

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bunch Richard F. III</u> <hr/> (Last) (First) (Middle) C/O TWFG, INC. 1201 LAKE WOODLANDS DRIVE, SUITE 4020 <hr/> (Street) THE WOODLANDS TX 77380 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/17/2024	3. Issuer Name and Ticker or Trading Symbol <u>TWFG, Inc.</u> [ TWFG ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman and CEO</p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	100 <sup>(1)</sup>	I	By LLC <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class C LLC Units in TWFG Holding Company, LLC	(2)	(2)	Class A Common Stock	34,236,072 <sup>(1)</sup>	(2)	I	By LLC <sup>(1)</sup>

1. Name and Address of Reporting Person* <u>Bunch Richard F. III</u> <hr/> (Last) (First) (Middle) C/O TWFG, INC. 1201 LAKE WOODLANDS DRIVE, SUITE 4020 <hr/> (Street) THE WOODLANDS TX 77380 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Bunch Family Holdings, LLC</u> <hr/> (Last) (First) (Middle) C/O TWFG, INC. 1201 LAKE WOODLANDS DRIVE, SUITE 4020 <hr/> (Street) THE TX 77380
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WOODLANDS

(City) (State) (Zip)

**Explanation of Responses:**

1. The shares of Class A common Stock of the Issuer and the Class C LLC Units of TWFG Holding Company, LLC ("TWFG Holding") are owned directly by Bunch Family Holdings LLC ("Bunch Holdings"), a ten percent owner of the Issuer, and indirectly by Richard F. Bunch III, who is sole member of Bunch Holdings. Richard F. Bunch III is a director, officer and ten percent owner of the Issuer.

2. Pursuant to the "reorganization transactions" (as defined in the Issuer's Registration Statement on Form S-1, as amended (File No. 333-280439)), as part of the Issuer's initial public offering, (i) the Class C LLC Units of TWFG Holding held by Bunch Holdings will be reclassified as LLC Units of TWFG Holding, (ii) Bunch Holdings will exchange 342,362 LLC Units of TWFG Holding for 342,362 shares of Class A Common Stock of the Issuer, and (iii) Bunch Holdings will continue to hold 33,893,810 LLC Units of TWFG Holdings and will hold a corresponding number of shares of Class C Common Stock of the Issuer. Each LLC Unit of TWFG Holdings held by the Reporting Persons is exchangeable for shares of Class A Common Stock of the Issuer on a one-for-one basis, and upon such exchange, an equivalent number of shares of Class C Common Stock of the Issuer held by the Reporting Persons will be canceled.

**Remarks:**

Exhibits 24.1 and 24.2 - Powers of Attorney

/s/ Julie E. Benes, as  
Attorney-in-Fact for  
Richard F. Bunch 07/17/2024

/s/ Julie E. Benes, as  
Attorney-in-Fact for  
Bunch Family Holdings,  
LLC 07/17/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## LIMITED POWER OF ATTORNEY

I, Richard F. (“Gordy”) Bunch III, do hereby appoint Janice E. Zwinggi and Julie E. Benes, as my true and lawful attorneys-in-fact (each an “*Attorney-in-Fact*” and, collectively, the “*Attorneys-in-Fact*”), each, individually or jointly, with full power of substitution and resubstitution, to have full power and authority to act in my name, place and stead and on my behalf to:

- 1) execute and deliver for and on behalf of me, in my capacity as one or more of an officer, director, or significant stockholder of TWFG, Inc. or any of its subsidiaries (collectively, the “*Company*”), Forms 3, 4 and 5 and any amendments thereto under Section 16(a) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the rules and regulations thereunder;
- 2) do and perform any and all acts for and on behalf of me that such Attorney-in-Fact (in his or her sole discretion) determines may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto and timely file same with the United States Securities and Exchange Commission (the “*SEC*”) and any stock exchange or similar authority, including, without limitation, the filing of a Form ID or any other documents necessary or appropriate to enable such documents to be filed electronically with the SEC; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the sole opinion of such Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, or for, me, it being understood that the documents executed by such Attorney-in-Fact on behalf of me pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such Attorney-in-Fact may approve in his or her sole discretion.

I hereby ratify and confirm all that the Attorneys-in-Fact shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. I acknowledge that the Attorneys-in-Fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, (i) any of my responsibilities to comply with the requirements of the Exchange Act or the Securities Act of 1933, as amended (the “*Securities Act*”), or any liability for my failure to comply with such requirements, or (ii) any obligation or liability I incur for profit disgorgement under Section 16(b) of the Exchange Act. I further acknowledge that this Limited Power of Attorney does not relieve me from responsibility for compliance with my obligations under the Exchange Act or the Securities Act.

This Limited Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4 or 5 with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the Attorneys-in-Fact.

**IN WITNESS WHEREOF**, I have executed this Limited Power of Attorney as of July 2, 2024.

/s/ Richard F. Bunch III

Signature: \_\_\_\_\_

Richard F. Bunch III

Name: \_\_\_\_\_

## LIMITED POWER OF ATTORNEY

Bunch Family Holdings, LLC does hereby appoint Julie E. Benes as its true and lawful attorney-in-fact (the “*Attorney-in-Fact*”) with full power of substitution and resubstitution, to have full power and authority to act in its name, place and stead and on its behalf to:

- 1) execute and deliver for and on behalf of Bunch Family Holdings, LLC, in its capacity as one or more of an officer, director, or significant stockholder of TWFG, Inc. or any of its subsidiaries (collectively, the “*Company*”), Forms 3, 4 and 5 and any amendments thereto under Section 16(a) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the rules and regulations thereunder;
- 2) do and perform any and all acts for and on behalf of Bunch Family Holdings, LLC that the Attorney-in-Fact (in his or her sole discretion) determines may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto and timely file same with the United States Securities and Exchange Commission (the “*SEC*”) and any stock exchange or similar authority, including, without limitation, the filing of a Form ID or any other documents necessary or appropriate to enable such documents to be filed electronically with the SEC; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the sole opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, or for, Bunch Family Holdings, LLC, it being understood that the documents executed by the Attorney-in-Fact on behalf of Bunch Family Holdings, LLC pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as the Attorney-in-Fact may approve in his or her sole discretion.

Bunch Family Holdings, LLC hereby ratifies and confirms all that the Attorney-in-Fact shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. Bunch Family Holdings, LLC acknowledges that the Attorney-in-Fact, in serving in such capacity at its request, is not assuming, nor is the Company assuming, (i) any of Bunch Family Holdings, LLC’s responsibilities to comply with the requirements of the Exchange Act or the Securities Act of 1933, as amended (the “*Securities Act*”), or any liability for Bunch Family Holdings, LLC’s failure to comply with such requirements, or (ii) any obligation or liability Bunch Family Holdings, LLC incurs for profit disgorgement under Section 16(b) of the Exchange Act. Bunch Family Holdings, LLC further acknowledges that this Limited Power of Attorney does not relieve it from responsibility for compliance with its obligations under the Exchange Act or the Securities Act.

This Limited Power of Attorney shall remain in full force and effect until Bunch Family Holdings, LLC is no longer required to file Forms 3, 4 or 5 with respect to its holdings of and transactions in securities issued by the Company, unless earlier revoked by Bunch Family Holdings, LLC in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of July 2, 2024.

**Bunch Family Holdings, LLC**

By: /s/ Richard F. Bunch III

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Name: Richard F. Bunch III

Title: President