

GOVERNANCE AND NOMINATING COMMITTEE CHARTER OF HCI GROUP, INC.

Purpose of Committee

The Governance and Nominating Committee (the “Committee”) of HCI Group, Inc. (the “Company”) shall assist the Board of Directors (the “Board”) in fulfilling its responsibilities by identifying individuals qualified to become directors and recommending to the Board candidates for all directorships to be filled by the Board or by the shareholders of the Company. The Committee shall also assist the Board in identifying directors qualified to serve on the committees established by the Board and by recommending to the Board members for each committee to be filled by the Board. The Committee will also take a leadership role in shaping the corporate governance of the Company, including by developing and recommending to the Board a set of corporate governance principles applicable to the Company, covering matters such as (i) Board organization, membership, and function, (ii) committee structure and membership, (iii) a code of business conduct dealing with such matters as the ethical conduct of the Company’s business and the prohibition of conflicts of interest for directors, officers, and employees, (iv) policies and procedures by which shareholders may nominate candidates for director and (v) policies and procedures regarding press releases and other public disclosures by the Company.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

Board Composition

1. The Committee shall identify individuals qualified to become Board members, consistent with criteria approved by the Board. Those criteria include experience, skills, expertise, 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 and have such business, financial, technological or legal experience or education to enable them to make informed decisions on behalf of the Company. Other factors to be considered include diversity, independence and the interplay of the candidate’s experience, skills and expertise with the experience, skills and expertise of other directors, and the extent to which the candidate would be a desirable addition any committees of the Board.
2. The Committee shall identify and select individuals believed to be qualified as candidates to serve on the Board and recommend 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. In the case of a director vacancy (including a vacancy created by an increase in the size of the Board), the Committee shall

recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by the shareholders. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, the Committee shall make a recommendation to the Board as to the class of directors in which the individual should serve. The Committee may consider candidates proposed by management, but is not required to do so. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the Chairman of the Board.

3. The Committee shall recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chairman of the Board.
4. The Committee shall periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.
5. The Committee shall evaluate and ensure the independence of each member of each committee of the Board required to be composed of independent directors.

Corporate Governance

6. The Committee shall develop and recommend to the Board a set of corporate governance guidelines appropriate for the Company and consistent with applicable laws, regulations, and listing requirements, including those of the U.S. Securities and Exchange Commission (the "SEC") and the applicable listing authority. The Committee shall periodically review the Company's governance guidelines, keep abreast of developments with regard to corporate governance, and make recommendations to the Board for changes in the guidelines as in its judgment may be appropriate.
7. The Committee shall review and make recommendations to the Board regarding shareholders' proposals that relate to corporate governance, including policies and procedures by which shareholders of the Company may nominate candidates for election as directors.
8. The Committee shall develop and recommend to the Board a code of conduct for the Company's directors, officers, and employees. The Committee shall periodically review the Company's code of conduct and shall make recommendations to the Board for changes in the code as in its judgment may be appropriate. The Committee shall be responsible for granting any waivers from

the code of conduct for the Company's executive officers and directors, as set forth in the code.

9. Monitor compliance with the code of conduct.
10. At least annually, and as circumstances otherwise dictate, the Committee shall oversee evaluations of the Board and its committees and the Company's management.
11. Review on an ongoing basis all related party transactions required to be disclosed pursuant to Item 404 of SEC Regulation S-K, for potential conflict of interest situations and approve all such transactions.
12. The Committee shall review and make recommendations to the Board regarding (i) procedures for all Board meetings (including assessment of adequacy of information supplied to directors prior and during meetings); (ii) policy for retirement of directors; and (iii) outside directorships held by senior Company officials.
13. The Committee shall review and make recommendations regarding policies and procedures for news releases and other public disclosures by the Company.

Review and Reporting

14. The Committee shall ensure that the Company makes all appropriate disclosures regarding the process for nominating candidates for election to the Board, including any process for shareholder nominations, the criteria established by the Committee for candidates for nomination for election to the Board, and any other disclosures required by applicable laws, regulations, or listing standards.
15. The Committee shall report regularly to the Board regarding (i) meetings of the Committee, (ii) any recommendations to the Board the Committee may deem appropriate, and (iii) any other matters relevant to the Committee's discharge of its responsibilities. The report to the Board may take the form of an oral report by the Committee's chairman or any other member of the Committee designated by the Committee to make such report.

Member Qualifications and Appointment

The Committee shall be comprised of at least two members of the Board, each of whom shall be "independent" under the criteria set by any applicable law, regulation, or listing standard. Each of the elected members of the Committee shall be elected for a one-year term. The election of members of the Committee shall be held each year at the first meeting of the Board following the annual meeting of shareholders. Should a member of the Committee for any reason be unable to serve for the term to which he or she was elected, the vacancy may be filled by a majority vote of the Board at its next meeting. Any member of the Committee may be removed by the Board at any time, with or without cause.

Chairman of the Committee

The chairman of the Committee shall be appointed by the Board for a one-year term coinciding with the chairman's term as a member of the Committee.

Delegation to Subcommittee

The Committee may, in its discretion, if allowed by applicable laws, regulations and/or listing requirements, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee composed of at least two members.

Meetings

The Committee shall meet at least twice each fiscal year or more frequently if circumstances dictate, to carry out the duties and responsibilities of the Committee and discuss and prepare the evaluation required by this Charter. The Committee may request any officer or employee of the Company or the Company's outside counsel or outside auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee shall maintain minutes or other records of meetings of the Committee.

Director Recruitment

The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its responsibilities that the Committee deems appropriate, and shall have the sole authority to retain and terminate any search firm, consultants, or other experts to assist in the conduct of any such study or investigation, or to conduct any search for potential director nominees, including the authority to approve fees payable to such experts and any other terms of retention.

Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and of this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

Disclosure of Committee Charter, Code of Business Conduct, and Corporate Governance Guidelines

This Charter shall be made available on the Company's website. The Company's code of conduct and corporate governance guidelines shall also be available on the Company website.

Amendment

Any amendment or other modification of this Charter shall be made and approved by the Board.