

Mercantil Bank Holding Corporation

Stock Ownership Guidelines

Approved October 2018

Objective

Mercantil Bank Holding Corporation (the “Company”) believes that it is desirable and in the best interest of the Company for our directors and officers to hold a meaningful ownership stakes in the Company to:

- Focus our directors and officers on the long-term success of the Company by aligning their interests with those of our shareholders;
- Discourage imprudent risk-taking by our executives; and
- Promote retention of our directors and officers.

These Stock Ownership Guidelines (the “Guidelines”) are intended to promote these objectives, while allowing our directors and officers some flexibility to manage their personal financial affairs.

Stock Ownership Guidelines

Each of the Company’s officers and directors described below is expected to accumulate, and hold throughout their tenure, a target number of shares of Company common stock having a value as described below, and retain a portion of the net after-tax shares received upon vesting or exercise of their equity awards as follows:

<i>Individual/Group</i>	<i>Stock Ownership Target</i>
Chief Executive Officer	4 times annual base salary
Other Section 16 Executive Officers	2 times annual base salary
Other Non-Section 16 Officers	0.5-1.5 times annual base salary as determined by the Executive Management Committee
Non-Employee Directors	4 times cash annual retainer

Shares counted toward meeting the stock ownership guidelines

- Shares owned outright, directly or indirectly, including shares held in trust for the benefit of the director or officer;
- Restricted stock or restricted stock units not subject to attainment of stated performance goals, or performance-based awards that have already met the required performance criteria, such (i) time-based vesting, (ii) forfeiture on other terms set by the Committee, or (iii) restrictions on transferability);
- Shares or share equivalents beneficially held in any employee stock purchase plan, retirement savings plan, deferred compensation plan, employee stock ownership plan or similar plan; and
- Deferred shares or deferred stock units.

Shares that do not count toward meeting the stock ownership guidelines

- Unexercised stock options and stock appreciation rights;
- Unearned performance-based restricted stock or units (shares based upon the attainment of stated performance goals for which the performance criteria has not yet been met, including qualified performance-based awards under Internal Revenue Code section 162(m)); and
- Company shares purchased on a short term basis and not held for investment purposes, or which are pledged to secure non-recourse loans.

Accumulation Period

Executives are expected to accumulate the stock ownership target within five years from appointment or promotion to the position.

Ownership levels fluctuate with stock price. Accordingly, once the requisite ownership level is reached, the Executive is deemed to be in compliance with the Guidelines so long as the Executive maintains at least that same number of shares.

Holding Requirements

Pre-Target Holding Requirement

Officers and directors are required to retain 50% of the restricted stock, restricted stock units and option awards they receive/exercise, net of shares withheld for taxes or payment of exercise price, until they reach the stock ownership requirement.

Post-Target Holding Requirement

Once an officer or director meets the stock ownership requirement, he/she are required to retain at least 50% of any additional restricted stock, restricted stock units and option awards he/she receives/exercises, net of shares withheld for taxes or payment of exercise price, for at least one year after the stock option exercise or restricted stock or restricted stock unit vests.

Exceptions/Hardship Provision

The Company recognizes that share prices of all companies are subject to market volatility, and that events in an officer's or director's life may affect his or her ability to fulfill the stock ownership or retention requirements. The Compensation Committee, in its discretion, may grant, in specific cases, hardship relief, for non-compliance with the stock ownership policy.