

PROSIGHT GLOBAL, INC.
CODE OF BUSINESS CONDUCT AND ETHICS
POLICY FOR DIRECTORS, OFFICERS AND EMPLOYEES

Introduction

ProSight Global, Inc, and its subsidiaries (the “Company”) expect professional and ethical conduct from its directors, officers and employees. The Code of Business Conduct and Ethics Policy (the “Code”) outlines the general standards of conduct expected in business practices undertaken by or on behalf of the Company. The purpose of this Code is to promote the honest and ethical conduct of our directors, officers and employees, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; full, fair, accurate, timely and understandable disclosure in financial reporting; and, compliance with all applicable rules and regulations that apply to the Company and its officers.

The Company also has specific compliance policies and procedures in place which directors, officers and employees are subject to and with which they are expected to comply.

Every director, officer, and employee of the Company and/or its subsidiaries must read this Policy and return to the Chief Legal Officer a completed Code of Conduct Questionnaire and Acknowledgement, attached hereto as Exhibit A or equivalent. You may periodically be asked to re-acknowledge your compliance with this Policy and procedures.

Conflicts of Interest

A conflict of interest occurs when your private interests interfere, or appear to interfere, in any way, with the interests of the Company. Conflicts of interest can also arise when you take action or you or a member of your family have interests that may make it difficult for you to perform your duties to the Company effectively.

Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should be discussed with the Company's Chief Legal Officer. Conflicts of interest should, wherever possible, be avoided.

Although it is impossible to list every conceivable conflict, following are some common examples that illustrate actual or apparent conflicts of interest that should be avoided:

Improper Personal Benefits from the Company

Conflicts of interest arise when you or your family receive improper personal benefits as a result of your position in the Company. You may not accept any

benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure, including any Company loans or guarantees of your personal obligations.

Financial Interests in Other Businesses

You should avoid having an ownership interest in or receiving any benefits from, or permitting a family member to derive benefits from, any other enterprise if that interest compromises or appears to compromise your loyalty to the Company, for example in a company that competes with the Company or that does business with the Company (such as a vendor or supplier). However, it is not typically considered, and the Company does not consider it, a conflict of interest (and therefore prior written approval is not required) to make investments in competitors, clients or suppliers that are listed on a national or international securities exchange so long as the total value of the investment is less than one percent (1%) of the outstanding stock of the corporation and the amount of the investment is not so significant that it would affect your business judgment on behalf of the Company. Any director, officer or employee who becomes aware of their or a family member's having an interest in or receiving a benefit from a company that competes with or does business with the Company has an obligation to disclose the matter immediately, fully, and in writing to the Company's Chief Legal Officer.

Business Arrangements with the Company

You may not participate in a joint venture, partnership or other business arrangement with the Company.

Outside Employment or Activities with a Competitor

Simultaneous employment with or serving as a director of a competitor of the Company is strictly prohibited, as is any activity that is intended to or that you should reasonably expect to advance a competitor's interests at the expense of the Company's interests. You may not market products or services in competition with the Company's current or potential business activities. It is your responsibility to consult with the Chief Executive Officer to determine whether a planned activity will compete with any of the Company's business activities before you pursue the activity in question. Additionally, any director of the Company or any Company affiliate must consult with the Chief Legal Officer of the Company prior to becoming a director of any entity not affiliated with the Company and in any way affiliated with a banking institution (including for example a portfolio company or subsidiary of a banking institution or Bank Holding Company Act company), to ensure a "Bank Management Interlock" is not created. If you have any doubt or question about whether such company is a banking institution or Bank Holding Company Act company, please contact the Chief Legal Officer to assist you in making the assessment. In the event the Chief Legal Officer deems such an Interlock possible, the Director may be required to resign the Company or Company-affiliated seat prior to accepting the new directorship or otherwise may be barred from taking the new directorship.

Outside Employment with a Supplier

Without the prior written approval of the Chief Executive Officer, or his designee, you may not be a supplier or be employed by, serve as a director of or represent a supplier to the Company, or accept money or benefits of any kind from a third party as compensation or payment for any advice or services that you may provide to a client, supplier or anyone else in connection with its business with the Company.

Family Members Working in the Industry

You must inform the Chief Executive Officer, or his designee, if your spouse or significant other, your children, parents, or in-laws, or someone else with whom you have a familial relationship is a competitor or supplier of the Company or is employed by one.

If you have any doubt as to whether or not conduct would be considered a conflict of interest, please consult with the Company's Chief Legal Officer.

Confidential Information

You must maintain the confidentiality of all confidential information received by you in connection with the business of the Company, and may not disclose it to any third party, except when disclosure is authorized or legally mandated. You may not use confidential information for your own advantage or profit. Confidential information includes all non- public information that might prejudice the ability of the Company to pursue certain objectives, be of use to competitors or harmful to the Company, its suppliers or its customers, if disclosed.

Fair Dealing

The Company is committed to the concept of fair dealing. It expects each director, officer and employee to deal fairly with the Company's suppliers, customers, employees and competitors. You should not take advantage of another by manipulation, concealing information, abuse of privileged information, misrepresentation or other similar practice.

Accuracy of Accounting Records

The Company's accounting records are relied upon to produce reports for management, shareholders, creditors, governmental agencies and others. The financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and the Company's system of internal controls. All directors, officers and employees have a responsibility to ensure that the

Company's accounting records do not contain any false or intentionally misleading entries.

If any director, officer or employee has any concerns or complaints regarding accounting, internal control or auditing matters of the Company, such concerns may be anonymously submitted to the Audit Committee. The Audit Committee will, subject to any duties arising under the law or the requirements of any court, or regulatory authority, treat such submissions confidentially.

Relationships with the External Auditor

The Company's external auditor, currently Ernst & Young, is required to maintain independence from the Company. Both they and the Company must ensure that the auditor is free of any relationships with the Company or its employees that could bias or appear to bias the auditor's ability to exercise objective and impartial judgment with respect to its audit engagements with the Company. Depending on the circumstances, such problematic relationships may include a director, officer, or employee of the Company:

- i. having a family member who is a partner or an employee of Ernst & Young,
- ii. having a close relationship (e.g., family member or close friend) with any member of the audit engagement team,
- iii. having a business relationship with Ernst & Young,
- iv. receiving tax services from Ernst & Young (or an immediate family member including spouse, spousal equivalent or child/dependent receiving such services),
- v. having a close affiliation with (meaning having an interest of greater than 10% in, or serving as an officer or director of) a company or organization that has a business relationship with Ernst & Young.; or
- vi. any other connection or affiliation the result of which could be that you or someone you are connected with have influence upon Ernst & Young.

Any director, officer or employee who becomes aware of their having any of the above connections with Ernst & Young or any other relationship that could potentially bias the auditor's impartiality as relates to the Company has an obligation to disclose the matter immediately, fully, and in writing to the Company's Chief Legal Officer.

Corporate Opportunities

Directors, officers and employees may not (a) take for themselves personally business or investment opportunities that are discovered through the use of corporate property, information, or position with the Company; (b) use corporate property, information, or position with the Company for personal gain; or (c) compete with the Company. Directors, officers and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Such a business or investment opportunity should be considered a business or investment opportunity for the Company in the first instance.

Protection and Proper Use of the Company's Assets

All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste may have an impact on the Company's profitability. All assets should be used for legitimate business purposes.

Compliance with Laws

All directors, officers or employees shall comply fully with all laws, rules and regulations affecting the business of the Company, including, without limitation, all laws, rules and regulations prohibiting insider trading, money laundering, bribery, improper payments and anti-competitive activities. The consequences to the Company and its directors, officers and employees of any departure from this policy can be very serious. If a criminal violation has occurred, the Company will take appropriate steps to stop the criminal conduct and to prevent such conduct from reoccurring.

Insider Trading

Directors, officers and employees must not trade in any security of any affiliate, or deemed affiliate, of the Company when they are in possession of undisclosed material information regarding such affiliate. Each director, officer or employee also has a legal duty not to communicate such information to anyone outside the Company. All directors, officers and employees are subject to the provisions of the Company's Insider Trading Policy for Officers, Directors and Certain Employees. Any director, officer or employee who is uncertain about the legal rules involving a purchase or sale of any Company securities or any securities in companies that he or she is familiar with by virtue of his or her work for the Company should consult with the Company's Chief Legal Officer before making any such purchase or sale.

Discrimination and Harassment

The Company is committed to providing equal opportunity in all aspects of employment. Abusive, harassing or offensive conduct by an officer and employee is unacceptable, whether verbal, physical or visual. Officers and employees should report any potential incident of harassment to the Chief Human Resources Officer when it occurs.

Violations of Code

Each director, officer and employee is expected and encouraged to report what he or she believes in good faith are violations of this Code, whether accidental or deliberate, by any director, officer or employee. Any questions relating to how this Code should be interpreted or applied should be addressed to the Company's Chief Legal Officer. A director, officer or employee who is unsure of whether a situation violates this Code should discuss the situation with the Company's Chief Legal Officer to prevent possible misunderstandings and embarrassment at a later date. If a director, officer or employee becomes aware of any conflict, relationship, payment or other action, involving himself or others, which could conflict with this Code, it is their obligation to disclose the matter fully and in writing to their supervisors or in the case of a director to the Chairman. Failure to do so is itself a violation of this Code. Reports of possible violations will be acted upon promptly and in a manner consistent with the circumstances. The Company will take such disciplinary or preventive action as it deems appropriate, up to and including dismissal or, in the event of criminal or other serious violations of law, notification of appropriate governmental authorities.

Employees will not be disciplined or suffer retribution for reporting honestly and in good faith suspected or actual violations.

Special Investment Restrictions

As an affiliate of Goldman Sachs, a U.S. bank holding company (“BHC”), ProSight is subject to the same BHC restrictions as Goldman Sachs. One such restriction, based on the Volcker Rule, prohibits directors and employees of ProSight from making investments in certain funds sponsored or managed by Goldman Sachs. As a result, with respect to existing investments and before making new investments in a privately offered vehicle (e.g., a hedge fund, private equity fund or mutual fund), directors and employees must assure themselves that the fund is not sponsored or managed by Goldman Sachs. To do that, if you have any doubt or question about whether such fund is sponsored or managed by Goldman Sachs please contact the Chief Legal Officer or one of ProSight’s lawyers. ProSight’s in-house legal counsel will then advise as to whether the investment is permissible. Please allow at least 5 business days for that legal review and response.

Waiver

From time to time, the Company may amend, modify or waive some provisions of this Code. Any waiver of the Code for executive officers or directors of the Company may be amended, modified or waived only by the Board of Directors or the Audit Committee of the Board of Directors and must be promptly disclosed as required by SEC or NYSE rules.

Questions and concerns regarding this Code should be addressed to the Company's Chief Legal Officer.

EXHIBIT A

**PROSIGHT GLOBAL, INC.
CODE OF CONDUCT
*QUESTIONNAIRE AND ACKNOWLEDGEMENT***

Conflicts of Interest

A conflict of interest occurs when your private interests interfere, or appear to interfere, in any way, with the interests of ProSight Global, Inc. and its subsidiaries (the “Company”). Conflicts of interest can also arise when you take action or you or a member of your family have interests that may make it difficult for you to perform your duties to the Company effectively.

To avoid potential conflicts of interest and ensure compliance with the Company’s Code of Business Conduct and Ethics Policy (the “Policy”), all directors, officers, and employees are required to complete this Conflict of Interest Policy Questionnaire (the “Questionnaire”) annually. The Questionnaire is required in conjunction with all directors, officers, and employees having acknowledged and signed the Policy, which is incorporated by reference.

Please answer the following questions in their entirety. If you are unsure whether a disclosure is required, it is generally prudent to err on the side of disclosure. If you have any doubt as to whether or not conduct would be considered a conflict of interest, please consult with the Company’s Chief Legal Officer. As used herein:

“Family member” includes your spouse, significant other, parents, children, siblings, aunts, uncles, nephews, nieces, grandparents, grandchildren, and in-laws.

“Other insurance industry related company” includes, but is not limited to, retail or wholesale insurance agencies, managing general agencies, insurance premium finance companies, third party administrators, and independent claims adjusters.

1. Improper Personal Benefits from the Company

You may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure, including any Company loans or guarantees of your personal obligations.

In the past 12 months, have you or a family member received personal benefits, other than compensation to which you are entitled per your employment agreement, as a result of your position in the Company?

Yes: ___

No: ___

If yes, identify the personal benefits you or your family member received as a result of your position in the Company.

2. Financial Interests in Other Businesses

You should avoid having an ownership interest in or receiving any benefits from, and avoid being involved in the administration of or permitting a family member to derive benefits from, any other enterprise if that interest compromises or appears to compromise your loyalty to the Company, for example in a company that competes with the Company or another insurance industry related company that does business with the Company (e.g., an agency or supplier). However, it is not typically considered, and the Company does not consider it, a conflict of interest (and therefore prior written approval is not required) to make investments in competitors, clients, suppliers, or other insurance industry related companies that are listed on a national or international securities exchange, so long as the total value of the investment is less than one percent (1%) of the outstanding stock of the corporation and the amount of the investment is not so significant that it would affect your business judgment on behalf of the Company.

In the past 12 months, did you or a family member have direct financial interest in or receive benefits from any company that competes with, acts as supplier or vendor to, or that does business with the Company?

Yes: ___

No: ___

If yes, identify the company and nature of the relationship of you or your family member.

3. *Outside Employment or Activities with a Competitor*

Simultaneous employment with or serving as a director of a competitor of the Company is strictly prohibited, as is any activity that is intended to or that you should reasonably expect to advance a competitor's interests at the expense of the Company's interests. You may not market products or services in competition with the Company's current or potential business activities. It is your responsibility to consult with the Chief Executive Officer to determine whether a planned activity will compete with any of the Company's business activities before you pursue the activity in question.

Other than a current employment position you now hold that you will leave to accept a position with ProSight, are you now or do you expect that after beginning your employment with ProSight you will be (a) employed by or serve as a director of a competitor of the Company or (b) engaged in any activity that could compete with any of the Company's business activities?

Yes: ___

No: ___

If yes, identify the company or activity and your role.

4. *Outside Employment with a Supplier or Other Insurance Industry Related Company*

Without the prior written approval of the Chief Executive Officer, or his designee, you may not be the owner of a supplier or other insurance industry related company or be employed by, serve as a director of or represent a supplier of the Company or another insurance industry related company, or accept money or benefits of any kind from a third party as compensation or payment for any advice or services that you may provide to a client, supplier, other insurance industry related company, or anyone else in connection with its business with the Company.

In the past 12 months, have you been an owner of a supplier or have any other insurance industry related company or other economic interest in a supplier or other insurance industry related company, or been employed by or serve as a director of a supplier or other insurance industry related company?

Yes: ___

No: ___

If yes, identify the company and your role with the supplier or other insurance industry related company.

5. Family Members Working in the Insurance Industry

You must inform the Chief Executive Officer, or his designee, if a family member is an owner of another insurance industry related company or supplier of the Company or is employed by one.

In the past 12 months, has any family member been an owner of another insurance industry related company or supplier of the Company or employed by one?

Yes: ___

No: ___

If yes, identify your family member, the company, and his/her role with the other insurance industry related company or supplier.

6. Relationships with Independent Auditor, Ernst & Young

You must inform the Chief Legal Officer if you have any connection to Ernst & Young that could potentially bias the auditor's impartiality as relates to the Company, including without limitation (i) a family member who works for Ernst & Young, (ii) having a business relationship

with Ernst & Young or an affiliation with an organization that does business with Ernst & Young, (iii) receiving services, or an immediate family member receiving same, from Ernst & Young, or (iv) any other connection or affiliation the result of which could be that you, or someone you are connected with, having influence upon Ernst & Young.

Do you expect that any such connection between you or a family member and Ernst & Young or its personnel as described above has existed in the past 12 months or will exist after you begin your employment at ProSight?

Yes: ___

No: ___

If yes, identify and describe the relationship, family member, company, or other basis for such potential connection. If possible, please list the office location or state where the relevant EY employee is based.

I have read and understand the Policy, attached hereto, and will comply with such Policy and to the best of my knowledge and belief, I certify that the above information is true and accurate.

I have acted in compliance with the Policy since the date of my last certification (if any), since my appointment as Director and/or Officer of the Company and, if an employee of the Company, since the date my employment began.

Name: _____

Signature: _____

Title: _____

Date: _____