

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

**STRATEGY & INNOVATION COMMITTEE CHARTER
(formerly M&A Committee)**

ARTICLE I – GENERAL PURPOSE

This Charter sets forth the authority and duties of the Strategy and Innovation Committee (the “Committee” or the “S&I 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”) to assist the Board in fulfilling their oversight responsibilities.

The purpose of the S&I Committee shall be to provide oversight of the strategic vision for the Company and assist the Board to identify, consider and recommend strategies and strategic initiatives of the Company specifically relating to M&A activity, capital allocation and planning, business model transformation, innovation, and shareholder relations. The Committee takes a leadership role in shaping and proposing strategic actions that enable the Company to maximize shareholder value and continued growth.

ARTICLE II – DUTIES AND RESPONSIBILITIES

The S&I Committee’s primary duties and responsibilities are:

- Review and recommend, in concert with management, strategic activities that create value by investment in growth initiatives directly related to helping the Company achieve its strategic objectives in a manner that delivers a meaningful return to shareholders.
- Establish appropriate strategic metrics and modeling capabilities used in order to assess the strength of existing strategies and potential investments, in alignment with the Company’s strategic objectives.
- Evaluate M&A activities related to banks and non-bank entities as pertinent to the Company’s strategic objectives.
- Review capital allocations and oversee capital planning to ensure an acceptable return on capital while enabling timely exit of businesses that have limited growth prospects or identified tradeoffs that bring better opportunity.
- Monitor business model transformation activities including transformative investments in technology and/or partners.
- Ensure that the Company actively promotes and rewards a culture of innovation across the Company in a manner that benefits customers and shareholders.
- Oversee that management is effectively and consistently communicating with current and potential shareholders in a manner that is consistent with the Company’s strategic vision.

- Conduct an annual performance evaluation of the Committee, which compares the performance of the Committee with the requirements of this Committee Charter.

ARTICLE III – MEMBERSHIP

The Committee shall consist of at least five Directors of the Company as determined by the Board, of which no more than one shall be an employee or controlling shareholder of the Bank or any of its affiliates or a family member of any such person. The Chair shall be a non-management Director. S&I Committee members shall be appointed by the Board of Directors on recommendation of the Compensation and Governance Committee and may be removed by the Board of Directors in its discretion. The members of the S&I Committee shall designate a Chair in coordination with Compensation and Governance Committee and shall be appointed by the Board. The Committee may invite other persons as it shall determine appropriate.

ARTICLE IV – MEETINGS

Frequency. The Committee shall meet at least four times per year, and otherwise as frequently as necessary to carry out its responsibilities.

The Committee shall ensure an open dialogue and timely exchange of relevant information between the Committee and the full Board. The Committee Chair shall receive and review an agenda in advance of each meeting.

The Committee Chair, Chief Executive Officer or a majority of the Committee members may call a meeting of the Committee at any time. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities, which the Committee may designate from time to time. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate.

Quorum. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of the majority of those present at a meeting when a quorum is present will constitute the actions of the Committee. However, if a member is unable to attend a meeting, that member may indicate an affirmative or negative vote on a matter or matters taken up at that meeting and that subsequent vote shall count toward the ascertainment of a quorum.

Voting. Every effort will be made to reach consensus. When necessary, decisions will be reached by a simple majority of those present. The minutes will document any dissenting votes and reasons therefore. No member of the Committee may vote on any matter in which he or she has, or may have, a conflict of interest which would or may interfere with his or her exercise of independent judgment. Any member of the Committee who has a conflict of interest as to any matter to be discussed or voted upon at a meeting shall disclose and declare that conflict and abstain from voting on that matter.

The Chair shall report the Committee's actions, recommendations or findings to the full Board regularly when deemed appropriate.

Record-Keeping. Minutes of the Committee meetings shall be taken and approved by the Committee and maintained by Seacoast.

ARTICLE V – 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, or any representative of Seacoast’s outside legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

The Committee shall have authority, in its sole discretion, to retain or obtain the advice of, and to terminate, any consultant, outside legal counsel, or other consultant or adviser used to assist in carrying out its responsibilities. The Committee also shall have the authority to obtain advice and assistance from outside legal counsel, accounting, risk management or other advisors and to consider the relevance of any potential conflicts of interest. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, outside legal counsel or any other adviser retained by 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.

ARTICLE VI – DELEGATION OF AUTHORITY

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee thereof consisting of two or more members of the Committee, as it deems appropriate and advisable, to the extent permitted by applicable law. Each subcommittee shall have the full power and authority of the Committee as to matters delegated to it. The S&I Committee shall serve both the Company and the Bank.

The S&I Committee shall have such power to perform and carry out such other duties or responsibilities that may be delegated to the Committee by the Board from time to time, in accordance with the Company’s Articles of Incorporation and Bylaws, and governing law.

ARTICLE VII – AMENDMENTS

The Committee shall review and reassess the adequacy of this Charter periodically and propose any recommended changes to the Company’s Compensation and Governance Committee. The Board may amend this charter, from time to time, upon recommendation of the Compensation and Governance Committee, by action at any meeting or by unanimous written consent. This Charter will be published on the Company’s website, and will be available in written form upon request.