

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Millennial Specialty Holdco LLC</u> (Last) (First) (Middle) C/O BRP GROUP, INC. 4010 W. BOY SCOUT BLVD., SUITE 200 (Street) TAMPA FL 33607 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/28/2019	3. Issuer Name and Ticker or Trading Symbol <u>BRP Group, Inc. [BRP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of 10% owner group</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock	4,285,714 ⁽¹⁾⁽²⁾	D	
Class B Common Stock	4,285,714 ⁽¹⁾⁽³⁾	I	By Millennial Specialty Holdco, LLC

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
LLC Units in Baldwin Risk Partners, LLC	(4)	(4)	Class A Common Stock	4,285,714 ⁽¹⁾⁽²⁾⁽⁴⁾	0	D	
LLC Units in Baldwin Risk Partners, LLC	(4)	(4)	Class A Common Stock	4,285,714 ⁽¹⁾⁽³⁾⁽⁴⁾	0	I	By Millennial Specialty Holdco, LLC

1. Name and Address of Reporting Person* <u>Millennial Specialty Holdco LLC</u> (Last) (First) (Middle) C/O BRP GROUP, INC. 4010 W. BOY SCOUT BLVD., SUITE 200 (Street) TAMPA FL 33607 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Roche James Morgan</u> (Last) (First) (Middle) C/O BRP GROUP, INC. 4010 W. BOY SCOUT BLVD., SUITE 200 (Street) TAMPA FL 33607 (City) (State) (Zip)

Explanation of Responses:

- This excludes securities owned by the Villages Invesco, LLC (the "Villages") relating to a voting agreement between the Villages and members of the "group" referenced in footnote 2, for which the reporting persons disclaim beneficial ownership.
- These securities are owned by Millennial Specialty Holdco, LLC ("Millennial"), which is a member of a "group" pursuant to a voting agreement with (and with respect to the securities owned by) those individuals listed in the "Remarks" section (the "Voting Group"). These securities were acquired through the conversion immediately prior to the issuer's initial public offering of historical interests held by Millennial Specialty Holdco, LLC in Baldwin Risk Partners, LLC ("Baldwin Risk Partners").

3. James Morgan Roche is the managing member of Millennial (which owns the reported securities) and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

4. Each LLC Unit, together with a share of Class B common stock, may be converted by the holder into one share of Class A common stock at any time. The LLC Units do not expire.

Remarks:

The Voting Group consists of Millennial, Baldwin Insurance Group Holdings, LLC, Lowry Baldwin, Trevor Baldwin, Elizabeth Krystyn, Elizabeth H. Krystyn 2019 Grantor Retained Annuity Trust I Dated September 30, 2019, Elizabeth H. Krystyn 2019 Grantor Retained Annuity Trust II Dated September 30, 2019, Laura Sherman, Laura R. Sherman GRAT 2019-1 Dated September 30, 2019, Laura R. Sherman GRAT 2019-2 Dated September 30, 2019, Kristopher Aaron Wiebeck, Kristopher A. Wiebeck 2019 Grantor Retained Annuity Trust Dated September 30, 2019, John A Valentine, John A. Valentine 2019 Grantor Retained Annuity Trust Dated September 30, 2019, Daniel Galbraith, Bradford Hale, Joseph D. Finney, Christopher J. Stephens and James Morgan Roche for purposes of Section 13(d) of the Securities Exchange Act of 1934. As the Voting Group contains more than ten insiders, see the Form 3 for Baldwin Insurance Group Holdings, LLC filed October 28, 2019 for the securities owned by additional members of the Voting Group.

[/s/ Christopher J. Stephens, as
Attorney-in Fact, for
Millennial Specialty Holdco,
LLC](#) [10/28/2019](#)

[/s/ Christopher J. Stephens, as
Attorney-in Fact, for James
Morgan Roche](#) [10/28/2019](#)

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Kristopher Wiebeck, Christopher J. Stephens and Bradford Hale as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or member of the Board of Directors of BRP Group, Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of October, 2019.

Signature: /s/ James Morgan Roche

Name: James Morgan Roche in his capacity as managing member of Millennial Specialty Holdco LLC

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Kristopher Wiebeck, Christopher J. Stephens and Bradford Hale as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or member of the Board of Directors of BRP Group, Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of September, 2019.

Signature: /s/ James Morgan Roche

Name: James Morgan Roche
