

Legal services for insurance brokers

**Browne
Jacobson**



British
Insurance
Brokers'
Association
Associate
Member





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Introduction

At Browne Jacobson we have in-depth knowledge and experience of the insurance broker and intermediary sector. We combine that knowledge and experience with our leading full-service commercial practice to provide a seamless, joined-up service to our broker clients.

As an intermediary, we understand the regulatory considerations that apply to everything you do, from your senior managers' employment contracts to your customer-facing terms of business. As associate members of BIBA and the MGAA, we work closely with a large number of insurance intermediaries. We stay on top of the latest developments.

We are particularly well known for our work in the broker and MGA M&A space, in which we are one of the most active firms in the market. We have advised on dozens of high-profile broker acquisitions and disposals in the past few years, ranging from large multi-party deals to small book purchases. We have particular expertise in compliance diligence and change of control issues.

We also have significant experience advising on the contractual arrangements that are essential to the distribution of regulated products, including binders, insurer TOBAs, customer TOBAs, TPA agreements and agreements with software providers.

We are considered to be a trusted advisor by many clients ranging from multinational brokers and networks to smaller regional firms, some of whom instruct us as their remote 'in house' counsel through our innovative instant in house product.

'The firm's breadth of knowledge about my client's industry, the firm's efficiency, its billing rates, and the quality of its written work product all are exceptional, among other strengths. I think of Browne Jacobson LLP first when brainstorming choices in outside counsel for many of our matters.'

Legal 500 2023

Intermediary M&A

Our award-winning M&A team, ranked Band One in Chambers UK 2024, is known for its strength in delivering successful M&A transactions in the financial services and insurance sector together with a specific compliance and regulatory due diligence advisory sub-practice.

As one of the largest corporate teams in the UK, we have the experience and resources necessary to run projects on extremely tight timescales. We understand that M&A activity is one of the most high-pressured processes for our clients but often pivotal for the growth of their businesses.

We are particularly well known for our work in the broker and MGA M&A space, in which we are one of the most active firms in the market. We have advised on over 100 broker acquisitions and disposals in the past few years, ranging from large multi-party deals to small book purchases. We have particular expertise in compliance diligence and change of control issues.

To ensure we provide the best service possible to our clients, we have brought together a cross-discipline team who spend a significant proportion of their time working specifically on insurance intermediary M&A. At any given time we are acting on a number of deals involving insurance intermediaries. This means

our clients get the benefit of lawyers who are experts in their field but also understand the insurance sector and the specific issues that arise from intermediary acquisitions.

Our sector expertise allows us to provide advice on strategic decisions or commercial matters affecting your transactions. By getting to the core of your objectives and building strong connections with all parties, we can help make sure your interests are always protected. With our deal and sector experience and commercial acumen, we pride ourselves on offering more than just technical legal advice.

In the last few years we have:

- Advised on over 100 intermediary acquisitions and disposals, including brokers, MGAs, ARs and other regulated insurance intermediaries.
- Advised on some of the most high profile acquisitions in the market.
- Acted for a number of the market's most acquisitive consolidators.
- Advised on a number of private equity backed acquisitions.

- Undertaken specific regulatory compliance due diligence and supported on FCA change of control applications and other regulatory complications arising from transactions.

Case studies

Howden

Advised Howden (including Aston Lark and A-Plan) on over 60 strategic acquisitions.

Clear Group

Advised the Clear Group on several strategic acquisitions.

Bspoke Insurance Group

Advised Bspoke Insurance Group on its acquisition of Police Mutual Healthcare and Police Mutual General Insurance businesses from Royal London.

Jensten

Advised Jensten on a significant number of broker and MGA acquisitions.

Commercial

We combine our strength as a commercial law firm with our experience and expertise in the financial services and insurance sectors. This means we're able to provide an unrivalled commercial service to clients, including insurers, banks, brokers, managing general agents and FinTech and InsurTech business.

“Everyone on its corporate team is very strong and works tirelessly to maintain a timetable despite opposing challenges.”

Chambers and Partners 2023

We are unrivalled in our understanding of the regulatory environment in which you operate. We bring this understanding to all of our commercial advice, whether relating to data, M&A, restructuring, employment or general commercial issues. We have particular experience advising on the terms of:

TOBAs and binders

TPAs and other outsourcing agreements

AR, IAR and multiple principal agreements

Software procurement and other technology contracts

Marketing agreements

Collateral and large loss funding agreements

EV salary sacrifice scheme documents

Portfolio loss transfer agreements

We keep abreast of all regulatory developments and have lawyers in all major disciplines who advise our financial services and insurance clients. In short, we understand our clients' markets and speak your language.

All regulated bodies are expected to treat customers fairly and to consider fair outcomes in all of their dealings. We also understand that the FCA's new Consumer Duty will apply to many of our clients, and that many of you will be subject to the Senior Managers and Certification Regime. Our work goes beyond commercial legal advice.

Through years of experience, we have developed a proven track-record in minimising your compliance and reputational risks, when faced with the ever-changing commercial and technical world in which they operate.

Case studies

International MGA

Providing outsourced legal services to a leading international MGA across all commercial legal disciplines.

International broker

Advising a leading international broker on a variety of business critical commercial contracts, including in relation to its digital transformation and international distribution arrangements.

Top 5 broker

Advising on various commercial agreements relating to EV salary sacrifice schemes.

Digital and data

Our digital and sourcing team regularly advises insurance sector clients on high-value, complex commercial and technology transactions of a critical nature..

We provide strategic advice on all aspects of these transactions to protect our clients' key priorities and aims. Our lawyers have experience advising organisations on the adoption of digital disruptive technologies, including dealing with the regulatory aspect of financial services, as well as the technology behind the use of cryptocurrencies, AI and dispute resolution support if transactions encounter issues.

We regularly advise clients on end-to-end technology, sourcing and the adoption of digital disruptive technologies across a wide spectrum of disciplines such as procurement of hardware and software, systems

integration and builds, disaster recovery solutions, licensing and software development, new FinTech solutions and apps, digital disruptive technologies, crypto technologies, cloud computing, ERP and PSA transactions, mobile devices, e-commerce, cyber resilience, IT disputes and tech corporate transactions.

Our team of lawyers across our offices brings a wealth of experience advising on large-scale, critical, complex IT and sourcing transactions.

Case studies

Insurance provider

We advised a well-known insurer on the creation of an online portal.

InsurTech MGA

We advised an InsurTech MGA on its internal restructure and contractual arrangements, including IP licensing, to ensure it could maximise the commercial opportunities from licensing its proprietary software whilst simultaneously operating as a regulated MGA.

“Browne Jacobson combines expertise in fintech and financial services regulation with a flexible and approachable service offering for high growth early stage companies.”

Legal 500 UK, FinTech 2023



Regulatory compliance

Working closely with clients' compliance, legal and risk teams, we advise on all aspects of financial services regulatory supervision and enforcement, including becoming and remaining authorised or exempt, and related issues of fitness and propriety. These issues are also features of projects we've handled relating to governance and HR aspects of the senior managers and certification regime (SMCR).

Our ability to deploy expertise on a pragmatic basis means we're regularly instructed to handle internal investigations, notifications and other reporting to regulators, including where a business has been subject to, or itself sought to effect, whistleblowing. We are often asked to advise our clients as soon as an issue or potential issue has arisen, in order for us to help our clients steer through what can be difficult territory with the benefit of privileged legal advice.

We also often advise on a pre-emptive basis, assisting our clients with their internal systems and controls, policies and procedures and contractual arrangements to ensure they are as robust as possible and minimise the risk of challenge.

Our clients include brokers, MGAs, insurers and other regulated or potentially regulated businesses. We've advised on numerous applications for businesses becoming authorised or exempt as appointed representatives. We also regularly advise on specific issues relating to broker M&A, including regulatory compliance diligence, change of control applications and advising on issues arising in the course of a transaction.

Our work in relation to the 'controllers' (change in control) regime, includes advising on which entities fall within the regime and on formulating business plans that meet regulators' requirements. Features of this work are also shared with multiple projects we've handled for cross-border business post-Brexit.

Regulatory supervision and enforcement, and related processes on which we advise include risk mitigation programmes, skilled person reports, and complaints, including root cause analyses, customer redress and Financial Ombudsman Service (FOS) referrals.



Case studies

‘Contentious’/enforcement regulatory processes

Our team was involved in a series of related matters for a multi-jurisdiction insurance group which was accused of providing misinformation on financial reports, returns and notifications. We succeeded in addressing the inconsistent information, and in reassuring the relevant regulators that the client had not caused, nor intended to cause, any misimpression. This included working with overseas counsel in order to avert the commencement of proceedings in a non-UK jurisdiction.

Acquisition compliance diligence

We undertake specialist compliance diligence in relation to insurance intermediary acquisitions, having undertaken diligence on over 100 intermediaries in the past few years. We are particularly well known in the market for our work in this area, such that we are often instructed as specialist compliance advisors on transactions that are otherwise being run by other law firms.

“Amazing team work- one of the best in terms of applying their minds to cases before they come to chambers.”

Legal 500 2023

Contacts

“The team have really taken time to build a relationship with us and get to know us as an organisation. They are friendly and responsive, really easy to work with and give excellent legal advice.”

Legal 500 2023



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