

**SEACOAST BANKING CORPORATION OF FLORIDA &
SEACOAST NATIONAL BANK**

**ENTERPRISE RISK MANAGEMENT COMMITTEE
CHARTER**

ARTICLE I – GENERAL

This Charter sets forth the authority and duties of the Enterprise Risk Management Committee (the “Committee”) of the Board of Directors (the “Board”) of Seacoast Banking Corporation of Florida (the “Company”). This Committee serves on behalf of the Company and its subsidiary, Seacoast National Bank (the “Bank”, and collectively with the Company, “Seacoast”).

Purpose. The Committee is appointed by the Board for the purpose of overseeing the integration of risk management at Seacoast through an enterprise-wide risk management process. The Committee monitors the risk framework which enables the full Board to identify, consider, and oversee critical issues and opportunities. The Committee assists the Board in making governance decisions by providing a comprehensive assessment of Seacoast’s key risks, the interrelationships between these key risks, and their relative rewards. The Committee proposes strategic actions that determine the short, medium, and long term risk posture of Seacoast. The Committee recommends risk-based decisions to achieve Seacoast’s strategic, operational, and financial objectives. The full Board retains responsibility for overall risk oversight, mirroring its overall responsibility for strategy.

ARTICLE II – RESPONSIBILITIES OF THE COMMITTEE

The Committee shall:

1. Evaluate strategic opportunities being considered by Seacoast from a risk perspective, highlight key risk considerations embedded in such strategic opportunities for the full Board, and recommend specific courses of action to the Board based on the Committee’s evaluation;
2. Assist the Board in understanding, from an enterprise-wide perspective, the Bank’s exposure to eight risk families: credit risk, interest rate risk, liquidity risk, price risk, operational risk, compliance risk, strategic risk, and reputational risk.¹ These risk families include several risk types. For example, BSA/AML/OFAC risk falls under Compliance risk, cyber risk is captured as part of Operational risk, and investment risk is captured as part of interest rate risk. In undertaking this task, the Committee shall:
 - a. Review the current level and trend of risk exposures;
 - b. Monitor the interrelationships of risks across all lines of business;
 - c. Consider potential scenarios or emerging risks that would have a material impact on earnings or capital of Seacoast;

¹ Accounting and tax risk reports will be primarily addressed by the Audit Committee. Loan-level credit issues will be primarily addressed by the Directors’ Credit Risk Committee.

- d. Recommend specific courses of action to the Board when the Committee deems a risk exposure may be (or may shortly become) more severe than Seacoast's risk appetite, or when the relative composition of risk exposures may be (or may shortly become) more concentrated than Seacoast's risk appetite; and
 - e. Provide credible challenge on risk reports, business activities, and actions by its own interpretation of opportunities and risk results.
3. Review reports that monitor compliance with the risk parameters established by regulation or Seacoast policy;
 4. Provide oversight for risk management monitoring and reporting functions at Seacoast are independent of business line or risk-taking processes;
 5. Review key management, systems, processes, and decisions, and assess the integrity and adequacy of the risk management function of Seacoast to help build risk assessment data into critical business systems, and report any significant issues to the Board;
 6. Review significant correspondence with Seacoast's regulators, receive risk-focused reports from Management on Seacoast's regulatory relations, and report any significant issues to the Board;
 7. Review and approve charters for Management's Asset Liability Committee (ALCO), Operational Risk and Compliance Committee (OPCCO), Strategic Risk Committee (STRATCO), Product, Pricing, and Services Committee, and all other present and future management-level committees;
 8. Receive risk-focused reports of actions and recommendations related to management of credit risk, interest rate risk, liquidity risk, price risk, operational risk, compliance risk, strategic risk, and reputational risk, including but not limited to reports from key committees such as ALCO, OPCCO, STRATCO, Product, Pricing, and Services Committee, and other management-level committees;
 9. Establish and review investment guidelines and limits, and provide oversight over the Bank's investment policies, decisions, and actions;
 10. Establish and review credit limits and guardrails and receive reporting from the Directors' Credit Risk Committee (DCRC); and
 11. Conduct ongoing knowledge enhancement sessions as part of its scheduled meetings, whether led by Committee members, Management, or external experts, to advance the Committee's thinking on current and emerging risk topics important to Seacoast.

At least quarterly, the Committee shall:

12. Provide governance of the Committee's major decisions and delegations (including review and approval of minutes);
13. Discuss market conditions and trends, including of risk exposures within the Committee's purview (but not a repeat of thorough discussion and review of the full reporting packets of the committees chartered to monitor such risks directly);

14. Provide oversight for the BSA/AML/OFAC Program, and framework, including Suspicious Activity Reporting, key risk indicators, and status of regulatory corrective actions (BSA/AML/OFAC risk is classified as compliance risk in the Bank's ERM framework);
15. Provide oversight for the Consumer Compliance Program that assesses and mitigates Compliance risk, including the monitoring and testing plan, issues identified and actions agreed by stakeholders through monitoring and testing, and understanding emerging compliance risks;
16. Review aggregated reports on risk exposures and interrelationships;
17. Recommend risk management actions, as needed, to the full Board based on risk levels or volatility in risk levels;
18. As needed, address forward-looking governance/guidance actions (e.g., reset risk policies, limit delegations);
19. Report material information generated pursuant to its activities to the Board, including its current strategic view of Seacoast's risk and capitalization position.

At least annually (and potentially more frequently as conditions warrant), the Committee shall:

20. Review enterprise risk assessments that identify and evaluate material risks;
21. Assist the Board in formulating its risk appetite;
22. Review Seacoast's strategic plan to determine if it is in accordance with the Board-determined risk appetite; recommend refinements to the full Board as needed;
23. Recommend a capital strategy for the Board to approve consistent with the Board-determined risk appetite, review the adequacy of Seacoast's capital and its allocation to the Bank's lines of business, and recommend actions to improve or adjust, if warranted;
24. Review significant policies and modifications thereof, for recommendation to the full Board for approval;
25. Agree to and recommend for Board approval risk limits and policies consistent with the Board-determined risk appetite;
26. Consider emerging technologies, methodologies, and use cases to maintain best-in-class risk management practices as a competitive advantage;
27. Review and self-assess the Committee's own performance;
28. Provide input to the performance review of the Chief Risk Officer (CRO); and
29. Review and assess the adequacy of this Charter, and recommend changes to the Board when necessary.

ARTICLE III - MEMBERSHIP

A Chairperson (who shall also be a member) and at least two additional members of the Committee shall be appointed by the Board. At most, one member of the Committee may be an inside director; however, the inside director may not serve as Chairperson. All Committee members shall be financially literate; at least a majority of Committee members shall have familiarity with enterprise risk issues. At least one Committee member must be a risk management expert with experience with OCC risk-based supervisory practices and expertise in the eight risk families described in Section II.2. All Directors who are members of the Committee shall be full voting members.

ARTICLE IV - RESOURCES

The Committee will have the resources and authority to discharge its responsibilities, including direct and unrestricted access to Seacoast's management and non-management personnel and all corporate records. The Committee may request any officer or other employee of Seacoast to attend a meeting or to meet with any members or representatives of the Committee, to coordinate responses to critical risk developments or as otherwise deemed necessary by the Committee. In addition, Management shall designate the CRO to attend all meetings of the Committee as an *ex officio* member (unless otherwise directed by the Committee), to address questions raised by the Committee, and to commission appropriate and prompt support for analyses and inquiries specified by the Committee. The CRO reports directly to the Chief Executive Officer and on a dotted line basis to the Committee.

The Committee may also work with other committees of the Board, or the Board directly, to investigate matters of interest to the Committee.

In exceptional circumstances, with the advice and consent of the full Board, the Committee is authorized to engage independent legal, accounting, and other advisors as it deems necessary to carry out its duties and compel Management to develop and/or implement any additional procedures in support of risk policies, as the Committee deems appropriate.

ARTICLE V - MEETINGS

Frequency. The Committee shall meet as frequently as necessary to carry out its responsibilities, but not less frequently than quarterly.

Voting. Every effort will be made to reach consensus. When necessary, decisions will be reached by a simple majority of those present. A majority of the members of the Committee shall constitute a quorum. The minutes will document any dissenting votes and reasons therefore.

Record-Keeping. The Chairperson shall designate a Secretary to the Committee, who may be a non-Committee member, who shall record the minutes of each meeting. The minutes shall summarize the materials presented, key discussion points, and decisions made (without necessarily providing a transcript of the meeting). The minutes shall be distributed to each member of the Committee, approved by the Committee and maintained by Seacoast.

ARTICLE VI - DELEGATION OF AUTHORITY

The Committee may, at its sole discretion, delegate a portion of its duties and responsibilities to a subcommittee consisting of two or more members of the Committee, and may authorize one or more officers of Seacoast to take certain actions on its behalf, each to the extent permitted by applicable law.