



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See Attachment.](#)

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ [See Attachment.](#)

Multiple horizontal lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See Attachment.](#)

Multiple horizontal lines for providing other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ Michael E. Crow Date ▶ 11/18/2025

Print your name ▶ Michael Crow Title ▶ SVP of Finance/Chief Accounting Officer

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

**James River Group Holdings, Inc.**  
**(formerly James River Group Holdings, Ltd.)**  
**98-0585280**

**Attachment to Form 8937**

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Domestication (defined below) on a holder’s adjusted U.S. tax basis.<sup>1</sup> The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Shareholders should consult their own tax advisors regarding the particular tax consequences of the Domestication to them, including the applicability and effect of all U.S. federal, state, and local and non-U.S. tax laws. Shareholders should carefully read the Registration Statement of James River Group Holdings, Ltd. (“James River Bermuda”) on Form S-4, dated August 15, 2025, and filed with the Securities and Exchange Commission (the “Registration Statement”), noting especially the discussion under the heading “MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE DOMESTICATION.”

**Part II:**

**Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

On November 7, 2025, James River Bermuda filed a certificate of corporate domestication along with a new certificate of incorporation with the Secretary of State of the State of Delaware, which were preceded by a corresponding document, known as a notice of discontinuance, filed with the Bermuda Registrar of Companies on November 6, 2025, pursuant to which James River Bermuda was domesticated and continues as a Delaware corporation with the name “James River Group Holdings, Inc.” (“James River Delaware”) (collectively, the “Domestication”).

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<sup>1</sup> Unless otherwise defined herein, capitalized terms used in this attachment have the meaning ascribed to them in the Registration Statement filed with the Securities and Exchange Commission on August 15, 2025 by James River Bermuda.

As a result of and upon the effective time of the Domestication, the common shares of James River Bermuda, par value \$0.0002 per share (including fractions of common shares, as the case may be), issued and outstanding immediately prior to the effective time of the Domestication (“JR Bermuda Stock”) were automatically converted by operation of law into an equivalent number of shares of common stock, par value \$0.0002 per share (or fractions of shares of common stock, as the case may be), of James River Delaware (“JR Stock”).

**Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

As described in the Registration Statement, the Domestication was intended to qualify as a “reorganization” within the meaning of Section 368(a)(1)(F) of the Code. Assuming that the Domestication so qualifies, and assuming JR Bermuda was not a passive foreign investment company under Section 1297 of the Code for any taxable year during which the applicable United States Holder held JR Bermuda Stock, the tax basis of a share of JR Stock deemed received by a United States Holder in the Domestication will equal the United States Holder’s tax basis in the JR Bermuda Stock surrendered in exchange therefor, increased by any amount included in the income of such United States Holder as a result of the application of Section 367 of the Code, as discussed below. Whether any amount of gain will be required to be recognized or any deemed dividend included in income will depend on the value of shares held by a United States Holder at the time of the Domestication, as well as the percentage ownership of the U.S. Holder by vote or value, and whether certain elections are made.

*United States Holders that Own James River Bermuda Ordinary Shares with a Fair Market Value Less Than \$50,000*

Subject to the discussion in the Registration Statement under the heading “— PFIC Considerations with Respect to the Domestication,” a United States Holder who on the date of the Domestication owns (or is considered to own) JR Bermuda Stock with a fair market value less than \$50,000 and is not a 10% Shareholder should not be required to recognize any gain or loss under Section 367 of the Code in connection with the Domestication, and generally should not be required to include any part of the all earnings and profits amount, if any, in income.

*United States Holders that Own Less Than 10% of James River Bermuda’s Ordinary Shares*

A United States Holder who on the date of the Domestication directly, indirectly and constructively owns JR Bermuda Stock with a fair market value of \$50,000 or more but who is not a 10% Shareholder will recognize gain (but not loss) with respect to the

deemed receipt of JR Stock in the Domestication unless such holder elects to recognize the “all earnings and profits amount”.

*United States Holders that Own 10% or More of James River Bermuda's Ordinary Shares*

Under Treasury Regulation Section 1.367(b)-3(b)(3), a 10% Shareholder must include in income, as a dividend, the “all earnings and profits amount” attributable to the JR Bermuda Stock it directly owns, within the meaning of Treasury Regulation Section 1.367(b)-2(d).

For more information regarding U.S. federal income tax consequences of the Domestication and the statements set forth on this Form 8937, see the discussion entitled “MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE DOMESTICATION” in the Registration Statement. Shareholders should consult their own tax advisors regarding the particular tax consequences of the Domestication to them, including the applicability and effect of all U.S. federal, state, and local and non-U.S. tax laws.

**Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

See above, Line 15.

**Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 368(a)(1)(F) and 367(b) of the Code and related Treasury Regulations.

**Line 18. Can any resulting loss be recognized?**

No loss may be recognized as a result of the Domestication.

**Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The basis adjustments described above are taken into account in the tax year of the holders of the JR Bermuda Shares during which the Domestication occurred (e.g., 2025 for calendar year taxpayers).