

## WellCare Health Plans, Inc.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### Purpose

The Nominating and Corporate Governance Committee (the “*Committee*”) of the board of directors (the “*Board*”) of WellCare Health Plans, Inc. (the “*Corporation*”) is responsible for matters relating to the organization and membership of the Board, and for other issues relating to the Corporation’s corporate governance.

#### Appointment, Composition and Term of Office

The members of the Committee shall be appointed by the Board based on nominations recommended by the 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.

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 sole right to retain and terminate search firms and consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve search firm 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.

### Nominating and Corporate Governance Responsibilities

The Committee shall perform the following functions:

- Develop and recommend to the full Board a set of corporate governance principles applicable to the Corporation, review such principles annually and recommend any modifications thereto.
- Consider corporate governance issues that may arise from time to time and make recommendations to the Board with respect thereto.
- Identify and review the qualifications of prospective nominees for director, consistent with criteria approved by the Board; recommend the slate of nominees for inclusion in the Corporation's proxy statement and presentation to the Stockholders at the Annual Meeting. In evaluating candidates for nomination to the Board, the Committee may take into consideration such factors and criteria as it deems appropriate, including judgment, skill, integrity, reputation, diversity and business and other experience. In addition, the Committee shall take into account the applicable requirements for directors under the Securities Exchange Act of 1934, as amended, and the listing standards of the NYSE.
- Review the performance of the Board annually and the performance of Board members before nominating them for re-election.
- Periodically review the composition of the full Board to determine whether additional Board members with different qualifications or areas of expertise are needed to further enhance the composition of the Board and work with management in attracting candidates with those qualifications.
- Periodically review all standing or any ad hoc committees and recommend to the full Board, as appropriate, changes in number, function or composition of committees. In evaluating candidates for nomination to committees of the Board, the Committee may take into consideration such factors or criteria that the Committee deems appropriate, including his or her judgment, skill, integrity, and business or other experience. In addition, the Committee shall take into account the applicable requirements for members of committees of boards of directors under the Securities Exchange Act of 1934, as amended, and the listing standards of the NYSE.
- Oversee the evaluation of management at least annually and as circumstances otherwise dictate.
- Review and make recommendations to the full Board with respect to succession planning.

- Periodically review the Corporation's director and officer liability insurance coverage.
- Confer, as appropriate, with the General Counsel on matters of corporate governance.
- Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.

#### 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.