FORM 10-K

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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

For the fiscal year ended December 31, 2022

☐ 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 1-10816

MGIC Investment Corporation

(Exact name of registrant as specified in its charter)

Wisconsin	39-1486475
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
250 E. Kilbourn Avenue	
Milwaukee, Wisconsin	53202
(Address of principal executive offices)	(Zip Code)

(414) 347-6480

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, par value $1 per share	MTG	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer ☒	Accelerated filer ☐	Non-accelerated filer ☐	Smaller reporting company ☐	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. : Approximately $4.6 billion*

* Solely for purposes of computing such value and without thereby admitting that such persons are affiliates of the Registrant, shares held by directors and executive officers of the Registrant are deemed to be held by affiliates of the Registrant. Shares held are those shares beneficially owned for purposes of Rule 13d-3 under the Securities Exchange Act of 1934 but excluding shares subject to stock options.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of February 17, 2023, there were 290,428,422 shares of common stock of the registrant, par value $1.00 per share, outstanding.

The following documents have been incorporated by reference in this Form 10-K, as indicated:

Document	Part and Item Number of Form 10-K Into Which Incorporated*
Proxy Statement for the 2023 Annual Meeting of Shareholders, provided such Proxy Statement is filed within 120 days after December 31, 2022. If not so filed, the information provided in Items 10 through 14 of Part III will be included in an amended Form 10-K filed within such 120 day period.	Items 10 through 14 of Part III

* In each case, to the extent provided in the Items listed.

Table of Contents

			Page No.
PART I			
	Item 1.	Business.	8
	Item 1A.	Risk Factors.	26
	Item 1B.	Unresolved Staff Comments.	38
	Item 2.	Properties.	38
	Item 3.	Legal Proceedings.	38
	Item 4.	Mine Safety Disclosures.	38
PART II			
	Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.	40
	Item 6.	Reserved.	41
	Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations.	42
	Item 7A.	Quantitative and Qualitative Disclosures About Market Risk.	75
	Item 8.	Financial Statements and Supplementary Data.	76
	Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.	120
	Item 9A.	Controls and Procedures.	120
	Item 9B.	Other Information.	120
	Item 9C.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	120
PART III			
	Item 10.	Directors, Executive Officers and Corporate Governance.	121
	Item 11.	Executive Compensation.	121
	Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.	121
	Item 13.	Certain Relationships and Related Transactions, and Director Independence.	121
	Item 14.	Principal Accountant Fees and Services.	122
PART IV			
	Item 15.	Exhibits and Financial Statement Schedules.	123
	Item 16.	Form 10-K Summary (optional)	126
SIGNATURES			127

Glossary of terms and acronyms

/ A

ARMs
Adjustable rate mortgages

ABS
Asset-backed securities

ASC
Accounting Standards Codification

Available Assets
Assets, as designated under the PMIERs, that are readily available to pay claims, and include the most liquid investments

/ B

Book or book year
A group of loans insured in a particular calendar year

BPMI
Borrower-paid mortgage insurance

/ C

CFPB
Consumer Financial Protection Bureau

CLO
Collateralized loan obligations

CMBS
Commercial mortgage-backed securities

COVID-19 Pandemic
An outbreak of the novel coronavirus disease, later named COVID-19. The outbreak of COVID-19 was declared a pandemic by the World Health Organization and a national emergency in the United States in March 2020

CRT
Credit risk transfer. The transfer of a portion of mortgage credit risk to the private sector through different forms of transactions and structures

/ D

DAC
Deferred insurance policy acquisition costs

Debt-to-income ("DTI") ratio
The ratio, expressed as a percentage, of a borrower's total debt payments to gross income

Delinquent Loan
A loan that is past due on a mortgage payment. A delinquent loan is typically reported to us by servicers when the loan has missed two or more payments. A loan will continue to be reported as delinquent until it becomes current or a claim payment has been made. A delinquent loan is also referred to as a default

Delinquency Rate
The percentage of insured loans that are delinquent

Direct
Before giving effect to reinsurance

/ E

EPS
Earnings per share

/ F

Fannie Mae
Federal National Mortgage Association

FCRA
Fair Credit Reporting Act

FHA
Federal Housing Administration

FHFA
Federal Housing Finance Agency

FHLB
Federal Home Loan Bank of Chicago, of which MGIC is a member

FICO score
A measure of consumer credit risk provided by credit bureaus, typically produced from statistical models by Fair Isaac Corporation utilizing data collected by the credit bureaus

Freddie Mac
Federal Home Loan Mortgage Corporation

/ G

GAAP
Generally Accepted Accounting Principles in the United States

GSEs
Collectively, Fannie Mae and Freddie Mac

/ H

HAMP

Home Affordable Modification Program

HARP

Home Affordable Refinance Program

Home Re Entities

Unaffiliated special purpose insurers domiciled in Bermuda that participate in our aggregate XOL transactions through the ILN market.

Home Re Transactions

Excess-of-loss reinsurance transactions with the Home Re Entities

HOPA

Homeowners Protection Act

HUD

Housing and Urban Development

/ I

IBNR Reserves

Loss reserves established on loans we estimate are delinquent, but for which the delinquency has not been reported to us

IIF

Insurance in force, which for loans insured by us, is equal to the unpaid principal balance, as reported to us

ILN

Insurance-linked notes

/ L

LAE

Loss adjustment expenses, which includes the costs of settling claims, including legal and other expenses and general expenses of administering the claims settlement process.

Loan-to-value ("LTV") ratio

The ratio, expressed as a percentage, of the dollar amount of the first mortgage loan to the value of the property at the time the loan became insured and does not reflect subsequent housing price appreciation or depreciation. Subordinate mortgages may also be present

Long-term debt:

5.75% Notes

5.75% Senior Notes

5.25% Notes

5.25% Senior Notes due on August 15, 2028, with interest payable semi-annually on February 15 and August 15 of each year

9% Debentures

9% Convertible Junior Subordinated Debentures due on April 1, 2063, with interest payable semi-annually on April 1 and October 1 of each year

FHLB Advance or the Advance

1.91% Fixed rate advance from the FHLB

Loss ratio

The ratio, expressed as a percentage, of the sum of net incurred losses and loss adjustment expenses to net premiums earned

Low down payment loans or mortgages

Loans with less than 20% down payments

LPMI

Lender-paid mortgage insurance

/ M

MBS

Mortgage-backed securities

MD&A

Management's discussion and analysis of financial condition and results of operations

MGIC

Mortgage Guaranty Insurance Corporation, a subsidiary of MGIC Investment Corporation

MAC

MGIC Assurance Corporation, a subsidiary of MGIC

Minimum Required Assets

The minimum amount of Available Assets that must be held under the PMIERs, which is based on an insurer's book of RIF and is calculated from tables of factors with several risk dimensions, reduced for credit given for risk ceded under reinsurance transactions, and subject to a floor of $400 million

MPP

Minimum Policyholder Position, as required under certain state requirements. The “policyholder position” of a mortgage insurer is its net worth or surplus, contingency reserve and a portion of the reserves for unearned premiums

/ N

N/A

Not applicable for the period presented

NAIC

The National Association of Insurance Commissioners

NIW

New Insurance Written, is the aggregate original principal amount of the mortgages that are insured during a period

N/M

Data, or calculation, deemed not meaningful for the period presented

NPL

Non-performing loan, which is a delinquent loan, at any stage in its delinquency

/ O

OCI

Office of the Commissioner of Insurance of the State of Wisconsin

/ P

Persistency

The percentage of our insurance remaining in force from one year prior

PMI

Private Mortgage Insurance (as an industry or product type)

PMIERs

Private Mortgage Insurer Eligibility Requirements issued by each of Fannie Mae and Freddie Mac to set forth requirements that an approved insurer must meet and maintain to provide mortgage guaranty insurance on loans delivered to or acquired by Fannie Mae or Freddie Mac, as applicable

Premium Rate

The contractual rate charged for coverage under our insurance policies

Premium Yield

The ratio of premium earned divided by the average IIF outstanding for the period measured

Primary Insurance

Insurance that provides mortgage default protection on individual loans. Primary insurance may be written on a "flow" basis, in which loans are insured in individual, loan-by-loan transactions, or on a "bulk" basis, in which each loan in a portfolio of loans is individually insured in a single bulk transaction

Profit Commission

Payments we receive from reinsurers under each of our quota share reinsurance transactions if the annual loss ratio is below levels specified in the quota share reinsurance transaction

/ Q

QSR Transaction

Quota share reinsurance transaction with a group of unaffiliated reinsurers

2015 QSR

Our QSR transaction that provided coverage on eligible NIW written prior to 2017

2017 QSR

Our QSR transaction that provided coverage on eligible NIW in 2017

2018 QSR

Our QSR transaction that provided coverage on eligible NIW in 2018

2019 QSR

Our QSR transaction that provided coverage on eligible NIW in 2019

2020 QSR

Our QSR transactions that provide coverage on eligible NIW in 2020

2021 QSR

Our QSR transactions that provide coverage on eligible NIW in 2021

2022 QSR

Our QSR transactions that provide coverage on eligible NIW in 2022

2023 QSR

Our QSR transactions that provide coverage on eligible NIW in 2023

Credit Union QSR

Our QSR transaction that provides coverage on eligible NIW from credit union institutions originated from April 1, 2020 through December 31, 2025

/ R

RESPA

Real Estate Settlement Procedures Act

RIF

Risk in force, which for an individual loan insured by us, is equal to the unpaid loan principal balance, as reported to us, multiplied by the insurance coverage percentage. RIF is sometimes referred to as exposure

Risk-to-capital

Under certain state regulations, the ratio of RIF, net of reinsurance and exposure on policies currently in default and for which loss reserves have been established, to the level of statutory capital

RMBS

Residential mortgage-backed securities

/ S

State Capital Requirements

Under certain state regulations, the minimum amount of statutory capital relative to risk in force (or similar measure)

/ T

TILA

Truth in Lending Act

Traditional XOL Transaction

Excess-of-loss reinsurance transaction with a group of unaffiliated reinsurers that provides coverage on eligible NIW in 2022

/ U

Underwriting expense ratio

The ratio, expressed as a percentage, of the underwriting and operating expenses, net and amortization of DAC of our combined insurance operations (which excludes underwriting and operating expenses of our non-insurance subsidiaries) to net premiums written

Underwriting profit

Net premiums earned minus incurred losses and underwriting and operating expenses

USDA

U.S. Department of Agriculture

/ V

VA

U.S. Department of Veterans Affairs

VIE

Variable interest entity

/ X

XOL Transactions

Excess-of-loss reinsurance transactions executed through the Home Re Transactions and the Traditional XOL Transaction

Item 1. Business

See the "Glossary of terms and acronyms" for definitions and descriptions of terms used throughout this annual report.

A. General

We are a holding company and through wholly-owned subsidiaries we provide private mortgage insurance, other mortgage credit risk management solutions, and ancillary services. In 2022, our total revenues were $1.2 billion and our primary NIW was $76.4 billion. As of December 31, 2022, our direct primary IIF was $295.3 billion and our direct primary RIF was $76.5 billion. For further information about our results of operations, see our consolidated financial statements in Item 8 and our MD&A in Item 7. As of December 31, 2022, our principal mortgage insurance subsidiary, MGIC, was licensed in all 50 states of the United States, the District of Columbia, Puerto Rico and Guam. During 2022, we wrote new insurance in each of those jurisdictions.

2023 BUSINESS STRATEGIES

Our business strategies continue to be to 1) maximize the value we create through our mortgage credit enhancement activities; 2) differentiate ourselves through our customer experience; 3) establish a competitive advantage through our digital and analytical capabilities; 4) excel at acquiring, managing and distributing mortgage credit risk and the related capital; 5) maintain financial strength through economic cycles; and 6) foster an environment that embraces diversity and best positions our people to succeed.

2022 ACCOMPLISHMENTS

Following are several of our 2022 accomplishments that furthered our business strategies.

- Earned $865 million of net income ($2.79 per diluted share) for the year, compared to $635 million ($1.85 per diluted share) in 2021.
- Increased primary IIF by more than 7.6% year-over-year.
- Expanded our reinsurance program by securing quota share reinsurance covering the majority of our 2022 and 2023 NIW, and executing excess of loss reinsurance through an ILN and the traditional reinsurance market. These transactions allow us to better manage our risk profile and they provide an alternative source of capital.
- Paid $800 million of cash dividends from MGIC to our holding company. Maintained financial strength and capital flexibility while returning approximately $497 million in capital to shareholders:
    - Repurchased 8.7% of our shares outstanding at the beginning of the year.
    - Increased cash dividends by 25% in the second half of 2022.
- Repurchased $89 million of our 2063 Junior Convertible Debentures, which eliminated approximately 6.8 million potentially dilutive shares.
- Redeemed the outstanding principal balance of the 5.75% Senior Notes at a purchase price of $248 million plus accrued interest.
- Repaid the outstanding principal balance of the FHLB advance at a prepayment price of $156 million.
- Established a Transformation Management Office and Senior Leadership Team (the "SLT") to oversee technological investment governance and lead an enterprise-wide business prioritization process. Continued to transform our business processes along a number of dimensions, including modelling, pricing, data and analytics, application programming interfaces, sales and underwriting.
- Continued work on our Affordable Housing Strategy through ongoing participation in the Affordable Housing Advisory Board of the Mortgage Bankers Association and support of the Urban Institute's Housing Finance Innovation Forum, the National Housing Conference, the Coalition of Community Development Financial Institutions, the National Association of Hispanic Real Estate Professionals, the National Association of Real Estate Brokers, the National Conference of State Housing Agencies, and the National Association of Local Housing Finance Agencies.
- Made significant progress in our diversity, equity and inclusion ("DEI") work, including the formation of a DEI Council, leadership participation in DEI Workshops, and the creation of a DEI site on the Company's intranet page.

OVERVIEW OF THE PRIVATE MORTGAGE INSURANCE INDUSTRY AND ITS OPERATING ENVIRONMENT

We established the modern PMI industry in 1957 to provide a private market alternative to federal government insurance programs. PMI covers losses from homeowner defaults on residential mortgage loans, reducing, and in some instances eliminating, the loss to the insured institution.

Fannie Mae and Freddie Mac ("the GSEs") have been the major purchasers of the mortgage loans underlying new insurance written by private mortgage insurers. The GSEs purchase residential mortgage loans as part of their governmental mandate to provide liquidity in the secondary mortgage market. The GSEs cannot buy low down payment mortgage loans without certain forms of credit enhancement. Private mortgage insurance has generally been purchased by lenders in primary mortgage market transactions to satisfy this credit enhancement requirement. Therefore, PMI facilitates the sale of low down payment mortgages in the secondary mortgage market to the GSEs and plays an important role in the housing finance system by assisting consumers, especially first-time and low- and medium-wealth homebuyers, to finance homes with low down payment mortgages. PMI also reduces the regulatory capital that depository institutions are required to hold against certain low down payment mortgages that they hold as assets.

Because the GSEs have been the major purchasers of the mortgages underlying new insurance written by private mortgage insurers, the PMI industry in the U.S. is defined in large part by the requirements and practices of the GSEs. These requirements and practices, as well as those of the federal regulators that oversee the GSEs and lenders, impact the operating results and financial performance of private mortgage insurers. In 2008, the federal

government took control of the GSEs through a conservatorship process. The FHFA is the conservator of the GSEs and has the authority to control and direct their operations.

In 2022 the GSEs submitted Equitable Housing Finance Plans to the FHFA. The Plans seek to advance equity in housing finance over a three year period and include potential changes to the GSEs' business practices and policies. Specifically relating to mortgage insurance, (1) Fannie Mae's Plan contemplates the creation of special purchase credit program(s) ("SPCPs") targeted to historically underserved borrowers with a goal of lowering costs for such borrowers through lower than standard mortgage insurance requirements; and (2) Freddie Mac's Plan contemplates the creation of SPCPs targeted to historically underserved borrowers with the goals of (a) working with mortgage insurers to reduce costs for high LTV borrowers, and (b) updating mortgage insurance cancellation requirements. To the extent the business practices and policies of the GSEs regarding mortgage insurance coverage, costs and cancellation change, including more broadly than through SPCPs, such changes may negatively impact the mortgage insurance industry.

It is uncertain what role the GSEs, FHA and private capital, including private mortgage insurance, will play in the residential housing finance system in the future. The timing and impact on our business of any resulting changes is uncertain. Some changes would require Congressional action to implement and it is difficult to estimate when any action would be final and how long any associated phase-in period may last.

The GSEs have private mortgage insurer eligibility requirements, or "PMIERs", for private mortgage insurers that insure loans delivered to or purchased by the GSEs. The financial requirements of the PMIERs require a mortgage insurer's Available Assets to equal or exceed its Minimum Required Assets. MGIC is in compliance with the PMIERs and eligible to insure loans purchased by the GSEs. In calculating Minimum Required Assets, we receive significant credit for risk ceded under our reinsurance transactions. See "Reinsurance" in this Item 1 for information about our reinsurance transactions and "Regulation – Direct Regulation" in this Item 1 for information about our compliance with the financial requirements of the PMIERs.

The private mortgage insurance industry is greatly impacted by macroeconomic conditions that affect home loan originations and credit performance of home loans, including unemployment rates, home prices, restrictions on mortgage credit due to underwriting standards, interest rates, household formations and homeownership rates. During the years leading up to the financial crisis of the 2000s, the mortgage lending industry increasingly made home loans with higher risk profiles. In certain sections of this Annual Report, we discuss our insurance written in 2005-2008 separately from our insurance written in earlier and later years. Beginning in 2007, job creation slowed and the housing markets began slowing in certain areas, with declines in certain other areas. In 2008 and 2009, employment in the U.S. decreased substantially and nearly all geographic areas in the U.S. experienced home price declines. Together, these conditions resulted in significant adverse developments for us and our industry. The operating environment for private mortgage insurers materially improved after the financial crisis, as the economy recovered.

The COVID-19 pandemic had a material impact on our 2020 financial results. The increased level of unemployment and economic uncertainty resulted in an increase in the number of mortgage delinquencies for which we recorded increased loss reserves. After reaching 14.7% in April 2020, the unemployment rate declined through the end of 2021, and remained below 4% for most of 2022. The number of delinquent mortgages that we insure has also declined through the end of 2022, after reaching its recent peak in June 2020. The decline in delinquent mortgages that we insure, along with favorable loss reserve development in 2022 resulted in our losses incurred significantly decreasing in 2022 compared to 2021, and our net income significantly increasing. For a discussion of the various ways the COVID-19 pandemic may impact us in the future, see our Risk Factor titled "The COVID-19 pandemic may materially impact our business and future financial condition" in Item 1A.

In 2022, $405 billion of mortgages were insured with primary coverage by private mortgage insurers, compared to $585 for the full year of 2021, and $600 billion for full year 2020. The 2022 and 2021 volumes were significantly greater than the recent low in 2010 of $70 billion and greater than the volumes of 2001 through 2007 when, on average, approximately $311 billion of mortgages were insured with primary coverage by private mortgage insurers. The high 2021 and 2020 volumes resulted, in part, from historically low interest rates driving sustained borrower demand, including for refinances, and the effect that the COVID-19 pandemic had on demand for homes.

For most of our business, we and other private mortgage insurers compete directly with federal and state governmental and quasi-governmental agencies that sponsor government-backed mortgage insurance programs, principally the FHA, VA and USDA. The publication *Inside Mortgage Finance* estimates that in 2022, the FHA accounted for 26.7% of low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance, compared to 24.7% in 2021 and 23.4% in 2020. Since 2012, the FHA's market share has been as low as 23.4% (2020) and as high as 42.1% (in 2012). Factors that influence the FHA's market share include relative rates and fees, underwriting guidelines and loan limits of the FHA, VA, private mortgage insurers and the GSEs; lenders' perceptions of legal risks under FHA versus GSE programs; flexibility for the FHA to establish new products as a result of federal legislation and programs; returns expected to be obtained by lenders for Ginnie Mae securitization of FHA-insured loans compared to those obtained from selling loans to the GSEs for securitization; and differences in policy terms, such as the ability of a borrower to cancel insurance coverage under certain circumstances. The focus of the Presidential Administration on equitable housing finance and sustainable housing opportunities increases the likelihood of a reduction in the FHA's mortgage insurance premium rates. Such a rate reduction would negatively impact our NIW; however, given the many factors that influence the FHA's market share, it is difficult to predict the impact. In addition, we also cannot predict how the factors that affect the FHA's share of NIW will change in the future.

Inside Mortgage Finance estimates that in 2022, the VA accounted for 24.5% of all low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance, compared to 30.2% in 2021 and 30.9% in 2020. Since 2012, the VA's market share has been as low as 22.8% (in 2013) and as high a 30.9% (in 2020). We believe that the VA's market share grows as the number of borrowers that are eligible for the VA's program increases and when eligible borrowers opt to use the VA program when refinancing their

mortgages. The VA program offers 100% LTV loans and charges a one-time funding fee that can be included in the loan amount.

The private mortgage insurance industry also competes with alternatives to mortgage insurance, such as investors using risk mitigation and credit risk transfer techniques other than PMI, including capital market transactions entered into by the GSEs and banks; lenders and other investors holding mortgages in portfolio and self-insuring; and "piggyback loans," which combine a first lien loan with a second lien loan. In 2018, the GSEs initiated secondary mortgage market programs with loan level mortgage default coverage provided by various (re)insurers that are not mortgage insurers governed by PMIERs, and that are not selected by the lenders. While we view these programs as competing with traditional private mortgage insurance, we participate in them through an affiliate of MGIC.

The GSEs (and other investors) have also used other forms of credit enhancement that did not involve traditional private mortgage insurance, such as engaging in credit-linked note transactions executed in the capital markets, or using other forms of debt issuances or securitizations that transfer credit risk directly to other investors, including competitors and an affiliate of MGIC; and using other risk mitigation techniques in conjunction with reduced levels of private mortgage insurance coverage.

In addition to the FHA, VA, other governmental agencies and the alternatives to mortgage insurance discussed above, we compete with other mortgage insurers. The level of competition, including price competition, within the private mortgage insurance industry has remained intense over the past several years. See "Our Products and Services – Sales and Marketing and Competition – Competition" below for more information about the impact on our business of competition in the private mortgage insurance industry.

In addition to being subject to the requirements and practices of the GSEs, private mortgage insurers are subject to comprehensive, detailed regulation by state insurance departments. The insurance laws of 16 jurisdictions, including Wisconsin, MGIC's domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to the RIF (or a similar measure) in order for the mortgage insurer to continue to write new business. The NAIC previously announced plans to revise the minimum capital and surplus requirements for mortgage insurers that are provided for in its Mortgage Guaranty Insurance Model Act. In December 2019, a working group of state regulators released an exposure draft of a revised Mortgage Guaranty Insurance Model Act and a risk-based capital framework to establish capital requirements for mortgage insurers, although certain items were not completely addressed by the framework, including the treatment of ceded risk and minimum capital floors. In October 2022, the NAIC working group released a revised exposure draft of the Mortgage Guaranty Insurance Model Act that does not include changes to the capital requirements of the existing Model Act.

GENERAL INFORMATION ABOUT OUR COMPANY

We are a Wisconsin corporation organized in 1984. Our principal office is located at MGIC Plaza, 250 East Kilbourn Avenue, Milwaukee, Wisconsin 53202 (telephone number (414) 347-6480). As used in this annual report, "we," "our" and "us" refer to MGIC Investment Corporation's consolidated operations or to MGIC Investment Corporation, as a separate entity, as the context requires, and "MGIC" refers to Mortgage Guaranty Insurance Corporation.

Our revenues and losses may be materially affected by the risk factors that are included in Item 1A of this annual report and are an integral part of this annual report. These risk factors may also cause actual results to differ materially from the results contemplated by forward looking statements that we may make. Forward looking statements consist of statements that relate to matters other than historical fact. Among others, statements that include words such as we "believe," "anticipate" or "expect," or words of similar import, are forward looking statements. We are not undertaking any obligation to update any forward looking statements or other statements we may make even though these statements may be affected by events or circumstances occurring after the forward looking statements or other statements were made. No reader of this annual report should rely on these statements being current at any time other than the time at which this annual report was filed with the Securities and Exchange Commission.

B. Our Products and Services

MORTGAGE INSURANCE

In general, there are two principal types of private mortgage insurance: "primary" and "pool."

Primary Insurance. Primary insurance provides mortgage default protection on individual loans and covers a percentage of the unpaid loan principal, delinquent interest and certain expenses associated with the default and subsequent foreclosure on the mortgage or sale of the underlying property (collectively, the "claim amount"). In addition to the loan principal, the claim amount is affected by the mortgage note rate and the time necessary to complete the foreclosure or sale process. The insurer generally pays the coverage percentage of the claim amount specified in the primary policy but has the option to pay 100% of the claim amount and acquire title to the property. Primary insurance is generally written on first mortgage loans secured by owner occupied "single-family" homes, which are one-to-four family homes and condominiums. Primary insurance can be written on first liens secured by non-owner occupied single-family homes, which are referred to in the home mortgage lending industry as investor loans, and on vacation or second homes. Primary coverage can be used on any type of residential mortgage loan instrument approved by the mortgage insurer.

References in this document to amounts of insurance written or in force, risk written or in force, and other historical data related to our insurance refer only to direct (before giving effect to reinsurance) primary insurance, unless otherwise indicated. Primary insurance may be written on a flow basis, in which loans are insured in individual, loan-by-loan transactions, or may be written on a bulk basis, in which each loan in a portfolio of loans is individually insured in a single, bulk transaction. Our new primary insurance written was $76.4 billion in 2022, compared to $120.2 billion in 2021 and $112.1 billion in 2020. The 2022 decrease compared to 2021 reflects a decrease in purchase mortgage originations we insured, as well as a decrease in refinance mortgage originations we insured.

The following charts show, on a direct basis, our primary IIF and primary RIF as of December 31 for the years indicated.

Primary insurance and risk in force

(In billions)	**2022**	**2021**	**2020**	**2019**	**2018**
Primary IIF	**$ 295.3**	$ 274.4	$ 246.6	$ 222.3	$ 209.7
Primary RIF	**76.5**	69.3	61.8	57.2	54.1

For loans sold to a GSE, the coverage percentage must comply with the requirements established by the particular GSE to which the loan is delivered. The GSEs have different loan purchase programs that allow different levels of mortgage insurance coverage. Under the "charter coverage" program, on certain loans lenders may choose a mortgage insurance coverage percentage that is less than the GSEs' "standard coverage" and only the minimum required by the GSEs' charters, with the GSEs paying a lower price for such loans. In 2022, a substantial majority of our volume was on loans with GSE standard or higher coverage.

For loans that are not sold to the GSEs, the lender determines the coverage percentage from those that we offer. Higher coverage percentages generally result in increased severity, which is the amount paid on a claim. We charge higher premium rates for higher coverage percentages. However, there can be no assurance that the higher premium rates adequately reflect the risks associated with higher coverage percentages. In accordance with GAAP for the mortgage insurance industry, loss reserves are only established for policies covering delinquent loans. Historically, because relatively few delinquencies occur in the early years of a book of business, the higher premium revenue from higher coverage has been recognized before any significant higher losses resulting from that higher coverage may be incurred. For more information, see "Exposure to Catastrophic Loss; Delinquencies; Claims; Loss Mitigation."

In general, mortgage insurance coverage cannot be terminated by the insurer. However, subject to certain restrictions on our rescission rights as specified in our insurance policy, we may terminate or rescind coverage for, among other reasons, non-payment of premium, certain material misrepresentations and fraud in connection with the application for the insurance policy. Mortgage insurance coverage is renewable at the option of the insured lender, at the renewal rate fixed when the loan was initially insured. Lenders may cancel insurance written on a flow basis at any time at their option or because of mortgage repayment, which may be accelerated because of the refinancing of mortgages.

In the case of a loan purchased by a GSE, a borrower may request termination of insurance based on the home's current value if certain LTV ratio and seasoning requirements are met and the borrowers have an acceptable payment history. For loans seasoned between two and five years, the LTV ratio must be 75% or less, and for loans seasoned more than five years the LTV ratio must be 80% or less. If the borrower has made substantial improvements to the property, the GSEs allow for cancellation once the LTV ratio reaches 80% or less with no minimum seasoning requirement.

Mortgage insurance for loans secured by one-family, primary residences can be canceled under the Homeowners Protection Act ("HOPA"). In general, HOPA requires a servicer to cancel the mortgage insurance if a borrower requests cancellation when the principal balance of the loan is first scheduled to reach 80% of the original value of the property, or reaches that percentage through payments, if 1) the borrower is current on the loan and has a "good payment history" (as defined by HOPA), 2) if required by the mortgage owner, the borrower provides evidence that the value of the property has not declined below the original value, and 3) if required by the mortgage owner, the borrower certifies that the borrower's equity in the property is not subject to a subordinate lien. Additionally, HOPA requires mortgage insurance to terminate automatically when the principal balance of the loan is first scheduled to reach 78% of the original value of the property and the borrower is current on loan payments or thereafter becomes current. Annually, servicers must inform borrowers of their right to cancel or terminate mortgage insurance. The provisions of HOPA described above apply only to borrower paid mortgage insurance, which is described below.

Coverage tends to continue for borrowers experiencing economic difficulties or living in areas experiencing home price depreciation. The persistency of coverage for those borrowers, coupled with cancellation of coverage for other borrowers, can increase the percentage of an insurer's portfolio covering loans with more credit risk. This development can also occur during periods of heavy mortgage refinancing because borrowers experiencing property value appreciation are less likely to require mortgage insurance at the time of refinancing, while borrowers not experiencing property value appreciation are more likely to continue to require mortgage insurance at the time of refinancing or not qualify for refinancing at all (including if they have experienced economic difficulties) and thus remain subject to the mortgage insurance coverage.

The percentage of NIW on loans representing refinances was 3% for 2022, compared to 20% for 2021 and 36% for 2020. When a borrower refinances a mortgage loan insured by us by paying it off in full with the proceeds of a new mortgage that is also insured by us, the insurance on that existing mortgage is cancelled, and insurance on the new mortgage is considered to be NIW. Therefore, continuation of our coverage from a refinanced loan to a new loan results in both a cancellation of insurance and NIW. When a lender and borrower modify a loan rather than replace it with a new one or enter into a new loan pursuant to a loan modification program, our insurance continues without being cancelled, assuming that we consent to the modification or new loan. As a result, such modifications or new loans are not included in our NIW.

In addition to varying with the coverage percentage, our premium rates for insurance have varied depending upon the perceived risk of a claim on the insured loan and thus have taken into account, among other things, the LTV ratio, the borrower's credit score and DTI ratio, the number of borrowers, the property location, the mortgage term and whether the property is the borrower's primary residence. In recent years, the mortgage insurance industry has materially reduced its use of standard rate cards, which were fairly consistent among competitors, and correspondingly increased its use of (i)pricing systems that use a spectrum of filed rates to allow for formulaic, risk-based pricing based on multiple attributes that may be quickly adjusted within certain parameters, and (ii) customized rate plans, both of which typically have rates lower than the standard rate card.

The borrower's mortgage loan instrument may require the borrower to pay the mortgage insurance premium. Our industry refers to the related mortgage insurance as "borrower-paid" or BPMI. If the borrower is not required to pay the premium and

mortgage insurance is required in connection with the origination of the loan, then the premium is paid by the lender, who may recover the premium through an increase in the note rate on the mortgage or higher origination fees. Our industry refers to the related mortgage insurance as “lender-paid” or LPMI. Most of our primary IIF is BPMI.

There are several payment plans available to the borrower, or lender, as the case may be. Under the single premium plan, the borrower or lender pays us in advance a single payment covering a specified term exceeding twelve months. Under the monthly premium plan, the borrower or lender pays us a monthly premium payment to provide only one month of coverage. Under the annual premium plan, an annual premium is paid to us in advance, with annual renewal premiums paid in advance thereafter.

During 2022, 2021 and 2020, the single premium plan represented approximately 4%, 7% and 9%, respectively, of our NIW. The monthly premium plan represented approximately 96%, 93% and 91%, respectively. The annual premium plan represented less than 1% of NIW in each of those years. Depending upon the actual life of a single premium policy and its premium rate relative to that of a monthly premium policy, a single premium policy may generate more or less premium than a monthly premium policy over its life.

Pool and Other Insurance. Pool insurance is generally used as an additional “credit enhancement” for certain secondary market mortgage transactions. Pool insurance generally covers the amount of the loss on a defaulted mortgage loan that exceeds the claim payment under the primary coverage, if primary insurance is required on that mortgage loan, as well as the total loss on a defaulted mortgage loan which did not require primary insurance. Pool insurance may have a stated aggregate loss limit for a pool of loans and may also have a deductible under which no losses are paid by the insurer until losses on the pool of loans exceed the deductible. We have written no new pool insurance since 2008; however, for a variety of reasons, including responding to capital market alternatives to PMI and customer demands, we may write pool risk in the future. As of December 31, 2022, our direct pool RIF was $276 million ($196 million on pool policies with aggregate loss limits and $80 million on pool policies without aggregate loss limits).

In connection with the GSEs' credit risk transfer programs, we provide insurance and reinsurance covering portions of the credit risk related to certain reference pools of mortgages acquired by the GSEs.

MORTGAGE INSURANCE PORTFOLIO

Geographic Dispersion. The following tables reflect the percentage of primary RIF in the top 10 jurisdictions and top 10 core-based statistical areas at December 31, 2022.

Top 10 jurisdictions – RIF	
California	**8.3 %**
Texas	**7.6 %**
Florida	**6.7 %**
Pennsylvania	**4.9 %**
Illinois	**4.2 %**
Virginia	**3.9 %**
North Carolina	**3.8 %**
Ohio	**3.7 %**
Georgia	**3.7 %**
New York	**3.5 %**
Total	**50.3 %**

Top 10 core-based statistical areas – RIF	
Washington-Arlington-Alexandria	**3.2 %**
Atlanta-Sandy Springs-Roswell	**2.7 %**
Chicago-Naperville-Arlington Heights	**2.7 %**
Houston-Woodlands-Sugar Land	**2.3 %**
Minneapolis-St. Paul-Bloomington	**1.9 %**
Los Angeles-Long Beach-Glendale	**1.7 %**
Phoenix-Mesa-Scottsdale	**1.7 %**
Dallas-Plano-Irving	**1.6 %**
Philadelphia	**1.6 %**
Riverside-San Bernardino	**1.5 %**
Total	**20.9 %**

The percentages shown above for various core-based statistical areas can be affected by changes, from time to time, in the federal government’s definition of a core-based statistical area.

Policy Year. The following table sets forth the dispersion and certain statistics associated with our primary IIF and RIF as of December 31, 2022, by year(s) of policy origination since we began operations in 1985.

Primary insurance in force and risk in force by policy year

($ in millions)	Insurance in Force		Risk In Force		Weighted Avg. Interest Rate	Delinquency Rate %	Cede Rate %	% of Original Remaining
Policy Year	Total	% of Total	Total	% of Total				
2004 and prior	$ 1,475	0.5 %	$ 411	0.5 %	7.3 %	13.1 %	— %	N.M.
2005-2008	11,610	3.9 %	3,083	4.0 %	6.9 %	10.9 %	— %	4.8 %
2009-2015	6,457	2.2 %	1,754	2.3 %	4.3 %	4.7 %	— %	3.6 %
2016	6,527	2.2 %	1,749	2.3 %	3.9 %	3.2 %	— %	13.6 %
2017	7,839	2.7 %	2,059	2.7 %	4.2 %	3.8 %	— %	15.9 %
2018	8,106	2.7 %	2,081	2.8 %	4.8 %	4.4 %	— %	16.2 %
2019	17,285	5.9 %	4,447	5.8 %	4.1 %	2.2 %	1.5 %	26.6 %
2020	64,659	21.9 %	16,204	21.2 %	3.2 %	1.0 %	28.7 %	56.6 %
2021	100,796	34.1 %	26,004	34.0 %	3.1 %	0.9 %	29.2 %	85.5 %
2022	70,545	23.9 %	18,680	24.4 %	4.8 %	0.4 %	30.4 %	96.4 %
Total	**$ 295,298**	**100.0 %**	**$ 76,472**	**100.0 %**				

Product Characteristics. The following table reflects, at the dates and by the categories indicated, the total dollar amount of primary RIF and the percentage of that primary RIF, as determined on the basis of information available on the date of mortgage origination.

Characteristics of primary risk in force

	December 31, 2022	December 31, 2021
Primary RIF *(In millions)*:	**$ 76,472**	$ 69,337
Loan-to-value ratios:		
95.01% and above	**15.2 %**	14.7 %
90.01 - 95.00%	**52.0 %**	50.4 %
85.01 - 90.00%	**27.2 %**	28.1 %
80.01 - 85.00%	**5.4 %**	6.4 %
80% and below	**0.2 %**	0.4 %
Total	**100.0 %**	100.0 %
Debt-to-income ratios:		
45.01% and above	**15.6 %**	13.6 %
38.01% - 45.00%	**31.6 %**	31.5 %
38% and below	**52.8 %**	54.9 %
Total	**100.0 %**	100.0 %
Loan Type:		
Fixed(1)	**99.5 %**	99.4 %
ARMs(2)	**0.5 %**	0.6 %
Total	**100.0 %**	100.0 %
Original Insured Loan Amount:(3)		
Conforming loan limit and below	**97.3 %**	97.5 %
Non-conforming	**2.7 %**	2.5 %
Total	**100.0 %**	100.0 %
Mortgage Term:		
15-years and under	**1.1 %**	1.7 %
Over 15 years	**98.9 %**	98.3 %
Total	**100.0 %**	100.0 %
Property Type:		
Single-family detached	**86.9 %**	86.9 %
Condominium/Townhouse/Other attached	**12.5 %**	12.4 %
Other(4)	**0.6 %**	0.7 %
Total	**100.0 %**	100.0 %
Occupancy Status:		
Owner occupied	**97.8 %**	97.4 %
Second home	**2.1 %**	2.4 %
Investor property	**0.1 %**	0.2 %
Total	**100.0 %**	100.0 %
Documentation:		
Reduced:(5)		
Stated	**0.6 %**	0.7 %
No	**0.2 %**	0.3 %
Full documentation	**99.2 %**	99.0 %
Total	**100.0 %**	100.0 %

Characteristics of primary risk in force

	December 31, 2022	December 31, 2021
FICO Score:[6]		
760 and greater	**42.2 %**	42.1 %
740 - 759	**17.7 %**	17.2 %
720 - 739	**14.1 %**	13.7 %
700 - 719	**11.1 %**	11.1 %
680 - 699	**7.7 %**	7.9 %
660 - 679	**3.3 %**	3.3 %
640 - 659	**1.9 %**	2.2 %
639 and less	**2.0 %**	2.5 %
Total	**100.0 %**	100.0 %

(1) Includes fixed rate mortgages with temporary buydowns (where in effect, the applicable interest rate is typically reduced by one or two percentage points during the first two years of the loan and then increased thereafter to the original interest rate), ARMs in which the initial interest rate is fixed for at least five years, and balloon payment mortgages (a loan with a maturity, typically five to seven years, that is shorter than the loan's amortization period).

(2) Includes ARMs where payments adjust fully with interest rate adjustments. Also includes pay option ARMs and other ARMs with negative amortization features, which collectively at each of December 31, 2022 and 2021, represented and 0.1%, respectively, of primary RIF. As indicated in note (1), does not include ARMs in which the initial interest rate is fixed for at least five years. For both December 31, 2022 and 2021, ARMs with LTV ratios in excess of 90% represented 0.1%, of primary RIF, respectively.

(3) Loans within the conforming loan limit have an original principal balance that does not exceed the maximum original principal balance of loans that the GSEs will purchase. The conforming loan limit for one unit properties was $510,400 for 2020, $548,250 for 2021, and $647,200 for 2022, and is $726,200 for 2023. The limit for high cost communities has been higher and is $1,089,300 for 2023. Non-conforming loans are loans with an original principal balance above the conforming loan limit.

(4) Includes cooperatives and manufactured homes deemed to be real estate.

(5) Reduced documentation loans were originated prior to 2009 under programs in which there was a reduced level of verification or disclosure compared to traditional mortgage loan underwriting, including programs in which the borrower's income and/or assets were disclosed in the loan application but there was no verification of those disclosures ("stated" documentation) and programs in which there was no disclosure of income or assets in the loan application ("no" documentation). In accordance with industry practice, loans approved by GSE and other automated underwriting (AU) systems under "doc waiver" programs that did not require verification of borrower income are classified by us as "full documentation." We understand that the GSEs terminated their "doc waiver" programs in the second half of 2008.

(6) Represents the FICO score at loan origination. The weighted average "decision FICO score" at loan origination for NIW in 2022 was 747 compared to 749 in 2021. The FICO score for a loan with multiple borrowers is the lowest of the borrowers' decision FICO scores. A borrower's "decision FICO score" is determined as follows: if there are three FICO scores available, the middle FICO score is used; if two FICO scores are available, the lower of the two is used; if only one FICO score is available, it is used. A FICO score is a score based on a borrower's credit history generated by a model developed by Fair Isaac Corporation.

OTHER PRODUCTS AND SERVICES

***Contract Underwriting*.** A non-insurance subsidiary of ours provides contract underwriting services for lenders, pursuant to which loans are underwritten to conform to prescribed guidelines. The guidelines might be the lender's own guidelines or the guidelines of Fannie Mae, Freddie Mac or a non-GSE investor. These services are provided for loans that require private mortgage insurance as well as for loans that do not require private mortgage insurance.

***Other*.** We provide insurance and reinsurance related to certain mortgages under GSE credit risk transfer programs. The amount of risk associated with these transactions is currently $226 million.

CUSTOMERS

Originators of residential mortgage loans such as savings institutions, commercial banks, mortgage brokers, credit unions, mortgage bankers and other lenders have historically determined the placement of mortgage insurance written on a flow basis and as a result are our customers. To obtain primary insurance from us written on a flow basis, a mortgage lender must first apply for and receive a mortgage guaranty master policy from us. Our top 10 customers generated 33% of our NIW on a flow basis in 2022, 36% in 2021 and 41% in 2020. Our relationships with our customers could be adversely affected by a variety of factors, including if our premium rates are higher than those of our competitors, our underwriting requirements are more restrictive than those of our competitors, or our customers are dissatisfied with our claims-paying practices (including insurance policy rescissions and claim curtailments). Information about some of the other factors that can affect a mortgage insurer’s relationship with its customers can be found in our risk factor titled “Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and/or increase our losses” in Item 1A.

SALES AND MARKETING AND COMPETITION

Sales and Marketing. Our employees sell our insurance products throughout all regions of the United States, Puerto Rico, and Guam.

Competition. Our competition includes other mortgage insurers, governmental agencies and products designed to eliminate the need to purchase private mortgage insurance. For flow business, we and other private mortgage insurers compete directly with federal and state government and quasi-governmental agencies, principally the FHA and the VA. The FHA, VA and USDA sponsor government-backed mortgage insurance programs, and it is estimated that during 2022, they accounted for a combined approximately 52.8% of the total low down payment residential mortgages which were subject to FHA, VA, USDA or primary private mortgage insurance, compared to 56.8% and 56.1% in 2021 and 2020, respectively. For more information about the market share of the FHA and the VA, see “Overview of the Private Mortgage Insurance Industry and its Operating Environment” above.

The PMI industry is highly competitive. We believe that we currently compete with other private mortgage insurers based on premium rates, underwriting requirements, financial strength (including based on credit or financial strength ratings), customer relationships, name recognition, reputation, strength of management teams and field organizations, the ancillary products and services provided to lenders, and the effective use of technology and innovation in the delivery and servicing of our mortgage insurance products.

The U.S. PMI industry currently consists of six active mortgage insurers and their affiliates, including MGIC. Our market share (as measured by NIW) was 18.9% in 2022, compared to 20.6% in 2021 and 18.7% in 2020, in each case excluding HARP refinances. (source: *Inside Mortgage Finance*).

If we are unable to compete effectively in the current or any future markets as a result of the financial strength ratings assigned to our insurance subsidiaries, our future new insurance written could be negatively affected. Our ability to participate in the non-GSE residential mortgage-backed securities market (the size of which has been limited since 2008, but may grow in the future), could depend on our ability to maintain and improve our investment grade ratings for our insurance subsidiaries. Although the current PMIERs of each of the GSEs do not require an insurer to maintain minimum financial strength ratings, the GSEs consider financial strength ratings to be important when using forms of credit enhancement other than traditional mortgage insurance.

In assigning financial strength ratings, in addition to considering the adequacy of the mortgage insurer’s capital to withstand very high claim scenarios under assumptions determined by the rating agency, we believe rating agencies review a mortgage insurer’s historical and projected operating performance, franchise risk, business outlook, competitive position, management, corporate strategy, enterprise risk management and other factors. The rating agency issuing the financial strength rating can withdraw or change its rating at any time. At the time that this annual report was finalized, the financial strength of MGIC was rated A- (with a stable outlook) by A.M. Best, A3 (with a stable outlook) by Moody’s Investors Service and BBB+ (with a stable outlook) by Standard & Poor’s Rating Services.

C. Risk Management

ENTERPRISE RISK MANAGEMENT

The Company has an enterprise risk management ("ERM") framework that it believes is commensurate with the size, nature and complexity of the Company's business activities (all of which relate to insuring or reinsuring mortgage credit risk) and strategies. Among the key objectives of the ERM framework are to have a clear and well documented shared understanding, by senior management and the Board, of the Company's risk management philosophy and overall appetite for risk, and that there are appropriate monitoring, management and reporting mechanisms to support the framework.

Risk Governance. The Company maintains a Senior Management Oversight Committee ("SMOC") that, at the management level, serves as its primary risk management governance organization. The SMOC oversees the Company's ERM framework; maintains an enterprise view of risk across a set of identified key risks that may exist from time to time (see "Risk Identification and Assessment" below); and provides support and reporting to the Risk Management Committee of the Company's Board of Directors ("RMC"). The SMOC, of which the CEO is a member, is chaired by the Company's Executive Vice President and Chief Risk Officer, who is the principal management liaison to the RMC.

The Board implements its risk oversight function as a whole and through delegation to its Committees which meet regularly and report back to the full Board. The Risk Management Committee coordinates with the Board and other Board Committees regarding the assignment to the Board and Committees of oversight responsibilities for all risks considered to have the greatest impact on the Company's ability to accomplish its strategic goals. Each Committee's charter describes its principal responsibilities, including its oversight responsibility for applicable key risks.

Corporate Sustainability Risk Governance. The Company maintains a Corporate Sustainability Executive Council that, at the management level, supports the Company's on-going commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability, and other public policy matters relevant to the Company. In performing this general responsibility, the Council has discretion to: adopt the Company's general strategy with respect to sustainability matters; identify current and emerging sustainability issues that may affect the Company's business, strategy, operations, performance, or public image; make recommendations regarding policies, practices, procedures, or disclosures to address sustainability matters; oversee the Company's internal and external reporting and disclosures surrounding sustainability matters; and advise on material concerns of shareholders or stakeholders regarding sustainability matters. The Corporate Sustainability Executive Council will make regular reports to the SLT and to the relevant Committee(s) of the Board of Directors of the Company.

The Board has delegated oversight for the following ESG matters to the following committees, who regularly report their actions to the Board:

- Risk Management Committee: Mortgage Credit Risk, including risks associated with climate change.
- Management Development, Nominating and Governance Committee: Corporate governance and human capital management policies such as executive compensation; succession planning; recruitment, retention and development of management resources; workforce planning, recruitment morale and talent; diversity and inclusion initiatives; and work environment, including health and safety.
- Securities Investment Committee: Our investment portfolio; such oversight may include consideration of ESG factors.
- Audit Committee: Disclosure controls and procedures relating to financial reports made to the SEC, as well as ESG reports.
- Business Transformation and Technology Committee: Cybersecurity and business continuity.

Risk Management and Controls. The Company has established enterprise-wide policies, procedures and processes to allow it to identify, assess, monitor and manage the Company's various risks. Management of these risks is an interdepartmental endeavor, with oversight by the Chief Risk Officer and the SMOC. The Company's Internal Audit function, which reports to the Audit Committee of the Board of Directors, provides independent ongoing assessments of the Company's management of certain enterprise risks and reports its findings to the Audit Committee.

Risk Identification and Assessment. On a regular basis, the Company monitors key risks with a focus on identifying risks or changes to risks with the greatest impact on the Company's ability to accomplish its strategic goals. In addition to the ongoing monitoring, the Company also identifies key risks in a bottom up process facilitated through questionnaires and discussions during an annual compliance and risk forum with co-workers across all business functions. The results of the identification process are reported to and reviewed annually by the SMOC and presented to the RMC and/or the full Board.

Risk Reporting and Communication. The Company's Risk Management department produces various analyses, reports and key risk indicators ("KRIs") that are reported to the SMOC, the RMC and the Board quarterly. For our largest risk exposure, mortgage credit risk, these KRIs include risk factors for the Company's NIW, IIF, quality control and claim activity, and the quarterly reports include performance relative to metrics and thresholds. Each of the other Board Committees also receive regular reporting concerning the risks they oversee.

Although the Company has in place the ERM framework discussed above, it may not be effective in identifying, or adequate in controlling or mitigating, the risks we face. For more information, see our Risk Factor titled "If our risk management programs are not effective in identifying, or adequate in controlling or mitigating, the risks we face, or if the models used in our businesses are inaccurate, it could have a material adverse impact on our business, results of operations and financial condition" in Item 1A.

MORTGAGE CREDIT RISK

We believe that mortgage credit risk is materially affected by:

- the condition of the economy, including the direction of change in home prices and employment, in the area in which the property is located;
- the borrower's credit profile, including the borrower's credit history, DTI ratio and cash reserves, and the

willingness of a borrower with sufficient resources to make mortgage payments when the mortgage balance exceeds the value of the home;

- the loan product, which encompasses the LTV ratio, the type of loan instrument, including whether the instrument provides for fixed or variable payments and the amortization schedule, the type of property and the purpose of the loan;
- origination practices of lenders and the percentage of coverage on insured loans; and
- the size of insured loans.

We believe that, excluding other factors, claim incidence increases:

- during periods of economic contraction and home price depreciation, including when these conditions may not be nationwide, compared to periods of economic expansion and home price appreciation;
- for loans to borrowers with lower FICO scores compared to loans to borrowers with higher FICO scores;
- for loans to borrowers with higher DTI ratios compared to loans to borrowers with lower DTI ratios;
- for loans with less than full underwriting documentation compared to loans with full underwriting documentation;
- for loans with higher LTV ratios compared to loans with lower LTV ratios;
- for variable payment loans when the reset interest rate significantly exceeds the interest rate at the time of loan origination;
- for loans that permit the deferral of principal amortization compared to loans that require principal amortization with each monthly payment;
- for loans in which the original loan amount exceeds the conforming loan limit compared to loans below that limit; and
- for cash out refinance loans compared to rate and term refinance loans.

Other types of loan characteristics relating to the individual loan or borrower may also affect the risk potential for a loan. The presence of a number of higher-risk characteristics in a loan materially increases the likelihood of a claim on such a loan unless there are other characteristics to mitigate the risk.

We charge higher premium rates to reflect the increased risk of claim incidence that we perceive is associated with a loan. Not all higher risk characteristics are reflected in our premium rates; however, in 2019 we introduced MiQ, our risk-based pricing system that establishes our premium rates based on more risk attributes than were considered in 2018. There can be no assurance that our premium rates adequately reflect the increased risk, particularly in a period of economic recession, high unemployment, slowing home price appreciation or home price declines, or when extraordinary events occur, such as the Covid-19 pandemic, the Russia-Ukraine war, periods of extreme inflation, or environmental disasters related to changing climactic conditions. For additional information, see our risk factors in Item 1A, including the one titled "The premiums we charge may not be adequate to compensate us for our liabilities for losses and as a result any inadequacy could materially affect our financial condition and results of operations."

Underwriting Insurance Applications. Applications for mortgage insurance are submitted to us through both our delegated and non-delegated options. Under the delegated option, applications are submitted to us electronically and we rely upon the lender's representations and warranties that the data submitted is true, accurate and consistent with the documents in the lender's loan origination file, when making our insurance decision. If the loan data submitted meets the underwriting requirements, a commitment to insure the loan is immediately issued. If the requirements are not met, the loan is reviewed by one of our underwriters. Non-delegated applications are submitted with documents from the lender's loan origination file. We apply our underwriting guidelines, eligibility criteria and rating plans to determine coverage eligibility and premium rate. If the loan is eligible for coverage, we will issue a commitment to insure the loan.

Beginning in 2013, we aligned most of our underwriting requirements with Fannie Mae and Freddie Mac for loans that receive and are processed in accordance with certain approval recommendations from a GSE automated underwriting system. Our underwriting requirements are available on our website at http://www.mgic.com/underwriting/index.html. Our underwriters are authorized to approve loans that do not meet all of our underwriting requirements under certain circumstances.

Exposure to Catastrophic Losses. The PMI industry experienced catastrophic losses in the mid-to-late 1980s, similar to the losses we experienced in 2007-2013. For background information about such losses in 2007-2013, as well as information about the effects of the COVID-19 pandemic, refer to "General – Overview of Private Mortgage Insurance Industry and its Operating Environment" above.

Delinquencies. The claim cycle on PMI generally begins with the insurer's receipt of notification of a delinquency on an insured loan from the loan servicer. For reporting purposes, a loan is generally considered to be delinquent when it is two or more payments past due. Most servicers report delinquent loans to us within this two month period. The incidence of delinquency is affected by a variety of factors, including macroeconomic conditions, the level of borrower income growth, unemployment, health issues, family status, the level of interest rates, rates of home price appreciation or depreciation and general borrower creditworthiness. Delinquencies that are not cured result in a claim to us. See "– Claims." Delinquencies may be cured by the borrower bringing current the delinquent loan payments or by a sale of the property and the satisfaction of all amounts due under the mortgage. In addition, when a policy is rescinded or a claim is denied we remove the loan from our delinquency inventory.

The following table shows the number of insured primary and pool loans, the related number of delinquent loans and the percentage of delinquent loans, or delinquency rate, as of December 31, 2018-2022.

Delinquency statistics for the MGIC book

	December 31,				
	2022	2021	2020	2019	2018
Primary Insurance:					
Insured loans in force	**1,180,419**	1,164,984	1,126,079	1,079,578	1,058,292
Delinquent loans	**26,387**	33,290	57,710	30,028	32,898
Delinquency rate – all loans	**2.2%**	2.8%	5.1%	2.8%	3.1%
Defaulted loans in our claims received inventory	**267**	211	159	538	809
Pool Insurance:					
Insured loans in force	**14,987**	16,342	18,288	20,318	23,675
Delinquent loans	**391**	498	680	653	859
Delinquency rate	**2.6%**	3.1%	3.7%	3.2%	3.6%

Different geographical areas may experience different delinquency rates due to varying localized economic conditions from year to year and the amount of time it takes for foreclosures to be completed for uncured delinquencies. The primary delinquency rate for the top 15 jurisdictions (based on December 31, 2022 delinquency inventory) at December 31, 2022, 2021, and 2020 appears in table the below.

Primary delinquency rate by jurisdiction

	2022	2021	2020
Florida *	**3.1 %**	3.7 %	7.5 %
Texas	**2.3 %**	3.1 %	6.1 %
Illinois *	**2.6 %**	3.4 %	5.9 %
Pennsylvania *	**2.2 %**	2.5 %	4.0 %
New York *	**3.5 %**	4.3 %	6.9 %
California	**2.2 %**	3.2 %	6.1 %
Ohio *	**2.2 %**	2.4 %	4.0 %
Michigan	**1.9 %**	2.4 %	4.0 %
Georgia	**2.3 %**	3.1 %	6.2 %
New Jersey *	**2.9 %**	4.1 %	7.0 %
North Carolina	**1.7 %**	2.3 %	4.2 %
Maryland	**2.4 %**	3.3 %	6.0 %
Indiana	**2.3 %**	2.8 %	4.4 %
Virginia	**1.4 %**	1.9 %	4.2 %
Minnesota	**1.6 %**	2.0 %	3.5 %
All other jurisdictions	**2.0 %**	2.6 %	4.6 %

Note: Asterisk denotes jurisdictions in the table above that predominately use a judicial foreclosure process, which generally increases the amount of time it takes for a foreclosure to be completed.

The primary delinquency inventory in those same jurisdictions at December 31, 2022 and 2021 appears in "Management's Discussion and Analysis – Consolidated Results of Operations – Losses and expenses – Loss Reserves," in Item 7.

Claims. Claims result from delinquencies that are not cured or a short sale that we approve. Whether a claim results from an uncured delinquency depends, in large part, on the borrower's equity in the home at the time of delinquency, the borrower's or the lender's ability to sell the home for an amount sufficient to satisfy all amounts due under the mortgage and the willingness and ability of the borrower and lender to enter into a loan modification that provides for a cure of the delinquency. Various factors affect the frequency and amount of claims, including local home prices and employment levels, and interest rates. If a delinquency goes to claim, any renewal premiums collected to insure the loan during the time period between the last paid installment and the claim payment is returned to the servicer along with the claim payment.

Under the terms of our master policy, the lender is required to file a claim for primary insurance with us within 60 days after it has acquired title to the underlying property (typically through foreclosure). For several years, the average time it took to receive a claim associated with a delinquency increased significantly from our historical experience of approximately twelve months. This was, in part, due to new loss mitigation protocols established by servicers and to changes in some state foreclosure laws that may have included, for example, a requirement for additional review and/or mediation processes. Prior to the second quarter of 2020, we had begun to experience a decline in the average time it took servicers to process foreclosures, which had reduced the average time to receive a claim associated with new delinquencies that did not cure. Generally, the longer the period between delinquency and claim filing, the greater the size of the claim, or "severity." It is difficult to estimate how long it may take for current and future delinquencies that do not cure to develop into paid claims. In light of the uncertainty caused by the COVID-19 pandemic, including the impact of foreclosure moratoriums and forbearance programs, the average number of missed payments at the time a claim is received has increased.

The majority of loans we insured from 2005 through 2008 (which represent 32% of the loans in the delinquency inventory) are covered by master policy terms that, except under certain circumstances, do not limit the number of years of accumulated interest that an insured may include in a claim. Under our current

master policy terms, an insured can include accumulated interest only for the first three years the loan is delinquent.

Other determinants of claim severity are the amount of the mortgage loan, the coverage percentage on the loan, loss mitigation efforts, and local market conditions. For information about our primary average claim paid, see “Management’s Discussion and Analysis – Consolidated Results of Operations – Net Losses and LAE Paid,” in Item 7.

Within 60 days after a claim has been filed and all documents required to be submitted to us have been delivered, we generally have the option to either (1) pay the coverage percentage specified for the insured loan, with the insured retaining title to the underlying property and receiving all proceeds from the eventual sale of the property (we have elected this option for the majority of claim payments in the recent past), (2) pay the loss on the sale of the property if it has already been sold (calculated by subtracting the sale proceeds from the claim amount) or (3) pay 100% of the claim amount in exchange for conveyance to us of good and marketable title to the property. After we receive title to a property, we sell it for our own account. If we fail to pay a claim timely, we are subject to additional interest expense.

Claim activity is not evenly spread throughout the coverage period of a book of primary business. Relatively few claims are typically received during the first two years following issuance of coverage on a loan. The highest level of claim activity has typically occurred in the third and fourth years after the year of loan origination. Thereafter, the number of claims received has typically declined at a gradual rate, although the rate of decline can be affected by conditions in the economy, including slowing home price appreciation or home price depreciation. Moreover, when a loan is refinanced, because the new loan replaces, and is a continuation of, an earlier loan, the pattern of claims frequency for that new loan may be different from the typical pattern for other loans. Persistency, the condition of the economy, including unemployment, and other factors can affect the pattern of claim activity. For example, a weak economy can lead to claims from older books of business increasing, continuing at stable levels or experiencing a lower rate of decline. As of December 31, 2022, 80% of our primary RIF was written subsequent to December 31, 2019, 85% of our primary RIF was written subsequent to December 31, 2018, and 88% of our primary RIF was written subsequent to December 31, 2017. See “Our Products and Services – Mortgage Insurance – Primary Insurance In Force and Risk In Force by Policy Year” above.

Loss Mitigation. Before paying a claim, generally we review the loan and servicing files to determine the appropriateness of the claim amount. Our insurance policies generally provide that we can reduce or deny a claim if the servicer did not comply with its obligations under our insurance policy, including the requirement to mitigate our loss by performing reasonable loss mitigation efforts or, for example, diligently pursuing a foreclosure or bankruptcy relief in a timely manner. We call such reduction of claims submitted to us “curtailments.” In each of 2022 and 2021, curtailments reduced our average claim paid by approximately 6.3% and 4.4%, respectively. The COVID-19-related foreclosure moratoriums and forbearance plans, along with increased home prices, resulted in decreased claims paid activity beginning in the second quarter of 2020. It is difficult to predict the level of curtailments once the foreclosure moratoriums and forbearance plans end.

When reviewing the loan file associated with a claim, we may determine that we have the right to rescind coverage on the loan. In our SEC reports, we refer to insurance rescissions and denials of claims as “rescissions” and variations of this term. The circumstances in which we are entitled to rescind coverage narrowed under more restrictive policy terms beginning in 2012. As a result of revised PMIERs requirements, we have revised our master policy effective for new insurance written beginning March 1, 2020. Our ability to rescind insurance coverage has become further limited for insurance we write under the new master policy, potentially resulting in higher losses than would be the case under our previous master policies. In recent years, an immaterial percentage of claims received in a quarter have been resolved by rescissions. We do not expect future rescissions will be a significant portion of the claims we resolve over the next few years.

Our loss reserving methodology incorporates our estimates of future rescissions, curtailments, and reversals of rescissions and curtailments. When we rescind coverage, we return all premiums previously paid to us under the policy and are relieved of our obligation to pay a claim under the policy. A variance between ultimate actual rescission, curtailment or reversal rates and our estimates, as a result of the outcome of litigation, settlements or other factors, could materially affect our losses.

When the insured disputes our right to rescind coverage or curtail a claim, we generally engage in discussions in an attempt to settle the dispute. If we are unable to reach a settlement, the outcome of a dispute ultimately may be determined by legal proceedings. Under ASC 450-20, until a liability associated with settlement discussions or legal proceedings becomes probable and can be reasonably estimated, we consider our claim payment or rescission resolved for financial reporting purposes and do not accrue an estimated loss. When we determine that a loss is probable and can be reasonably estimated, we record our best estimate of our probable loss.

Loss Reserves. A significant period of time typically elapses between the time when a borrower becomes delinquent on a mortgage payment, which is the event triggering a potential future claim payment by us, the reporting of the delinquency to us, the acquisition of the property by the lender (typically through foreclosure) or the sale of the property, and the eventual payment of the claim related to the uncured delinquency or a rescission. To recognize the estimated liability for losses related to outstanding reported delinquencies, we establish loss reserves by estimating the number of loans in our delinquency inventory that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim severity. Our loss reserve estimates are established primarily based upon historical experience, including rescission and curtailment activity. In accordance with GAAP for the mortgage insurance industry, we generally do not establish case reserves for future claims on insured loans that are not currently delinquent.

We also establish reserves to provide for the estimated costs of settling claims, general expenses of administering the claims settlement process, legal fees and other fees (“loss adjustment expenses”), and for losses and loss adjustment expenses from delinquencies that have occurred, but have not yet been reported to us (IBNR).

Our reserving process bases our estimates of future events on our past experience. For further information about our loss reserving methodology, refer to "Management's Discussion and Analysis – Critical Accounting Estimates," in Item 7. Estimation of loss reserves is inherently judgmental and conditions that have affected the development of the loss reserves in the past may not necessarily affect development patterns in the future, in either a similar manner or to a similar degree. For further information, see our risk factors in Item 1A, including the ones titled "Because we establish loss reserves only upon a loan delinquency rather than based on estimates of our ultimate losses on risk in force, losses may have a disproportionate adverse effect on our earnings in certain periods," and "Because loss reserve estimates are subject to uncertainties, paid claims may be substantially different than our loss reserves."

Our losses incurred were $(254.6) million in 2022, compared to $64.6 million and $364.8 million in 2021 and 2020, respectively. Our losses incurred in 2020 were above the levels of the other years shown as a result of losses stemming from the COVID-19 pandemic. For information about losses incurred from 2020 to 2022, including the amounts of losses incurred that are associated with delinquency notices received in the reporting year compared to losses incurred associated with delinquency notices received in prior years, see Note 8 – "Loss Reserves" to our consolidated financial statements in Item 8.

D. Reinsurance Agreements

We have in place quota share reinsurance ("QSR") and excess of loss reinsurance ("XOL") transactions providing various amounts of coverage on 85% of our risk in force as of December 31, 2022. These transactions allow us to better manage our risk profile and because they reduce the amount of capital we are required to hold to comply with insurance regulatory requirements and the requirements of the GSEs' PMIERs.

Quota Share Transactions. At December 31, 2022 and 2021, approximately 68% and 78%, respectively, of our IIF was subject to quota share reinsurance ("QSR") transactions. In 2022 and 2021, approximately 87% and 82%, respectively, of our NIW was subject to QSR transactions.

Our QSR transactions are with unaffiliated reinsurers and cover most of our insurance written from 2020 through 2023, and a smaller percentage of our insurance written from 2024 through 2025. The weighted average coverage percentage of our QSR transactions was 33%, based on risk in force as of December 31, 2022.

The structure of the QSR transactions is a quota share of various percentages of the policies covered, with a ceding commission and a profit commission. Generally, under the transactions, we will receive an annual profit commission provided the annual loss ratio on the loans covered under the transactions remains below various percentages, depending upon the transaction.

Excess of Loss Transactions. We have XOL transactions with a panel of unaffiliated reinsurers executed through the traditional reinsurance market ("Traditional XOL") and with unaffiliated special purpose insurers ("Home Re") transactions. Our Home Re transactions issued notes linked to the reinsurance coverage ("Insurance Linked Notes" or "ILNs"). Our XOL transactions provide XOL reinsurance coverage for a portion of the risk associated with certain mortgage insurance policies having insurance coverage in force dates from July 1, 2016 through March 31, 2019 and January 1, 2020 through December 30, 2022, all dates inclusive.

For the reinsurance coverage periods, we retain the first layer of the respective aggregate losses, and the reinsurers will then provide second layer coverage up to the outstanding reinsurance coverage amount. We retain losses in excess of the outstanding reinsurance coverage amount. The aggregate XOL reinsurance coverage decreases over a period of either 10 of 12.5 years, depending on the transaction, subject to certain conditions, as the underlying covered mortgages amortize or are repaid, or mortgage insurance losses are paid.

The special purpose insurers financed the coverages with the proceeds of the ILNs in an aggregate amount equal to the initial reinsurance coverage amounts. Each ILN is non-recourse to any of our assets. The proceeds of the ILNs, which were deposited into reinsurance trusts for our benefit, will be the source of reinsurance claim payments to us and principal repayments on the ILNs.

Although reinsuring against possible loan losses does not discharge us from liability to a policyholder, it reduces the amount of capital we are required to retain against potential future losses for PMIERs, rating agency and insurance regulatory purposes. The calculated credit for XOL reinsurance transactions under PMIERs is generally based on the PMIERs requirement of the covered loans and the attachment and detachment point of the coverage, all of which fluctuate over time. PMIERs credit is generally not given for the reinsured risk above the PMIERs requirement. The GSEs have discretion to further limit reinsurance credit under the PMIERs. The total credit for risk ceded under our reinsurance transactions is subject to periodic review by the GSEs.

For further information about our reinsurance agreements, including the Company's early termination rights, see Note 9 – "Reinsurance," to our consolidated financial statements in Item 8, and our risk factor titled "Reinsurance may not always be available or its cost may increase" in Item 1A.

E. Investment Portfolio

POLICY AND STRATEGY

At December 31, 2022, the fair value of our investment portfolio was approximately $5.4 billion. In addition, at December 31, 2022, our total assets included approximately $333 million of cash and cash equivalents. At December 31, 2022, approximately $647 million of investments and cash and cash equivalents was held by our parent company, and the remainder was held by our subsidiaries, primarily MGIC.

As of December 31, 2022, approximately 95% of our investment portfolio (excluding cash and cash equivalents) was managed by two external investment managers, although we maintain overall control of investment policy and strategy. We maintain direct management of the remainder of our investment portfolio. Unless otherwise indicated, the remainder of the discussion regarding our investment portfolio refers to our investment portfolio only and not to cash and cash equivalents.

The investment policy of our operating companies (primarily MGIC) emphasizes preservation of PMIERs assets, limiting

portfolio volatility and maximizing total return with an emphasis on yield (subject to the other objectives). Our holding company investment policy emphasizes providing liquidity with minimal realized losses through holding high credit quality, low volatility assets. Consequently, our investment portfolio consists almost entirely of high-quality, investment grade, fixed income securities. Our investment portfolio strategy considers tax efficiency. The mix of tax-exempt municipal securities in our investment portfolio will be dependent upon their value, relative to taxable equivalent securities, determined in part by federal statutory tax rates. Our investment policies and strategies are subject to change depending upon regulatory, economic and market conditions and our existing or anticipated financial condition and operating requirements.

Our investment policies in effect at December 31, 2022 limit investments in the securities of a single issuer, other than the U.S. government, and generally limit the purchase of fixed income securities to those that are rated investment grade by at least one rating agency. They also limit the amount of investment in foreign governments and foreign domiciled securities and in any individual foreign country. In addition, the guidelines require the portfolio to carry a weighted average credit quality of at least an "A" rating.

The aggregate market value of the holdings of a single obligor, or type of investment, as applicable, is limited to:

U.S. government and GNMA securities	No limit
Pre-refunded municipals escrowed in Treasury securities	No limit
Individual U.S. government agencies[(1)]	10% of portfolio market value
Individual securities rated “AAA” or “AA” [(2)]	3% of portfolio market value
Individual securities rated “BBB” or “A” [(2)]	2% of portfolio market value
Foreign governments & foreign domiciled securities (in total) [(3)]	25% of portfolio market value

(1) As used with respect to our investment portfolio, U.S. government agencies include all GSEs and Federal Home Loan Banks.

(2) For the holding company, individual securities with a rating of "AA" or "AAA" may represent a maximum 10% of the portfolio market value and individual securities with a rating of "BBB" or "A" may represent a maximum 5%.

(3) For the holding company, there is no maximum aggregate limit for foreign government or foreign domiciled securities.

For information about the credit ratings of securities in our investment portfolio, see "Balance Sheet Review" in Item 7.

Investment Operations

At December 31, 2022, the sectors represented in our investment portfolio were as shown in the table below:

Investment portfolio - sectors

	Percentage of Portfolio's Fair Value
1. Corporate	41%
2. Tax-Exempt Municipals	18%
3. Taxable Municipals	22%
4. Asset-Backed	13%
5. U.S. government and agency debt	2%
6. GNMA and other agency mortgage-backed securities	4%
	100%

We have no derivative financial instruments in our investment portfolio. Securities with stated maturities due within up to one year, after one year and up to five years, after five years and up to ten years, and after ten years, represented 8%, 24%, 32% and 20%, respectively, of the total fair value of our fixed income investment securities. Asset-backed and mortgage-backed securities are not included in these maturity categories as the expected maturities may be different from the stated maturities depending upon the periodic payments during the life of the security. Asset-backed securities represent 13% of the investment portfolio (CLOs represent 6%, CMBS represent 5% and other asset-backed securities represent 2%). GNMA and other agency mortgage-backed securities represent 4% of the investment portfolio. Our pre-tax yield was 3.0%, 2.5%, and 2.6% for 2022, 2021, and 2020, respectively, and our after-tax yield was 2.5%, 2.1%, and 2.1% for 2022, 2021, and 2020, respectively.

Our ten largest holdings at December 31, 2022 appear in the table below:

Investment portfolio - Ten largest holdings

			Fair Value (In thousands)
1	New York St Dorm Auth Rev	$	73,595
2	Bank of America Corp		40,719
3	New York NY City Transitional		38,852
4	Chicago Transit Authority		36,326
5	JP Morgan Chase		35,271
6	Citigroup Inc		31,532
7	Morgan Stanley		31,478
8	City of Bridgeport CT		30,363
9	Metropolitan Trans Auth NY		27,650
10	Regatta VI Funding Ltd.		27,445
		$	373,231

Note: This table excludes securities issued by the U.S. government or U.S. government agencies.

For further information concerning investment operations, see Note 5 – “Investments,” to our consolidated financial statements in Item 8.

F. Regulation

Direct Regulation

We are subject to comprehensive, detailed regulation by state insurance departments. These regulations are principally designed for the protection of our insured policyholders, rather than for the benefit of investors. Although their scope varies, state insurance laws generally grant broad supervisory powers to agencies or officials to examine insurance companies and enforce rules or exercise discretion affecting almost every significant aspect of the insurance business.

In general, regulation of our subsidiaries' businesses relates to:

- minimum capital levels and adequacy ratios;
- requirements regarding contingency reserves;
- premium rates and discrimination in pricing;
- licenses to transact businesses;
- policy forms;
- insurable loans;
- annual and other reports on financial condition;
- the basis upon which assets and liabilities must be stated;
- reinsurance requirements;
- limitations on the types of investment instruments which may be held in an investment portfolio;
- privacy;
- deposits of securities;
- transactions among affiliates;
- restrictions on transactions that have the effect of inducing lenders to place business with the insurer;
- cybersecurity;
- limits on dividends payable (for a description of limits on dividends payable to us from MGIC, see Note 14 – "Statutory Information," to our consolidated financial statements in Item 8);
- suitability of officers and directors; and
- claims handling.

Future regulation is expected to address the use of algorithms, artificial intelligence and data and analytics to determine pricing and for other purposes.

Wisconsin, our domiciliary state, has adopted the Risk Management and Own Risk and Solvency Assessment Act, which requires, among other things, that we conduct an Own Risk and Solvency Assessment ("ORSA"), at least annually, to assess the material risks associated with our business and our current and estimated projected future solvency position; and maintain a risk management framework to assess, monitor, manage and report on material risks. Wisconsin has also adopted the annual enterprise risk reporting and "Corporate Governance Disclosure" requirements of the NAIC Model Act.

The insurance laws of 16 jurisdictions, including Wisconsin, our domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to the RIF (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the "State Capital Requirements." While they vary among jurisdictions, currently the most common State Capital Requirements allow for a maximum risk-to-capital ratio of 25 to 1. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires a minimum policyholder position. MGIC's "policyholder position" includes its net worth or surplus and its contingency reserve.

At December 31, 2022, MGIC's risk-to-capital ratio was 10.2 to 1, below the maximum allowed by the jurisdictions with State Capital Requirements, and its policyholder position was $3.5 billion above the required MPP of $2.1 billion.

The NAIC previously announced plans to revise the minimum capital and surplus requirements for mortgage insurers that are provided for in its Mortgage Guaranty Insurance Model Act. In December 2019, a working group of state regulators released an exposure draft of a revised Mortgage Guaranty Insurance Model Act and a risk-based capital framework to establish capital requirements for mortgage insurers, although certain terms were not completely addressed by the framework, including the treatment of ceded risk and minimum capital floors. In October 2022, the NAIC working group released a revised exposure draft of the Mortgage Guaranty Insurance Model Act that does not include changes to the capital requirements of the existing Model Act. See our risk factors "We may not continue to meet the GSEs' mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain significantly more capital in order to maintain our eligibility" and "State Capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis" in Item 1A, for information about regulations governing our capital adequacy and our expectations regarding our future capital position. See "Management's Discussion and Analysis – Liquidity and Capital Resources – Capital Adequacy" in Item 7 for information about our current capital position.

We are required to establish statutory accounting contingency loss reserves in an amount equal to 50% of earned premiums. These amounts cannot be withdrawn for a period of 10 years, except as permitted by insurance regulations. With regulatory approval, a mortgage insurance company may make early withdrawals from the contingency reserve when incurred losses exceed 35% of net premiums earned in a calendar year. Although MGIC holds assets in excess of its minimum statutory capital requirements and its PMIERs financial requirements, the ability of MGIC to pay dividends is restricted by insurance regulation. In general, dividends in excess of prescribed limits are deemed "extraordinary" and may not be paid if disapproved by the OCI. The level of ordinary dividends that may be paid without OCI approval is determined on an annual basis. A dividend is extraordinary when the proposed dividend amount, plus dividends paid in the twelve months preceding the dividend payment date exceed the ordinary dividend level. In 2023, MGIC can pay $92 million of ordinary dividends without OCI approval, before taking into consideration dividends paid in the preceding twelve months. In 2022, MGIC paid $800 million in dividends of cash and investments to the holding company. For further information, see Note 14 – "Statutory Information," to our consolidated financial statements in Item 8.

Mortgage insurance premium rates are subject to state regulation to protect policyholders against the adverse effects of excessive, inadequate or unfairly discriminatory rates and to encourage competition in the insurance marketplace. Any increase in premium rates must be justified, generally on the basis of the insurer's loss experience, expenses and future trend

analysis. The general mortgage default experience may also be considered. Premium rates are subject to review and challenge by state regulators.

Mortgage insurers are generally single-line companies, restricted to writing residential mortgage insurance business only. Although we, as an insurance holding company, are prohibited from engaging in certain transactions with MGIC or our other insurance subsidiaries without submission to and, in some instances, prior approval by applicable insurance departments, we are not subject to insurance company regulation on our non-insurance businesses.

Wisconsin's insurance regulations generally provide that no person may acquire control of us unless the transaction in which control is acquired has been approved by the OCI. The regulations provide for a rebuttable presumption of control when a person owns or has the right to vote more than 10% of the voting securities. In addition, the insurance regulations of other states in which MGIC is licensed require notification to the state's insurance department a specified time before a person acquires control of us. If regulators in these states disapprove the change of control, our licenses to conduct business in the disapproving states could be terminated. For further information about regulatory proceedings applicable to us and our industry, see "We are subject to comprehensive regulation and other requirements, which we may fail to satisfy" in Item 1A.

The CFPB's rules implementing laws that require mortgage lenders to make ability-to-pay determinations prior to extending credit affect the characteristics of loans being originated and the volume of loans available to be insured. We are uncertain whether the CFPB will issue any other rules or regulations that affect our business. Such rules and regulations could have a material adverse effect on us.

As the most significant purchasers and sellers of conventional mortgage loans and beneficiaries of private mortgage insurance, the GSEs impose financial and other requirements on private mortgage insurers in order for them to be eligible to insure loans sold to the GSEs (these requirements are referred to as the "PMIERs", as discussed above). These requirements are subject to change from time to time. Based on our interpretation of the financial requirements of the PMIERs, as of December 31, 2022, MGIC's Available Assets totaled $5.7 billion, or $2.3 billion in excess of its Minimum Required Assets. MGIC is in compliance with the requirements of the PMIERs and eligible to insure loans purchased by the GSEs. If MGIC ceases to be eligible to insure loans purchased by one or both of the GSEs, it would significantly reduce the volume of our new business writings. For information about matters that could negatively affect our compliance with the PMIERs, see our risk factor titled "We may not continue to meet the GSEs' mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain significantly more capital in order to maintain our eligibility" in Item 1A.

The FHFA has been the conservator of the GSEs since 2008 and has the authority to control and direct their operations. The increased role that the federal government has assumed in the residential housing finance system through the GSE conservatorship may increase the likelihood that the business practices of the GSEs change, including through administrative action, in ways that have a material adverse effect on us and that the charters of the GSEs are changed by new federal legislation. For more information about the business practices of the GSEs that impact our business, see our risk factor titled "Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses" in Item 1A

Indirect Regulation

We are also indirectly, but significantly, impacted by regulations affecting purchasers of mortgage loans, such as the GSEs, and regulations affecting governmental insurers, such as the FHA and the VA, and lenders. Private mortgage insurers, including MGIC, are highly dependent upon federal housing legislation and other laws and regulations to the extent they affect the demand for private mortgage insurance and the housing market generally. From time to time, those laws and regulations have been amended in ways that affect competition from government agencies. Proposals are discussed from time to time by Congress and certain federal agencies to reform or modify the FHA and the Government National Mortgage Association, which securitizes mortgages insured by the FHA.

Mortgage insurance generally may be considered to be a "settlement service" for purposes of RESPA under applicable regulations. Subject to certain exceptions, in general, RESPA prohibits any person from giving or receiving any "thing of value" pursuant to an agreement or understanding to refer settlement services.

HOPA provides for the automatic termination, or cancellation upon a borrower's request, of private mortgage insurance upon satisfaction of certain conditions. For more information, see "Our Products and Services" in Item 1.B.

FCRA imposes restrictions on the permissible use of credit report information. FCRA has been interpreted by some Federal Trade Commission staff and federal courts to require mortgage insurance companies to provide "adverse action" notices to consumers in the event an application for mortgage insurance is declined or offered at less than the best available rate for the loan program applied for on the basis of a review of the consumer's credit.

The Office of the Comptroller of the Currency, the Federal Reserve Board, and the Federal Deposit Insurance Corporation have uniform guidelines on real estate lending by insured lending institutions under their supervision. The guidelines specify that a residential mortgage loan originated with a loan-to-value ratio of 90% or greater should have appropriate credit enhancement in the form of mortgage insurance or readily marketable collateral, although no depth of coverage percentage is specified in the guidelines.

Lenders are subject to various laws, including the Home Mortgage Disclosure Act, the Community Reinvestment Act, the Equal Credit Opportunity Act, TILA, HOPA, the Secure and Fair Enforcement for Mortgage Licensing Act, FCRA, the Fair Debt Collection Practices Act, the Gramm-Leach-Bliley Act, and the Fair Housing Act, and Fannie Mae and Freddie Mac are subject to various laws, including laws relating to government sponsored enterprises, which may impose obligations or create incentives for increased lending to low and moderate income persons, or in targeted areas.

There can be no assurance that other federal laws and regulations affecting these institutions and entities will not

change, or that new legislation or regulations will not be adopted which will adversely affect the private mortgage insurance industry.

G. Human Capital

In 2022, we placed a significant focus on supporting co-workers in their career journey, and connecting co-workers to each other and the community – from educating managers on hybrid team-building to curating dozens of volunteer opportunities.

The following table provides selected demographic information for our workforce as of December 31, 2022.

Demographics (as of December 31, 2022)	
Number of Co-Workers	683 *
Average Tenure	12 years
Percent Female	56%
Percent Racial / Ethnic Minorities	19%
Turnover Rate	15%
Average Age	48

* The number of co-workers does not include “on-call” co-workers. The number of “on-call” co-workers can vary substantially, primarily as a result of changes in demand for contract underwriting services. In recent years, the number of “on-call” co-workers has ranged from fewer than 25 to more than 110.

Diversity, Equity & Inclusion

In 2022 we established a DEI Executive Council, an internal group that consists of executive and cross-functional management that reports to the CEO and Corporate Sustainability Executive Council. The DEI Executive Council has undertaken a number of initiatives since its inception, including:

- Recognizing eight DEI observance days through co-worker education, engagement and action
- Launching DEI workshops and dialogue sessions for all MGIC officers
- Prioritizing DEI in each all-company meeting and engaging executive leadership in ongoing advocacy and endorsement

Total Rewards and Talent Practices

Our total rewards program is designed to provide a competitive package of benefits and compensation elements that recognize the unique needs of our workforce and their families. All full-time MGIC co-workers are eligible to participate in our health program, which is calibrated toward well-being through our popular Health Rewards program in addition to a comprehensive medical, dental and vision plan. We also recognize financial health as part of well-being, and so currently provide a 401(k) plan with company match and discretionary annual profit-sharing contributions. In 2022, we made changes designed to deliver more flexibility to co-workers at all stages of their careers by shifting from a legacy pension plan to increase 401(k) matching, enhancing retiree medical benefits, and expanding our retirement eligibility.

Our talent practices reflect a commitment to creating a positive co-worker experience and investing in development and career growth. In 2022, we rolled out an end-to-end career framework aimed at strengthening our talent pool, promoting equity across departments, setting clear expectations based on role, and creating more opportunities for internal mobility. We also redesigned our annual bonus program to expand eligibility and give co-workers a greater opportunity to share in company success.

Co-Worker Sentiment

MGIC conducts an annual engagement survey to gauge co-worker sentiment. In 2022, we saw an 83% participation rate and added survey questions to gain deeper insight into co-worker inclusion and belonging. Based on the survey results, we identify and share with our Board of Directors and executive leadership several key areas of strength and opportunity. These strength and opportunities are shared with all co-workers for transparency, and leaders at all levels of the company are expected to play an active role in taking meaningful action in response. The annual engagement survey is complemented by additional quantitative, qualitative and passive listening mechanisms, ranging from new hire surveys to CEO-led focus groups.

Community Involvement

Our commitment to community is formalized under the banner of *Giving Back, Together*, and in 2022 included providing financial and in-kind support for organizations that support housing, youth programs, and the arts in our community and nationwide. We also provided paid time off for co-workers to volunteer or work at election polling places.

H. Website Access

We make available, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished to the Securities and Exchange Commission ("SEC") as soon as reasonably practicable after we electronically file these materials with the SEC. The reports and amendments are accessible at the “Reports & Filings” link on our website (http://mtg.mgic.com). The inclusion of our website address in this report is an inactive textual reference only and is not intended to include or incorporate by reference the information on our website into this report.

PART I

Item 1A. Risk Factors

As used below, “we,” “our” and “us” refer to MGIC Investment Corporation’s consolidated operations or to MGIC Investment Corporation, as the context requires; and “MGIC” refers to Mortgage Guaranty Insurance Corporation.

Risk Factors Relating to Global Events

The Russia-Ukraine war and/or other global events may adversely affect the U.S. economy and our business.

Russia's invasion of Ukraine has increased the already-elevated inflation rate, added more pressure to strained supply chains, and has increased volatility in the domestic and global financial markets. The war has impacted, and may impact, our business in various ways, including the following which are described in more detail in the remainder of these risk factors:

- The terms under which we are able to obtain excess-of-loss ("XOL") reinsurance through the insurance-linked notes ("ILN") market and the traditional reinsurance market have been negatively impacted and terms under which we are able to access those markets in the future may be limited or less attractive.
- The risk of a cybersecurity incident that affects our company may have increased.
- An extended or broadened war may negatively impact the domestic economy, which may increase unemployment and inflation, or decrease home prices, in each case leading to an increase in loan delinquencies.
- The volatility in the financial markets may impact the performance of our investment portfolio and our investment portfolio may include investments in companies or securities that are negatively impacted by the war.

Risk Factors Relating to the Mortgage Insurance Industry and its Regulation

Downturns in the domestic economy or declines in home prices may result in more homeowners defaulting and our losses increasing, with a corresponding decrease in our returns.

Losses result from events that reduce a borrower’s ability or willingness to make mortgage payments, such as unemployment, health issues, changes in family status, and decreases in home prices that result in the borrower's mortgage balance exceeding the net value of the home. A deterioration in economic conditions, including an increase in unemployment, generally increases the likelihood that borrowers will not have sufficient income to pay their mortgages and can also adversely affect home prices.

High levels of unemployment may result in an increasing number of loan delinquencies and an increasing number of insurance claims; however, unemployment is difficult to predict given the uncertainty in the current market environment, including as a result of global events such as the COVID-19 pandemic, the Russia-Ukraine war, and the possibility of an economic recession. Since the beginning of 2021, inflation has increased dramatically. The impact that higher inflation rates will have on loan delinquencies is unknown.

The seasonally-adjusted Purchase-Only U.S. Home Price Index of the Federal Housing Finance Agency (the “FHFA”), which is based on single-family properties whose mortgages have been purchased or securitized by Fannie Mae or Freddie Mac, indicates that home prices fell 0.1% nationwide in November, 2022 compared to October, 2022. The 12 month change in home prices remains at historically high rates, but the rate of growth is moderating: it increased by 6.7% in the first eleven months of 2022, after increasing 17.9%, 11.7%, and 5.9% in 2021, 2020 and 2019, respectively. The national average price-to-income ratio exceeds its historical average, in part as a result of recent home price appreciation outpacing increases in income. Affordability issues and the significant increase in interest rates in recent months has put downward pressure on home prices. Recent third-party forecasts predict that home prices will decline further. This decline may occur even absent a deterioration in economic conditions due to declines in demand for homes, which in turn may result from changes in buyers’ perceptions of the potential for future appreciation, restrictions on and the cost of mortgage credit due to more stringent underwriting standards, higher interest rates, changes to the tax deductibility of mortgage interest, decreases in the rate of household formations, or other factors.

Changes in the business practices of Fannie Mae and Freddie Mac's ("the GSEs"), federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses.

The substantial majority of our NIW is for loans purchased by the GSEs; therefore, the business practices of the GSEs greatly impact our business. In June 2022 the GSEs each published their Equitable Housing Finance Plans. The Plans seek to advance equity in housing finance over a three year period and include potential changes to the GSEs’ business practices and policies. Specifically relating to mortgage insurance, (1) Fannie Mae’s Plan contemplates the creation of special purchase credit program(s) ("SPCPs") targeted to historically underserved borrowers with a goal of lowering costs for such borrowers through lower than standard mortgage insurance requirements; and (2) Freddie Mac’s Plan contemplates the creation of SPCPs targeted to historically underserved borrowers with the goals of (a) working with mortgage insurers to reduce costs for high LTV borrowers, and (b) updating mortgage insurance cancellation requirements. To the extent the business practices and policies of the GSEs regarding mortgage insurance coverage, costs and cancellation change, including more broadly than through SPCPs, such changes may negatively impact the mortgage insurance industry.

Other business practices of the GSEs that affect the mortgage insurance industry include:

- The GSEs' private mortgage insurer eligibility requirements ("PMIERs"), the financial requirements of which are discussed in our risk factor titled *“We may not continue to meet the GSEs’ private mortgage insurer eligibility requirements and our returns may decrease if we are required to maintain more capital in order to maintain our eligibility.”*
- The capital and collateral requirements for participants in the GSEs' alternative forms of credit enhancement discussed in

our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance."*

- The level of private mortgage insurance coverage, subject to the limitations of the GSEs' charters, when private mortgage insurance is used as the required credit enhancement on low down payment mortgages (the GSEs generally require a level of mortgage insurance coverage that is higher than the level of coverage required by their charters; any change in the required level of coverage will impact our new risk written).
- The amount of loan level price adjustments and guaranty fees (which result in higher costs to borrowers) that the GSEs assess on loans that require private mortgage insurance. The requirements of the new GSE capital framework may lead the GSEs to increase their guaranty fees. In addition, the FHFA has indicated that it is reviewing the GSEs' pricing in connection with preparing them to exit conservatorship and to ensure that pricing subsidies benefit only affordable housing activities.
- Whether the GSEs select or influence the mortgage lender's selection of the mortgage insurer providing coverage.
- The underwriting standards that determine which loans are eligible for purchase by the GSEs, which can affect the quality of the risk insured by the mortgage insurer and the availability of mortgage loans.
- The terms on which mortgage insurance coverage can be canceled before reaching the cancellation thresholds established by law and the business practices associated with such cancellations. For more information, see the above discussion of the GSEs' Equitable Housing Plans and our risk factor titled "*Changes in interest rates, house prices or mortgage insurance cancellation requirements may change the length of time that our policies remain in force*."
- The programs established by the GSEs intended to avoid or mitigate loss on insured mortgages and the circumstances in which mortgage servicers must implement such programs.
- The terms that the GSEs require to be included in mortgage insurance policies for loans that they purchase, including limitations on the rescission rights of mortgage insurers.
- The extent to which the GSEs intervene in mortgage insurers' claims paying practices, rescission practices or rescission settlement practices with lenders.
- The maximum loan limits of the GSEs compared to those of the FHA and other investors.
- The benchmarks established by the FHFA for loans to be purchased by the GSEs, which can affect the loans available to be insured. In December 2021, the FHFA established the benchmark levels for 2022-2024 purchases of low-income home mortgages, very low-income home mortgages and low-income refinance mortgages, each of which exceeded the 2021 benchmarks. The FHFA also established two new sub-goals: one targeting minority communities and the other targeting low-income neighborhoods.

The FHFA has been the conservator of the GSEs since 2008 and has the authority to control and direct their operations. The increased role that the federal government has assumed in the residential housing finance system through the GSE conservatorships may increase the likelihood that the business practices of the GSEs change, including through administrative action, in ways that have a material adverse effect on us and that the charters of the GSEs are changed by new federal legislation.

It is uncertain what role the GSEs, FHA and private capital, including private mortgage insurance, will play in the residential housing finance system in the future. The timing and impact on our business of any resulting changes are uncertain. Many of the proposed changes would require Congressional action to implement and it is difficult to estimate when Congressional action would be final and how long any associated phase-in period may last.

We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease if we are required to maintain more capital in order to maintain our eligibility.

We must comply with a GSE's PMIERs to be eligible to insure loans delivered to or purchased by that GSE. The PMIERs include financial requirements, as well as business, quality control and certain transaction approval requirements. The financial requirements of the PMIERs require a mortgage insurer's "Available Assets" (generally only the most liquid assets of an insurer) to equal or exceed its "Minimum Required Assets" (which are generally based on an insurer's book of risk in force and calculated from tables of factors with several risk dimensions, reduced for credit given for risk ceded under reinsurance agreements).

Based on our interpretation of the PMIERs, as of December 31, 2022, MGIC's Available Assets totaled $5.7 billion, or $2.3 billion in excess of its Minimum Required Assets. MGIC is in compliance with the PMIERs and eligible to insure loans purchased by the GSEs. Our "Minimum Required Assets" reflect a credit for risk ceded under our quota share reinsurance ("QSR") and XOL reinsurance transactions, which are discussed in our risk factor titled *"The mix of business we write affects our Minimum Required Assets under the PMIERs, our premium yields and the likelihood of losses occurring."* The calculated credit for XOL reinsurance transactions under PMIERs is generally based on the PMIERs requirement of the covered loans and the attachment and detachment points of the coverage, all of which fluctuate over time. PMIERs credit is generally not given for the reinsured risk above the PMIERs requirement. The GSEs have discretion to further limit reinsurance credit under the PMIERs. Refer to "Consolidated Results of Operations – Reinsurance Transactions" in Part 7 for information about the calculated PMIERs credit for our XOL transactions. There is a risk we will not receive our current level of credit in future periods for ceded risk. In addition, we may not receive the same level of credit under future reinsurance transactions that we receive under existing transactions. If MGIC is not allowed certain levels of credit under the PMIERs, under certain circumstances, MGIC may terminate the reinsurance transactions without penalty.

The PMIERs generally require us to hold significantly more Minimum Required Assets for delinquent loans than for performing loans and the Minimum Required Assets required to be held increases as the number of payments missed on a delinquent loan increases. If the number of loan delinquencies increases for reasons discussed in these risk factors, or otherwise, it may cause our Minimum Required Assets to exceed

our Available Assets. We are unable to predict the ultimate number of loans that will become delinquent.

If our Available Assets fall below our Minimum Required Assets, we would not be in compliance with the PMIERs. The PMIERs provide a list of remediation actions for a mortgage insurer's non-compliance, with additional actions possible in the GSEs' discretion. At the extreme, the GSEs may suspend or terminate our eligibility to insure loans purchased by them. Such suspension or termination would significantly reduce the volume of our new insurance written ("NIW"), the substantial majority of which is for loans delivered to or purchased by the GSEs. In addition to the increase in Minimum Required Assets associated with delinquent loans, factors that may negatively impact MGIC's ability to continue to comply with the financial requirements of the PMIERs include the following:

- The GSEs may make the PMIERs more onerous in the future. The PMIERs provide that the factors that determine Minimum Required Assets will be updated periodically, or as needed if there is a significant change in macroeconomic conditions or loan performance. We do not anticipate that the regular periodic updates will occur more frequently than once every two years. The PMIERs state that the GSEs will provide notice 180 days prior to the effective date of updates to the factors; however, the GSEs may amend the PMIERs at any time, including by imposing restrictions specific to our company.
- The PMIERs may be changed in response to the final regulatory capital framework for the GSEs that was published in February 2022.
- Our future operating results may be negatively impacted by the matters discussed in the rest of these risk factors. Such matters could decrease our revenues, increase our losses or require the use of assets, thereby creating a shortfall in Available Assets.

Should capital be needed by MGIC in the future, capital contributions from our holding company may not be available due to competing demands on holding company resources, including for repayment of debt.

Because loss reserve estimates are subject to uncertainties, paid claims may be substantially different than our loss reserves.

When we establish case reserves, we estimate our ultimate loss on delinquent loans by estimating the number of such loans that will result in a claim payment (the "claim rate"), and further estimating the amount of the claim payment (the "claim severity"). Changes to our claim rate and claim severity estimates could have a material impact on our future results, even in a stable economic environment. Our estimates incorporate anticipated cures, loss mitigation activity, rescissions and curtailments. The establishment of loss reserves is subject to inherent uncertainty and requires significant judgment by management. Our actual claim payments may differ substantially from our loss reserve estimates. Our estimates could be affected by several factors, including a change in regional or national economic conditions as discussed in these risk factors and a change in the length of time loans are delinquent before claims are received. Generally, the longer a loan is delinquent before a claim is received, the greater the severity. As a result of foreclosure moratoriums and forbearance programs related to COVID-19, the average time it takes to receive claims has increased. Economic conditions may differ from region to region. Information about the geographic dispersion of our risk in force and delinquency inventory can be found in our Annual Reports on Form 10-K and our Quarterly Reports on Form 10-Q. Prior to the COVID-19 pandemic, losses incurred generally followed a seasonal trend in which the second half of the year has weaker credit performance than the first half, with higher new default notice activity and a lower cure rate.

We are subject to comprehensive regulation and other requirements, which we may fail to satisfy.

We are subject to comprehensive regulation, including by state insurance departments. Many regulations are designed for the protection of our insured policyholders and consumers, rather than for the benefit of investors. Mortgage insurers, including MGIC, have in the past been involved in litigation and regulatory actions related to alleged violations of the anti-referral fee provisions of the Real Estate Settlement Procedures Act ("RESPA"), and the notice provisions of the Fair Credit Reporting Act ("FCRA"). While these proceedings in the aggregate did not result in material liability for MGIC, there can be no assurance that the outcome of future proceedings, if any, under these laws or others would not have a material adverse effect on us. To the extent that we are construed to make independent credit decisions in connection with our contract underwriting activities, we also could be subject to increased regulatory requirements under the Equal Credit Opportunity Act ("ECOA"), FCRA, and other laws. Under relevant laws, examination may also be made of whether a mortgage insurer's underwriting decisions have a disparate impact on persons belonging to a protected class in violation of the law.

Although their scope varies, state insurance laws generally grant broad supervisory powers to agencies or officials to examine insurance companies and enforce rules or exercise discretion affecting almost every significant aspect of the insurance business, including payment for the referral of insurance business, premium rates and discrimination in pricing, and minimum capital requirements. The increased use, by the private mortgage insurance industry, of risk-based pricing systems that establish premium rates based on more attributes than previously considered, and of algorithms, artificial intelligence and data and analytics, has led to additional regulatory scrutiny of premium rates and of other matters such as discrimination in pricing and underwriting, data privacy and access to insurance. For more information about state capital requirements, see our risk factor titled "*State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis*." For information about regulation of data privacy, see our risk factor titled "*We could be materially adversely affected by a cyber security breach or failure of information security controls*." For more details about the various ways in which our subsidiaries are regulated, see "Business - Regulation" in Item 1.

While we have established policies and procedures to comply with applicable laws and regulations, many such laws and regulations are complex and it is not possible to predict the eventual scope, duration or outcome of any reviews or investigations nor is it possible to predict their effect on us or the mortgage insurance industry.

Pandemics, hurricanes and other natural disasters may impact our incurred losses, the amount and timing of paid claims, our inventory of notices of default and our Minimum Required Assets under PMIERs.

Pandemics and other natural disasters, such as hurricanes, tornadoes, earthquakes, wildfires and floods, or other events related to changing climatic conditions, could trigger an economic downturn in the affected areas, or in areas with similar risks, which could result in a decline in our business and an increased claim rate on policies in those areas. Natural disasters, rising sea levels and/or fresh water shortages could lead to a decrease in home prices in the affected areas, or in areas with similar risks, which could result in an increase in claim severity on policies in those areas. In addition, the inability of a borrower to obtain hazard and/or flood insurance, or the increased cost of such insurance, could lead to an increase in delinquencies or a decrease in home prices in the affected areas. If we were to attempt to limit our new insurance written in affected areas, lenders may be unwilling to procure insurance from us anywhere.

Pandemics and other natural disasters could also lead to increased reinsurance rates or reduced availability of reinsurance. This may cause us to retain more risk than we otherwise would retain and could negatively affect our compliance with the financial requirements of State Capital Requirements and the PMIERs.

The PMIERs require us to maintain significantly more "Minimum Required Assets" for delinquent loans than for performing loans; however, the increase in Minimum Required Assets is not as great for certain delinquent loans in areas that the Federal Emergency Management Agency has declared major disaster areas and for certain loans whose borrowers have been affected by COVID-19. See our risk factor titled *"We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease if we are required to maintain more capital in order to maintain our eligibility."*

In January 2021, the FHFA issued a Request for Input (“RFI”) regarding Climate and Natural Disaster Risk Management at the Regulated Entities (i.e., the GSEs and the Federal Home Loan Banks). The FHFA has instructed the GSEs to designate climate change as a priority concern and actively consider its effects in their decision making. It is possible that efforts to manage this risk by the FHFA, GSEs (including through GSE guideline or mortgage insurance policy changes) or others could materially impact the volume and characteristics of our NIW (including its policy terms), home prices in certain areas and defaults by borrowers in certain areas.

Reinsurance may not always be available or its cost may increase.

We have in place QSR and XOL reinsurance transactions providing various amounts of coverage on 85% of our risk in force as of December 31, 2022. Refer to Part 8, Note 9 – “Reinsurance” and Part 7 “Consolidated Results of Operations – Reinsurance Transactions” for more information about coverage under our reinsurance transactions. The reinsurance transactions reduce the tail-risk associated with stress scenarios. As a result, they reduce the capital that we are required to hold to support the risk and they allow us to earn higher returns on our business than we would without them. However, reinsurance may not always be available to us or available on similar terms, the reinsurance transactions subject us to counterparty credit risk, and the GSEs may change the credit they allow under the PMIERs for risk ceded under our reinsurance transactions. Most of our XOL transactions were entered into in capital market transactions with special purpose insurers that issued notes linked to the reinsurance coverage ("Insurance Linked Notes" or "ILNs"). Our access to reinsurance may be disrupted and the terms under which we are able to obtain reinsurance may be less attractive than in the past due to volatility stemming from circumstances such as higher interest rates, increased inflation, global events such as the Russia-Ukraine war, and other factors. In 2022, execution of transactions for XOL reinsurance through the ILN market was more challenging, with increased pricing, down-sized transactions, and generally fewer transactions executed by mortgage insurers. If we are unable to obtain reinsurance for our insurance written, the capital required to support our insurance written will not be reduced as discussed above and our returns may decrease absent an increase in our premium rates. An increase in our premium rates may lead to a decrease in our NIW.

Because we establish loss reserves only upon a loan delinquency rather than based on estimates of our ultimate losses on risk in force, losses may have a disproportionate adverse effect on our earnings in certain periods.

In accordance with accounting principles generally accepted in the United States, we establish case reserves for insurance losses and loss adjustment expenses only when delinquency notices are received for insured loans that are two or more payments past due and for loans we estimate are delinquent but for which delinquency notices have not yet been received (which we include in “IBNR”). Losses that may occur from loans that are not delinquent are not reflected in our financial statements, except when a "premium deficiency" is recorded. A premium deficiency would be recorded if the present value of expected future losses and expenses exceeds the present value of expected future premiums and already established loss reserves on the applicable loans. As a result, future losses incurred on loans that are not currently delinquent may have a material impact on future results as delinquencies emerge. As of December 31, 2022, we had established case reserves and reported losses incurred for 26,387 loans in our delinquency inventory and our IBNR reserve totaled $21 million. The number of loans in our delinquency inventory may increase from that level as a result of economic conditions relating to current global events or other factors and our losses incurred may increase.

State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis.

The insurance laws of 16 jurisdictions, including Wisconsin, MGIC's domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to its risk in force (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the “State Capital Requirements.” While they vary among jurisdictions, the most common State Capital Requirements allow for a maximum risk-to-capital ratio of 25 to 1. A risk-to-capital ratio will increase if (i) the percentage decrease in capital exceeds the percentage decrease in insured risk, or (ii) the percentage increase in capital is less than the percentage increase in insured risk. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires a minimum policyholder position (“MPP”). MGIC's “policyholder position” includes its net worth or surplus, and its contingency reserve.

At December 31, 2022 MGIC's risk-to-capital ratio was 10.2 to 1, below the maximum allowed by the jurisdictions with State Capital Requirements, and its policyholder position was $3.5 billion above the required MPP of $2.1 billion. Our risk-to-capital ratio and MPP reflect full credit for the risk ceded under our quota share reinsurance and excess of loss transactions in the ILN market and traditional reinsurance market with unaffiliated reinsurers. It is possible that under the revised State Capital Requirements discussed below, MGIC will not be allowed full credit for the risk ceded under such transactions. If MGIC is not allowed an agreed level of credit under the State Capital Requirements, MGIC may terminate the reinsurance transactions, without penalty.

The NAIC previously announced plans to revise the State Capital Requirements that are provided for in its Mortgage Guaranty Insurance Model Act. In December 2019, a working group of state regulators released an exposure draft of a revised Mortgage Guaranty Insurance Model Act and a risk-based capital framework to establish capital requirements for mortgage insurers, although certain items were not completely addressed by the framework, including the treatment of ceded risk and minimum capital floors. In October 2022, the NAIC working group released a revised exposure draft of the Mortgage Guaranty Insurance Model Act that does not include changes to the capital requirements of the existing Model Act.

While MGIC currently meets the State Capital Requirements of Wisconsin and all other jurisdictions, it could be prevented from writing new business in the future in all jurisdictions if it fails to meet the State Capital Requirements of Wisconsin, or it could be prevented from writing new business in a particular jurisdiction if it fails to meet the State Capital Requirements of that jurisdiction, and in each case if MGIC does not obtain a waiver of such requirements. It is possible that regulatory action by one or more jurisdictions, including those that do not have specific State Capital Requirements, may prevent MGIC from continuing to write new insurance in such jurisdictions. If we are unable to write business in a particular jurisdiction, lenders may be unwilling to procure insurance from us anywhere. In addition, a lender's assessment of the future ability of our insurance operations to meet the State Capital Requirements or the PMIERs may affect its willingness to procure insurance from us. In this regard, see our risk factor titled *"Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and/or increase our losses."* A possible future failure by MGIC to meet the State Capital Requirements or the PMIERs will not necessarily mean that MGIC lacks sufficient resources to pay claims on its insurance liabilities. You should read the rest of these risk factors for information about matters that could negatively affect MGIC's compliance with State Capital Requirements and its claims paying resources.

If the volume of low down payment home mortgage originations declines, the amount of insurance that we write could decline.

The factors that may affect the volume of low down payment mortgage originations include the health of the U.S. economy, conditions in regional and local economies and the level of consumer confidence; restrictions on mortgage credit due to more stringent underwriting standards, liquidity issues or risk-retention and/or capital requirements affecting lenders; the level of home mortgage interest rates; housing affordability; new and existing housing availability; the rate of household formation, which is influenced, in part, by population and immigration trends; homeownership rates; the rate of home price appreciation, which in times of heavy refinancing can affect whether refinanced loans have LTV ratios that require private mortgage insurance; and government housing policy encouraging loans to first-time homebuyers. A decline in the volume of low down payment home mortgage originations could decrease demand for mortgage insurance and limit our NIW. For other factors that could decrease the demand for mortgage insurance, see our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance."*

The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance.

Alternatives to private mortgage insurance include:

- investors using risk mitigation and credit risk transfer techniques other than private mortgage insurance, or accepting credit risk without credit enhancement,
- lenders and other investors holding mortgages in portfolio and self-insuring,
- lenders using Federal Housing Administration ("FHA"), U.S. Department of Veterans Affairs ("VA") and other government mortgage insurance programs, and
- lenders originating mortgages using piggyback structures to avoid private mortgage insurance, such as a first mortgage with an 80% loan-to-value ("LTV") ratio and a second mortgage with a 10%, 15% or 20% LTV ratio rather than a first mortgage with a 90%, 95% or 100% LTV ratio that has private mortgage insurance.

The GSEs' charters generally require credit enhancement for a low down payment mortgage loan (a loan in an amount that exceeds 80% of a home's value) in order for such loan to be eligible for purchase by the GSEs. Private mortgage insurance generally has been purchased by lenders in primary mortgage market transactions to satisfy this credit enhancement requirement. In 2018, the GSEs initiated secondary mortgage market programs with loan level mortgage default coverage provided by various (re)insurers that are not mortgage insurers governed by PMIERs, and that are not selected by the lenders. These programs, which currently account for a small percentage of the low down payment market, compete with traditional private mortgage insurance and, due to differences in policy terms, they may offer premium rates that are below prevalent single premium lender-paid mortgage insurance ("LPMI") rates. We participate in these programs from time to time. See our risk factor titled "*Changes in the business practices of Fannie Mae and Freddie Mac's ("the GSEs"), federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses"* for a discussion of various business practices of the GSEs that may be changed, including through expansion or modification of these programs.

The GSEs (and other investors) have also used other forms of credit enhancement that did not involve traditional private mortgage insurance, such as engaging in credit-linked note transactions executed in the capital markets, or using other forms of debt issuances or securitizations that transfer credit risk directly to other investors, including competitors and an affiliate of MGIC; using other risk mitigation techniques in conjunction

with reduced levels of private mortgage insurance coverage; or accepting credit risk without credit enhancement.

The FHA's share of the low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance was 26.7% in 2022, 24.7% in 2021, and 23.4% in 2020. Beginning in 2012, the FHA's share has been as low as 23.4% (in 2020) and as high as 42.1% (in 2012). Factors that influence the FHA's market share include relative rates and fees, underwriting guidelines and loan limits of the FHA, VA, private mortgage insurers and the GSEs; lenders' perceptions of legal risks under FHA versus GSE programs; flexibility for the FHA to establish new products as a result of federal legislation and programs; returns expected to be obtained by lenders for Ginnie Mae securitization of FHA-insured loans compared to those obtained from selling loans to the GSEs for securitization; and differences in policy terms, such as the ability of a borrower to cancel insurance coverage under certain circumstances. On February 22, 2023, the FHA announced a 30 bps decrease in its mortgage insurance premium rates. This rate reduction will negatively impact our NIW; however, given the many factors that influence the FHA's market share, it is difficult to predict the extent of the impact. In addition, we cannot predict how the factors that affect the FHA's share of new insurance written will change in the future.

The VA's share of the low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance was 24.5% in 2022, 30.2% in 2021, and 30.9% in 2020. Beginning in 2012, the VA's share has been as low as 22.8% (in 2013) and as high as 30.9% (in 2020). We believe that the VA's market share grows as the number of borrowers that are eligible for the VA's program increases, and when eligible borrowers opt to use the VA program when refinancing their mortgages. The VA program offers 100% LTV ratio loans and charges a one-time funding fee that can be included in the loan amount.

Changes in interest rates, house prices or mortgage insurance cancellation requirements may change the length of time that our policies remain in force.

The premium from a single premium policy is collected upfront and generally earned over the estimated life of the policy. In contrast, premiums from monthly and annual premium policies are received each month or year, as applicable, and earned each month over the life of the policy. In each year, most of our premiums earned are from insurance that has been written in prior years. As a result, the length of time insurance remains in force, which is generally measured by persistency (the percentage of our insurance remaining in force from one year prior), is a significant determinant of our revenues. A higher than expected persistency rate may decrease the profitability from single premium policies because they will remain in force longer and may increase the incidence of claims that was estimated when the policies were written. A low persistency rate on monthly and annual premium policies will reduce future premiums but may also reduce the incidence of claims, while a high persistency on those policies will increase future premiums but may increase the incidence of claims.

Our persistency rate was 79.8% at December 31, 2022, 62.6% at December 31, 2021, and 60.5% at December 31, 2020. Since 2000, our year-end persistency ranged from a high of 84.7% at December 31, 2009 to a low of 47.1% at December 31, 2003. Our persistency rate is primarily affected by the level of current mortgage interest rates compared to the mortgage coupon rates on our insurance in force, which affects the vulnerability of the insurance in force to refinancing; and the current amount of equity that borrowers have in the homes underlying our insurance in force. The amount of equity affects persistency in the following ways:

- Borrowers with significant equity may be able to refinance their loans without requiring mortgage insurance.
- The Homeowners Protection Act ("HOPA") requires servicers to cancel mortgage insurance when a borrower's LTV ratio meets or is scheduled to meet certain levels, generally based on the original value of the home and subject to various conditions.
- The GSEs' mortgage insurance cancellation guidelines apply more broadly than HOPA and also consider a home's current value. For more information about the GSEs guidelines and business practices, and how they may change, see our risk factor titled "*Changes in the business practices of Fannie Mae and Freddie Mac's ("the GSEs"), federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses.*"

We are susceptible to disruptions in the servicing of mortgage loans that we insure and we rely on third-party reporting for information regarding the mortgage loans we insure.

We depend on reliable, consistent third-party servicing of the loans that we insure. An increase in delinquent loans may result in liquidity issues for servicers. When a mortgage loan that is collateral for a mortgage backed security ("MBS") becomes delinquent, the servicer is usually required to continue to pay principal and interest to the MBS investors, generally for four months, even though the servicer is not receiving payments from borrowers. This may cause liquidity issues, especially for non-bank servicers (who service approximately 46% of the loans underlying our insurance in force as of December 31, 2022) because they do not have the same sources of liquidity that bank servicers have.

While there has been no disruption in our premium receipts through the end of 2022, servicers who experience future liquidity issues may be less likely to advance premiums to us on policies covering delinquent loans or to remit premiums on policies covering loans that are not delinquent. Our policies generally allow us to cancel coverage on loans that are not delinquent if the premiums are not paid within a grace period.

An increase in delinquent loans or a transfer of servicing resulting from liquidity issues, may increase the operational burden on servicers, cause a disruption in the servicing of delinquent loans and reduce servicers' abilities to undertake mitigation efforts that could help limit our losses.

The information presented in this report and on our website with respect to the mortgage loans we insure is based on information reported to us by third parties, including the servicers and originators of the mortgage loans, and information presented may be subject to lapses or inaccuracies in reporting from such third parties. In many cases, we may not be aware that information reported to us is incorrect until such time as a claim is made against us under the relevant insurance policy. We do not consistently receive monthly policy status information from servicers for single premium policies, and may not be aware that the mortgage loans insured by such policies have been repaid. We periodically attempt to determine if coverage is still in force on

such policies by asking the last servicer of record or through the periodic reconciliation of loan information with certain servicers. It may be possible that our reports continue to reflect, as active, policies on mortgage loans that have been repaid.

Risk Factors Relating to Our Business Generally

If our risk management programs are not effective in identifying, or adequate in controlling or mitigating, the risks we face, or if the models used in our businesses are inaccurate, it could have a material adverse impact on our business, results of operations and financial condition.

Our enterprise risk management program, described in "Business - Our Products and Services - Risk Management" in Item 1, may not be effective in identifying, or adequate in controlling or mitigating, the risks we face in our business.

We employ proprietary and third-party models for a wide range of purposes, including the following: projecting losses, premiums, expenses, and returns; pricing products (through our risk-based pricing system); determining the techniques used to underwrite insurance; estimating reserves; evaluating risk; determining internal capital requirements; and performing stress testing. These models rely on estimates, projections, and assumptions that are inherently uncertain and may not always operate as intended. This can be especially true when extraordinary events occur, such as the COVID-19 pandemic, the Russia-Ukraine war, periods of extreme inflation, or environmental disasters related to changing climatic conditions. In addition, our models are being continuously updated over time. Changes in models or model assumptions could lead to material changes in our future expectations, returns, or financial results. The models we employ are complex, which could increase our risk of error in their design, implementation, or use. Also, the associated input data, assumptions, and calculations may not always be correct or accurate and the controls we have in place to mitigate these risks may not be effective in all cases. The risks related to our models may increase when we change assumptions, methodologies, or modeling platforms. Moreover, we may use information we receive through enhancements to refine or otherwise change existing assumptions and/or methodologies.

Information technology system failures or interruptions may materially impact our operations and adversely affect our financial results.

We are heavily dependent on our information technology systems to conduct our business. Our ability to efficiently operate our business depends significantly on the reliability and capacity of our systems and technology. The failure of our systems and technology to operate effectively could affect our ability to provide our products and services to customers, reduce efficiency, or cause delays in operations. Significant capital investments might be required to remediate any such problems. We are also dependent on our ongoing relationships with key technology providers, including provisioning of their products and technologies, and their ability to support those products and technologies. The inability of these providers to successfully provide and support those products could have an adverse impact on our business and results of operations.

We are in the process of upgrading certain information systems, and transforming and automating certain business processes, and we continue to enhance our risk-based pricing system and our system for evaluating risk. Certain information systems have been in place for a number of years and it has become increasingly difficult to support their operation. The implementation of technological and business process improvements, as well as their integration with customer and third-party systems when applicable, is complex, expensive and time consuming. If we fail to timely and successfully implement and integrate the new technology systems, if the third party providers upon which we are reliant do not perform as expected, if our legacy systems fail to operate as required, or if the upgraded systems and/or transformed and automated business processes do not operate as expected, it could have a material adverse impact on our business, business prospects and results of operations.

We could be materially adversely affected by a cyber security breach or failure of information security controls.

As part of our business, we maintain large amounts of confidential and proprietary information, including personal information of consumers and employees, on our servers and those of cloud computing services. Federal and state laws designed to promote the protection of such information require businesses that collect or maintain personal information to adopt information security programs, and to notify individuals, and in some jurisdictions, regulatory authorities, of security breaches involving personally identifiable information. All information technology systems are potentially vulnerable to damage or interruption from a variety of sources, including by cyber attacks, such as those involving ransomware. The Company discovers vulnerabilities and regularly blocks a high volume of attempts to gain unauthorized access to its systems. Globally, attacks are expected to continue accelerating in both frequency and sophistication with increasing use by actors of tools and techniques that will hinder the Company's ability to identify, investigate and recover from incidents. Such attacks may also increase as a result of retaliation by Russia in response to actions taken by the U.S. and other countries in connection with Russia's military invasion of Ukraine. The Company operates under a hybrid workforce model and such model may be more vulnerable to security breaches.

While we have information security policies and systems in place to secure our information technology systems and to prevent unauthorized access to or disclosure of sensitive information, there can be no assurance with respect to our systems and those of our third-party vendors that unauthorized access to the systems or disclosure of the sensitive information, either through the actions of third parties or employees, will not occur. Due to our reliance on information technology systems, including ours and those of our customers and third-party service providers, and to the sensitivity of the information that we maintain, unauthorized access to the systems or disclosure of the information could adversely affect our reputation, severely disrupt our operations, result in a loss of business and expose us to material claims for damages and may require that we provide free credit monitoring services to individuals affected by a security breach.

Should we experience an unauthorized disclosure of information or a cyber attack, including those involving ransomware, some of the costs we incur may not be recoverable through insurance, or legal or other processes, and this may have a material adverse effect on our results of operations.

The mix of business we write affects our Minimum Required Assets under the PMIERs, our premium yields and the likelihood of losses occurring.

The Minimum Required Assets under the PMIERs are, in part, a function of the direct risk-in-force and the risk profile of the loans we insure, considering LTV ratio, credit score, vintage, Home Affordable Refinance Program ("HARP") status and delinquency status; and whether the loans were insured under lender-paid mortgage insurance policies or other policies that are not subject to automatic termination consistent with the Homeowners Protection Act requirements for borrower-paid mortgage insurance. Therefore, if our direct risk-in-force increases through increases in NIW, or if our mix of business changes to include loans with higher LTV ratios or lower FICO scores, for example, all other things equal, we will be required to hold more Available Assets in order to maintain GSE eligibility.

The percentage of our NIW from all single premium policies was 4.3% in 2022 and 7.4% in 2021, and has ranged from 4.3% in 2022 to 19.0% in 2017. Depending on the actual life of a single premium policy and its premium rate relative to that of a monthly premium policy, a single premium policy may generate more or less premium than a monthly premium policy over its life.

As discussed in our risk factor titled "*Reinsurance may not always be available or its cost may increase,"* we have in place various QSR transactions. Although the transactions reduce our premiums, they have a lesser impact on our overall results, as losses ceded under the transactions reduce our losses incurred and the ceding commissions we receive reduce our underwriting expenses. The effect of the QSR transactions on the various components of pre-tax income will vary from period to period, depending on the level of ceded losses incurred. We also have in place various XOL reinsurance transactions under which we cede premiums. Under the XOL reinsurance transactions, for the respective reinsurance coverage periods, we retain the first layer of aggregate losses and the reinsurers provide second layer coverage up to the outstanding reinsurance coverage amount.

In addition to the effect of reinsurance on our premiums, we expect a decline in our premium yield because an increasing percentage of our insurance in force is from recent book years whose premium rates had been trending lower.

Our ability to rescind insurance coverage became more limited for new insurance written beginning in mid-2012, and it became further limited for new insurance written under our revised master policy that became effective March 1, 2020. These limitations may result in higher losses paid than would be the case under our previous master policies. In addition, our rescission rights temporarily have become more limited due to accommodations we made in connection with the COVID-19 pandemic. We waived our rescission rights in certain circumstances where the failure to make payments was associated with a COVID-19 pandemic-related forbearance.

From time to time, in response to market conditions, we change the types of loans that we insure. We also may change our underwriting guidelines, including by agreeing with certain approval recommendations from a GSE automated underwriting system. We also make exceptions to our underwriting requirements on a loan-by-loan basis and for certain customer programs. Our underwriting requirements are available on our website at http://www.mgic.com/underwriting/index.html.

Even when home prices are stable or rising, mortgages with certain characteristics have higher probabilities of claims. As of December 31, 2022, mortgages with these characteristics in our primary risk in force included mortgages with LTV ratios greater than 95% (15.0%), mortgages with borrowers having FICO scores below 680 (7.2%), including those with borrowers having FICO scores of 620-679 (6.2%), mortgages with limited underwriting, including limited borrower documentation (0.8%), and mortgages with borrowers having DTI ratios greater than 45% (or where no ratio is available) (15.6%), each attribute as determined at the time of loan origination. Loans with more than one of these attributes accounted for 4.4% of our primary risk in force as of December 31, 2022, and 4.1% of our primary risk in force as of December 31, 2021. When home prices increase, interest rates increase and/or the percentage of our NIW from purchase transactions increases, our NIW on mortgages with higher LTV ratios and higher DTI ratios may increase. Our NIW on mortgages with LTV ratios greater than 95% increased from 11% in 2021 to 12% in 2022 and our NIW on mortgages with DTI ratios greater than 45% increased from 14% in 2021 to 21% in 2022.

From time to time, we change the processes we use to underwrite loans. For example: we rely on information provided to us by lenders that was obtained from certain of the GSEs' automated appraisal and income verification tools, which may produce results that differ from the results that would have been determined using different methods; we accept GSE appraisal waivers for certain refinance loans, the numbers of which have increased significantly beginning in 2020; and we accept GSE appraisal flexibilities that allow property valuations in certain transactions to be based on appraisals that do not involve an onsite or interior inspection of the property. Our acceptance of automated GSE appraisal and income verification tools, GSE appraisal waivers and GSE appraisal flexibilities may affect our pricing and risk assessment. We also continue to further automate our underwriting processes and it is possible that our automated processes result in our insuring loans that we would not otherwise have insured under our prior processes.

Approximately 72% of our 2022 and 72% of our 2021 NIW was originated under delegated underwriting programs pursuant to which the loan originators had authority on our behalf to underwrite the loans for our mortgage insurance. For loans originated through a delegated underwriting program, we depend on the originators' compliance with our guidelines and rely on the originators' representations that the loans being insured satisfy the underwriting guidelines, eligibility criteria and other requirements. While we have established systems and processes to monitor whether certain aspects of our underwriting guidelines were being followed by the originators, such systems may not ensure that the guidelines were being strictly followed at the time the loans were originated.

The widespread use of risk-based pricing systems by the private mortgage insurance industry (discussed in our risk factor titled *"Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and / or increase our losses"*) makes it more difficult to compare our premium rates to those offered by our competitors. We may not be aware of industry rate changes until we observe that our mix of new insurance written has changed and our mix may fluctuate more as a result.

If state or federal regulations or statutes are changed in ways that ease mortgage lending standards and/or requirements, or if

lenders seek ways to replace business in times of lower mortgage originations, it is possible that more mortgage loans could be originated with higher risk characteristics than are currently being originated, such as loans with lower FICO scores and higher DTI ratios. The focus of the new FHFA leadership on increasing homeownership opportunities for borrowers is likely to have this effect. Lenders could pressure mortgage insurers to insure such loans, which are expected to experience higher claim rates. Although we attempt to incorporate these higher expected claim rates into our underwriting and pricing models, there can be no assurance that the premiums earned and the associated investment income will be adequate to compensate for actual losses paid even under our current underwriting requirements.

The premiums we charge may not be adequate to compensate us for our liabilities for losses and as a result any inadequacy could materially affect our financial condition and results of operations.

When we set our premiums at policy issuance, we have expectations regarding likely performance of the insured risks over the long term. Generally, we cannot cancel mortgage insurance coverage or adjust renewal premiums during the life of a policy. As a result, higher than anticipated claims generally cannot be offset by premium increases on policies in force or mitigated by our non-renewal or cancellation of insurance coverage. Our premiums are subject to approval by state regulatory agencies, which can delay or limit our ability to increase premiums on future policies. In addition, our customized rate plans may delay our ability to increase premiums on future policies covered by such plans. The premiums we charge, the investment income we earn and the amount of reinsurance we carry may not be adequate to compensate us for the risks and costs associated with the insurance coverage provided to customers. An increase in the number or size of claims, compared to what we anticipated when we set the premiums, could adversely affect our results of operations or financial condition. Our premium rates are also based in part on the amount of capital we are required to hold against the insured risk. If the amount of capital we are required to hold increases from the amount we were required to hold when we set the premiums, our returns may be lower than we assumed. For a discussion of the amount of capital we are required to hold, see our risk factor titled "*We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease if we are required to maintain more capital in order to maintain our eligibility*."

We rely on our management team and our business could be harmed if we are unable to retain qualified personnel or successfully develop and/or recruit their replacements.

Our success depends, in part, on the skills, working relationships and continued services of our management team and other key personnel. The unexpected departure of key personnel could adversely affect the conduct of our business. In such event, we would be required to obtain other personnel to manage and operate our business. In addition, we will be required to replace the knowledge and expertise of our aging workforce as our workers retire. In either case, there can be no assurance that we would be able to develop or recruit suitable replacements for the departing individuals; that replacements could be hired, if necessary, on terms that are favorable to us; or that we can successfully transition such replacements in a timely manner. We currently have not entered into any employment agreements with our officers or key personnel. Volatility or lack of performance in our stock price may affect our ability to retain our key personnel or attract replacements should key personnel depart. Without a properly skilled and experienced workforce, our costs, including productivity costs and costs to replace employees may increase, and this could negatively impact our earnings.

Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and / or increase our losses.

The private mortgage insurance industry is highly competitive and is expected to remain so. We believe we currently compete with other private mortgage insurers based on premium rates, underwriting requirements, financial strength (including based on credit or financial strength ratings), customer relationships, name recognition, reputation, strength of management teams and field organizations, the ancillary products and services provided to lenders, and the effective use of technology and innovation in the delivery and servicing of our mortgage insurance products.

Our relationships with our customers, which may affect the amount of our NIW, could be adversely affected by a variety of factors, including if our premium rates are higher than those of our competitors, our underwriting requirements are more restrictive than those of our competitors, or our customers are dissatisfied with our claims-paying practices (including insurance policy rescissions and claim curtailments).

In recent years, the industry has materially reduced its use of standard rate cards, which were fairly consistent among competitors, and correspondingly increased its use of (i) pricing systems that use a spectrum of filed rates to allow for formulaic, risk-based pricing based on multiple attributes that may be quickly adjusted within certain parameters, and (ii) customized rate plans, both of which typically have rates lower than the standard rate card. Our increased use of reinsurance over the past several years, and the improved credit profile and reduced loss expectations associated with loans insured after 2008, have helped to mitigate the negative effect of declining premium rates on our expected returns. However, refer to our risk factor titled *"Reinsurance may not always be available or its cost may increase"* for a discussion of the risks associated with the availability of reinsurance, and our risk factors titled "*Downturns in the domestic economy or declines in home prices may result in more homeowners defaulting and our losses increasing, with a corresponding decrease in our returns*," and "*Pandemics, hurricanes and other natural disasters may impact our incurred losses, the amount and timing of paid claims, our inventory of notices of default and our Minimum Required Assets under PMIERs*" for a discussion about risks associated with our NIW.

The widespread use of risk-based pricing systems by the private mortgage insurance industry makes it more difficult to compare our rates to those offered by our competitors. We may not be aware of industry rate changes until we observe that our volume of NIW has changed. In addition, business under customized rate plans is awarded by certain customers for only limited periods of time. As a result, our NIW may fluctuate more than it had in the past. Regarding the concentration of our new business, our top ten customers accounted for approximately 33% and 36% in the twelve months ended December 31, 2022 and December 31, 2021, respectively.

We monitor various competitive and economic factors while seeking to balance both profitability and market share considerations in developing our pricing strategies. Premium

rates on NIW will change our premium yield (net premiums earned divided by the average insurance in force) over time as older insurance policies run off and new insurance policies with premium rates that are generally lower are written.

Certain of our competitors have access to capital at a lower cost than we do (including, through off-shore intercompany reinsurance vehicles, which have tax advantages that may increase if U.S. corporate income taxes increase). As a result, they may be able to achieve higher after-tax rates of return on their NIW compared to us, which could allow them to leverage reduced premium rates to gain market share, and they may be better positioned to compete outside of traditional mortgage insurance, including by participating in alternative forms of credit enhancement pursued by the GSEs discussed in our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance*."

Although the current PMIERs of the GSEs do not require an insurer to maintain minimum financial strength ratings, our financial strength ratings can affect us in the ways set forth below. If we are unable to compete effectively in the current or any future markets as a result of the financial strength ratings assigned to our insurance subsidiaries, our future NIW could be negatively affected.

- A downgrade in our financial strength ratings could result in increased scrutiny of our financial condition by the GSEs and/or our customers, potentially resulting in a decrease in the amount of our NIW.
- Our ability to participate in the non-GSE residential mortgage-backed securities market (the size of which has been limited since 2008, but may grow in the future), could depend on our ability to maintain and improve our investment grade ratings for our insurance subsidiaries. We could be competitively disadvantaged with some market participants because the financial strength ratings of our insurance subsidiaries are lower than those of some competitors. MGIC's financial strength rating from A.M. Best is A- (with a stable outlook), from Moody’s is A3 (with a stable outlook) and from Standard & Poor’s is BBB+ (with a stable outlook).
- Financial strength ratings may also play a greater role if the GSEs no longer operate in their current capacities, for example, due to legislative or regulatory action. In addition, although the PMIERs do not require minimum financial strength ratings, the GSEs consider financial strength ratings to be important when using forms of credit enhancement other than traditional mortgage insurance, as discussed in our risk factor titled "*The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance."* The final GSE capital framework provides more capital credit for transactions with higher rated counterparties, as well as those who are diversified. Although we are currently unaware of a direct impact on MGIC, this could potentially become a competitive disadvantage in the future.

Standard & Poor’s is considering changes to its rating methodologies for insurers, including mortgage insurers. It is uncertain what impact the changes will have, whether they will prompt similar moves at other rating agencies, or the extent to which they will impact how external parties evaluate the different rating levels.

We are subject to the risk of legal proceedings.

Before paying an insurance claim, generally we review the loan and servicing files to determine the appropriateness of the claim amount. When reviewing the files, we may determine that we have the right to rescind coverage or deny a claim on the loan (both referred to herein as “rescissions”). In addition, our insurance policies generally provide that we can reduce a claim if the servicer did not comply with its obligations under our insurance policy (such reduction referred to as a “curtailment”). In recent years, an immaterial percentage of claims received have been resolved by rescissions. In 2022 and in 2021, curtailments reduced our average claim paid by approximately 6.3% and 4.4%, respectively. The COVID-19-related foreclosure moratoriums and forbearance plans, along with increased home prices, resulted in decreased claims paid activity beginning in the second quarter of 2020. It is difficult to predict the level of curtailments once foreclosure activity returns to a more typical level. Our loss reserving methodology incorporates our estimates of future rescissions, curtailments, and reversals of rescissions and curtailments. A variance between ultimate actual rescission, curtailment and reversal rates and our estimates, as a result of the outcome of litigation, settlements or other factors, could materially affect our losses.

When the insured disputes our right to rescind coverage or curtail claims, we generally engage in discussions in an attempt to settle the dispute. If we are unable to reach a settlement, the outcome of a dispute ultimately may be determined by legal proceedings. Under ASC 450-20, until a loss associated with settlement discussions or legal proceedings becomes probable and can be reasonably estimated, we consider our claim payment or rescission resolved for financial reporting purposes and do not accrue an estimated loss. When we determine that a loss is probable and can be reasonably estimated, we record our best estimate of our probable loss. In those cases, until settlement negotiations or legal proceedings are concluded (including the receipt of any necessary GSE approvals), it is possible that we will record an additional loss.

We have been named as a third-party defendant in a lawsuit that involves refunds of mortgage insurance premiums under the Homeowners Protection Act. We are monitoring litigation addressing similar issues in which we have not been named a defendant. We are unable to assess the potential impact of any such litigation at this time. In addition, from time to time, we are involved in other disputes and legal proceedings in the ordinary course of business. In our opinion, based on the facts known at this time, the ultimate resolution of these ordinary course disputes and legal proceedings will not have a material adverse effect on our financial position or results of operations.

The COVID-19 pandemic may materially impact our business and future financial condition.

The COVID-19 pandemic materially impacted our 2020 financial results. While the initial impact of COVID-19 on our business has moderated, the extent to which COVID-19 may materially impact our business and future financial condition is uncertain and

cannot be predicted. The magnitude of any future impact could be influenced by various factors, including the length and severity of the pandemic in the United States, efforts to reduce the transmission of COVID-19, the level of unemployment, government initiatives and actions taken by the GSEs (including mortgage forbearance and modification programs), and the overall effects of COVID-19 on the economy. The COVID-19 pandemic may impact our business in other ways, as described in more detail in these risk factors.

Forbearance for borrowers who were affected by COVID-19 allows mortgage payments to be suspended for a period of time. Historically, forbearance plans have reduced the incidence of our losses on affected loans. However, given the uncertainty surrounding the long-term economic impact of COVID-19, it is difficult to predict the ultimate effect of COVID-19 related forbearances on our loss incidence. Whether a loan delinquency will cure, including through modification, when forbearance ends will depend on the economic circumstances of the borrower at that time. The severity of losses associated with delinquencies that do not cure will depend on economic conditions at that time, including home prices.

Our success depends, in part, on our ability to manage risks in our investment portfolio.

Our investment portfolio is an important source of revenue and is our primary source of claims paying resources. Although our investment portfolio consists mostly of highly-rated fixed income investments, our investment portfolio is affected by general economic conditions and tax policy, which may adversely affect the markets for credit and interest-rate-sensitive securities, including the extent and timing of investor participation in these markets, the level and volatility of interest rates and credit spreads and, consequently, the value of our fixed income securities. Prevailing market rates have increased for various reasons, including inflationary pressures, which has reduced the fair value of our investment portfolio. The value of our investment portfolio may also be adversely affected by ratings downgrades, increased bankruptcies, and credit spreads widening. In addition, the collectability and valuation of our municipal bond portfolio may be adversely affected by budget deficits, and declining tax bases and revenues experienced by state and local municipalities. Our investment portfolio also includes commercial mortgage-backed securities, collateralized loan obligations, and asset-backed securities, which could be adversely affected by declines in real estate valuations, increases in unemployment, geopolitical risks and/or financial market disruption, including a heightened collection risk on the underlying loans. As a result of these matters, we may not achieve our investment objectives and a reduction in the market value of our investments could have an adverse effect on our liquidity, financial condition and results of operations.

For the significant portion of our investment portfolio that is held by MGIC, to receive full capital credit under insurance regulatory requirements and under the PMIERs, we generally are limited to investing in investment grade fixed income securities whose yields reflect their lower credit risk profile. Our investment income depends upon the size of the portfolio and its reinvestment at prevailing interest rates. A prolonged period of low investment yields would have an adverse impact on our investment income as would a decrease in the size of the portfolio.

We structure our investment portfolio to satisfy our expected liabilities, including claim payments in our mortgage insurance business. If we underestimate our liabilities or improperly structure our investments to meet these liabilities, we could have unexpected losses resulting from the forced liquidation of fixed income investments before their maturity, which could adversely affect our results of operations.

Our holding company debt obligations are material.

At December 31, 2022, we had approximately $647 million in cash and investments at our holding company and our holding company's long-term debt obligations were $671 million in aggregate principal amount. Annual debt service on the long-term debt obligations outstanding as of December 31, 2022, is approximately $36 million.

The long-term debt obligations are owed by our holding company, MGIC Investment Corporation, and not its subsidiaries. The payment of dividends from MGIC is the principal source of our holding company cash inflow. Other sources of holding company cash inflow include settlements under intercompany tax and expense sharing agreements, investment income and raising capital in the public markets. Although MGIC holds assets in excess of its minimum statutory capital requirements and its PMIERs financial requirements, the ability of MGIC to pay dividends is restricted by insurance regulation. In general, dividends in excess of prescribed limits are deemed "extraordinary" and may not be paid if disapproved by the OCI. In 2023, MGIC can pay $92 million of ordinary dividends without OCI approval, before taking into consideration dividends paid in the preceding twelve months. A dividend is extraordinary when the proposed dividend amount plus dividends paid in the last twelve months from the dividend payment date exceed the ordinary dividend level. In the twelve months ended December 31, 2022, MGIC paid $800 million in dividends to the holding company. Future dividend payments from MGIC to the holding company will be determined in consultation with the board of directors, and after considering any updated estimates about our business.

Repurchases of our common stock may be made from time to time on the open market (including through 10b5-1 plans) or through privately negotiated transactions. In 2022, we repurchased approximately 27.8 million shares, using approximately $386 million of holding company resources. As of December 31, 2022, we had $114 million of authorization remaining to repurchase our common stock through the end of 2023 under a share repurchase program approved by our Board of Directors in October 2021. If any capital contributions to our subsidiaries are required, such contributions would decrease our holding company cash and investments.

Your ownership in our company may be diluted by additional capital that we raise.

As noted above under our risk factor titled *"We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease if we are required to maintain more capital in order to maintain our eligibility,"* although we are currently in compliance with the requirements of the PMIERs, there can be no assurance that we would not seek to issue additional debt capital or to raise additional equity or equity-linked capital to manage our capital position under the PMIERs or for other purposes. Any future issuance of equity securities may dilute your ownership interest in our company. In addition, the market price of our common stock could decline as a result of

sales of a large number of shares or similar securities in the market or the perception that such sales could occur.

The price of our common stock may fluctuate significantly, which may make it difficult for holders to resell common stock when they want or at a price they find attractive.

The market price for our common stock may fluctuate significantly. In addition to the risk factors described herein, the following factors may have an adverse impact on the market price for our common stock: changes in general conditions in the economy, the mortgage insurance industry or the financial markets; announcements by us or our competitors of acquisitions or strategic initiatives; our actual or anticipated quarterly and annual operating results; changes in expectations of future financial performance (including incurred losses on our insurance in force); changes in estimates of securities analysts or rating agencies; actual or anticipated changes in our share repurchase program or dividends; changes in operating performance or market valuation of companies in the mortgage insurance industry; the addition or departure of key personnel; changes in tax law; and adverse press or news announcements affecting us or the industry. In addition, ownership by certain types of investors may affect the market price and trading volume of our common stock. For example, ownership in our common stock by investors such as index funds and exchange-traded funds can affect the stock's price when those investors must purchase or sell our common stock because the investors have experienced significant cash inflows or outflows, the index to which our common stock belongs has been rebalanced, or our common stock is added to and/or removed from an index (due to changes in our market capitalization, for example).

The Company may be adversely impacted by the transition from LIBOR as a reference rate.

The United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced that after 2021 it would no longer publish one-week and two-month tenor USD LIBOR and that after June 30, 2023, it would no longer publish all other USD LIBOR tenors. Efforts are underway to identify and transition to a set of alternative reference rates. The set of alternative rates includes the Secured Overnight Financing Rate ("SOFR"), which the Federal Reserve Bank of New York began publishing in 2018. Because SOFR is calculated based on different criteria than LIBOR, SOFR and LIBOR may diverge.

While it is not currently possible to determine precisely whether, or to what extent, the replacement of LIBOR would affect us, the implementation of alternative benchmark rates to LIBOR may have an adverse effect on our business, results of operations or financial condition. We have three primary types of transactions that involve financial instruments referencing LIBOR. First, as of December 31, 2022, approximately 6% of the fair value of our investment portfolio consisted of securities referencing LIBOR. Second, as of December 31, 2022, approximately $0.4 billion of our risk in force was on adjustable rate mortgages whose interest is referenced to one-month USD LIBOR. A change in reference rate associated with these loans may affect their principal balance, which may affect our risk-in-force and the amount of Minimum Required Assets we are required to maintain under PMIERs. A change in reference rate may also affect the amount of principal and/or accrued interest we are required to pay in the event of a claim payment. Third, the premiums under most of our 2018-2021 XOL reinsurance agreements executed through insurance linked noted transactions are determined, in part, by the difference between interest payable on the reinsurers' notes which reference one-month USD LIBOR and earnings from a pool of securities receiving interest that may reference LIBOR (in 2022, our total premiums on such transactions were approximately $36.4 million).

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

At December 31, 2022, we had no office space leases in the United States that require monthly rental payments.

We own our headquarters facility and an additional office/warehouse facility, both located in Milwaukee, Wisconsin, which contain an aggregate of approximately 310,000 square feet of space.

Item 3. Legal Proceedings

Certain legal proceedings arising in the ordinary course of business may be filed or pending against us from time to time. For information about such legal proceedings, see Note 17 – "Litigation and Contingencies" to our consolidated financial statements in Item 8.

Item 4. Mine Safety Disclosures

Not Applicable.

Information About Our Executive Officers

Certain information with respect to our executive officers as of February 22, 2023 is set forth below:

Executive officers of the registrant	
Name and Age	**Title**
Timothy J. Mattke, 47	Chief Executive Officer and Director of MGIC Investment Corporation and MGIC
Salvatore A. Miosi, 56	President and Chief Operating Officer of MGIC Investment Corporation and MGIC
Nathan H. Colson, 39	Executive Vice President and Chief Financial Officer of MGIC Investment Corporation and MGIC
James J. Hughes, 60	Executive Vice President – Sales and Business Development of MGIC
Paula C. Maggio, 54	Executive Vice President, General Counsel and Secretary of MGIC Investment Corporation and MGIC
Steven M. Thompson, 60	Executive Vice President and Chief Risk Officer of MGIC
Robert J. Candelmo, 59	Senior Vice President and Chief Information Officer of MGIC

Mr. Mattke has served as our Chief Executive Officer since 2019. Before then, he had been the Company's Chief Financial Officer from 2014 to 2019, and its Controller from 2009 to 2014. He joined the Company in 2006. Prior to his becoming Controller, he was Assistant Controller of MGIC beginning in 2007 and prior to that was a manager in MGIC's accounting department. Before joining MGIC, Mr. Mattke was with PricewaterhouseCoopers LLP, the Company's independent registered accounting firm.

Mr. Miosi has served as our President and Chief Operating Officer since 2019. Before then, he had been Executive Vice President – Business Strategy and Operations since 2017. He served as Senior Vice President – Business Strategy and Operations of MGIC from 2015 to 2017, and Vice President – Marketing from 2004 to 2015. Mr. Miosi joined the company in 1988 and has also held a variety of leadership positions in the operations, technology and marketing divisions.

Mr. Colson has served as our Executive Vice President and Chief Financial Officer since 2019. Before then, he had been MGIC's Vice President – Finance during 2019 and its Assistant Treasurer from 2016 to 2019. He joined MGIC in 2014 and prior to becoming Assistant Treasurer, he held positions in its Risk Management Department. Before joining MGIC, Mr. Colson was with PricewaterhouseCoopers LLP, the Company's independent registered accounting firm.

Mr. Hughes has served as Executive Vice President – Sales and Business Development of MGIC since 2017. He served as Senior Vice President – Sales and Business Development of MGIC from 2015 to 2017, and Vice President, Managing Director in the sales area from 2001 to 2015. He joined MGIC in 1987 and prior to becoming Vice President, Managing Director, he had been an Account Manager and a Sales Manager. On January 17, 2023 Mr. Hughes provided notice of his intent to retire, effective August 1, 2023. On April 1, 2023 Mr. Hughes will step down from his role as Executive Vice-President - Sales and Business Development and serve as a Special Advisor to the CEO until his retirement date.

Ms. Maggio joined the Company in 2018 and has served as Executive Vice President, General Counsel and Secretary since then. Prior to joining the Company, Ms. Maggio had been Executive Vice President, General Counsel and Secretary of Retail Properties of America, Inc. from 2016 to 2018, Executive Vice President, General Counsel and Secretary of Strategic Hotels & Resorts, Inc. (SHR) from 2012 to 2015, and in various other leadership roles with SHR since joining that firm in 2000. Prior to joining SHR, Ms. Maggio had been in private legal practice from 1994-2000.

Mr. Thompson has served as MGIC's Executive Vice President and Chief Risk Officer since 2019. Before then, he had been Interim Chief Risk Officer during 2019, and Vice President Credit Policy and Pricing from 2016 to 2019. He joined MGIC in 1998 and prior to being named Vice President Credit Policy and Pricing, he held several management positions in its Risk Management Department, including Vice President – Risk Management from 2000 to 2016.

Mr. Candelmo has served as MGIC's Senior Vice President and Chief Information Officer since 2019. He joined MGIC in 2014 as its Vice President – Chief Technology Officer. Prior to joining MGIC, Mr. Candelmo had been Senior Vice President of Enterprise Information Services with SunTrust Bank since 2008. Prior to joining SunTrust, Mr. Candelmo had held various other leadership roles within the information technology discipline.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

(a) Our Common Stock is listed on the New York Stock Exchange under the symbol "MTG."

As of February 17, 2023, the number of shareholders of record was 274. In addition, we estimate there are approximately 75,654 beneficial owners of shares held by brokers and fiduciaries.

Information regarding equity compensation plans is contained in Item 12.

(b) Not applicable.

(c) **Issuer Purchases of Equity Securities**

The following table provides information about purchases of MGIC Investment Corporation common stock by us during the three months ended December 31, 2022.

Share repurchases

Period Beginning	Period Ending	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the program [1]
October 1, 2022	October 31, 2022	2,564,592	$ 12.96	2,564,592	$ 160,583,743
November 1, 2022	November 30, 2022	1,770,926	$ 13.49	1,770,926	$ 136,687,570
December 1, 2022	December 31, 2022	1,720,794	$ 13.02	1,720,794	$ 114,286,213
		6,056,312	$ 13.13	6,056,312	

[1] In October 2021, our Board of Directors authorized a share repurchase program under which as of December 31, 2022 we may repurchase up to an additional $114 million of our common stock through the end of 2023. Repurchases may be made from time to time on the open market (including through 10b5-1 plans) or through privately negotiated transactions. The repurchase program may be suspended for periods or discontinued at any time.

Item 6. Reserved.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

INTRODUCTION

As used below, “we” and “our” refer to MGIC Investment Corporation’s consolidated operations or to MGIC Investment Corporation, as a separate entity, as the context requires. References to "we" and "our" in the context of debt obligations refer to MGIC Investment Corporation. See the "Glossary of terms and acronyms" for definitions and descriptions of terms used throughout this annual report. The Risk Factors contained in Item 1A discuss trends and uncertainties affecting us and are an integral part of the MD&A.

The following is a discussion and analysis of the financial conditions and results of operations for the years ended December 31, 2022 and 2021, including comparisons between 2022 and 2021. Comparisons between 2021 and 2020 have been omitted from this Form 10-K, but can be found in "Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC.

Forward Looking and Other Statements

As discussed under “Forward Looking Statements and Risk Factors” in Item 1A of Part 1 of this Report, actual results may differ materially from the results contemplated by forward looking statements. We are not undertaking any obligation to update any forward looking statements or other statements we may make in the following discussion or elsewhere in this document even though these statements may be affected by events or circumstances occurring after the forward looking statements or other statements were made. Therefore, no reader of this document should rely on these statements being current as of any time other than the time at which this document was filed with the Securities and Exchange Commission.

OVERVIEW

This Overview of the MD&A highlights selected information and may not contain all of the information that is important to readers of this Annual Report. Hence, this Overview is qualified by the information that appears elsewhere in this Annual Report, including the other portions of the MD&A.

Through MGIC, the principal subsidiary of MGIC Investment Corporation, we serve lenders throughout the United States helping families achieve homeownership sooner by making affordable low-down-payment mortgages a reality through the use of private mortgage insurance. At December 31, 2022 MGIC had $295.3 billion of primary IIF.

Summary of financial results of MGIC Investment Corporation

	Year Ended December 31,		
(in millions, except per share data)	**2022**	2021	Change
Selected statement of operations data			
Net premiums earned	**$ 1,007.1**	$ 1,014.4	(1)%
Investment income, net of expenses	**167.5**	156.4	7 %
Losses incurred, net	**(254.6)**	64.6	N/M
Other underwriting and operating expenses, net	**236.7**	198.4	19 %
Loss on debt extinguishment	**40.2**	36.9	9 %
Income before tax	**1,090.0**	801.8	36 %
Provision for income taxes	**224.7**	166.8	35 %
Net income	**865.3**	635.0	36 %
Diluted income per share	**$ 2.79**	$ 1.85	51 %
Non-GAAP Financial Measures [1]			
Adjusted pre-tax operating income	**$ 1,140.0**	$ 831.7	37 %
Adjusted net operating income	**904.8**	658.6	37 %
Adjusted net operating income per diluted share	**$ 2.91**	$ 1.91	52 %

(1) See "Explanation and Reconciliation of our use of Non-GAAP Financial Measures."

SUMMARY OF 2022 FINANCIAL RESULTS

Net income of $865.3 million for 2022 increased by $230.4 million when compared to the prior year, and diluted income per share of $2.79 increased by 51% when compared to the prior year. The increase in net income primarily reflects a decrease in losses incurred, partially offset by a higher provision for income taxes and other underwriting and operating expenses, net. Diluted income per share increased due to an increase in net income and a decrease in the number of diluted weighted average shares outstanding.

Adjusted net operating income for 2022 was $904.8 million (2021: $658.6 million) and adjusted net operating income per diluted share was $2.91 (2021: $1.91). Adjusted net operating income for 2022 and 2021 included adjustments for a loss on debt extinguishment and net realized investment gains (losses).

Losses incurred, net were $(254.6) million, a decrease of $319.1 million compared with losses incurred of $64.6 million for the prior year. While new delinquency notices added approximately $149.6 million to losses incurred in 2022, our re-estimation of loss reserves on previously received delinquency notices resulted in favorable development of approximately $404.1 million, primarily related to a decrease in the estimated claim rate on delinquencies. The favorable development primarily resulted from greater than expected cure rates, as borrower reinstatements and servicer mitigation efforts resulted in more cures than originally estimated. Additionally, home price appreciation experienced in recent years has allowed borrowers to cure their delinquencies through the sale of their property. In 2021, new delinquency notices added approximately $124.6 million to losses incurred, while our re-estimation of loss reserves on previously received delinquency notices resulted in $60 million of favorable loss development primarily due to the decrease in the claim rate on delinquencies received prior to the COVID-19 pandemic. This was offset by the recognition of a probable loss of $6.3 million related to litigation of our claims paying practices and adverse development on LAE reserves and reinsurance.

The increase in our provision for income taxes to $224.7 million in 2022 compared to $166.8 million in 2021 was primarily due to an increase in income before tax. Our effective tax rate for 2022 was 20.6% compared to 20.8% for 2021.

Other underwriting and operating expenses, net increased to $236.7 million in 2022 from $198.4 million in 2021 primarily due to higher expenses related to our technology investments, particularly in data and analytics, and an increase in pension expense. Pension expenses increased in 2022 as a result of settlement accounting charges during 2022.

BUSINESS ENVIRONMENT

Economic conditions

Due to higher interest rates and higher home prices in 2022, there was a decrease in home purchases in 2022 after a strong 2021. Higher interest rates also decreased refinance activity during 2022, after a robust 2021. This resulted in a decrease in our NIW, to $76.4 billion in 2022 when compared to $120.2 billion in 2021.

The level of interest rates, and home prices may change in the future. For the possible effects of such changes, see our risk factors titled "*If the volume of low down payment home mortgage originations declines, the amount of insurance that we write could decline*," "*Downturns in the domestic economy or declines in home prices may result in more homeowners defaulting and our losses increasing, with a corresponding decrease in our returns,*" and "*Changes in interest rates, house prices or mortgage insurance cancellation requirements may change the length of time that our policies remain in force*."

Mortgage insurance market

The past several years of favorable housing fundamentals and in our view, generally favorable risk characteristics of our recently insured loans contributed to a growing insurance in force. Higher interest rates and home prices, resulted in a decrease in our NIW in 2022 when compared to 2021.

The percentage of our NIW with DTI ratios over 45% and LTV's over 95% increased in 2022 when compared with 2021. The increase was primarily driven by higher home prices and interest rates, and a higher percentage of NIW from purchase transactions.

Refer to "Mortgage Insurance Portfolio" for additional discussion of changes in our NIW mix during 2022.

Competition

PMI. The private mortgage insurance industry is highly competitive and is expected to remain so. We believe that we currently compete with other private mortgage insurers based on premium rates, underwriting requirements, financial strength (including based on credit or financial strength ratings), customer relationships, name recognition, reputation, strength of management teams and field organizations, the ancillary products and services provided to lenders, and the effective use of technology and innovation in the delivery and servicing of our mortgage insurance products.

Pricing practices

In recent years, the industry has materially reduced its use of standard rate cards, which were fairly consistent among competitors, and correspondingly increased its use of (i) "risk-based pricing systems" that use a spectrum of filed rates to allow for formulaic, risk-based pricing based on multiple attributes that may be quickly adjusted within certain parameters, and (ii) customized rate plans, both of which typically have rates lower than the standard rate card. Our increased use of reinsurance over the past several years, and the improved credit profile and reduced loss expectations associated with loans insured after 2008, have helped to mitigate the negative effect of declining premium rates on our expected returns.

For information about competition in the private mortgage insurance industry, see our risk factor titled "*Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and/or increase our losses"* in Item 1A.

GSE Risk Share Transactions

In 2018, the GSEs initiated secondary mortgage market programs with loan level mortgage default coverage provided by various (re)insurers that are not mortgage insurers governed by PMIERs, and that are not selected by the lenders. Due to differences in policy terms, these programs may offer premium rates that are below prevalent single premium LPMI rates. While we view these programs as competing with traditional private mortgage insurance, we participate in these programs from time to time.

The GSEs (and other investors) have also used other forms of credit enhancement that did not involve traditional private mortgage insurance, such as engaging in credit-linked note transactions executed in the capital markets, or using other forms of debt issuances or securitizations that transfer credit risk directly to other investors, including competitors and an affiliate of MGIC; using other risk mitigation techniques in conjunction with reduced levels of private mortgage insurance coverage; or accepting credit risk without credit enhancement.

Government programs. PMI also competes against government mortgage insurance programs such as the FHA, VA, and USDA, primarily for lower FICO score business. The combined market share of primary mortgage insurance written by government programs continues to exceed that written by PMI in 2022 and 2021.

Refer to "Mortgage Insurance Portfolio" for additional discussion on market share, the 2022 business environment and the impact it had on operating measures including NIW, IIF and RIF.

PMIERs

We operate under the requirements of the PMIERs of the GSEs in order to insure loans delivered to or purchased by them. The PMIERs include financial requirements as well as business, quality control and certain transactional approval requirements. The financial requirements of the PMIERs require a mortgage insurer's "Available Assets" (generally only the most liquid assets of an insurer) to equal or exceed its "Minimum Required Assets" (which are based on an insurer's book of risk in force, calculated from tables of factors with several risk dimensions, reduced for credit given for risk ceded under reinsurance transactions, and subject to a floor amount). Based on our application of PMIERs, MGIC's Available Assets under PMIERs totaled $5.7 billion, an excess of $2.3 billion over its Minimum Required Assets at December 31, 2022.

BUSINESS OUTLOOK FOR 2023

Our outlook for 2023 should be viewed against the backdrop of the business environment discussed above.

NIW

Our NIW is affected by total mortgage originations, the percentage of total mortgage originations using private mortgage insurance (the "PMI penetration rate"), and our market share within the PMI industry. As of January 2023, the total average mortgage origination forecasts from the Fannie Mae and MBA indicate mortgage originations of $1.8 trillion in 2023, compared to an estimated $2.3 trillion in 2022. Both purchase originations and refinance transactions are forecasted to decline in 2023 when compared to 2022. As a result of the decrease in forecasted mortgage originations, we are expecting NIW to be lower in 2023 compared to 2022.

The widespread use of risk based pricing systems by the PMI industry makes it more difficult to compare our rates to those offered by our competitors. We may not be aware of industry rate changes until we observe that our volume of NIW has changed. In addition, business under customized rate plans is awarded by certain customers for only limited periods of time. As a result, our NIW may fluctuate more than it had in the past.

IIF

Our IIF increased 7.6% in 2022 and is expected to be relatively flat in 2023. Our book of IIF is an important driver of our future revenues, and its growth is driven by our ability to generate NIW and the retention of our IIF, as measured by our persistency. Interest rates influence both our NIW and persistency. Generally speaking, in a rising rate environment, total mortgage originations may decline; however, absent material accumulated home price appreciation since the issuance of a policy, we would also expect policy cancellation rates to decline, and in turn increase persistency, although the impact generally lags the change in interest rates. In 2023, we expect interest rates to remain elevated compared to recent years and home prices to decline.

Results of operations

Premiums. Our direct premiums written and earned are impacted by our IIF during the period and our in force premium yield, both of which are expected to be relatively flat in 2023 when compared to 2022. Premiums earned are also impacted by the amount of accelerated premiums from single premium policy cancellations, which generally decrease as refinance activity decreases. Our unearned premium decreased to $195.3 million at December 31, 2022 from $241.7 million at December 31, 2021.

Our net premiums written and earned are primarily impacted by the changes in the direct premiums written and earned noted above and by the amount of premiums we cede under our quota share and excess of loss reinsurance transactions. The amount of premiums we cede in 2023 will be affected by any changes in our reinsurance coverage. Premiums we cede under our quota share transactions is also impacted by the profit commission we receive. The amount of profit commission is variable year-to-year and is dependent on the amount of losses incurred ceded. In 2022, negative losses incurred increased the profit commission we received, resulting in lower ceded premiums. Increases in ceded losses incurred will benefit our losses incurred line, but will result in lower profit commission and higher ceded premiums.

Factors that affect the amount of premiums we earn from our IIF are further discussed in our "Consolidated Results of Operations - Premium yield."

Investment income. Net investment income is a material contributor to our results of operations. We expect net investment income in 2023 to increase in comparison to 2022, primarily due to higher average investment yields. The amount of investment income will be impacted by the change in the yield we can earn on investments and the level of invested assets. The level of invested assets will primarily be impacted by the amount of cash we expect to use in financing activities relative to our cash from operations. The magnitude of any change in our invested asset level will be subject to the timing of our financing activities.

Losses. Losses incurred, net is impacted by the level of new delinquency notices. Generally, on our primary business, the highest claim frequency years have been the third and fourth year after loan origination. As of December 31, 2022, 80% of our primary RIF was written subsequent to December 31, 2019, 85% of our primary RIF was written subsequent to December 31, 2018, and 88% of our primary RIF was written subsequent to December 31, 2017. The pattern of claim frequency can be affected by many factors, including persistency and deteriorating economic conditions.

Our claims paid activity slowed at the start of the COVID-19 pandemic primarily due to forbearance and foreclosure moratoriums put in place. Claim activity has not yet returned to pre-COVID-19 levels. We expect net losses and LAE paid to increase, however, the magnitude and timing of the increases are uncertain.

Underwriting and operating expenses, net. We expect underwriting and operating expenses, net to be modestly lower in 2023 compared to 2022. In recent years, we have made additional investments in our technology, particularly in data and analytics and will continue to make similar investments in 2023. Pension expenses also increased in 2022 as a result of settlement accounting charges incurred during 2022. In 2023, we expect to incur settlement accounting charges as a result of lump sum settlements for employees who retired in the fourth quarter of 2022.

Income taxes. We expect our 2023 effective tax rate to be approximately 21%.

CAPITAL

MGIC dividend payments to our holding company

The ability of MGIC to pay dividends is restricted by insurance regulation. Amounts in excess of prescribed limits are deemed “extraordinary” and may not be paid if disapproved by the OCI. A dividend is extraordinary when the proposed dividend amount, plus dividends paid in the twelve months preceding the dividend payment date exceed the ordinary dividend level. In 2023, MGIC could pay $92 million of ordinary dividends without OCI approval, before taking into consideration dividends paid in the preceding twelve months. In 2022 and 2021, MGIC paid a cash and/or investment security dividend of $800 million and $400 million, respectively, to our holding company. Future dividend payments from MGIC to the holding company will continue to be determined in consultation with the board.

Share repurchase programs

Repurchases may be made from time to time on the open market (including through 10b5-1 plans) or through privately negotiated transactions. The repurchase programs may be suspended for periods or discontinued at any time. We repurchased approximately 27.8 million shares in 2022 using approximately $386 million of holding company resources. In 2021, we repurchased approximately 19.0 million shares of our common stock using approximately $291 million of holding company resources. As of December 31, 2022, we had $114 million of authorization remaining to repurchase our common stock through the end of 2023 under a share repurchase program approved by our Board of Directors in October 2021.

The following table shows details of our share repurchase programs.

Repurchase Program	Expiration Date	Repurchased (in millions)	Authorization Remaining (in millions)
2020 Authorization	December 31, 2021	$ 300	$ —
2021 Authorization	December 31, 2023	$ 386	$ 114

As of December 31, 2022, we had approximately 293 million shares of common stock outstanding which was a decrease of 8.4% from December 31, 2021.

Dividends to shareholders

In the first and second quarters of 2022, we paid quarterly cash dividends of $0.08 per share to shareholders which totaled $51.0 million. In the third and fourth quarters of 2022, we paid quarterly cash dividends of $0.10 per share which totaled $60.7 million. On January 24, 2023, the Board of Directors declared a quarterly cash dividend to holders of the company's common stock of $0.10 per share payable on March 2, 2023, to shareholders of record at the close of business on February 17, 2023.

For information about how the payment of dividends by our holding company will result in an adjustment to the conversion rate and price of our convertible securities, see our risk factor titled "*Your ownership in our company may be diluted by additional capital that we raise*" in Item 1A.

GSEs

We must comply with a GSE's PMIERs to be eligible to insure loans delivered to or purchased by that GSE. The PMIERs include financial requirements, as well as business, quality control and certain transaction approval requirements. The financial requirements of the PMIERs require a mortgage insurer's "Available Assets" (generally only the most liquid assets of an insurer) to equal or exceed its "Minimum Required Assets" (which are generally based on an insurer's book of risk in force and are calculated from tables of factors with several risk dimensions, reduced for credit given for risk ceded under reinsurance transactions).

The PMIERs generally require us to hold significantly more Minimum Required Assets for delinquent loans than for performing loans and the Minimum Required Assets required to be held increases as the number of payments missed on a delinquent loan increases.

If MGIC ceases to be eligible to insure loans purchased by one or both of the GSEs, it would significantly reduce the volume of our NIW, the substantial majority of which is for loans delivered to or purchased by the GSEs. In addition to the increase in Minimum Required Assets associated with delinquent loans, factors that may negatively impact MGIC's ability to continue to comply with the financial requirements of the PMIERs include the following:

- The GSEs may make the PMIERs more onerous in the future. The PMIERs provide that the factors that determine Minimum Required Assets will be updated periodically, or as needed if there is a significant change in macroeconomic conditions or loan performance. We do not anticipate that the regular periodic updates will occur more frequently than once every two years. The PMIERs state that the GSEs will provide notice 180 days prior to the effective date of updates to the factors; however, the GSEs may amend any portion of the PMIERs at any time.
- The PMIERS may be changed in response to the final regulatory capital framework for the GSEs which was established in February 2022.
- Our future operating results may be negatively impacted by the matters discussed in our Risk Factors. Such matters could decrease our revenues, increase our losses or require the use of assets, thereby creating a shortfall in Available Assets.
- Should capital be needed by MGIC in the future, capital contributions from our holding company may not be available due to competing demands on holding company resources, including for repayment of debt.

Our reinsurance transactions enable us to earn higher returns on our business than we would without them because they reduce the Minimum Required Assets we must hold under PMIERs. However, reinsurance may not always be available to us, or available on similar terms and our reinsurance subjects us to counterparty credit risk. Our access to reinsurance may be disrupted and the terms under which we are able to obtain reinsurance may be less attractive than in the past due to volatility stemming from circumstances such as higher interest rates, increased inflation, global events such as the Russia-Ukraine war, and other factors. In 2022, execution of transactions for XOL reinsurance through the ILN market was more challenging primarily due to increased pricing.

The calculated credit for XOL Transactions under PMIERs is generally based on the PMIERs requirement of the covered loans and the attachment and detachment point of the coverage. PMIERs credit is generally not given for the reinsured risk above the PMIERs requirement. Our existing reinsurance transactions are subject to periodic review by the GSEs and there is a risk we will not receive our current level of credit in future periods for the risk ceded under them. In addition, we may not receive the same level of credit under future transactions that we receive under existing transactions. If MGIC is not allowed certain levels of credit under the PMIERs, under certain circumstances, MGIC may terminate the reinsurance transactions without penalties.

State Regulations

The insurance laws of 16 jurisdictions, including Wisconsin, our domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to its RIF (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the "State Capital Requirements." While they vary among jurisdictions, the most common State Capital Requirements allow for a maximum risk-to-capital ratio of 25 to 1. A risk-to-capital ratio will increase if (i) the percentage decrease in capital exceeds the percentage

decrease in insured risk, or (ii) the percentage increase in capital is less than the percentage increase in insured risk. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires a MPP. MGIC's "policyholder position" includes its net worth or surplus and its, contingency reserve.

At December 31, 2022, MGIC's risk-to-capital ratio was 10.2 to 1, below the maximum allowed by the jurisdictions with State Capital Requirements, and its policyholder position was $3.5 billion above the required MPP of $2.1 billion. Our risk-to-capital ratio and MPP reflect full credit for the risk ceded under our reinsurance transactions. It is possible that under the revised State Capital Requirements discussed below, MGIC will not be allowed full credit for the risk ceded under such transactions. If MGIC is not allowed an agreed level of credit under either the State Capital Requirements or the PMIERs, MGIC may terminate the reinsurance transactions, without penalty. At this time, we expect MGIC to continue to comply with the current State Capital Requirements; however, refer to our risk factor titled "*State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis*" in Item 1A for more information about matters that could negatively affect such compliance.

The NAIC previously announced plans to revise the minimum capital and surplus requirements for mortgage insurers that are provided for in its Mortgage Guaranty Insurance Model Act. In 2019, a working group of state regulators released an exposure draft of a revised Mortgage Guaranty Insurance Model Act and a risk-based capital framework to establish capital requirements for mortgage insurers, although certain items were not completely addressed by the framework, including the treatment of ceded risk and minimum capital floors. In October 2022, the NAIC working group released a revised exposure draft of the Mortgage Guaranty Insurance Model Act that does not include changes to the capital requirements of the existing Model Act.

GSE REFORM

The FHFA has been the conservator of the GSEs since 2008 and has the authority to control and direct their operations. The increased role that the federal government has assumed in the residential housing finance system through the GSE conservatorship may increase the likelihood that the business practices of the GSEs change, including through administrative action, in ways that have a material adverse effect on us and that the charters of the GSEs are changed by new federal legislation.

It is uncertain what role the GSEs, FHA and private capital, including private mortgage insurance, will play in the residential housing finance system in the future. The timing and impact on our business of any resulting changes is uncertain. Many of the proposed changes would require Congressional action to implement and it is difficult to estimate when Congressional action would be final and how long any associated phase-in period may last.

For additional information about the business practices of the GSEs, see our Risk Factor titled "Changes in the business practices of Fannie Mae and Freddie Mac's ("the GSEs"), federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses." in Item 1A.

COVID-19 PANDEMIC

The COVID-19 pandemic materially impacted our 2020 financial results, as we reserved for losses associated with the increased delinquency notices received. Through December 31, 2022, the vast majority of those delinquency notices have cured, resulting in a decrease in losses incurred as we recognized favorable loss development.

Forbearance for borrowers who were affected by COVID-19 allows mortgage payments to be suspended for a period of time. Historically, forbearance plans have reduced the incidence of our losses on affected loans. However, given the uncertainty surrounding the long-term economic impact of COVID-19, it is difficult to predict the ultimate effect of COVID-19 related forbearances on our loss incidence. Whether a loan delinquency will cure, including through modification, when forbearance ends will depend on the economic circumstances of the borrower at that time. The severity of losses associated with delinquencies that do not cure will depend on economic conditions at that time, including home prices.

Foreclosures on mortgages purchased or securitized by the GSEs were suspended through July 31, 2021. Under a CFPB rule that was effective through December 31, 2021, with limited exceptions, servicers were required to ensure that at least one temporary procedural safeguard had been met before referring 120-day delinquent loans for foreclosure. Claim activity has not yet returned to pre-COVID-19 levels.

For additional information about how the COVID-19 pandemic may impact our future financial results, business, liquidity, and/or financial condition, see our Risk Factor titled "*The COVID-19 pandemic may materially impact our business and future financial condition.*"

FACTORS AFFECTING OUR RESULTS

Our current and future business, results of operations and financial condition are impacted by macroeconomic conditions such as rising interest rates, home prices, housing demand, level of employment, inflation, restrictions and costs on mortgage credit, and other factors. For additional information on how on our business may be impacted see our Risk Factor titled "*Downturns in the domestic economy or declines in home prices may result in more homeowners defaulting and our losses increasing, with a corresponding decrease in our returns.*"

As noted above, the COVID-19 pandemic may adversely affect our future business, results of operations, and financial condition.

The future effects of changing climatic conditions on our business is uncertain. For information about possible effects, please refer to our Risk Factor titled "*Pandemics, hurricanes and other natural disasters may impact our incurred losses, the amount and timing of paid claims, our inventory of notices of default and our Minimum Required Assets under PMIERs.*"

Our results of operations are affected by:

Premiums written and earned

Premiums written and earned in a year are influenced by:

- NIW, which increases IIF. Many factors affect NIW, including the volume of low down payment home mortgage originations and competition to provide credit enhancement on those mortgages from the FHA, the VA, other mortgage insurers, and other alternatives to mortgage insurance, including GSE programs that may reduce or eliminate the demand for mortgage insurance. NIW does not include loans previously insured by us that are modified, such as loans modified under HARP.

- Cancellations, which reduce IIF. Cancellations due to refinancings are affected by the level of current mortgage interest rates compared to the mortgage coupon rates throughout the in force book, current home values compared to values when the loans in the in force book were insured and the terms on which mortgage credit is available. Home price appreciation can give homeowners the right to cancel mortgage insurance on their loans if sufficient home equity is achieved. Cancellations also result from policy rescissions, which require us to return any premiums received on the rescinded policies, and claim payments, which require us to return any premium received on the related policies from the date of default on the insured loans. Cancellations of single premium policies, which are generally non-refundable, result in immediate recognition of any remaining unearned premium.

- Premium rates, which are affected by product type, competitive pressures, the risk characteristics of the insured loans, the percentage of coverage on the insured loans, and PMIERs capital requirements. The substantial majority of our monthly and annual mortgage insurance premiums are under premium plans for which, for the first ten years of the policy, the amount of premium is determined by multiplying the initial premium rate by the original loan balance; thereafter, the premium rate resets to a lower rate used for the remaining life of the policy. The remainder of our monthly and annual premiums are under premium plans for which premiums are determined by a fixed percentage of the loan's amortizing balance over the life of the policy.

- Premiums ceded, net of profit commission under our QSR Transactions, and premiums ceded under our XOL Transactions, are primarily affected by the percentage of our IIF subject to our reinsurance transactions. The profit commission under our QSR Transactions also varies inversely with the level of ceded losses incurred on a "dollar for dollar" basis and can be eliminated at ceded loss levels higher than what we have experienced on our QSR Transactions. As a result, lower levels of losses incurred result in a higher profit commission and less benefit from ceded losses incurred; higher levels of losses incurred result in more benefit from ceded losses incurred and a lower profit commission (or for certain levels of accident year loss ratios, its elimination). See Note 9 – "Reinsurance" to our consolidated financial statements for a discussion of our reinsurance transactions.

- Premiums earned are generated by the insurance that is in force during all or a portion of the period. A change in the average IIF in the current period compared to an earlier period is a factor that will increase (when the average in force is higher) or reduce (when it is lower) premiums written and earned in the current period, although this effect may be enhanced (or mitigated) by the factors discussed above.

Investment income

Our investment portfolio is composed principally of investment grade fixed income securities. The principal factors that influence investment income are the size of the portfolio and its yield. As measured by amortized cost (which excludes changes in fair value, such as from changes in interest rates), the size of the investment portfolio is mainly a function of cash generated from (or used in) operations, such as net premiums written, investment income, net claim payments and expenses, and cash provided by (or used for) non-operating activities, such as debt or stock issuances or repurchases, and dividends.

Losses incurred

Losses incurred are the current expense that reflects claim payments, costs of settling claims, and changes in our estimates of payments that will ultimately be made as a result of delinquencies on insured loans. As explained under "Critical Accounting Estimates" below, except in the case of a premium deficiency reserve, we recognize an estimate of this expense only for delinquent loans. Prior to the COVID-19 pandemic, the level of new delinquencies has historically followed a seasonal pattern, with new delinquencies in the first part of the year lower than new delinquencies in the latter part of the year. The state of the economy, local housing markets, and various other factors, including the COVID-19 pandemic, may result in delinquencies not following the typical pattern. Losses incurred are generally affected by:

- The state of the economy, including unemployment and housing values, each of which affects the likelihood that loans will become delinquent and whether loans that are delinquent cure their delinquency.

- The product mix of the in force book, with loans having higher risk characteristics generally resulting in higher delinquencies and claims.

- The size of loans insured, with higher average loan amounts tending to increase incurred losses.

- The percentage of coverage on insured loans, with deeper average coverage tending to increase incurred losses.

- The rate at which we rescind policies or curtail claims. Our estimated loss reserves incorporate our estimates of future rescissions of policies and curtailments of claims, and reversals of rescissions and curtailments. We collectively refer to such rescissions and denials as "rescissions" and variations of this term. We call reductions to claims "curtailments."

- The distribution of claims over the life of a book. Historically, the first few years after loans are originated are a period of relatively low claims, with claims increasing substantially for several years subsequent and then declining, although persistency, the condition of the economy, including unemployment and housing prices, and other factors can affect this pattern. For example, a weak economy or housing

value declines can lead to claims from older books increasing, continuing at stable levels or experiencing a lower rate of decline. See further information under "Mortgage insurance earnings and cash flow cycle" below.

- Losses ceded under reinsurance transactions. See Note 9 – "Reinsurance" to our consolidated financial statements for a discussion of our reinsurance transactions.

Underwriting and other expenses

Underwriting and other expenses includes items such as employee compensation, fees for professional and consulting services, depreciation and maintenance expense, and premium taxes, and are reported net of ceding commissions associated with our QSR Transactions. Employee compensation expenses are variable due to share-based compensation, changes in benefits, and changes in headcount (which can fluctuate due to volume of NIW). See Note 9 – "Reinsurance" to our consolidated financial statements for a discussion of ceding commission on our QSR Transactions.

Interest expense

Interest expense reflects the interest associated with our consolidated outstanding debt obligations discussed in Note 7 – "Debt" to our consolidated financial statements and under "Liquidity and Capital Resources" below.

Other

Certain activities that we do not consider being part of our fundamental operating activities may also impact our results of operations and are described below.

Gains (losses) on investments and other financial instruments

- *Fixed income securities.* Investment gains and losses reflect the difference between the amount received on the sale of a fixed income security and the fixed income security's cost basis, as well as any credit allowances and any impairments on securities we intend to sell prior to recovery of its amortized cost basis. The amount received on the sale of fixed income securities is affected by the coupon rate of the security compared to the yield of comparable securities at the time of sale.

- *Equity securities.* Investment gains and losses are accounted for as a function of the periodic change in fair value.

- *Financial instruments.* Investment gains and losses on the embedded derivative on our Home Re Transactions reflect the present value impact of the variation in investment income on assets on the insurance-linked notes held by the reinsurance trusts and the contractual reference rate used to calculate the reinsurance premiums we estimate we will pay over the estimated remaining life.

Loss on debt extinguishment

Gains and losses on debt extinguishment result from discretionary activities that are undertaken to enhance our capital position, improve our debt profile and/or reduce potential dilution from our outstanding convertible debt. Extinguishing our outstanding debt obligations early through these discretionary activities may result in losses primarily driven by the payment of consideration in excess of our carrying value , and the write off of unamortized debt issuance costs on the extinguished portion of the debt.

Refer to "Explanation and reconciliation of our use of Non-GAAP financial measures" below to understand how these items impact our evaluation of our core financial performance.

MORTGAGE INSURANCE EARNINGS AND CASH FLOW CYCLE

In general, the majority of any underwriting profit that a book generates occurs in the early years of the book, with the largest portion of any underwriting profit realized in the first year following the year the book was written. Subsequent years of a book may result in either underwriting profit or underwriting losses. This pattern of results typically occurs because relatively few of the incurred losses on delinquencies that a book will ultimately experience typically occur in the first few years of the book, when premium revenue is highest, while subsequent years are affected by declining premium revenues, as the number of insured loans decreases (primarily due to loan prepayments) and increasing losses. The typical pattern is also a function of premium rates generally resetting to lower levels after ten years. The state of the economy, local housing markets and various other factors, including the COVID-19 pandemic, may result in delinquencies not following the typical pattern.

CYBERSECURITY

As part of our business, we maintain large amounts of confidential and proprietary information, including personal information of consumers and employees, on our servers and those of cloud computing services. Federal and state laws designed to promote the protection of such information require businesses that collect or maintain personal information to adopt information security programs, and to notify individuals, and in some jurisdictions, regulatory authorities, of security breaches involving personally identifiable information. All information technology systems are potentially vulnerable to damage or interruption from a variety of sources, including by cyber attacks, such as those involving ransomware. The Company discovers vulnerabilities and regularly blocks a high volume of attempts to gain unauthorized access to its systems. Globally, attacks are expected to continue accelerating in both frequency and sophistication with increasing use by actors of tools and techniques that will hinder the Company's ability to identify, investigate and recover from incidents. Such attacks may also increase as a result of retaliation by Russia in response to actions taken by the U.S. and other countries in connection with Russia's military invasion of Ukraine. The Company operates under a hybrid workforce model and such model may be more vulnerable to security breaches.

While we have information security policies and systems in place to secure our information technology systems and to prevent unauthorized access to or disclosure of sensitive information, there can be no assurance with respect to our systems and those of our third-party vendors that unauthorized access to the systems or disclosure of the sensitive information, either through the actions of third parties or employees, will not occur. Due to our reliance on information technology systems, including ours and those of our customers and third-party service providers, and to the sensitivity of the information that we maintain, unauthorized access to the systems or disclosure of the information could adversely affect our reputation, severely disrupt our operations, result in a loss of business and expose us to material claims for damages and may require that we provide

free credit monitoring services to individuals affected by a security breach.

For additional information about our IT systems and cybersecurity, see our risk factor titled "*Information technology system failures or interruptions may materially impact our operations and adversely affect our financial results*" and "*We could be materially adversely affected by a cyber security breach or failure of information security controls.*" in Item 1A.

EXPLANATION AND RECONCILIATION OF OUR USE OF NON-GAAP FINANCIAL MEASURES

NON-GAAP FINANCIAL MEASURES

We believe that use of the Non-GAAP measures of adjusted pre-tax operating income (loss), adjusted net operating income (loss) and adjusted net operating income (loss) per diluted share facilitate the evaluation of the company's core financial performance thereby providing relevant information to investors. These measures are not recognized in accordance with GAAP and should not be viewed as alternatives to GAAP measures of performance.

Adjusted pre-tax operating income (loss) is defined as GAAP income (loss) before tax, excluding the effects of net realized investment gains (losses), gain and losses on debt extinguishment, and infrequent or unusual non-operating items where applicable.

Adjusted net operating income (loss) is defined as GAAP net income (loss) excluding the after-tax effects of net realized investment gains (losses), gain and losses on debt extinguishment, and infrequent or unusual non-operating items where applicable. The amounts of adjustments to components of pre-tax operating income (loss) are tax effected using a federal statutory tax rate of 21%.

Adjusted net operating income (loss) per diluted share is calculated in a manner consistent with the accounting standard regarding earnings per share by dividing (i) adjusted net operating income (loss) after making adjustments for interest expense on convertible debt, whenever the impact is dilutive by (ii) diluted weighted average common shares outstanding, which reflects share dilution from unvested restricted stock units and from convertible debt when dilutive under the “if-converted” method.

Although adjusted pre-tax operating income (loss) and adjusted net operating income (loss) exclude certain items that have occurred in the past and are expected to occur in the future, the excluded items represent items that are: (1) not viewed as part of the operating performance of our primary activities; or (2) impacted by both discretionary and other economic or regulatory factors and are not necessarily indicative of operating trends, or both. These adjustments, along with the reasons for their treatment, are described below. Trends in the profitability of our fundamental operating activities can be more clearly identified without the fluctuations of these adjustments. Other companies may calculate these measures differently. Therefore, their measures may not be comparable to those used by us.

(1) *Net realized investment gains (losses).* The recognition of net realized investment gains or losses can vary significantly across periods as the timing of individual securities sales is highly discretionary and is influenced by such factors as market opportunities, our tax and capital profile, and overall market cycles.

(2) *Gains and losses on debt extinguishment.* Gains and losses on debt extinguishment result from discretionary activities that are undertaken to enhance our capital position, improve our debt profile, and/or reduce potential dilution from our outstanding convertible debt.

(3) *Infrequent or unusual non-operating items*. Items that are non-recurring in nature and are not part of our primary operating activities.

Non-GAAP reconciliations

Reconciliation of Income before tax / Net income to Adjusted pre-tax operating income / Adjusted net operating income:

	Years Ended December 31,					
	2022			2021		
(in thousands)	**Pre-tax**	**Tax Effect**	**Net (after-tax)**	Pre-tax	Tax Effect	Net (after-tax)
Income before tax / Net income	**$ 1,090,034**	**$ 224,685**	**$ 865,349**	801,777	166,794	634,983
Adjustments:						
Net realized investment (gains) losses	**9,745**	**2,046**	**7,699**	(7,009)	(1,472)	(5,537)
Loss on debt extinguishment	**40,199**	**8,442**	**31,757**	36,914	7,752	29,162
Adjusted pre-tax operating income / Adjusted net operating income	**$ 1,139,978**	**$ 235,173**	**$ 904,805**	$ 831,682	$ 173,074	$ 658,608

Reconciliation of Net income per diluted share to Adjusted net operating income per diluted share:

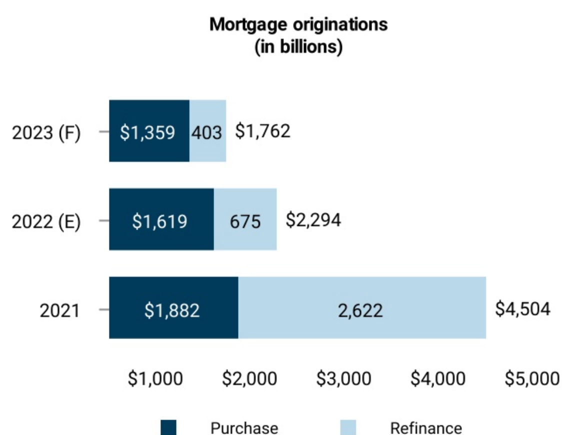
	2022	2021
Weighted average diluted shares outstanding	**311,229**	351,308
Net income per diluted share	**$ 2.79**	$ 1.85
Net realized investment (gains) losses	**0.02**	(0.02)
Loss on debt extinguishment	**0.10**	0.08
Adjusted net operating income per diluted share	**$ 2.91**	$ 1.91

MORTGAGE INSURANCE PORTFOLIO

MORTGAGE ORIGINATIONS

The total amount of mortgage originations is generally influenced by the level of new and existing home sales, interest rates, the percentage of homes purchased for cash, and the level of refinance activity. PMI market share of total mortgage originations is influenced by the mix of purchase and refinance originations. PMI market share is also impacted by the market share of total originations of the FHA, VA, USDA, and other alternatives to mortgage insurance, including GSE programs that may reduce or eliminate the demand for mortgage insurance.

Total mortgage originations in 2022 as compared to 2021 reflects higher interest rates and home prices, contributing to a decrease in home purchase activity in 2022 after a strong 2021. Total mortgage originations are forecasted to be lower in 2023, in comparison to the last two years. Both purchase and refinance markets are forecasted to decrease in 2023 when compared to estimates for 2022.



E - Estimated, F- Forecast

Source: Fannie Mae and MBA estimates/forecasts as of January 2023. Amounts represent the average of all sources.

As a result of the forecasted decrease in mortgage originations discussed above, our 2023 NIW is expected to be lower than 2022.

The total estimated mortgage insurance volume is shown below.

Estimated total of PMI, FHA, USDA, and VA primary mortgage insurance

(in billions)	**Twelve Months Ended December 31, 2022**	Twelve Months Ended December 31, 2021
Primary mortgage insurance	**$858**	$1,352

Source: *Inside Mortgage Finance* - February 17, 2023 or SEC filings. Includes HARP NIW.

MORTGAGE INSURANCE INDUSTRY

We compete against five other private mortgage insurers, as well as government mortgage insurance programs, including those offered by the FHA, VA, and USDA. Refer to "Overview - Business Environment - Competition" for a discussion of our competitive position.

PMI's market share is primarily impacted by competition from government mortgage insurance programs. The PMI industry's market share in 2022 increased compared to the market share in 2021.

Estimated primary MI market share

(% of total primary MI volume)	**Twelve Months Ended December 31, 2022**	Twelve Months Ended December 31, 2021
PMI	**47.2%**	43.2%
FHA	**26.7%**	24.7%
VA	**24.5%**	30.2%
USDA	**1.7%**	1.9%

Source: *Inside Mortgage Finance* - February 17, 2023 or SEC filings. Includes HARP NIW.

MGIC's estimated market share within the PMI industry is shown in the table below. Our risk-based pricing engine, MiQ, allows for frequent granular pricing changes including those to address our view of emerging and evolving market conditions and risk. We expect our market share to decline in first quarter of 2023 due to actions taken in 2022 reflective of our views of risk return. Additional discussion of the competitive landscape of the industry refer to "Overview - Business Environment - Competition" and additional discussion of pricing practices refer to "Overview - Business Environment - Pricing Practices"

Estimated MGIC market share

(% of total primary private MI volume)	**Twelve Months Ended December 31, 2022**	Twelve Months Ended December 31, 2021
MGIC	**18.9%**	20.6%

Source: *Inside Mortgage Finance* - February 17, 2023 or SEC filings. Includes HARP NIW.

NEW INSURANCE WRITTEN

The following tables provide information about loan characteristics associated with our NIW.

The percentage of our NIW with DTI ratios over 45% and LTV's over 95% increased in 2022 compared with 2021. The increases were primarily driven by higher home prices and interest rates, and a higher percentage of NIW from purchase transactions.

Primary NIW by FICO score

	Years Ended December 31,	
(% of primary NIW)	**2022**	2021
760 and greater	**43.1 %**	45.6 %
740 - 759	**18.5 %**	17.5 %
720 - 739	**14.9 %**	13.7 %
700 - 719	**10.9 %**	11.1 %
680 - 699	**7.3 %**	7.3 %
660 - 679	**3.3 %**	2.7 %
640 - 659	**1.3 %**	1.6 %
639 and less	**0.7 %**	0.5 %
Total	**100 %**	100 %

Primary NIW by loan-to-value

	Years Ended December 31,	
(% of primary NIW)	**2022**	2021
95.01% and above	**12.3 %**	10.8 %
90.01% to 95.00%	**49.3 %**	43.7 %
85.01% to 90.00%	**28.0 %**	30.0 %
80.01% to 85%	**10.4 %**	15.5 %
Total	**100 %**	100 %

Primary NIW by debt-to-income ratio

	Years Ended December 31,	
(% of primary NIW)	**2022**	2021
45.01% and above	**21.3 %**	13.6 %
38.01% to 45.00%	**32.3 %**	30.0 %
38.00% and below	**46.4 %**	56.4 %
Total	**100 %**	100 %

Primary NIW by policy payment type

	Years Ended December 31,	
(% of primary NIW)	**2022**	2021
Monthly premiums	**95.7 %**	92.5 %
Single premiums	**4.3 %**	7.4 %
Annual Premiums	**— %**	0.1 %

Primary NIW by type of mortgage

	Years Ended December 31,	
(% of primary NIW)	**2022**	2021
Purchases	**97.4 %**	79.7 %
Refinances	**2.6 %**	20.3 %

We consider a variety of loan characteristics when accessing the risk of a loan. The following tables provides information about loans with one or more of the following characteristics associated with our NIW: LTV ratios greater than 95%, mortgages with borrowers having FICO scores below 680, including those with borrowers having FICO scores of 620-679, mortgages with borrowers having DTI ratios greater than 45%, each attribute as determined at the time of loan origination.

Primary NIW by number of attributes discussed above

	Years Ended December 31,	
(% of primary NIW)	**2022**	2021
One	**31.5 %**	26.2 %
Two or More	**3.6 %**	1.5 %

IIF AND RIF

Our IIF grew 7.6% in 2022, and 11.3% in 2021, as NIW more than offset policy cancellations. Cancellation activity is impacted by refinancing activity, policies cancelled when borrowers achieve the required amount of home equity, and cancellations due to claim payment. Refinancing activity has historically been affected by the level of mortgage interest rates and the level of home price appreciation. Cancellations generally move inversely to the change in the direction of interest rates, although they generally lag a change in direction.

Persistency. Our persistency at December 31, 2022 was 79.8% compared to 62.6% at December 31, 2021. Since 2000, our year-end persistency ranged from a high of 84.7% at December 31, 2009 to a low of 47.1% at December 31, 2003. Our persistency rate is primarily affected by the level of current mortgage interest rates compared to the mortgage coupon rates on our IIF, which affects the vulnerability of the IIF to refinancing; and the current amount of equity that borrowers have in the homes underlying our IIF.

Insurance in force and risk in force

	Years Ended December 31,	
($ in billions)	**2022**	2021
NIW	**$ 76.4**	$ 120.2
Cancellations	**(55.5)**	(92.4)
Increase in primary IIF	**$ 20.9**	$ 27.8
Direct primary IIF as of December 31,	**$ 295.3**	$ 274.4
Direct primary RIF as of December 31,	**$ 76.5**	$ 69.3

CREDIT PROFILE OF OUR PRIMARY RIF

Our 2009 and later books possess significantly improved risk characteristics when compared to our 2005-2008 books. Modification and refinance programs, such as HAMP and HARP, which expired at the end of 2016 and 2018, respectively, but have been replaced by other GSE modification programs, make outstanding loans more affordable to borrowers with the goal of reducing the number of foreclosures. As of December 31, 2022, modifications accounted for approximately 4.2% of our total primary RIF, compared to 5.4% at December 31, 2021. Loans associated with 87% of all our modifications were current as of December 31, 2022. For additional information on the composition of our primary RIF see "Business - Our Products and Services"

The composition of our primary RIF by policy year as of December 31, 2022 and 2021 is shown below:

Primary risk in force

($ in millions)	**December 31, 2022**	December 31, 2021
2004 and prior	**411**	500
2005 - 2008	**3,083**	3,728
2009 - 2015	**1,753**	2,865
2016 - 2022	**71,225**	62,244
Total	**76,472**	69,337

POOL AND OTHER INSURANCE

MGIC has written no new pool insurance since 2008, however, for a variety of reasons, including responding to capital market alternatives to private mortgage insurance and customer demands, MGIC may write pool risk in the future. Our direct pool RIF was $276 million ($196 million on pool policies with aggregate loss limits and $80 million on pool policies without aggregate loss limits) at December 31, 2022 compared to $305 million ($206 million on pool policies with aggregate loss limits and $99 million on pool policies without aggregate loss limits) at December 31, 2021. If claim payments associated with a specific pool reach the aggregate loss limit, the remaining IIF within the pool would be cancelled and any remaining defaults under the pool would be removed from our default inventory.

In connection with the GSEs' CRT programs, an insurance subsidiary of MGIC provides insurance and reinsurance covering portions of the credit risk related to certain reference pools of mortgages acquired by the GSEs. Our RIF, as reported to us, related to these programs was approximately $226 million and $321 million as of December 31, 2022 and December 31, 2021, respectively.

CONSOLIDATED RESULTS OF OPERATIONS

The following section of the MD&A provides a comparative discussion of our Consolidated Results of Operations for the two-year period ended December 31, 2022. For a discussion of the Critical Accounting Estimates used by us that affect the Consolidated Results of Operations, see "Critical Accounting Estimates" below.

Revenues

Revenues

	Year Ended December 31,				
(In millions)		**2022**		2021	% Change
Net premiums written	**$**	**960.7**	$	969.0	(1)
Net premiums earned	**$**	**1,007.1**	$	1,014.4	(1)
Investment income, net of expenses		**167.5**		156.4	7
Net gains (losses) on investments and other financial instruments		**(7.5)**		5.9	N/M
Other revenue		**5.6**		9.0	(38)
Total revenues	**$**	**1,172.8**	$	1,185.7	(1)

NET PREMIUMS WRITTEN AND EARNED

Net premiums written and earned decreased 1%, respectively, in 2022 compared with the prior year. The decrease in premiums written and earned in 2022 compared to the prior year is primarily due to a decrease in the direct premium yield, offset by a decrease in ceded premiums written and earned.

Premium yields

Premium yield is net premiums earned divided by average IIF during the year and is influenced by a number of key drivers, which have a varying impact from period to period. The following table provides information related to our premium yield for 2022, and 2021.

Premium Yield

		Year Ended December 31,	
(in basis points)		**2022**	2021
In force portfolio yield	(1)	**39.4**	42.2
Premium refunds		**0.1**	(0.6)
Accelerated earnings on single premium policies		**1.0**	3.2
Total direct premium yield		**40.5**	44.8
Ceded premiums earned, net of profit commission and assumed premiums	(2)	**(5.2)**	(5.9)
Net premium yield		**35.3**	38.9

(1) Total direct premiums earned, excluding premium refunds and accelerated premiums from single premium policy cancellations divided by average primary insurance in force.

(2) Assumed premiums include those from our participation in GSE CRT programs, of which the impact on the net premium yield was 0.3 bps in 2022 and 0.4 bps in 2021

Changes in the net premium yields when compared to the respective prior year periods reflect the following:

In force Portfolio Yield
è A larger percentage of our IIF is from book years with lower premium rates due to a decline in premium rates in recent years resulting from pricing competition, insuring mortgages with lower risk characteristics, lower required capital, the availability of reinsurance and certain policies undergoing premium rate resets on their ten-year anniversaries.
Premium Refunds
è Premium refunds are primarily driven by claim activity and our estimate of refundable premiums on our delinquency inventory. The low level of claims received have resulted in a lower level of premium refunds. Our estimate of refundable premium on our delinquency inventory fluctuates with changes in our delinquency inventory and our estimate of the number of loans in our delinquency inventory that will result in a claim.
Accelerated earnings on single premium policies
è The lower level of refinance transactions has reduced the benefit from accelerated earned premium from cancellation of single premium policies prior to their estimated policy life.
Ceded premiums earned, net of profit commission and assumed premiums
è Ceded premiums earned, net of profit commission adversely impacts our net premium yield. Ceded premiums earned, net of profit commission, are associated with the QSR Transactions and the XOL Transactions. Assumed premiums consists primarily of premiums from GSE CRT programs. See "Reinsurance Transactions" below for further discussion on our reinsurance transactions.

As discussed in our Risk Factor titled "Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and/or increase our losses," the private mortgage insurance industry is highly competitive and premium rates have declined over the past several years. With the smaller origination market, higher persistency rate, and continued high credit quality for NIW expected in 2023, we expect our in force portfolio premium yield to remain relatively flat during 2023.

See "Overview – Factors Affecting Our Results" above for additional factors that also influence the amount of net premiums written and earned in a year.

REINSURANCE TRANSACTIONS

Quota share reinsurance

Our quota share reinsurance affects various lines of our statements of operations and therefore we believe it should be analyzed by reviewing its total effect on our pre-tax income, as described below.

- We cede a fixed percentage of premiums earned and received on insurance covered by the agreements.
- We receive the benefit of a profit commission through a reduction in the premiums we cede. The profit commission varies inversely with the level of losses incurred on a "dollar for dollar" basis and can be eliminated at loss levels higher than we are currently experiencing. As a result, lower levels of losses incurred result in a higher profit commission and less benefit from ceded losses incurred, higher levels of ceded losses incurred result in more benefit from ceded losses incurred and a lower profit commission (or for certain levels of losses of accident year loss ratios, its elimination).
- We receive the benefit of a ceding commission through a reduction in underwriting expenses equal to 20% of premiums ceded (before the effect of the profit commission).
- We cede a fixed percentage of losses incurred on insurance covered by the agreements.

The following table provides information related to our QSR Transactions for 2022 and 2021.

Quota share reinsurance

	As of and For the Years Ended December 31,	
(Dollars in thousands)	**2022**	2021
Statements of operations:		
Ceded premiums written and earned, net of profit commission	**$ 86,435**	$ 118,537
% of direct premiums written	**8 %**	11 %
% of direct premiums earned	**7 %**	10 %
Profit commission	**176,084**	153,759
Ceding commissions	**52,071**	53,460
Ceded losses incurred	**(19,837)**	9,862
Mortgage insurance portfolio:		
Ceded RIF (in millions)		
2015 QSR	**$ —**	$ 889
2019 QSR	**—**	1,539
2020 QSR	**3,902**	4,754
2021 QSR	**6,809**	7,470
2022 QSR	**5,027**	—
Credit Union QSR	**2,261**	1,594
Total ceded RIF	**$ 17,999**	$ 16,246

Ceded premiums written, and earned net of profit commission decreased in 2022 when compared with the prior year primarily due to an increase in the profit commission, which reduces ceded premiums written and earned. The increase in profit commission was driven by negative losses incurred in 2022.

Ceded losses incurred for the year ended December 31, 2022 reflect favorable loss reserve development on previously received delinquency notices. See "Losses Incurred, net" below for discussion of our loss reserves.

We terminated our 2015 and 2019 QSR Transactions effective December 31, 2022 and incurred an early termination fee of $2 million on our 2019 QSR Transaction. We terminated our 2017 and 2018 QSR Transactions effective December 31, 2021 and incurred an early termination fee of $5 million. The termination of the QSR Transactions reduce the amount of IIF and RIF subject to QSR transactions.

Covered Risk

The percentages of our NIW, new risk written, IIF, and RIF subject to our QSR Transactions as shown in the following table will vary from period to period in part due to the mix of our risk written during the period and the number of active QSR Transactions.

Quota share reinsurance

	As of and For the Years Ended December 31,	
	2022	2021
NIW subject to QSR Transactions	**87.4 %**	81.9 %
New Risk Written subject to QSR Transactions	**93.0 %**	90.5 %
IIF subject to QSR Transactions	**67.9 %**	78.4 %
RIF subject to QSR Transactions	**73.0 %**	77.9 %

The NIW subject to quota share reinsurance increased in 2022 compared to 2021. The increase was driven by a decrease in refinance transactions which resulted in a decrease in NIW with LTVs less than or equal to 85%, which generally have lower coverage percentages, and are excluded from the QSR Transactions.

2023 QSR Transaction.

We have agreed to terms on a quota share transaction with a group of unaffiliated reinsurers covering most of our NIW in 2023 (with an additional 10.0% quota share). This is in addition to the reinsurance agreements executed in 2022 that included a 15% quota share on eligible 2023 NIW.

Excess of loss reinsurance

We have Excess-of-loss transactions (“XOL Transactions”) with a panel of unaffiliated reinsurers executed through the traditional reinsurance market (“Traditional XOL Transaction”) and with unaffiliated special purpose insurers (“Home Re Transactions”).

The 2022 Traditional XOL Transaction provides $142.6 million of reinsurance coverage on eligible NIW in 2022. The Traditional XOL Transaction has contractual termination date after approximately ten years, with an optional termination date after seven years and quarterly thereafter. For the covered policies, we retain the first layer of the aggregate losses paid, and the reinsurers will then provide second layer coverage up to the outstanding reinsurance coverage amount. We retain losses paid in excess of the outstanding reinsurance coverage amount. The reinsurance coverage is subject to adjustment based on the risk characteristics of the covered loans. The reinsurance premiums ceded to the Traditional XOL Transaction are based off the remaining reinsurance coverage levels.

The Home Re Transactions are executed with unaffiliated special purpose entities (“Home Re Entities”) through the issuance of insurance linked notes (“ILNs”). At December 31, 2022 our Home Re Transactions provided $1.6 billion of loss coverage on a portfolio of policies having an in force date from July 1, 2016 through March 31, 2019, and from January 1, 2020 through December 31, 2021; all dates inclusive. For this reinsurance coverage, we retain the first layer of the respective aggregate losses paid, and a Home Re Entity will then provide second layer coverage up to the outstanding reinsurance amount.

As of December 31, 2022, the premiums under most of our 2018-2021 reference the one-month LIBOR. As discussed in our risk factor titled "The Company may be adversely impacted by the transition from LIBOR as a reference rate," the ICE Benchmark Administration, the administrator of LIBOR, will cease publishing all USD LIBOR tenors on June 30, 2023.

The initial attachment and detachment, current attachment and detachment, and PMIERs required asset credit for each of our XOL Transactions as of December 31, 2022, are as follows:

($ In thousands)	Initial Attachment % [1]	Initial Detachment % [2]	Current Attachment % [1]	Current Detachment % [2]	PMIERs Required Asset Credit
Home Re 2018-1	2.25%	6.50%	11.67%	21.66%	$ —
Home Re 2019-1	2.50%	6.75%	14.79%	31.56%	—
Home Re 2020-1	3.00%	7.50%	6.20%	8.76%	—
Home Re 2021-1	2.25%	6.50%	3.28%	7.58%	178,788
Home Re 2021-2	2.10%	6.50%	2.56%	7.31%	315,126
Home Re 2022-1	2.75%	6.75%	2.96%	7.28%	454,318
2022 Traditional XOL	2.60%	7.10%	2.60%	7.10%	137,831

(1) The percentage represents the cumulative losses as a percentage of adjusted risk in force that MGIC retains prior to the XOL taking losses.

(2) The percentage represents the cumulative losses as a percentage of adjusted risk in force that must be reached before MGIC begins absorbing losses after the XOL layer

We ceded premiums on our XOL Transactions of $69.9 million and $44.5 million for the years ended December 31, 2022 and 2021, respectively.

See Note 9 - "Reinsurance," to our consolidated financial statements for additional discussion of our XOL Transactions.

INVESTMENT INCOME, NET

Net investment income increased 7% to $167.5 million in 2022 compared to $156.4 million in 2021. Net investment income benefited from higher yields.

See "Balance Sheet Review" in this MD&A for further discussion regarding our investment portfolio.

NET GAINS (LOSSES) ON INVESTMENTS AND OTHER FINANCIAL INSTRUMENTS

Net gains (losses) on investments and other financial instruments in 2022 and 2021 were $(7.5) million and $5.9 million, respectively.

OTHER REVENUE

Other revenue decreased to $5.6 million in 2022 from $9.0 million in 2021.

Losses and expenses

(In millions)	Year Ended December 31,		
	2022	2021	% Change
Losses incurred, net	**$ (254.6)**	$ 64.6	N/M
Amortization of deferred policy acquisition costs	**12.4**	12.6	(2)
Other underwriting and operating expenses, net	**236.7**	198.4	19
Interest expense	**48.1**	71.4	(33)
Loss on debt extinguishment	**40.2**	36.9	9
Total losses and expenses	**$ 82.8**	$ 383.9	(78)

LOSSES INCURRED, NET

As discussed in “Critical Accounting Estimates” below and consistent with industry practices, we establish case loss reserves for future claims on delinquent loans that were reported to us as two payments past due and have not become current or resulted in a claim payment. Such loans are referred to as being in our delinquency inventory. Case loss reserves are established based on estimating the number of loans in our delinquency inventory that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim severity.

IBNR reserves are established for delinquencies estimated to have occurred prior to the close of an accounting period, but have not yet been reported to us. IBNR reserves are established using estimated delinquencies, claim rates and claim severities.

Estimation of losses is inherently judgmental. Even in a stable environment, changes to our estimates could result in a material impact to our consolidated results of operations and financial position. The conditions that affect the claim rate and claim severity include the current and future state of the domestic economy, including unemployment, and the current and future strength of local housing markets; exposure on insured loans; the amount of time between delinquency and claim filing; and curtailments and rescissions. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be adversely affected by several factors, including a deterioration of regional or national economic conditions, including unemployment, leading to a reduction in borrowers’ income and thus their ability to make mortgage payments, the impact of past and future government initiatives and actions taken by the GSEs (including mortgage forbearance programs and foreclosure moratoriums), and a drop in housing values that could result in, among other things, greater losses on loans, and may affect borrower willingness to continue to make mortgage payments when the net value of the home is below the mortgage balance. Loss reserves in the future will also be dependent on the number of loans reported to us as delinquent.

Prior to the COVID-19 pandemic, losses incurred have followed a seasonal trend in which the second half of the year has weaker credit performance than the first half, with higher new notice activity and a lower cure rate. The state of the economy, local housing markets and various other factors, may result in delinquencies not following the typical pattern.

As discussed in our Risk Factors titled “*The Covid-19 pandemic may materially impact our business, and future financial condition,*" the magnitude of any future impact of the COVID-19 pandemic on our incurred losses is uncertain and cannot be predicted. As discussed in our Risk Factor titled “Because we establish loss reserves only upon a loan delinquency rather than based on estimates of our ultimate losses on risk in force, losses may have a disproportionate adverse effect on our earnings in certain periods” if we have not received a notice of delinquency with respect to a loan and if we have not estimated the loan to be delinquent as of December 31, 2022 and recorded an IBNR reserve, then we have not yet recorded an incurred loss with respect to that loan.

Our estimates are also affected by any agreements we enter into regarding our claims paying practices.

Losses incurred, net decreased to $(254.6) million compared to $64.6 million in 2021, primarily due to favorable loss reserve development. While new delinquency notices added approximately $149.6 million to losses incurred in 2022, our re-estimation of loss reserves on previously received delinquency notices resulted in favorable development of approximately $404.1 million primarily related to a decrease in the estimated claim rate on delinquencies. The favorable development primarily resulted from greater than expected cure rates, as borrower reinstatements and servicer mitigation efforts resulted in more cures than originally estimated. Additionally, home price appreciation experienced in recent years has allowed borrowers to cure their delinquencies through the sale of their property. In 2021, new delinquency notices added approximately $124.6 million to losses incurred, and our re-estimation of loss reserves on previously received delinquency notices resulted in $60.0 million of favorable loss development, primarily due to the decrease in the claim rate on delinquencies received prior to the COVID-19 pandemic. This was offset by the recognition of a probable loss of $6.3 million related to litigation of our claims paying practices and adverse development on LAE reserves and reinsurance.

See "New notice claim rate" and "Claims severity" below for additional factors and trends that impact these loss reserve assumptions.

Composition of losses incurred

	Year Ended December 31,	
(In millions)	**2022**	2021
Current year / New notices	**$ 149.6**	$ 124.6
Prior year reserve development	**(404.1)**	(60.0)
Losses incurred, net	**$ (254.5)**	$ 64.6

Loss ratio

The loss ratio is the ratio, expressed as a percentage, of the sum of incurred losses and LAE, net to net premiums earned. The decrease in the loss ratio in 2022 when compared to 2021 was primarily due to a decrease in losses incurred as discussed above.

	Year Ended December 31,	
	2022	2021
Loss ratio	**(25.3)%**	6.4 %

New notice claim rate

The table below presents our new delinquency notices received, delinquency inventory, percentage of delinquent loans in forbearance, and the average number of missed payments for the loans in our delinquency inventory by policy year:

New notices and delinquency inventory during the period

	December 31, 2022			
Policy Year	New Notices	Delinquency Inventory	% of Delinquency Inventory in Forbearance	Avg. Number of Missed Payments of Delinquency Inventory
2004 and prior	3,695	2,471	13.4 %	18
2005-2008	11,702	8,317	11.9 %	19
2009-2015	3,115	2,017	12.4 %	12
2016	2,090	1,249	15.9 %	10
2017	2,797	1,719	16.9 %	10
2018	3,289	2,060	17.8 %	9
2019	3,199	1,823	21.7 %	9
2020	5,067	2,558	35.4 %	7
2021	6,656	3,307	43.9 %	5
2022	1,378	866	37.1 %	3
Total	**42,988**	**26,387**	**20.9 %**	**12**
Claim rate on new notices [(1)]	**8 %**			

	December 31, 2021			
Policy Year	New Notices	Delinquency Inventory	% of Delinquency Inventory in Forbearance	Avg. Number of Missed Payments of Delinquency Inventory
2004 and prior	3,893	2,829	21.4 %	19
2005-2008	13,070	10,882	24.3 %	19
2009-2015	4,040	3,400	34.9 %	13
2016	2,375	2,004	43.5 %	12
2017	3,384	2,949	46.6 %	12
2018	3,902	3,412	49.3 %	12
2019	4,163	3,340	58.1 %	11
2020	5,623	3,308	63.4 %	8
2021	1,982	1,166	40.9 %	4
Total	**42,432**	**33,290**	**39.5 %**	**14**
Claim rate on new notices [(1)]	**8 %**			

(1) Claim rate is the respective full year weighted average rate and is rounded to the nearest whole percent.

Historically, forbearance plans have reduced the incidence of our losses on affected loans. However, given the uncertainty surrounding the long-term economic impact of COVID-19, it is difficult to predict the ultimate effect of COVID-19 related forbearances on our loss incidence. Whether a loan delinquency will cure, including through modification, when forbearance ends will depend on the economic circumstances of the borrower at that time. The severity of losses associated with delinquencies that do not cure will depend on economic conditions at that time, including home prices.

Claims severity

Factors that impact claim severity include:

- economic conditions at that time, including home prices compared to home prices at the time of placement of coverage
- exposure on the loan, which is the unpaid principal balance of the loan times our insurance coverage percentage,
- length of time between delinquency and claim filing (which impacts the amount of interest and expenses, with a longer period between default and claim filing generally increasing severity), and
- curtailments.

As discussed in Note 8 - "Loss Reserves," our loss reserves estimates take into consideration trends over time, because the development of the delinquencies may vary from period to period without establishing a meaningful trend. An increase in loss mitigation activities, primarily third party acquisitions (sometimes referred to as “short sales”), has resulted in a decrease in the average claim paid and the average claim paid as a percentage of exposure in recent years. At the start of the COVID-19 pandemic, the level of claims received decreased. Claim activity and the average claims paid as a percentage of exposure has not yet returned to pre-COVID-19 levels. The magnitude and timing of the increases are uncertain.

The majority of loans insured prior to 2009 (which represent 41% of the loans in the delinquency inventory) are covered by master policy terms that, except under certain circumstances, do not limit the number of years that an insured can include interest when filing a claim. Under our current master policy terms, an insured can include accumulated interest when filing a claim only for the first three years the loan is delinquent. In each case, the insured must comply with its obligations under the terms of the applicable master policy.

Claims severity trend

Period	Average exposure on claim paid	Average claim paid	% Paid to exposure	Average number of missed payments at claim received date
Q4 2022	**$ 38,903**	**$ 28,492**	**73.2 %**	**41**
Q3 2022	37,625	23,461	62.4 %	46
Q2 2022	44,106	27,374	62.1 %	41
Q1 2022	38,009	27,662	72.8 %	45
Q4 2021	43,485	32,722	75.2 %	42
Q3 2021	42,468	36,138	85.1 %	34
Q2 2021	40,300	34,068	84.5 %	36
Q1 2021	46,807	36,725	78.5 %	34

Note: Table excludes material settlements. Settlements include amounts paid in settlement of disputes for claims paying practices and/or commutations of policies.

See Note 8 – “Loss Reserves” to our consolidated financial statements and “Critical Accounting Estimates” below for a discussion of our losses incurred and claims paying practices (including curtailments).

The length of time a loan is in the delinquency inventory can differ from the number of payments that the borrower has not made or is considered delinquent. These differences typically result from a borrower making monthly payments that do not result in the loan becoming fully current. The number of payments that a borrower is delinquent is shown in the following table.

Primary delinquent inventory - number of payments delinquent

	2022	2021
3 payments or less	**11,484**	9,529
4 - 11 payments	**8,026**	9,208
12 payments or more [(1)]	**6,877**	14,553
Total	**26,387**	33,290
3 payments or less	**44 %**	28 %
4 - 11 payments	**30 %**	28 %
12 payments or more	**26 %**	44 %
Total	**100 %**	100 %

(1) Approximately 28% and 13% of the loans in the primary delinquency inventory with 12 payments or more delinquent have at least 36 payments delinquent as of December 31, 2022, and 2021, respectively.

NET LOSSES AND LAE PAID

Net losses and LAE paid were flat in 2022 compared to 2021, while direct losses paid decreased slightly in 2022 compared to 2021. Our claims paid activity slowed at the start of the COVID-19 pandemic primarily due to forbearance and foreclosure moratoriums put in place. We expect net losses and LAE paid to increase, however, the magnitude and timing of the increases are uncertain.

The losses and LAE paid on reinsurance terminations decreased in 2022 when compared to 2021. The decrease is primarily due to the losses and LAE recoverable from reinsurers at time of termination of the 2015 and 2019 QSR Transactions (effective December 31, 2022), compared to the losses and LAE recoverable from reinsurers at time of termination of the 2017 and 2018 QSR transaction (effective December 31, 2021). In a reinsurance termination, amounts for any incurred but unpaid losses are due to us from the reinsurer

The table below presents our net losses and LAE paid for 2022 and 2021.

Net losses and LAE paid

(in millions)	2022	2021
Total primary (excluding settlements)	**$ 35**	$ 43
Claims paying practices and NPL settlements [(1)]	**8**	14
Pool	**—**	—
Direct losses paid	**43**	57
Reinsurance	**(1)**	(2)
Net losses paid	**42**	55
LAE	**8**	14
Net losses and LAE paid before terminations	**50**	69
Reinsurance terminations [(2)]	**(18)**	(36)
Net losses and LAE paid	**$ 32**	$ 33
Average claim paid	**$ 26,715**	$ 34,956

(1) See Note 8 - "Loss Reserves" for additional information on our settlements of disputes for claims paying practices and/or commutations of policies

(2) See Note 9 - "Reinsurance" for additional information on our reinsurance terminations

The primary average claim paid can vary materially from period to period based upon a variety of factors, including the local market conditions, average loan amount, average coverage percentage, the amount of time between delinquency and claim filing, and our loss mitigation efforts on loans for which claims are paid.

The primary average RIF on delinquent loans as of December 31, 2022 and 2021 and for the top 5 jurisdictions (based on December 31, 2022 delinquency inventory) appears in the following table.

Primary average RIF - delinquent loans

	2022	2021
Florida	**$ 59,515**	$ 56,227
Texas	**53,364**	51,037
Illinois	**41,640**	40,798
Pennsylvania	**40,993**	39,523
New York	**74,760**	74,836
All other jurisdictions	**51,693**	51,652
Total all jurisdictions	**$ 52,511**	$ 51,887

The primary average RIF on all loans was $64,784 and $59,518 at December 31, 2022 and December 31, 2021, respectively. The increase is primarily due to an increase in loans from recent years which generally have larger loan balances.

LOSS RESERVES

Our primary delinquency inventory was 26,387 at December 31, 2022, representing a decrease of 21% from December 31, 2021. We also experienced a decrease in the average direct reserve per default as shown in the table below. The average direct reserve per default is influenced by the number of consecutive months a borrower has been delinquent. Generally, a defaulted loan with more missed payments is more likely to result in a claim. The number of delinquencies in inventory with twelve or more missed payments at December 31, 2022 decreased when compared to the prior year. (See Note 8 -"Loss Reserves," table 8.4.) The average direct reserve per default is also impacted by the average RIF on delinquent loans as shown above.

The gross reserves as of December 31, 2022, and 2021 appear in the table below.

Gross loss reserves

	December 31,			
	2022		2021	
Primary:				
Case reserves *(In millions)*	**$ 498**		$ 795	
IBNR and LAE	**56**		82	
Total primary direct loss reserves	**554**		877	
Ending delinquency inventory		**26,387**		33,290
Percentage of loans delinquent (default rate)		**2.22 %**		2.84 %
Average direct reserve per default		**$ 20,994**		$ 26,156
Primary claims received inventory included in ending delinquency inventory		**267**		211
Other gross loss reserves [2] *(In millions)*	**4**		7	

[1] Since a number of our pool policies include aggregate loss limits and/or deductibles, we do not disclose an average direct reserve per default for our pool business.

[2] Other gross loss reserves includes direct and assumed reserves that are not included within our primary loss reserves.

The primary delinquency inventory for the top 15 jurisdictions (based on December 31, 2022 delinquency inventory) at December 31, 2022, and 2021 appears in table the below.

Primary delinquency inventory by jurisdiction

	2022	2021
Florida *	**2,414**	2,948
Texas	**1,935**	2,572
Illinois *	**1,640**	2,082
Pennsylvania *	**1,525**	1,672
New York *	**1,399**	1,674
California	**1,336**	1,852
Ohio *	**1,322**	1,458
Michigan	**965**	1,144
Georgia	**954**	1,272
New Jersey *	**841**	1,169
North Carolina	**753**	987
Maryland	**719**	929
Indiana	**622**	736
Virginia	**582**	766
Minnesota	**573**	725
All other jurisdictions	**8,807**	11,304
Total	**26,387**	33,290

Note: Asterisk denotes jurisdictions in the table above that predominately use a judicial foreclosure process, which generally increases the amount of time it takes for a foreclosure to be completed.

The primary delinquency inventory by policy year at December 31, 2022 and 2021 appears in the following table.

Primary delinquency inventory by policy year

	2022	2021
2004 and prior	**2,471**	2,829
2004 and prior %:	***9 %***	*8 %*
2005	**1,438**	1,703
2006	**2,388**	2,928
2007	**3,680**	4,973
2008	**811**	1,278
2005 - 2008 %	***32 %***	*33 %*
2009	**51**	84
2010	**31**	56
2011	**43**	79
2012	**72**	143
2013	**243**	441
2014	**633**	1,055
2015	**944**	1,542
2009 - 2015 %	***8 %***	*10 %*
2016	**1,249**	2,004
2017	**1,719**	2,949
2018	**2,060**	3,412
2019	**1,823**	3,340
2020	**2,558**	3,308
2021	**3,307**	1,166
2022	**866**	—
2016 and later %:	*51 %*	*49 %*
Total	**26,387**	**33,290**

On our primary business, the highest claim frequency years have typically been the third and fourth year after loan origination. However, the pattern of claim frequency can be affected by many factors, including persistency and deteriorating economic conditions. Deteriorating economic conditions can result in increasing claims following a period of declining claims. As of December 31, 2022, 80% of our primary RIF was written subsequent to December 31, 2019, 85% of our primary RIF was written subsequent to December 31, 2018, and 88% of our primary RIF was written subsequent to December 31, 2017.

UNDERWRITING AND OTHER EXPENSES, NET

Underwriting and other expenses includes items such as employee compensation costs, fees for professional and consulting services, depreciation and maintenance expense, and premium taxes, and are reported net of ceding commissions.

Underwriting and other expenses, net for 2022 increased to $236.7 million from $198.4 million in 2021. The increase was primarily due to higher expenses related to our technology investments, particularly in data and analytics, and an increase in pension expense. Pension expenses increased in 2022 as a result of settlement accounting charges during 2022. In 2023, we expect to incur settlement accounting charges as a result of lump sum settlements for employees who retired in the fourth quarter of 2022.

	Year Ended December 31,	
	2022	2021
Underwriting expense ratio	**25.2 %**	20.6 %

The underwriting expense ratio is the ratio, expressed as a percentage, of the underwriting and operating expenses, net and amortization of DAC of our combined insurance operations (which excludes underwriting and operating expenses of our non-insurance subsidiaries) to net premiums written. The underwriting expense ratio increased in 2022 compared with 2021 due to an increase in underwriting expenses and slight decreases in net premiums written.

LOSS ON DEBT EXTINGUISHMENT

In 2022, we recorded a loss on debt extinguishment of $40.2 million, related to the repurchases of a portion our 9% Debentures, the redemption of our 5.75% Senior Notes, and the repayment of the outstanding principal balance of the FHLB Advance. In 2021, we recorded a loss on debt extinguishment of $36.9 million associated with the repurchase of most of our 9% Debentures.

See Note 7 - "Debt" to our consolidated financial statements for a discussion on our debt.

INTEREST EXPENSE

Interest expense for 2022 was $48.1 million compared to $71.4 million for 2021. The decrease is due to the debt transactions discussed above.

INCOME TAX EXPENSE AND EFFECTIVE TAX RATE

Income tax provision and effective tax rate

(In millions, except rate)	**2022**	2021
Income before tax	**$ 1,090**	$ 802
Provision for income taxes	**225**	167
Effective tax rate	**20.6 %**	20.8 %

The increase in our provision for income taxes for 2022 compared to 2021 was primarily due to an increase in income before tax. Our effective tax rate for 2022 and 2021 approximated the federal statutory income tax rate of 21%.

See Note 12 – "Income Taxes" to our consolidated financial statements for a discussion of our tax position.

BALANCE SHEET REVIEW

The following sections focus on the assets and liabilities experiencing major developments in 2022.

Consolidated balance sheets - Assets

	As of December 31,		
(in thousands)	**2022**	2021	% Change
Investments	**$ 5,424,688**	$ 6,606,749	(18)
Cash and cash equivalents	**327,384**	284,690	15
Premiums receivable	**58,000**	56,540	3
Reinsurance recoverable on loss reserves	**28,240**	66,905	(58)
Reinsurance recoverable on paid losses	**18,081**	36,275	(50)
Deferred incomes taxes, net	**124,769**	—	N/M
Other assets	**232,631**	273,849	(15)
Total Assets	**$ 6,213,793**	$ 7,325,008	(15)

INVESTMENT PORTFOLIO

The investment portfolio decreased to $5.4 billion as of December 31, 2022 (2021: $6.6 billion), primarily due to a decrease in the fair value of our investment portfolio due to the increase in the prevailing market interest rates and the reduction of debt outstanding.

The return we generate on our investment portfolio is an important component of our consolidated financial results. Our investment portfolio primarily consists of a diverse mix of highly rated fixed income securities. The investment portfolio is designed to achieve the following objectives:

Operating Companies [(1)]	Holding Company
è Preserve PMIERs assets	è Provide liquidity with minimized realized loss
è Maximize total return with emphasis on book yield, subject to our other objectives	è Maintain highly liquid, low volatility assets
è Limit portfolio volatility	è Maintain high credit quality
è Duration 3.5 to 5.5 years	è Duration maximum of 2.5 years

(1) Primarily MGIC

To achieve our portfolio objectives, our asset allocation considers the risk and return parameters of the various asset classes in which we invest. This asset allocation is informed by, and based on, the following factors:

- economic and market outlooks;
- diversification effects;
- security duration;
- liquidity;
- capital considerations; and
- income tax rates.

The average duration and embedded investment yield of our investment portfolio as of December 31, 2022 and 2021 is shown in the following table.

Portfolio duration and embedded investment yield

	December 31,	
	2022	2021
Duration (in years)	**4.3**	4.5
Pre-tax yield [(1)]	**3.0%**	2.5%
After-tax yield [(1)]	**2.5%**	2.1%

(1) Embedded investment yield is calculated on a yield-to-worst basis.

The credit risk of a security is evaluated through analysis of the security's underlying fundamentals, including the issuer's sector, scale, profitability, debt coverage, and ratings. The investment policy guidelines limit the amount of our credit exposure to any one issue, issuer and type of instrument. The following table shows the security ratings of our fixed income investments as of December 31, 2022 and 2021.

Fixed income security ratings

% of fixed income securities at fair value

	Security Ratings [1]			
Period	AAA	AA	A	BBB
December 31, 2022	**18%**	**28%**	**34%**	**20%**
December 31, 2021	18%	26%	36%	20%

[1] Ratings are provided by one or more of: Moody's, Standard & Poor's and Fitch Ratings. If three ratings are available, the middle rating is used; if two FICO scores are available, the lower of the two is used; if only one FICO score is available, it is used.

Our investment portfolio was invested in comparable security types for the years ended December 31, 2022 and December 31, 2021. See Note 5 – “Investments” to our consolidated financial statements for additional disclosure on our investment portfolio.

Investments outlook

The Federal Open Market Committee (“FOMC”) raised the federal funds rate seven times throughout 2022 from 0.25% to 4.5% as it weighed the ongoing economic impacts of tight labor markets, supply chain disruptions and other macroeconomic factors that elevated inflationary measures. In February, 2023 the FOMC increased the federal funds rate by an additional 0.25% and signaled continued restrictive monetary policy in response to inflationary pressures. Market yields have increased in response to the FOMC’s actions, which has resulted in a decrease in our fixed income investment valuations. The actions of the FOMC and other ongoing macroeconomic factors could create significant economic uncertainty, such as increasing recessionary concerns, which may result in a widening of credit spreads. Market volatility resulting from these factors may continue to impact our investment valuations and returns.

We seek to manage our exposure to interest rate risk and volatility by maintaining a diverse mix of high-quality securities with an intermediate duration profile.

While higher interest rates may adversely impact the fair values of our fixed income investments, they present a near-term opportunity for investment into securities with yields in excess of the book yield on our portfolio. Increases in market-based portfolio yields are expected to result in higher net investment income in future periods. In addition to fixed income securities, we also hold cash and cash equivalents which yield returns that trend with changes in the federal funds rate.

As of December 31, 2022, approximately 6% of the fair value of our investment portfolio consisted of securities referencing LIBOR. As discussed in our risk factor titled "*The Company may be adversely impacted by the transition from LIBOR as a reference rate*," the ICE Benchmark Administration, the administrator of LIBOR, will cease publishing all USD LIBOR tenors on June 30, 2023.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents increased to $327.4 million, as of December 31, 2022 (2021: $284.7 million), as net cash generated from operating was substantially used in financing activities.

DEFERRED INCOME TAXES

Our net deferred tax asset was $124.8 million at December 31, 2022 and is separately stated in our consolidated balance sheets as Deferred income taxes, net. Our net deferred income tax liability was $39.4 million at December 31, 2021 and is included as a component of Other liabilities in our consolidated balance sheets. The change in our deferred income tax asset and liability was primarily due to the tax effect of unrealized losses generated by the investment portfolio during 2022. We owned $661.7 million and $426.3 million of tax and loss bonds at December 31, 2022 and December 31, 2021, respectively. See Note 12 – “Income Taxes” to our consolidated financial statements for additional disclosure on the components of our deferred tax assets and liabilities.

REINSURANCE RECOVERABLE ON PAID LOSSES

Reinsurance recoverable on paid losses decreased to $18.1 million at December 31, 2022 (2021: $36.3 million). The decrease in the reinsurance recoverable on paid losses is primarily due from the losses recoverable from reinsurers at time of termination of the 2015 and 2019 QSR Transactions (effective December 31, 2022), compared to the losses recoverable from reinsurers at time of termination of the 2017 and 2018 QSR transaction (effective December 31, 2021). In a reinsurance termination, amounts for any incurred but unpaid losses are due to us from the reinsurers.

OTHER ASSETS

Other assets decreased to $111 million as of December 31, 2022 (2021: $134 million), primarily driven by a change in the net funded status of our employee benefit plans. See Note 11 - "Benefit Plans" to our consolidated financial statements for additional disclosure on our employee benefit plans.

Consolidated balance sheets - Liabilities and equity

(In thousands)	As of December 31, 2022	2021	% Change
Liabilities			
Loss reserves	**$ 557,988**	$ 883,522	(37)
Unearned premiums	**195,289**	241,690	(19)
Long-term debt	**662,810**	1,146,712	(42)
Other liabilities	**154,966**	191,702	(19)
Total Liabilities	**$ 1,571,053**	$ 2,463,626	(36)
Shareholders' equity			
Common stock	**$ 371,353**	$ 371,353	—
Paid-in capital	**1,798,842**	1,794,906	—
Treasury stock	**(1,050,238)**	(675,265)	56
AOCI, net of tax	**(481,511)**	119,697	(502)
Retained earnings	**4,004,294**	3,250,691	23
Total	**$ 4,642,740**	$ 4,861,382	(4)

LOSS RESERVES AND REINSURANCE RECOVERABLE ON LOSS RESERVES

Our loss reserves include estimates of losses and settlement expenses on (1) loans in our delinquency inventory (known as case reserves), (2) IBNR delinquencies, and (3) LAE. Our gross reserves are reduced by reinsurance recoverable on loss reserves to calculate a net reserve balance. Loss reserves decreased to $558.0 million as of December 31, 2022, from $883.5 million of December 31, 2021. Reinsurance recoverables on loss reserves were $28.2 million and $66.9 million as of December 31, 2022 and December 31, 2021, respectively. The decrease in loss reserves from 2022 to 2021 is primarily due to favorable development of $404.1 million on previously received delinquency notices, partially offset by loss reserves established on new delinquency notices. The reinsurance recoverable on loss reserves is impacted by the change in direct reserves and the percentage of our delinquency inventory covered by reinsurance transactions.

LONG-TERM DEBT

Our long-term debt decreased to $662.8 million as of December 31, 2022 from $1,146.7 million as of December 31, 2021 as we paid down our long-term debt in 2022. We repurchased $89.1 million in aggregate principal amount of our 9% Debentures, repaid the outstanding balance of the FHLB Advance of $155.0 million and we redeemed the $242.3 million of aggregate principal outstanding on our 5.75% Senior Notes due in 2023.

UNEARNED PREMIUM

Our unearned premium decreased to $195.3 million as of December 31, 2022 from $241.7 million as of December 31, 2021 primarily due to the run-off of our existing portfolio of single premium policies outpacing the level of NIW from single premium policies.

OTHER LIABILITIES

Other liabilities decreased to $155.0 million as of December 31, 2022 (2021: $191.7 million), primarily due to decreases in our deferred income tax liability, accrual for premium refunds, and interest payable. These were partially offset by an increase in our liability for pension obligation.

SHAREHOLDER'S EQUITY

The decrease in shareholders' equity represents a decrease in the fair value of our investments portfolio discussed above, repurchases of our common stock, and dividends paid to shareholders, partially offset by net income in 2022.

LIQUIDITY AND CAPITAL RESOURCES

CONSOLIDATED CASH FLOW ANALYSIS

We have three primary types of cash flows: (1) operating cash flows, which consist mainly of cash generated by our insurance operations and income earned on our investment portfolio, less amounts paid for claims, interest expense and operating expenses, (2) investing cash flows related to the purchase, sale and maturity of investments and purchases of property and equipment and (3) financing cash flows generally from activities that impact our capital structure, such as changes in debt and shares outstanding, and dividend payments. The following table summarizes these three cash flows on a consolidated basis for the last two years.

Summary of consolidated cash flows

	Years ended December 31,	
(In thousands)	**2022**	2021
Total cash provided by (used in):		
Operating activities	**$ 650,012**	$ 696,317
Investing activities	**410,485**	(160,749)
Financing activities	**(1,032,542)**	(527,290)
Increase (decrease) in cash and cash equivalents and restricted cash and cash equivalents	**$ 27,955**	$ 8,278

Operating activities

The following list highlights the major sources and uses of cash flow from operating activities:

Sources

+ Premiums received
+ Loss payments from reinsurers
+ Investment income

Uses

- Claim payments
- Premium ceded to reinsurers
- Interest expense
- Operating expenses
- Tax payments

Our largest source of cash is from premiums received from our insurance policies, which we receive on a monthly installment basis for most policies. Premiums are received at the beginning of the coverage period for single premium and annual premium policies. Our largest cash outflow is generally for claims that arise when a delinquency results in an insured loss. Based on historical experience, we expect our future claim payments associated with established case loss reserves to pay out at or within 5 years, with the majority of future claim payments made within one to three years. Our claims paid activity slowed at the start of the COVID-19 pandemic primarily due to forbearance and foreclosure moratoriums put in place. We expect net losses and LAE paid to increase, however, the magnitude and timing of the increases are uncertain.

We invest our net cash flow in various investment securities that earn interest. We also use cash to pay for our ongoing expenses such as salaries, debt interest, professional services and occupancy costs.

We also have purchase obligations totaling approximately $22 million which consist primarily of contracts related to our continued investment in our information technology infrastructure in the normal course of business. The majority of these obligations are under contracts that give us cancellation rights with notice. In the next twelve months we anticipate we will pay approximately $10 million for our purchase obligations.

In connection with our reinsurance transactions, we cede, or pay out, part of the premiums we receive to our reinsurers and collect cash when claims subject to our reinsurance coverage are paid.

Net cash provided by operating activities in 2022 decreased compared to 2021 primarily due to an increase in income taxes paid, increase in underwriting and operating expenses paid, a decrease in investment income collected, and a decrease in premiums received. This was partially offset by a decrease in losses paid, net of reinsurance settlements and a decrease in interest payments.

Investing activities

The following list highlights the major sources and uses of cash flow from investing activities:

Sources

+ Proceeds from sales of investments
+ Proceeds from maturity of fixed income securities

Uses

- Purchases of investments
- Purchases of property and equipment

We maintain an investment portfolio that is primarily invested in a diverse mix of fixed income securities. As of December 31, 2022, our portfolio had a fair value of $5.4 billion, a decrease of $1.2 billion, or 17.9% from December 31, 2021. Net cash flows provided by investing activities in 2022 primarily reflect sales and maturities of fixed income and equity securities during the year that exceeded purchases as proceeds were used in financing activities. Net cash used in investing activities in 2021 primarily reflects purchases of fixed income and equity securities during the year that exceeded sales of such securities as cash from operations was available for additional investment. In addition to investment portfolio activities, our investing activities included investment in our technology infrastructure to enhance our ability to conduct business and execute our strategies.

Financing activities

The following list highlights the major sources and uses of cash flow from financing activities:

Sources

+ Proceeds from debt and/or common stock issuances

Uses

- Repayment/repurchase of debt
- Repurchase of common stock
- Payment of dividends to shareholders
- Payment of withholding taxes related to share-based compensation net share settlement

Net cash flows used in financing activities in 2022 primarily reflects repurchase of our common stock, repayment of our 5.75% Notes and our FHLB Advance, the repurchase of a most of our 9% Debentures and payment of dividends to shareholders. Net cash flows used in financing activities in 2021 primarily reflect repurchases of our common stock, repurchase of a portion of our 9% Debentures, payment of dividends to shareholders and the payment of withholding taxes related to share-based compensation net share settlement.

For a further discussion of matters affecting our cash flows, see "Balance Sheet Review" above and "Debt at our Holding Company and Holding Company Liquidity" below.

CAPITALIZATION

Capital Risk

Capital risk is the risk of adverse impact on our ability to comply with capital requirements (regulatory and GSE) and to maintain the level, structure and composition of capital required for meeting financial performance objectives.

A strong capital position is essential to our business strategy and is important to maintain a competitive position in our industry. Our capital strategy focuses on long-term stability, which enables us to build and invest in our business, even in a stressed environment.

Our capital management objectives are to:

- influence and ensure compliance with capital requirements,
- maintain access to capital and reinsurance markets,
- manage our capital to support our business strategies and the competing priorities of relevant stakeholders
- assess appropriate uses for capital that cannot be deployed in support of our business strategies, including the size and form of capital return to shareholders, and
- support business opportunities by enabling capital flexibility and efficiently using company resources.

These objectives are achieved through ongoing monitoring and management of our capital position, mortgage insurance portfolio stress modeling, and a capital governance framework. Capital management is intended to be flexible in order to react to a range of potential events. The focus we place on any individual objective may change over time due to factors that include, but are not limited to, economic conditions, changes at the GSEs, competition, and alternative transactions to transfer mortgage risk.

Capital Structure

The following table summarizes our capital structure as of December 31, 2022, and 2021.

(In thousands, except ratio)		**2022**		2021
Common stock, paid-in capital, retained earnings, less treasury stock	**$**	**5,124,251**	$	4,741,685
Accumulated other comprehensive loss, net of tax		**(481,511)**		119,697
Total shareholders' equity		**4,642,740**		4,861,382
Long-term debt, par value		**671,086**		1,157,500
Total capital resources	**$**	**5,313,826**	$	6,018,882
Ratio of long-term debt to shareholders' equity		**14.5 %**		23.8 %

The decrease in shareholders' equity in 2022 represents a decrease in the fair value of our investments portfolio, repurchases of our common stock, and dividends paid, partially offset by net income in 2022. See Note 13 - "Shareholders' Equity" for further information.

DEBT AT OUR HOLDING COMPANY AND HOLDING COMPANY LIQUIDITY

Debt obligations - holding company

The 5.25% Notes and 9% Debentures are obligations of our holding company, MGIC Investment Corporation, and not of its subsidiaries. We have no debt obligations due within the next twelve months. As of December 31, 2022, our 5.25% Notes had $650 million of outstanding principal due in 2028 and our 9% Debentures had $21.1 million of outstanding principal due in April 2063.

In 2022, we repurchased $89.1 aggregate principal of our 9% debentures, redeemed the outstanding principal balance on our 5.75% Notes, and repaid the outstanding balance of our FHLB advance.

The 9% Debentures are a convertible debt issuance. Subject to certain limitations and restrictions, holders of the 9% Debentures may convert their notes into shares of our common stock at their option prior to certain dates prescribed under the terms of their issuance, in which case our corresponding obligation will be eliminated prior to the scheduled maturity.

See Note 7 - "Debt" for further information on our outstanding debt obligations and transactions impacting our consolidated financial statements in 2022 and 2021.

Liquidity analysis - holding company

As of December 31, 2022, and December 31, 2021, we had approximately $647 million and $663 million, respectively, in cash and investments at our holding company. These resources are maintained primarily to service our debt interest expense, pay debt maturities, repurchase shares, pay dividends to shareholders, and to settle intercompany obligations. While these assets are held, we generate investment income that serves to offset a portion of our cash requirements. The payment of dividends from MGIC are the principal source of holding company cash inflow and their payment is restricted by insurance regulation. See Note 14 - “Statutory Information” to our consolidated financial statement for additional information about

MGIC's dividend restrictions. The payment of dividends from MGIC is also influenced by our view of the appropriate level of excess PMIERs Available Assets to maintain. Raising capital in the public markets is another potential source of holding company liquidity. The ability to raise capital in the public markets is subject to prevailing market conditions, investor demand for the securities to be issued, and our deemed creditworthiness.

Over the next twelve months the principal demand on holding company resources will be interest payments on our 5.25% Notes and 9% Debentures approximating $36.0 million, based on the debt outstanding at December 31, 2022. We believe our holding company has sufficient sources of liquidity to meet its payment obligations for the foreseeable future.

During 2022 and 2021, we used approximately $386 million and $291 million respectively, of available holding company cash to repurchase shares of our common stock. Through February 17, 2023 we used approximately $42.6 million of available holding company cash to repurchase shares of our common stock. The repurchase programs may be suspended or discontinued at any time. See "Overview - Capital" of this MD&A for a discussion of our share repurchase programs.

We may use additional holding company cash to repurchase additional shares or to repurchase our outstanding debt obligations. Such repurchases may be material, may be made for cash (funded by debt) and/or exchanges for other securities, and may be made in open market purchases (including through 10b5-1 plans), privately negotiated acquisitions or other transactions. See "Overview-Capital" of this MD&A for a discussion of our share repurchase programs.

In 2022, we used $110.9 million to pay cash dividends to shareholders. On January 24, 2023, our Board of Directors declared a quarterly cash dividend of $0.10 per common share to shareholders of record on February 17, 2023, payable on March 2, 2023.

Our holding company cash and investments decreased $16 million, to $647 million as of December 31, 2022.

Significant cash and investments *inflows* during the year:

- $800 million dividends received from MGIC,
- $94 million intercompany tax receipts, and
- $8 million of investment income.

Significant cash *outflows* during the year:

- $386 million of net share repurchase transactions,
- $248 million of 5.75% Notes redemption,
- $121 million of 9% Debenture repurchases,
- $111 million of cash dividends paid to shareholders, and
- $53 million of interest payments on our 5.75% Notes, 5.25% Notes, and 9% Debentures.

The net unrealized losses on our holding company investment portfolio were approximately $14.0 million at December 31, 2022 and the portfolio had a modified duration of approximately 1.1 years.

Scheduled debt maturities beyond the next twelve months include $650 million of our 5.25% Notes in 2028 and $21.1 million of our 9% Debentures in 2063. The principal amount of the 9% Debentures is currently convertible, at the holder's option, at a conversion rate, which is subject to adjustment, of 77.962 common shares per $1,000 principal amount of debentures. This represents a conversion price of approximately $12.83 per share. We may redeem the 9% Debentures in whole or in part from time to time, at our option, at a redemption price equal to 100% of the principal amount of the 9% Debentures being redeemed, plus any accrued and unpaid interest, if the closing sale price of our common stock exceeds $16.67 (adjusted pro rata for changes in the conversion price) for at least 20 of the 30 trading days preceding notice of the redemption. We expect to provide a redemption notice for the Debentures when this requirement is met and would expect the majority of the holders of the Debentures would elect to convert their Debentures into common stock before the redemption date. Under the terms of the Debenture, we may pay cash in lieu of issuing shares.
See Note 7 – "Debt" to our consolidated financial statements for additional information about our long term debt. The description in Note 7 - "Debt" to our consolidated financial statements is qualified in its entirety by the terms of the notes and debentures. The terms of our 9% Debentures are contained in the Indenture dated as of March 28, 2008, between us and U.S. Bank National Association filed as an exhibit to our Form 10-Q filed with the SEC on May 12, 2008. The terms of our 5.25% Notes are contained in a Supplemental Indenture, dated as of August 12, 2020, between us and U.S. Bank National Association, as trustee, which is included as an exhibit to our 8-K filed with the SEC on August 12, 2020, and in the Indenture dated as of October 15, 2000 between us and the trustee.

Although not anticipated in the near term, we may also contribute funds to our insurance operations to comply with the PMIERs or the State Capital Requirements. See "Overview – Capital" above for a discussion of these requirements.

DEBT AT SUBSIDIARIES

MGIC is a member of the FHLB, which provides MGIC access to an additional source of liquidity via a secured lending facility. In the first quarter of 2022, we prepaid the outstanding principal balance of $155.0 million on the FHLB Advance and incurred a prepayment fee of $1.3 million.

Capital Adequacy

PMIERs

We operate under each of the GSE's PMIERs. Refer to "Overview - Capital - GSEs" of this MD&A for further discussion of PMIERs.

As of December 31, 2022, MGIC's Available Assets under PMIERs totaled approximately $5.7 billion, an excess of approximately $2.3 billion over its Minimum Required Assets; and MGIC is in compliance with the requirements of the PMIERs and eligible to insure loans delivered to or purchased by the GSEs. Maintaining a sufficient level of excess Available Assets will allow MGIC to remain in compliance with the PMIERs financial requirements.

The table below presents the PMIERS capital credit for our reinsurance transactions.

PMIERs - Reinsurance Credit

	December 31,			
(In millions)	**2022**		2021	
QSR Transactions	**$**	**1,228**	$	1,129
Home Re Transactions		**948**		765
Traditional XOL Transactions		**138**		—
Total capital credit for Reinsurance Transactions	**$**	**2,314**	$	1,894

Our 2023 QSR transaction terms are generally comparable to our existing QSR transactions and will also provide PMIERs capital credit. Refer to Note 9 - "Reinsurance" to our consolidated financial statements for additional information on our reinsurance transactions.

The PMIERs generally require us to hold significantly more Minimum Required Assets for delinquent loans than for performing loans and the Minimum Required Assets required to be held increases as the number of payments missed on a delinquent loan increases.

We plan to continuously comply with the PMIERs through our operational activities or through the contribution of funds from our holding company, subject to demands on the holding company's resources, as outlined above.

RISK-TO-CAPITAL

We compute our risk-to-capital ratio on a separate company statutory basis, as well as on a combined insurance operations basis. The risk-to-capital ratio is our net RIF divided by our policyholders' position. Our net RIF includes both primary and pool RIF and excludes risk on policies that are currently in default and for which case loss reserves have been established and the risk covered by reinsurance. The risk amount includes pools of loans with contractual aggregate loss limits and without these limits. MGIC's policyholders' position consists primarily of statutory policyholders' surplus (which increases as a result of statutory net income and decreases as a result of statutory net loss and dividends paid), plus the statutory contingency reserve. The statutory contingency reserve is reported as a liability on the statutory balance sheet. A mortgage insurance company is required to make annual additions to a contingency reserve of approximately 50% of earned premiums. These contributions must generally be maintained for a period of ten years. However, with regulatory approval a mortgage insurance company may make early withdrawals from the contingency reserve when incurred losses exceed 35% of earned premiums in a calendar year.

The table below presents MGIC's risk-to-capital calculation.

Risk-to-capital - MGIC

	December 31,			
(In millions, except ratio)	**2022**		2021	
RIF - net [1]	**$**	**56,292**	$	50,298
Statutory policyholders' surplus	**$**	**921**	$	1,217
Statutory contingency reserve		**4,597**		4,056
Statutory policyholders' position	**$**	**5,518**	$	5,273
Risk-to-capital		**10.2:1**		9.5:1

[1] RIF – net, as shown in the table above, is net of reinsurance and exposure on policies currently delinquent $1.4 billion at December 31, 2022 and $1.8 billion at December 31, 2021 and for which case loss reserves have been established.

The 2022 increase in MGIC's risk-to-capital was due to an increase in RIF, net of reinsurance, partially offset by an increase in our statutory policyholder's position. The increase in statutory policyholders' position was primarily due to an increase in statutory contingency reserves and net income during 2022, offset by dividends paid to our holding company of $800 million. The increase in our RIF, net of reinsurance, was primarily due to an increase in our IIF and the termination of our 2015 and 2019 QSR Transaction, offset by a decrease in our reduction to risk on policies that are currently in default for which loss reserves have been established. Our risk-to-capital ratio will increase if the percentage increase in capital exceeds the percentage decrease in insured risk.

For additional information regarding regulatory capital see Note 14 – "Statutory Information" to our consolidated financial statements as well as our risk factor titled "*State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis*" in Item 1A.

Financial Strength Ratings

MGIC financial strength ratings

Rating Agency	Rating	Outlook
Moody's Investors Service	A3	Stable
Standard and Poor's Rating Services	BBB+	Stable
A.M. Best	A-	Stable

MAC financial strength ratings

Rating Agency	Rating	Outlook
A.M. Best	A-	Stable

For further information about the importance of MGIC's ratings and rating methodologies, see our risk factor titled "*Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and / or increase our losses*" in Item 1A.

CRITICAL ACCOUNTING ESTIMATES

The accounting estimate described below requires significant judgments and estimates in the preparation of our consolidated financial statements.

LOSS RESERVES

The estimation of case loss reserves is subject to inherent uncertainty and requires significant judgement by management. Changes to our estimates could result in a material impact to our consolidated results and financial position, even in a stable economic environment.

Case Reserves

Case reserves are established for estimated insurance losses when notices of delinquency on insured mortgage loans are received. Such loans are referred to as being in our delinquency inventory. For reporting purposes, we consider a loan delinquent when it is two or more payments past due and has not become current or resulted in a claim payment. Even though the accounting standard, ASC 944, regarding accounting and reporting by insurance entities specifically excluded mortgage insurance from its guidance relating to loss reserves, we establish loss reserves using the general principles contained in the insurance standard. However, consistent with industry standards for mortgage insurers, we do not establish case loss reserves for future claims on insured loans which are not currently delinquent.

We establish reserves using estimated claim rates and claim severities in estimating the ultimate loss.

The estimated claim rates and claim severities are used to determine the amount we estimate will actually be paid on the delinquent loans as of the reserve date. If a policy is rescinded we do not expect that it will result in a claim payment and thus the rescission generally reduces the historical claim rate used in establishing reserves. In addition, if a loan cures its delinquency, including through a successful loan modification, the cure reduces the historical claim rate used in establishing reserves. To establish reserves, we utilize a reserving model that continually incorporates historical data into the estimated claim rate. The model also incorporates an estimate for the amount of the claim we will pay, or severity. The severity is estimated using the historical percentage of our claims paid compared to our loan exposures, as well as the RIF of the loans currently in default. We do not utilize an explicit rescission rate in our reserving methodology, but rather our reserving methodology incorporates the effects rescission activity has had on our historical claim rate and claim severities. We review recent trends in the claim rate, claim severity, levels of defaults by geography and average loan exposure. As a result, the process to determine reserves does not include quantitative ranges of outcomes that are reasonably likely to occur.

The claim rates and claim severities are affected by external events, including actual economic conditions such as changes in unemployment rates, interest rates or housing values, pandemics and natural disasters. Our estimation process does not include a correlation between claim rates and claim severities to projected economic conditions such as changes in unemployment rates, interest rates or housing values. Our experience is that analysis of that nature would not produce reliable results as the change in one economic condition cannot be isolated to determine its specific effect on our ultimate paid losses because each economic condition is also influenced by other economic conditions. Additionally, the changes and interactions of these economic conditions are not likely homogeneous throughout the regions in which we conduct business. Each economic condition influences our ultimate paid losses differently, even if apparently similar in nature. Furthermore, changes in economic conditions may not necessarily be reflected in our loss development in the quarter or year in which the changes occur. Actual claim results generally lag changes in economic conditions by at least nine to twelve months.

Our estimates are also affected by any agreements we enter into regarding our claims paying practices as discussed in Note 17 – “Litigation and Contingencies” to our consolidated financial statements.

Our estimate of loss reserves is sensitive to changes in claim rate and claim severity; it is possible that even a relatively small change in our estimated claim rate or claim severity could have a material impact on reserves and, correspondingly, on our consolidated results of operations even in a stable economic environment. For example, as of December 31, 2022, assuming all other factors remain constant, a $1,000 increase/decrease in the average claim severity reserve factor would change the reserve amount by approximately +/- $10 million. A one percentage point increase/decrease in the average claim rate reserve factor would change the reserve amount by approximately +/- $15 million. Historically, it has not been uncommon for us to experience variability in the development of the loss reserves through the end of the following year at this level or higher, as shown by the historical development of our loss reserves in the table below:

Historical development of loss reserves

(In thousands)	Losses incurred related to prior years [(1)]	Reserve at end of prior year
2022	(404,130)	883,522
2021	(60,015)	880,537
2020	19,604	555,334
2019	(71,006)	674,019
2018	(167,366)	985,635

(1) A negative number for a prior year indicates a redundancy of loss reserves. A positive number for a prior year indicates a deficiency of loss reserves.

See Note 8 – “Loss Reserves” to our consolidated financial statements for a discussion of recent loss development.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our investment portfolio is essentially a fixed income portfolio and is exposed to market risk. Important drivers of the market risk are credit spread risk and interest rate risk.

Credit spread risk is the risk that we will incur a loss due to adverse changes in credit spreads. Credit spread is the additional yield on fixed income securities above the risk-free rate (typically referenced as the yield on U.S. Treasury securities) that market participants require to compensate them for assuming credit, liquidity and/or prepayment risks.

We manage credit risk via our investment policy guidelines which primarily require us to place our investments in investment grade securities and limit the amount of our credit exposure to any one issue, issuer and type of instrument. Guideline and investment portfolio detail is available in "Business – Section C, Investment Portfolio" in Item 1.

Interest rate risk is the risk that we will incur a loss due to adverse changes in interest rates relative to the characteristics of our interest bearing assets.

One of the measures used to quantify this exposure is modified duration. Modified duration measures the price sensitivity of the assets to the changes in spreads. At December 31, 2022, the modified duration of our fixed income investment portfolio was 4.3 years, which means that an instantaneous parallel shift in the yield curve of 100 basis points would result in a change of 4.3% in the fair value of our fixed income portfolio. For an upward shift in the yield curve, the fair value of our portfolio would decrease and for a downward shift in the yield curve, the fair value would increase. A discussion of portfolio strategy appears in "Management's Discussion and Analysis – Balance Sheet Review– Investment Portfolio" in Item 7.

Item 8. Financial Statements and Supplementary Data

The following consolidated financial statements are filed pursuant to this Item 8:

Index to consolidated financial statements

	Page No.
Consolidated balance sheets at December 31, 2022 and 2021	77
Consolidated statements of operations for each of the three years in the period ended December 31, 2022	78
Consolidated statements of comprehensive income for each of the three years in the period ended December 31, 2022	79
Consolidated statements of shareholders' equity for each of the three years in the period ended December 31, 2022	80
Consolidated statements of cash flows for each of the three years in the period ended December 31, 2022	81
Notes to consolidated financial statements	82
Note 1. Nature of Business	82
Note 2. Basis of Presentation	82
Note 3. Significant Accounting Policies	83
Note 4. Earnings Per Share	88
Note 5. Investments	89
Note 6. Fair Value Measurements	93
Note 7. Debt	96
Note 8. Loss Reserves	98
Note 9. Reinsurance	101
Note 10. Other Comprehensive (Loss) Income	106
Note 11. Benefit Plans	108
Note 12. Income Taxes	113
Note 13. Shareholders' Equity	114
Note 14. Statutory Information	114
Note 15. Share-based Compensation	116
Note 16. Leases	116
Note 17. Litigation and Contingencies	117
Report of Independent Registered Public Accounting Firm (Auditor Firm ID: 238)	118

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands)	Note	December 31, 2022		December 31, 2021	
Assets					
Investment portfolio:	5 / 6				
Fixed income, available-for-sale, at fair value (amortized cost, 2022 - $5,926,785; 2021 - $6,397,658)		**$**	**5,409,698**	$	6,587,581
Equity securities, at fair value (cost, 2022 - $15,924; 2021 - $15,838)			**14,140**		16,068
Other invested assets, at cost			**850**		3,100
Total investment portfolio			**5,424,688**		6,606,749
Cash and cash equivalents			**327,384**		284,690
Restricted cash and cash equivalents			**5,529**		20,268
Accrued investment income			**55,178**		51,902
Reinsurance recoverable on loss reserves	9		**28,240**		66,905
Reinsurance recoverable on paid losses	9		**18,081**		36,275
Premiums receivable			**58,000**		56,540
Home office and equipment, net			**41,419**		45,614
Deferred insurance policy acquisition costs			**19,062**		21,671
Deferred income taxes, net	12		**124,769**		—
Other assets			**111,443**		134,394
Total assets		**$**	**6,213,793**	$	7,325,008
Liabilities and shareholders' equity					
Liabilities:					
Loss reserves	8	**$**	**557,988**	$	883,522
Unearned premiums			**195,289**		241,690
Federal Home Loan Bank Advance	7		**—**		155,000
Senior notes	7		**641,724**		881,508
Convertible junior subordinated debentures	7		**21,086**		110,204
Other liabilities			**154,966**		191,702
Total liabilities			**1,571,053**		2,463,626
Contingencies	17				
Shareholders' equity:	13				
Common stock (one dollar par value, shares authorized 1,000,000; shares issued 2022 - 371,353; 2021 - 371,353; shares outstanding 2022 - 293,433; 2021 - 320,336)			**371,353**		371,353
Paid-in capital			**1,798,842**		1,794,906
Treasury stock at cost (shares 2022 - 77,920; 2021 - 51,017)			**(1,050,238)**		(675,265)
Accumulated other comprehensive (loss) income, net of tax	10		**(481,511)**		119,697
Retained earnings			**4,004,294**		3,250,691
Total shareholders' equity			**4,642,740**		4,861,382
Total liabilities and shareholders' equity		**$**	**6,213,793**	$	7,325,008

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)	Note	Years Ended December 31, 2022	2021	2020
Revenues:				
Premiums written:				
Direct		**$ 1,108,570**	$ 1,123,117	$ 1,106,632
Assumed		**8,535**	8,924	10,837
Ceded	9	**(156,373)**	(163,031)	(188,727)
Net premiums written		**960,732**	969,010	928,742
Decrease (increase) in unearned premiums		**46,401**	45,409	93,201
Net premiums earned	9	**1,007,133**	1,014,419	1,021,943
Investment income, net of expenses	5	**167,476**	156,438	154,396
Net gains (losses) on investments and other financial instruments	5	**(7,463)**	5,861 (1)	12,576 (1)
Other revenue		**5,639**	8,957 (1)	10,231 (1)
Total revenues		**1,172,785**	1,185,675	1,199,146
Losses and expenses:				
Losses incurred, net	8 / 9	**(254,565)**	64,577	364,774
Amortization of deferred policy acquisition costs		**12,366**	12,602	12,380
Other underwriting and operating expenses, net		**236,697**	198,445	176,398
Loss on debt extinguishment	7	**40,199**	36,914	26,736
Interest expense	7	**48,054**	71,360	59,595
Total losses and expenses		**82,751**	383,898	639,883
Income before tax		**1,090,034**	801,777	559,263
Provision for income taxes	12	**224,685**	166,794	113,170
Net income		**$ 865,349**	$ 634,983	$ 446,093
Earnings per share:	4			
Basic		**$ 2.83**	$ 1.90	$ 1.31
Diluted		**$ 2.79**	$ 1.85	$ 1.29
Weighted average common shares outstanding - basic	4	**305,847**	334,330	339,953
Weighted average common shares outstanding - diluted	4	**311,229**	351,308	359,293

(1) Certain amounts have been reclassified to conform with current year presentation

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)	Note	Years Ended December 31, 2022	2021	2020
Net income		**$ 865,349**	$ 634,983	$ 446,093
Other comprehensive income (loss), net of tax:	10			
Change in unrealized investment gains and losses	5/10	**(558,534)**	(122,099)	133,616
Benefit plans adjustment	11	**(42,674)**	24,975	10,497
Other comprehensive income (loss), net of tax		**(601,208)**	(97,124)	144,113
Comprehensive income		**$ 264,141**	$ 537,859	$ 590,206

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In thousands)	Note	Years Ended December 31, 2022	2021	2020
Common stock				
Balance, beginning and end of year		**371,353**	371,353	371,353
Paid-in capital				
Balance, beginning of year		**1,794,906**	1,862,042	1,869,719
Cumulative effect of debt with conversion options accounting standards update		**—**	(68,289)	—
Balance, beginning of period, as adjusted		**1,794,906**	1,793,753	1,869,719
Reacquisition of convertible junior subordinated debentures-equity component		**—**	—	(2,673)
Reissuance of treasury stock, net under share-based compensation plans		**(20,835)**	(15,956)	(18,807)
Equity compensation		**24,771**	17,109	13,803
Balance, end of year		**1,798,842**	1,794,906	1,862,042
Treasury stock				
Balance, beginning of year		**(675,265)**	(393,326)	(283,196)
Purchases of common stock	13	**(385,714)**	(290,818)	(119,997)
Reissuance of treasury stock, net under share-based compensation plans		**10,741**	8,879	9,867
Balance, end of year		**(1,050,238)**	(675,265)	(393,326)
Accumulated other comprehensive income (loss)				
Balance, beginning of year		**119,697**	216,821	72,708
Other comprehensive (loss) income	10	**(601,208)**	(97,124)	144,113
Balance, end of year		**(481,511)**	119,697	216,821
Retained earnings				
Balance, beginning of year		**3,250,691**	2,642,096	2,278,650
Cumulative effect of debt with conversion options accounting standards update		**—**	68,289	—
Balance, beginning of period, as adjusted		**3,250,691**	2,710,385	2,278,650
Net income		**865,349**	634,983	446,093
Cash dividends	13	**(111,746)**	(94,677)	(82,647)
Balance, end of year		**4,004,294**	3,250,691	2,642,096
Total shareholders' equity		**$ 4,642,740**	$ 4,861,382	$ 4,698,986

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
(In thousands)	**2022**	2021	2020
Cash flows from operating activities:			
Net income	**$ 865,349**	$ 634,983	$ 446,093
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and other amortization	**54,252**	66,014	57,812
Deferred tax expense (benefit)	**(4,367)**	5,188	27,475
Equity compensation	**24,771**	17,109	13,803
Loss on debt extinguishment	**40,199**	36,914	26,736
Net (gains) losses on investments and other financial instruments	**7,463**	(5,861)	(12,576)
Change in certain assets and liabilities:			
Accrued investment income	**(3,276)**	(1,905)	(292)
Reinsurance recoverable on loss reserves	**38,665**	28,137	(73,401)
Reinsurance recoverable on paid losses	**18,194**	(35,606)	852
Premiums receivable	**(1,460)**	(496)	(457)
Deferred insurance policy acquisition costs	**2,609**	(110)	(3,030)
Profit commission receivable	**4,724**	(19,245)	4,586
Loss reserves	**(325,534)**	2,985	325,203
Unearned premiums	**(46,401)**	(45,409)	(93,203)
Return premium accrual	**(11,800)**	7,200	(500)
Current income taxes	**(8,549)**	5,429	6,271
Other, net	**(4,827)**	990	6,937
Net cash provided by operating activities	**650,012**	696,317	732,309
Cash flows from investing activities:			
Purchases of investments	**(674,406)**	(1,531,129)	(2,636,972)
Proceeds from sales of investments	**399,661**	473,904	836,851
Proceeds from maturity of fixed income securities	**688,484**	900,591	1,030,926
Additions to property and equipment	**(3,254)**	(4,115)	(3,311)
Net cash provided by (used in) investing activities	**410,485**	(160,749)	(772,506)
Cash flows from financing activities:			
Proceeds from issuance of senior notes	**—**	—	640,250
Purchase of senior notes	**—**	—	(179,735)
Payment of original issue discount - senior notes	**—**	—	(2,969)
Purchase of convertible junior subordinated debentures	**(89,118)**	(98,610)	(36,392)
Payment of original issue discount- convertible junior subordinated debentures	—	—	(15,049)
Redemption of 5.75% senior notes	**(242,296)**	—	—
Repayment of FHLB advance	**(155,000)**	—	—
Cash portion of loss on debt extinguishment	**(39,514)**	(36,914)	(25,266)
Repurchase of common stock	**(385,573)**	(290,818)	(119,997)
Dividends paid	**(110,947)**	(94,219)	(82,061)
Payment of debt issuance costs	**—**	—	(2,020)
Payment of withholding taxes related to share-based compensation net share settlement	**(10,094)**	(6,729)	(8,940)
Net cash (used in) provided by financing activities	**(1,032,542)**	(527,290)	167,821
Net increase in cash and cash equivalents and restricted cash and cash equivalents	**27,955**	8,278	127,624
Cash and cash equivalents and restricted cash and cash equivalents at beginning of year	**304,958**	296,680	169,056
Cash and cash equivalents and restricted cash and cash equivalents at end of year	**$ 332,913**	$ 304,958	$ 296,680

See accompanying notes to consolidated financial statements.

NOTE 1 Nature of Business

MGIC Investment Corporation is a holding company which, through Mortgage Guaranty Insurance Corporation ("MGIC"), is principally engaged in the mortgage insurance business. We provide mortgage insurance to lenders throughout the United States and to government sponsored entities to protect against loss from defaults on low down payment residential mortgage loans. Primary mortgage insurance provides mortgage default protection on individual loans and covers a percentage of the unpaid loan principal, delinquent interest and certain expenses associated with the default and subsequent foreclosure or sale approved by us, of the underlying property. MGIC Assurance Corporation ("MAC") and MGIC Indemnity Corporation ("MIC"), insurance subsidiaries of MGIC, provide insurance for certain mortgages under Fannie Mae and Freddie Mac (the "GSEs") credit risk transfer programs.

Through certain non-insurance subsidiaries, we also provide certain services for the mortgage finance industry, such as contract underwriting.

At December 31, 2022, our direct primary insurance in force ("IIF") was $295.3 billion, which represents the principal balance in our records of all mortgage loans that we insure, and our direct primary risk in force ("RIF") was $76.5 billion, which represents the IIF multiplied by the insurance coverage percentage.

The substantial majority of our NIW is for loans purchased by the GSEs. The current private mortgage insurer eligibility requirements ("PMIERs") of the GSEs include financial requirements, as well as business, quality control and certain transactional approval requirements. The financial requirements of the PMIERs require a mortgage insurer’s "Available Assets" (generally only the most liquid assets of an insurer) to equal or exceed its "Minimum Required Assets" (which are based on an insurer's book of risk in force, calculated from tables of factors with several risk dimensions). Based on our application of the PMIERs, as of December 31, 2022, MGIC’s Available Assets are in excess of its Minimum Required Assets; and MGIC is in compliance with the PMIERs and eligible to insure loans purchased by the GSEs.

The COVID-19 pandemic materially impacted our 2020 financial results as we reserved for losses associated with the increased delinquency inventory. Through December 31, 2022 the vast majority of those delinquency notices have cured resulting in favorable loss reserve development. We have addressed the impacts of COVID-19 throughout this document.

NOTE 2 Basis of Presentation

BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"), as codified in the Accounting Standards Codification ("ASC"). Our consolidated financial statements include the accounts of MGIC Investment Corporation and its majority-owned subsidiaries. Intercompany transactions and balances have been eliminated. In accordance with GAAP, we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

SUBSEQUENT EVENTS

We have considered subsequent events through the date of this filing.

NOTE 3 Significant Accounting Policies

CASH AND CASH EQUIVALENTS

We consider money market funds and investments with original maturities of three months or less to be cash equivalents.

RESTRICTED CASH AND CASH EQUIVALENTS

Restricted cash and cash equivalents consists of cash and money market funds held in trusts for the benefit of contractual counterparties under reinsurance agreements or for other contractual restrictions.

FAIR VALUE MEASUREMENTS

We carry certain financial instruments at fair value and disclose the fair value of all financial instruments. Our financial instruments carried at fair value are predominantly measured on a recurring basis. Financial instruments measured on a nonrecurring basis are subject to fair value adjustments only in certain circumstances (for example, when there is evidence of impairment).

The fair value of an asset or liability is defined as the price that would be received upon a sale of an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Fair value is based on quoted market prices or inputs, where available. If prices or quotes are not available, fair value is based on valuation models or other valuation techniques that consider relevant transaction characteristics (such as maturity) and use as inputs observable or unobservable market parameters including yield curves, interest rates, volatilities, equity or debt prices, and credit curves. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value, as described below.

For the years ended December 31, 2022, 2021, and 2020, we did not elect to measure any financial instruments acquired, or issued, such as our outstanding debt obligations, at fair value for which the primary basis of accounting is not fair value.

Valuation process

We use independent pricing sources to determine the fair value of a substantial majority of our financial instruments, which primarily consist of assets in our investment portfolio, but also includes cash and cash equivalents and restricted cash and cash equivalents. A variety of inputs are used; in approximate order of priority, they are: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data including market research publications.

Market indicators, industry, and economic events are also considered. The inputs listed above are evaluated using a multidimensional pricing model. This model combines all inputs to arrive at a value assigned to each security. Quality controls are performed by the independent pricing sources throughout this process, which include reviewing tolerance reports, trading information, data changes, and directional moves compared to market moves.

On a quarterly basis, we perform quality controls over values received from the pricing sources which also include reviewing tolerance reports, data changes, and directional moves compared to market moves. We have not made any adjustments to the prices obtained from the independent pricing sources.

Valuation hierarchy

A three-level valuation hierarchy has been established under GAAP for disclosure of fair value measurements. The valuation hierarchy is based on the transparency of inputs to the valuation of a financial instrument as of the measurement date. To determine the fair value of securities available-for-sale in Level 1 and Level 2 of the fair value hierarchy, independent pricing sources, as described below, have been utilized. One price is provided per security based on observable market data. To ensure securities are appropriately classified in the fair value hierarchy, we review the pricing techniques and methodologies of the independent pricing sources and believe that their policies adequately consider market activity, either based on specific transactions for the issue valued or based on modeling of securities with similar credit quality, duration, yield and structure that were recently traded.

The three levels are defined as follows:

è	Level 1	Quoted prices for identical instruments in active markets that we can access. Financial assets using Level 1 inputs primarily include U.S. Treasury securities, money market funds, treasury bills, and certain equity securities.
è	Level 2	Quoted prices for similar instruments in active markets that we can access; quoted prices for identical or similar instruments in markets that are not active; and inputs, other than quoted prices, that are observable in the marketplace for the instrument. The observable inputs are used in valuation models to calculate the fair value of the instruments. Financial assets using Level 2 inputs primarily include obligations of U.S. government corporations and agencies, corporate bonds, mortgage-backed securities, asset-backed securities, most municipal bonds, and commercial paper. The independent pricing sources used for our Level 2 investments vary by type of investment. See Note 6 - "Fair Value Measurements" for further information.
è	Level 3	Valuations derived from valuation techniques in which one or more significant inputs or value drivers are unobservable or, from par values due to restrictions on certain securities that require them to be redeemed or sold only to the security issuer at par value. The inputs used to derive the fair value of Level 3 securities reflect our own assumptions about the assumptions a market participant would use in pricing an asset or liability. Our non-financial assets that are classified as Level 3 securities consist of real estate acquired through claim settlement and embedded derivatives related to our Home Re Transactions. The fair value of real estate acquired is the lower of our acquisition cost or a percentage of the appraised value. The percentage applied to the appraised value is based upon our historical sales experience adjusted for current trends. The fair value of our embedded derivatives reflects the present value impact of the variation in investment income on the assets held by the reinsurance trusts and the contractual reference rate on Home Re Transactions used to calculate the reinsurance premiums we estimate we will pay over the estimated remaining life.

INVESTMENTS

Fixed income securities. Our fixed income securities are classified as available-for-sale and are reported at fair value. The related unrealized investment gains or losses are, after considering the related tax expense or benefit, recognized as a component of accumulated other comprehensive income (loss) in shareholders' equity. Realized investment gains and losses on fixed income securities are reported in income based upon specific identification of securities. Any changes in the credit allowance are also be reported in income within "Net gains (losses) on investments and other financial instruments" on the consolidated statement of operations.

Equity securities. Equity securities are reported at fair value, except for certain securities that are carried at cost. Equity securities carried at cost are reported as Other invested assets. Realized investment gains and losses on equity securities are reported in income based upon specific identification of securities sold. Any change in fair value of equity securities are also be reported in income within "Net gains (losses) on investments and other financial instruments" on the consolidated statement of operations. .

Other invested assets. Other invested assets are carried at cost. These assets represent our investment in Federal Home Loan Bank of Chicago ("FHLB") stock, which due to restrictions, is required to be redeemed or sold only to the security issuer at par value.

Accrued Investment Income. We report accrued investment income separately from securities. Accrued investment income is written off through net realized investment gains (losses) if, and at the time, the issuer of the security defaults or is expected to default on payments.

Unrealized losses and allowance for credit losses

Each quarter we determine whether securities in an unrealized loss position are impaired by considering several factors including, but not limited to:

- our intent to sell the security or whether it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis;
- the present value of the discounted cash flows we expect to collect compared to the amortized cost basis of the security;
- failure of the issuer to make scheduled interest or principal payments;
- a change in rating to below investment grade; and
- adverse conditions specifically related to the security, an industry, or a geographic area.

Based on our evaluation, we will record a realized loss on an impaired security if we intend to sell, if it is more likely than not that we will be required to sell it prior to recovery of its amortized cost basis, or if the present value of the discounted cash flows we expect to collect is less than the amortized cost basis of the security.

When a security is considered to be impaired, but when a sale is not intended or is not likely, the loss is separated into the portion that represents the credit loss and the portion that is due to other factors. A credit loss is recorded, subject to reversal, in the consolidated statement of operations within "Net gains (losses) on investments and other financial instruments." The loss due to other factors is recognized in accumulated other comprehensive loss, net of taxes. A credit loss is determined to exist if the present value of the discounted cash flows, using the security's original yield, expected to be collected from the security is less than the cost basis of the security.

HOME OFFICE AND EQUIPMENT

Home office and equipment is carried at cost net of depreciation. For financial reporting purposes, depreciation is determined on a straight-line basis for the home office and equipment over estimated lives ranging from 3 to 45 years. For income tax purposes, we use accelerated depreciation methods.

Home office and equipment is shown net of accumulated depreciation of $57.1 million, $55.4 million and $51.2 million as of December 31, 2022, 2021 and 2020, respectively. Depreciation expense for the years ended December 31, 2022, 2021 and 2020 was $4.9 million, $5.6 million and $6.3 million, respectively.

DEFERRED INSURANCE POLICY ACQUISITION COSTS

Costs directly associated with the successful acquisition of mortgage insurance business, consisting of employee compensation and other policy issuance and underwriting expenses, are initially deferred and reported as deferred insurance policy acquisition costs ("DAC"). The deferred costs are net of any ceding commissions received associated with our reinsurance agreements. For each underwriting year of business, these costs are amortized to income in proportion to estimated gross profits over the estimated life of the policies. We utilize anticipated investment income in our calculation. This includes accruing interest on the unamortized balance of DAC. The estimates for each underwriting year are reviewed quarterly and updated when necessary to reflect actual experience and any changes to key variables such as persistency or loss development.

LOSS RESERVES

Loss reserves include case reserves, incurred but not reported ("IBNR") reserves, and loss adjustment expense ("LAE") reserves.

Case reserves and LAE reserves are established when notices of delinquency on insured mortgage loans are received. Such loans are referred to as being in our delinquency inventory. For reporting purposes, we consider a loan delinquent when it is two or more payments past due and has not become current or resulted in a claim payment. Even though the accounting standard, ASC 944, regarding accounting and reporting by insurance entities specifically excludes mortgage insurance from its guidance relating to loss reserves, we establish loss reserves using the general principles contained in the insurance standard. However, consistent with industry standards for mortgage insurers, we do not establish case reserves for future claims on insured loans that are not currently delinquent.

Case reserves are established by estimating the number of loans in our delinquency inventory that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim

severity. Our case reserve estimates are primarily established based upon historical experience, including rescissions of policies, curtailments of claims, and loan modification activity. Adjustments to reserve estimates are reflected in the financial statements in the years in which the adjustments are made. The liability for reinsurance assumed is based on information provided by the ceding companies.

IBNR reserves are established for delinquencies estimated to have occurred prior to the close of an accounting period, but have not yet been reported to us. Consistent with case reserves for reported delinquencies, IBNR reserves are also established using estimated claim rates and claim severities.

LAE reserves are established for the estimated costs of settling claims, including legal and other expenses, and general expenses of administering the claims settlement process.

Our loss reserve estimates are also affected by any agreements we enter into regarding our claims paying practices, as discussed in Note 17 – “Litigation and Contingencies” to our consolidated financial statements.

Loss reserves are ceded to reinsurers under our reinsurance agreements. (See "Reinsurance" discussion below. Also see Note 8 – “Loss Reserves” and Note 9 – “Reinsurance.”)

PREMIUM DEFICIENCY RESERVE

After our loss reserves are established, we perform premium deficiency tests using our best estimate of future premium, losses and LAE paid. Premium deficiency reserves are established, if necessary, when the present value of expected future losses and LAE paid exceeds the present value of expected future premium and already established loss reserves.

REVENUE RECOGNITION

We write policies which are guaranteed renewable at the insured's option on a monthly, single, or annual premium basis. We have no ability to re-underwrite or reprice these policies. Premiums written on monthly premium policies are earned as coverage is provided. Premiums written on single premium policies and annual premium policies are initially deferred as unearned premium reserve. Premiums written on annual premium policies are earned on a monthly pro rata basis. Premiums written on policies covering more than one year are amortized over the estimated policy life based on historical experience, which includes the anticipated incurred loss pattern. When a policy is cancelled for a reason other than rescission or claim payment, all premium that is non-refundable is immediately earned. Any refundable premium is returned to the servicer or borrower. When a policy is cancelled due to rescission, all previously collected premium is returned, When a policy is cancelled because a claim is paid, premium collected since the date of delinquency is returned.

The liability associated with our estimate of premium to be returned is accrued for separately and included in "Other liabilities" on our consolidated balance sheets. Changes in this liability, and the actual return of premiums for all periods, affects premiums written and earned.

We assess whether a credit loss allowance is required for our premium receivable. We consider collectability trends and industry development, among other things. Any estimated credit loss would be immediately recognized.

Fee income of our non-insurance subsidiaries is earned and recognized as the services are provided and the customer is obligated to pay. Fee income consists primarily of contract underwriting and related fee-based services provided to lenders and is included in “Other revenue” on the consolidated statements of operations.

INCOME TAXES

Deferred income taxes are provided under the liability method, which recognizes the future tax effects of temporary differences between amounts reported in the consolidated financial statements and the tax bases of these items. The estimated tax effects are computed at the enacted federal statutory income tax rate. Changes in tax laws, rates, regulations, and policies or the final determination of tax audits or examinations, could materially affect our estimates and can be significant to our operating results. We evaluate the realizability of the deferred tax assets based on the weight of all available positive and negative evidence. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that all or some portion of the deferred tax assets will not be realized.

The recognition of a tax position is determined using a two-step approach. The first step applies a more-likely-than-not threshold for recognition and derecognition. The second step measures the tax position as the greatest amount of benefit that is cumulatively greater than 50% likely to be realized. When evaluating a tax position for recognition and measurement, we presume that the tax position will be examined by the relevant taxing authority that has full knowledge of all relevant information. We recognize interest accrued and penalties related to unrecognized tax benefits in our provision for income taxes.

Federal tax law permits mortgage guaranty insurance companies to deduct from taxable income, subject to certain limitations, the amounts added to contingency loss reserves that are recorded for regulatory purposes. The amounts we deduct must generally be included in taxable income in the tenth subsequent year. The deduction is allowed only to the extent that we purchase and hold U.S. government non-interest-bearing tax and loss bonds in an amount equal to the tax benefit attributable to the deduction. We account for these purchases as a payment of current federal income tax. (See "Note 12 - Income Taxes.")

BENEFIT PLANS

We have a non-contributory defined benefit pension plan covering substantially all employees, as well as a supplemental executive retirement plan. Effective January 1, 2023, these plans are frozen (no future benefits will be accrued for participants due to employment and no new participants will be added). Retirement benefits were based on compensation and years of service, utilizing a cash balance formula. Under the cash balance formula, participants’ accounts were credited each year with an employer contribution. Participants will continue to earn interest credits on their retirement benefits. We recognize these retirement benefit costs over the period during which employees render the service that qualifies them for benefits. Our policy is to fund pension cost as required under the Employee Retirement Income Security Act of 1974.

We offer both medical and dental benefits for retired domestic employees, their eligible spouses and dependents. Eligibility for coverage is based on meeting certain years of service and retirement age qualifications. We accrue the estimated costs of retiree medical and dental benefits over the period during which employees render the service that qualifies them for benefits. (See Note 11 – “Benefit Plans.”)

REINSURANCE

We cede insurance risk through the use of quota share reinsurance transactions and excess of loss reinsurance transactions. We have excess of loss transactions executed through the traditional reinsurance market and with Home Re, special purpose insurers. Premiums and losses incurred are ceded pursuant to the terms of our quota share reinsurance transactions. Reinsurance premiums ceded under our traditional reinsurance transaction are based off the remaining reinsured coverage levels. Reinsurance premiums ceded under our Home Re transactions are composed of coverage, initial expense and supplemental premiums. The coverage premiums are generally calculated as the difference between the amount of interest payable by the Home Re Entity on the remaining reinsurance coverage levels, and the investment income collected on the collateral assets held in the reinsurance trust account and used to collateralize the Home Re Entity's reinsurance obligation to MGIC.

Loss reserves are reported before taking credit for amounts ceded under reinsurance transactions. Ceded loss reserves are reflected as "Reinsurance recoverable on loss reserves." Amounts due from reinsurers on paid claims are reflected as “Reinsurance recoverable on paid losses.” Ceded premiums payable, net of ceding commission and profit commission are included in “Other liabilities.” Profit commissions are included with “Premiums written – Ceded” and ceding commissions are included with “Other underwriting and operating expenses, net.” We remain liable for all insurance ceded. (See Note 9 – “Reinsurance.”)

We assess whether a credit loss allowance is required for our reinsurance recoverables. In assessing whether a credit allowance should be established, we consider several factors including, but not limited to, the credit ratings of individual reinsurers, investor reports for our excess of loss transactions, collateral held in trust accounts in which MGIC is the sole beneficiary, and aging of outstanding reinsurance recoverable balances.

Assumed reinsurance is based on information received from the ceding company.

See Note 9 – “Reinsurance" for discussion of our variable interest entity ("VIE") policy on the Home Re Transactions.

SHARE-BASED COMPENSATION

We have certain share-based compensation plans. Under the fair value method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period which generally corresponds to the vesting period. Awards under our plans generally vest over periods ranging from one to three years, although awards to our non-employee directors vest immediately. (See Note 15 – “Share-based Compensation Plans.”)

EARNINGS PER SHARE

Basic earnings per share ("EPS") is calculated by dividing net income by the weighted average number of shares of common stock outstanding. The computation of basic EPS includes as "participating securities" an immaterial number of unvested share-based compensation awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, under the "two-class" method. Our participating securities are composed of vested restricted stock and restricted stock units ("RSUs") with non-forfeitable rights to dividends. Diluted EPS includes the components of basic EPS and also gives effect to dilutive common stock equivalents. We calculate diluted EPS using the treasury stock method and if-converted method. Under the treasury stock method, diluted EPS reflects the potential dilution that could occur if our unvested restricted stock units result in the issuance of common stock. Under the if-converted method, diluted EPS reflects the potential dilution that could occur if our 9% Debentures are converted to common stock. The determination of potentially issuable shares does not consider the satisfaction of the conversion requirements and the shares are included in the determination of diluted EPS as of the beginning of the period, if dilutive. For purposes of calculating basic and diluted EPS, vested RSUs are considered outstanding.

RELATED PARTY TRANSACTIONS

In 2022, there were no material related party transactions. In 2021 MGIC distributed to the holding company, as a dividend, its investment in MGIC Credit Assurance Corporation. In 2020 MGIC Reinsurance Corporation of Wisconsin, a subsidiary of MGIC, merged with MGIC.

Prospective Accounting Standards

Table 3.1 shows the relevant new amendments to accounting standards, which are not yet effective or adopted.

Standard / Interpretation

Table 3.1

Amended Standards		Effective date
ASC 944	Long-Duration Contracts	
	• *ASU 2018-12 - Financial Services - Insurance (Topic 944): Targeted Improvements to the Accounting for Long-Duration Contracts*	January 1, 2023
ASC 848	Reference Rate Reform	
	• *ASU 2020-06 - Reference Rate Report (Topic 848): Deferral of the Sunset Date of Topic 848.*	January 1, 2023
Inflation Reduction Act		
	• *Inflation Reduction Act of 2022*	January 1, 2023

Targeted Improvements for Long Duration Contracts: ASU 2018-12

In August 2018, the FASB issued guidance which simplifies the amortization of deferred insurance policy acquisition costs. It also provides updates to the recognition, measurement, presentation and disclosure requirements for long duration contracts, which generally do not apply to mortgage insurance. The updated guidance requires deferred acquisition costs to be amortized on a constant level basis over the expected term of the related contracts, versus in proportion to premium, gross profits, or gross margins. In November 2020, FASB issued ASU 2020-11 deferring the effective date, so that it applies for annual periods beginning after December 15, 2022, including interim periods within those annual periods. We have evaluated the impact of the adoption of this guidance will have on our consolidated financial statements, and determined it will not have a material impact.

Reference Rate Reform: ASU 2022-06

In March 2020, the FASB issued ASU 2020-04 to provide temporary optional guidance to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform. It provided optional expedients and exceptions for applying generally accepted accounting principles to contracts, hedging relationships and other transactions affected by reference rate reform if certain criteria are met. In December 2022, the FASB issued ASU 2022-06, extending the election and application from March 12, 2020 through December 31, 2024 (originally December 31, 2022). The adoption of, and future elections under, this standard are not expected to have a material impact on our consolidated financial statements as the standard will ease, if warranted, the requirements for accounting for the future effects of reference rate reform. We continue to monitor the impact the discontinuance of LIBOR or other reference rates will have on our contracts and other transactions.

Inflation Reduction Act

The Inflation Reduction Act of 2022 includes provisions for a 1% excise tax on net stock repurchases and a 15% corporate minimum tax. Both of these taxes are effective in 2023. We do not expect these tax provisions to have a material impact on our consolidated financial statements.

NOTE 4 Earnings Per Share

Table 4.1 reconciles basic and diluted EPS amounts:

Earnings per share
Table 4.1

(In thousands, except per share data)	Years Ended December 31, 2022	2021	2020
Basic earnings per share:			
Net income	**$ 865,349**	$ 634,983	$ 446,093
Weighted average common shares outstanding - basic	**305,847**	334,330	339,953
Basic earnings per share	**$ 2.83**	$ 1.90	$ 1.31
Diluted earnings per share:			
Net income	**$ 865,349**	$ 634,983	$ 446,093
Interest expense, net of tax [1]:			
9% Debentures	**3,228**	14,343	17,004
Diluted income available to common shareholders	**$ 868,577**	$ 649,326	$ 463,097
Weighted-average shares - basic	**305,847**	334,330	339,953
Effect of dilutive securities:			
Unvested restricted stock units	**1,917**	1,782	1,589
9% Debentures	**3,465**	15,196	17,751
Weighted average common shares outstanding - diluted	**311,229**	351,308	359,293
Diluted income per share	**$ 2.79**	$ 1.85	$ 1.29

[1] Interest expense has been tax effected at a rate of 21%.

For the years ended December 31, 2022, 2021, and 2020, all of our outstanding 9% Debentures are reflected in diluted earnings per share using the "if-converted" method. Under this method, if dilutive, the common stock related to the outstanding 9% Debentures is assumed issued as of the beginning of the reporting period and the related interest expense, net of tax, is added back to earnings in calculating diluted EPS.

NOTE 5 Investments

FIXED INCOME SECURITIES

Our fixed income securities consisted of the following as of December 31, 2022 and 2021:

Details of fixed income investment securities by category as of December 31, 2022

Table 5.1a

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ **145,581**	$ **2**	$ **(9,683)**	$ **135,900**
Obligations of U.S. states and political subdivisions	**2,400,261**	**4,866**	**(256,073)**	**2,149,054**
Corporate debt securities	**2,416,475**	**1,043**	**(196,377)**	**2,221,141**
ABS	**126,723**	**5**	**(6,041)**	**120,687**
RMBS	**223,743**	**10**	**(25,744)**	**198,009**
CMBS	**257,785**	**22**	**(20,591)**	**237,216**
CLOs	**337,656**	**5**	**(7,829)**	**329,832**
Foreign government debt	**4,486**	**—**	**(699)**	**3,787**
Commercial paper	**14,075**	**—**	**(3)**	**14,072**
Total fixed income securities	$ **5,926,785**	$ **5,953**	$ **(523,040)**	$ **5,409,698**

Details of fixed income investment securities by category as of December 31, 2021

Table 5.1b

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 133,990	$ 285	$ (868)	$ 133,407
Obligations of U.S. states and political subdivisions	2,408,688	133,361	(7,396)	2,534,653
Corporate debt securities	2,704,586	75,172	(13,776)	2,765,982
ABS	150,888	830	(1,008)	150,710
RMBS	309,991	2,397	(3,278)	309,110
CMBS	315,330	5,736	(1,936)	319,130
CLOs	360,436	609	(106)	360,939
Foreign government debt	13,749	—	(99)	13,650
Total fixed income securities	$ 6,397,658	$ 218,390	$ (28,467)	$ 6,587,581

We had $11.8 million and $13.4 million of investments at fair value on deposit with various states as of December 31, 2022 and 2021, respectively, due to regulatory requirements of those state insurance departments.

In connection with our insurance and reinsurance activities within MAC and MIC, insurance subsidiaries of MGIC, we are required to maintain assets in trusts for the benefit of contractual counterparties, which had investments at fair value of $128.4 million and $189.8 million at December 31, 2022 and 2021, respectively. The decrease is primarily due to a decline in collateral required as the risk in force covered by these insurance and reinsurance activities has decreased.

The amortized cost and fair values of fixed income securities at December 31, 2022, by contractual maturity, are shown in table 5.2 below. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Because most mortgage and asset-backed securities provide for periodic payments throughout their lives, they are listed in separate categories.

Fixed income securities maturity schedule

Table 5.2

	December 31, 2022	
(In thousands)	**Amortized Cost**	**Fair Value**
Due in one year or less	**$ 452,188**	**$ 445,210**
Due after one year through five years	**1,358,606**	**1,288,152**
Due after five years through ten years	**1,890,875**	**1,713,608**
Due after ten years	**1,279,209**	**1,076,984**
	4,980,878	**4,523,954**
ABS	**126,723**	**120,687**
RMBS	**223,743**	**198,009**
CMBS	**257,785**	**237,216**
CLOs	**337,656**	**329,832**
Total as of December 31, 2022	**$ 5,926,785**	**$ 5,409,698**

EQUITY SECURITIES

The cost and fair value of investments in equity securities as of December 31, 2022 and December 31, 2021 are shown in tables 5.3a and 5.3b below.

Details of equity investment securities as of December 31, 2022

Table 5.3a

(In thousands)	**Cost**	**Gross gains**	**Gross losses**	**Fair Value**
Equity securities	**15,924**	**—**	**(1,784)**	**14,140**

Details of equity investment securities as of December 31, 2021

Table 5.3b

(In thousands)	**Cost**	**Gross gains**	**Gross losses**	**Fair Value**
Equity securities	15,838	264	(34)	16,068

NET GAINS (LOSSES) ON INVESTMENTS AND OTHER FINANCIAL INSTRUMENTS

The net gains (losses) on investments and other financial instruments and the proceeds from the sale of fixed income securities classified as available-for-sale are shown in table 5.4 below.

Details of net gains (losses) on investments and other financial instruments

Table 5.4

(in thousands)	**December 31, 2022**	December 31, 2021	December 31, 2020
Fixed income securities			
Gains on sales	**7,152**	8,980	21,272
Losses on sales	**(15,477)**	(1,942)	(8,809)
Change in credit allowance	**—**	49	(49)
Impairments	**(1,415)**	—	(331)
Equity securities gains (losses)			
Gains (losses) on sales	**(7)**	4	1,344
Market adjustment	**(2,013)**	(463)	552
Change in embedded derivative on Home Re Transactions [(1)]	**4,269**	(721)	(1,176)
Other			
Gains (losses) on sales	**2**	(33)	(231)
Market adjustment	**26**	(13)	4
Net gains (losses) on investments and other financial instruments	**(7,463)**	5,861	12,576
Proceeds from sales of fixed income securities	**397,553**	471,783	803,401
Proceeds from sales of equity securities	**97**	2,621	25,693

[(1)] See Note 6 "Fair Value Measurements" for discussion of the embedded derivative on the Home Re Transactions.

OTHER INVESTED ASSETS

Our other invested assets balances includes an investment in Federal Home Loan Bank ("FHLB") stock that is carried at cost, which due to its nature approximates fair value. Ownership of FHLB stock provides access to a secured lending facility. In the first quarter of 2022, we repaid the outstanding principal balance of our Federal Home Loan Bank Advance ("FHLB Advance") and accordingly reduced our investment in FHLB stock. At December 31, 2021, the FHLB Advance amount was secured by $167.2 million of eligible collateral. As a result of the prepayment of the FHLB Advance in 2022, we are no longer required to maintain collateral.

UNREALIZED INVESTMENT LOSSES

Tables 5.5a and 5.5b below summarize, for all available-for-sale investments in an unrealized loss position as of December 31, 2022 and 2021, the aggregate fair value and gross unrealized loss by the length of time those securities have been continuously in an unrealized loss position. The fair value amounts reported in tables 5.5a and 5.5b below are estimated using the process described in Note 6 - "Fair Value Measurements" to these consolidated financial statements.

Unrealized loss aging for securities by type and length of time as of December 31, 2022

Table 5.5a

	Less Than 12 Months		12 Months or Greater		**Total**	
(In thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	**Fair Value**	**Unrealized Losses**
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 67,531	$ (3,583)	$ 76,246	$ (6,100)	**$ 143,777**	**$ (9,683)**
Obligations of U.S. states and political subdivisions	1,344,272	(157,903)	360,956	(98,170)	**1,705,228**	**(256,073)**
Corporate debt securities	1,488,255	(109,976)	758,732	(86,401)	**2,246,987**	**(196,377)**
ABS	53,201	(1,008)	67,073	(5,033)	**120,274**	**(6,041)**
RMBS	77,563	(8,572)	136,179	(17,172)	**213,742**	**(25,744)**
CMBS	166,973	(12,951)	70,792	(7,640)	**237,765**	**(20,591)**
CLOs	213,461	(4,644)	114,459	(3,185)	**327,920**	**(7,829)**
Foreign government debt	—	—	3,787	(699)	**3,787**	**(699)**
Commercial paper	—	—	3,816	(3)	**3,816**	**(3)**
Total	$ 3,411,256	$ (298,637)	$ 1,592,040	$ (224,403)	**$ 5,003,296**	**$ (523,040)**

Unrealized loss aging for securities by type and length of time as of December 31, 2021

Table 5.5b

	Less Than 12 Months		12 Months or Greater		Total	
(In thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 91,154	$ (790)	$ 2,616	$ (78)	$ 93,770	$ (868)
Obligations of U.S. states and political subdivisions	452,021	(7,189)	15,540	(207)	467,561	(7,396)
Corporate debt securities	865,085	(13,260)	10,997	(516)	876,082	(13,776)
ABS	100,064	(998)	1,552	(10)	101,616	(1,008)
RMBS	180,586	(2,548)	31,641	(730)	212,227	(3,278)
CMBS	89,889	(1,887)	1,511	(49)	91,400	(1,936)
CLOs	177,663	(71)	21,973	(35)	199,636	(106)
Foreign government debt	13,649	(99)	—	—	13,649	(99)
Total	$ 1,970,111	$ (26,842)	$ 85,830	$ (1,625)	$ 2,055,941	$ (28,467)

The change in net unrealized gains (losses) of investments is shown in table 5.6 below.

Change in net unrealized gains (losses)

Table 5.6

(In thousands)	**2022**	2021	2020
Fixed income securities	**$ (707,005)**	$ (154,555)	$ 169,135

There were 1,226 and 610 securities in an unrealized loss position as of December 31, 2022 and 2021, respectively. Based on current facts and circumstances, we believe the unrealized losses as of December 31, 2022 presented in table 5.5a above are not indicative of the ultimate collectability of the current amortized cost of the securities. The unrealized losses in all categories of our investments were primarily caused by an increase in prevailing interest rates. We also rely upon estimates of several credit and non-credit factors in our review and evaluation of individual investments to determine whether a credit impairment exists. All of the securities in an unrealized loss position are current with respect to their interest obligations.

The source of net investment income is shown in table 5.7 below.

Net investment income

Table 5.7

(In thousands)	**2022**	2021	2020
Fixed income securities	**$ 166,306**	$ 160,030	$ 157,065
Equity securities	**437**	471	620
Cash equivalents	**5,049**	75	1,648
Other	**51**	22	275
Investment income	**171,843**	160,598	159,608
Investment expenses	**(4,367)**	(4,160)	(5,212)
Net investment income	**$ 167,476**	$ 156,438	$ 154,396

NOTE 6 Fair Value Measurements

Recurring fair value measurements

The following describes the valuation methodologies generally used by the independent pricing sources, or by us, to measure financial instruments at fair value, including the general classification of such financial instruments pursuant to the valuation hierarchy.

- Fixed income securities:

  U.S. Treasury Securities and Obligations of U.S. Government Corporations and Agencies: Securities with valuations derived from quoted prices for identical instruments in active markets that we can access are categorized in Level 1 of the fair value hierarchy. Securities valued by surveying the dealer community, obtaining relevant trade data, benchmark quotes and spreads and incorporating this information in the valuation process are categorized as Level 2 of the fair value hierarchy.

  Corporate Debt are valued by surveying the dealer community, obtaining relevant trade data, benchmark quotes and spreads and incorporating this information into the valuation process. These securities are generally categorized in Level 2 of the fair value hierarchy.

  Obligations of U.S. States & Political Subdivisions are valued by tracking, capturing, and analyzing quotes for active issues and trades reported via the Municipal Securities Rulemaking Board records. Daily briefings and reviews of current economic conditions, trading levels, spread relationships, and the slope of the yield curve provide further data for evaluation. These securities are generally categorized in Level 2 of the fair value hierarchy.

  Residential Mortgage-Backed Securities ("RMBS") are valued by monitoring interest rate movements, and other pertinent data daily. Incoming market data is enriched to derive spread, yield and/or price data as appropriate, enabling known data points to be extrapolated for valuation application across a range of related securities. These securities are generally categorized in Level 2 of the fair value hierarchy.

  Commercial Mortgage-Backed Securities ("CMBS") are valued using techniques that reflect market participants' assumptions and maximize the use of relevant observable inputs including quoted prices for similar assets, benchmark yield curves and market corroborated inputs. Evaluation uses regular reviews of the inputs for securities covered, including executed trades, broker quotes, credit information, collateral attributes and/or cash flow waterfall as applicable. These securities are generally categorized in Level 2 of the fair value hierarchy.

  Asset-Backed Securities ("ABS") are valued using spreads and other information solicited from market buy-and-sell-side sources, including primary and secondary dealers, portfolio managers, and research analysts. Cash flows are generated for each tranche, benchmark yields are determined, and deal collateral performance and tranche level attributes including trade activity, bids, and offers are applied, resulting in tranche specific prices. These securities are generally categorized in Level 2 of the fair value hierarchy.

  Collateralized loan obligations ("CLOs") are valued by evaluating manager rating, seniority in the capital structure, assumptions about prepayment, default and recovery and their impact on cash flow generation. Loan level net asset values are determined and aggregated for tranches and as a final step prices are checked against available recent trade activity. These securities are generally categorized in Level 2 of the fair value hierarchy.

  Foreign government debt is valued by surveying the dealer community, obtaining relevant trade data, benchmark quotes and spreads and incorporating this information into the valuation process. These securities are generally categorized in Level 2 of the fair value hierarchy.

  Commercial Paper, with an original maturity greater than 90 days, is valued using market data for comparable instruments of similar maturity and average yields. These securities are categorized in Level 2 of the fair value hierarchy.

- Equity securities: Consist of actively traded, exchange-listed equity securities, including exchange traded funds ("ETFs") and Bond Mutual Funds, with valuations derived from quoted prices for identical assets in active markets that we can access. These securities are valued in Level 1 of the fair value hierarchy.

- Cash Equivalents: Consists of money market funds and treasury bills with valuations derived from quoted prices for identical assets in active markets that we can access. These securities are valued in level 1 of the fair value hierarchy. Instruments in this category valued using market data for comparable instruments are classified as level 2 in the fair value hierarchy.

Assets measured at fair value, by hierarchy level, as of December 31, 2022 and 2021 are shown in tables 6.1a and 6.1b below. The fair value of the assets is estimated using the process described above, and more fully in Note 3 - "Significant Accounting Policies" to the consolidated financial statements in this Form 10-K.

Assets carried at fair value by hierarchy level as of December 31, 2022

Table 6.1a

(In thousands)	**Fair Value**	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
U.S. Treasury securities and obligations of U.S. government corporations and agencies	**$ 135,900**	$ 116,897	$ 19,003
Obligations of U.S. states and political subdivisions	**2,149,054**	—	2,149,054
Corporate debt securities	**2,221,141**	—	2,221,141
ABS	**120,687**	—	120,687
RMBS	**198,009**	—	198,009
CMBS	**237,216**	—	237,216
CLOs	**329,832**	—	329,832
Foreign government debt	**3,787**	—	3,787
Commercial paper	**14,072**	—	14,072
Total fixed income securities	**5,409,698**	116,897	5,292,801
Equity securities	**14,140**	14,140	—
Cash equivalents	**328,756** (1)	324,129	4,627
Total	**$ 5,752,594**	$ 455,166	$ 5,297,428

Assets carried at fair value by hierarchy level as of December 31, 2021

Table 6.1b

(In thousands)	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 133,407	$ 102,153	$ 31,254
Obligations of U.S. states and political subdivisions	2,534,653	—	2,534,653
Corporate debt securities	2,765,982	—	2,765,982
ABS	150,710	—	150,710
RMBS	309,110	—	309,110
CMBS	319,130	—	319,130
CLOs	360,939	—	360,939
Foreign government debt	13,650	—	13,650
Total fixed income securities	6,587,581	102,153	6,485,428
Equity securities	16,068	16,068	—
Cash equivalents	254,230 (1)	254,230	—
Total	$ 6,857,879	$ 372,451	$ 6,485,428

(1) Includes restricted cash equivalents

Certain financial instruments, including insurance contracts, are excluded from these fair value disclosure requirements. The carrying values of cash and cash equivalents (Level 1) and accrued investment income (Level 2) approximated their fair values. Additional fair value disclosures related to our investment portfolio are included in Note 5 - "Investments."

In addition to the assets carried at fair value discussed above, we have embedded derivatives carried at fair value related to our Home Re Transactions that are classified as Other liabilities or Other assets in our consolidated balance sheets. The estimated fair value related to our embedded derivatives reflects the present value impact of the variation in investment income on the assets held by the reinsurance trusts and the contractual reference rate on the Home Re Transactions used to calculate the reinsurance premiums we estimate we will pay over the estimated remaining life. These liabilities or assets are categorized in Level 3 of the fair value hierarchy. At December 31, 2022 and 2021, the fair value of the embedded derivatives was an asset of $2.5 million and a liability of $1.8 million, respectively. (See Note 4 - "Reinsurance" for more information about our reinsurance programs.)

Real estate acquired through claim settlement is carried at fair values and is reported in "Other assets" on the consolidated balance sheet. These assets are categorized as Level 3 of the fair value hierarchy. Purchases of real estate acquired was $3.5 million and $4.8 million for the years ended December 31, 2022, and 2021, respectively. Sales of real estate acquired was $4.0 million and $4.8 million for the years ended December 31, 2022, and 2021, respectively.

FINANCIAL LIABILITIES NOT MEASURED AT FAIR VALUE

Other invested assets include an investment in FHLB stock that is carried at cost, which due to restrictions that require it to be redeemed or sold only to the security issuer at par value, approximates fair value. The fair value of other invested assets is categorized as Level 2.

Financial liabilities include our outstanding debt obligations. The fair values of our 5.25% Notes and 9% Debentures were based on observable market prices. In all cases the fair values of the financial liabilities below are categorized as level 2.

Table 6.3 presents the carrying value and fair value of our financial assets and liabilities disclosed, but not carried, at fair value as of December 31, 2022 and 2021.

Financial liabilities not carried at fair value

Table 6.3

	December 31, 2022		December 31, 2021	
(In thousands)	**Carrying Value**	**Fair Value**	Carrying Value	Fair Value
Financial assets				
Other invested assets	**$ 850**	**$ 850**	$ 3,100	$ 3,100
Financial liabilities				
FHLB Advance	**$ —**	**$ —**	$ 155,000	$ 157,585
5.75% Notes	**—**	**—**	241,255	256,213
5.25% Notes	**641,724**	**600,938**	640,253	686,875
9% Debentures	**21,086**	**28,085**	110,204	151,000
Total financial liabilities	**$ 662,810**	**$ 629,023**	**$ 1,146,712**	**$ 1,251,673**

NOTE 7 Debt

DEBT OBLIGATIONS

Table 7.1 shows the carrying value of our long-term debt obligations as of December 31, 2022 and 2021.

Long-term debt obligations

Table 7.1

	December 31,	
(In millions)	**2022**	2021
FHLB Advance - 1.91%, due February 2023	**$ —**	$ 155.0
5.75% Notes, due August 2023	**—**	241.3
5.25% Notes, due August 2028 (par value: $650 million)	**641.7**	640.2
9% Debentures, due April 2063	**21.1**	110.2
Long-term debt, carrying value	**$ 662.8**	$ 1,146.7

The 5.25% Senior Notes ("5.25% Notes") and 9% Convertible Junior Subordinated Debentures (“9% Debentures”) are obligations of our holding company, MGIC Investment Corporation.

2022 Transactions

During 2022, we repurchased $89.1 million in aggregate principal of our 9% Debentures at a purchase price of $121.2 million plus accrued interest. The repurchase of our 9% Debentures resulted in a $32.1 million loss on debt extinguishment on our consolidated statement of operations and a reduction of 6.8 million potentially dilutive shares.

The Federal Home Loan Bank Advance (the “FHLB Advance”) was an obligation of MGIC. In the first quarter of 2022, we repaid the outstanding principal balance of the FHLB Advance at a prepayment price of $156.3 million, incurring a prepayment fee of $1.3 million.

In July 2022, we redeemed the outstanding principal balance of the 5.75% Senior Notes (“5.75% Notes”) through a make-whole price of $248.4 million plus accrued interest. The excess of the make-whole price over the carrying value, plus the write-off of unamortized issuance costs on the par value, resulted in a $6.8 million loss on debt extinguishment. The make-whole amount was calculated as the sum of the present values of the remaining scheduled payments of principal and interest discounted at the treasury rate defined in the notes plus 50 basis points and accrued interest. The 5.75% Notes were an obligation of our holding company.

2021 Transactions

In December 2021, we repurchased $98.6 million in aggregate principal amount of our 9% Debentures at a purchase price of $135.5 million, plus accrued interest. The repurchase of 9% Debentures resulted in a $36.9 million loss on debt extinguishment on our consolidated statement of operations and a reduction in our potentially dilutive shares by approximately 7.5 million shares.

2020 Transactions

In August 2020, we issued $650 million aggregate principal amount of 5.25% Notes, which are due in 2028 and received net proceeds, after the deduction of underwriting fees, of $640.3 million. In addition to underwriting fees, we incurred approximately $2.0 million of other expenses associated with the issuance of these notes.

We repurchased $182.7 million in aggregate principal amount of our 5.75% notes at a purchase price of $197.8 million, plus accrued interest, using proceeds from the 5.25% Notes issuance. The excess of the purchase price over the carrying value, plus the write-off of unamortized issuance costs on the par value, is reflected as a loss on debt extinguishment of $16.5 million on our consolidated statement of operations.

We repurchased $48.1 million in aggregate principal amount of our 9% Debentures at a purchase price of $61.6 million, plus accrued interest, using proceeds from the 5.25% Notes issuance. The repurchase of 9% Debentures resulted in a $10.2 million loss on debt extinguishment on our consolidated statement of operations; a reduction in our shareholders' equity of $2.7 million related to the reacquisition of the equity component of the 9% Debentures; and a reduction in our potentially dilutive shares by approximately 3.6 million shares.

5.25% Notes

Interest on the 5.25% Notes is payable semi-annually on February 15 and August 15. Prior to August 15, 2023, we may redeem the 5.25% Notes at an amount equal to the sum of (a) the greater of: (i) the sum of the principal amount and the make-whole amount; and (ii) 102.625% of principal; and (b) accrued and unpaid interest. The make-whole amount is the excess of: (1) the present value of the remaining principal, premium and interest payments that would be payable with respect to the note if such note were redeemed on August 15, 2023 (at 102.625% of principal), computed using a discount rate equal to the treasury rate specified in the notes, plus 50 basis points, over (2) the outstanding principal amount of such note.

On and after August 15, 2023, we may redeem the notes at 102.625% of principal; on or after August 15, 2024, we may redeem the notes at 101.313% of principal; and on or after August 15, 2025, we may redeem the notes at 100% of principal; in each case, plus accrued and unpaid interest.

The 5.25% Notes have covenants and events of default customary for securities of this nature, and further provide that the trustee or holders of at least 25% in aggregate principal amount of the outstanding 5.25% Notes may declare them immediately due and payable upon the occurrence of certain events of default after the expiration of the applicable grace period. In addition, in the case of an event of default arising from certain events of bankruptcy, insolvency or reorganization relating to the Company or any of its significant subsidiaries, the 5.25% Notes will become due and payable immediately. This description is not intended to be complete in all respects and is qualified in its entirety by the terms of the 5.25% Notes, including their covenants and events of default. We were in compliance with all covenants as of December 31, 2022.

9% Debentures

Interest on the 9% Debentures is payable semi-annually on April 1 and October 1 each year. The 9% Debentures are currently convertible, at the holder's option, at a conversion rate, which is subject to adjustment, of 77.9620 common shares per $1,000 principal amount of the 9% Debentures at any time prior to the maturity date. This represents a conversion price of approximately $12.83 per share. If a holder elects to convert their 9% Debentures, deferred interest, if any, owed on the 9% Debentures being converted is also converted into shares of our common stock. The conversion rate for any deferred interest is based on the average price that our shares traded at during a 5-day period immediately prior to the election to convert.

The 9% Debentures include a feature that allows us, at our option, to make a cash payment to converting holders in lieu of issuing shares of common stock upon conversion of the 9% Debentures. We may redeem the 9% Debentures in whole or in part from time to time, at our option, at a redemption price equal to 100% of the principal amount of the 9% Debentures being redeemed, plus any accrued and unpaid interest, if the closing sale price of our common stock exceeds $16.67 (adjusted pro rata for changes in the conversion price) for at least 20 of the 30 trading days preceding notice of the redemption.

This description is not intended to be complete in all respects and is qualified in its entirety by the terms of the 9% Debentures, including their covenants and events of default. We were in compliance with all covenants at December 31, 2022. The 9% Debentures rank junior to all of our existing and future senior indebtedness.

INTEREST PAYMENTS

Interest payments were $53.7 million during 2022, $71.7 million during 2021 and $54.3 million during 2020.

NOTE 8 Loss Reserves

As described in Note 3 – "Summary of Significant Accounting Policies – Loss Reserves," we establish case reserves and loss adjustment expenses ("LAE") reserves on delinquent loans that were reported to us as two or more payments past due and have not become current or resulted in a claim payment. Such loans are referred to as being in our delinquency inventory. Case reserves are established by estimating the number of loans in our delinquency inventory that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim severity.

IBNR reserves are established for estimated losses from delinquencies we estimate have occurred prior to the close of an accounting period, but have not yet been reported to us. IBNR reserves are also established using estimated claim rates and claim severities.

Estimation of losses is inherently judgmental. The conditions that affect the claim rate and claim severity include the current and future state of the domestic economy, including unemployment and the current and future strength of local housing markets; exposure on insured loans; the amount of time between delinquency and claim filing (all else being equal, the longer the period between delinquency and claim filing, the greater the severity); and curtailments and rescissions. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be adversely affected by several factors, including a deterioration of regional or national economic conditions, including unemployment, leading to a reduction in borrowers' income and thus their ability to make mortgage payments, the impact of past and future government initiatives and actions taken by the GSEs (including mortgage forbearance programs and foreclosure moratoriums), and a drop in housing values which may affect borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance. Loss reserves in future periods will also be dependent on the number of loans reported to us as delinquent.

Changes to our estimates could result in a material impact to our consolidated results of operations and financial position, even in a stable economic environment. Given the uncertainty of the macroeconomic environment, including the effectiveness of loss mitigation efforts, change in home prices, and changes in unemployment, our loss reserve estimates may continue to be impacted.

In considering the potential sensitivity of the factors underlying our estimate of loss reserves, it is possible that even a relatively small change in our estimated claim rate or claim severity could have a material impact on loss reserves and, correspondingly, on our consolidated results of operations even in a stable economic environment. For example, as of December 31, 2022, assuming all other factors remain constant, a $1,000 increase/decrease in the average severity reserve factor would change the loss reserve amount by approximately +/- $10 million. A one percentage point increase/decrease in the average claim rate reserve factor would change the loss reserve amount by approximately +/- $15 million.

The "Losses incurred" section of table 8.1 below shows losses incurred on delinquencies that occurred in the current year and in prior years. The amount of losses incurred relating to delinquencies that occurred in the current year represents the estimated amount to be ultimately paid on such delinquencies. The amount of losses incurred relating to delinquencies that occurred in prior years represents the difference between the actual claim rate and claim severity associated with those delinquencies resolved in the current year compared to the estimated claim rate and claim severity at the prior year-end, as well as a re-estimation of amounts to be ultimately paid on delinquencies continuing from the end of the prior year. This re-estimation of the claim rate and claim severity is the result of our review of current trends in the delinquency inventory, such as percentages of delinquencies that have resulted in a claim, the amount of the claims relative to the average loan exposure, changes in the relative level of delinquencies by geography and changes in average loan exposure.

Losses incurred on delinquencies that occurred in the current year increased in 2022, compared to 2021. The increase is primarily due to an increase in estimated severity on current year delinquencies. In addition, there was a decrease in IBNR reserve estimates by $5.9 million in 2021, while IBNR estimates increased by $2.3 million in 2022.

In 2022, we experienced favorable loss development of $404.1 million on previously received delinquencies primarily related to a decrease in the estimated claim rate. The favorable development primarily resulted from greater than expected cure rates, as borrower reinstatements and servicer mitigation efforts resulted in more cures than originally estimated. Additionally, home price appreciation experienced in recent years has allowed borrowers to cure their delinquencies through the sale of their property. For the year ended December 31, 2021 we experienced favorable loss development of $60.0 million on previously received notices primarily due to the decrease in the claim rate on delinquencies received prior to the COVID-19 pandemic. This was offset by the recognition of a probable loss of $6.3 million related to litigation of our claims paying practices and adverse development on LAE reserves and reinsurance.

The “Losses paid” section of table 8.1 below shows the amount of losses paid on delinquencies that occurred in the current year and losses paid on delinquencies that occurred in prior years. At the start of the COVID-19 pandemic, the level of claims received decreased and the average time it took to receive a claim increased. Claim activity has not yet returned to pre-COVID-19 levels.

Table 8.1 provides a reconciliation of beginning and ending loss reserves as of and for the past three years:

Development of loss reserves

Table 8.1

(In thousands)	**2022**	2021	2020
Reserve at beginning of year	**$ 883,522**	$ 880,537	$ 555,334
Less reinsurance recoverable	**66,905**	95,042	21,641
Net reserve at beginning of year	**816,617**	785,495	533,693
Losses incurred:			
Losses and LAE incurred in respect of delinquent notices received in:			
Current year	**149,565**	124,592	345,170
Prior years [1]	**(404,130)**	(60,015)	19,604
Total losses incurred	**(254,565)**	64,577	364,774
Losses paid:			
Losses and LAE paid in respect of delinquent notices received in:			
Current year	**362**	664	3,069
Prior years	**49,626**	68,769	109,923
Reinsurance terminations [2]	**(17,684)**	(35,978)	(20)
Total losses paid	**32,304**	33,455	112,972
Net reserve at end of year	**529,748**	816,617	785,495
Plus reinsurance recoverables	**28,240**	66,905	95,042
Reserve at end of year	**$ 557,988**	$ 883,522	$ 880,537

(1) A positive number for prior year loss development indicates a deficiency of prior year reserves. A negative number for prior year loss development indicates a redundancy of prior year loss reserves. See the following table for more information about prior year loss development.

(2) In a reinsurance termination, amounts for any incurred but unpaid losses are due to us from the reinsurers. As a result, the amount due from the reinsurers is reclassified from reinsurance recoverable on loss reserves to reinsurance recoverable on paid losses, resulting in no impact to losses incurred. (See Note 9 - "Reinsurance")

The prior year development of the reserves in 2022, 2021 and 2020 is reflected in the table 8.2 below.

Reserve development on previously received delinquencies

Table 8.2

(In thousands)	**2022**	2021	2020
(Decrease) in estimated claim rate on primary delinquencies	**$ (400,577)**	$ (82,904)	$ (2,536)
Increase (decrease) in estimated claim severity on primary delinquencies	**(21,995)**	310	13,535
Change in estimates related to pool reserves, LAE reserves, reinsurance and other	**18,442**	22,579	8,605
Total prior year loss development [1]	**$ (404,130)**	$ (60,015)	$ 19,604

(1) A positive number for prior year loss development indicates a deficiency of prior year loss reserves. A negative number for prior year loss development indicates a redundancy of prior year loss reserves.

DELINQUENCY INVENTORY

A roll-forward of our primary delinquency inventory for the years ended December 31, 2022, 2021, and 2020 appears in table 8.3 below. The information concerning new notices and cures is compiled from monthly reports received from loan servicers. The level of new notice and cure activity reported in a particular month can be influenced by, among other things, the date on which a servicer generates its report, the number of business days in a month and transfers of servicing between loan servicers.

Primary delinquency inventory roll-forward

Table 8.3

	2022	2021	2020
Beginning delinquent inventory	**33,290**	57,710	30,028
New Notices	**42,988**	42,432	106,099
Cures	**(48,262)**	(64,896)	(76,107)
Paid claims	**(1,305)**	(1,223)	(2,245)
Rescissions and denials	**(35)**	(38)	(65)
Other items removed from inventory	**(289)**	(695)	—
Ending delinquent inventory	**26,387**	33,290	57,710

During 2022 and 2021, our losses paid included amounts paid upon commutation of coverage on pools of non-performing loans. As a result of these payments 289 items were removed from the delinquency inventory with an amount paid of $4.6 million in 2022. During 2021, 695 items were removed from delinquency inventory with an amount paid of $13.8 million.

Historically as a delinquency ages it is more likely to result in a claim. The number of consecutive months that a borrower has been delinquent is shown in table 8.4 below.

Primary delinquency inventory - consecutive months delinquent

Table 8.4

	December 31,		
	2022	2021	2020
3 months or less	**8,820**	7,586	11,542
4 - 11 months	**8,217**	7,990	34,620
12 months or more [(1)]	**9,350**	17,714	11,548
Total	**26,387**	33,290	57,710
3 months or less	**33 %**	23 %	20 %
4 - 11 months	**31 %**	24 %	60 %
12 months or more	**36 %**	53 %	20 %
Total	**100 %**	100 %	100 %
Primary claims received inventory included in ending delinquent inventory	**267**	211	159

(1) Approximately 36%, 20%, and 31% of the delinquent inventory that has been delinquent for 12 consecutive months or more has been delinquent for at least 36 consecutive months as of December 31, 2022, 2021 and 2020, respectively.

COVID-19 Pandemic Delinquencies

We experienced an increase in new delinquency notices in the second and third quarters of 2020 because of the impacts of the COVID-19 pandemic, including the high level of unemployment and economic uncertainty resulting from measures to reduce the transmission of COVID-19. Forbearance programs enacted by the GSEs provided for payment forbearance on mortgages to borrowers experiencing a hardship during the COVID-19 pandemic. Historically, forbearance plans have reduced the incidence of our losses on affected loans. Through December 31, 2022 the vast majority of the delinquencies received in the second and third quarter of 2020 have cured.

POOL INSURANCE DEFAULT INVENTORY

Pool insurance default inventory was 391 at December 31, 2022, 498 at December 31, 2021, and 680 at December 31, 2020.

PREMIUM REFUNDS

Our estimate of premiums to be refunded on expected claim payments is accrued for separately in "Other liabilities" on our consolidated balance sheets and approximated $25.5 million and $37.3 million at December 31, 2022 and 2021, respectively. The decrease is driven by a decrease in delinquency inventory as well as a decrease inventory that is twelve or more months delinquent.

NOTE 9 Reinsurance

Our consolidated financial statements reflect the effects of assumed and ceded reinsurance transactions. Assumed reinsurance refers to the acceptance of certain insurance risks that other insurance companies have underwritten. Ceded reinsurance involves transferring certain insurance risks (along with, in the case of quota share reinsurance, the related earned premiums) we have underwritten to other insurance companies who agree to share these risks. The purpose of ceded reinsurance is to protect us, at a cost, against losses arising from our mortgage guaranty policies covered by the agreement and to manage our capital requirements under PMIERs. Reinsurance is currently placed on a quota share and excess of loss basis but we also had immaterial captive reinsurance agreements that were in effect through December 31, 2020.

Table 9.1 below shows the effect of all reinsurance agreements on premiums earned and losses incurred as reflected in the consolidated statements of operations.

Reinsurance
Table 9.1

	Years ended December 31,		
(In thousands)	**2022**	2021	2020
Premiums earned:			
Direct	**$ 1,154,728**	$ 1,167,592	$ 1,199,824
Assumed	**8,778**	9,858	10,848
Ceded - quota share reinsurance [1]	**(86,435)**	(118,537)	(167,930)
Ceded - excess-of-loss reinsurance	**(69,938)**	(44,494)	(20,799)
Total ceded	**(156,373)**	(163,031)	(188,729)
Net premiums earned	**$ 1,007,133**	$ 1,014,419	$ 1,021,943
Losses incurred:			
Direct	**$ (274,072)**	$ 74,496	$ 442,194
Assumed	**(330)**	(57)	555
Ceded - quota share reinsurance	**19,837**	(9,862)	(77,975)
Losses incurred, net	**$ (254,565)**	$ 64,577	$ 364,774
Other Reinsurance Impacts:			
Profit commission on quota share reinsurance [1]	**$ 176,084**	$ 153,759	$ 72,425
Ceding commission on quota share reinsurance	**52,071**	53,460	48,077

(1) Ceded premiums earned are shown net of profit commission.

QUOTA SHARE REINSURANCE

We have entered into quota share reinsurance ("QSR") transactions with panels of third-party reinsurers to cede a fixed quota share percentage of premiums earned and received and losses incurred on insurance covered by the transactions. We receive the benefit of a ceding commission equal to 20% of premiums ceded before profit commission. We also receive the benefit of a profit commission through a reduction of premiums we cede. The profit commission varies inversely with the level of losses on a “dollar for dollar” basis and can be eliminated at annual loss ratios higher than we have experienced on our QSR transactions.

Each of our QSR transactions typically have annual loss ratio caps of 300% and lifetime loss ratios of 200%.

Table 9.2 below provides additional detail regarding our QSR transactions in effect during 2022.

Reinsurance
Table 9.2

Quota Share Contract	Covered Policy Years	Quota Share %	Annual Loss Ratio to Exhaust Profit Commission [1]	Contractual Termination Date
2015 QSR [2]	Prior to 2017	15.0 %	68.0 %	December 31, 2031
2019 QSR [2]	2019	30.0 %	62.0 %	December 31, 2030
2020 QSR	2020	12.5 %	62.0 %	December 31, 2031
2020 QSR and 2021 QSR	2020	17.5 %	62.0 %	December 31, 2032
2020 QSR and 2021 QSR	2021	17.5 %	61.9 %	December 31, 2032
2021 QSR and 2022 QSR	2021	12.5 %	57.5 %	December 31, 2032
2021 QSR and 2022 QSR	2022	15.0 %	57.5 %	December 31, 2033
2022 QSR and 2023 QSR	2022	15.0 %	62.0 %	December 31, 2033
2022 QSR and 2023 QSR	2023	15.0 %	62.0 %	December 31, 2034
Credit Union QSR [3]	2020-2025	65.0 %	50.0 %	December 31, 2039

(1) We will receive a profit commission provided the annual loss ratio on policies covered under the transaction remains below this ratio.

(2) 2015 and 2019 QSR Transactions were terminated effective December 31, 2022.

(3) Eligible credit union business written before April 1, 2020 was covered by our 2019 and prior QSR Transactions.

We have agreed to terms with a group of unaffiliated reinsurers for a reinsurance transaction with an effective date of January 1, 2023 with a similar structure to our existing QSR transactions that will cover most of our NIW in 2023 (with an additional 10.0% quota share). Generally, we will receive an annual profit commission provided the annual loss ratio on the loans covered under the transaction remain below 58.5%.

We can elect to terminate the QSR Transactions under specified scenarios without penalty upon prior written notice, including if we will receive less than 90% (80% for the Credit Union QSR Transaction) of the full credit amount under the PMIERs, full financial statement credit or full credit under applicable regulatory capital requirements for the risk ceded in any required calculation period. Early termination of the QSR agreements can also be elected by us for a fee, or under specified scenarios for no fee upon prior written notice.

Table 9.3 provides additional detail regarding optional termination dates and optional reductions to our quota share percentage which can, in each case be elected by us for a fee. The optional reduction to the quota share percentage would give us an option to reduce our quota share percentage from the original percentage as shown in table 9.2 to the percentage showed in 9.3.

Reinsurance
Table 9.3

Quota Share Contract	Covered Policy Years	Optional Termination Date [1]	Optional Quota Share % Reduction Date [2]	Optional Reduced Quota Share %
2020 QSR	2020	June 30, 2023	January 1, 2023	10.5% or 8%
2020 QSR and 2021 QSR	2020	June 30, 2023	January 1, 2023	14.5% or 12%
2020 QSR and 2021 QSR	2021	December 31, 2023	January 1, 2023	14.5% or 12%
2021 QSR and 2022 QSR	2021	December 31, 2023	January 1, 2023	10.5% or 8%
2021 QSR and 2022 QSR	2022	December 31, 2024	July 1, 2023	12.5% or 10%
2022 QSR and 2023 QSR	2022	December 31, 2024	July 1, 2023	12.5% or 10%
2022 QSR and 2023 QSR	2023	December 31, 2025	July 1, 2024	12.5% or 10%

(1) We can elect early termination of the QSR transaction beginning on this date, and bi-annually thereafter.

(2) We can elect to reduce the quota share percentage beginning on this date, and bi-annually thereafter.

We incurred an early termination fee of $2.2 million for the termination of our 2019 QSR Transaction effective December 31, 2022 and $5.0 million for the termination of our 2017 and 2018 QSR Transactions effective December 31, 2021. We also terminated our 2015 QSR Transaction effective December 31, 2022. The reinsurance recoverable on paid losses due from reinsurers for loss and LAE reserves incurred at the time of termination includes $17.7 million as of December 31, 2022 from reinsurers participating in the 2015 and 2019 QSR Transactions and included $36.0 million as of December 31, 2021 due from reinsurers participating in the 2017 and 2018 QSR Transactions.

Ceded premiums written and earned, net of profit commission, decreased in 2022 due to the increase in profit commission. The increase in profit commission was a result of ceded losses incurred. Ceded losses incurred for the year ended December 31, 2022 primarily reflect favorable loss reserve development. See Note 8 - “Loss Reserves” for discussion of our loss reserves.

Under the terms of our QSR Transactions currently in effect, ceded premiums, ceding commissions, profit commission, and ceded loss paid and LAE paid are settled net on a quarterly basis. The ceded premiums due after deducting the related ceding commission and profit commission is reported within "Other liabilities" on the consolidated balance sheets. The reinsurance recoverable on loss reserves related to our QSR Transactions was $28.2 million as of December 31, 2022 and $66.9 million as of December 31, 2021. The reinsurance recoverable balance is secured by funds on deposit from the reinsurers, the minimum amount of which is based on the greater of 1) a reinsurer's funding requirements under PMIERs or 2) ceded reserves and unpaid losses. Each of the reinsurers under our quota share reinsurance agreements described above has an insurer financial strength rating of A- or better (or a comparable rating) by Standard and Poor's Rating Services, A.M. Best, Moody's, or a combination of the three. An allowance for credit losses was not required for 2022 or 2021.

EXCESS OF LOSS REINSURANCE

We have Excess-of-loss transactions (“XOL Transactions”) with a panel of unaffiliated reinsurers executed through the traditional reinsurance market (“Traditional XOL Transaction”) and with unaffiliated special purpose insurers (“Home Re Transactions”).

The 2022 Traditional XOL Transaction provides reinsurance coverage on eligible NIW in 2022. For the covered policies, we retain the first layer of the aggregate losses paid, and the reinsurers will then provide second layer coverage up to the outstanding reinsurance coverage amount. We retain losses paid in excess of the outstanding reinsurance coverage amount. The reinsurance coverage is subject to adjustment based on the risk characteristics of the covered loans.

We can elect to terminate our Traditional XOL Transaction under specified scenarios without penalty upon prior written notice, including if we will receive less than the full credit amount under the PMIERs, full financial statement credit or full credit under applicable regulatory capital requirements for the risk ceded in any required calculation period. The reinsurance premiums ceded to the Traditional XOL Transaction are based off the remaining reinsurance coverage levels. The reinsured coverage levels are secured by funds on deposit from reinsurers, the minimum amount of which is based on the greater of 1) a reinsurer's funding requirements under PMIERs or 2) ceded reserves and unpaid losses.

The Home Re Transactions are executed with unaffiliated special purpose insurers (“Home Re Entities”). For the reinsurance coverage periods, we retain the first layer of the respective aggregate losses paid, and a Home Re Entity will then provide second layer coverage up to the outstanding reinsurance coverage amount. We retain losses paid in excess of the outstanding reinsurance coverage amount. Subject to certain conditions, the reinsurance coverage decreases over a period of either 10 or 12.5 years, depending on the transaction, as the underlying covered mortgages amortize or are repaid, or mortgage insurance losses are paid.

The Home Re Entities financed the coverages by issuing mortgage insurance-linked notes (“ILNs”) to unaffiliated investors in an aggregate amount equal to the initial reinsurance coverage amounts. Each ILN is non-recourse to any assets of MGIC or affiliates. The proceeds of the ILNs, which were deposited into reinsurance trusts for the benefit of MGIC, will be the source of reinsurance claim payments to MGIC and principal repayments on the ILNs.

When a “Trigger Event” is in effect, as defined in the related insurance-linked notes transaction agreements, payment of principal on the related notes will be suspended and the reinsurance coverage available to MGIC under the transactions will not be reduced by such principal payments. As of December 31, 2022, a "Trigger Event" has occurred on our Home Re 2019-1 transaction because the reinsured principal balance of loans that were reported 60 or more days delinquent exceeded a percentage of the total reinsured principal balance of loans specified under each transaction. A "Trigger Event" has also occurred on the Home Re 2022-1 transaction because the credit enhancement of the most senior tranche is less than the target credit enhancement.

Table 9.4a and 9.4b provides a summary of our XOL Transactions as of December 31, 2022, December 31, 2021 and December 31, 2020.

Excess of Loss Reinsurance

9.4a

($ in thousands)	**Issue Date**	**Policy In force Dates**	**Optional Call/ Termination Date (1)**	**Legal Maturity**	**Initial First Layer Retention**	**Initial Excess of Loss Reinsurance Coverage**
Home Re 2022-1, Ltd.	April 26, 2022	May 29, 2021 - December 31, 2021	April 25, 2028	12.5 years	$325,589	$473,575
Home Re 2021-2, Ltd.	August 3, 2021	January 1, 2021 - May 28, 2021	July 25, 2028	12.5 years	190,159	398,429
Home Re 2021-1, Ltd.	February 2, 2021	August 1, 2020 - December 31, 2020	January 25, 2028	12.5 years	211,159	398,848
Home Re 2020-1, Ltd.	October 29, 2020	January 1, 2020 - July 31, 2020	October 25, 2027	10 years	275,283	412,917
Home Re 2019-1, Ltd.	May 25, 2019	January 1, 2018 - March 31, 2019	May 25, 2026	10 years	185,730	315,739
Home Re 2018-1, Ltd.	October 30, 2018	July 1, 2016 - December 31, 2017	October 25, 2025	10 years	168,691	318,636
2022 Traditional XOL	April 1, 2022	January 1, 2022 - December 30, 2022	January 1, 2030	10 years	82,523	142,642

(1) We have the right to terminate the Home Re Transactions under certain circumstances and on any payment date on or after the respective Optional Call date. We can elect early termination of the Traditional XOL Transaction beginning on this date, and quarterly thereafter.

9.4b

($ in thousands)	**Remaining First Layer Retention**			**Remaining Excess of Loss Reinsurance Coverage**		
	December 31, 2022	December 31, 2021	December 31, 2020	**December 31, 2022**	December 31, 2021	December 31, 2
Home Re 2022-1, Ltd.	**$ 325,576**	$ —	$ —	**$ 473,575**	$ —	$
Home Re 2021-2, Ltd.	**190,097**	190,159	—	**352,084**	398,429	
Home Re 2021-1, Ltd.	**211,102**	211,142	—	**277,053**	387,830	
Home Re 2020-1, Ltd.	**274,871**	275,204	275,283	**113,247**	234,312	412
Home Re 2019-1, Ltd.	**183,540**	183,917	184,514	**208,146**	208,146	208
Home Re 2018-1, Ltd.	**164,849**	165,365	166,005	**140,993**	218,343	218
2022 Traditional XOL	**82,517**	—	—	**142,642**	—	

The reinsurance premiums ceded to each Home Re Entity are composed of coverage, initial expense and supplemental premiums. The coverage premiums are generally calculated as the difference between the amount of interest payable by the Home Re Entity on the remaining reinsurance coverage levels, and the investment income collected on the collateral assets held in reinsurance trust account and used to collateralize the Home Re Entity's reinsurance obligation to MGIC. The amount of monthly reinsurance coverage premium ceded will fluctuate due to changes in the reference rate and changes in money market rates that affect investment income collected on the assets in the reinsurance trust. The Home Re 2021-2 and Home Re 2022-1 Transactions references SOFR, while the remaining Home Re Transactions reference the one-month LIBOR. As a result, we concluded that each Home Re Transaction contains an embedded derivative that is accounted for separately as a freestanding derivative. The fair values of the derivatives at December 31, 2022 and December 31, 2021, were not material to our consolidated balance sheet, and the change in fair values during the years ended December 31, 2022, December 31, 2021 and December 31, 2020 were not material to our consolidated statements of operations. (see Note 5 - "Investments" and Note 6 - "Fair Value Measurements").

At the time the Home Re Transactions were entered into, we concluded that each Home Re Entity is a variable interest entity ("VIE"). A VIE is a legal entity that does not have sufficient equity at risk to finance its activities without additional subordinated financial support or is structured such that equity investors lack the ability to make sufficient decisions relating to the entity's operations through voting rights or do not substantively participate in gains and losses of the entity. Given that MGIC (1) does not have the unilateral power to direct the activities that most significantly affect each Home Re Entity's economic performance and (2) does not have the obligation, outside the terms of the reinsurance agreement, to absorb losses or the right to receive benefits of each Home Re Entity that could be significant to the Home Re Entity, consolidation of the Home Re Entities is not required.

We are required to disclose our maximum exposure to loss, which we consider to be an amount that we could be required to record in our statements of operations, as a result of our involvement with the VIEs under our Home Re Transactions. As of December 31, 2022, December 31, 2021 and December 31, 2020, we did not have material exposure to the VIEs as we have no investment in the VIEs and had no reinsurance claim payments due from the VIEs under our reinsurance transactions. We are unable to determine the timing or extent of claims from losses that are ceded under the reinsurance transactions. The VIE assets are deposited in reinsurance trusts for the benefit of MGIC that will be the source of reinsurance claim payments to MGIC. The purpose of the reinsurance trusts is to provide security to MGIC for the obligations of the VIEs under the reinsurance transactions. The trustee of the reinsurance trusts, a recognized provider of corporate trust services, has established segregated accounts within the reinsurance trusts for the benefit of MGIC, pursuant to the trust agreements. The trust agreements are governed by, and construed in accordance with, the laws of the State of New York. If the trustee of the reinsurance trusts failed to distribute claim payments to us as provided in the reinsurance trusts, we would incur a loss related to our losses ceded under the reinsurance transactions and deemed unrecoverable. We are also unable to determine the impact such possible failure by the trustee to perform pursuant to the reinsurance trust agreements may have on our consolidated financial statements. As a result, we are unable to quantify our maximum exposure to loss related to our involvement with the VIEs. MGIC has certain termination rights under the reinsurance transactions should its claims not be paid. We consider our exposure to loss from our reinsurance transactions with the VIEs to be remote.

Table 9.5 presents the total assets of the Home Re Entities as of December 31, 2022 , December 31, 2021 and December 31, 2020.

Home Re Entities total assets

Table 9.5

(In thousands)

Home Re Entity		**Total VIE Assets**
December 31, 2022		
Home Re 2018-1 Ltd.	**$**	**146,822**
Home Re 2019-1 Ltd.		**208,146**
Home Re 2020-1 Ltd.		**119,159**
Home Re 2021-1 Ltd.		**285,039**
Home Re 2021-2 Ltd.		**357,340**
Home Re 2022-1 Ltd.		**473,575**
December 31, 2021		
Home Re 2018-1 Ltd.	$	218,343
Home Re 2019-1 Ltd.		208,146
Home Re 2020-1 Ltd.		251,387
Home Re 2021-1 Ltd.		398,848
Home Re 2021-2 Ltd.		398,429
December 31, 2020		
Home Re 2018-1 Ltd.	$	218,343
Home Re 2019-1 Ltd.		208,146
Home Re 2020-1 Ltd.		412,917

The reinsurance trust agreements provide that the trust assets may generally only be invested in certain money market funds that (1) invest at least 99.5% of their total assets in cash or direct U.S. federal government obligations, such as U.S. Treasury bills, as well as other short-term securities backed by the full faith and credit of the U.S. federal government or issued by an agency of the U.S. federal government, (2) have a principal stability fund rating of "AAAm" by S&P or a money market fund rating of "Aaa-mf" by Moody's as of the Closing Date and thereafter maintain any rating with either S&P or Moody's, and (3) are permitted investments under the applicable credit for reinsurance laws and applicable PMIERs credit for reinsurance requirements.

The total calculated PMIERs credit for risk ceded under our XOL Transactions is generally based on the PMIERs requirement of the covered policies and the attachment and detachment points of the coverage, all of which fluctuate over time. (see Note 1 - "Nature of Business" and Note 2 - "Basis of Presentation").

NOTE 10 Other Comprehensive Income (Loss)

The pretax components of our other comprehensive income (loss) and related income tax benefit (expense) for the years ended December 31, 2022, 2021 and 2020 are included in table 10.1 below.

Components of other comprehensive income (loss)

Table 10.1

(In thousands)	**2022**	2021	2020
Net unrealized investment (losses) gains arising during the period	**$ (707,005)**	$ (154,555)	$ 169,135
Income tax benefit (expense)	**148,471**	32,456	(35,519)
Net of taxes	**(558,534)**	(122,099)	133,616
Net changes in benefit plan assets and obligations	**(54,017)**	31,613	13,288
Income tax benefit (expense)	**11,343**	(6,638)	(2,791)
Net of taxes	**(42,674)**	24,975	10,497
Total other comprehensive income (loss)	**(761,022)**	(122,942)	182,423
Total income tax benefit (expense)	**159,814**	25,818	(38,310)
Total other comprehensive income (loss), net of tax	**$ (601,208)**	$ (97,124)	$ 144,113

The pretax and related income tax benefit (expense) components of the amounts reclassified from our accumulated other comprehensive income (loss) ("AOCI") to our consolidated statements of operations for the years ended December 31, 2022, 2021 and 2020 are included in table 10.2 below.

Reclassifications from Accumulated Other Comprehensive Income (Loss)

Table 10.2

(In thousands)	**2022**	2021	2020
Reclassification adjustment for net realized (losses) gains [(1)]	**$ (9,860)**	$ 10,455	$ 13,862
Income tax benefit (expense)	**2,070**	(2,195)	(2,912)
Net of taxes	**(7,790)**	8,260	10,950
Reclassification adjustment related to benefit plan assets and obligations [(2)]	**(16,750)**	(9,779)	(15,968)
Income tax benefit (expense)	**3,518**	2,053	3,353
Net of taxes	**(13,232)**	(7,726)	(12,615)
Total reclassifications	**(26,610)**	676	(2,106)
Income tax benefit (expense)	**5,588**	(142)	441
Total reclassifications, net of tax	**$ (21,022)**	$ 534	$ (1,665)

(1) (Decreases) increases Net gains (losses) on investments and other financial instruments on the consolidated statements of operations.

(2) Decreases (increases) Other underwriting and operating expenses, net on the consolidated statements of operations.

A roll-forward of AOCI for the years ended December 31, 2022, 2021, and 2020, including amounts reclassified from AOCI, is included in table 10.3 below.

Roll-forward of Accumulated Other Comprehensive Income (Loss)

Table 10.3

(In thousands)	Net unrealized gains and losses on available-for-sale securities	Net benefit plan assets and obligations recognized in shareholders' equity	Total AOCI
Balance, December 31, 2019, net of tax	**$ 138,521**	$ (65,813)	$ 72,708
Other comprehensive income (loss) before reclassifications	**144,566**	(2,118)	142,448
Less: Amounts reclassified from AOCI	**10,950**	(12,615)	(1,665)
Balance, December 31, 2020, net of tax	**272,137**	(55,316)	216,821
Other comprehensive income (loss) before reclassifications	**(113,839)**	17,249	(96,590)
Less: Amounts reclassified from AOCI	**8,260**	(7,726)	534
Balance, December 31, 2021, net of tax	**150,038**	(30,341)	119,697
Other comprehensive income (loss) before reclassifications	**(566,324)**	(55,906)	(622,230)
Less: Amounts reclassified from AOCI	**(7,790)**	(13,232)	(21,022)
Balance, December 31, 2022, net of tax	**$ (408,496)**	$ (73,015)	$ (481,511)

NOTE 11 Benefit Plans

We have a non-contributory defined benefit pension plan covering substantially all employees, as well as a supplemental executive retirement plan. Effective January 1, 2023, these plans are frozen (no future benefits will be accrued for participants due to employment and no new participants will be added). Participants in these plans are fully vested in their benefits as of December 31, 2022. We also offer both medical and dental benefits for retired domestic employees, and their eligible spouses and dependents under a postretirement benefit plan. The following tables 11.1, 11.2, and 11.3 provide the components of aggregate annual net periodic benefit cost for each of the years ended December 31, 2022, 2021, and 2020 and changes in the benefit obligation and the funded status of the pension, supplemental executive retirement and other postretirement benefit plans as recognized in the consolidated balance sheets as of December 31, 2022 and 2021.

Components of net periodic benefit cost

Table 11.1

	Pension and Supplemental Executive Retirement Plans			Other Postretirement Benefits		
(In thousands)	**12/31/2022**	12/31/2021	12/31/2020	**12/31/2022**	12/31/2021	12/31/2020
Company Service Cost	**$ 7,153**	$ 7,569	$ 7,342	**$ 1,307**	$ 1,508	$ 1,263
Interest Cost	**12,461**	11,276	13,036	**694**	648	832
Expected Return on Assets	**(18,064)**	(20,657)	(22,139)	**(10,502)**	(8,863)	(7,407)
Amortization of:						
Net Transition Obligation/(Asset)	**—**	—	—	**—**	—	—
Net Prior Service Cost/(Credit)	**(163)**	(239)	(247)	**489**	213	51
Net Losses/(Gains)	**5,726**	5,490	6,578	**(3,103)**	(1,697)	(783)
Cost of Settlements and Curtailments	**13,801**	6,012	10,369	**—**	—	—
Net Periodic Benefit Cost	**$ 20,914**	$ 9,451	$ 14,939	**$ (11,115)**	$ (8,191)	$ (6,044)

Development of funded status

Table 11.2

	Pension and Supplemental Executive Retirement Plans		Other Postretirement Benefits	
(In thousands)	**12/31/2022**	12/31/2021	**12/31/2022**	12/31/2021
Actuarial Value of Benefit Obligations				
Measurement Date	**12/31/2022**	12/31/2021	**12/31/2022**	12/31/2021
Accumulated Benefit Obligation	**$ 274,975**	$ 390,747	**$ 29,580**	$ 25,635
Funded Status/Asset (Liability) on the Consolidated Balance Sheet				
Benefit Obligation	**$ (274,975)**	$ (391,698)	**$ (29,580)**	$ (25,635)
Plan Assets at Fair Value	**250,674**	391,555	**111,154**	140,839
Funded Status - Overfunded/Asset	**N/A**	N/A	**$ 81,574**	$ 115,204
Funded Status - Underfunded/Liability	**(24,301)**	(143)	**N/A**	N/A

Accumulated other comprehensive (income) loss

Table 11.3

	Pension and Supplemental Executive Retirement Plans		Other Postretirement Benefits	
(In thousands)	**12/31/2022**	12/31/2021	**12/31/2022**	12/31/2021
Net Actuarial (Gain)/Loss	**$ 89,711**	$ 84,045	**$ (13,781)**	$ (47,352)
Net Prior Service Cost/(Credit)	**3,245**	(747)	**13,249**	2,461
Net Transition Obligation/(Asset)	**—**	—	**—**	—
Total at Year End	**$ 92,956**	$ 83,298	**$ (532)**	$ (44,891)

The amortization of gains and losses resulting from differences in actual experience from assumed experience or changes in assumptions including discount rates is included as a component of Net Periodic Benefit Cost/(Income) for the year. The gain or loss in excess of a 10% corridor is amortized by the average remaining life expectancy for the pension and supplemental executive retirement plans and by the average remaining service period of participating employees expected to receive benefits under the other postretirement benefits plan.

Table 11.4 shows the changes in the projected benefit obligation for the years ended December 31, 2022 and 2021.

Change in projected benefit / accumulated benefit

Table 11.4

	Pension and Supplemental Executive Retirement Plans		Other Postretirement Benefits	
(In thousands)	**12/31/2022**	12/31/2021	**12/31/2022**	12/31/2021
Benefit Obligation at Beginning of Year	**$ 391,698**	$ 423,713	**$ 25,635**	$ 28,714
Company Service Cost	**7,153**	7,569	**1,307**	1,508
Interest Cost	**12,461**	11,276	**694**	648
Plan Participants' Contributions	**—**	—	**463**	456
Net Actuarial (Gain)/Loss	**(83,240)**	(10,018)	**(8,123)**	(3,574)
Benefit Payments from Fund	**(13,165)**	(12,866)	**(1,504)**	(1,963)
Benefit Payments Paid Directly by Company	**(114)**	(362)	**—**	—
Plan Amendments	**3,247**	2	**11,278**	—
Curtailments	**(352)**	—	**—**	—
Settlement Payments from Fund [1]	**(42,713)**	(27,616)	**—**	—
Other Adjustment	**—**	—	**(170)**	(154)
Benefit Obligation at End of Year	**$ 274,975**	$ 391,698	**$ 29,580**	$ 25,635

[1] Represents lump sum payments from our pension plan to eligible participants, who were former employees with vested benefits.

The actuarial gains for 2022 and 2021, reported above, for the pension and supplemental executive retirement plans and the other postretirement benefits plan were primarily due to an increase in the discount rate used to calculate the obligations. The discount rate increased to 5.60% at December 31, 2022 from 3.05% at December 31, 2021. See Table 11.7 for the actuarial assumptions used to calculate the benefit obligations of our plans for 2022 and 2021.

Tables 11.5 and 11.6 shows the changes in the fair value of the net assets available for plan benefits and changes in other comprehensive income (loss) for the years ended December 31, 2022 and 2021.

Change in plan assets

Table 11.5

	Pension and Supplemental Executive Retirement Plans		Other Postretirement Benefits	
(In thousands)	**12/31/2022**	12/31/2021	**12/31/2022**	12/31/2021
Fair Value of Plan Assets at Beginning of Year	**$ 391,555**	$ 411,245	**$ 140,839**	$ 119,024
Actual Return on Assets	**(91,303)**	13,992	**(28,088)**	23,773
Company Contributions	**6,414**	7,162	**—**	—
Plan Participants' Contributions	**—**	—	**463**	456
Benefit Payments from Fund	**(13,165)**	(12,866)	**(1,504)**	(1,963)
Benefit Payments Paid Directly by Company	**(114)**	(362)	**—**	—
Settlement Payments from Fund	**(42,713)**	(27,616)	**—**	—
Other Adjustment	**—**	—	**(556)**	(451)
Fair Value of Plan Assets at End of Year	**$ 250,674**	$ 391,555	**$ 111,154**	$ 140,839

Change in accumulated other comprehensive income (loss) ("AOCI")

Table 11.6

	Pension and Supplemental Executive Retirement Plans		Other Postretirement Benefits	
(In thousands)	**12/31/2022**	12/31/2021	**12/31/2022**	12/31/2021
AOCI in Prior Year	**$ 83,298**	$ 97,911	**$ (44,891)**	$ (27,892)
Increase/(Decrease) in AOCI				
Recognized during year - Prior Service (Cost)/Credit	**745**	239	**(489)**	(213)
Recognized during year - Net Actuarial (Losses)/Gains	**(20,109)**	(11,502)	**3,103**	1,697
Occurring during year - Prior Service Cost	**3,247**	2	**11,277**	—
Occurring during year - Net Actuarial Losses/(Gains)	**25,775**	(3,352)	**30,468**	(18,483)
AOCI in Current Year	**$ 92,956**	$ 83,298	**$ (532)**	$ (44,891)

The projected benefit obligations, net periodic benefit costs and accumulated postretirement benefit obligation for the plans were determined using the following weighted average assumptions.

Actuarial assumptions

Table 11.7

	Pension and Supplemental Executive Retirement Plans		Other Postretirement Benefits	
	12/31/2022	12/31/2021	**12/31/2022**	12/31/2021
Weighted-Average Assumptions Used to Determine				
Benefit Obligations at year end				
1. Discount Rate	**5.60 %**	3.05 %	**5.60 %**	2.85 %
2. Rate of Compensation Increase	**3.00 %**	3.00 %	**N/A**	N/A
3. Cash balance interest crediting rate	**3.97 %**	2.80 %	**N/A**	N/A
Weighted-Average Assumptions Used to Determine				
Net Periodic Benefit Cost for Year				
1. Discount Rate	**3.70 %**	2.80 %	**2.85 %**	2.35 %
2. Expected Long-term Return on Plan Assets	**5.25 %**	5.25 %	**7.50 %**	7.50 %
3. Rate of Compensation Increase	**3.00 %**	3.00 %	**N/A**	N/A
Assumed Health Care Cost Trend Rates at year end				
1. Health Care Cost Trend Rate Assumed for Next Year	**N/A**	N/A	**7.00 %**	6.50 %
2. Rate to Which the Cost Trend Rate is Assumed to Decline (Ultimate Trend Rate)	**N/A**	N/A	**5.00 %**	5.00 %
3. Year That the Rate Reaches the Ultimate Trend Rate	**N/A**	N/A	**2031**	2028

In selecting a discount rate, we performed a hypothetical cash flow bond matching exercise, matching our expected pension plan and postretirement medical plan cash flows, respectively, against a selected portfolio of high quality corporate bonds. The modeling was performed using a bond portfolio of noncallable bonds with at least $50 million outstanding. The average yield of these hypothetical bond portfolios was used as the benchmark for determining the discount rate. In selecting the expected long-term rate of return on assets, we considered the average rate of earnings expected on the classes of funds invested or to be invested to provide for the benefits of these plans. This included considering the trusts' targeted asset allocation for the year and the expected returns likely to be earned over the next 20 years.

The year-end asset allocations of the plans are shown in table 11.8 below.

Plan assets

Table 11.8

	Pension Plan		Other Postretirement Benefits	
	12/31/2022	12/31/2021	**12/31/2022**	12/31/2021
Equity Securities	**20 %**	21 %	**100 %**	100 %
Debt Securities	**80 %**	79 %	**— %**	— %
Total	**100 %**	100 %	**100 %**	100 %

Fair value is disclosed using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as described in Note 6 - "Fair Value Measurements".

The following describes the valuation methodologies used for pension plan and other postretirement benefits plan assets at fair value.

- Domestic Mutual Funds: Securities are priced at the net asset value ("NAV"), which is the closing price published by the mutual fund on the reporting date. These financial assets are categorized as Level 1 in the fair value hierarchy.
- U.S. Government Securities: See Note 6 - "Fair Value Measurements" for a discussion of the valuation methodologies for U.S. Treasury Securities and Obligations of U.S. Government Corporations and Agencies.
- Corporate Debt: See Note 6 - "Fair Value Measurements" for a discussion of the valuation methodologies for Corporate Debt.
- Foreign Debt: These financial assets are represented by corporate debt securities issued by entities domiciled outside of the United States. See Note 6 - "Fair Value Measurements" for a discussion of the valuation methodologies for Corporate Debt.
- Municipal Bonds: See Note 6 - "Fair Value Measurements" for a discussion of the valuation methodologies for Obligations of U.S. States & Political Subdivisions.

- Pooled Equity Accounts: Pooled Equity Account assets are represented by the units held by the plan. The redemption value is determined based on the NAV of the underlying units. The NAV is derived from the aggregate fair value of the underlying investments less any liabilities as of the reporting date. These financial assets are categorized as Level 2 in the fair value hierarchy.

Tables 11.9a and 11.9b set forth by level, within the fair value hierarchy, the pension plan assets and related accrued investment income at fair value as of December 31, 2022 and 2021. There were no securities that used Level 3 inputs.

Pension plan assets at fair value as of December 31, 2022

Table 11.9a

(In thousands)		**Level 1**		**Level 2**		**Total**
Domestic mutual funds	**$**	**67**	**$**	**—**	**$**	**67**
U.S. government securities		**13,328**		**—**		**13,328**
Corporate debt securities						
Corporate debt securities and other		**—**		**146,854**		**146,854**
Non-government foreign debt securities		**—**		**20,793**		**20,793**
Municipal bonds		**—**		**18,336**		**18,336**
Pooled equity accounts		**—**		**51,296**		**51,296**
Total Assets at fair value	**$**	**13,395**	**$**	**237,279**	**$**	**250,674**

Pension plan assets at fair value as of December 31, 2021

Table 11.9b

(In thousands)		Level 1		Level 2		Total
Domestic mutual funds	$	4,071	$	—	$	4,071
U.S. government securities		32,947		—		32,947
Corporate debt Securities						
Corporate debt securities and other		—		221,033		221,033
Non-government foreign debt securities		—		34,103		34,103
Municipal bonds		—		20,093		20,093
Pooled equity accounts		—		79,308		79,308
Total Assets at fair value	$	37,018	$	354,537	$	391,555

The pension plan has implemented a strategy to reduce risk through the use of a targeted funded ratio. The liability driven component is key to the asset allocation. The liability driven component seeks to align the duration of the fixed income asset allocation with the expected duration of the plan liabilities or benefit payments. Overall asset allocation is dynamic and specifies target allocation weights and ranges based on the funded status.

An improvement in funded status results in the de-risking of the portfolio, allocating more funds to fixed income and less to equity. A decline in funded status would result in a higher allocation to equity. The maximum equity allocation is 40%.

The equity investments use combinations of mutual funds, ETFs, and pooled equity account structures focused on the following strategies:

Strategy	Objective	Investment types
Return seeking growth	Funded ratio improvement over the long term	• Global quality growth • Global low volatility
Return seeking bridge	Downside protection in the event of a declining equity market	• Enduring asset • Durable company

The fixed income objective is to preserve capital and to provide monthly cash flows for the payment of plan liabilities. Fixed income investments can include government, government agency, corporate, mortgage-backed, asset-backed, and municipal securities, and other classes of bonds. The duration of the fixed income portfolio has an objective of being within one year of the duration of the accumulated benefit obligation. The fixed income investments have an objective of a weighted average credit of A3/A-/A- by Moody's, S&P, and Fitch, respectively.

Tables 11.10a and 11.10b set forth the other postretirement benefits plan assets at fair value as of December 31, 2022 and 2021. All are Level 1 assets.

Other postretirement benefits plan assets at fair value as of December 31, 2022

Table 11.10a

(In thousands)		**Level 1**
Domestic Mutual Funds	**$**	**89,584**
International Mutual Funds		**21,570**
Total Assets at fair value	**$**	**111,154**

Other postretirement benefits plan assets at fair value as of December 31, 2021

Table 11.10b

(In thousands)		Level 1
Domestic Mutual Funds	$	112,770
International Mutual Funds		28,069
Total Assets at fair value	$	140,839

Our postretirement plan portfolio is designed to achieve the following objectives over each market cycle and for at least 5 years:

è Total return should exceed growth in the Consumer Price Index by 5.75% annually

è Achieve competitive investment results

The primary focus in developing asset allocation ranges for the portfolio is the assessment of the portfolio's investment objectives and the level of risk that is acceptable to obtain those objectives. To achieve these objectives the minimum and maximum allocation ranges for fixed income securities and equity securities are:

	Minimum	Maximum
Equities (long only)	70 %	100 %
Real estate	0 %	15 %
Commodities	0 %	10 %
Fixed income/Cash	0 %	10 %

Given the long term nature of this portfolio and the lack of any immediate need for significant cash flow, it is anticipated that the equity investments will consist of growth stocks and will typically be at the higher end of the allocation ranges above.

Investment in international mutual funds is limited to a maximum of 30% of the equity range. The allocation as of December 31, 2022 included 2% that was primarily invested in equity securities of emerging market countries and another 17% was invested in securities of companies primarily based in Europe and the Pacific Basin.

For the year ended December 31, 2022, we contributed $6.4 million to the pension and supplemental executive retirement plans. We do not expect to make a contribution to the pension plan in 2023 and distributions from the supplemental executive retirement plan will be funded as incurred. We did not make a contribution to the other postretirement benefits plan in 2022 and we do not expect to make a contribution in 2023.

Expected future benefit payments from the plans are shown in Table 11.12 below.

Expected future benefit payments

Table 11.12

	Pension and Supplemental Executive Retirement Plans	Other Postretirement Benefits
(In thousands)	**12/31/2022**	**12/31/2022**
Current + 1	**23,966**	**2,211**
Current + 2	**23,309**	**2,476**
Current + 3	**23,104**	**2,780**
Current + 4	**23,363**	**2,886**
Current + 5	**23,194**	**2,929**
Current + 6 - 10	**102,588**	**16,102**

PROFIT SHARING AND 401(K)

We have a profit sharing and 401(k) savings plan for employees. At the discretion of the Board of Directors, we may make a contribution to the plan of up to 5% of each participant's eligible compensation. We provide a matching 401(k) savings contribution for employees of 100% up to the first 4% contributed. We recognized expenses related to these plans of $7.6 million in 2022 and $8.0 million in both 2021 and 2020. Effective January 1, 2023, we will provide a matching 401(k) savings contribution for employees of 200% up to the first 2% contributed and 100% of the next 2% contributed.

NOTE 12 Income Taxes

Net deferred tax assets (liabilities) as reported on the consolidated balance sheet as of December 31, 2022 and 2021 are shown in table 12.1 below. At December 31, 2021 the deferred tax liability is included as a component of Other liabilities on the consolidated balance sheet.

Deferred tax assets and liabilities

Table 12.1

(In thousands)	**2022**	2021
Total deferred tax assets	**$ 144,819**	$ 32,331
Total deferred tax liabilities	**(20,050)**	(71,743)
Net deferred tax asset (liability)	**$ 124,769**	$ (39,412)

Table 12.2 includes the components of the net deferred tax asset (liability) as of December 31, 2022 and 2021.

Deferred tax components

Table 12.2

(In thousands)	**2022**	2021
Unearned premium reserves	**$ 16,209**	$ 19,116
Benefit plans	**(9,444)**	(21,360)
Loss reserves	**1,785**	4,034
Unrealized depreciation (appreciation) in investments	**108,588**	(39,883)
Deferred policy acquisition cost	**(4,003)**	(4,551)
Deferred compensation	**6,806**	6,118
Research and experimental costs	**9,719**	—
Other, net	**(4,891)**	(2,886)
Net deferred tax asset (liability)	**$ 124,769**	$ (39,412)

We believe that all gross deferred tax assets at December 31, 2022 and 2021 are fully realizable and no valuation allowance has been established.

Table 12.3 summarizes the components of the provision for income taxes:

Provision for (benefit from) income taxes

Table 12.3

(In thousands)	**2022**	2021	2020
Current federal	**$ 228,259**	$ 161,055	$ 85,574
Deferred federal	**(5,235)**	4,392	28,244
Other	**1,661**	1,347	(648)
Provision for income taxes	**$ 224,685**	$ 166,794	$ 113,170

Current federal income tax payments were $236.5 million, $155.3 million, and $79.6 million in 2022, 2021 and 2020, respectively. At December 31, 2022 we owned $661.7 million of tax and loss bonds.

Table 12.4 reconciles the federal statutory income tax rate to our effective tax provision rate.

Effective tax rate reconciliation

Table 12.4

	2022	2021	2020
Federal statutory income tax rate	**21.0 %**	21.0 %	21.0 %
Tax exempt municipal bond interest	**(0.5)%**	(0.6)%	(0.9)%
Other, net	**0.1 %**	0.4 %	0.1 %
Effective tax rate	**20.6 %**	20.8 %	20.2 %

We have not recorded any uncertain tax positions during 2022 and 2021 and have no unrecognized tax benefits at December 31, 2022 and December 31, 2021. We recognize interest accrued and penalties related to unrecognized tax benefits in income taxes. The statute of limitations related to the consolidated federal income tax return is closed for all years prior to 2019.

NOTE 13 Shareholders' Equity

CHANGE IN ACCOUNTING POLICY

As of January 1, 2021, we adopted the updated guidance for "A*ccounting for Convertible Instruments and Contracts in an Entity's Own Equity".* The application of this guidance resulted in a $68.3 million cumulative effect adjustment to our 2021 beginning retained earnings and paid-in capital to reflect the 9% Debenture as if we had always accounted for the debt as a liability in its entirety.

SHARE REPURCHASE PROGRAMS

Repurchases may be made from time to time on the open market (including through 10b5-1 plans) or through privately negotiated transactions. In 2022, we repurchased approximately 27.8 million shares of our common stock at a weighted average cost per share of $13.89, which included commissions. We may repurchase up to an additional $114 million of our common stock through the end of 2023 under a share repurchase program approved by our Board of Directors in October 2021. In 2023, through February 17, we repurchased approximately 3.1 million shares of our common stock at a weighted average cost per share of $13.65, which included commissions.

In 2021, we repurchased approximately 19.0 million shares of our common stock at a weighted average cost per share of $15.30, which included commissions.

During 2020, we repurchased approximately 9.6 million shares of our common stock at a weighted average cost per share of $12.47, which included commissions.

CASH DIVIDENDS

In the first and second quarters of 2022, we paid quarterly cash dividends of $0.08 per share to shareholders which totaled $51.0 million. In the third and fourth quarters of 2022, we paid quarterly cash dividends of $0.10 per share which totaled $60.7 million. On January 24, 2023, the Board of Directors declared a quarterly cash dividend to holders of the company's common stock of $0.10 per share payable on March 2, 2023, to shareholders of record at the close of business on February 17, 2023.

NOTE 14 Statutory Information

STATUTORY ACCOUNTING PRINCIPLES

The statutory financial statements of our insurance companies are presented on the basis of accounting principles prescribed, or practices permitted, by the Office of the Commissioner of Insurance of the State of Wisconsin (the "OCI"), which has adopted the National Association of Insurance Commissioners ("NAIC") Statements of Statutory Accounting Principles ("SSAP") as the basis of its statutory accounting principles. In converting from statutory to GAAP, typical adjustments include deferral of policy acquisition costs, the inclusion of net unrealized holding gains or losses in shareholders' equity relating to fixed income securities, and the inclusion of statutory non-admitted assets.

In addition to the typical adjustments from statutory to GAAP, mortgage insurance companies are required to maintain contingency loss reserves equal to 50% of premiums earned under SSAP and principles prescribed by the OCI. Such amounts cannot be withdrawn for a period of ten years except as permitted by insurance regulations. With regulatory approval, a mortgage guaranty insurance company may make early withdrawals from the contingency reserve when incurred losses exceed 35% of premiums earned in a calendar year. For the year ended 2022, MGIC did not withdraw amounts from its contingency reserve. Changes in contingency loss reserves impact the statutory statement of operations. Contingency loss reserves are not reflected as liabilities under GAAP and changes in contingency loss reserves do not impact the GAAP statements of operations.

As a mortgage guaranty insurer, we are eligible for a tax deduction, subject to certain limitations, under Section 832(e) of the IRC for amounts required by state law or regulation to be set aside in statutory contingency reserves. The deduction is allowed only to the extent that we purchase tax and loss bonds ("T&L Bonds") in an amount equal to the tax benefit derived from deducting any portion of our statutory contingency reserves. Under statutory accounting practices, purchases of T&L Bonds are accounted for as investments. Under GAAP, purchases of T&L Bonds are accounted for as a payment of current taxes.

The OCI recognizes only statutory accounting principles prescribed, or practices permitted, by the State of Wisconsin for determining and reporting the financial condition and results of operations of an insurance company. The OCI has adopted certain prescribed accounting practices that differ from those found in other states. Specifically, Wisconsin domiciled companies record changes in the contingency loss reserves through the income statement as a change in underwriting deduction. As a result, in periods in which MGIC is increasing contingency loss reserves, statutory net income is reduced.

The statutory net income, policyholders’ surplus, and contingency reserve liability of our insurance subsidiaries, including MGIC, are shown in table 14.1.

Statutory financial information of insurance subsidiaries

Table 14.1

	As of and for the Years Ended December 31,		
(In thousands)	**2022**	2021	2020
Statutory net income	**$ 440,944**	$ 295,811	$ 65,201
Statutory policyholders' surplus	**924,977**	1,220,714	1,339,509
Contingency reserve	**4,669,724**	4,126,604	3,585,864

The decrease in statutory policyholders' surplus from December 31, 2021 to December 31, 2022 is primarily due to dividend payments to the parent company (discussed below), offset by statutory net income.

For the years ended December 31, 2022, 2021, and 2020 there were no contributions made to MGIC or distributions from other insurance subsidiaries to us. Dividends paid by MGIC are shown in table 14.2 below.

Surplus contributions and dividends of insurance subsidiaries

Table 14.2

	Years Ended December 31,		
(In thousands)	**2022**	2021	2020
Dividends paid by MGIC to the parent company [1]	**$ 800,000**	400,000	390,000

[1] Dividends paid in cash and/or investment securities. Also, in 2021 MGIC distributed to the holding company, as a dividend, its investment in MGIC Credit Assurance Corporation at an amount of $8.9 million. In 2020, MGIC distributed to the holding company, as a dividend, its ownership in the 9% Debentures held at an amortized cost of $139.5 million.

STATUTORY CAPITAL REQUIREMENTS

The insurance laws of 16 jurisdictions, including Wisconsin, our domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to the RIF (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the “State Capital Requirements” and, together with the GSE Financial Requirements, the “Financial Requirements.” While they vary among jurisdictions, the most common State Capital Requirements allow for a maximum risk-to-capital ratio of 25 to 1. A risk-to-capital ratio will increase if (i) the percentage decrease in capital exceeds the percentage decrease in insured risk, or (ii) the percentage increase in capital is less than the percentage increase in insured risk. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires a minimum policyholder position ("MPP"). MGIC's “policyholder position” includes its net worth or surplus, and its contingency loss reserve.

At December 31, 2022, MGIC’s risk-to-capital ratio was 10.2 to 1, below the maximum allowed by the jurisdictions with State Capital Requirements and its policyholder position was $3.5 billion above the required MPP of $2.1 billion. The calculation of our risk-to-capital ratio and MPP reflect credit for the risk ceded under our reinsurance transactions. It is possible that under the revised State Capital Requirements discussed below, MGIC will not be allowed full credit for the risk ceded to the reinsurers. If MGIC is not allowed an agreed level of credit under either the State Capital Requirements or the financial requirements of the PMIERs, MGIC may terminate the reinsurance agreements, without penalty. At this time, we expect MGIC to continue to comply with the current State Capital Requirements; however, you should read the rest of these financial statement footnotes for information about matters that could negatively affect such compliance.

The NAIC previously announced plans to revise the State Capital Requirements that are provided for in its Mortgage Guaranty Insurance Model Act. In December 2019, a working group of state regulators released an exposure draft of a revised Mortgage Guaranty Insurance Model Act and a risk-based capital framework to establish capital requirements for mortgage insurers, although certain items were not completely addressed by the framework, including the treatment of ceded risk and minimum capital floors. In October 2022, the NAIC working group released a revised exposure draft of the Mortgage Guaranty Insurance Model Act that does not include changes to the capital requirements of the existing Model Act.

DIVIDEND RESTRICTIONS

MGIC is subject to statutory regulations as to payment of dividends. The maximum amount of dividends that MGIC may pay in any twelve-month period without regulatory approval by the OCI is the lesser of adjusted statutory net income or 10% of statutory policyholders' surplus as of the preceding calendar year end. Adjusted statutory net income is defined for this purpose to be the greater of statutory net income, net of realized investment gains, for the calendar year preceding the date of the dividend or statutory net income, net of realized investment gains, for the three calendar years preceding the date of the dividend less dividends paid within the first two of the preceding three calendar years. The maximum dividend that could be paid is reduced by dividends paid in the twelve months preceding the dividend payment date. Before making any dividend payments in 2023, we will notify the OCI to ensure it does not object.

NOTE 15 Share-based Compensation Plans

We have certain share-based compensation plans. Under the fair value method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period which generally corresponds to the vesting period. Awards under our plans generally vest over periods ranging from one to three years, although awards to our non-employee directors vest immediately.

We have an omnibus incentive plan that was adopted on April 23, 2020. When the 2020 plan was adopted, no further awards could be made under our previous 2015 plan. The purpose of the 2020 plan is to motivate and incentivize performance by, and to retain the services of, key employees and non-employee directors through receipt of equity-based and other incentive awards under the plan. Awards issued under the plan that are subsequently forfeited will not count against the limit on the maximum number of shares that may be issued under the plan. The 2020 plan provides for the award of stock options, stock appreciation rights, restricted stock and restricted stock units, as well as cash incentive awards. No awards may be granted after April 23, 2030 under the 2020 plan. The vesting provisions of options, restricted stock and restricted stock units are determined at the time of grant. At December 31, 2022, 6.9 million shares were available for future grant under the 2020 plan.

The compensation cost that has been charged against income for share-based plans was $24.7 million, $17.1 million, and $13.8 million for the years ended December 31, 2022, 2021 and 2020, respectively. The related income tax benefit recognized for share-based plans was $2.1 million, $1.8 million, and $1.7 million for the years ended December 31, 2022, 2021, and 2020, respectively. Table 15.1 summarizes restricted stock or restricted stock unit (collectively called “restricted stock”) activity during 2022.

Restricted stock

Table 15.1

	Weighted Average Grant Date Fair Market Value		Shares
Restricted stock outstanding at December 31, 2021	$	12.88	4,146,088
Granted [(1)]		15.45	1,273,979
Vested		12.35	(1,549,098)
Forfeited		13.00	(294,290)
Restricted stock outstanding at December 31, 2022	**$**	**14.02**	**3,576,679**

(1) Approximately 67% of the shares granted in 2022 are subject to performance conditions under which the target number of shares granted may vest up to 200%.

At December 31, 2022, the 3.6 million shares of restricted stock outstanding consisted of 2.8 million shares that are subject to performance conditions (“performance shares”), 0.7 million shares that are subject only to service conditions (“time vested shares”), and 0.1 million shares related to non-employee director shares. The weighted-average grant date fair value of restricted stock granted during 2021 and 2020 was $12.83 and $13.62, respectively. The fair value of restricted stock granted is the closing price of the common stock on the New York Stock Exchange on the date of grant or previous trading day if the Exchange is closed on the date of grant. The total fair value of restricted stock vested during 2022, 2021 and 2020 was $23.3 million, $15.1 million, and $20.4 million, respectively.

As of December 31, 2022, there was $17.0 million of total unrecognized compensation cost related to non-vested share-based compensation agreements granted under the plans. Of this total, $12.3 million of unrecognized compensation costs relate to performance shares and $4.7 million relates to time vested shares. A portion of the unrecognized costs associated with the performance shares may or may not be recognized in future periods, depending upon whether or not the performance and service conditions are met. The cost associated with the time vested shares is expected to be recognized over a weighted-average period of 1.6 years.

NOTE 16 Leases

We lease data processing equipment and autos under operating leases that expire during the next four years. Generally, rental payments are fixed.

Table 16.1 shows minimum the future operating lease payments as of December 31, 2022.

Minimum future operating lease payments

Table 16.1

(In thousands)		Amount
2023	$	**908**
2024		**831**
2025		**667**
2026		**152**
2027 and thereafter		**—**
Total	**$**	**2,558**

Total lease expense under operating leases was $1.2 million in 2022, $1.3 million in 2021, and $1.9 million in 2020.

NOTE 17 Litigation and Contingencies

Before paying an insurance claim, generally we review the loan and servicing files to determine the appropriateness of the claim amount. When reviewing the files, we may determine that we have the right to rescind coverage or deny a claim on the loan (both referred to herein as “rescissions”). In addition, our insurance policies generally provide that we can reduce a claim if the servicer did not comply with its obligations under our insurance policy (such reduction referred to as a "curtailment").

When the insured disputes our right to rescind coverage or curtail claims, we generally engage in discussions in an attempt to settle the dispute. If we are unable to reach a settlement, the outcome of a dispute ultimately may be determined by legal proceedings. Under ASC 450-20, until a loss associated with settlement discussions or legal proceedings becomes probable and can be reasonably estimated, we consider our claim payment or rescission resolved for financial reporting purposes and do not accrue an estimated loss. When we determine that a loss is probable and can be reasonably estimated, we record our best estimate of our probable loss. In those cases, until settlement negotiations or legal proceedings are concluded (including the receipt of any necessary GSE approvals), it is possible that we will record an additional loss.

We have been named as a third-party defendant in a lawsuit that involves refunds of mortgage insurance premiums under the Homeowners Protection Act. We are monitoring litigation addressing similar issues in which we have not been named a defendant. We are unable to assess the potential impact of any such litigation at this time. In addition, from time to time, we are involved in other disputes and legal proceedings in the ordinary course of business. In our opinion, based on the facts known at this time, the ultimate resolution of these ordinary course disputes and legal proceedings will not have a material adverse effect on our financial position or results of operations.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of MGIC Investment Corporation

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of MGIC Investment Corporation and its subsidiaries (the "Company") as of December 31, 2022 and 2021, and the related consolidated statements of operations, of comprehensive income (loss), of shareholders' equity and of cash flows for each of the three years in the period ended December 31, 2022, including the related notes and financial statement schedules listed in the index appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Loss Reserves – Primary Case Reserves

As described in Notes 3 and 8 to the consolidated financial statements, the Company establishes case reserves for estimated insurance losses when notices of delinquency on insured mortgage loans are received. As of December 31, 2022, the Company's recorded loss reserves were $558 million. A significant portion of total loss reserves relate to primary case reserves established for the Company's primary insurance business. Case reserves are established by estimating the

number of loans in the delinquency inventory that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim severity. The Company's case reserve estimates are primarily established based upon historical experience, including rescissions of policies, curtailments of claims, and loan modification activity. The conditions that affect the claim rate and claim severity include the current and future state of the domestic economy, including unemployment and the current and future strength of local housing markets; exposure on insured loans; the amount of time between delinquency and claim filing; and curtailments and rescissions.

The principal considerations for our determination that performing procedures relating to the valuation of loss reserves – primary case reserves is a critical audit matter are (i) the significant judgment by management when developing the estimate of the primary case reserves; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating the audit evidence relating to the claim rate and claim severity significant assumptions; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of loss reserves, including controls over the development of significant assumptions related to the claim rate and claim severity. These procedures also included, among others, the involvement of professionals with specialized skill and knowledge to assist in developing an independent estimate of the primary case reserves and comparing this independent estimate to management's recorded primary case reserves to evaluate the reasonableness of the recorded primary case reserves. Developing the independent estimate involved testing the completeness and accuracy of data provided by management and independently developing assumptions related to the claim rate and claim severity.

/s/ PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
February 22, 2023

We have served as the Company's auditor since 1985, which includes periods before the Company became subject to SEC reporting requirements.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

MANAGEMENT'S CONCLUSION REGARDING THE EFFECTIVENESS OF DISCLOSURE CONTROLS

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended), as of the end of the period covered by this annual report. Based on such evaluation, our principal executive officer and principal financial officer concluded that such controls and procedures were effective as of the end of such period.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)). Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, however, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our internal control over financial reporting using the framework in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2022.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited the consolidated financial statements and effectiveness of internal control over financial reporting as of December 31, 2022, as stated in their report which appears herein.

CHANGES IN INTERNAL CONTROL DURING THE FOURTH QUARTER

There are no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not Applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

This information (other than on the executive officers) will be included in our Proxy Statement for the 2023 Annual Meeting of Shareholders, and is hereby incorporated by reference, provided such Proxy Statement is filed within 120 days after December 31, 2022. If not so filed, such information will be included in an amended Form 10-K filed within such 120 day period. The information on the executive officers appears at the end of Part I of this Form 10-K.

Our Code of Conduct and Ethics is available on our website (http://mtg.mgic.com) under the “Leadership & Governance; Documents” links. Written copies of our Code of Conduct and Ethics are available to any shareholder who submits a written request to our Secretary, addressed to: MGIC Investment Corporation, Secretary, P.O. Box 488, Milwaukee, WI 53201. We intend to disclose on our website any waivers and amendments to our Code of Conduct and Ethics that are required to be disclosed under Item 5.05 of Form 8-K.

Item 11. Executive Compensation

This information will be included in our Proxy Statement for the 2023 Annual Meeting of Shareholders and is hereby incorporated by reference, provided such Proxy Statement is filed within 120 days after December 31, 2022. If not so filed, such information will be included in an amended Form 10-K filed within such 120 day period.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

This information, other than information regarding equity compensation plans required by Item 201(d) of Regulation S-K of the Securities and Exchange Commission which appears below, will be included in our Proxy Statement for the 2023 Annual Meeting of Shareholders, and is hereby incorporated by reference, provided such Proxy Statement is filed within 120 days after December 31, 2022. If not so filed, such information will be included in an amended Form 10-K filed within such 120 day period.

The table below sets forth certain information, as of December 31, 2022, about the number of securities remaining available for future issuance under our equity compensation plans. No options, warrants or rights were outstanding at that date under any compensation plan or individual compensation arrangement with us. We have no compensation plan under which our equity securities may be issued that has not been approved by shareholders. Share units or phantom shares, which have no voting power and can be settled only in cash, are not considered to be equity securities for this purpose.

		Equity compensation plans approved by security holders
(a)	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (1)	3,571,629
(b)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	—
(c)	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Row (a)) (2)	6,935,399

(1) Includes 1,237,367 restricted stock units (RSUs) granted under our 2015 Omnibus Incentive Plan (the “2015 Plan”) for which shares will be issued if certain criteria are met. Of the RSUs granted under the 2015 Plan, 1,130,159 are subject to performance conditions and the remaining RSUs are subject to service conditions. Also includes 2,334,262 RSUs granted under our 2020 Omnibus Incentive Plan for which shares will be issued in the future, provided the service conditions are met. Of the RSUs granted under the 2020 Plan, 1,700,455 are subject to performance conditions, 526,977 subject to service conditions, and the remainder are related to non-employee director restricted stock units.

(2) Reflects shares available for granting. All of these shares are available under our 2020 Plan.

Item 13. Certain Relationships and Related Transactions, and Director Independence

To the extent applicable, this information will be included in our Proxy Statement for the 2023 Annual Meeting of Shareholders, and is hereby incorporated by reference, provided such Proxy Statement is filed within 120 days after December 31, 2022. If not so filed, such information will be included in an amended Form 10-K filed within such 120 day period.

Item 14. Principal Accountant Fees and Services

This information will be included in our Proxy Statement for the 2023 Annual Meeting of Shareholders, and is hereby incorporated by reference, provided such Proxy Statement is filed within 120 days after December 31, 2022. If not so filed, such information will be included in an amended Form 10-K filed within such 120 day period.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)

1 Financial statements. The following financial statements are filed in Item 8 of this annual report:

Consolidated balance sheets at December 31, 2022 and 2021
Consolidated statements of operations for each of the three years in the period ended December 31, 2022
Consolidated statements of comprehensive income for each of the three years in the period ended December 31, 2022
Consolidated statements of shareholders' equity for each of the three years in the period ended December 31, 2022
Consolidated statements of cash flows for each of the three years in the period ended December 31, 2022
Notes to consolidated financial statements
Report of independent registered public accounting firm

2 Financial statement schedules. The following financial statement schedules are filed as part of this Form 10-K and appear immediately following the signature page:

	Page
Schedule I - Summary of investments, other than investments in related parties at December 31, 2022	128
Schedule II - Condensed financial information of Registrant	
Condensed balance sheets at December 31, 2022 and 2021	129
Condensed statements of operations for each of the three years in the period ended December 31, 2022	130
Condensed statements of cash flows for each of the three years in the period ended December 31, 2022	131
Supplementary notes to parent company financial statements	132
Schedule IV – Reinsurance for each of the three years in the period ended December 31, 2022	133

All other schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedules, or because the information required is included in the consolidated financial statements and notes thereto.

3 Exhibits. The accompanying Index to Exhibits is incorporated by reference in answer to this portion of this Item and, except as otherwise indicated in the next sentence, the Exhibits listed in such Index are filed as part of this Form 10-K. Exhibit 32 is not filed as part of this Form 10-K but accompanies this Form 10-K.

INDEX TO EXHIBITS

The agreements included as exhibits to this report are included to provide information regarding their terms and are not intended to provide any other factual or disclosure information about the Company or any of its subsidiaries or the other parties to the agreements. The agreements may contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements provide to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company and its subsidiaries may be found elsewhere in this report and the Company's other public filings, which are available without charge through the SEC's website at http://www.sec.gov or on the Company's website. See Item 1 "Business – Website Address."

		Incorporated by Reference		
Exhibit Number	**Description of Exhibit**	**Form**	**Exhibit(s)**	**Filing Date**
3.1	Articles of Incorporation, as amended.	10-Q	3.1	August 8, 2013
3.2	Amended and Restated Bylaws, as amended.	8-K	3.2	January 27, 2023
4.1	Articles of Incorporation (included within Exhibit 3.1).	10-Q	3.1	August 8, 2013
4.2	Amended and Restated Bylaws (included as Exhibit 3.2).	8-K	3.2	January 27, 2023
4.3	Description of Registrant's Securities †			
4.4	Indenture, dated as of October 15, 2000, between MGIC Investment Corporation and U.S. Bank National Association (as successor to Bank One Trust Company, National Association), as Trustee [File 001-10816]	8-K	4.1	October 19, 2000
4.6	Indenture, dated as of March 28, 2008, between U.S. Bank National Association, as trustee, and MGIC Investment Corporation. [File 001-10816]	10-Q	4.6	May 12, 2008
4.1	Fourth Supplemental Indenture, dated as of August 12, 2020, between MGIC Investment Corporation and U.S. Bank National Association, as Trustee, under the Indenture dated as of October 15, 2020, between the Company and the Trustee.	8-K	4.10	August 12, 2020
	[We are a party to various other agreements with respect to our long-term debt. These agreements are not being filed pursuant to Reg. S-K Item 601(b) (4) (iii) (A). We hereby agree to furnish a copy of such agreements to the Commission upon its request.]			
10.2.4	Form of Restricted Stock and Restricted Stock Unit Agreement (for Directors) under 2002 Stock Incentive Plan. [File 001-10816] *	10-K	10.2.4	March 16, 2005
10.2.5	Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement (for Directors) under 2002 Stock Incentive Plan. [File 001-10816] *	10-K	10.2.5	March 16, 2005
10.2.24	Form of Restricted Stock Unit Agreement under 2015 Omnibus Incentive Plan (Adopted January 2020) *	10-K	10.2.24	February 23, 2021
10.2.25	Form of Restricted Stock Unit Agreement under 2020 Omnibus Incentive Plan (Adopted March 2021, as amended May 2021) *	10-Q	10.2.25	May 5, 2021
10.2.26	Form of Restricted Stock Unit Agreement under 2020 Omnibus Incentive Plan (Adopted February 2022) *	10-K	10.2.26	February 23, 2022
10.2.27	Form of Restricted Stock Unit Agreement (for Directors) under 2020 Omnibus Incentive Plan (Adopted February 2022) *	10Q	10.2.27	May 4, 2022
10.2.28	Form of Restricted Stock Unit Agreement under 2020 Omnibus Incentive Plan (Adopted February 2023) * †	10K	10.2.28	February 22, 2023
10.2.29	Form of Restricted Stock Unit Agreement (for Directors) under 2020 Omnibus Incentive Plan (Adopted February 2023) * †	10K	10.2.29	February 22, 2023
10.3.1	MGIC Investment Corporation 2002 Stock Incentive Plan, as amended. *	10-K	10.3.1	March 1, 2011
10.3.3	MGIC Investment Corporation 2015 Omnibus Incentive Plan *	DEF 14A	App. A	March 24, 2015
10.3.4	MGIC Investment Corporation 2020 Omnibus Incentive Plan *	DEF 14A	App. C	March 20, 2020
10.6	Executive Bonus Plan * †			
10.8	MGIC Investment Corporation Deferred Compensation Plan for Non-Employee Directors, as amended.* †			

Exhibit Number	Description of Exhibit	Incorporated by Reference		
		Form	Exhibit(s)	Filing Date
10.11.5	Form of Amended and Restated Key Executive Employment and Severance Agreement (Adopted May 2021) *	10-Q	10.11.5	May 5, 2021
10.12	Form of Agreement Not to Compete. * †			
21	Direct and Indirect Subsidiaries. †			
23	Consent of Independent Registered Public Accounting Firm. †			
31.1	Certification of CEO under Section 302 of the Sarbanes-Oxley Act of 2002. †			
31.2	Certification of CFO under Section 302 of the Sarbanes-Oxley Act of 2002. †			
32	Certification of CEO and CFO under Section 906 of the Sarbanes-Oxley Act of 2002 (as indicated in Item 15 of this Annual Report on Form 10-K, this Exhibit is not being "filed"). ††			
99.1	Mortgage Guaranty Insurance Corporation's "Flow" Master Insurance Policy and Declaration Page, Restated to Include Selected Endorsements.	10-K	99.1	March 2, 2009
99.2	Endorsement to Mortgage Guaranty Insurance Corporation's "Flow" Master Insurance Policy Applicable to Lenders with Delegated Underwriting Authority.	10-K	99.2	March 2, 2009
99.7	Specimen Gold Cert Endorsement	10-Q	99.7	May 10, 2012
99.19	Mortgage Guaranty Insurance Corporation's "Flow" Master Insurance Policy for loans with a mortgage insurance application date on or after October 1, 2014	10-Q	99.19	November 7, 2014
99.25	Endorsement to Mortgage Guaranty Insurance Corporation's "Flow" Master Insurance Policy Applicable to Lenders with Delegated Underwriting Authority, for loans with a mortgage insurance application date on or after October 1, 2014	10-Q	99.25	May 7, 2015
99.26	Advances, Collateral Pledge, and Security Agreement dated as of July 21, 2015 between the Federal Home Loan Bank of Chicago and Mortgage Guaranty Insurance Corporation.	10-K	10.2.15	February 26, 2016
99.27	Credit Agreement dated as of March 21, 2017 among MGIC Investment Corporation, as Borrower; U.S. Bank National Association, as Administrative Agent; and the lenders party thereto	10-Q	99.27	May 5, 2017
99.28	Mortgage Guaranty Insurance Corporation's "Flow" Master Insurance Policy for loans with a mortgage insurance application date on or after March 1, 2020	10-Q	99.28	May 7, 2020
99.29	State Variations Endorsement (for other than Maine and Puerto Rico) to Mortgage Guaranty Insurance Corporation's "Flow" Master Insurance Policy for loans with a mortgage insurance application date on or after March 1, 2020	10-Q	99.29	May 7, 2020
101.INS	XBRL Instance Document			
101.SCH	XBRL Taxonomy Extension Schema Document			
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document			
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document			
101.LAB	XBRL Taxonomy Extension Label Linkbase Document			
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document			
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)			

* Denotes a management contract or compensatory plan.

** Certain portions of this Exhibit are redacted and covered by a confidential treatment request that has been granted. Omitted portions have been filed separately with the Securities and Exchange Commission.

† Filed herewith.

†† Furnished herewith.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on February 22, 2023.

MGIC INVESTMENT CORPORATION

/s/ Timothy J. Mattke

Timothy J. Mattke
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below as of the date set forth above by the following persons on behalf of the registrant and in the capacities indicated.

/s/ Timothy J. Mattke

Timothy J. Mattke
Chief Executive Officer and Director

/s/ Nathaniel H. Colson

Nathaniel H. Colson
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ Julie K. Sperber

Julie K. Sperber
Vice President, Controller and
Chief Accounting Officer
(Principal Accounting Officer)

/s/ Analisa M. Allen

Analisa M. Allen, Director

/s/ Daniel A. Arrigoni

Daniel A. Arrigoni, Director

/s/ C. Edward Chaplin

C. Edward Chaplin, Director

/s/ Curt S. Culver

Curt S. Culver, Director

/s/ Jay C. Hartzell

Jay C. Hartzell, Director

/s/ Timothy A. Holt

Timothy A. Holt, Director

/s/ Jodeen A. Kozlak

Jodeen A. Kozlak, Director

/s/ Michael E. Lehman

Michael E. Lehman, Director

/s/ Teresita M. Lowman

Teresita M. Lowman

/s/ Gary A. Poliner

Gary A. Poliner, Director

/s/ Sheryl L. Sculley

Sheryl L. Sculley, Director

/s/ Mark M. Zandi

Mark M. Zandi, Director

MGIC INVESTMENT CORPORATION

SCHEDULE I — Summary of investments - Other than investments in related parties - December 31, 2022

(In thousands)

Type of Investment	Amortized Cost	Fair Value	Amount at which shown in the balance sheet
Fixed income:			
Bonds:			
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 145,581	$ 135,900	$ 135,900
Obligations of U.S. states and political subdivisions	2,400,261	2,149,054	2,149,054
Foreign governments	4,486	3,787	3,787
Public utilities	267,319	266,895	266,895
ABS	126,723	120,687	120,687
CLOs	337,656	329,832	329,832
Mortgage-backed	481,528	435,224	435,224
All other corporate debt securities	2,149,156	1,954,247	1,954,247
Commercial paper	14,075	14,072	14,072
Total fixed income	5,926,785	5,409,698	5,409,698
Equity securities:			
Common stocks:			
Industrial, miscellaneous and all other	15,924	14,140	14,140
Total equity securities	15,924	14,140	14,140
Total investments	**$ 5,942,709**	**$ 5,423,838**	**$ 5,423,838**

SCHEDULE II - Condensed Financial Information of Registrant
Condensed Balance Sheets
Parent Company Only

(In thousands)	December 31, 2022		December 31, 2021	
ASSETS				
Fixed income, available-for-sale, at fair value (amortized cost, 2022 – $419,751 ; 2021 – $550,324)	**$**	**407,509**	$	538,872
Cash and cash equivalents		**239,404**		124,164
Investment in subsidiaries, at equity in net assets		**4,502,261**		4,964,954
Accounts receivable - affiliates		**864**		2,130
Income taxes - current and deferred		**167,966**		242,427
Accrued investment income		**3,387**		2,642
Total assets	**$**	**5,321,391**	$	5,875,189
LIABILITIES AND SHAREHOLDERS' EQUITY				
Liabilities:				
Senior notes	**$**	**641,724**	$	881,508
Convertible junior subordinated debentures		**21,086**		110,204
Accrued interest		**13,271**		20,501
Other liabilities		**2,570**		1,594
Total liabilities		**678,651**		1,013,807
Shareholders’ equity:				
Common stock (one dollar par value, shares authorized 1,000,000; shares issued 2022 - 371,353; 2021 - 371,353; shares outstanding 2022 - 293,433; 2021 - 320,336)		**371,353**		371,353
Paid-in capital		**1,798,842**		1,794,906
Treasury stock at cost (shares 2022 - 77,920; 2021 - 51,017)		**(1,050,238)**		(675,265)
Accumulated other comprehensive income, net of tax		**(481,511)**		119,697
Retained earnings		**4,004,294**		3,250,691
Total shareholders’ equity		**4,642,740**		4,861,382
Total liabilities and shareholders’ equity	**$**	**5,321,391**	$	5,875,189

See accompanying supplementary notes to Parent Company condensed financial statements.

MGIC INVESTMENT CORPORATION

SCHEDULE II - Condensed Financial Information of Registrant
Condensed Statements of Operations
Parent Company Only

	Years Ended December 31,		
(In thousands)	**2022**	2021	2020
Revenues:			
Investment income, net of expenses	**$ 7,193**	$ 3,850	$ 7,090
Net realized investment gains (losses)	**(2,628)**	490	1,454
Total revenues	**4,565**	4,340	8,544
Expenses:			
Operating expenses	**1,575**	1,644	719
Interest expense	**47,601**	68,359	65,472
Loss on debt extinguishment	**38,870**	36,914	35,033
Total expenses	**88,046**	106,917	101,224
Loss before tax	**(83,481)**	(102,577)	(92,680)
(Benefit from) provision for income taxes	**(17,851)**	(21,240)	(18,431)
Equity in net income of subsidiaries	**930,979**	716,320	520,342
Net income	**865,349**	634,983	446,093
Other comprehensive income (loss), net of tax	**(601,208)**	(97,124)	144,113
Comprehensive income	**$ 264,141**	$ 537,859	$ 590,206

See accompanying supplementary notes to Parent Company condensed financial statements.

MGIC INVESTMENT CORPORATION

SCHEDULE II - Condensed Financial Information of Registrant
Condensed Statements of Cash Flows
Parent Company Only

	Years Ended December 31,		
(In thousands)	**2022**	2021	2020
Cash flows from operating activities:			
Net income	**$ 865,349**	$ 634,983	$ 446,093
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in net income of subsidiaries	**(930,979)**	(716,320)	(520,342)
Dividends received from subsidiaries	**626,695**	400,000	221,024
Deferred tax (benefit) expense	**119,588**	(21,551)	(18,252)
Loss on debt extinguishment	**38,870**	36,914	35,033
Other	**33,619**	29,799	19,088
Change in certain assets and liabilities:			
Accounts receivable - affiliates	**1,266**	(680)	972
Income taxes receivable	**(43,123)**	(306)	—
Accrued investment income	**931**	1,118	(1,262)
Accrued interest	**(7,230)**	(2,503)	5,076
Net cash provided by operating activities	**704,986**	361,454	187,430
Cash flows from investing activities:			
Purchases of investments	**(1,457)**	(339,384)	(1,131,060)
Proceeds from sales of investments	**287,924**	556,384	812,188
Net cash provided by (used in) investing activities	**286,467**	217,000	(318,872)
Cash flows from financing activities:			
Proceeds from issuance of senior notes	**—**	—	640,250
Purchase of senior notes	**—**	—	(179,735)
Payment of original issue discount - senior notes	**—**	—	(2,969)
Purchase of convertible junior subordinated debentures	**(89,118)**	(98,610)	(36,392)
Payment of original issue discount - convertible junior subordinated debentures	**—**	—	(15,049)
Redemption of 5.75% senior notes	**(242,296)**	—	—
Cash portion of loss on debt extinguishment	**(38,185)**	(36,914)	(25,266)
Repurchase of common stock	**(385,573)**	(290,818)	(119,997)
Dividends paid	**(110,947)**	(94,219)	(82,061)
Payment of debt issuance costs	**—**	—	(2,020)
Payment of withholding taxes related to share-based compensation net share settlement	**(10,094)**	(6,729)	(8,940)
Net cash provided by (used in) financing activities	**(876,213)**	(527,290)	167,821
Net increase (decrease) in cash and cash equivalents	**115,240**	51,164	36,379
Cash and cash equivalents at beginning of year	**124,164**	73,000	36,621
Cash and cash equivalents at end of year	**$ 239,404**	$ 124,164	$ 73,000

See accompanying supplementary notes to Parent Company condensed financial statements.

SCHEDULE II — CONDENSED FINANCIAL INFORMATION OF REGISTRANT
PARENT COMPANY ONLY
SUPPLEMENTARY NOTES

Note A

The accompanying Parent Company financial statements should be read in conjunction with the consolidated financial statements and notes to consolidated financial statements appearing this annual report.

Note B

Our insurance subsidiaries are subject to statutory regulations as to maintenance of policyholders' surplus and payment of dividends. The maximum amount of dividends that the insurance subsidiaries may pay in any twelve-month period without regulatory approval by the OCI is the lesser of adjusted statutory net income or 10% of statutory policyholders' surplus as of the preceding calendar year end. Adjusted statutory net income is defined for this purpose to be the greater of statutory net income, net of realized investment gains, for the calendar year preceding the date of the dividend or statutory net income, net of realized investment gains, for the three calendar years preceding the date of the dividend less dividends paid within the first two of the preceding three calendar years. The maximum dividend that could be paid is reduced by dividends paid in the twelve months preceding the dividend payment date.

The payment of dividends from MGIC is the principal source of cash inflow for MGIC Investment Corporation, our holding company, other than investment income and raising capital in the public markets. The payment of dividends by our insurance subsidiaries is restricted by insurance regulation as discussed above. MGIC paid a total of $800 million, $400 million and $390 million in dividends in cash and fixed income securities to our holding company during 2022, 2021 and 2020, respectively. No contributions were made to our insurance subsidiaries in 2022, 2021 or 2020.

Note C

The senior notes and convertible junior subordinated debentures ("9% Debentures"), discussed in Note 7 – "Debt" to our consolidated financial statements, are obligations of MGIC Investment Corporation, our holding company, and not of its subsidiaries.

MGIC INVESTMENT CORPORATION

SCHEDULE IV — Reinsurance
Mortgage Insurance Premiums Earned
Years Ended December 31, 2022, 2021 and 2020

(Dollars in thousands)	Gross Amount	Ceded to Other Companies	Assumed From Other Companies	Net Amount	Percentage of Amount Assumed to Net
Years ended December 31,					
2022	**$ 1,154,728**	**$ 156,373**	**$ 8,778**	**$ 1,007,133**	**0.9 %**
2021	1,167,592	163,031	9,858	1,014,419	1.0 %
2020	1,199,824	188,729	10,848	1,021,943	1.1 %

Exhibit 4.3

Description of Registrant's Securities

The following summary describes the securities of MGIC Investment Corporation (the "Company") registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

Description of Common Stock

The following description of the Company's common stock summarizes general terms and provisions that apply to the common stock. The summary does not purport to be complete and is subject to and qualified in its entirety by reference to the Company's articles of incorporation and bylaws, which are filed as exhibits to the Annual Report on Form 10-K, of which this Exhibit 4.3 is a part.

Authorized Common Stock

The Company is authorized to issue up to 1,000,000,000 shares of common stock, $1.00 par value per share. All of the Company's issued and outstanding shares are fully paid and nonassessable.

Dividend Rights

The holders of the Company's common stock will be entitled to receive and share equally in any dividends as may be declared by the Company's board of directors out of funds legally available for dividends. If the Company issues preferred stock, the holders thereof may have a priority over the holders of the common stock with respect to dividends. Also, because the Company is a holding company, the Company's rights and the rights of its creditors, including the holders of debt securities, and shareholders to participate in any distribution of assets of any subsidiary upon the subsidiary’s liquidation or reorganization or otherwise is subject to the prior claims of the subsidiary’s creditors, except to the extent that the Company may be a creditor with recognized claims against the subsidiary.

Voting Rights

Except as provided under Wisconsin law and except as may be determined by the Company's board of directors with respect to any series of preferred stock, only the holders of the Company's common stock will be entitled to vote for the election of members of the Company's board of directors and on all other matters. Holders of the Company's common stock are entitled to one vote per share of common stock held by them on all matters properly submitted to a vote of shareholders, subject to Section 180.1150 of the Wisconsin Business Corporation Law. Please see “Certain Statutory Provisions - Control Share Voting Restrictions.” Shareholders have no cumulative voting rights, which means that the holders of shares entitled to exercise more than 50% of the voting power are able to elect all of the directors to be elected.

Liquidation and Other Rights

All shares of the Company's common stock are entitled to participate equally in distributions in liquidation, subject to the prior rights of any preferred stock that may be outstanding. Holders of the Company's common stock have no preemptive rights to subscribe for or purchase the Company's shares. There are no conversion rights, sinking fund or redemption provisions applicable to the Company's common stock.

Listing

The Company's common stock is traded on the New York Stock Exchange under the symbol "MTG."

Certain Statutory Provisions

Wisconsin law, under which the Company is incorporated, contains certain provisions that may be important when considering the rights of holders of shares of the Company's common stock. The description set forth below is intended as a summary only. For complete information, please review the applicable provisions of the Wisconsin Business Corporation Law and the Wisconsin insurance statutes.

Business Combination Statute. Sections 180.1140 to 180.1144 of the Wisconsin Business Corporation Law regulate a broad range of business combinations between a Wisconsin corporation and an interested stockholder. Under this law, the Company generally cannot engage in a business combination with an interested stockholder for a period of three years following the date such person becomes an interested stockholder, unless the Company's board of directors approved the business combination or the acquisition of the stock that resulted in the person becoming an interested stockholder, in each case before such acquisition of stock.

Fair Price Statute. Sections 180.1130 to 180.1133 of the Wisconsin Business Corporation Law also regulate certain mergers, share exchanges or sales, leases, exchanges or other dispositions of assets in a transaction involving a significant shareholder and a Wisconsin corporation, unless specified minimum price and procedural requirements are met.

Control Share Voting Restrictions. Under Section 180.1150 of the Wisconsin Business Corporation Law, unless otherwise provided in the articles of incorporation or otherwise specified by the board of directors, the voting power of shares of a Wisconsin corporation held by any person or group of persons acting together in excess of 20% of the voting power in the election of directors is generally limited to 10% of the full voting power of those shares, unless full voting power of those shares has been restored pursuant to a vote of shareholders.

Defensive Action Restrictions. Following commencement of a takeover offer, Section 180.1134 of the Wisconsin Business Corporation Law imposes special voting requirements on share repurchases effected at a premium to the market and on asset sales by the corporation, unless, as it relates to the potential sale of assets, the corporation has at least three independent directors and a majority of the independent directors vote not to have this provision apply to the corporation.

Insurance Regulations. Wisconsin’s insurance statutes and regulations generally provide that no person may acquire control of the Company unless the transaction in which control is acquired has been approved by the Office of the Commissioner of Insurance for the State of Wisconsin (the "OCI"). The regulations provide for a rebuttable presumption of control when a person directly or indirectly owns or has the right to vote more than 10% of the voting securities. In addition, the insurance regulations of other states in which the Company's subsidiary, Mortgage Guaranty Insurance Corporation ("MGIC") is a licensed insurer require notification to the state’s insurance department a specified time before a person acquires control of the Company. If such states disapprove the change of control, the Company's or MGIC's licenses to conduct business in the disapproving states could be terminated. In addition, the OCI may seize securities owned by a person who has or is proposing to acquire securities in violation of the Wisconsin statute.

Exhibit 10.2.28

RESTRICTED STOCK UNIT AGREEMENT

THIS RESTRICTED STOCK UNIT AGREEMENT (the "**Agreement**") is made and entered into as of February 3, 2023 (the "**Effective Date**") by and between MGIC Investment Corporation, a Wisconsin corporation (the "**Company**"), and the employee of the Company or one of its subsidiaries (individually or collectively referred to as "**MGIC**"), whose signature is set forth on the signature page hereto (the "**Employee**"). Capitalized terms not specifically defined in this Agreement shall have the meanings specified in **Exhibit A** to this Agreement or the MGIC Investment Corporation 2020 Omnibus Incentive Plan (the "**Plan**").

1. Award of RSUs. Subject to the terms and conditions of this Agreement and the Plan, as of the date hereof, the Company awards to the Employee restricted stock units ("**RSUs**") in an amount set forth in a document delivered to the Employee by MGIC in February 2023 to notify the Employee of the award of RSUs. If there is any difference between the number of RSUs determined by (i) such document and (ii) the number of RSUs awarded by the Committee, as reflected in the records of the Committee, the number of RSUs reflected in the records of the Committee (the "**Number of RSUs Granted**") shall control.

2. Release Date; Number of RSUs Released.

(a) If the Release Date has not been accelerated pursuant to Section 4 or Section 10, the "**Release Date**" shall be determined as follows.

(i) The Release Date shall be February 28, 2026, *provided that* the Committee has approved the Vesting Percentage within a reasonable time prior thereto.

(ii) If the Committee has not approved the Vesting Percentage within a reasonable time prior to February 28, 2026, then the Committee shall approve the Vesting Percentage and Release Date no later than March 31, 2026 and the Release Date shall occur reasonably promptly (but in no event more than 15 days) after the Vesting Percentage and Release Date are approved.

(ii) In any case, if the Release Date would fall on a day other than a Business Day, then the Release Date shall occur on the next following Business Day.

(b) Except to the extent forfeited as provided in this Agreement, and subject to withholding of shares of Stock to meet withholding obligations, on or reasonably promptly after the Release Date, RSUs shall be settled by the issuance (or transfer from treasury) of shares of Stock equal to the number determined in this Agreement. Such issuance or transfer may be accomplished by a credit into a direct registration account with the Company's transfer agent or by an electronic transfer of shares to an account maintained with a broker/dealer. Such issuance or transfer shall be made to the Employee, or in the case of the Employee's death, to the Employee's Beneficiary or estate, as provided in Section 6.

(c) Unless provided otherwise in this Agreement, the number of RSUs for which a Release Date will occur shall be the product of (i) the Number of RSUs Granted and (ii) the Vesting Percentage. Such number of RSUs shall be rounded down to the nearest whole RSU.

3. Transfer After Release Date; Securities Law Restrictions; Holding Period.

(a) The Employee agrees and acknowledges with respect to any Stock delivered in settlement of RSUs that has not been registered under the Securities Act of 1933, as amended (the "1933 Act") and that, in the opinion of counsel to the Company, absent such registration cannot be publicly sold or otherwise disposed of, (i) the Employee will not sell or otherwise dispose of such Stock except pursuant to an effective registration statement under the 1933 Act and any applicable state securities laws, or in a transaction which, in the opinion of counsel for the Company, is exempt from such registration, and (ii) a legend may be placed on the certificates or other evidence for the Stock delivered in settlement of the RSUs to such effect.

(b) The Employee agrees that, during the Holding Period, the Employee will not make a Sale of the Holding Period Shares. At the option of the Company, an appropriate legend may be placed on certificates or other evidence for Stock delivered in settlement of RSUs noting the requirements to hold such Stock imposed by this subsection. When such requirements terminate, the Employee shall be entitled to have the foregoing legend removed.

4. Termination of Employment Due to Death or Disability.

(a) If the Employee's employment with MGIC is terminated because of death prior to the Release Date, the Release Date for the Number of RSUs Granted shall accelerate and shall occur as soon as reasonably practicable after such death.

(b) If the Employee's employment with MGIC is terminated because of Disability prior to the Release Date, the Release Date for the Number of RSUs Granted shall be determined as provided in Section 2 as if the Employee's employment had not terminated, however, upon the Employee's death prior to the Release Date, the provisions of subsection (a) shall apply as if the Employee's employment with MGIC terminated because of such death.

5. Forfeiture of RSUs; Termination of Employment Due to Retirement.

(a) If the Employee's employment with MGIC is terminated prior to the Release Date for any reason (including without limitation, termination by MGIC, with or without cause) other than death or Disability, all RSUs shall be forfeited to the Company on the date of such termination unless otherwise provided in subsection (b) below, or unless the Committee determines, on such terms and conditions as the Committee may impose, that the Release Date shall be determined as provided in Section 2 as if the Employee's employment had not terminated.

(b) If the Employee's employment with MGIC terminates by reason of retirement after reaching age 60 and after having been employed by MGIC for an aggregate period of at least seven years, such retirement shall not result in forfeiture of the RSUs if (i) the Employee's employment with MGIC continues for no less than one year after the date of this Agreement, and (ii) no later than the date on which employment terminates, the Employee enters into an agreement with MGIC in the form provided by the Company to the Employee under which the Employee agrees not to compete with MGIC during a period ending one year after the Release Date (or for residents of certain states, a confidentiality and fair competition agreement), and the Employee complies with such agreement. If the Employee enters into such agreement and thereafter breaches the terms thereof, the RSUs shall be forfeited; the Employee shall return to the Company any Stock that was delivered to the Employee after the date on which such agreement was entered into; and MGIC may seek other remedies as contemplated in such agreement. If the Employee enters into and complies with the terms of such agreement, the Release Date shall be determined as provided in Section 2, however, upon the Employee's death or Disability prior to the Release Date, the provisions of Section 4 shall apply as if the Employee's employment with MGIC terminated because of such death or Disability, as applicable.

(c) Any RSUs for which a Release Date has not occurred by April 15, 2026 shall be forfeited to the Company.

6. Beneficiary.

(a) The Beneficiary shall be entitled to receive the Stock to be delivered in settlement of RSUs under Section 4 as a result of the death of the Employee. The Employee may from time to time revoke or change his or her Beneficiary without the consent of any prior Beneficiary by making a new designation in the Beneficiary System. The last such designation made shall be controlling; provided, however, that no designation, or change or revocation thereof, shall be effective unless received by the Beneficiary System prior to the Employee's death, and in no event shall any designation be effective as of a date prior to such receipt.

(b) If no such Beneficiary designation is in effect at the time of an Employee's death, or if no designated Beneficiary survives the Employee or if such designation conflicts with law, upon the death of the Employee, the Employee's estate shall be entitled to receive the Stock to be delivered in settlement of RSUs. If the Company is in doubt as to the right of any person to receive such property, the Company may retain the same and any distributions thereon, without liability for any interest thereon, until the Company determines the person entitled thereto, or the Company may deliver such property and any distributions thereon to any court of appropriate jurisdiction and such delivery shall be a complete discharge of the liability of the Company therefor.

7. Voting, Dividend and Other Rights of RSUs.

(a) Voting and Other Rights of RSUs. RSUs represent only the right to receive Stock, on the terms provided in this Agreement. The Employee shall have no rights as a holder of Stock, including the right to vote or to receive dividends, until evidence for such Stock is delivered in settlement of RSUs.

(b) Dividend Rights. Notwithstanding the preceding subsection, on the Release Date on which RSUs are settled (or on the earliest regular payroll date thereafter on which practicable), the Company shall make a payment in cash equal to the aggregate amount that would have been paid as

dividends on the shares of Stock issued or transferred in settlement (before any reduction for tax withholding) as if such shares had been outstanding on each dividend record date on and after the Effective Date and prior to the date on which settlement occurs.

8. Tax Withholding.

(a) It shall be a condition of the obligation of the Company to deliver Stock in settlement of RSUs that the Employee shall pay MGIC upon its demand, such amount as may be requested by MGIC for the purpose of satisfying its liability to withhold federal, state, or local income or other taxes incurred by reason of the award of the RSUs or the delivery of Stock in settlement of the RSUs. The withholding tax obligation arising from the settlement of RSUs shall be satisfied through a withholding by the Company of a sufficient number of shares of Stock that would otherwise be delivered to the Employee.

(b) To the extent provided in the resolutions of the Committee awarding RSUs subject to this Agreement, and subject to applicable law and accounting rules, the Employee shall be entitled to have a number of shares of Stock withheld in excess of the minimum amount required to be withheld by MGIC.

9. Adjustments in Event of Change in Stock or Fiscal Year. In the event of any stock split, reverse stock split, stock dividend, combination or reclassification of the Stock that occurs after the date of this Agreement but before the Release Date, the number of RSUs shall be proportionally adjusted for any increase or decrease in the number of outstanding shares resulting from such event, any such adjustment rounded down to the next lower whole share. In the event of any change in the outstanding shares of Stock for any other reason, including but not limited to, any recapitalization, merger, consolidation, reorganization, combination or exchange of shares or other similar event which, in the judgment of the Committee, could distort the implementation of the award of RSUs or the realization of the objectives of such award, the Committee shall make such adjustments in the RSUs, or in the terms, conditions or restrictions of this Agreement as the Committee deems equitable. In addition, if the Company changes its fiscal year from a year ending December 31, the Committee may make such adjustments in the Release Date as the Committee deems equitable. The determination of the Committee as to any such adjustment shall be conclusive and binding for all purposes of this Agreement.

10. Change in Control. The provisions of Section 6 of the Plan that are applicable to restricted stock units shall apply to the RSUs. Neither the immediately preceding sentence nor the provisions of such Section 6 shall affect any vesting that occurs under Sections 3(d) and 5(i) of the Key Executive Employment and Severance Agreement (filed by the Company with the Securities and Exchange Commission with the Company's Annual Report on Form 10-K for the year ended December 31, 2021).

11. Powers of Company Not Affected; No Right to Continued Employment.

(a) The existence of the RSUs shall not affect in any way the right or power of the Company or its stockholders to make or authorize any combination, subdivision or reclassification of the Stock or any reorganization, merger, consolidation, business combination, exchange of shares, or other change in the Company's capital structure or its business, or any issue of bonds, debentures or stock having rights or preferences equal, superior or affecting any property to be issued in settlement of RSUs or the rights thereof, or dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

(b) Nothing in this Agreement shall confer upon the Employee any right to continue in the employment of MGIC or interfere with or limit in any way the right of MGIC to terminate the Employee's employment at any time, subject, however, to the provisions of any agreement of employment between MGIC and the Employee. The Employee acknowledges that a termination of his or her employment could occur at a time before which the Release Date occurs, resulting in the forfeiture of the RSUs by the Employee, unless otherwise provided in this Agreement. In such event, the Employee will not be able to realize the value of the property that underlies the RSUs nor will the Employee be entitled to any compensation on account of such value.

12. Interpretation by Committee. The Employee agrees that any dispute or disagreement which may arise in connection with this Agreement shall be resolved by the Committee, in its sole discretion, and that any interpretation by the Committee of the terms of this Agreement or the Plan and any determination made by the Committee under this Agreement or the Plan may be made in the sole discretion of the Committee and shall be final, binding, and conclusive. Any such determination need not be uniform and may be made differently among Employees awarded RSUs.

13. Clawback. (a) If and to the extent the Committee deems it appropriate for such payment to be made, each Covered Employee shall pay MGIC an amount equal to the Excess Compensation. If the Excess Compensation is related to Income from a Release Date and if the Covered

Employee continues to hold the shares of Stock received in connection with such Income, then to the extent allowed by the Committee, such Excess Compensation may be paid to MGIC by surrendering to the Company a number of shares of Stock equal to the amount of Excess Compensation divided by the Fair Market Value on the day prior to the payment date.

(b) The interpretation of this Section 13 and all computations under it shall be made by the Committee and shall not be reviewable or subject to challenge by any other person.

14. Miscellaneous.

(a) This Agreement shall be governed and construed in accordance with the laws of the State of Wisconsin applicable to contracts made and to be performed therein between residents thereof.

(b) The waiver by the Company of any provision of this Agreement shall not operate or be construed to be a subsequent waiver of the same provision or waiver of any other provision hereof.

(c) The RSUs shall be deemed to have been awarded pursuant to the Plan and the action of the Committee authorizing such awards; as a result, such awards are subject to the terms and conditions thereof. In the event of any conflict between the terms hereof and the provisions of the Plan or such authorization, the provisions of the Plan (to such extent) and/or such authorization shall prevail. A copy of the Plan is available on request of the Employee made in writing (including by e-mail) to the Company's Secretary.

(d) Any notice, filing or delivery hereunder or with respect to RSUs shall be given to the Employee at either his or her usual work location or his or her home address as indicated in the records of the Company, and shall be given to the Committee or the Company at 250 East Kilbourn Avenue, Milwaukee 53202, Attention: Secretary. All such notices shall be given by first class mail, postage pre-paid, or by personal delivery.

(e) This Agreement shall be binding upon and inure to the benefit of the Company and its successors and assigns and shall be binding upon and inure to the benefit of the Employee, the Beneficiary and the personal representative(s) and heirs of the Employee, except that the Employee may not transfer any RSUs or any interest in any RSUs.

(f) As a condition to the grant of the RSUs, the Employee must execute an agreement not to compete (or for residents of certain states, a confidentiality and fair competition agreement) in the form provided to the Employee by the Company. If the Employee thereafter breaches the terms thereof, the RSUs shall be forfeited; the Employee shall return to the Company any Stock that was delivered to the Employee after the date on which such agreement was entered into; and MGIC may seek other remedies as contemplated in such agreement.

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed by its duly authorized signer, and the Employee has executed this Agreement, all as of the day and year set forth above.

MGIC INVESTMENT CORPORATION

By:
Title: Authorized Signer

Sign Here:

Name:

Beneficiary Name:

Address of Beneficiary:
Address of Beneficiary:

EXHIBIT A
Certain Defined Terms

"**Adjusted Book Value Per Share**" as of a particular year-end means the Preliminary Adjusted Book Value Per Share, adjusted to eliminate: (i) the net of tax effect on book value per share resulting from repurchases of convertible and non-convertible debt; and (ii) the effect on book value per share resulting from any repurchase of Stock.
"**Affected Date**" means (i) each Release Date on which, had a Financial Restatement that was made after such Release Date been in effect at such Release Date, the number of shares of Stock delivered in settlement of RSUs would have been lower, and (ii) each Payment Date on which, had a Financial Restatement that was made after such Payment Date been in effect at such Payment Date, the amount of cash paid on account of incentive compensation would have been lower.
"**Beginning Adjusted Book Value Per Share**" means $.
"**Beneficiary**" means the person(s) who at the time of the Employee's death is designated as such in the Beneficiary System in accordance with Section 6.
"**Beneficiary System**" means the Company's Shareworks portal, or any system used by the Company for purposes of allowing the Employee to designate a Beneficiary in connection with RSUs.
"**Business Day**" means a day that the Company and its transfer agent are open for business.
"**Committee**" means the Management Development, Nominating and Governance Committee of the Company's Board of Directors, or one or more members of such committee to whom such committee delegates specified functions, or another committee of such Board administering the Plan.
"**Covered Employee**" means a current or former employee of MGIC who was a Section 16 Filer at an Affected Date regardless of whether such employee ceased to be a Section 16 Filer thereafter.
"**Cumulative Growth**" means with respect to the RSU Release Date, the Adjusted Book Value Per Share at the end of the immediately prior fiscal year of the Company minus the Beginning Adjusted Book Value Per Share. If such difference is less than zero, then the Cumulative Growth shall be equal to zero.
"**Cumulative Growth Achievement Percentage**" means the quotient of (A) the Cumulative Growth divided by (B) the Cumulative Adjusted Book Value Per Share Growth Target.
"**Disability**" means the Employee is eligible for disability benefits under MGIC's long-term disability plan or eligible for Social Security disability benefits.
"**Excess Compensation**" means (i) the difference between the Income that was recognized by the Covered Employee on an Affected Date and the Income that would have been recognized had the Financial Restatement referred to in the definition of Affected Date then been in effect, plus (ii) the value of any income tax deduction or credit to which the Covered Employee is entitled on account of the payment to MGIC required by Section 13. The foregoing notwithstanding, Excess Compensation will be deemed to be zero for each Affected Date prior to the date on which Covered Employee was a Section 16 Filer.
"**Financial Restatement**" means any accounting restatement due to material noncompliance with any financial reporting requirement under the federal securities laws.
"**GAAP**" means generally accepted accounting principles in the United States.
"**Holding Period**" means a period beginning on the Release Date and ending on the earlier of (i) the first anniversary of the Release Date and (ii) the first date on which the Employee is no longer a Section 16 Filer.
"**Holding Period Shares**" means a number of shares of Stock equal to the lesser of (i) 25% of the aggregate number of RSUs that are released on the Release Date and (ii) 50% of the difference between (A) the aggregate number of RSUs that are released on the Release Date and (B) the aggregate number of shares of Stock that are withheld to satisfy withholding tax requirements under Section 8 of this Agreement.
"**Income**" means income determined for federal income tax purposes minus the amount of federal, state and local income taxes and, to the extent applicable, the employee portion of Social Security and Medicaid payroll taxes, payable on account of such income. The amount of federal, state and local income taxes and the value of any deduction or credit contemplated by clause (ii) in the definition of Excess Compensation shall be computed by assuming that Income is taxed at the highest marginal rate,

with such rate for any state and local income taxes appropriately adjusted to reflect the benefit of an itemized federal deduction for such taxes (if in the case of local taxes, such taxes are eligible for such a deduction), which adjustment shall be made by assuming that no reduction in such deduction on account of the Covered Employee's adjusted gross income applies.

"**Number of RSUs Granted**" shall have the meaning given to that term in Section 1 of this Agreement.

"**Payment Date**" means the date on which cash incentive compensation is paid.

"**Preliminary Adjusted Book Value**" as of a particular year-end means the shareholders' equity calculated in accordance with GAAP and reported in the Company's balance sheet in the Annual Report on Form 10-K, adjusted as follows: (i) to eliminate the net-of-tax accumulated other comprehensive income (loss) reflected on the GAAP balance sheet; (ii) to eliminate dividends paid to the common stockholders of the Company and dividends deemed to be paid on restricted stock, RSUs and director phantom share units; (iii) with respect to litigation accruals and payments, to eliminate the net of tax impact to shareholders' equity related to the establishment of an accrual, an increase in an accrual or payment for unaccrued litigation items that have been disclosed in the Company's Annual Report on Form 10-K, unless the Committee determines to include such amounts in whole or in part because the exercise of such discretion will result in a lower Adjusted Book Value; and if a decrease in an accrual results in an increase to shareholders' equity, the Committee may determine to eliminate in whole or in part the net of tax impact of such decrease in the accrual; (iv) to eliminate the net-of-tax financial impacts of GSE-mandated mortgage insurance cancellations inconsistent with prior business practices; and (v) for adjustments set forth in the Omnibus Incentive Plan, including without limitation, for the effect of changes in accounting rules and tax law.

"**Preliminary Adjusted Book Value Per Share**" as of a particular year-end means the quotient of (i) the Preliminary Adjusted Book Value at such year-end divided by (ii) the number of shares of Stock outstanding at such year-end as disclosed in the Company's Annual Report on Form 10-K.

"**Sale**" means a transfer for value, except that for these purposes, the following are not "Sales": (i) an involuntary transfer, including Holding Period Shares converted in a merger; and (ii) a gift, (provided that, in the case of a gift to a family member who resides with the Employee or to an entity in which the Employee has an interest, such family member or entity does not make a Sale for the remainder of the Holding Period).

"**Section 16 Filer**" is a person who is required to file reports with the Securities and Exchange Commission under Section 16(a) of the Securities Exchange Act of 1934, as amended, as such requirement to so file is in effect at each Affected Date for purposes of Section 13 of this Agreement, or at each Release Date for purposes of Section 3(b) of this Agreement.

"**Stock**" means the Company's common stock.

"**Vesting Percentage**" means the Percentage as determined based on the Cumulative Growth in the table below:

Performance Level	Cumulative Growth	Vesting Percentage[1]
Below Threshold	Less than $	0%
Threshold	$	25%
Target	$	100%
Maximum	Greater than or equal to $	200%

If the Cumulative Growth falls between the threshold and target performance levels, or the target and maximum performance levels, then the Vesting Percentage will be the percentage derived by straight line interpolation between the applicable Vesting Percentages shown in the table.

Exhibit 10.2.29

RESTRICTED STOCK UNIT AGREEMENT

THIS RESTRICTED STOCK UNIT AGREEMENT (the "**Agreement**") is made and entered into as of February 3, 2023 (the "**Grant Date**") by and between MGIC Investment Corporation, a Wisconsin corporation (the "**Company**"), and [____________________] (the "**Director**"). Capitalized terms not specifically defined in this Agreement shall have the meanings specified in **Exhibit A** to this Agreement or the MGIC Investment Corporation 2020 Omnibus Incentive Plan (the "**Plan**").

1. Award of RSUs. Subject to the terms and conditions of this Agreement and the Plan, the Company awards to the Director 8,821.4538 restricted stock units ("**RSUs**") which shall be fully vested as of the Grant Date.

2. Release Date; Termination of Service as a Result of Death or Disability. The RSUs shall be settled by the issuance of one share of Stock per RSU on the "**Release Date,**" which, subject to any deferral election made with respect to the RSUs under the Company's Deferred Compensation Plan for Non-Employee Directors, shall be the date that is ten business days following February 1 of the year immediately following the year in which the RSUs are granted. To the extent any fractional RSU is subject to settlement, such fractional RSU shall be rounded up to the nearest whole RSU immediately prior to settlement and settled with a whole share of Stock. Notwithstanding the foregoing, if the Director's service is terminated because of death or permanent and total disability (as determined by the Company in its discretion on the basis of the definition set forth in Code Section 22(e)(3)), then the Release Date for the RSUs shall accelerate and shall occur as soon as reasonably practicable after such death or disability.

3. Transfer After Release Date; Securities Law Restrictions. The Director agrees and acknowledges with respect to any Stock delivered in settlement of RSUs that has not been registered under the Securities Act of 1933, as amended (the "**1933 Act**") and that, in the opinion of counsel to the Company, absent such registration cannot be publicly sold or otherwise disposed of, (i) the Director will not sell or otherwise dispose of such Stock except pursuant to an effective registration statement under the 1933 Act and any applicable state securities laws, or in a transaction which, in the opinion of counsel for the Company, is exempt from such registration, and (ii) a legend may be placed on the certificates or other evidence for the Stock delivered in settlement of the RSUs to such effect.

4. Beneficiary.

(a) The Beneficiary shall be entitled to receive the Stock to be delivered in settlement of RSUs following the death of the Director. The Director may from time to time revoke or change his or her Beneficiary without the consent of any prior Beneficiary by making a new designation in the Beneficiary System. The last such designation made shall be controlling; provided, however, that no designation, or change or revocation thereof, shall be effective unless received by the Beneficiary System prior to the Director's death, and in no event shall any designation be effective as of a date prior to such receipt.

(b) If no such Beneficiary designation is in effect at the time of a Director's death, or if no designated Beneficiary survives the Director or if such designation conflicts with law, upon the death of the Director, the Director's estate shall be entitled to receive the Stock to be delivered in settlement of RSUs. If the Company is in doubt as to the right of any person to receive such property, the Company may retain the same and any distributions thereon, without liability for any interest thereon, until the Company determines the person entitled thereto, or the Company may deliver such property and any distributions thereon to any court of appropriate jurisdiction and such delivery shall be a complete discharge of the liability of the Company therefor.

5. Voting, Dividend and Other Rights of RSUs.

(a) Voting and Other Rights of RSUs. RSUs represent only the right to receive Stock on the terms provided in this Agreement. The Director shall have no rights as a holder of Stock, including the right to vote or to receive dividends, until evidence for such Stock is actually delivered in settlement of RSUs.

(b) Dividend Rights. Notwithstanding the preceding subsection, whenever cash dividends or other distributions are paid by the Company on its outstanding shares of Stock, there shall be credited under this Agreement additional RSUs equal to (i) the aggregate dividend or distribution that would be payable on a number of outstanding shares of Stock equal to the number of RSUs subject to this

Agreement on the record date for the dividend divided by (ii) the closing price per share of Stock as reported on the New York Stock Exchange on the last trading day immediately preceding the date of payment of the dividend (the "Dividend Share Units"). The Dividend Share Units shall be settled as provided for in paragraph 2 of this Agreement. If, after the record date and before the payment date for a cash dividend or other distribution that would otherwise result in crediting of additional RSUs under the foregoing, the RSUs to which such distribution relates are settled in shares of Stock, then the Company shall pay an amount in cash equal to the amount of the distribution for each such RSU with respect to which such distribution was made.

6. Tax Withholding.

(a) Provided the Company has no obligation to withhold federal, state, or local income or other taxes incurred by reason of the award of the RSUs, the delivery of Stock in settlement of the RSUs or other event relating to the RSUs (individually and collectively "Taxes"), then all payments made and Stock delivered by, or on behalf of, the Company or any successor to the Company under or with respect to this Agreement shall be made without withholding or deduction for Taxes. For the avoidance of doubt, the Director shall be responsible for payment of the Taxes.

(b) If the Company determines that it has an obligation to withhold Taxes, then it shall be a condition of the obligation of the Company to deliver Stock in settlement of RSUs that the Director shall pay the Company upon its demand, such amount as may be requested by the Company for the purpose of satisfying its obligation to withhold Taxes. The withholding tax obligation arising from the settlement of RSUs shall be satisfied through a withholding by the Company of a sufficient number of shares of Stock that would otherwise be delivered to the Director.

7. Adjustments in Event of Change in Stock or Fiscal Year. In the event of any stock split, reverse stock split, stock dividend, combination or reclassification of the Stock that occurs after the date of this Agreement but before the Release Date, the number of RSUs shall be proportionally adjusted for any increase or decrease in the number of outstanding shares resulting from such event, any such adjustment rounded down to the next lower whole share. In the event of any change in the outstanding shares of Stock for any other reason, including but not limited to, any recapitalization, merger, consolidation, reorganization, combination or exchange of shares or other similar event which, in the judgment of the Committee, could distort the implementation of the award of RSUs or the realization of the objectives of such award, the Committee shall make such adjustments in the RSUs, or in the terms, conditions or restrictions of this Agreement as the Committee deems equitable. In addition, if the Company changes its fiscal year from a year ending December 31, the Committee may make such adjustments in the Release Date as the Committee deems equitable. The determination of the Committee as to any such adjustment shall be conclusive and binding for all purposes of this Agreement.

8. Powers of Company Not Affected; No Right to Continued Service.

(a) The existence of the RSUs shall not affect in any way the right or power of the Company or its stockholders to make or authorize any combination, subdivision or reclassification of the Stock or any reorganization, merger, consolidation, business combination, exchange of shares, or other change in the Company's capital structure or its business, or any issue of bonds, debentures or stock having rights or preferences equal, superior or affecting any property to be issued in settlement of RSUs or the rights thereof, or dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

(b) Nothing in this Agreement shall confer upon the Director any right to continue in the service of the Company.

9. Interpretation by Committee. The Director agrees that any dispute or disagreement which may arise in connection with this Agreement shall be resolved by the Committee, in its sole discretion, and that any interpretation by the Committee of the terms of this Agreement or the Plan and any determination made by the Committee under this Agreement or the Plan may be made in the sole discretion of the Committee and shall be final, binding, and conclusive. Any such determination need not be uniform and may be made differently among participants awarded RSUs.

10. Miscellaneous.

(a) This Agreement shall be governed and construed in accordance with the laws of the State of Wisconsin applicable to contracts made and to be performed therein between residents thereof.

(b) The waiver by the Company of any provision of this Agreement shall not operate or be construed to be a subsequent waiver of the same provision or waiver of any other provision hereof.

(c) The RSUs shall be deemed to have been awarded pursuant to the Plan and the action of the Committee authorizing such awards; as a result, such awards are subject to the terms and conditions thereof. In the event of any conflict between the terms hereof and the provisions of the Plan or such authorization, the provisions of the Plan (to such extent) and/or such authorization shall prevail. A copy of the Plan is available on request of the Director made in writing (including by e-mail) to the Company's Secretary.

(d) Any notice, filing or delivery hereunder or with respect to RSUs shall be given to the Director at his or her home address as indicated in the records of the Company, and shall be given to the Committee or the Company at 250 East Kilbourn Avenue, Milwaukee 53202, Attention: Secretary. All such notices shall be given by first class mail, postage pre-paid, or by personal delivery.

(e) This Agreement shall be binding upon and inure to the benefit of the Company and its successors and assigns and shall be binding upon and inure to the benefit of the Director, the Beneficiary and the personal representative(s) and heirs of the Director, except that the Director may not transfer any RSUs or any interest in any RSUs.

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed by its duly authorized signer as of the day and year set forth above.

MGIC INVESTMENT CORPORATION

By:
Title: Authorized Signer

EXHIBIT A
Certain Defined Terms

"**Beneficiary**" means the person(s) who at the time of the Director's death is designated as such in the Beneficiary System.
"**Beneficiary System**" means the Company's equity plan portal, or any system used by the Company for purposes of allowing the Director to designate a Beneficiary in connection with RSUs.
"**Committee**" means the Management Development, Nominating and Governance Committee of the Company's Board of Directors, or one or more members of such committee to whom such committee delegates specified functions, or another committee of such Board administering the Plan.
"**Stock**" means the Company's common stock.

Exhibit 10.6

The 2023 bonus plan for our executive officers determines bonuses by the extent to which three financial performance goals and various business performance objectives are met.

Threshold, target and maximum performance achievement levels have been established for each financial performance goal and each financial performance goal is assigned a percentage weight. A percentage for each financial performance goal is calculated based on the company's achievement against the goal. That percentage is multiplied by the weight for that goal. The individual financial performance goals, as generally described, and their weightings are: ROE (calculated as adjusted net operating income, divided by beginning of the year shareholders' equity excluding Accumulated Other Comprehensive Income (Loss), and adjusted for financial impacts of GSE-mandated mortgage insurance cancellations inconsistent with prior business practices) (45%); new insurance written (15%), except that new insurance written during any month is included only to the extent such volume is projected to generate, as of such month in which it is written, a lifetime return, including the effects of quota share reinsurance, that exceeds a hurdle rate; and insurance in force, as adjusted for financial impacts of GSE-mandated mortgage insurance cancellations inconsistent with prior business practices (15%).

Performance against the business objectives is assigned a percentage in the aggregate, which is multiplied by 25%. The subjects addressed by the business performance objectives are: transforming our business to sustain our success; certain Corporate Sustainability considerations; and ensuring we have the appropriate amount and form of capital to support our strategies and meet the needs of our stakeholders.

The resulting percentages for achievement against the financial performance goals and the business objectives are added. The resulting pay-out, if any, can range from threshold, which is 50% of target, to maximum, which is 200% of target. The Committee has discretion to decrease by as much as 10 percentage points or increase by as much as 10 percentage points the resulting percentage (the "Bonus Pool Percentage"), but the Bonus Pool Percentage will not exceed maximum.

Exhibit 10.8

MGIC INVESTMENT CORPORATION
DEFERRED COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS
As Amended and Restated Effective January 25, 2022

Section 1. Purpose

(a) The purpose of the MGIC Investment Corporation Deferred Compensation Plan for Non-Employee Directors (the “Plan”) is to promote the best interests of MGIC Investment Corporation, a Wisconsin corporation (together with any successor thereto, the “Company”), and its shareholders by providing a means to attract and retain directors of the highest capabilities who are not employees of the Company or of any Affiliate (as defined below) through establishing a mechanism for annual grants of share units to the Company’s Non-Employee Directors and to provide such directors with an opportunity to defer all or any portion of their compensation for services as a member of the Board of Directors of the Company (the “Board”) that would otherwise be paid currently for payment upon death, disability, termination of services or a designated distribution date.

(b) Effective as of January 1, 2005, the Plan is divided into two components. The Plan, as in effect on October 3, 2004 (the “Predecessor Plan”), shall govern Share Accounts and Interest-Bearing Accounts as of December 31, 2004, including subsequent net changes in value and net earnings of such Accounts. The Predecessor Plan governs all amounts considered by law to be deferred under the Plan prior to January 1, 2005, and not subject to Section 409A of the Internal Revenue Code of 1986, as amended (the “Code”). If the Predecessor Plan is materially modified, within the meaning of Code Section 409A and the guidance thereunder, after October 3, 2004, the exemption from regulation by Code Section 409A may be lost.

(c) The Plan, originally effective as of January 1, 2005 and governing all amounts considered by law to be deferred on or after January 1, 2005, was amended and restated effective January 1, 2012, December 17, 2014 and January 27, 2015, and is further amended and restated effective January 25, 2022, as set forth herein.

Section 2. Definitions

As used in the Plan, the following terms shall have the respective meanings set forth below:

(a) “Administrator” shall mean the Compensation Committee.

(b) “Affiliate” shall mean any entity that, directly or through one or more intermediaries, is controlled by, controls, or is under common control with, the Company.

(c) “Annual Grant” is defined in Section 4(a) hereof.

(d) “Annual Grant Election” is defined in Section 4(c) hereof.

(e) “Annual Grant Share Units” is defined in Section 4(a) hereof.

(f) “Change in Control” is defined in the Annex attached hereto.

(g) “Commission” shall mean the United States Securities and Exchange Commission or any successor agency.

(h) “Committee Action” is defined in Section 4(a) hereof.

(i) “Common Stock” shall mean the common stock, $1.00 par value, of the Company.

(j) “Company” is defined in Section 1 hereof.

(k) “Compensation” shall mean those fees to which Non-Employee Directors are entitled for services rendered on the Board of Directors of the Company or any subsidiary or any committee of such Board or subsidiary, including attendance fees, fees for acting as committee chair or member, as well as annual retainer fees, but excluding the Annual Grant.

(l) “Compensation Committee” shall mean the Management Development, Nominating and Governance Committee of the Board of Directors of the Company or, if such committee shall cease to have oversight responsibility for the compensation of the Company’s Chief Executive Officer and other members of senior management, the committee of the of Board of Directors of the Company that succeeds the Management Development, Nominating and Governance Committee with respect to such oversight.

(m) “Disability” shall mean disability as set forth in Code Section 409A(a)(2)(C)(i).

(n) “Distribution Date” shall mean the first of the month following the earliest to occur of the following:

(i) The Non-Employee Director’s death.

(ii) The Non-Employee Director’s Disability.

(iii) The termination of the Non-Employee Director’s service as a member of the Board of Directors of the Company, whether by retirement or otherwise, provided the termination of service is a good-faith and complete termination of the relationship with the Company in accordance with Treasury Regulation 1.409A-1(h), which is incorporated herein by this reference.

(iv) The date (if any) specified by the Non-Employee Director in accordance with Section 10 hereof.

(o) “Exchange Act” shall mean the Securities Exchange Act of 1934, as amended from time to time.

(p) “Interest-Bearing Account” is defined in Section 8 hereof.

(q) “Non-Employee Director” is defined in Section 5 hereof.

(r) “Notice” is defined in Section 6(a) hereof.

(s) “Plan” is defined in Section 1 hereof.

(t) “Plan Year” shall mean the calendar fiscal year of the Company.

(u) “Share Account” is defined in Section 7(a) hereof.

Section 3. Administration

(a) The Plan shall be administered by the Administrator. Subject to the terms of the Plan and applicable law, the Administrator shall have full power and authority to interpret the Plan, to prescribe, amend or rescind rules and regulations relating to it and to make all other determinations necessary or advisable for the administration of the Plan. The Plan shall be construed so that transactions under the Plan will be exempt from Section 16(b) of the Exchange Act. Unless otherwise expressly provided in the Plan, all determinations, interpretations and other decisions by the Administrator shall be final, conclusive and binding on all persons.

(b) The Plan is intended to comply with the provisions of Code Section 409A. The Company does not guarantee the tax treatment or tax consequences associated with any payment or benefit, including but not limited to consequences related to Code Section 409A. To the fullest possible extent permissible, the terms of this Plan shall be interpreted in a manner which avoids violation of Code Section 409A.

Section 4. Annual Grant of Share Units

(a) *Annual Grants.* Each year, beginning in 2009, each Non-Employee Director shall receive a grant (an “Annual Grant”) of share units, but subject to the approval of the Annual Grant by the Compensation Committee. Each Annual Grant shall be made on a date and valued in an amount designated by the Compensation Committee, and may be made in the form of share units to be settled in cash or shares of Common Stock, as specified by the Compensation Committee at or prior to the time of grant. For each Annual Grant, the number of share units credited to each Non-Employee Director’s Share Account shall equal (i) the value of the Annual Grant divided by (ii) the closing price per share of the Common Stock as reported on the New York Stock Exchange on (A) the effective date, for Annual Grants for which the action of the Compensation Committee approving the Annual Grant (the “Committee Action”) specifies an effective date, or (B) the date of the Annual Grant, for all other Annual Grants. The share units awarded pursuant to this Section 4 shall be referred to “Annual Grant Share Units.” This Section 4 details the terms of the Plan as applied to Annual Grants made on or after December 17, 2014. The vesting and distribution rules applicable to Annual Grants made prior to December 17, 2014 shall be governed by the terms of the Plan, the Committee Action and the applicable elections made by Non-Employee Directors under the terms of the Plan as in effect at the time the Annual Grant was made.

(b) *Vesting of Annual Grant Share Units*. Annual Grant Share Units granted to a Non-Employee Director shall vest as provided in the Committee Action, including immediate vesting. If a Non-Employee Director ceases to be a director of the Company, and such termination occurs prior to the vesting date established in the Committee Action and if the-Non-Employee Director is not otherwise vested in accordance with the vesting rules set forth in this

Section 4(b), the unvested Annual Grant Share Units shall be forfeited by the Non-Employee Director unless the forfeiture is waived by the Compensation Committee after considering the implications of such waiver under Section 409A of the Code.

(i) *Default Vesting Provisions.* Unless otherwise provided in the Committee Action, the Non-Employee Director will obtain a vested right to the Annual Grant Share Units if (i) the Non-Employee Director ceases to be a director of the Company on or after the vesting date specified in the Committee Action, or (ii) the Non-Employee Director ceases to be a director of the Company prior to the vesting date specified in the Committee Action on account of death, Disability or retirement.

(ii) *Retirement.* "Retirement" means a Non-Employee Director's termination of service as a director of the Company, if (A) the Non-Employee Director at the time of termination was ineligible for continued service as a director under the Company's retirement policy; or (B) the Non-Employee Director had served as a director of the Company for at least two years (except that such two-year period shall not apply to a retirement that occurs after a Change in Control) and such termination is (I) due to the Non-Employee Director's taking a position with or providing services to a governmental, charitable or educational institution whose policies prohibit continued service on the Board of Directors of the Company; (II) due to the fact that continued service as a director would be a violation of law; or (III) not due to the voluntary resignation or refusal to stand for reelection by the Non-Employee Director. It is understood that a termination of service as a director as a result of (x) failure to get a Majority Vote, as defined in the Company's Articles of Incorporation, or (y) any requirement under the Company's Corporate Governance Guidelines to offer to resign, shall be described within clause (III) of the immediately preceding sentence.

(c) *Annual Grant Elections.* Each Non-Employee Director shall elect, within the date or dates set forth in this Section 4(c) or within such other date or dates as may be set forth in the Committee Action and that are consistent with the requirements of Code Section 409A, the date or dates upon which vested Annual Grant Share Units shall be distributed. Such election shall be made by written notice to the Company in substantially the form attached hereto as Exhibit A ("Annual Grant Election") and as otherwise provided for in the applicable Committee Action.

(i) *Initial Annual Grant Election.* In the case of a Non-Employee Director who becomes a participant in the Plan for the first time (and who has not previously been eligible for participation in another deferred compensation plan that is required to be aggregated with this Plan for purposes of Code Section 409A) and who completes and delivers his or her initial Annual Grant Election within 30 days of becoming eligible to participate in the Plan, the Non-Employee Director's Annual Grant Election shall become effective with respect to Annual Grant Share Units that are attributable to services to be performed after the date the election is filed with the Administrator.

(ii) *Carryover of Annual Grant Election from Year to Year*. A Non-Employee Director's initial Annual Grant Election shall continue in effect, and shall be the Non-Employee Director's Annual Grant Election with respect to Annual Grants made in Plan Years after the year for which the initial election was first effective, unless the Non-Employee Director has timely replaced such election with a revised Annual Grant Election that has become effective. Similarly, a Non-Employee's Director's revised Annual Grant Election, once effective with respect to a Plan Year, shall continue in effect, and shall be the Non-Employee Director's Annual Grant Election with respect to Annual Grants made in Plan Years after the year for which the revised election was first effective, unless the Non-Employee Director has timely replaced such election with a further revised Annual Grant Election that has become effective.

(iii) *Revised Annual Grant Elections*. Except as provided in subparagraph (i) above with respect to a Non-Employee's Director's election following initial eligibility, a Non-Employee Director's Annual Grant Election (including a carryover of a prior Annual Grant Election pursuant to subparagraph (ii) above) becomes effective, and is irrevocable, with respect to any Plan Year at the close of the preceding Plan Year. Once effective with respect to a Plan Year, the Annual Grant Election may not be revoked or modified with respect to Annual Grants made during the Plan Year for which the Annual Grant Election is effective. A Non-Employee Director may modify his or her then current Annual Grant Election by filing a new Annual Grant Election, properly completed and signed, with the Administrator. However, the revised election will not become effective until the Plan Year following the Plan Year during which the revised election is received and accepted by the Administrator, and the revised Annual Grant Election, once effective, shall remain in effect until again modified by a further revised Annual Grant Election that has become effective.

Section 5. Eligibility

Any member of the Company's Board of Directors who is not an employee of the Company or of any Affiliate (a "Non-Employee Director") is eligible to participate in the Plan.

Section 6. Election to Defer Compensation

(a) Each Non-Employee Director may elect to defer all or any portion of his or her Compensation for services rendered during a Plan Year commencing on the first day of the Plan Year following the date such Non-Employee Director's deferral election is delivered to the Administrator. Any such deferral election shall be made by written notice to the Company in substantially the form attached hereto as Exhibit B ("Notice"). In the Notice, the Non-Employee Director shall indicate whether the amount to be deferred shall be (i) converted into share units and credited to a Share Account as provided in Section 7 hereof, (ii) credited to an Interest-Bearing Account as provided in Section 8 hereof, or (iii) credited to a combination of both accounts.

(b) A deferral election (including, without limitation, the amount deferred as specified in each Non-Employee Director's Notice) is irrevocable and will remain in effect as to all future Plan Years and deferred amounts until a Non-Employee Director delivers an amended Notice to the Administrator and such new irrevocable election or revocation becomes effective. Any amended Notice shall be effective with respect to Compensation earned on and after the first day of the Plan Year beginning after the date the amended Notice is delivered to the Administrator.

(c) The most recent Notice provided under this Plan, or the Predecessor Plan prior to January 1, 2005, shall be a Non-Employee Director's initial Notice under this Plan.

(d) If a newly-elected Non-Employee Director or a member of the Board who becomes a Non-Employee Director completes his or her initial Notice not later than thirty (30) days after the date of his or her election as Director or his or her becoming a Non-Employee Director, respectively, such Notice shall be effective as to Compensation earned for services performed on and after the first day of the first Plan Year quarter beginning after such Notice is delivered to the Administrator.

Section 7. Bookkeeping Share Unit Accounts

(a) The Company shall establish and maintain a bookkeeping share unit account ("Share Account") for each Non-Employee Director participating in the Plan. The Share Account shall reflect all entries required to be made pursuant to (i) Annual Grants pursuant to Section 4, (ii) except as set forth in Section 8(a), the Non-Employee Director's Notice and amended Notices, if any, and (iii) this Plan. Non-Employee Directors shall have no rights as stockholders of the Company with respect to share units credited to their Share Accounts.

(b) At the end of each Plan Year quarter, other than any quarter during the period January 1, 2009 – December 31, 2014, a Non-Employee Director's Share Account shall be credited with a number of share units equal to (i) the portion of the Non-Employee Director's Compensation for such quarter designated in his or her then effective Notice to be deferred and converted into share units divided by (ii) the closing price per share of the Common Stock on the New York Stock Exchange on the last trading day of such quarter.

(c) Whenever cash dividends or other distributions are paid by the Company on its outstanding Common Stock, there shall be credited to each Non-Employee Director's Share Account additional share units equal to (i) the aggregate dividend or distribution that would be payable on a number of outstanding shares of Common Stock equal to the number of share units in such Non-Employee Director's Share Account on the record date for the dividend divided by (ii) the closing price per share of the Common Stock as reported on the New York Stock Exchange on the last trading day immediately preceding the date of payment of the dividend. If, after the record date and before the payment date for a cash dividend or other distribution that would otherwise result in crediting of additional share units under the foregoing, shares of Common Stock are distributed, or a payment is made, with respect to the share units to which such distribution relates, then the Company shall pay an amount in cash equal to the amount of the distribution for each such share unit with respect to which such distribution or payment was made.

(d) The number of share units credited to each Non-Employee Director's Share Account shall be adjusted as appropriate in the event of any changes in the outstanding Common Stock by reason of any stock dividend, stock split, recapitalization, merger, consolidation, combination, exchange of stock or other similar corporate change.

Section 8. Interest-Bearing Accounts

(a) The Company shall establish and maintain a bookkeeping interest-bearing account ("Interest-Bearing Account") for each Non-Employee Director participating in the Plan. The Interest-Bearing Account shall reflect all entries required to be made pursuant to the Non-Employee Director's Notice and amended Notices, if any, and pursuant to this Plan. Notwithstanding any Notice and amended Notices, if any, effective after December 31, 2008 and before December 17, 2014 that include an election to have amounts credited to a Share Account, all such amounts shall be made credited to such Non-Employee Director's Interest-Bearing Account.

(b) At the end of each Plan Year quarter, a Non-Employee Director's Interest-Bearing Account shall be credited with the portion of the Non-Employee Director's Compensation for such quarter designated in his or her then effective Notice to be deferred and credited to his or her Interest-Bearing Account. A Non-Employee Director's Interest-Bearing Account balance at the beginning of each Plan Year quarter shall also be credited at the end of such quarter with interest for the quarter at a rate equal to the Six Month U.S. Treasury Bill Rate determined at the closest preceding January 1 or July 1 of each year; provided that, with respect to the portion of such Interest-Bearing Account attributable to deferrals from 2023 and subsequent years, in no event will the interest credited exceed 120% of the applicable federal long-term rate, with quarterly compounding.

Section 9. Account Transfer

A Non-Employee Director may not transfer or convert a Share Account to an Interest-Bearing Account or vice versa.

Section 10. Distributions

(a) A Non-Employee Director may designate on his or her initial Notice a Distribution Date for the commencement of payment of amounts credited to his or her Share Account and Interest-Bearing Account; provided, however, that amounts associated with Annual Grant Share Units shall be distributed in accordance with the applicable Annual Grant Election(s). All Distribution Date elections made by Non-Employee Directors are irrevocable; provided, however, that each Non-Employee Director who has an initial Notice on file with the Plan before January 1, 2009, may, not later than December 31, 2008, designate a Distribution Date that shall supersede any previous designation of a Distribution Date. Such designation shall be irrevocable effective January 1, 2009.

(b) A Non-Employee Director shall direct in his or her initial Notice whether distributions of the amount(s) accumulated in his or her Share Account (other than amounts associated with Annual Grant Share Units, which shall be distributed in accordance with the applicable Annual Grant Election(s)) and/or Interest-Bearing Account are to be made in (i) a lump sum, payable on the first business day of the calendar month following the applicable Distribution Date, or (ii) up to ten (10) annual installments commencing on the first business day of the calendar month following the applicable Distribution Date and continuing on the appropriate number of consecutive anniversaries of such date. If a Non-Employee Director receives distributions on an installment basis, whether pursuant to a Notice or an Annual Grant Election, amounts remaining in his or her Share Account and/or Interest-Bearing Account before payment in full is completed shall continue to be credited, as appropriate, with (i) additional share units in the event cash dividends are paid by the Company and shall be appropriately adjusted in the event of any changes in the outstanding Common Stock in accordance with Sections 7(c) and 7(d), respectively, hereof and/or (ii) interest in accordance with Section 8(b) hereof. All designations of a form of payment shall be irrevocable; provided, however, that each Non-Employee Director who has an initial Notice on file with the Plan before January 1, 2009, may, not later than December 31, 2008, designate a form of payment that shall supersede any previous designation of a form of payment. Such designation shall be irrevocable effective January 1, 2009.

(c) All distributions made pursuant to the Plan shall be made in cash and, if appropriate, will be deemed to be made from the Share Accounts and the Interest-Bearing Accounts pro rata, excluding, for purposes of such pro rata calculations, the portion of the Share Accounts attributable to Annual Grants; provided that the Company shall distribute the portion of the Share Accounts attributable to Annual Grants that were designated in the applicable Committee Action as being settled in shares of Common Stock in the form of such shares, which shares of Common Stock shall be issued under the Company's 2020 Omnibus Incentive Plan or any successor equity incentive plan maintained by the Company at the time of issuance. To the extent distributions are made in the form of cash from a Share Account, the Company shall pay on the applicable date an amount in cash equal to the average of the closing price per share of the Common Stock on the New York Stock Exchange for the five (5) consecutive trading days immediately preceding the date of distribution multiplied by the number of share units (i.e., shares of Common Stock since each unit represents one share) that would be otherwise distributable.

(d) If the Distribution Date is the first day of the month following the Non-Employee Director's death or a fixed date which in fact occurs after the Non-Employee Director's death or if at the time of death the Non-Employee Director was receiving distributions in installments, the balance remaining in the Non-Employee Director's Share Account and/or Interest-Bearing Account shall be distributed to such beneficiary or beneficiaries as such Non-Employee Director shall have designated by an instrument in writing filed with the Company prior to the Non-Employee Director's death. All distributions to the Non-Employee Director's beneficiary or beneficiaries shall be in a lump sum and will be made as soon as practicable after the Non-Employee Director's death. In the absence of an effective beneficiary designation, the Non-Employee Director's Share Account and/or Interest-Bearing Account balance(s) shall be distributed to his or her estate.

Section 11. Amendments and Termination.

The Board of Directors of the Company hereby reserves the right to amend this Plan from time to time and to terminate this Plan at any time without the consent of the Non-Employee Directors or their beneficiaries; provided, however, that no amendment or termination may reduce any Share Account and/or Interest-Bearing Account balance accrued on behalf of a Non-Employee Director based on deferrals already made, or divest any Non-Employee Director of rights to which he or she would have been entitled if the Plan had been terminated immediately prior to the effective date of such amendment.

Section 12. General.

(a) Assignment. Neither the Non-Employee Director, nor his or her beneficiary, nor his or her estate shall have any right or power to transfer, assign, pledge, encumber or otherwise dispose of any rights hereunder and any such attempt to assign, transfer, pledge or other conveyance shall not be recognized by the Company. The rights of a Non-Employee Director hereunder are exercisable during the Non-Employee Director's lifetime only by him or her or his or her guardian or legal representative.

(b) Non-Employee Directors' Rights Unsecured. The right of any Non-Employee Director or his or her beneficiary to receive a distribution hereunder shall be an unsecured claim against the general assets of the Company, and neither the Non-Employee Director nor any beneficiary shall have any right, title or interest in or against any amount credited to his or her Share Account, his or her Interest-Bearing Account or any other specific assets of the Company prior to the payment thereof to such person.

(c) Funding. This Plan is unfunded and is maintained by the Company for the purpose of providing deferred compensation to Non-Employee Directors. Nothing contained in this Plan and no action taken pursuant to its terms shall create or be construed to create a trust of any kind, or a fiduciary relationship between the Company and any Non-Employee Director or his or her beneficiary, or any other person. The Company may authorize the creation of a trust or other arrangement to assist the Company in meeting the obligations created under the Plan. Any liability to any person with respect to the Plan shall be based solely upon any contractual obligations that may be created pursuant to the Plan. No obligation of the Company hereunder shall be deemed to be secured by any pledge of, or other encumbrance on, any property of the Company.

(d) Withholding for Taxes. No later than the date as of which an amount first becomes includable in the gross income of the Non-Employee Director for Federal income tax purposes with respect to any participation under the Plan, the Non-Employee Director shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, any Federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such amount.

(e) Costs of Administration. Costs of administration of the Plan will be paid by the Company.

(f) Benefit Statements. The Company shall provide statements with respect to Share Accounts and/or Interest-Bearing Accounts to participating Non-Employee Directors on a periodic basis, but not less than annually, in such form and at such time as it deems appropriate.

(g) Governing Law. The validity, construction, and effect of the Plan and any rules and regulations relating to the Plan shall be determined in accordance with the laws of the State of Wisconsin and applicable federal law.

(h) Severability. If any provision of the Plan is or becomes or is deemed to be invalid, illegal or unenforceable in any jurisdiction, or as to any person, or would disqualify the Plan under any law deemed applicable by the Administrator, such provision shall be construed or deemed amended to conform to applicable laws, or if it cannot be so construed or deemed amended without, in the determination of the Administrator, materially altering the intent of the Plan, such provision shall be stricken as to such jurisdiction or person and the remainder of the Plan shall remain in full force and effect.

(i) Headings. Headings are given to the Sections and subsections of the Plan solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of the Plan or any provision thereof.

EXHIBIT A

NOTICE OF ELECTION REGARDING ANNUAL GRANTS

The undersigned, being a Non-Employee Director of MGIC Investment Corporation (the "Company"), hereby makes this election pursuant to the Company's Deferred Compensation Plan for Non-Employee Directors (the "Deferred Compensation Plan").

1. The undersigned elects to receive distributions related to his or her Annual Grants as follows (please check one):

(a) For _____% of the units granted: In one lump-sum, payable on the tenth business day following the vesting date provided for in the applicable Committee Action, or if there is immediate vesting, on the settlement date specified in the Committee Action, except that, if for any Annual Grant the Committee Action specifies an effective date for such Grant, such payment date shall be no earlier than the first anniversary of such effective date.

(b) For _____% of the units granted: In 1 2 3 4 5 6 7 8 9 10 (please circle one number) annual installments commencing on the first business day of the calendar month following the termination of the Non-Employee Director's service as a member of the Board of Directors of the Company, as contemplated by Section 2(n)(iii) of the Plan, and continuing on the appropriate number of consecutive anniversaries of such date.

(c) For _____% of the units granted: One lump-sum on __________________, which may be no earlier than the date provided in (a), above.

Distributions shall be settled in shares of the Company's common stock or in cash, as specified in the Committee Action.

2. Designation of Beneficiary with respect to Annual Grants.

Name and Address of Beneficiary:

____

____

____

All capitalized terms used but not defined herein shall have the meanings assigned to them in the Deferred Compensation Plan, as in effect on the date the Annual Grant is awarded. For purposes of this election form, "Annual Grant" shall also include grants of restricted stock units awarded under the 2020 Omnibus Incentive Plan ("RSU Grants") and "Committee Action" shall also include resolutions authorizing the RSU Grants.

____
Director

____
Date

EXHIBIT B

NOTICE OF ELECTION TO DEFER COMPENSATION UNDER MGIC INVESTMENT

CORPORATION DEFERRED COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS

The undersigned, being a Non-Employee Director of MGIC Investment Corporation (the “Company”), hereby elects to participate in the Company’s Deferred Compensation Plan for Non-Employee Directors (the “Deferred Compensation Plan”) on the terms and conditions set forth in such Plan and pursuant to the specific instructions below:

1. Percentage of Directors’ Compensation to be deferred for services rendered during all Plan Years beginning after the date of this Notice. A newly eligible Director may make a mid-year election within 30 days of initial eligibility with respect to Fees earned after the date the election is provided to the Corporation. Please list percentage of fees you wish to defer:

___% Annual Board Retainer Fees, in excess of amount applied to MGIC-PAC of $________

___% Annual Committee Retainer Fees

___% Board and Committee Meeting Fees, if any are paid for _____

NOTE: Complete the following items 2-4 only if all or a portion of Compensation was deferred in (1) above:

2. Percentage of Compensation deferred to be credited to Interest-Bearing Account and/or converted into share units (and credited to Share Account). Please specify percentage:

___% Interest-Bearing Account ___% Share Units (Share Account)

3. Method by which Interest-Bearing Account and/or Share Account balance(s) shall be paid. Please check one:

One lump-sum, payable in cash on first business day of the calendar month following the applicable Distribution Date (as defined below)

In 1 2 3 4 5 6 7 8 9 10 (please circle one number) annual installment(s) payable in cash commencing on the first business day of the calendar month following the applicable Distribution Date and continuing on the appropriate number of consecutive anniversaries of such date.

“Distribution Date” means the first of the month following the earliest to occur of the following:

(i) The Non-Employee Director’s death.

(ii) The Non-Employee Director’s Disability.

(iii) The termination of the Non-Employee Director’s service as a member of the Board of Directors of the Company, whether by retirement or otherwise, provided the termination of service is a good-faith and complete termination of the relationship with the Company in accordance with Treasury Regulation 1.409A-1(h), which is incorporated herein by this reference.

(iv) The date (if any) specified by the Non-Employee Director below and in accordance with Section 10 of the Deferred Compensation Plan.

4. Optional designation of a Distribution Date other than the first to occur of death, Disability or termination of service as a member of the Board of Directors of the Company, whether by retirement or otherwise. Please specify such other Distribution Date if you desire:

Other fixed Distribution Date:

5. Designation of Beneficiary under the Deferred Compensation Plan, if any.

Name and Address of Beneficiary:

____

____

____

All capitalized terms used but not defined herein shall have the meanings assigned to them in the Deferred Compensation Plan.

Director

Date

ANNEX

DEFINITION OF "CHANGE IN CONTROL OF THE COMPANY"

AND RELATED TERMS

1. Change in Control of the Company. A "Change in Control of the Company" shall be deemed to have occurred if an event set forth in any one of the following paragraphs shall have occurred:

(i) any Person (other than (A) the Company or any of its subsidiaries, (B) a trustee or other fiduciary holding securities under any employee benefit plan of the Company or any of its subsidiaries, (C) an underwriter temporarily holding securities pursuant to an offering of such securities or (D) a corporation owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of stock in the Company ("Excluded Persons")) is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its Affiliates after July 22, 1999, pursuant to express authorization by the Board of Directors of the Company (the "Board") that refers to this exception) representing more than 50% of the total fair market value of the stock of the Company or representing 50% or more of the total voting power of the stock of the Company; or

(ii) during any 12 consecutive month period, the following individuals cease for any reason to constitute a majority of the number of directors of the Company then serving: (A) individuals who, on July 22, 1999, constituted the Board and (B) any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Company, as such terms are used in Rule 14a-11 of Regulation 14A under the Act) whose appointment or election by the Board or nomination for election by the Company's shareholders was approved by a vote of at least a majority of the directors then still in office who either were directors on July 22, 1999, or whose initial appointment, election or nomination for election as a director which occurred after July 22, 1999 was approved by such vote of the directors then still in office at the time of such initial appointment, election or nomination who were themselves either directors on July 22, 1999 or initially appointed, elected or nominated by such majority vote as described above ad infinitum (collectively the "Continuing Directors"); provided, however, that individuals who are appointed to the Board pursuant to or in accordance with the terms of an agreement relating to a merger, consolidation, or share exchange involving the Company (or any direct or indirect subsidiary of the Company) shall not be Continuing Directors for purposes of this Plan until after such individuals are first nominated for election by a vote of at least a majority of the then Continuing Directors and are thereafter elected as directors by the shareholders of the Company at a meeting of shareholders held following consummation of such merger, consolidation, or share exchange; and, provided further, that in the event the failure of any such persons appointed to the Board to be Continuing Directors results in a Change in Control of the Company, the subsequent qualification of such persons as Continuing Directors shall not alter the fact that a Change in Control of the Company occurred; or

(iii) a merger, consolidation or share exchange of the Company with any other corporation is consummated or voting securities of the Company are issued in connection with a merger, consolidation or share exchange of the Company (or any direct or indirect subsidiary of the Company) pursuant to applicable stock exchange requirements, other than (A) a merger, consolidation or share exchange which would result in the voting securities of the Company entitled to vote generally in the election of directors outstanding immediately prior to such merger, consolidation or share exchange continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof) at least 50% of the combined voting power of the voting securities of the Company or such surviving entity or any parent thereof entitled to vote generally in the election of directors of such entity or parent outstanding immediately after such merger, consolidation or share exchange, or (B) a merger, consolidation or share exchange effected to implement a recapitalization of the Company (or similar transaction) in which no Person (other than an Excluded Person) is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its Affiliates after July 22, 1999, pursuant to express authorization by the Board that refers to this exception) representing at least 50% of the combined voting power of the Company's then outstanding voting securities entitled to vote generally in the election of directors; or

(iv) the sale or disposition by the Company of all or substantially all of the Company's assets to a Person (in one transaction or a series of related transactions within any period of 12 consecutive months), other than a sale or disposition by the Company of all or substantially all of the Company's assets to (a) a shareholder of the Company (immediately before the asset transfer) in exchange for or with respect to its stock; (b) an entity, 50% or more of the total value or voting power of which is owned, directly or indirectly, by the Company; (c) a Person that

owns, directly or indirectly, 50% or more of the total value or voting power of all of the outstanding stock of the Company; or (d) an entity, at least 50% of the total value or voting power of which is owned, directly or indirectly, by a Person that owns, directly or indirectly, 50% or more of the total value or voting power of all the outstanding voting stock of the Company. It is understood that in no event shall a sale or disposition of assets be considered to be a sale of substantially all of the assets unless the assets sold or disposed of have a total gross fair market value of at least 40% of the total gross fair market value of all of the Company's assets immediately prior to such sale or disposition.

2. Related Definitions. For purposes of this Annex, the following terms, when capitalized, shall have the following meanings:

(i) Act. The term "Act" means the Securities Exchange Act of 1934, as amended.

(ii) Affiliate and Associate. The terms "Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule l2b-2 of the General Rules and Regulations under the Act.

(iii) Beneficial Owner. A Person shall be deemed to be the "Beneficial Owner" of any securities:

a. which such Person or any of such Person's Affiliates or Associates has the right to acquire (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, exchange rights, rights, warrants or options, or otherwise; *provided, however,* that a Person shall not be deemed the Beneficial Owner of, or to beneficially own, (A) securities tendered pursuant to a tender or exchange offer made by or on behalf of such Person or any of such Person's Affiliates or Associates until such tendered securities are accepted for purchase, or (B) securities issuable upon exercise of Rights issued pursuant to the terms of the Company's Rights Agreement, dated as of July 22, 1999, between the Company and Wells Fargo Bank Minnesota, National Association (as successor Rights Agent), as amended from time to time (or any successor to such Rights Agreement), at any time before the issuance of such securities;

b. which such Person or any of such Person's Affiliates or Associates, directly or indirectly, has the right to vote or dispose of or has "beneficial ownership" of (as determined pursuant to Rule l3d-3 of the General Rules and Regulations under the Act), including pursuant to any agreement, arrangement or understanding; *provided, however,* that a Person shall not be deemed the Beneficial Owner of, or to beneficially own, any security under this Subsection 2(b) as a result of an agreement, arrangement or understanding to vote such security if the agreement, arrangement or understanding: (A) arises solely from a revocable proxy or consent given to such Person in response to a public proxy or consent solicitation made pursuant to, and in accordance with, the applicable rules and regulations under the Act and (B) is not also then reportable on a Schedule l3D under the Act (or any comparable or successor report); or

c. which are beneficially owned, directly or indirectly, by any other Person with which such Person or any of such Person's Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting (except pursuant to a revocable proxy as described in Subsection 2(b) above) or disposing of any voting securities of the Company.

(iv) Person. The term "Person" shall mean any individual, firm, partnership, corporation or other entity, including any successor (by merger or otherwise) of such entity, or a group of any of the foregoing acting in concert.

(v) Stock. The term "stock" shall have the meaning contemplated by Treasury Regulation 1.409A-1 et seq.

Exhibit 10.12

AGREEMENT NOT TO COMPETE

As a condition to and in consideration of the award by MGIC Investment Corporation (the “Company”) of Restricted Stock Units (“RSUs”) pursuant to the 2020 Omnibus Incentive Plan, to the individual signing or otherwise agreeing to this Agreement Not to Compete (“Employee”), Employee agrees as follows:

1. Employee shall not render services or assistance to any Competitor (as defined below) of the Company or of any present or future parent, subsidiary or other affiliate of the Company (collectively, “Affiliate”) (a) during the term of Employee’s employment with the Company or with any Affiliate, and (b) for a period of one year after the termination of such employment if such post-employment services or assistance to a Competitor involve any of the following:

(i) for an Employee whose principal business function for the Company or any Affiliate during the one year prior to the termination of Employee’s employment with the Company or such Affiliate (“the Relevant Period”) involved the pricing of the Company or an Affiliate’s products or services, or the sales or marketing directly to customers of the Company or such Affiliate, pricing, selling, or marketing products or services competitive with those Employee priced, sold or marketed on behalf of the Company or Affiliate for whom Employee worked, to any of the Company’s or such Affiliate’s customers for which Employee had responsibility or with which Employee had regular contact, whether in person or through any communications technology, at any time during the Relevant Period;

(ii) for an Employee who during the Relevant Period supervises other employees who price the Company’s or an Affiliate’s products or services, or sell or market directly to customers, pricing, selling, marketing, or supervising the sale or marketing of, products or services competitive with those within Employee’s supervision, to any of the Company’s or such Affiliate’s customers who, at any time during the Relevant Period, were served by employees Employee supervised and were either customers about which Employee received confidential information of Company or such Affiliate or customers with which Employee had regular contact whether in person or through any communications technology; or

(iii) for an Employee who during the Relevant Period serves the Company or any Affiliate in a capacity not described in subsections (i) or (ii), providing services to a Competitor of the Company or such Affiliate in any capacity in which confidential information of the Company or such Affiliate which Employee learned during the Relevant Period, would reasonably be considered useful to the Competitor.

2. Employee shall not directly or indirectly, during the term of Employee’s employment with the Company or with any Affiliate and for a period of one year after termination of such employment, solicit or induce, or assist in any manner in the solicitation or inducement of any employee of the Company who was subject to Employee’s direct supervision or about whom Employee received any Confidential Information, in either event during any part of the last year of Employee’s employment with the Company or Affiliate, to accept any employment, consulting, contracting or other confidential relationship with a Competitor.

3. For the purposes of this Agreement, the term “Competitor” means any company (regardless of the form of its organization), including a proprietorship (a) engaged in or preparing to engage in the business of guaranteeing or insuring mortgages on property in the United States, Puerto Rico or Guam, or (b) engaged in or preparing to engage in competition with any other business in which the Company or any Affiliate is engaged, in any state or territory of the United States in which the Company or any Affiliate is so engaged, but only if such business accounted for at least 10% of the revenues of the Company and its subsidiaries, on a consolidated basis, during the Relevant Period.

4. The provisions of this Agreement shall bind the Employee and inure to the benefit of the Company and its Affiliates, notwithstanding: (a) any termination of the Restricted Stock Unit Agreement associated with this Agreement, or any forfeiture of the related RSUs, or (b) any issuance of cash or shares to the Employee in settlement of any RSU.

5. The Employee acknowledges that: (a) the Company and each Affiliate are third party beneficiaries of this Agreement and each one is entitled to enforce the provisions of this Agreement which may include an action for injunction, damages or both, and such other relief as may be proper; (b) the Company may, at its sole discretion, waive any rights this Agreement provides to it; (c) Employee is entitled to consult an attorney

before entering into this Agreement; and (d) Employee was given 14 days to review the terms and conditions contained herein.

6. Any dispute arising out of or related to Employee’s employment with Company or any Affiliate, or arising out of or related to this Agreement, or any breach or alleged breach hereof (“a Covered Dispute”), shall be decided exclusively by a state court sitting without a jury in the Wisconsin Circuit Court for Milwaukee County. Employee irrevocably waives Employee’s right, if any, to have any Covered Dispute decided in any jurisdiction or venue other than the Wisconsin Circuit Court for Milwaukee County, and Employee irrevocably waives the right to remove or transfer any action commenced in the Wisconsin Circuit Court for Milwaukee County, to any other court or venue. Employee irrevocably waives Employee’s right, if any, to have any Covered Dispute decided by a jury.

7. All terms capitalized in this Agreement shall have the respective meanings set forth in the associated Restricted Stock Unit Agreement, unless otherwise defined herein. This Agreement does not supersede or modify any other agreement regarding non-competition of which the Company has the benefit.

Dated: As of the 3rd day of February 2023

Signature: ______________________________
Name: ______________________________

Exhibit 21

MGIC INVESTMENT CORPORATION

DIRECT AND INDIRECT SUBSIDIARIES[1]

1 MGIC Assurance Corporation

2. MGIC Credit Assurance Corporation

3. MGIC Indemnity Corporation

4. MGIC Insurance Services Corporation

5. MGIC Investor Services Corporation

6. MGIC Mortgage and Consumer Asset I, LLC[2]

7. MGIC Mortgage Services, LLC

8. MGIC Reinsurance Corporation of Vermont[3]

9. Mortgage Guaranty Insurance Corporation

The names of certain entities that would not in the aggregate be a significant subsidiary are omitted.

(1) Except as otherwise noted in a footnote, all companies listed are 100% directly or indirectly owned by the registrant and all are incorporated in Wisconsin.

(2) Organized under Delaware law.

(3) Organized under Vermont law.

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-264736) and Form S-8 (Nos. 333-101621; 333-123777; 333-207868; 333-238604) of MGIC Investment Corporation of our report dated February 22, 2023 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
February 22, 2023

Exhibit 31.1

CERTIFICATIONS

I, Timothy J. Mattke, certify that:

1. I have reviewed this annual report on Form 10-K of MGIC Investment Corporation;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2023

/s/ Timothy J. Mattke

Timothy J. Mattke
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS

I, Nathaniel H. Colson, certify that:

1. I have reviewed this annual report on Form 10-K of MGIC Investment Corporation;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2023

/s/Nathaniel H. Colson

Nathaniel H. Colson
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32

SECTION 1350 CERTIFICATIONS

The undersigned, Timothy J. Mattke, Chief Executive Officer of MGIC Investment Corporation (the “Company”), and Nathaniel H. Colson, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S. C. Section 1350, that to our knowledge:

(1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2022 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 22, 2023

/s/ Timothy J. Mattke

Timothy J. Mattke
Chief Executive Officer

/s/ Nathaniel H. Colson

Nathaniel H. Colson
Chief Financial Officer