

**BEFORE THE INSURANCE COMMISSIONER  
FOR THE STATE OF ARKANSAS**

**IN THE MATTER OF THE  
REORGANIZATION OF KINSALE  
INSURANCE COMPANY**

A.I.D. NO. 2014- 309

**ORDER**

On this day is presented the plan of reorganization of Kinsale Capital Group, Ltd. and Kinsale Capital Group, Inc., parent companies of Kinsale Insurance Company (“Company”). The matter is presented to Arkansas Insurance Commissioner, Jay Bradford (“Commissioner”), by Amanda Capps Rose, Associate Counsel of the Arkansas Insurance Department (“Department”). From the documents filed with the Department by the Company, the Department’s records, and other facts, matters and things before the Commissioner, the Commissioner finds as follows:

**FINDINGS OF FACT**

1. The Company, NAIC No. 38920, is an Arkansas domiciled insurance company with its principal place of business located in Richmond, Virginia.
2. Kinsale Capital Group, Ltd. is a Bermuda company and the direct parent of Kinsale Capital Group, Inc., a Delaware corporation. Kinsale Capital Group, Inc. is the direct parent of the Company.
3. Kinsale Capital Group, Ltd. intends to redomesticate to the state of Delaware. Upon completion of the redomestication, Kinsale Capital Group, Inc. will be merged with and into Kinsale Capital Group, Ltd., with Kinsale Capital Group, Ltd. being the surviving corporation. As part of the merger, Kinsale Capital Group, Ltd. will change its name to Kinsale Capital Group, Inc.

**CONCLUSIONS OF LAW**

Based upon the foregoing Findings of Fact, the Commissioner concludes as follows:

1. The Commissioner has jurisdiction of the parties and the subject matter involved herein.

2. The provisions of Ark. Code Ann. §§ 23-63-506 through 513, *inter alia*, require an administrative hearing prior to the acquisition of control of a domestic insurer.

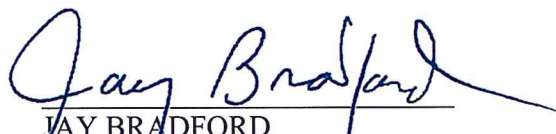
3. Pursuant to Ark. Code Ann. § 23-63-507, the provisions of Ark. Code Ann. §§ 23-63-506 through 513 do not apply to any “offer, request, invitation, agreement, or acquisition which the Commissioner, by order, shall exempt therefrom ... as not having the effect of changing or influencing the control of a domestic insurer...”. Ark. Code Ann. § 23-63-507(3)(A).

4. The proposed reorganization of the Company’s parent corporations, as described in the Findings of Fact, will not effect a change of control of the Company; therefore, the proposed acquisition is not subject to the provisions of Ark. Code Ann. §§ 23-63-506 through 513.

5. An administrative hearing on the proposed acquisition is not required by law.

**IT IS, THEREFORE, ORDERED** that the proposed reorganization of Kinsale Capital Group, Ltd. and Kinsale Capital Group, Inc., as described in the foregoing Findings of Fact, does not constitute a change in control and such reorganization is, therefore, hereby approved.

**IT IS SO ORDERED** this 4<sup>th</sup> day of August, 2014.

  
JAY BRADFORD  
INSURANCE COMMISSIONER  
STATE OF ARKANSAS