

LAKELAND FINANCIAL CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Lakeland Financial Corporation (the “**Company**”) to (i) identify and recommend individuals to serve on the Board and its committees, and (ii) to develop and establish corporate governance policies and procedures for the Company.

Committee Membership

The Committee shall consist of at least three members, each of whom shall satisfy the applicable independence requirements of the Nasdaq Stock Market and any other securities laws and regulations. The Board shall appoint the members of the Committee. Committee members may be replaced by the Board. The members of the Committee may designate a Chair of the Committee.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but in no event shall the Committee meet less than once annually. Meetings may be held telephonically or via video conference, and actions may be taken by unanimous written consent. A majority of the members of the Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Committee shall be the act of the Committee. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee’s activities and shall provide copies of such minutes to the Board. Except as expressly provided in this Charter or the Bylaws of the Company or as required by applicable law, regulations or listing standards, the Committee shall determine its rules of procedure.

Committee Authority and Responsibilities

The Committee shall possess the following authority and responsibilities:

1. The Committee shall develop and establish qualification criteria and identify desired characteristics for Board membership, including experience, diversity and competencies, shall seek out and interview individuals qualified to become members of the Board in accordance with the criteria established by the Committee and shall recommend to the Board individuals to serve as members of the Board.
2. The Committee shall review whether a director’s invitation to serve on the board of directors of another company or not-for-profit organization may unduly impact such director’s ability to fulfill his or her responsibilities as a director of the Company, and, if so, make a recommendation to the Board.
3. The Committee shall, at least annually, evaluate the relationships each member of the Board has with the Company and make a recommendation to the Board as to whether each member of the Board of the Company should be determined to be “independent” (including as applicable to members of the Audit Committee and Compensation Committee), as such term is defined in the requirements of the Securities and Exchange Commission (the “**SEC**”), the Nasdaq Stock Market

and any other applicable securities laws and regulations, and establish procedures for the regular ongoing reporting by directors of any developments that may be deemed to affect their independence status or qualification to serve as a director.

4. The Committee shall, at least annually, evaluate the performance, structure and authority of the committees of the Board with respect to corporate governance matters. The Committee shall make recommendations to the Board with respect to the assignment of individual directors to the committees of the Board and leadership roles within such committees.
5. The Committee, in conjunction with Company management, shall be responsible for the orientation of new directors and the continuing education of existing directors, and shall apprise directors of any legal, accounting or corporate governance developments relevant to service on the Board.
6. The Committee shall review and assess, at least annually, the adequacy of the Company's corporate governance policies and procedures in light of the legal and regulatory requirements, as well as industry best practices, applicable to the Company, its directors, officers and employees, and shall amend and supplement such policies and procedures as the Committee determines are appropriate and as approved by the Board.
7. The Committee shall review and reassess the adequacy of this Charter on an annual basis and determine whether any amendments are necessary or appropriate. In addition, on an annual basis, the Committee shall confer with members of the other committees of the Board (including, for this purpose, the Risk Committee of Lake City Bank) to determine whether any amendments to the charters for such committees are necessary or appropriate. The Committee is authorized to approve, on behalf of the Board, any amendments to this Charter and the charter of any such other committees from time to time as the Committee determines to be necessary or appropriate.
8. The Committee shall periodically review its own performance in accordance with the Company's director performance policies and procedures.
9. The Committee shall ensure that a proper succession planning process exists with regards to selecting the Chairman of the Board, the Chief Executive Officer, other executive officers and members of senior management.
10. The Committee shall evaluate and pre-approve any material transaction between the Company and any executive officer or director of the Company, considering the effect of any such transaction on the independence of directors and the likely public perception of the transaction; *provided, however*, that any proposed lending relationships shall be evaluated and approved by the appropriate loan committee in the normal course of business and not by the Committee.
11. The Committee shall report to the Board regarding corporate governance matters.
12. The Committee shall review any shareholder proposals received by the Company for business to be conducted at an annual meeting, and any director candidates proposed by Company shareholders.
13. The Committee shall review and assess shareholder feedback, as well as the Company's shareholder engagement process.

14. The Committee shall oversee the development and implementation of the Company's environmental, social and governance ("ESG") strategy, as well as of policies and programs to implement the Company's ESG strategy.
15. The Committee shall review and assess, at least annually, (i) the Company's workforce strategy, including management development, diversity and inclusion initiatives, (ii) the Company's ESG efforts and progress, and (iii) ESG-related communications with employees, investors and other constituents, including the community at large.
16. The Committee shall review and assess the adequacy of this Charter annually, and shall recommend any proposed amendments relating to the Committee's duties with respect to corporate governance matters to the Board for approval.
17. The Committee may form and delegate authority to subcommittees or individual members of the Committee, where appropriate, with respect to corporate governance matters.

Approved: November 8, 2022