

STATE OF NEW JERSEY
DEPARTMENT OF BANKING AND INSURANCE

IN THE MATTER OF THE REQUESTS BY)
GREENOAKS CAPITAL MS LP-OSLER)
SERIES, GREENOAKS CAPITAL MS LP-)
BLACKWELL SERIES, AND GREENOAKS)
CAPITAL OPPORTUNITIES FUND, LP, FOR) ORDER
EXEMPTIONS FROM THE FILING AND)
PUBLIC HEARING REQUIREMENTS OF)
THE INSURANCE HOLDING COMPANY)
SYSTEMS ACT, N.J.S.A. 17:27A-1 ET SEQ.)

This matter having been opened by the Commissioner of the Department of Banking and Insurance (“the Commissioner”) pursuant to N.J.S.A. 17:1C-1 et seq., and 17:27A-1 et seq., and all powers expressed or implied therein; and

IT APPEARING that N.J.S.A. 17:27A-2d provides for the Commissioner’s approval of any merger or other acquisition of control of a domestic insurer after holding a public hearing; and

IT FURTHER APPEARING that N.J.S.A. 17:27A-2f(2)(a) provides an exemption to N.J.S.A. 17:27A-2 when an offer, request, invitation, agreement or acquisition is made which the Commissioner by Order shall find as not having been made or entered into for the purpose, and not having the effect, of changing or influencing the control of a domestic insurer; and

IT FURTHER APPEARING that Clover Insurance Company (“Clover Insurance” or “the insurer”), a New Jersey-domiciled stock insurer, is a wholly-owned subsidiary of Clover Health Holdings, Inc. (“CHH”), a Delaware-domiciled corporation, and Clover HMO, LLC, a New Jersey-domiciled health maintenance organization (“Clover HMO” or “the HMO”), is a wholly-

subsidiary of Clover HMO Corp., a Delaware-domiciled corporation (the insurer and HMO collectively “the companies”); and

IT FURTHER APPEARING that CHH and Clover HMO Corp both are ultimately wholly-owned by Clover Health Investments, Corp. (“CHI”), a Delaware-domiciled corporation; and

IT FURTHER APPEARING that Greenoaks Capital MS LP-Osler Series (“Greenoaks Osler”), Greenoaks Capital MS LP-Blackwell Series (“Greenoaks Blackwell”) and Greenoaks Capital Opportunities Fund, LP (“Greenoaks Capital”) (collectively, “the applicants”) seek to acquire an equity stake in CHI through a series of transactions, which will, after such transactions, equate to an ownership interest that is approximately two percent to four percent greater than the current equity position in CHI currently held by Greenoaks Capital, Greenoaks Capital MS LP-Joslin Series and Greenoaks Capital MS LP-Banting Series (collectively, “the Existing Greenoaks Investors” and together with Greenoaks Osler and Greenoaks Blackwell, “the Greenoaks Entities”); and

IT FURTHER APPEARING that the Existing Greenoaks Investors currently own approximately 10 percent of the issued and outstanding voting securities of CHI, and that after the contemplated transactions, the total stake held by the Greenoaks Entities will be approximately 12 to 14 percent of the voting securities of CHI; and

IT FURTHER APPEARING that the nature of the Greenoaks Entities is to bring investment of an institutional nature to CHI, and is not made for the purpose of maintaining or influencing control of the companies; and

IT FURTHER APPEARING that, after the transactions, no individual investor (other than the applicants) will own 10 percent or more of CHI, and neither the applicants nor any other investor will obtain the right to appoint a member to CHI's Board of Directors; and

IT FURTHER APPEARING that as the transactions involved in this matter relate to those of institutional investors and are not being made for the purpose of maintaining or influencing control; and

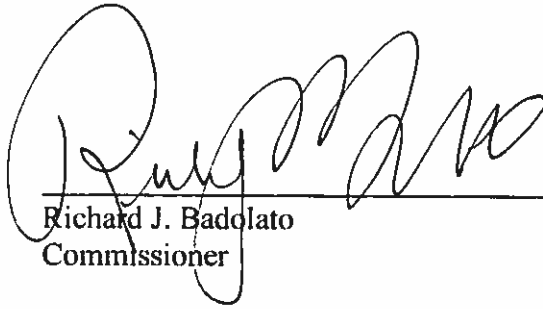
IT FURTHER APPEARING that the Department of Banking and Insurance ("Department") has reviewed the documents submitted in support of these requests and, based upon that review, has determined that the parties may be exempted from the filing and public hearing requirements of N.J.S.A. 17:27A-2, upon finding that the provisions of N.J.S.A. 17:27A-2f(2) are applicable to this transaction, consistent with approval for an exemption involving similar transactions related to CHI under Order No. A17-102; provided however that given the Greenoaks Entities' indirect ownership interest of 12 to 14 percent of the companies through ownership of CHI which results from the proposed transactions that are the subject of the instant application, any acquisition of additional shares involving the Greenoaks Entities or affiliated individuals or entities will require review by the Department de novo, where the Department may require filings and a public hearing pursuant N.J.S.A. 17:27A-2;

THEREFORE, IT IS on this 4th day of May, 2017,

ORDERED that:

Based upon the finding that the proposed transactions after the actions of CHI and the Greenoaks Entities as set forth above are being made in the capacity of institutional investment, and not for the purpose affecting or influencing the ultimate control, direction or ownership of the companies, the transactions that are subject of the applicants' filing dated April 6, 2017, are

hereby exempted from the statutory filing and public hearing requirements of N.J.S.A. 17:27A-1 et seq. in accordance with N.J.S.A. 17:27A-2f(2), with the understanding that any additional direct or indirect acquisition of ownership in the companies may be subject to such filing requirements.



Richard J. Badolato
Commissioner

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