



Fidelity National Financial Announces A Planned Transaction To Distribute 15% Ownership Of F&G To FNF Shareholders

March 16, 2022

~ F&G Shares to be Publicly Listed Through a Partial Spin-off ~

~ FNF to Retain 85% Control of F&G ~

JACKSONVILLE, Fla., March 16, 2022 /PRNewswire/ -- Fidelity National Financial, Inc.® (NYSE: FNF) ("FNF" or the 'Company'), a leading provider of title insurance and transaction services to the real estate and mortgage industries, today announced its intention to dividend to FNF shareholders, on a pro rata basis, 15% of the common stock of its wholly-owned subsidiary, F&G Annuities & Life, Inc. ("F&G"), a leading provider of annuity and life insurance products. FNF will retain control of F&G through an 85% ownership stake and remains committed to F&G's growth and long-term success.

The distribution was approved by FNF's Board of Directors on March 14, 2022. The Board of Directors believes that the public listing of F&G shares through a dividend to FNF shareholders will unlock the value of both industry leading businesses. The separation is intended to be structured as a taxable dividend to FNF shareholders and is targeted to be completed in the third quarter of 2022.

William P. Foley, II, Chairman of the Board of FNF, commented, "F&G has exceeded all of our expectations having grown assets under management by 38% to \$36.5 billion since our acquisition in June of 2020 and proving our strategic rationale for the deal. FNF's balance sheet allowed a credit ratings upgrade of F&G and accelerated its growth by entering new distribution channels. While this has played out much better than we had expected, the market has not recognized the value creation that has taken place at F&G. We believe that the best way to unlock this value is to publicly list F&G through a dividend to our shareholders."

Mike Nolan, Chief Executive Officer of FNF, said, "F&G provides our Company with a countercyclical revenue stream that is poised to benefit from the current environment as interest rates rise. Additionally, as F&G has entered new markets, sales growth has accelerated and assets under management have grown well ahead of our expectations. This positions F&G to provide strong cash flows and earnings to FNF over the coming years. By retaining 85% ownership of F&G, we will continue to benefit from their growth while also unlocking the substantial value that has been and will continue to be created. Importantly, we remain committed to F&G, its employees and customers."

Chris Blunt, President and Chief Executive Officer of F&G, added, "FNF is taking the next step to recognize our success by announcing its intention to take F&G public through this transaction. This is an incredible accomplishment for F&G, and one that inherently increases the future value of our corporation and ensures the ongoing investment in our business. We've gone from a \$4 billion annual sales retail annuity carrier offering one product through one channel, to a more than \$10 billion annual sales insurer offering life, annuities, and institutional solutions across five different channels. This transition to being a publicly traded company is a vote of confidence for our business, our future potential, and all of our employees who have worked so hard here at F&G to make this success a reality."

Transaction Highlights

The purpose of the distribution is to enhance and more fully recognize the overall market value of each company. To support the strong growth prospects of F&G, FNF will convert its \$400 million intercompany loan to F&G into F&G equity prior to the distribution. FNF will maintain 85% of F&G's common stock, continuing to hold control and primary ownership. FNF intends to distribute 15% of F&G's common stock to FNF shareholders in order to reinforce the standalone value of F&G, as well as to allow investors to invest directly in F&G.

- Chris Blunt, President and Chief Executive Officer of F&G, will remain in his role leading F&G
- No change is expected to FNF or F&G's strategy, operations or management teams
- F&G will continue to benefit from FNF's majority ownership, expect sales growth to remain robust through the expansion into new distribution channels, and have access to public markets over time, as needed
- FNF will maintain its capital allocation strategy focused on returning capital to shareholders through the Company's quarterly dividend and share repurchase program while making strategic investments in the Company's business

Transaction Details

- Upon completion of the distribution, shareholders will own stock in both publicly traded companies having received a taxable dividend of 15% of F&G in the aggregate
- F&G shares will be publicly listed and trade on the New York Stock Exchange
- FNF will maintain control over, and an 85% ownership stake in, F&G
- The distribution is expected to be completed in the third quarter of 2022
- The transaction is subject to various conditions including the final approval by the FNF Board of Directors, filing and effectiveness of a Form 10 registration statement under the Securities Exchange Act of 1934, as amended, and any applicable regulatory approvals
- The record date and distribution settlement date will be determined by FNF's Board of Directors prior to the distribution

This press release is not an offer to sell, or a solicitation of an offer to buy, any securities.

BofA Securities, Inc. is acting as FNF's financial advisor in connection with the proposed distribution.

About Fidelity National Financial, Inc.

Fidelity National Financial, Inc. (NYSE: FNF) is a leading provider of title insurance and transaction services to the real estate and mortgage industries. FNF is the nation's largest title insurance company through its title insurance underwriters - Fidelity National Title, Chicago Title, Commonwealth Land Title, Alamo Title and National Title of New York - that collectively issue more title insurance policies than any other title company in the United States. More information about FNF can be found at www.fnf.com.

About F&G

F&G is part of the FNF family of companies. F&G is committed to helping Americans turn their aspirations into reality. F&G is a leading provider of insurance solutions serving retail annuity and life customers and institutional clients and is headquartered in Des Moines, Iowa. For more information, please visit fglife.com.

Forward-Looking Statements and Risk Factors

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements regarding our expectations, hopes, intentions or strategies regarding the future are forward-looking statements including the ability to complete the spin-off and list on the NYSE. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: diversion of management's attention and the potential impact of the consummation of the F&G transaction on relationships, including with employees, suppliers, customers and competitors; our ability to successfully realize the anticipated benefits of the spin-off transaction; the ability to satisfy any necessary conditions (including any applicable regulatory approvals) to consummate the spin-off transaction within the estimated timeframe or at all; the final terms and conditions of the spin-off transaction, including the nature of agreements and arrangements between FNF and F&G following any such transaction, the costs of any such transaction, and the nature and amount of indebtedness incurred by F&G; changes in general economic, business, political crisis, war and COVID-19 conditions, including changes in the financial markets; weakness or adverse changes in the level of real estate activity, which may be caused by, among other things, high or increasing interest rates, a limited supply of mortgage funding or a weak U. S. economy; our potential inability to find suitable acquisition candidates; our dependence on distributions from our title insurance underwriters as a main source of cash flow; significant competition that F&G and our operating subsidiaries face; compliance with extensive government regulation of our operating subsidiaries; and other risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of FNF's Form 10-K and other filings with the Securities and Exchange Commission (SEC).

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