

Filed by Ambac Financial Group, Inc.

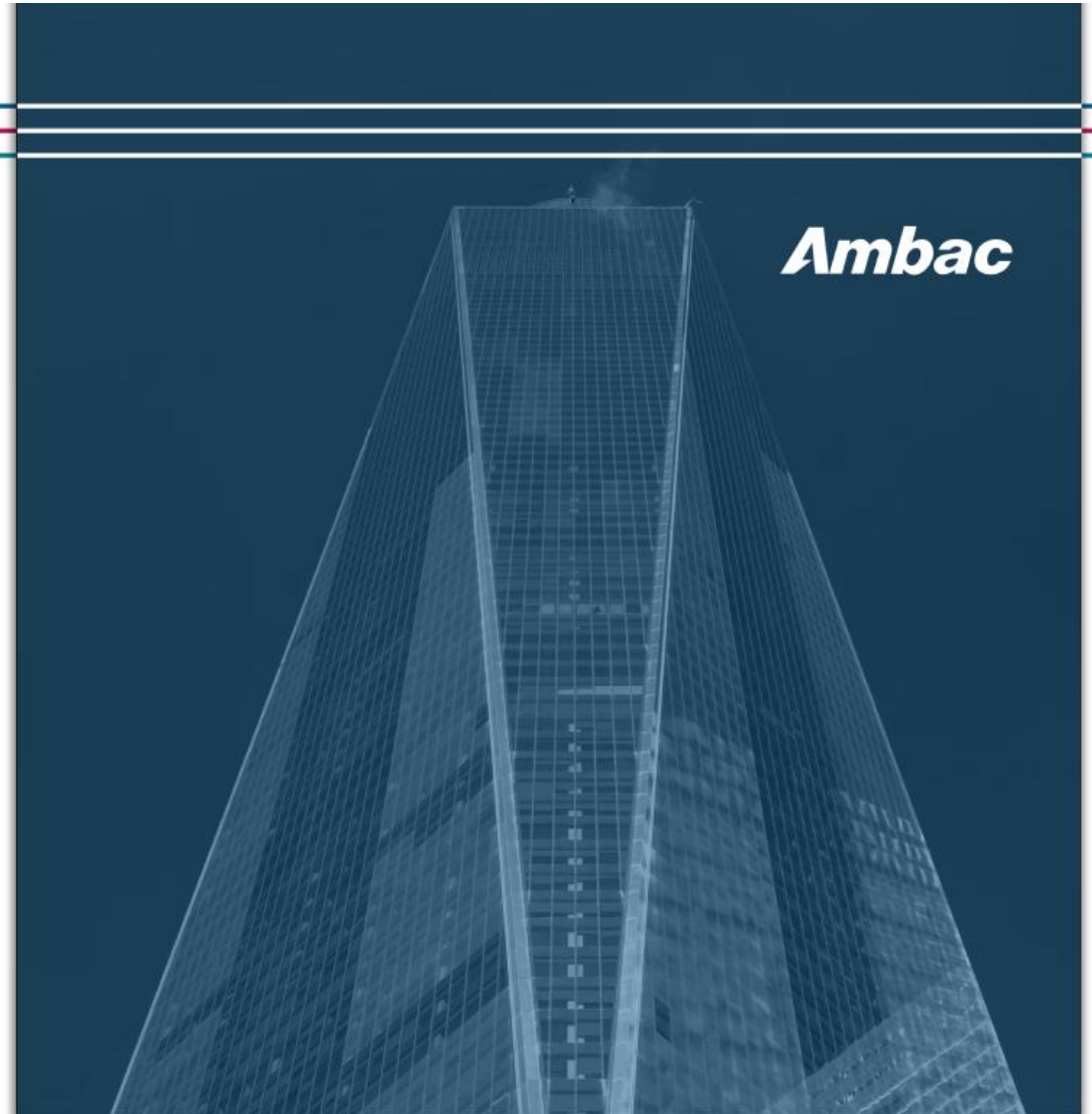
pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Ambac Financial Group, Inc.
Commission File No.: 1-10777
Date: September 4, 2024

September 4-5, 2024

INVESTOR PRESENTATION

KBW INSURANCE CONFERENCE

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Disclaimers

Forward Looking Statements

In this presentation, we have included statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as "estimate," "project," "plan," "believe," "anticipate," "intend," "planned," "potential" and similar expressions, or future or conditional verbs such as "will," "should," "would," "could," and "may," or the negative of those expressions or verbs, identify forward-looking statements. We caution readers that these statements are not guarantees of future performance. Forward-looking statements are not historical facts but instead represent only our beliefs regarding future events, which may by their nature be inherently uncertain and some of which may be outside our control. These statements may relate to plans and objectives with respect to the future, among other things which may change. We are alerting you to the possibility that our actual results may differ, possibly materially, from the expected objectives or anticipated results that may be suggested, expressed or implied by these forward-looking statements. Important factors that could cause our results to differ, possibly materially, from those indicated in the forward-looking statements include, among others, those discussed under "Risk Factors" in our most recent SEC filed quarterly or annual report.

Any or all of management's forward-looking statements here or in other publications may turn out to be incorrect and are based on management's current belief or opinions. Ambac Financial Group's ("AFG") and its subsidiaries' (collectively, "Ambac" or the "Company") actual results may vary materially, and there are no guarantees about the performance of Ambac's securities. Among events, risks, uncertainties or factors that could cause actual results to differ materially are: (1) the high degree of volatility in the price of AFG's common stock; (2) uncertainty concerning the Company's ability to achieve value for holders of its securities, whether from Ambac Assurance Corporation ("AAC") and its subsidiaries or from the specialty property and casualty insurance business, the insurance distribution business, or related businesses; (3) inadequacy of reserves established for losses and loss expenses and the possibility that changes in loss reserves may result in further volatility of earnings or financial results; (4) potential for rehabilitation proceedings or other regulatory intervention or restrictions against AAC; (5) credit risk throughout Ambac's business, including but not limited to credit risk related to insured residential mortgage-backed securities, student loan and other asset securitizations, public finance obligations (including risks associated with Chapter 9 and other restructuring proceedings), issuers of securities in our investment portfolios, and exposures to reinsurers; (6) our inability to effectively reduce insured financial guarantee exposures or achieve recoveries or investment objectives; (7) AAC's inability to generate the significant amount of cash needed to service its debt and financial obligations, and its inability to refinance its indebtedness; (8) AAC's substantial indebtedness could adversely affect the Company's financial condition and operating flexibility; (9) Ambac may not be able to obtain financing, refinance its outstanding indebtedness, or raise capital on acceptable terms or at all due to its substantial indebtedness and financial condition; (10) greater than expected underwriting losses in the Company's specialty property and casualty insurance business; (11) failure of specialty insurance program partners to properly market, underwrite or administer policies; (12) inability to obtain reinsurance coverage on expected terms; (13) loss of key relationships for production of business in specialty property and casualty and insurance distribution businesses or the inability to secure such additional relationships to produce expected results; (14) the impact of catastrophic public health, environmental or natural events, or global or regional conflicts; (15) credit risks related to large single risks, risk concentrations and correlated risks; (16) risks associated with adverse selection as Ambac's financial guarantee insurance portfolio runs off; (17) the risk that Ambac's risk management policies and practices do not anticipate certain risks and/or the magnitude of potential for loss; (18) restrictive covenants in agreements and instruments that impair Ambac's ability to pursue or achieve its business strategies; (19) adverse effects on operating results or the Company's financial position resulting from measures taken to reduce financial guarantee risks in its insured portfolio; (20) disagreements or disputes with Ambac's insurance regulators; (21) loss of control rights in transactions for which we provide financial guarantee insurance; (22) inability to realize expected recoveries of financial guarantee losses; (23) risks attendant to the change in composition of securities in Ambac's investment portfolio; (24) adverse impacts from changes in prevailing interest rates; (25) events or circumstances that result in the impairment of our intangible assets and/or goodwill that was recorded in connection with Ambac's acquisitions; (26) factors that may negatively influence the amount of installment premiums paid to Ambac; (27) the risk of litigation, regulatory inquiries, investigations, claims or proceedings, and the risk of adverse outcomes in connection therewith; (28) the Company's ability to adapt to the rapid pace of regulatory change; (29) actions of stakeholders whose interests are not aligned with broader interests of Ambac's stockholders; (30) system security risks, data protection breaches and cyber attacks; (31) regulatory oversight of Ambac Assurance UK Limited ("Ambac UK") and applicable regulatory restrictions may adversely affect our ability to realize value from Ambac UK or the amount of value we ultimately realize; (32) failures in services or products provided by third parties; (33) political developments that disrupt the economies where the Company has insured exposures; (34) our inability to attract and retain qualified executives, senior managers and other employees, or the loss of such personnel; (35) fluctuations in foreign currency exchange rates; (36) failure to realize our business expansion plans or failure of such plans to create value; (37) greater competition for our specialty property and casualty insurance business and/or our insurance distribution business; (38) loss or lowering of the AM Best rating for our property and casualty insurance company subsidiaries; (39) disintermediation within the insurance industry or greater competition from technology-based insurance solutions or non-traditional insurance markets; (40) changes in law or in the functioning of the healthcare market that impair the business model of our accident and health managing general underwriter; (41) failure to consummate the proposed sale of all of the common stock of AAC and the transactions contemplated by the related stock purchase agreement (the "Sale Transactions") in a timely manner or at all; (42) potential litigation relating to the proposed Sale Transactions; (43) disruptions from the proposed Sale Transactions that may harm Ambac's business, including current plans and operations; (44) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed Sale Transactions; (45) difficulties in integrating acquired businesses into our business; and (46) other risks and uncertainties that have not been identified at this time.

Disclaimers (continued)

Presentation of Financial Information

Financial amounts for Beat Capital Partners presented in this investor presentation have been converted from British pounds to U.S. Dollars. Financial information identified in this offering circular as "combined" is the arithmetic sum of the historical results for Cirrata Group and Beat Capital Partners and does not give effect to the acquisition, nor does it reflect certain other adjustments that would be required for pro forma financial information prepared in accordance with Regulation S-X. Some financial information in this offering circular has been rounded and, as a result, the figures shown as totals in this offering circular may vary slightly from the exact arithmetic aggregation of the figures that precede them. Estimated financial information for 2024 and 2025 is based on management's estimates and projections and is preliminary, unaudited and subject to completion. This information reflects management's current views and may change as a result of actual results and other factors, including a wide variety of significant business, economic and competitive risks and uncertainties. Such preliminary financial information is subject to performance of Cirrata Group's and Beat Capital Partner's business during the remainder of the year. Any such changes could be material. For these or other reasons, the financial estimates may not ultimately be indicative of the Company's results for full year 2024 and is not a guarantee of future performance or outcomes and actual results may differ materially from those described above. We assume no obligation to update any forward-looking statement as a result of new information, future events or other factors.

Non-GAAP Financial Data

In addition to reporting the Company's quarterly financial results in accordance with GAAP, the Company is reporting non-GAAP financial measures: EBITDA and EBITDA Margin. These amounts are derived from our consolidated financial information, but are not presented in our consolidated financial statements prepared in accordance with GAAP. We present non-GAAP supplemental financial information because we believe such information is of interest to the investment community, and that it provides greater transparency and enhanced visibility into the underlying drivers and performance of our businesses on a basis that may not be otherwise apparent on a GAAP basis. We view these non-GAAP financial measures as important indicators when assessing and evaluating our performance on a segmented and consolidated basis and they are presented to improve the comparability of our results between periods by eliminating the impact of the items that may not be representative of our core operating performance. These non-GAAP financial measures are not substitutes for the Company's GAAP reporting, should not be viewed in isolation and may differ from similar reporting provided by other companies, which may define non-GAAP measures differently. These non-GAAP financial measures are also presented on a forward-looking basis. Ambac does not provide a reconciliation of non-GAAP measures on a forward-looking basis where we believes such reconciliation would imply a degree of precision and certainty that could be confusing to investors and is unable to reasonably predict certain items included in/excluded from the GAAP financial measures without unreasonable efforts.

Where to Find Additional Information

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication may be deemed to be solicitation material in respect of the proposed sale of AAC by Ambac to American Acorn Corporation, a Delaware corporation owned by funds managed by Oaktree Capital Management, LP (the "proposed transaction"). In connection with the proposed transaction, Ambac has filed a preliminary proxy statement with the SEC and intends to file a definitive proxy statement with the SEC. When completed, a definitive proxy statement and a form of proxy will be mailed to the stockholders of Ambac. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of the definitive proxy statement (when available) and other documents filed by Ambac with the SEC at <http://www.sec.gov>. Free copies of the definitive proxy statement, once available, and Ambac's other filings with the SEC may also be obtained from the Company. Free copies of documents filed with the SEC by Ambac will be made available free of charge on the Company's investor relations website at <https://ambac.com/investor-relations/investor-overview/default.aspx>.

Participants in the Solicitation

Ambac and certain of its directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Ambac is set forth in its definitive proxy statement relating to its annual meeting of stockholders, which Ambac filed with the SEC on April 26, 2024. Investors may obtain additional information regarding the interests of such participants by reading the definitive proxy statement and other relevant materials regarding the proposed transaction when they become available.

Our Vision

Ambac 2025

- A pure-play P&C business focused on the dynamic Managing General Agent and Managing General Underwriter ("MGA") sector following the completion of the sale of Legacy Financial Guarantee business
- Positioned to be a premier destination for specialty programs & MGAs

Diversified and growing platform

- Over ~\$1.4 billion¹ of premium estimated for 2025 across a diversified portfolio of products and risk classes
- Well positioned to compete and grow in the specialty program space
- A high-growth, global, and predominantly fee-based business

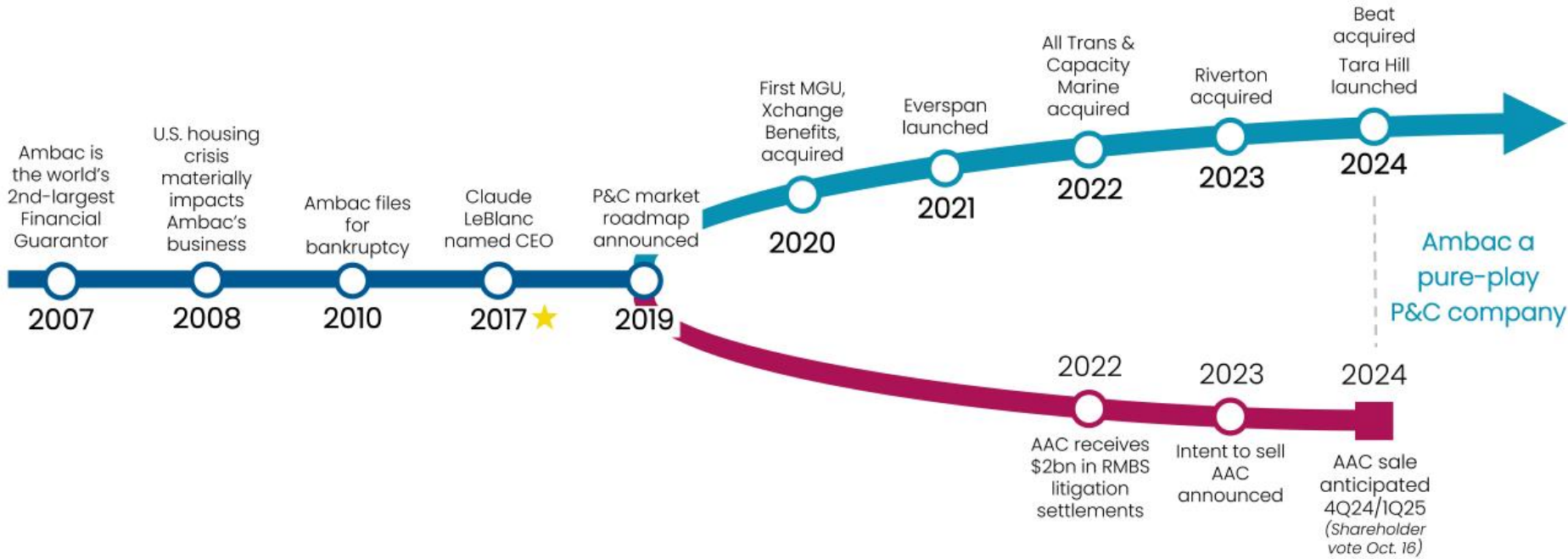
Compelling value narrative

- Opportunity for direct investment into the attractive MGA sector
- ~\$70-\$80 million¹ of EBITDA in '28E from a scalable and high margin business
- \$50 million share repurchase program to be implemented post AAC sale

Ambac is a Leading Specialty Insurance Risk Distributor and Underwriting Manager

1. Includes Cirrata (inclusive of Beat) and Everspan Gross Written Premiums and based on management estimates, which are subject to market conditions, risk factors described in Ambac's Annual Report on Form 10-K filed with the SEC on February 27, 2024, and subsequent reports filed with the SEC, and changes in the views of management. Actual results may differ materially.

Evolution into a Property & Casualty Insurance Platform



Acquisition of Beat Capital Partners Advances Go-Forward Strategy as an Insurance Distribution Platform

Leadership Team with Expertise to Execute Strategic Vision



Claude LeBlanc
President, CEO & Director
Ambac Financial Group

30+

- Named President and CEO of Ambac in 2017
- Previously held senior executive roles at AXA XL (formerly XL Capital), Syncora Holdings, and a Director of Maiden Holdings



David Trick
Chief Financial Officer & Treasurer
Ambac Financial Group

20+

- Has served as Ambac CFO since 2010
- Previously worked for the Bank of New York and the Federal Deposit Insurance Corporation



R. Sharon Smith
Chief Strategy Officer
Ambac Financial Group

20+

- Director at Embrace Partners a Specialty MGU
- Previously worked at Syncora Holdings, New York Life Investment Management
- Attorney with Clifford Chance and Skadden, Arps, Meager & Flom LLP



Charles Sebaski
Head of Investor Relations
Ambac Financial Group

20+

- BMO Capital Markets equity research analyst, credit ratings analyst and broker at Aon
- Former Head of North American Business Intelligence at Guy Carpenter



Naveen Anand
President
Cirrata Group

30+

- Former president of Players Health, CEO of Hallmark Financial, and Chief Underwriting Officer and Americas CEO of Torus Insurance
- Also held executive roles at CNA and Chubb



Steve Dresner
President
Everspan Group

35+

- Program sector underwriting executive both in insurance and reinsurance
- Previously worked for Crum & Forster, Endurance, The Hartford, and Gen Re



John Cavanagh
Chairman
Beat Capital Partners

40+

- Retired as Global CEO of Willis Re in 2017 before founding Beat in 2018
- Spent 21 years as an international specialty reinsurance broker at RK Carvill



Tom Milligan
Partner
Beat Capital Partners

30+

- From 2005, led Goldman Sachs' non-life insurance principal interests (Securities Division)
- Prior to this, Tom worked in various insurance roles in London and Bermuda

Strong Culture Across the Business

Performance Focused

- Strategic plan designed to create long-term shareholder value
- Leadership focused on generating attractive returns on a risk-adjusted basis
- Targeting organic and inorganic growth opportunities

Incentivized for Success

- Strategies embedded across organization to encourage alignment of interests

35+
Average Years of
Experience of Business Unit
Leaders

[·] Years of experience

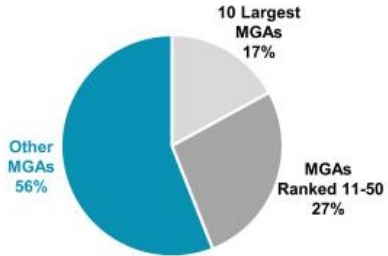
Proven Management Bench to Drive Profitable Growth and Expansion

Fragmented MGA Sector Presents Compelling Opportunity

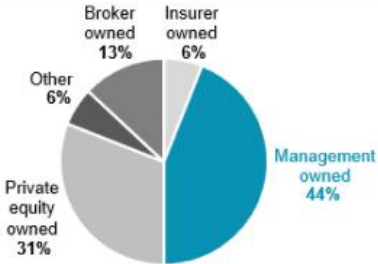
U.S. MGA Market¹

\$82 bn	14%	44%
2023 DPW	YoY Growth	Mgt owned

'23 Premium Market Share by Size of Nonaffiliated MGA¹



U.S. MGA Breakdown by Ownership Structure¹



Historical Trends¹

- The MGA market more than doubled in size between 2014–2023 supported by the strong growth of the Excess & Surplus (E&S) insurance market
- Premium growth has been driven primarily by MGAs unaffiliated with an insurance carrier
- In 2023, the U.S. market was estimated to have over 1,100 MGAs with 800 identified in statutory filings and another 350 estimated to fall below the filing threshold
- Management-owned MGAs constitute 44% of the market, creating significant opportunity for M&A

Premium by Affiliation^{1, 2}
(\$in billions)

Category	2018	2019	2020	2021	2022	2023	5YR CAGR
Nonaffiliated	14.5	16.2	15.9	25.5	32.7	37.1	20.7%
Affiliated	26.2	24.5	26.1	24.8	31.9	37.4	7.4%
Crop	4.7	4.7	4.9	6.4	8.3	7.8	10.7%
Total	45.4	45.4	46.9	56.7	72.9	82.3	12.6%

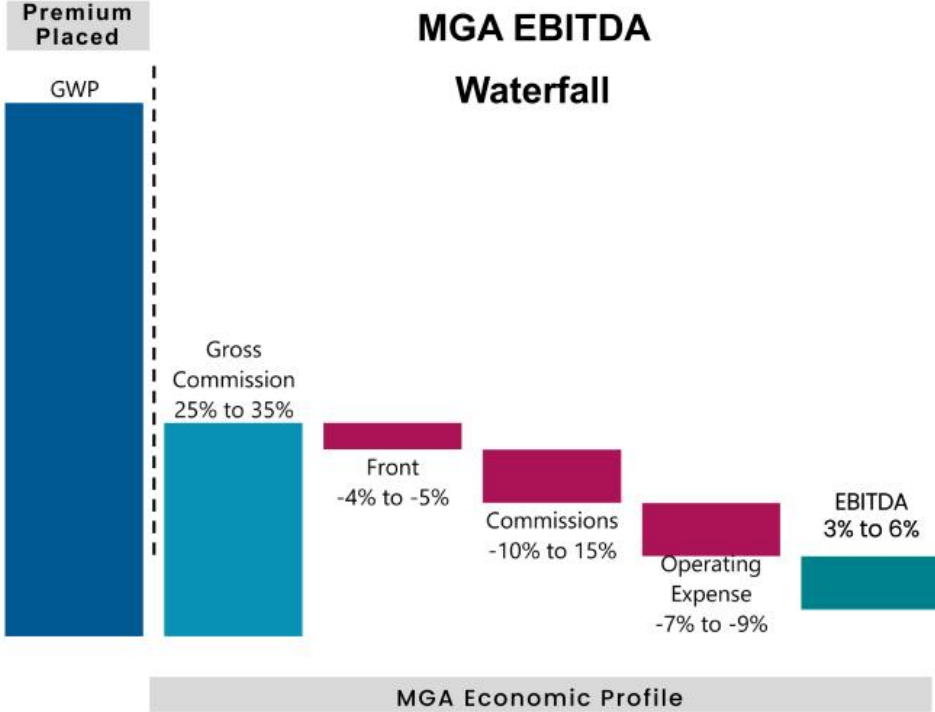
Ambac’s Insurance Distribution Strategy Capitalizes on Growth in the MGA and E&S Markets

1. Conning, *Managing General Agents: Ahead of the Pack*, <https://tinyurl.com/ConningMGA/Report2024>
 2. Affiliated MGAs are owned by an insurer; nonaffiliated MGAs are independent of an insurer



MGA Program Model Economics

- MGAs generate recurring revenue and earnings based on a percentage of the insurance premium (“Premium Placed”) they underwrite on behalf of insurance carriers
 - Some MGAs may also be entitled to profit commissions, which are based on the performance of the business they underwrite
- MGAs provide expertise and underwriting sophistication for specific lines of business that not all carriers have access to
- MGA margin profiles are sensitive to the class of business, the scale of the business, and the underwriting track record of the team, but MGAs do not assume balance sheet risk
- Operating expenses include TPA fees and tax



MGA EBITDA is Not Exposed to Balance Sheet Risk

Well Positioned to Compete in Program & MGA Sector

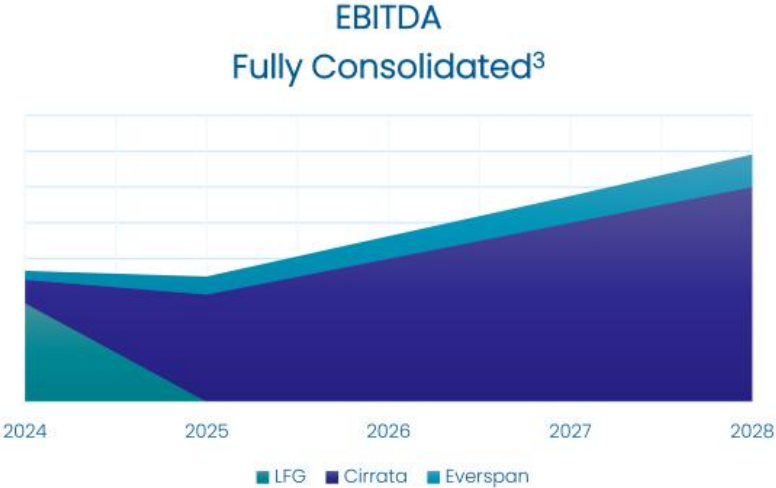
	<i>Ambac</i>	Private Equity Roll-ups	Large, Publicly Traded Brokers	Large Private Consolidators
Strategic Operator	✓	✗	✓	✓
Partnership Model	✓	✓	✗	✗
MGA Program Pure-Play	✓	✗	✗	✗
Shared Services Platform	✓	✗	✗	✓
Aligned Capacity	✓	✓	✗	✗



Strategic Position Supports Profile as an Attractive Destination for MGAs

EBITDA by Operating Segment

By 2028 almost 80% of EBITDA is expected to be attributed to Cirrata^{1,2}



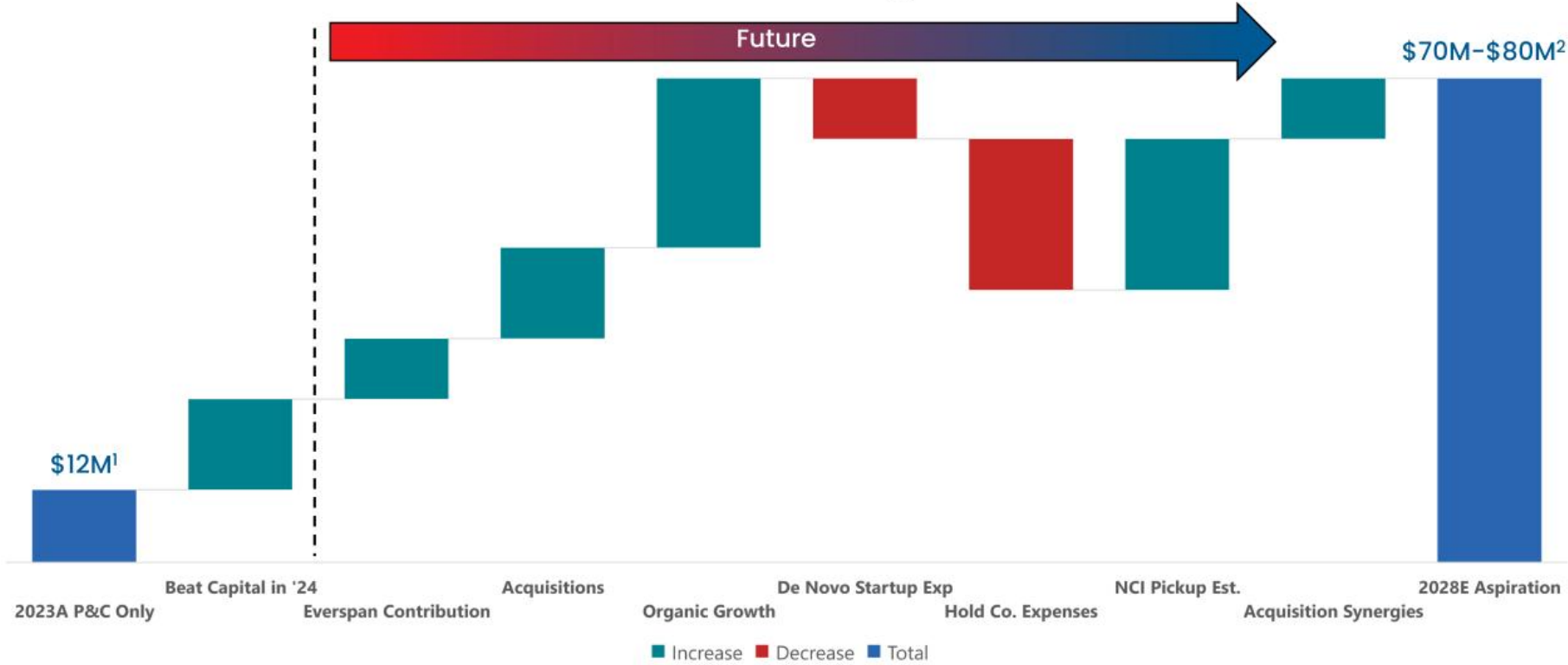
Cirrata’s EBITDA Expected to Grow Organically, Strategically, and via NCI Pickup

PAGE 9

1. Excludes Holding Company Net Expense
2. Represents management forecasts, which are subject to market conditions, risk factors described in Ambac’s Annual Report on Form 10-K filed with the SEC on February 27, 2024, and subsequent SEC filings, and changes in the views of management. Actual results may differ materially.
3. Reconciliation of Non-GAAP measure on slide 30



Ambac Consolidated EBITDA Bridge



2028 Aspiration Implies a +40% EBITDA CAGR

1. Reconciliation of Non-GAAP measure on slide 30
 2. Represents management forecasts, which are subject to market conditions, risk factors described in Ambac's Annual Report on Form 10-K filed with the SEC on February 27, 2024, and subsequent SEC filings, and changes in the views of management. Actual results may differ materially.



CIRRATA GROUP

INSURANCE DISTRIBUTION PLATFORM

Ambac

Cirrata Overview



- Currently operates a portfolio of 16 specialty distribution and underwriting businesses via a partnership model to align interests
- Provide top-tier underwriting and management teams the tools, resources, and investment needed to grow, achieve superior returns, and create long-term value
- Organic growth supported by ~\$5-\$10M of annual investments in launching new de novo MGAs
- Significant synergies to be realized across the platform

2025E ¹	Action Items	2028E ¹ Aspirations
+\$1 Billion Premium	8-10 de novo launches	+\$2 Billion Premium
~\$150-175 Million Revenue	+15% Organic Growth	+\$325 Million Revenue
Mid/High-20s EBITDA ² Margin	M&A + Additional NCI Pickup	~30s EBITDA ² Margin

2028 Aspirations Achieved with Mix of Strategic Transactions & Strong Organic Growth

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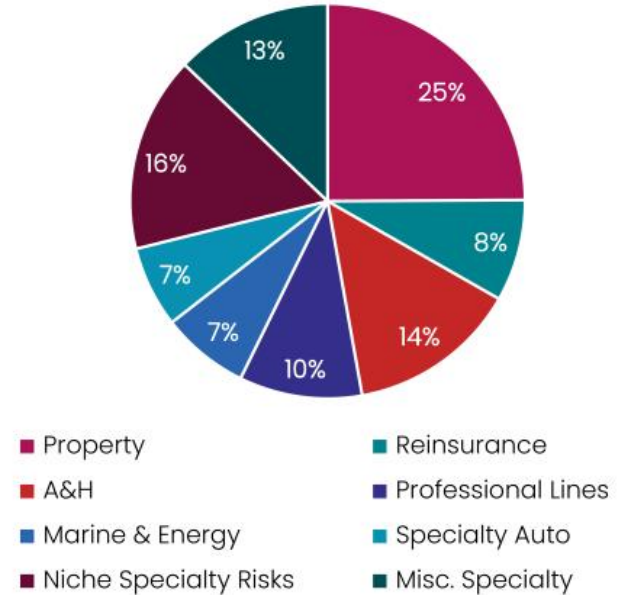
Cirrata Value Drivers

Attribute	Cirrata Approach	MGA View
Strategic Operator	Permanent capital platform with broad industry distribution and capacity relationships	Principals don't have to be concerned with future changes in ownership and can focus on leveraging broad industry relationships to support growth
Alignment of Interests	Incentivize MGA management teams to grow the business profitably through ownership and comp structure	Principals maintain a meaningful minority ownership interest and continue to run the business day to day
Expertise	Deep specialty product and market expertise to help fuel organic growth	Capitalize on product and industry expertise to help drive revenue, improve results, and reduce expenses
Underwriting Focus	Reduce the administrative burden on principals so they can focus on their core skillset – underwriting and product development	A menu of solutions to provide the services each individual MGA needs so it can minimize distractions
Economies of Scale	Leverage size and scale of MGA portfolio to drive more opportunities, capture synergies and improve EBITDA margins.	Means to access the capacity and distribution of Cirrata and its portfolio companies to accelerate growth
Data Driven Underwriting	Help businesses leverage data to improve risk selection, pricing and underwriting results	Ability to tap into data capabilities not typically available to smaller to mid-sized MGA platforms

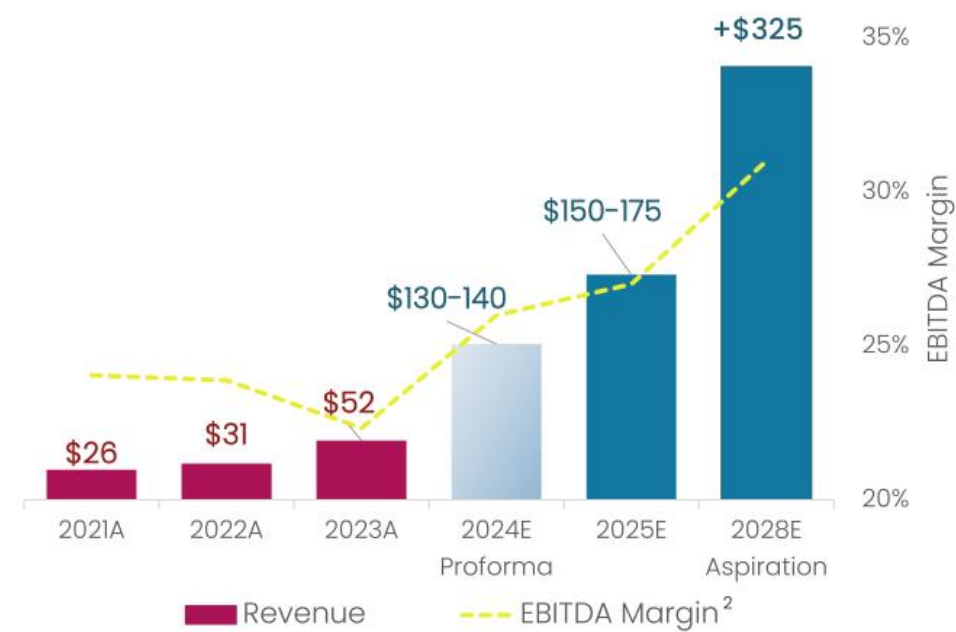
Our Core Attributes Drive Value Creation for our MGAs, Carrier Partners, and Shareholders

Growing & Diversified Portfolio with Attractive Margins

Cirrata Premium by Risk Type ~\$1 Billion Proforma in '24E¹



Cirrata Proforma Revenue¹ & EBITDA Margins¹ (in millions)



Diverse U.S. E&S Market Focus Helps Manage Pricing Cyclicity

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De Novo Framework

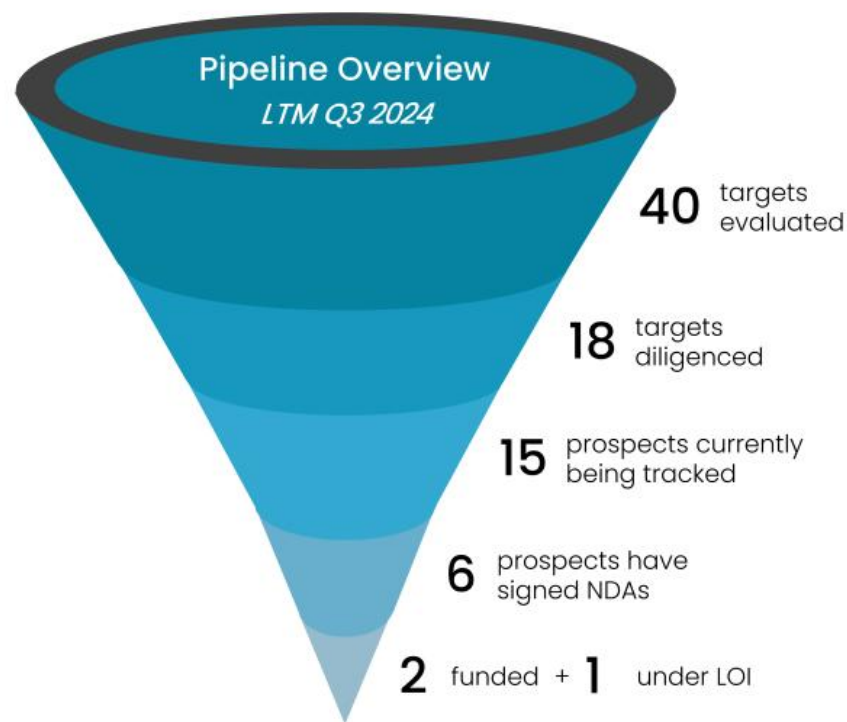
Disciplined execution for launch of de novo businesses
(Target go-live 120-150 days from agreement to launch)



- Teams with a strong cultural fit and operational skills to develop the platform
- Management teams with a strong track record of underwriting profitability and reinsurance following
- Specialist product focus with a market relevant value proposition and distribution support
- Scalable opportunities that achieve positive cash flows and margins within reasonable time frames (target 24 months)
- Aligned structures that provide incentive for profitable growth and margin expansion
- Estimated \$2-\$5M of capital per launch
- Provide ongoing support for strategic, financial and operational capabilities

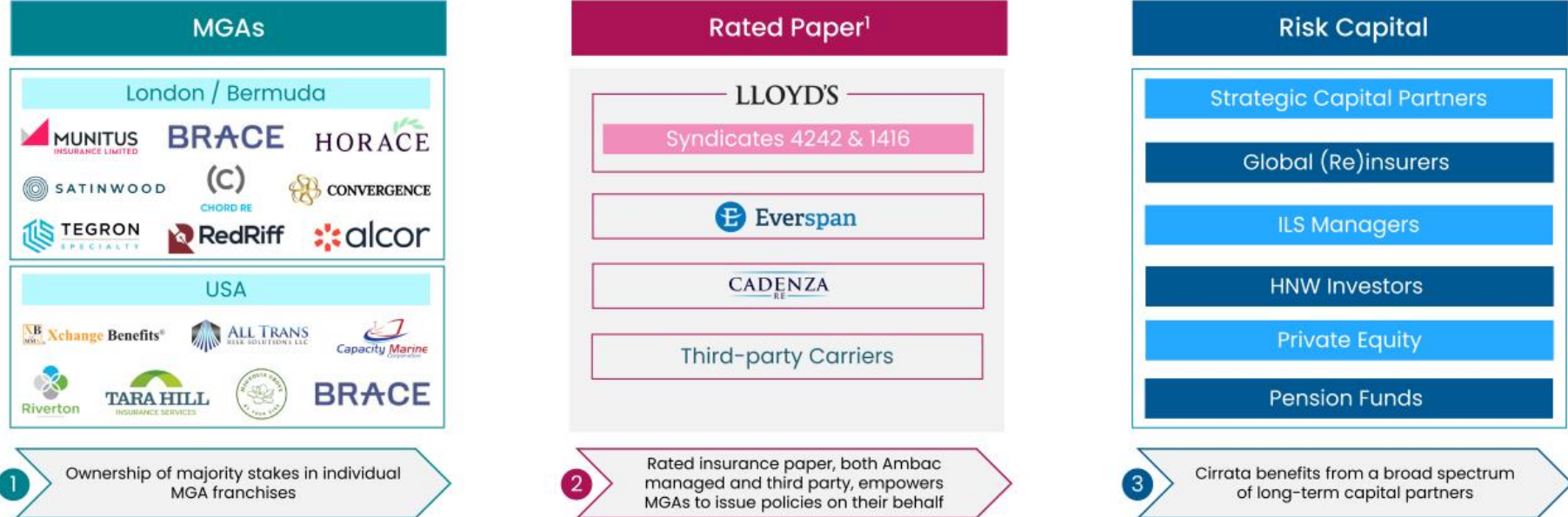
De Novo Break-Even Over the First 12-24 Months From Launch

Robust Acquisition Pipeline to Support Growth Globally



Acquisition Pipeline Supports Cirrata Growth Projections







Connecting Risk to Capital



Ambac Managed Insurance Paper Increases MGA Access to Risk Capital

1. CADENZA RE is an Ambac managed non-rated Bermuda collateralized reinsurer facilitating access to third party risk capital

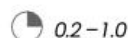
Beat Capital Synergies Framework ~\$5-\$10 Million

CATEGORY	DESCRIPTION OF BENEFIT	HOW SYNERGY ARISES	TIMING
Sales & Marketing	<ul style="list-style-type: none"> Stronger distribution relationships (e.g. brokers) through combined sales and marketing efforts 	 Beat and Cirrata have limited overlap of distribution relationships due to their differing geographies and product-sets. Combined, their size and product offerings make them a more important client to brokers	Immediate - 1 year
Third-Party Vendors	<ul style="list-style-type: none"> Consolidate vendors across portfolio and secure improved pricing through greater scale 	 Rationalization of similar third-party vendors provides consolidation opportunity, and increased scale of the combined entity creates greater negotiating power	1 year
Staff Consolidation	<ul style="list-style-type: none"> Reduce volume of managerial roles by establishing cross-business responsibilities 	 Potential consolidation of managerial and functional roles in Claims, Operations and IT	1 year
Pipeline Expansion	<ul style="list-style-type: none"> Broaden U.S. pipeline potential for Beat 	 Cirrata's U.S. footprint and relationships provide clear access and routes for U.S. MGAs to join Beat	1 - 3 years
Everspan Reinsurance	<ul style="list-style-type: none"> Accelerate and support Beat U.S. MGA growth by utilizing Everspan reinsurance capacity 	 Everspan has appetite to provide reinsurance to MGA programs. Affiliated capacity enables speed to market for de novo MGAs	2 - 5 years
Capacity Expansion	<ul style="list-style-type: none"> Attract new capacity under Lloyd's framework to support growth ambitions 	 As a publicly-traded U.S. company, Ambac can attract new, highly synergistic capacity to the Lloyd's platform to support growth	1 - 4 years

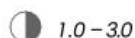
Annual Revenue /
Cost Benefit (\$m):



< 0.2



0.2 - 1.0



1.0 - 3.0



3.0 - 8.0



8.0 +

*Value is measured as Revenue which would be generated through Commission fee increases or expense base reductions

Synergies Expected to Create Significant Value

EVERSPAN GROUP

SPECIALTY P&C PROGRAM INSURER

Ambac

Everspan: Specialty P&C Program Insurer Overview



- Established in 2021
- Expanding support of Cirrata MGAs & Programs
- Capital light platform with fee focus and limited risk retention
- +20 Programs and MGA partners
- Growing program fees are highly accretive
- Everspan reached initial profitability in 3Q23 and focused on increasing long-term returns
- Long-term objective: mid-teen ROE

	2023A	2024E ²	2025E ²
Gross Written Premiums (GWP)	\$273M GWP ¹	~\$375M- \$400M GWP ¹	~\$400M- \$500M GWP ¹
Net Written Premiums (NWP)	\$80M NWP ¹	~\$95M NWP ¹	NWP ¹ 15-25% of GWP ¹
Program Fees	\$8M of Program Fees	~\$12M of Program Fees	+\$15M of Program Fees

Program Fees and Sliding Scale Commissions Reduce Performance Volatility

1. "GWP" = Gross Written Premiums & "NWP" = Net Written Premium
 2. Represents management forecasts, which are subject to market conditions, risk factors described in Ambac's Annual Report on Form 10-K filed with the SEC on February 27, 2024 and subsequent SEC filings, and changes in the views of management. Actual results may differ materially.

Everspan Hybrid Fronting Carrier

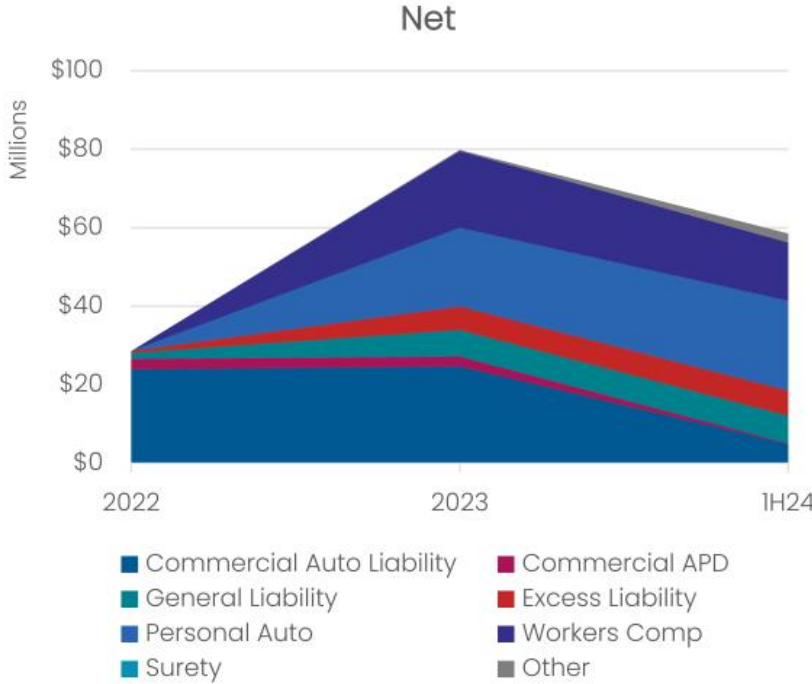
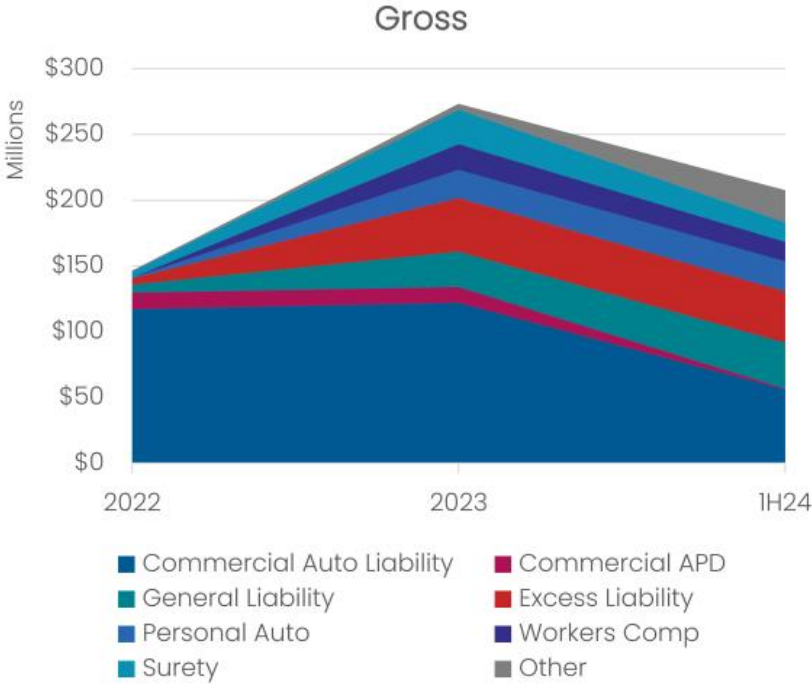
As part of Ambac’s focus on providing paper to its expanding Cirrata business and support select U.S. specialty programs, Everspan provides both admitted and E&S capacity backed by a panel of leading global reinsurers.

Everspan brings deep expertise in the U.S. specialty markets and is recognized by reinsurers for its underwriting and program management services.



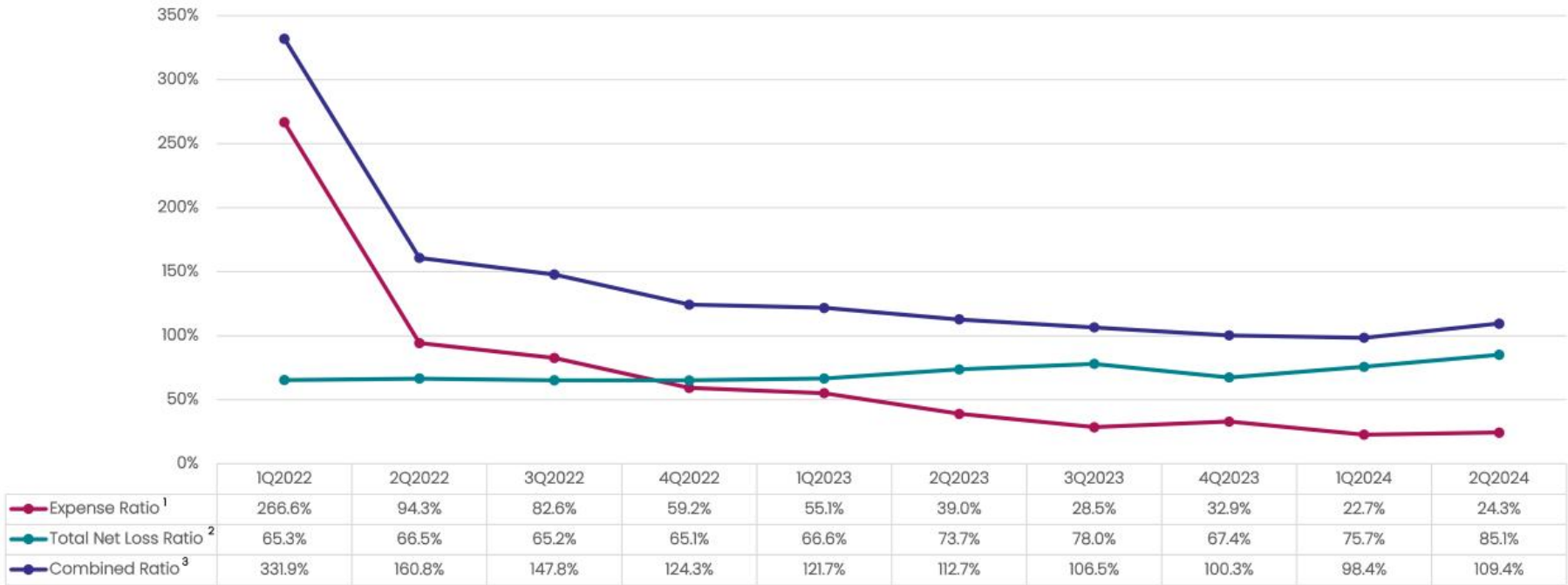
Active Oversight of Program Partners Facilitates an Alignment of Interests

Premium Written by Line Of Business as of 2Q24



Scale and Diversification Should Improve Underwriting Performance

Diversification & Scale Improves Underwriting



Striving for a Long-Term Low-90s Combined Ratio

1. Expense ratio includes program fee revenue as a reduction to net acquisition costs
 2. Total Net Loss Ratio is total net losses incurred (case + IBNR + ULAE) divided by net premiums earned
 3. Combined Ratio is sum of expense ratio and total net loss ratio



CONCLUSION

Ambac

Preliminary 2025 Guidance¹

Cirrata

- Premiums: \$1.1 - \$1.3 billion
- Revenue: \$150 - \$175 million
- EBITDA Margin: +20%

Everspan

- GPW: \$400 - \$500 million
- Retention Rate: 15-20%
- Combined Ratio Under 100%

Hold Co.

- Hold Co. Net Op Ex: \$25 - \$30 million

Where we see ourselves over next 3 to 5 years¹



8-10
De Novo Start Ups



5-10
Acquisitions



40%
EBITDA CAGR










+15%
Annual Organic Growth

\$70-80 Million of Consolidated EBITDA in 2028E¹

PAGE 25 1. Represents management preliminary forecasts, which are subject to market conditions, risk factors described in Ambac's Annual Report on Form 10-K filed with the SEC on February 27, 2024, and subsequent SEC filings, and changes in the views of management. Actual results may differ materially.



Select Public Peer Benchmarks

	TWFG	BWIN	GOOSEHEAD	TRADITIONAL INSURANCE BROKERS ¹
				   
IPO Date	7/17/2024	10/24/2019	4/27/2018	
2024E Revenue (\$bn) ¹	\$0.2	\$1.4	\$0.3	\$13.2
2024E EBITDA (\$m) ¹	\$39	\$319	\$70	\$4.0
Revenue CAGR ²	~15%	~70%	~30%	~10%
Organic growth expectations ¹	Mid-teens	Mid-teens	>20%	Mid-single digits
EBITDA Margin ¹	~20% (gross) / ~50% (net)	~23%	~28%	~30%
EV/2024E/2025E EBITDA ¹	30.9x / 25.0x	19.0x / 15.2x	35.9x / 21.6x	17.1x / 15.6x
P/2024E/2025E EPS ¹	49.4x / 39.7x	26.8x / 19.7x	42.3x / 30.5x	23.7 x / 21.7x

Ambac's Distribution Focused Platform Comps

1. Projected guidance from JMP's Goosehead report dated 7/25/24 and Dowling Partners IBNR #33 dated 8/15/24
 2. For listed businesses, revenue CAGR is based on 2020-2023 except RSG (2021-2023)

FINANCIAL APPENDIX

Ambac

Estimated Sources and Uses of Funds Post AAC Sale

(in millions)	Sources	Notes
<u>SOURCES</u>		
AFG Cash and Short-Term Investments 06/30/24	\$171	
AAC sale proceeds	\$420	Assumes sale of AAC closes 12/31/24
Debt facility and Co-Investment Proceeds	\$212	
Total Sources	\$803	
<u>USES</u>		
Beat acquisition	(\$249)	Closed 8/1/24, effective 7/31/24
Debt and Co-investment Repayment	(\$220)	Assumes sale of AAC closes 12/31/24
Operating expenses (net), including Beat and AAC transaction costs and taxes	(\$45)	
Capital investments (cap-ex, De-Novo, other investments)	(\$8)	Based on contractual commitments and estimated. cap-ex
Total Uses	(\$522)	
Cash Reserve	(\$50)	
AFG Cash and Short-Term Investments (net of cash reserve) 12/31/24	\$231	
Capital Management	(\$50)	
AFG Cash and Short-Term Investments 12/31/24 net of Capital Management	\$181	

Earnings Measures by Reporting Segment (2023)

Year Ended December 31, 2023											
(\$ in millions)	LFG	SPC	ID	CORP	CONS	(\$ in millions)	LFG	SPC	ID	CORP	CONS
Gross premiums written	\$ 14.8	\$ 273.3			\$ 288.1	Expenses:					
Net premiums written	(35.5)	79.8			44.4	Losses and loss adjustment expenses	\$ (69.3)	\$ 36.7			\$ (32.6)
Net premiums placed			\$ 230.6		230.6	Amortization of deferred acquisition costs, net	—	10.6			10.6
Revenues:						General and administrative expenses ⁽¹⁾	106.3	16.5	\$ 10.6	\$ 21.3	154.6
Net premiums earned	26.0	51.9			78.0	Commission expense			29.5		29.5
Commission income			51.3		51.3	Total expenses included for EBITDA	37.0	63.7	40.1	21.3	162.1
Program fees		8.4			8.4	EBITDA ⁽²⁾	107.3	0.4	11.5	(12.2)	107.0
Net investment income	127.0	3.8	0.1	\$ 9.3	140.1	Less: Interest expense	64.0				64.0
Net investment gains (losses), including impairments	(22.5)	—		0.1	(22.5)	Less: Depreciation expense ⁽¹⁾	1.3	—	—	0.3	1.7
Net gains (losses) on derivative contracts	(0.7)			(0.3)	(1.0)	Less: Intangible amortization	24.7		4.2		28.9
Other income	14.5	—	0.2	—	14.7	Pretax income (loss)	17.2	0.4	7.3	(12.5)	12.4
Total revenues and other income	\$ 144.3	\$ 64.1	\$ 51.5	\$ 9.1	\$ 269.1	Provision (benefit) for income taxes	8.4	—	0.2	(1.2)	7.4
						Less: net (gain) loss attributable to noncontrolling interest			(1.3)		(1.3)
						Plus: gain on purchase of auction market preferred shares	—				—
						Net income (loss) attributable to common stockholders	\$ 8.8	\$ 0.3	\$ 5.8	\$ (11.3)	\$ 3.6

LFG = Legacy Financial Guarantee Insurance, SPC = Specialty Property & Casualty Insurance, ID = Insurance Distribution, CORP = Corporate & Other and CONS = Consolidated

1. The Consolidated Statements of Comprehensive Income presents the sum of these items as General and Administrative Expenses.
2. EBITDA is prior to the impact of noncontrolling interests and relates to subsidiaries where Ambac does not own 100% in the amount of \$2.1 for the year ended December 31, 2023. Noncontrolling interests are primarily in the Insurance Distribution segment.

Key Transaction Details of AAC Sale

Overview

Selling 100% of legacy financial guarantee business to Oaktree

\$420M sale price with potential upward adjustments

100% cash consideration + 9.9% equity warrants priced at \$18.50

Estimated closing 4Q24 or 1Q25

Financial Impact

Pro-forma Book Value \$849M

\$983M of surplus note debt eliminated

\$19B reduction of insured net par outstanding

AFG preserves \$1.3B of NOLs

Use of Proceeds

Repay all or a portion of the acquisition funding

Pay costs and expenses related to the sale

Implement share repurchase program

Capital for future acquisitions

Pro-forma Impact of AAC Sale¹

Ambac's balance sheet will materially de-risk post AAC sale; will complete shift to a capital-light business

(in millions)	2Q24 Actual	2Q24 Pro-Forma ³	% Change
Total assets	\$8,184	\$1,505	(82)%
Loss and loss adjustment expense reserves	\$890	\$286	(68)%
Long-term debt	\$1,015	\$—	(100)%
Adjustable Market Preferred "AMPS"	\$115	\$—	(100)%
Insured net par outstanding "NPO"	\$18,700	\$—	(100)%
Book value ²	\$1,368	\$849	(38)%
Book Value per Share ^{2,4}	\$30.25	\$18.78	(38)%
Tangible Book Value ²	\$1,013	\$720	(29)%
Tangible Book Value per Share ^{2,4}	\$22.41	\$15.93	(29)%
Debt/Equity %	74 %	— %	(100)%
Reserves/Equity %	65 %	34 %	(48)%

1. Excludes any impact related to the acquisition of Beat Capital
2. Excludes impact of transaction expenses
3. Preliminary estimate subject to change
4. Bases on a 45.2 million share count as of June 30, 2024

About Ambac

Ambac Financial Group, Inc. (“Ambac” or “AFG”) is a financial services holding company headquartered in New York City. Ambac’s core business is a growing specialty P&C distribution and underwriting platform. Ambac also has a legacy financial guaranty business in run off. Ambac’s common stock trades on the New York Stock Exchange under the symbol “AMBC”. Ambac is committed to providing timely and accurate information to the investing public, consistent with our legal and regulatory obligations. To that end, we use our website to convey information about our businesses, including the anticipated release of quarterly financial results, quarterly financial, statistical and business-related information. For more information, please go to www.ambac.com.

The Amended and Restated Certificate of Incorporation of Ambac contains substantial restrictions on the ability to transfer Ambac’s common stock. Subject to limited exceptions, any attempted transfer of common stock shall be prohibited and void to the extent that, as a result of such transfer (or any series of transfers of which such transfer is a part), any person or group of persons shall become a holder of 5% or more of Ambac’s common stock or a holder of 5% or more of Ambac’s common stock increases its ownership interest.

Contact

Charles J. Sebaski
Managing Director, Investor Relations

(212) 208-3222
ir@ambac.com