

**HCI GROUP, INC.**  
**CHARTER OF THE LEAD INDEPENDENT DIRECTOR**  
**OF THE BOARD OF DIRECTORS**  
**Effective March 17, 2017**

**A. Purposes of the Lead Independent Director**

The purposes of the Lead Independent Director of the Board of Directors (the “Board”) of HCI Group, Inc. (the “Company”) are to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board of Directors may determine, from time to time.

**B. Election and Removal**

If the offices of chairman of the board and chief executive officer are held by the same person, the independent directors may annually elect with a majority vote an independent director to serve in a lead capacity (the “Lead Independent Director”). Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the independent directors.

For purposes of this Charter, "independent" means meeting the independence tests set forth in Section 303A.02 of the New York Stock Exchange Listing Manual, including having no material relationship with the company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company).

**C. Lead Independent Director’s Responsibilities**

The Lead Independent Director will have the following responsibilities:

(i) To preside at all meetings of the Board at which the chairman is not present, including executive sessions of the independent directors.

(ii) To call meetings of the independent directors.

(iii) To serve as the principal liaison between the chairman and the independent directors, including such items as providing the chairman feedback after Board meetings.

(iv) To be available, when appropriate, for consultation and direct communication with stockholders.

(vii) To lead the independent directors’ evaluation of the chief executive officer’s effectiveness as chairman and chief executive officer.

#### **D. Evaluation of Lead Independent Director**

On an annual basis, the independent directors will evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The independent directors will address all matters that the independent directors consider relevant to the Lead Independent Director's performance and recommend any changes or modifications to the Charter to the full Board for approval.

#### **E. Advisors**

The Lead Independent Director will have the authority to retain outside advisors and consultants who report directly to the Board on Board-wide issues, and the Lead Independent Director may, at the Company's sole expense, select, retain and consult with outside counsel and other advisors as the Lead Independent Director deems appropriate.

Additionally, to the extent requested by the Lead Independent Director and where appropriate, the general counsel will provide advice and counsel, as appropriate, to the Lead Independent Director in fulfilling the Lead Independent Director's duties.