

CenterState Bank Corporation

CenterState Bank, N.A.

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Body of Policy

It is the policy of the CenterState Bank Corporation ("CSFL") and CenterState Bank, N.A. (the "Bank", and collectively, the "Company") to adhere to corporate governance principals as set forth in its governing documents and applicable law, regulation and policy, that:

1. Promote the interests of shareholders;
2. Ensure a common set of expectations as to how the Board of Directors, its various committees, and senior management should perform their functions; and
3. Ensure the Bank's influence on the communities in which it serves.

CSFL is governed by its articles of incorporation and bylaws, applicable law and regulation and the policies and procedures adopted by the CSFL Board and management. The Bank is governed by its articles of association and bylaws, applicable law and regulations and the policies and procedures adopted by the Bank Board and management.

It is the policy of the Company that the Board of Directors provide appropriate oversight of the operations and activities of CSFL and the Bank in accordance with applicable law and policy. It is the responsibility of the Board of Directors to establish the strategic direction of the Company and to oversee the performance of the Company's business. Senior management is responsible for presenting strategic plans to the Board of Directors for review and approval and for implementing the Company's strategic direction. In performing its duties, the primary responsibility of the Board of Directors is to exercise its business judgment in the best interests of the Company. This on-going level of oversight will ensure that a level of reasonable business judgment and competence is maintained, and that there is sufficient time for the Board of Directors to become informed about the Company's operations and affairs. The Board's oversight responsibility may not be delegated to any member of senior management by the Board of Directors. However, the Board of Directors shall delegate authority to senior management to implement the Company's business plan and strategic direction, but not the primary responsibility to maintain the Company and its policies on a safe and sound basis. To that end, senior management of the Company shall be responsible for day-to-day risk management of the Company, while the Board, as a whole and through its committees, shall be responsible for the oversight of that risk management.

The Company's Board and senior management shall work together to oversee the Company's activities and to ensure its culture is communicated to all stakeholders and the Company complies with applicable law and high ethical standards.

Role of Directors

Directors are elected annually to serve a one-year term until his or her successor is elected and qualified at the Annual Meeting of Shareholders. The bylaws of the Company provide that the number of directors can be increased or decreased at any time by action of the Board of Directors, but no action to decrease the number of directors shall have the effect of shortening the terms of any current director. Under CSFL's current bylaws, directors are elected by a majority of the votes cast for each nominee. In the event of a contested election, the required vote for director nominees would revert to a plurality of the votes presented in person or by proxy.

The Company's charter and bylaws, and applicable laws, govern the election, required number, qualifications, oath, liability and removal of directors or officers, in addition to the disclosure requirements for outside business interests. Other laws pertain to certain restrictions, prohibitions and penalties relating to securities dealers as directors, officers or employees, interlocking directorates, purchases from and sales to directors, commissions and gifts for procuring loans, embezzlement, abstraction, willful misapplication, false entries, penalty for political contributions and other matters. It is the responsibility that each Director be familiar with these laws and the related regulations and interpretative rulings. Directors are provided training by management and encouraged to attend outside training sponsored by outside groups. Appropriate training opportunities are communicated to the Board by management.

All Directors sign a confidentiality agreement upon election to the Board and Bank directors are required to sign an Oath of Director.

It is the policy of the Company that the Board of Directors and all officers and employees strictly adhere to the Company's Code of Ethics, which is available on the Investor Relations page of the Company's website and in the Employee Handbook, and is signed by each Director and employee. Employees are encouraged to take initiative and be responsible for their actions, avoid all conflicts of interest and self-dealing.

Board Independence

The Company's common stock is traded on the Nasdaq Stock Market. Nasdaq rules include a requirement that a majority of directors of a listed company be "independent." For a director to be "independent" under this rule, the Board of Directors must affirmatively determine that the director has no material relationship with the Company, including its subsidiaries, either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company. Subject to certain exceptions, Nasdaq rules also expressly provide that a person cannot be an independent director if:

1. At any time in the last three years, that person is, or has been employed by the Company, or has an immediate family member that serves or has served as one of its executive officers;
2. That person or an immediate family member has received more than \$100,000 in direct compensation from the Company over a twelve month period during the last three years, other than for director or committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
3. That person is a partner or employee of a firm that is the Company's current internal or external auditor, or that person has an immediate family member who is currently a partner of such firm or who is currently employed by the firm in its audit, assurance, or tax compliance practice, or within the last three years, that person or an immediate family member was a partner or employee in such firm and personally worked on the company's audit in that time;
4. In the last three years, that person or an immediate family member is or was employed as an executive officer by another company where, at the same time, any of the company's present executive officers serve or served on that company's compensation committee; or
5. That person is currently employed by, or, in the case of an immediate family member, is employed as an executive officer by, another company that has made payments to, or received payments from the company for property or services that, in any of the last three fiscal years, account for more than 2% of such company's consolidated gross revenue or \$1,000,000, whichever is greater.

A majority of the directors of the Company must be determined to be independent under this rule, and the Board's Audit, Risk, Compensation and Nominating Committees shall be comprised solely of independent directors.

Board Leadership Structure

The Company has separated the roles of Chief Executive Officer and the Executive Chair of the Board. However, the Board maintains flexibility with respect to combining or separating the positions of Chair and Chief Executive Officer. The Board believes such flexibility permits the Company to select the most qualified candidate for the position of Chair, including a member of management, if the Board believes he or she will provide the most effective leadership for the Company. The Executive Chair's duties include:

- Developing agendas, in consultation with management and other directors, and presiding over Board meetings;
- Conducting shareholders' meetings;
- Taking the lead in ensuring Board compliance with corporate governance policies and in setting the tone for ethical business conduct;
- Interviewing potential director candidates, and coordinating with the Nominating Committee on director, Committee and Chair appointments;
- Identifying the development needs of the Board as a whole to enhance its overall effectiveness; and
- Assist the Chief Executive Officer with developing and enhancing relationships with major customers, shareholders and analysts.

The Company also has appointed a lead independent director who is separate from the Executive Chair. The duties of the lead independent director include:

- Providing input to and assist the Executive Chair in developing Board agendas;
- Coordinating with the Executive Chair regarding information to be provided to the independent directors in performing their duties;
- Chairing the regular meetings and executive sessions of independent directors without management or non-independent directors present;
- Chairing the regular meetings of the Board of Directors in the absence of the Executive Chair; and,
- Acting as a liaison between the independent directors and the Executive Chair and/or the Chief Executive Officer.

CenterState's non-management directors also are given the opportunity to meet in executive session at each meeting without management in attendance. This means that oversight of critical matters such as the integrity of CenterState's financial statements, and oversight of the Company's primary risks (including credit, liquidity, pricing, operational, cyber, legal and reputational risks), executive compensation (including compensation of the executive officers), the selection of directors and the evaluation of the Board and key Committees is entrusted to independent directors.

Board Committees

The Board of Directors has established the following standing committees, each of which operate under its own charter. Copies of each of the CSFL charters shall be posted on the Investor Relations page of the Company's website. CSFL or the Bank may appoint additional committees of the Board of Directors as necessary, including for purposes of complying with all applicable corporate governance rules.

1. Audit Committee. The Audit Committee, members of which are all independent, oversees the integrity of the Company's financial reporting processes, as well as all matters relating to internal controls over financial reporting under the Sarbanes Oxley Act and implementing rules and principles. The Audit Committee also has oversight responsibilities for the internal audit function and the independent auditors. The Audit Committee reviews any significant findings in internal audit reports, management's response to such reports, including any significant instance where employees have not adhered to law or the Company's policies, procedures or internal controls, and efforts made to remediate any findings. The Audit Committee meets with management, internal audit personnel and the Company's independent auditors each quarter to review the earnings press release and Form 10-Q. Each quarter, the Audit Committee has the opportunity to meet with the independent auditors privately, without management present. The chairman must meet regulatory standards of accounting or related financial management and compliance expertise. The Audit Committee's duties are set forth in the Audit Committee Charter, as it may be amended from time to time.
2. Risk Committee. The Risk Committee, members of which are all independent, oversees the primary key business risks what may impact the Company's operations and results. The Risk Committee monitors the Company's performance to ensure alignment with the tolerance levels articulated in the risk appetite statement. The Risk Committee also oversees the risk management policies, procedures, strategies and systems established by management to identify, measure, mitigate, monitor and report major risks, including emerging risks, as well as stress testing and capital planning and management. The categories of enterprise risk overseen by the Risk Committee include capital risk, credit risk, earnings risk, liquidity risk, market risk, price risk, operational risk, compliance risk, corporate governance risk, cyber risk, reputational risk, and risks associated with the Bank's correspondent division and mortgage division. The Risk Committee's duties are set forth in the Risk Committee Charter, as it may be amended from time to time.
3. Compensation Committee. The Compensation Committee, members of which are all independent, has the following duties: (1) to evaluate the performance and determine the compensation of the Chief Executive Officer ("CEO") and other members of executive management; (2) to approve aggregate bonus and long term incentive grants for the Company; (3) to review, evaluate and approve any other material aspect of compensation from a Company perspective that arises during the course of a given fiscal year; and (4) to review and assess the compensation of our non-employee directors. In addition, the Compensation

Committee reviews with the senior risk officer the incentive compensation arrangements to make sure that those incentive plans are balanced with respect to risk to both the Company and the Bank, and do not encourage unnecessary and excessive risks that threaten the value of the Company. The Compensation Committee shall be assisted by an independent compensation consultant hired by the Committee, which provides advice on the Company's compensation program and the risks associated with such program. The Compensation Committee's duties are set forth in the Compensation Committee's charter, as it may be amended from time to time.

4. Nominating Committee. The Nominating Committee, members of which are all independent, has the exclusive right to recommend candidates for election as directors to the Board. Board candidates shall be considered based upon various criteria, such as the needs of the Board, the directors' broad-based business and professional skills and experience, their business and social perspective, diversity, concern for the long-term interests of the shareholders, and personal integrity and judgment. In addition, candidates must be aware of the director's vital part in our good corporate citizenship and corporate image, have time available for meetings and consultation on Company matters, and be willing to assume broad, fiduciary responsibility. Qualified candidates for membership on the Board will be considered without regard to race, color, religion, sex, ancestry, national origin or disability. The Nominating Committee also has responsibility over the Board and Committee self-assessment process and Board succession planning. The Nominating Committee's duties are set forth in the Nominating Committee's charter, as it may be amended from time to time.
5. Culture Committee. The Culture Committee shall provide assistance to the Board in creating and encouraging an environment that inspires employee behaviors consistent with the Company's and Bank's stated Vision and Core Values. The Culture Committee's duties are to oversee, monitor and consult on programs and initiatives of the Company and Bank designed to support the Company's messaging; attract, develop, motivate and retain high quality employees; promote employee engagement and communication; and build and retain a diverse employee base and leadership team. The Culture Committee's duties are set forth in the Culture Committee's charter, as it may be amended from time to time.
6. Bank Director's Loan Committee. The Bank Director's Loan Committee shall provide oversight of the Bank's credit function. Duties include reviewing and approving credit policy, approving loans above a certain dollar amount, approving risk management guidelines and concentration limits, new loan products, limits on lending categories or subgroups, and reviewing quarterly reports including ALLL, concentration reports, Reg O loan reports, exception reports, lending limits, and other reports as deemed appropriate. The Loan Committee's duties are set forth in the Loan Committee charter, as it may be amended from time to time.
7. Bank ALCO Committee. The Bank ALCO Committee shall provide primary oversight and monitoring of the Company's capital planning, interest rate risk

management, liquidity risk management, and balance sheet management. The ALCO's duties are set forth in the ALCO Committee Charter, as it may be amended from time to time.

8. Bank Correspondent Committee. The Bank Correspondent Committee shall provide primary oversight and monitoring of the Bank's Correspondent Division, including financial results, risk management, business development activities, new initiatives, products and services, division trading limits and authorities, hedging and credit activities, including federal funds lines, lending, syndicated loan sales, international company risk, and derivative counterparties. The Correspondent Committee duties are set forth in the Correspondent Committee Charter, as it may be amended from time to time.

Board and Committee meetings may be held in person or by telephone. Actions may also be taken by unanimous written consent. The Board of Directors and each committee shall have complete access to the Bank's legal, financial, and other advisors, and have the power to hire, at the expense of the Bank, independent legal, financial and other advisors as they may deem necessary or desirable. It is the responsibility of each Committee chairman, with the assistance of appropriate members of management, to develop the Committee's agenda and deliver materials related to agenda items to Committee members in advance of the scheduled Committee meeting to allow the members to prepare for discussion of the items at the meeting. Additional material is to be included in the Committee members' folders at the meeting, when appropriate.

It is the responsibility of the Board of Directors and each of its Committees to perform annual self-assessments and performance evaluations. These self-assessments and evaluations shall be reviewed by the Nominating Committee as part of the annual nominating process.

Meeting Guidelines

The Board of Directors generally holds six meetings each year on a set schedule. Each director is required to attend at least 80% of these meetings and meetings of committees on which he or she serves. Directors are expected to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Any director who is convicted of a violation of any law, rule or regulation (other than a minor traffic violation or similar offense), or otherwise engages in an activity that brings disrepute to the Bank, shall offer to resign from the Board of Directors. Any employee director whose employment is terminated by the Bank and/or its subsidiaries shall immediately tender his or her resignation from the Board of Directors.

The following represents meeting standards for the Board of Directors:

1. The Chair of the Board sets the agenda for the meetings with the understanding that items pertinent to the advisory, monitoring and approval functions of the Board of Directors be presented in a timely fashion for review and/or decision. Any member of the Board of Directors may request that an item be included on

the agenda, and may raise at any meeting subjects that are not on the agenda for that meeting.

2. Management shall prepare a Board and Committee Annual Work Plan, setting forth the meeting times and locations, as well as matters to be considered and presentations to be made at each meeting for the following eighteen months.
3. It is the responsibility of senior management to deliver materials related to agenda items to directors sufficiently in advance of the scheduled meeting to allow directors to prepare for discussion of the items at the meeting. Such materials shall include appropriate reporting of the Company's financial position, include quarter to date and year to date financial metrics compared to budget well as appropriate credit metrics. Additional material is to be included in the directors' folders at the meeting (when appropriate). Members of the Board of Directors are expected to review all materials prior to a meeting and be prepared to participate actively in the meeting.
4. Members of senior management may attend meetings or portions thereof for the purpose of making presentations, responding to questions from directors and participating in discussions. Generally, presentations of matters to be considered by the Board of Directors are to be made by the manager responsible for that area of the Bank's operations.
5. Non-management directors shall be provided the opportunity to meet in executive session at the end of each meeting. The Bank believes this practice provides for focused leadership at executive sessions of outside directors.

Communications

It is the policy of the Bank that communications with the Board of Directors may be accomplished by directing the correspondence to the Board of Directors, in care of the Corporate Secretary, CenterState Bank Corporation or CenterState Bank, N.A., 1101 First Street South, Winter Haven, FL 33880. All communications with the Board will be compiled by the Secretary and distributed to members of the Board.

It is the policy of the Bank that the CEO, Chief Operating Officer or Chief Financial Officer shall have the responsibility for the Company's public comments. From time to time Senior Management may request that an individual director communicate with various constituents of the Bank in furtherance of the Bank's policy of open communication with institutional investors, other stockholders, the press and interested public.

Primary Board Responsibilities

Executive Management

It is the policy of the Company that the Board of Directors selects and appoint the CEO of the Company and the President and CEO of the Bank, and approves the slate of

executive officers (senior management) recommended by the CEO who are sufficiently qualified to administer the Bank's operations and affairs in an effective and sound manner. Such approvals are to be notated in the Board of Directors' meeting minutes. The Board also is responsible for succession planning for senior management and the Board. The Board of Directors has the responsibility and authority to dismiss the services of the CEO or any member of senior management who does not meet the Bank's standards of executive ability.

Oversight over Compliance with Law; Approval of Policies

It is the policy of the Company to comply with all applicable laws, including applicable banking laws and regulations and applicable guidance. The Company has adopted a series of policies, approved by the Board of Directors, which enable the Company to meet its compliance obligations. All policies shall be approved by the Board of Directors on an annual basis, and changes to policies made during the year to comply with law or regulation shall be presented to the Board or a delegated committee as deemed necessary and appropriate.

Review and Approval of Strategic Plan and Budget

It is the policy of the Company that the Board of Directors shall review and approve on an annual basis the Company's strategic plan and budget. Such documents shall reflect the Company's risk appetite, strategic goals and capital plan so that the Company and the Bank maintain an adequate level of capitalization as required by law and regulation. It is the responsibility of the Board of Directors to ensure this level of capitalization is maintained through effective capital planning.

Oversight of Risk Management and Internal Controls

It is the policy of the Company to maintain an ongoing Risk Management Program, overseen by the Board of Directors, specifically tailored to meet its needs and circumstances based on the Company's size and complexity. The elements of this Risk Management Program shall be set forth in policies adopted for these purposes. Such policies shall address the approval by the Board on an annual basis of a risk appetite statement and risk tolerances. In order to appropriately monitor and oversee the Company's risk appetite, the Risk Management Program shall include, at minimum, the following key elements:

1. Risk Identification. Proper risk identification focuses on recognizing and understanding existing risks or risks that may arise from new business initiatives.
2. Risk Measurement. Accurate and timely measurement of risks to enable the Bank to control and monitor risk levels.
3. Risk Control. Appropriate limits and controls placed on risks to mitigate those risks to levels deemed acceptable by management, consistent with the Bank's Board approved risk appetite for that activity.

4. Risk Monitoring. Appropriate monitoring of risk levels to ensure timely review of risk positions, mitigants and controls and action to further mitigate risk if warranted.

The Board also is responsible for making sure the Company maintains effective internal controls to manage risk and to ensure the accuracy of its financial reporting processes and financial statements. Management shall be responsible for the implementation, integrity and maintenance of the Bank's risk management and internal control program and systems. In order to appropriately monitor and manage the Company's operations and activities, and effectively communicate strategic direction and reporting, management shall maintain management committees appropriate for the operations, size and complexity of the organization. Standing management committees to monitor and report on risk shall include management risk committee, operating committee, compliance committee, CRA and fair lending committee, information technology and cybersecurity committee, business continuity committee, disaster recovery committee, strategic innovations committee (product and project) and mortgage steering committee. Other committees may be established as needed to appropriately and effectively manage the operations and activities of the Bank

Senior Management and Management Committee Structure

It is the policy of the Company for senior management to be responsible for overseeing the Company's activities and culture, and both presenting the Company's strategic plans to the Board of Directors for review and approval and for implementing the Company's strategic direction, in compliance with applicable law and high ethical standards. To meet its responsibilities, senior management shall divide responsibility among different operating areas of the Company, which has been defined to include Risk, Administrative (Operations), Digital Banking, Community Banking and other Lines of Business, Credit, ALCO (Treasury) and Finance. These operating areas shall be overseen by a management executive/operating committee, chaired by the Company Chief Executive Officer.

Management shall maintain organizational charts of each of the operating areas of the Company, showing key managers and management tiers, with such organizational charts to be reviewed and updated periodically, given the size and complexity of the Company and as changes in personnel occur.

Management committees shall be formed to oversee different activities within each operating area, with the executive manager over an area being the executive sponsor of those committees within an operating area. Each committee shall have a formal charter, and formal members, with an appointed Chair, and staff. Members should represent a cross section of the Company and be available and willing to take on committee responsibilities. Management committees in operating areas relating to Risk, Administration/Operations, Credit, ALCO (Treasury) and Finance shall report up to, and be overseen by the Board Committee to which they relate, as set forth in the Charter of those management committees.

Management shall maintain a committee organizational chart, showing the committees established under each operating area and the Board committee, if any, to which it may report to. Management shall periodically review the management structure and committee structure of the Company and the Bank, including membership of each committee, and update the structure and membership when appropriate, given the size and complexity of the Bank and the needs of the particular committee and that of the Company, including achieving a good diversity of membership and giving employees opportunities for committee experience and advancement.

Succession

The Nominating Committee of the Board shall have primary responsibility for succession planning for the Board, including assessing Board needs, taking into consideration current and needed skill sets and experience, culture, diversity and size of the Board. The Board also shall be responsible for overseeing management succession. The Company’s management succession plan shall be reviewed and updated at least annually, showing the primary and secondary successor to each member of executive management and readiness to take on the role. The CEO of the Company shall present the succession plan to the Board for review and approval as part of the annual strategic planning process.

Responsibility and Audit

The guidelines set forth in this Policy are in addition to and are not intended to change or interpret any federal or state law or regulation, or the articles of incorporation or by-laws of the Company. The Board of Directors and senior management intend these guidelines to be an evolving set of corporate governance principles, subject to alteration as circumstances warrant.

Nevertheless, it is the responsibility of the Chief Executive Officer and senior management to ensure Company compliance with these guidelines. The Company’s corporate governance shall be described in the Company’s proxy statement and approved annually by the Board as part of the annual proxy statement process. Internal audit shall audit the Company’s corporate governance practices pursuant to its Internal Audit Plan and provide the results to the Audit Committee of the Board.

Revision History

Revision [Date]	Description of Change	Document Owner
04/25/19	Annual renewal, no changes	Beth DeSimone
5/11/2018	New Policy	Beth DeSimone

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Change Request

Requestor Fields	Type of Change	<input type="checkbox"/> New Policy	<input type="checkbox"/> Policy Change
	Replaces Policy(ies)		
	Requestor		
	Reason for Change		
	Changes Made		
	Risk(s) associated with change		
	Approval of Change Stakeholders		

Policy Stakeholders	
Change Stakeholders (Prior to approval) [email name]	Beth DeSimone, Tierso Nunez, Jennifer Idell, Scott Wools
Notification Stakeholders (After approval) [email name or group]	bdesimone@centerstatebank.com , tierso@gtncpas.com , jidell@centerstatebank.com , swools@centerstatebank.com , scantrell@centerstatebank.com , sarana@centerstatebank.com

References Table	
Names of Forms/Tables/Checklists needed to support this document. [Loan Authorization Table, Checklist 7ab, ...]	