

HERITAGE INSURANCE HOLDINGS, INC.

CORPORATE GOVERNANCE GUIDELINES

I. Purpose

The Board of Directors (the “Board”) of Heritage Insurance Holdings, Inc. (together with its subsidiaries, “Heritage” or the “Company”) has adopted these Corporate Governance Guidelines (these “Guidelines”), which reflect the Board’s commitment to monitor the effectiveness of policy and decision-making both at the Board and management level. The Board believes these Guidelines should be an evolving set of corporate governance principles, subject to amendment from time to time as circumstances warrant.

II. Duties of the Board

The primary responsibility of the Board is to oversee and monitor Heritage management for the benefit of Heritage’s stockholders. To that end, some of the duties of the Board (acting through its committees in certain instances) are as follows:

- overseeing the conduct of the Company’s business to evaluate whether it is being properly managed;
- reviewing and, where appropriate, approving the Company’s major financial and business strategies, objectives, plans and actions;
- reviewing and, where appropriate, approving major changes in auditing and accounting principles and practices to be used in the preparation of the Company’s financial statements;
- regularly evaluating the performance and approving the compensation of the Chief Executive Officer (the “CEO”) and, with the advice of the CEO, regularly evaluating the performance of other members of senior management; and
- planning for succession with respect to the position of the CEO and monitoring the Company’s succession plan for other members of senior management.

While not limiting their obligations under applicable law, directors, in their capacity as such, are expected to use their reasonable business judgment in overseeing the management of the Company. However, the Board is not expected to manage the Company on a day-to-day basis nor guarantee in any way the management or operations of the Company.

III. Director Qualification Standards

The Corporate Governance and Nominating Committee will review with the Board, on a periodic basis, the portfolio of skills, experience, perspective and background required for the effective functioning of the Board (considering the Company’s strategy, and its regulatory, geographic and market environments) of potential new Board members within the context of the current structure of the Board.

Based on this review, the Corporate Governance and Nominating Committee will recommend director nominees to the Board. The Company’s By-Laws set forth procedures pursuant to which the Company’s stockholders can nominate one or more persons for election to the Board, and the Corporate Governance and Nominating Committee will give appropriate consideration to such candidates and evaluate such candidates in the same manner as other candidates.

IV. Executive Selection and Succession Planning

In the event of the death, resignation or incapacity of the Chair of the Board (the “Chairman”) and/or the CEO, the Board will immediately call a meeting to address the selection of a temporary or

permanent replacement for either or both positions. The Board may delegate the responsibilities with respect to the foregoing process to the Corporate Governance and Nominating Committee or another committee established by the Board for such purpose.

When the CEO or the Chair resigns or retires, the status of such individual as a continuing member of the Board (to the extent such individual is a member of the Board) will be addressed by the Board at the time of such resignation or retirement.

V. Board and Committee Structure

Subject to applicable law, the Board has the authority to establish committees for any purpose it deems appropriate. The Board currently has the following standing committees: Audit, Compensation and Corporate Governance and Nominating.

The Audit Committee is responsible for assisting the Board in monitoring the integrity of the financial statements; monitoring compliance with legal and regulatory financial accounting requirements; monitoring the independent auditor's qualifications, performance and independence; and monitoring the performance of the Company's internal audit function and internal auditors. The Audit Committee will also have any other responsibilities required to be performed by the Audit Committee pursuant to applicable law and the listing requirements of the New York Stock Exchange (as amended from time to time, the "NYSE Listing Requirements"). The Audit Committee will also prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement and provide an avenue of communication among the Board, independent auditors, senior management and internal auditors.

The Compensation Committee is responsible for discharging the Board's responsibilities relating to compensation of Heritage's directors and executive officers. The Compensation Committee has overall responsibility for approving and evaluating the Company's director and executive officer compensation plans, policies and programs. The Compensation Committee will also prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement.

The Corporate Governance and Nominating Committee is responsible for identifying individuals qualified to become members of the Board; recommending to the Board director nominees for election at the next annual meeting of the stockholders of the Company; in the event of a vacancy on or increase in the size of the Board, recommending to the Board a director nominee to fill such vacancy or newly established Board seat; and recommending to the Board director nominees for each committee of the Board. The Corporate Governance and Nominating Committee is also responsible for reviewing and recommending to the Board any proposed changes to these Guidelines and to the Company's Code of Business Conduct and Ethics, and reviewing potential conflicts of interest involving executive officers of the Company (other than the Chief Executive Officer).

The Board will approve committee assignments, including committee chairs. In so doing, the Board will consider the desires of individual directors and the recommendations of the Corporate Governance and Nominating Committee. The Board, in its discretion, may periodically rotate committee membership. Such rotation is not required, however, since there may be reasons to maintain an individual director's committee membership for a longer period.

The committee chairs will determine the frequency of meetings of their respective committees consistent with any requirements contained in each such committee's charter, and, in consultation with management, will set meeting times and develop committee agendas.

When required by the NYSE Listing Requirements, only directors who are independent (as defined in the NYSE Listing Requirements) may serve on the Audit, Compensation, and Corporate Governance and

Nominating Committees. An “independent director” is a person who meets the definition of independent director under applicable securities laws and NYSE Listing Requirements and does not have any other relationship with the Company that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out director responsibilities.

Committees of the Board will have access to outside legal counsel, accountants, compensation consultants, investment bankers, or other independent consultants or advisors (at the Company’s expense), whose expertise is deemed essential to carrying out the committees’ respective missions.

VI. Board Meetings

The Chair will establish the agenda for the Board’s meetings. Any member of the Board may, however, recommend the inclusion of specific agenda items. Such recommendations will be accommodated unless it is not practicable to do so.

Materials important to the Board’s understanding of agenda items will be distributed to the members of the Board, in a timely manner, before the Board meets. These materials will be informative but concise. Each member of the Board will review distributed materials prior to each meeting of the Board and be prepared to participate meaningfully in the meeting and to discuss all scheduled items of business. Members of the Board are also encouraged to keep themselves informed of the Company’s affairs between Board meetings through direct contact with members of senior management of the Company.

The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

Members of the Board are expected to attend each meeting of the Board and the annual meeting of stockholders, either in person or telephonically.

Members of senior management or other persons who are not members of the Board may attend and participate in the Board’s meetings at the invitation of the Chair.

VII. Board Access to Senior Management and Independent Advisors

Members of the Board will have complete access to senior management of the Company and, as appropriate, independent advisors. The Board’s contact with such individuals will be handled in a manner that would not be disruptive to the Company’s business operations. It is encouraged that any non-routine written communications emanating from such contact should be copied to the CEO. However, the Board recognizes that Board members may, and in some circumstances should, respect the privacy of the persons communicating with the Board and treat such communications confidentially.

The Board encourages the CEO to invite members of senior management or other key personnel of the Company to Board and committee meetings: (a) to provide additional insight on items being discussed because of their personal involvement in such areas; and/or (b) to provide Board exposure to individuals with outstanding management potential.

VIII. Compensation For Directors

Any compensation of members of the Board will be established in accordance with applicable legal and regulatory requirements, as well as the NYSE Listing Requirements. Compensation of independent directors on the Board will be comparable to that offered by other companies of similar size and scope. Except as permitted under the NYSE Listing Requirements, independent directors will receive no additional remuneration from the Company beyond that provided to such individuals for their service

as directors on the Board and as members of any committee of the Board. Directors who are employees of the Company will receive no remuneration from the Company for serving as a director on the Board.

Senior management of the Company will periodically review with the Compensation Committee the status of independent director compensation relative to comparable companies. The Compensation Committee will periodically review the Company's principles for determining the form and amount of independent director compensation, as appropriate. Any changes to Board compensation will arise from recommendations of the Compensation Committee, with full discussion and concurrence by the Board.

The Board is committed to fostering compensation programs designed to encourage stock ownership by the directors and senior management of the Company over the long-term. Such programs, in the view of the Board, will further align the interests of the directors and senior management of the Company with the interests of the stockholders.

IX. Director Orientation and Continuing Education

In order to promote director effectiveness, senior management will conduct an informal orientation process for new directors that includes information on the Board's policies and procedures, written materials concerning the Company and its operations, meetings with senior management, and visits to Heritage's offices and facilities. Recently appointed directors are encouraged to advise the Secretary of the Company as to the effectiveness of these materials and suggest any changes.

Senior management will periodically distribute materials to the Board regarding developments of the Company and the industry in which the Company does business in order to continue each director's education with respect to such director's service on the Board.

Directors are encouraged to participate, at the Company's expense, in continuing director education programs.

X. Evaluation of the CEO

The CEO will be expected to report annually to the Compensation Committee on the CEO's goals and objectives for the ensuing year, and also to report annually on the level of achievement of the preceding year's goals and objectives. All independent members of the Board will be invited to those particular Compensation Committee meetings, and all will have the opportunity to participate in any appropriate follow-up meetings or discussions.

The full Board will participate in the evaluation of the CEO. Both objective and subjective criteria will be used, including but not limited to: (a) the Company's financial performance; (b) accomplishment of Heritage's long-term strategic objectives; (c) succession planning; (d) the development of senior management of the Company; and (e) other criteria as determined by the Board from time to time.

XI. Board Evaluation

The Board will engage in a self-evaluation annually to determine whether it and its committees are functioning effectively. This evaluation will be of the Board as a collective body. The evaluation of the Board will be administered by the Corporate Governance and Nominating Committee and evaluation results shared with the full Board for their discussion and deliberation following the end of each fiscal year.

XII. Board Member Commitments

Heritage recognizes that members of the Board benefit from service on the boards of other companies. We encourage that service but also believe it is critical that directors have the opportunity to dedicate sufficient time to their service on the Board. To that end, the CEO and any other director who is

an employee of Heritage will serve on no more than two (2) public company boards in addition to the Board. No officer of Heritage will serve on the compensation committee of any other public company board. It is recommended that directors other than the CEO and any other director who is an employee of Heritage will serve on no more than four (4) public company boards in addition to the Board. In addition, without the approval of the Board, independent directors on Heritage's Audit Committee will serve on no more than two (2) public company board audit committees in addition to the Heritage Audit Committee. For purposes of this section, "public company board" will mean a board of directors of a company with equity securities registered pursuant to Section 12(b) or Section 12(g) of the Securities Exchange Act of 1934, as amended.

XIII. Executive Sessions

In order to enable non-management directors of the Company to be a more effective check on management of the Company, the non-management directors of the Company will meet regularly in executive session of the Board without management present ("Non- Management Sessions"). Such Non-Management Sessions will be conducted in accordance with any NYSE Listing Requirements then in effect, and the identification of non-management directors will be made in accordance with the NYSE Listing Requirements. Not later than the date required under the NYSE Listing Requirements, the non-management directors as a group, acting through a resolution approved by a majority plus one of all non-management directors, will determine which one of its members will serve as the "non-executive Chair" or "presiding director" at such Non-Management Sessions or will adopt a procedure to determine which non-management director will preside at each such Non-Management Session. The non-management directors may meet without management present at such other times as determined by the non-executive Chair or presiding director, as applicable.

If the group of non-management directors of the Company includes directors who are not independent under the NYSE Listing Requirements, the Company will also schedule an executive session, at least once a year, including only independent directors.

XIV. Communications with the Board, Non-Management Directors and Audit Committee

The Board believes it would be useful to make these Guidelines available to stockholders and other constituents and requests that management do so in whatever manner is most feasible.

Heritage's stockholders and interested parties may send communications to the Board by writing to the Board at Heritage Insurance Holdings, Inc., 2600 McCormick Drive, Suite 300, Clearwater, Florida 33759, attention: Kirk Lusk, Secretary.

If any Heritage stockholder or interested party wishes to communicate directly with Heritage's non-management directors or the Chair of the Audit Committee regarding any matter, including any accounting, internal accounting or auditing matter, such party can communicate his or her concerns confidentially to the Audit Committee, the Chair (or presiding director if one has been selected). Any submissions to the Audit Committee, the Chair or presiding director, as applicable, should be marked confidential and addressed to the Chair of the Audit Committee, the Chair or presiding director, as the case may be, c/o Heritage Insurance Holdings, Inc., 2600 McCormick Drive, Suite 300, Clearwater, Florida 33759. In addition, confidential communications may be submitted in accordance with other procedures set forth from time to time on the Company's website. The submission should contain, to the extent possible, a full and complete description of the matter, the parties involved, the date of the occurrence or, if the matter is ongoing, the date the matter was initiated and any other information that the reporting party believes would assist the Audit Committee, the Chair or presiding director in the investigation of such matter.

Directors are encouraged to attend all annual and special meetings of Heritage stockholders.

XV. Review And Changes To The Guidelines

The Corporate Governance and Nominating Committee will be responsible for reviewing these Guidelines not less than annually and recommending any proposed changes to the Board for approval.

XVI. Disclosure of These Guidelines, Code of Business Conduct and Ethics And Committee Charters

These Guidelines, the Code of Business Conduct and Ethics and the charters of the following committees: Audit, Compensation, and Corporate Governance and Nominating will be available on the Company's website or otherwise be made publicly available. Each annual report of Heritage will indicate that the foregoing information is available on the Company's website or that the information is available in print to any stockholder who requests such information.

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**Effective May 19, 2014
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