

Health Insurance Innovations, Inc.

Compensation Committee Charter (the “Charter”)

Revised October 15, 2013

Purpose

The Compensation Committee (the “Committee”) is created by the Board of Directors (the “Board”) of Health Insurance Innovations, Inc. (the “Company”) to discharge the responsibilities set forth in this Charter. The primary purposes of the Committee are to oversee compensation policies for the Company and to determine compensation for the Company’s executive officers and members of the Board.

Membership

The Committee shall consist of at least two members. During any period in which the Company is a “controlled company” within the meaning of the NASDAQ rules (unless the Board otherwise determines not to rely on the NASDAQ “controlled company” exemption), the Committee shall not be required to be comprised solely of directors who are deemed by the Board to be independent and meet the independence requirements of NASDAQ. At such time the Company ceases to be a “controlled company” or the Board determines not to rely on the NASDAQ “controlled company” exemption, then, within the period required by the phase-in provisions of the NASDAQ rules applicable to companies who cease to be “controlled companies” or following initial public offerings, the Committee shall be comprised solely of directors who are deemed by the Board to be independent and meet the independence requirements of NASDAQ.

If the Board in its discretion deems it advisable, the Board may provide that the Committee may consist solely of two or more “Outside Directors” as defined in the regulations under Section 162(m) of the Internal Revenue Code and/or solely of two or more “Non-Employee Directors” as defined in Rule 16b-3 of the Securities Exchange Act, as amended.

The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee periodically and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time with or without cause. The Board shall designate the Chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Executive Compensation

- The Compensation Committee shall review and approve the compensation (including equity-based compensation) of the chief executive officer and each of the Company’s other executive officers. In reviewing and approving executive officer compensation, the Committee shall, among other things:

- identify, review and approve corporate goals and objectives relevant to executive officer compensation;
- evaluate each executive officer's performance in light of such goals and objectives and determine each executive officer's compensation based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company; and
- determine any long-term incentive component of each executive officer's compensation.

Director Compensation

- The Committee shall review and approve the compensation (including equity-based compensation) of the Company's directors. In reviewing and approving director compensation, the Committee shall, among other things:
 - identify, review and approve corporate goals and objectives relevant to director compensation; and
 - evaluate the performance of the Board in light of such goals and objectives and set director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company.

Compensation Policies and Plans

- The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

Disclosure

- The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement.

Reporting to the Board

- The Committee shall report to the Board periodically.
- The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Risk Assessment

- The Committee shall review and assess risks arising from the Company's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Authority and Delegations

The Committee has the sole authority to retain and terminate any advisers, including any compensation consultant or legal counsel assisting the Committee in the evaluation of CEO or executive officer compensation, including sole authority to approve all such advisers' fees and other retention terms and to oversee the work of such advisers.

Any adviser to be retained by the Committee shall be assessed for independence in accordance with SEC and NASDAQ rules as and to the extent required by such rules.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Compensation Committee. The chief executive officer may not be present during voting or deliberations related to his or her compensation. Any members of the Compensation

Committee that are not independent may not be involved in the determination or recommendation of the compensation provided to the chief executive officer or any of the other executive officers.