

**SEACOAST BANKING CORPORATION OF FLORIDA &
FIRST NATIONAL BANK & TRUST COMPANY OF THE TREASURE COAST**

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) is responsible for identifying individuals qualified to become members of the Board of Directors (the “Board”) of Seacoast Banking Corporation of Florida (“Seacoast” or the “Company”) and/or First National Bank & Trust Company of the Treasure Coast (the “Bank”), and recommending to the Board of the Company and the Bank the director nominees for the next annual meeting of stockholders.

The Committee takes a leadership role, in concert with management, in shaping corporate governance policies and practices including recommending to the Board the corporate governance guidelines applicable to the Company and monitoring Company compliance with said policies and guidelines.

Composition

The Committee shall consist of three or more members, each of whom shall meet, as determined by the Board, the regulations of the Securities and Exchange Commission, the NASDAQ and any other applicable laws, rules and regulations, including those with respect to independence. Members of the Committee and the Committee Chair shall be appointed by the Board on the recommendation of the Committee. The composition of the Committee and its independence will be reviewed annually by the Board.

Meetings

The Committee shall meet as often as appropriate to fulfill its duties and responsibilities, but at least annually. The Committee may ask members of management or others to attend meetings or to provide relevant information.

Minutes of the Committee meetings shall be approved by the Committee and maintained.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Review and assess the adequacy of the Company’s Code of Conduct, the Code of Ethics for Financial Professionals and any other related internal policies and guidelines.
- Recommend to the Board the slate of nominees for election to the Board at the Bank and Company’s annual meeting of stockholders.

- As the need arises, lead the search for individuals qualified to become directors, review the qualifications of individuals for consideration as director candidates, and recommend individual director candidates for election.
- Develop and recommend to the Board appropriate criteria for determining director independence and for Board membership.
- Review and make recommendations regarding stockholder proposals pertaining to Board governance and directors.
- Monitor the orientation and continuing education programs for directors.
- Obtain advice and assistance, as needed, from internal or external legal, accounting, search firms or other advisors, including the retention, termination and negotiation of terms and conditions of the assignment.
- Regularly report to the Board on the Committee's activities and findings.
- Have and exercise such other powers, authority and responsibilities as may be determined by the Board of Directors.

The responsibilities and duties set forth above are meant to serve as a guide, with the understanding that the Committee may diverge from the specific duties listed as necessary or appropriate given the circumstances.