

MarineMax, Inc. (the “Company”)

COMPENSATION COMMITTEE CHARTER

Purpose and Responsibilities

The purpose and responsibilities of the Compensation Committee (the “Committee”) shall be as follows:

1. To review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board of Directors), determine and approve the CEO’s compensation level based on this evaluation, including compensation under incentive-compensation plans and equity-based plans.
2. To make recommendations to the Board of Directors with respect to, or, as directed by the Board of Directors, determine and approve compensation, incentive-compensation plans, and equity-based plans for all other executive officers of the Company.
3. To produce an annual compensation committee report on executive compensation for inclusion in the Company’s annual proxy statement (or in its Form 10-K if the Company does not file a proxy statement) in accordance with applicable rules and regulations of the New York Stock Exchange (the “NYSE”), the Securities and Exchange Commission (the “SEC”), and other regulatory bodies.

The Board of Directors shall determine whether the Committee shall make determinations as a Committee or shall make recommendations to the Board of Directors.

Composition

The Committee shall consist of three or more members of the Board of Directors, each of whom is affirmatively determined by the Board of Directors to be “independent” under the rules of the NYSE, including that the director has no material relationship with the Company (directly or as a partner, stockholder, or officer of an organization that has a relationship with the Company). In addition, in affirmatively determining the independence of any director who will serve on the Committee, the Board of Directors shall consider all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to, the following:

1. the source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the Company to such director; and
2. whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company.

It is not possible to anticipate, or explicitly to provide for, all circumstances that might signal potential conflicts of interest, or that might bear on the materiality of a director's relationship to the Company, including its subsidiaries. Accordingly, the Board of Directors should broadly consider all relevant facts and circumstances. In particular, when assessing the materiality of a director's relationship with the Company, the Board of Directors should consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships, among others. However, the concern is independence from management, and even a director's ownership of a significant amount of stock, by itself, may not be a bar to an independence finding.

When considering the sources of a director's compensation in determining the director's independence for purposes of service on the Committee, the Board of Directors should consider whether the director receives compensation from any person or entity that would impair the director's ability to make independent judgments about the Company's executive compensation. Similarly, when considering any affiliate relationship a director has with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company, in determining the director's independence for purposes of service on the Committee, the Board of Directors should consider whether the affiliate relationship places the director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair the director's ability to make independent judgments about the Company's executive compensation.

If the Company fails to comply with the Committee composition requirements stated above because a member of the Committee ceases to be independent for reasons outside the member's reasonable control, that person, with prompt notice to the NYSE and only so long as a majority of the members of the Committee continue to be independent, may remain a member of the Committee until the earlier of the next annual stockholders' meeting of the Company or one year from the occurrence of the event that caused the member to be no longer independent.

Additionally, no director may serve unless that director (1) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors based on nominations recommended by the Company's Nominating/Corporate Governance Committee. A member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairman

Unless a Chairman is elected by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee also shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. In the event the Committee delegates responsibilities of the Committee to a subcommittee, such subcommittee must comply with the applicable rules and regulations of the NYSE, the SEC, and other regulatory bodies.

Meetings

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairman of the Committee or a majority of the members of the Committee may call meetings of the Committee. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication device by means of which all persons participating in the meeting can hear each other.

All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The CEO should not attend any meeting at which the CEO's performance or compensation are discussed, unless specifically invited by the Committee. The Committee may also exclude from its meetings any persons it deems appropriate.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the CEO and any other corporate officers as it deems appropriate. However, the Committee should also meet from time to time without such officers present, and in all cases, such officers shall not be present at meetings at which their performance and compensation are being discussed and determined.

Duties and Responsibilities

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures with respect to compensation matters as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in this Charter. No provision of this Charter shall be

deemed to preclude discussion of CEO or other executive compensation with the Board of Directors generally.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate.

Setting Compensation for Executive Officers and Directors

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve the Company's corporate goals and objectives relevant to the compensation for the CEO and other executive officers, including annual performance objectives.
3. Evaluate the performance of the CEO and other executive officers in light of those goals and objectives and, based on such evaluation, make recommendations to the full Board of Directors with respect to, or as directed by the Board of Directors determine and approve, the annual salary, bonus, stock options, and other benefits, direct and indirect, of the CEO and make recommendations to the full Board of Directors with respect to, or as directed by the Board of Directors determine and approve, the annual salary, bonus, stock options, and other benefits, direct and indirect, of the other executive officers.
4. In determining the long-term incentive component of compensation for the CEO and other executive officers, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs and other executive officers at comparable companies, and the awards given to the CEO and other executive officers in past years. The Committee is not precluded from approving awards (with or without the ratification of the Board of Directors) as may be required to comply with applicable tax laws, such as Rule 162(m).
5. In connection with executive compensation programs, the Committee should do the following:
 - (a) Review and recommend to the full Board of Directors, or approve, new executive compensation programs and any material change to any such existing program or plan.
 - (b) Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purposes.
 - (c) Establish and periodically review policies for the administration of executive compensation programs.

- (d) Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- 6. Establish and periodically review policies in the area of senior management prerequisites.
- 7. Consider policies and procedures pertaining to expense accounts of senior executives.
- 8. Review and recommend to the full Board of Directors compensation of directors as well as directors' and officers' indemnification and insurance matters.
- 9. To the extent not assigned to another committee of the Board of Directors, review and make recommendations to the full Board of Directors, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, change-in-control agreements, severance agreements, termination arrangements, and loans to employees made or guaranteed by the Company.

Monitoring Incentive- and Equity-Based Compensation Plans

- 10. Review and make recommendations to the full Board of Directors with respect to, or approve, the Company's incentive-compensation plans and equity-based plans, and review and oversee the activities of the individuals responsible for administering those plans.
- 11. Review and make recommendations to the full Board of Directors, or approve, all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders.
- 12. Review and make recommendations to the full Board of Directors, or approve, all awards of shares or share options pursuant to the Company's equity-based plans.
- 13. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
- 14. Review and monitor employee pension, profit sharing, and benefit plans.

Authority and Funding

- 15. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel, or other adviser.
- 16. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel, or other adviser retained by the Committee.

17. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel, or any other adviser retained by the Committee.
18. The Committee may select a compensation consultant, legal counsel, or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:
 - (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other adviser;
 - (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;
 - (c) the policies and procedures of the person that employs the compensation consultant, legal counsel, or other adviser that are designed to prevent conflicts of interest;
 - (d) any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee;
 - (e) any stock of the Company owned by the compensation consultant, legal counsel, or other adviser; and
 - (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The foregoing shall not be construed (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel, or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee shall conduct the independence assessment outlined above at least annually with respect to any compensation consultant, legal counsel, or other adviser that provides advice to the Committee, other than (1) in-house legal counsel; and (2) any compensation consultant, legal counsel, or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operations, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

There is no requirement that a compensation consultant, legal counsel, or other compensation adviser be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation adviser. The Committee may select or receive advice from any compensation adviser that it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Reports

19. Prepare an annual Committee report on executive compensation for inclusion in the Company's annual proxy statement (or in its Form 10-K if the Company does not file a proxy statement) in accordance with applicable rules and regulations of the NYSE, SEC, and other applicable regulatory bodies.
20. Report regularly to the Board of Directors with respect to matters that are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
21. Maintain minutes or other records of meetings and activities of the Committee.

Committee Functioning

In conjunction with the Nominating/Corporate Governance Committee of the Board of Directors, the Committee shall give consideration to the qualifications and criteria for membership of the Committee; the appointment and removal of members of the Committee; and the structure and operations of the Committee.

Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Publicly Available

Website Posting Requirement

The Company shall make this Charter available on or through its website. If any function of the Committee has been delegated to another committee, the charter of that committee shall also be made available on or through the Company's website.

Disclosure Requirements

The Company shall disclose in its annual proxy statement (or in its Form 10-K if the Company does not file a proxy statement) that this Charter is available on or through its website and provide the website address.