

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name JAMES RIVER GROUP HOLDINGS, LTD.		2 Issuer's employer identification number (EIN) 98-0585280	
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact 1-441-278-4583	5 Email address of contact InvestorRelations@jrgh.net	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact PO BOX 1502		7 City, town, or post office, state, and Zip code of contact HAMILTON HMFx BERMUDA	
8 Date of action 3/31/2015, 6/30/2015, 9/30/2015, 12/28/2015		9 Classification and description DISTRIBUTIONS CATEGORIZED AS RETURN OF CAPITAL	
10 CUSIP number G5005R107	11 Serial number(s) N/A	12 Ticker symbol JRVR	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **ON MARCH 31, JUNE 30, SEPTEMBER 30, AND DECEMBER 28, 2015 JAMES RIVER GROUP HOLDINGS, LTD (JRGH) MADE CASH DISTRIBUTIONS TO SHAREHOLDERS IN THE AMOUNT OF \$0.16, \$0.16, \$0.16, AND \$1.16 PER SHARE, RESPECTIVELY.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **JRGH DETERMINED THAT OF SUCH DISTRIBUTIONS LISTED ABOVE, APPROXIMATELY 83.315% WILL BE TREATED AS A TAXABLE DIVIDEND AND 16.685% WILL BE TREATED AS A RETURN OF CAPITAL UNDER INTERNAL REVENUE CODE ("IRC") SECTION 301(C)(2). GENERALLY, THE SHAREHOLDER'S BASIS IS REDUCED BY THE AMOUNT OF THE RETURN OF CAPITAL DISTRIBUTIONS BUT NOT BELOW ZERO. ANY AMOUNT OF THE RETURN OF CAPITAL IN EXCESS OF THE SHAREHOLDER'S BASIS IS A CAPITAL GAIN TO THE SHAREHOLDER PURSUANT TO IRC SECTION 301(C)(3).**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **CURRENT EARNINGS AND PROFIT IS ALLOCATED TO EACH DISTRIBUTION BASED ON THE PROPORTION THAT CURRENT EARNINGS AND PROFIT BEARS TO THE TOTAL OF ALL DISTRIBUTIONS MADE DURING THE YEAR RESULTING IN 83.315% OF DISTRIBUTIONS BEING DIVIDEND INCOME AND 16.685% BEING A RETURN OF CAPITAL. THE 16.685% RETURN OF CAPITAL IS MULTIPLIED BY THE DISTRIBUTION PER SHARE TO CALCULATE THE BASIS ADJUSTMENT.**

PAYMENT DATE	TOTAL PER COMMON SHARE	TAXABLE DIVIDEND	RETURN OF CAPITAL
03/31/2015	\$0.16	\$0.1333	\$0.0267
06/30/2015	\$0.16	\$0.1333	\$0.0267
09/30/2015	\$0.16	\$0.1333	\$0.0267
12/28/2015	\$1.16	\$0.9665	\$0.1935

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►
TAX TREATMENT IS BASED ON IRC SECTIONS 301 and 316.

18 Can any resulting loss be recognized? ► **NO**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ►
DISTRIBUTIONS WERE MADE IN THE 2015 TAX YEAR.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ►  Date ► 2/2/16

Print your name ► GREGG DAVIS Title ► CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SCOTT MERITHEW		02/02/16		P00832342
	Firm's name ► ERNST & YOUNG LLP	Firm's EIN ►	34-6565596	Phone no.	804-344-6000
	Firm's address ► 2100 E CARY ST, STE 201 RICHMOND, VA 23223				