

CENTERSTATE BANK CORPORATION  
CENTERSTATE BANK, N.A.  
BOARD CULTURE COMMITTEE CHARTER

**Purpose**

The Culture Committee (the “Committee”) of the Board of Directors (the “Board”) of each of CenterState Bank Corporation (“Company”) and CenterState Bank, N.A. (“Bank”) 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.

Recognizing the Bank’s employees as the most valuable asset, the Committee will oversee, monitor and consult on programs and initiatives of the Company and Bank designed to attain the goal of positioning the Bank as the premier community bank in each of its respective business markets.

**Membership**

The Committee shall be comprised of three or more directors as determined by the Board. The members of the Committee shall be appointed by the Company’s and Bank’s Chairman of the Board and shall serve until they resign or are removed, or until their respective successors are appointed. The Company’s and Bank’s Chairman will also select a Chairperson and a Secretary of the Committee. Unless the Company’s and Bank’s Chairman appoints a Chairperson and a Secretary, the members of the Committee may designate the positions by a majority vote of the full Committee membership. Members of the Committee should have an understanding of corporate culture and what creates a dynamic culture positioned to be successful and able to articulate the Company’s and Bank’s Vision and Core Values.

**Meetings**

The Committee shall meet at least three times annually, and at such additional times as the Committee may deem advisable. The Chairman or at least two other members of the Committee have the authority to call meetings of the Committee. Members may attend meetings in person or by means of teleconference. The Chairman shall be responsible for setting the agenda, maintaining order (presiding at the meetings) and reporting to the Company’s and Bank’s full Board. The Chief Administrative Officer shall be the management sponsor of the Committee and shall be responsible for setting meeting dates and times of the Committee. The Committee may invite members of management, outside consultants, or others to attend meetings and provide pertinent information, as necessary. The Chief Culture Officer will serve as Secretary and shall be responsible for taking minutes, maintaining an ongoing minute book and distributing copies of the minutes to the Committee and full Board of each of the Company and the Bank.

## **Responsibilities**

The Committee shall carry out the following responsibilities:

### **Messaging Internally and Externally**

1. Support consistent promotion of the Company's and Bank's Vision and Core Values to employees, business partners and customers.
2. Ensure the messaging is evident in actions and communications both within the Company and Bank as well as what projects externally within the communities served by the Bank, including a strong emphasis on local community involvement and kindness throughout the organization.
3. Review and ensure that marketing, through events, media, print, digital and facilities conveys and is committed to the Company's and Bank's desired brand, image and culture.

### **Learning and Talent Development**

4. Oversee the development and implementation of programs to attract, motivate and retain high quality employees and to enable the appropriate skills, experiences and capabilities to deliver the Company's and Bank's Vision and Core Values.
5. Advise on best practices for team building, open communication, and cross-departmental projects and training.
6. Influence new hire orientation as well as introductory activities involving Bank partners through merger and acquisition.

### **Performance Measurement and Employee Recognition**

7. Guide management in creating an environment that values and supports employee engagement and communications, and a healthy and ethical organization by developing internal programs and events promoting engagement and ethical decision-making.
8. Promote celebration of professional milestones, accomplishments and employee recognitions in open forums inside and outside of the Company and Bank.
9. Research and advise Bank leadership on measurement objectives for employee engagement, communication, and ethical decision-making.
10. Promote the interaction and trust between leadership and employees through ongoing solicitation of employee feedback, evaluations and recommended strategies for improving employee engagement, communication and ethical decision-making.
11. Provide coordination and engagement with other work groups and committees to ensure proper alignment of incentives between shareholders, management and employees to achieve the Company's and Bank's Vision and Core Values.

## **Workplace Diversity**

12. Review and approve measurable objectives for building and retaining a diverse employee base, continually assessing the objectives and progress towards achievement.
13. Provide oversight on programs focused on identifying diverse leaders through recruiting and internal development initiatives.
14. Foster an environment that empowers all employees in his or her activities to make responsible and ethical decisions and to enthusiastically represent the Company and the Bank in the workplace, industry and the community.

## **Resources**

The Committee shall have the authority to commit and use corporate funds to fulfill its responsibilities, including but not limited to training, hiring and compensating external advisors and paying of ordinary administrative expenses. The Committee also shall have full access to any relevant records of the Company and the Bank and have the power and authority to retain, at its discretion, advice and assistance from any appropriate source.

## **Annual Review of Charter and Committee Performance**

The Committee shall annually review and assess the adequacy of its Charter and recommend changes to the Board. The Board may amend this Charter from time to time by action at any meeting, or by unanimous written consent.

The Committee also shall conduct an annual performance evaluation of the Committee, which shall, among other things, compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate and the Committee shall report the evaluation results to the Board.

Approved: April 26, 2018, Approved April 2019