

# Code Of Business Conduct and Ethics

## Introduction

It is the policy of Essent Group Ltd. and its subsidiaries (the “Company”) to conduct our business in accordance with applicable laws, rules and regulations, and high ethical standards. This Code of Business Conduct and Ethics (“Code”) is an expression of our core values and represents a framework for decision-making.

This Code applies to all directors, officers, and employees of the Company (collectively, “Covered Persons”) and must be strictly observed. Failure to do so could result in disciplinary action, up to and including termination.

This Code does not purport to address every issue or situation that may arise, but sets out basic principles that should govern the day-to-day business behavior of Covered Persons. All Covered Persons must conduct

themselves accordingly and seek to avoid even the appearance of improper behavior. The Company expects each Covered Person to review this Code and to follow both the letter and spirit of the standards and policies contained herein. All Covered Persons are expected to seek the advice of their manager, a higher level manager, the Vice President of Human Resources, the Chief Legal Officer or the Chief Compliance Officer of the Company, directly or via the Company’s confidential hotline, when questions arise about issues discussed in this Code and any other issues that may implicate the standards or integrity of the Company or any Covered Person.

This Code is not intended to be an exclusive set of principles or policies for governing the conduct of Covered Persons, nor is it a summary of all policies that apply to the Company’s business. This Code should be

read in conjunction with the Company’s policies and procedures, as amended from time to time, which are aligned with, and, in some cases, carry out the principles and policies set forth in this Code.

**Important Note:** Nothing in this Code (or in any other Company document or policy) limits the rights of employees to 1) communicate about pay, hours, or other terms of employment or working conditions, or 2) communicate with a government agency or official regarding these topics or any violation of law.

## 1. Compliance with Laws, Rules and Regulations

It is the Company’s policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Covered Person to comply with all laws, rules and regulations applicable to the Company’s business and operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information, or misuse of corporate assets. Covered Persons are expected to understand and comply with all laws, rules and regulations that apply to their job positions and/or roles. If any doubt exists about whether a course of action is lawful, Covered Persons should seek advice from their supervisor or the Chief Legal Officer or Chief Compliance Officer.

## 2. Corporate Opportunities

Covered Persons are prohibited (without the consent of the Board of Directors or a designated committee thereof) from (i) taking for themselves personally opportunities that are discovered through the use of corporate property, information or their position, (ii) using corporate property, information or their position for personal gain and (iii) competing with the Company, directly or indirectly, for business opportunities.

### 3. Conflicts of Interest

A “conflict of interest” exists when a Covered Person’s private interest interferes in any way with the interests of the Company.

A conflict situation can arise when a Covered Person takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when a Covered Person, or a member of his or her family, receives improper personal benefits (including personal loans, services or payment for services that the person is performing in the course of Company business) as a result of his or her position in the Company or gains personal enrichment through access to confidential information.

This Code does not attempt to describe all possible conflicts of interest that could develop. The examples below are included only to provide guidance and in no way represent a complete list of situations in which conflicts may arise.

The following situations are examples of conflicts of interest:

- **Gifts.** No Covered Person should receive from, or give to, a client or competitor gifts, gratuities, special allowances, discounts or other personal benefits. This guideline does not prohibit gifts and entertainment that comply with the Company’s Gift and Entertainment Policy.
- **Financial Interests.** No Covered Person should have a significant financial interest (ownership or otherwise) in any company that is a customer or competitor of the Company. A “significant financial interest” means ownership of greater than five percent of the equity of a customer or competitor.
- **Loans or Other Financial Transactions.** No Covered Person should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a customer or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- **Service on Boards and Committees.** No Covered Person should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.

All potential and actual conflicts of interest or material transactions or relationships that reasonably could be expected to give rise to such a conflict or the appearance of such a conflict must be promptly communicated to the Chief Legal Officer or Chief Compliance Officer. Covered Persons should take care to report conflicts to a person who they believe is not involved in the matter giving rise to the conflict.

Any Covered Person who has a doubt about whether a conflict of interest exists after consulting this provision of the Code, should contact the Chief Legal Officer or Chief Compliance Officer, so that she/he can assist in making that determination.

### 4. Insider Trading

United States federal and applicable state laws prohibits the use of “material inside information” when trading in or recommending Company securities. Similar prohibitions exist under Bermuda law. Accordingly, no Covered Person may engage in transactions in the Company’s shares (whether for their own account, for the Company’s account or otherwise) while in possession of material inside information (“Insider Trading”) relating to the Company. Further, no Covered Person who is in possession of material inside information may communicate such information to third parties who may use such information in the decision to purchase or sell Company shares (“Tipping”). These restrictions also apply to securities of other companies if a Covered Person learns of material inside information in the course of his or her duties for the Company. In addition to violating Company policy, Insider Trading and Tipping are illegal.

What constitutes “material inside information” is a complex legal question but is generally considered to be information not available to the general public, which a reasonable investor contemplating a purchase of Company shares would be substantially likely to take into account in making his or her investment decision. Such information includes information relating to a share split and other actions relating to capital structure, major management changes, contemplated acquisitions or divestitures, and information concerning earnings or other financial information. Such information continues to be “inside” information until it is disclosed to the general public.

Any person who is in possession of material inside information is deemed to be an “insider.” This would include all Covered Persons (whether management or non-management), as well as spouses, friends or brokers who may have acquired such information directly or indirectly from an insider “tip.”

Substantial penalties may be assessed against people who trade while in possession of material inside information and can also be imposed upon companies and so called controlling persons such as officers and directors who fail to take appropriate steps to prevent or detect insider trading violations by their employees or subordinates. Each Covered Person must adhere to the Company's Insider Trading Policy. If any doubts exist as to what constitutes "material inside information," each Covered Person should consult with the Chief Legal Officer or Chief Compliance Officer.

## 5. Fair Dealing

The Company does not seek competitive advantages through illegal or unethical business practices. Every Covered Person should endeavor to deal fairly with each of our customers, competitors and other Covered Persons. No Covered Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

## 6. Gifts and Entertainment

Covered Persons must adhere to the Company's Gifts and Entertainment Policy.

## 7. Discrimination and Harassment

We are firmly committed to providing equal employment opportunities to all individuals and will not tolerate any unlawful discrimination, harassment, or retaliation. All Covered Persons must adhere to the Company's Diversity and Prevention of Discrimination and Harassment Policy.

## 8. Improper Behavior and Substance Abuse

The Company strives to provide each employee with a safe and healthy work environment. Each Covered Person has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and physically threatening behavior is expressly prohibited.

Employees should report to work in condition to perform their duties, free from the influence of/not impaired by illegal drugs or alcohol. Employees must adhere to the Company's Substance Abuse Prevention Policy and a Fitness for Duty Policy. Consistent with these policies, the improper use of alcohol or drugs in the workplace and during working time and Company social or business-related events by any Covered Person will not be tolerated.

## 9. Company Records

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include payroll, timecards, travel and expense reports, e-mails, accounting and financial data, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. Covered Persons are responsible for understanding and complying with our record keeping policy and should ask a supervisor or the Chief Legal Officer or Chief Compliance Officer if they have any questions.

The Company has a formal document retention policy that each Covered Person must follow with respect to Company records within such Covered Person's control.

## 10. Accuracy of Financial Reports and Other Public Communications

As a public company, the Company is required to file various reports with the federal government's Securities and Exchange Commission (the "SEC"). It is the Company's policy to make full, fair, accurate, timely and understandable disclosure regarding the financial and business condition of the Company in compliance with all applicable laws and regulations in all required periodic and other reports filed with or submitted to the SEC and in other communications made to the public.

It is critical to the reputation of the Company, and to employees personally, that the Company accurately report all financial and non-financial data. In addition, the Company's policy strictly prohibits any Covered Person, or any person acting under the direction of a Covered Person, from taking any action to coerce, manipulate, mislead or fraudulently influence the accountant or auditor engaged in the performance of an audit of the Company's financial statements. Misstating financial results carries serious criminal and civil fines and penalties for the Company and personal and criminal liability for Covered Persons. It can also expose the Company to shareholder litigation and serious market ramifications.

The Company's principal financial officers and other employees working in the Accounting Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

## 11. Confidentiality

Each Covered Person must maintain the confidentiality of "Confidential Information"—meaning our Company trade secrets or other proprietary, non-public business strategies, marketing, or accounting information, information about our financial performance, results or prospects, or similar non-public business information (none of which includes Company employees' pay, hours, or other terms of employment or working conditions; see "Important Note" in the introduction on page 1) entrusted to such Covered Person by the Company or by a third party in connection with an actual or prospective business relationship with the Company, except when disclosure is expressly authorized by the Company or is required by laws or regulations. Confidential Information also may include non-public business information of or related to an outside company with which we have a business relationship, and which information has been entrusted to us.

Covered Persons should take steps to safeguard Confidential Information by keeping such information secure, limiting access to such information to those Covered Persons who have a "need to know" in order to do their job, and avoiding discussion of Confidential Information in public areas, for example, in elevators, hallways, lobbies, restrooms and public transportation facilities or on social media or electronic forums such as an internet chat room or a non-company website.

The obligation to prevent unauthorized disclosure of Confidential Information is ongoing, even after employment ends for any reason, whether by resignation or involuntary dismissal.

## 12. Protection and Proper Use of Company Assets

Proper and efficient use of Company, customer and other third party assets, such as electronic communication systems, Confidential Information, material, facilities and equipment, as well as intangible assets, is each Covered Person's responsibility. Covered Persons must not use such assets for personal profit for themselves or others. In addition, Covered Persons must act in a manner to protect such assets from loss, damage, misuse, theft, removal, and waste. Finally, Covered Persons must ensure that such assets are used only for legitimate business purposes.

## 13. Illegal Payments; Relationships with Government Personnel

Covered Persons who do business with federal, state or local government agencies must know and abide by the specific local, state and/or federal laws, rules and regulations concerning relations with these governmental agencies and officials, including, but not limited to, any reporting requirements. Such Covered Persons must also conduct themselves in a manner that avoids any inappropriate or unethical dealings or dealings that might be perceived as attempts to influence public officials in the performance of their official duties.

Moreover, the Real Estate Settlement Procedures Act prohibits the giving of any "thing of value" to a settlement service provider in exchange or pursuant to an understanding for the provision of a settlement service. State insurance laws also prohibit illegal inducements for the referral of business.

Covered Persons must adhere to the Company's Anti-Corruption Policy, Gifts and Entertainment Policy and RESPA Policy. Please consult the Company's Legal Department or Chief Compliance Officer for more guidance on these issues.

## 14. Waivers to the Code

Covered Persons should understand that waivers or exceptions to identified provisions in our Code will be granted only in advance and only under exceptional circumstances. A waiver of this Code for any executive officer or director may be made only by the Board of Directors or a committee thereof and must be promptly disclosed to shareholders in accordance with applicable law and New York Stock Exchange requirements.

## 15. Reporting of Illegal or Unethical Behavior

Any Covered Person who is aware of any illegal or unethical behavior or who believes that an applicable law, rule or regulation or the Code has been violated, is strongly encouraged to promptly report the matter to the Chief Compliance Officer. In addition, a Covered Person who has a concern about the Company's accounting practices, internal controls or auditing matters, should report his or her concerns to the Chief Compliance Officer, or the Chairman of the Audit Committee. **Any Covered Person wishing to make a report with respect to any of these matters anonymously, or to discuss a sensitive issue or question, may do so via the Company's anonymous web based reporting system by logging onto [essent.ethicspoint.com](https://essent.ethicspoint.com) or via the Company's anonymous toll free reporting system by calling 1.866.737.6850 from outside the U.S. or 1.877.307.1223 from inside the U.S.** All reports of violations will be promptly investigated and, if appropriate, remedied, and if legally required, immediately reported to the proper governmental authority.

Covered Persons will be expected to cooperate in assuring that violations of the Code are promptly addressed. The Company has a policy of protecting the confidentiality of those making reports of possible misconduct to the maximum extent possible, consistent with the requirements necessary to conduct an effective investigation, and the law. **In no event will there be any retaliation against someone for reporting an activity that he or she in good faith believes to be a violation of any law, rule, regulation, or this Code.** Any supervisor or other Covered Person intimidating or imposing sanctions on a Covered Person for reporting a matter will be disciplined up to and including termination.

Covered Persons should know that it is a crime to retaliate against a person, including with respect to their employment, for providing truthful information to a law enforcement officer relating to the possible commission of any U.S. federal offense. In addition, it is the Company's policy that retaliation will not be tolerated. Covered Persons who believe that they have been retaliated against by the Company, its Covered Persons or agents, for providing information to or assisting in an investigation conducted by a U.S. federal agency, Congress or a person with supervisory authority over the Covered Person (or another Covered Person who has the authority to investigate or terminate misconduct) in connection with conduct that the Covered Person reasonably believes constitutes a violation of U.S. federal criminal fraud statutes or any rule or regulation of the Securities and Exchange Commission, may file a complaint with the Secretary of Labor, or in court if the Secretary does not take action in a timely manner.

## 16. Compliance with the Code

This Code is not intended to cover every situation where choices and decisions must be made. Covered Persons should seek guidance from their supervisors, managers, the Legal Department, the Chief Compliance Officer, and/or the Human Resources Department when in doubt about the best course of action in a particular situation. Covered Persons should also be guided by their personal sense of right and wrong and common sense.

A failure by any Covered Person to comply with this Code may result in disciplinary action, termination of employment or legal proceedings, as warranted. This determination will be based upon the facts and circumstances of each particular situation. Covered Persons who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. The conduct of each Covered Person as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both such individual and the Company.

Each Covered Person will be required on an annual basis to certify their compliance with this Code.

## Locations

### Essent Group Ltd.

#### Corporate Offices

Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda

### Essent Reinsurance Ltd.

#### Corporate Offices

69 Pitts Bay Road  
Pembroke HM 08, Bermuda

### Essent Guaranty, Inc.

#### Corporate Offices

Two Radnor Corporate Center  
100 Matsonford Road  
Radnor, PA 19087