

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>PROCTOR H PALMER JR</u> <hr/> (Last) (First) (Middle) <u>300 N. BEACH STREET</u> <hr/> (Street) <u>DAYTONA FL 32114</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BROWN &amp; BROWN, INC. [ BRO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2023</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.10 par value	05/01/2023		S		1 <sup>(1)</sup>	D	\$65.66	41,098 <sup>(2)</sup>	D	
Common Stock, \$.10 par value	05/01/2023		S		448	D	\$65.68	0	I	By Spouse <sup>(3)</sup>
Common Stock, \$.10 par value	05/03/2023		A		1,848	A	\$0.00	42,946	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Reporting Person transferred shares to a different account. The remaining fractional shares were sold because the transfer could only be completed for whole shares.
2. Amount of securities beneficially owned following the reported transaction remained the same because prior totals were rounded down for fractional shares.
3. Reporting Person disclaims beneficial ownership in shares owned by spouse of the reporting person.

**Remarks:**

/s/ H. Palmer Proctor Jr.      05/03/2023

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

This Limited Power-of-Attorney (the "Statement") confirms that the undersigned, H. Palmer Proctor, Jr. (the "Insider"), has authorized and designated, and hereby makes, constitutes and appoints, David B. Lotz, Linnette Ramirez, and Anthony M. Robinson, and each of them or either of them acting singly, and with full power of substitution and re- substitution, the Insider's true and lawful attorney-in-fact (each of the foregoing and their substitutes is referred to as an "Authorized Signer") with full power to act for the Insider and in the Insider's name, place and stead, in any and all capacities, to

(1) prepare, execute, submit to and file with the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the Insider to make electronic filings with the SEC of reports required or considered by the Authorized Signer to be advisable under Section 13 or Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;

(2) prepare, execute submit to and file with the SEC, Brown & Brown, Inc. (the "Company"), and/or any national securities exchange on which the Company's securities are listed any and all reports (including any amendments thereto) the Insider is required to file with the SEC, or which the Authorized Signer considers it advisable to file with the SEC, under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to the any security of the Company, including any and all Forms 3, 4 and 5 (including any amendments thereto) ; and

(3) obtain, as the Insider's representative and on the Insider's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the Insider hereby authorizes any such third party to release any such information to the Authorized Signer.

The Insider acknowledges that: (a) this Statement authorizes, but does not require, the Authorized Signer to act in his or her discretion on information provided to such Authorized Signer without independent verification of such information; (b) any documents prepared or executed by the Authorized Signer on behalf of the Insider pursuant to this Statement will be in such form and will contain such information as the Authorized Signer, in his or her discretion, deems necessary or desirable; (c) neither the Company nor the Authorized Signer assumes any liability for the Insider's responsibility to comply with the requirements of Section 13 or Section 16 of the Exchange Act or Rule 144, any liability of the Insider for any failure to comply with such requirements, or any liability of the Insider for disgorgement of profits under Section 16(b) of the Exchange Act; and (d) this Statement does not relieve the Insider from responsibility for compliance with the Insider's obligations under Section 13 or Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 13 or Section 16 of the Exchange Act.

The Insider hereby grants to the Authorized Signer full power and authority to do and perform each and every act and thing requisite, necessary or advisable to be done in connection with the foregoing, as fully, to all intents and purposes, as the Insider might or could do in person, hereby ratifying and confirming all that the Authorized Signer, or his or her substitute or substitutes, shall lawfully do or cause to be done by authority of this Statement.

The authority of the Authorized Signers under this Statement shall continue until the Insider is no longer required to file Forms 3, 4 and 5 or Schedules 13D or 13G or Forms 144 with regard to the Insider's ownership of, or transactions in, securities of the Company, unless earlier revoked by the Insider in writing delivered to the Authorized Signer. This Statement revokes all previous powers of attorney with respect to the subject matter of this Statement.

IN WITNESS WHEREOF, the Insider has executed this Statement as of the date set forth below.

Date: January 18, 2023  
/s/ H. Palmer Proctor, Jr.