

Brown & Brown, Inc.

COMPENSATION COMMITTEE CHARTER

I. Organization and Purpose of the Compensation Committee

The Compensation Committee (the "Committee") is a committee of the Board of Directors ("Board") of Brown & Brown, Inc. (the "Company"). The primary function of the Committee is to assist the Board in discharging its responsibilities relating to the compensation of the Company's executive officers and to produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

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 the independence requirements of the New York Stock Exchange. The selection of the members of the Committee shall be made in accordance with Section 162(m) of the Internal Revenue Code (or any successor to Section 162(m) as in effect from time to time), and income tax regulations promulgated thereunder as in effect from time to time, and Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (or any successor to Rule 16b-3 as in effect from time to time).

B. Members of the Committee shall be appointed 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:

- Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and set the compensation level of the Chief Executive Officer based on this evaluation. In determining the incentive components of Chief Executive Officer compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance relative to shareholder 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 the annual base salaries and annual incentive compensation of the other executive officers of the Company, including: (1) all incentive awards and compensation, including both cash-based and equity-based awards and compensation; (2) any employment agreements and severance arrangements; (3) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (4) any special or supplemental compensation and benefits for the persons

who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans.
- Review and discuss with management the Company's disclosure to be made in the Compensation Discussion and Analysis and determine whether or not to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's proxy statement or such other report as may be required in compliance with then currently applicable Securities and Exchange Commission rules and regulations and relevant listing authority.
- Produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.
- If a compensation consultant assists in the evaluation of director, Chief Executive Officer or senior executive officer compensation, the Committee shall have sole authority to retain or terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms.
- Report regularly 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 annually for possible revision.

IV. Authority and Resources of the Committee

The Committee shall have the authority to retain outside legal, accounting or other advisors, including compensation consultants, as it determines necessary to carry out its duties, and shall have authority to approve such advisors' fees and other terms of engagement, and shall be provided adequate funding, as determined by the Committee, for payment of such advisors' fees.

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 the 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]