Co-operators General Insurance Company

Management's Discussion and Analysis

For the first quarter ended March 31, 2015

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April 30, 2015

This Management's Discussion and Analysis (MD&A) comments on Co-operators General Insurance Company's operations and financial condition for the first quarter ended March 31, 2015.

Unless otherwise stated or the context otherwise indicates, in this MD&A, "Co-operators General", "we", "us" and "our" refers to the Consolidated Co-operators General Insurance Company including its subsidiaries: The Sovereign General Insurance Company (Sovereign), COSECO Insurance Company (COSECO), L'Équitable, Compagnie d'assurances Générale (L'Equitable) and Co-operators Insurance Agencies Limited (CIAL). CGIC refers to the non-consolidated Co-operators General Insurance Company.

Co-operators General's parent company is Co-operators Financial Services Limited (CFSL) and its ultimate parent is The Co-operators Group Limited (CGL), a Canadian-owned co-operative with 42 member-owners.

The information in this MD&A should be read in conjunction with the following documents:

- our unaudited condensed consolidated interim financial statements and accompanying notes for the first quarter ended March 31, 2015;
- our 2014 Annual Report and Annual Information Form

These documents are available on SEDAR at www.sedar.com. References to "Note" refer to the notes to the unaudited condensed consolidated interim financial statements.

Except as otherwise noted, all figures in this MD&A are stated in Canadian dollars for the quarter ended March 31, 2015 and are based on financial statements prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) applicable to the preparation of interim financial statements, including International Accounting Standard (IAS) 34, "Interim Financial Reporting". The financial results presented in this MD&A are unaudited.

We use certain financial performance measures which do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers. They should not be viewed as an alternative to measures of financial performance determined in accordance with IFRS. Such measures are defined in our 2014 Annual Report in the *Key Financial Measures (Non-IFRS)* section, or in the same section in this document when disclosed for the first time.

The information in this MD&A contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from these forward-looking statements as a result of various factors, including those discussed below or in our Annual Information Form. Please read the cautionary note which follows.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements and forward-looking information, including statements regarding the operations, objectives, strategies, financial situation and performance of Co-operators General. These statements, which appear in this MD&A (including the documents incorporated by reference herein), generally can be identified by the use of forward-looking words such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "plan", "would", "should", "could", "trend", "predict", "likely", "potential" or "continue" or the negative thereof and similar variations. These statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking statements or information. In addition, this MD&A may contain forward-looking statements and information attributed to third party industry sources. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur. Such forward-looking statements and information in this MD&A speak only as of the date of this MD&A.

Forward-looking statements and information in this MD&A include, but are not limited to, statements with respect to: our growth expectations; the impact of changes in governmental regulation on our company; possible changes in our expense levels; changes in tax laws; and anticipated benefits of acquisitions and dispositions.

With respect to forward-looking statements and information contained in this MD&A, we have made assumptions regarding, among other things: growth rates and inflation rates in the Canadian and global economies; the Canadian and U.S. housing markets; the Canadian and global capital markets; the strength of the Canadian dollar relative to the U.S. dollar; employment levels and consumer spending in the Canadian economy; and impacts of regulation and tax laws by the Canadian and provincial governments or their agencies. Some of the assumptions we have made are described in our 2014 Annual Report.

Although we believe that the expectations reflected in the forward-looking statements and information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, levels of activity, performance or achievements. Consequently, we make no representation that actual results achieved will be the same in whole or in part as those set out in the forward-looking statements and information. Some of the risks and other factors, some of which are beyond our control, which could cause results to differ materially from those expressed in the forward-looking statements and information contained in this MD&A and the documents incorporated by reference herein include, but are not limited to: our ability to implement our strategy or operate our business as we currently expect; our ability to accurately assess the risks associated with the insurance policies that we write; unfavourable capital market developments or other factors which may affect our investments; the cyclical nature of the property and casualty insurance industry; our ability to accurately predict future claims frequency; the frequency and severity of weather related events; climate change; government regulations; litigation and regulatory actions; periodic negative publicity regarding the insurance industry; intense competition; our reliance on advisors to sell our products; our ability to successfully pursue our acquisition strategy; actions to be taken in connection with the sale of L'Union Canadienne, Compagnie d'assurances (L'Union Canadienne) to Roins Financial Services Limited (RSA Canada); our participation in the Facility Association (a mandatory pooling arrangement among all industry participants); terrorist attacks and ensuing events; the occurrence of catastrophic events; our ability to maintain our financial strength ratings; our ability to alleviate risk through reinsurance; our ability to successfully manage credit risk (including credit risk related to the financial health of reinsurers); our reliance on information technology and telecommunications systems; breaches or failure of information system security and privacy, including cyber terrorism; our dependence on key employees; and general economic, financial and political conditions.

Readers are cautioned that the foregoing list of factors is not exhaustive. For further information, please refer to our 2014 Annual Report, which outlines in detail certain key factors that may affect our future results. The forward-looking statements and information contained in this MD&A are expressly qualified by this cautionary statement. We are not under any duty to update any of the forward-looking statements after the date of this MD&A to conform such statements to actual results or to changes in our expectations except as otherwise required by applicable legislation.

SUMMARY OF KEY FINANCIAL DATA AND RESULTS OVERVIEW

Three months ended March 31 unless otherwise stated

(in millions of dollars, except for ROE, EPS and ratios)

1st quarter	2015	2014	2013
Key financial data			
Direct written premium	**489.1**	472.9	447.2
Net earned premium	**550.5**	525.6	500.1
Net income	**22.2**	10.6	58.1
Total assets[1]	**5,281.6**	5,293.6	5,031.5
Total liabilities[1]	**3,723.6**	3,802.0	3,649.4
Shareholders' equity[1]	**1,558.0**	1,491.6	1,382.1
Key success indicators			
Direct written premium growth	**3.4%**	5.7%	1.8%
Net earned premium growth	**4.7%**	5.1%	2.4%
Earnings per share from net income[2]	**$0.98**	$0.35	$2.69
Annualized return on average equity (ROE)	**6.9%**	3.4%	18.7%
Combined ratio - excluding Market Yield Adjustment (MYA)	**98.2%**	103.7%	95.4%
Minimum Capital Test (MCT)[1]	**229%**	228%	234%

[1] Balance sheet data and MCT results for 2014 and 2013 are as at December 31

[2] All of the common shares of CGIC are owned by CFSL

Co-operators General reported net income of $22.2 million for the three months ended March 31, 2015, as compared to net income of $10.6 million in the same quarter of 2014. Our annualized return on equity for the quarter was 6.9% versus 3.4% in the first quarter of 2014. Earnings per common share in the quarter was $0.98 compared to $0.35 in the same quarter of the prior year.

Our underwriting gain of $10.0 million for the first quarter improved from our underwriting loss of $19.3 million in the same period of 2014, as a result of continued premium growth and decreased claims expenses. The interest rate reduction by the Bank of Canada in January 2015 impacted both our market yield adjustment (MYA), which reduced net income before tax for the quarter by $17.9 million, and our net investment income and gains, which decreased $10.3 million compared to the same period in 2014.

FINANCIAL PERFORMANCE

DIRECT WRITTEN PREMIUM (DWP) AND NET EARNED PREMIUM (NEP)

$ millions	Q1 2015	Q1 2014	% change
Direct written premium	**489.1**	472.9	3.4%
Net earned premium	**550.5**	525.6	4.7%

DWP improvements during the first quarter were attributable to vehicle and policy count growth in the auto and home lines of business paired with higher average home premiums. DWP in the first quarter has increased by 3.4% or $16.2 million to $489.1 million. DWP growth continues to be tempered by the cancellation of two unprofitable lines of business, specifically CGIC’s withdrawal from the condominium market and Sovereign’s withdrawal from the standard personal lines market. NEP increased during the first quarter by 4.7% or $24.9 million compared to the same period last year. The increase in NEP is seen in all geographic regions and all product lines.

Refer to Note 12 of our unaudited condensed consolidated interim financial statements for the period ended March 31, 2015 for a reconciliation of DWP to NEP.

NEP by line of business

$ millions	Q1 2015	Q1 2014	% change
Auto	**264.9**	253.0	4.7%
Home	**147.2**	138.8	6.1%
Commercial	**105.8**	102.0	3.7%
Farm	**26.0**	25.5	2.0%
Other	**6.6**	6.3	4.8%
Total	**550.5**	525.6	4.7%

During the first quarter, the auto line of business remained the largest contributor to our NEP growth, increasing $11.9 million over the same quarter of 2014. We experienced continued growth in vehicles in force and improved retention rates, which have offset the impacts of the Ontario auto rate reductions taken in 2013 and 2014. Refer to the *Property and Casualty Industry* and *Emerging Legislation and Regulatory Events* sections for an update on the impacts of the Ontario auto reform. Home policy growth and higher average premiums resulted in an NEP increase of 6.1% compared to the first quarter of 2014. Our withdrawal from the condominium market was more than offset by policy growth in the quarter, and led to a $3.8 million increase in NEP in the commercial line of business. For the farm line of business, policies in force and higher average premiums resulted in NEP improvements of 2.0% over the prior year.

NEP by geographic region

$ millions	Q1 2015	Q1 2014	% change
West	**220.3**	209.8	5.0%
Ontario	**255.0**	245.8	3.7%
Quebec	**20.7**	18.3	13.1%
Atlantic	**54.5**	51.7	5.4%
Total	**550.5**	525.6	4.7%

Increased vehicles and policies in force paired with rate adjustments in the home line of business resulted in NEP growth of 5.0% in the Western region. Similarly, increases to vehicles in force and policy growth drove the Ontario NEP increase of 3.7% over the same quarter of the prior year. Continued policy growth in Quebec resulted in a $2.4 million increase in NEP, while the increase in Atlantic NEP is attributable to policy growth and higher average premiums in all lines of business except farm.

NET INVESTMENT INCOME AND GAINS

$ millions	Q1 2015	Q1 2014	change
Interest income	**22.8**	22.9	(0.1)
Dividend and other income	**7.3**	7.0	0.3
Investment expenses	**(1.2)**	(1.4)	0.2
Net investment income	**28.9**	28.5	0.4
Net realized gains	**23.8**	16.0	7.8
Foreign exchange losses	**(4.0)**	(0.6)	(3.4)
Change in fair value	**(10.2)**	2.8	(13.0)
Impairment losses	**(2.1)**	-	(2.1)
Net investment gains	**7.5**	18.2	(10.7)
Net investment income and gains	**36.4**	46.7	(10.3)

Net investment income and gains decreased by $10.3 million in the first quarter of 2015 as compared to the same period in 2014.

Net investment gains decreased by $10.7 million in the first quarter of 2015 as compared to the same period in 2014. Capitalizing on more sales opportunities, primarily in the fixed income markets where the yield curve shifted downwards in the quarter, resulted in an increase in net realized gains of $7.8 million in the current quarter as compared to the same period in 2014. Foreign exchange losses increased by $3.4 million as a result of an increase in foreign exchange forward contracts losses in first quarter of 2015 as compared to same period in 2014. This was driven by an 8.4% drop in the value of the Canadian dollar as compared to the U.S. dollar in the quarter. During the current quarter $10.2 million in fair value losses were recognized as compared to $2.8 million in fair value gains recognized over the same period in 2014. The $10.2 million fair value loss was primarily the result of unrealized losses on preferred share investments. In the current quarter, weakness in the energy and resource sector resulted in $2.1 million in impairment losses as compared to no impairment losses recorded in the first quarter of 2014.

Co-operators General has a high quality, well diversified investment portfolio consisting primarily of high quality bonds, equities and commercial mortgages. The bond portfolio is $2,552.8 million or 60.9% of our total invested assets. Our investment in bonds is diversified both geographically and by sector, with a large portion invested in Canadian government debt instruments. The equity portfolio makes up $1,032.7 million or 24.7% of our total invested assets and consists largely of publicly traded common and preferred stocks diversified by industry sector and issuer. Our equity portfolio is 73.6% weighted to Canadian stocks.

We adhere to a conservative investment policy and strategy that is based on prudence in accordance with regulatory guidelines, and in a broad sense, premium cash flows and claims settlement patterns by product line. This is achieved by investing in a diversified mix of securities and by shifting between asset classes as trends in the market evolve. The credit quality of our portfolio remains high with 89.7% rated A or higher and 98.7% of our bonds are considered investment grade, rated BBB or higher.

OTHER COMPREHENSIVE INCOME

$ millions	**Q1 2015**	Q1 2014
Other comprehensive income	**63.0**	37.4

Other comprehensive income was $63.0 million in the first quarter of 2015 as compared to a $37.4 million gain for the comparative period of 2014.

The first quarter of OCI before tax was $84.3 million. Equity market appreciation during the first quarter resulted in unrealized gains on stocks of $48.0 with $1.1 million realized into income. Declining interest rates in the first quarter led to unrealized gains on bonds of $59.0 million with $21.6 million of gains realized into income.

EXPENSES

Claims and adjustment expenses – Loss ratio

$ millions, except ratios	**Q1 2015**	Q1 2014	change
Undiscounted net claims and adjustment expenses	**358.4**	366.1	(7.7)
Effect of MYA	**17.9**	13.7	4.2
Net claims and adjustment expenses	**376.3**	379.8	(3.5)
Loss ratio (excluding MYA)	**65.1%**	69.7%	(4.6) pts
Loss ratio (including MYA)	**68.4%**	72.3%	(3.9) pts

Fewer major events combined with more favourable claims development, partially offset by an increase in the severity of current accident year claims, drove the decrease in undiscounted net claims and adjustment expenses of $7.7 million or 2.1%.

Unpaid claims and adjustment expenses are discounted using the portfolio yield of our bond and commercial mortgage portfolios with consideration provided for the Government of Canada 5 year bond rate plus a credit spread. The portfolio yield on bonds and commercial mortgages decreased in the quarter which decreased the discount rate. The MYA had a negative impact to net income before taxes of $17.9 million in the first quarter as compared to a $13.7 million negative impact for the same quarter of 2014. Recorded in net investment income and gains are offsetting net investment gains related to CGIC's asset liability management strategy of $2.8 million.

Loss ratio by line of business

% excluding MYA	Q1 2015	Q1 2014	change	
Auto	**75.7**	81.1	(5.4)	
Home	**50.7**	59.5	(8.8)	
Commercial	**62.0**	59.4	2.6	
Farm	**54.7**	65.5	(10.8)	
Other	**50.5**	19.5	31.0	
Total	**65.1**	69.7	(4.6)	pts

In the first quarter, we experienced improvements in our loss ratio, mainly in our auto, home and farm lines of business, which was partially offset by the deterioration of our commercial loss ratio compared to the same period last year.

The auto loss ratio has improved 5.4 percentage points as compared to the first quarter of 2014, primarily resulting from a decrease in claims frequency and more favourable claims development in Ontario. Less severe winter weather in Ontario and the West resulted in an 8.8 percentage point improvement in the home loss ratio. The commercial loss ratio deteriorated by 2.6 percentage points, driven by unfavourable claims development and a large fire loss in the Western region. A decrease in frequency of claims as compared to the first quarter of the prior year, offset by an increase in severity driven by a number of dwelling fires led to a 10.8 percentage point improvement in the loss ratio in the farm line of business. The 31.0 percentage point deterioration in our other lines of business was the result of one large loss during the first quarter. Given the size of the NEP for the farm and other lines of business, fluctuations in claims severity for a relatively few number of claims have a significant impact.

Loss ratio by geographic region

% excluding MYA	Q1 2015	Q1 2014	change	
West	**56.7**	58.2	(1.5)	
Ontario	**65.4**	77.6	(12.2)	
Quebec	**86.7**	68.9	17.8	
Atlantic	**86.6**	77.0	9.6	
Total	**65.1**	69.7	(4.6)	pts

The Western region's loss ratio improved by 1.5 percentage points compared to the first quarter of the prior year. This was the result of less severe winter weather which reduced accident year claims in the home and farm lines of business, partially offset by unfavourable claims development in the commercial line of business. The Ontario region's loss ratio improved by 12.2 percentage points and was driven by a decrease in claims frequency in the auto and home lines of business resulting from less severe winter weather. An increase in the frequency and severity of accident year claims coupled with two large commercial property losses in the Quebec region led to a deterioration in the loss ratio of 17.8 percentage points. Given the size of our NEP in Quebec, fluctuations in claims severity for a relatively few number of claims have a significant effect on the loss ratio. The Atlantic loss ratio deteriorated by 9.6 percentage points mainly due to an increase in accident year claims resulting from severe winter weather.

Other operating expenses – Expense ratio

%, except total other operating expenses ($ millions)	Q1 2015	Q1 2014	change	
Total other operating expenses	**182.1**	178.8	3.3	
Components of expense ratio				
Premium and other taxes	**3.0**	3.1	(0.1)	pts
Net commissions and advisor compensation	**17.7**	17.3	0.4	pts
General expenses	**12.4**	13.6	(1.2)	pts
Expense ratio	**33.1**	34.0	(0.9)	pts

Other operating expenses are comprised of premium and other taxes, net commissions and advisor compensation and general expenses. These expenses have increased by $3.3 million in the quarter resulting in an expense ratio of 33.1%, which is a 0.9 percentage point decrease over the same quarter last year. The reduction was primarily driven by a 1.2 percentage point decrease in general expenses. This was attributable to one-time information technology initiative costs incurred in the first quarter of 2014. A change in our premium mix to lines of business with higher commission rates has resulted in a 0.4 percentage point increase in net commissions and advisor compensation.

Income taxes

Refer to Note 8 of our unaudited condensed consolidated interim financial statements for the period ended March 31, 2015 for our income tax reconciliation between the statutory tax rate and our effective tax rate.

FINANCIAL CONDITION

$ millions, except ratios	As at March 31, 2015	As at December 31, 2014	% change
Assets			
Invested assets	**4,188.8**	4,116.5	1.8%
Reinsurance ceded contracts	**84.6**	93.9	(9.9%)
Intangible assets	**53.4**	49.2	8.5%
Other assets	**954.8**	1,034.0	(7.7%)
Liabilities			
Insurance contracts	**3,322.7**	3,358.5	(1.1%)
Retirement benefit obligations	**100.4**	99.2	1.2%
Other liabilities	**300.5**	344.3	(12.7%)
Shareholders' equity	**1,558.0**	1,491.6	4.5%

Our balance sheet remains strong at the end of the first quarter of 2015. The value of our invested assets exceeds insurance contracts by 26.1%, compared to an excess of 22.6% as at December 31, 2014. Our minimum capital test (MCT) ratio at March 31, 2015 also denotes our strong financial condition, as discussed in our *Capital* section.

Invested assets increased $72.3 million and insurance contract liabilities decreased $35.8 million from December 31, 2014. Invested assets increased as a result of improved capital markets which increased the overall value of our fixed income and equity holdings. Insurance contract liabilities decreased as lower unearned premiums, which is typical for the first quarter, were partially offset by increased unpaid claims resulting from higher current accident year claims.

FINANCIAL DATA BY OPERATING SEGMENTS

(in millions of dollars except for ROE and ratios)

1st quarter	CGIC[1,4]		Sovereign		COSECO	
	2015	2014	**2015**	2014	**2015**	2014
Direct written premium	**378.2**	362.7	**61.6**	64.0	**49.3**	46.2
Net income	**8.0**	8.5	**3.5**	1.1	**10.7**	1.0
Total assets[2]	**3,877.8**	3,857.3	**781.5**	790.3	**622.3**	646.0
Shareholders' equity[2]	**1,126.9**	1,090.8	**257.7**	245.1	**173.4**	155.7
Return on equity[3]	**3.4%**	3.6%	**6.3%**	2.2%	**33.3%**	3.5%
Loss ratio (excluding MYA)	**67.4%**	69.5%	**57.9%**	62.9%	**56.9%**	80.0%

[1] Net income, total assets and shareholders' equity amounts are net of inter-company adjustments

[2] Total assets and shareholders' equity for 2014 are as at December 31, 2014

[3] Return on equity is annualized based on the 3 months ended March 31

[4] CGIC includes subsidiaries L'Equitable and CIAL for all periods presented

CGIC provides home, automobile, farm and commercial insurance to individuals and businesses through a dedicated financial advisor network with approximately 2,500 licensed insurance representatives throughout Canada. An increase in vehicles in force in Ontario and the Western regions paired with policy growth in the home line of business in the West contributed to the increase in DWP of $15.5 million or 4.3% compared to the same period in 2014. This growth was tempered by CGIC's withdrawal from the condominium market. While CGIC experienced an increase in current accident year claims over the same period of the prior year, greater growth in premiums led to an improvement in the loss ratio of 2.1 percentage points to 67.4%. The interest rate decrease enacted by the Bank of Canada in January 2015 drove a $10.6 million reduction in net investment income and gains over the same quarter of the prior year; this was largely the result of unrealized losses experienced on preferred share holdings. All of these factors led to net income of $8.0 million compared to $8.5 million in the first quarter of 2014.

Sovereign writes complex commercial and special risk insurance and distributes it through independent brokers across Canada. The decline in DWP of $2.4 million or 3.8% compared to the same period in 2014 was driven by Sovereign's planned withdrawal from the standard personal lines market, which was non-core to its commercial focus. The improvement in the loss ratio by 5.0 percentage points to 57.9% was mainly due to the impact weather-related claims and a commercial property fire loss had on the first quarter of the prior year. Sovereign recorded net income of $3.5 million in the current quarter compared to net income of $1.1 million in the first quarter of 2014.

COSECO provides home and auto insurance to employer, association and affinity groups across Canada. Improved retention and higher average premiums drove the DWP increase of $3.1 million or 6.7% compared to the same quarter of 2014. COSECO's first quarter loss ratio decreased to 56.9% from 80.0% in 2014. This was the result of fewer large losses and more favourable claims development and this led to net income of $10.7 million in the quarter compared to $1.0 million in the first quarter of 2014.

KEY FINANCIAL MEASURES (NON-IFRS)

We measure and evaluate the performance of the consolidated operations and each business segment using a number of financial measurements. These measurements help the reader understand business volumes, the quality of risk underwriting, management reserving practices, and the financial strength and financial leverage of Co-operators General.

These measures are non-IFRS measurements, but are derived from elements of the IFRS consolidated financial statements, and are consistent with financial measures used in the P&C insurance industry. Detailed definitions of the measures used can be found within the *Key Financial Measures (Non-IFRS)* section our 2014 Annual Report, with updated definitions found below.

UNDERWRITING RESULTS

$ millions, except ratios	Q1 2015	Q1 2014
Net earned premium, as reported	**550.5**	525.6
Undiscounted net claims and adjustment expenses (excluding MYA)	**358.4**	366.1
Loss ratio (excluding MYA)	**65.1%**	69.7%
Other operating expenses	**182.1**	178.8
Expense ratio	**33.1%**	34.0%
Underwriting gain (loss)	**10.0**	(19.3)
Combined ratio	**98.2%**	103.7%

CLAIMS DEVELOPMENT

Our 2014 Annual Report provides a summary of our unpaid claims and adjustment expense provision and revised estimates of prior year net unpaid claims and adjustment expense provisions relative to their original valuation as at December 31.

RETURN ON EQUITY (ROE)

Return on equity (ROE) is the annualized ratio of net income to the average of opening and closing shareholders' equity excluding accumulated other comprehensive income.

$ millions, except ratios	Q1 2015	Q1 2014
Net income	**22.2**	10.6
Shareholders' equity excluding accumulated OCI at March 31	**1,327.0**	1,276.8
Shareholders' equity excluding accumulated OCI at December 31 of prior year	**1,323.7**	1,268.8
Annualized return on average equity (ROE)	**6.9%**	3.4%

CAPITAL

MINIMUM CAPITAL TEST (MCT)

	March 31, 2015	December 31, 2014
MCT	**229%**	228%

Co-operators General's MCT of 229% at March 31, 2015 represents $382.8 million of capital in excess of our 170% internal minimum compared to an excess of $359.9 million at December 31, 2014. The MCT is impacted by various factors including interest rates, changes in our share capital, equity market performance and the results of our operations.

In 2014, OSFI issued a revised guideline for the calculation of the MCT effective January 1, 2015. As per OSFI requirements, these changes are being phased-in over 12 quarters starting with the first quarter of 2015. Further details can be found in our 2014 Annual Report.

SHARE CAPITAL

Our capital includes Class E preference shares, series C, which trade on the Toronto Stock Exchange (TSX) under the trading symbol CCS.PR.C.

DIVIDENDS

Dividends declared on preference shares were $1.2 million in the first quarter ended March 31, 2015, compared to $3.3 million declared in the same quarter last year. The decline in dividends declared on preference shares resulted from the redemption of our Class E preference shares, series D in 2014.

Dividends declared on common shares were $18.5 million during the quarter ended March 31, 2015 compared to no dividends declared in the period ended March 31, 2014.

EARNINGS PER SHARE

$ millions, except share data and EPS	Q1 2015	Q1 2014
Net income	**22.2**	10.6
Less: dividends on preference shares	**1.3**	3.3
Net income available to common shareholders	**20.9**	7.3
Weighted average number of outstanding common shares[1]	**21,295**	20,442
Earnings per share from net income	**$0.98**	$0.35

[1] All of the common shares of CGIC are owned by CFSL

SELECTED QUARTERLY INFORMATION

(in millions of dollars except for EPS and ratios)

	2015 1st qtr	2014 4th qtr	2014 3rd qtr	2014 2nd qtr	2014 1st qtr
Direct written premium	**489.1**	568.2	610.1	654.5	472.9
Net earned premium	**550.5**	560.2	559.0	544.8	525.6
Net income (loss)	**22.2**	79.7	(10.8)	58.1	10.6
Other comprehensive income (loss)	**63.0**	6.7	(5.9)	16.5	37.4
Key statistics					
Earnings (loss) per share (EPS)	**$0.98**	$3.78	($0.57)	$2.48	$0.35
Loss ratio (excluding MYA)	**65.1%**	56.6%	78.6%	61.8%	69.7%
Expense ratio	**33.1%**	33.1%	30.6%	32.1%	34.0%
Combined ratio	**98.2%**	89.7%	109.2%	93.9%	103.7%

	2013 4th qtr	2013 3rd qtr	2013 2nd qtr	2013 1st qtr
Direct written premium	542.6	594.3	612.5	447.2
Net earned premium	537.1	528.8	505.9	500.1
Net income (loss)	74.6	(37.9)	(5.9)	58.1
Other comprehensive income (loss)	17.6	21.1	(56.0)	20.3
Key statistics				
Earnings (loss) per share (EPS)	$3.40	($2.02)	($0.56)	$2.69
Loss ratio (excluding MYA)	63.7%	81.1%	79.5%	61.0%
Expense ratio	30.3%	33.2%	33.3%	34.4%
Combined ratio	94.0%	114.3%	112.8%	95.4%

The quarterly results reflect the seasonality of our business. Premiums are generally written in annual renewal cycles, often in the second quarter, and extreme weather conditions historically impact the loss ratio in the first and third quarters.

The timing of claims can be difficult to predict due to uncontrollable factors, such as governmental regulatory actions or weather. Our results are also affected by controllable factors such as the timing of major expenditures, changes in estimates related to claims reserves or investment provisions, and purchase and sale decisions made with respect to our investment portfolio.

OUTLOOK

GENERAL BUSINESS AND ECONOMIC CONDITIONS

In the course of setting our strategic priorities and objectives for 2015 we made assumptions about the general business and economic environment in 2015 and beyond. These assumptions are outlined in detail in our 2014 Annual Report, and we continue to expect them to materialize through 2015. There have been no material changes in our assumptions, however we recognize that the further fall in the price of oil since the end of 2014 may put downward pressure on our gross domestic product growth expectations for the year. We consult with our investment management company, Addenda Capital Inc., in creating and monitoring these assumptions.

PROPERTY AND CASUALTY INDUSTRY

Trends and environmental factors, as well as our strategic responses, are consistent with those discussed in our 2014 Annual Report.

Recent developments

We recognize that the magnitude of bodily injury claims continues to be a risk and we are proactively managing it. Refer to *Emerging Legislation and Regulatory Events* in our 2014 Annual Report for a discussion on the definition for catastrophic impairment and the dispute resolution backlog. An update for the current quarter has been provided in the same section below.

Rate filings

As part of the Ontario Finance Minister’s strategy to reduce Ontario auto insurance rates by 15% on average, we expect the Superintendent will seek further rate reductions in addition to the decreases announced in 2014; however, the timing and amount of these rate reductions is uncertain.

In the first quarter of 2015, the Financial Services Commission of Ontario approved 1.2% in rate reductions for CGIC through an annual mandatory filing. This rate reduction is effective July 15, 2015. A similar mandatory filing for COSECO was approved with an overall rate reduction of 1.0%. COSECO was also approved for an overall rate increase of 3.0%, resulting in changes to specific territories. Both COSECO rate changes are effective August 1, 2015.

EMERGING LEGISLATION AND REGULATORY EVENTS

Emerging legislation and regulatory events are detailed in our 2014 Annual Report and an update is provided below:

Ontario auto reform

There is still uncertainty in Ontario with regard to the impacts of the dispute resolution backlog, the definition of catastrophic impairment and the minor injury definition. We continue to await the government’s decision on these additional reforms.

Prince Edward Island auto reform

In May 2014, the Prince Edward Island (PEI) government passed legislation that resulted in changes to the standard automobile policy in PEI. The final change resulting from this legislation is the introduction of direct compensation for property damage, which will come into force on October 1, 2015. At this time the outcome of these changes is uncertain.

RELATED PARTY TRANSACTIONS

Co-operators General has ongoing transactions with related parties primarily consisting of product distribution services, management and advisory services and reinsurance. There have been no material changes in our ongoing related party transaction arrangements during the period ended March 31, 2015. Please refer to our 2014 Annual Report for further details.

RISK MANAGEMENT

Effective risk management is vital to making sound business decisions. In our on-going efforts to optimize the organizational risk profile, we have identified and continuously assess key risks relative to their potential impact on our corporate strategy, competitive position, operational results and financial condition. Risks, and the practices used to manage risk, are discussed in our 2014 Annual Report and an update is included below.

Effective January 1, 2015, our catastrophe maximum limit has decreased by $100.0 million to $1.3 billion due to lower earthquake exposure in British Columbia as result of CGIC's withdrawal from the condominium market and Sovereign's withdrawal from the standard personal lines market. Our maximum retention is up to $70 million on a single $150 million event, which represents approximately 5.3% of our capital. For the purpose of capital management, we defined capital as shareholders' equity excluding AOCI.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

No changes were made to our internal control over financial reporting during the first quarter of 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

OTHER ACCOUNTING MATTERS

ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements have been prepared in accordance with IFRS as issued by the IASB applicable to the preparation of interim financial statements, including IAS 34, "Interim Financial Reporting". The unaudited condensed consolidated interim financial statements should be read in conjunction with our 2014 Annual Report.

The accounting policies used in our first quarter unaudited condensed consolidated interim financial statements are consistent with those applied in our audited consolidated financial statements for the year ended December 31, 2014. New and amended accounting standards are discussed in Note 3 of our unaudited condensed consolidated interim financial statements for the quarter ended March 31, 2015. IFRS future accounting pronouncements, as well as their estimated impact, are described in Note 4.

CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of our unaudited condensed consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, the disclosure of contingent assets and liabilities as of the date of the financial statement and the reported amounts of revenues and expenses during the period. The preparation of our unaudited condensed consolidated interim financial statements also requires management to exercise its judgment in the process of applying our accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in the 2014 Annual Report within the notes for the respective account balances.

The estimates used for the unaudited condensed consolidated interim financial statements for the period ended March 31, 2015, are consistent with those used in the 2014 Annual Report. As discussed in our 2014 Annual Report, we make estimates for the amount of unpaid claims and timing of future claims based on assumptions that reflect the expected set of economic conditions and planned course of actions. Uncertainty exists on reported claims in that all information may not be available at the reporting date. In addition claims may not be reported to us immediately; therefore, estimates are made as to the cost of the claims incurred but not yet reported, a value which can take years to determine.

For further information, please refer to our 2014 Annual Report and the notes to our unaudited condensed consolidated interim financial statements for the quarter ended March 31, 2015.

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