

SEACOAST BANKING CORPORATION OF FLORIDA

RELATED PARTY TRANSACTION POLICY

Adopted August 21, 2012

A. Introduction

The Board of Directors (the “Board”) of Seacoast Banking Corporation of Florida (the “Company”) recognizes that related party transactions present a heightened risk of conflicts of interest and/or improper valuation (or the perception thereof) and therefore has adopted this policy, which shall be followed in connection with all related party transactions involving the Company and/or its subsidiaries, on the one hand, and any third parties, on the other hand.

Under this policy, any “Related Party Transaction” shall be consummated or shall continue only if:

1. the Audit Committee of the Board (the “Audit Committee”) shall approve or ratify such transaction in accordance with the guidelines set forth in this policy and if the transaction is on terms comparable to those that could be obtained in similar arm’s length dealings with an unrelated, similarly situated third party; or
2. the transaction is approved by a majority of the disinterested members of the Board.

For purposes of this policy, a “Related Party” is:

1. any employee, officer, director or director nominee of the Company and/or its subsidiaries;
2. a shareholder (or group of affiliated shareholders) beneficially owning in excess of 5% of the Company (or its controlled affiliates);
3. a shareholder (or group of affiliated shareholders) with the right to designate a director or board observer to the Board of Directors of the Company and/or any of its subsidiaries;
4. an immediate family member of any of the foregoing, which shall include any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, or any person (other than an employee or tenant) sharing the household of such person; and
5. an entity which is owned or controlled by someone listed in 1, 2, 3 or 4 above, or an entity in which someone listed in 1, 2, 3 or 4 above has a substantial ownership interest or control of such entity.

For purposes of this policy, a “Related Party Transaction” is a transaction between the Company and/or its subsidiaries, on one hand, and any Related Party, on the other hand (including any transactions requiring disclosure under Item 404 of Regulation S-K under the Securities Exchange Act of 1934), other than:

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Approved by Nominating & Governance Committee on July 16, 2012

1. transactions available on similar terms to all employees or customers generally;
2. transactions involving less than \$25,000 when aggregated with all similar transactions; and
3. loans made by the Bank in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as, and following credit underwriting procedures that are not less stringent than, those prevailing at the time for comparable loans with parties not related to the lender, and not involving more than the normal risk of repayment or presenting other unfavorable features, and in compliance with applicable law, including the Sarbanes Oxley Act of 2002 and Regulation O of the Board of Governors of the Federal Reserve System.

B. Reporting Related Party Transactions

Each employee, officer, director and director nominee of the Company and its subsidiaries shall promptly notify the Company's Chief Executive Officer (the "CEO") of any potential Related Party Transaction. In addition, each executive officer, director and director nominee completes a questionnaire on an annual basis designed to elicit information about any potential Related Party Transactions. The notice shall include a complete description of the Related Party Transaction including:

- the name of the Related Party and the basis on which the person is a Related Party;
- other background information concerning the Related Party (e.g., physical location, industry, number of employees);
- the Related Party's interest in the transaction with the Company and/or its subsidiaries, including the Related Party's position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is a party to, or has an interest in, the transaction;
- the parties to the transaction, and if the Company and/or its subsidiaries is not a party, then the nature of the Company's and/or its subsidiaries' participation in the transaction;
- the approximate dollar value of the amount involved in the transaction;
- the approximate dollar value of the amount of the Related Party's interest in the transaction, which shall be computed without regard to the amount of profit or loss;
- the business purpose, terms and timing of the transaction;
- the business reasons for entering into a transaction with a Related Party versus an unrelated party; and
- any other terms or information regarding the transaction or the Related Party in the context of the transaction that could be material to investors in light of the circumstances of the particular transaction.

C. Initial Determination

The CEO, in consultation with outside counsel, to the extent appropriate, shall determine whether a potential transaction with a Related Party constitutes a “Related Party Transaction” requiring review under this policy. If the CEO determines that (i) the proposed transaction constitutes a Related Party Transaction or (ii) it would be beneficial to further review the transaction under this policy, then, in either case, the transaction will be referred to the Audit Committee for additional consideration. However, no additional liability shall be attributed to the CEO for any such determinations.

D. Audit Committee Approval

The Board has determined that the Audit Committee is best suited to review and approve Related Party Transactions that have been identified as such by the CEO. Only those members of the Audit Committee who are disinterested with respect to the Related Party Transaction under consideration may participate in its review, consideration, or approval. After review, the Audit Committee shall approve or disapprove such transaction based upon whether such transaction is an “arm’s length” transaction on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally and is in the best interest of the Company and its shareholders. At each subsequently scheduled meeting, or more frequently as the circumstances dictate, management shall update the Audit Committee as to any material change to those proposed transactions.

In the event management reports any further Related Party Transactions to the CEO, such transactions may be presented to the Audit Committee for approval or preliminarily entered into by management subject to ratification by the Audit Committee; *provided that* if ratification shall not be forthcoming, management shall make all reasonable efforts to cancel or annul such transaction.

E. Disclosure

All Related Party Transactions are to be disclosed in the Company’s applicable filings as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and the respective related rules. Furthermore, all Related Party Transactions shall be disclosed to the Audit Committee and any such Related Party Transactions that are approved shall be disclosed to the full Board from time to time. The review, approval or ratification of a transaction, arrangement or relationship pursuant to this Policy does not necessarily imply that such transaction, arrangement or relationship is required to be disclosed according to rules promulgated by the Securities and Exchange Commission.

F. Other Agreements

Management shall take reasonable measures to provide that all Related Party Transactions are approved in accordance with any requirements of the Company’s or its subsidiaries’ financing agreements.