

1. Will the officers or board of directors of NNIC undergo any changes as a result of the proposed acquisition of control?

No. As a result of the proposed change of control, there are no plans to change the officers or directors of NNIC or its affiliate, Compass.

2. Are there any commitments or understandings between the executive management team of SOBC Holdings Limited or NNIC and Sandell Holdings Ltd. or its principals regarding any business arrangements with, or service to be provided to, NNIC or its wholly-owned subsidiary, Compass Insurance Company?

The relationship between SOBC and Sandell will allow SOBC to fully leverage the investment expertise of Sandell. Sandell has a history of achieving better than market returns for their statutory investments. As a result, effective January 1, 2017, SOBC has engaged Sandell Asset Management Corporation to manage all of the investments of the SOBC group companies. Sandell Asset Management Corporation is a Florida based affiliate of Sandell Holdings. Attached are copies of the Investment Management Agreement between Sandell Asset Management Corporation and NNIC.

Other than the management of invested assets, there are no other commitments or understandings between the executive management team of SOBC Holdings Limited or NNIC and Sandell Holdings Ltd. or its principals regarding any business arrangements with, or service to be provided to, NNIC or its wholly-owned subsidiary, Compass.

3. Is it anticipated that Sandell Holdings Ltd., its affiliates, its officers, or directors, or entities under the control of its officers and directors will provide investment services or advice to NNIC or Compass Insurance Company?

Yes, please see the response to question #2 above.

4. What intercompany agreements, if any, do you anticipate will exist between NNIC and Sandell Holdings Ltd. or interests associated with Sandell Holdings Ltd.'s owners, officers, or directors?

On October 20, 2016, with the full consent of the Board of Directors of SOBC Holdings, the management shareholders of SOBC and Sandell Holdings established SOBC Sandell Holding Company Limited, a Delaware holding company ("SOBC Sandell Holdings"). SOBC Sandell Holdings was created to facilitate the acquisition of PIA Captive Insurance Company, a Montana captive insurance company in run-off. SOBC Sandell Holdings is owned 50% by the management shareholders of SOBC (Mocatta, Whatton,

Johnston, Hodson and Whitcher) and 50% by Sandell Holdings. At the time SOBC Sandell Holdings was created, the parties entered into a Shareholder Agreement to direct the relationship of the shareholders and the management of the company. It is expected that, in the event of regulatory approval, when Sandell Holdings acquires the B Shares of SOBC Holdings, the SOBC Sandell Holdings Shareholder Agreement will be extended to apply between the A and B Shareholders of SOBC Holdings. It is anticipated that, in the event of regulatory approval and completion of the acquisition of the B Shares by Sandell Holdings, the new Board of Directors of SOBC Holdings will mirror the Board of Directors of SOBC Sandell Holdings, with Stephanie Mocatta, Richard Whatton, Brian Johnston, Thomas Hodson, Harry Whitcher, Richard Ecklord and Justin Meadlin acting as directors of the company. A copy of the SOBC Sandell Holdings Shareholder Agreement is attached for your reference.

5. In what other entities does Mr. Lars E. T. Sandell have a 10% or greater ownership interest or otherwise exercise control, whether for himself or on behalf of others?

Please see the attached organization charts, which reflect the organizational interests before and after the proposed investment by Sandell Holdings in the B Shares of SOBC Holdings. Lars E. T. Sandell owns a 97.62% interest in Sandell Holdings Ltd. which, in turn, owns 100% of Sandell Re, a Bermuda based reinsurance company.

6. Please provide a complete, executed copy of the "Agreement to buy B Shares and Loan Notes issued by SOBC Holdings Limited."

The Agreement to buy B Shares and Loan Notes issued by SOBC Holdings Limited was signed in over 40 individual counterparts, one with each seller. Richard Ecklord and the nominee signed different versions. So collectively, to cover all the SPAs, their signatures appear on over 80 different documents. Attached is a representative example signed by Mr. Ecklord and the nominee.

7. Provide a Consent to Jurisdiction on Form AA for Sandell Holdings Ltd.

Form AA is in the process of being signed and the original will be forwarded to you early this coming week.

8. What are the voting, governance and economic rights, and other characteristics of the A shares and B shares of SOBC Holdings Ltd.?

The voting, governance and economic rights, and other characteristics of the A shares and B shares of SOBC Holdings Ltd. are the same as existed upon change of control of NNIC and Compass. Those rights, obligations and characteristics are governed by the Articles of Association of SOBC Holdings Ltd., attached hereto.

9. Who are the officers and directors of Sandell Holdings Ltd.?

Lars E. T. Sandell, Chairman of the Board of Director, CEO

Richard F. Ecklord, Director, President and COO

Jane Morley-Davies, Director

10. What is the breakdown of the £3,567,503.48 in the total consideration between payment for the B shares, loan notes, and any other object for consideration covered by that payment?

Just to clarify, in the Form A, total consideration is identified at \$3,567,503.48. At the 12/31/2016 exchange rate of 1.2345, that amount is equivalent to £2,889,836.76. The breakdown of the total consideration, in GBP, is as follows:

Loan Notes		GBP
	Loan Notes	2,438,633.60
	Accrued interest	121,931.68
	Share premium	248,198.40
Tranche 1	Total to repay loan notes	£2,808,763.68
	B shares	41,366.00
	Deferred shares	8,674.00
	Share warrants	9,928.08
	SOBC Ltd Loan repayment	21,105.00
Tranche 2	Total at Regulatory Approval	81,073.08
	Total	£2,889,836.76

11. If the requirement to make the non-completion payment occurs, would the proceeds be retained by SOBC Holdings Limited or distributed to the holders of the B shares?

Under the terms of the Agreement to buy B Shares and Loan Notes issued by SOBC Holdings Limited, the “Non-Completion Payment” would be paid to the holders of the B Shares.