

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 01, 2024**

**BROWN & BROWN, INC.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**001-13619**  
(Commission File Number)

**59-0864469**  
(IRS Employer  
Identification Number)

**300 North Beach Street**  
**Daytona Beach, Florida**  
(Address of principal executive offices)

**32114**  
(Zip Code)

**Registrant's telephone number, including area code: (386) 252-9601**

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.10 Par Value	BRO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

**Item 7.01 Regulation FD Disclosure.**

Members of the management of Brown & Brown, Inc. will use the information in the presentation furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein in meetings with institutional investors and analysts and at investor conference presentations.

The information furnished in this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

The following exhibits are furnished herewith:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Brown &amp; Brown, Inc. 2024 Company Overview.</a>
104	Cover Page Interactive Data File (formatted as inline XBRL).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BROWN & BROWN, INC.**  
(Registrant)

Date: March 1, 2024

By: /s/ Anthony M. Robinson  
Anthony M. Robinson  
Secretary

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2024

# Company Overview

BROWN & BROWN, INC.



**Brown & Brown**  
INSURANCE®

# Information Regarding Forward-Looking Statements

This presentation and the statements made during our presentation may contain certain statements relating to future results which are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created by those laws.

You can identify these statements by forward-looking words such as “may,” “will,” “should,” “expect,” “anticipate,” “believe,” “intend,” “estimate,” “plan” and “continue” or similar words. We have based these statements on our current expectations about potential future events. Although we believe the expectations expressed in the forward-looking statements included in this presentation and the statements made during our presentation are based upon reasonable assumptions within the bounds of our knowledge of our business, a number of factors could cause actual results to differ materially from those expressed in any forward-looking statements, whether oral or written, made by us or on our behalf. Many of these factors have previously been identified in filings or statements made by us or on our behalf. Important factors which could cause our actual results to differ, possibly materially from the forward-looking statements in this presentation and statements made during our presentation include but are not limited to the following items: the inability to hire, retain and develop qualified employees, as well as the loss of any of our executive officers or other key employees; a cybersecurity attack or any other interruption in information technology and/or data security that may impact our operations or the operations of third parties that support us; acquisition-related risks that could negatively affect the success of our growth strategy, including the possibility that we may not be able to successfully identify suitable acquisition candidates, complete acquisitions, successfully integrate acquired businesses into our operations and expand into new markets; risks related to our international operations, which may result in additional risks or require more management time and expense than our domestic operations to achieve or maintain profitability; the requirement for additional resources and time to adequately respond to dynamics resulting from rapid technological change; the loss of or significant change to any of our insurance company relationships, which could result in loss of capacity to write business, additional expense, loss of market share or material decrease in our commissions; the effect of natural disasters on our profit-sharing contingent commissions, insurer capacity or claims expenses within our capitalized captive insurance facilities; adverse economic conditions, political conditions, outbreaks of war, disasters, or regulatory changes in states or countries where we have a concentration of our business; the inability to maintain our culture or a significant change in management, management philosophy or our business strategy; fluctuations in our commission revenue as a result of factors outside of our control; the effects of sustained inflation or higher interest rates; claims expense resulting from the limited underwriting risk associated with our participation in capitalized captive insurance facilities; risks associated with our automobile and recreational vehicle dealer services (“F&I”) businesses; changes in, or the termination of, certain programs administered by the U.S. federal government from which we derive revenues; the limitations of our system of disclosure and internal controls and procedures in preventing errors or fraud, or in informing management of all material information in a timely manner; the significant control certain shareholders have over the Company; changes in data privacy and protection laws and regulations or any failure to comply with such laws and regulations; improper disclosure of confidential information; our ability to comply with non-U.S. laws, regulations and policies; the potential adverse effect of certain actual or potential claims, regulatory actions or proceedings on our businesses, results of operations, financial condition or liquidity; uncertainty in our business practices and compensation arrangements with insurance carriers due to potential changes in regulations; regulatory changes that could reduce our profitability or growth by increasing compliance costs, technology compliance, restricting the products or services we may sell, the markets we may enter, the methods by which we may sell our products and services, or the prices we may charge for our services and the form of compensation we may accept from our customers, carriers and third-parties; increasing scrutiny and changing laws and expectations from regulators, investors and customers with respect to our environmental, social and governance practices and disclosure; a decrease in demand for liability insurance as a result of tort reform legislation; our failure to comply with any covenants contained in our debt agreements; the possibility that covenants in our debt agreements could prevent us from engaging in certain potentially beneficial activities; changes in the U.S.-based credit markets that might adversely affect our business, results of operations and financial condition; changes in current U.S. or global economic conditions, including an extended slowdown in the markets in which we operate; disintermediation within the insurance industry, including increased competition from insurance companies, technology companies and the financial services industry, as well as the shift away from traditional insurance markets; conditions that result in reduced insurer capacity; quarterly and annual variations in our commissions that result from the timing of policy renewals and the net effect of new and lost business production; intangible asset risk, including the possibility that our goodwill may become impaired in the future; future pandemics, epidemics or outbreaks of infectious diseases, and the resulting governmental and societal responses; other risks and uncertainties as may be detailed from time to time in our public announcements and Securities and Exchange Commission (“SEC”) filings; and other factors that the Company may not have currently identified or quantified.

Assumptions as to any of the foregoing, and all statements, are not based upon historical fact, but rather reflect our current expectations concerning future results and events. Forward-looking statements that we make or that are made by others on our behalf are based upon a knowledge of our business and the environment in which we operate, but because of the factors listed above, among others, actual results may differ from those in the forward-looking statements. Consequently, these cautionary statements qualify all of the forward-looking statements we make herein. We cannot assure you that the results or developments anticipated by us will be realized or, even if substantially realized, that those results or developments will result in the expected consequences for us or affect us, our business or our operations in the way we expect. We caution readers not to place undue reliance on these forward-looking statements. All forward-looking statements made herein are made only as of the date of this presentation, and the Company does not undertake any obligation to publicly update or correct any forward-looking statements to reflect events or circumstances that subsequently occur or of which the Company hereafter becomes aware.



# | Information Regarding Non-GAAP Measures

This presentation contains references to "non-GAAP financial measures" as defined in SEC Regulation G, consisting of Organic Revenue, EBITDAC, EBITDAC Margin, EBITDAC - Adjusted, EBITDAC Margin - Adjusted, Diluted Net Income Per Share - Adjusted, Net Debt, Total Debt Outstanding to EBITDAC - Adjusted, Net Debt Outstanding to EBITDAC - Adjusted, Free Cash Flow and Free Cash Flow Conversion. We present these measures because we believe such information is of interest to the investment community and because we believe it provides additional meaningful methods to evaluate the Company's operating performance from period to period on a basis that may not be otherwise apparent on a GAAP basis due to the impact of certain items that have a high degree of variability, that we believe are not indicative of ongoing performance and that are not easily comparable from period to period. This non-GAAP financial information should be considered in addition to, not in lieu of, the Company's consolidated income statements and balance sheets as of the relevant date. Consistent with Regulation G, a description of such information is provided below and a reconciliation of such items to GAAP information can be found within this press release as well as in our periodic filings with the SEC.

We view Organic Revenue and Organic Revenue growth as important indicators when assessing and evaluating our performance on a consolidated basis and for each of our three segments, because it allows us to determine a comparable, but non-GAAP, measurement of revenue growth that is associated with the revenue sources that were a part of our business in both the current and prior year and that are expected to continue in the future. In addition, we believe Diluted Net Income Per Share - Adjusted provides a meaningful representation of our operating performance and improves the comparability of our results between periods by excluding the impact of the change in estimated acquisition earn-out payables, the impact of amortization of intangible assets and certain other non-recurring or infrequently occurring items. We also view EBITDAC, EBITDAC - Adjusted, EBITDAC Margin and EBITDAC Margin - Adjusted as important indicators when assessing and evaluating our performance, as they present more comparable measurements of our operating margins in a meaningful and consistent manner. As disclosed in our most recent proxy statement, we use Organic Revenue growth, Diluted Net Income Per Share - Adjusted and EBITDAC Margin - Adjusted as key performance metrics for our short-term and long-term incentive compensation plans for executive officers and other key employees.

Beginning January 1, 2024, we no longer exclude Foreign Currency Translation from the calculation of EBITDAC - Adjusted, EBITDAC Margin - Adjusted and Diluted Net Income Per Share - Adjusted. Prior periods are presented accordingly on the same basis so that the calculations of EBITDAC - Adjusted, EBITDAC Margin - Adjusted and Diluted Net Income Per Share - Adjusted are comparable for both periods. We no longer exclude Foreign Currency Translation from the calculation of these earnings measures because fluctuations in Foreign Currency Translation affect both our revenues and expenses, largely offsetting each other. Therefore, excluding Foreign Currency Translation from these earnings measures provides no meaningful incremental value in evaluating our financial performance.

Beginning January 1, 2024, amortization of intangible assets is excluded from the calculation of Diluted Net Income Per Share - Adjusted. Prior periods are presented accordingly on the same basis so that the calculation of Diluted Net Income Per Share - Adjusted is comparable for both periods. We exclude the impact of amortization of intangible assets from the calculation of Diluted Net Income Per Share - Adjusted because amortization of intangible assets is a non-cash expense that is not indicative of the performance of our business and provides no meaningful incremental value in evaluating our financial performance.

## Non-GAAP Revenue Measures

- **Organic Revenue** is our core commissions and fees less: (i) the core commissions and fees earned for the first 12 months by newly acquired operations; (ii) divested business (core commissions and fees generated from offices, books of business or niches sold or terminated during the comparable period); and (iii) Foreign Currency Translation (as defined below). The term "core commissions and fees" excludes profit-sharing contingent commissions and therefore represents the revenues earned directly from specific insurance policies sold and specific fee-based services rendered. Organic Revenue can be expressed as a dollar amount or a percentage rate when describing Organic Revenue growth.



# Information Regarding Non-GAAP Measures - Continued

## Non-GAAP Earnings Measures

- **EBITDAC** is defined as income before interest, income taxes, depreciation, amortization and the change in estimated acquisition earn-out payables.
- **EBITDAC Margin** is defined as EBITDAC divided by total revenues.
- **EBITDAC - Adjusted** is defined as EBITDAC, excluding (i) (gain)/loss on disposal, (ii) Acquisition/Integration Costs (as defined below) and (iii) for 2023, the 1Q23 Nonrecurring Cost (as defined below).
- **EBITDAC Margin - Adjusted** is defined as EBITDAC - Adjusted divided by total revenues.
- **Diluted Net Income Per Share - Adjusted** is defined as diluted net income per share, excluding the after-tax impact of (i) the change in estimated acquisition earn-out payables, (ii) (gain)/loss on disposal, (iii) Acquisition/Integration Costs (as defined below), (iv) amortization, (v) for 2017, the Tax Cut and Jobs Act of 2017 (the "Tax Reform Act") and (vi) for 2023, the 1Q23 Nonrecurring Cost (as defined below).

**Other Non-GAAP Financial Measures** - We believe these non-GAAP measures, as defined below, are useful to monitor our leverage and evaluate our balance sheet.

- **Net Debt** is defined as Total Debt Outstanding less cash and cash equivalents. "Total Debt Outstanding" is defined as current portion of long-term debt plus long-term debt less unamortized discount and debt issuance costs.
- **Total Debt Outstanding to EBITDAC - Adjusted** is defined as Total Debt Outstanding divided by EBITDAC - Adjusted.
- **Net Debt Outstanding to EBITDAC - Adjusted** is defined as Net Debt outstanding divided by EBITDAC - Adjusted.
- **Free Cash Flow** is defined as net cash provided by operating activities less capital expenditures.
- **Free Cash Flow Conversion** is defined as free cash flow divided by total revenues.

## Definitions Related to Certain Components of Non-GAAP Measures

- **"Acquisition/Integration Costs"** means the acquisition and integration costs (e.g., costs associated with regulatory filings, legal/accounting services, due diligence and the costs of integrating our information technology systems) arising out of our acquisitions of GRP (Jersey) Holdco Limited and its business, Orchid Underwriters Agency and CrossCover Insurance Services, and BdB Limited companies, which are not considered to be normal, recurring or part of the ongoing operations.
- **"Foreign Currency Translation"** means the period-over-period impact of foreign currency translation, which is calculated by applying current-year foreign exchange rates to the various functional currencies in our business to our reporting currency of US dollars for the same period in the prior year.
- **"1Q23 Nonrecurring Cost"** means approximately \$11.0 million expensed and substantially paid in the first quarter of 2023 to resolve a business matter, which is not considered to be normal, recurring or part of the ongoing operations.
- **"(Gain)/loss on disposal,"** a caption on our consolidated statements of income which reflects net proceeds received as compared to net book value related to sales of books of business and other divestiture transactions, such as the disposal of a business through sale or closure.

Our industry peers may provide similar supplemental non-GAAP information with respect to one or more of these measures, although they may not use the same or comparable terminology and may not make identical adjustments and, therefore comparability may be limited. This supplemental non-GAAP financial information should be considered in addition to, and not in lieu of, the Company's condensed consolidated financial statements.





# Company Overview





## | Our Vision

**Be the leading global provider  
of insurance solutions  
for our customers.**



## Business Highlights



Long-term track record of profitable revenue growth - organic and via acquisition



Experienced leadership team and strong performance-based culture



Highly diversified revenue base, deep expertise and broad distribution network



Operating model consistently generates industry-leading financial metrics

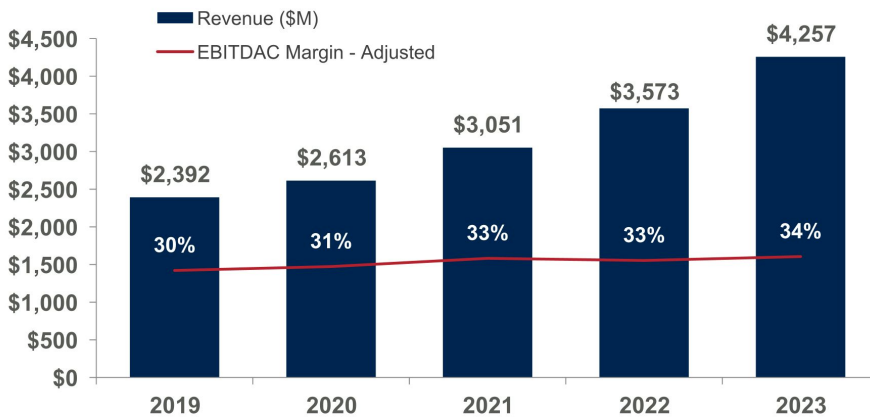


Disciplined capital allocation strategy fueled by strong liquidity and cash flow conversion



# | Brown & Brown at a Glance

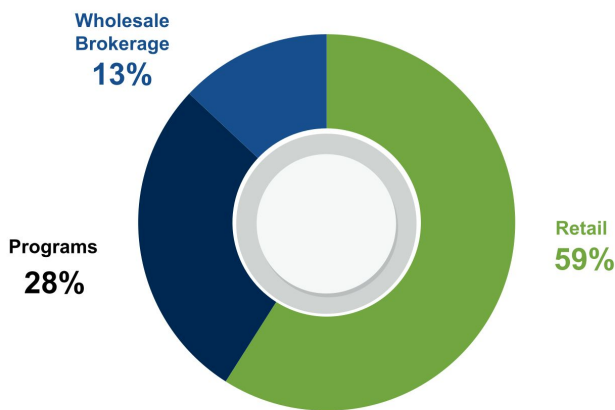
## Historical Revenue & EBITDAC Margin - Adjusted



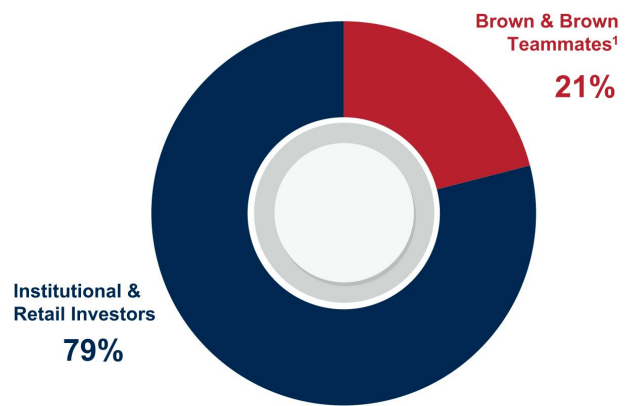
## Key Facts

- Headquartered in Daytona Beach, Florida
- Founded in 1939
- 16,000+ teammates as of December 31, 2023
- Doing business throughout the United States, Canada, United Kingdom, Western Europe, Bermuda and Cayman Islands
- Serving customers via retail, wholesale and MGA / MGU programs
- Specializing in property, casualty, employee benefits and personal lines

## 2023 Revenue by Segment



## Ownership Breakdown



<sup>1</sup> Estimated based upon public filings and data gathered from Brown family and teammates, including directors. See important disclosures regarding Non-GAAP measures on pages 2-3 and Non-GAAP reconciliations on pages 57-68.

# | Key Cultural Attributes



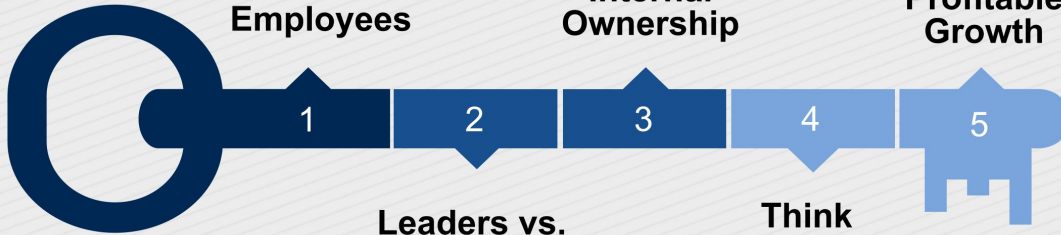
**Teammates vs. Employees**



**Internal Ownership**



**Profitable Growth**



1

2

3

4

5

**Leaders vs. Managers**

**Think Long Term**



## What Differentiates Brown & Brown?

Strong common culture

Decentralized sales & service

High performance

Highly talented teammates

Entrepreneurial meritocracy

Accountable & disciplined

Successful acquirer

Strong balance sheet



# | Core Operating Philosophies



We are in the **people recruiting and enhancing** business.



We are in the **selling and servicing** business.



We are in the **money-making** business.



We are in the **delivering innovative solutions** business.

**NO BIG MISTAKES**

# Decentralized Sales & Service Model

Driving operational efficiency by centralizing certain functions, while enabling sales and service decisions at the local level.

## Enterprise & Segment Functions



Acquisitions



Technology,  
Data & Innovation



Finance



Legal



Branding  
& Communications



Human  
Resources



Internal Audit  
& Compliance

## Business & Customer-Facing Functions



Solution  
Creation



Sales  
& Service



Knowledge  
Sharing



Talent  
Recruitment  
& Development

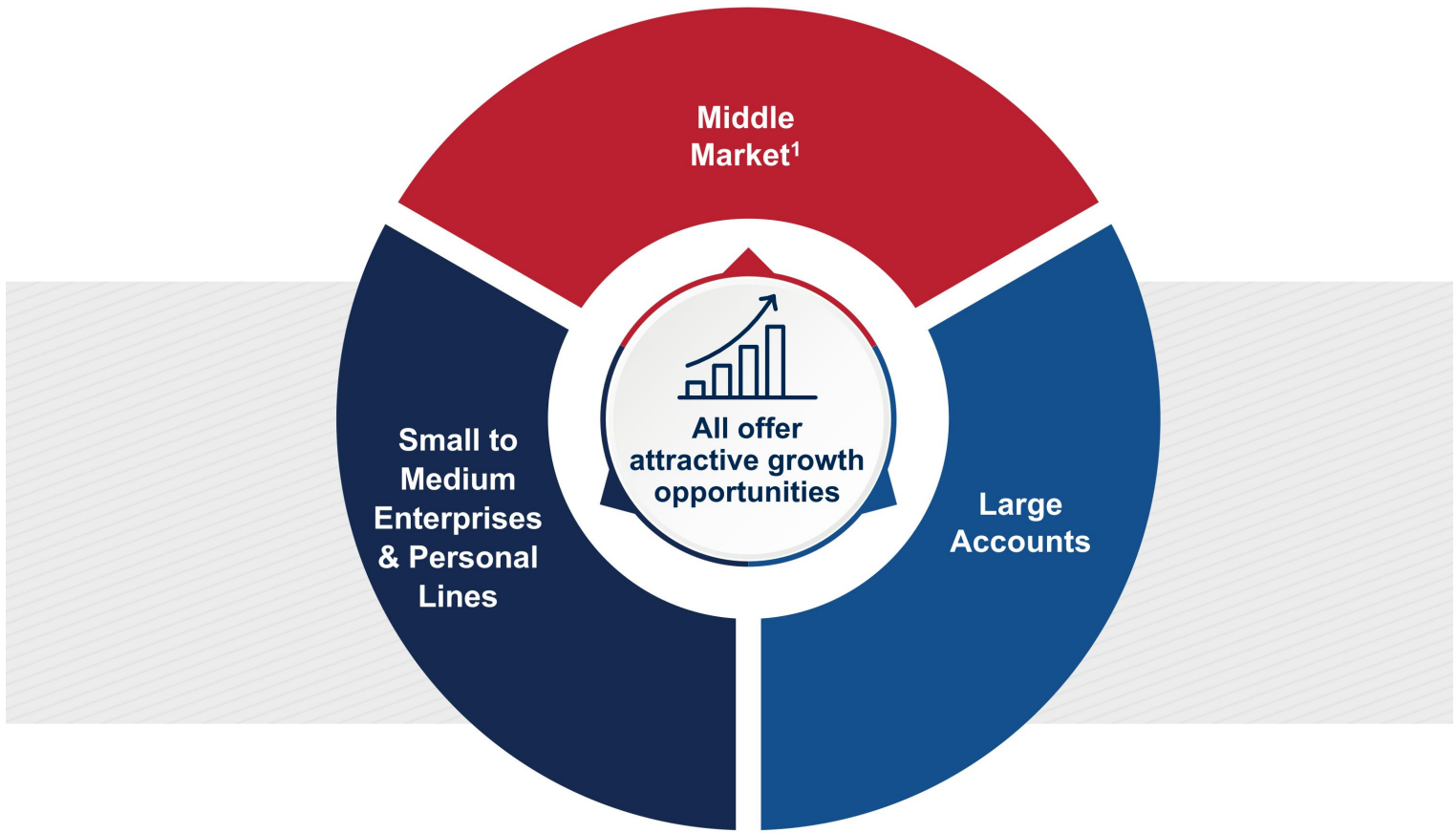


Community  
Engagement



Marketing

# | Customer Segments



<sup>1</sup> Middle-market defined as businesses with between 50 and 2,500 employees



# Sustained Organic and Acquired Revenue Growth



★ Added to the S&P 500 Index in 2021 and the S&P 500 Dividend Aristocrats in 2022

# | Shareholder Value Creation

## Acquisitions

Increase capabilities,  
enhance talent and drive growth

## Internal Investments

Investments in people,  
technology and innovation



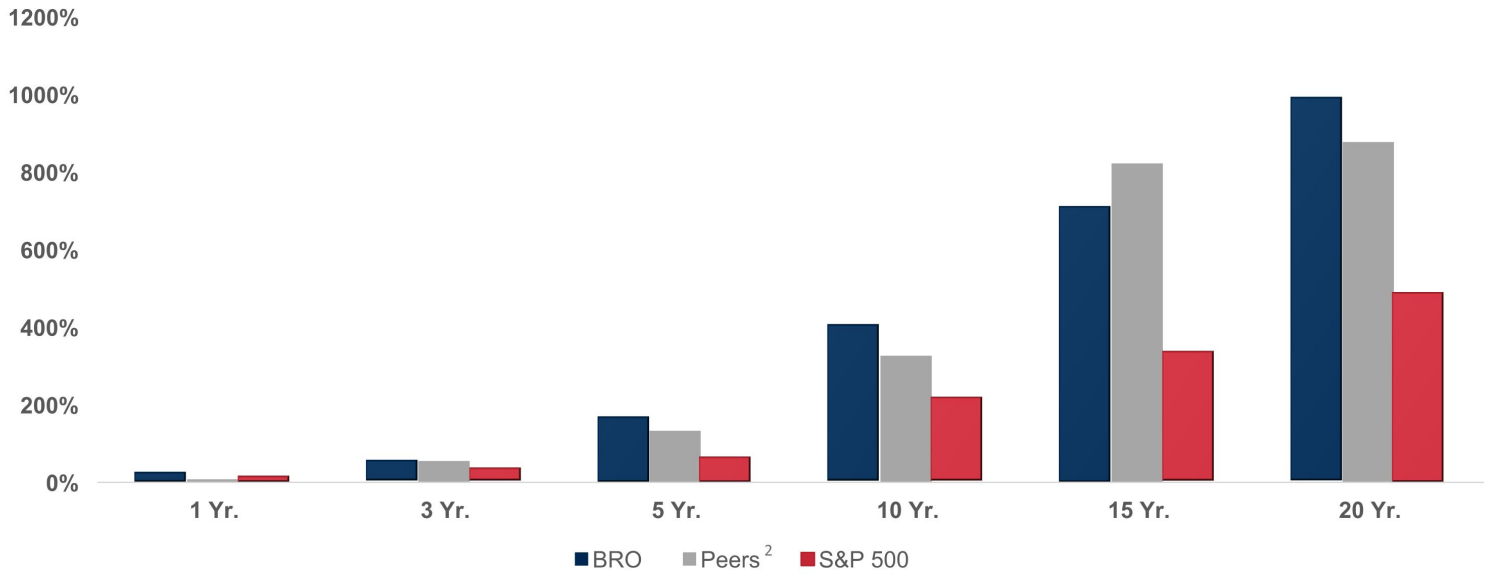
## Returns to Shareholders

Share repurchases and dividends  
Dividend Aristocrat<sup>1</sup> – 30 years of consecutive increases



<sup>1</sup> Dividend Aristocrat is an S&P measure

# | Total Shareholder Returns<sup>1</sup>



## Total Shareholder Returns

	1 Yr.	3 Yr.	5 Yr.	10 Yr.	15 Yr.	20 Yr.
<b>BRO</b>	<b>26%</b>	<b>53%</b>	<b>168%</b>	<b>403%</b>	<b>712%</b>	<b>989%</b>
<b>Peers<sup>2</sup></b>	<b>8%</b>	<b>55%</b>	<b>133%</b>	<b>326%</b>	<b>822%</b>	<b>877%</b>
<b>S&amp;P 500</b>	<b>15%</b>	<b>33%</b>	<b>65%</b>	<b>215%</b>	<b>334%</b>	<b>489%</b>



Source: CapIQ as of 12/31/2023

1 Calculated as change in share price plus total dividends paid

2 Peers are Arthur J. Gallagher & Co, Aon plc, Marsh & McLennan Companies and Willis Towers Watson Public Limited Company



# Retail Segment



# Brown & Brown

## Growth has no finish line...

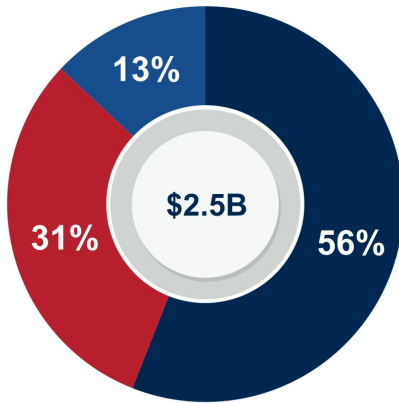
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No matter where you are on your growth journey, we can help you find solutions to meet your ever-evolving insurance and risk management needs.

If you are a highly complex multi-national company, an individual or anything in between, our experienced teams can help every step of the way.

Key Metrics	2023	Avg. 3 Yr.	Avg. 5 Yr.
Revenue Growth	16.3%	17.4%	17.7%
Organic Revenue Growth	7.4%	7.9%	5.9%
EBITDAC Margin - Adjusted	30.3%	30.6%	29.7%

### Business Mix



■ Commercial Lines   
 ■ Employee Benefits   
 ■ Specialty & Personal Lines

### Differentiators

- Drive a culture of accountability, innovation and entrepreneurial thinking
- Offer a broad range of capabilities, from small businesses to highly complex multi-national entities
- Leverage our collective capabilities to create the best solutions for our customers
- Develop specialized products and innovative tools to exceed ever-evolving customer needs
- Deliver personalized service and tailored solutions across all lines of business via dedicated and knowledgeable teammates



The Retail segment provides **broad and deep specialization** to our customers while maintaining **close proximity to the communities** in which our customers live and operate their businesses.

## Markets

Placing coverage for almost every line of business with more than 1,000 carrier partners

## Segmentation

Delivering tailored solutions for customers of all sizes and by specialization

## International

Providing comprehensive, customizable services across all territories through our retail network as well as access to the Worldwide Broker Network (WBN)

## Industries

Serving all industries through our specialization and resources



Construction



Retail



Manufacturing



Finance & Insurance



Educational Institutions



Public Entities



Health Care



Real Estate



Non-Profits

# | Retail Operating Vision



**Deep collaboration and execution across Retail**



**Continue strong Organic Revenue growth in all market environments**



**Maintain profitable growth model**



**Implement strategies, solutions and service models across market segments**



**Recruitment and growth of talent**



**Acquire businesses that fit culturally and make sense financially**



**Continue to invest in technology, data and analytics capabilities**





# Programs Segment



## ARROWHEAD PROGRAMS

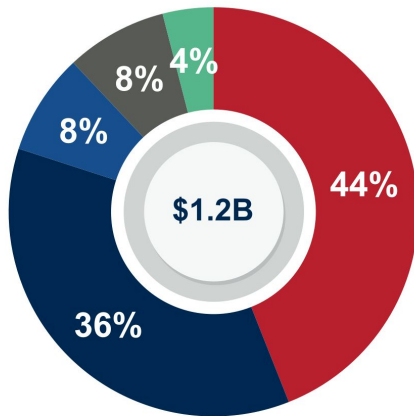
- 
- We provide insurance carriers with a complete infrastructure and distribution network to launch and manage a broad array of specialty niche programs.
  - We underwrite more than \$6 billion in written premium in the personal, commercial, specialty, professional liability and public entity segments.

Key Metrics	2023	Avg. 3 Yr.	Avg. 5 Yr.
Revenue Growth	22.4%	18.4%	14.4%
Organic Revenue Growth	16.1%	13.7%	10.3%
EBITDAC Margin - Adjusted	42.7%	39.1%	37.3%

## Business Overview

- Leading program administrator (MGA / MGU)
- Partner with insurance companies to provide full turn-key services
- Capabilities include underwriting, distribution management, policy administration and claims handling
- Provide efficient and effective distribution of product for risk bearers

## Business Mix



■ Personal Lines    ■ Commercial Lines  
■ Public Entity    ■ Services    ■ Professional Liability

## Programs

- Segment collaborates with a diversified number of highly rated carrier partners, offering 60+ programs
- Programs range from nationwide industry-specific to geographic / line of coverage
- Breadth of offerings include earthquake, flood, homeowners, wind, lender-placed coverage for financial institutions, professional liability and public entities
- Distribute products through a broad network (wholesale brokers, aggregators, retail and direct to consumer)

# MGA/MGU Distribution Channel



● retail ●      ● wholesale ●      ● programs ●

## Producer Appointment

- Intermediary between insured and carrier
- Submission information
- Coverage validation

## Producer Appointment

- Able to bind coverage subject to risks fitting carrier-provided qualifications
- Pricing and policy language proscribed by carrier

## Binding Authority

- Latitude in determining risk qualification
- Latitude in pricing and coverage terms (typically subject to carrier guidelines)

## Program Administrator

- Broad underwriting authority (incl. risk selection, pricing, policy wording terms and conditions)
- Responsibility for portfolio construction and risk management (e.g., cat or other concentration risk)

## MGA / MGU

- Claims management
- Reporting
- Risk hedging (e.g., reinsurance purchasing)



\$6B+ Premium

60+ Programs



PROCTOR  
LOAN PROTECTOR™

SPECIAL RISK  
INSURANCE MANAGERS

American  
Specialty

CITA  
Insurance Services

PROTECTOR  
PLANS

WRIGHT®  
Flood

CLEAR  
risk solutions

PROFESSIONAL RISK  
SPECIALTY GROUP

CalSurance®

ORCHID

WRIGHT™  
Specialty Insurance

Bellingham  
UNDERWRITERS

nexus

IWA  
Injury (Wear) Associates, P.C.

FIU

PROFESSIONAL  
SERVICES PLANS

Σ Sigma  
Underwriting  
Managers  
"Blending Science & Underwriting"

PRU  
PUBLIC RISK UNDERWRITERS

TITLE PAC

## Personal Lines

Flood  
Homeowners  
Residential  
earthquake

## Commercial Lines

All risk / commercial wind  
Automotive aftermarket  
Commercial earthquake  
Commercial transportation  
Daily rental  
Excess liability  
Manufactured housing  
Shipping insurance  
Sports & entertainment  
Trade credit  
Workers' compensation

## Public Entity

Municipalities  
Not-for-profit  
Schools  
Sovereign nations  
Workers' compensation  
Utility districts

## Professional Liability

Dental  
Executive liability  
Financial brokers  
Insurance agents  
Lawyers  
Title agents

# | Strategies to Success



Recognized by our carrier partners for delivering superior underwriting results



Powerful distribution relationships that deliver outstanding customer experience



Maximize position as one of the world's largest MGA / MGU operators



Product innovation core to our value proposition



Culture of recruiting and developing high-performing underwriting teams



Foundation of data, analytics and operational excellence to drive innovation



Enhance capabilities through acquisitions of niche programs



# Wholesale Brokerage Segment





## **BRIDGE SPECIALTY GROUP**

Aligning Risks with Greater Reach

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Our business is built on a set of core strategic pillars:

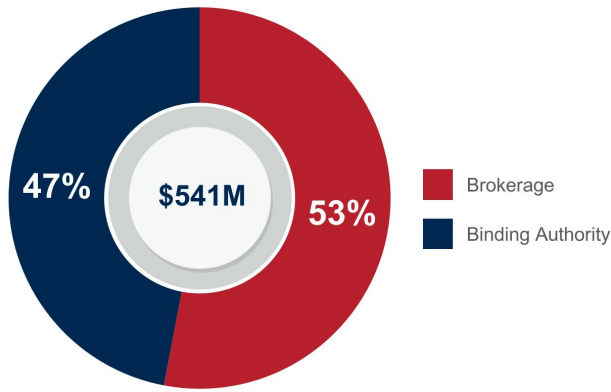
- Differentiation in the marketplace through continuous innovation of both product and segment specialization
- Talent acquisition and career development
- Greater internal connectivity to ensure that we provide the broadest set of solutions to our customers
- Utilizing data-driven insights to improve outcomes for our customers and teammates
- Continuing our tradition of delivering consistent profitable growth

Key Metrics	2023	Avg. 3 Yr.	Avg. 5 Yr.
Revenue Growth	19.4%	15.3%	13.6%
Organic Revenue Growth	12.1%	9.2%	8.0%
EBITDAC Margin - Adjusted	32.0%	32.1%	32.2%

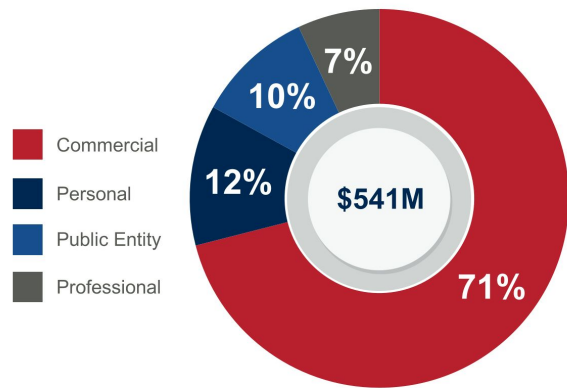
## Business Overview

- Leading global insurance wholesaler
- \$5B+ of placed written premium
- Locations throughout the U.S., U.K. and Western Europe
- Team of seasoned industry professionals with extensive market access
- Diversified mix of products and capabilities
- 17,000+ independent retail agency customers

## Business Mix



## Lines of Business



## | Our Platforms



# Product & Underwriting Specialties

## Capabilities

- Data-driven insights and analysis across customer life cycle
- International via London brokerage and MGA platforms
- Market aggregator platforms
- National / regional-delegated underwriting capabilities
- Product development team
- Risk modeling

## Product Specialization

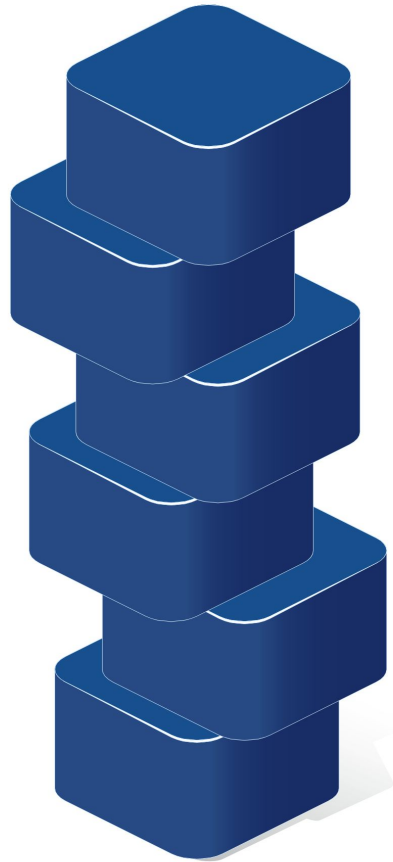
- Agriculture
- Bloodstock
- Cannabis
- Cat-exposed commercial and personal property
- Construction
- Cyber
- Energy
- Environmental
- Executive risk: D&O, EPL
- Financial institutions
- Fine arts
- Healthcare: hospitals and long-term care facilities
- High-risk primary and excess casualty exposures
- Inland marine: builders risk, MTC, contractor's equipment
- International property
- Marine and cargo
- Professional E&O
- Public entity: law enforcement, school boards, municipalities
- Specie and jewelers block
- Transportation, trucking, garage
- Workers' compensation

# Building for Our Future

**Talent**  
Recruitment and career development

**Capabilities**  
Product development and vertical practice groups

**Operational**  
Technology, data and digital



**The Power of WE**  
Greater internal connectivity

**Expansion**

- Regional U.S. expansion
- International
- M&A

**Distribution**  
Retail partners, omnichannel and digital





# International Diversification



# | Our Businesses

- 2008** • Established London wholesale broker
- 2021** • Established retail footprint
- 2022** • Expanded retail and wholesale footprint and capabilities
- Established programs capabilities
- 2023** • Kentro (programs and niche retail) acquisition

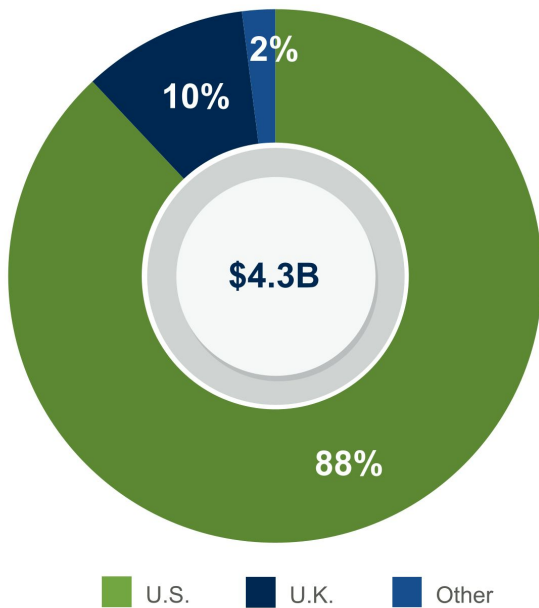
## Key Components of Model

- Locally distributed sales and service with central support
- Entrepreneurial leadership
- Divisional structure similar to North American model
- Twin growth pillars - M&A and Organic Revenue



# International Diversification

## 2023 Revenues by Geography



## Business Overview

- Approximately 180 International locations
- Strong retail presence across UK, Ireland & Canada
- London markets wholesale business - global customer base
- Cross-class programs capability with geographic distribution (Canada, Europe, U.K., U.S.)

## Specializations

- **Retail:** UK, Ireland & Canada, broad capabilities, serving customers of all sizes
- **Wholesale Brokerage:** Serving North American and European customers. Specializations include property, marine, fine art, financial lines, bloodstock, personal lines
- **Programs:** Specializations include property, financial lines, trade credit, aviation, liability

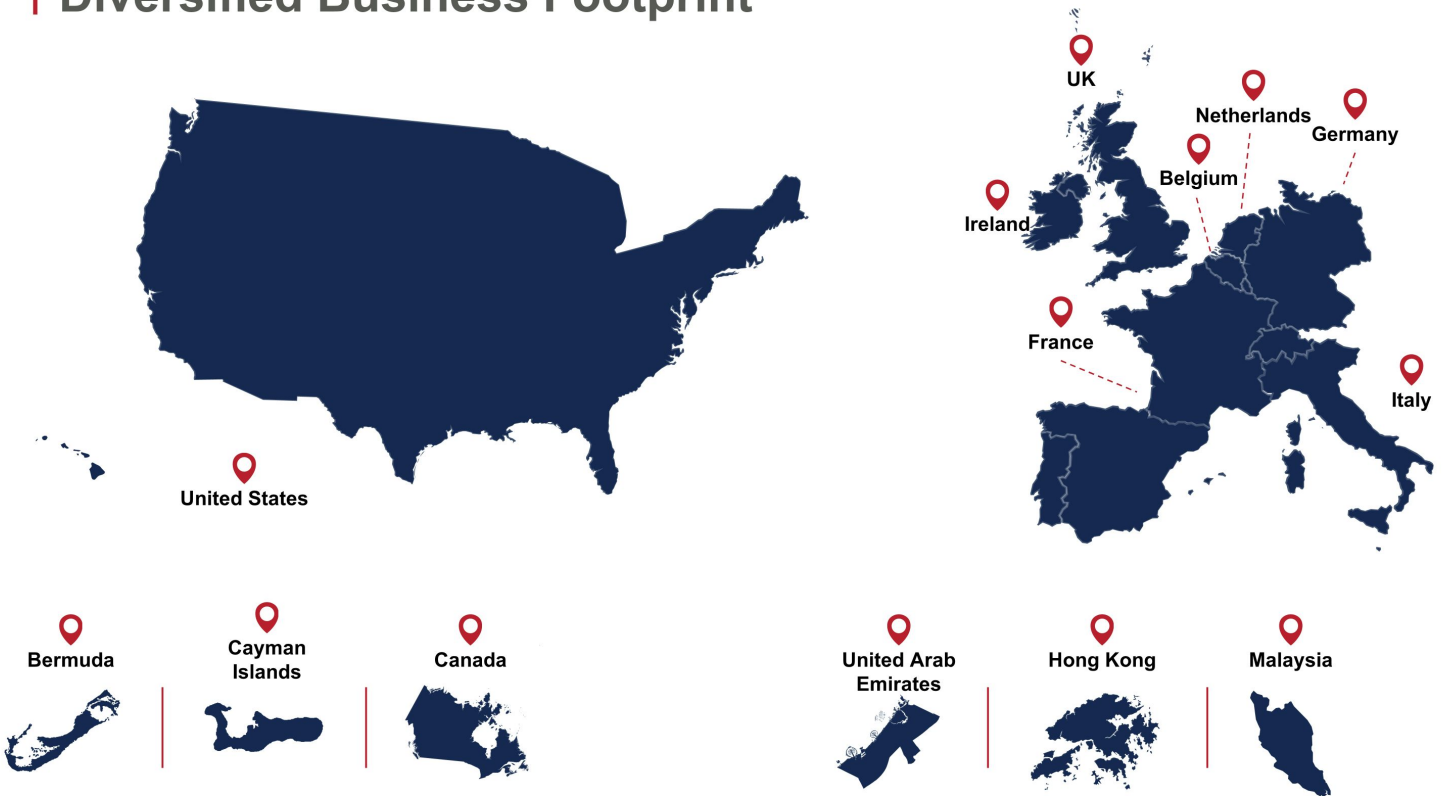


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# | Diversified Business Footprint



## Strategic Growth Plan

- Focus on combination of Organic Revenue growth and acquisitions
- Expand geographically while adding new capabilities
- Target countries with rule of law, stable governments and stable economies
- Continue disciplined growth strategy

# | The Power of WE





# | Acquisitions

# Acquisition Strategy

Successful integration of more than 640\* acquisitions.

## Rationale

Create long-term shareholder value

Find high-quality talent that fits culturally

Enhance and expand our capabilities

Expand geographic presence

Leverage carrier relationships and diversification

## Principles

Apply disciplined approach to evaluating prospective acquisitions

Engage senior operating leaders throughout process

Must fit based on strategic and operational alignment

Ensure talent alignment with guiding principles

Require history of strong growth and performance culture

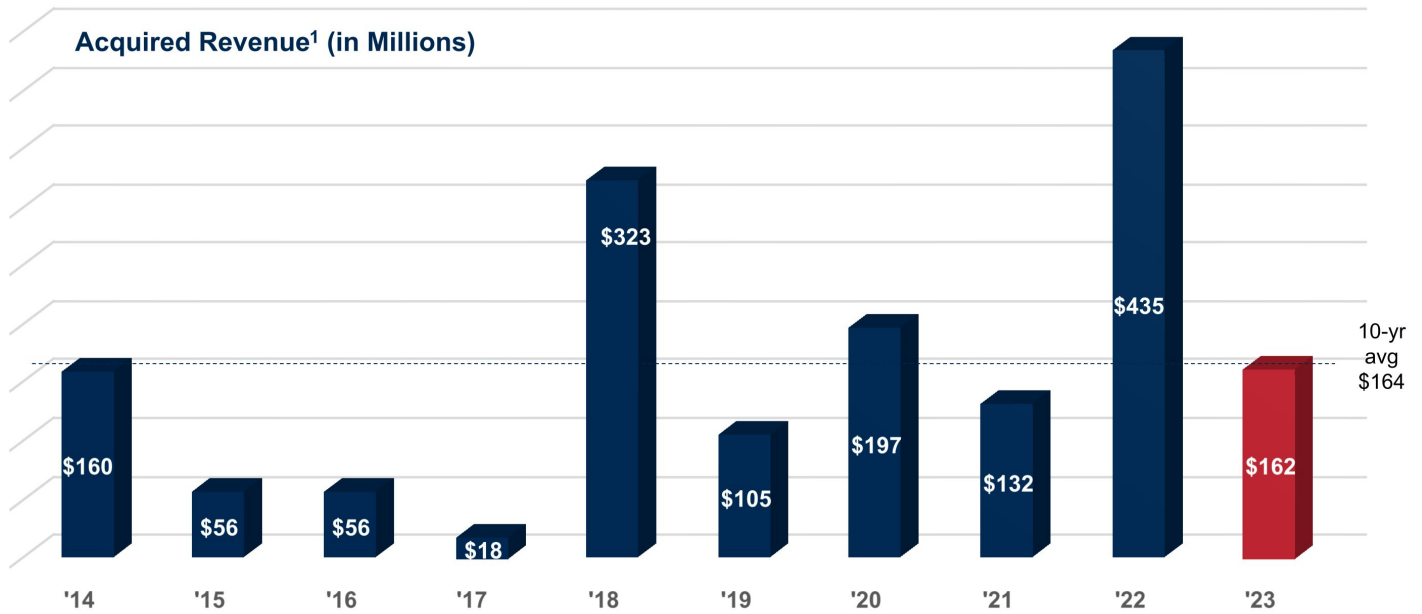


\*Acquisitions from 1993 through December 31, 2023

# Acquisitions Overview

## Typical M&A Structure

- Minimum and maximum purchase price
- Agreed-upon baseline and projected pro forma
- Earnout typically calculated based upon financial performance over a one-to three-year period
- Structured to retain new teammates
- Leverage proven integration plans



<sup>1</sup> Represents the approximate annual revenue of businesses and books of business acquired between 2014 and 2023



# Technology & Innovation



# | Technology Evolution



- Core platforms by segment continuing the journey of maturity and improving business outcomes
- Proactive platform rollout using automation to block attacks and protect key information
- Data-driven decisions are driving results and providing actionable insights to improve solutions
- Deliver solution recommendations integrated in teammates' workflows
- Continue to find ways for small innovations to impact the business and improve results
- Partner with early-stage investments to find new and impactful ways to drive results

# Key Focus Areas

## Data & Artificial Intelligence (AI)

Enhance the customer experience

Deepen carrier relationships

Increase process efficiency

Enable innovation

Fuel sales & growth

## Security as a Foundation

Cybersecurity awareness

Fit-for-purpose security program

Business enabler

Industry thought leadership

Security integrated into operating model







# | Talent

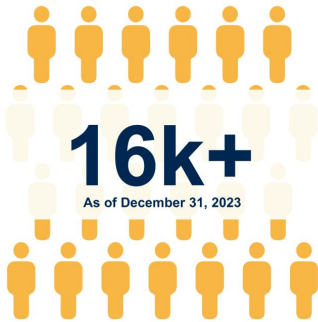
# | Our People Strategy



# The Power of Our Culture

**93%** of teammates say we are a great place to work

## Teammate Snapshot



**~60%**  
of US  
teammates  
are  
shareholders



**90+%**  
of offices  
support local  
non-profits

## What Teammates Say



**94%**

Feel accomplished and a sense of pride in their work

Feel they are given a lot of responsibility

**95%**

Think management is honest, ethical and competent

Felt welcome when they joined our team

## Workplace Awards

### 2020 & 2021

Great Place to Work Certified®

*Fortune* Best Workplaces:

- ▶ for Women
- ▶ for Millennials
- ▶ in Financial Services & Insurance
- ▶ in the Bay Area

### 2022

Great Place to Work Certified®

*Fortune* Best Workplaces:

- ▶ for Millennials
- ▶ in Financial Services & Insurance

### 2023

Great Place to Work Certified®

*Fortune* Best Workplaces:

- ▶ in Financial Services & Insurance

Platinum Bell Seal for Workplace Mental Health

## Teammate Resource Groups

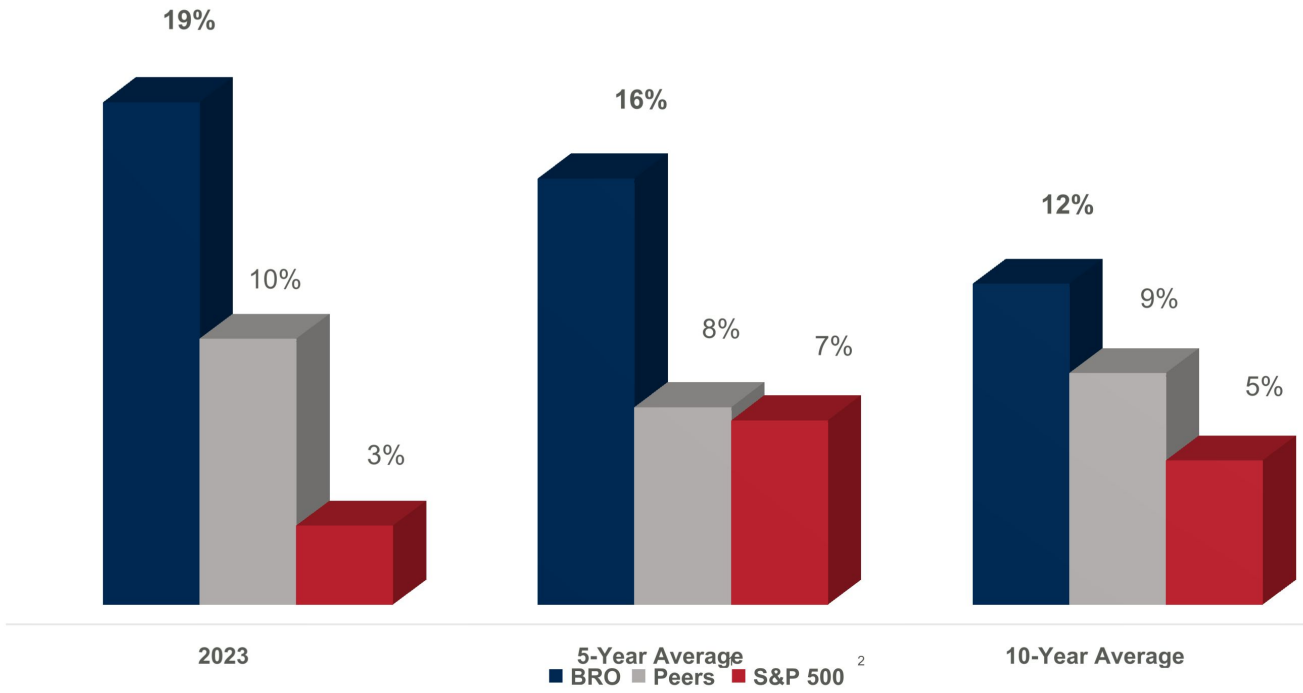




# Financial Performance



# Strong Revenue Growth



Source: FactSet, SNL Financial, Company Filings as of 12/31/2023

<sup>1</sup> Peers are Arthur J. Gallagher & Co, Aon plc, Marsh & McLennan Companies and Willis Towers Watson Public Limited Company

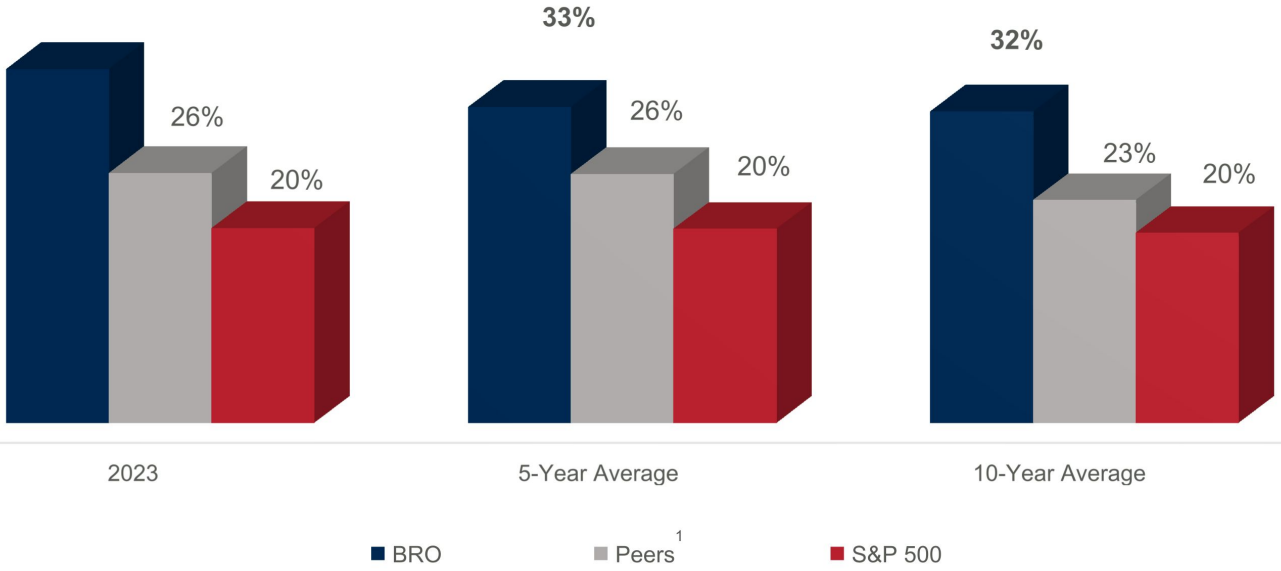
<sup>2</sup> S&P 500 revenue growth calculated as change in the sum of adjusted sales over the prior year's adjusted sales (adjusted for the ratio of the relative ownership to the company's market value)

See important disclosures regarding Non-GAAP measures on pages 2-3 and Non-GAAP reconciliations on pages 57-68.



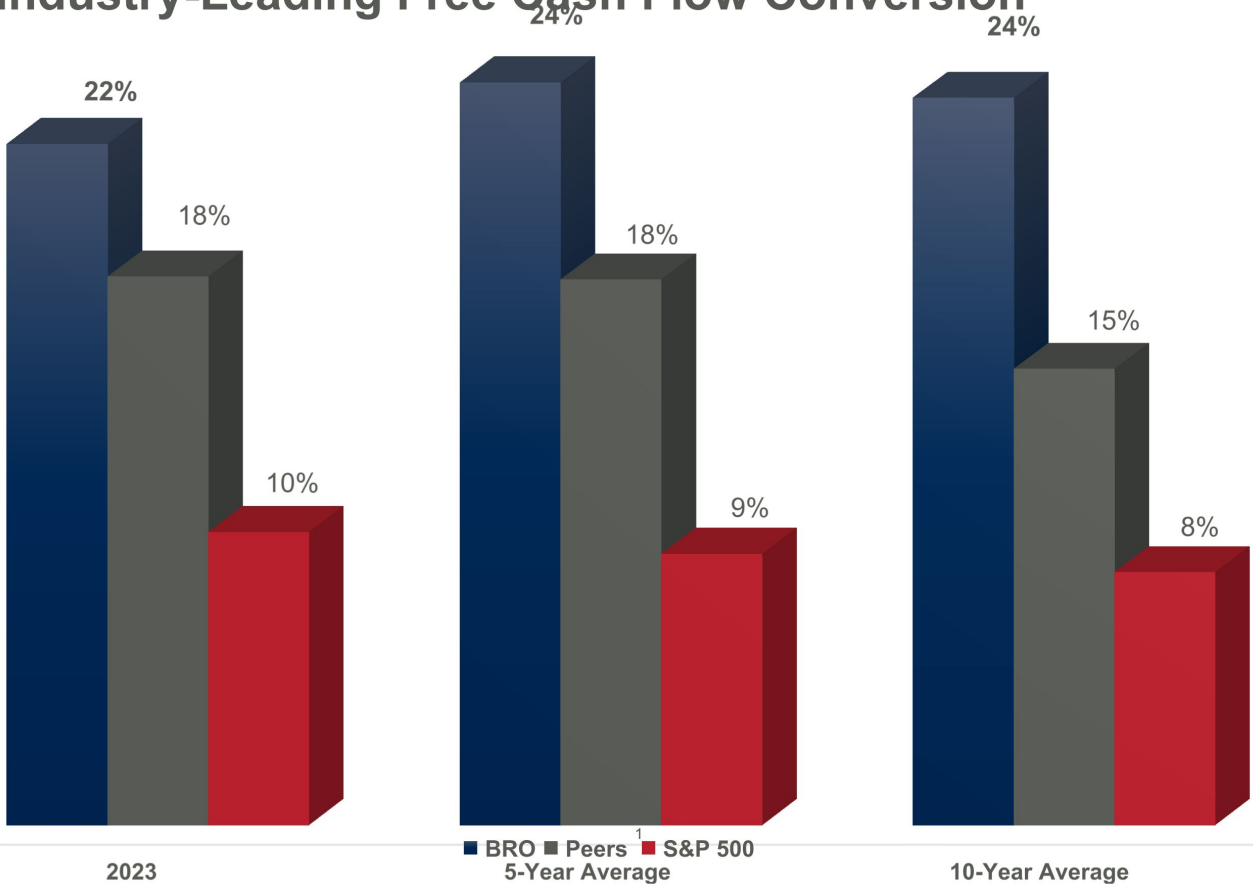
# Consistently Strong Margins

## EBITDAC Margin 37%



Source: FactSet, SNL Financial, Company Filings as of 12/31/2023  
<sup>1</sup> Peers are Arthur J. Gallagher & Co, Aon plc, Marsh & McLennan Companies and Willis Towers Watson Public Limited Company  
See important disclosures regarding Non-GAAP measures on pages 2-3 and Non-GAAP reconciliations on pages 57-68.

# Industry-Leading Free Cash Flow Conversion

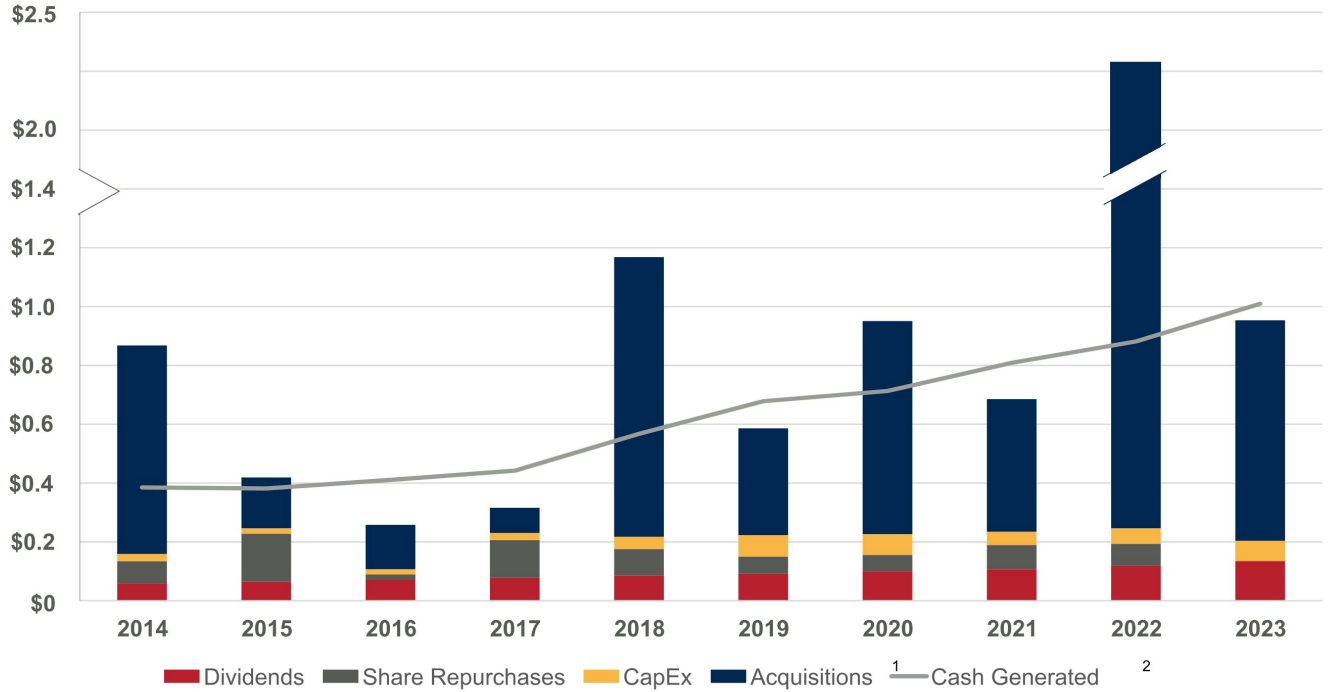


Source: FactSet, SNL Financial, Company Filings as of 12/31/2023  
<sup>1</sup> Peers are Arthur J. Gallagher & Co, Aon plc, Marsh & McLennan Companies and Willis Towers Watson Public Limited Company  
 See important disclosures regarding Non-GAAP measures on pages 2-3 and Non-GAAP reconciliations on pages 57-68.

# Long-Term Capital Deployment

10-Year (\$ in Billions)	
Acquisitions	\$6.4
Dividends	\$0.9
Share Repurchases	\$0.7
CapEx	\$0.5
<b>Total Cash Deployed</b>	<b>\$8.5</b>
<b>Total Cash Generated<sup>2</sup></b>	<b>\$6.3</b>

(in Billions)



<sup>1</sup> Includes original purchase price plus subsequent earnout payments

<sup>2</sup> Defined as net cash provided by operating activities. Cash flow for years 2020 and 2021 have been restated under the fiduciary model. Legacy method of cash flows is used for years prior to 2020.



# | Financial Policy & Liquidity Profile

## Financial & Capital Allocation Policy

- Maintain low leverage, industry-leading margins, high cash flow conversion and investment-grade ratings
- Optimize financial flexibility in line with growth objectives
- Target net debt outstanding to EBITDAC ratio of 0 - 2.5x and total debt outstanding to EBITDAC ratio of 0 - 3.0x
- Balance of returns and risks through allocation of capital to internal investments, acquisitions, dividends and share repurchases

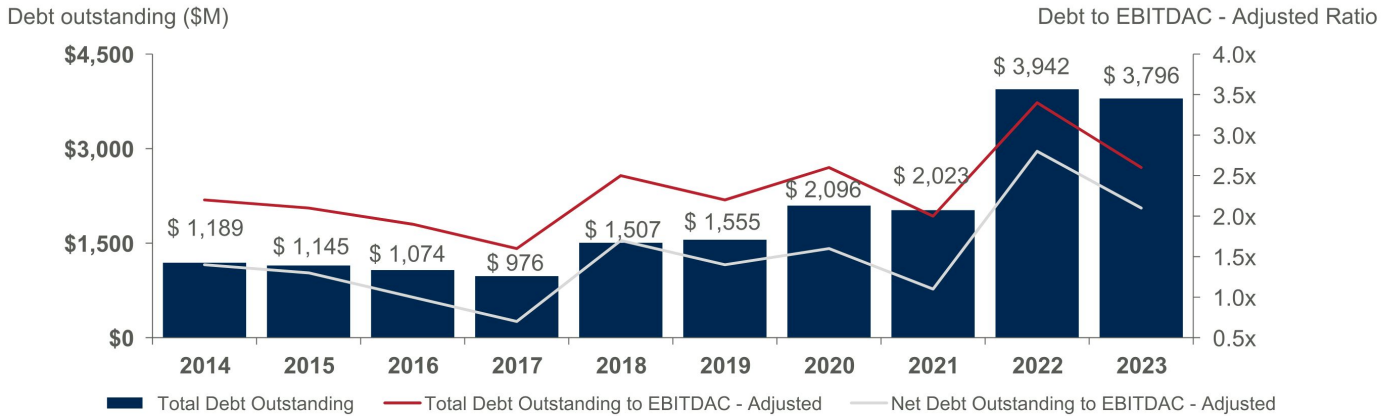
## Liquidity Profile

- Generated \$1B of Cash Flow from Operations for the year ended 2023, growing 15% over 2022
- \$700M cash on balance sheet as of 12/31/2023
- Up to \$800M Revolving Credit Facility, with \$700M of availability as of 12/31/2023, plus expansion features for an additional \$900M under various credit agreements
- Financial covenants include max net debt outstanding to EBITDAC ratio of 3.5x

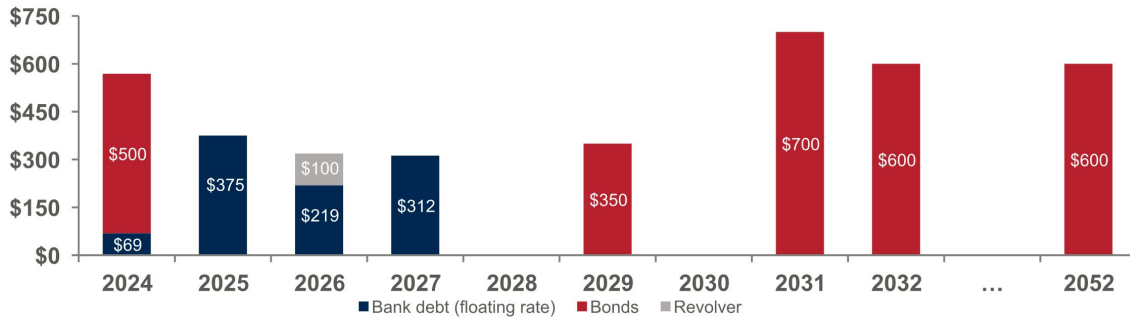


# Leverage & Maturity Profile

## Debt & Leverage

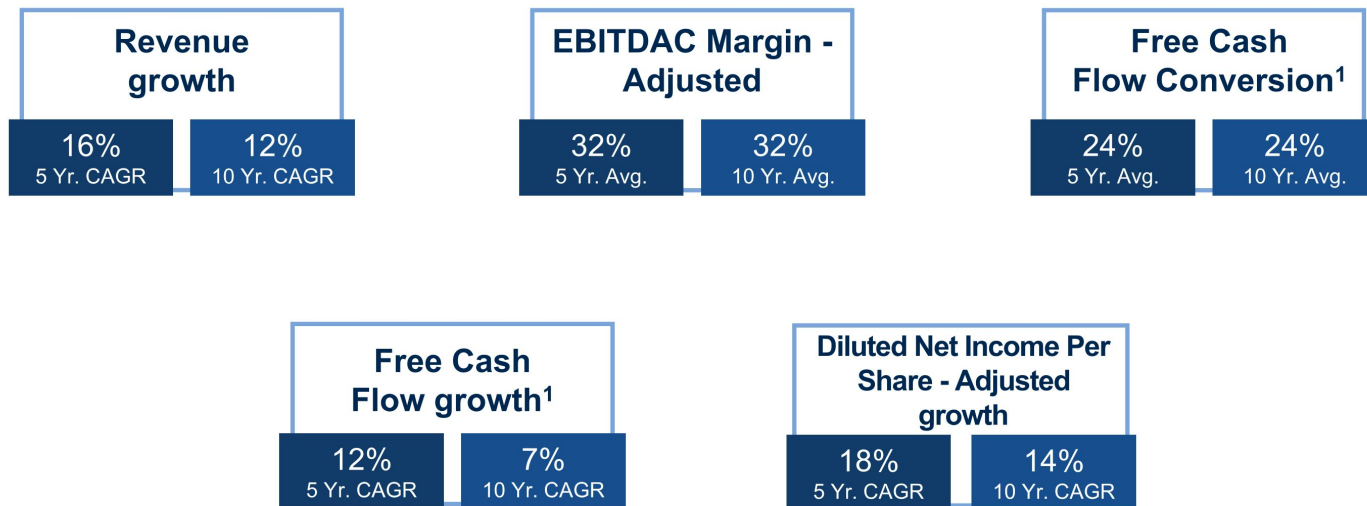


## Debt Maturity Profile\* (\$M)



\*All amounts presented on this slide are calculated as of 12/31/2023. See important disclosures regarding Non-GAAP measures on pages 2-3 and Non-GAAP reconciliations on pages 57-68.

# | Proven Track Record of Industry-Leading Performance\*



\*All amounts presented on this slide are calculated as of 12/31/2023

<sup>1</sup> Cash flow for years 2020 and 2021 have been restated under the fiduciary model. Legacy method of cash flows is used for years prior to 2020. See important disclosures regarding Non-GAAP measures on pages 2-3 and Non-GAAP reconciliations on pages 57-68.

## Closing Comments



Business well positioned to continue delivering profitable growth



Teammate recruitment and development continues to be a top priority



Strong balance sheet and cash generation, as well as access to capital



Investing in technology, data and analytics to improve customer and teammate experience



Operating model consistently delivers industry-leading financial metrics and shareholder returns



# GAAP to Non-GAAP Reconciliation Appendix



# Reconciliation Income Before Income Taxes to EBITDAC and EBITDAC - Adjusted and Income Before Income Taxes Margin to EBITDAC Margin and EBITDAC Margin - Adjusted

(\$ Millions; Unaudited)

	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Total revenues	\$1,576	\$1,661	\$1,767	\$1,881	\$2,014	\$2,393	\$2,613	\$3,051	\$3,573	\$4,257
Income before income taxes	\$340	\$403	\$424	\$450	\$463	\$527	\$624	\$763	\$876	\$1,146
Income Before Income Taxes Margin <sup>1</sup>	22%	24%	24%	24%	23%	22%	24%	25%	25%	27%
Amortization	\$83	\$87	\$87	\$85	\$87	\$105	\$109	\$120	\$147	\$166
Depreciation	\$21	\$21	\$21	\$23	\$23	\$23	\$26	\$33	\$39	\$40
Interest	\$28	\$39	\$40	\$38	\$41	\$64	\$59	\$65	\$141	\$190
Change in estimated acquisition earn-out payables	\$10	\$3	\$9	\$9	\$3	(\$1)	(\$5)	\$40	(\$39)	\$21
EBITDAC	\$482	\$553	\$581	\$605	\$617	\$718	\$813	\$1,021	\$1,164	\$1,563
EBITDAC Margin	31%	33%	33%	32%	31%	30%	31%	33%	33%	37%
(Gain)/loss on disposal	\$47	(\$1)	(\$1)	(\$2)	(\$2)	(\$10)	(\$2)	(\$10)	(\$5)	(\$143)
Acquisition/Integration Costs	-	-	-	-	-	-	-	-	\$11	\$13
1Q23 Costs	-	-	-	-	-	-	-	-	-	\$11
EBITDAC - Adjusted	\$529	\$552	\$580	\$603	\$615	\$708	\$811	\$1,011	\$1,170	\$1,444
EBITDAC Margin - Adjusted	34%	33%	33%	32%	31%	30%	31%	33%	33%	34%

 <sup>1</sup> "Income Before Income Taxes Margin" is defined as income before income taxes divided by total revenues  
See important disclosures regarding Non-GAAP measures on pages 2-3

## Reconciliation Income Before Income Taxes to EBITDAC and EBITDAC - Adjusted and Income Before Income Taxes Margin to EBITDAC Margin and EBITDAC Margin - Adjusted

(\$ Millions; Unaudited)	Retail					Programs				
	2019	2020	2021	2022	2023	2019	2020	2021	2022	2023
Total revenues	\$1,458	\$1,550	\$1,841	\$2,157	\$2,508	\$622	\$708	\$808	\$958	\$1,173
Income before income taxes	\$246	\$273	\$345	\$477	\$537	\$163	\$201	\$259	\$283	\$551
Income Before Income Taxes Margin	17%	18%	19%	22%	21%	26%	28%	32%	30%	47%
Amortization	\$67	\$72	\$82	\$101	\$112	\$27	\$28	\$29	\$37	\$42
Depreciation	\$8	\$10	\$12	\$14	\$19	\$7	\$9	\$11	\$16	\$13
Interest	\$91	\$90	\$94	\$96	\$85	\$17	\$21	\$11	\$33	\$36
Change in estimated acquisition earn-out payables	-	\$6	\$42	(\$26)	\$1	(\$1)	(\$11)	(\$8)	(\$11)	-
EBITDAC	\$412	\$451	\$575	\$662	\$754	\$213	\$248	\$302	\$358	\$642
EBITDAC Margin	28%	29%	31%	31%	30%	34%	35%	37%	37%	55%
(Gain)/loss on disposal	(\$10)	(\$2)	(\$6)	(\$8)	(\$3)	-	-	(\$4)	\$1	(\$141)
Acquisition/Integration Costs	-	-	-	\$8	\$10	-	-	-	\$1	-
EBITDAC - Adjusted	\$402	\$449	\$569	\$662	\$761	\$213	\$248	\$298	\$360	\$501
EBITDAC Margin - Adjusted	28%	29%	31%	31%	30%	34%	35%	37%	38%	43%



See important disclosures regarding Non-GAAP measures on pages 2-3

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## Reconciliation Income Before Income Taxes to EBITDAC and EBITDAC - Adjusted and Income Before Income Taxes Margin to EBITDAC Margin and EBITDAC Margin - Adjusted

(\$ Millions; Unaudited)	Wholesale Brokerage				
	2019	2020	2021	2022	2023
Total revenues	\$310	\$353	\$403	\$453	\$541
Income before income taxes	\$83	\$94	\$95	\$118	\$126
Income Before Income Taxes Margin	27%	27%	24%	26%	23%
Amortization	\$11	\$9	\$9	\$9	\$11
Depreciation	\$1	\$2	\$3	\$3	\$3
Interest	\$5	\$10	\$16	\$13	\$12
Change in estimated acquisition earn-out payables	-	-	\$6	(\$2)	\$20
EBITDAC	\$100	\$115	\$129	\$141	\$172
EBITDAC Margin	32%	33%	32%	31%	32%
(Gain)/loss on disposal	-	-	-	\$3	-
Acquisition/Integration Costs	-	-	-	\$2	\$1
EBITDAC - Adjusted	\$100	\$115	\$129	\$146	\$173
EBITDAC Margin - Adjusted	32%	33%	32%	32%	32%



See important disclosures regarding Non-GAAP measures on pages 2-3



# Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow & Free Cash Flow Conversion

(\$ Millions, Except Stock Price; Unaudited)

	2014	2015	2016	2017	2018	2019	2020 <sup>1</sup>	2021 <sup>1</sup>	2022	2023
Stock price, as of the 10th day of the fiscal year	\$16.46	\$16.05	\$18.21	\$22.67	\$26.11	\$27.99	\$40.40	\$46.98	\$68.08	\$59.87
Total shares (in Millions)	286	280	276	278	276	275	276	277	279	281
Equity market capitalization <sup>2</sup>	\$4,708	\$4,494	\$5,026	\$6,302	\$7,206	\$7,697	\$11,150	\$13,014	\$18,994	\$16,824
Net cash provided by operating activities	\$395	\$382	\$411	\$442	\$568	\$678	\$713	\$809	\$881	\$1,010
Less capital expenditures	\$25	\$18	\$18	\$24	\$42	\$73	\$71	\$45	\$53	\$69
Free Cash Flow	\$370	\$364	\$393	\$418	\$526	\$605	\$642	\$764	\$828	\$941
Free Cash Flow	\$370	\$364	\$393	\$418	\$526	\$605	\$642	\$764	\$828	\$941
Total revenues	\$1,576	\$1,661	\$1,767	\$1,881	\$2,014	\$2,392	\$2,613	\$3,051	\$3,573	\$4,257
Free Cash Flow Conversion	23%	22%	22%	22%	26%	25%	25%	25%	23%	22%

<sup>1</sup> Cash flow for years 2020 and 2021 have been restated under the fiduciary model. Legacy method of cash flows is used for years prior to 2020

<sup>2</sup> Equity market capitalization calculated as total shares times the market price per share on the 10th day of the fiscal year  
See important disclosures regarding Non-GAAP measures on pages 2-3



## Reconciliation of Diluted Net Income Per Share to Diluted Net Income Per Share - Adjusted

(Unaudited)

	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Diluted Net Income per Share	\$0.71	\$0.85	\$0.91	\$1.40	\$1.22	\$1.40	\$1.69	\$2.07	\$2.37	\$3.05
Change in estimated acquisition earn-out payables	0.02	0.01	0.02	0.02	0.01	-	(0.02)	0.10	(0.10)	0.06
(Gain)/Loss on Disposal	0.11	-	-	(0.01)	(0.01)	(0.03)	(0.01)	(0.02)	(0.02)	(0.37)
Amortization	0.17	0.18	0.19	0.19	0.23	0.28	0.29	0.32	0.40	0.44
Acquisition/Integration Costs	-	-	-	-	-	-	-	-	0.03	0.04
Tax Reform Act	-	-	-	(0.43)	-	-	-	-	-	-
1Q23 Costs	-	-	-	-	-	-	-	-	-	0.03
Diluted Net Income per Share - Adjusted	\$1.01	\$1.04	\$1.12	\$1.17	\$1.45	\$1.65	\$1.95	\$2.47	\$2.68	\$3.25



See important disclosures regarding Non-GAAP measures on pages 2-3

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# Reconciliation of Commissions & Fees to Organic Revenue

	Retail <sup>1</sup>		Programs		Wholesale Brokerage		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
Commissions and fees	\$2,500	\$2,153	\$1,160	\$957	\$539	\$453	\$4,199	\$3,563
<i>Total change</i>	<i>347</i>		<i>203</i>		<i>86</i>		<i>636</i>	
<i>Total growth %</i>	<i>16.1%</i>		<i>21.2%</i>		<i>19.0%</i>		<i>17.9%</i>	
Contingent commissions	(50)	(49)	(65)	(28)	(15)	(12)	(130)	(89)
Core commissions and fees <sup>2</sup>	\$2,450	\$2,104	\$1,095	\$929	\$524	\$441	\$4,069	\$3,474
Acquisitions	(203)		(47)		(34)		(284)	
Dispositions		(20)		(26)		(5)		(51)
Foreign Currency Translation		9		-		1		10
Organic Revenue	\$2,247	\$2,093	\$1,048	\$903	\$490	\$437	\$3,785	\$3,433
<i>Organic Revenue growth</i>	<i>\$154</i>		<i>\$145</i>		<i>\$53</i>		<i>\$352</i>	
<i>Organic Revenue growth %</i>	<i>7.4%</i>		<i>16.1%</i>		<i>12.1%</i>		<i>10.3%</i>	

<sup>1</sup> The Retail segment includes commissions and fees that are reported in the "Other" column of the segment Information in the Notes to the Consolidated Financial Statements in our SEC filings, which includes corporate and consolidation items.

<sup>2</sup> Core commissions and fees is defined as commissions and fees less profit-sharing contingent commissions (revenues from insurance companies based upon the profitability of the business placed with such companies during the prior year).



See important disclosures regarding Non-GAAP measures on pages 2-3

# Reconciliation of Commissions & Fees to Organic Revenue

	Retail <sup>1</sup>		Programs		Wholesale Brokerage		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
Commissions and fees	\$2,153	\$1,838	\$957	\$807	\$453	\$403	\$3,563	\$3,048
<i>Total change</i>	<i>315</i>		<i>150</i>		<i>50</i>		<i>515</i>	
<i>Total growth %</i>	<i>17.1%</i>		<i>18.6%</i>		<i>12.4%</i>		<i>16.9%</i>	
Contingent commissions	(49)	(39)	(28)	(35)	(12)	(8)	(89)	(82)
Core commissions and fees <sup>2</sup>	\$2,104	\$1,799	\$929	\$772	\$441	\$395	\$3,474	\$2,966
Acquisitions	(205)		(65)		(19)		(289)	
Dispositions		(7)		(5)		(2)		(14)
Foreign Currency Translation		(4)		(1)		-		(5)
Organic Revenue	\$1,899	\$1,788	\$864	\$766	\$422	\$393	\$3,185	\$2,947
<i>Organic Revenue growth</i>	<i>\$111</i>		<i>\$98</i>		<i>\$29</i>		<i>\$238</i>	
<i>Organic Revenue growth %</i>	<i>6.2%</i>		<i>12.8%</i>		<i>7.4%</i>		<i>8.1%</i>	

<sup>1</sup> The Retail segment includes commissions and fees that are reported in the "Other" column of the segment Information in the Notes to the Consolidated Financial Statements in our SEC filings, which includes corporate and consolidation items.

<sup>2</sup> Core commissions and fees is defined as commissions and fees less profit-sharing contingent commissions (revenues from insurance companies based upon the profitability of the business placed with such companies during the prior year).



See important disclosures regarding Non-GAAP measures on pages 2-3

# Reconciliation of Commissions & Fees to Organic Revenue

	Retail <sup>1</sup>		Programs		Wholesale Brokerage		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
Commissions and fees	\$1,838	\$1,547	\$807	\$707	\$403	\$352	\$3,048	\$2,606
<i>Total change</i>	<i>291</i>		<i>100</i>		<i>51</i>		<i>442</i>	
<i>Total growth %</i>	<i>18.8%</i>		<i>14.1%</i>		<i>14.5%</i>		<i>17.0%</i>	
Contingent commissions	(39)	(36)	(35)	(27)	(8)	(8)	(82)	(71)
Core commissions and fees <sup>2</sup>	\$1,799	\$1,511	\$772	\$680	\$395	\$344	\$2,966	\$2,535
Acquisitions	(139)		(8)		(23)		(170)	
Dispositions		(4)		-		-		(4)
Foreign Currency Translation		-		1		-		1
Organic Revenue	\$1,660	\$1,507	\$764	\$681	\$372	\$344	\$2,796	\$2,532
<i>Organic Revenue growth</i>	<i>\$153</i>		<i>\$83</i>		<i>\$28</i>		<i>\$264</i>	
<i>Organic Revenue growth %</i>	<i>10.2%</i>		<i>12.2%</i>		<i>8.1%</i>		<i>10.4%</i>	

<sup>1</sup> The Retail segment includes commissions and fees that are reported in the "Other" column of the segment Information in the Notes to the Consolidated Financial Statements in our SEC filings, which includes corporate and consolidation items.

<sup>2</sup> Core commissions and fees is defined as commissions and fees less profit-sharing contingent commissions (revenues from insurance companies based upon the profitability of the business placed with such companies during the prior year).



See important disclosures regarding Non-GAAP measures on pages 2-3

# Reconciliation of Commissions & Fees to Organic Revenue

	Retail <sup>1</sup>		Programs		Wholesale Brokerage		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
Commissions and fees	\$1,547	\$1,456	\$707	\$620	\$352	\$309	\$2,606	\$2,385
<i>Total change</i>	<i>91</i>		<i>87</i>		<i>43</i>		<i>221</i>	
<i>Total growth %</i>	<i>6.3%</i>		<i>14.0%</i>		<i>13.9%</i>		<i>9.3%</i>	
Contingent commissions	(36)	(34)	(27)	(18)	(8)	(7)	(71)	(59)
Core commissions and fees <sup>2</sup>	\$1,511	\$1,422	\$680	\$602	\$344	\$302	\$2,535	\$2,326
Acquisitions	(81)		(34)		(26)		(141)	
Dispositions		(12)		-		-		(12)
Foreign Currency Translation		-		-		-		-
Organic Revenue	\$1,430	\$1,410	\$646	\$602	\$318	\$302	\$2,394	\$2,314
<i>Organic Revenue growth</i>	<i>\$20</i>		<i>\$44</i>		<i>\$16</i>		<i>\$80</i>	
<i>Organic Revenue growth %</i>	<i>1.4%</i>		<i>7.3%</i>		<i>5.3%</i>		<i>3.4%</i>	

<sup>1</sup> The Retail segment includes commissions and fees that are reported in the "Other" column of the segment Information in the Notes to the Consolidated Financial Statements in our SEC filings, which includes corporate and consolidation items.

<sup>2</sup> Core commissions and fees is defined as commissions and fees less profit-sharing contingent commissions (revenues from insurance companies based upon the profitability of the business placed with such companies during the prior year).



See important disclosures regarding Non-GAAP measures on pages 2-3

# Reconciliation of Commissions & Fees to Organic Revenue

	Retail <sup>1</sup>		Programs		Wholesale Brokerage		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
Commissions and fees	\$1,456	\$1,121	\$620	\$603	\$309	\$286	\$2,385	\$2,010
<i>Total change</i>	335		17		23		375	
<i>Total growth %</i>	29.9%		2.8%		8.0%		18.6%	
Contingent commissions	(34)	(25)	(18)	(24)	(7)	(7)	(59)	(56)
Core commissions and fees <sup>2</sup>	\$1,422	\$1,096	\$602	\$579	\$302	\$279	\$2,326	\$1,954
Acquisitions	(289)		(6)		(4)		(299)	
Dispositions		(8)		(1)		(1)		(10)
Foreign Currency Translation		-		-		-		-
Organic Revenue	\$1,133	\$1,088	\$596	\$578	\$298	\$278	\$2,027	\$1,944
<i>Organic Revenue growth</i>	\$45		\$18		\$20		\$83	
<i>Organic Revenue growth %</i>	4.1%		3.1%		7.2%		4.3%	

<sup>1</sup> The Retail segment includes commissions and fees that are reported in the "Other" column of the segment Information in the Notes to the Consolidated Financial Statements in our SEC filings, which includes corporate and consolidation items.

<sup>2</sup> Core commissions and fees is defined as commissions and fees less profit-sharing contingent commissions (revenues from insurance companies based upon the profitability of the business placed with such companies during the prior year).



See important disclosures regarding Non-GAAP measures on pages 2-3

# Reconciliation of Long-Term Total Debt to Net Debt Outstanding

(\$ Millions; Unaudited)

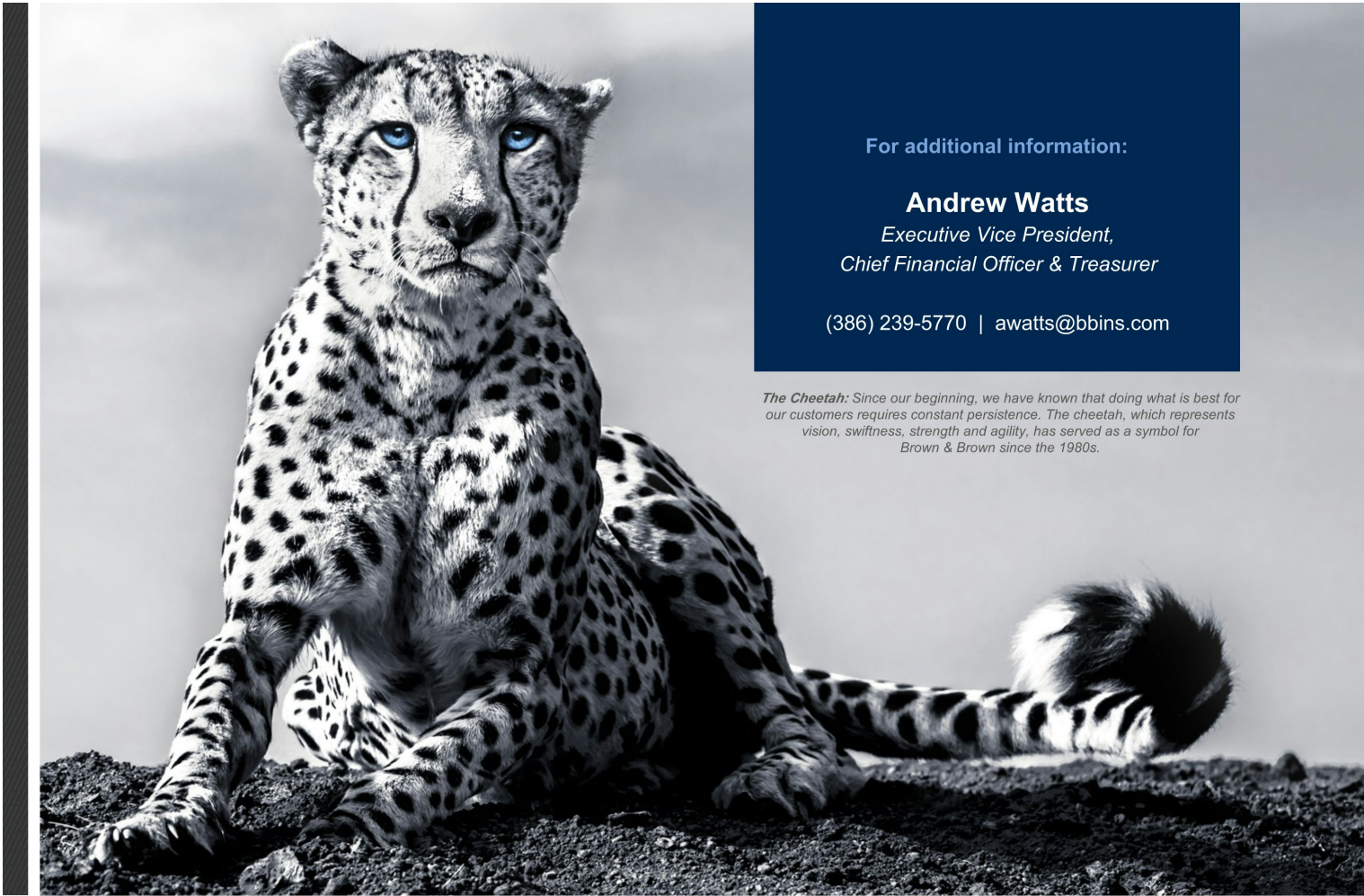
	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Current portion of long-term debt	\$45	\$73	\$56	\$120	\$50	\$55	\$70	\$43	\$251	\$569
Long-term debt less unamortized discount and debt issuance costs	\$1,144	\$1,072	\$1,018	\$856	\$1,457	\$1,500	\$2,026	\$1,980	\$3,691	\$3,227
<b>Total Debt Outstanding</b>	<b>\$1,189</b>	<b>\$1,145</b>	<b>\$1,074</b>	<b>\$976</b>	<b>\$1,507</b>	<b>\$1,555</b>	<b>\$2,096</b>	<b>\$2,023</b>	<b>\$3,942</b>	<b>\$3,796</b>
Cash and cash equivalents	\$470	\$444	\$516	\$573	\$439	\$542	\$817	\$887	\$650	\$701
<b>Net Debt Outstanding</b>	<b>\$719</b>	<b>\$701</b>	<b>\$558</b>	<b>\$403</b>	<b>\$1,068</b>	<b>\$1,013</b>	<b>\$1,279</b>	<b>\$1,136</b>	<b>\$3,292</b>	<b>\$3,095</b>
EBITDAC - Adjusted	\$529	\$552	\$580	\$603	\$615	\$707	\$811	\$1,011	\$1,170	\$1,445
<b>Total Debt Outstanding to EBITDAC - Adjusted</b>	<b>2.2x</b>	<b>2.1x</b>	<b>1.9x</b>	<b>1.6x</b>	<b>2.5x</b>	<b>2.2x</b>	<b>2.6x</b>	<b>2.0x</b>	<b>3.4x</b>	<b>2.6x</b>
<b>Net Debt Outstanding to EBITDAC - Adjusted</b>	<b>1.4x</b>	<b>1.3x</b>	<b>1.0x</b>	<b>0.7x</b>	<b>1.7x</b>	<b>1.4x</b>	<b>1.6x</b>	<b>1.1x</b>	<b>2.8x</b>	<b>2.1x</b>



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*The Cheetah: Since our beginning, we have known that doing what is best for our customers requires constant persistence. The cheetah, which represents vision, swiftness, strength and agility, has served as a symbol for Brown & Brown since the 1980s.*