

# **KINSALE CAPITAL GROUP, INC.**

## **CODE OF CONDUCT**

**Adopted as of July 15, 2016**

### **I. INTRODUCTION**

Kinsale Capital Group, Inc. (“Kinsale”) is committed to conducting its business in compliance with the law and the highest ethical standards and to promoting ethical and honest behavior within Kinsale and its subsidiaries and affiliates. As part of this commitment, Kinsale requires compliance with this Code of Conduct (the “Code”) by all directors, officers and other employees of Kinsale and its subsidiaries. The Code is in addition to Kinsale’s other corporate policies and procedures. Any individual violating the Code will be subject to disciplinary measures, up to and including termination of employment.

#### **Human Resources Director**

The Human Resources Director, together with the Compensation, Nominating and Corporate Governance Committee, is responsible for overseeing compliance with all applicable laws, regulations, governmental policies, the Code, and all other relevant Company policies and procedures. In this role, the Human Resources Director reports directly to the Chief Executive Officer and the Board of Directors through the Audit Committee and Compensation, Nominating and Corporate Governance Committee. Kinsale is committed to establishing an environment that encourages and allows employees to seek and receive prompt guidance as to questionable conduct so that they do not engage in conduct that is unlawful, unethical, or creates a real or perceived conflict with their duties to Kinsale.

### **II. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Each individual covered by the Code, in connection with their activities related to or on behalf of Kinsale, is required to comply with applicable laws, rules, standards and regulations of federal, state and local governments, and other appropriate public or private regulatory, listing and standard-setting agencies.

#### **Employment Laws and Practices**

Federal and state laws provide employees with a variety of protections and rights. Kinsale is dedicated to the goal of providing equal employment opportunities for all employees and applicants for employment. All employees are required to refrain from any act which is designed to cause, or does cause, unlawful employment discrimination in any aspect of a person’s employment.

## **Antitrust Laws**

Antitrust laws are designed to ensure a fair and competitive free market system where no single company has a monopoly on providing a service or a product. We seek to maintain and grow our businesses through superior products and services—not through improper or anticompetitive practices. Some of the most serious antitrust offenses occur between competitors, such as agreements to fix prices or to divide customers, territories or markets. Therefore, it is very important for you to not engage in any form of agreement or understanding with competitors to fix prices, rig bids, allocate customers or restrict the supply of products or services. Antitrust laws are complex and may vary among different countries and states. If you are unsure of appropriate practices, consult with the Human Resources Director for additional information and guidance.

## **Competition and Fair Dealing**

Kinsale is committed not only to free competition, but to competition that is fair and ethical. This applies particularly to competitive intelligence gathering and to statements about our products and services and those of our competitors. Kinsale prohibits using illegal or unethical means to obtain confidential information from its business partners or competitors. We also prohibit improperly taking advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of material facts or any other unfair practice.

In addition, Kinsale expects all employees to honor any disclosure or use restrictions on information obtained from former employers or other third parties. If you are unsure whether prior employer information would be considered confidential or subject to use restrictions, you should not use or share information until you have consulted with the Human Resources Director.

## **III. POLITICAL ACTIVITIES AND CONTRIBUTIONS**

You must comply with all campaign finance and ethics laws. Generally, federal law prohibits the use of company funds, assets, services, or facilities on behalf of a political party or candidate in an election for a federal office. Kinsale's ability to contribute to state and local political campaigns or ballot initiatives is regulated by state laws. Only the Human Resources Director is authorized to use corporate funds for political purposes.

If you are aware of any conduct which violates Kinsale's policy, you must immediately notify the Human Resources Director and refrain from participation in such questionable conduct until you are advised that it is allowable. Kinsale's policy is not intended to discourage or prohibit employees from: voluntarily making personal political contributions; participating in the political process on their own time and at their own expense; expressing their personal views on legislative or political matters; or otherwise engaging in political activities.

## **IV. CONFLICTS OF INTEREST**

Each director, officer and employee should engage in honest and ethical conduct, including avoiding any actual or apparent conflict of interest between his or her personal affairs

and relationships and his or her professional responsibilities to Kinsale. This means avoiding any activity that interferes, may interfere, or may appear to interfere with the ability of a director, officer or employee to act in accordance with Kinsale's best interests such as pursuing any existing business or any opportunity for prospective business that could be considered by Kinsale. Employees and officers may not hold outside employment that interferes with their job performance at Kinsale. Officers and directors should also refer to Kinsale's *Related Party Transactions Policy and Procedures* for additional information.

### **Duty to Disclose Conflicts of Interest**

All directors, officers and employees are obligated to review their personal and employment situations and should promptly report to the Human Resources Director any material transaction or relationship that could be expected to give rise to an actual or apparent conflict of interest.

### **Corporate Opportunities**

If you become aware of a business or financial opportunity as part of your work with Kinsale, you are not permitted to use any such information or take that opportunity for your own personal gain. You should not use company property, information or position for personal gain and should not compete with Kinsale or any of its affiliates directly or indirectly.

## **V. IMPROPER PAYMENTS**

Making or receiving improper payments, including bribes, kickbacks, or payoffs to or from governmental officials or anyone with whom Kinsale does business, and payments made with an improper intent, whether made or received directly or indirectly, is strictly prohibited. Participation in arrangements that aid and abet another party to make or receive such a payment is also strictly forbidden. Improper payments need not be in the form of money, but may also include gifts or services.

You should be aware that, with respect to governmental and regulatory officials, it is not necessary that a gift or payment be given with the intent to influence that governmental official to constitute a violation of state or federal law. U.S. Federal law also prohibits bribery of foreign and domestic governmental officials. Any request made to you by a governmental or regulatory official for an improper payment, or any action taken or threatened by such an official with the intent of obtaining such a payment, must be reported immediately to the Human Resources Director. The slightest mistake may expose both you and Kinsale to criminal prosecution, including the imposition of large fines.

## **VI. DISCLOSURES**

It is company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that Kinsale files with, or submits to, the U.S. Securities and Exchange Commission and in all other public communications made by Kinsale. All directors, officers and employees are required to comply

with this policy and to abide by Kinsale's standards, policies and procedures designed to promote compliance with this policy.

### **Proper Accounting and Financial Integrity**

Kinsale's financial accounting system was established to record and control all financial transactions of Kinsale. All Company records must be maintained accurately. All transactions must be executed only in accordance with management's general or specific authorization. Kinsale's books, records, and accounts must reflect, accurately and fairly, within Kinsale's normal system of accounting, all transactions of Kinsale including the acquisition and disposition of its assets.

No payment on behalf of Kinsale shall be approved or made with the intention, understanding, or awareness that any part of such payment is to be used for any purpose other than that described by the documents supporting the payments. All payments made by, or on behalf of, Kinsale must be supported by the appropriate documentation, properly describing their purposes.

All of Kinsale's assets and liabilities must be recorded in the regular books of Kinsale pursuant to generally accepted accounting procedures. Under no circumstances shall there be any unrecorded fund or asset of Kinsale, regardless of the purposes for which such fund or asset may have been intended, or any improper or inaccurate entry knowingly made on the books and records of Kinsale. Refer to Kinsale's *Complaint Procedures for Accounting and Auditing Matters* or contact the Human Resources Director with any questions.

## **VII. KEEPING INFORMATION CONFIDENTIAL**

Confidential information and trade secrets may consist of any plan, procedure, names of customers, forecasts, or compilation of information not available to the general public. However, information ceases to be confidential once it has entered the public domain.

### **Disclosure of Confidential Information**

One of our most important assets is the information that we generate in the course of business, whether technical, business, financial or otherwise. All information that you receive or obtain while you are employed with Kinsale, including, without limitation, information regarding Kinsale's business, employees or business partners, is the property of Kinsale. This information, which we refer to collectively in the Code as Kinsale information, includes non-public information that might be of use to competitors, or harmful to our business partners or us if disclosed. Protecting Kinsale information is very important to our continued growth and ability to compete. Such information should be disclosed only if properly authorized.

You may not use Kinsale information against Kinsale's interests and you may not retain, use or disclose Kinsale information after you are no longer employed with Kinsale. You may not retain any Kinsale information after your employment ends.

## **Insider Trading**

All non-public information about Kinsale should be considered confidential information. Key functionaries and employees who have access to confidential information about Kinsale are not permitted to use or share that information for purposes of trading in the securities of Kinsale (or any other entity) or for any other purpose unrelated to the conduct of Kinsale's business. For example, using non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but illegal. Refer to Kinsale's *Policy on the Prevention of Insider Trading and Selective Disclosure* or contact the Human Resources Director with any questions.

## **VIII. REPORTING ILLEGAL OR UNETHICAL BEHAVIOR**

Information about known or suspected violations of any applicable laws, rules or regulations or Kinsale policies, including the Code, other than concerns regarding Accounting Matters (as defined below), on the part of any director, officer, employee or other third party such as an independent agent, adjuster, appraiser, supplier, or vendor must be reported immediately to the Human Resources Director. If the Human Resources Director is the subject of such report, you may report the violation to the Chair of the Compensation, Nominating and Corporate Governance Committee. You should contact the Human Resources Director for clarification or interpretation of any of the policies or provisions of the Code.

Employees are expected to demonstrate reasonable grounds for concern and encouraged to provide sufficient information to permit a thorough investigation of their concerns. Reports of a violation, or possible violation, may be made by telephone, email, in person or in writing. A sufficiently detailed description of the factual basis for the allegations should be given in order to allow for an appropriate investigation. Contact information for reporting violations, or possible violations, is:

CONFIDENTIAL

Kinsale Capital Group, Inc.

2221 Edward Holland Drive, Suite 600

Richmond, VA 23230

Attention: Human Resources Director or

Chair, Compensation, Nominating and Corporate Governance Committee

## **Accounting Matters**

Any employee may submit a good faith complaint regarding accounting, internal accounting controls or auditing matters ("**Accounting Matters**"). The Audit Committee will oversee treatment of complaints and employee concerns in this area. Refer to Kinsale's *Complaint Procedures for Accounting and Auditing Matters* or contact the Human Resources Director with any questions.

Reports of a violation, or possible violation, may also be made anonymously by calling the toll-free hotline at (844) 421-3582, accessing the website at

<http://www.openboard.info/KNSL/> or sending an e-mail to [KNSL@openboard.info](mailto:KNSL@openboard.info), all of which are managed by an independent third-party service provider and allows employees to report a complaint anonymously.

### **Anti-Retaliation**

The Company prohibits any form of intimidation, harassment, threats, discrimination or other retaliation or adverse employment consequence against any employee who reports a complaint in good faith. Any act of alleged retaliation should be reported immediately to the Chair of the Audit Committee or the Chair of the Compensation, Nominating and Corporate Governance Committee.

Any employee found to have knowingly made a false complaint with malicious intent or to have knowingly produced false information with respect to the complaint may be subject to disciplinary measures, up to and including termination of employment.

### **Investigations**

All directors, officers and employees are required to cooperate with the Human Resources Director or his or her designees regarding any investigation into a potential violation of any applicable laws, rules or regulations or Kinsale policies, including the Code. Based on the characteristics of the possible violation, other representatives involved in the investigation may include the Company's internal audit function or an independent third party. Following the investigation, if necessary, the investigation team may recommend corrective actions to the appropriate managers for implementation.

The identity of the individual reporting possible violations will be kept confidential, to the fullest extent practicable, consistent with enforcing the Code and in accordance with Kinsale's legal rights and obligations under applicable law. At that time, the information will only be released on a need-to-know basis, consistent with applicable law. Requests for information by law enforcement officials should be immediately referred to the Human Resources Director.

Refer to Kinsale's *Complaint Procedures for Accounting and Auditing Matters* for additional information on investigations of complaints regarding Accounting Matters.

## **IX. WAIVERS AND REVISIONS**

Waivers of or exceptions to the Code will be granted only in rare circumstances. Any waiver of the Code for a director or officer, or any amendment of the Code, may only be made by Kinsale's Board of Directors or the appropriate committee of the Board and will be promptly disclosed in accordance with applicable laws, rules and regulations. All related party transactions must be approved by Audit Committee in accordance with Kinsale's *Related Party Transactions Policy and Procedures*. Waivers for all other employees will be considered by the President, together with the Human Resources Director.

## **X. CERTIFICATION OF THE CODE**

Due to the importance of adhering to these principles of business conduct and ethics, Kinsale requires directors, officers and employees to submit a certification confirming that they have received the Code, read it, understood it, agree to comply with it and abide the standards and procedures contained therein. Abiding by the standards and procedures outlined in the Code and Kinsale's other policies is a condition of continued employment with Kinsale and continued service as a director. Any questions as to the issues or interpretation of policies covered in the Code should be directed to the Human Resources Director.

**KINSALE CAPITAL GROUP, INC.**

**ANNUAL COMPLIANCE CERTIFICATION**

1. I, \_\_\_\_\_, of Kinsale Capital Group, Inc. have received, read and understand the Code of Conduct (the “Code”). I agree to comply with each of the terms of the Code.

2. (a) I have not received any gifts, entertainment or favors in violation of this Code of Conduct, and confirm my complete compliance with the Code of Conduct, or

(b) I have listed below any present or anticipated financial interest, outside employment or other activities and any additional information that might constitute a conflict of interest or a violation of the Code of Conduct.

I understand that if any changes should occur, I will immediately complete a new Compliance Certification Form.

Executed on \_\_\_\_\_, 20

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Department: \_\_\_\_\_