

# EHEALTH, INC.

## COMPENSATION COMMITTEE CHARTER

(as amended March 26, 2014)

### PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of eHealth, Inc. (the “Company”) is to discharge certain responsibilities of the Board relating to executive compensation policies and programs, including developing compensation policies, overseeing the implementation of the policies and benefit plans, administering the Company’s various stock plans and the issuance of stock options and other stock-related awards, and to make recommendations to the Board regarding its remaining responsibilities relating to executive compensation.

### MEMBERSHIP

The members of the Committee are appointed by the Board, considering the recommendation of its Nominating and Corporate Governance Committee. The members of the Committee may be removed by the Board on its own motion or on the recommendation of its Nominating and Corporate Governance Committee.

The Committee shall consist of at least two (2) members of the Board who meet the following criteria (in each case to the extent that such requirements are effective from time to time):

1. Each member will be an independent director in accordance with the applicable rules of The Nasdaq Stock Market (“Nasdaq”) including the independence test for compensation committee members described in Nasdaq Rule 5605(d)(2), subject to the exceptions under such rules;
2. Each member will be an outside director under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations adopted by the Internal Revenue Service under such section;
3. Each member will be a non-employee director under Rule 16b-3 adopted by the Securities and Exchange Commission (the “SEC”) under Section 16 of the Securities Exchange Act of 1934, as amended; and
4. Each member will meet any other requirements imposed by applicable law, regulations or rules.

The Board may appoint the Chairperson of the Committee (the “Chairperson”). Alternatively, the Board may direct that the members of the Committee elect the Chairperson.

## **RESPONSIBILITIES AND AUTHORITY**

The responsibilities and authority of the Committee shall include:

1. Establishing the corporate goals and objectives that pertain to the variable compensation of the Company's Chief Executive Officer (the "CEO");
2. Evaluating the CEO's performance;
3. Determining the CEO's salary and contingent compensation, based on evaluating his or her performance and other relevant criteria as determined by the Committee; provided, however, that when the Compensation Committee meets to evaluate and vote on the compensation of the Company's CEO, the Compensation Committee shall meet in executive session without the presence of the CEO. The CEO may be present during deliberations to determine the compensation of all other officers of the Company, but may not vote.
4. In consultation with the CEO, determining the salaries and contingent compensation of the other individuals who are deemed to be "officers" of the Company under Rule 16a-1(f) of the SEC (collectively with the CEO, the "Executive Officers"), including establishing incentive compensation plans for such individuals, establishing targets and incentive awards under such plans and making any determinations required to be made by the Board or a committee of the Board under such plans;
5. Making recommendations to the Board regarding the compensation of Board members;
6. Reviewing and approving the terms of offer letters, employment agreements, severance agreements, change-in-control agreements, indemnification agreements and other material agreements between the Company and its Executive Officers;
7. Making recommendations to the Board regarding adopting or amending equity incentive plans (including changes in the number of shares reserved for issuance thereunder);
8. Administering the Company's stock plans, granting stock option, stock appreciation right, restricted stock units and other equity awards and approving modifications of such awards and the related forms of agreement, provided that the Board may also perform these functions and may delegate to another committee of the Board the concurrent authority to make such awards to individuals other than Executive Officers;
9. Overseeing the administration of other material employee benefit plans of the Company, including the Company's 401(k) plan;
10. Reviewing and approving policies and procedures relating to the perquisites and expense accounts of the Company's Executive Officers;

11. Reviewing and discussing with management the Company's Compensation Discussion and Analysis (CD&A) to be included in the Company's proxy statement or annual report on Form 10-K and issuing any report required to be prepared by the Committee for inclusion in the Company's proxy statement or annual report on Form 10-K, as required by rules of the SEC;
12. Conducting assessment of risks relating to compensation plans and arrangements;
13. Considering the view of stockholders on executive compensation matters, including advisory votes to approve executive compensation, stockholder proposals and related matters.
14. At least once every sixth year (next required in 2017), the Committee shall recommend to the Board of Directors for inclusion in the annual proxy statement a stockholder proposal regarding the frequency of stockholder advisory votes to approve executive compensation (a "Say When on Pay" stockholder advisory vote).
15. Conducting a review of Executive Officer succession planning, as necessary, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to Executive Officer positions;
16. Reviewing and assessing the adequacy and scope of this Charter on an annual basis and recommending any proposed changes to the Board for approval; and
17. Performing such other duties as may be requested by the Board or as assigned by the Company's certificate of incorporation, bylaws or applicable law, rule or regulation.

#### **INVESTIGATIONS, STUDIES AND OUTSIDE ADVISERS; CONSIDERATION OF NASDAQ INDEPENDENCE FACTORS**

The Committee may conduct or authorize investigations into, or studies of, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company.

The Committee may, in its sole discretion, retain compensation consultants, independent legal counsel (including the Company's regular legal counsel), accounting, actuarial or other advisors, following consideration of independence factors specified by Nasdaq (the "Independence Factors"). Specifically, these Independence Factors are:

1. The provision of other services to the Company by the entity employing the advisor (the "Advisor Entity").
2. The amount of fees received from the Company by the Advisor Entity as a percentage of the total revenue of the Advisor Entity.

3. The policies and procedures of the Advisor Entity that are designed to prevent conflicts of interest.
4. Any business or personal relationship of the advisor with a Committee member.
5. Any stock of the Company owned by the advisor.
6. Any business or personal relationship of the advisor or the Advisor Entity with an executive officer of the Company.

The Company shall be responsible for paying appropriate compensation, as determined by the Committee in its sole discretion, for such advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of such advisors. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company, but only following consideration of the Independence Factors.

The Committee shall not be required to consider the Independence Factors prior to obtaining advice from in-house counsel. The Committee shall also not be required to consider the Independence Factors prior to obtaining an advisor's counsel on (i) any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or directors of the Company and that is generally available to all salaried employees, or (ii) any information that is not customized for the Company or that is customized based upon parameters not developed by the advisor or the Company, and about which the advisor does not provide advice. The advisors exempted from Independence Factor consideration under this paragraph are referred to herein as the "Exempt Advisors."

The Committee shall also have the authority to terminate its advisors.

Except with respect to Exempt Advisors, the Committee shall at least annually review the independence of advisors to the Committee, including compensation consultants and the Company's regular outside counsel, in accordance with the Independence Factors.

## **MEETINGS**

The Chairperson will determine how often the Committee meets. The Chairperson, in consultation with the other members of the Committee, will also schedule the Committee meetings and establish the agenda for each meeting. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of the members of the Committee consent thereto in writing or by electronic transmission, and such writings or transmissions show the date of execution or transmission and are filed with the minutes of the Committee. The consent will be effective on the date of the last signature or electronic transmission.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

### **MINUTES**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of meetings of the Board.

### **REPORTS**

The Committee will provide reports to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

### **COMPENSATION**

Members of the Committee will receive such fees, if any, for their service as Committee members, and shall be paid in such form of consideration, as is determined by the Board in accordance with the applicable rules of Nasdaq, the SEC and the Internal Revenue Code.

### **DELEGATION OF AUTHORITY**

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq, the SEC and the Internal Revenue Code, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate. For example, the Committee may delegate authority for overseeing the administration of the Company's 401(k) plan to a subcommittee; provided that any such subcommittee shall report to the Committee at least annually, or more frequently if warranted.