

Brown & Brown, Inc. 2016 ESPP Transition to E*TRADE FAQs

What is the Employee Stock Purchase Plan (ESPP)?

ESPP is an employee stock purchase plan that allows our teammates an opportunity to purchase BRO company stock at a 15% discount. Please listen to the webinar [ESPP Education & Enrollment](#) that provides detailed information around the ESPP.

What is the ESPP transition to E*TRADE?

Starting with plan year 2016 – 2017, we are changing our ESPP service provider to E*TRADE. Enrollment for the plan years 2016-2017 and going forward will occur on the E*TRADE platform.

Annual stock purchase for the 2015 – 2016 plan year in July/Aug 2016 will be completed with Morgan Stanley.

Annual stock purchase for the 2016 – 2017 plan year in July/Aug 2017 will be completed with E*TRADE.

Why are we changing our ESPP service provider to E*TRADE?

This is a key component for the implementation of our teammate Wealth Dashboard, which will eventually enable each teammate to see their total compensation and savings in one place. We see the following benefits from moving ESPP administration to E*TRADE:

1. Cost effective for our teammates. There are significant savings for our teammates in commission fees. Morgan Stanley currently charges a \$20 minimum transaction fee per trade and as much as \$0.12 per share. You will be paying \$14.99 + \$0.02 per share in broker commissions per transaction at E*TRADE. For example, if you trade 1,500 shares at Morgan Stanley, you may be paying over \$180 in commissions as opposed to \$44.99 at E*TRADE.
2. Consolidation of Stock Programs. E*TRADE's online stock plan platform will offer a consolidated view of your stock holdings across all stock programs with Brown & Brown.
3. Cost effective for Brown & Brown. We will have annual savings of the account maintenance fees and dividend reinvestment fees.

What is the annual enrollment period for 2016 – 2017 plan year?

ESPP enrollment period for the 2016 – 2017 plan year is 07/05/16 – 07/19/16.

How do I enroll with E*TRADE?

On Friday July 1, 2016, an email with enrollment instructions will be sent to the eligible teammates.

Who will manage the annual stock purchase for 2015 – 2016 plan year?

Annual stock purchase for the 2015 – 2016 plan year in July/Aug 2016 will be completed with Morgan Stanley. Your Morgan Stanley account will include your stock purchase transactions for 2016 and prior years.

Who will manage the annual stock purchase for 2016 – 2017 and going forward?

Annual stock purchase for the 2016 – 2017 plan year in July/Aug 2017 will be completed with E*TRADE. Your E*TRADE account will include your stock purchase transactions for 2017 and forward years.

Will you be transferring my historical data from Morgan Stanley to E*TRADE?

No, we will not be transferring historical data from Morgan Stanley to E*TRADE. Teammates can choose to keep a retail brokerage account with Morgan Stanley, transfer their shares to another broker or transfer their shares to E*TRADE in 2017. After Aug 2017 you will be responsible for any fees at Morgan Stanley.

How long can my existing account remain with Morgan Stanley?

You may choose to keep your account with Morgan Stanley. Brown & Brown will pay for the accounts until Aug

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2017, after which you can create a retail brokerage account at Morgan Stanley and you will be responsible for any applicable fees.

Will I get a new stock plan account at E*TRADE?

Upon completion of the annual stock purchase for the 2016 – 2017 plan year in July/Aug 2017, you will have a stock plan account with E*TRADE. You will receive an account activation email from E*TRADE to activate your stock plan account. This account will include your annual stock purchase transactions from 2017 & forward. If you received a 2016 SIP grant you may already have an activated stock plan account with E*TRADE.

When can I transfer shares from my existing Morgan Stanley account to E*TRADE?

Once you have activated your stock plan account with E*TRADE you can transfer your shares from Morgan Stanley to E*TRADE. Transfer form is available via www.stockplanconnect.com in the Forms Library (upper right hand corner).

What is the cost to transfer shares from Morgan Stanley to another broker?

There are no fees to transfer your shares from Morgan Stanley to another broker.

Will I be charged any fees by Morgan Stanley? If so, when will the fees start and how much will they be?

Brown & Brown will pay for the accounts at Morgan Stanley until Aug 2017.

After Aug 2017 Morgan Stanley's 4.5% dividend reinvestment fees will be passed on to the teammate.

Can you provide me my cost-basis information for the stock that I own at Morgan Stanley?

Brown & Brown doesn't maintain cost-basis information for your historical stock purchase transactions with Morgan Stanley. Teammates should obtain this information from Morgan Stanley before shares are transferred to another broker.

I am confused; can you explain step by step what I need to do?

Step 1: Complete ESPP enrollment with E*TRADE between 7/5/16 – 7/19/16 for the plan year 2016 – 2017.

Step 2: Prior to August 2017 determine if you would like to create a retail brokerage account at Morgan Stanley, transfer shares to E*TRADE or transfer shares to another personal brokerage account.

Step 3: In August 2017, you can either transfer your shares to a retail brokerage account at Morgan Stanley, activate E*TRADE stock plan account and transfer shares to E*TRADE or transfer shares to another broker.

Who can I call if I need assistance with my existing ESPP account at Morgan Stanley?

Morgan Stanley Customer Service information:

United States Toll Free Number: 1-800-367-4777

International Number: 801-617-7414

Call Center Hours: 8:00 AM Eastern Time – 8:00 PM Eastern Time

Who can I call if I have questions about the enrollment process at E*TRADE?

E*TRADE Customer Service information:

United States Toll Free Number: 1-800-838-0908

International Number: 650-599-0125

Call Center Hours: 12:00 AM Monday – 11:59 PM Friday Eastern Time

If I didn't find the answer to my question, who should I contact?

Additional questions may be directed to the Brown & Brown, Inc. ESPP Administration team at ESPP@bbins.com. Please allow 48 business hours for us to review and respond to your inquiries.