

Brown & Brown, Inc.

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Organization and Purpose of the Nominating/Corporate Governance Committee

The Nominating/Corporate Governance Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Brown & Brown, Inc. (the "Company"). The primary function of the Committee is to assist the Board by (1) identifying individuals qualified to become members of the Board and recommending that the Board select the director nominees for the next annual meeting of the stockholders of the Company and (2) developing and recommending to the Board a set of corporate governance principles applicable to the Company.

II. Composition of the Committee

A. The Committee shall be composed entirely of independent directors. The membership of the Committee shall consist of at least three directors, each of whom shall satisfy any applicable independence requirements of the New York Stock Exchange.

B. Members of the Committee shall be elected annually by the Board and shall hold office until the earlier of (1) the election of their respective successors, (2) the end of their service as a director of the Company (whether through resignation, removal, expiration of term, or death), (3) their removal by vote of the Board, or (4) their resignation from the Committee. The chairperson of the Committee may be selected by the Board or, if no such selection is made by the Board, the Committee members may elect a chairperson by vote of a majority of the full Committee.

C. The Committee may form and delegate authority to subcommittees when appropriate.

III. Responsibilities of the Committee

The following shall be the principal recurring responsibilities of the Committee:

- Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- Review and report on possible candidates for membership on the Board consistent with the Board's criteria for selecting new directors as expressed in the corporate governance principles or otherwise.
- Annually recommend a slate of nominees to the Board with respect to nominations for the Board at the annual meeting of shareholders.
- Make recommendations to the Board concerning (1) committee member qualifications, (2) committee member appointments and removals, (3) committee structure and operations (including authority to delegate to subcommittees), and (4) committee reporting to the board.

- Provide oversight of the annual evaluation of the Board, Board committees and Chief Executive Officer.
- Oversee administration of the Company's policy with respect to related party transactions, review related party transactions submitted to the Committee pursuant to the terms of such policy, and periodically review and assess the adequacy of such policy and, as appropriate, amend such policy.
- Report to the Board, by means of written or oral reports, submission of minutes of Committee meetings or otherwise, from time to time or whenever it shall be called upon to do so.
- Review this Charter and the Corporate Governance Principles annually for possible revision.

IV. Authority and Resources of the Committee

The Committee shall have the authority to obtain advice and seek assistance from outside legal, accounting or other advisors, including search firms, as it determines necessary to carry out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees, which shall be paid by the Company, and other retention terms.

V. Interpretations and Determinations

The Committee shall have the power and authority to interpret this Charter and make any determinations as to whether any act taken has been taken in compliance with the terms hereof.

VI. Evaluation

An annual performance evaluation of this Committee shall be conducted, and the results of such evaluation shall be reported to the Board.

VII. Disclosure

This Charter shall be made available on the Company's website.

[As amended January 23, 2008]