

## HOOPER HOLMES, INC.

### Corporate Governance Guidelines

(As of November 19, 2014)

The Board of Directors of Hooper Holmes, Inc. (the “Company”), has established the following corporate governance guidelines to provide the framework for corporate governance at the Company.

1. **Ethical and Fiduciary Duties:** The directors of the Company are elected by its shareholders to oversee management and to act in the best interests of the Company and its shareholders. In discharging their fiduciary duties, directors are expected to exercise their business judgment in what they reasonably believe to be the best interests of the Company and its shareholders.
  - a. Code of Conduct and Ethics. The Company shall maintain, and the Board (through the Audit Committee) will oversee compliance with, a Code of Conduct and Ethics to which all directors and employees of the Company are expected to adhere. The Board (through the Governance and Nominating Committee) shall review and evaluate from time to time the adequacy of the standards established in the Code of Conduct and Ethics.
  - b. Attention to Company Business. Directors are expected to devote the time and attention necessary to fulfill the obligations of a director, including attendance at Board and committee meetings and the Company’s annual meeting of shareholders whenever possible, and maintaining familiarity with the status of the Company’s business and operations and matters affecting the same.
  - c. Confidentiality. Directors shall preserve the confidentiality of information received or presented in connection with Board or committee meetings and deliberations.
  - d. Conflicts of Interest. Each director shall disclose to the other directors any potential conflict of interest the director may have with respect to the Company or to any matter under discussion by the Board or a committee; and shall, if appropriate, refrain from participation in or voting on such matters.
2. **Board Composition:**
  - a. Size of the Board. In accordance with the Company’s by-laws, the exact size of the Board is to be determined from time to time by resolution of the Board, taking into account the then-current scale and scope of the Company, the experience and backgrounds of the directors, and the anticipated workload of the Board and its committees.

- b. Age Limits. It is the policy of the Board that no individual who has attained the age of 72 years will be appointed to the Board, or be nominated for election or re-election as a director.
- c. Director Qualifications, Education and Orientation. The Board has delegated to the Governance and Nominating Committee the responsibility for developing qualifications and characteristics for Board and committee membership, and for making available internal and external continuing education opportunities and orientation programs for directors. The Governance and Nominating Committee is responsible for reviewing outside commitments by directors, including other board or management positions, to ensure that such commitments do not pose potential conflicts of interest or interfere with a director's ability to devote adequate time and attention to the Company. Each director shall notify the chair of the Board and of the Governance and Nominating Committee in advance of accepting any proposed engagement that could bear on the director's fulfillment of fiduciary and ethical duties to the Company.
- d. Independence of Directors. A majority of the directors shall at all times be "independent" directors, as defined in the NYSE MKTCompany Guide. No director will qualify as independent unless and until the Board affirmatively determines, in accordance with applicable laws, regulations and stock exchange guidelines, that the director has no material relationship with the Company that would interfere with the exercise of independent judgment.
- e. New Director Candidates. The Board is responsible for nominating candidates to stand for election to fill seats expiring at each annual meeting of Company shareholders. The Governance and Nominating Committee shall identify and consider candidates, including any candidates proposed by shareholders, and recommend candidates to the full Board for consideration. The Board is also responsible for appointing new directors to fill vacancies on the Board that may arise from time to time. The Governance and Nominating Committee shall identify and consider candidates to fill such vacancies, and make recommendations to the Board for consideration in accordance with the by-laws.

### **3. Board and Committee Responsibilities:**

- a. Chief Executive Officer Selection and Review. The Board, with the assistance of the Governance and Nominating Committee and Compensation Committee, is responsible for selecting and evaluating the Chief Executive Officer and for making decisions about the compensation and retention or replacement of the Chief Executive Officer. The non-management directors' evaluation of the Chief Executive Officer shall be reviewed by the Compensation Committee when considering and recommending to the Board the compensation of the Chief Executive Officer. The Board is also responsible for conducting, at least annually, a review of Chief Executive Officer succession planning, including consideration of possible internal candidates taking into account their readiness and potential, demonstrated skills and competencies, and experience.

- b. Other Executive Officers. The Board, with the assistance of the Compensation Committee, is responsible for overseeing and approving the selection of the Company's other executive officers.
- c. Major Company Actions. The Board is responsible for reviewing and approving major Company actions, transactions and decisions, including major capital allocation recommendations of management and any actions requiring Board approval under applicable laws, regulations or stock exchange rules.
- d. Compensation and Benefits Policy. The Board, with the assistance of the Compensation Committee, is responsible for monitoring the Company's overall compensation and benefits policies and practices. The Compensation Committee is responsible for overseeing and approving the annual compensation of executive officers other than the Chief Executive Officer, and for adopting and overseeing stock ownership guidelines for executive officers if appropriate. The Executive Stock Ownership Guidelines that currently apply to certain Company executives are attached to these Corporate Governance Guidelines.
- e. Strategic Plans. The Board is responsible for reviewing, monitoring and overseeing the development and implementation of the Company's strategic plans and annual operating plans and budgets.
- f. Compliance and Risk Assessment. The Board, with the assistance of the Audit Committee, is responsible for reviewing and overseeing the Company's legal compliance programs and procedures, its disclosure controls and internal controls, and its procedures for identifying, evaluating and controlling significant risks.
- g. Financial Statements. The Board, with the assistance of the Audit Committee, is responsible for reviewing and overseeing the Company's financial statements, including the integrity of the Company's financial controls.
- h. Governance. The Board, with the assistance of the Governance and Nominating Committee, is responsible for establishing and maintaining proper governance, including periodic review of these Corporate Governance Guidelines by the Committee, and the identification and recommendation by such Committee of other corporate governance matters or changes that should be considered by the Board.
- i. Board Leadership. The Board shall select a chairperson from among its members. The Board generally favors separating the roles of Board Chair and Chief Executive Officer, but reserves the flexibility to combine those roles if deemed appropriate. If the Board Chair is not an independent director, the independent directors shall select from among themselves a Lead Director. The Lead Director will be identified as such in the Company's annual proxy statement to facilitate communications by shareholders and employees with the non-management directors; and the Lead Director shall preside over meetings of non-management directors.

- j. Board Evaluation and Assessment. The Governance and Nominating Committee is responsible for reporting annually to the Board an assessment of the Board's performance, processes and procedures, and the full Board will periodically conduct a self-evaluation of the functioning of the Board and its committees.

**4. Board Committees:**

- a. Committees. The Board shall at all times maintain an Audit Committee, a Compensation Committee, and a Governance and Nominating Committee, each of which shall have a charter that sets out the committee's authority and responsibilities, and otherwise complies with applicable laws, rules, regulations and NYSE MKT requirements. The charters are subject to periodic review and revision by the Board, and will be posted on the Company's website. The Board may from time to time appoint such other committees consisting solely of directors as it deems appropriate. Each committee shall have all the authority of the Board, as permitted by law, in carrying out the responsibilities set forth in the committee's charter, in these guidelines, or in the resolution establishing the committee.
  - b. Qualifications of Committee Members. Except as may otherwise be permitted by law, regulation and stock exchange rule, the Audit Committee, Compensation Committee and Governance and Nominating Committee shall each consist entirely of independent directors. The members of those committees shall also meet such other membership criteria or requirements as are specified by law, regulation, stock exchange rule, or in the committee's charter.
  - c. Appointment of Committee Members. Committee members will be appointed by the Board upon the recommendation of the Governance and Nominating Committee. The Governance and Nominating Committee, in consultation with the Board chair, shall take into account the experience, skills and preferences of individual directors, the needs of the Company, and the anticipated workload of each committee, in recommending the assignment of directors to particular committees.
  - d. Committee Meetings. Subject to any requirements in a committee's charter regarding the frequency of meetings, each committee chair, in consultation with committee members, shall determine the frequency and scheduling of committee meetings, and shall establish the agenda for each meeting.
  - e. Reports to Full Board. At each Board meeting, the chair of each committee shall report the matters considered and acted upon by the committee since the preceding Board meeting, and shall recommend any action required by the full Board in respect of those matters.
- 5. Board Meetings:** The Board shall meet at such times as it deems necessary to fulfill its responsibilities. In general, there will be at least one regularly scheduled meeting of the

Board each quarter, including a meeting in conjunction with the Company's annual meeting of shareholders.

- a. Materials Distributed in Advance. Written materials containing information and data relevant to the Company's business and any other matters expected to be considered at meetings of the full Board or any committee will ordinarily be distributed by management sufficiently in advance of the Board or committee meeting to permit reasonable time for review and evaluation. Any matter may be considered at a Board or committee meeting without advance distribution of written material at the discretion of the Board or committee chair.
  - b. Selection of Agenda Items. The Board Chair (or the Lead Director) and the Chief Executive Officer shall establish the agenda for each Board meeting. Any director may suggest the inclusion of items on the agenda.
  - c. Attendance of Non-Directors. The Board encourages the regular attendance at Board meetings by Company executives who have some relation to or responsibility for agenda items. The Board also encourages Company management to bring into Board meetings from time to time non-executive managers who can contribute to the Board's discussion or deliberation, or who should, in management's view, be given exposure to the Board because of their future potential.
  - d. Executive Session Meetings. Non-management directors shall meet in executive session, without any management directors or other members of management present (except as may be requested by the Board Chair or Lead Director). Such sessions shall be held at such times at the request of any non-management director.
6. **Board Relationship to Management:** In general, senior management is responsible for operating the Company in an effective, ethical and legal manner designed to produce value for the Company's shareholders.
- a. Financial Statements, Disclosures and Controls. Management is responsible for producing, under the oversight of the Board and the Audit Committee, financial statements that accurately and fairly present the Company's financial condition, results, cash flows and risks in a clear and understandable manner. Management is responsible for making timely and complete disclosures to investors and the public, and for keeping the Board fully and timely informed on all matters of significance to the Company. Under the oversight of the Board and the Audit Committee, management is responsible for developing, implementing and monitoring an effective system of internal controls over financial reporting, and a system of disclosure controls designed to assure that the Company meets its disclosure obligations under applicable law and regulation.

- b. Strategic Planning. Management is responsible for developing and presenting to the Board the Company's strategic plans, and for implementing those plans as approved by the Board.
  - c. Annual Operating Plans and Budgets. Management is responsible for developing and presenting to the Board the Company's annual operating plans and budgets, and for implementing those plans and budgets as approved by the Board.
  - d. Board Access to Senior Management. The Board and each director will have complete access to Company management to obtain information about the Company and its operations or material relevant to Board or committee deliberations. Directors should take steps to ensure that their contacts with management are not unreasonably distracting to Company operations.
  - e. Communications with Investors, Customers and Media. In general, Company management is responsible for all Company communications with investors, customers and the media. At the request of management, or as authorized by the Board Chair or Lead Director, individual directors may from time to time communicate with these constituencies.
  - f. Board and Committee Resources. The Board and its committees may make reasonable use of the Company's internal and external resources, including its accountants and lawyers, and shall have authority to engage independent accounting, legal and other professional consultants if necessary, to assist and advise the Board and its committees in connection with their responsibilities.
7. **Board Compensation:** Non-employee directors shall receive reasonable annual compensation, which may take the form of an annual retainer, grants of stock or stock options and/or a fee for attendance at Board or committee meetings. The compensation shall be recommended by the Compensation Committee and reviewed and approved annually by the Board. Each director is expected to maintain an appropriate level of ownership of Company stock. The Compensation Committee is responsible for monitoring director stock ownership, and recommending to the Board specific stock ownership guidelines for directors if appropriate.