



**New York Life Global Funding**  
**\$40,000,000,000**  
**(increased from \$35,000,000,000)**  
**GLOBAL DEBT ISSUANCE PROGRAM**

This supplement (“Third Offering Memorandum Supplement”) is supplemental to and must be read in conjunction with the Offering Memorandum, dated March 26, 2024, as supplemented by the First Offering Memorandum Supplement, dated May 29, 2024 and the Second Offering Memorandum Supplement, dated August 21, 2024 (as so supplemented, the “Offering Memorandum”), prepared by New York Life Global Funding (the “Issuer”) under the Issuer’s \$40,000,000,000 (increased from \$35,000,000,000) Global Debt Issuance Program (the “Program”) for the issuance of senior secured medium-term notes (the “Notes”).

This Third Offering Memorandum Supplement constitutes a “Base Listing Particulars Supplement” for the purposes of listing on the Official List and trading on the Global Exchange Market. The Irish Stock Exchange Plc, now trading as Euronext Dublin, has approved this Third Offering Memorandum Supplement. References herein to this document are to this Third Offering Memorandum Supplement incorporating Annex 1 hereto.

On November 21, 2024, New York Life Insurance Company (“New York Life”) published its interim condensed unaudited financial statements as of September 30, 2024 (including any notes thereto, the “Third Quarter 2024 Financial Statements”) and on November 21, 2024 made available New York Life’s Summary of Certain Third Quarter Financial Information, Certain Financial and Accounting Matters, Statutory Capitalization of New York Life, and Selected Historical Statutory Financial Information of New York Life (collectively, the “Third Quarter 2024 Financial Information”). Annex 1 to this document sets out the Third Quarter 2024 Financial Information at pages 3 to 24 and the Third Quarter 2024 Financial Statements at pages 25 to 39. Copies of the Third Quarter 2024 Financial Information and the Third Quarter 2024 Financial Statements will be made available for inspection at the offices of the parties at whose offices documents are to be available for inspection as identified in “General Information” in the Offering Memorandum.

With effect from the date hereof, the maximum aggregate principal amount of Notes that may be outstanding at any one time under the Program (the “Program Size”) is increased from the current limit of \$35,000,000,000 to \$40,000,000,000 (or the equivalent in foreign or composite currencies), and all references to the Program Size of \$35,000,000,000 in the Offering Memorandum, including the Form of Pricing Supplement contained therein, shall be read and construed as \$40,000,000,000.

Except as disclosed in this document, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Offering Memorandum, nor has there been any significant change in the financial or trading position of New York Life since September 30, 2024 (the date of the Third Quarter 2024 Financial Statements).

Each of the Issuer and New York Life accepts responsibility for the information contained in this Third Offering Memorandum Supplement. To the best of the knowledge of each of the Issuer and New York Life (having taken all reasonable care to ensure that such is the case) the information contained in this Third Offering Memorandum Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Where there is any inconsistency among the Offering Memorandum and this Third Offering Memorandum Supplement, the language used in this Third Offering Memorandum Supplement shall prevail.

Third Offering Memorandum Supplement dated November 21, 2024

## ANNEX 1

## SUMMARY OF CERTAIN THIRD QUARTER FINANCIAL INFORMATION

### Results of Operations - For the Nine Months Ended September 30, 2024 Compared to the Nine Months Ended September 30, 2023

#### *Net Income/(Loss)*

New York Life's net income, which is comprised of net gain/(loss) from operations after dividends to policyholders and federal and foreign income taxes plus net realized capital gains (losses) (after-tax and transfers to the interest maintenance reserve ("IMR")), was \$704 million for the nine months ended September 30, 2024, representing a \$1,007 million improvement from a net loss of \$(303) million reported for the nine months ended September 30, 2023. The increase in net income year-over-year was primarily driven by an increase in net gain from operations of \$1,082 million for the nine months ended September 30, 2024.

#### *Net Gain from Operations*

As a mutual insurance company, all dividends paid by New York Life to participating policyholders are included in net gain from operations. However, since dividends are supported by unassigned surplus, not all of the sources that support dividends are reported in pre-dividend net gain (such as capital gains (losses) and undistributed earnings from subsidiaries). Therefore, focusing on net gain from operations before dividends to policyholders and federal and foreign income taxes provides the best insight into New York Life's performance.

Net gain from operations before dividends to policyholders and federal and foreign income taxes for the nine months ended September 30, 2024 was \$2,708 million, representing an increase of \$1,360 million, or 101%, when compared to the net gain from operations before dividends to policyholders and federal and foreign income taxes of \$1,348 million reported for the nine months ended September 30, 2023. The increase was primarily driven by higher net investment income due to U.S. insurance subsidiary dividends and higher bond income. The increase in bond income was driven by both higher yields and higher average invested assets (see "—Net Investment Income (including amortization of IMR)").

Dividends to policyholders and federal and foreign income tax expense/(benefit) for the nine months ended September 30, 2024 were \$1,844 million and \$20 million, respectively, and for the nine months ended September 30, 2023 were \$1,656 million and \$(70) million, respectively (see "—Dividends to Policyholders" and "—Federal and Foreign Income Taxes").

Net gain (loss) from operations after dividends to policyholders and federal and foreign income taxes was \$844 million for the nine months ended September 30, 2024, and \$(238) million for the nine months ended September 30, 2023.

#### *Premium Income*

Premiums are primarily generated from sales of life insurance, annuities, Long Term Care ("LTC") insurance and disability insurance. In addition, sales of Institutional Annuities, with annuity purchase rate guarantees, are counted as premium since there is mortality risk in these products.

Premium income from the insurance business primarily consists of recurring premiums from New York Life's agency sold life business, while premium income from the annuities business is generally single premium and can be more volatile from year to year.

The following table shows premium income by business operation for the nine months ended September 30, 2024 and 2023 (\$ in millions):

	2024	2023	Change	
			\$	%
Life Insurance Solutions .....	\$ 7,035	\$ 7,039	\$ (4)	— %
New York Life Direct .....	1,202	1,187	15	1
Group Membership .....	476	485	(9)	(2)
LTC .....	287	275	12	4
Closed Block Reinsurance .....	82	72	10	14
Individual Disability Insurance .....	2	1	1	100
<b>Total Insurance Business<sup>1</sup> .....</b>	<b>9,084</b>	<b>9,059</b>	<b>25</b>	<b>—</b>
Institutional Annuities .....	3,024	3,103	(79)	(3)
Retail Annuities .....	743	510	233	46
<b>Total Annuities Business .....</b>	<b>3,767</b>	<b>3,613</b>	<b>154</b>	<b>4</b>
<b>Total .....</b>	<b>\$ 12,851</b>	<b>\$ 12,672</b>	<b>\$ 179</b>	<b>1 %</b>

<sup>1</sup> Recurring premiums account for 82% and 83% of the total insurance business for the nine months ended September 30, 2024 and 2023, respectively.

Life Insurance Solutions premiums for the nine months ended September 30, 2024 decreased \$4 million from the nine months ended September 30, 2023. The impact of \$196 million of ceded renewal premiums due to the Term Reinsurance Agreement (see “Certain Financial and Accounting Matters—Reinsurance”), more than offset inforce growth. Absent the ceded premiums, Life Insurance Solutions premiums increased \$192 million.

Institutional Annuities premiums for the nine months ended September 30, 2024 decreased \$79 million from the nine months ended September 30, 2023, primarily due to lower sales of single premium buy-out contracts for pension risk transfer and guaranteed investment contracts (“GICs”), partially offset by higher sales of stable value products.

Retail Annuities premiums for the nine months ended September 30, 2024 increased \$233 million from the nine months ended September 30, 2023, primarily due to higher sales of participating income annuities.

*Net Investment Income (including amortization of IMR)*

The following table shows investment income based on components of New York Life’s investment portfolio for the nine months ended September 30, 2024 and 2023 (\$ in millions):

	2024	2023	Change	
			\$	%
Bonds .....	\$ 4,700	\$ 4,129	\$ 571	14 %
U.S. Insurance Subsidiary Dividends <sup>1</sup> .....	890	—	890	nm
Mortgage Loans .....	748	716	32	4
Policy Loans .....	564	494	70	14
Other Invested Assets .....	383	411	(28)	(7)
Real Estate .....	325	302	23	8
Equity Securities .....	21	27	(6)	(22)
Other .....	230	175	55	31
Gross Investment Income .....	7,861	6,254	1,607	26
Investment Expenses <sup>2</sup> .....	(743)	(657)	(86)	(13)
Net Investment Income .....	7,118	5,597	1,521	27
Amortization of IMR .....	17	47	(30)	(64)
<b>Total .....</b>	<b>\$ 7,135</b>	<b>\$ 5,644</b>	<b>\$ 1,491</b>	<b>26 %</b>

<sup>1</sup> Dividends from the wholly owned U.S. insurance subsidiaries of New York Life.

<sup>2</sup> Investment expenses include interest expense on surplus notes.

nm = not meaningful

The \$1,491 million increase in net investment income was primarily due to a dividend from New York Life Insurance and Annuity Corporation (“NYLIAC”), a wholly-owned subsidiary of New York Life. The increase in bond income was driven by both higher yields and higher average invested assets.

*Other Income*

The following table shows the primary components of other income for the nine months ended September 30, 2024 and 2023 (\$ in millions):

	2024	2023	Change	
			\$	%
Investment in COLI Policies .....	\$ 215	\$ 140	\$ 75	54 %
Other .....	(45)	(45)	—	—
<b>Total .....</b>	<b>\$ 170</b>	<b>\$ 95</b>	<b>\$ 75</b>	<b>79 %</b>

New York Life has purchased various corporate-owned life insurance (“COLI”) policies from NYLIAC for the purpose of informally funding non-qualified pension and post-retirement plans and deferred compensation plans. NYLIAC holds the underlying assets supporting these policies. Income from these policies represents the net change in cash surrender value, driven by the performance of the underlying assets supporting the policies. The income from the investment in COLI policies during the nine months ended September 30, 2024 is higher compared to the nine months ended September 30, 2023, largely due to higher equity returns in 2024. This was primarily passed on to participants in certain deferred compensation plans, and therefore was partially offset by higher interest credited expense included in general operating expenses (see “—Operating Expenses”).

### Benefit Payments

New York Life’s benefit payments primarily include death benefits, annuity benefits, LTC benefits, disability benefits, surrender benefits (including scheduled maturities and withdrawals on Institutional Annuities) and interest on policy claims and deposit funds.

The following table shows benefit payments by business operation for the nine months ended September 30, 2024 and 2023 (\$ in millions):

	2024	2023	Change	
			\$	%
Life Insurance Solutions .....	\$ 4,117	\$ 3,994	\$ 123	3 %
New York Life Direct .....	775	756	19	3
Group Membership .....	297	274	23	8
LTC .....	136	121	15	12
Closed Block Reinsurance .....	304	302	2	1
Total Insurance Business .....	5,629	5,447	182	3
Institutional Annuities .....	5,783	6,190	(407)	(7)
Retail Annuities .....	106	90	16	18
Total Annuities Business .....	5,889	6,280	(391)	(6)
<b>Total .....</b>	<b>\$ 11,518</b>	<b>\$ 11,727</b>	<b>\$ (209)</b>	<b>(2)%</b>

Life Insurance Solutions benefit payments for the nine months ended September 30, 2024 increased \$123 million from the nine months ended September 30, 2023, which is net of a change in ceded benefits paid of \$136 million due to the Term Reinsurance Agreement (see “Certain Financial and Accounting Matters—Reinsurance”). Absent the ceded benefits paid, Life Insurance Solutions benefit payments would have increased \$259 million primarily driven by higher surrenders on whole life products as lapse rates are beginning to normalize to pre-pandemic levels.

Institutional Annuities benefit payments for the nine months ended September 30, 2024 decreased \$407 million from the nine months ended September 30, 2023, primarily driven by lower withdrawals related to the rebalancing of New York Life’s Defined Benefit Pension Plans (“**Pension Plans**”) (see “—Net Transfers to (from) Separate Accounts”), stable value products, and scheduled maturities on GICs. This decrease was partially offset by higher scheduled maturities on funding agreements and increased withdrawals on participating contracts.

### *Additions to Reserves*

The following table shows additions to reserves by business operation for the nine months ended September 30, 2024 and 2023 (\$ in millions):

	2024	2023	Change	
			\$	%
Life Insurance Solutions .....	\$ 3,384	\$ 3,421	\$ (37)	(1)%
New York Life Direct .....	91	113	(22)	(19)
Group Membership .....	(19)	18	(37)	nm
LTC .....	212	202	10	5
Closed Block Reinsurance .....	(153)	(147)	(6)	(4)
Individual Disability Insurance .....	2	—	2	nm
<b>Total Insurance Business .....</b>	<b>3,517</b>	<b>3,607</b>	<b>(90)</b>	<b>—</b>
Institutional Annuities .....	159	417	(258)	(62)
Retail Annuities .....	578	391	187	48
<b>Total Annuities Business .....</b>	<b>737</b>	<b>808</b>	<b>(71)</b>	<b>(9)</b>
<b>Total .....</b>	<b>\$ 4,254</b>	<b>\$ 4,415</b>	<b>\$ (161)</b>	<b>(4)%</b>

nm = not meaningful

Institutional Annuities additions to reserves for the nine months ended September 30, 2024 decreased \$258 million from the nine months ended September 30, 2023. The decrease was primarily driven by lower sales of single premium buy-out contracts for pension risk transfer, as well as lower net flows into the general account contracts of Pension Plans. This is partially offset by lower outflows from stable value products.

Retail Annuities additions to reserves for the nine months ended September 30, 2024 increased \$187 million from the nine months ended September 30, 2023, primarily due to sales of participating income annuities.

### *Net Transfers to (from) Separate Accounts*

The following table shows the components of the net transfers to (from) separate accounts for the nine months ended September 30, 2024 and 2023 (\$ in millions):

	2024	2023	Change	
			\$	%
Transfers to separate accounts .....	\$ 1,334	\$ 1,095	\$ 239	22 %
Transfers from separate accounts .....	(2,477)	(3,000)	523	17
<b>Total .....</b>	<b>\$ (1,143)</b>	<b>\$ (1,905)</b>	<b>\$ 762</b>	<b>40 %</b>

Changes in net transfers to (from) separate accounts during the nine months ended September 30, 2024 increased \$762 million from the nine months ended September 30, 2023, primarily related to lower net transfers out of stable value products, as well as lower withdrawals from rebalancing separate account contracts of the Pension Plans (see “—Additions to Reserves” and “—Benefit Payments”).

### *Adjustments in Funds Withheld*

New York Life enters into reinsurance agreements to coinsure its liabilities with another insurer, and under these agreements, New York Life may retain the assets supporting the reinsured liabilities. Under those type of arrangements, New York Life established a funds withheld liability. The adjustments in funds withheld represents the establishment of the funds withheld liability and related interest. Adjustments in funds withheld for the nine months ended September 30, 2024 was \$107 million, representing an increase of \$20 million when compared to adjustments in funds withheld of \$87 million for the nine months ended September 30, 2023, primarily related to interest credited on the Term Reinsurance Agreement (see “Certain Financial and Accounting Matters—Reinsurance”).

### *Operating Expenses*

The following table shows the components of operating expenses for the nine months ended September 30, 2024 and 2023 (\$ in millions):

	2024	2023	Change	
			\$	%
General operating expenses <sup>1</sup> .....	\$ 2,171	\$ 2,178	\$ (7)	— %
Variable sales expenses <sup>2</sup> .....	541	561	(20)	(4)
<b>Total</b> .....	<b>\$ 2,712</b>	<b>\$ 2,739</b>	<b>\$ (27)</b>	<b>(1)%</b>

<sup>1</sup> General operating expenses include, but are not limited to, salaries, incentive compensation, licenses and fees, charitable contributions and rent expense.

<sup>2</sup> Variable sales expenses include agents’ commissions and premium tax expense.

### *Dividends to Policyholders*

The following table shows dividends to policyholders for the nine months ended September 30, 2024 and 2023 (\$ in millions):

	2024	2023	Change	
			\$	%
Dividends - New York Life policyholders .....	\$ 1,808	\$ 1,633	\$ 175	11 %
Dividends - Closed Block Reinsurance <sup>1</sup> .....	36	23	13	57
<b>Total</b> .....	<b>\$ 1,844</b>	<b>\$ 1,656</b>	<b>\$ 188</b>	<b>11 %</b>

<sup>1</sup> Dividends for the Closed Block Reinsurance are approved by the ceding company.

Dividends to New York Life policyholders are approved by New York Life’s board of directors (the “**Board of Directors**”) annually and primarily factor in investment experience (interest earnings, credit loss experience and equity returns), mortality results and expense levels that develop over a period of time (see “Certain Financial and Accounting Matters—Dividends to Policyholders”).



*Federal and Foreign Income Taxes*

Under Statutory Accounting Principles (“SAP”) prescribed or permitted by the New York State Department of Financial Services (the “NYSDFS”), current federal and foreign income taxes are reflected in net income, whereas deferred tax items are reflected as a component of surplus. Therefore, differences between the statutory tax rate and book income to tax expense includes temporary book/tax differences in addition to permanent differences. The following table reconciles the tax expense calculated at the statutory rate to the tax benefit reflected in New York Life’s results of operations for the nine months ended September 30, 2024 and 2023 (in millions):

	<b>2024</b>	<b>2023</b>	<b>Change</b>
<b>Tax expense/(benefit) on net gain/loss from operations .....</b>	<b>\$ 181</b>	<b>\$ (65)</b>	<b>\$ 246</b>
Dividends from subsidiaries <sup>1</sup> .....	(189)	(10)	(179)
Tax credits <sup>2</sup> .....	(66)	(47)	(19)
Tax exempt income .....	(71)	(55)	(16)
Amortization of IMR .....	(3)	(9)	6
Excess of book over tax reserves .....	75	106	(31)
Deferred acquisition costs tax .....	29	29	—
Non-deductible pension and post-retirement benefits .....	19	27	(8)
Prior year return to provision adjustment .....	(11)	(64)	53
Other <sup>3</sup> .....	56	18	38
<b>Total federal and foreign income tax expense/(benefit) .....</b>	<b>\$ 20</b>	<b>\$ (70)</b>	<b>\$ 90</b>

<sup>1</sup> Dividends from subsidiaries represent after-tax earnings of the subsidiaries and are not subject to tax when received by New York Life.

<sup>2</sup> Tax credits result primarily from investments in low-income housing and alternative energy.

<sup>3</sup> Other consists mostly of changes in accruals, primarily incentive compensation.

*Net Realized Capital Gains/(Losses)*

New York Life reported net realized capital losses after taxes and transfers to the IMR of \$140 million for the nine months ended September 30, 2024, an increase of \$75 million from the net realized capital losses of \$65 million reported for the nine months ended September 30, 2023.

The following table represents net realized capital gains (losses) for the nine months ended September 30, 2024 and 2023 (in millions):

	<b>2024</b>	<b>2023</b>	<b>Change</b>
Bonds .....	\$ (128)	\$ (208)	\$ 80
Derivatives .....	(249)	(199)	(50)
Real estate .....	191	31	160
Common and preferred stocks .....	35	67	(32)
Limited partnerships .....	9	(2)	11
Other <sup>1</sup> .....	(21)	(17)	(4)
<b>Total before OTTI and capital gains/(losses) tax .....</b>	<b>(163)</b>	<b>(328)</b>	<b>165</b>
OTTI <sup>2</sup> .....	(350)	(136)	(214)
Capital gains tax (expense)/benefit .....	(1)	68	(69)
<b>Net realized capital losses after-tax and before transfers to the IMR .....</b>	<b>(514)</b>	<b>(396)</b>	<b>(118)</b>
Capital losses transferred to the IMR <sup>3</sup> .....	374	331	43
<b>Net realized capital losses after-tax .....</b>	<b>\$ (140)</b>	<b>\$ (65)</b>	<b>\$ (75)</b>

<sup>1</sup> Other includes foreign exchange gains and losses on funding agreements related to the Issuer's Notes.

<sup>2</sup> OTTI losses are generally not subject to current tax treatment; however, current year tax includes benefits on current year OTTI on residential mortgage-backed securities and sales of other securities impaired in prior years.

<sup>3</sup> Capital losses tax benefit transferred to the IMR was \$99 million and \$88 million for the nine months ended September 30, 2024 and 2023, respectively.

Realized capital losses on bonds of \$128 million for the nine months ended September 30, 2024 were primarily due to sales of treasury notes, corporate bonds and bond exchange traded funds. The majority of these losses were transferred to the IMR and the remaining losses were recorded to the Asset Valuation Reserve ("AVR"). Realized capital losses on bonds of \$208 million for the nine months ended September 30, 2023 were primarily due to sales of treasury notes and corporate bonds and maturities of foreign currencies. The majority of these losses were transferred to the IMR and the remaining losses were recorded to the AVR.

Realized capital losses on derivatives of \$249 million and \$199 million for the nine months ended September 30, 2024 and 2023, respectively, were primarily due to terminations on derivative strategies used to hedge against a low interest rate environment. Realized capital losses on derivatives of \$297 million and \$214 million were transferred to the IMR for the nine months ended September 30, 2024 and 2023, respectively. The losses that will amortize through the IMR are expected to be significantly offset by higher net investment income due to reinvestment at higher interest rates.

Realized capital gains on real estate of \$191 million for the nine months ended September 30, 2024 were primarily due to the sale of five properties in the multifamily and industry sectors.

The following table shows the distribution of OTTI and the year-over-year change in OTTI by asset type for the nine months ended September 30, 2024 and 2023 (in millions):

	<b>2024</b>	<b>2023</b>	<b>Change</b>
Bonds .....	\$ (76)	\$ (27)	\$ (49)
Mortgage loans .....	(107)	(3)	(104)
Limited partnerships .....	(137)	(57)	(80)
Other invested assets .....	(28)	(34)	6
Common and preferred stocks .....	(2)	(15)	13
<b>Total OTTI .....</b>	<b>\$ (350)</b>	<b>\$ (136)</b>	<b>\$ (214)</b>

OTTI on bonds of \$76 million for the nine months ended September 30, 2024 was primarily due to credit impairments, primarily consisting of asset backed securities (“ABS”) backed by underperforming unsecured consumer loans and corporate bonds in various sectors, and interest related impairments due to future sales. OTTI on bonds of \$27 million for the nine months ended September 30, 2023 was primarily due to impairments in the cable, media and technology sectors due to high cost of borrowing, increased competition and cord cutting.

OTTI on mortgage loans of \$107 million for the nine months ended September 30, 2024 was primarily due to impairments in the office sector.

OTTI for limited partnerships (“LPs”) of \$137 million for the nine months ended September 30, 2024 was primarily due to leveraged buyouts approaching the end of their lifecycle and a real estate LP that is marketed for sale that is seeing lower than expected bids. LPs record expenses and fees accumulated over the life of the partnership as unrealized losses, therefore, when the partnership is at the end of its lifecycle such losses are realized by recording OTTI. OTTI for LPs of \$57 million for the nine months ended September 30, 2023 was primarily related to leveraged buyouts approaching the end of their lifecycle as well as media sector funds facing performance challenges.

OTTI for other invested assets of \$28 million and \$34 million for the nine months ended September 30, 2024 and 2023, respectively, was primarily due to ABS residual securities backed by underperforming unsecured consumer loans.

## Financial Position - At September 30, 2024 Compared to December 31, 2023

### Assets

New York Life's total assets at September 30, 2024 were \$243,664 million, which was \$11,762 million, or 5%, higher than the \$231,902 million reported at December 31, 2023. The increase was primarily reflected in the following assets:

- \$11,156 million higher cash and invested assets primarily driven by the investment of operating cash flow with the increase primarily in fixed income investments.

### Liabilities

New York Life's total liabilities, including AVR, at September 30, 2024 were \$217,393 million, which was \$10,785 million, or 5%, higher than the \$206,608 million reported at December 31, 2023. The increase is primarily reflected in the following liabilities:

- \$9,956 million increase in policy reserves and deposit funds is primarily driven by higher deposits in funding agreements related to issuances of Notes under the Program and Federal Home Loan Bank funding agreements as well as growth and aging of the inforce, particularly in whole life products. The table below presents policy reserves and deposit funds by business operation at September 30, 2024 and December 31, 2023 (\$ in millions):

	2024	2023	Change	
			\$	%
Life Insurance Solutions .....	\$ 95,023	\$ 91,511	\$ 3,512	4 %
New York Life Direct .....	3,665	3,575	90	3
Group Membership .....	2,116	2,139	(23)	(1)
LTC .....	4,708	4,496	212	5
Closed Block Reinsurance .....	4,385	4,562	(177)	(4)
Individual Disability Insurance .....	3	1	2	nm
Total Insurance Business .....	109,900	106,284	3,616	—
Institutional Annuities .....	70,721	64,959	5,762	9
Retail Annuities .....	3,807	3,229	578	18
Total Annuities Business .....	74,528	68,188	6,340	9
<b>Total .....</b>	<b>\$ 184,428</b>	<b>\$ 174,472</b>	<b>\$ 9,956</b>	<b>6 %</b>

### Statutory Surplus

Statutory surplus was \$26,271 million at September 30, 2024, an increase of \$977 million, or 4%, from the \$25,294 million reported at December 31, 2023. The main drivers of the change in New York Life’s statutory surplus are presented in the following table (in millions):

	<u>2024</u>
Beginning surplus .....	\$ 25,294
Net income .....	704
Change in net unrealized capital gains/(losses) <sup>1</sup> .....	(145)
Change in deferred taxes <sup>1,2</sup> .....	93
Change in AVR .....	(72)
Change in nonadmitted assets <sup>2,3</sup> .....	314
Pension and post-retirement impacts <sup>3</sup> .....	82
Other .....	1
<b>Ending surplus</b> .....	<b>26,271</b>
AVR .....	4,585
<b>Surplus and AVR<sup>4</sup></b> .....	<b>\$ 30,856</b>

<sup>1</sup> Deferred tax benefit on change in net unrealized capital losses of \$38 million was reclassified to “Change in deferred taxes.”

<sup>2</sup> An increase in nonadmitted deferred income taxes of \$192 million was reclassified to “Change in deferred taxes.”

<sup>3</sup> A decrease in nonadmitted prepaid pension assets of \$84 million was reclassified to “Pension and post-retirement impacts.”

<sup>4</sup> Consolidated statutory surplus and AVR, which includes the AVR of New York Life’s wholly owned U.S. insurance subsidiaries totaled \$32,176 million at September 30, 2024.

*Change in Net Unrealized Capital Gains/(Losses)*

The following table shows the components of the change in net unrealized capital gains/(losses) at September 30, 2024 from December 31, 2023 (in millions):

	<u>2024</u>
Affiliated:	
Domestic insurance subsidiaries:	
Operations .....	\$ 691
Dividend from NYLIAC .....	(890)
Amortization of goodwill <sup>1</sup> .....	(314)
Total domestic insurance subsidiaries .....	(513)
Asset management subsidiaries .....	292
Insurance subsidiary in Mexico and other .....	251
Total affiliated .....	30
Unaffiliated:	
Common stocks .....	19
Other invested assets .....	(12)
Mortgage loans .....	(27)
Other .....	(155)
Total unaffiliated .....	(175)
<b>Total change in net unrealized capital gains/(losses) .....</b>	<b>\$ (145)</b>

<sup>1</sup> Goodwill associated with the acquisition of New York Life Group Benefit Solutions (“GBS”) in 2020.

The increase in net unrealized capital gains associated with domestic insurance subsidiary operations of \$691 million was primarily driven by the performance of Life Insurance Company of North America due to strong underwriting margin results and lower expenses, as well as NYLIAC due to investment spread and favorable mortality.

The decrease in net unrealized capital gains associated with other investments of \$155 million was primarily driven by a reduction in foreign currency related hedges which was mainly due to the qualification of foreign private bond hedges during the period.

*Change in Deferred Taxes*

The following table shows the components of the change in deferred taxes at September 30, 2024 from December 31, 2023 (in millions):

	<u>2024</u>
Deferred income tax benefit on operating results .....	\$ 247
Deferred tax benefit on change in net unrealized capital losses .....	38
Subtotal .....	285
Increase in nonadmitted deferred income taxes .....	(192)
<b>Total change in deferred taxes .....</b>	<b>\$ 93</b>

### *Change in AVR*

The AVR liability represents a portion of New York Life's surplus set aside to offset potential non-interest related investment losses. Changes in the AVR are recorded directly to surplus. The AVR liability is based on a formula prescribed by the National Association of Insurance Commissioners (the "NAIC") and is largely influenced by the size and quality of the investment portfolio. Changes in the AVR are driven by non-interest related gains and losses on the investment portfolio and an annual contribution based on factors set by the NAIC. Factors are also used to set a reserve objective and a maximum reserve. The AVR liability increased by \$72 million at September 30, 2024 from December 31, 2023, which reduced surplus and is currently at its maximum reserve.

### *Change in Nonadmitted Assets*

Certain assets are not allowed as admitted assets under SAP. Generally, these are assets with economic value, but which cannot be readily used to pay policyholder obligations. New York Life had a net decrease in nonadmitted assets that resulted in an increase to surplus of \$314 million during the nine months ended September 30, 2024, primarily due to the change in nonadmitted goodwill associated with the GBS acquisition as a result of the amortization of goodwill that is included in change in net unrealized gains/(losses). This is partially offset by the change in nonadmitted assets related to furniture and equipment and the change in nonadmitted investment in two wholly owned subsidiaries, NYL Investors LLC and Seguros Monterrey, that is included in change in net unrealized gains/(losses) (see "—Change in Net Unrealized Capital Gains/(Losses)").

### *Pension and Post-retirement Impacts*

The calculation of pension and other postretirement benefits obligations requires management to select demographic and economic assumptions that affect the reported amounts of assets and liabilities at December 31 of each year. Assumptions include, but are not limited to, interest rates, return on plan assets, mortality, withdrawal and retirement rates, and healthcare cost trend rate. The selected actuarial assumptions comply with the NAIC guidance, which requires New York Life to use its best estimate for each assumption, and are reviewed regularly for reasonableness, comparing assumed results to actual plan experience with adjustments made when necessary. New York Life uses a December 31 measurement date for these plans, as required.

Pension and post-retirement related impacts reported as a direct adjustment to surplus do not include the expenses (annual service costs, amortization of unrecognized actuarial losses and prior service costs/(credits)) reported in net gain/(loss) from operations. These adjustments increased surplus by \$82 million.

## Liquidity Sources and Requirements

New York Life's cash inflows from its insurance activities include life insurance premiums, annuity considerations and GICs and deposit funds. New York Life's cash inflows from investments result from proceeds on sales, repayments of principal, maturities of invested assets and investment income. The following table sets forth the total available liquidity of New York Life from liquid assets and other funding sources at the end of the specified periods (in millions). Liquid assets include cash and cash equivalents, short-term investments and publicly traded securities, excluding assets that are pledged or otherwise committed. Other funding sources includes the available capacity at short-term borrowing facilities.

### New York Life's Available Liquidity at Market Value (in millions)

	September 30, 2024	December 31, 2023
<b>Cash and short-term investments:</b>		
Cash and cash equivalents .....	\$ 4,167	\$ 3,548
Short-term investments .....	387	309
Less: securities lending and other short-term liabilities .....	(3,002)	(1,967)
<b>Net cash and short-term investments .....</b>	<b>1,552</b>	<b>1,890</b>
<b>Liquid bonds:</b>		
U.S. government and agency bonds .....	6,110	7,393
Public corporate investment-grade bonds & collateralized mortgage obligations .....	60,864	55,474
<b>Liquid bonds .....</b>	<b>66,974</b>	<b>62,867</b>
<b>Equities:</b>		
Public equities portfolio .....	331	347
<b>Total liquid assets .....</b>	<b>68,857</b>	<b>65,104</b>
<b>Other funding sources:</b>		
Bank facility/commercial paper capacity .....	3,000	3,001
Federal Home Loan Bank available capacity <sup>1</sup> .....	8,656	8,521
<b>Total other funding sources .....</b>	<b>11,656</b>	<b>11,522</b>
<b>Total available liquidity .....</b>	<b>\$ 80,513</b>	<b>\$ 76,626</b>

<sup>1</sup> Available capacity represents 5% of New York Life's total admitted assets. At September 30, 2024, New York Life's borrowing capacity with the Federal Home Loan Bank of New York was \$12,183 million, of which \$3,527 million had been used. At December 31, 2023, New York Life's borrowing capacity with the Federal Home Loan Bank of New York Life was \$11,595 million, of which \$3,074 million had been used.

New York Life's U.S. insurance subsidiaries are subject to certain insurance department regulatory restrictions as to the payment of dividends to New York Life. These restrictions pose no short-term or long-term liquidity concerns for New York Life, as it does not rely on subsidiary dividends as a significant source of liquidity.

#### *Liquidity Uses*

New York Life's principal cash outflows primarily relate to the payment of liabilities associated with its various life insurance, annuity and group pension (GICs and funding agreements) products, operating expenses and income taxes. Liabilities arising from New York Life's insurance activities primarily relate to benefit payments, policy surrenders, withdrawals from GICs and maturities of funding agreements, and loans and dividends to policyholders.



See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Investment Risk Management” for a discussion of liquidity risk.

A primary liquidity concern with respect to life insurance and annuity products is the risk of early policyholder and contract holder withdrawals. New York Life includes provisions in certain of its contracts that are designed to limit withdrawals from general account institutional pension products (group annuities, GICs and certain deposit fund liabilities) sold to employee benefit plan sponsors. Such provisions include surrender charges, market value adjustments and prohibitions or restrictions on withdrawals. New York Life closely monitors its liquidity requirements in order to match cash inflows with expected cash outflows and employs an asset/liability management approach tailored to the specific requirements of each product line based upon the return objectives, risk tolerance, liquidity, tax and regulatory requirements of the underlying products. It also regularly conducts liquidity stress tests and monitors early warning indicators of potential liquidity issues.

New York Life participates in a securities lending program for its general account whereby fixed income securities are loaned to third parties, primarily major brokerage firms and commercial banks. The borrowers of its securities provide New York Life with collateral, typically in cash. New York Life separately manages this collateral and invests such cash collateral in a portfolio of highly rated fixed income securities with short maturities. Securities on loan under the program could be returned to New York Life by the borrowers, or New York Life could call such securities at any time. Returns of loaned securities would require New York Life to return the cash collateral associated with such loaned securities. New York Life was liable for cash collateral under its control of \$872 million at September 30, 2024 and \$1,093 million at December 31, 2023. See “Risk Factors—Risk Factors Relating to New York Life—New York Life’s Securities Lending Program Subjects It to Potential Liquidity and Other Risks.”

New York Life is committed to maintaining adequate capitalization for its insurance and non-insurance subsidiaries to fund growth opportunities and support new products, and, with respect to its U.S. insurance subsidiaries, to maintain targeted risk-based capital (“RBC”) levels. In addition, New York Life may make loans to its affiliates to provide additional funds to meet the business needs of these entities. New York Life received returns of capital (net of capital contributions) of \$77 million from its insurance and non-insurance subsidiaries during the nine months ended September 30, 2024, and received returns of capital (net of capital contributions) of \$26 million from its insurance and non-insurance subsidiaries during the year ended December 31, 2023.

## CERTAIN FINANCIAL AND ACCOUNTING MATTERS

### Accounting Policies and Principles

#### *Statutory Accounting Practices*

The financial statements of New York Life included in this Offering Memorandum are presented in accordance with SAP prescribed or permitted by the NYSDFS. SAP differs from generally accepted accounting principles in the United States (“GAAP”) in that SAP is primarily designed to reflect the ability of the insurer to satisfy its obligations to policyholders, contract holders and beneficiaries, whereas under GAAP, revenues and expenses are recorded in financial reporting periods to match revenues and expenses and reflect the ongoing financial results of the insurer. For example, under SAP, commissions and other costs incurred in connection with acquiring new business are charged to operations in the year incurred; whereas under GAAP, certain of these expenses are deferred and amortized on a basis to match them against appropriate revenues.

Under SAP, New York Life’s financial statements are not consolidated and investments in subsidiaries are generally shown at net equity value. Accordingly, the assets, liabilities and results of operations of New York Life’s subsidiaries are not consolidated with the assets, liabilities and results of operations, respectively, of New York Life. However, New York Life’s financial statements reflect, in New York Life’s assets, the net equity value of New York Life’s subsidiaries and, in New York Life’s surplus, the current year change in net equity value of subsidiaries, less contributions received from or returns of capital paid to New York Life, as an unrealized gain or loss on investments. Dividends declared by subsidiaries to New York Life are included in New York Life’s net investment income.

#### *Discussion of Certain Differences between SAP and GAAP*

The financial information of New York Life is presented in accordance with SAP. Statutory accounting is used by state insurance regulators to monitor the operations of insurance companies. Financial statements prepared under SAP as determined under New York Insurance Law vary from those prepared under GAAP in certain material respects, primarily as follows:

#### Investments

- investments in bonds are generally carried at amortized cost or values as prescribed by the NYSDFS, whereas under GAAP, investments in bonds that are classified as available for sale or trading are carried at fair value, with changes in fair value of bonds classified as available for sale reflected in equity, and changes in fair value of bonds classified as trading reflected in earnings;
- credit loss-related bond impairments that are deemed to be other than temporary are recorded as a direct write-down to the security without the ability to reverse those losses in the future if expected cash flows increase. Under GAAP, estimated credit losses on bonds classified as available for sale are recorded through an allowance for credit losses subject to future reversals if expected cash flows increase;
- investments in subsidiaries, controlled and other affiliated entities as defined in Statements of Statutory Accounting Principles No. 97, “Investments in Subsidiary, Controlled and Affiliated Entities” (“SCAs”), including partnerships, limited liability companies and joint ventures, are accounted for under the equity method. Under the equity method, domestic insurance subsidiaries are recorded at their underlying audited statutory surplus. Nonpublic non-insurance subsidiaries and other controlled entities are recorded at their underlying audited GAAP equity. Changes in the value of such investments are recorded as unrealized gains or losses. The earnings of such investments are recorded in net investment income only when dividends are declared. Under GAAP, these investments are consolidated;
- investments in noncontrolled partnerships and limited liability companies are accounted for under the equity method for both SAP and GAAP. Under the statutory equity method, undistributed income and capital gains and losses for these investments are reported in surplus as unrealized gains or losses,

whereas under GAAP, in many cases, for investment companies, unrealized gains and losses are included in net investment income;

- for investments in mortgage loans, specific valuation allowances are established for the excess carrying value of a mortgage loan over the estimated fair value of the collateral as an unrealized loss in surplus when it is probable that based on current information and events, New York Life will be unable to collect amounts due under the contractual terms of the loan agreement. Under GAAP, a valuation allowance is established for expected credit losses. The valuation allowance under GAAP is based on historical experience, current economic conditions and reasonable and supportable forecasts;
- realized gains and losses resulting from changes in interest rates are deferred in the IMR and amortized into investment income over the remaining life of the investment sold, whereas under GAAP, the gains and losses are recognized in income at the time of sale;
- certain derivative instruments are carried at amortized cost, whereas under GAAP, all derivative instruments are carried at fair value;

#### Insurance Contracts

- contracts that have any mortality or morbidity risk, regardless of significance, and contracts with life contingent annuity purchase rate guarantees are classified as insurance contracts, whereas under GAAP, only contracts that have significant mortality or morbidity risk are classified as insurance contracts, otherwise they are accounted for in a manner consistent with the accounting for interest bearing or other financial instruments;
- payments received for universal and variable life insurance products, certain variable and fixed deferred annuities and group annuity contracts are reported as premium income and corresponding change in reserves, whereas GAAP would treat these payments as deposits to policyholders' account balances;
- the costs related to acquiring insurance contracts (principally commissions), policy issue expenses and sales inducements are charged to income in the period incurred, whereas under GAAP, these costs are deferred when related directly to successful sales and amortized over the periods benefited;
- life insurance and annuity reserves are based on different statutory methods and assumptions than they are under GAAP;
- reinsurance agreements are accounted for as reinsurance on a SAP and GAAP basis if certain risk transfer provisions have been met. SAP requires the reinsurer to assume insurance risk, regardless of the significance of the loss potential, whereas GAAP requires that there is a reasonable possibility that the reinsurer may realize significant loss from assuming insurance risk; assets and liabilities from reinsurance transactions are reported net of reinsurance, whereas under GAAP, assets and liabilities from reinsurance transactions are reported gross of reinsurance;

#### Taxes

- deferred income taxes exclude state income taxes and are admitted to the extent they can be realized within three years subject to a 15% limitation of capital and surplus with changes in the net deferred tax reflected as a component of surplus, whereas under GAAP, deferred income taxes include federal and state income taxes and changes in deferred taxes are reflected in either earnings or other comprehensive income;
- a tax loss contingency is required to be established if it is more likely than not that a tax position will not be sustained upon examination by taxing authorities. If a loss contingency is greater than 50% of the tax benefit associated with a tax position, the loss contingency is increased to 100%, whereas under GAAP

the amount of the benefit for any uncertain tax position is the largest amount that is greater than 50% likely of being realized upon settlement;

#### Surplus

- an AVR based on a formula prescribed by the NAIC is established as a liability to offset potential non-interest related investment losses. Changes in the AVR are recorded directly to surplus, whereas under GAAP, no AVR is recognized;
- certain assets, such as investments in SCA entities that do not have audited financial statements, deferred taxes as noted above, intangible assets, overfunded pension plan assets, furniture and equipment, and unsecured receivables are considered nonadmitted and excluded from assets, whereas they are included in assets under GAAP subject to a valuation allowance, as appropriate;
- surplus notes are included as a component of surplus, whereas under GAAP, they are presented as a liability; and

#### Other

- goodwill held by an insurance company is admitted subject to a 10% limitation on surplus and amortized over the useful life of the goodwill, not to exceed 10 years, and goodwill held by non-insurance subsidiaries is assessed in accordance with GAAP, subject to certain limitations for holding companies and foreign insurance subsidiaries, whereas under the GAAP private company accounting alternative, goodwill is amortized over the useful life of the goodwill, not to exceed 10 years, and is tested for impairment, but it is not subject to the 10% limitation on equity.

The effects on the financial statements of the above variances between SAP as determined under New York Insurance Law and GAAP are material to New York Life.

#### *Adjustments for Impaired Investments*

The cost basis of bonds and equity securities is adjusted for impairments in value deemed to be other-than-temporary, with the associated realized loss reported in net income. For a discussion of how New York Life determines whether an impairment is appropriate, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—New York Life’s Investment Portfolio.”

#### *Statutory Investment Reserves*

SAP requires a life insurance company to maintain both an AVR and an IMR to absorb both realized and unrealized gains and losses on a portion of the life insurance company’s investments. The AVR is an investment reserve established to provide for default risk on fixed income assets and market value fluctuation on equity-type investments. The amount of the AVR is determined by formula, which considers the type of investment, the credit rating (where applicable) and current year changes in realized and unrealized capital gains and losses (other than those resulting from changes in interest rates). Changes in the AVR are accounted for as direct increases or decreases in surplus.

The IMR applies to interest-sensitive investments including bonds, preferred stocks, mortgage-backed securities, asset-backed securities, mortgage loans and certain derivatives. The IMR is designed to capture the after-tax capital gains or losses which are realized upon the sale of such investments and which result from changes in the overall level of interest rates. The captured after-tax net realized gains or losses are then amortized into income. Under the NAIC’s interim statutory accounting guidance, insurers are allowed to admit negative IMR (i.e., when deferred cumulative realized losses exceed cumulative realized gains) as special surplus for admitted disallowed IMR up to 10% of its capital and surplus as required to be shown on the balance sheet of the statutory financial statements most recently filed by such insurer with its domiciliary state insurance regulator, adjusted to exclude any net positive goodwill, electronic database processing equipment and operating system software, net deferred tax assets and

admitted net negative IMR. Only insurers with a risk-based capital greater than 300% authorized control level can admit negative IMR.

### **Dividends to Policyholders**

New York Life annually determines the amount of dividends payable to eligible policyholders. These dividends have the effect of reducing the cost of insurance to policyholders and should be distinguished from the dividends paid on shares of capital stock by other types of business corporations or by stock life insurance companies. Policies on which such dividends may be payable are referred to as participating policies; policies on which such dividends are not payable are referred to as non-participating policies.

Annually, the Board of Directors approves the divisible surplus<sup>1</sup> of New York Life to be paid out to eligible policyholders in accordance with an actuarially determined dividend scale. New York Life has discretion, subject to statutory requirements as to the source of dividends, to vary the amount of dividends payable to policyholders, even many years after the issuance of a particular policy. In determining the policyholder dividends payable in any year, the Board of Directors considers, among other things, the amounts necessary to meet New York Life's future policy obligations, maintain reserves and operate the business. To the extent authorized by the Board of Directors, New York Life has the right to continue to declare policyholder dividends and to make dividend payments on its participating policies.

### **Policy Reserves**

Life insurance companies price their insurance products based upon assumptions regarding certain future events, including investment income, expenses incurred and use of mortality and morbidity tables. SAP prescribes methods for providing for future benefits to be paid on a conservative basis, primarily by charging current operations with amounts necessary to establish appropriate reserves for anticipated future claims. Thus, under applicable state law, New York Life must maintain reserves in amounts which are actuarially calculated to be sufficient to meet its various policy and contract obligations as they become due. Such reserves appear as liabilities on New York Life's financial statements.

New York Life is required under the New York Insurance Law to conduct annually an analysis of the sufficiency of all life insurance and annuity statutory reserves. New York Life conducts its annual analysis as of December 31. See "Regulation and Supervision—Insurance Regulation—Policy and Contract Reserve Sufficiency Analysis."

### **Reinsurance**

New York Life uses a variety of reinsurance agreements with insurers to control its loss exposure. Generally, these agreements are structured either on an automatic basis, where all risks meeting prescribed criteria are automatically covered, or on a facultative basis, where the reinsurer must accept the specific reinsurance risk before the reinsurer becomes liable on that risk. The amount of each risk retained by New York Life on a facultative basis depends on its evaluation of the specific risk, its maximum retention limits and the amount of reinsurance available.

New York Life is a party to a reinsurance agreement (the "**Closed Block Reinsurance**") with John Hancock Life Insurance Company (U.S.A.) and one of its affiliates ("**John Hancock**") in which New York Life assumes on a coinsurance basis 100% of John Hancock's obligations and liabilities under the policies included in the closed block of participating whole life policies established in connection with the demutualization of John Hancock Mutual Life Insurance Company (the "**Closed Block**"). New York Life retrocedes 40% of those obligations and liabilities to John Hancock on a funds-withheld arrangement. The assets received from this transaction are held in a reinsurance trust as security for New York Life's obligations to John Hancock and are contractually restricted. The majority of such assets are allocated to the Closed Block and are held for the exclusive benefit of the policies included in the Closed Block.

<sup>1</sup> Divisible surplus is the portion of New York Life's total surplus that is available, following each year's operations, for distribution in the form of dividends.

The insurance-related revenue from the Closed Block policies, including net investment income from the assets allocated to the Closed Block, after satisfying certain related expenses and taxes, inure solely to the benefit of those reinsured policyholders and will not be available to New York Life's policyholders. Dividends for the Closed Block are approved by John Hancock.

Effective December 31, 2023, New York Life entered into a strategic indemnity reinsurance agreement on a coinsurance with funds withheld basis (the "**Term Reinsurance Agreement**") with Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft ("**Munich Re**"). Under the Term Reinsurance Agreement, New York Life ceded on a quota share basis 85% of all the risks under certain term life policies and respective riders issued by New York Life between January 1, 2000 and December 31, 2019. New York Life pays Munich Re an annual risk and profit charge which will decrease over time. New York Life receives from Munich Re a quarterly experience refund if the experience refund formula is positive.

### **Separate Accounts**

Under state insurance laws, insurers are permitted to establish separate investment accounts in which assets backing certain policies, including certain group annuity contracts, are held. The investments in each separate account (which may be pooled or customer-specific) are maintained separately from those in other separate accounts and the general account. Generally, the investment results of the separate account assets pass through to separate account policyholders and contract holders, so that an insurer derives management and other fees from, but bears no investment risk on, these assets. In separate accounts for products with minimum interest rate guarantees, the risk that the investment results of the separate account assets will not meet the minimum rate guaranteed on these products is borne by the insurer.

## STATUTORY CAPITALIZATION OF NEW YORK LIFE

New York Life is a mutual insurance company incorporated under the laws of the State of New York, United States. New York Life was incorporated on May 21, 1841 under the name Nautilus Insurance Company, was licensed to transact business in the State of New York on April 17, 1845 and changed its name to New York Life Insurance Company on April 5, 1849. The U.S. federal employer identification number of New York Life is 13-5582869. The registered office of New York Life is 51 Madison Avenue, New York, New York 10010. The telephone number of New York Life is +1 (800) 692-3086.

As a mutual company, New York Life has no capital stock and no shareholders. New York Life’s participating policyholders generally have certain rights to receive policy dividends, and they and certain other policyholders may have rights to receive distributions in a proceeding for its rehabilitation, liquidation or dissolution. Policyholders also have certain rights to vote in the election of directors as provided by New York law.

New York Life’s balance sheet includes its surplus and an AVR. The amount by which the admitted assets of New York Life exceed its liabilities is referred to as surplus. The AVR stabilizes surplus from fluctuations in the value of the investment portfolio (see “Certain Financial and Accounting Matters—Accounting Policies and Principles—Statutory Investment Reserves”).

The following table sets forth the capitalization of New York Life at September 30, 2024. The AVR is included in the following table even though such reserve is shown as a liability on New York Life’s balance sheet. This treatment is consistent with the general view of the insurance industry. In addition, this reserve is included as part of total adjusted capital for RBC purposes.

	<b>September 30,</b> <b>2024</b> <hr style="border: 0.5px solid black;"/> <b>(in millions)</b>
<b>Total Short-Term Debt (less than 1 year) .....</b>	<b>\$ 485</b>
AVR .....	\$ 4,585
<b>Surplus:</b>	
Surplus notes .....	4,233
Special surplus for admitted disallowed IMR <sup>1</sup> .....	824
Unassigned funds .....	21,214
<b>Surplus and AVR .....</b>	<b>\$ 30,856</b>

<sup>1</sup> See “Certain Financial and Accounting Matters—Accounting Policies and Principles—Statutory Investment Reserves.”

## SELECTED HISTORICAL STATUTORY FINANCIAL INFORMATION OF NEW YORK LIFE

The table presented below sets forth selected financial information for New York Life. Prospective investors should read it in conjunction with “Certain Financial and Accounting Matters” and New York Life’s Statutory Financial Statements included in the Offering Memorandum. The selected financial information for New York Life’s Statement of Financial Position at and Statement of Operations at and for the years ended December 31, 2023, 2022 and 2021 has been derived from the annual audited statutory financial statements. The selected financial information for New York Life at and for the nine months ended September 30, 2024 and 2023 has been derived from the quarterly unaudited statutory financial statements.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. Actual results may differ from estimates. Historical results are not necessarily indicative of results for any future period.

	At or for the Nine Months Ended September 30,		At or for the Year Ended December 31,		
	2024	2023	2023	2022	2021
	(in millions)				
<b>Statement of Operations Data:</b>					
Total income .....	\$ 20,156	\$ 18,411	\$ 23,838	\$ 25,880	\$ 26,686
Dividends to policyholders <sup>1</sup> .....	1,844	1,656	2,389	2,131	2,021
Net gain/(loss) from operations .....	844	(238)	70	170	1,309
Net income/(loss) .....	704	(303)	28	15	949
<b>Statement of Financial Position Data:</b>					
Total assets .....	\$ 243,664	\$ 230,762	\$ 231,902	\$ 222,781	\$ 213,696
Total liabilities .....	\$ 217,393	\$ 207,464	\$ 206,608	\$ 198,894	\$ 189,130
Surplus:					
Surplus notes .....	4,233	4,232	4,232	4,232	4,231
Special surplus for admitted disallowed IMR <sup>2</sup> .....	824	—	435	—	—
Unassigned funds .....	21,214	19,066	20,627	19,655	20,335
Surplus .....	26,271	23,298	25,294	23,887	24,566
Asset valuation reserve <sup>3</sup> .....	4,585	4,663	4,513	4,235	4,167
Surplus and asset valuation reserve .....	\$ 30,856	\$ 27,961	\$ 29,807	\$ 28,122	\$ 28,733
<b>Other Data:</b>					
Equity investment in subsidiaries <sup>4</sup> .....	\$ 14,765	\$ 14,188	\$ 14,373	\$ 13,617	\$ 14,911

<sup>1</sup> Dividends to policyholders (excluding dividends on assumed reinsurance) are discretionary and subject to the approval of the Board of Directors and dividends for the Closed Block are approved by the ceding company.

<sup>2</sup> See “Certain Financial and Accounting Matters—Accounting Policies and Principles—Statutory Investment Reserves.”

<sup>3</sup> Included in Total liabilities above but are treated as part of adjusted capital in the calculation of RBC.

<sup>4</sup> Included in Total assets above.



**NEW YORK LIFE INSURANCE COMPANY**  
**CONDENSED STATUTORY FINANCIAL STATEMENTS**  
**For the quarterly period ended September 30, 2024**

**NEW YORK LIFE INSURANCE COMPANY**  
**CONDENSED STATUTORY STATEMENTS OF FINANCIAL POSITION**  
**(UNAUDITED)**

	<u>September 30,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
(in millions)		
<b>Assets</b>		
Bonds	\$ 145,887	\$ 136,688
Common and preferred stocks	14,034	13,907
Mortgage loans	22,710	22,104
Policy loans	13,659	12,905
Other invested assets	14,277	14,431
Cash, cash equivalents and short-term investments	4,338	3,594
Derivatives	1,500	1,474
Real estate	2,378	2,524
Total cash and invested assets	218,783	207,627
Deferred and uncollected premiums	2,050	1,780
Investment income due and accrued	2,169	2,297
Admitted disallowed interest maintenance reserve	824	435
Other assets	7,821	7,261
Separate accounts assets	12,017	12,502
<b>Total assets</b>	\$ 243,664	\$ 231,902
<b>Liabilities and surplus</b>		
Liabilities:		
Policy reserves	\$ 140,710	\$ 136,519
Deposit funds	43,718	37,953
Dividends payable to policyholders	2,458	2,321
Policy claims	1,125	831
Borrowed money	485	419
Amounts payable under security lending agreements	872	1,097
Derivatives	725	602
Funds held under coinsurance	3,479	3,611
Other liabilities	7,219	6,240
Asset valuation reserve	4,585	4,513
Separate accounts liabilities	12,017	12,502
<b>Total liabilities</b>	217,393	206,608
Surplus:		
Surplus notes	4,233	4,232
Special surplus for admitted disallowed interest maintenance reserve	824	435
Unassigned surplus	21,214	20,627
<b>Total surplus</b>	26,271	25,294
<b>Total liabilities and surplus</b>	\$ 243,664	\$ 231,902

**NEW YORK LIFE INSURANCE COMPANY**  
**CONDENSED STATUTORY STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	Nine Months Ended September 30,	
	2024	2023
	(in millions)	
<b>Income</b>		
Premiums	\$ 12,851	\$ 12,672
Net investment income	7,135	5,644
Other income	170	95
<b>Total income</b>	<u>20,156</u>	<u>18,411</u>
<b>Benefits and expenses</b>		
Benefit payments:		
Death benefits	3,344	3,399
Annuity benefits	1,227	1,175
Health and disability insurance benefits	258	235
Surrender benefits	1,909	1,715
Payments on matured contracts	3,744	4,395
Other benefit payments	1,036	808
Total benefit payments	<u>11,518</u>	<u>11,727</u>
Additions to reserves	4,254	4,415
Net transfers from separate accounts	(1,143)	(1,905)
Adjustment in funds withheld	107	87
Operating expenses	2,712	2,739
<b>Total benefits and expenses</b>	<u>17,448</u>	<u>17,063</u>
Gain from operations before dividends to policyholders and federal and foreign income taxes	2,708	1,348
Dividends to policyholders	1,844	1,656
Gain (loss) from operations before federal and foreign income taxes	864	(308)
Federal and foreign income taxes	20	(70)
Net gain (loss) from operations	<u>844</u>	<u>(238)</u>
Net realized capital losses, after tax and transfers to interest maintenance reserve	(140)	(65)
<b>Net income (loss)</b>	<u>\$ 704</u>	<u>\$ (303)</u>

**NEW YORK LIFE INSURANCE COMPANY**  
**CONDENSED STATUTORY STATEMENTS OF CHANGES IN SURPLUS**  
**(UNAUDITED)**

	<b>September 30,</b>	<b>December 31,</b>
	<b>2024</b>	<b>2023</b>
	<b>(in millions)</b>	
<b>Surplus, beginning of year</b>	\$ 25,294	\$ 23,887
Net income	704	28
Change in liability for pension and postretirement plans	(2)	7
Change in asset valuation reserve	(72)	(278)
Change in nonadmitted assets	206	297
Change in net deferred income tax	247	199
Change in reserve valuation basis	—	(58)
Change in surplus as a result of reinsurance	—	1,201
Change in net unrealized capital gains on investments	207	421
Goodwill amortization	(314)	(418)
Other adjustments, net	1	8
<b>Surplus, end of period</b>	<b>\$ 26,271</b>	<b>\$ 25,294</b>

**NEW YORK LIFE INSURANCE COMPANY**  
**CONDENSED STATUTORY STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2024</b>	<b>2023</b>
	<b>(in millions)</b>	
<b>Cash flows from operating activities:</b>		
Premiums received	\$ 12,610	\$ 12,327
Net investment income received	6,530	5,237
Other	304	228
Total received	<u>19,444</u>	<u>17,792</u>
Benefits and other payments	10,323	10,752
Net transfers from separate accounts	(1,113)	(1,883)
Operating expenses	2,578	2,439
Dividends to policyholders	1,707	1,541
Federal income taxes paid	335	76
Total paid	<u>13,830</u>	<u>12,925</u>
<b>Net cash from operating activities</b>	<u>5,614</u>	<u>4,867</u>
<b>Cash flows from investing activities:</b>		
Proceeds from investments sold	13,954	5,368
Proceeds from investments matured or repaid	9,971	7,007
Cost of investments acquired	(31,654)	(19,220)
Net change in policy loans and premium notes	(753)	(824)
<b>Net cash used in investing activities</b>	<u>(8,482)</u>	<u>(7,669)</u>
<b>Cash flows from financing and miscellaneous activities:</b>		
Borrowed funds	(15)	(34)
Net inflows from deposit contracts	4,400	3,454
Other miscellaneous uses	(774)	61
<b>Net cash from financing and miscellaneous activities</b>	<u>3,611</u>	<u>3,481</u>
Net increase in cash, cash equivalents and short-term investments	743	679
Cash, cash equivalents and short-term investments, beginning of year	<u>3,595</u>	<u>2,305</u>
<b>Cash, cash equivalents and short-term investments, end of period</b>	<u><u>\$ 4,338</u></u>	<u><u>\$ 2,984</u></u>

## NOTE 1 - NATURE OF OPERATIONS

### BASIS OF PRESENTATION

The accompanying financial statements of New York Life Insurance Company ("the Company") have been prepared using accounting practices prescribed by the New York State Department of Financial Services ("NYSDFS" or "the Department").

The Department recognizes only statutory accounting practices prescribed or permitted by the State of New York for determining and reporting the financial position and results of operations of an insurance company and for determining its solvency under New York Insurance Law. The National Association of Insurance Commissioners' ("NAIC") Accounting Practices and Procedures Manual ("NAIC SAP") has been adopted as a component of prescribed practices by the State of New York. Prescribed statutory accounting practices include state laws and regulations. Permitted statutory accounting practices encompass accounting practices that are not prescribed; such practices differ from state to state, may differ from company to company within a state, and may change in the future. The Company has no permitted practices.

A reconciliation of the Company's net income and capital and surplus at September 30, 2024 and December 31, 2023 between practices prescribed or permitted by the State of New York and NAIC SAP is shown below (in millions):

	<u>SSAP #</u>	<u>F/S Page</u>	<u>F/S Line #</u>	<u>2024</u>	<u>2023</u>
<u>Net Income</u>					
(1) Net income, New York State basis (Page 4, Line 35, Columns 1 & 2)	XXX	XXX	XXX	\$ 704	\$ 28
(2) State prescribed practices that increase/(decrease) NAIC SAP:					
NYSDFS Regulation No. 213 principle-based reserving and No. 151 minimum life and annuity reserves*	51R	3	1	(45)	(63)
NYSDFS Circular Letter No. 11 (2010) impact on deferred premiums**	61	2, 4, 5	15.2, 1, 1	16	8
NYSDFS Seventh Amendment to Regulation No. 172 impact on admitted unearned reinsurance premium***	61	2, 4, 5	15.2, 1, 1	(5)	1
(3) State permitted practices that increase/(decrease) NAIC SAP:				—	—
(4) Net income, NAIC SAP (1-2-3=4)	XXX	XXX	XXX	<u>\$ 738</u>	<u>\$ 82</u>
<u>Capital and Surplus</u>					
(5) Statutory capital and surplus, New York State basis (Page 3, Line 38, Columns 1 & 2)	XXX	XXX	XXX	\$ 26,271	\$ 25,294
(6) State prescribed practices that increase/(decrease) NAIC SAP:					
NYSDFS Regulation No. 213 principle-based reserving and No. 151 minimum life and annuity reserves*	51R	3	1	(200)	(156)
NYSDFS Circular Letter No. 11 (2010) impact on deferred premiums**	61	2, 4, 5	15.2, 1, 1	(109)	(124)
NYSDFS Seventh Amendment to Regulation No. 172 impact on admitted unearned reinsurance premium***	61	2, 4, 5	15.2, 1, 1	56	61
(7) State permitted practices that increase/(decrease) NAIC SAP:				—	—
(8) Capital and surplus, NAIC SAP (5-6-7=8)	XXX	XXX	XXX	<u>\$ 26,524</u>	<u>\$ 25,513</u>

\* NYSDFS Regulation 213 subjects principle-based valuations as prescribed by the valuation manual to minimum New York State requirements; NYSDFS Regulation 151 prescribes rules and guidelines for performing valuations of annuity, single premium life insurance, guaranteed interest contract and other deposit reserves.

\*\* NYSDFS Circular Letter No. 11 (2010) clarified the accounting for deferred premium assets when reinsurance is involved.

\*\*\* NYSDFS Regulation 172 was amended to allow for the admission of an unearned reinsurance premium asset.

## Note 2 - Fair Value Measurements

A. The Company's financial assets and liabilities carried at fair value have been classified, for disclosure purposes, based on a hierarchy defined by SSAP No. 100, "Fair Value Measurements". Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This guidance establishes a framework for measuring fair value that includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement.

(1) The levels of the fair value hierarchy are based on the inputs to the valuation as follows:

**Level 1** Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market. Active markets are defined as a market in which many transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

**Level 2** Observable inputs other than level 1 prices, such as quoted prices in active markets for similar assets or liabilities; quoted prices in markets that are not active for identical or similar assets or liabilities, or other model driven inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Valuations are generally obtained from third-party pricing services for identical or comparable assets or liabilities or through the use of valuation methodologies using observable market inputs.

**Level 3** Instruments whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions in pricing the asset or liability. Pricing may also be based upon broker quotes that do not represent an offer to transact. Prices are determined using valuation methodologies such as option pricing models, discounted cash flow models and other similar techniques. Non-binding broker quotes, which are utilized when pricing service information is not available, are reviewed for reasonableness based on the Company's understanding of the market, and are generally considered Level 3. To the extent the internally developed valuations use significant unobservable inputs, they are classified as Level 3.

The following table represents the balances of assets and liabilities measured at fair value or net asset value ("NAV") as of September 30, 2024 (in millions):

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Net Asset Value (NAV)	Total
a. Assets at fair value					
Perpetual preferred stocks	\$ —	\$ 5	\$ 111	—	\$ 116
1. Preferred stocks	—	5	111	—	116
2. Bonds					
SVO Identified Bond ETF	1,205		—	—	1,205
U.S. corporate	—	22	—	—	22
Foreign corporate	—	3	—	—	3
Non-agency commercial mortgage-backed securities	—	3	—	—	3
Non-agency residential mortgage-backed securities	—	—	—	—	—
Non-agency asset-backed securities	—	—	1	—	1
Total bonds	1,205	28	1	—	1,234
3. Common stocks	315	—	230	—	545
4. Derivative assets					
Interest rate swaps	—	478	—	—	478
Foreign currency swaps	—	119	—	—	119
Inflation swaps	—	4	—	—	4
Interest rate options	—	35	—	—	35
Foreign currency forwards	—	—	—	—	—
Futures	—	—	—	—	—
Total derivative assets	—	636	—	—	636
5. Separate accounts assets	468	3,368	2	1,244	5,082
6. Other invested assets	—	36	46	—	82
Total assets at fair value	\$ 1,988	\$ 4,073	\$ 390	\$ 1,244	\$ 7,695
b. Liabilities at fair value					
1. Derivative liabilities					
Interest rate swaps	\$ —	\$ 352	\$ —	\$ —	\$ 352
Foreign currency swaps	—	4	—	—	4
Inflation swaps	—	28	—	—	28
Interest rate options	—	—	—	—	0
Foreign currency forwards	—	32	—	—	32
Futures	—	—	—	—	0
Total derivative liabilities	—	416	—	—	416
2. Separate accounts liabilities - derivatives <sup>1</sup>	6	—	—	—	6
Total liabilities at fair value	\$ 6	\$ 416	\$ —	\$ —	\$ 422

<sup>1</sup> Separate accounts contract holder liabilities are not included in the table as they are reported at contract value and not fair value in the Company's Annual Statement.



(2) The table below presents a rollforward of level 3 assets and liabilities for the three months ended September 30, 2024 (in millions):

	Balance at 07/01/2024	Transfers into Level 3	Transfers out of Level 3	Total gains or (losses) included in Net	Total gains or (losses) included in Surplus	Purchases	Issuances	Sales	Settlements	Balance at 09/30/2024
Assets:										
Preferred stocks	\$ 107	\$ —	\$ —	\$ —	\$ 2	\$ 2	\$ —	\$ —	\$ —	\$ 111
Bonds										
Non-agency asset-backed securities	—	1	—	—	—	—	—	—	—	1
Total bonds	—	1	—	—	—	—	—	—	—	1
Common stocks	250	—	—	—	—	7	—	(27)	—	230
Separate accounts assets <sup>1</sup>	2	—	—	—	—	—	—	—	—	2
Other invested assets	65	—	(12)	(7)	—	—	—	—	—	46
<b>Total Assets:</b>	<b>\$ 424</b>	<b>\$ 1</b>	<b>\$ (12)</b>	<b>\$ (7)</b>	<b>\$ 2</b>	<b>\$ 9</b>	<b>\$ —</b>	<b>\$ (27)</b>	<b>\$ —</b>	<b>\$ 390</b>
Liabilities:										
Derivatives	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
<b>Total Liabilities</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>

<sup>1</sup> The total gains or (losses) included in surplus for separate accounts assets are offset by an equal amount for separate accounts liabilities, which results in a net zero impact on surplus for the Company.

#### Transfers between levels

Transfers between levels may occur due to changes in valuation sources, or changes in the availability of market observable inputs, which generally are caused by changes in market conditions such as liquidity, trading volume or bid-ask spreads, or as a result of a security measured at amortized cost at the beginning of the period, but measured at estimated fair value at the end of the period, or vice versa due to a ratings downgrade or upgrade.

#### Transfers into and out of Level 3

The Company's basis for transferring assets and liabilities into and out of Level 3 is based on changes in the observability of data, a change in the security's measurement or changes in redemption restrictions of certain separate account investments.

Transfers into Level 3 totaled \$1 for the three months ended September 30, 2024, which relate to \$1 of non-agency asset-backed securities that were measured at amortized cost at the beginning of the period and measured at fair value at the end of the period. Transfers out of Level 3 totaled \$12 for the three months ended September 30, 2024 which relate to other invested assets residual tranches of securitizations that were measured at fair value at the beginning of the period and measured at amortized cost at the end of the period.

#### (3) Determination of fair value

The Company has an established and well-documented process for determining fair value. Security pricing is applied using a hierarchy approach whereby publicly available prices are first sought from nationally recognized third-party pricing services. For most private placement securities, the Company applies a matrix-based pricing methodology, which uses spreads derived from third-party benchmark bond indices. For private placement securities that cannot be priced through these processes, the Company uses internal models and calculations. All other securities are submitted to independent brokers for prices. The Company performs various analyses to ascertain that the prices represent fair value. Examples of procedures performed include, but are not limited to, back testing recent trades, monitoring trading volumes, and performing variance analysis of monthly price changes using different thresholds based on asset type. The Company also performs an annual review of all third-party pricing services. During this review, the Company obtains an understanding of the process and sources used by the pricing service to ensure that they maximize the use of observable inputs, the pricing service's frequency of updating prices, and the controls that the pricing service uses to ensure that their prices reflect market assumptions. The Company also selects a sample of securities and obtains a more detailed understanding from each pricing service regarding how they derived the price assigned to each security. Where inputs

or prices do not reflect market participant assumptions, the Company will challenge these prices and apply different methodologies that will enhance the use of observable inputs and data. The Company may use non-binding broker quotes or internal valuations to support the fair value of securities that go through this formal price challenge process.

At September 30, 2024 the Company did not have any price challenges on general account and separate account securities for what it received from third party pricing services.

In addition, the Company has a pricing committee that provides oversight over the Company's prices and fair value process for securities. The committee meets quarterly and is responsible for the review and approval of the Company's valuation procedures. The committee is also responsible for the review of pricing exception reports as well as the review of significant inputs used in the valuation of assets that are valued internally.

For Level 1 investments, valuations are generally based on observable inputs that reflect quoted prices for identical assets in active markets.

The fair value for Level 2 and Level 3 valuations are generally based on a combination of the market and income approach. The market approach generally utilizes market transaction data for the same or similar instruments, while the income approach involves determining fair values from discounted cash flow methodologies.

The following represents a summary of significant valuation techniques for assets and liabilities used to determine fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

#### **Level 1 measurements**

##### *SVO identified bond ETF*

For U.S. SAP, certain SVO approved ETF and mutual funds. Valuation of these securities is based on unadjusted quoted prices in active markets that are readily and regularly available. All other ETFs and mutual funds are classified and accounted for as common stock.

##### *Common stocks*

These securities are comprised of exchange traded U.S. and foreign common stock and mutual funds. The fair value of these securities is primarily based on unadjusted quoted prices in active markets that are readily and regularly available.

##### *Derivatives (including separate accounts liabilities – derivatives)*

These derivatives are comprised of exchange traded future contracts. The fair value of these securities is primarily based on unadjusted quoted prices in active markets that are readily and regularly available.

##### *Separate accounts assets*

These assets are comprised of cash and common stocks. Common stocks are generally traded on an exchange.

#### **Level 2 measurements**

##### *Preferred stocks*

The fair value of preferred stock is obtained from third-party pricing services. Vendors generally use an income-based valuation approach by using a discounted cash flow model or it may use a market approach to arrive at the security's fair value or a combination of the two.

##### *Bonds*

The fair value of bonds is obtained from third-party pricing services, matrix-based pricing, internal models or broker quotes. Third-party pricing services generally use an income-based valuation approach by using a discounted cash-flow model or it may also use a market approach by looking at recent trades of a specific security to determine fair value on public securities or a combination of the two. Typical inputs used by these pricing services include, but are not limited to: benchmark yields, reported trades, issuer spreads, bids, offers, benchmark securities, estimated cash flows and prepayment speeds, which the Company has determined are observable inputs.

Private placement securities are primarily priced using a market approach such as a matrix-based pricing methodology, which uses spreads derived from third-party benchmark bond indices. Specifically, the Barclays Investment Grade Corporate Index is used for investment-grade securities and the Citi High Yield Cash Index is used for below investment-grade securities. These indices are two widely recognized, reliable and well regarded benchmarks by participants in the financial services industry, which represent the broader U.S. public bond markets. The spreads derived from each matrix are adjusted for liquidity. The liquidity premium is standardized and based on market transactions.

Certain private placement securities that cannot be priced using the matrix pricing described above, are priced by an internally developed discounted cash flow model or are priced based on internal calculations. The model uses observable inputs with a discount rate based off spreads of comparable public bond issues, adjusted for liquidity, rating and maturity. The Company assigns a credit rating for private placement securities based upon internal analysis. The liquidity premium is usually based on market transactions. These securities are classified as Level 2.

For some of the private placement securities priced through the model, the liquidity adjustments may not be based on market data, but rather, calculated internally. If the impact of the liquidity adjustment, which usually requires the most judgment, is not significant to the overall value of the security, the security is still classified as Level 2. If it is deemed to be significant, the security is classified as Level 3.

#### *Derivatives*

The fair value of derivative instruments is generally derived using valuation models that use an income approach, except for derivatives, which are either exchange-traded, or the fair value is priced using broker quotations. The selection of a particular model depends upon the contractual terms of, and specific risks inherent in the instrument, as well as the availability of pricing information in the market. The Company generally uses similar models to value similar instruments. Valuation model inputs include contractual terms, yield curves, foreign exchange rates, equity prices, credit curves, measures of volatility, and other factors. OTC derivatives that trade in liquid markets, where model inputs are observable for substantially the full term, are classified as Level 2.

#### *Other invested assets*

Other invested assets include residual tranches of securitizations where the fair value is obtained from third-party pricing services. Vendors generally use an income valuation approach which is based on a discounted cash flow calculation to arrive at the fair value.

#### *Separate accounts assets*

Assets within the separate accounts are primarily invested in bonds and common stock. The fair value of investments in the separate accounts is calculated using the same procedures as are used for bonds and common stocks in the general account.

The separate accounts also invest in limited partnerships and hedge fund investments. The fair value of such partnerships is determined by reference to the limited partnership's NAV. The valuation of the hedge funds is based upon the hedge funds' latest financial statements adjusted for cash activity since that date and estimates of market valuations.

### **Level 3 measurements**

#### *Bonds*

The valuation techniques for most Level 3 bonds are generally the same as those described in Level 2. However, if the investments are less liquid or are lightly traded, there is generally less observable market data, and therefore these investments will be classified as Level 3. Circumstances where observable market data are not available may include events such as market illiquidity and credit events related to the security. In addition, certain securities are priced based upon internal valuations using significant unobservable inputs. If a security could not be priced by a third-party vendor or through internal pricing models, broker quotes are received and reviewed by each investment analyst. These inputs may not be observable. Therefore, Level 3 classification is determined to be appropriate.

If the price received from third-party pricing services does not appear to reflect market activity, the Company may challenge the price. For securities which go through this formal price challenge process, a non-binding broker quote or internal valuation is used to support the fair value instead. The Company also uses non-binding broker quotes to fair value certain bonds, when the Company is unable to obtain prices from third-party vendors.

Private placement securities where adjustments for liquidity are considered significant to the overall price are classified as Level 3.

#### *Preferred and common stocks*

These securities include equity investments with privately held entities, including a government organization, where the prices are derived from internal valuations.

#### *Derivatives*

Derivatives that are valued based upon models with any significant unobservable market inputs or inputs from less actively traded markets, or where the fair value is solely derived using broker quotations, are classified as Level 3.

#### *Other Invested Assets*

Other invested assets include preferred units of a limited partnership and residual tranches of securitizations. The fair value of the preferred units is derived internally based on market comparable and recent transactions by the limited partnership. This valuation technique used required inputs that were both unobservable and significant and therefore classified as Level 3. The fair value of the residual tranches of securitizations is derived using an income valuation approach, which is based on a discounted cash flow calculation that may or may not use observable inputs and is classified as Level 3.

- B. The following table presents the estimated fair value and carrying value of the Company's financial instruments at September 30, 2024. Since the SSAP 100 hierarchy only applies to items that are measured at fair value at the reporting date, the items in the tables above are subsets of the amounts reported in the following table (in millions):

	Fair Value	Carrying Amount	Level 1	Level 2	Level 3	Net Asset Value (NAV)	Not Practicable (Carrying Value)
<b>Assets:</b>							
Bonds	\$ 138,882	\$ 145,888	\$ 1,205	\$ 131,160	\$ 6,518	\$ —	\$ —
Preferred stocks	188	185	—	5	183	—	—
Common stocks	545	545	315	—	230	—	—
Mortgage loans	21,536	22,710	—	—	21,536	—	—
Cash, cash equivalents and short-term investments	4,338	4,338	966	3,372	—	—	—
Derivatives	1,774	1,500	—	1,774	—	—	—
Other invested assets <sup>1</sup>	857	865	—	317	540	—	—
Derivatives collateral	144	144	—	144	—	—	—
Investment income due and accrued	2,169	2,169	—	2,169	—	—	—
Separate accounts assets	11,809	11,972	661	9,871	33	1,244	—
<b>Total assets</b>	<b>\$ 182,242</b>	<b>\$ 190,316</b>	<b>\$ 3,147</b>	<b>\$ 148,812</b>	<b>\$ 29,040</b>	<b>\$ 1,244</b>	<b>\$ —</b>
<b>Liabilities:</b>							
<b>Deposit fund contracts:</b>							
Funding agreements	\$ 40,140	\$ 40,712	\$ —	\$ —	\$ 40,140	\$ —	\$ —
Annuities certain	12	11	—	—	12	—	—
Other deposit funds	1,188	1,188	—	—	1,188	—	—
Premiums paid in advance	121	—	—	121	—	—	—
Derivatives	811	725	—	811	—	—	—
Derivatives - collateral	905	905	—	905	—	—	—
Borrowed money	485	485	—	485	—	—	—
Payable to parent and affiliates	26	—	—	26	—	—	—
Amounts payable under securities lending	872	—	—	872	—	—	—
Separate accounts liabilities	6	6	6	—	—	—	—
<b>Total liabilities</b>	<b>\$ 44,566</b>	<b>\$ 44,033</b>	<b>\$ 6</b>	<b>\$ 3,220</b>	<b>\$ 41,340</b>	<b>\$ —</b>	<b>\$ —</b>

<sup>1</sup> Excludes investments accounted for under the equity method.

## Bonds

The fair value of bonds is determined by considering one of four primary sources: (1) security pricing is applied using a hierarchy approach whereby publicly available prices are first sought from nationally recognized third-party pricing services, (2) securities are priced using a matrix-based pricing methodology, which uses spreads derived from third-party benchmark bond indices, (3) securities are priced using an internal pricing model or methodology, and (4) securities are submitted to independent brokers for prices.

The pricing service generally uses an income-based valuation approach by using a discounted cash-flow model or it may also use a market approach by looking at recent trades of a specific security to determine fair value or a combination of the two. Typical inputs used by these pricing services include, but are not limited to: benchmark yields, reported trades, issuer spreads, bids, offers, benchmark securities, estimated cash flows and prepayment speeds.

Independent pricing vendors do not supply prices for private placement bonds. These securities are primarily priced using a market approach such as a matrix-based pricing methodology, which uses spreads derived from third-party benchmark bond indices. Any private securities that cannot be priced using this methodology, are priced using an internally developed model based upon assigned comparable public issues adjusted for liquidity, maturity and rating, or are priced based on internal calculations. The Company assigns a credit rating based upon internal analysis.

Prices from pricing services and broker quotes are validated on an ongoing basis to ensure the adequacy and reliability of the fair value measurement. The Company performs both quantitative and qualitative analysis of the prices including initial and ongoing review of third-party pricing methodologies, back testing of recent trades, and a thorough review of pricing trends and statistics.

Included in bonds is an affiliated bond from Madison Capital Funding LLC ("MCF"). The affiliated bond from MCF had a carrying value of \$3,475 million and a fair value of \$3,502 million at September 30, 2024. The fair value of this security is calculated internally and may include inputs that may not be observable. Therefore, this security is classified as Level 3.

#### **Preferred stocks**

Preferred stocks valued using prices from third-party pricing services generally use a discounted cash flow model or a market approach to arrive at the security's fair value and are classified as Level 2. Preferred stocks classified as Level 3 are valued based on internal valuations where significant inputs are deemed to be unobservable.

#### **Common stocks**

These securities are comprised of exchange traded U.S. and foreign common stock and mutual funds. The fair value of these securities is primarily based on unadjusted quoted prices in active markets that are readily and regularly available and are classified as Level 1. Common stocks that do not trade in an active market and are valued based on prices obtained from independent pricing vendors using unadjusted quoted prices in active markets for similar securities that are readily and regularly available are classified as level 2. Common stocks priced through an internal valuation where significant inputs are deemed to be unobservable, including securities issued by government organizations where fair value is fixed, are classified as Level 3.

#### **Mortgage loans**

The estimated fair value of mortgage loans is determined using an income approach, based upon the present value of the expected cash flows discounted at an interpolated treasury yield plus a spread. The spread is based on management's judgment and assumptions, which takes into account matters such as property type, loan-to-value ratio loan to value and remaining term of each loan, etc. The spread is a significant component of the pricing inputs, and therefore, these investments are classified as Level 3.

#### **Cash, cash equivalents, short-term investments and investment income due and accrued**

Cash on hand and money market mutual funds are classified as Level 1. Cash overdrafts (i.e. outstanding checks) are classified as Level 2. Due to the short-term maturities of cash equivalents, short term investments, and investment income due and accrued, carrying value approximates fair value and is classified as Level 2.

#### **Derivatives (including separate accounts liabilities)**

The fair value of derivative instruments is generally derived using valuation models that use an income approach, except for derivatives that are exchange-traded, which are valued using quoted prices in an active market. Where valuation models are used, the selection of a particular model depends upon the contractual terms of, and specific risks inherent in the instrument, as well as the availability of pricing information in the market. The Company generally uses similar models to value similar instruments. Valuation model inputs include contractual terms, yield curves, foreign exchange rates, equity prices, credit curves, measures of volatility and other factors.

#### **Other invested assets**

Other invested assets are principally comprised of low-income housing tax credits ("LIHTC") investments and surplus notes, affiliated loans, preferred units of a limited partnership, and certain other investments with characteristics of debt. Surplus Notes are valued using prices from third-party pricing services that generally use a discounted cash-flow model or a market approach to arrive at the security's fair value and are classified as Level 2. The fair value of the affiliated loans and the LIHTC investments is derived using an income valuation approach, which is based on a discounted cash flow calculation using a discount rate that is determined internally. These investments are classified as Level 3 because the discount rate used is based on management's judgment and assumptions. The fair value of investments with debt characteristics and the fair value of the majority of residual tranches of securitizations is derived using an income valuation approach, which is based on a discounted cash flow calculation that may or may not use observable inputs and therefore is classified as Level 3. The fair value of the preferred units in a limited partnership is derived internally based on market comparable preferred units and recent transactions by the limited partnership. The valuation technique used required inputs that were both unobservable and significant and therefore classified as Level 3.

#### **Derivatives – collateral (including separate accounts liabilities collateral)**

The carrying value of these instruments approximates fair value since these assets and liabilities are generally short-term in nature and are classified as Level 2.

### Separate accounts assets (including separate account assets - collateral)

Assets within the separate accounts are primarily invested in bonds and common stock. The fair value of investments in the separate accounts is calculated using the same procedures as are used for bonds and common stocks in the general account.

The separate accounts also invest in limited partnerships and hedge fund investments. The fair value of such partnerships is determined by reference to the limited partnership's NAV. The valuation of the hedge funds is based upon the hedge funds' latest financial statements adjusted for cash activity since that date and estimates of market valuations.

### Deposit fund contracts

For funding agreements backing medium term notes, fair values are based on available market prices for the notes. For other funding agreements and annuities certain liabilities, fair values are estimated using discounted cash flow calculations based on interest rates currently being offered for similar contracts with maturities consistent with those remaining for the contracts being valued. For all other deposit funds, the fair value is estimated to be equal to the account value since they can be withdrawn at anytime and without prior notice.

### Premiums paid in advance

For premiums paid in advance, the carrying value of the liability approximates fair value.

### Amounts payable under securities lending

Amounts due under securities lending consists of cash collateral received under securities lending agreements. Due to the short-term nature of the transactions, the carrying value approximates fair value.

- C. If it is not practicable for an entity to estimate the fair value of that financial instrument or a class of financial instruments, the following shall be disclosed:

(1) – (2) Not applicable.

- D. The following table provides additional information for investments that are measured at fair value using NAV as a practical expedient, as allowed under authoritative guidance, for investments that meet specified criteria (in millions):

September 30, 2024					
Category of Investment	Investment Strategy	Fair Value Determined Using NAV	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Hedge fund	Long/short equity, futures, options, foreign exchange arbitrage	\$ 28	\$ —	Annual, Semi-Annual, Quarterly, Monthly	30-90 days (Assets subject to lock-up periods)
Hedge fund	Distressed securities, multi-strategy	1	—	Semi-Annual, Quarterly	60-90 days (Assets subject to lock-up periods)
Private equity	Leverage buyout, mezzanine financing, distressed securities	1,215	177	N/A	N/A
		<u>\$ 1,244</u>	<u>\$ 177</u>		

### Note 3 - Subsequent Events

At November 12, 2024, the date the financial statements were available to be issued, there have been no events occurring subsequent to the close of the Company's books or accounts which would have a material effect on the financial condition of the Company.