

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended March 31, 2019

OR

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

For the transition period from to

Commission file number 001-36169

Blue Capital Reinsurance Holdings Ltd.

(Exact Name of Registrant as Specified in Its Charter)

Bermuda
(State or Other Jurisdiction of
Incorporation or Organization)

98-1120002
(I.R.S. Employer
Identification No.)

Waterloo House
100 Pitts Bay Road
Pembroke HM 08
Bermuda
(Address of Principal Executive Offices)

(441) 278-0400
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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

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

As of May 3, 2019, the registrant had 8,767,165 common shares outstanding, with a par value of \$1.00 per share ("Common Shares").

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

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Shares, par value \$1.00 per share	BCRH and BCRH.BH	New York Stock Exchange and Bermuda Stock Exchange

BLUE CAPITAL REINSURANCE HOLDINGS LTD.

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Cautionary Statement Regarding Forward-Looking Statements

Some of the statements under "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report on Form 10-Q may include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"). The PSLRA provides a "safe harbor" for forward-looking statements. These forward looking statements reflect our current views with respect to future events and financial performance. Such statements include forward looking statements with respect to us specifically and the insurance and reinsurance business generally, investments, capital markets and the general economic environments in which we operate. Statements which include the words "expect," "intend," "plan," "believe," "project," "anticipate," "seek," "will," and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the PSLRA or otherwise.

All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements. We believe that these factors include, but are not limited to, the following:

- the fact that we have limited operating history;
- the possibility of severe or unanticipated losses from natural and man-made catastrophes, including those that may result from changes in climate conditions, including global temperatures and expected sea levels;
- the effectiveness of our loss limitation methods;
- our dependence on our Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO"), both of whom are not our direct employees, and our service providers including Blue Capital Management Ltd. (the "Manager") which provides various underwriting, investment and administrative services;
- our ability to effectively execute our business plan and any new ventures that we may enter into;
- continued acceptance of our business strategy, security and financial condition by regulators, brokers and insureds;
- failure by any service provider to carry out its obligations to us in accordance with the terms of its appointment;
- conflicts of interest that could result from our relationships and potential overlaps in business with related parties, including Sompo International Holdings Ltd. (a wholly owned subsidiary of Sompo Holdings, Inc.) ("Sompo International") and its subsidiaries;
- the cyclical nature of the property catastrophe insurance and reinsurance industry;
- the availability of capital and financing, including our ability to raise more equity capital and our ability to release capital from existing obligations to redeploy annually;
- the levels of new and renewal business achieved;
- the availability of opportunities to increase writings within our property and catastrophe lines of business and our ability to capitalize on those opportunities;
- the inherent uncertainty of our risk management process, which is subject to, among other things, industry loss estimates and estimates generated by modeling techniques;
- the inherent uncertainties in establishing loss and loss adjustment expense ("LAE") reserves and unanticipated adjustments to premium estimates;
- changes in the availability, cost or quality of reinsurance or retrocessional coverage;
- general economic and market conditions, including inflation, volatility in the credit and capital markets and conditions specific to the insurance and reinsurance markets in which we operate;
- changes in and the impact of governmental legislation or regulation, including changes in tax laws in the jurisdictions where we conduct business;
- statutory or regulatory developments, including those involving tax policy, reinsurance and other regulatory matters such as the adoption of proposed legislation that would affect Bermuda-headquartered companies or Bermuda-based insurers or reinsurers;
- potential treatment of us as an investment company or a passive foreign investment company for purposes of U.S. securities laws or U.S. federal taxation, respectively;

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- the impact of the United Kingdom's June 2016 referendum on European Union membership and the expected withdrawal of the United Kingdom from the European Union;
- the amount and timing of reinsurance recoveries;
- the effects of competitors' pricing policies, and of changes in laws and regulations on competition, industry consolidation and development of competing financial products;
- the overall level of competition, and the related supply and demand dynamics in our markets relating to growing capital levels in our industry;
- actions by our competitors, many of which are larger or have greater financial resources than we do;
- declining demand due to increased retentions by cedants and other factors;
- acts of terrorism, political unrest, outbreak of war and other hostilities or other non-forecasted and unpredictable events;
- unexpected developments concerning the small number of insurance and reinsurance brokers upon whom we rely for a large portion of revenues;
- the ability of the counterparty institutions with which we conduct business to continue to meet their obligations to us;
- operational risks, including the risk of fraud and any errors and omissions, as well as technology breaches or failures;
- changes in tax regulations or laws applicable to us, our subsidiaries, brokers or customers;
- our dependence as a holding company upon dividends or distributions from our operating subsidiaries; and
- changes in accounting principles or the application of such principles by regulators.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 (the "2018 Form 10-K") as filed with the Securities and Exchange Commission (the "SEC"), including the risk factors set forth in Item 1A thereof. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the dates on which they are made.

PART I - FINANCIAL INFORMATION**Item 1. Financial Statements.****BLUE CAPITAL REINSURANCE HOLDINGS LTD.
CONSOLIDATED BALANCE SHEETS**

(In millions of U.S. dollars, except per share amounts)	March 31, 2019	December 31, 2018
Assets	(Unaudited)	
Cash and cash equivalents	\$ 1.8	\$ 2.2
Reinsurance premiums receivable	7.8	8.9
Deferred reinsurance acquisition costs	—	0.1
Funds held by ceding companies	131.9	150.4
Other assets	2.5	1.7
Total Assets	\$ 144.0	\$ 163.3
Liabilities		
Loss and loss adjustment expense reserves	\$ 38.6	\$ 49.9
Unearned reinsurance premiums	0.3	0.8
Debt	4.0	4.0
Reinsurance balances payable	7.5	16.4
Other liabilities (See Note 6)	2.4	1.5
Total Liabilities	52.8	72.6
Shareholders' Equity		
Common Shares, at par value - 8,767,165 shares issued and outstanding (2018 - 8,767,165)	8.8	8.8
Additional paid-in capital	156.5	157.8
Retained deficit	(74.1)	(75.9)
Total Shareholders' Equity	91.2	90.7
Total Liabilities and Shareholders' Equity	\$ 144.0	\$ 163.3

See notes to the unaudited consolidated financial statements, including Note 6 which describes certain related party transactions.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(In millions of U.S. dollars, except per share amounts)	Three Months Ended March 31,	
	2019	2018
Revenues		
Reinsurance premiums written	\$ 5.4	\$ 12.5
Change in net unearned reinsurance premiums	0.5	(4.9)
Net reinsurance premiums earned	5.9	7.6
Net investment income	0.8	0.4
Total revenues	6.7	8.0
Expenses		
Loss and loss adjustment expenses	1.9	4.5
Reinsurance acquisition costs	2.0	1.9
General and administrative expenses	1.0	1.1
Total expenses	4.9	7.5
Net income and comprehensive income	\$ 1.8	\$ 0.5
Per share amounts:		
Basic and diluted earnings per Common Share	\$ 0.21	\$ 0.06
Dividends declared per Common Share and RSU	0.15	0.30

See notes to the unaudited consolidated financial statements, including Note 6, which describes certain related party transactions.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Three Months Ended March 31, 2019 and 2018

(In millions of U.S. dollars)	Total shareholders' equity	Common Shares, at par value	Additional paid-in capital	Retained deficit
Balance at January 1, 2019	\$ 90.7	\$ 8.8	\$ 157.8	\$ (75.9)
Net income	1.8	—	—	1.8
Dividends declared - Common Shares and RSUs	(1.3)	—	(1.3)	—
Balance at March 31, 2019	\$ 91.2	\$ 8.8	\$ 156.5	\$ (74.1)

(In millions of U.S. dollars)	Total shareholders' equity	Common Shares, at par value	Additional paid-in capital	Retained deficit
Balance at January 1, 2018	\$ 127.1	\$ 8.8	\$ 165.6	\$ (47.3)
Net income	0.5	—	—	0.5
Dividends declared - Common Shares and RSUs	(2.6)	—	(2.6)	—
Balance at March 31, 2018	\$ 125.0	\$ 8.8	\$ 163.0	\$ (46.8)

See notes to the unaudited consolidated financial statements, including Note 6, which describes certain related party transactions.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions of U.S. dollars)	Three Months Ended March 31,	
	2019	2018
Cash flows used in operating activities:		
Net income	\$ 1.8	\$ 0.5
Net change in:		
Loss and loss adjustment expense reserves	(11.3)	(7.9)
Unearned reinsurance premiums	(0.5)	4.9
Reinsurance balances payable	(8.9)	(3.8)
Deferred reinsurance acquisition costs	0.1	(0.7)
Reinsurance premiums receivable	1.1	(1.4)
Funds held by ceding companies	18.5	7.7
Other liabilities	(0.4)	0.2
Other assets	(0.8)	—
Net cash and cash equivalents used in operating activities	(0.4)	(0.5)
Net cash and cash equivalents from investing activities	—	—
Net cash and cash equivalents from financing activities	—	—
Net decrease in cash and cash equivalents during the period	(0.4)	(0.5)
Cash and cash equivalents - beginning of period	2.2	6.0
Cash and cash equivalents - end of period	\$ 1.8	\$ 5.5

See notes to the unaudited consolidated financial statements, including Note 6, which describes certain related party transactions.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
Notes to the Unaudited Consolidated Financial Statements
(in millions of United States dollars, except share and per
share amounts or as otherwise indicated)

NOTE 1. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation and Overview

Blue Capital Reinsurance Holdings Ltd. (the "Company" or the "Registrant") is a Bermuda exempted limited liability company that, through its subsidiaries (collectively "Blue Capital"), offers collateralized reinsurance in the property catastrophe market and invests in various insurance-linked securities. The Company was incorporated under the laws of Bermuda on June 24, 2013, and commenced its operations on November 12, 2013. The Company's headquarters and principal executive offices are located at Waterloo House, 100 Pitts Bay Road, Pembroke, HM 08, Bermuda, which is also our registered office.

The unaudited consolidated financial statements incorporated in this report on Form 10-Q have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP. These interim unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements contained in the 2018 Form 10-K. In the opinion of management, these interim unaudited consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary to fairly present the Company's financial position, results of operations and cash flows. The unaudited consolidated financial statements include the accounts of the Registrant and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. These interim unaudited consolidated financial statements may not be indicative of financial results for the full year. The December 31, 2018 consolidated balance sheet data was derived from audited consolidated financial statements, but does not include all of the disclosures required by GAAP.

There were no material changes in the Company's significant accounting and reporting policies subsequent to the filing of the 2018 Form 10-K.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues earned and expenses incurred during the period. Actual results could differ materially from those estimates. The significant estimates reflected in these interim unaudited consolidated financial statements include, but are not limited to, loss and LAE reserves and written and earned reinsurance premiums. Estimates and assumptions are periodically reviewed and the effects of revisions are recorded in the consolidated financial statements in the period that they are determined to be necessary.

The Company operates as a single business segment through its wholly-owned subsidiaries: (i) Blue Capital Re Ltd. ("Blue Capital Re"), a Bermuda Class 3A insurer which provides collateralized reinsurance; and (ii) Blue Capital Re ILS Ltd. ("Blue Capital Re ILS"), a Bermuda exempted limited liability company which conducts hedging and other investment activities, including entering into industry loss warranties and related instruments, in support of Blue Capital Re's operations. Blue Capital leverages the reinsurance underwriting expertise and infrastructure of Sampo International and its various subsidiaries, including Blue Capital Management Ltd. (the "Manager"), to conduct its business. Sampo Holdings, Inc. is the ultimate beneficial owner of 33.2% of the Company's outstanding Common Shares through its ownership of Sampo International.

Subject to the discretion of the Company's board of directors (the "Board"), the Company intends to continue to distribute through dividends or repurchases of Common Shares a minimum of 90% of its annual Distributable Income to its holders of Common Shares and RSUs. "Distributable Income," a non-GAAP measure, means GAAP net income plus (minus) non-cash expenses (revenues) recorded in net income for the period.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
Notes to the Unaudited Consolidated Financial Statements
(in millions of United States dollars, except share and per
share amounts or as otherwise indicated)

NOTE 2. Loss and LAE Reserve Movements

The following table summarizes Blue Capital's loss and LAE reserve movements for the three months ended March 31, 2019 and 2018.

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Gross and net unpaid loss and LAE reserves- beginning	\$ 49.9	\$ 43.4
Losses and LAE incurred:		
Current year losses	1.3	0.8
Prior year losses	0.6	3.7
Total incurred losses and LAE	1.9	4.5
Losses and LAE paid and approved for payment:		
Current year losses	—	—
Prior year losses	13.2	12.4
Total losses and LAE paid and approved for payment	13.2	12.4
Gross and net unpaid loss and LAE reserves- ending	\$ 38.6	\$ 35.5

Loss and LAE reserves are comprised of case reserves (which are based on claims that have been reported) and incurred but not reported ("IBNR") reserves (which are based on losses that are believed to have occurred but for which claims have not yet been reported and may include a provision for expected future development on existing case reserves). Case reserves are set on the basis of loss reports received from third parties. IBNR reserves are estimated by management using various actuarial methods as well as a combination of the Manager's own loss experience, historical industry loss experience and management and the Manager's professional judgment.

The uncertainties inherent in the reserving process and potential delays by cedants and brokers in the reporting of loss information, together with the potential for unforeseen adverse developments, may result in loss and LAE reserves ultimately being significantly greater or less than the reserve provided at the end of any given reporting period. Loss and LAE reserve estimates are regularly reviewed and updated as new information becomes known. Any resulting adjustments are reflected in income in the period in which they become known.

Blue Capital Re's reserving process is highly dependent on loss information received from its cedants and the Manager.

During the three months ended March 31, 2019, Blue Capital Re's estimated ultimate loss for prior period accident years was increased by \$0.6 million due to the emergence of claims exceeding previous estimates of losses and LAE related to 2018 catastrophe events, primarily Typhoon Jebi. During the three months ended March 31, 2018 we recognized \$3.7 million of adverse loss and LAE reserve development for estimated losses incurred during 2017, primarily Hurricane Irma, which made landfall in the U.S. in September 2017.

NOTE 3. Basic and Diluted Earnings per Common Share

The Company applies the two-class method of calculating its earnings per Common Share. In applying the two-class method, any outstanding RSUs are considered to be participating securities. See Note 5. For all periods presented in which RSUs were outstanding, the two-class method was used to determine basic and diluted earnings per Common Share since this method yielded a more dilutive result than the treasury stock method.

For purposes of determining basic and diluted earnings per Common Share, a portion of net income is allocated to outstanding RSUs which serves to reduce the Company's earnings per Common Share numerators. Net losses are not allocated to outstanding RSUs and, therefore, do not impact the Company's per Common Share numerators in any period in which it incurs a net loss.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
Notes to the Unaudited Consolidated Financial Statements
(in millions of United States dollars, except share and per
share amounts or as otherwise indicated)

NOTE 3. Basic and Diluted Earnings per Common Share , cont'd

The following table outlines the Company's computation of its basic and diluted earnings per Common Share for the three months ended March 31, 2019 and 2018:

	Three Months Ended March 31,	
	2019	2018
Net income	\$ 1.8	\$ 0.5
Less: net earnings allocated to participating securities ⁽¹⁾	—	—
Earnings per Common Share numerator	\$ 1.8	\$ 0.5
Average Common Shares outstanding (in thousands of shares)	8,767	8,761
Basic and diluted earnings per Common Share	\$ 0.21	\$ 0.06

⁽¹⁾ During the three month periods ended March 31, 2019 and 2018, the net earnings allocated to participating securities totaled less than \$0.1 million.

Dividends to Holders of Common Shares and RSUs

The Company declared regular cash dividends per Common Share and RSU of \$0.15 during the three month period ended March 31, 2019, and \$0.30 during the three month period ended March 31, 2018. As of March 31, 2019, the Company had \$1.3 million of dividends payable to holders of Common Shares and RSUs, which is included within "other liabilities" on its Unaudited Consolidated Balance Sheet at that date. As of December 31, 2018, the Company had no dividends payable to holders of Common Shares and RSUs.

The Company did not pay any dividends to holders of Common Shares and RSUs during the three month periods ended March 31, 2019 and 2018.

There are restrictions on the payment of dividends by the Company, Blue Capital Re and Blue Capital Re ILS. Any future determination to pay dividends to holders of Common Shares and RSUs will be at the discretion of the Board and will be dependent upon many factors, including the Company's results of operations, cash flows, financial position, capital requirements, general business opportunities, and legal, regulatory and contractual restrictions.

NOTE 4. Credit Facility

On May 6, 2016, the Company entered into a credit facility (the "2016 Credit Facility") with Endurance Investment Holdings Ltd. (the "Lender"), a wholly-owned subsidiary of Sompo International. The 2016 Credit Facility provides the Company with an unsecured \$20.0 million revolving credit facility for working capital and general corporate purposes. Borrowings under the 2016 Credit Facility bear interest, set at the time of the borrowing, at a rate equal to the applicable LIBOR rate plus 150 basis points. A one-time fee of \$20,000 was paid to the Lender in connection with establishing the 2016 Credit Facility. The 2016 Credit Facility was amended on July 31, 2018 to extend its expiry to September 30, 2020 under identical terms. On December 31, 2018, Endurance Investment Holdings Ltd. was merged into its parent, Endurance Specialty Insurance Ltd. ("Endurance Bermuda"), and the obligations of the Lender were assumed by Endurance Bermuda.

The 2016 Credit Facility contains covenants that limit the Company's ability, among other things, to grant liens on its assets, sell assets, merge or consolidate, or incur debt. If the Company fails to comply with any of these covenants, the Lender could revoke the facility and exercise remedies against the Company. In addition, in the event of a default in the performance of any of the agreements or covenants under certain management agreements with the Manager by the Company, the Lender has the right to terminate the 2016 Credit Facility. As of March 31, 2019, the Company was in compliance with all of its respective covenants associated with the 2016 Credit Facility.

On October 8, 2018, the Company borrowed \$3.0 million under the 2016 Credit Facility. On December 21, 2018, the Company borrowed a further \$1.0 million under the 2016 Credit Facility to support general corporate expense obligations for the period. As of March 31, 2019 and December 31, 2018, the Company had \$4.0 million outstanding borrowings under the 2016 Credit Facility. With respect to the Company's outstanding borrowings at March 31, 2019, \$3.0 million was repaid on April 8, 2019 and while outstanding, was subject to annual interest rates ranging between 3.91% and 4.15% and \$1.0 million was repaid on April 18, 2019, and was subject to annual interest rates ranging between 4.07% and 4.11%.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
Notes to the Unaudited Consolidated Financial Statements
(in millions of United States dollars, except share and per
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NOTE 4. Credit Facility, cont'd

During the three month period ended March 31, 2019, the Company paid interest on its borrowings under the 2016 Credit Facility of less than 0.1 million. During the three month period ended March 31, 2018, the Company paid no interest under the 2016 Credit Facility.

During the three month periods ended March 31, 2019 and 2018, the Company incurred no facility or structuring fees in connection with the 2016 Credit Facility.

NOTE 5. Share-Based Compensation

The Company's 2013 Long-Term Incentive Plan (the "2013 LTIP"), which was adopted by the Board in September 2013, permits the issuance of up to one percent of the aggregate Common Shares outstanding to participants. Incentive awards that may be granted under the 2013 LTIP include RSUs, restricted Common Shares, incentive share options (on a limited basis), non-qualified share options, share appreciation rights, deferred share units, performance compensation awards, performance units, cash incentive awards and other equity-based and equity-related awards.

At the discretion of the Board's Compensation and Nominating Committee, incentive awards, the value of which are based on Common Shares, may be made to the Company's directors, future employees and consultants pursuant to the 2013 LTIP. For all periods presented, the Company's outstanding share-based incentive awards consisted solely of RSUs.

RSUs are phantom (as opposed to actual) Common Shares which, depending on the individual award, vest in equal tranches over a one to five-year period subject to the recipient maintaining a continuous relationship with the Company through the applicable vesting date. RSUs are payable in Common Shares upon vesting (the amount of which may be reduced by applicable statutory income tax withholdings at the recipient's option). RSUs do not require the payment of an exercise price and are not entitled to voting rights, but they are entitled to receive payments equivalent to any dividends and distributions declared on the Common Shares underlying the RSUs.

There were no awards or forfeitures of RSUs and no RSUs vested during the three months ended March 31, 2019 and 2018.

During each of the three months ended March 31, 2019 and 2018, the Company recognized less than \$0.1 million of RSU expense. At March 31, 2019 compensation costs not yet recognized related to unvested RSUs was \$0.1 million.

As of March 31, 2019 and December 31, 2018, there were 16,892 RSUs outstanding under the 2013 LTIP.

NOTE 6. Related Party Transactions

As of March 31, 2019 and December 31, 2018, Sompo International and its wholly owned subsidiary, Endurance Bermuda, owned 33.2% of the Company's outstanding Common Shares. See Note 1.

Through each of the following roles and relationships, Blue Capital leverages Sompo International's reinsurance underwriting expertise and infrastructure to conduct its business: (i) the Manager, a wholly-owned subsidiary of Sompo International, manages Blue Capital Re's and Blue Capital Re ILS's reinsurance underwriting decisions; (ii) Blue Water Re Ltd. ("Blue Water Re") is a significant source of reinsurance business for Blue Capital Re; (iii) Sompo International's Chief Financial Officer is the Manager's Chief Executive Officer and serves as the Company's Chairman of the Board and CEO; (iv) the Manager's Treasurer serves as the Company's CFO; and (v) Sompo International's General Counsel and director of the Manager serves as the Company's Secretary and a director.

All of the compensation that employees of Sompo International are entitled to as directors of the Company is assigned directly to Sompo International.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
Notes to the Unaudited Consolidated Financial Statements
(in millions of United States dollars, except share and per
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NOTE 6. Related Party Transactions, cont'd

Services Provided to Blue Capital by Sampo International

Sampo International provides services to Blue Capital through the following arrangements:

BW Retrocessional Agreement. Through a retrocessional contract dated December 31, 2013 (the "BW Retrocessional Agreement"), between Blue Capital Re and Blue Water Re, Blue Water Re has the option to cede to Blue Capital Re up to 100% of its participation in the ceded reinsurance business it writes, provided that such business is in accordance with the Company's underwriting guidelines.

Pursuant to the BW Retrocessional Agreement, Blue Capital Re may participate in: (i) retrocessional, quota share or other agreements between Blue Water Re and Sampo International or other third-party reinsurers, which provides it with the opportunity to participate in a diversified portfolio of risks on a proportional basis; and (ii) fronting agreements between Blue Water Re and Endurance Bermuda or other well capitalized third-party rated reinsurers, which allows Blue Capital Re to transact business with counterparties who prefer to enter into contracts with rated reinsurers.

For all periods presented, all of the reinsurance business of Blue Capital Re was originated pursuant to the BW Retrocessional Agreement.

Investment Management Agreement. The Company has entered into an Investment Management Agreement (the "Investment Management Agreement") with the Manager. Pursuant to the terms of the Investment Management Agreement, the Manager has full discretionary authority, including the delegation of the provision of its services, to manage the Company's assets, subject to the Company's underwriting guidelines, the terms of the Investment Management Agreement and the oversight of the Board.

Underwriting and Insurance Management Agreement. The Company, Blue Capital Re and the Manager have entered into an Underwriting and Insurance Management Agreement (the "Underwriting and Insurance Management Agreement"). Pursuant to the Underwriting and Insurance Management Agreement, the Manager provides underwriting, risk management, claims management, ceded retrocession agreements management and actuarial and reinsurance accounting services to Blue Capital Re. The Manager has full discretionary authority to manage the underwriting decisions of Blue Capital Re, subject to the Company's underwriting guidelines, the terms of the Underwriting and Insurance Management Agreement and the oversight of the Company's and Blue Capital Re's boards of directors.

Administrative Services Agreement. The Company has entered into an Administrative Services Agreement with the Manager, as amended on November 13, 2014 (the "Administrative Services Agreement"). Pursuant to the terms of the Administrative Services Agreement, the Manager provides Blue Capital with support services, including the services of our CFO, as well as finance and accounting, internal audit, claims management and policy wording, modeling software licenses, office space, information technology, human resources and administrative support.

Fees Incurred Pursuant to the Aforementioned Agreements

During the three months ended March 31, 2019, the Company incurred general and administrative expenses of: (i) \$0.3 million pursuant to the Investment Management Agreement; (ii) \$0.1 million pursuant to the Administrative Services Agreement; and (iii) nil pursuant to the Underwriting and Insurance Management Agreement.

During the three months ended March 31, 2018, the Company incurred general and administrative expenses of: (i) \$0.5 million pursuant to the Investment Management Agreement; (ii) \$0.1 million pursuant to the Administrative Services Agreement; and (iii) nil pursuant to the Underwriting and Insurance Management Agreement.

During each of the three months ended March 31, 2019 and 2018, the Company incurred fees of less than \$0.1 million related to the Credit Facilities. See Note 4.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
Notes to the Unaudited Consolidated Financial Statements
(in millions of United States dollars, except share and per
share amounts or as otherwise indicated)

NOTE 6. Related Party Transactions, cont'd

As of March 31, 2019 and December 31, 2018, the Company owed Sampo International \$0.8 million and \$1.0 million for the services performed pursuant to the aforementioned agreements, respectively, which are included within "other liabilities" on the Company's Consolidated Balance Sheets at those dates.

NOTE 7. Commitments and Contingent Liabilities

Commitments

As of March 31, 2019 and December 31, 2018, Blue Capital had no commitments for operating leases or capital expenditures and does not expect any material expenditures of this type during the foreseeable future.

The Company and its subsidiaries may not terminate the Investment Management Agreement, the Underwriting and Insurance Management Agreement or the Administrative Services Agreement other than at three year intervals, whether or not the Manager's performance results are satisfactory. Upon any termination or non-renewal of either of the Investment Management Agreement or the Underwriting and Insurance Management Agreement (other than for a material breach by, or the insolvency of, the Manager), the Company must pay a one-time termination fee to the Manager equal to 5% of its GAAP shareholders' equity (approximately \$4.6 million as of March 31, 2019).

Blue Capital Re does not operate with a financial strength rating and, instead, fully collateralizes its reinsurance obligations through cash and cash equivalents held in various trust funds established for the benefit of ceding companies.

Amounts Held in Trust for the Benefit of Ceding Companies

As of March 31, 2019 and December 31, 2018, Blue Capital Re ILS did not have any cash and cash equivalents pledged to trust accounts established for the benefit of third parties.

As of March 31, 2019 and December 31, 2018, Blue Capital had transferred \$131.9 million and \$150.4 million of its cash and cash equivalents, respectively, to a trust account established by Blue Water Re for its benefit pursuant to the BW Retrocessional Agreement. See Note 6. These amounts are presented on the Company's Consolidated Balance Sheets as "funds held by ceding companies."

Litigation

Blue Capital Re, pursuant to the BW Retrocessional Agreement, previously provided for a reinsurance recovery through its participation in an Industry Loss Warranty protection purchased by Blue Water Re. The counterparty to the Industry Loss Warranty disputed the claim for the recovery, which was based upon the size of an insured industry loss calculated based upon third-party data.

In June 2018, Blue Capital re ILS, together with two other vehicles managed by the Manager, commenced legal proceedings against certain parties relating to the purchase by Blue Capital Re ILS of a parametric insurance product called an Industry Parametric Protection that provided coverage if the sustained wind speed during a hurricane or tropical storm exceeded a pre-selected trigger.

In February 2019, the parties involved in the disputes described above reached an agreement to resolve all matters and withdraw the pending claims. The impact of the settlement was considered in the determination of recording the Company's best estimate of loss and LAE reserves as of December 31, 2018.

In addition to the disputes described above, Blue Capital Re, as a reinsurer, is subject to litigation and arbitration proceedings in the normal course of its business. Such proceedings often involve reinsurance contract disputes which are typical for the reinsurance industry. Blue Capital Re's estimates of possible losses incurred in connection with such legal proceedings are provided for as "loss and loss adjustment expenses" on its Unaudited Consolidated Statements of Income and Comprehensive Income and are included within "loss and loss adjustment expense reserves" on its Consolidated Balance Sheets.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.
Notes to the Unaudited Consolidated Financial Statements
(in millions of United States dollars, except share and per
share amounts or as otherwise indicated)

NOTE 7. Commitments and Contingent Liabilities, cont'd

We determine whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. We assess our potential liability by analyzing our litigation and regulatory matters using available information. We develop our views on estimated losses in consultation with outside counsel handling our defense in these matters, which involves an analysis of potential results, assuming a combination of litigation and settlement strategies. Should developments in any of these matters cause a change in our determination as to an unfavorable outcome and result in the need to recognize a material accrual, or should any of these matters result in a final adverse judgment or be settled for significant amounts, they could have a material adverse effect on our results of operations, cash flows and financial position in the period or periods in which such change in determination, judgment or settlement occurs.

Concentrations of Credit and Counterparty Risk

Blue Water Re markets retrocessional and reinsurance policies worldwide through brokers. Credit risk exists at Blue Capital Re, pursuant to the BW Retrocessional Agreement, to the extent that any of these brokers is unable to fulfill its contractual obligations to Blue Water Re. For example, Blue Water Re is required to pay amounts owed on claims under policies to brokers, and these brokers, in turn, pay these amounts to the ceding companies that have reinsured a portion of their liabilities with Blue Water Re. In some jurisdictions, if a broker fails to make such a payment, Blue Water Re and Blue Capital Re might remain liable to the ceding company for the deficiency. In addition, in certain jurisdictions, when the ceding company pays premiums for these policies to brokers, these premiums are considered to have been paid and the ceding insurer is no longer liable to Blue Water Re for those amounts, whether or not the premiums have actually been received.

Blue Capital Re remains liable for losses it incurs to the extent that any third-party reinsurer is unable or unwilling to make timely payments under reinsurance agreements. Blue Capital Re would also be liable in the event that its ceding companies were unable to collect amounts due from underlying third-party reinsurers.

NOTE 8. Fair Value of Financial Instruments

GAAP requires disclosure of fair value information for certain financial instruments. Where the Company holds financial instruments in which quoted market prices are not available, fair values are estimated by discounting future cash flows using current market rates or quoted market prices for similar obligations. Such estimates are not necessarily indicative of amounts that could be realized in a current market exchange.

At December 31, 2018, Blue Capital had no financial instruments on its Consolidated Balance Sheet, with the exception of its outstanding borrowings under the 2016 Credit Facility, which are not carried at fair value. At March 31, 2019 and December 31, 2018, the Company had \$4.0 million outstanding borrowings under the 2016 Credit Facility. See Note 4.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

The following is a discussion and analysis of our results of operations for the three month periods ended March 31, 2019 and 2018, and our financial condition as of March 31, 2019 and December 31, 2018. This discussion and analysis should be read in conjunction with the unaudited consolidated financial statements and related notes thereto included in *Part I, Item 1* of this report and with our audited consolidated financial statements and related notes thereto contained in the 2018 Form 10-K, as filed with the SEC.

Overview

We are a Bermuda reinsurance holding company which offers collateralized reinsurance in the property catastrophe market. Our principal objective is to maximize the expected total return for our shareholders by underwriting a diversified portfolio of short-tail reinsurance contracts and investing in insurance-linked securities with what we believe to be attractive risk and return characteristics. We provide our shareholders with the opportunity to own an alternative asset class whose returns we believe have historically been largely uncorrelated to those of other asset classes, such as global equities, bonds and hedge funds.

Subject to the discretion of the Company's board of directors (the "Board"), the Company intends to continue to distribute through dividends or repurchases of Common Shares a minimum of 90% of its annual Distributable Income to its holders of Common Shares and RSUs. "Distributable Income," a non-GAAP measure, means GAAP net income plus (minus) non-cash expenses (revenues) recorded in net income for the period.

The majority of our property catastrophe business is originated during the key January and June annual renewal periods.

During the three months ended March 31, 2019, we recorded net income of \$1.8 million compared to net income of \$0.5 million in the three months ended March 31, 2018. The results were impacted by significantly lower loss and loss adjustment expenses compared to those reported a year ago which were elevated due to an increase in estimated losses related to Hurricane Irma. The lower incidence of losses was partially offset by a decrease in premium income resulting from our smaller capital base compared to 2018. During the January 1, 2019 renewal period we maintained our close partnership with Sampo International and deployed all of our available capital into quota share contract business with attractive risk adjusted return potential. We declared regular cash dividends of \$0.15 per Common Share and RSU in the current period.

Review of Consolidated Results of Operations

We operate as a single business segment through the Company and its wholly-owned subsidiaries: (i) Blue Capital Re, a Bermuda exempted limited liability company registered as a Class 3A insurer in Bermuda, which offers collateralized reinsurance; and (ii) Blue Capital Re ILS, a Bermuda exempted limited liability company which conducts hedging and other investment activities in support of Blue Capital Re's operations.

Our consolidated results of operations for the three month periods ended March 31, 2019 and 2018 were as follows:

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Revenues		
Reinsurance premiums written	\$ 5.4	\$ 12.5
Change in net unearned reinsurance premiums	0.5	(4.9)
Net reinsurance premiums earned	5.9	7.6
Net investment income	0.8	0.4
Total revenues	6.7	8.0
Expenses		
Loss and LAE - current year losses	1.3	0.8
Loss and LAE - prior year losses	0.6	3.7
Reinsurance acquisition costs	2.0	1.9
General and administrative expenses	1.0	1.1
Total expenses	4.9	7.5
Net income and comprehensive income	\$ 1.8	\$ 0.5
Loss and LAE ratio	31.2%	58.5%
Reinsurance acquisition cost ratio	34.2%	24.7%
General and administrative expense ratio	17.1%	14.8%
GAAP combined ratio	82.5%	98.0%

Reinsurance Premiums Written and Earned

Written premiums represent business bound from ceding companies and net earned premiums represent the portion of net written premiums (gross written premiums less any ceded reinsurance) which is recognized as revenue over the period of time that coverage is provided.

During the three months ended March 31, 2019 and 2018, we wrote \$5.4 million and \$12.5 million of reinsurance premiums, respectively, all of which represented indemnity reinsurance contracts relating to property catastrophe risks. The decrease in reinsurance premiums written during the first three months of 2019 versus that of the comparable 2018 period was driven by a smaller available capital base and a shift to quota share contract business in which written premiums are recognized as premiums are earned throughout the contract period rather than at the contract's inception date.

Our reinsurance premiums written and earned include \$0.3 million in reinstatement premium accruals for the three month period ended March 31, 2019 (2018- \$0.3 million).

Net premiums earned during the three month period ended March 31, 2019 were lower than that of the comparable 2018 period mainly due to the lower written premium base.

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Blue Capital seeks to diversify its exposure across geographic zones around the world in order to obtain a prudent spread of risk. The spread of these exposures is also a function of market conditions and opportunities.

The following table sets forth a breakdown of Blue Capital's premiums written by geographic area of underlying risks insured during the three month periods ended March 31, 2019 and 2018:

	Three Months Ended March 31,			
	2019		2018	
Worldwide ⁽¹⁾	\$ 0.4	7%	\$ 4.0	32%
USA:				
Nationwide	1.9	36%	3.3	26%
Florida	—	—%	2.1	17%
Gulfregion	—	—%	0.1	1%
California	0.1	2%	0.1	1%
Midwest region and other	—	—%	0.5	4%
Northeast	—	—%	—	—%
Southeast	—	—%	—	—%
Asia	0.5	9%	0.4	3%
Australia	0.4	7%	0.2	2%
Canada	0.1	2%	0.1	1%
Europe	2.0	37%	1.1	9%
Worldwide, excluding U.S. ⁽²⁾	—	—%	0.6	4%
Total premiums written	\$ 5.4	100%	\$ 12.5	100%

⁽¹⁾ "Worldwide" comprises reinsurance contracts that cover risks in more than one geographic area and do not specifically exclude the U.S.

⁽²⁾ "Worldwide, excluding U.S." comprises reinsurance contracts that cover risks in more than one geographic area but specifically exclude the U.S.

Loss and LAE

The following table summarizes the components of our consolidated loss and LAE incurred and our loss and LAE ratios for the three month periods ended March 31, 2019 and 2018:

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Loss and LAE incurred - current year	\$ 1.3	\$ 0.8
Loss and LAE incurred - prior year	0.6	3.7
Total loss and LAE incurred	\$ 1.9	\$ 4.5
Loss and LAE ratio - current year	21.2%	11.1%
Loss and LAE ratio - prior year	10.0%	47.4%
Loss and LAE ratio	31.2%	58.5%

During the three months ended March 31, 2019 and 2018, we established \$1.3 million and \$0.8 million of loss and LAE reserves, respectively, for the current year, nearly all of which constituted IBNR reserves. There were no individually significant loss events that impacted us during the three month periods ended March 31, 2019 and 2018. The increase in current year losses in 2019 compared to 2018 was from a higher provision in respect of attritional losses.

During the three months ended March 31, 2019, we recognized \$0.6 million of net adverse loss and LAE reserve development primarily driven by a deterioration in losses incurred related to Typhoon Jebi, partially offset by a reduction in reported losses related to 2017 catastrophe events. During the three months ended March 31, 2018 we recognized \$3.7 million of net adverse loss and LAE reserve development for estimated losses, as reported losses and claims settlements in the period, related primarily to Hurricane Irma, exceeded our previous estimates.

[Table of Contents](#)**Reinsurance Acquisition Costs**

The following table summarizes our consolidated reinsurance acquisition costs and our reinsurance acquisition cost ratios for the three month periods ended March 31, 2019 and 2018:

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Commissions, brokerage costs, fronting fees and other	\$ 2.0	\$ 1.9
Profit commissions	—	—
Total reinsurance acquisition costs	\$ 2.0	\$ 1.9
Reinsurance acquisition cost ratio	34.2%	24.7%

Our reinsurance acquisition costs, which we normally recognize over the underlying risk period of the related contracts, include commissions, brokerage costs, fronting fees, premium taxes and excise taxes, in each case, when applicable, and are normally a set percentage of gross premiums written. Our reinsurance acquisition costs may also include profit commissions, which are paid to ceding companies in the event of favorable loss experience.

Our reinsurance acquisition costs relating to commissions, brokerage costs, fronting fees and related costs for the three months ended March 31, 2019, were comparable to the costs incurred during the 2018 period. The increase in the reinsurance acquisition ratio compared to 2018 is mainly due to the higher concentration in quota share business which incurs higher override commissions.

General and Administrative Expenses

The following table summarizes our consolidated general and administrative expenses and our general and administrative expense ratios for the three month periods ended March 31, 2019 and 2018:

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Investment Management Agreement fees	\$ 0.3	\$ 0.5
Administrative Services Agreement fees	0.1	0.1
Public company expenses	0.6	0.5
Total general and administrative expenses	\$ 1.0	\$ 1.1
General and administrative expense ratio	17.1%	14.8%

See Note 6 of the Notes to the Unaudited Consolidated Financial Statements for further information regarding the nature of the expenses that we incur pursuant to the agreements with the Manager and other affiliates of Sampo International.

The expenses incurred pursuant to the Investment Management Agreement have decreased moderately from prior year, due to the decrease in the equity base of the Company.

Our public company expenses incurred during the periods presented consisted of director fees, corporate insurance premiums, audit fees, share-based compensation and other expenses associated with being a publicly traded company. These expenses increased modestly in 2019 compared to 2018 as a result of higher legal expenses.

Income Taxes

We were not subject to income taxes in any jurisdiction during the periods presented.

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Exposure Management

The following discussion should be read in conjunction with *Item 1A "Risk Factors"* included in the 2018 Form 10-K, as filed with the SEC, in particular the risk factor entitled "*Our stated catastrophe and enterprise-wide risk management exposures are based on estimates and judgments which are subject to significant uncertainties.*"

The Manager monitors our net exposure to any one catastrophe loss event in any single zone within certain broadly defined major catastrophe zones at each treaty renewal date. The last major treaty renewal date was January 1, 2019. Our January 1, 2019 estimated net exposures by zone were in compliance with our underwriting guidelines. Namely, our estimated net exposure from any one catastrophe loss event in any individual zone was at or below 50% of our then-projected March 31, 2019 shareholders' equity.

These broadly defined major catastrophe zones are currently defined as follows:

<u>North America:</u>	<u>Europe:</u>	<u>Rest of World:⁽¹⁾</u>
U.S. - Northeast	Europe	Australia
U.S. - Southeast		New Zealand
U.S. - Florida		Japan
U.S. - Gulf		South America
U.S. - New Madrid		
U.S. - Midwest		
U.S. - California		
U.S. - Hawaii		
Canada		

(i) The Company to the best of its knowledge has not made and does not have current plans to have any contacts with any governments or entities targeted by U.S. sanctions including those applicable to Sudan, Syria, Iran.

Single Event Losses

For certain defined natural catastrophe region and peril combinations, the Manager assesses the probability and likely magnitude of losses using a combination of industry third-party models, proprietary models and underwriting judgment. The Manager attempts to model the estimated net impact from a single event, taking into account contributions from property catastrophe reinsurance (including retrocessional business), property pro-rata reinsurance and event-linked derivative securities, offset by the net benefit of any reinsurance or derivative protections we purchase and the benefit of premiums.

On January 1, 2019, our estimated single event loss exposures were within our underwriting guidelines. Namely, the estimated net impact from any one catastrophe loss event (excluding earthquake) at the 1 in 100 year return period for any one zone did not exceed 35% of our then-projected March 31, 2019 shareholders' equity, and the estimated net impact from any one earthquake loss event at the 1 in 250 year return period for any zone did not exceed 35% of our then-projected March 31, 2019 shareholders' equity.

There is no single standard methodology or set of assumptions utilized industry-wide in estimating property catastrophe losses. As a result, it may be difficult to accurately compare estimates of risk exposure among different insurance and reinsurance companies due to, among other things, underwriting judgment, differences in modeling, modeling assumptions, portfolio composition and concentrations, and selected event scenarios.

Single Event Loss Projections

The table that follows details our estimated net impact from single event losses as of January 1, 2019 for selected zones at specified return periods. It is important to note that each catastrophe model we use contains its own assumptions as to the frequency and severity of loss events, and results may vary significantly from model to model.

Net Impact from Single Event Losses at Specified Return Periods

	Net Impact (Millions)	Return Period ⁽¹⁾	Percentage of March 31, 2019 Shareholders' Equity
U.S. - Florida hurricane	\$ 21	1 in 100 year	23%
Japan earthquake	9	1 in 250 year	10%
All other zones			less than 10%

(1) A "100-year" return period can also be referred to as the 1.0% occurrence exceedance probability ("OEP"), meaning there is an estimated 1.0% chance in any given year that this level will be exceeded. A "250-year" return period can also be referred to as the 0.4% OEP, meaning there is an estimated 0.4% chance in any given year that this level will be exceeded.

Our estimates of the net impact from single event losses may vary considerably within a particular territory depending on the specific characteristics of the event. Given the limited availability of reliable historical data, there is a great deal of uncertainty with regard to the accuracy of any catastrophe model, especially when contemplating longer return periods.

Our single event loss estimates represent snapshots as of the time of such estimates. The composition of our in-force portfolio may change materially at any time due to the acceptance of new policies, losses incurred, the expiration of existing policies and changes in our ceded reinsurance and derivative protections. There were no material changes made to the composition of our in-force portfolio from January 1, 2019 to March 31, 2019.

Liquidity and Capital Resources*Liquidity*

The Company has no operations of its own and relies on dividends and distributions from Blue Capital Re to pay its expenses and dividends to its shareholders and to repay any outstanding borrowings under the 2016 Credit Facility.

The ability of Blue Capital Re to pay dividends is dependent on its ability to meet the requirements of applicable Bermuda law and regulations. Under Bermuda law, Blue Capital Re may not declare or pay a dividend to the Company if there are reasonable grounds for believing that Blue Capital Re is, or would after the payment be, unable to pay its liabilities as they become due, or the realizable value of Blue Capital Re's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts. Further, Blue Capital Re, as a regulated insurance company in Bermuda, is subject to additional regulatory restrictions on the payment of dividends or distributions. As a result of the net losses recorded in 2017 and 2018, until such time as Blue Capital Re extinguishes its retained deficit position, the payment of dividends are subject to return of capital restrictions. Blue Capital Re may not reduce its total statutory capital by 15% or more, as set out in its previous year's financial statements, unless it has received the prior approval of the BMA. Total statutory capital consists of Blue Capital Re's paid in share capital, its contributed surplus (sometimes called additional paid in capital) and any other fixed capital designated by the BMA as statutory capital. As of March 31, 2019, Blue Capital Re could pay a dividend or return additional paid-in capital totaling approximately \$22.6 million (December 31, 2018 – \$22.6 million) without prior regulatory approval based upon Bermuda law and regulations.

The primary sources of cash for the Company's operating subsidiaries are capital contributions, premium collections, issuances of and net income from insurance-linked securities and reinsurance recoveries. The primary uses of cash for the Company's operating subsidiaries are payments of loss and LAE reserves, reinsurance acquisition costs, general and administrative expenses, ceded reinsurance, purchases of and net losses from insurance-linked securities and dividends and distributions.

As of March 31, 2019, we held \$1.8 million of cash and cash equivalents, which was entirely unencumbered cash on hand.

On May 6, 2016, the Company entered into a credit facility (the "2016 Credit Facility") with Endurance Investment Holdings Ltd. (the "Lender"), a wholly-owned subsidiary of Sompo International. The 2016 Credit Facility provides the Company with an unsecured \$20.0 million revolving credit facility for working capital and general corporate purposes. Borrowings under the 2016 Credit Facility bear interest, set at the time of the borrowing, at a rate equal to the applicable LIBOR rate plus 150 basis points. A one-time fee of \$20,000 was paid to the Lender in connection with establishing the 2016 Credit Facility. The 2016 Credit Facility contains covenants that limit the Company's ability, among other things, to grant liens on its assets, sell assets, merge or consolidate, or incur debt. If the Company fails to comply with any of these covenants, the Lender could revoke the facility and exercise remedies against the Company. In addition, in the event of a default in the performance of any of the agreements or covenants under certain management agreements with the Manager by the Company, the Lender has the right to terminate the 2016 Credit Facility. The 2016 Credit Facility was amended on July 31, 2018 to extend its expiry to September

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30, 2020 under identical terms. On December 31, 2018, Endurance Investment Holdings Ltd. was merged into its parent, Endurance Specialty Insurance Ltd. and the obligations of the Lender were assumed by Endurance Specialty Insurance Ltd. As of March 31, 2019, the Company was in compliance with all of its respective covenants associated with the 2016 Credit Facility.

As of March 31, 2019, we had \$4.0 million outstanding borrowings under the 2016 Credit Facility. See Note 4 of the Notes to the Unaudited Consolidated Financial Statements. With respect to the Company's outstanding borrowings at March 31, 2019, \$3.0 million was repaid on April 8, 2019 and while outstanding, was subject to annual interest rates ranging between 3.91% and 4.15% and \$1.0 million was repaid on April 18, 2019, and was subject to annual interest rates ranging between 4.07% and 4.11%.

During the three month period ended March 31, 2019, we declared a first quarter 2019 regular dividend of \$0.15 per Common Share and RSU, which was paid on April 15, 2019. The total dollar amount of dividends paid during the three month period ended March 31, 2019 was nil.

We intend to continue to distribute a minimum of 90% of annual Distributable Income by making quarterly dividend payments for each of the first three fiscal quarters of each fiscal year, followed by either repurchases of Common Shares or payment of a fourth "special" dividend after the end of our fiscal year. Any future determination to pay dividends or repurchase Common Shares will remain at the discretion of the Board and will be dependent upon many factors, including: (i) our financial condition, liquidity, results of operations (including our ability to generate cash flow in excess of our expenses) and capital requirements; (ii) general business conditions, (iii) legal, tax and regulatory limitations; (iv) contractual prohibitions and other restrictions; (v) trading price of the Company's Common Shares as compared to the Company's book value per share; and (vi) any other factors that the Board deems relevant. We generally expect that our dividends will be subject to customary dividend tax treatment in the U.S., but if our total dividends paid during any given year exceed our current and accumulated earnings and profits as of the end of such year (determined under U.S. tax principles), a portion of our dividends paid in that year will be treated: (i) first, as a nontaxable return of capital, to the extent of a shareholder's tax basis in Common Shares (on a dollar-for-dollar basis); and (ii) subsequently, as capital gain.

Capital Resources

Our total shareholders' equity (or total capital) was \$91.2 million and \$90.7 million as of March 31, 2019 and December 31, 2018, respectively. Our total capital increased during the three month period ended March 31, 2019 as a result of net income of \$1.8 million, partially offset by the declaration of \$1.3 million in dividends to holders of Common Shares and RSUs.

We may need to raise additional capital in the future, by issuing new debt, equity or hybrid securities, in order to enable us to, among other things: write new business; enter into other reinsurance opportunities; cover or pay losses; manage working capital requirements; repurchase Common Shares; respond to, or comply with, any changes in the capital requirements, if any, that the BMA or other regulatory bodies may require; acquire new businesses; or invest in existing businesses. We intend to rely on future offerings of Common Shares to raise additional equity capital; however, we cannot assure you that we will be able to successfully raise additional capital. In the event that we incur indebtedness for any of these purposes or other purposes, we intend to limit our borrowing to an amount no greater than 50% of our shareholders' equity at the time of the borrowing. However, subject to the approval of the Board, we may borrow an amount in excess of 50% of our shareholders' equity at the time of the borrowing.

The issuance of any new debt, equity or hybrid securities might be on terms and conditions that are unfavorable to our shareholders. Any new issuances of equity or hybrid securities could include the issuance of securities with rights, preferences and privileges that are senior or otherwise superior to those of Common Shares and could be dilutive to our existing shareholders. Any new debt securities may contain terms that materially restrict our operations, including our ability to distribute cash to our shareholders. In addition, if we cannot obtain adequate capital on favorable terms, or at all, our business could be adversely affected.

Collateral Requirements and Restrictions

Each of the reinsurance contracts that Blue Capital Re writes is required to be fully-collateralized by cash and cash equivalents or funds held by reinsurance companies. This collateral is not available to Blue Capital Re for any other purpose until the expiration of the applicable reinsurance contract (or, in the event of a covered loss, the resolution of such loss under the applicable contract). As a result of the significant losses incurred from the catastrophe events of 2017 and 2018, in line with the contractual requirements for buffer loss provisions in the treaties that the Company enters into, collateral that we would typically expect to be available at the key 2019 renewal dates will not be available for deployment. Management

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estimates that as of June 1, 2019 approximately 11% of projected shareholders' equity will be unavailable for deployment as a result of buffer loss provision terms. We expect this locked up collateral will be released systematically through the course of 2019 and 2020.

Each industry loss warranty contract that Blue Capital Re ILS issues is required to be fully-collateralized by cash and cash equivalents. This collateral is not available to Blue Capital Re ILS for any other purpose until the expiration of the applicable industry loss warranty contract (or, in the event of a covered loss, the resolution of such loss under the contract).

Contractual Obligations and Commitments

As of March 31, 2019, we had \$4.0 million outstanding borrowings under the 2016 Credit Facility. Of the Company's outstanding borrowings at March 31, 2019, \$3.0 million was repaid on April 8, 2019 and \$1.0 million was repaid on April 18, 2019. See Note 4 of the Notes to the Unaudited Consolidated Financial Statements.

The Company and its operating subsidiaries have entered into the Investment Management Agreement, the Underwriting and Insurance Management Agreement and the Administrative Services Agreement with the Manager and the 2016 Credit Facility with the Lender.

Investment Management Agreement. Pursuant to the Investment Management Agreement, we are obligated to pay the Manager a management fee (the "Management Fee") equal to 1.5% of our average total shareholders' equity (as defined in the Investment Management Agreement) per annum, calculated and payable in arrears in cash each quarter (or part thereof) that the Investment Management Agreement is in effect.

As of March 31, 2019, our total shareholders' equity was \$91.2 million. Assuming that our average total shareholders' equity remains at this level in future periods, we would expect to pay the Manager a Management Fee of approximately \$1.4 million per year pursuant to this agreement.

Underwriting and Insurance Management Agreement. Pursuant to the Underwriting and Insurance Management Agreement, we are obligated to pay the Manager a performance fee (the "Performance Fee") which is equal to 20% of our pre-tax, pre-Performance Fee income over a hurdle amount (as defined in the Underwriting and Insurance Management Agreement) and payable in arrears in cash each quarter (or part thereof) that such agreement is in effect.

Since the Underwriting and Insurance Management Agreement is dependent on our future performance, we are unable to determine the amount of Performance Fees we would expect to pay the Manager in future periods pursuant to this agreement. As a result of the net loss recorded in the years ended December 31, 2018 and 2017, the Company did not incur a Performance fee in 2018, and management estimates that the Company will not pay a Performance Fee in 2019 due to the rolling three year high water mark provision.

Administrative Services Agreement. Pursuant to the Administrative Services Agreement, we are obligated to reimburse the Manager for various fees, expenses and other costs in connection with the services provided under the terms of this agreement, including the services of our CFO, modeling software licenses and finance, legal and administrative support.

We currently expect to pay the Manager approximately \$0.6 million per year in future periods pursuant to this agreement.

Credit Facility Agreement. The 2016 Credit Facility provides the Company with an unsecured \$20.0 million revolving credit facility for working capital and general corporate purposes and expires on September 30, 2020.

Borrowings under the 2016 Credit Facility will bear interest, set at the time of the borrowing, at a rate equal to the LIBOR rate plus 150 basis points. Upon consummation of the 2016 Credit Facility, a one-time fee of \$20,000 was paid to the Lender in connection with the set-up of the facility.

Certain Termination Provisions Associated with the Foregoing Agreements. We may not terminate the Investment Management Agreement, the Underwriting and Insurance Management Agreement or the Administrative Services Agreement other than at three year intervals, whether or not the Manager's performance results are satisfactory. Upon any termination or non-renewal of either of the Investment Management Agreement or the Underwriting and Insurance Management Agreement (other than for a material breach by, or the insolvency of, the Manager), we must pay a one-time termination fee to the Manager equal to 5% of our GAAP shareholders' equity, calculated as of the most recently completed quarter prior to the date of termination. In addition, if the Investment Management Agreement, the Underwriting and Insurance Management Agreement,

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or the Administrative Services Agreement is terminated for any reason, the Lender may terminate the 2016 Credit Facility and we would be required to repay any outstanding amounts under the 2016 Credit Facility.

As of March 31, 2019, if we were to terminate either the Investment Management Agreement or the Underwriting and Insurance Management Agreement, we would be required to pay the Manager a one-time termination fee of approximately \$4.6 million.

Neither the Company nor its operating subsidiaries had any commitments for operating leases or capital expenditures at March 31, 2019 and neither the Company nor its operating subsidiaries expect any material expenditures of this type during the next 12 months or for the foreseeable future.

Off-Balance Sheet Arrangements

As of March 31, 2019, we were not subject to any off-balance sheet arrangements that we believe are material to our investors.

Cash Flows

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Net cash used in operating activities	\$ (0.4)	\$ (0.5)
Net cash from investing activities	—	—
Net cash from financing activities	—	—
Net decrease in cash and cash equivalents	(0.4)	(0.5)
Cash and cash equivalents, beginning of period	2.2	6.0
Cash and cash equivalents, end of period	\$ 1.8	\$ 5.5

We experienced net decreases of \$0.4 million and \$0.5 million in our cash and cash equivalents during the three month periods ended March 31, 2019 and 2018, respectively.

During the three months ended March 31, 2019, payments of general and administrative expenses was the primary contributor to the cash used in operating activities of \$0.4 million.

During the three months ended March 31, 2018, payments of general and administrative expenses was the primary contributor to the cash used in operating activities of \$0.5 million.

Summary of Critical Accounting Policies and Estimates

Our Unaudited Consolidated Financial Statements have been prepared in accordance with GAAP. The preparation of our financial statements requires us to make estimates and assumptions that affect the reported and disclosed amounts of our assets and liabilities as of the balance sheet dates and the reported amounts of our revenues and expenses during the reporting periods. We believe the items that require the most subjective and complex estimates are: (i) our loss and LAE reserves; and (ii) our written and earned reinsurance premiums.

Our accounting policies for these items are of critical importance to our Unaudited Consolidated Financial Statements.

Loss and LAE Reserves

As of March 31, 2019 our best estimate for gross and net unpaid loss and LAE reserves was \$38.6 million, with IBNR representing approximately 45% of such reserves.

Our reserving methodology does not lend itself well to a statistical calculation of a range of estimates surrounding the best point estimate of our loss and loss adjustment expense reserves. Due to the low frequency and high severity nature of claims within much of our business, our reserving methodology principally involves arriving at a specific point estimate for the ultimate expected loss on a contract by contract basis, and our aggregate loss reserves are the sum of the individual loss reserves established.

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Further information regarding our loss and LAE reserve estimates is included in the section entitled "*Summary of Critical Accounting Policies and Estimates*" in Item 7 "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" included in the 2018 Form 10-K, as filed with the SEC.

Written and Earned Reinsurance Premiums

During the three month periods ended March 31, 2019 and 2018, we wrote \$5.4 million and \$12.5 million in reinsurance premiums, respectively, and earned reinsurance premiums of \$5.9 million and \$7.6 million, respectively.

For reinsurance contracts which incorporate minimum premium amounts, we typically write the entire premium at inception, and earn the associated premium after the premium is written over the term of the contract. For reinsurance contracts which do not incorporate minimum premium amounts, we typically write the premium over the term of the contract, and earn the associated premium in the same periods that the premium is written.

Subsequent adjustments of written premium, based on reports of actual premium by the ceding companies, or revisions in estimates of ultimate premium, are recorded in the period in which they are determined. Such adjustments are generally determined after the associated risk periods have expired, in which case the premium adjustments are fully written when earned.

Detailed information regarding our written and earned reinsurance premiums is included in the section entitled "*Summary of Critical Accounting Policies and Estimates*" in Item 7 "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" included in the 2018 Form 10-K, as filed with the SEC.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk.*

Refer to the 2018 Form 10-K, as filed with the SEC, and in particular Item 7A - "*Quantitative and Qualitative Disclosures about Market Risk.*" As of March 31, 2019, there were no material changes to our market risks as described in the 2018 Form 10-K, as filed with the SEC.

Item 4. *Controls and Procedures.*

Evaluation of Disclosure Controls and Procedures

a) **Disclosure Controls and Procedures.** The Company's management, with the participation of the Company's CEO and CFO, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's CEO and CFO have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

(b) **Internal Control Over Financial Reporting.** There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the Company's first fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Blue Capital Re, pursuant to the BW Retrocessional Agreement, previously provided for a reinsurance recovery through its participation in an Industry Loss Warranty protection purchased by Blue Water Re. The counterparty to the Industry Loss Warranty disputed the claim for the recovery, which was based upon the size of an insured industry loss calculated based upon third-party data.

In June 2018, Blue Capital re ILS, together with two other vehicles managed by the Manager, commenced legal proceedings against certain parties relating to the purchase by Blue Capital Re ILS of a parametric insurance product called an Industry Parametric Protection that provided coverage if the sustained wind speed during a hurricane or tropical storm exceeded a pre-selected trigger.

In February 2019, the parties involved in the disputes described above reached an agreement to resolve all matters and withdraw the pending claims. The impact of the settlement was considered in the determination of recording the Company's best estimate of loss and LAE reserves as of December 31, 2018.

In addition to the disputes described above, Blue Capital Re, as a reinsurer, is subject to litigation and arbitration proceedings in the normal course of its business. Such proceedings often involve reinsurance contract disputes which are typical for the reinsurance industry. Blue Capital Re's estimates of possible losses incurred in connection with such legal proceedings are provided for as "loss and loss adjustment expenses" on its Unaudited Consolidated Statements of Income and Comprehensive Income and are included within "loss and loss adjustment expense reserves" on its Consolidated Balance Sheets. We determine whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. We assess our potential liability by analyzing our litigation and regulatory matters using available information. We develop our views on estimated losses in consultation with outside counsel handling our defense in these matters, which involves an analysis of potential results, assuming a combination of litigation and settlement strategies. Should developments in any of these matters cause a change in our determination as to an unfavorable outcome and result in the need to recognize a material accrual, or should any of these matters result in a final adverse judgment or be settled for significant amounts, they could have a material adverse effect on our results of operations, cash flows and financial position in the period or periods in which such change in determination, judgment or settlement occurs.

Item 1A. Risk Factors.

*Before investing in any of our securities, you should carefully consider the risk factors and all other information set forth in our 2018 Form 10-K. These risks could materially affect our business, results of operations or financial condition and cause the trading price of our securities to decline. **You could lose all or part of your investment.***

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

- (a) None.
- (b) None.
- (c) Share Repurchase Authorization

The Board of Directors of the Company has authorized the repurchase of up to a total of 500,000 ordinary shares in open market or privately negotiated transactions, from time to time, depending on market conditions. The new share repurchase authorization continues through July 31, 2019. The Company did not purchase any shares or share equivalents during the first quarter of 2019.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

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Item 5. Other Information.

- (a) None.
- (b) None.

Item 6. Exhibits.

The exhibits followed by an asterisk (*) indicate exhibits physically filed with this Quarterly Report on Form 10-Q. All other exhibit numbers indicate exhibits filed by incorporation by reference or otherwise.

Exhibit Number	Description of Document
11	Statement Re: Computation of Per Share Earnings (included as Note 3 of the Notes to the Unaudited Consolidated Financial Statements).
31.1	Certification of Michael J. McGuire, CEO of the Company, pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended. (*)
31.2	Certification of Greg A. Garside, CFO of the Company, pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended. (*)
32	Certifications of Michael J. McGuire and Greg A. Garside, CEO and CFO, respectively, of the Company, pursuant to 18 U.S.C. Section 1350. (*)
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets as at March 31, 2019 (unaudited) and December 31, 2018; (ii) the Unaudited Consolidated Statements of Income and Comprehensive Income; (iii) the Unaudited Consolidated Statements of Changes in Shareholders' Equity; (iv) the Unaudited Consolidated Statements of Cash Flows; and (v) the Notes to the Unaudited Consolidated Financial Statements. (*)

SIGNATURES

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

BLUE CAPITAL REINSURANCE HOLDINGS LTD.

By: /s/ GREG A. GARSIDE

Name: Greg A. Garside
Title: Chief Financial Officer
(Principal Financial Officer)

May 8, 2019

**CERTIFICATION PURSUANT TO RULES 13a-14(a) OR 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Michael J. McGuire, certify that:

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

Date: May 8, 2019

By: /s/ MICHAEL J MCGUIRE

Name: Michael J. McGuire
Title: Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULES 13a-14(a) OR 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Greg A. Garside, certify that:

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

Date: May 8, 2019

By: /s/ GREG A. GARSIDE

Name: Greg A. Garside
Title: Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Blue Capital Reinsurance Holdings Ltd. (the "Company") on Form 10-Q for the period ended March 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Michael J. McGuire and Greg A. Garside, Chief Executive Officer and Chief Financial Officer, respectively, of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

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

Date: May 8, 2019

BY: /s/ MICHAEL J MCGUIRE

Name: Michael J. McGuire
Title: Chief Executive Officer
(Principal Executive Officer)

Date: May 8, 2019

BY: /s/ GREG A. GARSIDE

Name: Greg A. Garside
Title: Chief Financial Officer
(Principal Financial Officer)

