

WHITE MOUNTAINS INSURANCE GROUP LTD  
Form DEF 14A  
April 19, 2017  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**WHITE MOUNTAINS INSURANCE GROUP, LTD.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
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  - (3) Filing Party:
  - (4) Date Filed:



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**Notice of 2017  
Annual General Meeting  
Of Members and  
Proxy Statement**



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White Mountains Insurance Group, Ltd. (the Company, Registrant or WTM) is an exempted Bermuda limited liability company whose principal businesses are conducted through its insurance subsidiaries and other affiliates. Within this proxy statement, the term White Mountains is used to refer to one or more entities within the consolidated organization, as the context requires.

White Mountains's operations principally include: (1) OneBeacon Insurance Group, Ltd. (OB or OneBeacon), a 76%-owned Bermuda-based company, which through its subsidiaries offers a wide range of specialty property and casualty insurance products in the United States primarily through independent agencies, regional and national brokers, wholesalers and managing general

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agencies; (2) HG Global, Ltd., a Bermuda-domiciled company, which through its subsidiaries reinsures Build America Mutual Assurance Company ( BAM ), a municipal bond insurer domiciled in New York that provides insurance on bonds issued to support essential U.S. public purposes, and provided the initial capitalization of BAM through the purchase of \$503 million of BAM surplus notes; and (3) White Mountains s Other Operations segment, which consists of the Company and its intermediate holding companies, its wholly-owned investment management subsidiary, White Mountains Advisors LLC ( WM Advisors ) and certain consolidated and unconsolidated private capital investments. The consolidated private capital investments consist of QL Holdings LLC ( MediaAlpha ), Wobi Insurance Agency Ltd. ( Wobi ), and Removal Stars Ltd. ( Buzzmove ). For additional information on our business segments, please refer to the Form 10-K for 2016 which can be found at [www.whitemountains.com](http://www.whitemountains.com).

The 2017 Annual General Meeting will be confined to a Member vote on the proposals set forth in this Proxy Statement and on such other matters properly brought before the meeting.

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**WHITE MOUNTAINS INSURANCE GROUP, LTD.**

**NOTICE OF 2017 ANNUAL GENERAL MEETING OF MEMBERS**

**TO BE HELD MAY 25, 2017**

April 19, 2017

Notice is hereby given that the 2017 Annual General Meeting of Members of White Mountains Insurance Group, Ltd. will be held on Thursday, May 25, 2017 at 8:00 am Atlantic Time at Tucker's Point Hotel, 60 Tucker's Point Drive, Hamilton Parish, Bermuda. At this meeting, you will be asked to consider and vote upon the following proposals:

- 1) election of two directors to Class II with a term ending in 2020;
- 2) election of the Board of Directors of HG Re Ltd. ( HG Re ), a wholly-owned reinsurance company organized under the laws of Bermuda;
- 3) election of the Board of Directors of any new designated subsidiary;
- 4) election of the Board of Directors of Split Rock Insurance, Ltd. ( Split Rock ), a reinsurance company organized under the laws of Bermuda that is wholly-owned by OneBeacon Insurance Group;
- 5) election of the Board of Directors of Grand Marais Capital Limited ( Grand Marais ), a reinsurance company organized under the laws of Bermuda that is wholly-owned by OneBeacon Insurance Group;
- 6) election of the Board of Directors of any new designated subsidiary of OneBeacon Insurance Group;
- 7) approval of the advisory resolution on executive compensation;
- 8) to advise on the frequency of future advisory votes on executive compensation; and
- 9) approval of the appointment of PricewaterhouseCoopers LLP ( PwC ) as the Company's Independent Registered Public Accounting Firm for 2017.

The Company's audited financial statements for the year ended December 31, 2016, as approved by the Company's Board of Directors, will be presented at this Annual General Meeting.

Members of record of common shares on the record date, Monday, April 3, 2017, (1) who are individuals, may attend and vote at the meeting in person or by proxy or (2) that are corporations or other entities, may have their duly authorized representative attend and vote at the meeting in person or by proxy. A list of all Members entitled to vote at the meeting will be open for public examination during regular business hours beginning on or about April 19, 2017 at the Company's registered office located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

All Members are invited to attend this meeting.

By Order of the Board of Directors,

*Jennifer L. Pitts*  
Corporate Secretary

**Members are invited to complete and sign the accompanying proxy card to be returned to White Mountains Insurance Group, Ltd., c/o Computershare, P.O. Box 8069, Edison, New Jersey, 08818-8069, in the envelope provided, whether or not they expect to attend the meeting. Members may also vote their shares by telephone or via the internet in accordance with the instructions on your proxy card.**



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**WHITE MOUNTAINS INSURANCE GROUP, LTD.**

**PROXY STATEMENT**

This Proxy Statement is being furnished in connection with the solicitation of proxies on behalf of the Company's Board of Directors (the Board) for the 2017 Annual General Meeting of Members (the 2017 Annual Meeting), to be held on Thursday, May 25, 2017 at Tucker's Point Hotel, 60 Tucker's Point Drive, Hamilton Parish, Bermuda. The solicitation of proxies will be made primarily by mail, and the Proxy Statement and related proxy materials will be distributed to registered Members on or about April 28, 2017.

Holders of the Company's common shares (Members), par value \$1.00 per share, as of the close of business on Monday, April 3, 2017, the record date, are entitled to vote at the meeting.

You can ensure that your common shares are properly voted at the meeting by completing, signing, dating and returning the enclosed proxy card in the envelope provided. Members may also vote their shares by telephone or via the internet in accordance with the instructions on your proxy card. A Member has the right to appoint another person (who need not be a Member) to represent the Member at the meeting by completing an alternative form of proxy which can be obtained from the Corporate Secretary or by notifying the Inspectors of Election (see page 33). Every Member entitled to vote has the right to do so either in person or by one or more persons authorized by a written proxy executed by such Member and filed with the Corporate Secretary. Any proxy duly executed will continue in full force and effect unless revoked by the person executing it in writing or by the filing of a subsequent proxy.

Sending in a signed proxy will not affect your right to attend the meeting and vote. If a Member attends the meeting and votes in person, his or her signed proxy is considered revoked.

**IMPORTANT VOTING INFORMATION**

If you hold your shares through a broker, bank or other financial institution, in order for your vote to be counted on any matter other than Proposal 9 (the ratification of the selection of PwC as the Company's auditor for 2017), you must provide specific voting instructions to your broker, bank or financial institution by completing and returning the proxy card or following the instructions provided to you to vote your shares via telephone or the Internet. Voting deadlines vary by institution. Please check with your broker, bank or other financial institution for the voting cut-off date for WTM.

***Your Participation in Voting the Shares You Own Is Important***

Voting your shares is important to ensure that you have a say in the governance of your company. Please review the proxy materials and follow the instructions on the proxy card to vote your shares. We hope you will exercise your rights and fully participate in your company's future.

***More Information Is Available***

If you have any questions about this rule or the proxy voting process in general, please contact the broker, bank or other financial institution where you hold your shares. The U.S. Securities and Exchange Commission ( SEC ) has information available on the internet at: <https://www.investor.gov/system/files/publications/documents/english/sec-guide-to-proxy-brochures.pdf> with more information about your voting rights as a shareholder.

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**PROPOSAL 1 - ELECTION OF THE COMPANY'S DIRECTORS**

THE BOARD OF DIRECTORS

The Board is divided into three classes (each a Class). Each Class serves a three-year term.

At the 2017 Annual General Meeting, Messrs. Yves Brouillette and G. Manning Rountree are nominated to be elected to Class II with a term ending in 2020.

**The Board recommends a vote FOR Proposal 1 which calls for the election of the 2017 nominees.**

The current members of the Board and terms of each Class are set forth below:

Director	Age	Director since
<b>Class I - Term ending in 2019</b>		
Morgan W. Davis, Chairman	66	2006
Lowndes A. Smith	77	2003
Gary C. Tolman	65	2015
<b>Class II - Term ending in 2017*</b>		
Yves Brouillette*	65	2007
G. Manning Rountree*	45	2017
<b>Class III - Term ending in 2018</b>		
A. Michael Frinquelli	75	2005
Edith E. Holiday	65	2004

\* Nominated to be elected at the 2017 Annual Meeting to Class II with a term ending in 2020.

The Board is comprised of six independent directors and the Chief Executive Officer.

The Board believes its members should have a diversity of skills and experience and be willing to devote adequate time and effort to Board responsibilities. In evaluating director candidates, the Nominating and Governance Committee evaluates attributes such as independence, integrity, expertise, breadth of experience, knowledge about the Company's business and industry, and ownership interest in the Company. Key aspects of the directors' experiences, qualifications and skills are included in their

individual biographies.

***Class I - Term Ending in 2019***

**Morgan W. Davis** has been a director of the Company since 2006 and was appointed as Chairman of the Board on March 1, 2017. Mr. Davis formerly was a Managing Director of OneBeacon from 2001 to 2005 and served in a variety of capacities for subsidiaries of White Mountains from 1994 to 2001. Prior to 1994, Mr. Davis had 21 years of experience in the insurance business, mostly at Fireman's Fund Insurance Company and INA/Cigna. Mr. Davis also serves as a director of OneBeacon, Compare.com (formerly Inspop USA LLC), and MediaAlpha. Mr. Davis served as a director of Endurance Specialty Holdings, and as a member of its Finance and Compensation Committees, from 2015 until its acquisition by SOMPO Holdings, Inc. in March 2017. Mr. Davis has extensive executive and board-level experience gained over the course of his more than forty-five-year career in the property and casualty insurance industry.

**Lowndes A. Smith** has been a director of the Company since 2003. Mr. Smith has served as Managing Partner of Whittington Gray Associates since 2001. Mr. Smith formerly served as Vice Chairman of The Hartford Financial Services Group, Inc. (1989-2001) and President and CEO of Hartford Life Insurance Company (1989-2001). Mr. Smith serves OneBeacon as Chairman of the Board and the Compensation Committee and as a member of the Audit, Executive and Compensation Committees. Mr. Smith also served as Chairman of the Board and a member of the Audit, Compensation and Executive Committees of Symetra Financial Corporation from 2007 until its February 2016 merger with Sumitomo Life Insurance Company. Mr. Smith has more than 40 years of experience in the insurance industry as well as broad management and financial experience.

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**Gary C. Tolman** has been a director of the Company since June 2015. Mr. Tolman served as the President and Chief Executive Officer of Esurance, the direct-to-consumer personal auto insurance company, from 2000 until his retirement in 2015. Mr. Tolman also served as the Chairman of the Board of Directors for Answer Financial, one of the country's largest personal lines insurance agencies. Prior to joining Esurance in 1999, Mr. Tolman served as the President and Treasurer of Talegen Holdings, formerly the property and casualty insurance operations of Xerox Corporation. Before Talegen Holdings, Mr. Tolman worked at Fireman's Fund Insurance Company for 15 years, serving in a number of capacities and leaving as Senior Vice President and Chief Financial Officer of its reinsurance company. Mr. Tolman has served on the boards of a number of insurance and insurance services companies during his more than 40-year career in the property and casualty insurance industry. He currently serves on the Board of Directors of KellyKlee Inc. and on the Board of Governors of the International Tennis Hall of Fame.

***Class II To Be Elected to a Term Ending in 2020***

**Yves Brouillette** has been a director of the Company since 2007. He has been the President of Beluca Investment, Inc. since 2006. Previously, Mr. Brouillette had been with ING since 1989, serving in many leadership positions at ING companies, including most recently as the CEO for ING Latin America operations in Mexico, Brazil, Chile and Peru (2002-2005). Mr. Brouillette is a director of Intact Financial Corporation (formerly ING Canada), where he serves on the Audit and Risk Committees, and was the Chairman of the Board (2003-2007). Mr. Brouillette is an actuary and has over 30 years of experience in the property and casualty insurance industry in North and South America.

**G. Manning Rountree** was appointed as a director and Chief Executive Officer of the Company on March 1, 2017. Previously, Mr. Rountree served as an Executive Vice President of the Company and President of White Mountains Capital, Inc. ( WM Capital ). He joined White Mountains in 2004 and served as President of WM Advisors from March 2009 until December 2014. Prior to joining White Mountains, Mr. Rountree was a Senior Vice President at Putnam Investments for two years. Prior to joining Putnam Investments, Mr. Rountree spent three years with McKinsey & Company. Mr. Rountree is a director and member of the Risk Management Committee of Admiral Group plc, a large car insurance provider based in the UK.

***Class III Term Ending in 2018***

**A. Michael Frinquelli** has been a director of the Company since June 2005. Mr. Frinquelli is co-founder and Manager of Renaissance Fund Advisors, Inc. Until 2004, Mr. Frinquelli was a general partner of Renaissance Executive Partners, which he co-founded in April 1997. Prior to that, he was a managing director at Merrill Lynch and a managing director at Salomon Brothers. Mr. Frinquelli also served as a director for Primus Financial Products, LLC, a wholly-owned subsidiary of Primus Guaranty, Ltd., from 2004 until 2010. Mr. Frinquelli is a Chartered Financial Analyst and has extensive insurance industry expertise, serving as an insurance industry equity analyst for over 35 years.

**Edith E. Holiday** has been a director of the Company since 2004. Ms. Holiday formerly served as Operating Trustee for TWE Holdings I and II Trusts from 2002 to 2007. Ms. Holiday was also the President, Secretary and Treasurer of Comcast TW Holdings, Inc. from 2006 to 2007. From 1990 to 1993 Ms. Holiday served as Assistant to the President of the United States and Secretary of the Cabinet. From 1989 to 1990 she was General Counsel to the United States Treasury Department. Ms. Holiday also holds directorships at Canadian National Railway Company (since 2001), where she also serves on the Audit Committee, Hess Corporation (since 1993), Santander Consumer USA (since 2016), and is a director or trustee of 42 investment companies in

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the Franklin Templeton Group of Mutual Funds (since 1996). Ms. Holiday also served as a Director for the H. J. Heinz Company (from 1995 until its sale in 2013) and RTI International Metals Inc. (from 1999 until its sale in 2015). Ms. Holiday has extensive board-level experience across diverse industries and significant experience with the U.S. Federal government.

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CORPORATE GOVERNANCE

Corporate governance is the system by which companies are directed and controlled and involves the distribution of rights and responsibilities among the Board, management and the Company's Members. The Company has established Corporate Governance Guidelines that spell out its overall approach towards corporate governance.

The Company also has a Code of Business Conduct that applies to all directors, officers and employees in carrying out their responsibilities to, and on behalf of, the Company. No waivers of the Code of Business Conduct were requested of, or granted by, the Board for any director or executive officer during 2016.

The Company's Corporate Governance Guidelines and Code of Business Conduct are available at our website, [www.whitemountains.com](http://www.whitemountains.com). These documents are available in print, free of charge, to any Member upon request.

***The Board***

The day-to-day management of the Company, including preparation of financial statements and short-term and long-term strategic planning, is the responsibility of management. The primary responsibility of the Board is to oversee and review management's performance of these functions in order to advance the long-term interests of the Company and its Members.

In fulfilling this responsibility, directors must exercise common sense business judgment and act in what they reasonably believe to be in the best interests of the Company and its Members. Directors are entitled to rely on the honesty and integrity of senior management and the Company's outside advisors and auditors. However, it is the Board's responsibility to establish that they have a reasonable basis for such reliance by ensuring that they have a strong foundation for trusting the integrity, honesty and undivided loyalty of the senior management team upon whom they are relying and the independence and expertise of outside advisors and auditors.

Prior to his retirement on March 1, 2017, Raymond Barrette served as Chairman of the Board and CEO of the Company. As CEO, Mr. Barrette was effective at overseeing the complex, decentralized operations of the Company. By virtue of his broad knowledge of the insurance industry and his long experience and track record with the Company, the Board believed that Mr. Barrette was best suited to preside over the Board and set its agendas. At meetings of the Board at which Mr. Barrette presided as Chairman, Mr. Davis presided over a separate session of non-management directors without Company management present.

Upon Mr. Barrette's retirement, Mr. Davis was appointed as the Chairman of the Board and Mr. Rountree was appointed as the CEO of the Company. The Board believes that having an independent Chairman will assist the Board in overseeing Mr. Rountree's transition to the CEO role. At meetings of the Board, Mr. Davis presides over a separate session of non-management directors without Company management present. The Board is comprised of directors that, together, are knowledgeable and experienced in the Company's business, and the Board is satisfied that the current structure provides strong oversight of the Company's affairs.

***Director Independence***

The Board has determined that a majority of the Company's current directors are independent, as defined in Section 303A of the New York Stock Exchange ( NYSE ) Listed Company Manual. Those directors determined to be independent are Messrs. Brouillette, Davis, Frinquelli, Smith and Tolman and Ms. Holiday. For a director to be independent, the Board must determine that the director has no relationship with the Company (other than being a director or shareholder of the Company or its subsidiaries) or has only immaterial relationships with the Company. The Company does not apply categorical standards as a basis for determining director independence. Accordingly, the Board considers all relevant facts and circumstances, on a case-by-case basis, in making an independence determination.



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The Board notes no current relationships (other than being directors or shareholders) with Messrs. Brouillette, Frinquelli, Tolman and Smith or Ms. Holiday. The Board notes a relationship with Mr. Davis, as disclosed herein under *Director Compensation*, that it concluded was immaterial and did not impair his independence. In making its independence determinations, the Board considers all such relationships in light of NYSE standards as well as the attributes it believes should be possessed by independent-minded directors. Those attributes include the relative impact of the transactions to the director's personal finances, the perceived degree of dependence by the director or the Company upon the relationship or transactions continuing in the future and whether the transactions were on terms that were reasonable and competitive.

***Board Meetings and Committees; Annual Meeting Attendance***

During 2016, the following meetings of the Board were held: five meetings of the full Board, ten meetings of the Audit Committee, six meetings of the Compensation Committee, two meetings of the Performance Compensation Subcommittee, two meetings of the Nominating and Governance Committee and four meetings of the Finance Committee. During 2016, each director attended more than 75% of the aggregate of: (1) the total number of meetings of the Board (held during the period for which he or she has been a director); and (2) the total number of meetings held by all committees of the Board on which he or she served. It is White Mountains practice that all directors are invited to and generally attend all Committee meetings. In addition, each Committee Chair provides regular updates to the Board regarding Committee activities.

Directors are encouraged, but are not required, to attend annual meetings. All of the Company's directors were in attendance at the 2016 Annual General Meeting, which was held on May 26, 2016.

***Committees of the Board***

**Nominating and Governance Committee**

The primary purposes of the Nominating and Governance Committee are to: (1) identify individuals qualified to become Board members and recommend such individuals to the Board for nomination for election to the Board; (2) make recommendations to the Board concerning committee appointments; (3) develop, recommend and annually review corporate governance guidelines applicable to the Company and oversee corporate governance matters; and (4) oversee the evaluation of the Board and management.

The Nominating and Governance Committee is currently comprised of Ms. Holiday (as Chairwoman) and Messrs. Brouillette, Davis and Smith. The Board has determined that each current member of the Nominating and Governance Committee satisfies applicable NYSE requirements.

The Nominating and Governance Committee Charter, which outlines the duties and responsibilities of the Nominating and Governance Committee, is available at [www.whitemountains.com](http://www.whitemountains.com). The Nominating and Governance Committee Charter is

available in print, free of charge, to any Member upon request.

*General Criteria and Process for Selection of Director Candidates.* In identifying and evaluating director candidates, the Nominating and Governance Committee does not set specific criteria for directors. Under its Charter, the Committee is responsible for determining desired Board skills and evaluating attributes such as independence, integrity, expertise, breadth of experience, knowledge about the Company's business or industry and ownership interest in the Company. In selecting director candidates, the Company seeks a diversity of skills and experience, but does not affirmatively seek diversity based on race, gender, or national origin. Directors must be willing to devote adequate time and effort to Board responsibilities. As set forth in the Company's Corporate Governance Guidelines and its Charter, the Committee is responsible for recommending director candidates to the Board.

*Consideration of Director Candidates Nominated by Members.* The Company has not adopted a specific policy regarding consideration of director candidates from Members. Members who wish to recommend candidates for consideration by the Committee may submit their nominations in writing to the Corporate Secretary at the address provided in this Proxy Statement. The Committee may consider such Member recommendations when it evaluates and recommends candidates to the Board for submission to Members at each annual general meeting. In addition, Members may nominate director candidates for election without consideration by the Committee by complying with the eligibility, advance notice and other provisions of our By-laws as described on page 8.

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Procedures for Nominating Director Candidates. Under the Company's By-laws, nominations for the election of directors may be made by the Board or by any Member entitled to vote for the election of directors (a "Qualified Member"). A Qualified Member may nominate persons for election as directors only if written notice of such Qualified Member's intent to make such nomination is delivered to the Secretary not later than: (1) with respect to an election to be held at an annual general meeting, 90 days prior to the anniversary date of the immediately preceding annual general meeting or not later than 10 days after notice or public disclosure of the date of the annual general meeting is given or made available to Qualified Members, whichever date is earlier, and (2) with respect to an election to be held at a special general meeting for the election of directors, the close of business on the seventh day following the date on which notice of such meeting is first given to Qualified Members. Each such notice shall set forth: (a) the name and address of the Qualified Member who intends to make the nomination and of the person or persons to be nominated; (b) a representation that the Qualified Member is a holder of record of common shares entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the Qualified Member and each such candidate and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the Qualified Member; (d) such other information regarding each candidate proposed by such Qualified Member as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the SEC had each such candidate been nominated, or intended to be nominated, by the Board; and (e) the consent of each such candidate to serve as a director of the Company if so elected.

## **Audit Committee**

The primary purposes of the Audit Committee are to: (1) assist with Board oversight of: the integrity of the Company's financial statements; the qualifications and independence of the independent auditors; the performance of the internal audit function and the independent auditors; and the Company's compliance with legal and regulatory requirements; (2) provide an avenue of communication among the independent auditors, management, the internal auditors and the Board; (3) approve certain related or affiliated person transactions and review disclosures thereof and; (4) prepare the Audit Committee Report (which appears on page 28). In addition, with respect to risk management, the Committee discusses with management the Company's policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures.

The Audit Committee meets individually in private session with the Company's Chief Financial Officer, General Counsel, General Auditor and the independent auditors at its quarterly meetings.

The Audit Committee is comprised of Messrs. Smith (as Chairman), Brouillette and Frinquelli and Ms. Holiday. The Board has determined that, of the persons on the Audit Committee, at a minimum Mr. Smith meets the requirements of being an Audit Committee Financial Expert as defined in Item 407(d) of Regulation S-K of the Securities Exchange Act of 1934, as amended (the Exchange Act). The Board has also determined that each current member of the Audit Committee satisfies applicable NYSE requirements as well as the separate independence standards set forth by the SEC.

The Audit Committee Charter, which outlines the duties and responsibilities of the Audit Committee, is available at [www.whitemountains.com](http://www.whitemountains.com). The Audit Committee Charter is available in print, free of charge, to any Member upon request.

## **Compensation Committee**

The primary purposes of the Compensation Committee are to: (1) review and make recommendations on director compensation; (2) discharge the Board's responsibilities relating to the compensation of executives; (3) oversee the administration of the Company's compensation plans (and, to the extent the Compensation Committee deems appropriate, the plans of the Company's major subsidiaries), in particular the incentive compensation and equity-based plans and; (4) review and discuss the Compensation Discussion and Analysis with management and prepare the Compensation Committee Report (which appears on page 18).

The Compensation Committee is currently comprised of Messrs. Tolman (as Chairman), Frinquelli and Smith and Ms. Holiday. The Board has determined that each current member of the Compensation Committee satisfies applicable NYSE requirements.

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The Compensation Committee Charter, which outlines the duties and responsibilities of the Compensation Committee, is available at [www.whitemountains.com](http://www.whitemountains.com). The Compensation Committee Charter is available in print, free of charge, to any Member upon request.

**Performance Compensation Subcommittee**

In February 2013, the Compensation Committee formed the Performance Compensation Subcommittee. The Committee delegated to the Subcommittee review and approval of performance-based compensation in order to comply with Internal Revenue Code Section 162(m) ( Section 162(m) ).

The Performance Compensation Subcommittee is comprised of Messrs. Frinquelli and Smith and Ms. Holiday.

***Interlocks and Insider Participation***

No member of the Compensation Committee or the Performance Compensation Subcommittee was an employee of the Registrant during the last fiscal year or has served as an officer of the Registrant.

**Finance Committee**

The primary purposes of the Finance Committee are to: (1) formulate the Company's (including OneBeacon's) investment policy and investment guidelines; (2) review the performance and asset allocation of the Company's (including OneBeacon's) investment portfolio on a regular basis; and (3) monitor the capital, debt, and corporate structure of the Company (including OneBeacon) and, in coordination with the Audit Committee, review the adequacy of risk management, including with respect to new business opportunities outside of traditional property and casualty insurance and reinsurance. The Finance Committee is currently comprised of Messrs. Frinquelli (as Chairman), Brouillette, Rountree, Smith and Tolman.

***Risk Oversight***

The Board, directly and through its Committees, plays an active role in the oversight of the Company's risk management. The subject of risk management is a recurring agenda item, for which the Board regularly receives reports from management on capital, investments, and operations, including the risks associated with each and the steps management is taking to manage those risks. The Board also discusses with management the Company's business strategy, risk appetite and appropriate levels of risk.

The Board's committees are assigned oversight responsibility for particular areas of risk. For example, the Audit Committee receives a report, at least annually, on company-wide risks which encompass operational, financial, legal, compliance and reputational risks. The Compensation Committee oversees risk related to executive compensation plans and implementation. The Finance Committee oversees the risks related to managing the Company's investment portfolio.

***Shareholder Communications***

Members, employees and others interested in communicating directly with the Board, any of the Board's Committees or any individual member of the Board should write to the addressee, c/o the Corporate Secretary, at the address presented under Available Information (which appears on page 34).

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VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

**Voting Rights of Members**

As of April 3, 2017, there were 4,572,792 common shares outstanding. Members of record of common shares shall be entitled to one vote per common share, provided that if, and so long as, the votes conferred by Controlled common shares (as defined below) of any person constitute ten percent (10%) or more of the votes conferred by the outstanding common shares of the Company, each outstanding common share comprised in such Controlled common shares shall confer only a fraction of a vote that would otherwise be applicable according to the following formula:

$$[(T \text{ divided by } 10) - 1] \text{ divided by } C$$

Where: T is the aggregate number of votes conferred by all the outstanding common shares; and C is the number of votes conferred by the Controlled common shares of such person.

Controlled common shares in reference to any person means:

(1) all common shares directly, indirectly, or constructively owned by such person within the meaning of Section 958 of the Internal Revenue Code of 1986, as amended, of the United States; and

(2) all common shares directly, indirectly, or constructively owned by any person or group of persons within the meaning of Section 13(d)(3) of the Exchange Act and the rules and regulations promulgated thereunder; provided that this clause (ii) shall not apply to (a) any person (or any group that includes any person) that has been exempted from the provisions of this clause or (b) any person or group that the Board, by the affirmative vote of at least seventy-five percent (75%) of the entire Board, may exempt from the provisions of this clause.

The limitations set forth above do not apply to any Member which is a Byrne Entity (as defined below) for any matter submitted to the vote of Members, except with respect to the election of directors. Byrne Entity means any of John J. Byrne, any foundation or trust established by John J. Byrne, Patrick Byrne, and any associate or affiliate of any of them (or any group of which any of them is a part), as defined under Section 13(d) of the United States Securities Exchange Act of 1934, as amended.

If, as a result of giving effect to the foregoing provisions or otherwise, the votes conferred by the Controlled common shares of any person would otherwise represent 10% or more of the votes conferred by all the outstanding common shares, the votes conferred by the Controlled common shares of such person shall be reduced in accordance with the foregoing provisions. Such process shall

be repeated until the votes conferred by the Controlled common shares of each person represent less than 10% of the votes conferred by all common shares.



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**Security Ownership of Certain Beneficial Owners**

To the knowledge of the Company, there was no person or entity beneficially owning more than 5% of the common shares outstanding as of April 3, 2017, except as shown below.

Name and Address of Beneficial Owner	Amount of Beneficial Ownership	Percent of Class
Franklin Mutual Advisers, LLC 101 JFK Parkway, Short Hills, NJ 07078	720,335 (a)	15.8 %
The Vanguard Group 100 Vanguard Blvd., Malvern, PA 19355	300,497 (b)	6.6 %
T. Rowe Price Associates, Inc. 100 E. Pratt St., Baltimore, MD 21202	241,454 (c)	5.3 %

(a) Information as of December 31, 2016, based on Schedule 13G filed with the Securities and Exchange Commission on February 7, 2017, by and on behalf of Franklin Mutual Advisers, LLC.

(b) Information as of December 31, 2016, based on Schedule 13G filed with the Securities and Exchange Commission on February 10, 2017, by and on behalf of The Vanguard Group.

(c) Information as of December 31, 2016, based on Schedule 13G filed with the Securities and Exchange Commission on February 7, 2017, by and on behalf of T. Rowe Price Associates, Inc.

**Security Ownership of Management**

The following table sets forth, as of April 3, 2017, beneficial ownership of common shares by each director, the Named Executive Officers (as defined on page 19) and all other executive officers as a group:

Name of Beneficial Owner	Amount of Ownership	
	Beneficially (a)	Economically (b)
Raymond Barrette	88,254 (c)	58,859
Yves Brouillette	6,241	6,241

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Reid T. Campbell	13,811	20,311
Morgan W. Davis	21,290	21,290
David T. Foy	33,501	39,401
A. Michael Frinquelli	2,491	2,491
Edith E. Holiday	1,852	1,852
G. Manning Rountree	13,734	22,534
Robert L. Seelig	23,036	29,536
Lowndes A. Smith	2,652	2,652
Gary C. Tolman	2,120	2,120
Allan L. Waters (d)	15,460	16,660
All directors, Named Executive Officers and all other executive officers as a group (15 persons)	234,102	240,152

- (a) The common shares shown as beneficially owned by (1) Mr. Barrette and (2) all directors, Named Executive Officers and all other executive officers as a group represent 1.9% and 5.1% of the total common shares outstanding at April 3, 2017, respectively. No other director or executive officer beneficially owned 1% or more of the total common shares outstanding at that date. Beneficial ownership has been determined in accordance with Rule 13d-3 of the Exchange Act. Mr. Barrette has pledged 35,952 WTM common shares as collateral for a credit line of up to \$15 million.
- (b) Common shares shown as economically owned (1) include common shares beneficially owned, target unearned performance share awards, and (2) exclude common shares in which the person has no pecuniary interest.
- (c) Of the 88,254 common shares beneficially owned by Mr. Barrette, 29,395 represent common shares owned by trusts or charitable foundations in which Mr. Barrette has no pecuniary interest but over which Mr. Barrette retains both voting and dispositive power. The remaining shares represent common shares over which Mr. Barrette or his wife has both voting and dispositive power.
- (d) Based on information provided by Mr. Waters.

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## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### *Philosophy*

Our executive compensation policies are designed with the primary goal of maximizing shareholder value over long periods of time. We believe that this goal is best pursued by utilizing a pay-for-performance program that closely aligns the financial interests of management with those of our shareholders and encourages appropriate risk taking. We accomplish this by emphasizing variable long-term compensation, the value of which is tied to performance over a number of years rather than entitlements (such as base salary, pensions and employee benefits). To that end, the Compensation Committee (the Committee) has established base salaries and target annual bonuses for our executives that tend to be lower than those paid by comparable property and casualty insurers and reinsurers, while granting the bulk of an executive's target compensation as long-term incentive compensation.

We generally have structured our long-term incentive compensation as performance shares, restricted shares or performance units. At our parent company, long-term incentive compensation is typically in the form of WTM performance shares and restricted shares, which reward company-wide performance. The number of WTM common shares earned from a grant of performance shares, which can be from 0x to 2x the target number granted, is tied to our after-tax annual growth in intrinsic business value per share (as defined by the Committee) over the performance cycle. The market value of our shares is not included as a measure of performance but it determines the value of performance and restricted share awards. Performance shares, restricted shares and/or performance units are typically granted annually, and performance is tied to a three-year period. Under our long-term incentive programs, at any given time an executive usually has three overlapping cycles running. This approach avoids cliffs that could foster a short-term outlook and also serves as an effective retention tool.

Following OneBeacon's initial public offering in November 2006, its long-term compensation was structured primarily in the form of OneBeacon performance shares, which reward OneBeacon's overall performance. In 2009, OneBeacon's long-term incentives were re-designed with the CEO and CFO receiving about half in the form of performance units that are tied to underwriting performance and half in OneBeacon performance shares. The number of OneBeacon common shares earned from a performance share grant, which can be from 0x to 2x the target number granted, is tied to OneBeacon's after-tax annual growth in book value per share over the performance cycle. The payout earned from a OneBeacon performance unit grant, which also can be from 0x to 2x the target number granted, is tied to OneBeacon's average combined ratio over the performance cycle. Other OneBeacon executives received a greater proportion or all of their long-term incentives in performance units or in long-term cash awards that are tied to the results of OneBeacon's specialty business as a whole and the executive's individual business unit. In 2015, OneBeacon also began denominating a portion of its long-term incentives as OneBeacon restricted shares or restricted share units.

Our long-term incentive compensation programs have generally targeted sharing with management 13% to 17% of the value added above a risk-free return on our shareholders' equity. However, due to the significant reduction in our capital from the repurchase of 44% of our outstanding shares since 2010, we increased the targeted sharing in some recent cycles up to 20%. This year, for the 2017-2019 cycle, we targeted sharing at 14%. The Committee believes that this level of sharing is appropriate because we compete with private equity and hedge funds for talent and investment opportunities where such sharing is common, the Company's value adding opportunities are not limited to the Company's current level of capital, and we want to maintain proper

incentives for further share buybacks at value adding prices.

The Committee closely monitors both target and actual value sharing. From year-to-year when we make new long-term incentive grants, we typically adjust the target number of shares granted to individual employees to reflect the Committee's assessment of the per share value of the Company, rather than focusing on market values. In addition, we generally limit total annual share grants to employees to less than 1% of the Company's outstanding shares. For both the 2016-2018 and 2017-2019 cycles, we adhered to this guideline.

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When making new grants, the Committee assesses the impact of different performance scenarios on the potential sharing percentage. Further, in order to test our beliefs about the size of the awards we make and their variability, annually the Committee has reviewed and considered a systematic analysis prepared by management of the public disclosures about compensation made by other property and casualty insurers and reinsurers and of the amount and variability of compensation at those companies at differing levels of performance. These analyses have supported the Committee's view that our compensation programs are appropriately sized and more variable than most other insurers, have fewer fixed elements of compensation and perquisites, and do not lead to significant rewards for poor performance.

The Committee believes that the compensation structures that have been developed for the Company and its subsidiaries closely align the financial interests of management with those of our shareholders and encourage appropriate, but not excessive, risk taking.

***Our Compensation Process***

The Committee is responsible for approving our compensation practices that affect executive officers, and it specifically approves all compensation for our executive officers and for any employee with target annual compensation in excess of \$1.5 million. Our CEO annually presents the Committee with his evaluation of our executives, their individual performances, responsibilities, and the contributions they made to the Company's accomplishments over the past year, as well as over the last long-term incentive plan cycle and his expectations for the future and succession plans. In connection with this evaluation, the CEO presents the Committee with his recommendations for establishing the compensation for these executives for its consideration. The Committee assesses the performance, responsibilities, and contributions of the CEO, considers CEO succession plans, and sets the compensation of the CEO.

With the exception of significant promotions and new hires, compensation matters are usually addressed at the first meeting of the Committee each year (typically late February) following the availability of financial results for the prior year and the current year's financial plan. This allows us to determine the results of prior period grants and to set targets for the current year and newest long-term performance cycle. Performance cycles for long-term compensation typically run for three years beginning on January 1st of the year of grant.

Because Mr. Davis, who was the Chairman of the Committee in 2016, and Mr. Tolman do not satisfy certain requirements of Section 162(m) to be considered an outside director for purposes of that rule, the Committee formed the Performance Compensation Subcommittee (the Subcommittee) comprised of the other members of the Committee, each of whom met the requirements to be considered an outside director for purposes of Section 162(m). The Subcommittee administers and approves all performance-based compensation awards in order to maintain favorable tax treatment of such awards.

Following the OneBeacon initial public offering (the OB IPO) in November 2006, the Committee determined that it would fully delegate to the OneBeacon Compensation Committee (the OneBeacon Committee) authority for the compensation of OneBeacon's officers, including those who might be Named Executive Officers of the Company. Accordingly, compensation actions for OneBeacon personnel following the date of the OB IPO (including new annual and long-term incentives and approval of payouts on existing annual and long-term incentives) have been taken by the OneBeacon Committee (which in 2016 was comprised of Lowndes Smith (Chairman), Lois Grady and Kent Urness, who are independent directors of OneBeacon, and Mr. Barrette) and, to the extent necessary to comply with applicable regulations, a subcommittee that excluded Mr. Barrette.

***Compensation for 2016***

Our Named Executive Officers in 2016 include Ray Barrette, our Chairman and CEO in 2016, David Foy, Manning Rountree, Robert Seelig, and Reid Campbell. Allan Waters, who ceased to be an employee of the Company upon the consummation of the sale of Sirius Group in April 2016, also is a Named Executive Officer because he would otherwise have been included as a Named Executive Officer had he still served as an executive officer of the Company as of December 31, 2016.

The principal elements of compensation for our executives in 2016 long-term incentive compensation, base salary, and annual incentive bonuses are discussed below.

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**Long-Term Incentive Compensation**

*CEO.* In 2016, after reviewing Mr. Barrette's historical compensation, his share ownership, his existing incentives, and compensation granted to CEOs at other property and casualty (re)insurance companies, as well as his delegation to Messrs. Foy and Rountree of additional day-to-day management responsibilities during 2016, the Subcommittee determined to grant him 5,000 restricted shares for the 2016-2018 performance cycle. The grant date market value was approximately \$3.8 million.

*Named Executive Officers.* In the case of Messrs. Foy, Rountree, Seelig and Campbell, in determining the amount of new long-term incentive compensation grants for 2016, the Committee assessed each executive's scope of authority and ability to impact the success of the Company. Based on the Committee's general experience and the recommendation of the CEO, the Committee established a grant level that it believed was appropriate to reflect each such executive's expected contribution to the Company over the next performance cycle.

The new long-term incentive grants for these Named Executive Officers were allocated 50% as performance shares and 50% as restricted shares, which was the same allocation as in 2015. At the time the performance share grants were made, the Committee elected not to set a specific performance target to determine the payout on a 0% to 200% scale. With the key job for the Company's management team being to appropriately deploy the proceeds from the sales of Sirius and Symetra while remaining patient, the Committee determined that grading management's performance would be best done using judgment at the end of the cycle taking into account all facts the Committee deemed relevant including the Company's growth in intrinsic business value per share. The Committee considered many other approaches, including making grants in this cycle entirely in restricted shares, but decided that the chosen approach best fit the unique circumstances of the Company. However, as discussed below under 2017 Compensation Actions Establishment of Performance Target for 2016-2018 Performance Share Cycle, in February 2017 the Committee decided that the benefits of this approach were outweighed by the clarity and cohesion that a single growth in intrinsic value per share target would provide. As a result, and taking into account the substantial undeployed capital position of the Company, the Committee established a target of 4% annual growth in intrinsic business value per share as the target for this cycle.

In total, the WTM performance share and restricted share grants made to all employees of the Company for the 2016-2018 performance cycle totaled approximately 0.8% of the then outstanding shares, within the Committee's 1% guideline.

In addition, with respect to the 2014-2016 performance cycle which matured at the end of 2016, 9% annual growth in intrinsic business value per share ( GIBVPS ) was the performance target for a payout of 100% of the target shares. Annual growth of 3% or less would have resulted in a payout of 0% and annual growth of 15% or more would have resulted in a payout of 200%. At its meeting in March 2017, based on an average annual GIBVPS of 7.6%, the Committee confirmed that the payout that was earned was 76% of target.

David Foy. Mr. Foy served as the CFO of the Company in 2016. For the 2014-2016 cycle, Mr. Foy had been granted 3,000 target performance shares and 3,000 restricted shares. Based on the Company's performance over the cycle, he earned 2,280 performance shares. The restricted shares vested on January 1, 2017.

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For the performance cycle from 2016-2018, Mr. Foy originally was granted 2,400 WTM performance shares and 2,400 restricted shares. In August 2016, he was granted an additional 500 performance shares and 500 restricted to reflect the additional day-to-day responsibilities he was delegated by Mr. Barrette. The total grant date market value was approximately \$4.5 million. The number of performance shares that will be earned will be determined after the end of 2018 based on the Company's performance over the cycle compared to the target described above. The restricted shares will vest on January 1, 2019, subject to Mr. Foy's continued employment.

G. Manning Rountree. After returning from a sabbatical in May 2016, Mr. Rountree served as Executive Vice President of the Company and President of WM Capital until his appointment as CEO on March 1, 2017. For the 2014-2016 cycle, Mr. Rountree had been granted 2,250 target performance shares and 2,250 restricted shares. Based on the Company's performance over the cycle, he earned 1,710 performance shares. The restricted shares vested on January 1, 2017.



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For the performance cycle from 2016-2018, Mr. Rountree was granted 2,900 WTM performance shares and 2,900 restricted shares. The grant date market value was approximately \$4.8 million. The number of performance shares that will be earned will be determined after the end of 2018 based on the Company's performance over the cycle compared to the target described above. The restricted shares will vest on January 1, 2019, subject to Mr. Rountree's continued employment. In addition, for the 2015-2017 cycle, Mr. Rountree was granted 3,000 performance shares and an additional 750 restricted shares on the same terms as applicable to other grants in that cycle. The grant date market value for the 2015-2017 cycle awards was approximately \$3.1 million. The grants for both cycles were made in August 2016 following Mr. Rountree's return from sabbatical and reflect his increased responsibilities.

Robert Seelig. Mr. Seelig is a Managing Director and General Counsel of the Company. He joined the Company in 2002. For the 2014-2016 cycle, Mr. Seelig had been granted 2,125 target performance shares and 2,125 restricted shares. Based on the Company's performance over the cycle, he earned 1,615 performance shares. The restricted shares vested on January 1, 2017.

For the performance cycle from 2016-2018, Mr. Seelig was granted a total of 2,000 WTM performance shares and 2,000 restricted shares. The total grant date market value was approximately \$3.1 million. The number of performance shares that will be earned will be determined after the end of 2018 based on the Company's performance over the cycle compared to the target described above. The restricted shares will vest on January 1, 2019, subject to Mr. Seelig's continued employment.

Reid Campbell. Mr. Campbell is a Managing Director of WM Capital and the President of WM Advisors. For the 2014-2016 cycle, Mr. Campbell had been granted 2,250 target performance shares and 2,250 restricted shares. Based on the Company's performance over the cycle, he earned 1,710 performance shares. The restricted shares vested on January 1, 2017.

For the performance cycle from 2016-2018, Mr. Campbell was granted 2,000 WTM performance shares and 2,000 restricted shares. The grant date market value was approximately \$3.1 million. The number of performance shares that will be earned will be determined after the end of 2018 based on the Company's performance over the cycle compared to the target described above. The restricted shares will vest on January 1, 2019, subject to Mr. Campbell's continued employment.

## **Base Salary**

We pay our executive officers salaries that we believe to be below-market. In 2008, we limited base salaries to a maximum of \$500,000. Each of our Named Executive Officers currently receives a salary of \$500,000.

## **Annual Incentive Bonuses**

We provide annual bonus opportunities to our executive officers. Each Named Executive Officer participates in the annual bonus pool of his respective business unit. The aggregate bonus pool size for each business unit could range from 0% to 200% of target, depending upon performance. Individual bonuses can vary widely around the pool average based on individual performance and

no cap (other than the size of the pool) applies to any single individual. Typically, the head of a business unit receives the average bonus percentage applicable to his business unit.

For 2016, the Named Executive Officers had target annual bonuses of 75% of salary, which was unchanged from the prior year.

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For the Named Executive Officers, their annual incentive bonuses are designed to reward company-wide performance. The Committee did not set a quantitative target in 2016 and instead established the size of the awarded pool based on a qualitative assessment of the Company's performance during the year based on its judgment. Based on the Company's performance in 2016 (excluding the gain from the sale of Sirius), the Committee awarded a bonus pool of 90% of target. Among the items considered by the Committee were the Company's 1% growth in adjusted book value per share (excluding the gain from the sale of Sirius), 2% growth in economic value per share (excluding the gain from the sale of Sirius), the repurchase of approximately 20% of the Company's outstanding shares at an average price per share of \$802, the large amount of undeployed capital held by the Company, investment performance, results at Sirius prior to the closing of the sale and at OneBeacon, the continued progress at BAM/HG Global and the gain on the sale of Tranzact. Messrs. Barrette, Foy, Rountree, Seelig and Campbell were awarded bonuses of \$337,500, \$315,000, \$315,000, \$315,000 and \$315,000, which represented 90%, 84%, 84%, 84% and 84% of target.

Special Bonuses. As part of a transaction bonus pool paid to key employees at Sirius Group, Mr. Waters received a special bonus of \$7,096,124. Also, to recognize his efforts for the Company in connection with the sale of Sirius Group, Mr. Seelig received a special bonus of \$2,000,000.

## **2017 Compensation Actions**

### **New Long-Term Incentive Grants and Annual Bonus Program**

In February 2017, the Committee and the Subcommittee made new long-term incentive grants to and established annual bonus target levels for the Named Executive Officers (other than Messrs. Barrette, Foy and Waters) based on the same factors described above with respect to grants made in 2016.

The new long-term incentive grants for White Mountains executives were allocated 50% as performance shares and 50% as restricted shares, which was the same allocation as in 2016.

With approximately \$1.8 billion remaining in undeployed capital, deploying capital intelligently remains the key job for the Company's management team. Taking account of the level of deployed and undeployed capital (and current expected runrate returns thereon) and reasonable assumptions regarding the timing and magnitude of redeployment and distributions of undeployed capital, the Committee determined that 5% annual growth in intrinsic business value per share is an appropriately challenging target for a payout of 100% of the target shares for the 2017-2019 performance cycle. The Committee believes this target properly balances the competing incentives (i) to deploy or distribute undeployed capital aggressively and (ii) to remain patient for strong opportunities. Annual growth of 1% or less would result in a payout of 0%, and annual growth of 9% or more would result in a payout of 200%. To measure growth in intrinsic business value per share, the Committee looks to growth in economic value per share (weighted 50%) and growth in adjusted book value per share (weighted 50%), in each case including dividends. The Committee expects targets for future performance share cycles to increase as the level of undeployed capital normalizes over time.

### **Establishment of Performance Target for 2016-2018 Performance Share Cycle**

When originally granted, the Committee did not set a performance target for the 2016-2018 performance cycle. Instead, management's performance would be graded using judgment at the end of the cycle. As discussed above under Compensation for 2016 Long-Term Incentive Compensation, at its meeting on March 1, 2017, the Committee established a performance target for the 2016-2018 performance share cycle of 4% annual growth in intrinsic business value per share with annual growth of 0% or less resulting in a payout of 0% and annual growth of 8% or more resulting in a payout of 200%. In setting this target, the Committee considered the same factors that it considered in setting the target for the 2017-2019 performance share cycle. The Committee decided to establish a performance target as it determined that the clarity and cohesion that a single growth in intrinsic value per share target provides outweighed the benefits of using judgment at the end of the cycle to set the payout level.

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**Retirement of Ray Barrette**

Mr. Barrette retired as Chairman and CEO on March 1, 2017. In connection with his retirement, as more fully described in the Company's Current Report on Form 8-K dated March 1, 2017, the Company entered into a letter agreement (the Agreement) with Mr. Barrette pursuant to which it agreed to pay Mr. Barrette (i) a cash bonus for 2017 equal to \$187,500 and (ii) a cash retirement payment equal to approximately \$21 million. Mr. Barrette's unvested long term performance shares and restricted shares were canceled in connection with his retirement. The Agreement also provides that Mr. Barrette will be subject to certain restrictive covenants regarding competition, solicitation and disparagement that apply through December 31, 2018.

***Clawback Policy***

The Company has adopted a clawback policy applicable to bonuses and long-term incentive awards. If the Company is required to restate any financial statement included in an SEC filing as a result of an employee's misconduct, the Board may, without prejudice to any other remedies available to the Company, seek reimbursement of any bonus or long-term incentive award received by such person that relates in whole or in part to any period for which such financial statements were restated. If the misconduct was fraud, then in addition to other actions the Board mandatorily will seek such reimbursement.

***Other Elements of Compensation***

**Retirement Benefits**

We have no active U.S. defined benefit pension plans. Benefit accruals under all our U.S. qualified defined benefit pension plans and all our U.S. supplemental defined benefit pension plans were frozen for all employees in 2002.

Our Named Executive Officers who are not employees of Bermuda-domiciled entities may participate in our voluntary non-qualified deferred compensation plans whereby they may defer all or a portion of their compensation. Investment options in these plans are those available in our 401(k) plans, including White Mountains common shares and OneBeacon common shares. None of the investment options offered under these plans provides an above-market rate of interest.

Our employees may participate in our qualified 401(k) plans and eligible employees can participate in a qualified employee stock ownership plan. We do not provide supplemental retirement benefits to any employees in connection with these plans.

**Perquisites**

We review the perquisites that our senior management receives. The primary perquisites include housing allowances in special circumstances and personal use of corporate aircraft.

We allow our Named Executive Officers to use our corporate aircraft from time to time for personal reasons. The aggregate incremental cost to the Company is included, for proxy reporting purposes, as compensation to the Named Executive Officer. For tax purposes, we comply with IRS regulations. We do not gross-up our Named Executive Officers for their taxes associated with perquisites, including with respect to personal use of our aircraft.

Our Named Executive Officers also participate in our other benefit plans on the same terms as our other employees. These plans include medical and health insurance, company paid life insurance and charitable gift matching.

### **Certain Board Fees**

Our Named Executive Officers do not receive director fees for serving on the Company's board of directors or for serving on the boards of directors of our wholly-owned or majority-owned subsidiaries. However, those Named Executive Officers who serve on the boards of directors of other companies in which we have a minority interest may receive director fees. We consider those board fees when evaluating the compensation of our Named Executive Officers.

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***Employment and Severance Agreements; Change in Control***

We have no long-term employment agreements with our Named Executive Officers although, from time to time, we have entered into short-term arrangements with newly hired executives governing their compensation and severance during up to their first three years with the Company. No such arrangements are in effect with our Named Executive Officers.

At our parent company, severance benefits, if any, are determined by the Committee in its sole discretion. At our operating subsidiaries, our Named Executive Officers participate in the severance plans, if any, generally applicable at those companies.

If any of our most senior executives were to retire, in order to enable the Company to ensure a smooth transition, to receive a non-compete/non-solicit from the executive and to retain access to valuable knowledge, talents and relationships, we generally will consider entering into a one to three-year consulting agreement with the executive, which would permit the executive to earn some or all of such executive's long-term incentive compensation then outstanding.

We have no standalone change in control agreements with our Named Executive Officers. However, under our long-term incentive plans, if a change in control of the Company (or a business unit, as applicable) were to occur, certain events, such as involuntary or constructive employment termination or amendments to our incentive plans which are materially adverse to its participants, may cause stock options to become fully exercisable, restricted shares to become immediately vested and performance shares and performance units to become payable in full or in part. Our plans do not provide for tax gross-ups for excess parachute payments that may result from a change in control.

***Tax Considerations***

As a Bermuda-domiciled company, we do not receive a tax deduction for compensation paid to employees of White Mountains Insurance Group, Ltd. and, accordingly, the limitation of Section 162(m) does not impact compensation paid to our Named Executive Officers who are employees of non-U.S. companies (Messrs. Barrette, Foy, Rountree, Seelig, Campbell and Waters). However, in the case of Named Executive Officers who are employees of subsidiaries that are organized in the United States (Mr. Campbell), Section 162(m) limits the deductibility of their compensation to \$1,000,000 per individual to the extent that such compensation is not performance-based as defined in Section 162(m). The Company is cognizant of Section 162(m) and generally seeks to structure its long-term incentive programs to permit the deductibility of the bulk of such compensation paid to these Named Executive Officers. However, the Committee may approve compensation that will not meet the Section 162(m) requirements if, in the Committee's judgment, structuring compensation in such manner better promotes the Company's interests (such as with a grant of restricted shares and in the case of the grant of the 2016-2018 performance share cycle).

**Compensation Committee Report**

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Gary C. Tolman, Chairman

A. Michael Frinquelli

Edith E. Holiday

Lowndes A. Smith



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The following table presents compensation in 2016, 2015 and 2014 for the Company's CEO, CFO, its three other most highly compensated executive officers and an additional individual for whom disclosure would have been provided had he been serving as an executive officer at the end of 2016 (collectively, the Named Executive Officers):

Name and Principal Position	Year	Salary (\$)	Bonus (c) (d) (\$)	Stock Awards Granted (e) (\$)	Option Awards Granted (\$)	Non-Equity Incentive Plan Compensation (f) (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (g) (\$)	Total (\$)
<b>Raymond Barrette (a)</b> Chairman and CEO	2016	500,000	337,500	3,819,650	-	-	-	256,539	4,913,689
	2015	500,000	750,000	6,648,900	-	-	-	230,180	8,129,080
	2014	500,000	100,000	6,200,063	-	-	-	215,666	7,015,729
<b>David T. Foy</b> Executive Vice President and CFO	2016	500,000	315,000	4,490,694	-	-	-	23,430	5,329,124
	2015	500,000	750,000	3,989,340	-	-	-	140,897	5,380,237
	2014	500,000	100,000	3,460,500	-	-	-	163,600	4,224,100
<b>G. Manning Rountree (a)</b> Executive Vice President of the Company and President of WM Capital	2016	345,192	315,000	7,867,577	-	-	-	61,638	8,589,407
	2015	500,000	2,315,000	3,055,720	-	-	-	46,094	5,916,814
<b>Robert L. Seelig</b> Managing Director and General Counsel	2016	500,000	2,315,000	3,055,720	-	-	-	46,094	5,916,814
	2015	478,846	750,000	3,317,075	-	-	-	40,249	4,586,170
<b>Reid T. Campbell</b> Managing Director of WM Capital	2016	500,000	315,000	3,055,720	-	-	622	34,409	3,905,751
	2015	500,000	850,000	3,324,450	-	-	(20,432)	30,231	4,684,249
	2014	490,385	200,000	2,595,375	-	-	11,772	31,942	3,329,474
<b>Allan L. Waters (b)</b> President and CEO of Sirius Group	2016	145,833	7,096,124	-	-	-	-	26,338	7,268,295
	2015	500,000	267,857	1,595,736	-	5,534,930	-	139,925	8,038,448
	2014	500,000	388,250	2,144,412	-	6,147,388	-	129,895	9,309,945

- (a) On March 1, 2017, Ray Barrette retired as Chief Executive Officer of the Company and as Chairman and a member of the Board of Directors of the Company. Immediately following Mr. Barrette's retirement, G. Manning Rountree was appointed Chief Executive Officer of the Company and as a member of the Board.
- (b) As of April 18, 2016, Allan L. Waters was no longer an executive officer or employee of the Company as a result of the sale of Sirius International Insurance Group, Ltd., an exempted Bermuda limited liability company, and its subsidiaries ( Sirius Group ) to CM International Holding PTE Ltd., the Singapore-based investment arm of China Minsheng Investment Corp., Ltd. The table presents compensation for Mr. Waters through the date of the sale.
- (c) For Messrs. Barrette, Foy, Rountree, Seelig and Campbell, the amounts represent annual incentive bonuses earned for the years ended December 31, 2016, 2015 and 2014. For Mr. Seelig, the amount in 2016 also includes a special award of \$2,000,000 earned in connection with the closing of the sale of Sirius Group. See Compensation Discussion and Analysis.
- (d) For Mr. Waters, the amounts represent a transaction bonus for the sale of Sirius Group earned in 2016 and annual incentive bonuses earned for the years ended December 31, 2015 and 2014.
- (e) For Mr. Barrette, the amounts represent the grant date market value of WTM restricted shares issued in 2016 and WTM performance shares granted in 2015 and 2014. For Messrs. Foy and Campbell, the amounts represent the grant date market value of WTM performance shares granted in 2016, 2015 and 2014 and WTM restricted shares issued in 2016, 2015 and 2014. For Mr. Rountree, the amounts represent the

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grant date market value of WTM performance shares granted in 2016 and WTM restricted shares issued in 2016. For Mr. Seelig, the amounts represent the grant date market value of WTM performance shares granted in 2016 and 2015 and WTM restricted shares issued in 2016 and 2015. For Mr. Waters, the amounts represent the grant date market value of WTM performance shares granted in 2015 and 2014 and WTM restricted shares issued in 2015 and 2014. For all Named Executive Officers, the performance share awards included in the table have a maximum payout of 200% of the shares granted and, at such level, would have a grant date fair value equal to 200% of the amounts shown in the Grants of Plan Based Awards table. See Grants of Plan Based Awards and Outstanding Equity Awards at Fiscal Year End.

- (f) For Mr. Waters, the amounts represent the value of Sirius Group performance units earned for the 2013-2015 and 2012-2014 performance cycles.
- (g) See next table for details of All Other Compensation.

Table of Contents**All Other Compensation**

The following table presents a breakout of All Other Compensation included in the Summary Compensation Table for 2016, 2015 and 2014:

Name	Year	Director Fees (a) (\$)	Personal use of planes (b) (\$)	Restricted stock dividends (\$)	Company contributions to 401(k) plan (\$)	Employee stock ownership plan (\$)	Profit sharing plan (\$)	Total (\$)
Raymond Barrette	2016	75,000	161,509	5,000	11,475	3,555	-	256,539
	2015	75,000	143,675	-	7,950	3,555	-	230,180
	2014	75,000	124,356	5,000	7,800	3,510	-	215,666
David T. Foy	2016	-	-	8,400	11,475	3,555	-	23,430
	2015	122,140	-	9,375	5,827	3,555	-	140,897
	2014	144,196	-	10,125	5,769	3,510	-	163,600
G. Manning Rountree	2016	37,500	9,469	4,500	6,614	3,555	-	61,638
Robert L. Seelig	2016	-	24,439	6,625	11,475	3,555	-	46,094
	2015	-	22,119	6,625	7,950	3,555	-	40,249
Reid T. Campbell	2016	-	15,129	6,750	8,975	3,555	-	34,409
	2015	-	11,726	7,000	7,950	3,555	-	30,231
	2014	-	13,632	7,000	7,800	3,510	-	31,942
Allan L. Waters	2016	18,750	2,096	2,400	3,092	-	-	26,338
	2015	75,000	43,965	3,735	10,600	-	6,625	139,925
	2014	75,000	31,275	2,820	10,400	-	10,400	129,895

(a) Amounts for Messrs. Barrette, Rountree and Waters represent director fees paid by BAM. Amounts for Mr. Foy represent director fees paid by Symetra Financial Corporation.

(b) Amounts represent the aggregate incremental cost to the Company for the use of aircraft that were not otherwise in use for business. For Company aircraft, the incremental cost is the direct cost per hour multiplied by the number of hours of use.

Table of Contents**Grants of Plan-Based Awards**

The following table presents grants of plan-based awards granted, except as otherwise noted, under the White Mountains Long-Term Incentive Plan (the "WTM Incentive Plan") to the Named Executive Officers that received such awards during 2016:

Name	Grant Date	Type of Award	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards (a)			All Other Stock Awards: Number of Shares of Stock or Units (b) (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise Price of Option Awards (\$/sh)	Grant Date Fair Value of Stock and Option Awards (c) (\$)
			Non-Equity Incentive Plan Awards (#)	Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)				
Raymond Barrette	2/25/16	WTM Restricted Shares	-	-	-	-	-	-	5,000	-	-	3,819,650
David T. Foy	2/25/16	WTM Performance Shares	-	-	-	0	2,400	4,800	-	-	-	1,833,432
	2/25/16	WTM Restricted Shares	-	-	-	-	-	-	2,400	-	-	1,833,432
	8/25/16	WTM Performance Shares	-	-	-	0	500	1,000	-	-	-	411,915
	8/25/16	WTM Restricted Shares	-	-	-	-	-	-	500	-	-	411,915
G. Manning Rountree	8/25/16	WTM Performance Shares	-	-	-	0	5,900	11,800	-	-	-	4,860,597
	8/25/16	WTM Restricted Shares	-	-	-	-	-	-	3,650	-	-	3,006,980
Robert L. Seelig	2/25/16	WTM Performance Shares	-	-	-	0	2,000	4,000	-	-	-	1,527,860
	2/25/16	WTM Restricted Shares	-	-	-	-	-	-	2,000	-	-	1,527,860
Reid T. Campbell	2/25/16	WTM Performance Shares	-	-	-	0	2,000	4,000	-	-	-	1,527,860
	2/25/16	WTM Restricted Shares	-	-	-	-	-	-	2,000	-	-	1,527,860

(a) Messrs. Foy, Rountree, Seelig and Campbell were granted WTM performance shares for the 2016-2018 performance cycle. Mr. Rountree was also granted 3,000 WTM performance shares for the 2015-2017 performance cycle. For the 2016-2018 performance cycle, the Compensation Committee established that annual growth in WTM's intrinsic business value per share of 0% or less (Threshold) would result in no payout, annual growth in intrinsic business value per share of 4% would result in a target payout of 100% and annual growth in intrinsic business value per share of 8% or more (Maximum) would result in a payout of 200%. For the 2015-2017 performance cycle, the Committee established that annual growth in WTM's intrinsic business value per share of 2% or less (Threshold) would result in no payout, annual

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growth in intrinsic business value per share of 8% would result in a target payout of 100% and annual growth in intrinsic business value per share of 14% or more (Maximum) would result in a payout of 200%.

- (b) Messrs. Barrette, Foy, Rountree, Seelig and Campbell were granted WTM restricted shares that vest on January 1, 2019. Mr. Rountree was also granted 750 WTM restricted shares that vest on January 1, 2018.
- (c) Represents the grant date fair value (based on a market price on the date of grant) as determined in accordance with ASC Topic 718 without regard to forfeitures. Assuming a maximum 200% payout, the grant date fair value of the performance shares granted to Messrs. Foy, Rountree, Seelig and Campbell would be \$4,490,694, \$9,721,194, \$3,055,720 and \$3,055,720.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End**

The following table presents outstanding equity awards under the WTM Incentive Plan, except as otherwise noted, to the Named Executive Officers as of December 31, 2016:

Name	Type of Award	Option Awards					Stock Awards (b)(c)(d)				
		Number of Securities Underlying Unexercised Options (# Exercisable)	Number of Securities Underlying Unexercised Options (# Unexercisable)	Equity Incentive Plan Awards: Number of Securities Underlying Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)	
Raymond Barrette (a)	WTM Performance Shares	-	-	-	-	-	-	-	10,000	16,761,000	
	WTM Restricted Shares	-	-	-	-	-	5,000	4,180,250	-	-	
	WTM Non-Qualified Options	40,000	-	-	742.00	1/20/17	-	-	-	-	
David T. Foy	WTM Performance Shares	-	-	-	-	-	-	-	5,900	7,455,745	
	WTM Restricted Shares	-	-	-	-	-	8,900	7,440,845	-	-	
G. Manning Rountree	WTM Performance Shares	-	-	-	-	-	-	-	5,900	7,455,745	
	WTM Restricted Shares	-	-	-	-	-	8,150	6,813,808	-	-	
Robert L. Seelig	WTM Performance Shares	-	-	-	-	-	-	-	4,500	5,864,350	
	WTM Restricted Shares	-	-	-	-	-	6,625	5,538,831	-	-	
Reid T. Campbell	WTM Performance Shares	-	-	-	-	-	-	-	4,500	5,864,350	
	WTM Restricted Shares	-	-	-	-	-	6,750	5,643,338	-	-	
		-	-	-	-	-	-	-	1,200	2,011,320	

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Allan L. Waters	WTM Performance Shares									
	WTM Restricted Shares	-	-	-	-	-	2,400	2,006,520	-	-

- (a) In connection with his retirement, Mr. Barrette received a cash payment equal to approximately \$21 million and his unvested WTM performance shares and WTM restricted shares were canceled. See Compensation Discussion and Analysis.
- (b) Equity incentive plan awards not yet vested at December 31, 2016 for Mr. Barrette include 10,000 target WTM performance shares for the 2015-2017 performance cycle. Equity incentive plan awards not yet vested at December 31, 2016 for Messrs. Foy, Rountree, Seelig and Campbell include 2,900, 2,900, 2,000 and 2,000 target WTM performance shares, respectively, for the 2016-2018 performance cycle and 3,000, 3,000, 2,500 and 2,500 target WTM performance shares, respectively, for the 2015-2017 performance cycle. Equity incentive plan awards not yet vested at December 31, 2016 for Mr. Waters include 1,200 target WTM performance shares for the 2015-2017 performance cycle. Payout values for WTM performance shares are shown at 100% of target for the 2016-2018 performance cycle and 200% of target for the 2015-2017 performance cycle and based on the December 31, 2016 closing market price (\$836.05) including dividends declared since the grant date.
- (c) Stock awards not yet vested at December 31, 2016 for Mr. Barrette include 5,000 WTM restricted shares that vest on January 1, 2019. Stock awards not yet vested at December 31, 2016 for Messrs. Foy, Rountree, Seelig and Campbell include 2,900, 2,900, 2,000 and 2,000 WTM restricted shares, respectively, that vest on January 1, 2019, 3,000, 3,000, 2,500 and 2,500 WTM restricted shares, respectively, that vest on January 1, 2018, and 3,000, 2,250, 2,125 and 2,250 WTM restricted shares, respectively, that vested on January 1, 2017. Stock awards not yet vested at December 31, 2016 for Mr. Waters include 1,200 WTM restricted shares that vest on January 1, 2018 and 1,200 WTM restricted shares that vested on January 1, 2017. Market values are based on the December 31, 2016 closing market price (\$836.05).
- (d) Excludes WTM performance shares for the 2014-2016 performance cycle, which vested on December 31, 2016. See Option Exercises and Stock Vested.

Table of Contents**Option Exercises and Stock Vested**

The following table presents option exercises and stock awards vested in 2016 for certain Named Executive Officers.

Name	Option Awards Exercised		Type of Award	Stock Awards Vested	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)		Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Raymond Barrette	(a) 85,000	8,799,240	WTM Performance Shares	(b) 8,170	7,712,562
David T. Foy	-	-	WTM Performance Shares	(b) 2,280	2,152,343
G. Manning Rountree	-	-	WTM Restricted Shares	(c) 3,375	2,452,984
Robert L. Seelig	-	-	WTM Performance Shares	(b) 1,710	1,614,257
Reid T. Campbell	-	-	WTM Restricted Shares	(c) 2,250	1,635,323
Allan L. Waters	-	-	WTM Performance Shares	(b) 1,710	1,614,257
			WTM Restricted Shares	(c) 2,250	1,635,323
			WTM Performance Shares	(b) 912	860,937
			WTM Restricted Shares	(c) 1,335	970,291

- (a) On May 5, 2016, Mr. Barrette exercised 5,000 non-qualified options to acquire the Company's common shares that were granted to him on January 20, 2007 at a strike price of \$742 per option. During the fourth quarter of 2016, Mr. Barrette exercised 80,000 additional non-qualified options and in exchange received 9,930 common shares, which had a market value equal to the intrinsic value of those options. The value realized on exercise represents the total intrinsic value for all non-qualified options exercised, which was determined based on the market price of the Company's common shares on the exercise date less the strike price of \$742 per option.
- (b) Represents 10,750, 3,000, 2,250, 2,125, 2,250 and 1,200 target WTM performance shares awarded for the 2014-2016 performance cycle to Messrs. Barrette, Foy, Rountree, Seelig, Campbell and Waters, respectively, which became fully vested on December 31, 2016 at 76% of target. Value realized on vesting is based on the average of the high and the low market values of common shares on March 1, 2017, as determined by the Compensation Committee, plus dividends declared since the cycle was granted in 2014.
- (c) The amounts represent WTM restricted shares that vested on January 1, 2016.

**Pension Benefits**

The following table presents the present value of accumulated benefits payable as of December 31, 2016 under the OneBeacon Pension Plan and the OneBeacon Excess Plan for the only participating Named Executive Officer. The table includes the number



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of years of service credited to the Named Executive Officer, determined using interest rate and mortality rate assumptions consistent with those used in the Company's financial statements. The other Named Executive Officers did not participate in any defined pension plans sponsored by White Mountains.

Name	Plan Name (a)	Number of Years Credited Service (#) (b)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$) (c)
Reid T. Campbell	OneBeacon Pension Plan	1.6	-	24,236
	OneBeacon Excess Plan	1.6	6,489	-

- (a) The OneBeacon Pension Plan and OneBeacon Excess Plan were frozen effective December 31, 2002. White Mountains does not sponsor any other defined benefit pension plans.
- (b) Due to the freeze, Mr. Campbell's number of years of credited service and average annual compensation remain the same as they were on December 31, 2002.
- (c) On March 24, 2016, Mr. Campbell was paid a single lump sum as part of the termination of the OneBeacon Pension Plan.

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**Nonqualified Deferred Compensation**

The Named Executive Officers do not participate in any nonqualified deferred compensation plans sponsored by White Mountains in 2016.

**Potential Payments Upon Termination or Change in Control**

**Employment and Severance Agreements**

We have no employment agreements with our Named Executive Officers although from time to time we have entered into short-term arrangements with newly hired executives governing their compensation and severance for a period of up to their first three years with the Company.

**Long-Term Incentive Plans**

Under our long-term incentive plans, certain events, such as retirement, death or disability, or the occurrence of both a change in control of the Company (or a business unit, as applicable) and an involuntary or constructive employment termination or materially adverse amendments to such plans, WTM restricted shares become vested and performance shares become payable in full or in part. Below is a description of the payments to which each of our Named Executive Officers would be entitled assuming in each case that such events occurred on December 31, 2016.

*Voluntary Termination of Employment*

Had any of our Named Executive Officers voluntarily terminated their employment on December 31, 2016, their unvested long-term incentive grants would have been cancelled and payments, if any, in respect of those cancelled grants would be made at the sole discretion of the Compensation Committee.

*Involuntary Termination of Employment*

Had any of our other Named Executive Officers been terminated without cause on December 31, 2016, their outstanding long-term incentive grants would have been cancelled and payments, if any, in respect of those cancelled grants would be made at the sole discretion of the Compensation Committee.

*Retirement*

Had any of our Named Executive Officers retired on December 31, 2016, their unvested long-term incentive grants would have been cancelled and payments, if any, in respect of those cancelled grants would be made at the sole discretion of the Compensation Committee.

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*Death or Disability*

Had any of our Named Executive Officers, except for Mr. Waters, died or become disabled on December 31, 2016, they would have been entitled to pro rata vesting of their performance shares and full vesting of their restricted shares. Mr. Barrette also would have been entitled to exercise his outstanding non-qualified options. Under this scenario, Messrs. Barrette, Foy, Rountree, Seelig and Campbell would have been entitled to receive \$22,555,704, \$12,447,177, \$11,190,852, \$9,279,596 and \$9,488,983, respectively.

For purposes of computing the amounts above, the WTM performance shares, including the 2014-2016 performance cycle, were shown at 100% of target and pro-rated for time. The WTM performance shares were valued at the December 31, 2016 common share closing market price (\$836.05) including dividends since grant. Restricted shares were valued at the December 31, 2016 common share closing market price. Mr. Barrette's non-qualified options were valued at the difference between the December 31, 2016 common share closing market price and the strike price of \$742 per option.

*Change in Control*

Had both a change in control of the Company (or a business unit, as applicable) and an involuntary termination, constructive termination or materially adverse amendments to our long-term incentive plans occurred on December 31, 2016, our Named Executive Officers, except for Mr. Waters, would have been entitled to full vesting of their performance shares at up to 200% of target and full vesting of their restricted shares. Mr. Barrette also would have been entitled to exercise his outstanding non-qualified options. Under this scenario, Messrs. Barrette, Foy, Rountree, Seelig and Campbell would have been entitled to receive up to \$42,742,825, \$22,358,335, \$20,472,723, \$16,643,244 and \$16,957,513, respectively.

For purposes of computing the amounts above, the WTM performance shares, including the 2014-2016 performance cycle, were shown at 200% of target and fully vested. The WTM performance shares were valued at the December 31, 2016 common share closing market price (\$836.05) including dividends since grant. Restricted shares were valued at the December 31, 2016 common share closing market price. Mr. Barrette's non-qualified options were valued at the difference between the December 31, 2016 common share closing market price and the strike price of \$742 per option.

Our long-term incentive plans do not provide for tax gross-ups for excess parachute payments that may result from a change in control.

Table of Contents**Director Compensation**

The following table summarizes director compensation for 2016 (for directors other than Named Executive Officers):

Director	Fees Paid in Cash (a) (\$)	Stock Awards (b) (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compen- sation (c) (\$)	Total (\$)
Yves Brouillette	24,430	351,693	-	-	-	-	376,123
Morgan W. Davis	228,000	242,547	-	-	-	189,500	660,047
A. Michael Frinquelli	205,000	202,123	-	-	-	-	407,123
Edith E. Holiday	205,000	202,123	-	-	-	10,000	417,123
Lowndes A. Smith	269,000	202,123	-	-	-	278,500	749,623
Gary C. Tolman	139,000	202,123	-	-	-	-	341,123

- (a) Named Executive Officers do not receive any additional compensation for their role as a director. As of May 26, 2016, meeting fees for non-management directors were eliminated and the annual retainer increased to \$135,000. Additional retainers in the following amounts are provided to those directors serving in the following roles: Chairman of the Audit Committee (\$100,000), Deputy Chairman (\$50,000), Chairman of any other Board committee (\$25,000) and members of the Audit Committee (\$15,000). Retainers were paid in cash except for Mr. Brouillette who received an equivalent value in common shares. Retainers relate to the twelve-month period from May 2016 through April 2017, inclusive, and are typically pro-rated for partial year service. Prior to May 26, 2016, when meeting fees were eliminated, each non-management director received Board and Board committee meeting fees of \$4,000 per meeting when such meetings were attended in person and \$2,000 per meeting when such meetings were attended by telephone.
- (b) On May 26, 2016, all non-management directors received an annual grant of 250 common shares, except for Mr. Davis who received 300 common shares for his role as Deputy Chairman of the Board. Mr. Brouillette received additional common shares for payment of his retainer. All common shares issued were valued at \$808.49 per share, the market price on the date the shares were granted.
- (c) Amount shown for Mr. Davis represents \$89,000 in director compensation paid to him as a director of OneBeacon, \$60,000 in fees paid to him to serve as the Company's representative on the Board of Compare.com, \$40,000 in fees paid to him as a director of MediaAlpha and \$500 in matching payments from a company-sponsored charitable gift program. Amount shown for Ms. Holiday represents \$10,000 in matching payments from a company-sponsored charitable gift program. Amount shown for Mr. Smith represents \$278,500 in director compensation paid to him as the Chairman of OneBeacon.

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TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS

**Share Repurchases from Related Parties**

During 2016, the Company repurchased shares from Franklin Mutual Advisers in two transactions. On April 19, 2016, the Company repurchased 325,000 WTM common shares for \$807.00 per share, the market price at the time the agreement was reached. On September 15, 2016, the Company repurchased 305,000 WTM common shares for \$820.00 per share, the market price at the time the agreement was reached.

***Review, Approval or Ratification of Transactions with Related Persons***

The Company's Audit Committee Charter states that the Audit Committee shall approve any related or affiliated person transactions and review disclosures thereof. In determining whether to approve or reject a related person transaction, the Audit Committee takes into account, among other factors it deems appropriate, whether the proposed transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related persons' economic interest in the transaction. For purposes of Audit Committee approval, a related person transaction is defined as any transaction that is required to be reported under Item 404 of SEC Regulation S-K.

During 2016, the Audit Committee approved all Transactions with Related Persons occurring since the beginning of the Company's calendar year.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2016, with respect to the common shares that may be issued under the Company's existing incentive compensation plans. Performance shares awarded under the WTM Incentive Plan are typically paid in cash, though they may be paid in the Company's common shares at the election of the Board or a Committee of the Board. For that reason, these plans are listed in the Equity Compensation Plan Table below. Grants made under the OneBeacon Incentive Plan (which are payable in OneBeacon common shares) are excluded from this table.

Plan category	(1)	(2)	(3)
	Number of securities that may be issued upon exercise or vesting of outstanding options, warrants and rights at target	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (1))

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Equity compensation plans  
approved by security holders - WTM  
Incentive Plan:

816,868 (a)

Performance shares 88,892 (b) \$ 0

- (a) Under NYSE rules, common shares remain available for issuance when the Company pays cash or establishes deferred compensation balances in the settlement of its performance share obligations (which is typically the case) rather than issuing common shares. However, the Compensation Committee has taken a more conservative approach by counting the number of shares granted at target against an inventory available for grant. Under the Company's approach, as of April 19, 2017, 94,884 common shares remained available for grant at target under the WTM Incentive Plan, which could result in up to 189,768 common shares being issued.
- (b) Represents the target amount of WTM performance shares. The number of WTM common shares earned could be 0x to 2x the target number granted and, although typically in cash, may be paid in WTM common shares at the discretion of the Compensation Committee.

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AUDIT COMMITTEE REPORT

In connection with the audit of the Company's financial statements for the year ended December 31, 2016, the Audit Committee has: (1) reviewed and discussed with management and PwC the Company's audited financial statements for the year ended December 31, 2016, management's assessment of the effectiveness of the Company's internal control over financial reporting and PwC's audit of the Company's internal control over financial reporting; (2) reviewed and discussed with PwC the matters required by Statement of Auditing Standards No. 61, as amended; and (3) received the written disclosures and the letter from PwC required by the applicable Public Company Accounting Oversight Board rules and discussed with PwC their independence.

Based on these reviews and discussions, the Audit Committee determined that the non-audit fees billed by PwC for services performed in 2016 and 2015 (as presented herein) are compatible with maintaining their independence. Further, the Audit Committee recommended to the Board that the audited financial statements be included in the Annual Report on Form 10-K for filing with the SEC and for presentation to the Members at the 2017 Annual Meeting.

Management is responsible for the preparation, presentation and integrity of the Company's consolidated financial statements as well as for establishing and maintaining adequate internal control over financial reporting. The Company's independent registered public accounting firm, PwC, is responsible for expressing its opinion on the conformity of the Company's audited financial statements with Generally Accepted Accounting Principles (GAAP). In addition, PwC is responsible for expressing its opinion on the effectiveness of the Company's internal control over financial reporting. It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with GAAP; that, as described above, is the responsibility of management and PwC. In giving its recommendation to the Board, the Audit Committee has relied on (1) management's representation that such financial statements have been prepared with integrity and objectivity and in conformity with GAAP and (2) the reports of PwC with respect to such financial statements.

The Audit Committee has established a Charter which outlines its primary duties and responsibilities. The Audit Committee Charter, which has been approved by the Board, is reviewed at least annually, is updated as necessary and is available for viewing at [www.whitemountains.com](http://www.whitemountains.com).

Lowndes A. Smith, Chairman

Yves Brouillette

A. Michael Frinquelli

Edith E. Holiday



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## PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Audit Committee, pursuant to its policy, pre-approves the scope and fees for all services performed by PwC. Annually, the Audit Committee receives and pre-approves a written report from PwC describing the elements expected to be performed in the course of its audit of the Company's financials. All other audit, audit-related and non-audit-related services rendered by PwC also require pre-approval, which may be granted in accordance with the provisions of the policy either (a) at a meeting of the full Audit Committee, (b) on an interim basis by the Chairman of the Audit Committee, provided that the requested services are not expressly prohibited and are ratified by the full Audit Committee at its next regularly scheduled meeting, or (c) on a per-project basis through specific compliance with pre-approved definitions of services that do not exceed per-project limits established by the Audit Committee, provided that any such services are authorized by the Company's General Auditor or his/her designee and that the General Auditor makes a full report of all services pre-approved per the policy at the next regularly scheduled Committee meeting.

It is the intent of the policy to assure that PwC's performance of audit, audit-related and non-audit-related services are consistent with all applicable rules on auditor independence. As such, services expressly prohibited by the Audit Committee under its policy include bookkeeping or other services related to the accounting records or financial statements of the Company or its subsidiaries; financial information systems design and implementation; appraisal and valuation services; fairness opinions; contribution-in-kind reports; certain actuarial services; internal audit outsourcing services; management functions; human resources; broker-dealer, investment advisor or investment banking services; legal services; and expert services unrelated to the audit. All services performed by PwC during 2016 and 2015 were pre-approved in accordance with the policy described above.

The services performed by PwC in 2016 and 2015 are described below. PwC does not provide any services to the Company prohibited under applicable laws and regulations, such as financial information systems design and implementation. From time to time, PwC may perform permissible consulting services for the Company, provided they have been pre-approved in accordance with the policy described above. To the extent consulting services are provided by PwC, they are closely monitored and controlled by both management and the Audit Committee to ensure that their nature and extent do not interfere with the independence of PwC. The independence of PwC is also considered annually by the Audit Committee.

The following table sets forth the approximate aggregate fees billed by PwC for professional services provided in 2016 and 2015:

	2016 (e)	2015 (e)
Audit Fees (a)	\$ 3,948,265	\$ 6,001,594
Audit-Related Fees (b)	33,850	143,062
Tax Fees (c)	876,187	657,726
All Other Fees (d)	269,279	159,319

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- (a) The fees in this category were for professional services rendered in connection with (1) the audits of the Company's annual financial statements, including the Company's internal control over financial reporting, included in the Company's Annual Report on Form 10-K, (2) the review of the Company's quarterly financial statements included in its Quarterly Reports on Form 10-Q, (3) audits of the Company's subsidiaries that are required by statute or regulation, and (4) services that generally only the Company's independent registered public accounting firm reasonably can provide, such as comfort letters and consents.
- (b) The fees in this category were for professional services rendered in connection with (1) accounting and reporting consultations related to certain transactions and (2) actuarial certifications of loss reserves.
- (c) The fees in this category were for professional services rendered in connection with tax strategy assistance and tax compliance services.
- (d) The fees in this category were for (1) advisory services in connection with the establishment of international operations and international regulatory requirements and (2) access to PwC's proprietary technical research and tax filing software.
- (e) The fees reported include expense reimbursements of \$223,435 and \$565,914 in 2016 and 2015, respectively.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Pursuant to SEC rules relating to the reporting of changes in beneficial ownership of common shares, the executive officers, directors and greater than 10% Members are believed to have filed all reports required under Section 16(a) of the Exchange Act on a timely basis during 2016 with the exception of one transaction reported on Form 4 for J. Brian Palmer, which was filed after the deadline for such filing.

***PROPOSAL 2***

ELECTION OF DIRECTORS OF  
HG RE LTD.

Bye-law 77 of the Company provides that the Board of Directors of any designated subsidiary of the Company, such as HG Re, be elected by the Company's Members.

Proposal 2 calls for the election of Messrs. Kevin Pearson (age 52, President of HG Global) and John Sinkus (age 51, Assistant Secretary of WTM) and Mmes. Jennifer Pitts (age 51, Corporate Secretary) and Christine Repasy (age 60, General Counsel of WMA) to the Board of Directors of HG Re.

None of the director nominees will receive any compensation for their services as a director of HG Re.

**The Board recommends a vote FOR Proposal 2 which calls for the election of the director nominees of HG Re.**

***PROPOSAL 3***

ELECTION OF DIRECTORS OF  
ANY NEW DESIGNATED SUBSIDIARY OF WTM

Bye-law 77 of the Company provides that the Board of Directors of any designated subsidiary of the Company be elected by the Company's Members.

Proposal 3 calls for the election of Messrs. Campbell, Pearson and Rountree and Ms. Pitts to the Board of Directors of any new designated subsidiary that may be formed by the Company prior to the next Annual General Meeting.

None of the nominees will receive any compensation for their services as a director of any such company.

**The Board recommends a vote FOR Proposal 3 which calls for the election of the director nominees of any new designated company or subsidiary.**

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**PROPOSAL 4**

ELECTION OF DIRECTORS OF  
SPLIT ROCK INSURANCE, LTD.

Bye-law 77 of the Company provides that the Board of Directors of any designated subsidiary of the Company, such as Split Rock, be elected by the Company's Members.

Proposal 4 calls for the election of Messrs. Christopher Garrod, (age 45, Director of Conyers, Dill & Pearman Limited), Pearson and John Treacy (age 53, Chief Accounting Officer and Treasurer of OneBeacon) and Ms. Sarah Kolar (age 41, Deputy General Counsel and Secretary of OneBeacon) to the Board of Directors of Split Rock.

None of the director nominees will receive any compensation for their services as a director of Split Rock.

**The Board recommends a vote FOR Proposal 4 which calls for the election of the director nominees of Split Rock.**

**PROPOSAL 5**

ELECTION OF DIRECTORS OF  
GRAND MARAIS CAPITAL LIMITED

Bye-law 77 of the Company provides that the Board of Directors of any designated subsidiary of the Company, such as Grand Marais, be elected by the Company's Members.

Proposal 5 calls for the election of Mmes. Sarah Kolar and Davinia Smith (age 38, Director of Alter Domus) and Mr. Jonah Pfeffer (age 42, Managing Director of OneBeacon) to the Board of Directors of Grand Marais.

None of the director nominees will receive any compensation for their services as a director of Grand Marais.

**The Board recommends a vote FOR Proposal 5 which calls for the election of the director nominees of Grand Marais.**

***PROPOSAL 6***

ELECTION OF DIRECTORS OF

ANY NEW DESIGNATED SUBSIDIARY OF ONEBEACON

Bye-law 77 of the Company provides that the Board of Directors of any designated subsidiary of the Company be elected by the Company's Members.

Proposal 6 calls for the election of Messrs. Paul McDonough, (age 52, Chief Financial Officer of OneBeacon), Pearson and Treacy and Ms. Kolar to the Board of Directors of any new designated subsidiary of OneBeacon that may be formed by the Company prior to the next Annual General Meeting.

None of the nominees will receive any compensation for their services as a director of any such company.

**The Board recommends a vote FOR Proposal 6 which calls for the election of the director nominees of any new designated company or subsidiary.**

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**PROPOSAL 7**

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Pursuant to Section 14A of the Securities Exchange Act of 1934, in this Proposal 7 we are asking you to provide approval, on an advisory basis, of the compensation of the named executive officers as disclosed in the section of this proxy statement titled Executive Compensation . You are being asked to vote on the following advisory resolution:

RESOLVED, that the compensation paid to the Company s named executive officers, as disclosed in the company s proxy statement dated April 19, 2017, pursuant to Item 402 of Regulation S-K, including the Compensation Discussion & Analysis, compensation tables and narrative discussion, is hereby APPROVED.

The Board of Directors believes that the compensation policies and practices described in the Compensation Discussion & Analysis are effective in achieving the Company s primary goal of maximizing shareholder value over long periods of time, as well as motivating and retaining our key executives. The compensation of our named executive officers is heavily weighted toward variable long-term compensation, the value of which is tied to performance over a number of years.

We urge you to read the Compensation Discussion & Analysis, beginning on page 12 of this proxy statement, as well as the 2016 summary compensation table and related compensation tables and narrative, beginning on page 19, which provide detailed information on the Company s compensation policies and practices and the compensation of our named executive officers.

Although the vote is non-binding, the Board of Directors and the Compensation Committee will review and consider the voting results when evaluating our executive compensation program.

**The Board recommends a vote FOR Proposal 7 which calls for the approval of the advisory resolution on executive compensation.**

**PROPOSAL 8**

ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

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Pursuant to Section 14A of the Securities Exchange Act of 1934, in this Proposal 8 we are required to ask you to vote on whether future advisory votes on named executive officer compensation should occur every year, every two years or every three years. You are able to specify one of four choices on your proxy card: 1YR, 2YRS, 3YRS or ABSTAIN. You are not voting to approve or disapprove the Board's recommendation. This advisory vote on the frequency of future advisory votes on executive compensation is non-binding. The Company currently holds annual, non-binding, advisory votes on executive compensation.

The Board understands that there are differing views as to what is an appropriate frequency for advisory votes on executive compensation. Based on shareholder feedback, we believe that a significant portion of our investors would prefer an annual advisory vote on executive compensation. After careful consideration, the Board is recommending that you vote for holding the advisory vote on executive compensation every year. We expect the next advisory vote on executive compensation to take place at our 2018 Annual General Meeting.

**The Board recommends that you vote for the option 1YR for the frequency of future advisory votes on executive compensation.**



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**PROPOSAL 9**

APPROVAL OF THE APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017

Subject to Member approval, the Audit Committee of the Board has appointed PwC as the Company's independent registered public accounting firm for 2017. Further, Members are being asked to authorize the Audit Committee to negotiate and fix the remuneration to be paid to PwC in connection with its service. Representatives from PwC will attend the 2017 Annual Meeting, will be provided with the opportunity to make a statement and will be available to answer appropriate questions.

**The Board recommends a vote FOR Proposal 9 approving the appointment of PwC as the Company's Independent Registered Public Accounting Firm for 2017.**

**OTHER MATTERS**

***Manner of Voting Proxies***

Common shares represented by all valid proxies received will be voted in the manner specified in the proxies. Where specific choices are not indicated, the common shares represented by all valid proxies received will be voted in accordance with the Board's recommendation for each of the proposals named earlier in this Proxy Statement.

In the case of common shares held in employee benefit plans, the trustee will typically vote all common shares within such plans in direct proportion to those common shares actually voted by plan participants.

Should any matter not described above be acted upon at the meeting, the persons named in the proxy card will vote in accordance with their judgment. The Board knows of no other matters which are to be considered at the 2017 Annual Meeting.

***Votes Required for Approval***

With respect to the election of directors, the nominees will be elected if the number of votes cast for such director exceeds the number of votes cast against that director. If a director in an uncontested election receives less than a simple majority of votes cast for his election, the director is required to submit a letter of resignation to the Board of Directors, which the Board may either accept or reject in accordance with the Company's Bye-laws. The majority vote standard is not applicable to contested director elections, which are determined by a plurality of the votes cast. A plurality of votes cast means that the proposed director receiving the highest number of affirmative votes is elected, irrespective of how small the number of affirmative votes is in comparison to the total number of shares voted. The other proposals require the affirmative vote of a majority of the voting power held by holders of common shares present at the 2017 Annual General Meeting, in person or by proxy, provided a quorum is present.

***Inspectors of Election***

Computershare Trust Company, N.A., P.O. Box 43023, Providence, Rhode Island 02940-3023, has been appointed as Inspectors of Election for the 2017 Annual Meeting. Representatives of Computershare will attend the Annual Meeting and receive votes and ballots, supervise the counting and tabulating of all votes and ballots and determine the results of the vote.

***Costs of Solicitation***

The solicitation of proxies will be made primarily by mail; however, directors, officers, employees and agents of the Company may also solicit proxies by telephone, internet or personal interview. Solicitation costs will be paid by the Company. Upon request, the Company will reimburse banks, brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding proxy materials to their principals.

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***Delivery of Documents to Members Sharing an Address***

SEC regulations permit a single set of the Annual Report and Proxy Statement to be sent to any household at which two or more shareholders reside if they appear to be members of the same family. Each Member will continue to receive a separate proxy card. This procedure, referred to as house-holding, reduces the volume of duplicate information shareholders receive and reduces our mailing and printing costs. Those Members who desire additional copies of this document or would like to receive separate copies of this document in the future should contact their bank, broker or other holder of record or the Corporate Secretary at the address presented under Available Information below.

***Available Information***

The Company is subject to the informational reporting requirements of the Exchange Act. In accordance therewith, the Company files reports, proxy statements and other information with the SEC. **The Company will provide to any Member, upon request and without charge, copies of all documents (excluding exhibits unless specifically requested) filed by the Company with the SEC as well as the Charter of any of the Company's various committees of the Board. Written or telephone requests should be directed to the Corporate Secretary, White Mountains Insurance Group, Ltd., A.S. Cooper Building, 26 Reid Street, Hamilton HM 11, Bermuda, telephone number (441) 278-3160. Additionally, all such documents are physically available at the Company's registered office at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and are available at [www.whitemountains.com](http://www.whitemountains.com) shortly after such material is electronically filed with or furnished to the SEC.**

***Availability of Proxy Materials***

Proxy materials for the 2017 Annual General Meeting, including the Chairman's Letter, Notice of 2017 Annual General Meeting of Members and Proxy Statement and the 2016 Management Report are available online for viewing and downloading at: [www.edocumentview.com/wtm](http://www.edocumentview.com/wtm).

***Offices of the Company***

The Company's headquarters is located at A.S. Cooper Building, 26 Reid Street, Hamilton HM 11, Bermuda, its principal executive office is located at 80 South Main Street, Hanover, New Hampshire 03755, and its registered office is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

***Proposals by Members for the 2018 Annual Meeting of Members***

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Member proposals (other than proposals nominating director candidates for which the procedures for are outlined on page 8) must be received in writing by the Secretary of the Company no later than Thursday, December 20, 2017 and must comply with the requirements of SEC Rule 14a-8 promulgated under the Securities Exchange Act in order to be considered for inclusion in the Company's proxy statement relating to the Annual Meeting to be held in 2018.

By Order of the Board of Directors,

*Jennifer L. Pitts,*

Corporate Secretary

























