

**The Phoenix Companies, Inc. to be Acquired by Nassau Reinsurance Group****Deal Value: \$217.2 million**

Sandler O'Neill served as financial advisor to The Phoenix Companies, Inc. in connection with this transaction. Overall, this represents Sandler O'Neill's 126<sup>th</sup> financial services transaction since January 1, 2014, more than any other investment bank during that time period.<sup>1</sup>

Since January 1, 2012, Sandler O'Neill has advised on 22 insurance transactions, more than any other full-service investment bank during that time period.<sup>2</sup>

NEW YORK and HARTFORD, Conn., Sept. 29, 2015 – Nassau Reinsurance Group Holdings L.P. ("Nassau") and The Phoenix Companies, Inc. (NYSE: PNX) ("Phoenix") today announced that they have entered into a definitive agreement in which Nassau will acquire Phoenix for \$37.50 per share in cash, or aggregate equity purchase price of \$217.2 million. The purchase price represents a 188% premium over Phoenix's closing stock price of \$13.03 on Sept. 28, 2015.

After completion of the transaction, which is expected to occur by early 2016, Nassau will contribute \$100 million in new equity capital into Phoenix to further stabilize and improve Phoenix's balance sheet as well as providing growth capital. As of June 30, 2015, Phoenix had GAAP equity including AOCI of \$199.2 million, GAAP equity excluding AOCI of \$464.4 million, and total statutory surplus (including AVR) of \$817.3 million

After completion of the transaction, Phoenix will be a privately held, wholly owned subsidiary of Nassau. Phoenix's corporate headquarters will remain in Hartford, Conn., and its service center will continue to be located in East Greenbush, N.Y.

The transaction is subject to approval by Phoenix shareholders, approvals by regulatory authorities including Connecticut and New York insurance regulators, FINRA and Hart-Scott-Rodino, as well as other closing conditions. Phoenix and Nassau engaged in discussions with state insurance regulators regarding the proposed transaction in advance of executing the agreement.

Nassau was launched in April 2015 and is an insurance and reinsurance business founded by insurance industry executives Phillip J. Gass and Kostas Cheliotis. Nassau is backed by Golden Gate Capital, a private investment firm founded in 2000 with more than \$15 billion of committed capital.

(1) Source: SNL Financial. Includes financial services transactions in all geographies since January 1, 2014. Excludes terminated transactions, self-advisory roles and managed care transactions.

(2) Source: SNL Financial. Full service investment banks defined as those with an average disclosed deal value of \$25 million or greater. Excludes terminated transactions, self-advisory roles and managed care insurance transactions.

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