

Seacoast Banking Corporation of Florida Anti-Hedging Policy and Pledging Policy

Purpose:

This document sets forth:

- Seacoast’s policy prohibiting its Employees and Directors from engaging in hedging transactions related to common stock and other securities of the Company (the “Anti-Hedging Policy”), and
- Seacoast’s policy regulating Pledging of common stock and other securities of the Company by its Executive Officers and Directors (the “Pledging Policy”).

Scope:

- The Anti-Hedging Policy applies to all Employees and Directors of Seacoast.
- The Pledging Policy applies to all Executive Officers and Directors of Seacoast.

Defined Terms:

For purposes of these two policies, the following terms have the following meanings:

“*Bank*” means Seacoast National Bank.

“*Board*” means the Boards of Directors of the Company and the Bank.

“*CEO*” means the chief executive officer of the Company.

“*Company*” means Seacoast Banking Corporation of Florida.

“*Compensation Committee*” means the Compensation and Governance Committee of the Board of the Company.

“*Covered Person*” means (a) with respect to the Anti-Hedging Policy, any person who is an Employee or a Director, and (b) with respect to the Pledging Policy, any person who is an Executive Officer or a Director.

“*Covered Securities*” means common stock or other equity securities of the Company.

“*Director*” means a member of the Board.

“*Dodd-Frank Act*” means the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

“*Effective Date*” means the effective date of these policies, which shall be October 1, 2014.

“*Employee*” means any full-time employee of Seacoast, and shall include Executive Officers.

“*Executive Officer*” means an officer of Seacoast designated as an “executive officer” of Seacoast for the purposes of federal securities laws.

“*Pledging*” means, for the purpose of this policy, the intentional creation of any form of pledge, security interest, deposit, lien or other hypothecation, including the holding of shares in a margin account, that entitles a third-party to foreclose against, or otherwise sell, any equity securities, whether with or without notice, consent, default or otherwise, but does not include either the involuntary imposition of liens, such as tax liens or liens arising from legal proceedings, or customary purchase and sale agreements, such as Rule 10b5-1 plans.

“*Seacoast*” means both the Company and the Bank.

Anti-Hedging Policy:

The Board believes that ownership of Covered Securities by Executive Officers and Directors promotes alignment of the interests of Seacoast’s shareholders with those of its leadership. The Board recognizes that transactions that are designed to hedge or offset declines in the market value of Covered Securities can disrupt this alignment, interfere with Seacoast’s compensation programs and philosophies, and undermine policies regarding equity ownership. The Board further believes that it is contrary to Seacoast’s best interests for non-executive Employees to engage in hedging strategies involving Covered Securities.

Consequently, it is the policy of Seacoast that no Covered Person, or any designee of such Covered Person, is permitted to purchase financial instruments (including, without limitation, prepaid variable forward contracts, equity swaps, collars, forward sale contracts, exchange funds or put and call options) that are designed to hedge or offset any decrease in the market value of Covered Securities held, directly or indirectly, by such Covered Person. Nothing in this policy shall prohibit any Covered Person from holding or exercising options on Company common stock that were granted to him or her as compensation for services.

Covered Persons shall be afforded a reasonable opportunity to unwind or otherwise terminate any transaction existing as of the time he or she becomes subject to this Anti-Hedging Policy that would otherwise violate this policy.

Each Executive Officer and Director will be expected to certify compliance with this Anti-Hedging Policy in connection with Seacoast’s annual securities questionnaires, and otherwise from time to time upon request by the Board. Each non-executive Employee will be expected to certify compliance with this Anti-Hedging Policy as determined by the Board from time to time.

Pledging Policy:

The Board recognizes that significant Pledging by Executive Officers or Directors of Covered Securities as collateral for indebtedness can be adverse to the interests of the Company's shareholders to the extent that it creates the risk of forced sales that could depress the value of the Company's securities and/or result in securities trading violations.

However, the Board also recognizes that significant equity ownership by Executive Officers and Directors provides strong alignment with shareholder interests and that a complete prohibition on Pledging could provide a disincentive to management to retain Covered Securities that would otherwise be sold to provide needed liquidity.

Consequently, it is the policy of Seacoast that limited Pledging of Covered Securities by Executive Officers or Directors will be permitted in accordance with the following parameters:

- Pledging of Covered Securities by Covered Persons on or after the Effective Date must be pre-approved by the CEO and shall be limited to reasonable purposes approved by the CEO, such as (by way of example only) to purchase a home, pay children's educational expenses, or help with medical or special needs for aging parents.
- Notwithstanding the foregoing, Pledging by the CEO shall be subject to the same rules as described above, except that the Pledging by the CEO shall be subject to approval by the Compensation Committee.
- Pledging of Covered Securities by Covered Persons is limited to full-recourse obligations. The Covered Person must represent that, at the time of the pledge of Covered Securities, the Covered Person has other resources of a value adequate to repay the underlying debt obligation if necessary. In no circumstances may the securities pledged in connection with a loan or other indebtedness have a value, at the time the pledge is entered into, in excess of \$250,000.
- No Covered Person may pledge Covered Securities at a time at which he or she is not in full compliance with applicable stock ownership guidelines of Seacoast.
- Pledged Covered Securities shall not count towards the number or value of securities needed to satisfy applicable stock ownership guidelines of Seacoast, and no amount may be pledged that would cause the Covered Person to fail to satisfy such applicable stock ownership guidelines.
- The CEO shall make annual reports to the Board as to the number and value of Covered Securities pledged by Covered Persons and as to the status of Covered Persons' compliance with this policy.
- Executive Officers and Directors shall be afforded a reasonable opportunity to substitute collateral or otherwise terminate any Pledging transaction existing as of the time he or she became subject to this Pledging Policy that would otherwise violate this policy.

Adopted by Board of Directors on Mar. 18, 2013
Revisions to include Pledging Policy Approved
by Board of Directors on Sept. 11, 2014
and by Compensation & Governance Committee on July 22, 2014

- Nothing in this policy shall be construed to alter restrictions on any awards granted to any person.

Miscellaneous Provisions:

- It is intended that these policies be administered in a manner that will comply with applicable law and securities exchange listing requirements, such as Section 955 of the Dodd-Frank Act and the listing standards of Nasdaq. The Board shall amend this policy to the extent required to comply with final regulations issued by the Securities and Exchange Commission under Section 955 of the Dodd-Frank Act and any listing standards of Nasdaq.
- Seacoast shall take appropriate steps to inform Covered Persons of these Anti-Hedging and Pledging policies.