

## WellCare Health Plans, Inc.

### COMPENSATION COMMITTEE CHARTER

#### Purpose

The purpose of the Compensation Committee (the “*Committee*”) of the board of directors (the “*Board*”) of WellCare Health Plans, Inc. (the “*Corporation*”) is (i) to discharge the Board’s responsibilities relating to compensation of the Corporation’s directors and executive officers, (ii) to review and recommend to the Board compensation plans, policies and benefit programs, as well as approve individual executive officer compensation, and (iii) to prepare the report on executive compensation required to be included in the Corporation’s annual proxy statement.

#### Appointment, Composition and Term of Office

The members of the Committee shall be appointed by the Board based on nominations recommended by the Corporation’s Nominating and Corporate Governance 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. Additionally, no director may serve unless that director (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as it may be amended from time to time (the “*Code*”).

One member shall serve as Chairperson of the Committee. Each member of the Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Members of the Committee may be removed or replaced by the Board.

#### Committee Meetings – Operating Principles

- The Committee shall meet with such frequency and at such intervals as it shall determine is 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 Chief Executive Officer.
- The Chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or videoconference and may take action by written consent.
- The Committee shall have the right to retain and terminate compensation consultants to assist in the evaluation of director, Chief Executive Officer or executive officer compensation, including the sole authority to approve the consultant’s fees and negotiate retention terms in connection therewith.

- The Committee shall have the authority to obtain advice and assistance from any officer or employee of the Corporation or from any outside legal expert or other advisor.
- 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, subcommittees when the Committee deems it appropriate or desirable to facilitate the operation or administration of the plans or programs. Where legally permissible, 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.

#### Compensation/Employee Benefits Responsibilities

The Committee shall perform the following functions:

- Provide oversight and guidance for compensation and benefit programs for all employees of the Corporation.
- Review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and have the sole authority to determine the Chief Executive Officer's compensation level based on this evaluation. This includes salary, annual incentive and long-term incentive programs, whether stock or cash, 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 should consider the company'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.
- Review and approve the compensation, including base salary and incentive awards and other significant terms of employment, for individuals reporting directly to the Chief Executive Officer and holding a position classified as Senior Vice President or higher (together with the Chief Executive Officer, "**Senior Management**").
- Review and make recommendations to the Board with respect to incentive compensation plans and equity-based plans.
- Confer, as needed, with the Vice President, Human Resources on compensation and benefit matters.
- Review the performance of the individual members of Senior Management.

- Review and make recommendations to the Board on matters concerning the directors' annual retainer, as well as any other compensation programs relating to the Board.
- Prepare the report on executive compensation for inclusion in the Corporation's proxy statement in accordance with applicable rules and regulations.
- 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 contracts or other transactions with current or former executive officers of the Corporation, including consulting arrangements, employment contracts, change-in-control agreements, severance agreements or termination arrangements, and loans to employees made or guaranteed by the Company.

#### Other Responsibilities

- Report to the full Board all significant items discussed by the Committee, as the Committee deems appropriate.
- Recommend changes to this Charter to the full Board as appropriate.
- 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 performance evaluation of the Committee.