

# UNIVERSAL INSURANCE HOLDINGS, INC.

## CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

Revised as of October 24, 2018

### I. Purpose

The purpose of the Nominating and Governance Committee (“Committee”) of the Board of Directors (“Board”) of Universal Insurance Holdings, Inc. (“Company”) is to: (a) assist the Board by identifying individuals qualified to become directors and to recommend to the Board director nominees for the next Annual Meeting of Shareholders and to fill vacancies in the membership of the Board as they occur, (b) recommend to the Board nominees for each Board committee, (c) consider matters relating to corporate governance generally and (d) oversee the evaluation of the Board and management. Certain duties and responsibilities of the Committee are more specifically set forth below.

### II. Membership and Structure

The Committee shall consist of at least three directors determined by the Board, one of whom shall serve as the Chair of the Committee. To the extent that the Company’s securities are quoted on the New York Stock Exchange (“NYSE”) (or any other national securities association or exchange), Committee members shall meet the independence requirements of such exchange or association and applicable federal law. Appointment to the Committee, including the designation of the Chair of the Committee, shall be made at least annually by the full Board. The Board may, in its discretion, from time to time remove members of the Committee and fill any vacancies on the Committee by a majority vote of the Company’s directors serving on the Board.

### III. Operations

**A. Authority and Resources.** The Committee, at its discretion, shall have the authority (including approval of fees and other retention terms), at the expense of the Company, to hire special legal or other outside advisors or experts to assist the Committee as it deems necessary to fulfill its duties under this Charter, including engagement of any search or advisory firm to be used to identify director candidates. The Committee may also perform such other activities consistent with this Charter, the Company’s Certificate of Incorporation and governing law, as the Committee or the Board deems necessary or appropriate.

The Committee is at all times authorized to have direct, independent and confidential access to the Company’s other directors, management and personnel to carry out the Committee’s purposes. The Company shall provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate to permit the Committee to perform its duties under this Charter and to compensate any advisors.

**B. Meetings, Quorum and Reports.** The Committee shall meet as often as it determines, but not less frequently than once per year. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or by telephone. At each meeting of the Committee, a majority of the Committee

members will constitute a quorum for conducting business. The act of a majority of Committee members present at a Committee meeting at which a quorum is present will be the act of the Committee, unless a greater number is required by law, the Company's Certificate of Incorporation, its Bylaws or this Charter. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall also make regular reports to the Board. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

**C. Subcommittees and Delegation.** The Committee may form and delegate authority to subcommittees, or to one or more members of the Committee, when appropriate.

**D. Evaluations.** The Committee shall evaluate the adequacy of its own performance and this Charter on an annual basis, report to the Board the results of such evaluation and recommend any proposed changes to the Board for approval.

#### **IV. Duties and Responsibilities**

The Committee, to the extent it deems necessary or appropriate, shall:

- A. Develop and periodically review and recommend to the Board appropriate revisions to the Company's corporate governance framework, including its Certificate of Incorporation, Bylaws and Corporate Governance Guidelines.
- B. As necessary, develop and recommend to the Board policies for considering director nominees for election to the Board.
- C. 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.
- D. Evaluate and recommend candidates for election to the Board at the Company's Annual Meeting of Shareholders, consistent with criteria approved by the Board, including any nominees recommended by shareholders, and to fill any vacancies in membership of the Board.
- E. Recommend annually to the Board directors for appointment to the committees of the Board, including chairpersons.
- F. Oversee the Board's annual self-evaluation process, receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
- G. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
- H. Participate in and oversee the evaluation of management.

- I. Oversee risks and exposures associated with corporate governance and overall Board effectiveness.
- J. Oversee the orientation program for new directors and continuing education programs for directors.
- K. Work with the Board and Chief Executive Officer to develop and maintain succession plans for the Chief Executive Officer and other senior management of the Company.