Insurance Group, which includes the following legal entities for the purposes of this Plan:

Donegal Mutual Insurance Company  
Atlantic States Insurance Company  
Michigan Insurance Company  
Mountain States Commercial Insurance Company  
Mountain States Indemnity Company  
Peninsula Indemnity Company  
Peninsula Insurance Company  
Southern Insurance Company of Virginia  
Southern Mutual Insurance Company

Performance Measures

Commercial Lines Premium Growth – annual growth in commercial lines direct premiums written compared to the previous calendar year total.

Personal Lines Premium Growth – annual growth in personal lines direct premiums written compared to the previous calendar year total.

Adjusted Statutory Combined Ratio – reported statutory combined ratio excluding any catastrophe adjustment, all executive incentive plan bonus accruals and a stock option expense adjustment (see definitions below).

Operating Return on Equity – Donegal Group Inc.’s consolidated GAAP net income divided by average GAAP stockholders’ equity excluding accumulated other comprehensive income or loss (average of current year-end and prior year-end values).

#### Bonus Formula

Each participant in this Plan shall be eligible to receive a bonus that represents the sum of the performance bonuses such participant earns for each respective performance measure. Each performance bonus shall be calculated by multiplying the participant’s 2021 base salary, as defined in this Plan, by the bonus percentage that correlates to the incentive level achieved and multiplying that result by the weighting percentage assigned to the respective performance measure. The calculation methodology is illustrated below:

- $\text{Base Salary} \times \text{Incentive Level Bonus \%} \times \text{Weighting \%} = \text{Performance Bonus}$
- $\text{Sum of Performance Bonuses} = \text{Total Bonus Earned}$

#### Key Definitions

Base Salary – total wages as reported on a participant’s W-2 for 2021, excluding any taxable fringe benefits, short or long-term disability pay, gains from exercise of stock options and prior-year bonus.

Statutory Combined Ratio – sum of the net loss and loss expense ratio (net losses and loss expenses incurred divided by net premiums earned), the expense ratio (underwriting expenses less installment fee income divided by net premiums written) and the dividend ratio (policyholder dividends incurred divided by net premiums earned).

Catastrophe Adjustment – an adjustment will be provided to the statutory combined ratio for the purpose of this Plan to limit the net effect of up to two catastrophe events. For purposes of this provision, a catastrophe event is defined as an event for which the Property Claims Services unit of Insurance Services Office issues a catastrophe serial number and for which the net effect to the Donegal Insurance Group exceeds \$5 million when aggregating losses incurred, loss expenses incurred and reinstatement premiums. The statutory combined ratio for the purposes of this Plan will be charged with:

- The first \$5 million of the net effect of a catastrophe
- One-half of the amount between \$5 million and \$10 million
- None of the net effect above \$10 million

In the event that more than two catastrophe events, as defined above, occur within the calendar year, the statutory combined ratio for the purposes of this Plan will be charged with all of the net effect of the third and subsequent catastrophe events.

Stock Option Expense Adjustment – an adjustment will be provided to statutory combined ratio for the purpose of this Plan to remove the effect of stock option compensation expense included in the statutory financial statements.

#### Additional Provisions

1. Participants must be employed by Donegal Mutual Insurance Company on or before October 1, 2021 to be eligible to participate in this Plan. Participants must be employed by the Donegal Mutual Insurance Company on December 31, 2021 in order to receive a bonus payment under this Plan.
2. No bonus is payable under this Plan unless the employees and managers of Donegal Mutual Insurance Company qualify for bonuses under their respective incentive plans.
3. Any bonuses earned under this Plan shall be paid prior to March 15, 2022.
4. Approved participants in this Plan are listed in Appendix 1. Any changes to the participants in this Plan and the incentive levels for such participants must be approved by the Joint Compensation Committee of the Boards of Directors of Donegal Mutual Insurance Company and Donegal Group Inc. (“the Joint Compensation Committee”).
5. This Plan provides for a discretionary pool calculated in similar fashion to the bonuses for Plan participants using a “base salary” equivalent of \$1,000,000. The discretionary pool may be allocated among participants in this Plan or other officers, managers or employees in the sole discretion of the Joint Compensation Committee. The President shall provide a recommendation to the Joint Compensation Committee with respect to high performers who should be considered for allocations from the discretionary pool.
6. Payment of bonuses under this Plan may be capped by the Joint Compensation Committee in their sole discretion.

The participants and incentive levels for the 2021 Annual Executive Incentive Plan are as follows:

Participants	Incentive Levels - Bonus% of Salary						
	Threshold	Level 1	Level 2	Target	Level 3	Level 4	Maximum
Kevin G. Burke	40	50	60	70	80	90	100
Jeffrey D. Miller	40	50	60	70	80	90	100
Kristi S. Altshuler	40	50	60	70	80	90	100
William A. Folmar	40	50	60	70	80	90	100
Jeffery T. Hay	40	50	60	70	80	90	100
Christina M. Hoffman	40	50	60	70	80	90	100
Richard G. Kelley	40	50	60	70	80	90	100
Robert R. Long, Jr.	40	50	60	70	80	90	100
Sanjay Pandey	40	50	60	70	80	90	100
V. Anthony Viozzi	40	50	60	70	80	90	100
Daniel J. Wagner	40	50	60	70	80	90	100
Discretionary Pool	40	50	60	70	80	90	100

*Note: Francis J. Haefner, Jr., Jeffrey A. Jacobsen, and Regional Senior Officers are not included as participants in this Plan due to their participation in individual incentive plans that are tailored to performance objectives within their specific areas of responsibility.*

Performance measures, performance objectives and weighting percentages for 2021 are as follows:

<u>Performance Measure</u>	<u>Performance Objectives</u>							
	<u>Weighting</u>	<u>Threshold</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Target</u>	<u>Level 3</u>	<u>Level 4</u>	<u>Maximum</u>
Commercial Lines Premium Growth	25.0%	3.0%	4.0%	5.0%	6.0%	7.0%	8.0%	9.0%
Personal Lines Premium Growth	15.0%	-3.0%	-2.0%	-1.0%	0.0%	1.0%	2.0%	3.0%
Adjusted Statutory Combined Ratio	40.0%	100.0%	99.0%	98.0%	97.0%	96.0%	95.0%	94.0%
Operating Return on Equity	20.0%	7.5%	8.0%	8.5%	9.0%	9.5%	10.0%	10.5%

**DISCRETIONARY LOAN AGREEMENT**

THIS DISCRETIONARY LOAN AGREEMENT (this "Agreement") is made as of August 1, 2020, by and between DONEGAL GROUP INC. a Delaware corporation (the "Borrower") and M&T BANK, a New York banking corporation (the "Bank"); Witnesseth:

**R E C I T A L S**

WHEREAS, the Borrower may from time to time request the Bank to make loans to the Borrower for the purpose of supporting the Borrower's short term capital needs; and

WHEREAS, subject to and upon the terms, conditions and provisions of this Agreement, the Bank may make loans to the Borrower.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, the Bank and the Borrower agree as follows:

- 1. Loans.** Subject to, and upon the provisions of, this Agreement, and relying upon the representations and warranties herein set forth, the Bank may, in its sole and absolute discretion, from time to time upon the request of the Borrower make loans (each a "Loan" and collectively, the "Loans") to the Borrower in an aggregate principal amount at any time outstanding not to exceed the Credit Amount (hereinafter defined). No Loans shall be made if after giving effect thereto the sum of the aggregate principal amount of all outstanding Loans exceed the Credit Amount. In no event shall the Bank be obligated to make a Loan hereunder. The fact that there may be no Loans outstanding at any particular time shall not affect the continuing validity of this Agreement. As used herein, the term "Credit Amount" means the amount of Twenty Million Dollars (\$20,000,000.00).
- 2. Note.** The Borrower's obligation to pay the Loans with interest shall be evidenced by that certain LIBOR Demand Note dated as of August 1, 2020 (which LIBOR Demand Note, as the same may from time to time be extended, replaced, substituted for, amended, restated or otherwise modified, is herein called the "Note") dated the date hereof in the Credit Amount and executed and delivered by the Borrower on the date hereof. The Bank will maintain on its books a loan account (the "Loan Account") with respect to advances, repayments and prepayments of Loan, the accrual and payment of interest on Loan and all other amounts and charges owing to the Bank in connection with Loan. Except for manifest error, the Loan Account shall be conclusive as to all amounts owing by the Borrower to the Bank in connection with and on account of Loan.
- 3. Prepayments of Loans.** Within the limitations set forth herein and subject to the provisions of this Agreement, the Borrower may prepay any Loan at any time in whole or in part from time to time without premium or penalty, and any such prepayment need not be accompanied by payment of interest on the amount prepaid except, that any prepayment of the Loans which constitutes a final payment of all Loans shall be accompanied by payment of all interest thereon accrued through the date of prepayment.



**4. Obligations, Financing Documents.** As used in this Agreement, the term “Obligations” means collectively and includes all present and future indebtedness, liabilities and obligations of any kind and nature whatsoever of the Borrower to the Bank both now existing and hereafter arising under, as a result of, on account of, or in connection with, (a) the Note, (b) this Agreement and any and all amendments thereto, restatements thereof, supplements thereto and modifications thereof made at any time and from time to time hereafter, or (c) the other Financing Documents (hereinafter defined), including, without limitation, future advances, principal, interest, fees, late charges, enforcement costs (hereinafter defined) and other costs and expenses whether direct, contingent, joint, several, matured or unmatured. The term “Financing Documents” as used herein means collectively and includes the Note, this Agreement and any other instrument, document or agreement both now and hereafter executed, delivered or furnished by the Borrower or any other person evidencing, guaranteeing, securing or in connection with the Loans, this Agreement or all or any part of the Obligations.

**5. Rights and Remedies.** If the Borrower should not immediately pay any amounts due under the Note upon the Bank’s demand, or if proceedings in receivership, bankruptcy, or for reorganization of the Borrower, or for the readjustment of any of the Borrower’s debts, under the United States Bankruptcy Code (as amended) or any part thereof, or under any other applicable laws, whether state or federal, for the relief of debtors, now or hereafter existing, shall be commenced against or by the Borrower the unpaid aggregate principal amount of the Loans, together with accrued and unpaid interest thereon, and all other Obligations then outstanding shall be automatically and immediately due and payable by the Borrower to the Bank without notice, presentment, demand, protest or other action of any kind, all of which are expressly waived by the Borrower. Additionally, if the Borrower should not immediately pay any amounts due under the Note upon the Bank’s demand, the Bank shall be entitled to exercise in any jurisdiction in which enforcement thereof is sought, the rights and remedies available to the Bank under the other provisions of this Agreement and the other Financing Documents, the rights and remedies of an unsecured creditor under the Uniform Commercial Code as enacted in the Commonwealth of Pennsylvania and all other rights and remedies available to the Bank under applicable law, all such rights and remedies being cumulative and enforceable alternatively, successively or concurrently.

**6. Enforcement Costs.** The Borrower agrees to pay to the Bank on demand (a) all enforcement costs paid, incurred or advanced by or on behalf of the Bank and (b) interest on such enforcement costs from the date paid, incurred or advanced until paid in full at a per annum rate of interest equal at all times to the Applicable Rate in effect from time to time, plus two percent (2%) per annum. As used herein, the term “enforcement costs” shall mean and include, collectively, all expenses, charges, recordation or other taxes, costs and fees (including reasonable attorneys’ fees and expenses) of any nature whatsoever advanced, paid or incurred by or on behalf of the Bank in connection with (a) the collection or enforcement of this Agreement or any of the other Financing Documents, and (b) the exercise by the Bank of any rights or remedies available to it under the provisions of this Agreement, or any of the other Financing Documents. All enforcement costs, with interest as above provided, shall be a part of the Obligations hereunder.

**7. Remedies Cumulative, etc.** Each right, power and remedy of the Bank as provided for in this Agreement or in the other Financing Documents or now or hereafter existing under applicable laws or otherwise shall be cumulative and concurrent and shall be in addition to every other right,

power or remedy provided for in this Agreement or in the other Financing Documents or now or hereafter existing under applicable laws or otherwise, and the exercise or beginning of the exercise by the Bank of any one or more of such rights, powers or remedies shall not preclude the simultaneous or later exercise by the Bank of any or all such other rights, powers or remedies. No failure or delay by the Bank to insist upon the strict performance of any term, condition, covenant or agreement of this Agreement or of the other Financing Documents, or to exercise any right, power or remedy consequent upon a breach thereof, shall constitute a waiver of any such term, condition, covenant or agreement or of any such breach, or preclude the Bank from exercising any such right, power or remedy at any later time or times. By accepting payment after the due date of any amount payable under this Agreement or under any of the other Financing Documents, the Bank shall not be deemed to waive the right either to require prompt payment when due of all other amounts payable under this Agreement or under any of the other Financing Documents. The payment by the Borrower or any other person and the acceptance by the Bank of any amount due and payable under the provisions of this Agreement or the other Financing Documents shall not in any way or manner be construed as a waiver or preclude the Bank from exercising any right of power or remedy consequent upon such occurrence.

**8. Course of Dealing, etc.** No course of dealing between the Bank and the Borrower shall be effective to amend, modify or change any provision of this Agreement or the other Financing Documents. The Bank shall have the right at all times to enforce the provisions of this Agreement and the other Financing Documents in strict accordance with the provisions hereof and thereof, notwithstanding any conduct or custom on the part of the Bank in refraining from so doing at any time or times. The failure of the Bank at any time or times to enforce its rights under such provisions, strictly in accordance with the same, shall not be construed as having created a custom in any way or manner contrary to specific provisions of this Agreement or the other Financing Documents or as having in any way or manner modified or waived the same. This Agreement and the other Financing Documents to which the Borrower is a party may not be amended, modified, or changed in any respect except by an agreement in writing signed by the Bank and the Borrower. The Bank may, at any time and from time to time, execute and deliver to the Borrower a written instrument waiving, on such terms and conditions as the Bank may specify in such written instrument, any of the requirements of this Agreement or of the other Financing Documents, provided, that any such waiver shall be for such period and subject to such conditions as shall be specified in any such instrument. In the case of any such waiver, the Borrower and the Bank shall be restored to their former positions prior to such occurrence and shall have the same rights as they had hereunder. No such waiver shall extend to any subsequent or other occurrence, or impair any right consequent thereto and shall be effective only in the specific instance and for the specific purpose for which given.

**9. Notices.** All notices, requests and demands to or upon the parties to this Agreement shall be deemed to have been given or made when delivered by hand, or when deposited in the mail, postage prepaid by registered or certified mail, return receipt requested, or, in the case of notice by telegraph, telex or facsimile transmission, when properly transmitted, addressed as set forth on **Exhibit A** attached hereto or to such other address as may be hereafter designated in writing by one party to the other. Except in cases where it is expressly herein provided that such notice, request or demand is not effective until received by the party to whom it is addressed.

**10. Miscellaneous.** This Agreement constitutes the complete and exclusive expression of the terms of the agreement between the parties, and supersedes all prior or contemporaneous communications between the parties relating to the subject matter of this Agreement. This Agreement and the rights and obligations of the parties hereunder shall be construed and interpreted in accordance with the laws of the Commonwealth of Pennsylvania, both in interpretation and performance. The Borrower irrevocably (a) consents and submits to the jurisdiction and venue of any state or federal court sitting in the Commonwealth of Pennsylvania over any suit, action or proceeding arising out of or relating to this Agreement or any of the other Financing Documents, (b) waives, to the fullest extent permitted by law, any objection that the Borrower may now or hereafter have to the laying of the venue of any such suit, action or proceeding brought in any such court and any claim that any such suit, action or proceeding brought in any such court has been brought in an inconvenient forum, and (c) consents to the service of process in any such suit, action or proceeding in any such court by the mailing of copies of such process to the Borrower by certified or registered mail at the Borrower's address set forth herein for the purpose of giving notice. Time is of the essence in connection with all obligations of the Borrower hereunder and under any of the other Financing Documents. This Agreement and all other Financing Documents shall be binding upon and inure to the benefit of the Borrower and the Bank and their respective personal representatives, successors and assigns, except that the Borrower shall not have the right to assign its rights hereunder or any interest herein without the prior written consent of the Bank. The invalidity, illegality or unenforceability of any provision of this Agreement shall not affect the validity, legality or enforceability of any of the other provisions of this Agreement which shall remain effective. The Bank may, without notice to or consent of the Borrower, sell, assign or transfer to any person or persons, all or any part of the Obligations or all or any part of the Financing Documents. **THE BORROWER AND THE BANK HEREBY VOLUNTARILY AND INTENTIONALLY WAIVE ANY RIGHT THEY MAY HAVE TO A TRIAL BY JURY IN ANY ACTION, PROCEEDING OR LITIGATION DIRECTLY OR INDIRECTLY ARISING OUT OF, UNDER OR IN CONNECTION WITH THE LOANS, THIS AGREEMENT OR ANY OF THE OTHER FINANCING DOCUMENTS.**

**SIGNATURE PAGE FOR DISCRETIONARY LOAN AGREEMENT**

IN WITNESS WHEREOF, each of the parties hereto have executed and delivered this Agreement as of the day and year first written above.

**WITNESS/ATTEST:**

**DONEGAL GROUP INC.**

/s/ Kevin G. Burke  
**Kevin G. Burke**  
(Name)

By: /s/ Jeffrey D. Miller  
**Jeffrey D. Miller, EVP & Chief Financial Officer**  
(Name) (Title)

**MANUFACTURERS AND TRADERS TRUST COMPANY**

/s/ Abby Smith  
**Abby Smith**  
(Name)

By: /s/ Steven E. Stewart  
**Steven E. Stewart, Vice-President**  
(Name) (Title)

State of Pennsylvania, County of Lancaster

On this, the 17<sup>th</sup> day of July, 2020, before me, Sheri O. Smith, the undersigned officer, personally appeared Jeffrey D. Miller, who acknowledged himself to be the EVP & Chief Financial Officer of Donegal Group Inc., a corporation, and that he as such EVP & Chief Financial Officer, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as EVP & Chief Financial Officer. In witness whereof, I hereunto set my hand and official seals.

/s/ Sheri O. Smith Notary Public [NOTARIAL SEAL]

**EXHIBIT A**

Borrower: Donegal Group Inc.  
1195 River Road  
Marietta, Pennsylvania 17547  
Attention: Jeffrey D. Miller, CFO  
Fax No.: (717) 426-7009

Bank: M&T Bank  
109 West Market Street  
York, Pennsylvania 17401  
Attention: Kellie M. Matthews, Group Vice President  
Fax No.: (717) 852-2047

## SUBSIDIARIES OF REGISTRANT

Registrant owned 100% of the outstanding stock of the following companies as of December 31, 2020, except as noted:

<u>Name</u>	<u>State of Formation</u>
Atlantic States Insurance Company	Pennsylvania
Southern Insurance Company of Virginia	Virginia
The Peninsula Insurance Company	Maryland
Peninsula Indemnity Company*	Maryland
Michigan Insurance Company	Michigan

\* Wholly owned by The Peninsula Insurance Company.

CONSENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors  
Donegal Group Inc.:

We consent to the incorporation by reference in the registration statements (No. 333-89644, 333-174612, 333-201101, 333-212723 and 333-228114) on Form S-8 and registration statements (Nos. 333-59828 and 333-226957) on Form S-3 of Donegal Group Inc. of our reports dated March 5, 2021, with respect to the consolidated balance sheets of Donegal Group Inc. and subsidiaries as of December 31, 2020 and 2019, the related consolidated statements of income (loss) and comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes and financial statement schedule III, and the effectiveness of internal control over financial reporting as of December 31, 2020, which reports appear in the December 31, 2020 annual report on Form 10-K of Donegal Group Inc.

/s/ KPMG LLP

Philadelphia, Pennsylvania

March 5, 2021

## CERTIFICATION

I, Kevin G. Burke, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2020 of Donegal Group Inc.;

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 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 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 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.

/s/ Kevin G. Burke

Kevin G. Burke, President and Chief Executive Officer

Date: March 5, 2021



## CERTIFICATION

I, Jeffrey D. Miller, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2020 of Donegal Group Inc.;

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 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 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 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.

/s/ Jeffrey D. Miller

Jeffrey D. Miller, Executive Vice President  
and Chief Financial Officer

Date: March 5, 2021

Statement of President and Chief Executive Officer  
Pursuant to Section 1350 of Title 18 of the United States Code

Pursuant to Section 1350 of Title 18 of the United States Code, I, Kevin G. Burke, the President and Chief Executive Officer of Donegal Group Inc. (the "Company"), hereby certify that, to the best of my knowledge:

1. The Company's Form 10-K Annual Report for the period ended December 31, 2020 (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.

/s/ Kevin G. Burke  
Kevin G. Burke, President and Chief Executive Officer

Date: March 5, 2021

Statement of Chief Financial Officer  
Pursuant to Section 1350 of Title 18 of the United States Code

Pursuant to Section 1350 of Title 18 of the United States Code, I, Jeffrey D. Miller, the Executive Vice President and Chief Financial Officer of Donegal Group Inc. (the "Company"), hereby certify that, to the best of my knowledge:

1. The Company's Form 10-K Annual Report for the period ended December 31, 2020 (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.

/s/ Jeffrey D. Miller

Jeffrey D. Miller, Executive Vice President  
and Chief Financial Officer

Date: March 5, 2021