

## **EHEALTH, INC.**

### **AUDIT COMMITTEE CHARTER**

(as amended March 26, 2014)

#### **PURPOSE**

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of eHealth, Inc. (the “Company”) shall be to oversee the Company’s accounting practices and processes, system of internal controls, risk assessment, independent auditor relationships, financial statement audits and audit processes, and financial reporting processes.

#### **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 will consist of at least three (3) 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 Securities and Exchange Commission (“SEC”) and The Nasdaq Stock Market (“Nasdaq”), subject to the exceptions under such rules;
2. Each member will be able to read and understand fundamental financial statements, in accordance with the applicable rules of Nasdaq;
3. At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, in accordance with the applicable rules of Nasdaq;
4. At least one member will be an “audit committee financial expert” in accordance with the applicable rules of Nasdaq and the SEC; and
5. 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:

### ***Processes, Controls and Risk Management***

1. Reviewing periodically the Company’s financial reporting processes and disclosure controls and procedures, based on consultation with the Company’s management and independent auditors and counsel;
2. Reviewing periodically, relying on management’s and the Company’s independent auditor’s representations, assessments and recommendations, the adequacy and effectiveness of the Company’s internal control over financial reporting, including, to the extent applicable, the responsibilities, budget, staffing and effectiveness of the Company’s internal audit function, based on consultation with the Company’s management and independent auditors;
3. Reviewing the reports prepared by management, and attested to by the Company’s independent auditors, assessing the adequacy and effectiveness of the Company’s internal control over financial reporting, prior to the inclusion of such reports in the Company’s periodic filings as required under the rules of the SEC;
4. Discussing guidelines and policies governing the process by which management and other persons responsible for risk management assess and manage the Company’s exposure to risk, as well as the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures, based on consultation with the Company’s management and independent auditors;

### ***Independent Auditors***

5. Appointing, retaining, approving the compensation of and overseeing the work of the Company’s independent auditors; in this regard, the Committee shall have the sole authority to approve the hiring and firing of the independent auditors and the independent auditors shall report directly to the Committee;
6. Pre-approving audit and permissible non-audit services provided to the Company by the independent auditors;
7. Discussing with the Company’s independent auditors their annual audit plan, including the scope of audit and financial review activities and all critical accounting policies and practices to be used, and any other matters required to be communicated to the Committee by the independent auditor under the standards of the Public Company Accounting Oversight Board (PCAOB) (United States);

8. Reviewing quarterly with management, the Company's independent auditors and, to the extent applicable, the internal auditors (or other persons responsible for the Company's internal audit function):
  - The results of the annual audit of the Company and the independent auditors' procedures with respect to interim periods, including any significant findings, comments or recommendations of the independent auditors and, to the extent applicable, internal auditors (or other persons responsible for evaluating the Company's compliance with internal control over financial reporting) together with management's responses thereto; and
  - Any significant changes in the Company's accounting principles or the methods of applying the Company's accounting principles;
9. Reviewing and discussing reports from the independent auditors on:
  - All critical accounting policies and practices used by the Company;
  - Alternative accounting treatments within generally accepted accounting principles related to material items that have been discussed with management, including the ramifications of the use of the alternative treatments; and
  - Other material written communications between the independent auditors and management;
10. Reviewing with the Company's independent auditors their judgments as to the quality of the Company's accounting principles and such matters as are required to be discussed with the Committee under generally accepted auditing standards;
11. Obtaining and reviewing at least annually a report by the Company's independent auditors describing:
  - The independent auditors' internal quality-control procedures; and
  - Any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues;
12. Obtaining and reviewing at least annually a formal written statement by the Company's independent auditors delineating all relationships between the auditor and the Company and its subsidiaries, consistent with PCAOB Rule 3526, "Communication with Audit Committees concerning independence", as it may be modified or supplemented, and reviewing and discussing with the auditors any disclosed relationships or services that may impact the objectivity and

independence of the auditors; in this regard, the Committee shall take appropriate action, if necessary, to ensure the independence of the auditors;

13. Reviewing periodically with the independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work or financial review, including management's response thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and resolving any significant disagreements with management;

#### ***SEC Reports and Other Disclosure***

14. Reviewing with:
  - Management and the Company's independent auditors, before release, the audited financial statements and unaudited interim financial statements; and
  - Management and the Company's independent auditors, before release, the Company's earnings announcements or financial releases and Management's Discussion and Analysis (MD&A) in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q;
15. Directing the Company's independent auditors to review, before filing with the SEC, the Company's interim financial statements included in quarterly reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
16. Overseeing compliance with the disclosure requirements of the SEC, including disclosure of information regarding auditors' services and audit committee members, member qualifications and activities;
17. The Committee shall prepare all reports required to be prepared by it for inclusion in the Company's filings with the SEC, pursuant to and in accordance with applicable rules of the SEC;

#### ***Other Responsibilities and Authority***

18. Establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
19. Reviewing and overseeing all related party transactions in accordance with applicable rules and regulations;
20. Reviewing, approving and monitoring the Company's code of ethics for the Chief Executive Officer and senior financial officers in accordance with the applicable rules of Nasdaq and the SEC;

21. Establishing hiring policies regarding employment of employees, or former employees, of the Company's independent auditors in accordance with the applicable rules of Nasdaq and the SEC;
22. Reviewing and assessing the adequacy and scope of this Charter at least once a year and recommending any proposed changes to the Board for approval; and
23. 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 ADVISORS**

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 shall have the authority to engage independent legal, accounting and other advisors, as it determines necessary to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms and shall have funding for this purpose. The Company will provide adequate funding, as determined by the Committee, to pay the independent auditor, any outside advisors hired by the Committee and any administrative expenses that are necessary or appropriate in carrying out its activities.

### **LIMITATION ON AUDIT COMMITTEE'S ROLE**

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that Company's financial statements and disclosures are complete, accurate and in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors. It also is not the duty of the Audit Committee to assure compliance with laws or regulations or the Company's internal policies, procedures and controls. These are the responsibilities of management.

It is recognized that the members of the Audit Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Audit Committee receives information and (ii) the accuracy of the financial and other information provided to the Audit Committee, in either instance absent actual knowledge to the contrary.

## **MEETINGS**

The Committee will establish its own schedule and will meet at least one (1) time each fiscal quarter. The Chairperson, in consultation with the other members of the Committee, will 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 will meet separately with members of the Company's management, the Company's independent auditors and, to the extent applicable, internal auditors (or other persons responsible for monitoring the Company's compliance with internal control over financial reporting) at such times as the Committee deems appropriate.

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 the meetings of the Board.

## **REPORTS**

The Committee also shall report regularly to the full Board, including with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the effectiveness of the Company's internal control over financial reporting or disclosure controls and procedures, the performance and independence of the Company's independent auditors, or any other issue that the Committee believes should be brought to the attention of the full Board. Such reports may be made orally or in writing.

## **COMPENSATION**

Members of the Committee shall 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 and the SEC.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

## **DELEGATION OF AUTHORITY**

The Committee may, to the extent permitted under applicable law, the applicable rules of Nasdaq and the SEC, and the Company's certificate of incorporation and bylaws, delegate to one or more designated members of the Committee the authority to pre-

approve audit and permissible non-audit services, provided that such pre-approval decision is presented to the full Committee at a scheduled meeting.