

UNIVERSAL INSURANCE HOLDINGS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

May 11, 2011

PURPOSE

The Nominating and Governance Committee (“Committee”) is appointed annually by the Board of Directors (“Board”) to: (a) assist the Board by identifying individuals qualified to become Board members and to recommend to the Board nominees for the next Annual Meeting of Shareholders and to fill vacancies in membership of the Board as they occur, (b) recommend to the Board nominees for each Committee, and (c) consider matters relating to corporate governance generally.

COMMITTEE MEMBERSHIP

The Committee shall consist of at least three members, one of whom shall serve as the chairperson of the Committee. The members of the Committee shall meet the independence requirements under the rules of a national securities exchange selected by the Committee (unless otherwise required by the listing standards of the exchange on which the Company’s securities may be listed) and a determination by the Committee that such individual has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The members of the Committee and the chairperson of the Committee shall be appointed at least annually by the Board.

Members of the Committee and the chairperson of the Committee may be replaced by the Board from time to time.

STRUCTURE AND OPERATIONS

The Committee shall hold at least one meeting per year and such additional meetings as determined by the Committee or by its chairperson.

The Committee may form and delegate authority to subcommittees when appropriate.

COMMITTEE AUTHORITY AND RESPONSIBILITY

The Committee shall assess the composition and performance of the Board and lead the Board in a discussion of the potential need for changes in or additions to the Board and in the Company’s corporate governance policies and procedures. The Committee shall identify, review, evaluate and recruit individuals qualified to become members of the Board consistent with criteria approved by the Board and present their recommendation to the Board regarding whether such individuals should be nominated as candidates to serve on the Board.

The Committee shall annually review with directors whose terms are expiring their contributions, their interest in continuing to serve as a director, and other matters as may be appropriate concerning their nomination for election at the next Annual Meeting of Shareholders.

The Committee shall recommend to the Board for its nomination the director candidates for the next Annual Meeting of Shareholders and to fill any vacancies in membership of the Board.

The Committee shall recommend annually to the Board the directors for appointment to the committees of the Board.

The Committee shall have the sole authority to retain and terminate any search or advisory firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance for internal or external legal, accounting, and other advisors. The Company will provide appropriate funding as determined by the Committee for payment of compensation to any search or advisory firm or other advisors employed by the Committee and for the ordinary expenses of the Committee.

The Committee shall evaluate candidates submitted by shareholders of the Company using the same criteria applied to candidates identified by the Committee.

The Committee shall consider matters of corporate governance generally and review the adequacy of the Company's corporate governance policies and procedures from time to time and recommend, as the Committee deems appropriate, changes to the certificate of incorporation, bylaws, any corporate governance guidelines, the charters of the committees of the Board, any code of business conduct, ethics statement, and code of ethics applicable to executive management.

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

REPORTS OF THE COMMITTEE

At each regular meeting of the Board, the Committee shall report the substance of all actions taken by the Committee since the date of its last report to the Board to which it is presented, as a part of the corporate records.