

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BROWN & BROWN, INC.

(Exact name of registrant as specified in its charter)

FLORIDA

(State or other jurisdiction of
incorporation or organization)

59-0864469

(I.R.S. Employer
Identification No.)

300 NORTH BEACH STREET
DAYTONA BEACH, FLORIDA

(Address of Principal Executive Offices)

32114

(Zip Code)

AMENDED AND RESTATED BROWN & BROWN, INC. 2019 STOCK INCENTIVE PLAN
(Full title of the plan)

C. Robert Mathis, IV

Executive Vice President and Chief Legal Officer
Brown & Brown, Inc.
300 North Beach Street
Daytona Beach, Florida 32114
(Name and address of agent for service)

(386) 252-9601
(Telephone number, including area code, of agent for service)

Copies of all communications to:
Tom McAleavey, Esq.
Holland & Knight LLP
200 South Orange Avenue, Suite 2600
Orlando, Florida 32801
(407) 425-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐

Accelerated filer ☐

Smaller reporting company ☐

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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

Brown & Brown, Inc. (the “Company”) is filing with the Securities and Exchange Commission (the “SEC”) this registration statement on Form S-8 (the “Registration Statement”) for the purpose of registering an additional 6,930,000 shares of the Company’s common stock, par value \$0.10 per share (the “Common Stock”) that may be issued under the Company’s 2019 Stock Incentive Plan (the “Plan”). On March 24, 2025, the Compensation Committee of the Company’s Board of Directors approved, subject to shareholder approval, an amendment to the Plan (the “Plan Amendment”) to increase the number of shares of Common Stock that may be issued under the Plan by 6,930,000 shares, and extend the term of the Plan to May 7, 2035. On May 7, 2025, the Company’s shareholders approved the Plan Amendment.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* The information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with the Note to Part I of Form S-8. Such information will be sent or given to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the SEC and the instructions to Form S-8, such documents need not be filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These document(s) and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The SEC allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this Registration Statement, and information that we file in the future with the SEC will automatically update and supersede this information. The documents incorporated by reference are:

- our Annual Report on Form 10-K for the year ended December 31, 2024 (including information specifically incorporated by reference into our Form 10-K from our definitive proxy statement relating to our annual meeting of shareholders, filed on March 24, 2025);
 - our Quarterly Reports on Form 10-Q for each of the quarters ended March 31, 2025 and June 30, 2025;
 - our Current Reports on Form 8-K filed with the SEC on January 22, 2025, February 25, 2025, May 12, 2025, June 10, 2025, June 13, 2025 and June 23, 2025;
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- the description of our common stock set forth under the caption “Description of Capital Stock” in our Registration Statement on Form S-3ASR (Registration Statement No. 333-271708) filed with the SEC on May 8, 2023, including any amendment or report filed for the purpose of updating such description, which description is amended by the description contained in this prospectus; and
- all documents filed under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before the termination of the offering of the securities described in this prospectus (other than any information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K, unless we specifically state in such Current Report that such information is to be considered “filed” under the Exchange Act, or we incorporate it by reference into a filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

INDEMNIFICATION OF DIRECTORS AND OFFICERS.

ITEM 6.

Brown & Brown is a Florida corporation. Reference is made to Sections 607.0850 - 607.0859 of the Florida Business Corporation Act, which permit, and in some cases require, indemnification of directors, officers, employees and agents of Brown & Brown under certain circumstances and subject to certain limitations.

Under Article VII of Brown & Brown’s Bylaws, Brown & Brown is required to indemnify its officers and directors, including an officer or director of Brown & Brown who is or was serving at Brown & Brown’s request as a director or officer of another entity, against all damages, costs, amounts of liability and reasonable expenses incurred by such persons, provided that such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of Brown & Brown and, in the case of any criminal proceeding, had no reasonable cause to believe such person’s conduct was unlawful.

Under Section 21 of the Amended and Restated Brown & Brown, Inc. 2019 Stock Incentive Plan, Brown & Brown is required to indemnify directors, members of the Compensation Committee of its board of directors, and any officer or employee of Brown & Brown to whom authority to act for the board of directors or its Compensation Committee is delegated for any action, suit or proceeding in connection with the Amended and Restated Brown & Brown, Inc. 2019 Stock Incentive Plan or any award or right granted thereunder.

Brown & Brown has purchased insurance with respect to, among other things, liabilities that may arise under the statutory and Bylaw provisions referred to above and the Amended and Restated Brown & Brown, Inc. 2019 Stock Incentive Plan.

The general effect of the foregoing provisions may be to reduce the circumstances in which an officer or director may be required to bear the economic burden of the foregoing liabilities and expense.

ITEM 8. EXHIBITS.

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Description
4.1	<u>Amended and Restated Brown & Brown, Inc. 2019 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Form 8-K filed on May 12, 2025)</u>

5.1	<u>Opinion of Holland & Knight LLP</u>
23.1	<u>Consent of Holland & Knight LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of Deloitte & Touche LLP</u>
23.3	<u>Consent of Ernst & Young LLP</u>
24.1	<u>Powers of Attorney</u>
107	<u>Filing Fee Table</u>

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions (see Item 6) or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Daytona Beach, state of Florida, on this 30th day of July, 2025.

BROWN & BROWN, INC.

By: /s/ C. Robert Mathis, IV

C. Robert Mathis, IV

Executive Vice President and Chief Legal Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 30, 2025.

<u>Signature</u>	<u>Title</u>
<u>/s/ J. Powell Brown</u> J. Powell Brown	Director; President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ R. Andrew Watts</u> R. Andrew Watts	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)
<u>/s/ Paul M. Gallagher</u> Paul M. Gallagher	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> J. Hyatt Brown	Chairman of the Board
<u>*</u> Lawrence L. Gellerstedt	Director
<u>*</u> Theodore J. Hoepner	Director
<u>*</u> James S. Hunt	Director
<u>*</u> Toni Jennings	Director
<u>*</u> Paul J. Krump	Director

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Timothy R.M. Main	Director
*	
Bronislaw E. Masojada	Director
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Jaymin B. Patel	Director
*	
H. Palmer Proctor, Jr.	Director
*	
Wendell S. Reilly	Director
*	
Kathleen A. Savio	Director

*By: /s/ Anthony M. Robinson
Anthony M. Robinson
Attorney-In-Fact

Holland & Knight

200 South Orange Avenue, Suite 2600 | Orlando, FL 32801 | T 407.425.8500 | F 407.244.5288
Holland & Knight LLP | www.hklaw.com

July 30, 2025

Brown & Brown, Inc.
300 North Beach Street
Daytona Beach, Florida 32114

Ladies and Gentlemen:

We have acted as counsel to Brown & Brown, Inc., a Florida corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration under the Securities Act by the Company of an additional 6,930,000 shares of its common stock, par value \$0.10 per share (the “Shares”), issuable under the Company’s 2019 Stock Incentive Plan (the “Plan”). This opinion is being issued pursuant to the requirements of the Securities Act.

In so acting, we have examined original counterparts or copies of original counterparts of the following documents:

- (i) The Registration Statement and all exhibits thereto.
- (ii) The Company’s Certificate of Incorporation
- (iii) The Company’s Bylaws.
- (iv) The Plan.
- (v) Resolutions of the Board of Directors of the Company in connection with the Registration Statement.

We have also examined originals or copies of such records of the Company, certificates and web sites of public officials and of officers or other representatives of the Company and agreements and other documents, and made such other investigations, as we have deemed necessary, subject to the assumptions set forth below, as a basis for the opinions expressed below.

In rendering the opinions set forth herein, we have assumed:

- (i) The genuineness of all signatures (whether manual, electronic or otherwise) and, to the extent that a signature on a document is manifested by electronic or similar means, such signature has been executed or adopted by a signatory with an intent to authenticate and sign the document.
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(ii) The authenticity of the originals of the documents submitted to us.

(iii) The conformity to authentic originals of any documents submitted to us as copies.

(iv) As to matters of fact, the truthfulness of the representations made or otherwise incorporated in the Registration Statement and representations and statements made in certificates or web sites of public officials and officers or other representatives of the Company.

(v) That the offer and issuance of Shares under the Plan complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan.

We have not independently established the validity of the foregoing assumptions.

Based on the foregoing, and subject to the assumptions, qualifications and limitations stated herein, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and paid for in the manner described in the Plan, the Shares will be validly issued, fully paid and non-assessable.

Our opinion is limited to the laws of the State of Florida, and we do not express any opinion herein concerning any other laws.

This opinion letter has been prepared, and is to be understood, in accordance with customary practice of lawyers who regularly give and lawyers who regularly advise recipients regarding opinions of this kind, is limited to the matters expressly stated herein and is provided solely in connection with the Plan, and no opinions may be inferred or implied beyond the matters expressly stated herein. The opinions expressed herein are rendered and speak only as of the date hereof and we specifically disclaim any responsibility to update such opinions subsequent to the date hereof or to advise you of subsequent developments affecting such opinions.

We consent to the reference to this firm in the Registration Statement under the caption "Legal Matters" as the attorneys who will pass upon the legal validity of the Shares and to the filing of this opinion as Exhibit 5.1 to the Registration Statement. Our consent, however, shall not constitute an admission to our being experts as provided for in Sections 7 and 11 of the Securities Act.

Respectfully submitted,

HOLLAND & KNIGHT LLP

/s/ Holland & Knight LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 12, 2025 relating to the financial statements of Brown & Brown, Inc. (the “Company”) and the effectiveness of Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Tampa, Florida

July 30, 2025

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Brown & Brown, Inc. 2019 Stock Incentive Plan dated May 14, 2019, as amended and restated as of May 7, 2025, of our report dated June 9, 2025, with respect to the consolidated financial statements of RSC Topco, Inc. and Subsidiaries as of and for the year ended December 31, 2024, included in the Current Report on Form 8-K of Brown & Brown, Inc., filed with the Securities and Exchange Commission on June 10, 2025.

/s/ Ernst & Young LLP
Boston, Massachusetts
July 30, 2025

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025

/s/ J. Hyatt Brown

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ J. Powell Brown

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ Lawrence L. Gellerstedt III

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ Theodore J. Hoepner

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/10/2025 /s/ James S. Hunt

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ Toni Jennings

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ Paul J. Krump

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: May 7, 2025 /s/ Timothy R.M. Main

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ Bronislaw E. Masojada

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ Jaymin B. Patel

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ H. Palmer Proctor

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ Wendell S. Reilly

POWER OF ATTORNEY

The undersigned constitutes and appoints Anthony M. Robinson and R. Andrew Watts, or either of them, as her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: 5/7/2025 /s/ Kathleen A. Savio

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Brown & Brown, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.10 per share	Other	6,930,000	\$94.56	\$655,300,800	\$153.10 per \$1,000,000	\$100,326.55
Total Offering Amounts					\$655,300,800		\$100,326.55
Total Fee Offsets							—
Net Fee Due							\$100,326.55

- (1) Pursuant to Rule 416(a) of the Securities Act, this registration statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Brown & Brown, Inc. 2019 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act on the basis of the average between the high and low sales prices for shares of common stock of the Registrant reported on the New York Stock Exchange on July 29, 2025.

