FPIC INSURANCE GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES

I. Introduction

The following principles have been adopted by the Board of Directors (the "Board") of FPIC Insurance Group, Inc. (the "Company") as the Company's corporate governance guidelines (the "Guidelines"). These Guidelines, along with the Company's Articles of Incorporation, Bylaws and the charters of the various Board committees, provide the framework for the governance of the Company. The Guidelines are intended to assist the Board and the management of the Company in the exercise of their responsibilities. These Guidelines will be reviewed periodically by the Board and the Governance Committee of the Board and may be changed by the Board from time to time.

II. Role of the Board and Management

The Board is elected by the shareholders to oversee management and to assure that the long-term interests of the shareholders are being served. The Board is responsible for oversight of the business of the Company and its subsidiaries that is conducted by its employees, managers and officers under the direction of the Chief Executive Officer. Both the Board and management recognize that shareholders' long-term interests are advanced by responsibly addressing the concerns of other stakeholders essential to the Company's success, including employees, customers, suppliers, the communities in which the Company does business, the government and the public.

III. Size of Board and Selection Process

Size of Board. The Board, with the recommendation of the Governance Committee, is responsible for determining the number of directors on the Board based upon the nature and scope of the Company's operations and the need for diversity of Board views. The Board is classified with the terms of office of each of the classes of directors ending in successive three-year terms, as provided in the Company's Articles of Incorporation. The Board believes that this staggered election of directors helps maintain continuity and stability on the Board, which assists in formulating, reviewing, revising and executing the Company's long-range strategic plan.

Board Selection Process. The Company's shareholders elect directors each year at the annual shareholders meeting. The Nominating Committee, which is comprised solely of independent members of the Board, after receipt of input from the full Board, will select nominees and recommend them for election by shareholders and will recommend candidates to fill any vacancies that may arise between annual shareholder meetings.

As part of its selection process, the Nominating Committee may consider recommendations from other sources of director candidates who will enhance the quality of the

Board, serve shareholders' long-term interests and contribute to the Company's overall corporate goals. Shareholders may also propose nominees by submitting the name(s) and supporting information to the Secretary of the Company at 1000 Riverside Avenue, Suite 800, Jacksonville, Florida 32204 in accordance with the procedures described in the Company's Proxy Statement for its most recent annual shareholders meeting.

IV. Director Qualifications

Independence. A majority of the directors will be directors who are determined to be "independent directors" in accordance with rules of the Securities and Exchange Commission (the "SEC") and The NASDAQ Stock Market LLC ("Nasdaq"). An "independent director" means, generally, a director who is not an officer or employee of the Company or its subsidiaries and who does not have a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board will affirmatively determine on an annual basis the independence of each member of the Board in accordance with SEC and Nasdaq rules.

The Board and its committees will consider that the independence of the Company's directors may be jeopardized if director compensation and perquisites exceed customary levels or if the Company makes substantial charitable contributions to organizations with which a director is affiliated. The Board does not consider the fact that a director or a related party of a director is (under customary terms and conditions) a policyholder of an insurance subsidiary of the Company to be an adverse factor in considering that director's independence.

If a director becomes involved in activities or interests that conflict or appear to conflict with the interests of the Company and these activities result in an actual or potential conflict of interest, the director is required to disclose such conflict promptly to the Board. The Board will determine an appropriate resolution on a case-by-case basis.

Specific Qualifications. In evaluating director nominees, among other things, the needs of the Board and its committees and the qualifications of sitting directors will be considered. While there are no specific, minimum qualifications for directors or director nominees, in general terms, the following criteria, among others, will be considered: (i) personal and professional integrity; (ii) achievements and skills; (iii) personal attributes, including leadership abilities, strength of character, ethics, practical wisdom, mature judgment, inquisitiveness and independence of mind, interpersonal skills, including the ability to work together with other members to make a contribution to the work of the Board and its committees, and the ability and willingness to commit the necessary time required for membership on the Board; and (iv) experience attributes, including education, expertise, industry knowledge, business knowledge, financial acumen, special expertise, and diversity of viewpoints. Members should represent a balance of diverse backgrounds and skills relevant to the Company's needs that together ensure a strong board of directors. The same criteria will be applied to shareholder-recommended nominees. The Board and the Governance Committee will develop and review from time to time a list of the skills, experience and other characteristics that should be fully represented on the Board when ideally constituted.

Other Directorships and Interests. Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with his or her service as an outstanding director. Directors are encouraged to limit the number of other public company boards on which they serve to ensure that they can meet their commitments to the Company, and in any event directors are expected not to serve on more than four public company boards.

The Chief Executive Officer and Other Management Members. The Company's Bylaws provide that the Company's Chief Executive Officer will be nominated to serve on the Board. The Company currently follows the practice of not having the Chief Executive Officer also serve as Chairman of the Board, but the Board could reevaluate this practice in the future if it determines that it would be in the best interests of the Company and its shareholders for one person to hold both offices. The Board may also appoint or nominate certain other members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

Retirement or Change of Occupation. The Board does not believe that directors who retire or change their principal occupation or business association should necessarily leave the Board. However, the Board, through the Nominating Committee, will consider changes in a director's career status along with other factors in connection with the consideration of that director for re-nomination to the Board at the end of that director's term of office.

Term Limits. The Board does not believe that arbitrary term limits on directors' service are beneficial, nor does it believe that directors should expect to be re-nominated as a matter of course. The Board's evaluation of individual director performance is an important determinant of Board tenure. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, term limits involve the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

Age Limit. A person will not be eligible for election or re-election to the Board if the person would be 73 years of age or older at the time of his or her election or re-election to the Board, and a Board member's term expires at the next annual meeting of shareholders after that director reaches the age of 73.

V. Director Responsibilities

General. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. Each director shall honor his or her legal duties of care and loyalty to the Company, and always act in the best interests of the Company's shareholders.

In discharging this obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors will also be entitled to be covered by reasonable directors' and officers' liability insurance purchased by the Company on their behalf, to the benefits of indemnification to the fullest extent permitted by law and by the Company's Articles of Incorporation, By-laws, and any indemnification agreements, and to exculpation as provided by state law and the Company's Articles of Incorporation.

Attendance and Preparation. Board members are expected to attend Board meetings and meetings of Board committees on which they serve, to spend the time needed to discharge their Board duties in a reasonable manner, and to meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be provided to the directors before the meeting, and directors should review these materials in advance of the meeting.

Board members are encouraged to attend annual meetings of our shareholders.

Agendas. The Chairman (with input from the Chief Executive Officer) establishes the agenda for each Board meeting.

The Chairman of the Board. The Chairman of the Board is selected tri-annually by the Board from among the members of the Board. No person may serve more than two three-year terms as Chairman of the Board.

The duties of the Chairman of the Board include communicating with the individual directors and the chairmen of the Board committees regarding their responsibilities, encouraging each director to make a significant contribution to the Company, serving as liaison between the Board and the Chief Executive Officer, presiding over the meetings of the Board as well as the meetings of the Executive Committee and Governance Committee, designating the duties of the Vice Chairman of the Board, enforcing the Board policies, procedures and provisions of the Company's Bylaws and Code of Conduct and Ethics, coordinating the establishment of Board goals and objectives, coordinating the evaluation of the Chief Executive Officer, ensuring that all necessary information is disseminated to the Board and that the members of the Board are given adequate time for proper review and study, working with the Governance Committee and the Vice Chairman of the Board to recommend the appointment of directors to the Board committees, and appointing the chairmen of the Board committees to the extent not prescribed by committee charters. The Chairman of the Board also serves as chairman of the Governance Committee and carries out such other duties as requested by the Chief Executive Officer and the Board as a whole, depending on the needs of the Company.

Meetings of the Independent Directors. The independent directors of the Board will meet in executive session during each regularly scheduled meeting of the Board, and more frequently as they deem necessary, for such purposes as the independent directors deem appropriate. Except at the invitation of the independent directors, members of management and directors who do not qualify as independent may not attend and observe meetings of the independent directors of the Board. In discharging its oversight role, the independent directors of the Board are empowered to study or investigate any matter of interest or concern that they deem appropriate and shall have the sole authority, without seeking approval of the full Board, to retain outside counsel or other experts and advisors, including the sole authority to approve the fees payable to such counsel or experts and any other terms of retention.

VI. Board Committees

Standing Committees. The Board has established the following standing committees to assist the Board in discharging its responsibilities: (i) Audit; (ii) Claims and Underwriting, (iii) Compensation, (iv) Executive, (v) Investment, (vi) Governance, (vii) Nominating and (viii) Strategic Planning. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances.

Qualifications and Appointments. All of the members of the Audit and Compensation Committees, and at least a majority of the members of the Governance Committee, will be independent directors, as determined in accordance with relevant Nasdaq and SEC rules pertaining to such committees. Members of each committee shall be appointed by the Board upon the joint recommendation of the Governance Committee, the Chairman of the Board and the Vice Chairman of the Board. The Chairman of the Board (or the Board if the Chairman of the Board is not independent) is responsible for the appointment of the chairmen of the committees.

Advisors. Each Board committee has the power to hire independent legal, financial, or other advisors as it may deem necessary, without consulting with or obtaining the approval of any officer of the Company or the Board.

Charters. Each standing committee, other than the Executive Committee, will have a charter that sets forth the purposes, duties and responsibilities of the committee as well as qualifications for committee membership and such other matters as the Board deems appropriate. The charters of the Audit, Compensation, Governance, and Nominating Committees are published on the Company’s website *(www.fpic.com)*.

Meetings. The number, content, frequency, length and agenda of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the Board to the committee. The chairman of each committee is responsible for developing, with input from relevant Company managers, the committee’s agenda and objectives. Sufficient time to consider the agenda items will be provided, and materials related to agenda items will be sent to committee members sufficiently in advance of the meeting to allow the members to prepare for discussion of the items at the meeting.

VII. Director Compensation

General. The form and amount of director compensation will be determined by the Board based upon the recommendation of the Governance Committee in accordance with the policies and principles set forth in its charter, and the Governance Committee will conduct an annual review of director compensation.

Equity Compensation. The Board recognizes the importance of aligning the interests of the Board with those of the Company's shareholders through equity ownership of Board members in the Company. Accordingly, compensation of non-employee directors will include a component consisting of restricted stock, stock options or other stock-based compensation.

VIII. Director Orientation and Continuing Education

New Board members will attend a director orientation program provided by the Company that will include written materials, meetings with key management and visits to Company facilities. This orientation will include presentations by senior management to familiarize each new director with the Company's strategic plans, its significant financial, accounting, and risk management issues, its compliance programs, its Code of Conduct and Ethics, its principal officers and its internal and independent auditors.

Each director is also expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities. The Company's chief legal officer and chief financial officer are responsible for providing the orientation for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that will assist them in discharging their duties.

IX. Chief Executive Officer Evaluation; Management Succession

Chief Executive Officer Evaluation. The Board will establish a job description for the Chief Executive Officer position, which will be contained in the Governance Committee charter. The Governance Committee will conduct an annual review of the Chief Executive Officer's performance as set forth in its charter. The Board will review the Governance Committee's report in order to ensure that the Chief Executive Officer is providing the best leadership for the Company in the long- and short-term.

Management Succession. The Governance Committee and the Chief Executive Officer will make an annual report to the Board on succession planning. The Board will annually review and approve a succession plan for the Chief Executive Officer, and as appropriate, the entire Board will work with the Governance Committee to evaluate potential successors to the Chief Executive Officer.

X. Executive Compensation

Generally. The Compensation Committee has the responsibility to approve the compensation of the Chief Executive Officer, the Company's other executive officers, and the Company's General Counsel.

Equity Compensation. The Board recognizes the importance of aligning the interests of the Company's management with those of its shareholders through management's equity ownership in the Company. Accordingly, the Board, among other things, has established the Omnibus Incentive Plan under which various equity-based incentive awards may be made.

XI. Annual Performance Evaluation

The Board will conduct an annual self-evaluation to determine whether it, its committees and the Chairman of the Board are functioning effectively.

Annually, the Board will evaluate the performance of directors to be considered for re-nomination to the Board.

XII. Communication with Independent Directors

The Board will maintain procedures for interested parties to communicate with the independent directors. These procedures will be published in the Company's Proxy Statement for each annual meeting.

Revised: August 28, 2009