




INVESTOR PRESENTATION

FOURTH QUARTER 2015

AMBAC TODAY

- ▶ **Global provider of financial guarantees and other financial services**
- ▶ **Pursuing opportunities to enhance long-term shareholder value**
 - Maximize value of existing financial guarantee operations through active Asset-Liability Management with the objective of the successful rehabilitation of the Segregated Account
 - Profitably grow and diversify through development and/or acquisition of select new business opportunities that leverage our key competencies and resources
- ▶  **~\$635 million market cap (as of December 31, 2015)**

STRATEGIC PRIORITIES

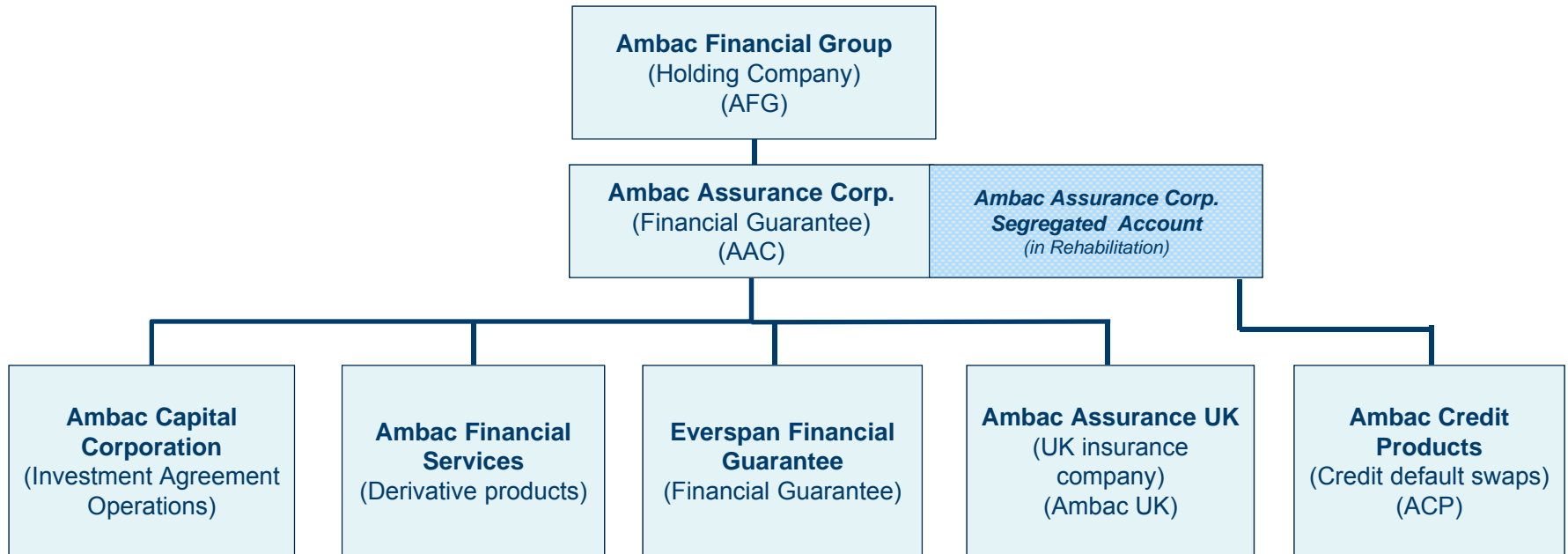
Asset-Liability Management

- ▶ Representation and Warranty Recoveries
- ▶ Commutations
- ▶ Insured Buybacks
- ▶ Portfolio Optimization

Growth and Diversification Initiatives

- ▶ Development Opportunities
- ▶ Acquisitions

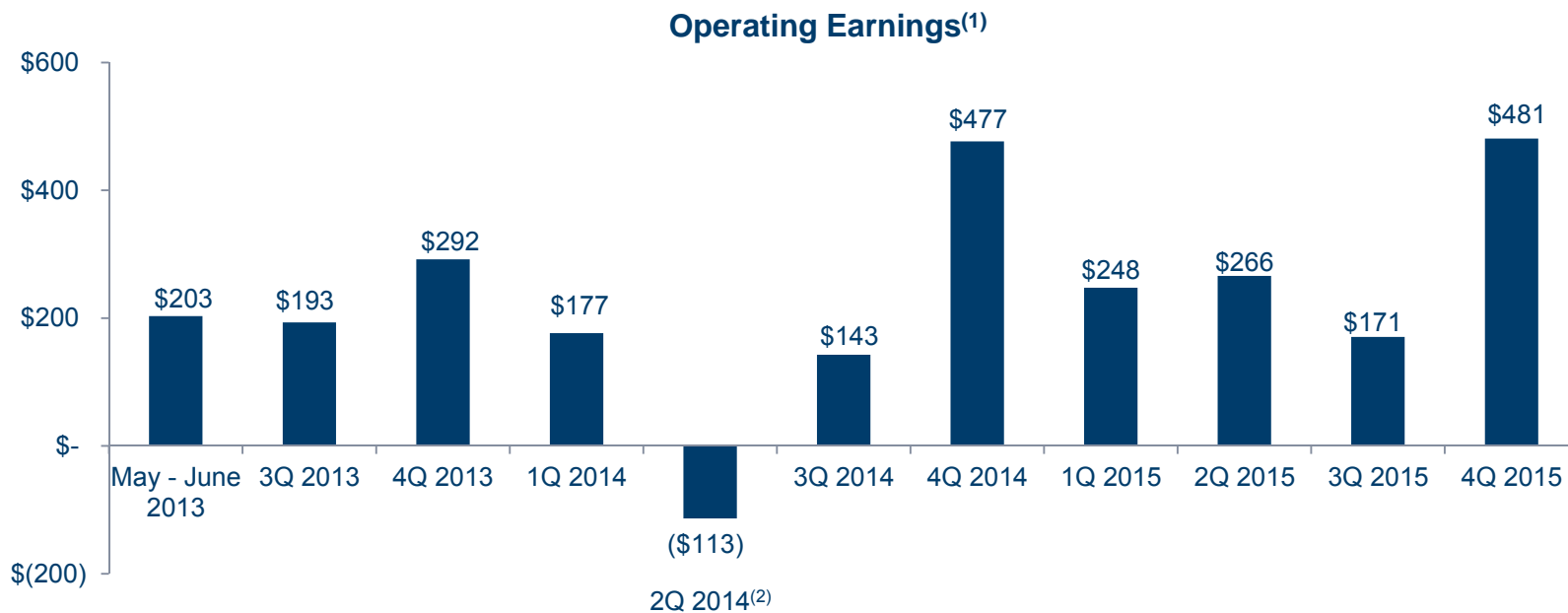
SIMPLIFIED CORPORATE STRUCTURE



2015 HIGHLIGHTS

Category	Highlights
2015 Financial Results	<ul style="list-style-type: none"> ▶ Net Income of \$493.4 million, or \$10.72 per Diluted Share, a 4% per Diluted Share increase from December 31, 2014 ▶ Operating Earnings of \$1.165 billion, or \$25.32 per Diluted Share, a 74% per Diluted Share increase from December 31, 2014 ▶ Book Value of \$1.685 billion, or \$37.41 per Share at December 31, 2015, a 20% increase from December 31, 2014 ▶ Adjusted Book Value of \$1.116 billion, or \$24.78 per Share at December 31, 2015, a 230% increase from December 31, 2014 ▶ \$71 million of tolling payments to be paid by AAC to Ambac in May 2016
Asset Management	<ul style="list-style-type: none"> ▶ Consolidated investment portfolio of \$5.6 billion (fair value) ▶ Financial guarantee investment portfolio (excluding Ambac UK) GAAP book yield 5.8%; STAT book yield 6.3% ▶ Purchased \$635 million distressed Ambac-insured securities including ~\$590 million of RMBS ▶ \$1.2 billion of Deferred Amounts (including interest) owned or 34% of total Deferred Amounts outstanding ▶ Completed RMBS re-securitization generating \$146 million of gross proceeds ▶ Acquired \$73.4 million market value of subordinated bonds in connection with the re-packaging of Ambac-insured Military Housing bonds at an estimated IRR of 12% ▶ Initiated new program to invest in residential real estate owned (REO) properties from AAC insured transactions
Liability Management	<ul style="list-style-type: none"> ▶ Settled JP Morgan litigation for \$995 million in January 2016 ▶ Net par insured decreased by \$36 billion or 25% since December 31, 2014 accelerated by company-led-risk-reduction activities in European securitizations, Puerto Rico, Student Loans, pooled aircraft lease securitizations ▶ Adversely classified credits reduced by \$6.1 billion or 23%, since December 31, 2014 ▶ Gross loss reserves declined to \$2.9 billion from \$3.8 billion, (-25%) ▶ R&W subrogation recoveries increased to \$2.8 billion from \$2.5 billion, (+12%) ▶ Heightened engagement in risk management including active involvement in Puerto Rico discussions ▶ Purchased \$12 million notional in AAC Surplus Notes ▶ Purchased 631,600 AFG warrants at a total cost of \$5.4 million through December 31, 2015 ▶ Continue to special service RMBS collateral underlying \$3.9 billion of insured net par, 34% of RMBS book <ul style="list-style-type: none"> • Continuous direct engagement with servicers to improve loan resolution
Efficiency and Communications	<ul style="list-style-type: none"> ▶ Improved efficiency and right sized through <ul style="list-style-type: none"> • Reduction of headcount by 9% and implementation of company wide vendor management • Centralized and streamlined Risk Management ▶ Improved communication and transparency with our regulator ▶ Enhanced communication and transparency with stakeholders

\$2.5 BILLION OF OPERATING EARNINGS⁽¹⁾ SINCE EMERGENCE

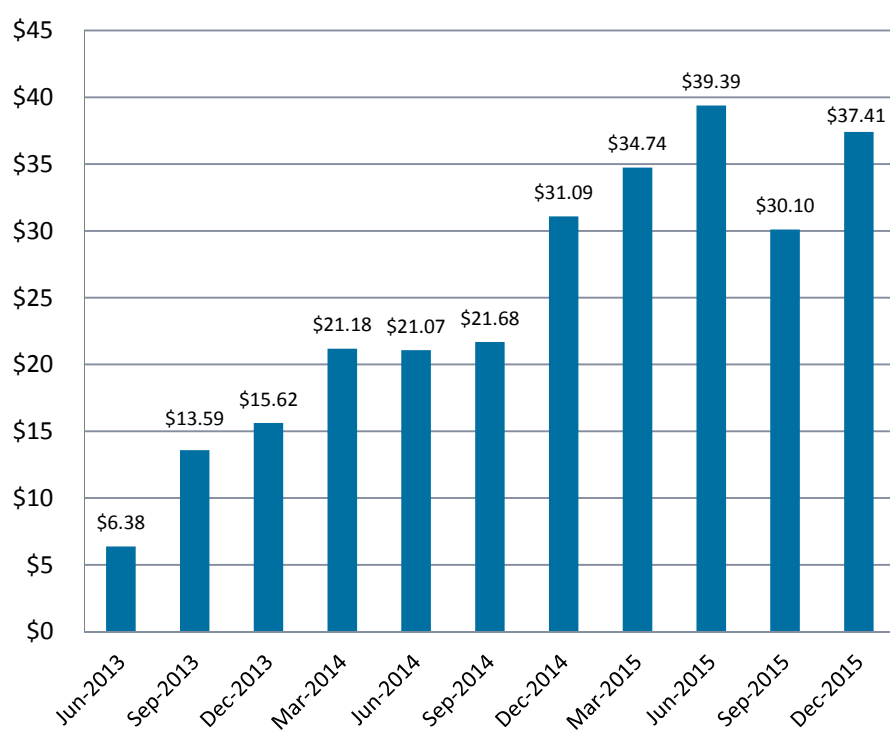


1) Operating Earnings is a non-GAAP financial measure of financial position that excludes (or includes) amounts that are included in (or excluded from) net income which is presented in accordance with GAAP. A reconciliation between both financial measures for 3Q 2015 and 4Q 2015 can be found in Ambac's fourth quarter 2015 Earnings Release, included in Ambac's Current Report on Form 8-K filed with the SEC on February 18, 2016. Reconciliations for prior periods can be found in Ambac's quarterly reports on Form 10-Q or annual reports on Form 10-K for the relevant period

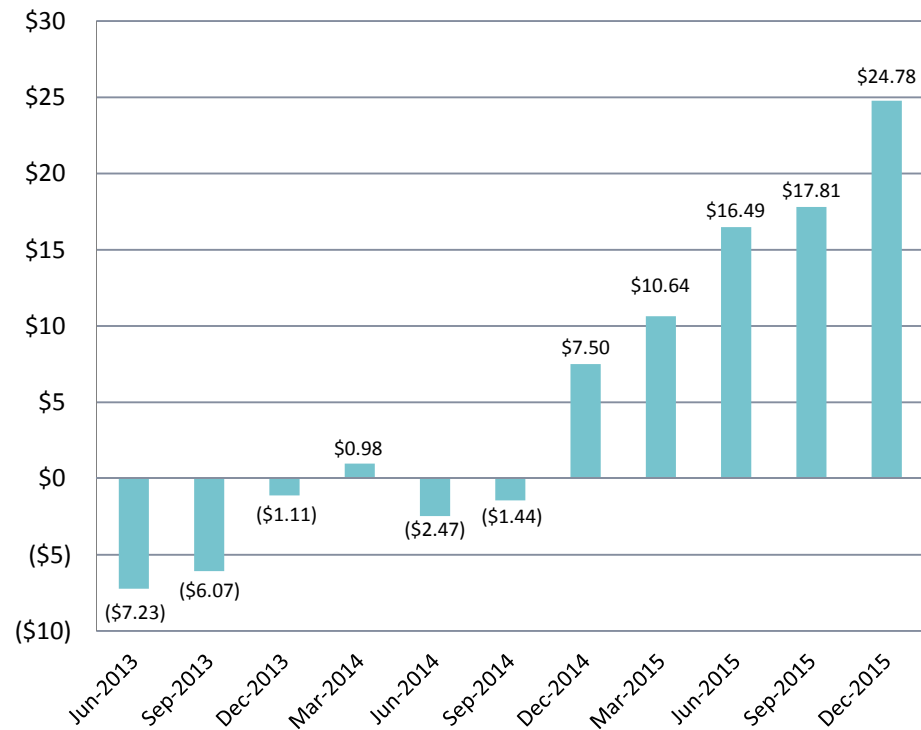
2) 2Q 2014 Operating Earnings includes accrued interest on Deferred Amounts for the period from the beginning of the accrual period (September 2012 as per the Amended Rehabilitation Plan) through 2Q 2014 of \$308 million pre-tax, or \$304 million net of tax. Of these amounts, \$50 million pre-tax, or \$49 million net of tax, relates to 2Q 2014

BOOK VALUE AND ADJUSTED BOOK VALUE PER SHARE⁽¹⁾ SINCE EMERGENCE FROM BANKRUPTCY

Book Value /Share



Adjusted Book Value /Share (1)

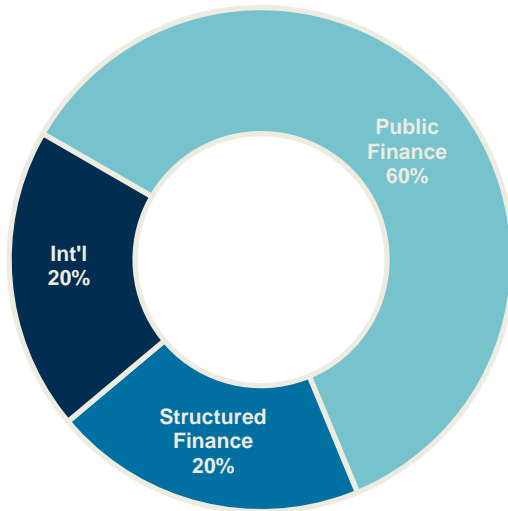


(1) Adjusted book value is a non-GAAP financial measure of financial position that excludes (or includes) amounts that are included in (or excluded from) book value which is presented in accordance with GAAP. A reconciliation between both financial measures for Sep-2015 and Dec-2015 can be found in Ambac's fourth quarter 2015 Earnings Release, included in Ambac's Current Report on Form 8-K filed with the SEC on February 18, 2016. Reconciliations for prior periods can be found in Ambac's website at <http://ir.ambac.com/events.cfm> - see "Reconciliation of Ambac Financial Group, Inc. Stockholders' Equity to Adjusted Book Value"

AMBAC OVERVIEW AS OF DECEMBER 31, 2015 – CONSOLIDATED

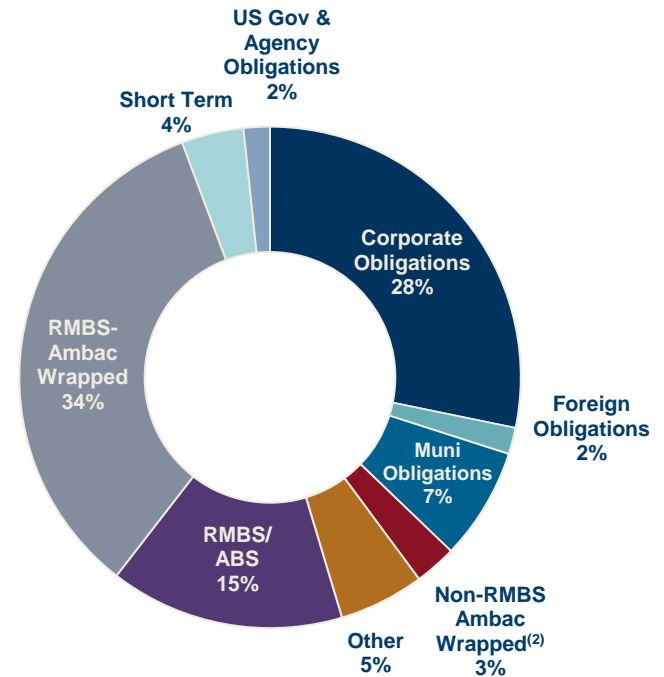
Insured Portfolio

**\$108.3 billion
Net Par⁽¹⁾**



Investment Portfolio

**\$5.6 billion
Fair Value**



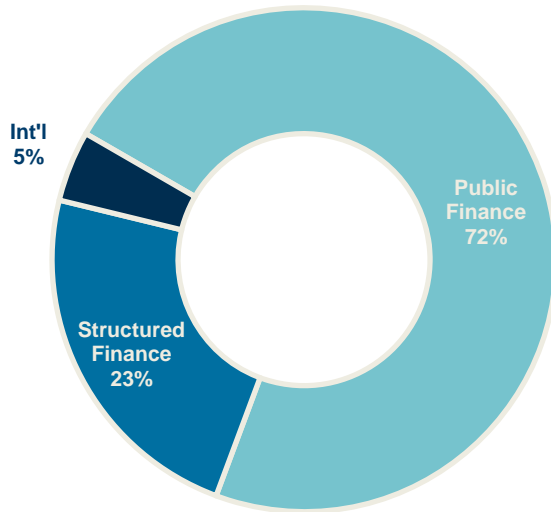
- 1) Par throughout this presentation includes capital appreciation bonds ("CABs") which are reported at the par amount at the time of issuance of the insurance policy
 2) Excludes Ambac wrapped securities that are internally rated investment grade

AMBAC OVERVIEW DECEMBER 31, 2015

FINANCIAL GUARANTEE (EXCLUDING AMBAC UK)

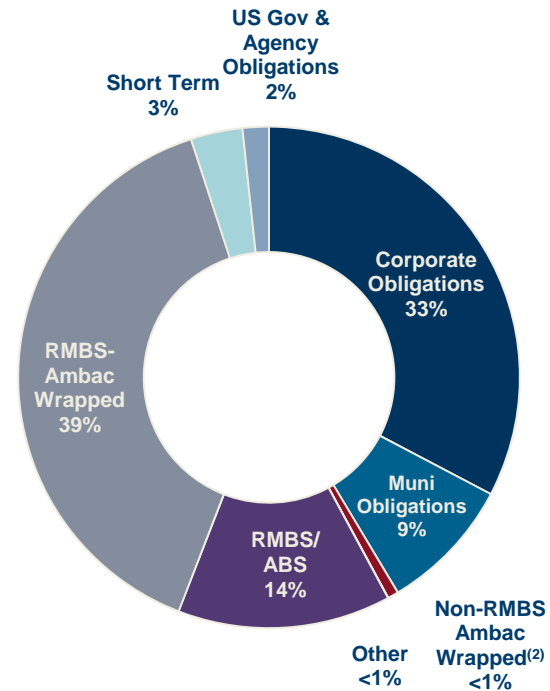
Insured Portfolio

\$ 90.5 billion
Net Par⁽¹⁾



Investment Portfolio

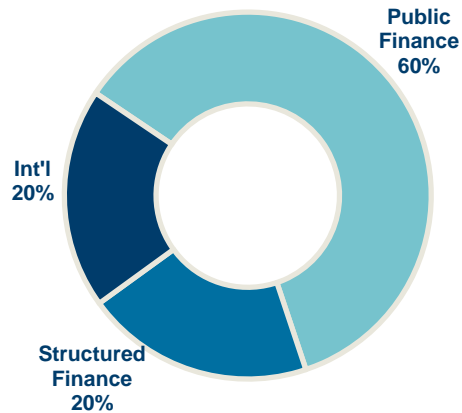
\$ 4.7 billion
Fair Value



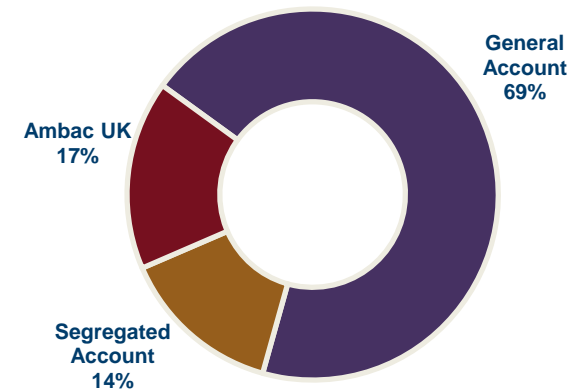
- 1) Net par for AAC excludes \$1.3 billion of net par on policies in favor of European Investment Bank ("EIB"). These are second-to-pay policies, whereas Ambac UK has issued the primary policy
- 2) Excludes Ambac wrapped securities that are internally rated investment grade

INSURED PORTFOLIO - \$108 BILLION AS OF DECEMBER 31, 2015

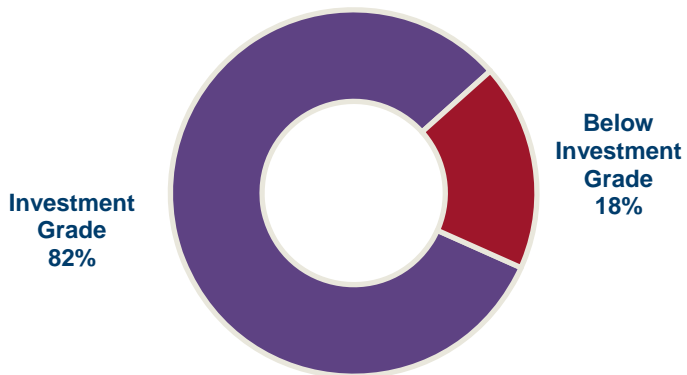
Sector % Breakdown



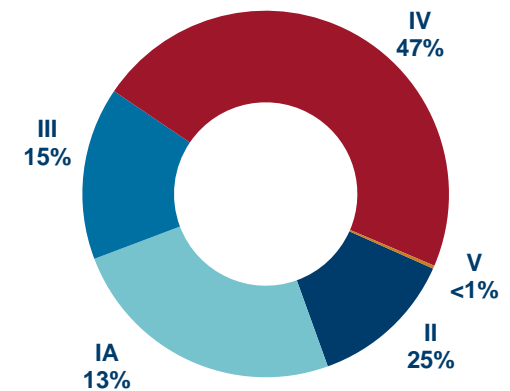
Portfolio % Breakdown



Ambac Rating % Breakdown



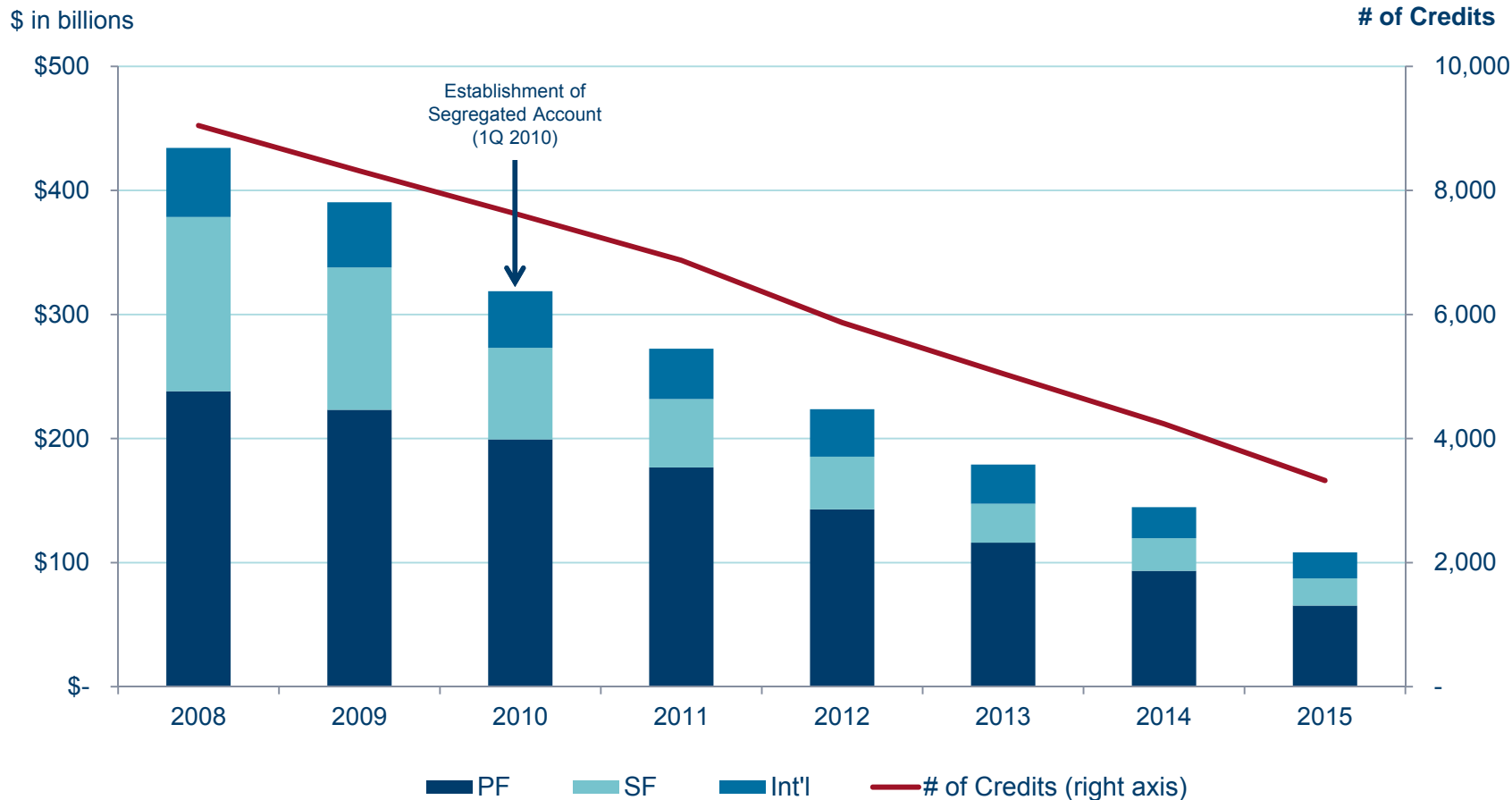
Adverse Credit Classification⁽¹⁾ % Breakdown



1) Adverse credit classification definitions in Appendix

INSURED PORTFOLIO DOWN 75% SINCE 2008; 71% SINCE 1Q 2010

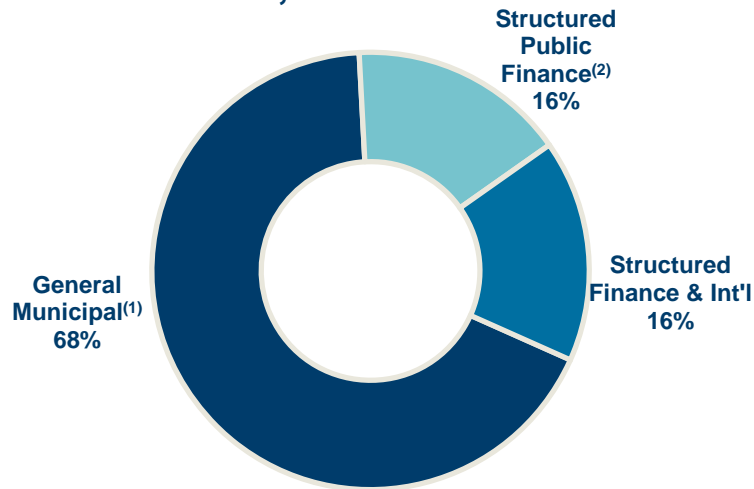
Net Par Exposures



INSURED PORTFOLIO – AAC GENERAL AND SEGREGATED ACCOUNTS

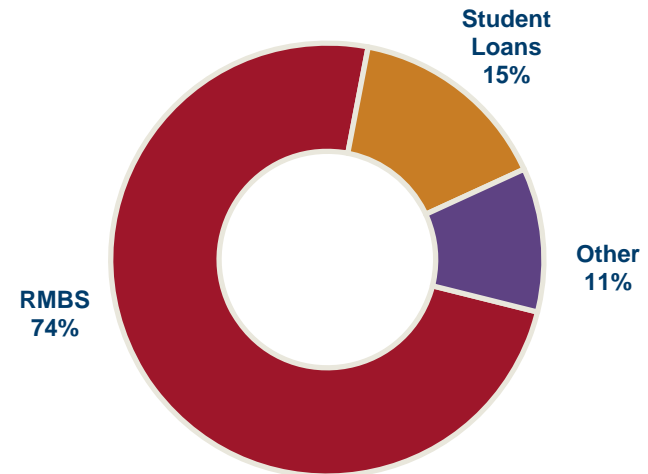
AAC General Account

\$75.1 billion Net Par
~3,000 credits



AAC Segregated Account

\$15.4 billion Net Par
~300 credits



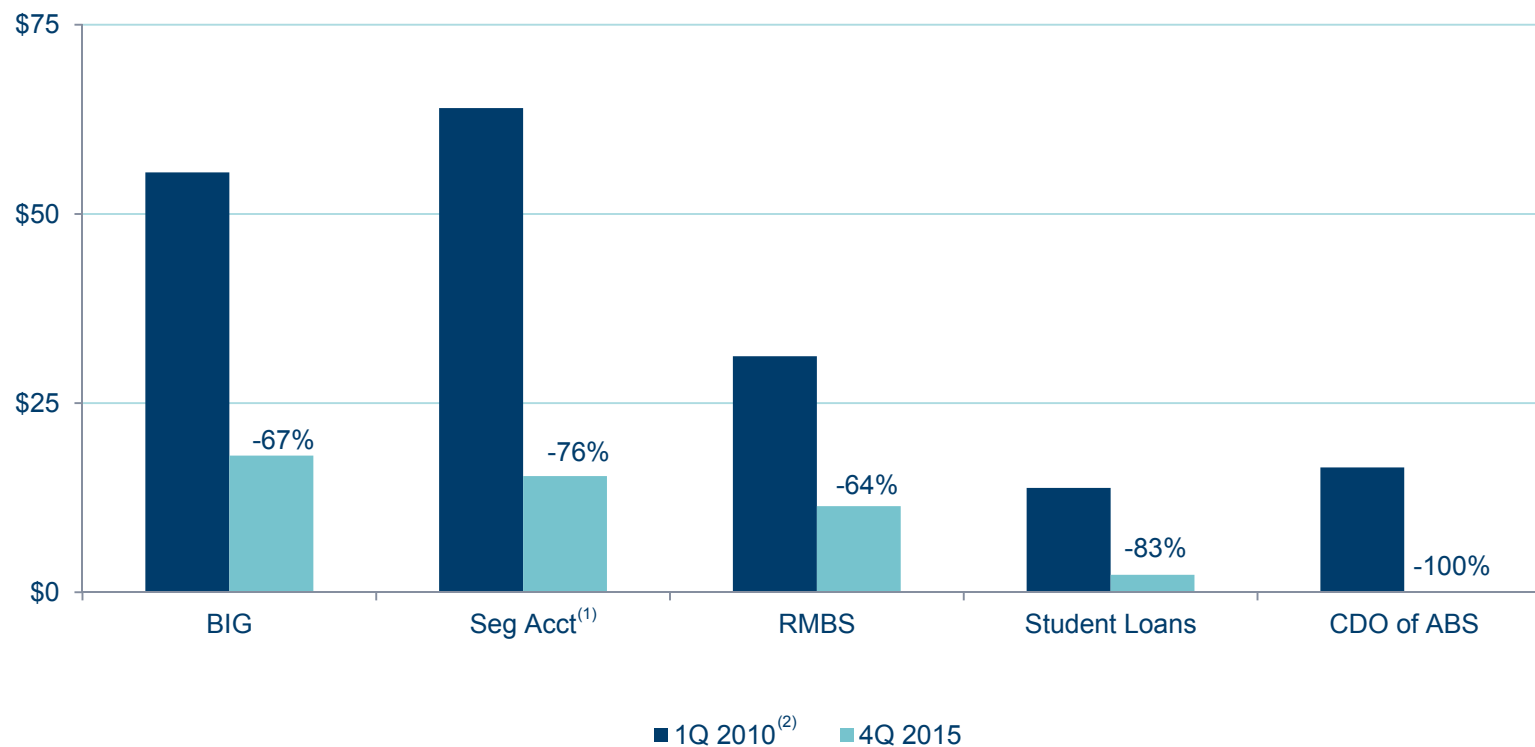
1) General Municipal includes municipal bonds backed by revenue sources including taxes, pledges, tolls and municipal lease payments

2) Structured Public Finance includes transactions with indirect municipal support or public purpose essentiality such as not for profit hospitals, private higher education, stadiums, military and affordable housing, and Federal leases. These transactions typically have covenants and control rights closer to structured finance than municipal bonds

AAC - PROGRESS IN REDUCING DISTRESSED LIABILITIES

\$ in billions

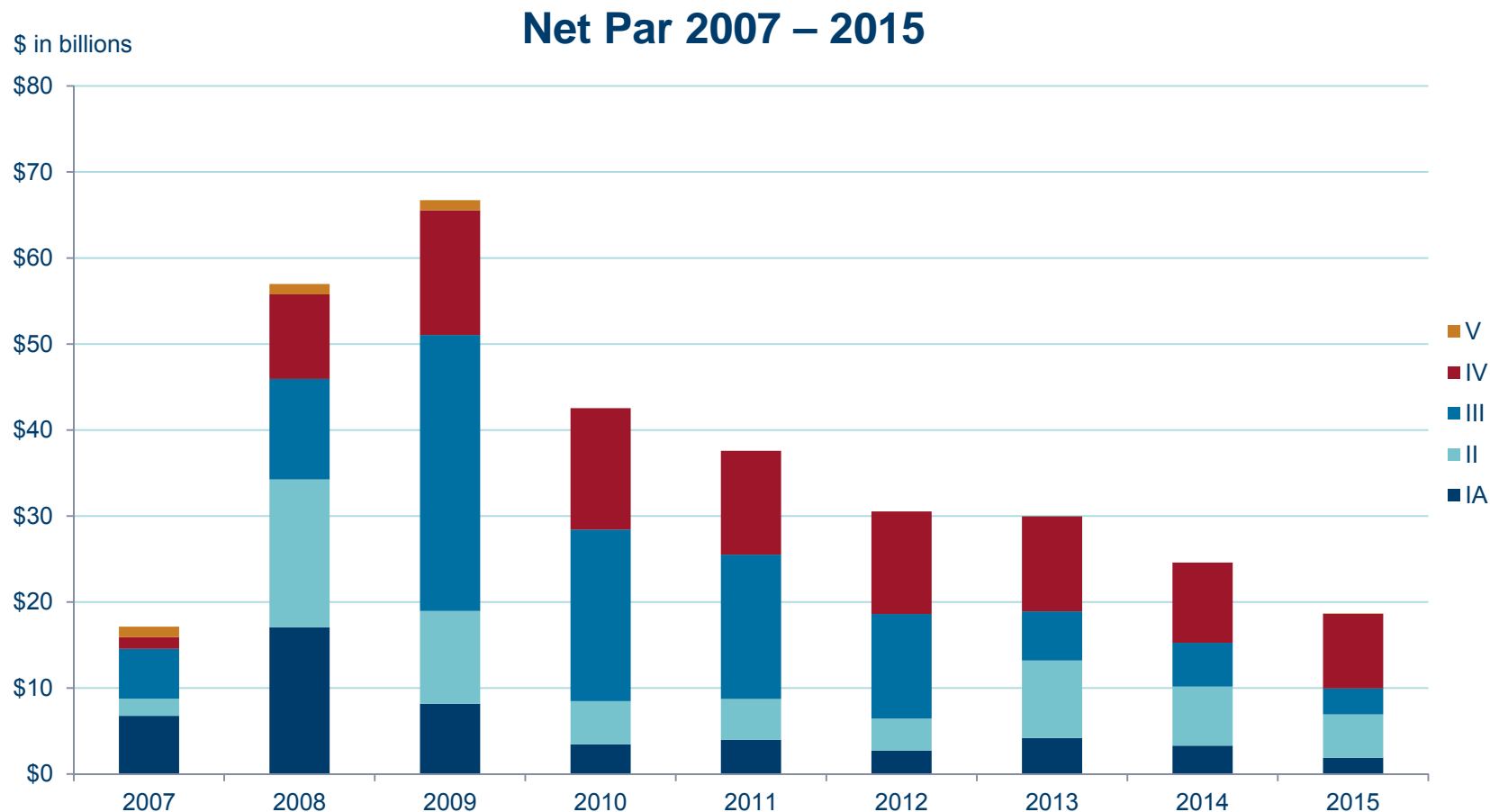
Net Par



1) 1Q 2010 Segregated Account included \$23 billion of ceded exposures from Ambac UK

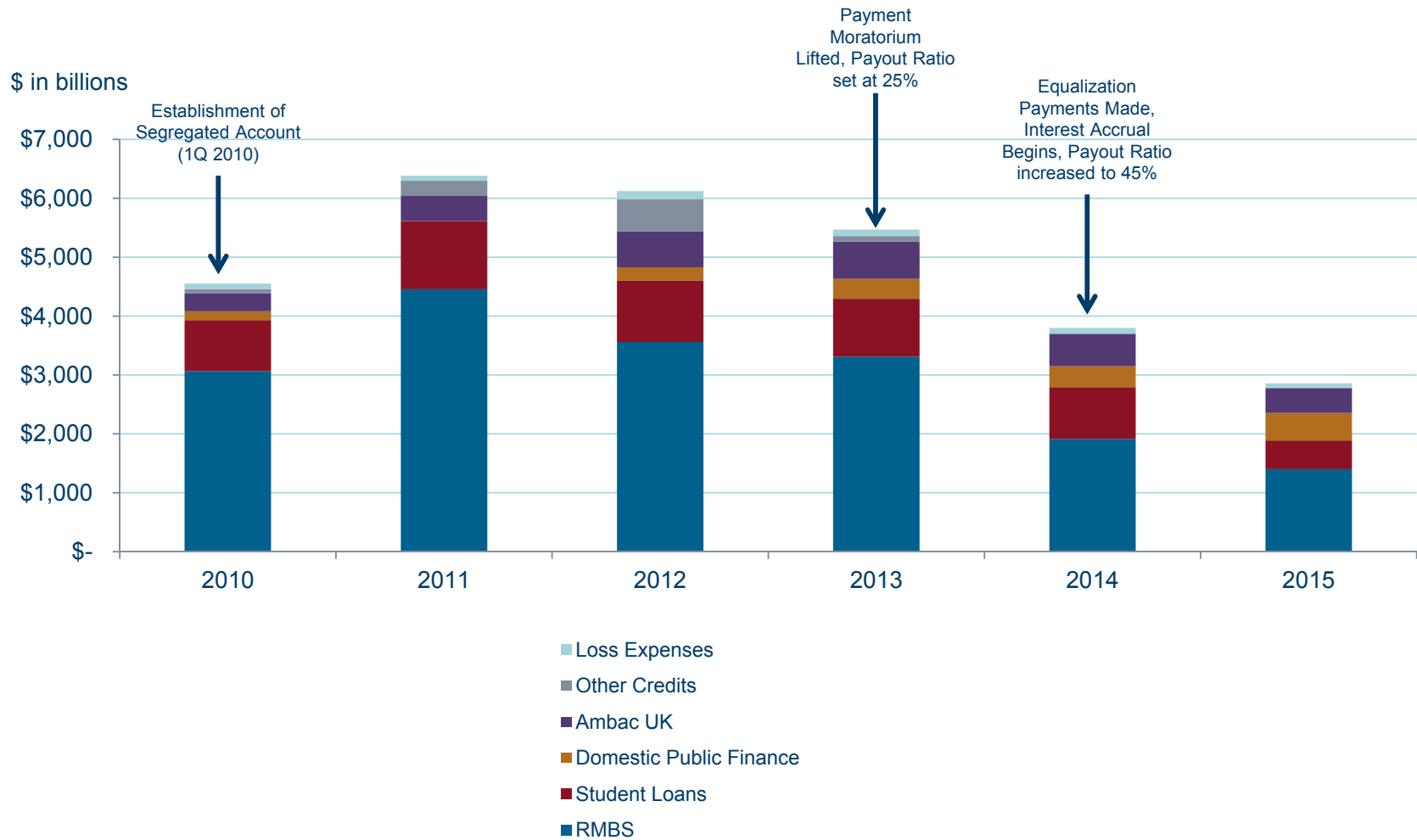
2) 1Q 2010 is the first quarter reported after the Segregated Account was established and entered into Rehabilitation

AAC INSURED PORTFOLIO – ADVERSE CREDIT CLASSIFICATION⁽¹⁾

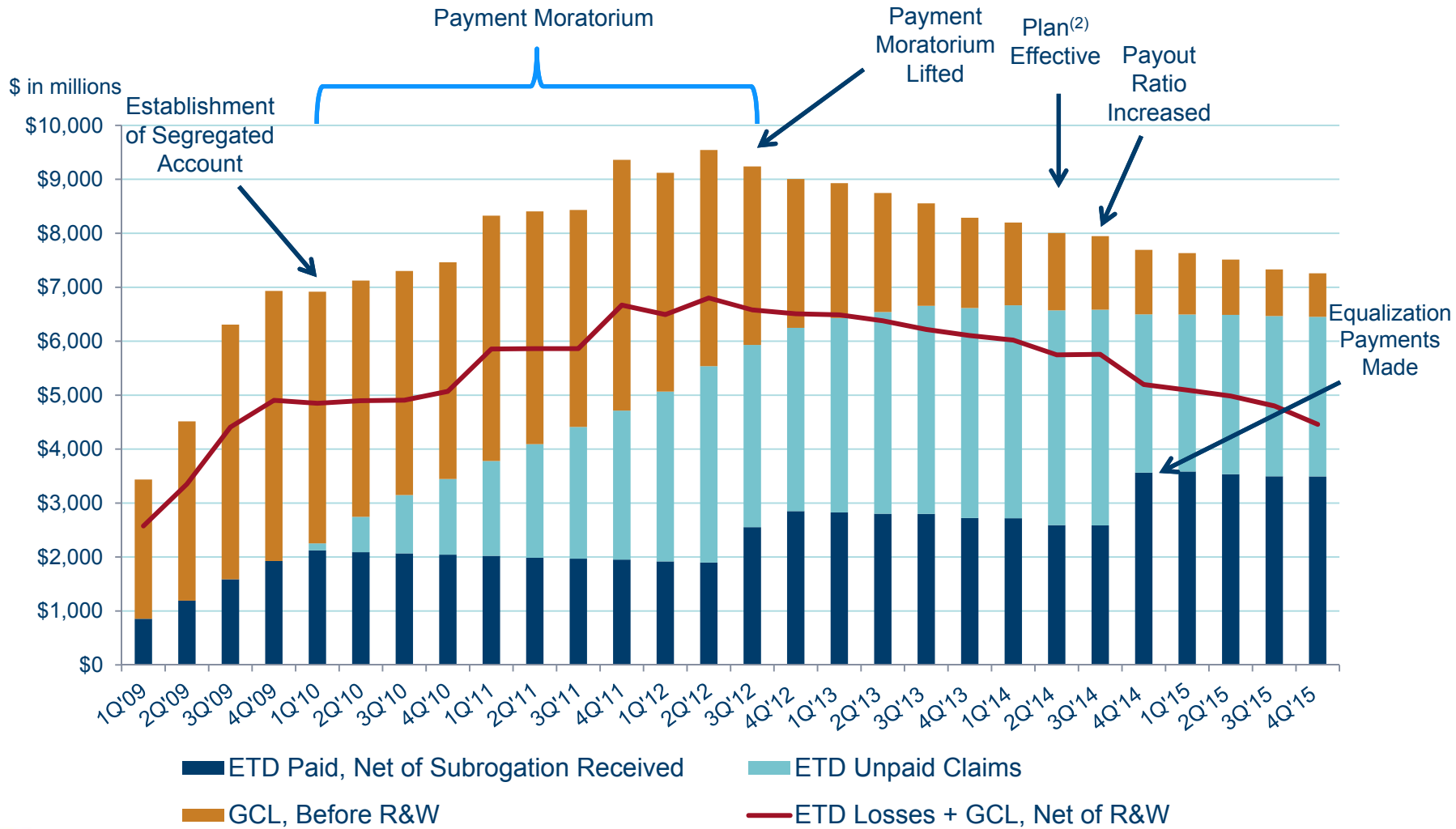


1) Adverse credit classification definitions in Appendix

GROSS LOSS RESERVES



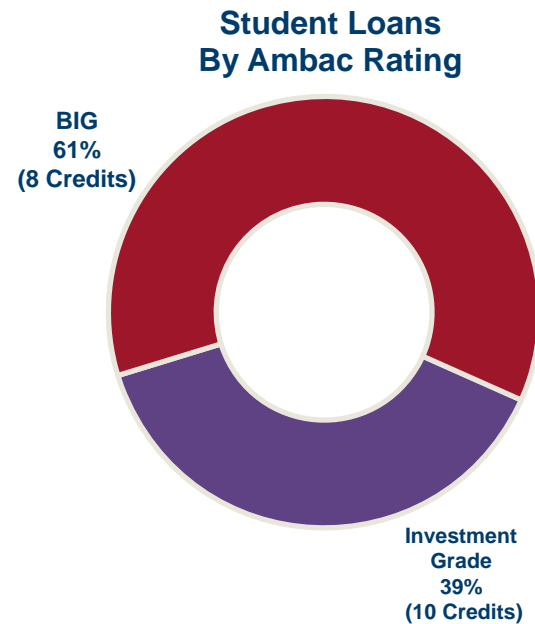
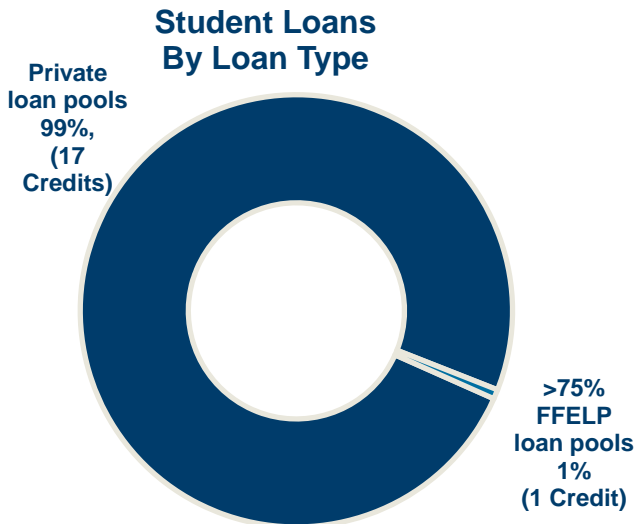
PROJECTED LIFETIME RMBS LOSSES⁽¹⁾



1) Excludes interest on Deferred Amounts
 2) Amended Plan of Rehabilitation of the Segregated Account effective June 12, 2014

STUDENT LOAN PORTFOLIO

- ▶ \$2.3 billion net par
- ▶ Long dated maturities
- ▶ \$486 million loss reserves (projected payments back ended)
- ▶ Net par exposure down \$11.5 billion since 1Q 2010



STUDENT LOAN PORTFOLIO REDUCTION

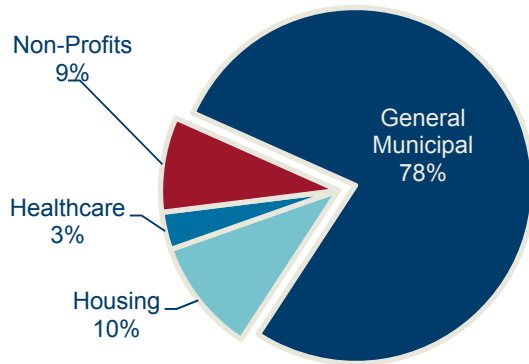
**\$11.5 billion Net Par Reduction
1Q 2010 – 4Q 2015**



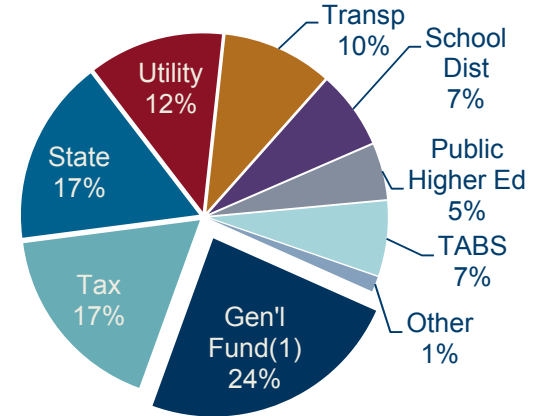
PUBLIC FINANCE PORTFOLIO

December 31, 2015

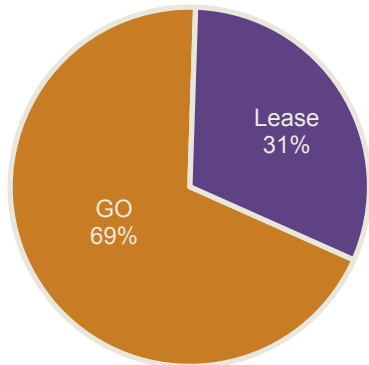
Public Finance
\$65 billion Net Par



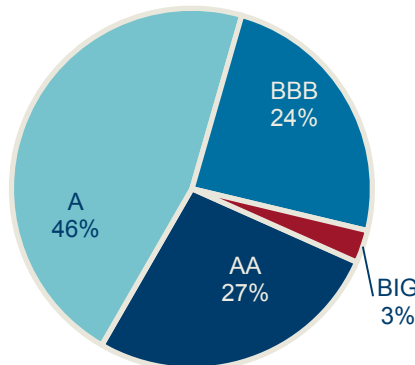
General Municipal
\$51 billion Net Par Gross Par



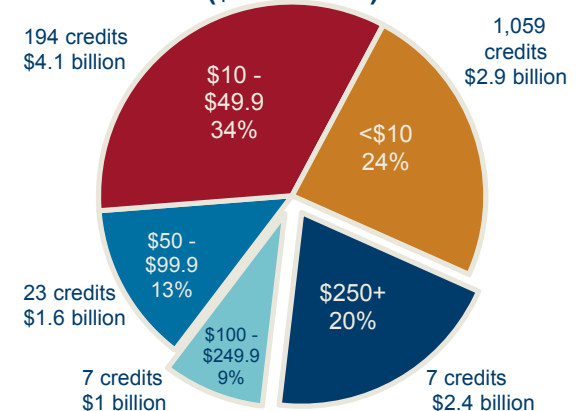
General Fund(1)
\$12 billion Net Par Gross



General Fund(1)
By Ambac Rating



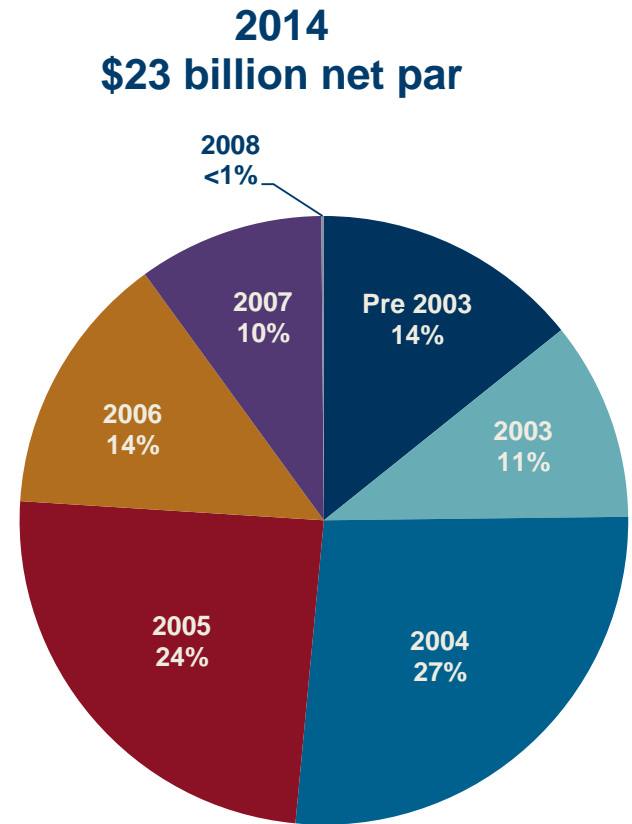
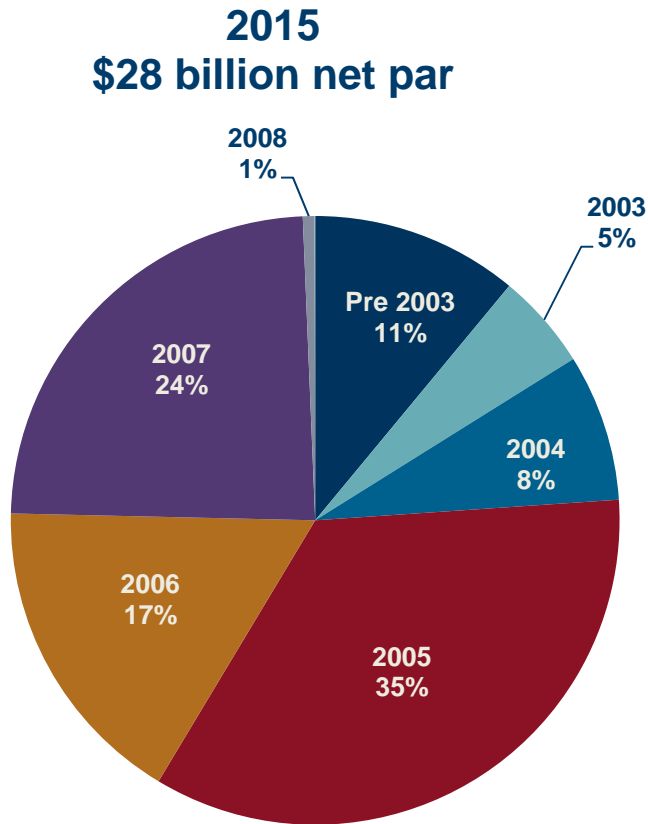
General Fund(1)
By Exposure Size
(\$ in millions)



1) General fund represents GOs, leases, and municipal general fund obligations. Excludes states and school districts

PUBLIC FINANCE RUNOFF⁽¹⁾

Public Finance Runoff by Policy Vintage Year



1) Runoff includes calls, refundings, pre-refundings and amortization

PUERTO RICO EXPOSURE & RATINGS SUMMARY

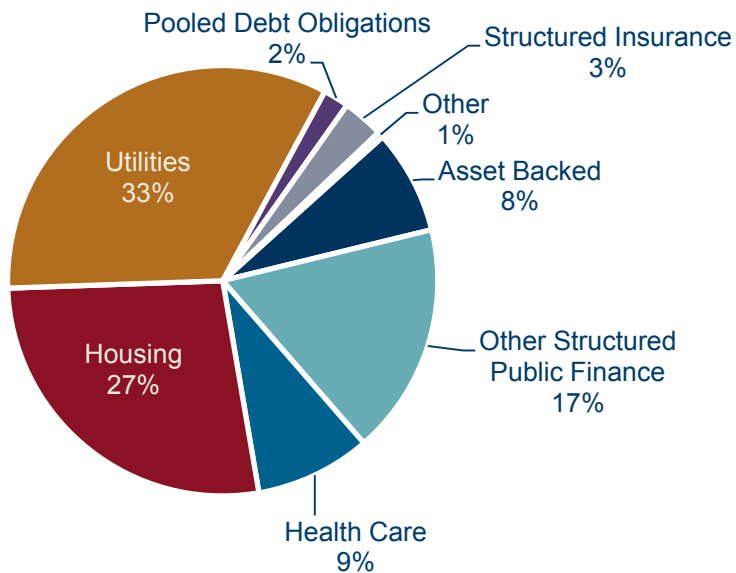
Ambac Puerto Rico Exposure (\$ in millions) as of December 31, 2015:							
Single Risk	(1)	(1),(2)	(2)		Maturity	Credit Class	Rating
	Gross Par	Net Par	Gross Principal & Interest	Net Principal & Interest			
General Fund Debt:							
1 PR Commonwealth GO	\$56.0	\$56.0	\$72.4	\$72.4	2023	III	BIG
2 PR Public Buildings Authority Revenue - GO Guaranty	191.2	191.2	298.8	298.8	2035	III	BIG
Subtotal	247.2	247.2	371.2	371.2			
Revenue Debt:							
3 PR Highways and Transp'n Revenue 1968 Resolution - Highway Rev ⁽³⁾⁽⁴⁾	27.5	26.5	36.5	35.3	2027	III	BIG
4 PR Highways and Transp'n Revenue 1998 Resolution - Senior Transp'n Rev ⁽³⁾⁽⁴⁾	461.5	445.1	887.3	852.2	2045	III	BIG
5 PR Infrastructure Financing Special Tax Revenue (Rum Tax) ⁽³⁾	514.6	502.8	1,099.2	1,073.9	2044	IV	BIG
6 Convention Center (Hotel Occupancy Tax) ⁽³⁾	137.1	137.1	209.0	209.0	2031	III	BIG
7 Senior Sales Tax Rev (COFINA)	808.5	804.7	7,355.4	7,321.3	2054	II	BIG
Subtotal	1,949.2	1,916.2	9,587.4	9,491.7			
Grand total	\$2,196.4	\$2,163.4	\$9,958.6	\$9,862.9			

- 1) Gross Par and Net Par include capital appreciation bonds ("CABS") which are reported at the par amount at the time of issuance of the insurance policy
- 2) Net Par and Net Principal & Interest are net of reinsurance
- 3) Subject to "Priority Debt Provision" under Section 8 of Article VI of the Constitution of the Commonwealth of Puerto Rico, commonly known as "clawback" provision
- 4) Pledged revenues for Highways and Transportation Revenue Bonds include toll revenues and investment earnings which are not subject to the Priority Debt Provision

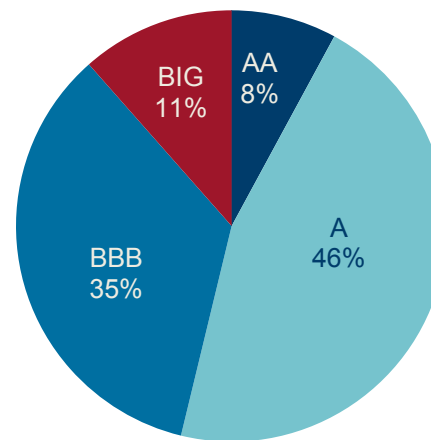
AAC STRUCTURED AND CORPORATE PORTFOLIO⁽¹⁾

December 31, 2015
\$25.7 billion Net Par

By Exposure Type

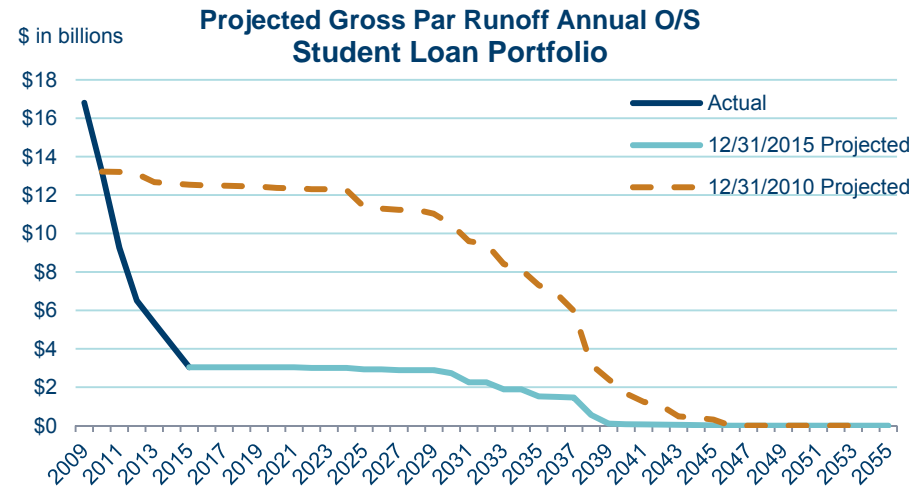
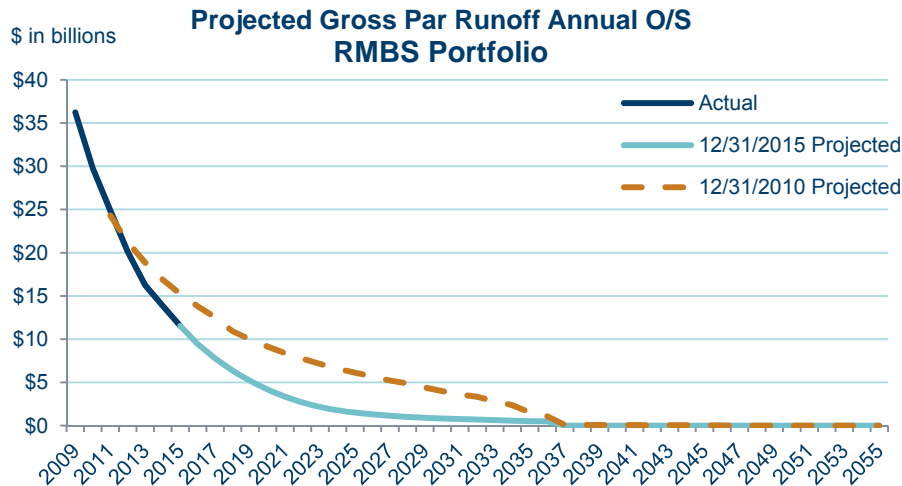
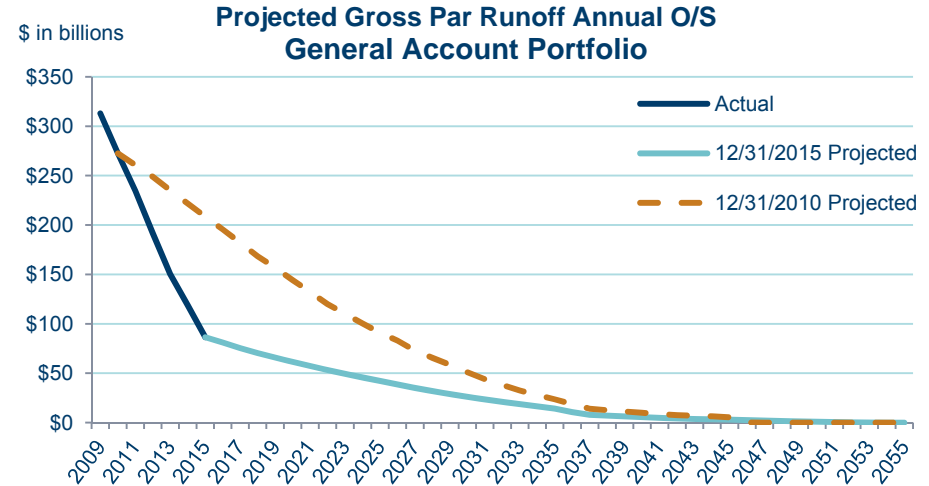
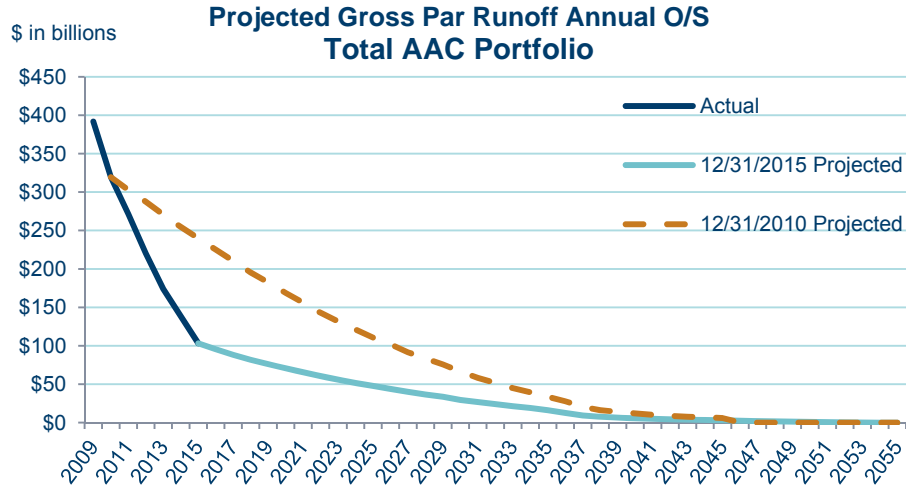


By Ambac Rating



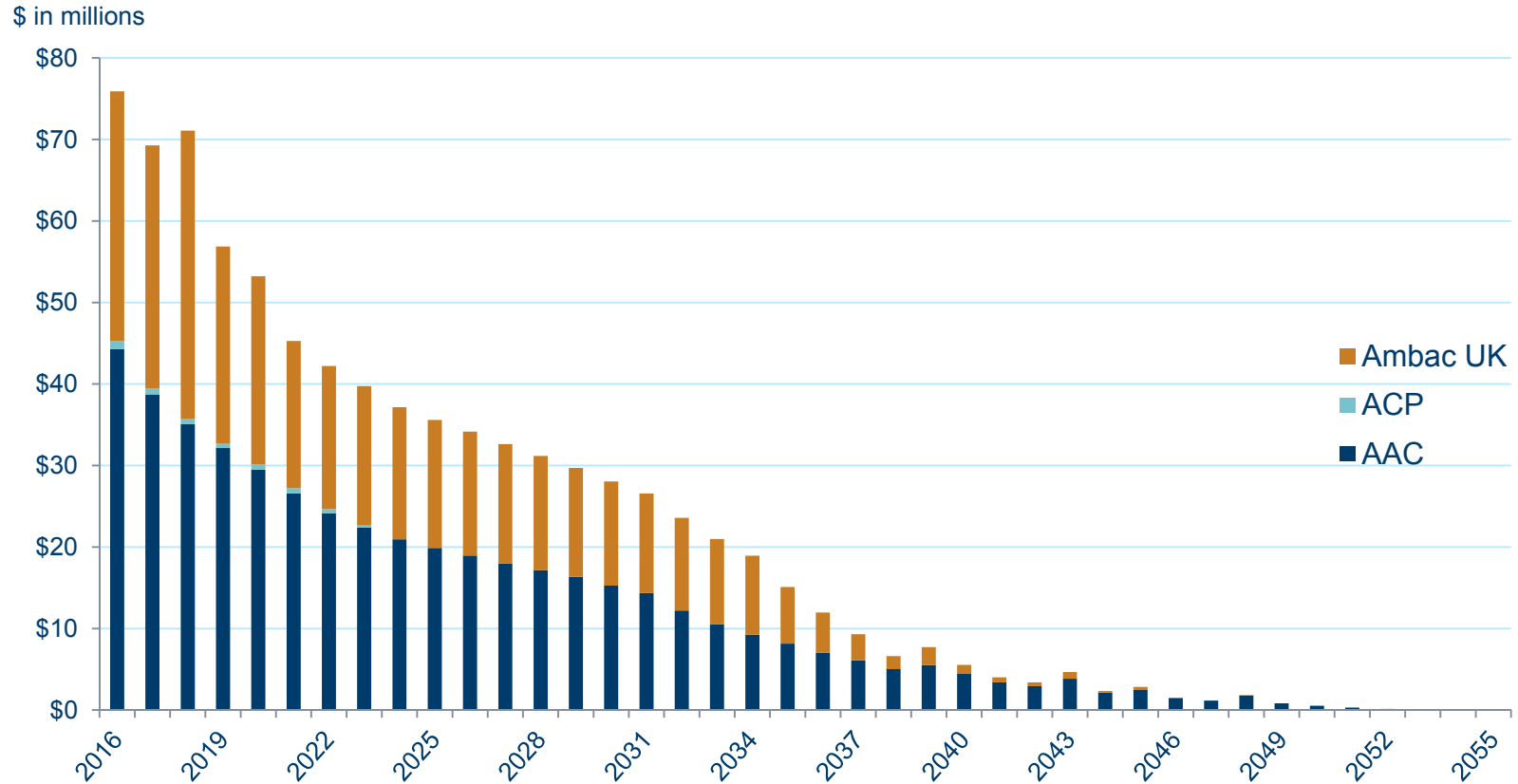
1) Includes all AAC exposures other than RMBS, Student Loans and General Municipal

AAC PROJECTED GROSS PAR RUNOFF – SELECTED DATA⁽¹⁾



1) Depicts amortization of existing guaranteed portfolio (principal), assuming no advance refundings, as of December 31, 2015. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay guaranteed obligations.

INSTALLMENT PREMIUM RUNOFF⁽¹⁾



1) Represents management's estimate of fees on credit derivative contracts ("ACP") and future installment premium collections net of reinsurance. Actual premium collections may differ from estimated because borrowers may have the right to call or terminate a transaction or the guaranteed obligation may be subject to prepayment. Estimated net future installments exclude amounts eliminated as a result of consolidating variable interest entities

CAPITAL SUMMARY

Category	(\$ in millions) 12/31/15	Comments
Claim Liabilities	\$6,932	<ul style="list-style-type: none"> ▶ Before estimated subrogation recoveries, Unearned Premium Revenue (UPR) and reinsurance ▶ Includes \$3,459 million of unpaid claims, including accrued interest on Deferred Amounts ▶ Includes \$460 million of Ambac UK claim liabilities
5.1% Surplus Notes Par ⁽¹⁾	\$1,228	<ul style="list-style-type: none"> ▶ \$881 million General Account notes ▶ \$39 million Segregated Account notes ▶ Includes \$308 million of accrued interest
5.1% Junior Surplus Notes Par	\$435	<ul style="list-style-type: none"> ▶ Includes \$350 million (formerly held by AFG⁽²⁾) ▶ Includes \$57 million of accrued interest
Auction Rate Preferred Shares (AMPS)	\$660	<ul style="list-style-type: none"> ▶ Liquidation Value, originally \$800 million
Common Stock Market Cap ⁽³⁾	\$635	<ul style="list-style-type: none"> ▶ 45,036,020 common shares ▶ 4,407,537 warrants⁽⁴⁾

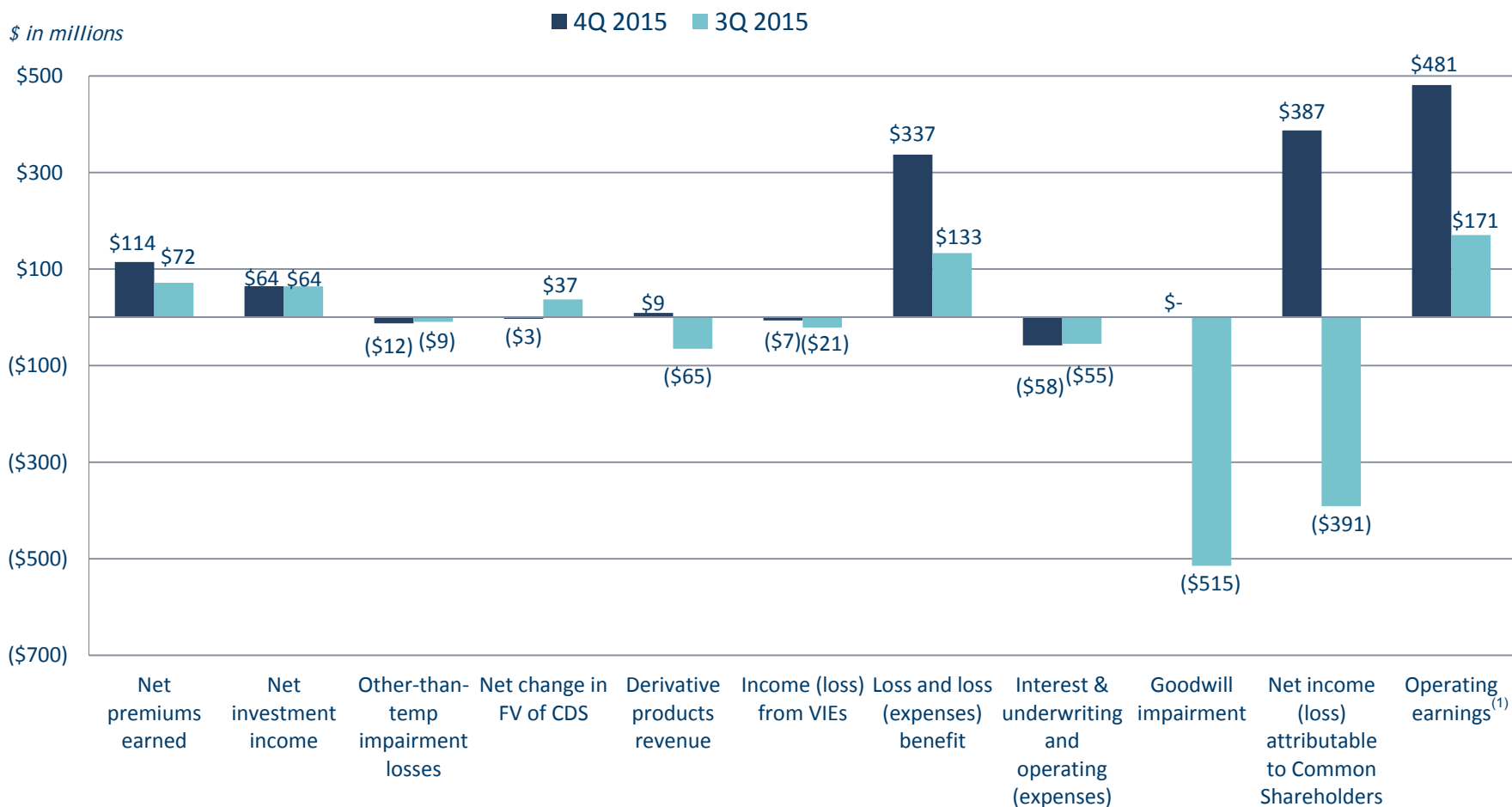
1) Surplus Notes Par is reduced by approximately \$12 million which was acquired by AFG 2Q 2015

2) On August 28, 2014, AFG monetized 80% of Segregated Account Junior Surplus Note and accrued interest, for net proceeds of approximately \$224 million. AFG also retained a 20% interest through a \$75 million subordinated Owner Trust Certificate

3) Common Stock Market Cap based on AMBC common shares closing stock price of \$14.09 on December 31, 2015

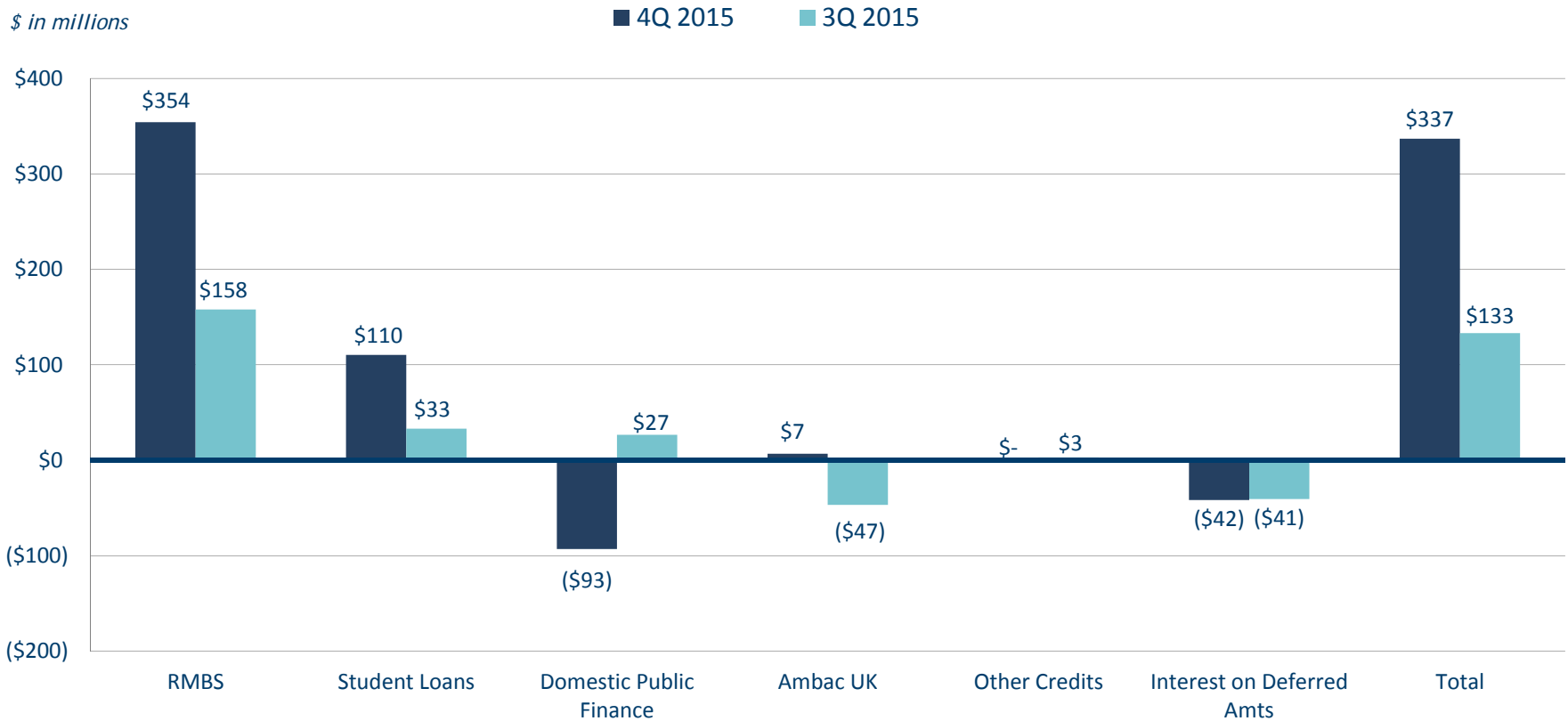
4) The AFG Board authorized the purchase of up to \$10 million of AFG warrants beginning July 1, 2015. Through February 25, 2016, 631,600 warrants have been purchased at a total cost of \$5 million for an average price of \$8.48 per warrant

4Q 2015 VS 3Q 2015 - KEY FINANCIAL RESULTS



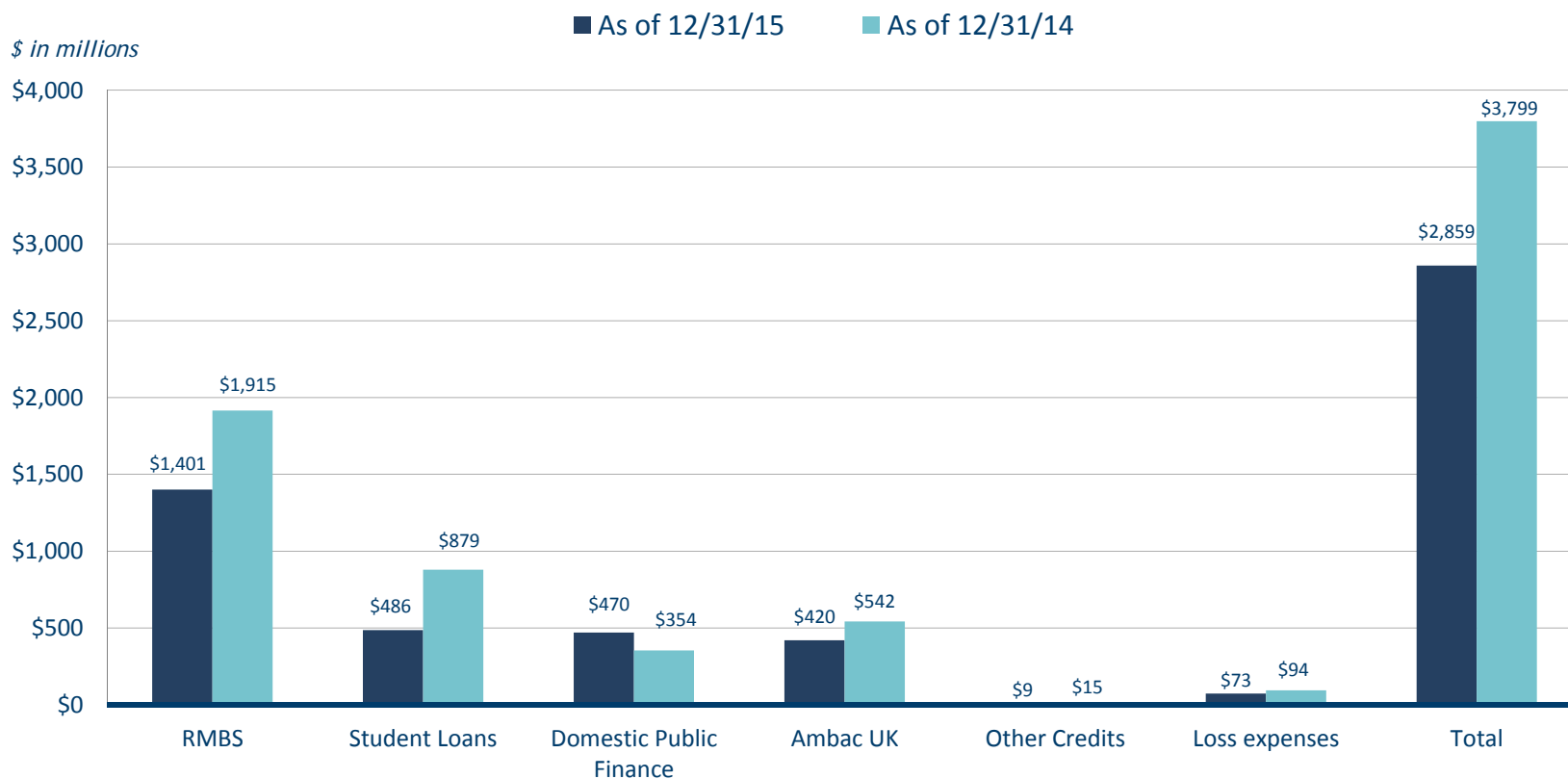
(1) Operating Earnings is a non-GAAP financial measure of financial position that excludes (or includes) amounts that are included in (or excluded from) net income which is presented in accordance with GAAP. A reconciliation between both financial measures for 3Q 2015 and 4Q 2015 can be found in Ambac's 4Q 2015 Earnings Release, included in Ambac's Current Report on Form 8-K filed with the SEC on February 18, 2016

4Q 2015 VS 3Q 2015 - INCURRED (LOSSES) BENEFIT BY CATEGORY⁽¹⁾



(1) Components may not add to total due to rounding

GROSS LOSS RESERVES BY CATEGORY⁽¹⁾



1) Gross loss reserves are net of estimated R&W subrogation recoveries of \$2.8 billion and \$2.5 billion, other subrogation recoverables of \$1.1 billion and \$0.7 billion, and include \$3.5 billion and \$3.3 billion of unpaid segregated account policy claims and interest, as of December 31, 2015 and 2014, respectively

NET OPERATING LOSS CARRY-FORWARD (NOL)

▶ **\$4.2 billion of consolidated U.S. ordinary NOLs as of December 31, 2015**

- \$1.4 billion @ AFG
- \$2.8 billion @ AAC

▶ **NOL tolling agreement between AFG and AAC**

- AAC will pay AFG for usage of up to \$3.65 billion of NOLs
- Total potential amount of net tolling payments: \$236 million
 - Net of \$29 million of bankruptcy-related and IRS settlement credits

▶ **AAC utilized all of its post determination date (free) NOL's⁽¹⁾**

- Future taxable income of AAC subject to annual payments⁽²⁾ under its NOL tolling agreement with AFG
- A credit offsets the first \$5 million of payments due under each of the first three tiers to AFG
 - As of December 31, 2015, AAC fully utilized its Tier A and B credits and accrued \$71 million of net tolling payments⁽³⁾
- Tolling payments, if any, accrue quarterly and are paid in the second quarter following the year in which they are generated

1) Subject to change based on future taxable income / losses at AAC and subsidiaries

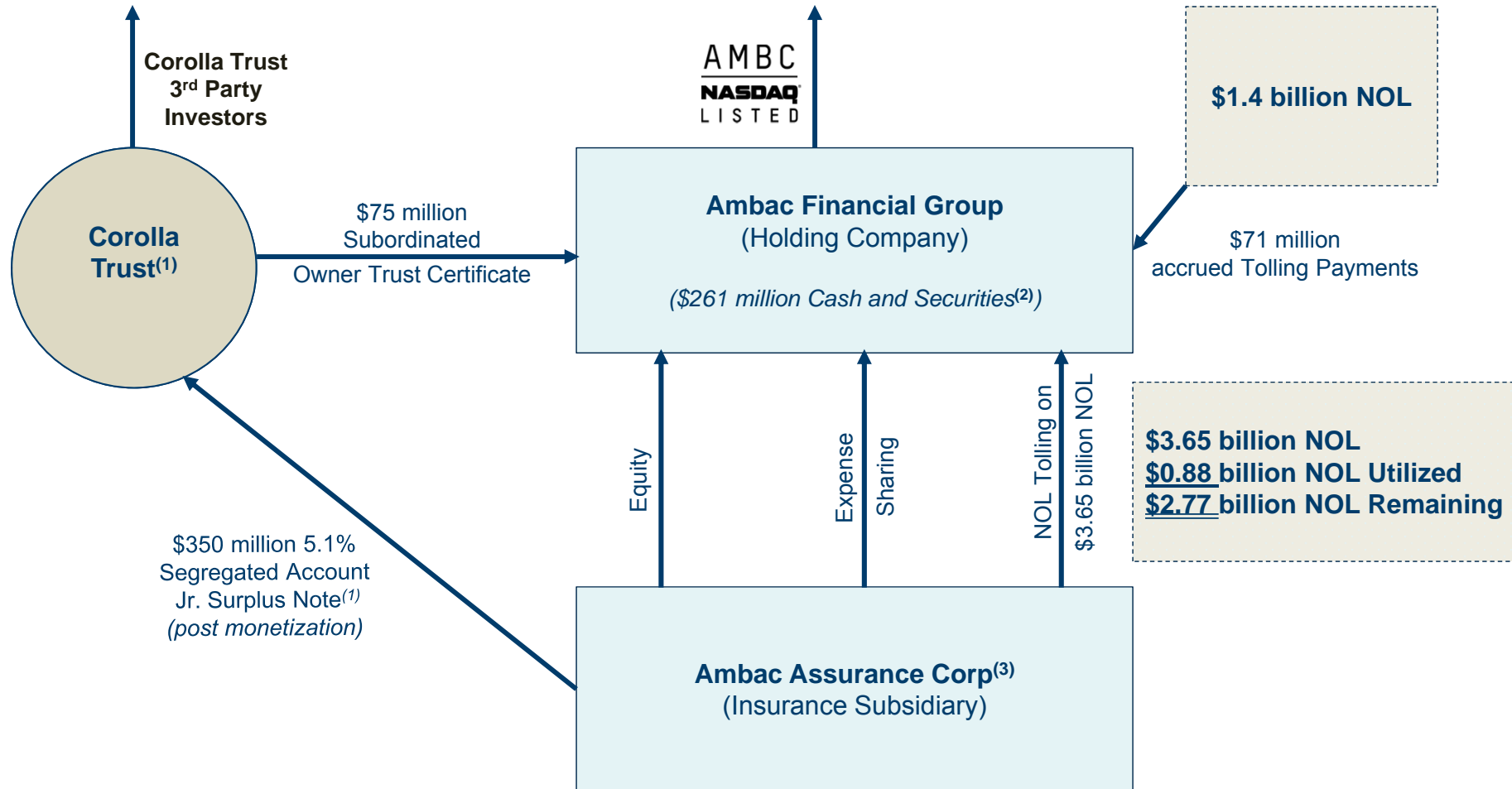
2) Payments subject to NOL usage tier and after certain credits and any additional post determination date NOLs

3) See Appendix for calculation by Tier

APPENDIX

Ambac

VALUE COMPONENTS

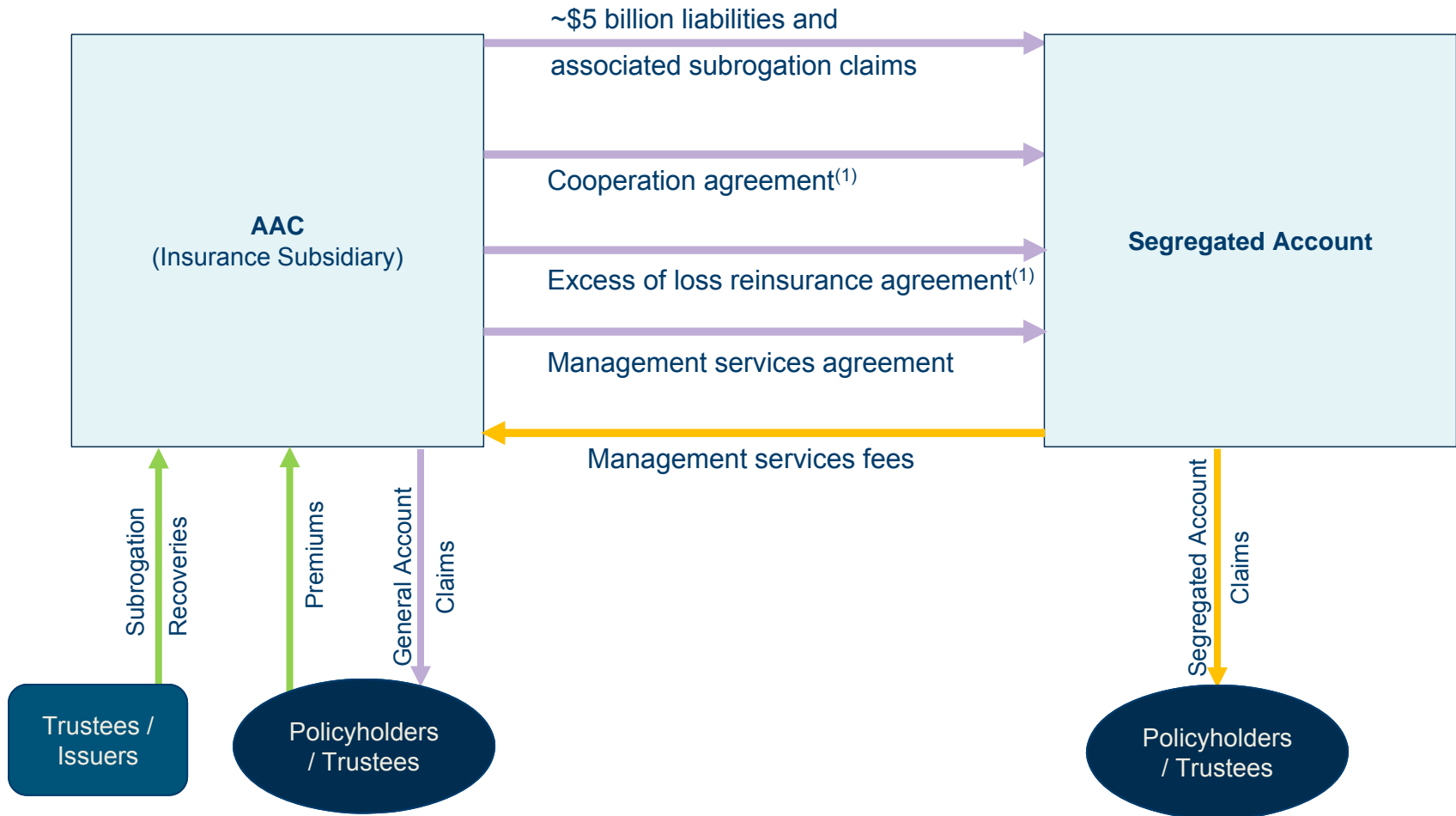


1) On August 28, 2014, to help fund the Company's strategic priorities, AFG monetized 80% of its Segregated Account Junior Surplus Note (\$350 million) and accrued interest (\$24 million), for net proceeds of approximately \$224 million. AFG also retained a 20% interest through a \$75 million subordinated Owner Trust Certificate.

2) Includes the Owner Trust Certificate, investment in Corolla Trust of \$25 million

3) Includes the Segregated Account (in Rehabilitation)

AAC – SEGREGATED ACCOUNT STRUCTURE

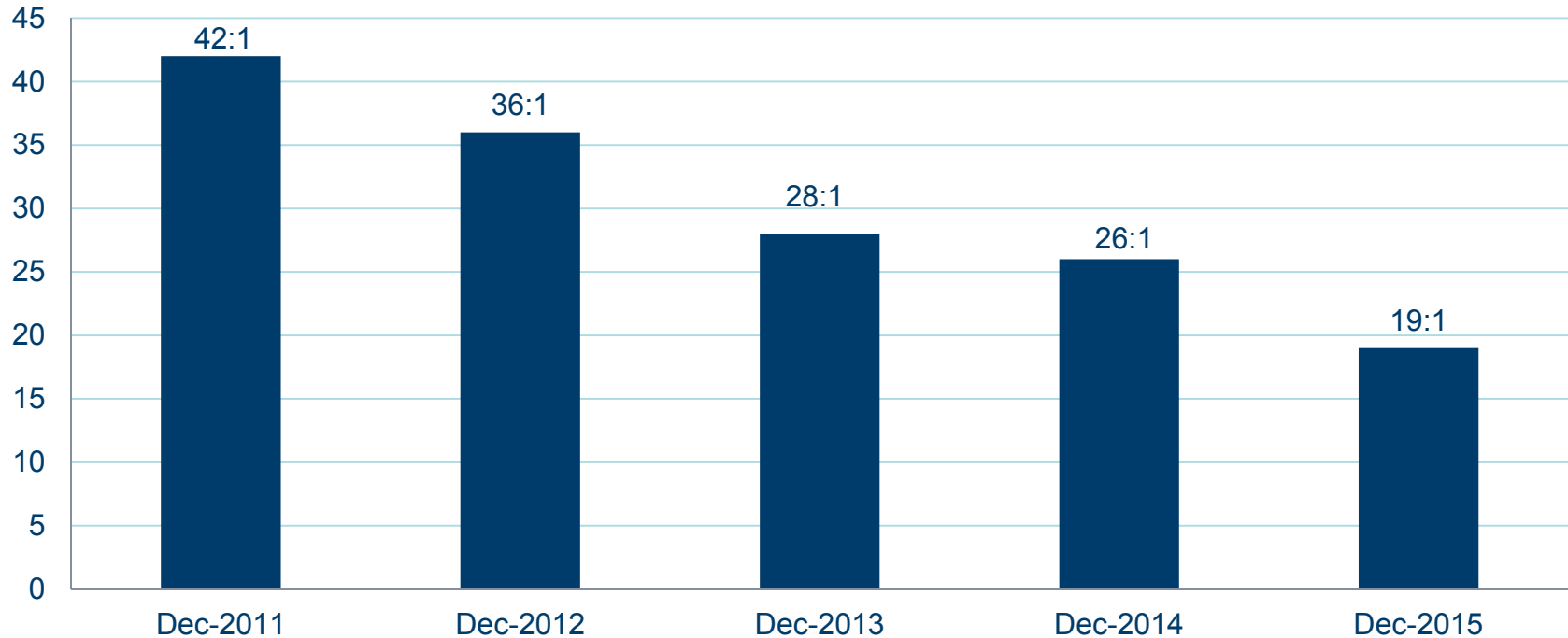


1) Subject to \$100 million minimum surplus at AAC

OPERATING LEVERAGE

► Deleveraging of book

Claims-Paying Ratio^{(1),(2)}



1) Claims-Paying Ratio is net financial guaranties in force divided by total claims-paying resources

2) Total Claims-Paying-Resources have been revised in the second quarter of 2015 with the change applied to all periods presented. The change is to include loss and loss expense reserves before the recorded Statutory benefit for expected subrogation receipts

RMBS PORTFOLIO SNAPSHOT

(\$ in billions, except number of credits)	12/31/15	12/31/14
Gross Par	\$11.5	\$13.9
Net Par	\$11.4	\$13.7
Number of credits	235	247
Gross par related to policies in loss reserves	\$8.1	\$9.7
Number of credits related to policies in loss reserves	166	172
Gross claims paid (ever-to-date) ⁽¹⁾	\$5.3	\$5.0
GAAP Gross claim liability ("GCL") ⁽²⁾	\$0.8	\$1.1
GAAP Unpaid claims ⁽³⁾	\$3.4	3.3
GAAP R&W subrogation recoveries	\$(2.8)	(2.5)
GAAP Loss reserves⁽⁴⁾	\$1.4	\$1.9

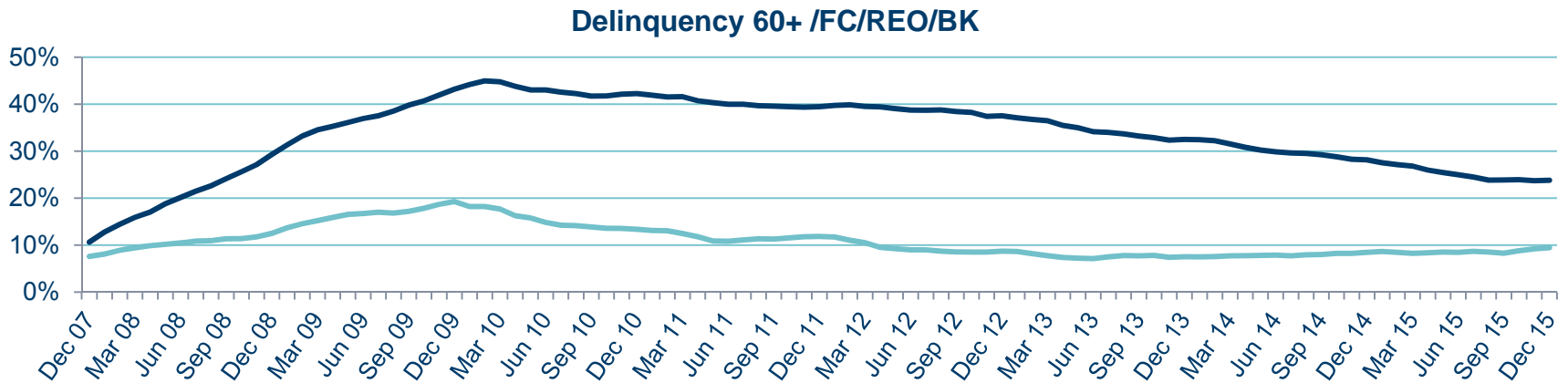
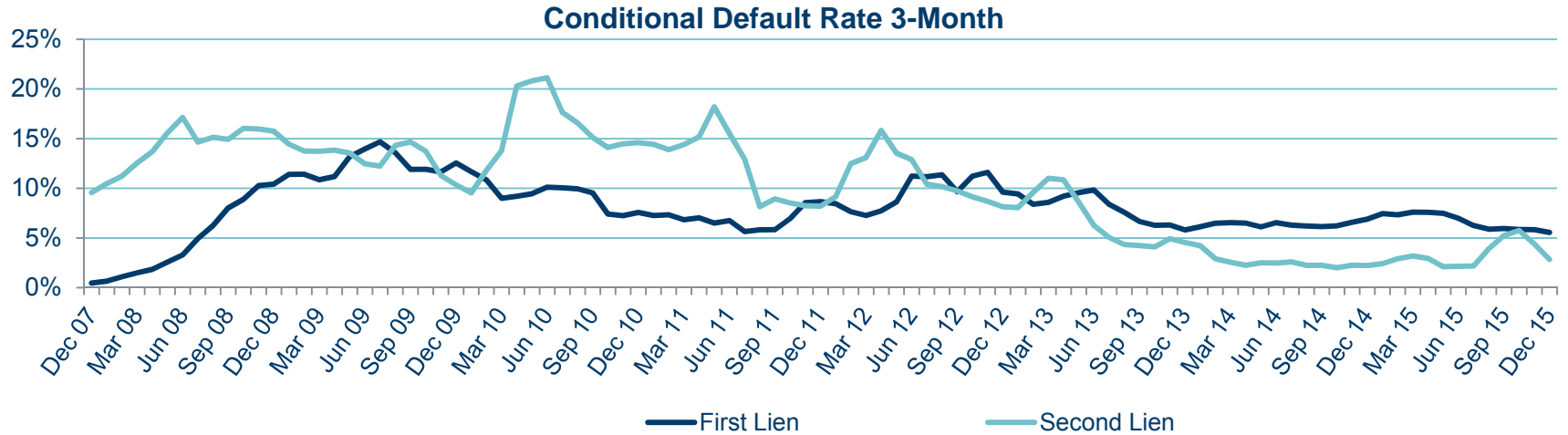
1) Gross of reinsurance and R&W recoveries and other subrogation recoverables

2) Present value of expected net cash flows gross of reinsurance and before unpaid claims, R&W subrogation recoveries and UPR

3) Includes accrued interest relating to amendments to the Plan of Rehabilitation of the Segregated Account of \$490 million and \$328 million at December 31, 2015 and 2014, respectively

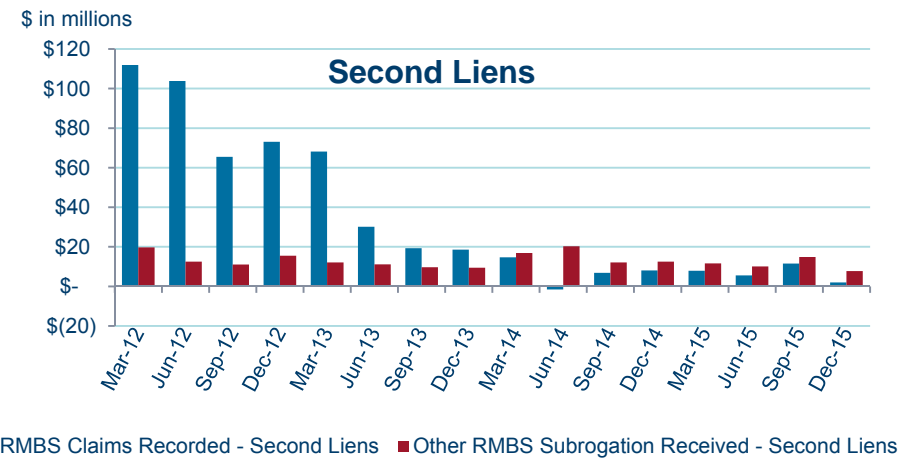
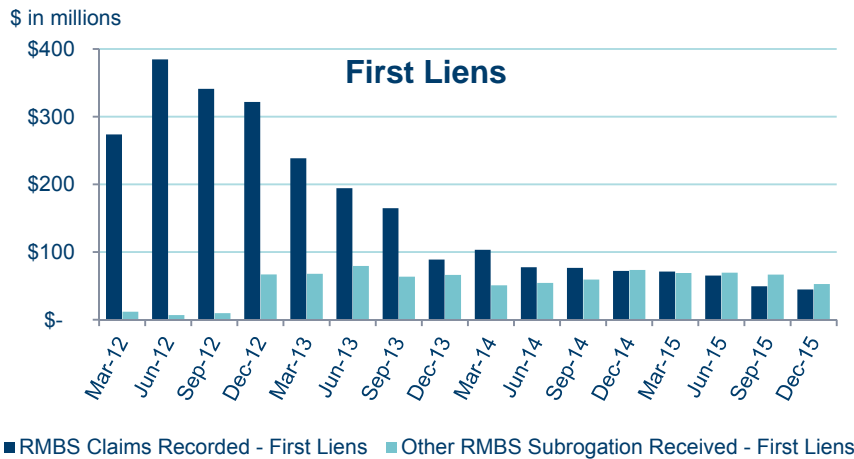
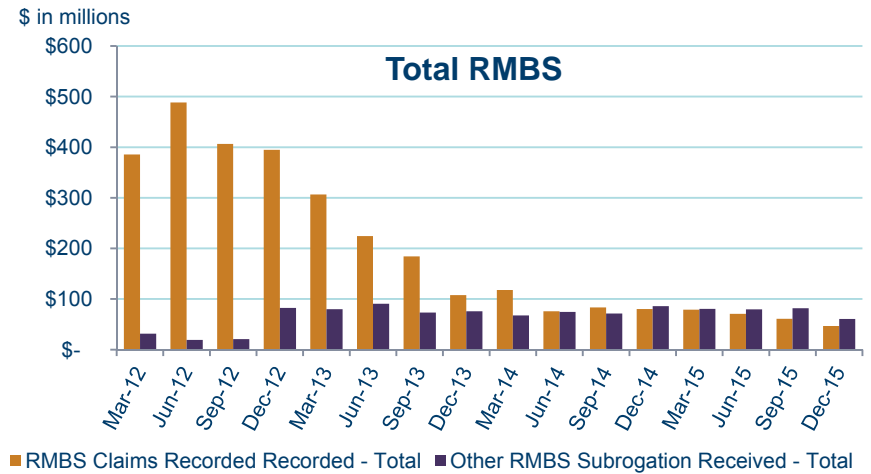
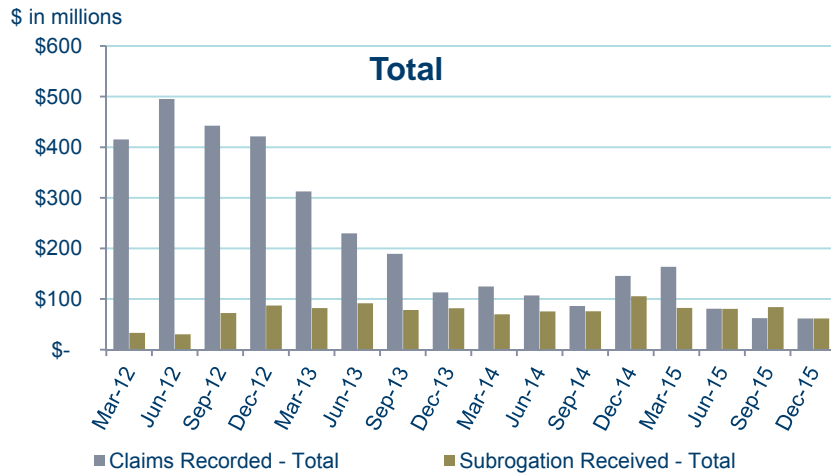
4) Gross of reinsurance and net of estimated R&W recoveries and other subrogation recoverables. Includes unpaid claims

RMBS PERFORMANCE



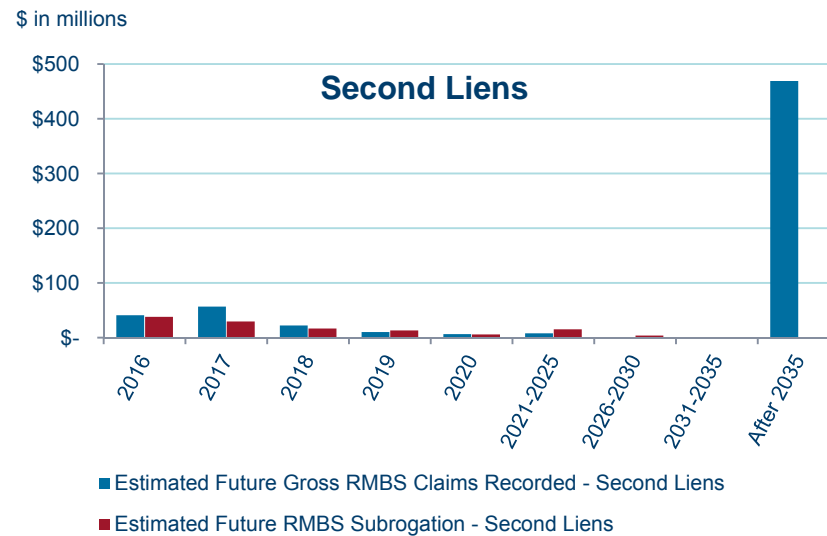
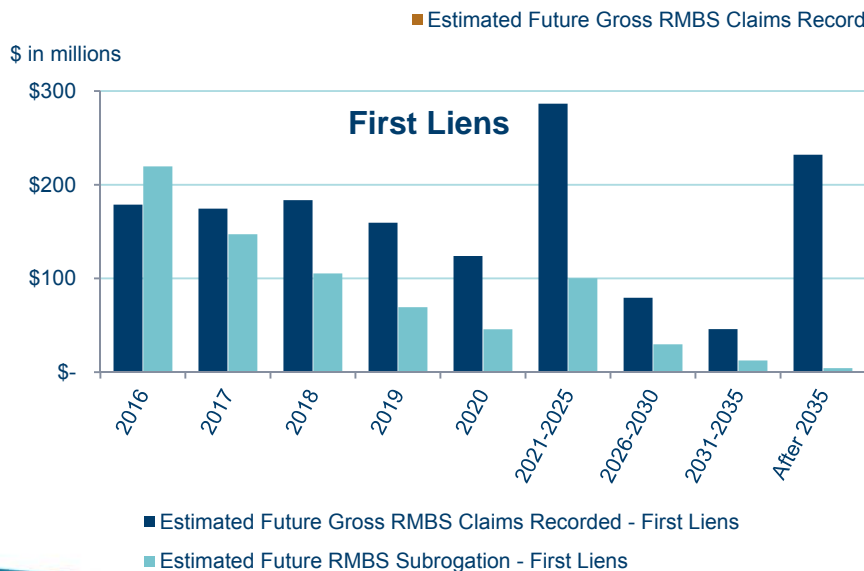
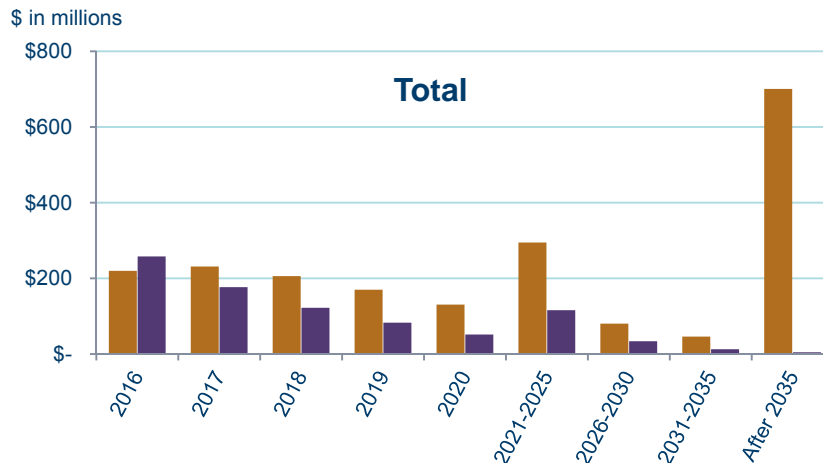
Data Source: IntexCalc
 Portfolio: RMBS transactions representing more than 90% of Ambac's future claims exposure

CLAIMS RECORDED⁽¹⁾ BY QUARTER VS. SUBROGATION⁽²⁾

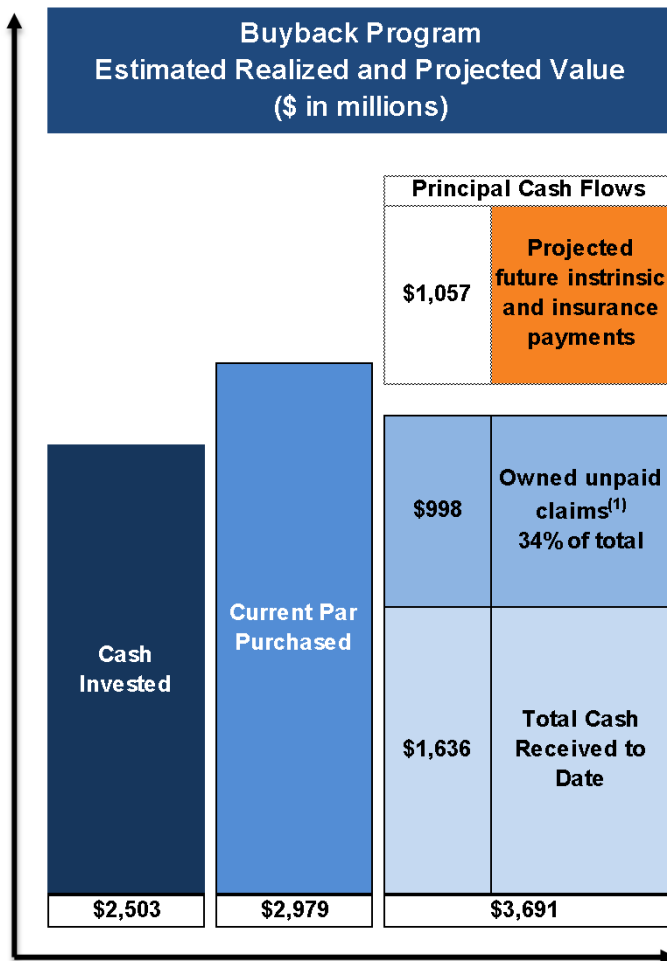


1) Claims recorded include (i) claims paid and (ii) changes to claims presented and not yet presented through the balance sheet date for policies which were allocated to the Segregated Account
 2) Excess spread, recoveries of past claims paid

ESTIMATED FUTURE GROSS RMBS CLAIMS RECORDED VS. SUBROGATION



INSURED RMBS BUYBACKS



- ▶ **Key element of asset liability management strategy**
 - \$1.9 billion total fair value
 - 34% of consolidated investment portfolio
- ▶ **Ambac maintains pricing and execution discipline**
- ▶ **Execute at accretive prices under a range of expected claim payout scenarios**

1) Excludes interest

STATUS OF RMBS LITIGATIONS (1)

Litigation Case	Current Status (as of February 11, 2016)
<p>EMC Mortgage LLC (formerly known as EMC Mortgage Corporation), J.P. Morgan Securities, Inc. (formerly known as Bear, Stearns & Co. Inc.), and JP Morgan Chase Bank, N.A. -- New York State Supreme Court, Index No. 650421/2011 [re SACO 2005-10, SACO 2006-2, SACO 2006-8 and BSSLT 2007-1]</p>	<ul style="list-style-type: none"> ▶ Fact discovery concluded ▶ Initial expert reports were exchanged in December 2014 ▶ On December 18, 2014, defendants filed a motion for partial summary judgment solely with respect to the justifiable-reliance element of Ambac's fraudulent-inducement claim, which Plaintiff opposed. The court heard oral argument on July 14, 2015 ▶ The parties have settled this litigation
<p>EMC Mortgage LLC (formerly known as EMC Mortgage Corporation), J.P. Morgan Securities, Inc. (formerly known as Bear, Stearns & Co. Inc.), and JP Morgan Chase Bank, N.A. –New York State Supreme Court, Index No. 651013/2012 [re GPMF 2006-AR2, GPMF 2006-AR3, SAMI 2006-AR7, SAMI 2006-AR8, BSMF 2006-AR2, BSMF 2006-AR4, and BALTA 2006-R1]</p>	<ul style="list-style-type: none"> ▶ On June 13, 2013, the court denied defendants' motion to dismiss the claims for fraudulent inducement and successor liability but dismissed the contractual claims ▶ Plaintiffs appealed and on October 16, 2014 the appellate court affirmed the dismissal of the contractual claims. On November 10, 2014, plaintiffs filed for leave to reargue, or in the alternative to appeal, the appellate court's decision. On May 14, 2015, the appellate court denied the motion. ▶ With respect to the fraudulent-inducement claims that remain in the case, discovery was ongoing ▶ The parties have settled this litigation
<p>First Franklin Financial Corporation, Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Inc., Merrill Lynch Mortgage Lending, Inc., and Merrill Lynch Mortgage Investors, Inc. – New York State Supreme Court, Index No. 651217/2012 [re First Franklin Mortgage Loan Trust 2007-FFC]</p>	<ul style="list-style-type: none"> ▶ On July 18, 2013 the court denied defendants' motion to dismiss the putback and fraudulent-inducement claims, but granted the defendants' motion to dismiss the claim for indemnification. The court further ruled that Ambac is limited to the sole remedy of repurchase for breaches of representations and warranties relating to the loan pool but not for breaches of transaction-level representations and warranties ▶ Discovery is ongoing ▶ The case has been reassigned to Justice Anil Singh as of April 23, 2015

(1) Information disclosed herein is accurate as of the date indicated. Ambac may update the information included in this slide from time to time without notice, but is under no duty or obligation to do so.

STATUS OF RMBS LITIGATIONS - CONTINUED (1)

Litigation Case	Current Status (as of February 11, 2016)
<p>Countrywide Securities Corp., Countrywide Financial Corp. (a.k.a. Bank of America Home Loans) and Bank of America Corp – New York State Supreme Court, Index No. 651612/2010 [re CWHEQ 2006-S1, CWHEQ 2006-S4, CWHEQ 2006-S6, CWABS 2004-K, CWABS 2004-L, CWABS 2004-M, CWABS 2004-N, CWABS 2004-O, CWABS 2004-T, CWHEQ 2005-F, CWHEQ 2005-L, CWHEQ 2006-B, CWHEQ 2006-C, CWABS 2005-16, CWABS 2005-17, CWHEQ 2006-11, CWHEQ 2006-13]</p>	<ul style="list-style-type: none"> ▶ Fact and expert discovery concluded ▶ Summary judgment motions were filed on May 1, 2015 and the court heard oral argument on July 15, 2015 ▶ On October 27, 2015, the court issued a decision granting in part and denying in part the parties' respective summary judgment motions regarding AAC's claims against Countrywide. Both AAC and Countrywide have filed notices of appeal ▶ The Court also granted AAC's partial motion for summary judgment and denied Bank of America's motion for summary judgment regarding AAC's secondary-liability claims against Bank of America. Bank of America filed a notice of appeal
<p>Nomura Credit & Capital, Inc. and Nomura Holding America Inc. – New York State Supreme Court, Index No. 651359/2013 [re Nomura Asset Acceptance Corporation, Alternative Loan Trust, Series 2007-1 and Nomura Asset Acceptance Corporation, Alternative Loan Trust, Series 2007-3]</p>	<ul style="list-style-type: none"> ▶ On July 12, 2013, defendants filed a motion to dismiss the complaint; oral argument was heard on November 13, 2013 ▶ Plaintiffs filed an Amended Complaint on September 22, 2014 adding a fraudulent-inducement claim ▶ Defendants filed a motion to strike the Amended Complaint on October 31, 2014, which plaintiffs opposed and plaintiffs also cross-moved for leave to file an amended complaint ▶ Defendants also filed a motion to dismiss the fraudulent-inducement claim, which plaintiffs opposed. The court heard oral argument on this motion on April 14, 2015 ▶ On June 3, 2015, the court denied defendants' July 2013 motion to dismiss Ambac's claim for breaches of representations and warranties, but granted the defendants' motion to dismiss Ambac's claims for breach of the repurchase protocol and for alter ego liability against Nomura Holding ▶ The court has not ruled on defendants' motions relating to the amended complaint ▶ Fact discovery is ongoing

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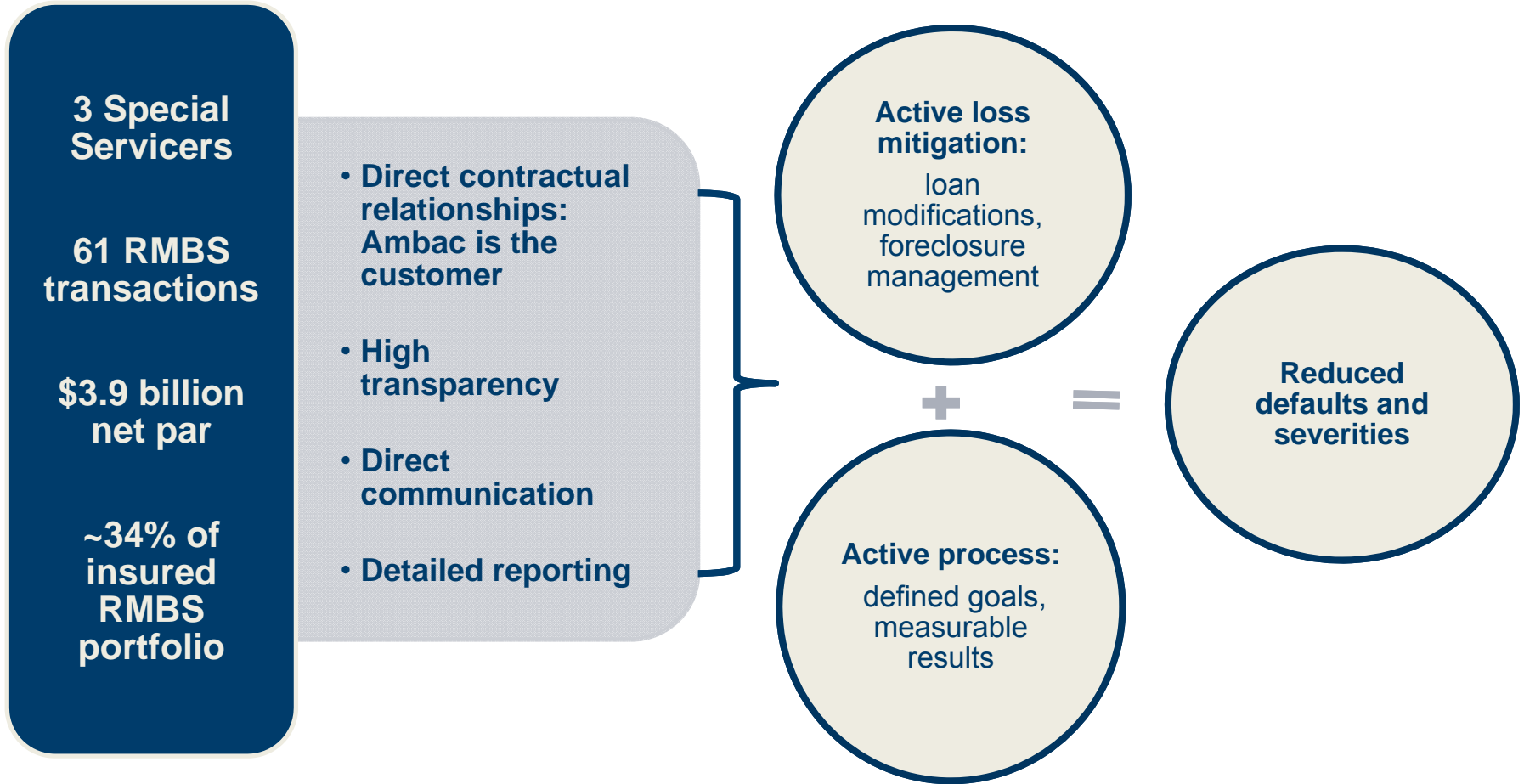
STATUS OF RMBS LITIGATIONS - CONTINUED (1)

Litigation Case	Current Status (as of February 11, 2016)
<p>Countrywide Home Loans, Inc., Countrywide Financial Corp., and Bank of America Corp. – New York State Supreme Court, Index No. 653979/2014 [re CWALT 2005-81, CWALT 2006-OA19, HVMLT 2005-16, HVMLT 2006-9, Lehman XS 2005-7N, Lehman XS 2006-2N, Lehman XS 2007-7N, and Lehman XS 2007-15N]</p>	<ul style="list-style-type: none"> ▶ Complaint for fraudulent-inducement filed on December 30, 2014 ▶ Countywide filed a motion to dismiss on February 20, 2015 which Bank of America joined on February 23, 2015, and which plaintiffs opposed. The Court heard oral argument in November 2015 ▶ Fact discovery is ongoing
<p>Countrywide Home Loans, Inc. – Circuit Court, Dane County, Wisconsin, Case No. 14CV3511 and New York State Supreme Court, Index no. 652321/2015 [re HVMLT 2005-2, HVMLT 2005-8, HVMLT 2005-10, Harborview Mortgage Loan Trust 2005-12, and HVMLT 2005-13]</p>	<ul style="list-style-type: none"> ▶ Complaint for fraudulent-inducement filed on December 30, 2014 ▶ Defendant filed a motion to dismiss on February 20, 2015, which plaintiffs opposed ▶ At a hearing on June 23, 2015, the court dismissed the case without prejudice for lack of personal jurisdiction and entered an order on July 2, 2015. Plaintiffs have appealed this decision and the appeal is pending ▶ On June 30, 2015 plaintiffs commenced litigation in New York and filed a complaint for fraudulent-inducement on July 21, 2015. Plaintiffs also filed in the New York action a motion to stay this New York case pending resolution of the Wisconsin appeal, which defendant has opposed ▶ On August 10, 2015, defendant filed a motion to dismiss, which plaintiffs have opposed. The court heard oral argument in November 2015

(1) Information disclosed herein is accurate as of the date indicated. Ambac may update the information included in this slide from time to time without notice, but is under no duty or obligation to do so.

SPECIAL SERVICING

► Improving collateral performance at the loan level



LEGACY SERVICERS AND TRANSFERS

▶ Legacy servicers

- Where necessary, enforce our rights to inspect and to receive information
- Data driven analysis of performance
- Communicate and reinforce best practices

▶ Servicing transfers

- Actively seek opportunities for transfer
- Effect transfer by active enforcement of Ambac's rights and remedies
- Negotiate voluntary agreements where possible

▶ Servicing oversight

- Regular data and information delivery
- Frequent review of servicer plans and actions, including on-site review
- Performance measurements and goals

PUERTO RICO NET PRINCIPAL AND INTEREST⁽¹⁾ AMORTIZATION

(\$ in millions)									
Principal and Interest Amortization of Ambac Insured Puerto Rico Exposures by Payment Date									
Payment Date	Commonwealth GO	Public Bldg - GO Guaranteed	Senior Highway (1968)	Senior Transportation (1998)	Rum Tax	Hotel Occupancy Tax	Sales Tax (COFINA)	Total P & I	
1/1/2016 ⁽²⁾	\$1.4	\$5.0	\$0.6	\$10.3	\$10.3	\$3.4	\$-	\$31.0	
7/1/2016	1.4	38.6	0.6	37.1	41.7	3.4	-	122.8	
1/1/2017	1.4	4.1	0.6	10.2	9.5	3.4	-	29.2	
7/1/2017	1.4	23.0	13.1	35.1	42.6	15.2	-	130.4	
1/1/2018	1.4	3.6	0.3	10.1	8.6	3.1	-	27.1	
7/1/2018	1.4	23.5	9.9	33.3	43.5	15.5	-	127.1	
1/1/2019	1.4	3.0	-	10.1	7.6	2.8	-	24.9	
7/1/2019	26.3	5.6	-	18.4	7.6	15.8	-	73.7	
1/1/2020	0.7	3.0	-	10.1	7.6	2.5	-	23.9	
7/1/2020	0.7	3.0	-	28.8	7.6	16.1	-	56.2	
1/1/2021	0.7	3.0	-	10.1	7.6	2.2	-	23.6	
7/1/2021	0.7	10.0	1.3	10.5	7.6	2.2	-	32.3	
1/1/2022	0.7	2.8	-	10.0	7.6	2.2	-	23.3	
7/1/2022	0.7	2.8	-	10.0	7.6	2.2	-	23.3	
1/1/2023	0.7	2.8	-	10.0	7.6	2.2	-	23.3	
7/1/2023	31.4	2.8	-	11.1	53.2	2.2	-	100.7	
1/1/2024	-	2.8	-	10.0	6.4	2.2	-	21.4	
7/1/2024	-	2.8	-	10.6	54.5	2.2	-	70.1	
1/1/2025	-	2.8	-	10.0	5.0	2.2	-	20.0	
7/1/2025	-	2.8	1.0	10.6	55.8	2.2	-	72.4	
1/1/2026	-	2.8	-	10.0	3.6	2.2	-	18.6	
7/1/2026	-	2.8	1.0	12.1	57.2	2.2	-	75.3	
1/1/2027	-	2.8	-	9.9	2.2	2.2	-	17.1	
7/1/2027	-	2.8	6.9	38.5	58.7	2.2	-	109.1	
1/1/2028	-	2.8	-	9.4	0.6	2.2	-	15.0	
7/1/2028	-	2.8	-	38.8	60.2	22.2	-	124.0	
1/1/2029	-	2.8	-	8.7	-	1.7	-	13.2	
7/1/2029	-	2.8	-	39.7	68.7	22.7	-	133.9	

1) Net of reinsurance, as of December 31, 2015

2) Ambac paid in full the issuer's 1/1/2016 payment on the Ambac-insured Rum Tax bonds following the issuer's default

PUERTO RICO NET PRINCIPAL AND INTEREST⁽¹⁾ AMORTIZATION (CONT'D)

(\$ in millions)									
Principal and Interest Amortization of Ambac Insured Puerto Rico Exposures by Payment Date									
Payment Date	Commonwealth GO	Public Bldg - GO Guaranteed	Senior Highway (1968)	Senior Transportation (1998)	Rum Tax	Hotel Occupancy Tax	Sales Tax (COFINA)	Total P & I	
1/1/2030	\$-	\$2.8	\$-	\$7.9	\$-	\$1.1	\$-	\$11.8	
7/1/2030	-	28.2	-	67.5	-	23.2	-	118.9	
1/1/2031	-	2.1	-	6.3	-	0.6	-	9.0	
7/1/2031	-	25.9	-	88.5	-	23.3	-	137.7	
1/1/2032	-	1.4	-	4.2	-	-	-	5.6	
7/1/2032	-	1.4	-	4.2	-	-	-	5.6	
1/1/2033	-	1.4	-	4.2	-	-	-	5.6	
7/1/2033	-	1.4	-	4.2	-	-	-	5.6	
1/1/2034	-	1.4	-	4.2	-	-	-	5.6	
7/1/2034	-	28.1	-	4.2	68.7	-	-	101.0	
1/1/2035	-	0.8	-	4.2	-	-	-	5.0	
7/1/2035	-	33.7	-	4.2	68.7	-	-	106.6	
1/1/2036	-	-	-	4.2	-	-	-	4.2	
7/1/2036	-	-	-	62.2	68.7	-	-	130.9	
1/1/2037	-	-	-	2.7	-	-	-	2.7	
7/1/2037	-	-	-	63.8	49.1	-	-	112.9	
1/1/2038	-	-	-	1.0	-	-	-	1.0	
7/1/2038	-	-	-	41.0	-	-	-	41.0	
7/1/2043	-	-	-	-	84.0	-	-	84.0	
7/1/2044	-	-	-	-	84.0	-	-	84.0	
8/1/2047	-	-	-	-	-	-	786.2	786.2	
8/1/2048	-	-	-	-	-	-	820.2	820.2	
8/1/2049	-	-	-	-	-	-	855.5	855.5	
8/1/2050	-	-	-	-	-	-	892.3	892.3	
8/1/2051	-	-	-	-	-	-	930.5	930.5	
8/1/2052	-	-	-	-	-	-	970.3	970.3	
8/1/2053	-	-	-	-	-	-	1,011.7	1,011.7	
8/1/2054	-	-	-	-	-	-	1,054.6	1,054.6	
Grand Total	\$72.4	\$298.8	\$35.3	\$852.2	\$1,073.9	\$209.0	\$7,321.3	\$9,862.9	

1) Net of reinsurance, as of December 31, 2015

MILITARY HOUSING

▶ Ambac insures \$6.0 billion of privatized military housing debt

- Diverse exposure to 58 US military bases across 15 states
- One credit is adversely classified
- Exposures are long-dated, with most maturing after 2040

▶ Debt service is not directly paid or guaranteed by the U.S. Government

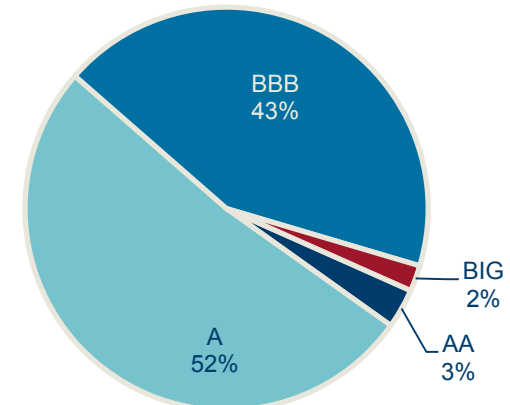
- Serviced primarily from rental payments via US Government funding of individual's Basic Allowance for Housing (BAH)
- BAH flows directly into transaction accounts, not through the individuals
- Primary security is the assignment of BAH payments

▶ Risk factors affecting these transactions include

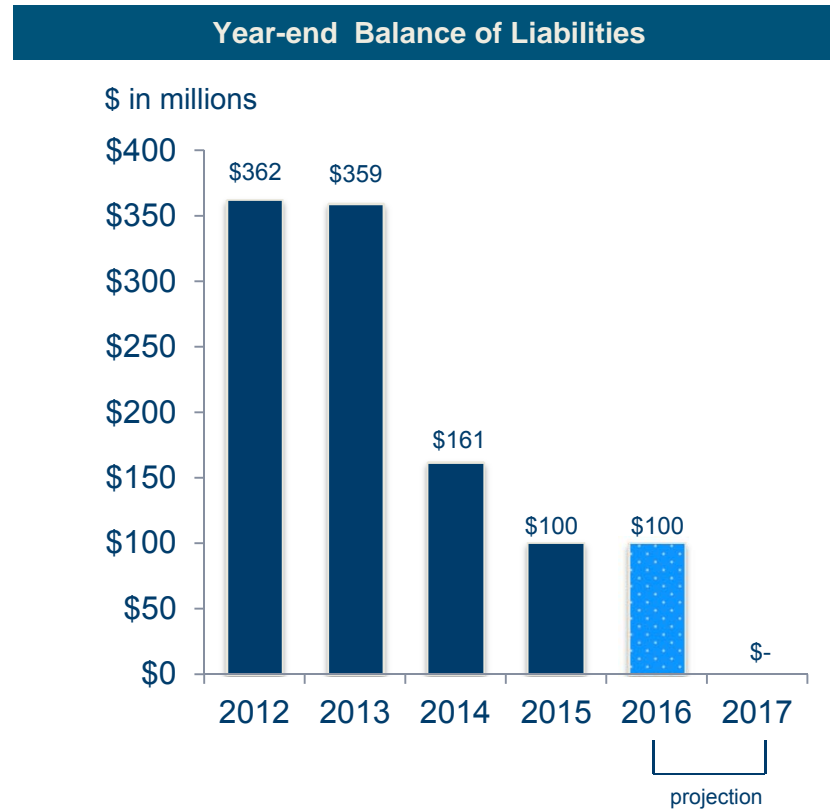
- Large scale domestic military cutbacks
- Base essentiality and risk of base closures
- Military deployments
- U.S. government commitment to fund BAH

Military Housing

**\$6.0 billion Net Par
By Ambac Rating**



FINANCIAL SERVICES BUSINESS INVESTMENT AGREEMENT BUSINESS SUMMARY



- ▶ Investment portfolio of \$110 million ABS and short term as of December 31, 2015

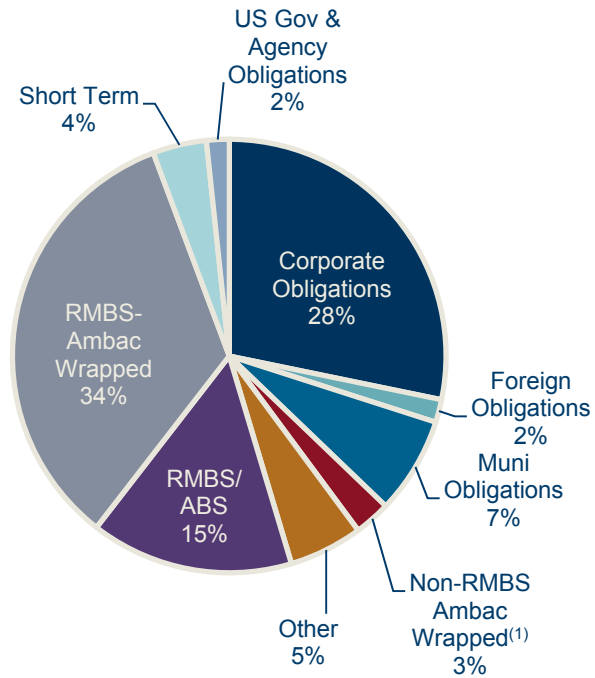
FINANCIAL SERVICES BUSINESS SWAP BUSINESS

(\$ in millions)	4Q 2015	3Q 2015	2015	2014
Notional (at period end)	\$2,341.7	\$2,317.3	\$2,341.7	\$2,398.4
Interest rate sensitivity (DV01)	1.4	1.4	1.4	1.3
Derivative product revenues	\$9.3	\$(65.1)	\$(42.5)	\$(181.1)
Net fair market value of derivatives at period end	\$(233.8)	\$(254.9)	\$(233.8)	\$(224.5)

CONSOLIDATED INVESTMENT PORTFOLIO FAIR VALUE

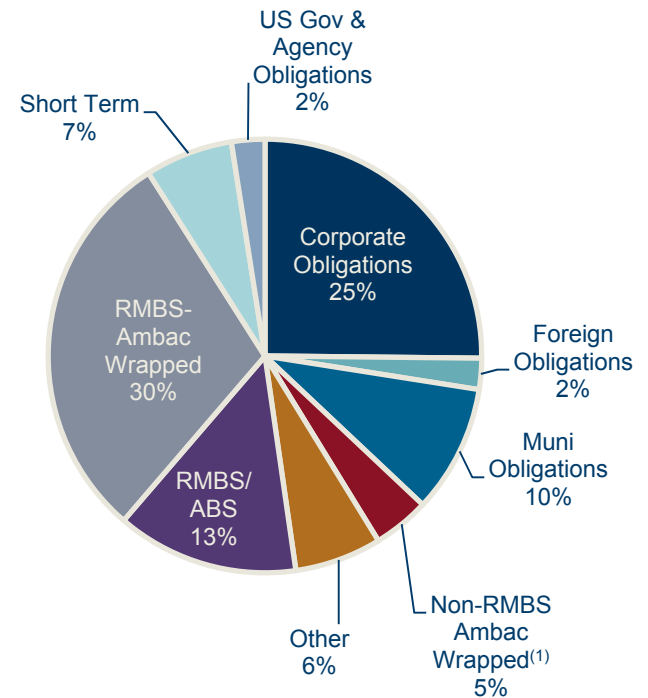
December 31, 2015

\$5.6 billion



December 31, 2014

\$5.5 billion

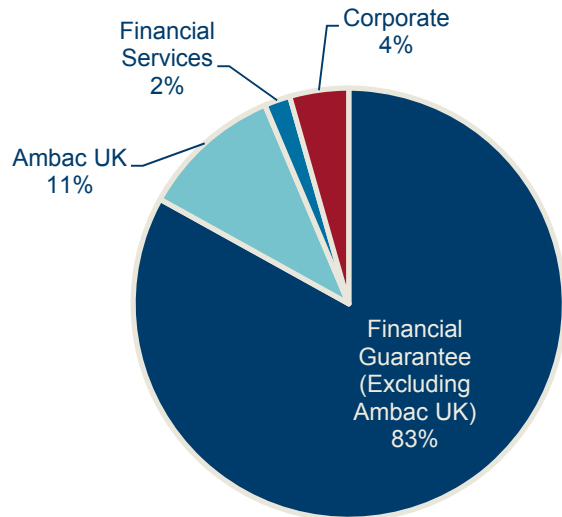


1) Excludes Ambac wrapped securities that are internally rated investment grade

CONSOLIDATED INVESTMENT PORTFOLIO DECEMBER 31, 2015

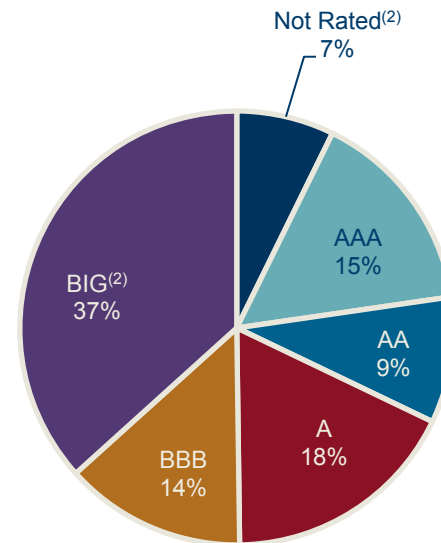
Business Segment

\$5.6 billion



Ratings

\$5.3 billion⁽¹⁾



- 1) Ratings distribution is for fixed income investment portfolio which excludes other investments
- 2) Below investment grade bonds and not rated Ambac insured bonds that Ambac has internally rated below investment grade, represent 39% of the consolidated fixed income investment portfolio fair value

FINANCIAL HIGHLIGHTS

(\$ in millions)	4Q 2015	3Q 2015	2015	2014
Net premiums earned	\$114.5	\$71.5	\$312.6	\$246.4
Net investment income	64.4	64.2	266.3	300.9
Net realized investment gains (losses) and OTTI	(9.7)	(7.0)	27.8	33.0
Net change in the fair value of credit derivatives	(3.0)	37.0	41.7	23.9
Derivative product revenues	9.3	(65.1)	(42.5)	(181.1)
Net realized loss on extinguishment of debt	-	1.4	0.1	(74.7)
Income (loss) on variable interest entities	(6.6)	(21.4)	31.6	(32.2)
Loss and loss (benefit) expense	(337.1)	(133.2)	(768.7)	(545.6)
Insurance intangible amortization	54.4	39.7	169.6	151.8
Net operating expenses	27.3	25.0	102.7	101.5
Interest expense	30.6	29.9	116.5	127.5
Impairment of goodwill	-	514.5	514.5	-
Net income (attributable to common shareholders)⁽²⁾	\$387.0	(\$391.0)	\$493.4	\$484.1
Net income (loss) per diluted share	\$8.56	(\$8.66)	\$10.72	\$10.31
Operating Earnings (Losses)^{(1),(2)}	\$481.0	\$170.5	\$1,165.1	\$682.6
Operating Earnings (Losses) per diluted share	\$10.64	\$3.77	\$25.32	\$14.54
Adjusted Book Value⁽¹⁾	\$1,115.8	\$801.6	\$1,115.8	\$337.4
Adjusted Book Value per share⁽¹⁾	\$24.78	\$17.81	\$24.78	\$7.50

- 1) Operating Earnings (Losses), Adjusted Book Value and related per share data are non-GAAP measures. Refer to the Appendix for a reconciliation of the most directly comparable financial measures calculated in accordance with GAAP
- 2) Included in 4Q 2015, 3Q 2015, 2015, and 2014 was \$41.7 million, \$40.7 million, \$161.9 million, and \$411.7 million, respectively, of accrued interest related to unpaid Segregated Account claims

EARNED PREMIUMS

(\$ in millions)	4Q 2015	3Q 2015	2015	2014
Public Finance	\$23.2	\$24.4	\$97.1	\$104.8
Structured Finance	8.5	7.6	34.2	39.7
International Finance	10.3	11.1	44.0	71.9
Total normal premiums earned	42.0	43.1	175.2	216.4
Accelerated Earnings	72.5	28.4	137.4	30.0
Total net premiums earned	\$114.5	\$71.5	\$312.6	\$246.4

INTEREST EXPENSE

(\$ in millions)	Carrying Value			4Q 2015	3Q 2015	2015	2014
	Face Value	12/31/15	12/31/14				
Surplus Notes⁽¹⁾							
5.1% surplus notes, general account, due 2020 ⁽²⁾	\$881.5	\$715.2	\$696.3	\$21.7	\$21.5	\$84.8	\$111.1
5.1% surplus notes, segregated account, due 2020	39.1	31.7	30.5	0.9	0.9	3.8	4.7
5.1% junior surplus notes, segregated account, due 2020 ⁽³⁾	378.0	247.4	244.3	6.3	6.3	24.5	10.1
Total Surplus Notes	\$1,298.6	\$994.3	\$971.1	\$28.9	\$28.7	\$113.1	\$125.9
Other							
Secured borrowing (One-Month LIBOR plus 2.80%)	\$132.5	\$130.6	-	\$1.5	\$1.0	\$2.5	\$-
Investment agreements	100.4	100.4	160.1	0.1	0.2	0.9	1.6
Total Other	\$232.9	\$231.0	\$160.1	\$1.6	\$1.2	\$3.4	\$1.6
Interest on Deferred Loss Amounts (included within Loss and loss expenses) ⁽⁴⁾				\$41.7	\$40.7	\$161.9	\$411.7
Combined Interest Expense				\$72.2	\$70.6	\$278.4	\$539.2

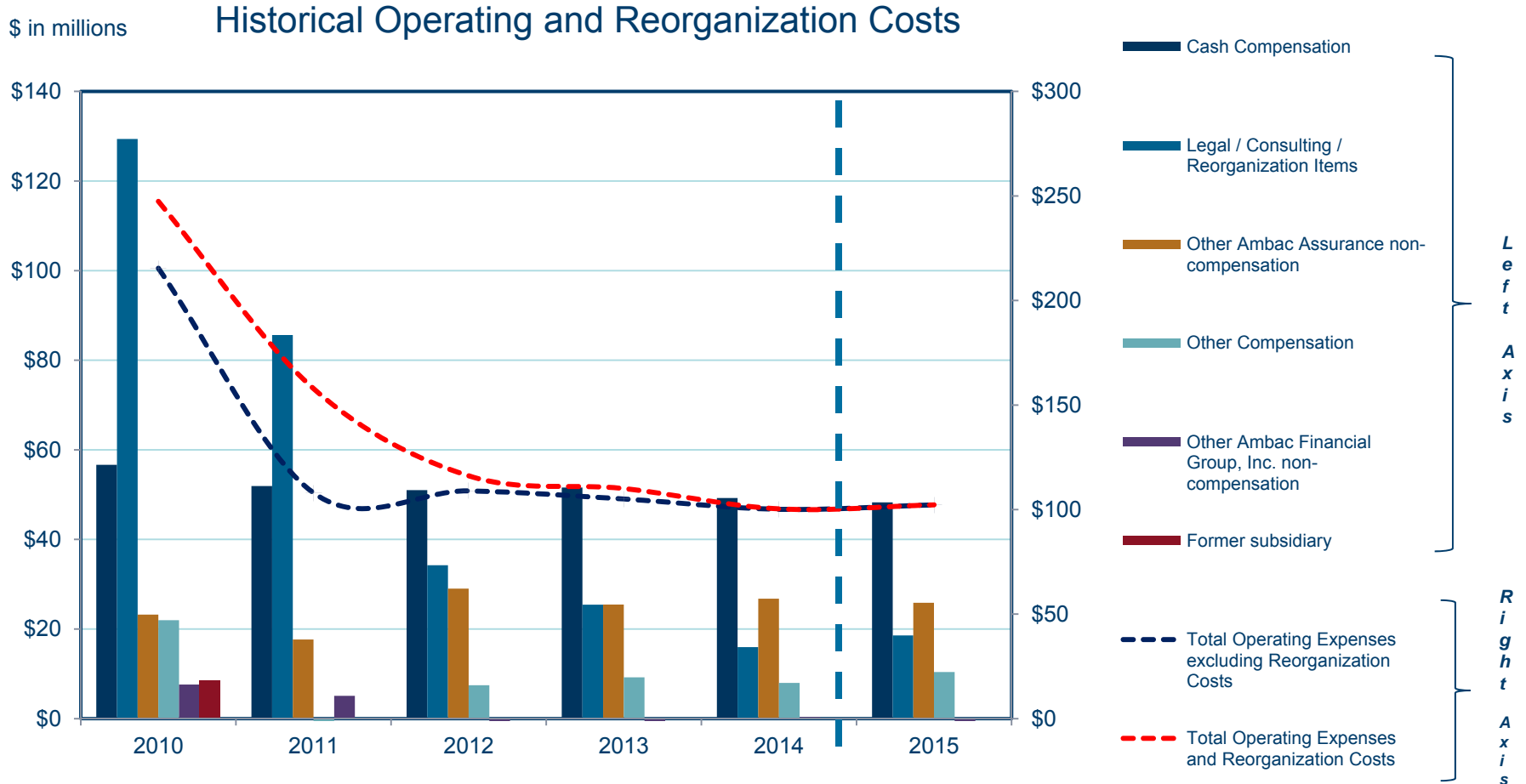
1) AAC and the Segregated Account have not paid any interest on surplus notes since their issuance (excluding those redeemed in November 2014)

2) Surplus notes face value is reduced by \$11.8 million which was acquired by AFG in 2Q 2015

3) Includes monetized junior surplus note

4) Includes interest accrued from September 2012 through December 2014

MANAGING OPERATING EXPENSES



CREDIT DERIVATIVES

(\$ in millions)	4Q 2015	3Q 2015	2015	2014
Notional at period end	\$970.9	\$1,313.8	\$970.9	\$1,529.8
Net change in fair market value of credit derivatives	\$(3.0)	\$37.0	\$41.7	\$23.9
<i>Realized gains and other settlements</i>	0.3	1.7	2.8	3.0
<i>Unrealized (losses) gains</i>	(3.3)	35.3	38.9	20.9
Credit impairment on credit derivatives at period end	\$15.6	\$14.9	\$15.6	\$17.8
Fair market value of credit derivative at period end	\$(34.5)	(\$29.9)	\$(34.5)	\$(73.5)

GAAP FINANCIAL OVERVIEW – BALANCE SHEET

(\$ in millions)	As of December 31, 2015	As of December 31, 2014
Investments	\$5,645	\$ 5,507
Premium receivables	832	1,001
Reinsurance recoverable on losses	44	100
Deferred ceded premium	97	123
Subrogation recoverable	1,229	953
Derivative assets	85	109
Insurance intangible asset and goodwill	1,212	1,925
Other assets	296	316
VIE assets	14,288	15,126
Total assets	\$23,728	\$ 25,160
Loss and loss expense reserves	\$4,088	\$ 4,752
Unearned premium reserves	1,280	1,674
Long-term debt and investment agreements	1,225	1,131
Derivative liabilities	353	407
Other liabilities	564	436
VIE liabilities	14,260	15,086
Total liabilities	\$21,770	\$ 23,486
Total stockholders' equity	\$1,958	\$ 1,674
Total liabilities and stockholders' equity	\$23,728	\$ 25,160

OPERATING EARNINGS⁽¹⁾

(\$ in millions, except per share data)	4Q 2015		3Q 2015		2015		2014	
	\$ Amount	Per Diluted Share	\$ Amount	Per Diluted Share	\$ Amount	Per Diluted Share	\$ Amount	Per Diluted Share
Net income (loss) attributable to common shareholders	\$387.0	\$8.56	(\$391.0)	(\$8.66)	\$493.4	\$10.72	\$484.1	\$10.31
Adjustments:								
Non-credit impairment fair value (gain) loss on credit derivatives	2.7	0.06	(34.1)	(0.76)	(36.7)	(0.80)	(17.1)	(0.37)
Effect of consolidating financial guarantee VIEs	21.1	0.47	30.5	0.68	9.1	0.20	45.0	0.96
Insurance intangible amortization	54.4	1.20	39.7	0.88	169.6	3.69	151.8	3.24
Impairment of goodwill	-	-	514.5	11.39	514.5	11.18	-	-
Foreign exchange (gain) loss from re-measured premium receivables and loss and loss expense reserves	10.6	0.23	14.7	0.32	29.4	0.64	34.9	0.74
Fair value (gain) loss on derivatives from AMBAC CVA	5.2	0.12	(3.8)	(0.08)	(14.2)	(0.31)	(16.1)	(0.34)
Operating Earnings	\$481.0	\$10.64	\$170.5	\$3.77	\$1,165.1	\$25.32	\$682.6	\$14.54

1) Non-GAAP Financial Measures. See disclosure in Ambac's December 31, 2015 Form 10-K filed with the SEC

ADJUSTED BOOK VALUE⁽¹⁾

(\$ in millions, except per share data)	December 31, 2015		December 31, 2014	
	\$ Amount	Per Share	\$ Amount	Per Share
Total Ambac Financial Group, Inc. stockholders' equity (deficit)	\$1,684.8	\$37.41	\$1,399.1	\$31.09
Adjustments:				
Non-credit impairment fair value losses on credit derivatives	19.0	0.42	55.7	1.24
Effect of consolidating financial guarantee VIEs	(302.8)	(6.72)	(319.1)	(7.09)
Insurance intangible asset	(1,212.1)	(26.91)	(1,410.9)	(31.35)
Goodwill	-	-	(514.5)	(11.43)
Ambac CVA on derivative product liabilities (excluding credit derivatives)	(78.7)	(1.75)	(64.5)	(1.44)
Net unearned premiums in excess of expected losses	1,056.6	23.46	1,402.3	31.16
Net unrealized investment (gains) losses in AOCI	(51.0)	(1.13)	(210.7)	(4.68)
Adjusted Book Value	\$1,115.8	\$24.78	\$337.4	\$7.50

1) *Non-GAAP Financial Measures. See further disclosure on Non-GAAP Financial Measures included in Ambac's 2015 Form 10-K filed with the SEC*

CHANGES TO AAC POLICYHOLDERS' SURPLUS

(\$ in millions)	4Q 2015 Income Statement	4Q 2015 Changes in Surplus	2015 Income Statement	2015 Changes in Surplus
Beginning surplus to policyholders		\$350		\$100
Net premiums earned	\$83		\$308	
Investment income	60		263	
Underwriting expenses	(20)		(80)	
Benefit for Insurance losses and loss expenses (including interest on Deferred Amounts)	332		492	
Intercompany loans and guarantees of subsidiary liabilities	1		(46)	
Net realized gains and other income	7		70	
Tax expense	(62)		(85)	
Net income		\$401		\$922
Contingency reserves contribution		(125)		(223)
Change in Prescribed Practice – General Account minimum surplus adj.		-		(149)
Deferred Gain on investment securities sale to subsidiary		-		(28)
Non-income statement changes to AAC investments		(1)		3
Ending surplus to policyholders		\$625		\$625

GAAP VS. STATUTORY ACCOUNTING DIFFERENCES

	US GAAP Basis	US Statutory
Invested Assets	<ul style="list-style-type: none"> ▶ Investments carried at fair value ▶ Consolidation of subsidiaries and VIEs 	<ul style="list-style-type: none"> ▶ Investments carried primarily at amortized cost ▶ Subsidiaries carried under equity method of accounting, if audited ▶ Loans to affiliates carried at current value, net of impairments ▶ VIEs is not a Statutory concept
Surplus Notes	<ul style="list-style-type: none"> ▶ Reported as long-term debt ▶ Carried at par less unamortized discount (set to fair value at Fresh Start Date) 	<ul style="list-style-type: none"> ▶ At 12/31/2014, reclassified senior Surplus Notes to a liability since they are pari-passu to policyholder obligations ▶ Junior Surplus Notes reported as surplus ▶ Carried at par value per an OCI prescribed practice
Surplus Note Interest	<ul style="list-style-type: none"> ▶ Accrual basis 	<ul style="list-style-type: none"> ▶ Interest expensed only upon OCI's approval to pay
Premium Receivables	<ul style="list-style-type: none"> ▶ Present value of future contractual premiums due over the life of the policy, discounted at the risk-free rate ▶ RMBS uses future expected premiums due 	<ul style="list-style-type: none"> ▶ Established only for installment premiums related to the period covered through the reporting date
Premium Earnings	<ul style="list-style-type: none"> ▶ Recognized based on a constant rate derived by daily principal exposure outstanding 	<ul style="list-style-type: none"> ▶ On upfront paying policies, recognized based on expiration of debt service of insured exposure ▶ On installment paying policies, recognized in income pro-rata over the period covered

GAAP VS. STATUTORY ACCOUNTING

COMPARISON OF LOSS RESERVING METHODOLOGIES

	US GAAP Basis	US Statutory
Timing of Recognition of Loss Reserves	<ul style="list-style-type: none"> ▶ When expected losses exceed related unearned premium reserves 	<ul style="list-style-type: none"> ▶ Case Basis Reserves – upon failure of issuer to pay scheduled principal or interest ▶ Contingency Reserves – for non-defaulted general account policies (can release with OCI approval)
Measurement of Loss Reserves	<ul style="list-style-type: none"> ▶ Present value of probability weighted expected losses and subrogation recoverable, less related unearned premium reserves 	<ul style="list-style-type: none"> ▶ Present value of best estimate of expected losses and subrogation recoverable
Discount Rate	<ul style="list-style-type: none"> ▶ Risk free rate of return 	<ul style="list-style-type: none"> ▶ Rate of return on invested assets (determined annually) subject to OCI prescribed practices (currently at 5.1%)
Credit and Interest Rate Derivatives and other subsidiary Impairments	<ul style="list-style-type: none"> ▶ Derivatives carried at fair value ▶ Intercompany agreements eliminated in consolidation 	<ul style="list-style-type: none"> ▶ Liability recorded when expected losses from such contracts exceed the financial resources of the subsidiary ▶ Measured as the present value of best estimate of expected losses, discounted at the discount rate above, less the financial resources of the subsidiary
Balance Sheet Presentation	<ul style="list-style-type: none"> ▶ Balance Sheet grossed up for assets (policy level net recoveries) and liabilities (policy level net outflows) ▶ Reinsurance recoverables/payables reported separately ▶ Inclusive of loss expenses 	<ul style="list-style-type: none"> ▶ Reserves reported as a net liability reduced for remediation and reinsurance ▶ Loss expenses reported separately

COMMUTATIONS AND RESTRUCTURINGS

	Explanation	Key methods used
Commutation	<ul style="list-style-type: none"> ▶ Defeasance or settlement of future projected claims ▶ Tearing up policies at a discount 	<ul style="list-style-type: none"> ▶ Upfront payment in exchange for removing underlying policy from insured securities ▶ Upfront payment to purchase the right to all future claims on insured securities
Restructuring	<ul style="list-style-type: none"> ▶ Active use of creditor rights to mitigate potential losses on insured securities 	<ul style="list-style-type: none"> ▶ Enforcing controlling creditor rights in covenant breach or default situations to achieve improved outcomes ▶ Restructuring of liabilities (with or without removing the policy) of distressed issuers – may also include an investment by Ambac

RISK ADVERSE CREDIT CLASSIFICATIONS⁽¹⁾

Classification	Description
CLASS I	▶ Fully Performing – Meets Ambac Criteria with Remote Probability of Claim
SURVEY LIST	▶ Investigation of Specific Condition or Weakness Underway
CLASS IA	▶ Potential Problem with Risks to be Dimensioned
CLASS II	▶ Substandard Requiring Intervention
CLASS III	▶ Doubtful with Clear Potential for Loss
CLASS IV	▶ Imminent Default or Defaulted
CLASS V	▶ Fully Reserved

1) See Ambac's 2015 Form 10-K for further description of risk classifications

NOL TOLLING AGREEMENT TIERS

- ▶ \$71 million of net tolling payments, payable 2Q 2016, have accrued net of applicable credits as of December 31, 2015

Tier	Allocated NOL	Utilized	Applicable Percentage	Gross Tolling Payment ⁽¹⁾	Credit	Net Tolling Payment
A ⁽²⁾	\$479	\$479	15%	\$25	\$(5)	\$20
B ⁽²⁾	1,057	398	40%	56	(5)	51
C ^{(2), (3)}	1,057	-	10%	-	(5)	-
D ⁽⁴⁾	1,057	-	15%	-	-	-
Ever to Date	\$3,650	\$877		\$81	\$(15)	\$71

- 1) *Gross Tolling Payment = Utilized NOL x Applicable Percentage x 35% Federal Corporate Tax Rate*
- 2) *Tier A, B, and C are each subject to a \$5 million credit against tolling payment due AFG*
- 3) *Pursuant to IRS closing agreement, IRS receives 12.5% of Tier C*
- 4) *Pursuant to IRS closing agreement, IRS receives 17.5% of Tier D*

SEGREGATED ACCOUNT PLAN OF REHABILITATION

- ▶ **AAC established the Segregated Account March 24, 2010, pursuant to Wisconsin law**
- ▶ **Confirmation and Effective Date**
 - Confirmed by Wisconsin court on January 24, 2011
 - Amended Plan approved by Wisconsin court on June 11, 2014
 - Effective Date June 12, 2014
- ▶ **Segregated Account started paying 25% of permitted policy claims September 20, 2012**
- ▶ **Payout ratio⁽¹⁾ increased to 45% beginning July 21, 2014**
 - November 20, 2014 – redeemed a portion of surplus notes and interest thereon of \$414 million
 - December 22, 2014 – made equalizing payments on Deferred Amounts and interest thereon of \$1.1 billion
- ▶ **Allows for Supplemental Payments, Special Policy Payments, commutations, and restructurings**
- ▶ **“Deferred Amounts” represent unpaid portions of claims and generally accrue and compound interest at 5.1%**
 - \$491 million accrued interest as of December 31, 2015

1) Payout ratio is the percentage of the initial cash Interim Payment for permitted policy claims

SEGREGATED ACCOUNT

▶ March 24, 2010

- AAC established the Segregated Account pursuant to Wisconsin law
- Wisconsin's Office of the Commissioner of Insurance (OCI) commenced rehabilitation proceedings for the Segregated Account

▶ Rehabilitator has ultimate decision-making authority over the Segregated Account

- Governed by Plan of Operation and certain other operative documents

▶ Segregated certain sectors of AAC's most distressed exposures and associated subrogation claims

▶ General Account (the remainder of AAC) is not in rehabilitation

AAC's Segregated Account Sectors

RMBS
Policies

Student Loan
Policies

Certain
Credit
Default Swap
Policies

Subrogation
Claims
(but not
recoveries)

Certain
Limited
Liability
Corporations

Other
Insurance
Policies

Reinsurance
Obligations

REHABILITATOR'S ROLE

General Account

- ▶ **Rehabilitator approval is required for:**
 - **Non-ordinary course transactions > \$5 million**
 - **Changes to Investment Policy**
 - **Paying dividends** or acquiring securities issued by AAC
 - **Changing assumptions** or vendors utilized in determining **statutory loss reserves**
 - **Adopting certain tax positions** (covenant applies to AFG)

Segregated Account

- ▶ **Rehabilitator has ultimate decision-making authority**
 - **Policy payments and commutations**
 - **Prosecution of subrogation claims**
 - **Distribution of subrogation recoveries**
- ▶ **Contracted with AAC as Management Services Provider**
 - Risk management
 - Loss mitigation
 - Treasury, accounting, tax
 - Business continuity
 - Technology
- ▶ **Contracted with independent advisors / consultants**

OTHER KEY AAC RESTRICTIONS

Bank Settlement Agreement (June 2010)

Board	▶ Independent AAC Board members – minimum one-third
Business	▶ AAC generally restricted to runoff activities unless obtain an A rating
Debt Parity	▶ Limits issuance of surplus notes or other obligations on parity with or senior to bank surplus notes
Other Restrictions	▶ Prohibits mergers, asset dispositions and certain payments, including dividends ▶ Restricts distributions on, or purchases of, surplus notes
Waivers	▶ Waivers require approval from (and/or) <ul style="list-style-type: none">• OCI• Independent AAC directors• Bank surplus note holders

Auction Market Preferred Shares (AMPS)

Dividends on AAC Common Equity	▶ Prohibited unless dividends are paid on AMPS for then current dividend period <ul style="list-style-type: none">• Exception for dividends to pay debt service or operating expenses at AFG<ul style="list-style-type: none">◦ If paid while dividends on AMPS for the then current dividend period are not paid, then dividends on AMPS will be cumulative
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ABOUT AMBAC

Ambac Financial Group, Inc. ("Ambac"), headquartered in New York City, is a holding company whose subsidiaries, including its principal operating subsidiaries, Ambac Assurance Corporation ("AAC"), Everspan Financial Guarantee Corp., and Ambac Assurance UK Limited ("Ambac UK"), provide financial guarantees and other financial services to clients in both the public and private sectors globally. AAC, including the Segregated Account of AAC (in rehabilitation), is a guarantor of public finance and structured finance obligations. Ambac is also selectively exploring opportunities involving the acquisition and/or development of new businesses. Ambac's common stock trades on the NASDAQ Global Select Market under the symbol "AMBC". The Amended and Restated Certificate of Incorporation of Ambac contains substantial restrictions on the ability to transfer Ambac's common stock. Subject to limited exceptions, any attempted transfer of common stock shall be prohibited and void to the extent that, as a result of such transfer (or any series of transfers of which such transfer is a part), any person or group of persons shall become a holder of 5% or more of Ambac's common stock. Ambac is committed to providing timely and accurate information to the investing public, consistent with our legal and regulatory obligations. To that end, we use our website to convey information about our businesses, including the anticipated release of quarterly financial results, quarterly financial, statistical and business-related information, and the posting of updates to the status of certain primary residential mortgage backed securities litigations. For more information, please go to www.ambac.com.

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FORWARD LOOKING STATEMENT

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

Any or all of management’s forward-looking statements here or in other publications may turn out to be incorrect and are based on management’s current belief or opinions. Ambac’s actual results may vary materially, and there are no guarantees about the performance of Ambac’s securities. Among events, risks, uncertainties or factors that could cause actual results to differ materially are: (1) volatility in the price of Ambac’s common stock; (2) uncertainty concerning our ability to achieve value for holders of Ambac securities, whether from Ambac Assurance Corporation (“AAC”) or from new business opportunities; (3) dilution of current shareholder value or adverse effects on our share price resulting from the issuance of additional shares of common stock; (4) adverse effects on our share price resulting from future offerings of debt or equity securities that rank senior to our common stock; (5) potential of rehabilitation proceedings against AAC; (6) decisions made by the Rehabilitator of the Segregated Account of AAC (the “Segregated Account”) for the benefit of policyholders that may result in material adverse consequences for Ambac’s security holders; (7) our inability to realize the expected recoveries included in our financial statements; (8) intercompany disputes or disputes with the rehabilitator of the Segregated Account; (9) our inability to monetize assets or purchase, restructure or exchange outstanding debt and insurance obligations, or the failure of any such transaction to deliver anticipated results; (10) our results of operations may be adversely affected by events or circumstances that result in the accelerated amortization of our insurance intangible asset; (11) increased fiscal stress experienced by issuers of public finance obligations or an increased incidence of Chapter 9 filings by municipal issuers; (12) adverse tax consequences or other costs resulting from the Segregated Account rehabilitation plan, from rules and procedures governing the payment of permitted policy claims, or from the characterization of our surplus notes as equity; (13) credit risk throughout our business, including but not limited to credit risk related to residential mortgage-backed securities, student loan and other asset securitizations, collateralized loan obligations, public finance obligations and exposures to reinsurers; (14) risks attendant to the change in composition of securities in our investment portfolio; (15) inadequacy of reserves established for losses and loss expenses; (16) the risk that our risk management policies and practices do not anticipate certain risks and/or the magnitude of potential for loss as a result of unforeseen risks; (17) changes in prevailing interest rates; (18) factors that may influence the amount of installment premiums paid to Ambac, including the Segregated Account rehabilitation proceedings; (19) default by one or more of AAC’s portfolio investments, insured issuers or counterparties; (20) market risks impacting assets in our investment portfolio or the value of our assets posted as collateral in respect of investment agreements and interest rate swap transactions; (21) risks relating to determinations of amounts of impairments taken on investments; (22) the risk of litigation and regulatory inquiries or investigations, and the risk of adverse outcomes in connection therewith, which could have a material adverse effect on our business, operations, financial position, profitability or cash flows; (23) our inability to realize value from Ambac Assurance UK Limited (“Ambac UK”); (24) system security risks; (25) market spreads and pricing on derivative products insured or issued by Ambac or its subsidiaries; (26) the risk of volatility in income and earnings, including volatility due to the application of fair value accounting; (27) changes in accounting principles or practices that may impact Ambac’s reported financial results; (28) legislative and regulatory developments; (29) operational risks, including with respect to internal processes, risk models, systems and employees, and failures in services or products provided by third parties; (30) Ambac’s financial position and the Segregated Account rehabilitation proceedings that may prompt departures of key employees and may impact our ability to attract qualified executives and employees; and (31) other risks and uncertainties that have not been identified at this time.

The logo for Ambac, featuring the word "Ambac" in a bold, italicized, blue sans-serif font. A thin horizontal line is positioned directly below the text. The background consists of a white field with large, abstract geometric shapes in shades of light blue and dark blue on the left side.

Ambac