



DEPARTMENT OF COMMERCE AND INSURANCE

P.O. Box 690, Jefferson City, Mo. 65102-0690

IN RE: Proposed Acquisition of:)
)
AGENTS NATIONAL TITLE)
INSURANCE COMPANY)
)
by)
)
ESSENT TITLE HOLDINGS, INC.,)
ESSENT US HOLDINGS, INC.,)
ESSENT IRISH INTERMEDIATE)
HOLDINGS LIMITED, and)
ESSENT GROUP LTD.)

Case No. 2302030183F

ORDER OF APPROVAL

Based on competent and substantial evidence and a review of the filings, I, Chlora Lindley-Myers, Director of the Missouri Department of Commerce and Insurance, (the “Director” of the “Department”), determine that there is no need for additional proceedings or a formal hearing on this matter and hereby issue the following findings of fact, conclusions of law, and order approving the proposed acquisition in this case:

FINDINGS OF FACT

1. Essent Title Holdings, Inc. (“Essent Title”) submitted to the Department a Form A Statement dated March 20, 2023, regarding the proposed acquisition of control of Agents

National Title Insurance Company (the “Domestic Insurer”). The Form A only identified Essent Title as the person that would acquire control of the Domestic Insurer.

2. Essent Title attached a Securities Purchase Agreement to the Form A. Under the agreement, in relevant part, Essent US Holdings, Inc. (“Essent US Holdings”), which wholly owns Essent Title, would, if regulatory approvals and other conditions were met, purchase from Incenter LLC (“Incenter”) 100% of the issued and outstanding shares of capital stock of Agents National Title Holding Company, which wholly owns the Domestic Insurer. Essent US Holdings designated Essent Title to acquire the shares from Incenter at closing.

3. Through Essent Title’s acquisition of shares as provided in the Securities Purchase Agreement, Essent Title and Essent US Holdings would acquire control of the Domestic Insurer. In addition, by virtue of their ownership and control of Essent Title and Essent US Holdings, two parent companies of Essent Title and Essent US Holdings—Essent Irish Intermediate Holdings Limited (“Essent Irish”) and Essent Group Ltd. (“Essent Group”)—would acquire control of the Domestic Insurer through Essent Title’s acquisition of the Domestic Insurer’s shares.

4. Because the Form A only identified Essent Title as the person that would acquire control of the Domestic Insurer, the Division of Insurance Company Regulation (the “Division”) on April 4, 2023, requested, among other things, that an Amended Form A be filed identifying Essent Title, Essent US Holdings, Essent Irish, and Essent Group (the “Applicants”) as acquiring persons and applicants. The companies filed a fully executed Amended Form A in compliance with this request on May 22, 2023.

5. To aid in the Division's review of the Amended Form A, the Division requested additional information from the Applicants on June 1, 2023. In doing so, the Division notified the Applicants that it had not yet received any third-party background investigations of the Applicants' directors and officers, which are required by section 382.050.1(15) RSMo,¹ 20 CSR 200-11.101(8), and Item 3 of the Form A.

6. The Division received the required third-party background investigations on June 27, 2023, and thereafter completed its review.

7. The Applicants have no immediate plans to declare an extraordinary dividend, liquidate the Domestic Insurer, sell its assets, merge it with any person or persons, or make any other material change in the Domestic Insurer's business operations, corporate structure, or management.

8. The Applicants' acquisition of control of the Domestic Insurer will not substantially lessen competition in insurance in Missouri or tend to create a monopoly in Missouri.

CONCLUSIONS OF LAW

9. Section 382.040.1 states as follows:

No person other than the issuer shall commence a tender offer for or a request or invitation for tenders of, or enter into any agreement to exchange securities for, seek to acquire, or acquire, in the open market or otherwise, any voting security of a domestic insurer if, after the consummation thereof, he or she would, directly or indirectly, or by conversion or by exercise of any right to acquire, be in control of the insurer, and no person shall enter into an agreement to merge with or otherwise to acquire control of a domestic insurer unless, at the time the offer, request, or invitation is commenced or the agreement is entered into, or prior to the acquisition of the securities if no

¹ All statutory references, unless otherwise noted, are to the 2016 Revised Statutes of Missouri.

offer or agreement is involved, he or she has filed with the director and has sent to the insurer a statement containing the information required by section 382.050 and the offer, request, invitation, agreement or acquisition has been approved by the director in the manner prescribed by sections 382.010 to 382.300.

10. Section 382.060.1, in relevant part, states that the Director “shall approve any . . . acquisition of control referred to in section 382.040 unless after a public hearing the director finds” certain adverse conditions or consequences related to the acquisition.

11. After a review of the Amended Form A and the additional information submitted by the Applicants, the Director fails to find that:

- a. After the change of control the Domestic Insurer will not be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which it is presently licensed;
- b. The effect of the merger or other acquisition of control would be substantially to lessen competition in insurance in this state or tend to create a monopoly therein;
- c. The financial condition of any acquiring party is such as might jeopardize the financial stability of the Domestic Insurer, or prejudice the interest of its policyholders;
- d. The plans or proposals which the acquiring party has to liquidate the insurer, to sell its assets or to consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management are unfair and unreasonable to policyholders of the insurer and contrary to the public interest;

- e. The competence, experience, or integrity of those persons who would control the operation of the insurer are such that it would be contrary to the interest of policyholders of the insurer and of the public to permit the merger or other acquisition of control; and
- f. The acquisition is likely to be hazardous or prejudicial to the insurance buying public.

ORDER

12. Based on the foregoing findings and conclusions, the proposed acquisition of control of Agents National Title Insurance Company by Essent Title Holdings, Inc., Essent US Holdings, Inc., Essent Irish Intermediate Holdings Limited, and Essent Group Ltd. is approved. Applicants shall notify the Department of the closing of the proposed transaction as soon as it is final.

SO ORDERED.

WITNESS MY HAND THIS 30th **DAY OF** June, 2023.



Chlora Lindley-Myers
CHLORA LINDLEY-MYERS
DIRECTOR

CERTIFICATE OF SERVICE

I certify that on this 30th day of June, 2023, a copy of the foregoing Order of Approval was sent to the following individual via UPS, signature required, at the following addresses:

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Shareholder, Co-Chair
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