HCI Group, Inc.
Corporate Governance Guidelines

The following corporate governance guidelines have been approved by the board of directors of HCI Group, Inc. and, along with the board committee charters, provide the framework for the corporate governance of HCI Group, Inc. The board of directors reviews these guidelines and other aspects of the company's corporate governance at least annually.

1. Role of the Board and Management

The company's business is conducted by its officers and other employees, under the direction of the chief executive officer and the oversight of the board of directors, to enhance the long-term value of the company for its shareholders. The members of board of directors are elected by the shareholders to oversee management and to ensure that the long-term interests of the company and the shareholders are being served. Each director is expected to perform as a director (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director reasonably believes to be in the best interests of the company. Both the board of directors and management recognize that the long-term interests of the company and its shareholders are advanced by responsibly addressing the concerns of other interested parties, including employees, prospective employees, customers, vendors, agents, government officials, the communities in which the company operates and the public at large.

2. Functions of the Board of Directors

The board of directors typically meets monthly, except in August, with additional meetings as necessary, to review and discuss the performance of the company, the company's plans and prospects, and any immediate issues facing the company. Directors are expected to attend all board meetings, with only occasional absences, and to prepare for the meetings by reading any materials presented to them in advance of the meetings. Directors are expected to participate fully in the activities of any board committee to which they may be elected and likewise to attend all committee meetings, with only occasional absences, and to prepare for the committee meetings by reading any materials presented to them in advance of the meetings.

In addition to its general oversight of management, the board of directors also performs a number of specific functions, including—

(a) selecting, evaluating and compensating the chief executive officer and overseeing chief executive officer succession planning;

(b) providing counsel and oversight on the selection, evaluation, development and compensation of senior management;

(c) reviewing, monitoring, providing counsel and, where appropriate, approving fundamental financial and business strategies and major corporate actions;

(d) assessing major risks facing the company and reviewing options for their mitigation; and

(e) ensuring processes are in place for maintaining the integrity of the company: the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers, vendors and agents, and the integrity of relationships with other interested parties.

3. Board Committees

The board of directors has established three committees to assist the board in performing its functions: the audit committee, the compensation committee, and the governance and nominating committee. The current charters of these committees are published on the company's website, "hcpci.com" and will be mailed to shareholders on written request. The members and the chairmen of the board committees are elected annually by the board of directors.

4. Qualifications of Board Members

In considering individuals for board membership, the board of directors considers a variety of attributes, criteria and factors, including experience, skills, expertise, diversity, personal and professional integrity, character, temperament, business judgment, time availability, dedication and conflicts of interest. At a minimum, director candidates must be at least 18 years of age, have sufficient time to devote to their board duties and have such business, financial, technological or legal experience or education to enable them to make informed decisions on behalf of the company.

A majority of the board members must be independent, as determined by the board of directors, in accordance with the listing standards of the exchange or national market system upon which the company's securities are listed for trading. In general, the board affirmatively determines whether a director has any direct or indirect material relationship with the company. All members of the audit committee, the compensation committee and a governance and nominating committee must be independent, with members of the audit committee and the compensation committee meeting higher levels of independence. Members of the audit committee must be financially literate as determined by the board and at least one member must be an "audit committee financial expert" as described in the rules of the U.S. Securities and Exchange Commission.

5. Board Selection Process

In accordance with the company's articles of incorporation, the board of directors is divided into three classes. Each class consists of two or three directors. All directors within a class have the same three-year terms of office. The class terms expire at successive annual shareholders' meetings so that each year one class of directors is elected at the annual shareholders' meeting. The board does not believe that arbitrary term limits on a director's service are appropriate, nor does it believe that directors should expect to be renominated upon expiration of a three-year term.

Each year the board of directors proposes a slate of nominees for election at the annual shareholders' meeting. The governance and nominating committee is tasked with identifying and selecting individuals believed to be qualified as candidates to serve on the board and recommending to the board candidates to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of the shareholders. The governance and nominating committee identifies director candidates in numerous ways. Generally, the candidates are known to and recommended by members of the board of directors or management.

The governance and nominating committee will consider director candidates recommended by shareholders. Recommendations should be delivered before November 1 of the year preceding the next annual meeting of shareholders to the Secretary of the Corporation, 5300 West Cypress Street, Suite 100, Tampa, Florida 33607. Each recommendation should set forth the candidate's name, age, business address, business telephone number, residence address, and principal occupation or employment and any other attributes or factors to be considered, as well as the recommending shareholder's name, address and telephone number and the class and number of shares held. The secretary will forward recommendations of qualified candidates to the governance and nominating committee and those candidates will be given the same consideration as all other candidates. The committee may require the recommended candidate to furnish additional information.

A shareholder wishing to nominate an individual for election to the board of directors at the annual meeting of the shareholders, rather than recommend a candidate to the governance and nominating committee, must comply with the advance notice requirements set forth in the company's bylaws, a copy of which can be found on the company's website, "hcpci.com" by clicking "Corporate Governance" at the "Investors" tab.

6. Board of Directors Leadership Structure

Under the company's current leadership structure the chief executive officer serves as the chairman of the board. The board of directors believes board oversight and planning is a collaborative effort among the directors, each of whom has unique skills, experience and education, and this structure facilitates collaboration and communication among the directors and management and makes best use of their respective skills. The board has a lead independent director to preside at meetings of the non-management directors. The lead independent director has the duties set forth in a lead independent director charter adopted by the full board of directors. The board periodically reviews the board leadership structure to evaluate whether it remains appropriate for the company and may determine to alter this leadership structure anytime based on then existing circumstances.

7. Meetings of Non-Management Directors

Non-management directors meet and communicate regularly without management participation. "Non-management" directors are directors who are not executive officers of the company or otherwise employed by the company, including directors who are not considered to be independent by virtue of a material relationship, former status, family membership or any other reason. Regular scheduling of such meetings is important not only to foster better communication among non-management directors, but also to prevent any negative inference from attaching to the calling of executive sessions. The non-management directors annually elect a lead independent director to preside at meetings of the non-management directors.

8. Access to Management

Non-management directors have full and free access to any officer, manager or employee of the company in person or by telephone.

9. Access to Independent Advisors

The board and its committees have the authority any time to retain outside accounting, financial, compensation, recruiting, legal or other advisors, and the company will provide appropriate funding, as determined by the board or any committee, to compensate such independent outside advisors, as well as to cover the ordinary administrative expenses incurred by the board and its committees in carrying out their duties.

10. Compensation of the Board

The compensation committee has the responsibility for reviewing and approving compensation and benefits for non-management directors. In discharging this responsibility, the committee considers the performance of the company, shareholder returns, alignment of director interests with long term shareholder interests, the amount of time and work required of directors, the compensation paid to directors at other comparable companies and the maintenance of director independence as well as the appearance of director independence. The committee monitors the possibility of any indirect forms of compensation to directors, including significant charitable contributions to organizations with which a director might be affiliated or by which a director might be compensated.

11. Director Education.

Each new director is given guidance by the general counsel on fiduciary duties and securities reporting requirements. Each new committee member is given guidance by the general counsel on the role of that particular committee under law, rules and its charter. The company has no formal continuing education program for its directors. Each meeting of the directors serves as a seminar on the company's business.

12. Annual Evaluations

The board of directors conducts an annual evaluation to determine if it and its committees are functioning effectively. Likewise each board committee conducts an annual self-evaluation to determine if it is functioning effectively.

13. Website Posting

These corporate governance guidelines shall be made publicly available on or through the company's website and the company such disclose availability in its annual proxy statement.