



**Twenty Third Annual Meeting of Shareholders
4:30 pm. Wednesday, April 24, 2019**

Minutes

Members Present: Directors: Penney (Chairman), Banack, Croom, Given and Lehman

Member Absent: Director Grall

Staff Present: Mr. Gisler and Staff Shareholders and Mrs. Clothier (for the recording of minutes)

Chairman Penney called the Twenty Third Annual meeting of the Shareholders of Marine Bank & Trust for April 24, 2019 to order at 4:30 p.m. and welcomed the shareholders.

Mr. Penney introduced the Directors and Executive Officer:

1. Wilton R. (Rusty) Banack, Director
2. David S. Croom, Director
3. Kevin J. Given, Director
4. Erin K. Grall, Director (absent @ legislative session)
5. Kenneth R. Lehman, Director
6. Himself, William J. Penney, Chairman of the Board, President & CEO
7. Charles J. Gisler, Jr., Executive Vice President and Chief Financial Officer
8. Karen S. Clothier, Board Secretary

Mr. Penney noted to facilitate the meeting the “Rules of Order” will be followed. Copies are available at the front desk.

Mr. Penney noted the next order of business would be to read the minutes of the Annual Shareholders meeting of April 2018 unless there is a motion to dispense with the reading of the meeting minutes. Copies are available at the front desk.

Shareholder John Kurtz motioned to suspend the reading of the 2018 annual meeting minutes [M]; Shareholder Walter Blake seconded the motion [S]; the attending shareholders voted unanimously to suspend the reading to of the 2018 annual meeting minutes [U].

The purpose of the Annual Meeting is to consider the following Proposals:

1. Elect the Directors of the Bank to serve from April 24, 2019 until the next Annual Shareholders’ meeting
2. Ratification of the appointment of Hacker, Johnson & Smith, P.A. as independent auditors for the year ending December 31, 2019

The notice of the 2019 Annual Meeting of Shareholders was mailed on March 22, 2019 to shareholder of record as of March 22, 2019, the record date chosen by the Board of Directors. Mr. Penney asked Mrs. Clothier if she had obtained the affidavit certifying the mailing of the notice. Mrs. Clothier responded she had received the notarized affidavit of mailing and would file it accordingly.

To record the attendance of the Shareholder Annual Meeting Mr. Gisler has been appointed as the Inspector of Election. Mr. Penney asked Mr. Gisler to report on the Annual Meeting attendance to determine if a quorum is present.

Mr. Gisler reported there are 1,356,176 shares eligible to vote and there are 1,193,775 shares represented in person or by proxy. 88% of the shares are represented and a quorum is present.

Mr. Penney noted that rather than voting on each item individually as presented, voting will be conducted following all presentations at one time.

The first item is Proposal 1 Election of Directors from April 24, 2019 until the next Annual Shareholders’ Meeting:

Wilton R. Banack	for 1,447,243	withheld 4,209
David S. Croom	for 1,444,280	withheld 7,172

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Kevin J. Given	for 1,447,243	withheld 4,209
Erin K. Grall	for 1,444,981	withheld 6,471
Kenneth R. Lehman	for 1,447,243	withheld 4,209
William J. Penney	for 1,447,243	withheld 4,209

All proposed Directors received 99% of the vote and 1% withheld. Accordingly, each nominee has been re-elected to the Board.

Proposal II

The ratification of the appointment of Hacker, Johnson & Smith, P.A. as the Company's independent auditors for the year ending December 31, 2019.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
1,442,634	4,178	4,640

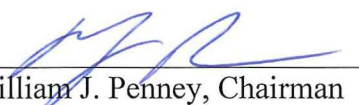
Accordingly, the appointment of Hacker, Johnson is ratified.

Mr. Penney asked for a motion to approve Proposals I and II.
Walter Blake [M]; John Kurtz [S]; [U].

Mr. Penney noted that based on the Report of the Inspector of Election, Proposals I and II have been approved. Mr. Penney asked Mr. Gisler to place the ballots and proxies in the corporate records.

As there was no further business to be brought before the Shareholders, the Annual Meeting of Shareholders was adjourned at 4:40 p.m.
Shareholder Walter Blake [M]; Shareholder George Thistle [S]; [U].

Respectfully submitted,



William J. Penney, Chairman