

Corporate Governance Committee Charter

I. Purpose

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the board of directors of Lakeland Financial Corporation (the “Company”) is to identify and recommend individuals to serve on the board of directors and to develop and establish corporate governance policies and procedures for the Company.

II. Committee Composition and Procedure

The Committee shall consist of at least three members, each of whom shall satisfy the independence requirements of the Securities and Exchange Commission, the Nasdaq Stock Market and any other body with regulatory authority over the Company. The board of directors shall appoint the members of the Committee. The members of the Committee shall serve until their successors are appointed and qualify, and may designate a Chairman of the Committee. The board of directors shall have the power to change the membership of the Committee and to fill any vacancies on the Committee.

The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but in no event shall the Committee meet less than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities and shall provide copies of such minutes to the board of directors. The Committee shall determine its rules of procedure.

III. Duties and Responsibilities of the Committee

In accomplishing the Committee's purpose of developing and establishing corporate governance policies and procedures, the Committee shall possess the following powers and duties:

(a) The Committee shall develop and establish qualification criteria for membership on the board of directors and shall seek out and interview individuals qualified to become members of the board of directors in accordance with the criteria established by the Committee and shall recommend to the board of directors individuals to serve as members of the board of directors.

(b) The Committee shall, at least annually, evaluate the relationships each member of the board of directors has with the Company and determine whether each member of the board of directors of the Company is “independent” as such term is

defined in the requirements of the Securities and Exchange Commission, the Nasdaq Stock Market and any other body with regulatory authority over the Company.

(c) The Committee shall, at least annually, evaluate the performance, structure and authority of the committees of the board of directors with respect to corporate governance matters. The Committee shall make recommendations to the board of directors with respect to the assignment of individual directors to the committees of the board of directors.

(d) The Committee shall be responsible for the continuing education of directors and to apprise directors of any legal, accounting or corporate governance developments relevant to service on the board of directors.

(e) The Committee shall develop and maintain, and shall recommend to the board of directors that it adopt, a Code of Business Conduct and Ethics for the Company. Such code shall address various legal and regulatory issues applicable to the directors, officers and employees of the Company. The Committee shall review, at least annually, the Company's enforcement mechanism for such code.

(f) The Committee shall review and assess, at least annually, the adequacy of the Company's corporate governance policies and procedures in light of the legal and regulatory requirements applicable to the Company, its directors, officers and employees, and shall amend and supplement such policies and procedures as the Committee determines are appropriate and as approved by the board of directors.

(g) The Committee shall evaluate and pre-approve any material transaction between the Company and any executive officer or director of the Company, considering the effect of any such transaction on the independence of directors and the likely public perception of the transaction; *provided, however*, that any proposed lending relationships shall be evaluated and approved by the appropriate loan committee in the normal course of business and not by the Committee.

(h) The Committee shall report to the board of directors regarding corporate governance matters.

(i) The Committee shall review and assess the adequacy of this Charter annually, and shall recommend any proposed amendments relating to the Committee's duties with respect to corporate governance matters to the board of directors for approval.

(j) The Committee may form and delegate authority to subcommittees or individual members of the Committee, where appropriate, with respect to corporate governance matters.