

MarineMax, Inc. (the "Company")

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose and responsibilities of the Nominating/Corporate Governance Committee (the "Committee") shall be as follows:

1. To identify individuals qualified to become board members and to select, or to recommend that the Board of Directors select, the nominees to stand for election as directors at each annual meeting of stockholders or, if applicable, special meeting of stockholders.
2. To develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company.
3. To oversee the selection and composition of committees of the Board of Directors.
4. To oversee the evaluations of the Board of Directors.

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 determined by the Board of Directors to be "independent" in accordance with the rules of the New York Stock Exchange.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors based on nominations recommended by the Committee. Members 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

The Board of Directors may allocate responsibilities of the Committee to other committees of its own denomination provided that any such committee consists solely of independent directors and has a published committee charter. In fulfilling its responsibilities, the Committee also shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

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 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 Committee may also exclude from its meetings any persons it deems appropriate.

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 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.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority, without seeking Board approval, to retain outside counsel and other advisors for this purpose, including the sole authority to approve the fees payable to such counsel and advisors and any other terms of retention.

Board Selection, Composition, and Evaluation

1. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In

identifying candidates for membership on the Board of Directors, the Committee may take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board of Directors.

2. Review and make recommendations to the full Board of Directors, or determine, whether members of the Board should stand for re-election and consider matters relating to the retirement of Board members, including term limits or age caps.
3. In the case of a director nominated to fill a vacancy on the Board of Directors, including a vacancy created by an increase in the size of the Board, recommend to the Board of Directors an individual to fill the vacancy either through appointment by the Board of Directors or through election by the stockholders, and, if applicable, the class of directors in which the individual should serve.
4. Conduct appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.
5. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
6. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. Oversee the evaluation, at least annually, and as circumstances otherwise dictate, of the Board of Directors.

Committee Selection and Composition

8. Recommend members of the Board of Directors to serve or fill vacancies on the committees of the Board, giving consideration to any factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.
9. Recommend members of the Board of Directors to serve as the Chair of the committees of the Board of Directors.

10. Establish, monitor, and recommend the purpose, structure, and operations of the various committees of the Board of Directors; the qualifications and criteria for membership on each committee of the Board; the appointment and removal of members of committees of the Board of Directors; the structure and operations of the committees of the Board of Directors, including authority to delegate to subcommittees; and as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
11. Periodically review the charter and composition of each committee of the Board of Directors and make recommendations to the Board for the creation of additional committees or the elimination of committees.

Corporate Governance

12. Develop and recommend to the Board of Directors a set of corporate governance principles and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate.
13. Consider policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas, and procedures for delivery of materials in advance of meetings.

Continuity/Succession Planning Process

14. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.

Reports

15. Report regularly to the Board of Directors (a) following meetings of the Committee, (b) with respect to such matters as are relevant to the Committee's discharge of its responsibilities, and (c) 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.

16. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
17. Maintain minutes or other records of meetings and activities 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.