

BROWN & BROWN, INC.
CODE OF ETHICS FOR CHIEF EXECUTIVE OFFICER AND
SENIOR FINANCIAL OFFICERS

Purpose

Brown & Brown, Inc. (the “Company”) is committed to promoting honest and ethical conduct among its principal executive officer, principal financial officer, principal accounting officer or controller, and other persons performing similar functions (each a “Senior Financial Officer” and, collectively, the “Senior Financial Officers”). To further that commitment and to try and help to ensure full, fair, accurate, timely and understandable disclosure in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company, the Company has adopted this Code of Ethics for Senior Financial Officers (the “Code”). The Senior Financial Officers are expected to adhere to the Code in their professional conduct.

Standards

In their professional conduct, the Senior Financial Officers must:

1. Conduct themselves honestly and ethically and ethically handle all actual or apparent conflicts of interests between his or her personal and professional relationships.
2. Comply with any conflict of interest policies and guidelines set forth in any other code of ethics or similar code adopted by the Company.
3. Report potential or apparent conflicts of interest involving Senior Financial Officers to the Company's Compliance Officers (consisting of the Company's General Counsel and Director of Internal Audit), who will review the transaction or relationship and determine how the situation should be resolved, and who will advise the Audit Committee of the Company's Board of Directors of such transaction or relationship as appropriate.
4. Comply with all applicable laws, statutes, rules and regulations.

Reporting and Enforcement

Violations of this Code may be reported to the Company's Compliance Officers or to the Company's Audit Committee pursuant to applicable policies of the Company.

A Senior Financial Officer who violates this Code will be subject to disciplinary action, which may include dismissal, and may face other legal consequences.

The Audit Committee of the Board of Directors is responsible for the enforcement of this Code and will take such actions in enforcing this Code as it

determines are reasonably designed to deter wrongdoing and to promote adherence with the standards of this Code.

Waiver

The Audit Committee or the Board of Directors may waive application of the Code only in advance and only under exceptional circumstances. Any waiver or amendment of the Code will be disclosed in accordance with applicable law, Securities and Exchange Commission requirements and stock exchange listing standards.

Miscellaneous

All persons subject to this Code may be required to execute a certification affirming that they have read and agree to comply with the provisions of this Code.

This Code is not intended to and does not constitute an employment contract or assurance of continued employment and does not create any rights in any employee, client, supplier, competitor, shareholder or any other person or entity.