



**WellCare Health Plans, Inc.
Employee Benefit Plans Committee
Charter**

A. Purpose.

The Board of Directors (the “**Board**”) of WellCare Health Plans, Inc. (“**WellCare**”) has established a Compensation Committee (the “**Compensation Committee**”) of the Board, one of the responsibilities of which is to provide oversight and guidance for compensation and benefit programs to employees providing services for WellCare and its affiliates (together, the “**Company**”). In furtherance of such responsibilities, the Compensation Committee has delegated certain responsibilities in respect of the Comprehensive Health Management, Inc. Retirement Savings Plan (the “**401(k) Plan**”); the Comprehensive Health Management, Inc. Employee Benefit Welfare Plan (the “**Welfare Benefit Plan**”); the WellCare Health Plans, Inc. Severance Plan, as amended from time to time (the “**Severance Plan**”) and other broad-based employee benefit plans and programs established or maintained for employees of the Company (all such plans referred to as the “**Plans**”) to an Employee Benefit Plans Committee (the “**Committee**”). The principal purposes of the Committee are to administer and operate the Plans as set forth in this Charter and to advise, report to, and support the Compensation Committee in performing its responsibilities under its charter with respect to the Plans.

B. Members.

1. The Committee shall consist of those employees of the Company who are appointed in writing by the Chief Executive Officer (“**CEO**”) of WellCare. Any member of the Committee may be removed by the CEO in writing and new members may be similarly appointed. Any removal shall be effective as of the date of delivery of such notice to the member. Members of the Committee shall be automatically removed from the Committee on their last day of employment with the Company.

2. Any member of the Committee may resign by submitting his or her written resignation to the Committee Chairperson or the CEO. The resignation shall be effective as of the date of delivery or, if later, as of the date stated in the resignation.

3. The Committee shall select among its members a Chairperson whose responsibility shall be to hold Committee meetings at such times and places as may be determined. The Chairperson shall have the same voting rights as any other Committee member.

4. The Committee shall select and have a Secretary, who may or may not be a member of the Committee. The Secretary shall be responsible for keeping the minutes of any meetings and recording decisions made by the Committee members and shall be the official custodian of records of the Committee. All such minutes will be distributed to the Committee members for review and approval.

5. The Chairperson and Secretary shall ensure that meeting agendas and all relevant materials, reports, and other necessary materials are distributed to Committee members prior to the Committee meetings.

6. The Committee shall have the authority, in its sole discretion, to appoint subcommittees from among its members and to delegate to such subcommittees the authority to act on behalf of the Committee or to exercise the authority of the Committee pursuant to this Charter to the extent determined by the Committee. In the event of such a delegation, the subcommittee shall act subject to the rules set forth herein.

C. Action of the Committee.

1. The Committee shall act by a majority vote of its members participating in a meeting or by a determination reduced to writing and then signed by a majority of its members. The Committee may establish such other rules and procedures for its actions as it determines to be necessary or appropriate under the circumstances and not inconsistent with this Charter. No Committee member shall have the authority to bind the Committee in any contract or endeavor without the express written authority of the majority of the Committee members.

2. No Committee member shall take, or vote with respect to, any action that shall have an effect on himself or herself, unless such action shall have general applicability to all Plan participants.

3. The Committee shall have at least two regularly scheduled meetings per year at such times and places as shall be determined by the Committee Chairperson, and may have such additional meetings as the Committee Chairperson or a majority of the Committee's members deem necessary or desirable. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication arrangements by which all persons participating in the meeting can hear each other. Regular attendance at the Committee meetings is expected from all members. Any member who fails to attend two consecutive meetings of the Committee without a reason acceptable to a majority of the other Committee members shall be deemed to have resigned. The Committee Chairperson shall communicate the Committee's determination of involuntary resignation to any such Committee member in writing. The Committee may invite such individuals to its meetings as it may deem desirable or appropriate.

4. The Committee shall report on its activities to the Compensation Committee as needed, but at least annually.

D. Duties and Powers of the Committee.

1. The Committee shall undertake all actions necessary or appropriate to maintain, operate and administer the Plans in accordance with their terms, and shall, to the extent applicable and consistent with such duties with respect to any Plan:

a. Periodically review the Plans and adopt amendments to the Plans which are necessary or advisable to comply with applicable laws or to provide for effective administration or operation of the Plans;

b. Recommend to the Compensation Committee a funding policy and contributions to the Plans, as applicable;

c. Review and make determinations with respect to claims for benefits and appeals under the Plans and adopt, maintain and modify claims procedures, consistent with the requirements of the Employee Retirement Income Security Act of 1974, as amended ("*ERISA*") and other applicable laws and regulations;

d. Monitor the performance of investment managers and advisors and Plan investments, as applicable;

e. Select and remove investment managers, financial institutions, independent financial consultants, service providers and such other entities involved in the management or administration of Plan assets;

f. Select, monitor and change investment options available under the 401(k) Plan; and

g. Select and monitor vendors for the Plans.

2. Notwithstanding the foregoing, the Committee shall have no authority to:

a. Terminate or suspend any Plan;

b. Increase, decrease, or suspend any employer or employee contributions;

c. Adopt any amendment or other change that materially increases the cost of any Plan to the Company or employees or substantially changes the nature or design of any Plan; or

d. Make determinations with respect to claims for benefits and appeals under the Plans for the CEO and individuals in the position higher than Vice President who report directly to the CEO.

3. The Committee shall also have the authority, upon consultation with the Compensation Committee, to obtain such advice and assistance from accounting, legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any accounting, legal or other advisor retained by the Committee may, but need not be, in the case of an outside auditor, the same accounting firm engaged by the Company for the purpose of rendering or issuing an audit report on the Company's annual financial statements (the "*Independent Auditor*"), or in the case of outside counsel or other advisor, otherwise engaged by the Company for any other purposes. Any engagement of the Independent Auditor shall be subject to pre-approval by the Audit Committee of the Board of Directors.

4. The Company shall pay to any outside accounting, legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.

E. Compensation.

The members of the Committee shall serve without compensation but all reasonable expenses shall be paid by the Company, except as otherwise provided by the Plans or the Committee.

F. Bonding.

No Committee member shall be required to furnish a bond or other security for serving in such capacity. The Company shall be responsible for all bonding requirements imposed by ERISA.

G. Amendments.

This Charter may be amended only in writing with the approval of the Compensation Committee.

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Approved by Compensation Committee of the Board: May 29, 2009

Revised by Compensation Committee of the Board: May 26, 2011