













### Information Regarding Forward-Looking Statements

This presentation and the statements made during our earnings call 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. These forward-looking statements include information about possible or assumed future results of our operations.

All statements, other than statements of historical facts, included in this document that address activities, events or developments that we expect or anticipate may occur in the future. including those relating to our anticipated financial results for the second quarter of 2022 are forward-looking statements. These statements are not historical facts, but instead represent only our current belief regarding future events, many of which, by their nature, are inherently uncertain and outside of our control. It is possible that our actual results, financial condition and achievements may differ, possibly materially, from the anticipated results, financial condition and achievements contemplated by these forward-looking statements. Also, when we use words such as 'may', 'will', 'should', 'continue', 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'plan', 'probably' or similar expressions, we are making forward-looking statements. These risks and uncertainties include, but are not limited to, the Company's determination as it finalizes its financial results for the second quarter of 2022 that its financial results differ from the current preliminary unaudited numbers set forth herein; the future impacts of the COVID-19 pandemic ("COVID-19") and the resulting governmental and societal responses, including the direct and indirect impact of COVID-19 on the U.S. economy, the global economy and the Company's business, liquidity, customers, insurance carriers and third parties; an extended slowdown in the markets in which we operate; the effects of inflation; the inability to retain or hire qualified employees, as well as the loss of any of our executive officers or other key employees; 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, integrate acquired businesses into our operations and expand into new markets; a cybersecurity attack or any other interruption in information technology and/or data security and/or outsourcing relationships; 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 additional expense, loss of market share or material decrease in our profit-sharing contingent commissions, guaranteed supplemental commissions or incentive commissions; adverse economic conditions, natural disasters, or regulatory changes in states where we have a concentration of our business; the inability to maintain our culture or a change in management, management philosophy or our business strategy; risks facing us in our Services Segment, including our third-party claims administration operations, that are distinct from those we face in our insurance intermediary operations; 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 existing shareholders have over the Company; risks related to our international operations, which result in additional risks and require more management time and expense than our domestic operations to achieve or maintain profitability; changes in data privacy and protection laws and regulations or any failure to comply with such laws and regulations; improper disclosure of confidential information; 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 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 thirdparties; 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; risks associated with the current interest rate environment, and to the extent we use debt to finance our investments, changes in interest rates will affect our cost of capital and net investment income; 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; changes in current U.S. or global economic conditions; effects related to pandemics, epidemics, or outbreaks of infectious diseases; conditions that result in reduced insurer capacity; guarterly 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; changes in our credit ratings; volatility in our stock price; the effects of recent, pending and future acquisitions on our business relationships, operating results and business generally; 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. All forward-looking statements made herein are made only as of the date of this release, 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 aw are.



#### Information Regarding Non-GAAP Measures

This presentation contains references to "non-GAAP financial measures" as defined in SEC Regulation G, consisting of Total Revenues - Adjusted, Organic Revenue, EBITDAC, EBITDAC - Adjusted, EBITDAC - Adjusted, Income Before Income Taxes - Adjusted, Income Before Income Taxes Margin - Adjusted, Net Income - Adjusted and Diluted Net Income Per Share - Adjusted. 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 and that we believe are not indicative of ongoing performance. 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 presentation as well as in our periodic filings with the SEC.

Beginning January 1, 2022, we no longer exclude guaranteed supplemental commissions ("GSCs") from core commissions and fees and, therefore, GSCs are a component of Organic Revenue. All current and prior periods presented have been adjusted for this treatment. GSCs are a stable source of revenue that are highly correlated to core commissions, so isolating them separately provides no meaningful incremental value in evaluating our revenue.

Beginning January 1, 2022, the following, in addition to the change in estimated acquisition earn-out payables, are excluded from certain non-GAAP measures, as we believe these amounts are not indicative of the ongoing operating performance of the business and are not easily comparable from period-to-period:

- "(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.
- "Acquisition/Integration Costs," which represent 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 expected to occur on an ongoing basis in the future.
- The period-over-period impact of foreign currency translation ("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.

We are presenting EBITDAC - Adjusted, EBITDAC Margin - Adjusted, Income Before Income Taxes - Adjusted, Income Before Income Taxes Margin - Adjusted, Net Income - Adjusted and Diluted Net Income Per Share - Adjusted for the current and prior year periods contained within this presentation so these non-GAAP financial measures compare both periods on the same basis.



#### Information Regarding Non-GAAP Measures - Continued

#### Non-GAAP Revenue Measures

- Total Revenues Adjusted is our total revenues, excluding the period-over-period impact of Foreign Currency Translation.
- 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) the period-over-period impact of Foreign Currency Translation. 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 grow th.

#### 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 and (iii) the period-over-period impact of Foreign Currency Translation.
- EBITDAC Margin Adjusted is defined as EBITDAC Adjusted divided by Total Revenues Adjusted.
- Income Before Income Taxes Adjusted is defined as income before income taxes, excluding the pre-tax (i) change in estimated acquisition earn-out payables, (ii) (gain)/loss on disposal, (iii) Acquisition/Integration Costs and (iv) the period-over-period impact of Foreign Currency Translation.
- Income Before Income Taxes Margin Adjusted is defined as Income Before Income Taxes Adjusted divided by Total Revenues Adjusted.
- **Net Income Adjusted** is defined as net income, excluding the after-tax (i) change in estimated acquisition earn-out payables, (ii) (gain)/loss on disposal, (iii) Acquisition/Integration Costs and (iv) the period-over-period impact of Foreign Currency Translation.
- 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 and (iv) the period-over-period impact of Foreign Currency Translation.

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.



#### **Second Quarter 2022 Results**

(Unaudited)

\$840M	10.3%	32.7%	\$0.51	\$0.51	\$11M
Total revenue growth of 15.5%	Organic Revenue growth	EBITDAC Margin - Adjusted up 30bps from the same quarter in the prior year		Diluted Net Income Per Share - Adjusted increased 6.3%	Annual revenue of eight acquisitions completed during the quarter

## Market & Business Overview – 2Q22



The economy continued to expand, but at a slower rate. The largest challenges for business leaders continue to be the ability to hire and inflation



Year-over-year premium rate increases for most lines remained relatively consistent, with a few outliers



Frequency and magnitude of losses are driving reduced appetite, lower limits and heightened pricing



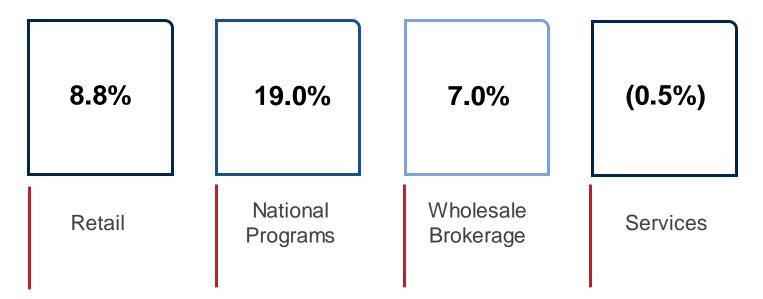
Continued constraining of appetite for property in CAT areas, especially in California, Florida and Louisiana



Industry-wide acquisition activity remained at heightened levels, with up-front multiples continuing to expand

# Segment Organic Revenue Growth 2Q22

(Unaudited)



## | Consolidated Financial Highlights

(\$ Millions, Except Per Share Data; Unaudited)				
	2022	2021	\$ Change	% Change
Total revenues	\$839.7	\$727.3	\$112.4	15.5%
Organic Revenue	\$775.7	\$703.0	\$72.7	10.3%
Income before income taxes	\$198.8	\$186.3	\$12.5	6.7%
Income Before Income Taxes Margin*	23.7%	25.6%		(190bps)
EBITDAC	\$274.3	\$239.3	\$35.0	14.6%
EBITDAC Margin	32.7%	32.9%		(20bps)
Net income	\$145.2	\$139.3	\$5.9	4.2%
Diluted net income per share	\$0.51	\$0.49	\$0.02	4.1%
Weighted average number of shares outstanding – diluted (in thousands)	278,218	276,877	1,341	0.5%
Dividends declared per share	\$0.103	\$0.093	\$0.010	10.8%

### | Consolidated Financial Highlights - Adjusted

(\$ Millions, Except Per Share Data; Adjusted & Unaudited)	Second Quarter					
	2022	2021	\$ Change	% Change		
Total Revenues - Adjusted	\$839.7	\$726.2	\$113.5	15.6%		
Organic Revenue	\$775.7	\$703.0	\$72.7	10.3%		
Income Before Income Taxes - Adjusted	\$196.2	\$180.7	\$15.5	8.6%		
Income Before Income Taxes Margin - Adjusted	23.4%	24.9%		(150bps)		
EBITDAC - Adjusted	\$274.7	\$235.0	\$39.7	16.9%		
EBITDAC Margin - Adjusted	32.7%	32.4%		30bps		
Net Income - Adjusted	\$143.3	\$135.2	\$8.1	6.0%		
Diluted Net Income Per Share - Adjusted	\$0.51	\$0.48	\$0.03	6.3%		

### | Retail Segment

(\$ Millions; Unaudited)	Second Quarter						
	2022	2021	\$ Change	% Change			
Total Revenues - Adjusted	\$457.6	\$400.1	\$57.5	14.4%			
Organic Revenue	\$424.8	\$390.6	\$34.2	8.8%			
EBITDAC - Adjusted	\$129.6	\$115.1	\$14.5	12.6%			
EBITDAC Margin - Adjusted	28.3%	28.8%		(50bps)			

#### **Business & Market Commentary**

Total Revenues - Adjusted grew due to Organic Revenue and acquisition activity.
Organic Revenue growth was realized for most lines of business, with good new business, as well as rate increases and modest exposure unit expansion.

Rates increased 4-8% as compared to the prior year, with higher increases in commercial and condo property and professional liability. Workers' compensation rates declined at a slower rate than prior periods.

EBITDAC - Adjusted grew slower than Total Revenues - Adjusted due to the impact of higher variable operating expenses, partially offset by the leveraging of Organic Revenue growth.

### | National Programs Segment

(\$ Millions; Unaudited)	Second Quarter						
	2022	2021	\$ Change	% Change			
Total Revenues - Adjusted	\$225.7	\$176.2	\$49.5	28.1%			
Organic Revenue	\$197.5	\$166.0	\$31.5	19.0%			
EBITDAC - Adjusted	\$100.3	\$70.6	\$29.7	42.1%			
EBITDAC Margin - Adjusted	44.4%	40.1%		430bps			

#### **Business & Market Commentary**

Total Revenues - Adjusted grew due to Organic Revenue growth, recent acquisitions and increased contingent commissions. Organic Revenue growth driven primarily by good new business and retention, exposure unit expansion and rate increases.

EBITDAC - Adjusted grew due to total revenue growth along with leveraging our expense base, as well as the timing of expenses in the prior year associated with the onboarding of new customers.

#### | Wholesale Brokerage Segment

(\$ Millions; Unaudited)	Second Quarter					
	2022	2021	\$ Change	% Change		
Total Revenues - Adjusted	\$112.4	\$104.6	\$7.8	7.5%		
Organic Revenue	\$109.4	\$102.2	\$7.2	7.0%		
EBITDAC - Adjusted	\$36.5	\$35.7	\$0.8	2.2%		
EBITDAC Margin - Adjusted	32.5%	34.1%		(160bps)		

#### **Business & Market Commentary**

Total Revenues - Adjusted grew due to Organic Revenue growth and recent acquisitions. Organic Revenue grew due to good new business and rate increases.

Rate increases at similar levels to previous quarters with property rates up 15-35%, depending on loss experience. Professional lines rates generally up 5-15%, and cyber rates up 15-25%.

EBITDAC - Adjusted growth was driven by leveraging Organic Revenue growth, which was offset by higher variable operating expenses.

### | Services Segment

(\$ Millions; Unaudited)	Second Quarter					
	2022	2021	\$ Change	% Change		
Total Revenues - Adjusted	\$44.0	\$44.9	(\$0.9)	(2.0%)		
Organic Revenue	\$44.0	\$44.2	(\$0.2)	(0.5%)		
EBITDAC - Adjusted	\$8.8	\$10.1	(\$1.3)	(12.9%)		
EBITDAC Margin - Adjusted	20.0%	22.5%		(250bps)		

#### **Business & Market Commentary**

Total Revenues - Adjusted and Organic Revenue decreased primarily due to the volume of weather- and travel-related claims processed in the current year as compared to the prior year.

The change in EBITDAC -Adjusted was driven primarily by the decrease in Total Revenues - Adjusted.

# Estimated revenue for the GRP, Orchid & BdB acquisitions for the 12-month period ended June 30, 2023







#### (\$M; Unaudited)

#### Revenue

Segment	Low Case	High Case
Retail	\$234	\$252
National Programs	\$98	\$103
Wholesale Brokerage <sup>1</sup>	\$43	\$45
Total	\$375	\$400

## Closing Comments



Customers in certain industries are becoming more cautious regarding outlook and investments in their business



Premium rate increases expected to be relatively consistent through year end, subject to losses from hurricane season



Placement of California, Florida and Louisiana property will remain challenging, but we are well positioned to help customers



M&A pipeline continues to be strong, and we are engaging with many prospects



Team continues to perform at a high level, with good momentum to deliver best-in-class solutions to our customers





## GAAP to Adjusted Reconciliation

(\$ Millions, Except Per Share Data; Una		Se				
	As Reported	Change in Estimated Acquisition Earn-Out Payables	(Gain)/ Loss on Disposal	Acquisition/ Integration Costs	Foreign Currency Translation	Adjusted
Total revenues	\$839.7	-	-	-	-	\$839.7
Income before income taxes	\$198.8	(\$3.0)	(\$0.7)	\$1.1	-	\$196.2
Income Before Income Taxes Margin	23.7%					23.4%
EBITDAC	\$274.3	-	(\$0.7)	\$1.1	-	\$274.7
EBITDAC Margin	32.7%					32.7%
Net income	\$145.2	(\$2.2)	(\$0.5)	\$0.8	-	\$143.3
Diluted net income per share	\$0.51	-	-	-	-	\$0.51



## | GAAP to Adjusted Reconciliation

(\$ Millions, Except Per Share Data; Unaudited)			Second Quarter 2021					
	As Reported	Change in Estimated Acquisition Earn-Out Payables	(Gain)/ Loss on Disposal	Acquisition/ Integration Costs	Foreign Currency Translation	Adjusted		
Total revenues	\$727.3	-	-	-	(1.1)	\$726.2		
Income before income taxes	\$186.3	(\$1.6)	(\$3.9)	-	(0.1)	\$180.7		
Income Before Income Taxes Margin	25.6%					24.9%		
EBITDAC	\$239.3	-	(\$3.9)	-	(0.4)	\$235.0		
EBITDAC Margin	32.9%					32.4%		
Net income	\$139.3	(\$1.2)	(\$2.9)	-	-	\$135.2		
Diluted net income per share	\$0.49	-	(\$0.01)	-	-	\$0.48		



## Reconciliation of Total Revenues and Income Before Income Taxes to Total Revenues - Adjusted, EBITDAC - Adjusted and EBITDAC Margin - Adjusted

(\$ Millions; Unaudited)	Second Quarter
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	Re	tail	Nati Prog	onal rams	Whol Brok	esale erage	Serv	vices	Ot	her	То	otal
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Total revenues	\$457.6	\$401.1	\$225.7	\$176.3	\$112.4	\$104.6	\$44.0	\$44.9	\$0.0	\$0.4	\$839.7	\$727.3
Foreign Currency Translation	-	(1.0)	_	(0.1)	-	-	-	-	-	-	_	(1.1)
Total Revenues - Adjusted	\$457.6	\$400.1	\$225.7	\$176.2	\$112.4	\$104.6	\$44.0	\$44.9	\$0.0	\$0.4	\$839.7	\$726.2
Income before income taxes	\$82.5	\$70.5	\$76.5	\$66.7	\$33.8	\$26.4	\$6.6	\$7.7	(\$0.6)	\$15.0	\$198.8	\$186.3
Income Before Income Taxes Margin	18.0%	17.6%	33.9%	37.8%	30.1%	25.2%	15.0%	17.1%	NMF	NMF	23.7%	25.6%
Amortization	20.5	19.0	9.8	6.9	2.0	2.4	1.3	1.3	-	-	33.6	29.5
Depreciation	2.6	2.8	3.5	2.3	0.6	0.7	0.4	0.4	1.8	2.6	8.9	8.8
Interest	23.5	22.6	10.4	2.9	3.3	4.1	0.5	0.7	(1.7)	(14.0)	36.0	16.3
Change in estimated acquisition earn-out payables	0.6	4.4	0.1	(8.1)	(3.7)	2.1	-	-	_	-	(3.0)	(1.6)
EBITDAC	\$129.7	\$119.3	\$100.3	\$70.7	\$36.0	\$35.7	\$8.8	\$10.1	(\$0.5)	\$3.6	\$274.3	\$239.3
EBITDAC Margin	28.3%	29.7%	44.4%	40.1%	32.0%	34.1%	20.0%	22.5%	NMF	NMF	32.7%	32.9%
(Gain)/loss on disposal	(0.9)	(3.9)	-	-	0.2	-	-	-	-	-	(0.7)	(3.9)
Acquisition/Integration Costs	0.8	-	0.0	-	0.3	-	-	-	0.0	-	1.1	-
Foreign Currency Translation	-	(0.3)	-	(0.1)	-	-	-	-	-	-	-	(0.4)
EBITDAC - Adjusted	\$129.6	\$115.1	\$100.3	\$70.6	\$36.5	\$35.7	\$8.8	\$10.1	(\$0.5)	\$3.6	\$274.7	\$235.0
EBITDAC Margin - Adjusted	28.3%	28.8%	44.4%	40.1%	32.5%	34.1%	20.0%	22.5%	NMF	NMF	32.7%	32.4%

#### Reconciliation of Commissions and Fees to Organic Revenue

(\$ Millions; Unaudited)	Second Quarter
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	Retail <sup>(1)</sup>		National Programs		Wholesale Brokerage		Services		Total	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Commissions and fees	\$456.9	\$400.4	\$225.5	\$176.2	\$112.3	\$104.4	\$44.0	\$44.9	\$838.7	\$725.9
Total change	56.5		49.3		7.9		(0.9)		112.8	
Total growth %	14.1%		28.0%		7.6%		(2.0%)		15.5%	
Contingent commissions	(9.4)	(8.4)	(10.3)	(9.0)	(2.4)	(2.2)	-	-	(22.1)	(19.6)
Core commissions and fees <sup>(2)</sup>	\$447.5	\$392.0	\$215.2	\$167.2	\$109.9	\$102.2	\$44.0	\$44.9	\$816.6	\$706.3
Acquisitions	(22.7)		(17.7)		(0.5)		-		(40.9)	
Dispositions		(0.4)		(1.0)		-		(0.7)		(2.1)
Foreign Currency Translation		(1.0)		(0.2)		-		-		(1.2)
Organic Revenue	\$424.8	\$390.6	\$197.5	\$166.0	\$109.4	\$102.2	\$44.0	\$44.2	\$775.7	\$703.0
Organic Revenue growth	\$34.2		\$31.5		\$7.2		(\$0.2)		\$72.7	
Organic Revenue growth %	8.8%		19.0%		7.0%		(0.5%)		10.3%	

<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).

