



WellCare Health Plans, Inc.

Compensation Committee Charter

I. Purpose

The principal purposes of the Compensation Committee (the “**Committee**”) of the board of directors (the “**Board**”) of WellCare Health Plans, Inc. (the “**Corporation**”) are: (i) after consultation with other members of the Board, to review and approve the Corporation’s corporate goals and objectives with respect to the compensation of the Chief Executive Officer and evaluate the performance of the Chief Executive Officer in light of those goals and objectives, (ii) to make a recommendation to the independent members of the Board regarding the appropriate level and structure of the compensation for the Chief Executive Officer based on this evaluation, (iii) to review and approve the compensation of Senior Management (as defined in this Charter) taking into account the Chief Executive Officer’s performance evaluations and compensation recommendations, (iv) to make recommendations to the Board regarding compensation of the Corporation’s non-employee directors, (v) to review and approve cash-based plans and to review and make recommendations to the Board with respect to equity-based plans that are subject to Board approval and (vi) implement and administer the Corporation’s incentive and equity-based compensation plans.

The Compensation Committee also has the following principal purposes relating to the Corporation’s proxy statement and/or annual report on Form 10-K: (i) oversee and assist the Corporation in preparing the Compensation Discussion & Analysis (“**CD&A**”), as well as the narrative disclosure of compensation policies and practices as they relate to the Corporation’s risk management and the stockholder advisory resolution regarding approval of executive compensation (the “**Say on Pay Vote**”), (ii) provide a description of the processes and procedures for the consideration and determination of executive and non-employee director compensation, and (iii) prepare and submit a Compensation Committee Report, each as more fully described below and in accordance with applicable rules and regulations.

II. Appointment, Composition, Qualification and Term of Office

The members of the Committee shall be appointed by the Board based on nominations recommended by the Board’s Nominating and Corporate Governance Committee (the “**NCG Committee**”).

The Committee will consist of not fewer than three members, each of whom shall be a director who satisfies the independence requirements of the New York Stock Exchange (the “**NYSE**”) Listed Company Manual, as interpreted by the Board in its business judgment, including the NYSE’s independence requirements applicable to compensation committees, and a “non-employee director”, as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“**Exchange Act**”). In addition, all members shall meet any other legal

requirements relevant to the Corporation's executive compensation plans and programs, including requirements under the federal securities laws and the Internal Revenue Code of 1986, as it may be amended from time to time.

The NCG Committee shall recommend, and the Board shall appoint, one member of the Committee to serve as Chairperson of the Committee. Each member of the Committee shall serve until such member's successor is duly appointed and qualified or until such member's earlier resignation or removal. Members of the Committee may be removed by the Board.

III. Committee Meetings – Operating Principles

- The Committee shall meet with such frequency and at such intervals as it shall determine to be necessary to carry out its duties and responsibilities, but in any case at least once each year.
- Meetings of the Committee may be called as needed by the Committee Chairperson, the Chairperson of the Board or the Lead Director of the Board. Notice of such meetings may be given in a manner consistent with the procedure for giving notice of special meetings of the Board as set forth in the Corporation's bylaws, as amended.
- A majority of the entire Committee shall constitute a quorum for the transaction of business at any meeting of the Committee, and, except as otherwise required by statute or the Corporation's Certificate of Incorporation or bylaws, as amended, the act of a majority of the Committee members present at any meeting at which a quorum is present shall be the act of the Committee.
- The Committee Chairperson will preside, when present, at all meetings of the Committee. In the event the Chairperson is not present at a meeting, the Committee members present at the meeting will designate one such member as the acting Chairperson of the meeting. The Committee may meet by telephone or videoconference and may take action by unanimous written consent.
- The Committee shall have the authority to obtain advice and assistance from any officer or employee providing services for the Corporation or its affiliates.
- The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of an independent compensation consultant, independent legal counsel or other adviser (a "**Compensation Consultant**") and, as appropriate, ensure the ongoing independence of those advisors.
- The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Consultant.
- The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Consultant.
- The Committee may select a person as Compensation Consultant only after taking into consideration all factors relevant to that person's independence from management, including the following:

- The provision of other services to the Corporation by the Compensation Consultant and the Compensation Consultant's firm or other employer of the Compensation Consultant (the "**Compensation Consultant Firm**");
 - The amount of fees received from the Corporation by the Compensation Consultant Firm as a percentage of the total revenue of the Compensation Consultant Firm;
 - The policies and procedures of the Compensation Consultant Firm that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the Compensation Consultant with a member of the Committee;
 - Any stock of the Corporation owned by the Compensation Consultant; and
 - Any business or personal relationship of the Compensation Consultant or the Compensation Consultant Firm with an executive officer of the Corporation.
- In the event the Committee retains a Compensation Consultant, the Committee shall have the sole authority to review and pre-approve any engagement of the Compensation Consultant to provide (a) any non-executive compensation consulting services to the Corporation and (b) any executive compensation consulting services initiated by management. Such pre-approval may be pursuant to a policy adopted by the Committee or through a separate pre-approval by the Committee.
 - The Committee may request that members of management or outside consultants and advisors of the Committee be present to assist the Committee in performing its duties.
 - Minutes of each meeting will be kept and distributed to the entire Committee.
 - The Committee may form, and where legally permissible may delegate authority to, a subcommittee of the Committee when the Committee deems it appropriate or desirable to facilitate the operation or administration of the plans or programs. Where permissible under applicable laws, rules or regulations, the Committee may also delegate authority to committees consisting of employees when the Committee deems it appropriate or desirable for the efficient administration of employee compensation and benefit plans.

IV. Compensation/Employee Benefits Responsibilities

The Committee shall perform the following functions:

- Consult with management regarding, and provide oversight of, compensation and benefit programs applicable generally to employees providing services for the Corporation or its affiliates (collectively, "**Broad-based Programs**").
- Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer. The Chairperson of the Committee will consult with the Chairperson of the NCG Committee, the Chairperson of the Board and the independent members of the Board as well as the Chief Executive Officer in connection with such review.

- Evaluate the performance of the Chief Executive Officer in light of the goals and objectives set for him or her. The Chairperson of the Committee will consult with the Chairperson of the NCG Committee, the Chairperson of the Board and the independent members of the Board as well as the Chief Executive Officer with respect to such evaluation. Based on this evaluation, the Committee shall recommend the compensation levels of the Chief Executive Officer to the independent members of the Board for approval. This includes salary, awards under annual incentive and long-term incentive programs, whether stock or cash, any perquisites and other personal benefits provided by the Corporation and determinations relating to the deductibility of compensation under Section 162(m) of the Code. In determining the long-term incentive component of Chief Executive Officer compensation, the Committee may consider, among other things, the Corporation's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.
- Review and approve other significant terms of employment for the Chief Executive Officer, including participation in Broad-based Programs.
- Review the Chief Executive Officer's evaluation of the performance of the individuals who are designated by the Board as "executive officers" of the Corporation for purposes of Regulation S-K ("**Regulation S-K**") under the Exchange Act ("**Senior Management**").
- Taking into account the performance evaluations and the compensation recommendations of the Chief Executive Officer, review and approve the compensation, including base salary, incentive awards, any perquisites and other personal benefits provided by the Corporation and its affiliates and other significant terms of employment, including participation in Broad-based Programs, for the members of Senior Management.
- Periodically assess competitiveness of compensation levels and practices applicable to the Chief Executive Officer and Senior Management and approve an appropriate peer group for this purpose.
- Unless otherwise provided in a plan document or resolutions of the Board, review and approve cash-based plans and review and make recommendations to the Board with respect to equity-based plans that are subject to Board approval.
- At least annually, conduct a Compensation Risk Assessment of the Company's incentive programs.
- Confer, as needed, with the Senior Vice President and Chief Human Resources Officer (or, if none, such other person as may be acting in that capacity) on compensation and benefit matters.
- Review and make recommendations to the Board on matters concerning compensation programs relating to non-employee directors, taking into consideration the value of items such as meeting fees, retainer payments and incentive awards at comparable companies. The Committee may consider such other factors as it deems necessary or advisable, including the competitiveness of non-employee director compensation, in making recommendations for non-employee director compensation.

- Oversee and assist the Corporation in preparing the CD&A (in accordance with Item 402(b) of Regulation S-K), the narrative disclosure of compensation policies and practices as they relate to the Corporation's risk management (in accordance with Item 402(s) of Regulation S-K) and the Say on Pay Vote (in accordance with Section 14A of the Exchange Act), for inclusion in the Corporation's proxy statement and/or annual report on Form 10-K, as well as other Corporation filings or reports related to the Committee's purpose (when and as necessary).
- Consider the results of the most recent Say on Pay Vote of the Company's stockholders in connection with the Committee's ongoing determinations and recommendations regarding executive compensation policies and practices.
- Advise the Board on proposals to be submitted to stockholders regarding executive compensation matters (e.g., equity plan proposals, Say on Pay Vote frequency, stockholder proposals relating to compensation) and related matters.
- Oversee and assist in the preparation of a description of the processes and procedures for the consideration and determination of executive and non-employee director compensation, as required for inclusion in the Corporation's proxy statement under Item 407(e)(3) of Regulation S-K.
- Review and discuss the CD&A with Corporation management and, based on the review and discussion, make a recommendation to the Board regarding whether to include the CD&A in the Corporation's proxy statement and/or annual report on Form 10-K. Prepare a Compensation Committee Report describing the above actions and authorize the inclusion of the report in the Corporation's proxy statement and/or annual report on Form 10-K, all in accordance with Item 407(e)(5) of Regulation S-K.
- Exercise any fiduciary, administrative or other function assigned to the Committee under any of the Corporation's health, benefit or welfare plans.
- Review and make recommendations to the Board, or approve, any compensatory contracts or other transactions with members of Senior Management, including consulting arrangements, employment contracts, change-in-control agreements, severance agreements or termination arrangements, deferred compensation programs and loans to employees made or guaranteed by the Corporation. Although the Committee will consult with management regarding Broad-based Programs in which Senior Management may participate, the Committee will not be responsible for making recommendations to the Board, or approving, any Broad-based Program unless such Broad-based Program is subject to Board approval. Further, the Committee will not be responsible for reviewing any related person transactions (as defined in the Corporation's Policy & Procedures with Respect to Related Person Transactions) other than transactions that involve executive compensation or Board compensation.
- Establish stock ownership guidelines for Senior Management and non-employee directors and review compliance with those guidelines on an annual basis.
- Establish and administer the Company's recoupment ("clawback") policies.
- The Committee shall advise the Corporation of the funding requirements necessary to pay the reasonable compensation of the Compensation Consultant(s).

- To the extent required by applicable insurance laws and regulations, the Committee shall evaluate the performance of the principal officers of the Corporation's regulated subsidiaries and recommend the compensation of such subsidiary's principal officers to such subsidiary's board of directors.

V. Other Responsibilities

- Provide input to the NCG Committee with respect to succession planning for the Chief Executive Officer and the other members of the Corporation's executive management.
- Review and evaluate the Corporation's talent management and succession planning approach, philosophy and key processes for associates below the executive level.
- Report to the full Board all significant items discussed by the Committee, as the Committee deems appropriate.
- At least annually consider, and recommend to the full Board as appropriate, changes to this Charter.
- Take such further actions or provide such further advice as the full Board may from time to time delegate to the Committee.
- Conduct an annual self-evaluation of the Committee.

VI. Disclosure

- Publish on the Corporation's website (a) this Charter and (b) the charter of any committee to which the Committee has delegated any of its functions.

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