

CONSOLIDATED-TOMOKA LAND CO.

CORPORATE GOVERNANCE PRINCIPLES

The Board of Directors of Consolidated-Tomoka Land Co. (the “Company”) has adopted the following corporate governance principles to provide direction for the management of the business and the affairs of the Company in accordance with its fiduciary responsibilities.

Responsibilities and Role of the Board

All corporate authority resides in the Board of Directors (the “Board”) as the representative of the Company’s shareholders. The Board’s primary responsibility is to provide oversight of the Company’s business and its affairs in an effective and ethical manner and to exercise its fiduciary duties in the best interests of the Company and its shareholders including increasing long-term shareholder value.

Authority is delegated to management by the Board in order to implement the Company's business plan. The role of the Board is to oversee the chief executive officer and other senior management, providing advice and counsel and monitoring performance to evaluate whether the business is being properly conducted, managed and aligned with shareholder interests. The day-to-day operations of the Company are carried out by its employees under the direction of the chief executive officer, with oversight by the Board.

Board Organization

Committees. Standing committees of the Board shall include Audit, Governance, and Compensation. Each standing committee is governed by a written charter setting forth requirements with respect to committee chairs and membership, responsibilities of the committee, the conduct of meetings and business of the committee and such other matters as the Board may designate. Each of the committees shall be composed solely of independent directors. The Board may form other committees as it determines appropriate.

Meetings and Attendance. It is the policy of the Board that it will meet no less than four times during each calendar year and that it may meet more frequently as may be required in connection with its responsibilities.

At the beginning of each calendar year, the Board will schedule its regular meetings in advance for the upcoming year.

Directors should receive information prior to board and committee meetings so that they will have an opportunity to adequately review the items to be considered at the meeting.

The Board expects directors to endeavor to attend all Board meetings and all meetings of committees on which they serve.

CORPORATE GOVERNANCE PRINCIPLES (continued)

It is the policy of the Board that all directors shall endeavor to attend all annual meetings of shareholders of the Company, absent unanticipated personal or professional obligations that preclude them from doing so.

Executive Sessions. It is the Board's practice that the Board's independent directors hold a formal meeting following each Board meeting, separate from management and non-independent directors. Each session is led by the Chairman of the Board or in his absence by the most senior independent director in attendance (based on length of service on the board).

Composition of the Board and Director Qualifications

Size. The Board is currently comprised of nine directors. The maximum number of directors permitted by the Articles of Incorporation of the Company is eleven. The Board periodically evaluates whether a larger or smaller Board composition would be preferable.

Retirement. The Bylaws of the Company require that a director of the Company shall retire from the Board at the first annual meeting of shareholders held after the director attains age 75.

Independence. A majority of the Board should be independent, as defined from time to time by the listing standards of the NYSE MKT.

Director Qualifications and Selection of Nominees. The charter of the Governance Committee of the Board sets forth specific minimum qualifications to be considered for Board membership. In addition, the charter of the governance committee sets forth specific qualities or skills that the Board as a whole should possess. The Governance Committee will evaluate all director candidates brought to its attention by all sources in accordance with the minimum and specific criteria set forth in its charter.

Pursuant to its charter, the Governance Committee has adopted procedures for identifying and evaluating candidates for director and policy and procedures for shareholder recommendation of candidates for election as director.

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these corporate governance principles and the charter of the Governance Committee.

Chairman of the Board Criteria. Pursuant to the charter of the Governance Committee, it is the policy of the Company that the Chairman of the Board shall be a director who is independent from the Company. For the purposes of this policy, "independent" has the meaning set forth in the Listing Standards of the NYSE MKT. The Chairman of the Board will be appointed by the non-management directors of the Board annually. If the Board determines that a chairman who was independent at the time of selection is no longer independent, or in the event of the

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chairman's incapacity, the Board will select a new chairman who satisfies the requirements of this policy within 60 days of such determination. Compliance with this policy will be excused if no director who qualifies as independent is elected by the shareholders or if no director who is independent is willing to serve as chairman.

Director Compensation

The Compensation Committee reviews director compensation annually and at such other times as circumstances may warrant and makes recommendations to the Board.

Evaluation of Chief Executive Officer

The Compensation Committee of the Board conducts an annual review of the performance of the chief executive officer, without the presence of the chief executive officer. The Compensation Committee makes a recommendation to the Board as to the compensation of the chief executive officer based on this evaluation.

Succession Planning

The Board is responsible for planning the succession of the chief executive officer. In addition, the Board monitors management's succession plans for other key executives.

Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics, which provides Company employees (including officers) and directors with a formal statement of the Company's commitment to the standards and rules of ethical conduct. The code is administered and reviewed by the Audit Committee of the Board and also reviewed by the Governance Committee annually.

Education and Continued Development

The directors are responsible for remaining current on key matters affecting the Company. Management, working with the Board, will provide an orientation process for new directors, including background material on the Company, its business plan and its risk profile, and meeting with senior management. Periodically, management will prepare additional educational and development sessions for directors on matters relevant to the Company, its business plan and risk profile.

Periodic Review of Principles

The Governance Committee of the Board will review these corporate governance principles annually. These corporate governance principles will be posted on the Company's website at www.ctlc.com.

Adopted: January 26, 2011

Amended: January 25, 2012

Amended: January 23, 2013