SAFETY INSURANCE GROUP INC
Form 10-Q
August 07, 2015
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2015

OR

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

For the transition period from ______to ______

Commission File Number: 000-50070

SAFETY INSURANCE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	13-4181699
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

20 Custom House Street, Boston, Massachusetts 02110

(Address of principal executive offices including zip code)

(617) 951-0600

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of August 3, 2015 there were 15,092,333 shares of common stock with a par value of $0.01 per share outstanding.

Table of Contents

SAFETY INSURANCE GROUP, INC.

TABLE OF CONTENTS

		Page No.
Part I.	Financial Information	
Item 1.	Consolidated Financial Statements	
	Consolidated Balance Sheets	3
	Consolidated Statements of Operations	4
	Consolidated Statements of Comprehensive (Loss) Income	5
	Consolidated Statements of Changes in Shareholders' Equity	6
	Consolidated Statements of Cash Flows	7
	Notes to Unaudited Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	22
Item 3.	Quantitative and Qualitative Information about Market Risk	41
Item 4.	Controls and Procedures	41
Part II.	Other Information	
Item 1A.	Risk Factors	43
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	43
Item 3.	Defaults upon Senior Securities	43
Item 4.	Mine Safety Disclosures	43
Item 5.	Other Information	43
Item 6.	Exhibits	43
SIGNATURE		44
EXHIBIT INDEX		45

Table of Contents

Safety Insurance Group, Inc. and Subsidiaries

Consolidated Balance Sheets

(Dollars in thousands, except share data)

	June 30, 2015 (Unaudited)	December 31, 2014
Assets		
Investments:		
Securities available for sale:		
Fixed maturities, at fair value (amortized cost: $1,056,956 and $1,102,517)	$ 1,080,165	$ 1,135,451
Equity securities, at fair value (cost: $100,528 and $97,910)	110,926	109,153
Other invested assets	15,692	11,657
Total investments	1,206,783	1,256,261
Cash and cash equivalents	21,293	42,455
Accounts receivable, net of allowance for doubtful accounts	192,054	175,532
Receivable for securities sold	939	—
Accrued investment income	9,335	10,295
Taxes recoverable	29,129	—
Receivable from reinsurers related to paid loss and loss adjustment expenses	39,265	6,267
Receivable from reinsurers related to unpaid loss and loss adjustment expenses	87,396	61,245
Ceded unearned premiums	21,202	19,638
Deferred policy acquisition costs	71,273	67,329
Deferred income taxes	4,256	—
Equity and deposits in pools	27,302	23,159
Other assets	14,347	13,538
Total assets	$ 1,724,574	$ 1,675,719
Liabilities		
Loss and loss adjustment expense reserves	$ 560,435	$ 482,012
Unearned premium reserves	416,381	390,361
Accounts payable and accrued liabilities	44,783	65,863
Payable for securities purchased	5,135	4,591
Payable to reinsurers	17,227	7,653
Deferred income taxes	—	1,614
Taxes payable	—	265
Other liabilities	34,271	15,077
Total liabilities	1,078,232	967,436
Commitments and contingencies (Note 7)		

Shareholders’ equity		
Common stock: $0.01 par value; 30,000,000 shares authorized; 17,372,209 and 17,288,728 shares issued	174	173
Additional paid-in capital	177,565	175,583
Accumulated other comprehensive income, net of taxes	21,845	28,715
Retained earnings	530,593	587,647
Treasury stock, at cost: 2,279,570 shares	(83,835)	(83,835)
Total shareholders’ equity	646,342	708,283
Total liabilities and shareholders’ equity	$ 1,724,574	$ 1,675,719

The accompanying notes are an integral part of these financial statements.

3

Table of Contents

Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Operations

(Unaudited)

(Dollars in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net earned premiums	$ 182,447	$ 178,150	$ 365,011	$ 354,120
Net investment income	10,317	9,909	20,874	20,482
Earnings from partnership investments	577	—	577	—
Net realized (losses) gains on investments	(173)	379	238	399
Finance and other service income	4,434	4,508	8,941	9,032
Total revenue	197,602	192,946	395,641	384,033
Losses and loss adjustment expenses	147,026	108,550	355,350	229,438
Underwriting, operating and related expenses	52,198	54,418	104,295	107,825
Interest expense	23	23	45	45
Total expenses	199,247	162,991	459,690	337,308
(Loss) income before income taxes	(1,645)	29,955	(64,049)	46,725
Income tax (credit) expense	(592)	8,532	(27,925)	13,177
Net (loss) income	$ (1,053)	$ 21,423	$ (36,124)	$ 33,548
(Loss) earnings per weighted average common share:				
Basic	$ (0.07)	$ 1.40	$ (2.43)	$ 2.19
Diluted	$ (0.07)	$ 1.40	$ (2.43)	$ 2.18
Cash dividends paid per common share	$ 0.70	$ 0.60	$ 1.40	$ 1.20
Number of shares used in computing (loss) earnings per share:				
Basic	14,879,047	15,132,210	14,851,742	15,155,587
Diluted	14,879,047	15,213,702	14,851,742	15,226,977

The accompanying notes are an integral part of these financial statements.

Table of Contents

Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Comprehensive (Loss) Income

(Unaudited)

(Dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net (loss) income	$ (1,053)	$ 21,423	$ (36,124)	$ 33,548
Other comprehensive income, net of tax:				
Unrealized holding (losses) gains during the period, net of income tax expense of ($5,508), $3,881, ($3,616) and $7,735.	(10,230)	7,207	(6,715)	14,365
Reclassification adjustment for losses or gains included in net income, net of income tax benefit (expense) of $60, ($132), ($83) and ($140).	112	(246)	(155)	(259)
Unrealized (losses) gains on securities available for sale	(10,118)	6,961	(6,870)	14,106
Comprehensive (loss) income	$ (11,171)	$ 28,384	$ (42,994)	$ 47,654

The accompanying notes are an integral part of these financial statements.

Table of Contents

Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Changes in Shareholders' Equity

(Unaudited)

(Dollars in thousands)

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income, Net of Taxes	Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balance at December 31, 2013	$ 172	$ 170,391	$ 17,200	$ 567,792	$ (60,368)	$ 695,187
Net income, January 1 to June 30, 2014				33,548		33,548
Other comprehensive income, net of deferred federal income taxes			14,106			14,106
Restricted share awards issued	1	217				218
Recognition of employee share-based compensation, net of deferred federal income taxes		2,418				2,418
Exercise of options, net of federal income taxes		151				151
Dividends paid and accrued				(18,460)		(18,460)
Acquisition of treasury stock					(23,467)	(23,467)
Balance at June 30, 2014	$ 173	$ 173,177	$ 31,306	$ 582,880	$ (83,835)	$ 703,701

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income, Net of Taxes	Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balance at December 31, 2014	$ 173	$ 175,583	$ 28,715	$ 587,647	$ (83,835)	$ 708,283
Net loss, January 1 to June 30, 2015				(36,124)		(36,124)
Other comprehensive income, net of deferred federal income taxes			(6,870)			(6,870)
Restricted share awards issued	1	246				247
Recognition of employee share-based compensation, net of deferred federal income taxes		1,584				1,584
Exercise of options, net of federal income taxes		152				152
Dividends paid and accrued				(20,930)		(20,930)
Balance at June 30, 2015	$ 174	$ 177,565	$ 21,845	$ 530,593	$ (83,835)	$ 646,342

The accompanying notes are an integral part of these financial statements.

Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(Unaudited)

(Dollars in thousands)

	Six Months Ended June 30,	
	2015	2014
Cash flows from operating activities:		
Net (loss) income	$ (36,124)	$ 33,548
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization, net	5,635	6,602
(Credit) provision for deferred income taxes	(2,171)	140
Net realized gains on investments	(238)	(399)
Earnings from partnership investments	(577)	—
Changes in assets and liabilities:		
Accounts receivable	(16,522)	(21,845)
Accrued investment income	960	516
Receivable from reinsurers	(59,149)	(5,832)
Ceded unearned premiums	(1,564)	(749)
Deferred policy acquisition costs	(3,944)	(5,722)
Taxes recoverable	(29,129)	—
Other assets	(4,542)	(3,529)
Loss and loss adjustment expense reserves	78,423	2,775
Unearned premium reserves	26,020	33,055
Accounts payable and accrued liabilities	(21,285)	(13,823)
Payable to reinsurers	9,574	5,864
Other liabilities	19,194	(5,978)
Net cash (used for) provided by operating activities	(35,439)	24,623
Cash flows from investing activities:		
Fixed maturities purchased	(95,378)	(113,200)
Equity securities purchased	(20,102)	(7,372)
Other invested assets purchased	(3,404)	(1,770)
Proceeds from sales and paydowns of fixed maturities	70,432	92,726
Proceeds from maturities, redemptions, and calls of fixed maturities	67,028	23,248
Proceed from sales of equity securities	18,674	6,310
Fixed assets purchased	(2,139)	(1,006)
Net cash provided by (used for) investing activities	35,111	(1,064)
Cash flows from financing activities:		
Proceeds from stock options exercised	150	147
Excess tax benefit from stock options exercised	2	4

Dividends paid to shareholders	(20,986)	(18,380)
Acquisition of treasury stock	—	(23,467)
Net cash used for financing activities	(20,834)	(41,696)
Net decrease in cash and cash equivalents	(21,162)	(18,137)
Cash and cash equivalents at beginning of year	42,455	55,877
Cash and cash equivalents at end of period	$ 21,293	$ 37,740

The accompanying notes are an integral part of these financial statements.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

1. Basis of Presentation

The consolidated financial statements have been prepared on the basis of accounting principles generally accepted in the United States of America ("GAAP"). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from these estimates.

The consolidated financial statements include Safety Insurance Group, Inc. and its subsidiaries (the "Company"). The subsidiaries consist of Safety Insurance Company, Safety Indemnity Insurance Company, Safety Property and Casualty Insurance Company, Whiteshirts Asset Management Corporation ("WAMC"), and Whiteshirts Management Corporation, which is WAMC's holding company. All intercompany transactions have been eliminated.

The financial information as of June 30, 2015 and for the three and six months ended June 30, 2015 and 2014 is unaudited; however, in the opinion of the Company, the information includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial condition, results of operations, and cash flows for the periods. The financial information as of December 31, 2014 is derived from the audited financial statements included in the Company's 2014 annual report on Form 10-K filed with the SEC on March 2, 2015.

These unaudited interim consolidated financial statements may not be indicative of financial results for the full year and should be read in conjunction with the audited financial statements included in the Company's annual report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on March 2, 2015.

The Company is a leading provider of property and casualty insurance focused primarily on the Massachusetts market. The Company's principal product line is automobile insurance. The Company operates through its insurance company subsidiaries, Safety Insurance Company, Safety Indemnity Insurance Company, and Safety Property and Casualty Insurance Company (together referred to as the "Insurance Subsidiaries").

The Insurance Subsidiaries began writing private passenger automobile and homeowners insurance in New Hampshire during 2008, personal umbrella insurance in New Hampshire during 2009, and commercial automobile insurance in New Hampshire during 2011.

2. Recent Accounting Pronouncements

In May 2015, the FASB issued ASU 2015-09, Disclosures about Short-Duration Contracts ("ASU 2015-09"). ASU 2015-09 requires companies that issue short duration contracts to disclose additional information, including: (i) incurred and paid claims development tables; (ii) frequency and severity of claims; and (iii) information about material changes in judgments made in calculating the liability for unpaid claim adjustment expenses, including reasons for the change and the effects on the financial statements. ASU 2015-09 is effective for annual periods beginning after December 15, 2015, and interim periods within annual periods beginning after December 15, 2016. The amendments in ASU 2015-09 should be applied retrospectively by providing comparative disclosures for each period presented, except for those requirements that apply only to the current period. As the requirements of this literature are disclosure only, the application of this guidance will not impact our financial condition, results of operations or cash flows.

In May 2015, the FASB issued ASU 2015-07, Fair Value Measurement Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent) ("ASU 2015-07"). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The reporting entity should continue to disclose information on investments for which fair value is measured at net asset value (or its equivalent) as a practical expedient to help users understand the nature and risks of the investments and whether the investments, if sold, are probable of being sold at amounts different

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

from net asset value. ASU 2015-07 is effective for fiscal years beginning after December 31, 2015. Early adoption is allowed and the reporting entity should apply ASU 2015-07 retrospectively to all periods presented. The Company does not expect the adoption of ASU 2015-07 to have a material impact on its financial position, results of operations or cash flows.

In April 2015, the FASB issued ASU No. 2015-03, Imputation of Interest ("ASU 2015-03"). ASU 2015-03 simplifies the presentation of debt issuance costs as the amendments in this update require that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of debt liability, consistent with debt discounts or premiums. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this update. ASU 2015-03 is effective for annual and interim reporting periods beginning after December 15, 2015. Early adoption is permitted for financial statements that have not been previously issued. The standard requires a retrospective approach where the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. The standard also requires compliance with applicable disclosures for a change in an accounting principle. The Company does not expect the adoption of ASU 2014-15 to have a material impact on its financial position, results of operations or cash flows.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosures of Uncertainties about an Entity's Ability as a Going Concern" ("ASU 2014-15"). ASU 2014-15 provides guidance on determining when and how to disclose going concern uncertainties in the financial statements, and requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. ASU 2014-15 is effective for annual periods ending after December 15, 2016 and interim periods thereafter. Early adoption is permitted. The Company does not expect the adoption of ASU 2014-15 to have a material impact on its financial position, results of operations, or cash flows.

In June 2014, the FASB issued ASU No. 2014-12, "Compensation—Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved After the Requisite Service Period" ("ASU 2014-12"), which revises the accounting treatment for stock compensation tied to performance targets. ASU 2014-12 is effective for calendar years beginning after December 15, 2015. The Company does not expect the adoption of ASU 2014-12 to have a material impact on its financial position, results of operations, or cash flows.

In May 2014, the FASB issued as final, ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)” which supersedes virtually all existing revenue recognition guidance under GAAP. The update's core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The update is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2016 and prohibits early adoption. ASU 2014-09 allows for the use of either the retrospective or modified retrospective approach of adoption. The Company does not expect the adoption of ASU 2014-09 to have a material impact on its financial position, results of operations, or cash flows.

3. (Loss) Earnings per Weighted Average Common Share

Basic (loss) earnings per weighted average common share (“EPS”) are calculated by dividing net (loss) income by the weighted average number of basic common shares outstanding during the period. Diluted (loss) earnings per share amounts are based on the weighted average number of common shares including non-vested performance stock grants and the net effect of potentially dilutive common stock options.

9

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

The following table sets forth the computation of basic and diluted EPS for the periods indicated.

	Three Months Ended June 30,				Six Months Ended June 30,			
	2015		2014		2015		2014	
Earnings attributable to common shareholders - basic and diluted):								
Net (loss) income from continuing operations	$ (1,053)		$ 21,423		$ (36,124)		$ 33,548	
Allocation of income for participating shares	—		(195)	(1)	—		(332)	(1)
Net (loss) income from continuing operations attributed to common shareholders	$ (1,053)		$ 21,228	(1)	$ (36,124)		$ 33,216	(1)
Earnings per share denominator - basis and diluted								
Total weighted average common shares outstanding, including participating shares	14,991,232		15,271,200		14,977,378		15,307,808	
Less: weighted average participating shares	(112,185)		(138,990)		(125,636)		(152,221)	
Basic earnings per share denominator	14,879,047		15,132,210	(1)	14,851,742		15,155,587	(1)
Common equivalent shares- stock options	—	(2)	2,121		—	(3)	2,526	
Common equivalent shares- non-vested performance stock grants	—	(4)	79,371		—	(5)	68,864	
Diluted earnings per share denominator	14,879,047		15,213,702	(1)	14,851,742		15,226,977	(1)
Basic (loss) earnings per share	$ (0.07)		$ 1.40		$ (2.43)		$ 2.19	
Diluted (loss) earnings per share	$ (0.07)		$ 1.40		$ (2.43)		$ 2.18	
Undistributed (loss) earnings attributable to common shareholders - basic and diluted:								
Net (loss) income from continuing operations attributable to common shareholders -Basic	$ (0.07)		$ 1.40		$ (2.43)		$ 2.19	
Dividends declared	(0.70)		(0.60)		(1.40)		(1.20)	
Undistributed (loss) earnings	$ (0.77)		$ 0.80		$ (3.83)		$ 0.99	
Net (loss) income from continuing operations attributable to common shareholders -Diluted	$ (0.07)		$ 1.40		$ (2.43)		$ 2.18	
Dividends declared	(0.70)		(0.60)		(1.40)		(1.20)	

Undistributed (loss) earnings	$ (0.77)	$ 0.80	$ (3.83)	$ 0.98

(1) The 2014 basic and diluted earnings per share denominators were revised to correct the allocation of net income to participating securities under the two-class method. The revision did not yield in a change to basic or diluted earnings per share. The Company evaluated the materiality of these revisions in accordance with SEC Staff Accounting Bulletin No. 99, Materiality, and SEC Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements, and concluded that these revisions, individually and in the aggregate, were immaterial to all prior periods. The 2014 basic earnings per share denominator for the six months ended June 30, 2014, as originally reported was 15,307,808 and the 2014 diluted earnings per share denominator as originally reported was 15,379,199. The 2014 basic earnings per share denominator for the three months ended June 30, 2014, as originally reported was 15,271,200 and the 2014 diluted earnings per share denominator as originally reported was 15,352,692.

(2) Excludes 1,713 of common equivalent shares related to stock options because their inclusion would be anti dilutive due to the net loss of the Company.

(3) Excludes 1,971 of common equivalent shares related to stock options because their inclusion would be anti dilutive due to the net loss of the Company.

(4) Excludes 45,976 of common equivalent shares related to non-vested performance stock grants because their inclusion would be anti dilutive due to the net loss of the Company.

(5) Excludes 71,327 of common equivalent shares related to non-vested performance stock grants because their inclusion would be anti dilutive due to the net loss of the Company

Diluted EPS excludes stock options with exercise prices and exercise tax benefits greater than the average market price of the Company's common stock during the period because their inclusion would be anti-dilutive. There were no anti-dilutive stock options or non-vested performance stock grants for the three and six months ended June 30, 2014.

Table of Contents

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

4. Share-Based Compensation

Management Omnibus Incentive Plan

Long-term incentive compensation is provided under the Company's 2002 Management Omnibus Incentive Plan ("the Incentive Plan") which provides for a variety of share-based compensation awards, including nonqualified stock options, incentive stock options, stock appreciation rights and restricted stock ("RS") awards.

The maximum number of shares of common stock with respect to which awards may be granted is 2,500,000. The Incentive Plan was amended in March of 2013 to remove "share recycling" plan provisions. Hence, shares of stock covered by an award under the Incentive Plan that are forfeited are no longer available for issuance in connection with 2013 and future grants of awards. At June 30, 2015, there were 373,091 shares available for future grant. The Board of Directors and the Compensation Committee intend to issue more awards under the Incentive Plan in the future.

Accounting and Reporting for Stock-Based Awards

Accounting Standards Codification ("ASC") 718, Compensation —Stock Compensation requires the Company to measure and recognize the cost of employee services received in exchange for an award of equity instruments. Under the provisions of ASC 718, share-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite service period (generally the vesting period of the equity grant).

The following table summarizes stock option activity under the Incentive Plan for the six months ended June 30, 2015.

Weighted

	Shares Under Option	Weighted Average Exercise Price	Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at beginning of year	12,700	$ 42.85		
Exercised	(3,500)	$ 42.85		
Outstanding at end of period	9,200	$ 42.85	0.7 years	$ 137
Exercisable at end of period	9,200	$ 42.85	0.7 years	$ 137

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value, which is the difference between the fair value based upon the Company's closing stock price on June 30, 2015 and the exercise price which would have been received by the option holders had all option holders exercised their options as of that date. The exercise price on stock options outstanding under the Incentive Plan at June 30, 2015 and June 30, 2014 was $42.85. The total intrinsic value of options exercised during the six months ended June 30, 2015 and 2014 was $74 and $58, respectively.

As of March 31, 2011, all compensation expense related to non-vested option awards had been recognized. Cash received from options exercised was $150 and $147 for the six months ended June 30, 2015 and 2014, respectively.

Restricted Stock

Service-based restricted stock awarded in the form of unvested shares is recorded at the market value of the Company's common stock on the grant date and amortized ratably as compensation expense over the requisite service period. Service-based restricted stock awards generally vest over a three-year period and vest 30% on the first and second anniversaries of the grant date and 40% on the third anniversary of the grant date, except for non-executive employees' restricted stock awards which vest ratably over a five-year service period and independent directors' stock

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

awards which vest immediately. Our independent directors are subject to stock ownership guidelines, which require them to have a value four times their annual cash retainer.

In addition to service-based awards, the Company grants performance-based restricted shares to certain employees. These performance shares cliff vest after a three-year performance period provided certain performance measures are attained. A portion of these awards, which contain a market condition, vest according to the level of total shareholder return achieved by the Company compared to its property-casualty insurance peers over a three-year period. The remainders, which contain a performance condition, vest according to the level of Company's combined ratio results compared to a target based on its property-casualty insurance peers.

Actual payouts can range from 0% to 200% of target shares awarded depending upon the level of achievement of the respective market and performance conditions during a three calendar-year performance period. Compensation expense for share awards with a performance condition is based on the probable number of awards expected to vest using the performance level most likely to be achieved at the end of the performance period.

Performance-based awards with market conditions are accounted for and measured differently from awards that have a performance or service condition. The effect of a market condition is reflected in the award's fair value on the grant date. That fair value is recognized as compensation cost over the requisite service period regardless of whether the market-based performance objective has been satisfied.

All of the Company's restricted stock awards are issued as incentive compensation and are equity classified.

The following table summarizes restricted stock activity under the Incentive Plan during the six months ended June 30, 2015, assuming a target payout for the 2015 performance-based shares.

	Shares Under Restriction	Weighted Average Fair Value	Performance-based Shares Under Restriction	Weighted Average Fair Value
Outstanding at beginning of year	176,116	$ 46.38	64,724	$ 50.40
Granted	45,397	$ 61.68	35,932	$ 63.73
Vested and unrestricted	(64,130)	$ 45.17	-	$ -
Forfeited	(1,348)	$ 49.34	-	$ -
Outstanding at end of period	156,035	$ 51.29	100,656	$ 55.16

As of June 30, 2015, there was $7,746 of unrecognized compensation expense related to non-vested restricted stock awards that is expected to be recognized over a weighted average period of 1.9 years. The total fair value of the shares that were vested and unrestricted during the six months ended June 30, 2015 and 2014 was $2,897 and $3,554, respectively. For the six months ended June 30, 2015 and 2014, the Company recorded compensation expense related to restricted stock of $990 and $1,514, net of income tax benefits of $533 and $815, respectively.

Table of Contents

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

5. Investments

The gross unrealized gains and losses on investments in fixed maturity securities, including redeemable preferred stocks that have characteristics of fixed maturities, and equity securities, including interests in mutual funds, and other invested assets were as follows for the periods indicated.

	As of June 30, 2015				
			Gross Unrealized Losses (3)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses (4)	Estimated Fair Value
U.S. Treasury securities	$ 1,807	$ 8	$ —	$ —	$ 1,815
Obligations of states and political subdivisions	390,691	16,744	(1,412)	—	406,023
Residential mortgage-backed securities (1)	206,592	6,528	(1,328)	—	211,792
Commercial mortgage-backed securities	34,659	118	(101)	—	34,676
Other asset-backed securities	12,845	95	(13)	—	12,927
Corporate and other securities	410,362	6,316	(3,746)	—	412,932
Subtotal, fixed maturity securities	1,056,956	29,809	(6,600)	—	1,080,165
Equity securities (2)	100,528	12,800	(2,402)	—	110,926
Other invested assets (5)	15,692	—	—	—	15,692
Totals	$ 1,173,176	$ 42,609	$ (9,002)	$ —	$ 1,206,783

	As of December 31, 2014				
			Gross Unrealized Losses (3)		
	Cost or	Gross	Non-OTTI	OTTI	Estimated

	Amortized Cost	Unrealized Gains	Unrealized Losses	Unrealized Losses (4)	Fair Value
U.S. Treasury securities	$ 1,507	$ —	$ (1)	$ —	$ 1,506
Obligations of states and political subdivisions	437,299	23,562	(536)	—	460,325
Residential mortgage-backed securities (1)	201,950	7,015	(1,282)	—	207,683
Commercial mortgage-backed securities	34,216	256	(34)	—	34,438
Other asset-backed securities	10,204	48	(2)	—	10,250
Corporate and other securities	417,341	7,536	(3,628)	—	421,249
Subtotal, fixed maturity securities	1,102,517	38,417	(5,483)	—	1,135,451
Equity securities (2)	97,910	13,332	(2,089)	—	109,153
Other invested assets (5)	11,657	—	—		11,657
Totals	$ 1,212,084	$ 51,749	$ (7,572)	$ —	$ 1,256,261

(1) Residential mortgage-backed securities consists primarily of obligations of U.S. Government agencies including collateralized mortgage obligations issued, guaranteed and/or insured by the following issuers: Government National Mortgage Association (GNMA), Federal Home Loan Mortgage Corporation (FHLMC), Federal National Mortgage Association (FNMA) and the Federal Home Loan Bank (FHLB).
(2) Equity securities included interests in mutual funds held to fund the Company’s executive deferred compensation plan.
(3) Our investment portfolio included 345 and 366 securities in an unrealized loss position at June 30, 2015 and December 31, 2014, respectively.
(4) Amounts in this column represent other-than-temporary impairment (“OTTI”) recognized in accumulated other comprehensive income.
(5) Other invested assets are accounted for under the equity method which approximated fair value.

Table of Contents

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

The amortized cost and the estimated fair value of fixed maturity securities, by maturity, are shown below for the period indicated. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	As of June 30, 2015	
	Amortized Cost	Estimated Fair Value
Due in one year or less	$ 54,868	$ 55,549
Due after one year through five years	263,788	266,733
Due after five years through ten years	204,447	206,028
Due after ten years	279,757	292,461
Asset-backed securities	254,096	259,394
Totals	$ 1,056,956	$ 1,080,165

The gross realized gains and losses on sales of investments were as follows for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Gross realized gains				
Fixed maturity securities	$ 82	$ 310	$ 265	$ 484
Equity securities	506	406	1,443	817
Gross realized losses				
Fixed maturity securities	(727)	(333)	(1,218)	(863)
Equity securities	(34)	(4)	(252)	(39)
Net realized (losses) gains on investments	$ (173)	$ 379	$ 238	$ 399

In the normal course of business, the Company enters into transactions involving various types of financial instruments, including investments in fixed maturities and equity securities. Investment transactions have credit exposure to the extent that a counter party may default on an obligation to the Company. Credit risk is a consequence of carrying, trading and investing in securities. To manage credit risk, the Company focuses on higher quality fixed income securities, reviews the credit strength of all companies in which it invests, limits its exposure in any one investment and monitors the portfolio quality, taking into account credit ratings assigned by recognized statistical rating organizations.

The following tables as of June 30, 2015 and December 31, 2014 present the gross unrealized losses included in the Company's investment portfolio and the fair value of those securities aggregated by investment category. The tables also present the length of time that they have been in a continuous unrealized loss position.

	As of June 30, 2015					
	Less than 12 Months		12 Months or More		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
U.S. Treasury securities	$ —	$ —	$ —	$ —	$ —	$ —
Obligations of states and political subdivisions	61,000	1,365	1,801	47	62,801	1,412
Residential mortgage-backed securities	44,035	476	36,793	852	80,828	1,328
Commercial mortgage-backed securities	10,555	101	—	—	10,555	101
Other asset-backed securities	3,179	13	—	—	3,179	13
Corporate and other securities	134,277	2,973	22,464	773	156,741	3,746
Subtotal, fixed maturity securities	253,046	4,928	61,058	1,672	314,104	6,600
Equity securities	25,086	2,164	1,567	238	26,653	2,402
Total temporarily impaired securities	$ 278,132	$ 7,092	$ 62,625	$ 1,910	$ 340,757	$ 9,002

Table of Contents

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

	As of December 31, 2014					
	Less than 12 Months		12 Months or More		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
U.S. Treasury securities	$ —	$ —	$ 1,506	$ 1	$ 1,506	$ 1
Obligations of states and political subdivisions	65,174	489	3,553	47	68,727	536
Residential mortgage-backed securities	18,853	44	47,769	1,238	66,622	1,282
Commercial mortgage-backed securities	10,485	34	—	—	10,485	34
Other asset-backed securities	1,999	2	—	—	1,999	2
Corporate and other securities	119,722	3,079	37,469	549	157,191	3,628
Subtotal, fixed maturity securities	216,233	3,648	90,297	1,835	306,530	5,483
Equity securities	16,119	1,986	1,277	103	17,396	2,089
Total temporarily impaired securities	$ 232,352	$ 5,634	$ 91,574	$ 1,938	$ 323,926	$ 7,572

Other-Than-Temporary Impairments

ASC 320, Investments – Debt and Equity Securities requires entities to separate an OTTI of a debt security into two components when there are credit related losses associated with the impaired debt security for which the Company asserts that it does not have the intent to sell the security, and it is more likely than not that it will not be required to sell the security before recovery of its cost basis. Under ASC 320, the amount of the OTTI related to a credit loss is recognized in earnings, and the amount of the OTTI related to other factors is recorded as a component of other comprehensive income (loss). In instances where no credit loss exists but it is more likely than not that the Company will have to sell the debt security prior to the anticipated recovery, the decline in market value below amortized cost is recognized as an OTTI in earnings. In periods after the recognition of an OTTI on debt securities, the Company accounts for such securities as if they had been purchased on the measurement date of the OTTI at an amortized cost basis equal to the previous amortized cost basis less the OTTI recognized in earnings. For debt securities for which OTTI was recognized in earnings, the difference between the new amortized cost basis and the cash flows expected to be collected will be accreted or amortized into net investment income.

The Company holds no subprime mortgage debt securities. All of the Company's holdings in mortgage-backed securities are either U.S. Government or Agency guaranteed or are rated investment grade by either Moody's or Standard & Poor's.

The unrealized losses in the Company's fixed income and equity portfolio as of June 30, 2015 were reviewed for potential other-than-temporary asset impairments. The Company held no securities at June 30, 2015 with a material (20% or greater) unrealized loss for four or more consecutive quarters. Specific qualitative analysis was also performed for any additional securities appearing on the Company's "Watch List," if any. Qualitative analysis considered such factors as the financial condition and the near term prospects of the issuer, whether the debtor is current on its contractually obligated interest and principal payments, changes to the rating of the security by a rating agency and the historical volatility of the fair value of the security.

The qualitative analysis performed by the Company concluded that the unrealized losses recorded on the investment portfolio at June 30, 2015 resulted from fluctuations in market interest rates and other temporary market conditions as opposed to fundamental changes in the credit quality of the issuers of such securities. Therefore, decreases in fair values of the Company's securities are viewed as being temporary.

During the six months ended June 30, 2015 and 2014, there was no significant deterioration in the credit quality of any of the Company's holdings and no OTTI charges were recorded related to the Company's portfolio of investment securities. At June 30, 2015 and December 31, 2014, there were no amounts included in accumulated other comprehensive income related to securities which were considered by the Company to be other-than-temporarily impaired.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

Based upon the qualitative analysis performed, the Company's decision to hold these securities, the Company's current level of liquidity and our history of positive operating cash flows, management believes it is more likely than not that it will not be required to sell any of its securities before the anticipated recovery in the fair value to its amortized cost basis.

Net Investment Income

The components of net investment income were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Interest on fixed maturity securities	$ 9,971	$ 9,616	$ 20,157	$ 20,020
Dividends on equity securities	729	743	1,422	1,400
Equity in earnings of other invested assets	258	182	591	303
Interest on other assets	22	20	40	40
Interest on cash and cash equivalents	1	—	2	1
Total investment income	10,981	10,561	22,212	21,764
Investment expenses	664	652	1,338	1,282
Net investment income	$ 10,317	$ 9,909	$ 20,874	$ 20,482

Fair Value Measurements

ASC 820, Fair Value Measurements and Disclosure provides a revised definition of fair value, establishes a framework for measuring fair value and expands financial statement disclosure requirements for fair value information. Under ASC 820, 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 (an exit price). ASC 820 establishes a fair

value hierarchy that distinguishes between inputs based on market data from independent sources (“observable inputs”) and a reporting entity’s internal assumptions based upon the best information available when external market data is limited or unavailable (“unobservable inputs”). The fair value hierarchy in ASC 820 prioritizes fair value measurements into three levels based on the nature of the inputs as follows:

Level 1 — Valuations based on quoted prices in active markets for identical assets and liabilities;

Level 2 — Valuations based on observable inputs that do not meet the criteria for Level 1, including quoted prices in inactive markets and quoted prices in active markets for similar, but not identical instruments; and

Level 3 — Valuations based on unobservable inputs.

Fair values for the Company’s fixed maturity securities are based on prices provided by its custodian bank and its investment managers. Both the Company’s custodian bank and investment managers use a variety of independent, nationally recognized pricing services to determine market valuations. If the pricing service cannot provide fair value determinations, the Company obtains non-binding price quotes from broker-dealers. A minimum of two quoted prices is obtained for the majority of the Company’s available-for-sale fixed maturity securities in its investment portfolio. The Company’s custodian bank is its primary provider of quoted prices from third-party pricing services and broker-dealers. To provide reasonable assurance of the validity of each price or quote, a secondary third-party pricing service or broker-dealer quote is obtained from the Company’s investment managers. An examination of the pricing data is then performed for each security. If the variance between the primary and secondary price quotes for a security is within an accepted tolerance level, the quoted price obtained from the Company’s custodian bank is used in the financial statements for the security. If the variance between the primary and secondary price quotes exceeds an accepted tolerance level, the Company obtains a quote from an alternative source, if possible, and documents and resolves any differences between the pricing sources. In addition, the Company may request that its investment managers and its traders provide input as to which vendor is providing prices that its traders believe are reflective of fair value for the security. Following this process, the Company may decide to value the security in its financial statements using the

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

secondary or alternative source if it believes that pricing is more reflective of the security's value than the primary pricing provided by its custodian bank. The Company analyzes market valuations received to verify reasonableness, to understand the key assumptions used and their sources, and to determine an appropriate ASC 820 fair value hierarchy level based upon trading activity and the observability of market inputs. Based on this evaluation and investment class analysis, each price is classified into Level 1, 2 or 3.

Fair values of instruments are based on (i) quoted prices in active markets for identical assets (Level 1), (ii) quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which all significant inputs are observable in active markets (Level 2) or (iii) valuations derived from valuation techniques in which one or more significant inputs are unobservable in the marketplace (Level 3).

The Company's Level 1 securities consist of equity securities whose values are based on quoted prices in active markets for identical assets. The Company's Level 2 securities are comprised of available-for-sale fixed maturity securities whose fair value was determined using observable market inputs. The Company's Level 3 securities consist of two investments; (1) a real estate investment trust equity investment whose fair value was determined using the trust's net asset value obtained from its audited financial statements; however, the Company is required to submit a request 45 days before a quarter end to dispose of the security; and (2) an investment in the Federal Home Loan Bank of Boston related to Safety Insurance Company's membership stock, which is not redeemable in a short-term time frame. Fair values for securities for which quoted market prices were unavailable were estimated based upon reference to observable inputs such as benchmark interest rates, market comparables, and other relevant inputs. Investments valued using these inputs include U.S. Treasury securities, obligations of states and political subdivisions, corporate securities, commercial and residential mortgage-backed securities, and other asset-backed securities. Inputs into the fair value application that are utilized by asset class include but are not limited to:

- Obligations of states and political subdivisions: overall credit quality, including assessments of market sectors and the level and variability of sources of payment such as general obligation, revenue or lease; credit support such as insurance, state or local economic and political base, prefunded and escrowed to maturity covenants.
- Corporate fixed maturities: overall credit quality, the establishment of a risk adjusted credit spread over the applicable risk-free yield curve for discounted cash flow valuations; assessments of the level of industry economic sensitivity, company financial policies, indenture restrictive covenants, and/or security and collateral.
- Residential mortgage-backed securities, U.S. agency pass-throughs, collateralized mortgage obligations ("CMOs"), non U.S. agency CMOs: estimates of prepayment speeds based upon historical prepayment rate trends, underlying

collateral interest rates, original weighted average maturity, vintage year, borrower credit quality characteristics, interest rate and yield curve forecasts, U.S. government support programs, tax policies, and delinquency/default trends.

- Commercial mortgage-backed securities: overall credit quality, including assessments of the level and variability of credit support and collateral type such as office, retail, or lodging, predictability of cash flows for the deal structure, prevailing economic market conditions.
- Other asset-backed securities: overall credit quality, estimates of prepayment speeds based upon historical trends and characteristics of underlying loans, including assessments of the level and variability of collateral, revenue generating agreements, area licenses agreements, product sourcing agreements and equipment and property leases.
- Real estate investment trust ("REIT"): net asset value per share derived from member ownership in capital venture to which a proportionate share of independently appraised net assets is attributed.
- Federal Home Loan Bank of Boston ("FHLB-Boston"): value is equal to the cost of the member stock purchased.

In order to ensure the fair value determination is representative of an exit price (consistent with ASC 820), the Company's procedures for validating quotes or prices obtained from third parties include, but are not limited to, obtaining a minimum of two price quotes for each fixed maturity security if possible, as discussed above, the periodic

17

Table of Contents

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

testing of sales activity to determine if there are any significant differences between the market price used to value the security as of the balance sheet date and the sales price of the security for sales that occurred around the balance sheet date, and the periodic review of reports provided by its investment manager regarding those securities with ratings changes and securities placed on its "Watch List." In addition, valuation techniques utilized by pricing services and prices obtained from external sources are reviewed by the Company's external investment manager, whose investment professionals are familiar with the securities being priced and the markets in which they trade, to ensure the fair value determination is representative of an exit price (consistent with ASC 820).

All unadjusted estimates of fair value for our fixed maturities priced by the pricing services as described above are included in the amounts disclosed in Level 2. With the exception of the REIT and FHLB-Boston securities, which are categorized as Level 3 securities, the Company's entire available-for-sale portfolio was priced based upon quoted market prices or other observable inputs as of June 30, 2015. There were no significant changes to the valuation process during the six months ended June 30, 2015. As of June 30, 2015 and December 31, 2014, no quotes or prices obtained were adjusted by management. All broker quotes obtained were non-binding.

At June 30, 2015 and December 31, 2014, investments in fixed maturities and equity securities classified as available-for-sale had a fair value which equaled carrying value of $1,191,091 and $1,244,604, respectively. We have no short-term investments. The carrying values of cash and cash equivalents and investment income accrued approximated fair value.

The following tables summarize the Company's total fair value measurements for available-for-sale investments for the periods indicated.

	As of June 30, 2015			
	Total	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
U.S. Treasury securities	$ 1,815	$ —	$ 1,815	$ —
Obligations of states and political subdivisions	406,023	—	406,023	—

Residential mortgage-backed securities	211,792	—	211,792	—
Commercial mortgage-backed securities	34,676	—	34,676	—
Other asset-backed securities	12,927	—	12,927	—
Corporate and other securities	412,932	—	412,932	—
Equity securities	110,926	92,269	—	18,657
Total investment securities	$ 1,191,091	$ 92,269	$ 1,080,165	$ 18,657

	As of December 31, 2014			
	Total	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
U.S. Treasury securities	$ 1,506	$ —	$ 1,506	$ —
Obligations of states and political subdivisions	460,325	—	460,325	—
Residential mortgage-backed securities	207,683	—	207,683	—
Commercial mortgage-backed securities	34,438	—	34,438	—
Other asset-backed securities	10,250	—	10,250	—
Corporate and other securities	421,249	—	421,249	—
Equity securities	109,153	91,523	—	17,630
Total investment securities	$ 1,244,604	$ 91,523	$ 1,135,451	$ 17,630

There were no transfers between Level 1 and Level 2 during the three and six months ended June 30, 2015 and 2014.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

The following table summarizes the changes in the Company's Level 3 fair value securities for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	Level 3 Fair Value Securities	Level 3 Fair Value Securities	Level 3 Fair Value Securities	Level 3 Fair Value Securities
Balance at beginning of period	$ 18,148	16,194	$ 17,630	$ 15,920
Net gains and losses included in earnings	—	—	—	
Net gains included in other comprehensive income	467	192	985	466
Purchases	42	—	42	—
Sales	—	—	—	—
Transfers into Level 3	—	—	—	—
Transfers out of Level 3	—	—	—	—
Balance at end of period	$ 18,657	$ 16,386	$ 18,657	$ 16,386
Amount of total losses included in earnings attributable to the change in unrealized losses related to assets still held at end of period	$ —	$ —	$ —	$ —

Transfers in and out of Level 3 are attributable to changes in the ability to observe significant inputs in determining fair value exit pricing. As noted in the table above, no transfers were made in or out of level 3 during 2015 and 2014. The Company held two Level 3 securities at June 30, 2015, and one Level 3 security at June 30, 2014.

6. Loss and Loss Adjustment Expense Reserves

The following table sets forth a reconciliation of beginning and ending reserves for losses and loss adjustment expenses ("LAE"), as shown in the Company's consolidated financial statements for the periods indicated.

	Six Months Ended June 30,	
	2015	2014
Reserves for losses and LAE at beginning of year	$ 482,012	$ 455,014
Less receivable from reinsurers related to unpaid losses and LAE	(61,245)	(60,346)
Net reserves for losses and LAE at beginning of year	420,767	394,668
Incurred losses and LAE, related to:		
Current year	367,361	249,332
Prior years	(12,011)	(19,894)
Total incurred losses and LAE	355,350	229,438
Paid losses and LAE related to:		
Current year	214,397	137,294
Prior years	88,681	87,846
Total paid losses and LAE	303,078	225,140
Net reserves for losses and LAE at end of period	473,039	398,966
Plus receivable from reinsurers related to unpaid losses and LAE	87,396	58,823
Reserves for losses and LAE at end of period	$ 560,435	$ 457,789

At the end of each period, the reserves were re-estimated for all prior accident years. The Company's prior year reserves decreased by $12,011 and $19,894 for the six months ended June 30, 2015 and 2014, respectively, and resulted from re-estimations of prior years ultimate loss and LAE liabilities. The decreases in prior years reserves during the 2015 and 2014 periods are primarily composed of reductions in our retained automobile and retained homeowners reserves.

The Company's automobile lines of business reserves decreased for 2015 and 2014 primarily due to fewer incurred but not yet reported claims than previously estimated and better than previously estimated severity on the Company's established bodily injury and property damage case reserves. Due to the nature of the risks that the Company underwrites and has historically underwritten, management does not believe that it has an exposure to asbestos or environmental pollution liabilities.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

7. Commitments and Contingencies

Various claims, generally incidental to the conduct of normal business, are pending or alleged against the Company from time to time. In the opinion of management, based in part on the advice of legal counsel, the ultimate resolution of such claims will not have a material adverse effect on the Company's consolidated financial statements. However, if estimates of the ultimate resolutions of those proceedings are revised, liabilities related to those proceedings could be adjusted in the near term.

Massachusetts law requires that insurers licensed to do business in Massachusetts participate in the Massachusetts Insurers Insolvency Fund ("Insolvency Fund"). Members of the Insolvency Fund are assessed a proportionate share of the obligations and expenses of the Insolvency Fund in connection with an insolvent insurer. It is anticipated that there will be additional assessments from time to time relating to various insolvencies. Although the timing and amounts of any future assessments are not known, based upon existing knowledge, management's opinion is that such future assessments are not expected to have a material effect upon the financial position of the Company.

8. Debt

The Company has a Revolving Credit Agreement (the "Credit Agreement") with RBS Citizens, NA ("RBS Citizens"). The Credit Agreement provides a $30,000 revolving credit facility with an accordion feature allowing for future expansion of the committed amount up to $50,000. Loans under the credit facility bear interest at the Company's option at either (i) the LIBOR rate plus 1.25% per annum or (ii) the higher of RBS Citizens prime rate or 0.5% above the federal funds rate plus 1.25% per annum. Interest only is payable prior to maturity. The Credit Agreement has a maturity date of August 14, 2018.

The Company's obligations under the credit facility are secured by pledges of its assets and the capital stock of its operating subsidiaries. The credit facility is guaranteed by the Company's non-insurance company subsidiaries. The credit facility contains covenants including requirements to maintain minimum risk-based capital ratios and statutory

surplus of Safety Insurance Company as well as limitations or restrictions on indebtedness, liens, and other matters. As of June 30, 2015, the Company was in compliance with all covenants. In addition, the credit facility includes customary events of default, including a cross-default provision permitting the lenders to accelerate the facility if the Company (i) defaults in any payment obligation under debt having a principal amount in excess of $10,000 or (ii) fails to perform any other covenant permitting acceleration of all such debt.

The Company had no amounts outstanding on its credit facility at June 30, 2015 and December 31, 2014. The credit facility commitment fee included in interest expense was computed at a rate of 0.25% per annum on the $30,000 commitment at June 30, 2015 and 2014.

Safety Insurance Company became a member of the FHLB-Boston during the quarter ended September 30, 2014. Membership in the FHLB-Boston allows the Company to borrow money at competitive interest rates provided the loan is collateralized by specific U.S Government residential mortgage backed securities. The Company has no amounts outstanding from the FHLB-Boston at June 30, 2015 and at December 31, 2014.

9. Income Taxes

Federal income tax expense for the six months ended June 30, 2015 and 2014 has been computed using estimated effective tax rates. These rates are revised, if necessary, at the end of each successive interim period to reflect the current estimates of the annual effective tax rates. The 2015 effective rate is the result of the expected tax benefit related to net losses incurred by the Company during the first and second quarter, calculated under ASC 740, Income Taxes (ASC 740-270-55), and adjustments for tax-exempt investment income. The effective rate in 2014 was lower than the statutory rate primarily due to adjustments for tax-exempt investment income.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

The Company believes that the positions taken on its income tax returns for open tax years will be sustained upon examination by the Internal Revenue Service (“IRS”). Therefore, the Company has not recorded any liability for uncertain tax positions under ASC 740, Income Taxes.

During the six months ended June 30, 2015, there were no material changes to the amount of the Company’s unrecognized tax benefits or to any assumptions regarding the amount of its ASC 740 liability.

The Company’s U.S. federal tax return for the year ended December 31, 2011 was examined by the IRS. The examination was completed during the quarter ended June 30, 2014 with no findings. In the Company’s opinion, adequate tax liabilities have been established for all open years. However, the amount of these tax liabilities could be revised in the near term if estimates of the Company’s ultimate liability are revised. Tax years prior to 2011 are closed.

10. Share Repurchase Program

On August 3, 2007, the Board of Directors approved a share repurchase program of up to $30,000 of the Company’s outstanding common shares. As of June 30, 2015, the Board of Directors had cumulatively authorized increases to the existing share repurchase program of up to $150,000 of its outstanding common shares. Under the program, the Company may repurchase shares of its common stock for cash in public or private transactions, in the open market or otherwise. The timing of such repurchases and actual number of shares repurchased will depend on a variety of factors including price, market conditions and applicable regulatory and corporate requirements. The program does not require the Company to repurchase any specific number of shares and it may be modified, suspended or terminated at any time without prior notice.

No share purchases were made by the Company under the program during the six months ended June 30, 2015. During the six months ended June 30, 2014, the Company purchased 460,023 shares under the program at a cost of $23,467. As of June 30, 2015, and December 31, 2014, the Company has purchased 2,279,570 shares at a cost of $83,835.

11. Related Party Transactions

Mr. A. Richard Caputo, Jr., a member of the Company's Board of Directors and the Chairman of its Investment Committee, is a principal of The Jordan Company, LP ("Jordan"). In 2012, the Company participated as a lender in two loans made by syndicates of lenders to a portfolio company in which funds managed by Jordan are controlling or a significant investor. The first loan, made to Vantage Specialties, Inc., currently bears interest at a rate of 5.00% per annum and matures in February 2019. The Company's participation in the loan was $1,438 and $1,451 at June 30, 2015 and December 31, 2014, respectively. The second loan, made to ARCAS Automotive (formerly known as Sequa Auto), was disposed of in 2014. The remaining loan amortizes in equal quarterly installments of 0.25% of the principal amount per quarter. The Company made the loans on the same terms as the other lenders participating in the syndicate. The loans were subject to the approval of the Company's full Investment Committee.

12. Subsequent Events

The Company has evaluated subsequent events for recognition or disclosure in the consolidated financial statements filed on Form 10-Q with the SEC and no events has occurred that require recognition or disclosure.

Table of Contents

Item 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our accompanying consolidated financial statements and notes thereto, which appear elsewhere in this document. In this discussion, all dollar amounts are presented in thousands, except share and per share data.

The following discussion contains forward-looking statements. We intend statements which are not historical in nature to be, and are hereby identified as "forward-looking statements" to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In addition, the Company's senior management may make forward-looking statements orally to analysts, investors, the media and others. This safe harbor requires that we specify important factors that could cause actual results to differ materially from those contained in forward-looking statements made by or on behalf of us. We cannot promise that our expectations in such forward-looking statements will turn out to be correct. Our actual results could be materially different from and worse than our expectations. See "Forward-Looking Statements" below for specific important factors that could cause actual results to differ materially from those contained in forward-looking statements.

Executive Summary and Overview

In this discussion, "Safety" refers to Safety Insurance Group, Inc. and "our Company," "we," "us" and "our" refer to Safety Insurance Group, Inc. and its consolidated subsidiaries. Our subsidiaries consist of Safety Insurance Company ("Safety Insurance"), Safety Indemnity Insurance Company ("Safety Indemnity"), Safety Property and Casualty Insurance Company ("Safety P&C"), Whiteshirts Asset Management Corporation ("WAMC"), and Whiteshirts Management Corporation, which is WAMC's holding company.

We are a leading provider of property and casualty insurance focused primarily on the Massachusetts market. Our principal product line is automobile insurance. In addition to private passenger automobile insurance (which represented 61.7% of our direct written premiums in 2014 and commercial automobile insurance 12.5% of 2014 direct written premiums), we offer a portfolio of other insurance products, including homeowners 21.1% of 2014 direct written premiums) and dwelling fire, umbrella and business owner policies (totaling 4.7% of 2014 direct written

premiums). Operating exclusively in Massachusetts and New Hampshire through our insurance company subsidiaries, Safety Insurance, Safety Indemnity, and Safety P&C (together referred to as the "Insurance Subsidiaries"), we have established strong relationships with independent insurance agents, who numbered 930 in 1,076 locations throughout Massachusetts and New Hampshire during 2014. We have used these relationships and our extensive knowledge of the Massachusetts market to become the third largest private passenger automobile and the third largest commercial automobile insurance carrier in Massachusetts, capturing an approximate 10.7% and 13.5% share, respectively, of the Massachusetts private passenger and commercial automobile markets in 2014 according to statistic compiled by the Commonwealth Automobile Reinsurers ("CAR").

The Insurance Subsidiaries began writing private passenger automobile and homeowners insurance in New Hampshire during 2008, personal umbrella insurance in New Hampshire during 2009, and commercial automobile insurance in New Hampshire during 2011. During the six months ended June 30, 2015 and 2014, we wrote $10,500 and $8,712, respectively, in direct written premiums in New Hampshire.

On February 9, 2015, the Insurance Subsidiaries each received a license to begin writing our property and casualty insurance products in the state of Maine. We anticipate that we will begin to write new business in Maine later in 2015.

Table of Contents

Recent Trends and Events

The quarter ended June 30, 2015 was impacted by an additional $45,000 of catastrophe loss and loss adjustment expenses, relating to winter loss activity experienced during the first quarter of 2015. While the expected claim counts from the 2015 winter have been reported as anticipated, there has been a significant increase in the expected severity resulting from additional supplemental payments to claimants. As a result, Safety has now recorded direct catastrophe losses related to the snowfall of $156,700 with an expected reinsurance recovery of $64,974 for the six months ended June 30, 2015.

In total, for the six months ended June 30, 2015, loss and loss adjustment expenses incurred increased by $125,912 or 54.9% to $355,350 from $229,438 for the comparable 2014 period. This is the first time in the history of the Company that a loss pierced our catastrophe reinsurance program.

The following rate changes have been filed with Massachusetts and New Hampshire in 2015 and 2014.

- We filed and were approved for a Massachusetts homeowner rate increase of 9.1%, which will be effective December 1, 2015.

- We filed and were approved for a Massachusetts private passenger automobile insurance rate increase of 3.8% effective June 1, 2015. Our rates include a 13% commission rate for agents.

- We filed and were approved for a Massachusetts commercial automobile insurance rate increase of 3.5%, which was effective February 1, 2015.

- We filed and were approved for a Massachusetts homeowner rate increase of 2.45%, which was effective December 1, 2014.

- We filed and were approved for a New Hampshire automobile rate increase of 3.0%, which was effective November 1, 2014.

- We filed and were approved for a New Hampshire homeowners rate increase of 3.3%, which was effective October 1, 2014.

Massachusetts Automobile Insurance Market

We have been subject to extensive regulation in the private passenger automobile insurance industry in Massachusetts, which represented 61.7% of our direct written premiums in 2014. Private passenger automobile insurance has been heavily regulated in Massachusetts. In many respects, the private passenger automobile insurance market in Massachusetts prior to 2008 was unique, in comparison to other states. This was due to a number of factors, including unusual regulatory conditions, the market dominance of domestic companies, the relative absence of large national companies, and the heavy reliance on independent insurance agents as the market's principal distribution channel. Perhaps most significantly, prior to 2008, the Massachusetts Commissioner of Insurance (the "Commissioner") fixed and established the premium rates and the rating plan to be used by all insurance companies doing business in the private passenger automobile insurance market and the Massachusetts private passenger automobile insurance residual market mechanism featured a reinsurance program run by CAR in which companies were assigned producers.

In 2008, the Commissioner issued a series of decisions to introduce what the Commissioner termed "managed competition" to Massachusetts automobile insurance premium rates and in doing so replaced the fixed and established regime with a prior approval rate review process, governed by regulations that set certain terms and conditions that insurers must comply with in establishing their rates. The Commissioner also replaced the former reinsurance program with an assigned risk plan.

These decisions removed many of the factors that had historically distinguished the Massachusetts private passenger automobile insurance market from the market in other states. However, certain of the historically unique

Table of Contents

factors have not been eliminated, including compulsory insurance, affinity group marketing, and the prominence of independent agents.

CAR runs a reinsurance pool for commercial automobile policies and, beginning January 1, 2006, CAR implemented a Limited Servicing Carrier Program (“LSC”) for ceded commercial automobile policies. CAR has approved Safety and three other servicing carriers to process ceded commercial automobile insurance. Approximately $110,000 of ceded premium is spread equitably among the four servicing carriers. Subject to the Commissioner’s review, CAR sets the premium rates for commercial automobile policies reinsured through CAR and this reinsurance pool can generate an underwriting result that is a profit or deficit based upon CAR’s rate level. This underwriting result is allocated among every Massachusetts commercial automobile insurance company, including us, based on a company’s commercial automobile voluntary market share.

CAR also runs a reinsurance pool for Taxi, Limousine and Car Service risks (the “Taxi/Limo Program”). CAR approved Safety Insurance as one of the two servicing carriers for this program beginning January 1, 2011 for a five-year term.

Insurance Ratios

The property and casualty insurance industry uses the combined ratio as a measure of underwriting profitability. The combined ratio is the sum of the loss ratio (losses and loss adjustment expenses incurred as a percent of net earned premiums) plus the expense ratio (underwriting and other expenses as a percent of net earned premiums, calculated on a GAAP basis). The combined ratio reflects only underwriting results and does not include income from investments or finance and other service income. Underwriting profitability is subject to significant fluctuations due to competition, catastrophic events, weather, economic and social conditions, and other factors.

Our GAAP insurance ratios are outlined in the following table.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
GAAP ratios:				
Loss ratio	80.6 %	60.9 %	97.4 %	64.8 %

Expense ratio	28.6	30.5	28.6	30.4
Combined ratio	109.2 %	91.4 %	126.0 %	95.2 %

Share-Based Compensation

Long-term incentive compensation is provided under the Company's 2002 Management Omnibus Incentive Plan ("the Incentive Plan") which provides for a variety of share-based compensation awards, including nonqualified stock options, incentive stock options, stock appreciation rights and restricted stock awards.

The maximum number of shares of common stock with respect to which awards may be granted is 2,500,000. The Incentive Plan was amended in March of 2013 to remove "share recycling" plan provisions. Hence, shares of stock covered by an award under the Incentive Plan that are forfeited are no longer available for issuance in connection with 2013 and future grants of awards. At June 30, 2015, there were 373,091 shares available for future grant. The Board of Directors and the Compensation Committee intend to issue more awards under the Incentive Plan in the future.

Table of Contents

A summary of share based awards granted under the Incentive Plan during the six months ended June 30, 2015 is as follows:

Type of Equity Awarded	Effective Date	Number of Awards Granted	Fair Value per Share		Vesting Terms
RS - Service	February 24, 2015	24,076	$ 61.68	(1)	3 years, 30%-30%-40%
RS	February 24, 2015	4,000	$ 61.68	(1)	No vesting period
RS - Performance	February 24, 2015	35,932	$ 63.73	(2)	3 years, cliff vesting (3)
RS - Service	February 24, 2015	17,321	$ 61.68	(1)	5 years, 20% annually (4)

(1) The fair value per share of the restricted stock grant is equal to the closing price of our common stock on the grant date.
(2) The fair value per share of the restricted stock grant is equal to the performance-based restricted stock award calculation.
(3) The shares represent performance-based restricted share awards. Vesting of these shares is dependent upon the attainment of pre-established performance objectives, and any difference between shares granted and earned at the end of the performance period will be reported at the conclusion of the performance period in 2017.
(4) The shares represent awards granted to non-executive employees and vest ratably over a five-year service period.

Reinsurance

We reinsure with other insurance companies a portion of our potential liability under the policies we have underwritten, thereby protecting us against an unexpectedly large loss or a catastrophic occurrence that could produce large losses, primarily in our homeowners line of business. We use various software products to measure our exposure to catastrophe losses and the probable maximum loss to us for catastrophe losses such as hurricanes. The models include estimates for our share of the catastrophe losses generated in the residual market for property insurance by the Massachusetts Property Insurance Underwriting Association ("FAIR Plan"). The reinsurance market has seen from the various software modelers, increases in the estimate of damage from hurricanes in the southern and northeast portions of the United States due to revised estimations of increased hurricane activity and increases in the estimation of demand surge in the periods following a significant event. We continue to manage and model our exposure and adjust our reinsurance programs as a result of the changes to the models. As of January 1, 2015, we have purchased three layers of excess catastrophe reinsurance providing $515,000 of coverage for property losses in excess of $50,000 up to a maximum of $565,000. Our reinsurers' co-participation is 65.0% of $100,000 for the 1st layer, 80.0% of $280,000 for the 2nd layer, and 80.0% of $135,000 for the 3rd layer. As a result of the changes to the models, and our revised reinsurance program, our catastrophe reinsurance in 2015 protects us in the event of a "111-year storm" (that is, a storm of a severity expected to occur once in a 111-year period). Swiss Re, our primary reinsurer, maintains an A.M. Best rating of "A" (Excellent). Most of our other reinsurers have an A.M. Best rating of

"A+" (Excellent) or "A" (Excellent).

We are a participant in CAR, a state-established body that runs the residual market reinsurance programs for commercial automobile insurance in Massachusetts under which premiums, expenses, losses and loss adjustment expenses on ceded business are shared by all insurers writing automobile insurance in Massachusetts. We also participate in the FAIR Plan in which premiums, expenses, losses and loss adjustment expenses on homeowners business that cannot be placed in the voluntary market are shared by all insurers writing homeowners insurance in Massachusetts. The FAIR Plan's exposure to catastrophe losses increased and as a result, the FAIR Plan decided to buy reinsurance to reduce their exposure to catastrophe losses. On July 1, 2015, the FAIR Plan purchased $1,325,000 of catastrophe reinsurance for property losses with retention of $100,000. At June 30, 2015, we had $64,974 recoverable from reinsurers under our catastrophe reinsurance program related to the 2015 snow event as discussed in the Recent Trends and Event section. We also had $57,470 recoverable from CAR.

Effects of Inflation

We do not believe that inflation has had a material effect on our consolidated results of operations, except insofar as inflation may affect interest rates.

Table of Contents

Results of Operations

Three and Six Months Ended June 30, 2015 Compared to Three and Six Months Ended June 30, 2014

The following table shows certain of our selected financial results.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Direct written premiums	$ 213,246	$ 207,251	$ 407,979	$ 399,911
Net written premiums	$ 204,177	$ 200,402	$ 389,467	$ 386,425
Net earned premiums	$ 182,447	$ 178,150	$ 365,011	$ 354,120
Net investment income	10,317	9,909	20,874	20,482
Earnings from partnership investments	577	—	577	—
Net realized (losses) gains on investments	(173)	379	238	399
Finance and other service income	4,434	4,508	8,941	9,032
Total revenue	197,602	192,946	395,641	384,033
Loss and loss adjustment expenses	147,026	108,550	355,350	229,438
Underwriting, operating and related expenses	52,198	54,418	104,295	107,825
Interest expense	23	23	45	45
Total expenses	199,247	162,991	459,690	337,308
(Loss) income before income taxes	(1,645)	29,955	(64,049)	46,725
Income tax (credit) expense	(592)	8,532	(27,925)	13,177
Net (loss) income	$ (1,053)	$ 21,423	$ (36,124)	$ 33,548
(Loss) earnings per weighted average common share:				
Basic	$ (0.07)	$ 1.40	$ (2.43)	$ 2.19
Diluted	$ (0.07)	$ 1.40	$ (2.43)	$ 2.18
Cash dividends paid per common share	$ 0.70	$ 0.60	$ 1.40	$ 1.20

Direct Written Premiums. Direct written premiums for the quarter ended June 30, 2015 increased by $5,995, or 2.9%, to $213,246 from $207,251 for the comparable 2014 period. Direct written premiums for the six months ended June 30, 2015 increased by $8,068, or 2.0%, to $407,979 from $399,911 for the comparable 2014 period. The 2015 increases occurred primarily in our commercial and homeowners business lines, which experienced increases of 5.1%, and 1.7%, respectively, in average written premium per exposure. Written exposures increased in our commercial automobile and homeowners business lines by 4.2% and 4.1%, respectively.

Net Written Premiums. Net written premiums for the quarter ended June 30, 2015 increased by $3,775, or 1.9%, to $204,177 from $200,402 for the comparable 2014 period. Net written premiums for the six months ended June 30, 2015 increased by $3,042, or 0.8%, to $389,467 from $386,425 for the comparable 2014 period.

Net Earned Premiums. Net earned premiums for the quarter ended June 30, 2015 increased by $4,297, or 2.4%, to $182,447 from $178,150 for the comparable 2014 period. Net earned premiums for the six months ended June 30, 2015 increased by $10,891, or 3.1%, to $365,011 from $354,120 for the comparable 2014 period. The 2015 increase was primarily due to the factors that increased direct commercial automobile and homeowners written premiums.

Table of Contents

The effect of reinsurance on net written and net earned premiums is presented in the following table.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Written Premiums				
Direct	$ 213,246	$ 207,251	$ 407,979	$ 399,911
Assumed	6,640	6,894	13,932	14,338
Ceded	(15,709)	(13,743)	(32,444)	(27,824)
Net written premiums	$ 204,177	$ 200,402	$ 389,467	$ 386,425
Earned Premiums				
Direct	$ 192,574	$ 186,139	$ 383,285	$ 369,011
Assumed	5,762	5,780	12,600	12,184
Ceded	(15,889)	(13,769)	(30,874)	(27,075)
Net earned premiums	$ 182,447	$ 178,150	$ 365,011	$ 354,120

Net Investment Income. Net investment income for the quarter ended June 30, 2015 increased by $408, or 4.1%, to $10,317 from $9,909 for the comparable 2014 period. Net investment income for the six months ended June 30, 2015 increased by $392, or 1.9%, to $20,874 from $20,482 for the comparable 2014 period. Net effective annualized yield on the investment portfolio was 3.4% for the quarter ended June 30, 2015 compared to 3.3% for the quarter ended June 30, 2014. Net effective annualized yield on the investment portfolio was 3.4% for the six months ended June 30, 2015 and 2014, respectively. Our duration was 4.0 years at June 30, 2015 and 3.8 years at December 31, 2014.

Earnings from Partnership Investments. Earnings from partnership investments was $577 in 2015. Investment in this partnership commenced in the fourth quarter of 2014.

Net Realized (Losses) Gains on Investments. Net realized losses on investments was $173 for the quarter ended June 30, 2015 compared to net realized gains of $379 for the comparable 2014 period. Net realized gains on investments was $238 for the six months ended June 30, 2015 compared to net realized gains of $399 for the comparable 2014 period.

The gross unrealized gains and losses on investments in fixed maturity securities, equity securities, including interests in mutual funds, and other invested assets were as follows:

	As of June 30, 2015				
			Gross Unrealized Losses (3)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses (4)	Estimated Fair Value
U.S. Treasury securities	$ 1,807	$ 8	$ —	$ —	$ 1,815
Obligations of states and political subdivisions	390,691	16,744	(1,412)	—	406,023
Residential mortgage-backed securities (1)	206,592	6,528	(1,328)	—	211,792
Commercial mortgage-backed securities	34,659	118	(101)	—	34,676
Other asset-backed securities	12,845	95	(13)	—	12,927
Corporate and other securities	410,362	6,316	(3,746)	—	412,932
Subtotal, fixed maturity securities	1,056,956	29,809	(6,600)	—	1,080,165
Equity securities (2)	100,528	12,800	(2,402)	—	110,926
Other invested assets (5)	15,692	—	—	—	15,692
Totals	$ 1,173,176	$ 42,609	$ (9,002)	$ —	$ 1,206,783

(1) Residential mortgage-backed securities consists primarily of obligations of U.S. Government agencies including collateralized mortgage obligations issued, guaranteed and/or insured by the following issuers: Government National Mortgage Association (GNMA), Federal Home Loan Mortgage Corporation (FHLMC), Federal National Mortgage Association (FNMA) and the Federal Home Loan Bank (FHLB).

(2) Equity securities include interests in mutual funds held to fund the Company's executive deferred compensation plan.

Table of Contents

(3) Our investment portfolio included 345 securities in an unrealized loss position at June 30, 2015.
(4) Amounts in this column represent other-than-temporary impairments ("OTTI") recognized in accumulated other comprehensive income.
(5) Other invested assets are accounted for under the equity method which approximated fair value.

The composition of our fixed income security portfolio by Moody's rating was as follows:

	As of June 30, 2015	
	Estimated Fair Value	Percent
U.S. Treasury securities and obligations of U.S. Government agencies	$ 214,008	19.8%
Aaa/Aa	408,639	37.9%
A	204,505	18.9%
Baa	119,776	11.1%
Ba	47,826	4.4%
B	66,692	6.2%
Caa	10,495	1.0%
D	306	0.0%
Not rated	7,918	0.7%
Total	$ 1,080,165	100.0%

Ratings are generally assigned upon the issuance of the securities and are subject to revision on the basis of ongoing evaluations. Ratings in the table are as of the date indicated.

As of June 30, 2015, our portfolio of fixed maturity investments was comprised principally of investment grade corporate fixed maturity securities, U.S. government and agency securities, and asset-backed securities. The portion of our non-investment grade portfolio of fixed maturity investments is primarily comprised of variable rate secured and senior bank loans and high yield bonds.

The following table illustrates the gross unrealized losses included in our investment portfolio and the fair value of those securities, aggregated by investment category. The table also illustrates the length of time that they have been in a continuous unrealized loss position as of June 30, 2015.

	As of June 30, 2015					
	Less than 12 Months		12 Months or More		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
U.S. Treasury securities	$ -	$ -	$ -	$ -	$ -	$ -
Obligations of states and political subdivisions	61,000	1,365	1,801	47	62,801	1,412
Residential mortgage-backed securities	44,035	476	36,793	852	80,828	1,328
Commercial mortgage-backed securities	10,555	101	-	-	10,555	101
Other asset-backed securities	3,179	13	-	-	3,179	13
Corporate and other securities	134,277	2,973	22,464	773	156,741	3,746
Subtotal, fixed maturity securities	253,046	4,928	61,058	1,672	314,104	6,600
Equity securities	25,086	2,164	1,567	238	26,653	2,402
Total temporarily impaired securities	$ 278,132	$ 7,092	$ 62,625	$ 1,910	$ 340,757	$ 9,002

As of June 30, 2015, we held insured investment securities of approximately $47,964, which represented approximately 4.0% of our total investments. Approximately $31,379 of these securities is pre-refunded, meaning that funds have been set aside in escrow to satisfy the future interest and principal obligations of the bond.

Table of Contents

The following table shows our insured investment securities that are backed by financial guarantors including pre-refunded securities as of June 30, 2015. We do not have any direct investment holdings in a financial guarantee insurance company.

	As of June 30, 2015		
	Total	Pre-refunded Securities	Exposure Net of Pre-refunded Securities
Municipal bonds			
Ambac Assurance Corporation	$ 3,315	$ 3,315	$ -
Financial Guaranty Insurance Company	249	249	-
Assured Guaranty Municipal Corporation	19,938	14,918	5,020
National Public Finance Guaranty Corporation	24,462	12,897	11,565
Total	$ 47,964	$ 31,379	$ 16,585

The Moody's ratings of the Company's insured investments held at June 30, 2015 are essentially the same with or without the investment guarantees.

We reviewed the unrealized losses in our fixed income and equity portfolio as of June 30, 2015 for potential other-than-temporary asset impairments. We held no debt securities at June 30, 2015 with a material (20% or greater) unrealized loss for four or more consecutive quarters. Specific qualitative analysis was performed for securities appearing on our "Watch List," if any. Qualitative analysis considered such factors as the financial condition and the near term prospects of the issuer, whether the debtor is current on its contractually obligated interest and principal payments, changes to the rating of the security by a rating agency and the historical volatility of the fair value of the security.

The unrealized losses recorded on the investment portfolio at June 30, 2015 resulted from fluctuations in market interest rates and other temporary market conditions as opposed to fundamental changes in the credit quality of the issuers of such securities. Given our current level of liquidity, the fact that we do not intend to sell these securities, and that it is more likely than not that we will not be required to sell these securities prior to recovery of the cost basis of these securities, these decreases in values are viewed as being temporary.

During the six months ended June 30, 2015 and 2014, there was no significant deterioration in the credit quality of any of our holdings and no other-than-temporary impairment ("OTTI") charges were recorded related to our portfolio of investment securities.

For information regarding fair value measurements of our investment portfolio, refer to Item 1-Financial Statements, Note 5, Investments, of this Form 10-Q.

Finance and Other Service Income. Finance and other service income includes revenues from premium installment charges, which we recognize when earned, and other miscellaneous income and fees. Finance and other service income decreased by $74, or 1.6%, to $4,434 for the quarter ended June 30, 2015 from $4,508 for the comparable 2014 period. Finance and other service income decreased by $91, or 1.0%, to $8,941 for the six months ended June 30, 2015 from $9,032 for the comparable 2014 period.

Losses and Loss Adjustment Expenses. Losses and loss adjustment expenses incurred for the quarter ended June 30, 2015 increased by $38,476, or 35.4%, to $147,026 from $108,550 for the comparable 2014 period, due to the additional losses arising from the first quarter events. Losses and loss adjustment expenses incurred for the six months ended June 30, 2015 increased by $125,912, or 54.9%, to $355,350 from $229,438 for the comparable 2014 period.

Our GAAP loss ratio for the quarter ended June 30, 2015 increased to 80.6% from 60.9% for the comparable 2014 period. Our GAAP loss ratio for the six months ended June 30, 2015 increased to 97.4% from 64.8% for the comparable 2014 period. Our GAAP loss ratio excluding loss adjustment expenses for the quarter ended June 30, 2015 increased to 72.0% from 52.6% for the comparable 2014 period. Our GAAP loss ratio excluding loss adjustment

expenses for the six months ended June 30, 2015 increased to 85.7% from 56.2% for the comparable 2014 period. Total prior year favorable development included in the pre-tax results for the three and six months ended June 30, 2015 was $7,924 and $12,011, respectively. Total prior year favorable development included in the pre-tax results for the three and six months ended June 30, 2014 was $8,913 and $19,894, respectively.

Underwriting, Operating and Related Expenses. Underwriting, operating and related expenses for the three months ended June 30, 2015 decreased by $2,220, or 4.1%, to $52,198 from $54,418 for the comparable 2014 period. Underwriting, operating and related expenses for the six months ended June 30, 2015 decreased by $3,530, or 3.3%, to $104,295 from $107,825 for the comparable 2014 period. Our GAAP expense ratio for the three months ended June 30, 2015 decreased to 28.6% from 30.5% for the comparable 2014 period. Our GAAP expense ratio for the six months ended June 30, 2015 decreased to 28.6% from 30.4% for the comparable 2014 period. The decrease in underwriting, operating, and related expenses and the expense ratio is attributable to decreases in contingent commissions and bonus compensation.

Interest Expense. Interest expense was $23 for the quarters ended June 30, 2015 and 2014, respectively. Interest expense was $45 for the six months ended June 30, 2015 and 2014, respectively. The credit facility commitment fee included in interest expense for both the quarter and six months ended June 30, 2015 and 2014 was $19 and $37, respectively.

Income Tax Expense. Our effective tax rate was 36.0% and 28.5% for the quarters ended June 30, 2015 and 2014, respectively. Our effective tax rate was 43.6% and 28.2% for the six months ended June 30, 2015 and 2014, respectively. The effective rate in 2015 is the result of the expected tax benefit related to the net loss of the Company, which is increased by the adjustments for tax-exempt investment income. The effective rate in 2014 was lower than the statutory rate of 35.0% primarily due to adjustments for tax-exempt investment income.

Net (Loss) Income. Net loss for the quarter ended June 30, 2015 was $1,053 compared to net income of $21,423 for the comparable 2014 period. Net loss for the six months ended June 30, 2015 was $36,124 compared to net income of $33,548 for the comparable 2014 period. The decrease in net income for the quarter and six months ended June 30, 2015 compared to the comparable 2014 periods was attributable to catastrophic losses related to record snowfalls in 2015.

Liquidity and Capital Resources

As a holding company, Safety's assets consist primarily of the stock of our direct and indirect subsidiaries. Our principal source of funds to meet our obligations and pay dividends to shareholders, therefore, is dividends and other

permitted payments from our subsidiaries, principally Safety Insurance. Safety is the borrower under our credit facility.

Safety Insurance's sources of funds primarily include premiums received, investment income, and proceeds from sales and redemptions of investments. Safety Insurance's principal uses of cash are the payment of claims, operating expenses and taxes, the purchase of investments, and the payment of dividends to Safety.

Net cash used for operating activities was $35,439 during the six months ended June 30, 2015. Net cash provided by operating activities was $24,623 during the six months ended June 30, 2014. Our operations typically generate positive cash flows from operations as most premiums are received in advance of the time when claim and benefit payments are required. The net cash used by operating activities for the six months ended June 30, 2015 was the result of claims paid related to the increase in loss expense due to the significant snowfall totals experienced. Positive operating cash flows are expected to continue in the future to meet our liquidity requirements.

Net cash provided by investing activities was $35,111 during the six months ended June 30, 2015 compared to net cash used for investing activities of $1,064 during the six months ended June 30, 2014. Proceeds from maturities, redemptions, calls and sales, of securities were $156,134 during the six months ended June 30, 2015 compared to $122,284 for the comparable prior year period.

Net cash used for financing activities was $20,834 and $41,696 during the six months ended June 30, 2015 and 2014, respectively. Net cash used for financing activities is primarily comprised of dividend payments to shareholders. Net cash used for financing activities during the six months ended June 30, 2014 also included the acquisition of $23,467 of treasury shares. There were no treasury share acquisitions in 2015.

The Insurance Subsidiaries maintain a high degree of liquidity within their respective investment portfolios in fixed maturity and equity securities. We do not anticipate the need to sell these securities to meet the Insurance Subsidiaries cash requirements. We expect the Insurance Subsidiaries to generate sufficient operating cash to meet all short-term and long-term cash requirements. However, there can be no assurance that unforeseen business needs or other items will not occur causing us to have to sell securities before their values fully recover; thereby causing us to recognize additional impairment charges in that time period.

Credit Facility

For information regarding our Credit Facility, please refer to Item 1- Financial Statements, Note 8, Debt, of this Form 10-Q.

Recent Accounting Pronouncements

For information regarding Recent Accounting Pronouncements, please refer to Item 1- Financial Statements, Note 2, Recent Accounting Pronouncements, of this Form 10-Q.

Regulatory Matters

Our Insurance Subsidiaries are subject to various regulatory restrictions that limit the maximum amount of dividends available to be paid to their parent without prior approval of the Commissioner. The Massachusetts statute limits the dividends an insurer may pay in any twelve-month period, without the prior permission of the Commissioner, to the greater of (i) 10% of the insurer's surplus as of the preceding December 31 or (ii) the insurer's net income for the twelve-month period ending the preceding December 31, in each case determined in accordance with statutory accounting practices. Our insurance company subsidiaries may not declare an "extraordinary dividend" (defined as any dividend or distribution that, together with other distributions made within the preceding twelve months, exceeds the limits established by Massachusetts statute) until thirty days after the Commissioner has received notice of the intended dividend and has not objected. As historically administered by the Commissioner, this provision requires the

Commissioner's prior approval of an extraordinary dividend. Under Massachusetts law, an insurer may pay cash dividends only from its unassigned funds, also known as earned surplus, and the insurer's remaining surplus must be both reasonable in relation to its outstanding liabilities and adequate to its financial needs. At year-end December 31, 2014, the statutory surplus of Safety Insurance was $630,041, and its net income for 2014 was $51,211. As a result, a maximum of $63,004 is available in 2015 for such dividends without prior approval of the Commissioner. As result of this Massachusetts statue, the Insurance Subsidiaries had restricted net assets in the amount of $567,037 at December 31, 2014. During the six months ended June 30, 2015, Safety Insurance paid dividends to Safety of $20,189.

The maximum dividend permitted by law is not indicative of an insurer's actual ability to pay dividends, which may be constrained by business and regulatory considerations, such as the impact of dividends on surplus, which could affect an insurer's ratings or competitive position, the amount of premiums that can be written and the ability to pay future dividends.

Since the initial public offering of its common stock in November 2002, the Company has paid regular quarterly dividends to shareholders of its common stock. Quarterly dividends paid during 2015 were as follows:

Declaration Date	Record Date	Payment Date	Dividend per Common Share	Total Dividends Paid and Accrued
February 17, 2015	March 2, 2015	March 13, 2015	$ 0.70	$ 10,468
May 5, 2015	June 1, 2015	June 15, 2015	$ 0.70	$ 10,462

Table of Contents

On August 5, 2015, our Board approved and declared a dividend of $0.70 per share which will be paid on September 15, 2015 to shareholders of record on September 1, 2015. We plan to continue to declare and pay quarterly cash dividends in 2015, depending on our financial position and the regularity of our cash flows.

On August 3, 2007, the Board of Directors approved a share repurchase program of up to $30,000 of the Company's outstanding common shares. As of June 30, 2015, the Board of Directors had cumulatively authorized increases to the existing share repurchase program of up to $150,000 of its outstanding common shares. Under the program, the Company may repurchase shares of its common stock for cash in public or private transactions, in the open market or otherwise. The timing of such repurchases and actual number of shares repurchased will depend on a variety of factors including price, market conditions and applicable regulatory and corporate requirements. The program does not require us to repurchase any specific number of shares and may be modified, suspended or terminated at any time without prior notice. As of June 30, 2015 and December 31, 2014, the Company had purchased 2,279,570 shares of common stock at a cost of $83,835.

Management believes that the current level of cash flow from operations provides us with sufficient liquidity to meet our operating needs over the next 12 months. We expect to be able to continue to meet our operating needs after the next 12 months from internally generated funds. Since our ability to meet our obligations in the long term (beyond such twelve-month period) is dependent upon such factors as market changes, insurance regulatory changes and economic conditions, no assurance can be given that the available net cash flow will be sufficient to meet our operating needs. We expect that we would need to borrow or issue capital stock if we needed additional funds, for example, to pay for an acquisition or a significant expansion of our operations. There can be no assurance that sufficient funds for any of the foregoing purposes would be available to us at such time.

Risk-Based Capital Requirements

The NAIC has adopted a formula and model law to implement risk-based capital requirements for most property and casualty insurance companies, which are designed to determine minimum capital requirements and to raise the level of protection that statutory surplus provides for policyholder obligations. Under Massachusetts law, insurers having less total adjusted capital than that required by the risk-based capital calculation will be subject to varying degrees of regulatory action, depending on the level of capital inadequacy. The risk-based capital law provides for four levels of regulatory action. The extent of regulatory intervention and action increases as the level of total adjusted capital to risk-based capital falls. As of December 31, 2014, the Insurance Subsidiaries had total adjusted capital of $630,041, which is in excess of amounts requiring company or regulatory action at any prescribed risk-based capital action level. Minimum statutory capital and surplus, or company action level risk-based capital, was $96,662 at December 31, 2014.

Off-Balance Sheet Arrangements

We have no material obligations under a guarantee contract meeting the characteristics identified in ASC 460, Guarantees. We have no material retained or contingent interests in assets transferred to an unconsolidated entity. We have no material obligations, including contingent obligations, under contracts that would be accounted for as derivative instruments. We have no obligations, including contingent obligations, arising out of a variable interest in an unconsolidated entity held by, and material to, us, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with us. We have no direct investments in real estate and no holdings of mortgages secured by commercial real estate. Accordingly, we have no material off-balance sheet arrangements.

Critical Accounting Policies and Estimates

Loss and Loss Adjustment Expense Reserves

Significant periods of time can elapse between the occurrence of an insured loss, the reporting to us of that loss and our final payment of that loss. To recognize liabilities for unpaid losses, we establish reserves as balance sheet liabilities. Our reserves represent estimates of amounts needed to pay reported and estimated losses incurred but not yet

reported ("IBNR") and the expenses of investigating and paying those losses, or loss adjustment expenses. In every quarter, we review our previously established reserves and adjust them, if necessary.

When a claim is reported, claims personnel establish a "case reserve" for the estimated amount of the ultimate payment. The amount of the reserve is primarily based upon an evaluation of the type of claim involved, the circumstances surrounding each claim and the policy provisions relating to the loss. The estimate reflects the informed judgment of such personnel based on general insurance reserving practices and on the experience and knowledge of the claims person. During the loss adjustment period, these estimates are revised as deemed necessary by our claims department based on subsequent developments and periodic reviews of the cases. When a claim is closed with or without a payment, the difference between the case reserve and the settlement amount creates a reserve deficiency if the payment exceeds the case reserve or a reserve redundancy if the payment is less than the case reserve.

In accordance with industry practice, we also maintain reserves for IBNR. IBNR reserves are determined in accordance with commonly accepted actuarial reserving techniques on the basis of our historical information and experience. We review and make adjustments to incurred but not yet reported reserves quarterly. In addition, IBNR reserves can also be expressed as the total loss reserves required less the case reserves on reported claims.

When reviewing reserves, we analyze historical data and estimate the impact of various loss development factors, such as our historical loss experience and that of the industry, trends in claims frequency and severity, our mix of business, our claims processing procedures, legislative enactments, judicial decisions, legal developments in imposition of damages, and changes and trends in general economic conditions, including the effects of inflation. A change in any of these factors from the assumption implicit in our estimate can cause our actual loss experience to be better or worse than our reserves, and the difference can be material. There is no precise method, however, for evaluating the impact of any specific factor on the adequacy of reserves, because the eventual development of reserves is affected by many factors.

In estimating all our loss reserves, we follow the guidance prescribed by Accounting Standards Codification ("ASC") 944, Financial Services – Insurance.

Management determines our loss and LAE reserves estimate based upon the analysis of our actuaries. A reasonable estimate is derived by selecting a point estimate within a range of indications as calculated by our actuaries using generally accepted actuarial techniques. The key assumption in most actuarial analysis is that past patterns of frequency and severity will repeat in the future, unless a significant change in the factors described above takes place. Our key factors and resulting assumptions are the ultimate frequency and severity of claims, based upon the most recent ten years of claims reported to the Company, and the data CAR reports to us to calculate our share of the residual market, as of the date of the applicable balance sheet. For each accident year and each coverage within a line of business our actuaries calculate the ultimate losses incurred. Our total reserves are the difference between the ultimate losses incurred and the cumulative loss and loss adjustment payments made to date. Our IBNR reserves are calculated as the difference between our total reserves and the outstanding case reserves at the end of the accounting

period. To determine ultimate losses, our actuaries calculate a range of indications and select a point estimation using such actuarial techniques as:

- Paid Loss Indications: This method projects ultimate loss estimates based upon extrapolations of historic paid loss trends. This method tends to be used on short tail lines such as automobile physical damage.
- Incurred Loss Indications: This method projects ultimate loss estimates based upon extrapolations of historic incurred loss trends. This method tends to be used on long tail lines of business such as automobile liability and homeowner's liability.
- Bornhuetter-Ferguson Indications: This method projects ultimate loss estimates based upon extrapolations of an expected amount of IBNR, which is added to current incurred losses or paid losses. This method tends to be used on small, immature, or volatile lines of business, such as our BOP and umbrella lines of business.
- Bodily Injury Code Indications: This method projects ultimate loss estimates for our private passenger and commercial automobile bodily injury coverage based upon extrapolations of the historic number of accidents and the historic number of bodily injury claims per accident. Projected ultimate bodily injury claims are then segregated into expected claims by type of injury (e.g. soft tissue injury vs. hard tissue injury) based on past

Table of Contents

experience. An ultimate severity, or average paid loss amounts, is estimated based upon extrapolating historic trends. Projected ultimate loss estimates using this method are the aggregate of estimated losses by injury type.

Such techniques assume that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for predicting our ultimate losses, total reserves, and resulting IBNR reserves. It is possible that the final outcome may fall above or below these amounts as a result of a number of factors, including immature data, sparse data, or significant growth in a line of business. Using these methodologies our actuaries established a range of reasonably possible estimations for net reserves of approximately $437,767 to $481,570 as of June 30, 2015. In general, the low and high values of the ranges represent reasonable minimum and maximum values of the indications based on the techniques described above. Our selected point estimate of net loss and LAE reserves based upon the analysis of our actuaries was $473,039 as of 2015.

The following table presents the point estimation of the recorded reserves and the range of estimations by line of business for net loss and LAE reserves as of June 30, 2015.

Line of Business	Low	Recorded	High
Private passenger automobile	$ 221,327	$ 233,492	$ 236,583
Commercial automobile	60,130	67,801	67,935
Homeowners	96,980	104,452	107,845
All other	59,330	67,294	69,207
Total	$ 437,767	$ 473,039	$ 481,570

The following table presents our total net reserves and the corresponding case reserves and IBNR reserves for each line of business as of June 30, 2015.

Line of Business	Case	IBNR	Total
Private passenger automobile	$ 251,208	$ (18,426)	$ 232,782
CAR assumed private passenger auto	171	539	710
Commercial automobile	41,840	9,423	51,263
CAR assumed commercial automobile	7,495	9,044	16,539
Homeowners	58,134	35,019	93,153
FAIR Plan assumed homeowners	5,098	6,200	11,298
All other	34,967	32,327	67,294
Total net reserves for losses and LAE	$ 398,913	$ 74,126	$ 473,039

At June 30, 2015, our total IBNR reserves for our private passenger automobile line of business was comprised of ($39,560) related to estimated ultimate decreases in the case reserves, including anticipated recoveries (i.e. salvage and subrogation), and $21,134 related to our estimation for not yet reported losses.

Our IBNR reserves consist of our estimate of the total loss reserves required less our case reserves. The IBNR reserves for CAR assumed commercial automobile business are 54.7% of our total reserves for CAR assumed commercial automobile business as of June 30, 2015 due to the reporting delays in the information we receive from CAR, as described further in the section on Residual Market Loss and Loss Adjustment Expense Reserves. Our IBNR reserves for FAIR Plan assumed homeowners are 54.9% of our total reserves for FAIR Plan assumed homeowners at June 30, 2015 due to similar reporting delays in the information we receive from FAIR Plan.

Table of Contents

The following table presents information by line of business for our total net reserves and the corresponding retained (i.e. direct less ceded) reserves and assumed reserves as of June 30, 2015.

Line of Business	Retained	Assumed	Net
Private passenger automobile	$ 232,782		
CAR assumed private passenger automobile		$ 710	
Net private passenger automobile			$ 233,492
Commercial automobile	51,263		
CAR assumed commercial automobile		16,539	
Net commercial automobile			67,802
Homeowners	93,153		
FAIR Plan assumed homeowners		11,298	
Net homeowners			104,451
All other	67,294	-	67,294
Total net reserves for losses and LAE	$ 444,492	$ 28,547	$ 473,039

Residual Market Loss and Loss Adjustment Expense Reserves

We are a participant in CAR, the FAIR Plan and other various residual markets and assume a portion of losses and LAE on business ceded by the industry participants to the residual markets. We estimate reserves for assumed losses and LAE that have not yet been reported to us by the residual markets. Our estimations are based upon the same factors we use for our own reserves, plus additional factors due to the nature of and the information we receive.

Residual market deficits, consists of premium ceded to the various residual markets less losses and LAE, and is allocated among insurance companies based on a various formulas (the “Participation Ratio”) that takes into consideration a company’s voluntary market share.

Because of the lag in the various residual market estimations, and in order to try to validate to the extent possible the information provided, we must try to estimate the effects of the actions of our competitors in order to establish our Participation Ratio.

Although we rely to a significant extent in setting our reserves on the information the various residual markets provide, we are cautious in our use of that information, because of the delays in receiving data from the various residual markets. As a result, we have to estimate our Participation Ratio and these reserves are subject to significant judgments and estimates.

Sensitivity Analysis

Establishment of appropriate reserves is an inherently uncertain process. There can be no certainty that currently established reserves based on our key assumptions regarding frequency and severity in our lines of business, or our assumptions regarding our share of the CAR loss will prove adequate in light of subsequent actual experience. To the extent that reserves are inadequate and are strengthened, the amount of such increase is treated as a charge to earnings in the period that the deficiency is recognized. To the extent that reserves are redundant and are released, the amount of the release is a credit to earnings in the period the redundancy is recognized. For the six months ended June 30, 2015, a 1 percentage-point change in the loss and LAE ratio would result in a change in reserves of $3,649. Each 1 percentage-point change in the loss and loss expense ratio would have had a $2,372 effect on net income, or $0.16 per diluted share.

Our assumptions consider that past experience, adjusted for the effects of current developments and anticipated trends, are an appropriate basis for establishing our reserves. Our individual key assumptions could each have a reasonable possible range of plus or minus 5 percentage-points for each estimation, although there is no guarantee that our assumptions will not have more than a 5 percentage point variation. The following sensitivity tables present information for each of our primary lines of business on the effect each 1 percentage-point change in each of our key assumptions on unpaid frequency and severity could have on our retained (i.e., direct minus ceded) loss and LAE

Table of Contents

reserves and net income for the six months ended June 30, 2015. In evaluating the information in the table, it should be noted that a 1 percentage-point change in a single assumption would change estimated reserves by 1 percentage-point. A 1 percentage-point change in both our key assumptions would change estimated reserves within a range of plus or minus 2 percentage-points.

	-1 Percent Change in Frequency	No Change in Frequency	+1 Percent Change in Frequency
Private passenger automobile retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	$ (4,656)	$ (2,328)	$ —
Estimated increase in net income	3,026	1,513	—
No Change in Severity			
Estimated (decrease) increase in reserves	(2,328)	—	2,328
Estimated increase (decrease) in net income	1,513	—	(1,513)
+1 Percent Change in Severity			
Estimated increase in reserves	—	2,328	4,656
Estimated decrease in net income	—	(1,513)	(3,026)
Commercial automobile retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated increase (decrease) in reserves	1,025	(513)	—
Estimated increase in net income	666	333	—
No Change in Severity			
Estimated (decrease) increase in reserves	(513)	—	513
Estimated increase (decrease) in net income	333	—	(333)
+1 Percent Change in Severity			
Estimated increase in reserves	—	513	1,025
Estimated decrease in net income	—	(333)	(666)
Homeowners retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	(1,863)	(932)	—
Estimated increase in net income	1,211	605	—
No Change in Severity			
Estimated (decrease) increase in reserves	(932)	—	932
Estimated increase (decrease) in net income	605	—	(605)
+1 Percent Change in Severity			
Estimated increase in reserves	—	932	1,863
Estimated decrease in net income	—	(605)	(1,211)
All other retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	(1,346)	(673)	—

Estimated increase in net income	875	437	—
No Change in Severity			
Estimated (decrease) increase in reserves	(673)	—	673
Estimated increase (decrease) in net income	437	—	(437)
+1 Percent Change in Severity			
Estimated increase in reserves	—	673	1,346
Estimated decrease in net income	—	(437)	(875)

Our estimated share of CAR loss and LAE reserves is based on assumptions about our Participation Ratio, the size of CAR, and the resulting deficit (similar assumptions apply with respect to the FAIR Plan). Our assumptions consider that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for establishing our CAR reserves. Each of our assumptions could have a reasonably possible range of plus or minus 5 percentage-points for each estimation.

Table of Contents

The following sensitivity table presents information of the effect each 1 percentage-point change in our assumptions on our share of reserves for CAR and other residual markets could have on our assumed loss and LAE reserves and net income for the six months ended June 30, 2015. In evaluating the information in the table, it should be noted that a 1 percentage-point change in our assumptions would change estimated reserves by 1 percentage-point.

	-1 Percent Change in Estimation	+1 Percent Change in Estimation
CAR assumed private passenger automobile		
Estimated (decrease) increase in reserves	$ (7)	$ 7
Estimated increase (decrease) in net income	5	(5)
CAR assumed commercial automobile		
Estimated (decrease) increase in reserves	(165)	165
Estimated increase (decrease) in net income	108	(108)
FAIR Plan assumed homeowners		
Estimated (decrease) increase in reserves	(113)	113
Estimated increase (decrease) in net income	73	(73)

Reserve Development Summary

The changes we have recorded in our reserves in the past illustrate the uncertainty of estimating reserves. Our prior year reserves decreased by $12,011 and $19,894 during the six months ended June 30, 2015 and 2014, respectively.

The following table presents a comparison of prior year development of our net reserves for losses and LAE for the six months ended June 30, 2015 and 2014. Each accident year represents all claims for an annual accounting period in which loss events occurred, regardless of when the losses are actually reported, booked or paid. Our financial statements reflect the aggregate results of the current and all prior accident years.

	Six Months Ended June 30,	
Accident Year	2015	2014
2005 & prior	$ (853)	$ (1,087)

2006	(149)	(1,084)
2007	(230)	(847)
2008	(386)	(1,581)
2009	(777)	(2,143)
2010	(2,191)	(3,332)
2011	(2,270)	(4,731)
2012	(4,117)	(4,654)
2013	(2,456)	(435)
2014	1,418	—
All prior years	$ (12,011)	$ (19,894)

The decreases in prior years' reserves during the six months ended June 30, 2015 and 2014 resulted from re-estimations of prior year ultimate loss and LAE liabilities. The 2015 decrease is primarily composed of reductions of $6,185 in our retained private passenger automobile reserves, $2,241 in our retained commercial automobile reserves, $3,287 in our retained homeowners reserves and $1,165 in our retained other lines reserves. The 2014 decrease is primarily composed of reductions of $10,828 in our retained private passenger automobile reserves and $5,899 in our retained homeowners reserves.

Table of Contents

The following table presents information by line of business for prior year development of our net reserves for losses June 30, 2015.

Accident Year	Private Passenger Automobile	Commercial Automobile	Homeowners	All Other	Total
2005 & prior	$ (209)	$ (493)	$ 4	$ (155)	$ (853)
2006	(16)	(112)	6	(27)	(149)
2007	(226)	(1)	(3)	—	(230)
2008	(1)	(257)	(4)	(124)	(386)
2009	(626)	(7)	(4)	(140)	(777)
2010	(772)	(455)	(685)	(279)	(2,191)
2011	(1,319)	2	(867)	(86)	(2,270)
2012	(2,638)	(52)	(1,137)	(290)	(4,117)
2013	(509)	(1,075)	(919)	47	(2,456)
2014	174	(241)	1,596	(111)	1,418
All prior years	$ (6,142)	$ (2,691)	$ (2,013)	$ (1,165)	$ (12,011)

To further clarify the effects of changes in our reserve estimates for CAR and other residual markets, the next two tables break out the information in the table above by source of the business (i.e., non-residual market vs. residual market).

The following table presents information by line of business for prior year development of retained reserves for losses and LAE for the six months ended June 30, 2015 that is, all our reserves except for business ceded or assumed from CAR and other residual markets.

Accident Year	Retained Private Passenger Automobile	Retained Commercial Automobile	Retained Homeowners	Retained All Other	Total
2005 & prior	$ (252)	$ (399)	$ 4	$ (155)	$ (802)
2006	(16)	(47)	6	(27)	(84)
2007	(226)	(1)	(3)	—	(230)
2008	(1)	(259)	(3)	(124)	(387)
2009	(626)	(10)	(5)	(140)	(781)
2010	(772)	(504)	(684)	(279)	(2,239)

2011	(1,319)	(55)	(863)	(86)	(2,323)
2012	(2,638)	(25)	(1,062)	(290)	(4,015)
2013	(509)	(822)	(849)	47	(2,133)
2014	174	(119)	172	(111)	116
All prior years	$ (6,185)	$ (2,241)	$ (3,287)	$ (1,165)	$ (12,878)

Table of Contents

The following table presents information by line of business for prior year development of reserves assumed from residual markets for losses and LAE for the six months ended June 30, 2015.

Accident Year	CAR Assumed Private Passenger Automobile	CAR Assumed Commercial Automobile	FAIR Plan Homeowners	Total
2005 & prior	$ 43	$ (94)	$ —	$ (51)
2006	—	(65)	—	(65)
2007	—	—	—	—
2008	—	2	(1)	1
2009	—	3	1	4
2010	—	49	(1)	48
2011	—	57	(4)	53
2012	—	(27)	(75)	(102)
2013	—	(253)	(70)	(323)
2014	—	(122)	1,424	1,302
All prior years	$ 43	$ (450)	$ 1,274	$ 867

Our private passenger automobile line of business prior year reserves decreased by $6,142 for the six months ended June 30, 2015. The decrease was primarily due to improved retained private passenger results of $3,957 for the accident years 2011 and 2012. The improved retained private passenger results were primarily due to fewer IBNR claims than previously estimated and better than previously estimated severity on our established bodily injury and property damage case reserves.

Our commercial automobile line of business prior year reserves decreased by $2,691 for the six months ended June 30, 2015. The decrease was primarily due to improved retained commercial results of $1,326 for the accident years 2010 and 2013.

Our retained homeowners and our retained other lines of business prior year reserves decreased by $3,287 and $1,165, respectively for the six months ended June 30, 2015 due primarily to fewer IBNR claims than previously estimated.

For further information, see “Results of Operations: Losses and Loss Adjustment Expenses.”

Other-Than-Temporary Impairments.

We use a systematic methodology to evaluate declines in fair values below cost or amortized cost of our investments. This methodology ensures that we evaluate available evidence concerning any declines in a disciplined manner.

In our determination of whether a decline in fair value below amortized cost is an OTTI, we consider and evaluate several factors and circumstances including the issuer's overall financial condition, the issuer's credit and financial strength ratings, a weakening of the general market conditions in the industry or geographic region in which the issuer operates, a prolonged period (typically nine months or longer) in which the fair value of an issuer's securities remains below our amortized cost, and any other factors that may raise doubt about the issuer's ability to continue as a going concern.

ASC 320, Investments — Debt and Equity Securities requires entities to separate an OTTI of a debt security into two components when there are credit related losses associated with the impaired debt security for which the Company asserts that it does not have the intent to sell the security, and it is more likely than not that it will not be required to sell the security before recovery of its cost basis. Under ASC 320, the amount of the OTTI related to a credit loss is recognized in earnings, and the amount of the OTTI related to other factors is recorded as a component of other comprehensive income (loss). In instances where no credit loss exists but it is more likely than not that the Company will have to sell the debt security prior to the anticipated recovery, the decline in market value below amortized cost is

recognized as an OTTI in earnings. In periods after the recognition of an OTTI on debt securities, the Company accounts for such securities as if they had been purchased on the measurement date of the OTTI at an amortized cost basis equal to the previous amortized cost basis less the OTTI recognized in earnings. For debt securities for which OTTI was recognized in earnings, the difference between the new amortized cost basis and the cash flows expected to be collected will be accreted or amortized into net investment income.

For further information, see "Results of Operations: Net Realized Gains on Investments."

Forward-Looking Statements

Forward-looking statements might include one or more of the following, among others:

- Projections of revenues, income, earnings per share, capital expenditures, dividends, capital structure or other financial items;
- Descriptions of plans or objectives of management for future operations, products or services;
- Forecasts of future economic performance, liquidity, need for funding and income;
- Descriptions of assumptions underlying or relating to any of the foregoing; and
- Future performance of credit markets.

Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words such as "believe," "expect," "anticipate," "intend," "plan," "estimate," "aim," "projects," or w similar meaning and expressions that indicate future events and trends, or future or conditional verbs such as "will," "would," "should," "could," or "may." All statements that address expectations or projections about the future, including statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements.

Forward-looking statements are not guarantees of future performance. By their nature, forward-looking statements are subject to risks and uncertainties. There are a number of factors, many of which are beyond our control, that could cause actual future conditions, events, results or trends to differ significantly and/or materially from historical results or those projected in the forward-looking statements. These factors include but are not limited to the competitive nature of our industry and the possible adverse effects of such competition. Although a number of national insurers that are much larger than we are do not currently compete in a material way in the Massachusetts private passenger automobile market, if one or more of these companies decided to aggressively enter the market it could have a material adverse effect on us. Other significant factors include conditions for business operations and restrictive regulations in Massachusetts, the possibility of losses due to claims resulting from severe weather, the possibility that

the Commissioner may approve future Rule changes that change the operation of the residual market, the possibility that existing insurance-related laws and regulations will become further restrictive in the future, our possible need for and availability of additional financing, and our dependence on strategic relationships, among others, and other risks and factors identified from time to time in our reports filed with the SEC. Refer to Part I, Item 1A — Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2014.

Some other factors, such as market, operational, liquidity, interest rate, equity and other risks, are described elsewhere in this Quarterly Report on Form 10-Q. Factors relating to the regulation and supervision of our Company are also described or incorporated in this report. There are other factors besides those described or incorporated in this report that could cause actual conditions, events or results to differ from those in the forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We do not undertake any obligation to update publicly or revise any forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

Item 3. Quantitative and Qualitative Information about Market Risk (Dollars in thousands)

Market Risk. Market risk is the risk that we will incur losses due to adverse changes in market rates and prices. We have exposure to market risk through our investment activities and our financing activities. Our primary market risk exposure is to changes in interest rates. We use both fixed and variable rate debt as sources of financing. We have not entered, and do not plan to enter, into any derivative financial instruments for trading or speculative purposes.

Interest Rate Risk. Interest rate risk is the risk that we will incur economic losses due to adverse changes in interest rates. Our exposure to interest rate changes primarily results from our significant holdings of fixed rate investments and from our financing activities. Our fixed maturity investments include U.S. and foreign government bonds, securities issued by government agencies, obligations of state and local governments and governmental authorities, corporate bonds and asset-backed securities, most of which are exposed to changes in prevailing interest rates.

We manage our exposure to risks associated with interest rate fluctuations through active review of our investment portfolio by our management and Board and consultation with third-party financial advisors. As a general matter, we do not attempt to match the durations of our assets with the durations of our liabilities, and the majority of our liabilities are “short tail.” Our goal is to maximize the total after-tax return on all of our investments. An important strategy that we employ to achieve this goal is to try to hold enough in cash and short-term investments in order to avoid liquidating longer-term investments to pay claims.

Based upon the results of interest rate sensitivity analysis, the following table shows the interest rate risk of our investments in fixed maturities, measured in terms of fair value (which is equal to the carrying value for all our fixed maturity securities).

	-100 Basis Point Change	No Change	+100 Basis Point Change
As of June 30, 2015			
Estimated fair value	$ 1,118,040	$ 1,080,165	$ 1,037,205
Estimated increase (decrease) in fair value	$ 37,875	$ —	$ (42,960)

With respect to floating rate debt, we are exposed to the effects of changes in prevailing interest rates. At June 30, 2015, we had no debt outstanding under our credit facility. Assuming the full utilization of our current available credit facility, a 2.0% increase in the prevailing interest rate on our variable rate debt would result in interest expense

increasing approximately $600 for 2015, assuming that all of such debt is outstanding for the entire year.

In addition, in the current market environment, our investments can also contain liquidity risks.

Equity Risk. Equity risk is the risk that we will incur economic losses due to adverse changes in equity prices. Our exposure to changes in equity prices results from our holdings of common stock and mutual funds held to fund the executive deferred compensation plan. We continuously evaluate market conditions and we expect in the future to purchase additional equity securities. We principally manage equity price risk through industry and issuer diversification and asset allocation techniques.

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), we evaluated the effectiveness of the design and operation of our disclosure controls and procedures [as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")] as of the end of the period covered by this report. Based on that evaluation, our CEO and CFO have concluded that our disclosure controls and procedures are adequate and effective and ensure that all information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and that information required to

Table of Contents

be disclosed in such reports is accumulated and communicated to management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

Part II. OTHER INFORMATION

Item 1. Legal Proceedings - Please see “Item 1 — Financial Statements - Note 7, Commitments and Contingencies.”

Item 1A. Risk Factors

There have been no subsequent material changes from the risk factors previously disclosed in the Company’s 2014 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds (Dollars in thousands)

On August 3, 2007, the Board of Directors approved a share repurchase program of up to $30,000 of the Company’s outstanding common shares. As of September 30, 2014, the Board of Directors had cumulatively authorized increases to the existing share repurchase program of up to $150,000 of its outstanding common shares. Under the program, the Company may repurchase shares of its common stock for cash in public or private transactions, in the open market or otherwise. The timing of such repurchases and actual number of shares repurchased will depend on a variety of factors including price, market conditions and applicable regulatory and corporate requirements. The program does not require the Company to repurchase any specific number of shares and it may be modified, suspended or terminated at any time without prior notice. No share repurchases were made by the Company during the six months ended June 30, 2015.

Item 3. Defaults upon Senior Securities - None.

Item 4. Mine Safety Disclosures — None.

Item 5. Other Information - None.

Item 6. Exhibits - The exhibits are contained herein as listed in the Exhibit Index.

Table of Contents

SIGNATURE

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

August 7, 2015 SAFETY INSURANCE GROUP, INC. (Registrant)

By: /s/ WILLIAM J. BEGLEY, JR.
William J. Begley, Jr.
Vice President, Chief Financial Officer and Secretary

Table of Contents

SAFETY INSURANCE GROUP, INC.

EXHIBIT INDEX

Exhibit Number	Description
10.1	Employment Agreement by and between Safety Insurance Group, Inc. and Ann M. McKeown as of August 5, 2015 (2) (3)
11.0	Statement re: Computation of Per Share (Loss) earnings(1)
31.1	CEO Certification Pursuant to Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes Oxley Act of 2002(2)
31.2	CFO Certification Pursuant to Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes Oxley Act of 2002(2)
32.1	CEO Certification Pursuant to U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002(2)
32.2	CFO Certification Pursuant to U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002(2)
101.INS	XBRL Instance Document(2)
101.SCH	XBRL Taxonomy Extension Schema(2)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase(2)
101.DEF	XBRL Taxonomy Extension Definition Linkbase(2)
101.LAB	XBRL Taxonomy Extension Label Linkbase(2)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase(2)

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(1) Not included herein as the information is included as part of this Form 10-Q, Item 1 - Financial Statements, Note 3, (loss) earnings per Weighted Average Common Share.
(2) Included herein.
(3) Denotes management contract or compensatory plan or arrangement.