

MARINEMAX, INC.

WHISTLEBLOWER POLICY

Introduction

MarineMax, Inc. (the “Company”) has a Code of Business Conduct and Ethics applicable to all employees that expects employees promptly to discuss with or disclose to their supervisor, senior corporate officers, or the Company’s Whistleblower Hotline (defined below) events of questionable, fraudulent, or illegal nature. In addition, the Company has a Code of Ethics for the Chief Executive Officer and senior financial officers that, among other things, requires prompt internal reporting of violations of that Code, the Code of Business Conduct and Ethics, fraud, and a variety of other matters.

As an additional measure to support our commitment to ethical conduct, the Audit Committee of our Board of Directors (“the Audit Committee”) maintains the following “whistleblower” policies and procedures (this “Policy”) in accordance with the Company’s Code of Business Conduct and Ethics, Sections 301 and 806 of Sarbanes-Oxley Act of 2002, Sections 922 and 748 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and the Securities Exchange Act of 1934 for: (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. This Policy applies to all employees, officers, and directors of the Company or any of its subsidiaries, all of whom are referred to collectively as “employees” throughout this Policy. In this Policy, “we,” and “our” refers to the Company and its subsidiaries.

1. Covered Items.

The Company requires reporting of good faith concerns regarding any of the following:

- Suspected violations of our Code of Business Conduct and Ethics or Code of Ethics for the Chief Executive Officer and senior financial officers, which we refer to in this Policy as “Ethics Violations.”
- Suspected violations of any other Company policies or procedures, which we refer to in this Policy as “Corporate Policy Violations.”
- Questionable accounting, violations of internal accounting controls, or any other auditing or financial matters, or the reporting of fraudulent financial information, which we refer to in this Policy as “Fraudulent Auditing and Accounting Activities.”
- Suspected violations of law or fraudulent activities other than Fraudulent Auditing and Accounting Activities, which we refer to in this policy as “Legal Violations,” and collectively with Ethics Violations and Corporate Policy Violations as “Violations.”

If requested, the Company also requires that employees provide truthful information in connection with an inquiry or investigation by a court, an agency, law enforcement, or any other governmental body.

If a Company employee is aware of a potential Violation or Fraudulent Auditing and Accounting Activity and does not report it according to this Policy, the inaction may be considered a Violation itself, which may result in disciplinary action, up to and including termination of employment.

2. Reporting of Concerns or Complaints Regarding Accounting, Internal Controls, or Auditing Matters.

The purpose of this Policy is to reinforce the business integrity of the Company by providing a safe and reliable means for employees and others to report concerns they may have about conduct at the Company. Taking action to prevent problems is part of the Company's culture. If you observe potential Violations or Fraudulent Auditing and Accounting Activity, you are expected to report your concerns. Employees and others involved with the Company are expected to come forward with any such information, without regard to the identity of position of the suspected offender.

Employees and others may choose any of the following modes of communicating suspected Violations of law, policy, or other wrongdoing, as well as any Fraudulent Auditing and Accounting Activity:

- Report the matter to your supervisor;
- Report the matter to the Company's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Corporate Counsel, Director of Internal Audit, or Controller;
- Report your concern via the Company's Whistleblower Hotline which is accessible from the homepage of the Company's Intranet site 24 hours a day, seven days a week (the "Whistleblower Hotline") by email at **marinemax.ethicspoint.com** or by phone at 877-217-4711, through which you may choose to identify yourself or remain anonymous. You should also use this Whistleblower Hotline if you do not believe your concern is being adequately addressed.

3. Handling Reports.

All reports received will be logged and include, among other things: (i) the date the report was received; (ii) a description of the report, including whether it involves accounting and auditing or non-accounting and non-auditing matters; (iii) the reporting party (if provided, but not required); and (iv) the status and disposition of an investigation of the report.

The Director of Internal Audit or the Corporate Counsel will promptly submit to the Audit Committee all reports received. The Audit Committee shall direct and oversee an investigation of all reports as it determines to be appropriate. The Audit Committee may also

delegate the oversight and investigation of reports to the appropriate members of our management, to another Board of Directors committee, or to an independent third party. The Audit Committee may request special treatment for any report and may re-assume the direction and oversight of an investigation of any report delegated to members of our management.

The Director of Internal Audit shall provide the Audit Committee with a quarterly report of all reports received and an update of pending investigations.

4. Confidentiality.

The Company will treat all communications under this Policy in a confidential manner, except to the extent necessary: (i) to conduct a complete and fair investigation; (ii) for reviews of Company operations by the Company's Board of Directors, its Audit Committee, and the Company's independent public accountants; or (iii) to comply with applicable law.

Moreover, if your situation requires that your identity be protected, or if you are merely uncomfortable for your identity to be disclosed, as noted above, please submit an anonymous report to the Company's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Corporate Counsel, Director of Internal Audit, or Controller through the Whistleblower Hotline. The Whistleblower Hotline offers the choice of a toll-free phone number or an email address. Please be aware that the number and email address is under the complete control of an outside third-party vendor. For any Violation or Fraudulent Auditing and Accounting Activity not reported through an anonymous report, we will advise the reporting party that the Violation or Fraudulent Auditing and Accounting Activity has been addressed and, if we can, of the specific resolution. However, due to confidentiality obligations, there may be times when we cannot provide the details regarding the corrective or disciplinary action that was taken.

5. Retaliation.

Any individual who in good faith reports a potential Violation or Fraudulent Auditing and Accounting Activities, even if the report is mistaken, or who assists in the investigation of a reported violation, will be protected against retaliation by the Company or any of its employees. Retaliation in any form will not be tolerated and is contrary to applicable law. Bringing any alleged retaliation to our attention promptly enables us to honor our values, and to promptly and appropriately investigate the reported retaliation in accordance with the procedures outlined above. Any act of retaliation should be reported immediately and will be disciplined appropriately, up to and including termination of employment.

Specifically, the Company will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate or retaliate against any employee in the terms and conditions of the employee's employment because of any lawful act done by that employee to either: (i) provide information, cause information to be provided, or otherwise assist in any investigation regarding any conduct that the employee reasonably believes constitutes a violation of any Company code of conduct, law, rule, or regulation, including any rule or regulation of the Securities and Exchange Commission or any provision of Federal law relating to fraud against shareholders; or (ii) file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or, to the

employee's knowledge, about to be filed relating to an alleged violation of any such law, rule, or regulation.

If you believe you have been subject to any conduct that you believe constitutes retaliation for having made a report in compliance with this Policy or for having participated in any investigation relating to an alleged Violation or Fraudulent Auditing and Accounting Activity, please immediately report the alleged retaliation to the **Director of Internal Audit or Corporate Counsel** ideally within [ten (10)] days of the offending conduct. If, for any reason, you do not feel comfortable discussing the alleged retaliation with these people, please report the alleged retaliation through the Whistleblower Hotline. These individuals will ensure that an investigation is conducted in a timely fashion. The complaint should be as detailed as possible, including the names of all individuals involved and any witnesses. The Company will directly and thoroughly investigate the facts and circumstances of all perceived retaliation and will take prompt corrective action, if appropriate. Additionally, any manager or supervisor who observes retaliatory conduct must report the conduct to the **Director of Internal Audit or Corporate Counsel** so that an investigation can be made, and corrective action taken, if appropriate.