SEACOAST BANKING CORP OF FLORIDA
Form DEF 14A
April 05, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

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<u>SEACOAST BANKING CORPORATION OF FLORIDA</u>

(Name of Registrant as Specified in its Charter)

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Proxy Statement

2019

815 Colorado Avenue

Stuart, Florida 34994

NOTICE OF 2019 ANNUAL MEETING OF SHAREHOLDERS

Friday, May 24, 2019
10:00 a.m. Eastern Time

Seacoast Banking Corporation of Florida ("Seacoast") will hold its 2019 Annual Meeting of Shareholders (the "Annual Meeting") at the Hutchinson Shores Resort, 3793 NE Ocean Blvd, Jensen Beach, FL 34957, on Friday, May 24, 2019 at 10:00 a.m. Eastern Time.

ITEMS OF BUSINESS

The purpose of the Annual Meeting is to vote on the following proposals:

1. *Election of Directors.* To elect four Class II directors ("Proposal 1");

2. *Ratification of Appointment of Independent Auditor.* To ratify the appointment of Crowe LLP as independent auditors for Seacoast for the fiscal year ending December 31, 2019 ("Proposal 2");

3. *Advisory (Non-binding) Vote to Approve Compensation of Named Executive Officers.* To hold an advisory vote to approve the compensation of the Company's named executive officers as disclosed in this proxy statement ("Proposal 3");

4. *Advisory (Non-binding) Vote to Approve Frequency of Holding Future Advisory Votes for Compensation of Named Executive Officers.* To hold an advisory vote to approve the frequency of holding future advisory votes for compensation of the Company's named executive officers as disclosed in this proxy statement ("Proposal 4");

5. *Other Business.* To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

RECORD DATE

You are eligible to vote if you were a shareholder of record on the close of business on March 25, 2019, which is the record date for the Annual Meeting. This Notice of the 2019 Annual Meeting of Shareholders and the accompanying proxy statement are sent by order of the Company's Board of Directors.

YOUR VOTE IS IMPORTANT

Please review the voting instructions described in this proxy statement, as well as in the notice you received in the mail or by e-mail. By voting prior to the Annual Meeting, you will help ensure that we have a quorum and that your preferences will be expressed on the matters that are being considered.

Dennis S. Hudson, III
Chairman & Chief Executive Officer

April 5, 2019

SHAREHOLDER LETTER

To our fellow shareholders and friends:

Seacoast delivered solid financial performance in 2018, propelled by our balanced growth strategy that transformed the bank a few years ago. Comprised of organic growth, smart acquisitions and careful cost controls, our strategy has helped us outperform our peers this past year and earn some coveted accolades in the process. We believe our strategy will continue to provide a smooth and well-defined runway for the year ahead.

Seacoast's financial accomplishments landed it on the FORTUNE 100 Fastest Growing Companies list in 2018. Each year Fortune magazine recognizes the world's top three-year performers in revenues, profits, and stock returns. Seacoast also was added to the S&P SmallCap 600 index in February of 2018.

In 2018, Seacoast created net revenue of $261.5 million, an increase of 11 percent from 2017, and achieved $67.3 million in net income, up 57 percent from the prior year. Adjusted net revenue[1] in 2018 was $261.9 million, an increase of 19 percent from 2017, and adjusted net income[1] was $79.1 million, up 43 percent from the prior year. We posted $1.38 in diluted earnings per share, 39 percent higher than 2017, and $1.62 in adjusted earnings per share[1], a rise of 27 percent from 2017 returns. In 2018, we also increased our tangible book value per share to $12.33 from $11.15, an improvement of 11 percent and a bellwether indicator of improved shareholder value. Other 2018 highlights include:

- Loans totaled $4.8 billion at December 31, 2018, an increase of $1.0 billion or 26 percent from December 31, 2017. Seacoast ended the year with record originations of $1.5 billion, attributed to continued innovation in customer analytics and our continued expansion into the fast growing markets of Tampa, Orlando, and South Florida.
- Assets at year's end totaled $6.7 billion, up from $5.8 billion at year's end 2017. This reflects the 2018 acquisition of First Green Bancorp, Inc., which expands our presence in the attractive Orlando, Daytona and Fort Lauderdale markets.
- Total deposits were $5.2 billion as of December 31, 2018, an increase of $585 million, or 13 percent, from the prior year. Interest bearing deposits increased year-over-year by $265 million, or 11 percent, to $2.7 billion. Noninterest bearing demand deposits increased 12 percent, and certificates of deposit increased 19 percent.
- Taken as a milestone of our digital transformation, we are now processing more routine transactions outside than inside our branches. This is a leading indicator of our customers' continued migration to online, ATM and mobile channels.
- The total number of customers served at year's end 2018 was 204,838, an increase of 8.8 percent compared to the same period in 2017.

We believe these metrics show we are on track to achieve the goals we set for ourselves in our Vision 2020 plan.

Seacoast's well established positions in the state's fastest growing markets including West Palm Beach, Orlando and Tampa have been an important part of our success this year. The markets are not only the state's fastest growing, but some of the nation's fastest growing with Orlando at the top of the list adding some 1,500 persons per week. Our First Green Bank acquisition in 2018 built upon the strength of our Orlando presence. It also provided a new foothold in the expanding Fort Lauderdale market. Look for us to bring our unique value proposition to a greater number of customers and continue to grow organically in 2019.

Seacoast's proprietary customer analytics platform continues to be an important part of our value proposition. It gives us a very clear understanding of each customer and how their needs are evolving. It has driven the successful evolution of our business model and allowed us to out-compete our peers and challenge larger banks. We have a singular view of how we serve the customer, leveraging our unique competencies to deepen and broaden relationships across all lines of our business.

We expect the economy to evolve in 2019; growth will likely continue, but not at the same pace as 2018. Even so, Florida's economy continues to grow faster than the national average, with GDP having surpassed $1 trillion in 2018. Yet the number of Florida headquartered banks continues to decline, which we think positions us very well to be Florida's alternative to out-of-state mega banks. We offer the personal touch of community bank service, but with the products, services and overall convenience that rival the big banks.

Customer service also is an important part of our value proposition, and it's where frontline associates absolutely shine. As our brand ambassadors, they carry forward the more than 90-year legacy of our customer-centric culture. They deftly apply insights gleaned by our customer analytics to put our customers in the right products, solve their problems and exceed expectations at every turn.

[1] Non-GAAP measure; refer to Appendix A – Information Regarding Non-GAAP Financial Measures.

We have a deep and highly talented management team and a board with the right skills and background to help us define and implement our strategy. We plan to leverage our technological advantage, lead our associates in the execution of our strategy, and deliver significant shareholder value. Our team and board jointly have been the architects of our highly successful business model, which continues to evolve. As we seek to maximize our business model we remain committed to top tier performance and will maintain our risk profile and discipline. Our strategy for sustained value creation beyond 2020 includes:

- Focus on controls
- Complete disciplined, accretive acquisitions that expand our footprint
- Leverage our analytics capabilities to expand customer relationships
- Capitalize on business banking opportunities
- Continue to evolve our operating model to drive efficiency
- Advance our culture to ensure consistent execution

We’re confident our strategy gives us a clear roadmap to continue to create shareholder value now and in the years ahead.

Sincerely,

Dennis S. Hudson, III

Chairman and Chief Executive Officer

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VOTING INFORMATION

How to Cast Your Vote

You may vote if you were a stockholder as of the close of business on March 25, 2019.

ONLINE: www.proxyvote.com	**MAIL:** Complete, sign, date and return your proxy card in the envelope provided.
PHONE: Call the number on your proxy card or voting instruction form.	**IN PERSON:** Vote by ballot in person at the Annual Meeting

For telephone and internet voting, you will need the 16-digit control number included in your notice, proxy card or voting instructions that accompanied your proxy materials. For shares held in employee plans, we must receive your voting instructions no later than 11:59 p.m. Eastern Time on May 16, 2019 (the “cut-off date”) to be counted. Otherwise, you may vote up until 11:59 P.M. Eastern Time the day before the meeting date.

Street Name Holders: If your shares of Seacoast common stock are held in a bank, brokerage or other institutional account (which is commonly referred to as holding shares in “street name”), you are a beneficial owner of these shares, but you are not the record holder. If your shares are held in street name, you are invited to attend the Annual Meeting; however, to vote your shares in person at the meeting, you must request and obtain a power of attorney or other authority from the bank, broker or other nominee who holds your shares and bring it with you to submit with your ballot at the meeting. In addition, you may vote your shares before the meeting by phone or over the Internet by following the instructions set forth below or, if you received a voting instruction form from your brokerage firm, by mail by completing, signing and returning the form you received. Your voting instruction form will set forth whether Internet or telephone voting is available to you.

If you are able to attend the Annual Meeting, you may vote your shares in person, even if you have previously voted by another means by revoking your proxy vote at any time prior to the meeting, pursuant to the procedures specified in “Revocation of Proxies”. If you hold your shares in street name, you must obtain a proxy from the record holder in order to vote in person.

How to View Proxy Materials Online

Important Notice Regarding the Availability of Proxy Materials for the 2019 Shareholder Meeting

Our 2019 proxy statement and 2018 Annual Report on Form 10-K (referred to collectively as the "proxy materials") are available online at: www.proxyvote.com or at www.SeacoastBanking.com/CustomPage/Index?keyGenPage=1073753940.

We have mailed to certain shareholders a notice of internet availability of proxy materials on or about April 5, 2019. This notice contains instructions on how to access and review the proxy materials on the internet. The notice also contains instructions on how to submit your proxy on the internet or by phone, or, if you prefer, to obtain a paper or email copy of the proxy materials.

1

PROXY SUMMARY

Introduction

We believe our balanced growth strategy, which is focused on organic growth and disciplined acquisitions in growing markets, is delivering value for our shareholders.

In this section, we summarize 2018 performance highlights and other information contained elsewhere in this proxy statement. Please carefully review the information included throughout this proxy statement and as provided in the 2018 Annual Report on Form 10-K before you vote.

2018 Performance Highlights

Value Creation for our Shareholders

Seacoast continued to drive positive momentum in performance metrics, leading to sustained outperformance in total shareholder returns.

*Total return combines share price appreciation and dividends paid to show the total return to the shareholder expressed as an annualized percentage.

Execution of our strategy in 2018 produced outstanding results year over year:

For the year ended December 31, 2018, the Company reported $67.3 million in net income, or $1.38 per share, an increase of 57% year-over-year. Net revenue for the same period was $261.5 million, an increase of 11%

year-over-year. The Company continued to see positive performance reflected in its ratios, with a return on average tangible assets of 1.20%, return on average tangible shareholders' equity of 12.5% and an efficiency ratio of 60.0%.

Our balanced growth strategy combines organic growth and select strategic M&A along with prudent risk management, leading to strong results. We transformed our integrated data analytics, marketing automation, beginning in late 2014 and have seen success in deepening existing customer relationships and achieving incremental organic growth among existing tenured customers.

[1] Non-GAAP measure; refer to Appendix A – Information Regarding Non-GAAP Financial Measures.

2

Our performance and future growth are driven by a differentiated strategy consisting of six key themes:

Comprehensive Customer Service Model

- Multi-channel distribution system
- Attracts customers from larger competitors
- Mixes modern convenience and community bank service
- Deepens relationships
- Innovates our business model
- Drives growth

Well-Positioned to Benefit From Florida Market

- Projected 17th largest economy in the world based on World Bank ratings
- Florida's economy surpassed $1 trillion in 2018
- Diversified, with continued growth opportunity
- Limited Florida based headquarters increasing Seacoast's scarcity value

Focused on Controls

- Skilled underwriting team
- Well-defined portfolio limits and monitoring
- Balanced loan sizes and concentrations
- Credit culture is reinforced in organization

Expanding Analytical & Digital Capabilities

- Creates value for our customers and shareholders
- Recognized leader amongst community banks
- Recipient of numerous awards

Track Record of Value Creating Acquisitions

- Enabled expansion in attractive Florida markets
- 8 acquisitions successfully completed since 2014
- Furthered expansion along Florida’s I-4 corridor in 2017

Experienced Board & Management Team

- Refreshed its Board of Directors
- 7 key members added since 2013
- Lead Director refreshment in 2018
- Strong Executive talent added in key areas

Strategic Execution Framework

Seacoast meets customer needs profitably through an evolving distribution network.

3

Value Creation for our Shareholders

We continue to drive positive momentum in performance metrics, leading to sustained outperformance in total shareholder returns.

Vision 2020 Innovation Plan and Objectives Should Drive Shareholder Returns above an Already Strong Outlook

Vision 2020 is a three pronged plan that connects current and planned innovations and changes to our business model, which we believe will drive compelling results for shareholders.

Seacoast is on track to achieve its ambitious Vision 2020 objectives.

Our Balanced Growth Strategy is Driving Strong Earnings Performance

YE Total Assets **($ in Billions)**	**YE Market Capitalization** **($ in Billions)**	**Adjusted** **FY EPS[1]**
Adjusted FY Return on Tangible Equity[1]	**Adjusted FY Return on Tangible Assets[1]**	**Adjusted FY** **Efficiency Ratio[1]**

[1] Non-GAAP measure; refer to Appendix A – Information Regarding Non-GAAP Financial Measures.

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Executive Compensation Program Highlights

The Compensation and Governance Committee ("CGC") is committed to aligning our compensation strategies with our evolving business strategy, good governance and effective risk management practices, and our efforts to generate superior long-term returns for our shareholders. To this end, we emphasize pay-for-performance in our executive compensation programs. Our executive compensation strategy strongly aligns our CEO and other executives with long-term shareholder interests.

The following table summarizes the primary elements of our executive compensation for 2018:

Base Salary	Recognize performance of job responsibilities and attract and retain individuals with superior talent.	Reflects the CGC's assessment of the executive's experience, skills and value to Seacoast.	Our CEO's base salary did not increase in 2018. Base salaries for our named executive officers increased competitively at an average of 8% in 2018.
Performance Share Units ("PSUs")	Provide a strong retention element and align compensation with our business strategy and long-term shareholder value.	The number of PSUs granted is determined by the CGC after consideration of each executive's performance scorecard. The number of PSUs that may be earned is based on the level of achievement of goals established by the CGC for a three-year performance period. Value realized also varies based on stock price performance over the vesting period.	PSUs granted in 2018 vest based on the level of achievement of goals relating to growth in adjusted EPS and average adjusted return on average tangible common equity over a three-year period.
Performance Stock Options ("Options")	Directly link executive and shareholder interests by tying long-term incentive to stock price appreciation.	The number of options granted is determined by the CGC after consideration of each executive's performance scorecard. The realized value of options is based on stock price performance.	Stock options granted in 2018 vest in equal installments over three years. The exercise price of the stock options was set at 120% of the grant date value of the shares.
Restricted Stock Units ("RSUs") granted in lieu of cash bonuses	Provide a strong retention element and align executive and shareholder interests.	The amount of short-term incentive is determined by the CGC after consideration of each executive's performance scorecard. The realized value of RSUs is based on stock price performance over the vesting period.	Annual incentive awards for 2018 and the preceding two years were in the form of RSUs that vest in equal installments over three years.

Please refer to the *Compensation Discussion and Analysis* and *The Executive Compensation Tables* in this proxy statement for additional details about our compensation programs.

Summary of Proposals and Board Recommendations

Item	Proposal	Board Voting Recommendation	Vote Required
1	Election of Four Class II Directors	FOR ALL	Plurality vote*
2	Ratification of Appointment of Crowe LLP as Independent Auditor for 2019	FOR	Affirmative vote of a majority of votes cast
3	Advisory (Non-binding) Vote to Approve Executive Compensation (Say on Pay)	FOR	Affirmative vote of a majority of votes cast
4	Advisory (Non-binding) Vote to Approve Frequency of Future Advisory Votes for Executive Compensation	ONE YEAR	Affirmative vote of a majority of votes cast

* More fully described in *Proposal 1 - Election of Directors, Manner of Voting Proxies*

Our Director Nominees

You are being asked to, among other proposals, elect four Class II directors of Seacoast. All of the nominees are presently directors of Seacoast, except Mr. Robert J. Lipstein. All of the nominees also serve as members of the board of directors of Seacoast's principal banking subsidiary, Seacoast National Bank (the "Bank"). If elected, each director nominee will serve a three year term expiring at the 2022 Annual Meeting and until their successors have been elected and qualified. Detailed information about each nominee's background, skills and expertise can be found in *Proposal I – Election of Directors.*

Name	**Age**	**Director Since**	**Current Occupation**	**Independent**	**No. of Other Public Boards**
Dennis J. Arczynski	67	2013	Risk management, corporate governance, regulatory affairs and banking consultant		0
Maryann Goebel	68	2014	Independent IT management consultant		0
Thomas E. Rossin	85	2003	Retired attorney and management chairman, St. John, Rossin & Burr, PLLC		0
Robert J. Lipstein	63	Nominee	Retired Senior Partner at KPMG LLP		1

Director Nomination Process

The Compensation and Governance Committee ("CGC") serves as the nominating committee of the Company. The committee annually reviews and makes recommendations to the full Board of Directors regarding the composition and size of the Board of Directors and its committees, and if determined necessary, recommends potential candidates to the Board for nomination for election to the Board by the Company's shareholders. The CGC's goal is to ensure that the Board of Directors consists of a diverse group of members with the relevant expertise, skills, personal attributes and professional backgrounds who, individually and collectively, are appropriate to achieve the Company's strategic vision and business objectives, and best serve the Company's and shareholders' long-term interests.

As part of the assessment process, the CGC evaluates whether the addition of a director or directors with particular attributes, experience, or skill sets could enhance the Board's effectiveness. The CGC identifies director candidates through business, civic and legal contacts, and may consult with other directors and senior officers of the Company. The CGC may also hire a search firm to help it identify, evaluate and conduct due diligence on potential director candidates. Once a candidate has been identified, the CGC confirms that the candidate meets the minimum qualifications for director nominees, and gathers information about the candidate through interviews, questionnaires, background checks, or any other means that the CGC deems to be helpful in the evaluation process. Director candidates are interviewed by the Chair of the CGC and at least one other member of the committee. Each member of the committee participates in the review and discussion of director candidates. Where appropriate, directors who are not on the CGC are encouraged to meet with and evaluate the suitability of potential candidates. The CGC then evaluates the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board in relation to the Company's strategic goals, and recommends nominees to the Board. The full Board formally nominates candidates to be included in the slate of directors presented for shareholder vote based upon the recommendations of the CGC following this process.

Given the evolving needs and business strategy of the Company, the CGC believes that the Board of Directors as a whole should have diversity of thought and experience, which may, at any one or more times, include differences with respect to personal, educational or professional experience, gender, ethnicity, national origin, geographic representation, community involvement and age. However, the CGC does not assign specific weights to any particular criteria. Its goal is to identify nominees that, considered as a group, will possess the talents and characteristics necessary for the Board of Directors to fulfill its responsibilities and advance our strategic mission. In addition, each director must have the qualifications set forth in the Company's Bylaws, as well as the personal characteristics and core competencies described below as our Director Eligibility Guidelines:

Director Eligibility Guidelines

Personal Characteristics

· the highest ethical character

· a personal and professional reputation consistent with Seacoast's values as reflected in its Code of Conduct

· the ability to exercise sound business judgment

· a willingness to listen to differing points of view and work in a mutually respectful manner

Core Competencies

· substantial business or professional experience and be able to offer meaningful advice and guidance to the Company's management based on that experience

· professional achievement through service as a principal executive of a major company, partner in a law or accounting firm, successful entrepreneur, a prominent academic or similar position of significant responsibility

The CGC also considers numerous other qualities, skills and characteristics when evaluating director nominees, such as a candidate's:

- understanding of and experience in the financial services industry, as well as accounting, finance, legal, real estate, corporate governance and technology expertise;
- leadership experience with public companies or other major organizations, as well as civic and community relationships;
- availability and commitment to carry out the responsibilities as a director;
- knowledge, experience and skills that enhance the mix of the Board's core competencies and provide a different perspective;
- the absence of any real or perceived conflict of interest that would impair the director's ability to act in the interest of shareholders; and
- qualification as an independent director.

In addition to nominations by the CGC, any Company shareholder entitled to vote generally on the election of directors may recommend a candidate for nomination as a director by providing advance notice of such proposed nomination to the Corporate Secretary at the Company's principal offices. The written submission must comply with the applicable provision in the Company's Articles of Incorporation. To be considered, recommendations with respect to an election of directors to be held at an annual meeting must be received not less than 60 days nor more than 90 days prior to the anniversary of the Company's last annual meeting of shareholders (or, if the date of the annual meeting is changed by more than 20 days from such anniversary date, within 10 days after the date that the Company mails or otherwise gives notice of the date of the annual meeting to shareholders), and recommendations with respect to an election of directors to be held at a special meeting called for that purpose must be received by the 10th day following the date on which notice of the special meeting was first mailed to shareholders. Recommendations meeting these requirements will be brought to the attention of the Company's CGC. Candidates for director recommended by shareholders in compliance with these provisions and who satisfy the Director Eligibility Guidelines will be afforded the same consideration as candidates for director identified by Company directors, executive officers or search firms, if any, employed by the Company. For our 2019 Shareholder Meeting, no shareholder nominee recommendations were received.

Shareholder Engagement and Board Responsiveness

The Company engages with our shareholders to ensure that the Board and management are aware of and address issues of importance to our investors. We regularly meet with various institutional shareholders and welcome feedback from other shareholders, which is considered by the Board or appropriate Board committee.

Since 2009 the Company has annually included in its proxy statement a separate advisory vote on the compensation paid to its executives, as disclosed in the Compensation Discussion and Analysis, the compensation tables and related proxy disclosure, commonly known as a “say-on-pay” proposal. Independent surveys have shown that an annual vote is the preferred frequency of most institutional investors. Our Board also endorses an annual vote as we believe it gives shareholders an opportunity to voice their concerns with respect to executive compensation. Shareholder support of our say-on-pay proposal at our 2018 annual meeting increased compared to the prior year. (See “Outcome of our 2018 Say-On-Pay vote” in the table below.) Shareholder support of directors standing for re-election at the 2018 annual meeting also increased compared to the prior year. The following are highlights of the feedback we have received from shareholders and our Board’s response:

What We Heard	**Our Board’s Response**
Continue to deliver industry leading financial results and achieve Vision 2020 goals	*Delivered Promised Results.* Delivered 2018 earnings of $1.62 fully diluted adjusted earnings per share (“EPS”[1].)Improved adjusted efficiency ratio[1] from 64.6% in fourth quarter of 2016 to 54.0% in the fourth quarter of 2018.
Continue to emphasize stock ownership by management and directors	*Replacing Cash Bonuses with Equity.* Replaced cash bonuses paid to executive officers for achievement of performance objectives with performance based and performance-contingent stock awards since 2016. All of our directors are paid a stock retainer; some defer a portion or all of their cash compensation into our director stock plan.
Evaluate lead director compensation arrangement	*Adjusted Lead Director Compensation.* In 2018, our Board evaluated the role and compensation arrangement for our lead director. Total compensation for the position was adjusted to an annual retainer of $25,000, comparable to that of our committee chairs. We also terminated our lead director letter agreement and elected a new Lead Independent Director in December 2018.
Outcome of our 2018 Say- On-Pay vote	At our 2018 annual meeting of shareholders, our say-on-pay proposal received the support of 97% of the votes cast. Our CGC considered the vote in relation to: 1) the alignment of our compensation program with the long-term interests of our shareholders, 2) the evolution of our business strategy with emerging opportunities and in fulfilling customer demand for innovative products and services, and 3) the relationship between risk-taking and the incentive compensation provided to our executives. The CGC will continue to evaluate and refine our executive compensation programs and welcomes input from our shareholders.

The Company’s Corporate Governance Guidelines provide for a process by which shareholders may communicate with the Board, a Board committee or the non-management directors as a group, or other individual directors. Shareholders who wish to communicate with the Board of Directors, a Board committee, the Lead Independent Director, other directors or an individual director may do so by sending written communications addressed to the Board of Directors, a Board committee or such group of directors or individual director, c/o Corporate Secretary, Seacoast Banking Corporation of Florida, 815 Colorado Avenue, P.O. Box, 9012, Stuart, Florida 34995. All communications will be compiled by the Company’s Secretary and submitted to the Board of Directors, a committee of the Board of Directors or the group of directors or individual director, as appropriate, at the next regular meeting of the Board.

[1] Non-GAAP measure; refer to Appendix A – Information Regarding Non-GAAP Financial Measures.

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Board and Governance Highlights

Board Composition

Over the past years, we have continually recruited new talent to our Board to increase diversity of thought and experience and to better align overall Board capability with our strategic focus. During this time, our Chairman/CEO and Compensation and Governance Committee have focused considerable attention on Board refreshment, and we have added seven new directors with skill sets needed to help navigate the fast-changing environment impacting our business. As a result, our overall Board composition has been significantly altered across a number of important aspects creating a vibrant Board culture and unrelenting focus on creating shareholder value over the long term. Seacoast continues to build a diverse board with experience aligned with our strategic mission to ensure a balanced mix of directors with a deep knowledge of Seacoast and its markets, as well as new members with fresh perspectives.

Board Refreshment and Characteristics (Non-Executive Directors)*

* Effective as of the Annual Meeting Date, including Director Nominee

Skills and Qualification Mix

We have revitalized our Board to align with our balanced growth strategy. Below are the mix of skills and qualifications of our Board as of the Annual Meeting date:

Skills and Qualifications	Dennis J. Arczynski	Jacqueline L. Bradley	H. Gilbert Culbreth, Jr.	Julie H. Daum	Christopher E. Fogal	Maryann Goebel	Dennis S. Hudson, III	Robert J. Lipstein*	Herb Lurie
Accounting experience is important in overseeing our financial reporting and internal controls and M&A									
Banking / Investments experience is important to guide product evolution and lead investment initiatives									
Executive Leadership experience is important to monitor strategy and performance									
Financial Services experience is important to manage our business model and revenue generating services									
Governance / Legal experience is important to conduct									

decision-making and validate implementation

Data Analytics experience is important for innovation and strengthening profitability and understanding customers

Local Community experience and stature is important in understanding the customer segments in markets served

Marketing / Digital experience is important to assess brand loyalty, customer experiences and create valuable customer relationships and long-term profitability

Regulatory / Compliance experience is important to monitor compliance and regulatory requirements

Risk Management experience is important in overseeing the risks throughout the organization

Technology / Information Security experience is important to assess tools to enhance business operations, customer service and cyber and information security

Human Capital Management experience is important to assess compensation practices, diversity mix, talent, training programs and corporate culture within the company

* Director Nominee

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Our Corporate Governance Framework

Board Independence	• Assuming the election of director nominee Robert J. Lipstein, a total of 10 of our 11 directors, or over 75% are considered independent as of the Annual Meeting date. • Our CEO is the only member of management who serves as a director.
Board Refreshment & Diversity	• We seek a board that, considered as a group, will possess a diversity of experience and differences with respect to personal, educational or professional experience, gender, ethnicity, national origin, geographic representation, community involvement and age. • We have a mix of new and longer tenured directors to help ensure fresh perspectives as well as continuity and experience. Including director nominee Robert J. Listen, the average tenure of our non-management directors is 7.5 years.
Board Committees	• We have four standing Board committees—Audit; Compensation and Governance (“CGC”); Enterprise Risk Management (“ERMC”); and Strategy and Innovation (“S&I”). • The Audit Committee and CGC consist entirely of independent, non-management directors. • Chairs of the committees shape the agenda and information presented to their committees.
Independent Lead Director	• Our independent directors elect an independent lead director. • Our independent lead director chairs regularly scheduled executive sessions, without management present, at which directors can discuss management performance, succession planning, board informational needs, board effectiveness or any other matter.
Board Oversight of Strategy & Risk	• Our Board has ultimate oversight responsibility for strategy and risk management. • Our Board directly advises management on development and execution of the Company’s strategy and provides oversight through regular updates. • The S&I Committee helps ensure that the strategic vision for the Company is fulfilled by challenging, proposing, reviewing, and monitoring strategic initiatives of the Company relating to M&A activity, capital allocation and planning, business model transformation, innovation, and shareholder relations. • Through an integrated enterprise risk management process, key risks, including those related to privacy and cybersecurity are reviewed and evaluated by the ERMC before they are reviewed by the Board. • The ERMC oversees the integration of risk management at Seacoast, monitors the risk framework and makes recommendations to the Board regarding the Company’s risk appetite. • The Audit Committee oversees the Company’s financial risk management process. • The CGC oversees risks and exposures related to the Company’s corporate governance, director succession planning, and compensation practices to ensure that they do not encourage imprudent or excessive risk-taking, and assists with its leadership assessment and CEO succession planning.
Accountability	• We have a plurality vote standard for the election of directors, with a director resignation policy for uncontested elections. • Each common share is entitled to one vote. • We have a process by which all shareholders may communicate with our Board, a Board committee or non- management directors as a group, or other individual directors.
Director Stock Ownership	• A minimum stock holding of three times the annual base retainer is required for each director, to be acquired within four years of joining the Board.
Succession Planning	• CEO and management succession planning is one of the Board’s highest priorities. Our Board ensures that appropriate attention is given to identifying and developing talented leaders.

Board Effectiveness	• The Board meets in a director-only session prior to each regular meeting to discuss the Company's business condition. Each regular meeting is followed by an executive session of non-management directors led by the lead independent director. • The Board and its independent committees annually evaluate their performance.
Open Communication	• Our Board receives regular updates from business leaders regarding their area of expertise. • Our directors have access to all management and employees on a confidential basis. • Our Board and its committees are authorized to hire outside consultants at their discretion and at the Company's expense.

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CORPORATE GOVERNANCE AT SEACOAST

Our goal is to maintain a corporate governance framework that supports an engaged, independent board with diverse perspectives and judgment that is committed to representing the long-term interests of our shareholders. We believe our directors should possess the highest personal and professional standards for ethics, integrity and values, as well as practical wisdom and mature judgment. Therefore, our Board, with the assistance of management and the CGC, regularly reviews our corporate governance principles and practices.

The Board’s Role in Strategy and Risk Oversight

The Board of Directors actively reviews our long-term strategy and the plans and programs that management develops to implement our strategy. While the Board meets formally at least once every year to consider overall long-term strategy, it generally reviews various elements of strategy, and our progress towards implementation, at every regular meeting. Our directors are active in our strategic planning process and exercise robust oversight of and challenges to both our strategies and our implementation of such strategies.

The Board believes that strategic risk is an exceptionally important risk element among a number of risks that the Company faces and works to ensure that this risk is appropriately managed in the context of the rapidly changing environment in which the Company and its customers operate. The Board does not believe this risk can be delegated and the Board as a whole regularly spends a significant amount of its time engaged with management and in executive session discussing our long term strategy, the effectiveness of our plans to implement such strategy, and our progress against those plans.

The Board believes that an integral part of managing strategic risk is ensuring that the Board’s views are considered as our strategy evolves. The Board strongly believes that having active and engaged committee chairs and an independent lead director better ensures that the Board as a whole can serve as a credible challenge to management’s plans and programs and increases transparency into the fast-paced changes management is implementing.

The Board’s committees also work to ensure that we have the right alignment to support our long-term strategic direction including: (i) an active Board recruitment process focused on developing or acquiring the skill, experience and attributes of both individuals and the Board as a whole needed to support our strategy, (ii) ensuring an appropriate link is established between our compensation design and our long-term strategy to encourage and reward the achievement of our long-term goals and protect shareholder value by discouraging excessive risk, and (iii) ensuring that our risk management structure can effectively manage the inherent risks that underlie our strategy.

Other types of risks that the Company faces include:

- Macro-economic risks, such as inflation, interest rate fluctuations, reductions in economic growth, or recession;
- Political or regulatory risks, such as restriction on access to markets;
- Event risks, such as natural disasters or cybersecurity breaches; and
- Business-specific risks related to financial reporting, credit, asset/liability management, market, operational execution (corporate governance, legal and regulatory compliance), and reputation.

Our Enterprise Risk Management Committee ("ERMC") regularly assesses our overall risk profile and oversees our risk management programs which are implemented by our chief risk officer. Information security is a significant operational risk for financial institutions, and includes the risk of losses resulting from cyber-attacks. Our Board recognizes the importance of maintaining the trust and confidence of our customers, clients, and employees, and devotes significant time and attention to oversight of cybersecurity and information security risk as a result. In light of these risks, the Board also assesses the risks and changes in the cyber environment through presentations and reports provided to our ERMC.

Corporate Governance Principles and Practices

Governance Policies

Important elements of our corporate governance framework are our governance policies, which include:

- our Corporate Governance Guidelines
- our Code of Conduct (applicable to all directors, officers and employees)
- our Code of Ethics for Financial Professionals (applicable to, among others, our chief executive officer and chief financial officer); and
- charters for each of our Board Committees

You may view these and other corporate governance documents at our investor relations website located at *www.SeacoastBanking.com*, or request a copy, without charge, upon written request to Seacoast Banking Corporation of Florida, c/o Corporate Secretary, 815 Colorado Avenue, P. O. Box 9012, Stuart, Florida 34995. Information included on our website, other than the proxy statement and form of proxy, is not a part of the proxy soliciting material.

Board Independence

The Company's common stock is listed on the Nasdaq Global Select Market ("Nasdaq") under the symbol "SBCF". Nasdaq requires that a majority of the Company's directors be "independent," as defined by the Nasdaq rules. Generally, a director does not qualify as an independent director if the director (or, in some cases, a member of the director's immediate family) has, or in the past three years had, certain relationships or affiliations with the Company, its external or internal auditors, or other companies that do business with the Company. The Board of Directors has determined that a majority of the Company's directors are independent directors under the Nasdaq rules. The Company's independent directors in 2018 were: Dennis J. Arczynski, Stephen E. Bohner, Jacqueline L. Bradley, H. Gilbert Culbreth, Jr., Julie H. Daum, Christopher E. Fogal, Maryann Goebel, Roger O. Goldman, Timothy S. Huval, Alvaro J. Monserrat and Thomas E. Rossin. The Board of Directors, on April 2, 2019, determined that Herbert A. Lurie and Robert J. Lipstein, nominee for director, are each independent directors. Our governance principles provide that a substantial majority of our directors will meet the criteria for independence required by Nasdaq. Over 75% of our Board meets our criteria for independence.

Board Evaluation Process

Periodically, our Board and each Board committee evaluate their performance and effectiveness, along with processes and structure, to identify areas for enhancement. The process is described below.

Element	**Description**
Corporate Governance Review and Investor Feedback	The CGC reviews corporate governance principles with consideration given to generally accepted practices and feedback from investors and makes recommendations for Board changes. This committee also oversees the process for annual board evaluations.
Annual Board & Committee Self-Evaluations	The Board and committee evaluations for 2018 were formally conducted by legal counsel through one-on-one discussions with each director to assess the effectiveness of the Board and committees of the Board.
Summary and Review	For the 2018 Board and committee evaluations, independent legal counsel compiled and summarized the Board evaluation responses, including comments, which were then presented to the full Board.
Actions	As a result of the Board evaluation process, the Board gained insight as to potential retirements, implemented process improvements to facilitate broader engagement around governance matters and examined possible enhancements to our committee structure.

Board Leadership Structure

At least annually, our Board, in coordination with our Compensation and Governance Committee, discusses and deliberates the appropriate Board leadership structure. Based on its assessment, the Board leadership framework is provided through: 1) a combined Chairman and CEO role, 2) a clearly defined lead independent director role, 3) active committees and committee chairs, and 4) talented directors who are committed and independent-minded. At this time, the Board believes this governance structure is appropriate and best serves the interests of our shareholders.

Chairman and CEO Roles

The Board of Directors periodically assesses who should serve as Chairman and as Chief Executive Officer, and whether the offices should be combined or separate, with appropriate consideration of current facts and circumstances. We believe that Seacoast and our shareholders benefit from an executive Chairman with deep experience and knowledge of the financial services industry, the Company, its businesses, and leadership that helps drive growth and revenue to deliver strong financial returns to shareholders.

The Company’s current Chief Executive Officer, Dennis S. Hudson, III, also serves as the Chairman of the Board of Directors. He has held the post of Chief Executive Officer for the past 21 years, Chairman for the past 14 years, President for the 11 years prior to being named Chairman, and has also served as Chief Executive Officer of the Bank for the past 26 years. During this time, Mr. Hudson has led the Company through its growth from a local community bank to the fourth largest Florida bank with $6.7 billion in assets and 51 full-service branches and seven commercial banking centers in 15 counties as of year-end 2018. In light of Mr. Hudson’s significant leadership tenure with the organization, his breadth of knowledge of the Company and his relationship with the institutional investor community, as well as the efficiencies, accountability, unified leadership and cohesive corporate culture that this structure provides, the Board of Directors believes it is appropriate that he serve as both Chief Executive Officer and Chairman.

Independent Lead Director

To further strengthen our corporate governance, our independent directors annually select a lead director from the independent directors if the positions of Chairman and Chief Executive Officer are held by the same person or if the Chairman of the Board is not an independent director. Our Board believes that the Lead Director serves an important corporate governance function by providing separate leadership for the non-management and independent directors.

In December 2018, the Board elected Christopher E. Fogal as Lead Independent Director at our regular Board meeting. Mr. Fogal replaced Roger O. Goldman who served as our Lead Independent Director from November 1, 2012 until his resignation from the Board on August 13, 2018. Additional information of the role of our lead director is outlined in the following chart.

Board Leadership Structure - Definition Of Roles

Lead Independent Director Role	**Chair/CEO Role**
Full Board Meetings	
· Participates in Board meetings · Acts as Chairperson of the Board in situations where the Chairperson/ CEO is unable to serve in that capacity, including chairing meetings of the Board in the absence of the Chairperson/ CEO	· Has the authority to call meetings of the Board of Directors · Chairs Board meetings and meetings of shareholders · Facilitates productive Board meetings by encouraging Board director engagement
Executive Session Responsibilities	
· Has the authority to call meetings of the non-management directors or independent directors · Chairs executive sessions of the non-management directors and independent directors · Sets the agenda for executive sessions · Meets with the Chair/CEO after executive sessions to review the matters discussed during the executive sessions	· Receives full feedback from Lead Independent Director on the matters discussed in executive sessions and required follow-up
Board Communications Responsibilities	
· Facilitates communication among the non-management directors and independent directors on key issues and concerns · Serves as the principal, but non-exclusive, liaison and intermediary between the Chair/CEO and the non-management directors regarding views, concerns, and issues of the non-management directors and independent directors · Functions as a resource to the Chair/CEO on Board issues and other matters affecting the Company	· Communicates with all Directors on key issues and concerns outside of Board meetings · Expected to inform the Lead Independent Director of all significant issues facing the Company
Board Agenda and Information Responsibilities	
· Collaborates with the Chair/CEO to set the Board meeting agendas and communicates Board information to other Board members · Seeks Board meeting agenda input from other directors and reviews meeting schedule to ensure sufficient time for discussion of all agenda items	· Drafts the Board meeting agendas and works with Lead Independent Director to ensure that the requisite agendas and information are provided to the Board in a timely manner for it to fulfill its duties
External Shareholder Responsibilities	

· Reviews responses to direct shareholder communications with the Board	· Represents the Company and interacts with external shareholders and employees
· If requested by major shareholder or the Chair/CEO, is available for consultation and direct communication	
Strategy and Execution Responsibilities	
· Collaborates with the Board and the Chair/CEO to establish and support appropriate short term and long term strategies, objectives, goals, and programs that support sustainable growth and profitability	· Leads the management team to establish and support the development of appropriate short-term and long-term strategies · Leads the development of overall corporate and business unit objectives and goals · Develops and implements programs, and drives overall execution to achieve desired objectives and goals
Company Operations Responsibilities	
· Has no role in managing Company operations	· Leads Company operations
· Officers and employees report to the CEO, not to the Lead Independent Director	· Officers and employees report to the CEO

Non-Management Executive Sessions

In order to give a significant voice to our non-management directors, our Corporate Governance Guidelines provide for executive sessions of our non-management and independent directors. Our Board believes this is an important governance practice that enables the Board to discuss matters without management present.

Our non-management directors generally meet in executive session following each regularly scheduled Board meeting. Our independent directors meet separately from the other directors in regularly scheduled executive sessions at least twice annually, and at such other times as may be deemed appropriate by the Company’s independent directors. Our Lead Independent Director presides at all executive sessions of the independent directors and non-management directors and sets the agenda for such executive sessions. Any independent director may call an executive session of independent directors at any time. The independent directors met two times in executive session in 2018.

Management Succession Planning and Development

Our Board understands that a strong succession framework reduces Company risk and therefore ensures that appropriate attention is given to identifying and developing talented leaders. Consequently, we have a robust management succession and development plan which is reviewed and updated annually. The Board maintains oversight responsibility for succession planning with respect to the position of CEO and monitors and advises management regarding succession planning for other executive officers. The Board’s goal is to have a long-term and continuing program for effective senior leadership development and succession. The Board also has short-term contingency plans in place for emergency and unexpected occurrences, such as the sudden departure, death, or disability of our CEO or other executive officers.

The CGC, working with the CEO, annually evaluates succession planning at the senior levels of management and reports the results of such evaluation to the Board, along with recommendations on management development and succession planning. The updated succession plan is reviewed and approved by the Board to ensure that competencies are in alignment with our strategic plan. The annual review of the CEO succession planning includes a review of specific individuals identified as active CEO succession candidates, and each of those individuals is reviewed with respect to progress in his or her current job position and progress toward meeting his or her defined leadership development plan. The Company’s CEO and senior management are similarly responsible for supporting “next generation” leadership development by: identifying core talent, skills and capabilities of future leaders within the Company; assessing the individuals against leadership capabilities; identifying talent and skill gaps and development needs; assisting with internal candidate development; and identifying significant external hiring needs.

The Board and individual Board members may advise, meet with and assist CEO succession candidates and become familiar with other senior and future leaders within the Company. Directors are encouraged to become sufficiently familiar with the Company's executive officers to be able to provide perspective on the experience, capabilities and performance of potential CEO candidates. The Board encourages senior management, as well as other members of management who have future leadership potential within the Company, to attend and present at Board meetings so that each can be given appropriate exposure to the Board. The Board may contact and meet with any employee of the Company at any time, and are encouraged to make site visits, to meet with management, and to attend Company, industry and other events.

Committee Structure & Other Matters

Oversight is also provided through the extensive work of the Board's committees – Audit Committee; Compensation and Governance Committee ("CGC"); Enterprise Risk Management Committee ("ERMC"); and Strategy and Innovation (S&I) Committee – in key areas such as financial reporting, internal controls, compliance, corporate governance, succession planning, compensation programs, strategic planning and risk management. The Audit Committee and the CGC consist entirely of independent, non-management directors.

In addition, at the end of each year, the Board and each of its committees review a schedule of agenda topics to be considered in the coming year. Each Board and committee member may raise subjects that are not on the agenda at any meeting and suggest items for inclusion in future agendas. The Company believes that the foregoing structure, policies, and practices, when combined with the Company's other governance policies and procedures, provide appropriate opportunities for oversight, discussion, evaluation of decisions and direction from the Board of Directors.

BOARD MEETINGS AND COMMITTEES

Board Meeting Attendance

The Board of Directors held six regular meetings and one special meeting during 2018. Each of the directors attended at least 75% of the total number of meetings of the Board of Directors and committees on which they served, with the exception of Timothy S. Huval, who was previously excused from a majority of meetings in 2018 due to illness.

Annual Meeting Attendance

Six of the 14 then-incumbent Directors attended the Company's 2018 annual shareholders' meeting. The Company encourages all of its directors to attend its shareholders' meetings but understands that situations may arise that prevent such attendance.

Board Committees

The Company's Board of Directors has four standing permanent committees. These committees serve the same functions for the Company and the Bank. The current composition of each Company committee and the number of meetings held in 2018 are set forth in the table:

Board Committee Membership and 2018 Committee Meetings

Director Name	Audit	Compensation & Governance	Enterprise Risk Management	Strategy & Innovation
Dennis J. Arczynski [1]			[2]	
Jacqueline L. Bradley [1]				
H. Gilbert Culbreth, Jr. [1]				
Julie H. Daum [1]				
Christopher E. Fogal [1][3]	[2]			
Maryann Goebel [1]		[2]		

Dennis S. Hudson, Jr. (4)				
Dennis S. Hudson, III (5)				
Timothy S. Huval (1)(6)				
Herbert A. Lurie (7)				
Alvaro J. Monserrat (1)				
Thomas E. Rossin (1)				(2)
TOTAL MEETINGS HELD IN 2018	**9**	**7**	**7**	**8**

(1) Independent Director
(2) Committee Chair
(3) Independent Lead Director
(4) Elected Director Emeritus by the Board with no voting power effective following the completion of his board service term at the Annual Meeting
(5) Chairman of the Board
(6) Resignation effective as of April 1, 2019
(7) Independent Director as of April 2, 2019

Each committee has a charter specifying such committee's responsibilities and duties. The Audit Committee and Compensation and Governance Committee charters are reviewed annually. These charters are available on the Company's website at www.SeacoastBanking.com or upon written request.

Key Committee Responsibilities

AUDIT COMMITTEE

Key Responsibilities

· reviews Seacoast's and its subsidiaries' financial statements and internal accounting controls, and reviews reports of regulatory authorities and determines that all audits and examinations required by law are performed

· appoints the independent auditors, reviews their audit plan, and reviews with the independent auditors the results of the audit and management's response thereto

· reviews the procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and changes to the Company's Code of Conduct, and approves related party transactions

· reviews the adequacy of the internal audit budget and personnel, the internal audit plan and schedule, and results of audits performed by the internal audit staff and those outsourced to a third party; oversees the audit function and appraises the effectiveness of internal and external audit efforts

Independence / Qualifications

· all committee members are independent under Nasdaq and SEC rules and each member is able to read and understand financial statements

· at least one committee member is an "audit committee financial expert" as defined by Item 407 of Regulation S K; the Board has determined that Christopher E. Fogal is such financial expert

· the Audit Committee met one time in private session with our independent auditor, and one time in private session

COMPENSATION AND GOVERNANCE COMMITTEE

Key Responsibilities

· determines the compensation of the Company's and the Bank's key executive officers

· recommends director compensation for Board approval

· administers the Company's incentive compensation plans and other employee benefits plans

· oversees the preparation of the "Compensation Discussion and Analysis" section of this proxy statement

· identifies and recommends to the Board qualified individuals to serve as members of the Boards of Directors of the Company and/ or the Bank

· oversees efforts to create a diverse workforce that fosters and supports an inclusive culture

· takes a leadership role in shaping corporate governance policies, practices, and guidelines, and oversees the Board's governance processes

· proposes recommendations to the Board of Directors concerning management development and succession planning activities at the senior levels of management

Independence / Qualifications

· all committee members are independent under Nasdaq and SEC rules

· no member of the committee is a former or current officer or employee of the company or any of its subsidiaries

· no member has any interlocking relationship with the Company requiring disclosure under the rules of the SEC without members of management present, but with a third party accounting firm who co-sources a portion of the Company's internal audit function following meetings in 2018

ENTERPRISE RISK MANAGEMENT COMMITTEE

Key Responsibilities

· monitors the risk framework to assist the Board in identifying, considering, and overseeing critical issues and opportunities

· evaluates strategic opportunities from a risk perspective, highlights key risk considerations embedded in such strategic opportunities, and makes recommendations on courses of action to the Board based on such evaluation

· provides oversight of the risk management monitoring and reporting functions to help ensure these functions are independent of business line or risk-taking processes

· makes recommendations to the Board regarding the Company's risk appetite, limits and policies and reviewing the strategic plan to help ensure it aligns with the Board-approved risk appetite

· reviews key management, systems, processes and decisions, and assesses the integrity and adequacy of the risk management function to help build risk assessment data into critical business systems

· recommends to the Board the capital policy consistent with the Company's risk appetite and reviews capital adequacy and its allocation to each line of business

STRATEGY AND INNOVATION COMMITTEE

Key Responsibilities

· supports, sources and/or challenges M&A activities related to banks and non-bank entities as pertinent to the Company's stated strategic objectives

· oversees business model transformation activities including investments in technology and/or partners

· reviews capital allocations and planning to ensure an acceptable return on capital while ensuring timely exits from businesses that do not provide an acceptable return or have limited growth prospects

· ensures that the Company actively promotes and rewards a culture of innovation in a manner that benefits customers and shareholders

· makes inquiries of management that appropriate strategic metrics and modeling capabilities are used in order to assess the strength of existing strategies and potential investments, aligned with the Company's stated strategic objectives

· ensures that management is effectively and consistently communicating with shareholders in a manner that is consistent with the Company's broader strategic vision

AUDIT COMMITTEE REPORT

The Audit Committee is currently comprised of four directors: Christopher E. Fogal (Chair), Dennis J. Arczynski, Maryann Goebel, and Alvaro J. Monserrat.

The purpose of the Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") of Seacoast Banking Corporation of Florida (the "Company") in its general oversight of the Company's accounting, auditing and financial reporting practices. Management is primarily responsible for the Company's financial statements, systems of internal controls and compliance with applicable legal and regulatory requirements. The Company's independent registered public accounting firm, Crowe LLP, for the year ended December 31, 2018 is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States, as well as expressing an opinion (pursuant to Section 404 of the Sarbanes-Oxley Act of 2002) on the effectiveness of internal control over financial reporting.

The members of the Committee are not professional auditors, and their functions are not intended to duplicate or to certify the activities of management and the independent registered public accounting firm, nor can the Committee certify that the Company's registered public accounting firm is "independent" under applicable rules. The Committee serves a board-level oversight role, in which it provides advice, counsel and direction to management and the independent registered public accounting firm on the basis of the information it receives, discussions with management and the independent registered public accounting firm, and the experience of the Committee's members in business, financial and accounting matters. To carry out its responsibilities, the Committee held nine meetings in 2018.

In the performance of its oversight responsibilities, the Committee has reviewed and discussed with management and Crowe LLP the audited financial statements of the Company for the year ended December 31, 2018. Management represented to the Committee that all financial statements were prepared in accordance with accounting principles generally accepted in the United States and that these statements fairly present the financial condition and results of operations of the Company at the dates and for the periods described. The Committee has relied upon this representation without any independent verification, except for the work of Crowe LLP. The Committee also discussed these statements with Crowe LLP, both with and without management present, and has relied upon their reported opinion on these financial statements. The Committee's review included discussion with Crowe LLP of the matters required to be discussed under Public Company Accounting Oversight Board standards.

With respect to the Company's independent registered public accounting firm, the Committee, among other things, discussed with Crowe LLP matters relating to its independence and received from Crowe LLP the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Committee concerning independence.

On the basis of these reviews and discussions, and subject to the limitations of its role, the Committee recommended that the Board approve the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, for filing with the Securities and Exchange Commission.

The Audit Committee:

Christopher E. Fogal, Chairman

Dennis J. Arczynski

Maryann Goebel

Alvaro J. Monserrat

February 26, 2019

OWNERSHIP OF OUR COMMON STOCK

The tables below provide information regarding the beneficial ownership of our common stock as determined in accordance with SEC rules and regulations as of the Record Date by (i) each of the Company's directors, (ii) each of the executive officers named in the Summary Compensation Table, (iii) all current directors and executive officers as a group, and (iv) each beneficial owner of more than 5%. As of the Record Date, 51,416,944 shares of common stock were outstanding. Unless otherwise indicated, and subject to community property laws where applicable, the Company believes that each of the shareholders named in the table below has sole voting and investment power with respect to the shares indicated as beneficially owned.

Director, Executive Officers and Certain Beneficial Stock Ownership

As of the Record Date, based on available information, all directors, director nominees and executive officers of Seacoast as a group (16 persons) beneficially owned approximately 1,365,888 outstanding shares of common stock, constituting 2.7% of the total number of shares of common stock outstanding at that date as set forth in the table below. In addition, as of the Record Date, various subsidiaries of Seacoast, as fiduciaries, custodians, and agents, had sole or shared voting power over 43,350 outstanding shares, or 0.1% of the outstanding shares, of Seacoast common stock, including shares held as trustee or agent of various Seacoast employee benefit and stock purchase plans.

The following table also sets forth information regarding the number and percentage of shares of common stock held by all persons and entities, or principal shareholders, known by the Company to beneficially own 5% or more of the Company's outstanding common stock, exclusive of directors and officers. The information regarding beneficial ownership of common stock by the entities identified below is included in reliance on reports filed by the entities with the SEC, except that the ownership percentage is based on the Company's calculations.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership		Percentage of Outstanding Shares	
Directors and Executive Officers				
Dennis J. Arczynski	48,464	(1)		*
Jacqueline L. Bradley	23,177	(2)		*
H. Gilbert Culbreth, Jr.	75,357	(3)		*
Julie H. Daum	54,038	(4)		*
Christopher E. Fogal	39,297	(5)		*
Maryann Goebel	23,209	(6)		*
Dennis S. Hudson, Jr.	326,830	(7)		*
Dennis S. Hudson, III	579,969	(8)	1.1	%
Timothy S. Huval	4,901	(9)		*
Herbert A. Lurie	34,797	(10)		*

Alvaro J. Monserrat	11,135	(11)		*
Thomas E. Rossin	21,883	(12)		*
Charles K. Cross, Jr.	112,415	(13)		*
David D. Houdeshell	91,225	(14)		*
Juliette P. Kleffel	29,710	(15)		*
Charles M. Shaffer	112,229	(16)		*
All directors and executive officers as a group (16 persons)	1,365,888		2.7	%

Name of Beneficial Owner Certain Beneficial Owners	Amount and Nature of Beneficial Ownership		Percentage of Outstanding Shares	
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	6,956,987	(17)	14.7	%
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	4,584,569	(18)	8.9	%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	2,919,815	(19)	5.7	%

* Less than 1%

(1) Includes 1,672 shares held in a limited liability company, as to which shares Mr. Arczynski has sole voting and investment power. Also includes 9,110 shares held jointly with his wife, as to which shares Mr. Arczynski may be deemed to share both voting and investment power. Also includes 28,121 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Mr. Arczynski has no voting or dispositive power. Also includes 5,561 shares that Mr. Arczynski has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(2) Includes 9,179 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Ms. Bradley has no voting or dispositive power. Also includes 6,998 shares that Ms. Bradley has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(3) Includes 10,000 shares held in an IRA, 26,000 shares held in a family limited liability company, and 8,200 shares held in a family sub-S corporation, as to which shares Mr. Culbreth has sole voting and investment power. Also includes 1,000 shares held jointly with Mr. Culbreth's children and 10,328 shares held jointly with his wife, as to which shares Mr. Culbreth may be deemed to share both voting and investment power. Also includes 16,015 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Mr. Culbreth has no voting or dispositive power. Also includes 2,142 shares that Mr. Culbreth has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(4) Includes 18,481 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Ms. Daum has no voting or dispositive power. Also includes 8,138 shares that Ms. Daum has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(5) Includes 4,490 shares held jointly with Mr. Fogal's wife and 2,738 shares held by Mr. Fogal's wife, as to which shares Mr. Fogal may be deemed to share both voting and investment power. Also includes 12,570 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Mr. Fogal has no voting or dispositive power. Also includes 8,138 shares that Mr. Fogal has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(6) Includes 11,648 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Ms. Goebel has no voting or dispositive power. Also includes 5,561 shares that Ms. Goebel has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(7) Includes 224,356 shares held by Sherwood Partners, Ltd., a family limited partnership ("Sherwood Partners"), of which Mr. Hudson and his son, Dennis S. Hudson, III, are general partners, and Mr. Hudson and his children are limited partners. Mr. Hudson may be deemed to share voting and investment power with respect to such shares, but disclaims beneficial ownership, except to the extent of his 1.0% interest in Sherwood Partners. Also includes 11,944 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Mr. Hudson has no voting or dispositive power. Mr. Hudson, Jr. was elected Director Emeritus by the Board following the completion of his board service term at the Annual Meeting.

(8) Includes 224,356 shares held by Sherwood Partners Ltd, of which Mr. Hudson and his father, Dennis S. Hudson, Jr., are general partners. Mr. Hudson may be deemed to share voting and investment power with respect to such shares with the other general partners, but disclaims beneficial ownership, except to the extent of his 35.0% interest in Sherwood Partners and his beneficial interest in trusts having a 53.2% interest in Sherwood Partners. Also includes 49,386 shares held jointly with Mr. Hudson's wife, of which 49,060 were pledged as security for a margin loan, as to which shares Mr. Hudson may be deemed to share voting and investment power. Also includes 30,485 shares held in the Company's Retirement Savings Plan, and 189,899 shares that Mr. Hudson has the right to acquire by exercising options that are exercisable within 60 days after the Record Date. Also includes 280 shares held by Mr. Hudson's wife as custodian and 20 shares held by his son, as to which shares Mr. Hudson may be deemed to share both voting and investment power and as to which Mr. Hudson disclaims beneficial ownership.

(9) Includes 4,821 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Mr. Huval has no voting or dispositive power.

(10) Includes 8,980 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Mr. Lurie has no voting or dispositive power and 5,817 shares that Mr. Lurie has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(11) Includes 4,563 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Mr. Monserrat has no voting or dispositive power and 3,573 shares that Mr. Monserrat has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(12) Includes 200 shares held by Mr. Rossin's wife, as to which shares Mr. Rossin may be deemed to share both voting and investment power and as to which Mr. Rossin disclaims beneficial ownership. Also includes 11,944 shares held in the Bank's Directors' Deferred Compensation Plan for which receipt of such shares has been deferred, and as to which shares Mr. Rossin has no voting or dispositive power.

(13) Includes 74,365 shares that Mr. Cross has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(14) Includes 59,086 shares that Mr. Houdeshell has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(15) Includes 19,555 shares that Ms. Kleffel has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(16) Includes 893 shares held in the Company's Retirement Savings Plan and 2,921 shares held in the Company's Employee Stock Purchase Plan. Also includes 73,943 shares that Mr. Shaffer has the right to acquire by exercising options that are exercisable within 60 days after the Record Date.

(17) According to a Schedule 13G/A filed by BlackRock, Inc. ("BlackRock") on January 31, 2019 with the SEC with respect to Seacoast common stock beneficially owned as of December 31, 2018, BlackRock, Inc. has sole voting power with respect to 6,843,265 shares of Seacoast common stock and sole dispositive power with respect to 6,956,987 shares of Seacoast common stock. The Schedule 13G/A provides that BlackRock is a parent holding company and that the shares of common stock listed on the Schedule 13G/A are owned by various subsidiaries of BlackRock. In addition, BlackRock reported that various persons have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, these shares of common stock, and that one such person, iShares Core S&P Small-Cap ETF, is known to have more than 5% of Seacoast common stock.

(18) According to a Schedule 13G/A filed jointly by T. Rowe Price Associates, Inc., ("Price Associates") and T. Rowe Price Funds on February 14, 2019 with the SEC with respect to Seacoast common stock beneficially owned as of December 31, 2018, Price Associates has sole voting power with respect to 851,060 shares of Seacoast common stock and sole dispositive power with respect to 4,584,569 shares of Seacoast common stock. The Schedule 13G/A provides that Price Associates is an investment advisor and not more than 5% of Seacoast common stock is owned by any one client subject to the investment advice of Price Association. The schedule further provides that the shares of common stock listed on the Schedule 13G/A are owned by various subsidiaries of Price Associates. In addition, Price Associates reported that in respect to securities owned by any one of the T. Rowe Funds, only the custodian has the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, these shares of common stock.

(19) According to a Schedule 13G filed by The Vanguard Group on February 12, 2019 with the SEC with respect to Seacoast common stock beneficially owned as of December 31, 2018, The Vanguard Group has sole voting power with respect to 54,729 shares of Seacoast common stock and shared aggregate dispositive power with respect to 2,919,845 shares of Seacoast common stock, of which 2,585 shares have shared dispositive voting power. The Schedule 13G provides that The Vanguard Group is an investment advisor and that the shares of common stock listed on the Schedule 13G are owned by various subsidiaries of The Vanguard Group, the parent holding company. In addition, The Vanguard Group reported that no one person is known to have more than 5% of Seacoast common stock.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended requires the Company's directors and executive officers, and persons who beneficially own more than 10% of the Company's common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Directors, executive officers and persons beneficially owning more than 10% of the Company's common stock are required to furnish the Company with copies of all Section 16(a) reports they file. Based on the Company's review of such reports and written representations from the reporting persons, the Company believes that, during and with respect to fiscal year 2018, all filing requirements applicable to its directors, executive officers and beneficial owners of more than 10% of its common stock were complied with in a timely manner.

Executive Officers

Executive officers are appointed annually at the organizational meeting of the respective Boards of Directors of Seacoast and the Bank, to serve until the next annual meeting and until successors are chosen and qualified.

Dennis S. Hudson, III

Chairman and CEO

Age: 63 **Education:** MBA, Florida State University **Tenure:** 42 years

SELECT PRIOR EXPERIENCE:

- Chairman of Seacoast since July 2005 and CEO since 1998
- Chairman and CEO of the Bank since 1992
- Director of Seacoast since 1984
- Over 40 years of banking experience with Seacoast

OTHER AFFILIATIONS/CERTIFICATIONS:

- Chesapeake Utilities Corporation, member of board, audit and compensation committees
- PENN Capital Funds, a mutual fund group managed by PENN Capital Management, independent director
- Miami Branch of Federal Reserve Bank of Atlanta Board from 2005 to 2010

Charles M. Shaffer

EVP, CFO and

Head of Strategy

Age: 45 **Education:** MBA, University of Central Florida **Tenure:** 21 years

SELECT PRIOR EXPERIENCE:

- EVP and Community Banking Executive from October 2013 to March 2017
- SVP and Controller of Bank from 2005 to 2013
- Diverse experience from multiple roles including strategy, corporate finance, traditional sales, and alternative sales platforms

OTHER AFFILIATIONS/CERTIFICATIONS:

- CPA licensed in Florida
- Chartered Global Management Accountant
- Board Member, United Way of Martin County
- Board Member, Girl Scouts of Southeast Florida

- Board Member, Florida Bankers Association, BancServ
- Board Member, Armellini Express Lines

Age: 61 **Education:** BSA, University of Florida **Tenure:** 7 years

Charles K. Cross, Jr.

EVP and Commercial Banking Executive

SELECT PRIOR EXPERIENCE:

- SVP, Commercial Market Executive for Palm Beach County from March 2012 to July 2013
- Over 30 years of banking experience in Palm Beach and Broward County markets
- Market leader for EverBank in Palm Beach County, FL from August 2010 to March 2012

OTHER AFFILIATIONS/CERTIFICATIONS:

- Former Chairman, District Board of Trustees of Palm Beach State College
- Past board member of Florida Atlantic University College of Business Dean's Council, Economic Council of Palm Beach County, West Palm Beach Chamber of Commerce, Business Development Board of Palm Beach County and Black Business Investment Corporation

Age: 58 **Education:** MBA, The Stonier Graduate School of Banking **Tenure:** 9 years

David D. Houdeshell

EVP and Chief Risk Officer

SELECT PRIOR EXPERIENCE:

- EVP and Chief Credit Officer of Seacoast and Bank from June 2010 to May 2015
- Over 30 years of credit and risk management experience
- EVP and Credit Administrative Executive for The South Financial Group in Greenville, SC for 3 years
- Chief Credit Officer of Bombardier Capital, a financial services entity of a global transportation manufacturer, for 4 years

OTHER AFFILIATIONS/CERTIFICATIONS:

- Former member of audit & compliance committee of Martin Health System, Stuart, FL

Age: 48 **Education:** The Stonier Graduate School of Banking **Tenure:** 3 years

	SELECT PRIOR EXPERIENCE:
Juliette P. Kleffel **EVP and Community** **Banking Executive**	• EVP and Small Business Banking Sales Leader at Seacoast from October 2014 to January 2017 • EVP and Commercial Sales Leader for BankFIRST prior to acquisition by Seacoast in October 2014 • Held various positions managing Government Lending/SBA, Treasury Sales, Marketing, as well as Commercial Lending with BankFIRST since November 2000 • Over 20 years of retail and business banking experience in the Orlando market
	OTHER AFFILIATIONS/CERTIFICATIONS:
	• Executive Director for the National Entrepreneur Center • Director for the West Orange County Chamber of Commerce • Vice President and Executive Board Member for The Gardens of DePugh Nursing Home • Board Member and Finance Committee member for the Central Florida YMCA • Executive Board Member and Treasurer of the Garden Theatre • Board Member of Edgewood Children's Ranch • Certified Lender Business Banker

EXECUTIVE COMPENSATION

Compensation Discussion & Analysis

Executive Summary

2018 Performance Considerations

Our strategic plan for 2018 focused on shareholder value creation, and the CGC used adjusted earnings per share (EPS)[1] and adjusted return on tangible common equity (ROTCE)[1] as key indicators that management is on the right path to producing sustainable long-term value. The CGC determined the amount of annual and long-term incentives to award to our named executive officers ("NEOs") for 2018 performance using a qualitative assessment of management's performance in 2017, taking into account both growth and return with consideration to our risk framework. The assessment process included scorecards that identified shared and individual goals for the year in the areas of operations, technology, innovation, risk, talent, and business transformation, with our adjusted EPS[1] and adjusted ROTCE[1] serving as the primary considerations for long-term incentive awards granted in 2018. Grants made in 2018 were based on the scorecard assessment of performance in the prior year. The incentive awards issued based on 2018 qualitative performance considerations will be granted in 2019, and disclosed as part of the 2020 proxy filing.

Say on Pay Results

In 2018, our "Say on Pay" proposal received 97% support, an improvement from 2017 (94%); indicating plan design and governance are well aligned with our shareholders. While our historical results indicate strong support for Seacoast's NEO compensation, the CGC continues to review our executive compensation structure to increase its effectiveness and further align with stockholder interests in light of changing industry dynamics.

Our Executive Compensation Design Priorities and Prohibitions

Design Priorities (what we do)	Design Prohibitions (what we don't do)
Manage our executive compensation programs to have a strong pay-for-performance orientation.	û No repricing of stock options without shareholder approval.
Link performance-based incentive awards to enterprise-wide and individual performance goals.	û No incentives that encourage improper risk taking.

Grant our NEOs equity-based awards based on Company and individual performance rather than paying annual cash bonuses.

Emphasize long-term stock-based awards in our executive compensation and total incentive strategies.

Set meaningful performance goals that align management with shareholder interests.

Require Tier 1 Capital compliance thresholds be met in order for any portion of the PSUs to vest.

Ensure that incentives are sensitive to risk considerations.

Provide minimal executive benefits and perquisites.

Maintain executive stock ownership requirements, and require post-settlement holding periods or mandatory deferral of certain performance-based awards.

Provide reasonable executive post-employment and change-in-control protections.

Require “clawback” provisions for certain incentive-based compensation to ensure accountability.

Engage with shareholders on their concerns or priorities for our director and executive compensation programs.

û No excise tax gross-ups upon a change in control.

û No single trigger vesting acceleration on unvested equity in connection with a change-in-control for awards granted since 2014.

û No hedging, and limited pledging, of our common shares by our directors and executive officers.

[1] Non-GAAP measure; refer to Appendix A – Information Regarding Non-GAAP Financial Measures.

2018 NEO Pay

- Cumulative base salaries for our NEOs increased competitively year-over-year by an average of 8%.
- In 2018, our NEOs received awards of Performance Share Units (“PSUs”) in quantities that vest based on the level of achievement of goals relating to growth in adjusted EPS[1] and average adjusted ROTCE[1] over a three-year period.
- In 2018, our NEOs received stock options that vest over a three-year period. The exercise price of the options was set at 120% of the grant date value of the shares.
- In lieu of cash bonuses, our CEO was granted additional PSUs, and our other NEOs received awards of time-based Restricted Stock Units (“RSUs”) that vest over a three-year period.
- The number of PSUs, performance stock options, and RSUs granted in 2018 was determined by the CGC based upon the scorecard assessment of 2017 performance. Awards granted based upon 2018 scorecard performance will be granted in 2019. The CGC will use the grant date value of the PSUs or RSUs issued in lieu of cash bonuses for purposes of calculating any potential severance benefits that are based upon prior year bonuses.

Summary of Compensation Decisions in 2018

The committee structures the executive compensation program for executive management with an emphasis on long-term performance-based compensation. For planning purposes, the CGC focuses on the sum of annual base salary and the values it considers and approves for equity awards, which are granted in the subsequent year based on annual scorecard performance. We refer to this planning value as Total Direct Compensation or “TDC”. The CGC considered this TDC in its decision process when determining the value of the total incentive award value granted in 2018.

The following chart illustrates the relative emphasis of each pay element in relation to TDC, as disclosed in our 2018 Summary Compensation Table (“SCT”), excluding time-based awards granted in lieu of cash bonuses. Base salary represents the sole component of TDC that is not “at risk” for performance.

2018 NEO Mix of Total Direct Compensation

In general, the CGC closely aligns the compensation of our executives with the creation of both short-term profitability and long-term value for our shareholders by structuring a substantial portion of TDC as “at risk” incentive pay. The CGC relies on this structure to ensure that both short-term and long-term incentive awards are fully reflective of performance for the year in which cash bonuses are earned and new target award values are determined and that performance-based equity serves as our primary form of incentive compensation.

Base Salary

All of our named executive officers receive a base salary that reflects the CGC's assessment of the NEO's skills and value to Seacoast. It is the CGC's philosophy to keep salaries within a competitive market range and increase base salaries in response to increases in the size, scope or complexity of an executive's job, in connection with a promotion or other forms of recognition that appropriately reflect value considerations, or to maintain the desired level of internal relative value. The 2018 annualized base salary actions for our named executive officers are summarized in the following table.

[1] Non-GAAP measure; refer to Appendix A – Information Regarding Non-GAAP Financial Measures.

2018 Annualized Base Salary Actions

Named Executive Officer	2017	2018	% Change	
Dennis S. Hudson, III	$600,000	$600,000	—	
Charles M. Shaffer	$320,000	$365,000	14	%
Charles K. Cross, Jr.	$300,000	$330,000	10	%
David D. Houdeshell	$280,000	$300,000	7	%
Juliette P. Kleffel	$280,000	$300,000	7	%
NEOs as a Group			8	%

Equity Awards

Seacoast's equity strategy has evolved in order to increase the alignment of equity recipients with shareholder interests, revitalize our retention strategies, and elevate our visibility and appeal as an employer of choice for highly skilled talent. The following tables summarize the evolution and emphasis of our equity strategies since 2015.

Evolution of Seacoast's Performance-based Equity Strategies

Grant Cycle	Type of Equity	Performance Period / Payout Range / Option Vesting Period	Performance Objective(s)
2015 (Jan.)	PSUs	• 4-year Performance Period with catch-up • Payout as % of Target: 0-150%	• Cumulative Adjusted Earnings • Adjusted Return on Average Tangible Common Equity • Tier 1 Capital Compliance
	Options	• 4-year monthly vesting, starting when stock price closes above exercise price by 120%	• Stock Price Appreciation • Tier 1 Capital Compliance
2016 (Feb.)	PSUs	• 4-year Performance Period with catch-up • Payout as % of Target 0-175%	• Cumulative Adjusted Earnings • Adjusted Return on Average Tangible Common Equity • Tier 1 Capital Compliance
	Options	• 4-year monthly vesting, starting when stock price closes above exercise price of 120%	• Stock Price Appreciation • Tier 1 Capital Compliance

2017 (Apr.)	PSUs	• 3-year Performance Period • Payout as a % of Target 0-200%	• Adjusted EPS • Adjusted Return on Average Tangible Common Equity • Tier 1 Capital Compliance
	Options	• 3-year ratable vesting • Exercise price set at 120% of grant date fair market value of the underlying shares	• Stock Price Appreciation above 120% of exercise price
2018 (Apr.)	PSUs	• 3-year Performance Period • Payout as a % of Target 0-200%	• Adjusted EPS • Adjusted Return on Average Tangible Common Equity • Tier 1 Capital Compliance
	Options	• 3-year ratable vesting • Exercise price set at 120% of grant date fair market value of the underlying shares	• Stock Price Appreciation above 120% of exercise price

2018 Performance Stock Unit ("PSU") Awards

2018 PSUs represent stock-settled incentive awards where payout can vary from 0% to 200% of the target number of shares granted. One-half of the PSUs will be earned based on Seacoast's three-year growth in adjusted EPS[1] ("EPS PSUs"). The remaining one-half of the PSUs will be earned based on Seacoast's three-year average adjusted return on average tangible common equity[1] ("ROTCE PSUs"). In each case, the number of PSUs actually earned will be determined by our performance as compared to financial goals that were approved by the CGC at the time of grant. The CGC selected EPS and ROTCE given their importance in our strategic plan and significant influence on our stock price performance over sustained periods of time. The PSUs also include a risk-based condition (meet or exceed minimum requirements for Tier 1 Regulatory Capital) that must be met in order for the awards to vest.

[1] Non-GAAP measure; refer to Appendix A – Information Regarding Non-GAAP Financial Measures.

2018 Performance Stock Options ("Options")

Options allow recipients to purchase shares of our common stock in the future at a predetermined price. In order to ensure that shareholders benefit before management realizes any value from their stock option awards, 2018 options were issued with an exercise price set at 120% of the grant date fair market value of the underlying shares. Restrictions on the 2018 options lapse in equal installments on the first, second and third anniversaries of the grant date. The CGC relies on Options to reward management for value creation, which is of paramount importance to our shareholders. The target value of the options represents significantly less potential value than the PSU awards.

Time-Based Restricted Stock Units ("RSU")

Our pay-for-performance stock incentive strategy is balanced with the use of time-based RSUs to enhance holding power, retention and recruitment. The CGC granted RSUs to the NEOs, other than the CEO, in lieu of annual cash bonuses. The RSUs granted in 2018 were issued in relation to 2017 performance, and vest ratably over a three-year period.

Other Considerations Involving 2018 Equity Awards

Our NEOs are also subject to stock ownership requirements and holding periods in connection with stock-settled incentive awards. In addition, we introduced a mandatory deferral feature on PSUs so that settlement of 50% of any shares earned for performance will be delayed an additional 12 months starting with the 2017 grant cycle.

Overview of Executive Compensation

Role of the CGC

The CGC is responsible for establishing our compensation philosophy and for overseeing our executive compensation policies and programs generally. As part of this responsibility, the CGC:

- regularly interacts with our executives in order to make informed decisions on performance, potential, developmental needs and their value to Seacoast;
- approves our executive compensation programs, including construction of our peer group, issuance of equity awards, and certification of results;
- evaluates the performance of the CEO and determines the CEO’s compensation;
- reviews the performance of other members of executive management and approves their compensation based on recommendations made by the CEO; and
- assesses our incentive strategies from a risk perspective, ensuring that earnings opportunities strike the right balance between risk and reward and that our executives are not motivated to take excessive risks.

Role and Independence of the Compensation Consultant

The CGC is comprised solely of independent directors and met seven times in 2018. The Committee engaged Alvarez and Marsal, LLC (“A&M”) as its independent compensation consultant to advise the CGC in 2018. A&M periodically attended CGC meetings, including executive sessions, and provided information and advice independent of management and, at the direction of the CGC Chairperson, assisted management with various activities that support Seacoast’s executive compensation program. The CGC discussed these considerations pursuant to SEC and NASDAQ rules and concluded that the engagement of A&M, and the services it provided did not raise any conflict of interest.

Benchmarking and Peer Group

The CGC relies on market pay data and related research to inform its decision on the construction and expected outcomes of our director and executive compensation programs. In considering peer group construction, the CGC recognizes that Seacoast competes for executive talent against a wide variety of financial services organizations and companies in other industries that rely on or want to acquire the skill sets that our executives offer. As a result, the CGC relies substantially on information developed from a size-appropriate, high-performing core bank industry compensation peer group in its decision process. It also considers, to a lesser extent, the pay strategies employed by large, most admired or innovative financial services companies, and high-performing customer service and technology companies. In terms of assessing the effect of the CGC’s decisions on how we position pay vis-à-vis market, we rely exclusively on pay and performance data developed using our core bank industry compensation peer group or, as needed, from the McLagan Regional Bank Survey.

The CGC added five banks to the Core Bank Peer Group ("Peer Group") for 2018. The addition of Flagstar Bancorp, Inc., First Midwest Bancorp, Inc., Trustmark Corporation, Northwest Bancshares, Inc., and S&T Bancorp, Inc. was necessitated by continuing consolidation in the industry, and by our higher growth rate in assets compared to the Peer Group's growth in assets. The five banks were selected from the JD Powers' List of Highest Rated Customer Service Banks, which reflected the CGC's desire to incorporate an important performance dimension that is critical to our efforts to continue to growth the value of Seacoast. Other selection criteria that the CGC considered included type of ownership, focused solely on publicly traded company status, and size considerations, as defined by assets and the market value of equity. Seacoast was appropriately positioned for asset size and market value compared to the 2018 Peer Group. The CGC sees this approach as appropriate given its expectations for performance and growth. The CGC reviews the Peer Group annually to ensure continued appropriateness, and makes changes when it believes warranted. Our 2018 Peer Group was comprised of:

	2018 PEER GROUP	
Ameris Bancorp (ABCB)	First Long Island Corp. (FLIC)	Pacific Premier Bancorp (PPBI)
BNC Bancorp (BNC)*	First Midwest Bankcorp, Inc. (FMBI	Renasant Corp. (RNST)
Cardinal Financial (CFNL) **	German American Bancorp (GABC)	S&T Bancorp, Inc. (STBA)
City Holdings (CHCO)	Great Southern Bancorp (GSBC)	Sterling Bancorp (STL)
Eagle Bancorp (EGBN)	Horizon Bancorp (HBNC)	Stock Yards Bancorp (SYBT)
Enterprise Financial (EFSC)	Independent Bank Group (IBTX)	Tompkins Financial (TMP)
Fidelity Southern (LION)	Lakeland Financial (LKFN)	Trustmark Corporation (TRMK)
Flagstar Bancorp (FBC)	Northwest Bancshares, Inc. (NWBI)	Washington TR Bancorp (WASH)

* acquired by Pinnacle Financial partners in June of 2017

** acquired by UBV Holding Company, LLC in April 2017

The CGC does not identify a specific target level or percentile of base salary, incentive cash, or stock-based awards for our NEOs. Instead, pay outcomes, which include the target value of stock awards to be earned for future performance, initially are determined by internal performance and talent considerations. The CGC then compares contemplated NEO pay actions against market pay levels for reasonableness with the market assessments serving as key points of reference and validation in the CGC's process.

Executive Compensation Framework Highlights

Structure	Reasoning
PEER GROUP: A peer group of banks of similar size, business model and financial performance.	Our business model requires us to compete with these groups for executive talent in order to achieve our business objectives related to growth, innovation and profitability.
COMPENSATION PHILOSOPHY: • No specific target level or percentile of pay relative to comparable positions • Pay decisions reflect the performance of the Company and each executive in relation to prior year pay and performance, planning considerations, and relationship to market pay levels and practices of peer group • Actual pay relative to the market data will vary based on performance in terms of the calibration of total incentive awards and amounts ultimately earned from our long-term stock incentive program	• Improve pay for performance linkage • Align pay with overall value of each individual to Seacoast • Ensure reasonableness of pay relative to industry peers and market data • Ensure a significant portion of pay is “at-risk”, consistent with philosophy and comparator group practices • Understand potential payments assuming various Company performance outcomes and understand how potential performance extremes are reflected in pay; which is a component of our compensation risk assessment
CASH BONUS: Reflects the annual performance of the Company and each executive, along with other planning considerations	Time-vested RSUs were issued in lieu of cash bonuses for fiscal years 2016, 2017 and 2018, helping increase the retentive value of the executive compensation packages
EQUITY: • Performance-based structure with 2 components, PSUs and stock options, both with a long-term emphasis, but weighted more heavily with PSUs • Meaningful stock-based award opportunities “right-sized” for company and individual performance considerations and needs • A substantial portion of TDC for our named executive officers delivered as performance-based pay • Annual award cycles	• PSUs allow for upside in underlying shares, providing direct linkage between potential award payouts and management’s success at driving earnings growth and improving returns without inappropriate risk taking • Performance Options first require that shareholders receive a meaningful return before management is rewarded • Provide more compensation contingent upon achievement of performance goals or our stock’s performance

- 3-year PSU performance period aligning program design with typical industry practices. A 50% mandatory 12-month deferral requirement on the settlement of any shares earned for performance ensures sensitivity to risk considerations and additional holding power

- Risk considerations serve as an additional vesting requirement on PSUs

- Aligns more closely with the shareholder interests

- Continuously recalibrate performance expectations and promote consistent improvement

- Enhance retention of management team

- Enhance long-term performance accountability

- Augment alignment with shareholder interests

PERFORMANCE SCORECARDS:

- Performance scorecards serve as the basis for cash bonuses and the target value of performance-based long-term incentive/equity awards granted in the subsequent year

- Provide executives with an economic incentive to deliver sustainable results within a risk appropriate framework

- Establish clear expectations for individual goals as well as link with enterprise-wide growth, return and risk management objectives

- Understand important context that may impact the evaluation of each executive such as; experience, skills and scope of responsibilities, individual performance and succession planning

2018 EXECUTIVE COMPENSATION ACTIONS

The CGC and our CEO rely on qualitative assessments of the performance of our NEOs and other members of senior management team given our accelerated growth, the rapid evolution of business, and the changing demands on our executives. The assessment process relies on scorecards that are approved at the start of each year, establishing performance guidelines against which results are compared at the end of the year. Performance ratings are then developed for each NEO, which are used to inform the CGC's decision regarding pay actions. The CGC believes that qualitative assessments of NEO performance for the purpose of compensation, development and advancement continue to serve the best interests of our shareholders.

Our CEO works closely with the CGC in establishing executive compensation and overall bonus and incentive payments each year. The CEO evaluates the performance of each NEO and other senior executives, and, based on these performance evaluations, market compensation surveys, and other data, he will then make qualitative assessments and recommendations to the CGC. The CEO also presents incentive compensation payment recommendations for the Committee's consideration. The CGC evaluates and makes a qualitative assessment of the CEO's performance and determines his compensation without the CEO present.

Performance and time-based equity granted in 2018 were issued in relation to 2017 performance scorecard evaluations. Equity awards relating to 2018 performance scorecard evaluations will be granted in early 2019.

2018 Pay Outcomes

	Dennis S. Hudson, III Chairman / CEO	**Charles M. Shaffer EVP / CFO**	**Charles K. Cross, Jr. EVP / Commercial Banking**	**David D. Houdeshell EVP / CRO**	**Juliette P. Kleffel EVP / Community Banking**
Base Salary	$ 600,000	$ 365,000	$ 330,000	$ 300,000	$ 300,000
RSU	0	$ 280,000	$ 210,000	$ 168,000	$ 196,000
PSU	$ 568,750	$ 195,000	$ 169,000	$ 130,000	$ 130,000
Performance Option	$ 306,250	$ 105,000	$ 91,000	$ 70,000	$ 70,000
Bonus Equivalent Cash Value [1]	$ 165,000	$ 200,000	$ 150,000	$ 120,000	$ 140,000

[1] The equivalent cash value of RSUs granted to NEOs, other than the CEO, in lieu of annual cash bonuses. Reflects cash value to be used as an input in our CIC severance calculations in lieu of cash bonus.

Key Influences in Compensation Decisions

Performance Metrics

The components of our executive compensation program demonstrate alignment with long-term shareholder value creation. The CGC considers performance metrics for both the CEO and each NEO, collectively. In 2018, senior executives were assessed on the following performance:

Component	What it Measures	Why it is Used	2018	2017
Adjusted EPS[1]	Earnings per shares (EPS) is the portion of the Company's profit allocated to each share of common stock. Adjustments[1] are made to facilitate analysis of performance trends.	A broadly used indicator of profitability, useful for tracking performance over time or in comparison to benchmarks.	$1.62	$1.28
Adjusted Net Income[1]	Revenues less expenses from all sources. Adjustments[1] are made to facilitate analysis of performance trends.	Measure profitability after considering all costs and taxes.	$79.1 million	$55.3 million
Adjusted ROTCE[1]	Net income as a percentage of average shareholders' equity, excluding intangible assets. Adjustments[1] are made to net income to facilitate analysis of performance trends.	A broadly used indicator of effective utilization of capital, useful for tracking performance over time or in comparison to benchmarks.	14.1%	12.2%

[1] Non-GAAP measure; refer to Appendix A – Information Regarding Non-GAAP Financial Measures.

Individual Contributions

The CGC also considers roles and responsibilities of the CEO and each NEO and links most of the pay for senior executives to long-term business strategies and key priorities.

Dennis S. Hudson, III, Chairman of the Board and Chief Executive Officer

- Strengthening of the executive team and other improvements in key operating areas
- Strong credit quality and appropriate risk management
- No major operational risk failures and significant upgrades and oversight in our risk management capabilities, across the Company in general and in regards to compensation and retail sales related risks in particular
- Successful integration of First Green community franchise
- Attainment of growth and strategic initiatives measured by household growth, accretive acquisitions, increased percentages of new accounts and loans originated through alternative channels, and a lower fixed cost structure
- Implementation of plan to improve operating leverage and customer experience via channel optimization
- Increased associate engagement while driving enterprise-wide alignment with the business strategy

Charles M. Shaffer, Executive Vice President and Chief Financial Officer

- Ongoing leadership of and contributions to our business transformation and strategy efforts
- Continued talent upgrading across entire function
- Improvements in external communications

Charles K. Cross, Executive Vice President, Commercial Banking

- No major operational risk failures
- Collaboration and leadership across the organization leading to substantial improvements in end-to-end business unit performance
- Optimization of specialty financing units
- Significant market talent expansion and scaling of leadership
- Successful integration of acquisition target

David D. Houdeshell, Executive Vice President, Chief Risk Officer

- No major operational risk failures
- Contributions to enterprise-wide business transformation efforts
- Effective partnering with other functions in the development and launch of new products and services
- Significant talent build out and upgrading in governance areas
- Continues to maintain credit quality metrics in a rapid growth environment

Juliette P. Kleffel, Executive Vice President, Community Banking

- No major operational risk failures
- Contributions to enterprise-wide business transformation efforts
- Substantial year-over-year productivity gains in organizational units
- Executive role model and champion of the customer experience
- Successful integration of acquisition target

Other Elements of the 2018 Compensation Program for Executive Officers

Change in Control Severance Benefits

We provide change in control severance benefits to the named executive officers to encourage them to consider the best interests of shareholders by stabilizing any concerns about their own personal financial well-being in the face of a potential change in control of the Company. These agreements are described under "Employment and Change in Control Agreements", and detailed information is provided under "2018 Other Potential Post-Employment Payments."

Retirement and Employee Welfare Benefits

We sponsor a retirement savings plan for employees of the Company and its affiliates (the “Retirement Savings Plan”) and a nonqualified deferred compensation plan for certain executive officers (the “Executive Deferred Compensation Plan”). We offer these plans, and make contributions to them, to provide employees with tax-advantaged savings vehicles and to encourage them to save money for their retirement. The Executive Deferred Compensation Plan is described under “Executive Compensation–Nonqualified Deferred Compensation.”

In addition to our retirement programs, we provide employees with welfare benefits, including hospitalization, major medical, disability and group life insurance plans and paid vacation. We also maintain a Section 125 cafeteria plan that allows our employees to set aside pre-tax dollars to pay for certain benefits. All of the full-time employees of the Company and the Bank, including the named executive officers, are eligible to participate in the Retirement Savings Plan and our welfare plans, subject to the terms of those plans.

The Bank provides supplemental disability insurance to certain members of executive management, including the named executive officers, in excess of the maximum benefit of $10,000 per month provided under the group plan for all employees. The supplemental insurance provides a benefit up to 70% of the executive’s monthly pre-disability income based on the executive’s base salary and annual incentive compensation not to exceed $25,000. Coverage can be converted and maintained by the individual participant after employment ends. The benefit may be reduced by income from other sources, and a partial benefit is paid if a disabled participant is able to work on a part-time basis. In 2018, the Company paid an aggregate of $4,800 for supplemental disability insurance for the named executive officers.

The retirement and employee welfare benefits paid by the Company for the named executive officers that are required to be disclosed in this proxy statement are included in the “Summary Compensation Table,” the “Components of All Other Compensation,” and the “Nonqualified Deferred Compensation Table,” and are described in the footnotes thereto.

Executive Perquisites

We do not consider perquisites to be a significant element of our compensation program. However, we believe they are important and effective for attracting and retaining certain executive talent. We do not provide tax reimbursements, or “gross-ups,” on perquisites. For additional details regarding the executive perquisites, see the “Summary Compensation Table” and the “Components of All Other Compensation.”

Risk Analysis of Incentive Compensation Plans

The CGC reviews the sensitivity of our performance and incentives to risk considerations for our executives throughout the year. It also periodically reviews our cash and equity incentive strategies for other key contributors. In 2018, the CGC with the assistance of our Chief Human Resources Officer completed a review of our incentive strategies for our incentive eligible non-executive employees. The CGC concluded that our incentive compensation programs are designed with the appropriate balance of risk and reward in relation to our overall business strategy will not motivate people to take excessive or imprudent risks, and do not create risks that are reasonably likely to have a material adverse effect on the registrant.

Risk Analysis of Retail Sales Incentive Plans

During 2016, Seacoast launched a proactive review program of our retail sales incentive plans. This program includes ongoing monitoring for anomalies, review of complaints, and interviews with associates. Independent assessment is completed by the Bank's Operational Risk Officer and results are reported to the Bank's Operational Risk & Compliance Committee. Key risk indicators are also regularly presented to the Board's Enterprise Risk Management Committee. Based on data gathered throughout the year, we believe Seacoast is acting in customers' best interests and that Seacoast's customer-first culture is sound. Seacoast empowers associates to do the right thing and to deliver our promise to customers to "get you comfortable with the right products and the right team to serve you." At the same time, quality control and risk management are constant priorities. We have ongoing review processes to promptly identify areas that may be potentially inconsistent with our customer-first posture.

Clawback Policy

We have adopted a Compensation Recoupment Policy to recover, to the extent practicable and appropriate, incentive compensation from any executive officer when:

- the incentive compensation payment or award (or the vesting of such award) was based upon the achievement of financial results that were subsequently the subject of an accounting restatement, regardless of whether the executive engaged in misconduct or otherwise contributed to the requirement for the restatement; and
- a lower payment or award would have been made to the executive officer based upon the restated financial results.

The policy is available on our website at www.SeacoastBanking.com. The policy anticipates the final rules implementing the clawback provision of the Dodd Frank Wall Street Reform and Consumer Protection Act of 2010, but will be amended, if necessary, when final regulations are issued by the SEC.

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Hedging and Pledging Policy

The Company has adopted a hedging and pledging policy. The policy prohibits our employees, including our executive officers and directors, from purchasing any financial instrument or entering into any transaction that is designed to hedge or offset any decrease in the market value of our stock, including exchange funds, prepaid variable forward contracts, equity swaps, puts, calls, collars, forwards or short sales.

In addition, directors and executive officers are required to obtain advance approval of any pledging of Company shares as collateral for loans, including holding Company shares in margin accounts. The policy also limits pledging to reasonable purposes (as defined in the policy) and limits the value of the securities pledged in connection with a loan or other indebtedness to $250,000.

Stock Ownership Guidelines

The Board has established stock ownership guidelines for its officers and directors, as described below:

Individual/Group	**Stock Ownership Target**	**Holding Requirement**	
		Before Ownership Target Met	After Ownership Target Met
Chief Executive Officer	5 times annual base salary	75% of net shares until target number of shares is met	50% of net shares held for one year after vesting / exercise
Other Senior Executive Officers	3 times annual base salary		
Non-Employee Directors	3 times annual retainer		

Our executive compensation program is designed to allow a participant to earn targeted ownership over a reasonable period, usually within five years, provided individual and Company targets are achieved and provided the participant fully participates in the program. “Net Shares” means shares of stock in excess of those sold or withheld to satisfy the minimum tax liability upon vesting or conversion. All of our named executive officers and non-employee directors have met or are on track to meet their stock ownership target.

Impact of Deduction Limit

Code Section 162(m) generally establishes, with certain exceptions, a $1 million deduction limit for all publicly held companies on compensation paid to an executive officer in any year. Prior to enactment of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"), this limitation did not generally apply to compensation paid to the chief financial officer or to compensation paid based on achievement of pre-established performance goals if certain requirements were met. The exemption from Section 162(m)'s deduction limit for performance-based compensation has been repealed, effective for taxable years beginning after December 31, 2017, such that compensation paid to all of our named executive officers in excess of $1 million in 2018 and future years will not be deductible unless it qualifies for transition relief applicable to certain arrangements in place as of November 2, 2017. The CGC reserves the right to pay executives' compensation that is not deductible under Section 162(m).

Strategies to ensure that Incentive Compensation is Sensitive to Risk Considerations

Seacoast implemented a number of changes to our incentive strategies, starting with the 2015 equity award cycle. These strategies have been updated in response to shareholder feedback and governance considerations. The CGC and our Chief Risk Officer share the view that our incentive strategies strike the right balance between risk and reward, motivating and retaining our executives in ways that align with shareholder interests but do not motivate inappropriate or excessive risk taking. The evolution of our incentive strategies reflect our commitment to listen to our shareholders and continuously refine our programs to align with our governance and risk management efforts given the growth of Seacoast and changes within the industry and what is deemed as best practice.

Strategy	**Compensation Design**
Compensation is tied to equity and Company performance	· RSUs granted in lieu of cash bonuses for performance · Performance period for PSU awards and vesting period for options is three years • PSU metrics based on three-year compound annualized growth in adjusted EPS and average adjusted return on tangible common equity, which our shareholders views as key indicators of our performance
Seacoast performance at levels that equal or exceed the industry	· Options based on a premium feature whereby the exercise price of the option is set above the face value of the closing stock price on the date of grant, placing shareholders in front of management for value realized through stock price appreciation · PSU performance period allows for direct and relevant pay and performance comparisons with industry competitors and alternative investments that share our risk profile
Governance Considerations	· PSU program and performance goals include two types of PSU awards; PSU will be earned for compound annualized growth in adjusted EPS, and PSU will be earned for average adjusted return on equity · Implemented a mandatory deferral feature on new PSU awards so that settlement of 50% of any shares earned for performance will be delayed for an additional 12 months
Risk-Considerations	· Maintained the 12-month stock holding requirement on 50% of the net shares received upon the exercise of options · Maintained service and risk-based vesting requirements on all new performance-contingent and performance-based equity awards and options · Maintained “clawback” provisions for certain incentive-based compensation to ensure accountability

COMPENSATION AND GOVERNANCE COMMITTEE REPORT

The Compensation and Governance Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on such review and discussions, the Compensation and Governance Committee recommended to the board of directors, and the board of directors approved, that the Compensation Discussion and Analysis be included in this proxy statement.

This report shall not be deemed to be "soliciting material" or to be "filed" with the Securities Exchange Commission, nor shall this report be incorporated by reference by any general statement incorporating by reference this 2019 Proxy Statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, and shall not otherwise be deemed filed under such Acts.

Compensation and Governance Committee:

H. Gilbert Culbreth, Jr.
Julie H. Daum
Maryann Goebel, Chair
Alvaro J. Monserrat

EXECUTIVE COMPENSATION TABLES

2018 Summary Compensation Table

The table below sets forth the elements that comprise total compensation for the named executive officers of the Company for the periods indicated.

Name and Principal Position	Year	Salary **($)**(1)	Bonus **($)**(2)	Stock Awards **($)**(3)	Option Awards	Non-Equity Incentive Plan Compensation	All Other Compensation	Total