

**UNITED INSURANCE HOLDINGS CORP.**  
**COMPENSATION AND BENEFITS COMMITTEE CHARTER**

Revised by the Compensation and Benefits Committee and approved by the Board of  
Directors on May 7, 2019

**COMMITTEE'S PURPOSE**

The Compensation and Benefits Committee (the "Committee") of United Insurance Holdings Corp. and its subsidiaries (individually and collectively the "Company") is appointed by the Board of Directors (the "Board") to assist the Board in carrying out its responsibilities with respect to (i) employee benefit plans and employee stock programs and (ii) matters relating to the compensation of persons serving as senior management of the Company, including the Chief Executive Officer (CEO). Senior management is defined as any person who is a Section 16 officer of the Company under the Securities Exchange Act of 1934 (the Exchange Act).

**COMMITTEE MEMBERSHIP**

The Committee shall consist of three or more members of the Board, each of whom shall be "independent." Independence shall be determined as to each member by the full Board pursuant to the requirements, and definition, of the Nasdaq Marketplace Rules and the Exchange Act. In addition, each member shall qualify as a "non-employee director" for purposes of Rule 16b-3 of the Exchange Act. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the Securities and Exchange Commission (the "SEC") or any securities exchange or market on which shares of the common stock of the Company are traded.

The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and approved by the Board. In the absence of such Board appointment, the members of the Committee may designate a Chairperson by majority vote of all of the members of the Committee. Each Committee member and Chairperson serves at the pleasure of the Board. Members may be removed, with or without cause, by a majority vote of the Board. All vacancies in the Committee shall be filled by a majority vote of the Board.

The Committee may, in its discretion, delegate authority to subcommittees, whether such delegation is specifically contemplated under any plan or program when and as it deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members.

## **MEETINGS**

The Committee shall meet as often as necessary to carry out its responsibilities, but not less frequently than four times per annum. The provisions of the Company's Bylaws regarding meetings of and actions by the Board, including with respect to format, calling, notice and quorum, shall apply to the Committee as if it were the Board.

Any Committee member may request the Chairman of the Committee to call a meeting. The Chairman of the Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting. The Committee shall maintain minutes of its meetings and shall regularly report on its actions to the Board.

## **DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

1. To annually review and approve (i) senior management compensation programs and (ii) goals and objectives relevant to senior management compensation and, based on its evaluation of performance in light of those goals and objectives as well as input from the Nominating and Corporate Governance Committee of the Board, to determine and approve the total compensation of the CEO and other senior management. With respect to senior management, the Committee will also consider input from the CEO. The CEO is not permitted to be present during voting or deliberations regarding the CEO's compensation.
2. To review and administer the Company's compensation plans, including incentive compensation and equity-based compensation plans, and approve stock option and other equity-based awards for the CEO and other senior management under those plans.
3. To make recommendations to the Board with respect to, and monitor compliance by the CEO and other senior management with, the Company's stock ownership guidelines.
4. To review and recommend to the Board, if appropriate, employment agreements and severance arrangements for the CEO and other senior management, including change-in-control provisions, plans or agreements.
5. To periodically review the design of and approve the Company's qualified benefit plans and non-qualified benefit plans (including retirement, medical and other employee benefit and perquisite plans).
6. To review and discuss with senior management the Compensation Discussion and Analysis (CD&A) required by the rules of the SEC to be included in the Company's annual proxy statement or annual report, if applicable. Based on such review and discussion, make a recommendation to the Board regarding the inclusion of the CD&A in the Company's annual proxy statement or annual report.

7. With the assistance of counsel, to prepare the Committee's report as required by the rules of the SEC to be included in the Company's annual proxy statement or annual report, if applicable.
8. To (i) assist the Board in reviewing the results of any stockholder advisory votes, or responding to other stockholder communications, that relate to the compensation of senior management who are named in the Company's annual proxy statement, (ii) consider such results in the context of making decisions about the Company's executive compensation programs and (iii) review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes.
9. To annually review and approve compensation for members of the Board, including equity and cash retainers.
10. To consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.
11. To review this charter annually and recommend any changes to the Board for approval.
12. To review the Committee's own performance annually.
13. To perform such other activities and functions related to senior management compensation as may be assigned from time to time by the Board.

## **RESOURCES**

The Committee shall have resources, authority and funding appropriate to discharge its duties and responsibilities, including the authority to retain, terminate, and provide appropriate funding for payment of reasonable compensation to, any compensation consultant, legal counsel and other adviser (each a "Committee Adviser"), as it deems appropriate, without seeking approval of the Board. Nothing herein requires a Committee Adviser to be independent, only that the Committee take into consideration the independence of the Committee Adviser using factors established by the SEC, the Nasdaq Stock Market and other applicable law. The Committee shall conduct the independence assessment with respect to any Committee Adviser, other than (i) in-house legal counsel and (ii) any Committee Adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the Committee Adviser, and about which the Committee Adviser does not provide advice.

In addition, nothing in this Charter shall be construed to affect the ability or obligation of the Committee to exercise its own judgment in fulfilling its duties or obligations. The Committee shall have access to any of the books and records of the Company that the Committee shall consider relevant to carrying out its duties. The Committee may ask any officer or employee of the Company, or its subsidiaries, to attend a meeting of the Committee or for such person(s) to meet with any members of, or advisers to, the Committee.

## **MISCELLANEOUS**

The Committee may carry out its responsibilities and adopt policies and procedures as may be appropriate considering changing business, legislative, regulatory, legal or other conditions. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for members of the Committee. The duties and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's website.