

FIRST FINANCIAL HOLDINGS, INC. / SCBT BOARD OF DIRECTORS' CORPORATE GOVERNANCE GUIDELINES

The Board of Directors of First Financial Holdings, Inc. and SCBT, the wholly owned bank subsidiary of First Financial Holdings, Inc. (unless the context requires otherwise, each, and collectively, referred to hereinafter as the “Board”) have each adopted the following guidelines governing qualifications, conduct and operation of the Board:

1. **Board Qualifications:**

- A. A majority of the Board of First Financial Holdings, Inc. shall be independent of management, in fact and appearance, as determined by the Board of First Financial Holdings, Inc. In assessing independence, the Board of First Financial Holdings, Inc. shall make an affirmative determination that the director satisfies the standard for an “independent director” as set forth by the Listing Rules of the Nasdaq Stock Market. It is the policy of First Financial Holdings, Inc. and SCBT that the numbers of directors not exceed a number that can function efficiently as a body. The Governance Committee of the Board considers and makes recommendations to the Board concerning the appropriate size and needs of the Board and frequency of meetings. The Governance Committee identifies director candidates, reviews the qualifications and experience of each person considered as a nominee for election or reelection as a director, and recommends director nominees to fill vacancies on the Board and for approval by the Board and the shareholders. In addition, the Board of First Financial Holdings, Inc. shall meet all qualification standards of the Listing Rules of the Nasdaq Stock Market.

- B. The Board does not believe it should establish term limits. While term limits can help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contributions of directors who have been able to develop, over a period of time, increasing insight into the company and its operation and, therefore, provide an increasing contribution to the board as a whole. As an alternative to term limits, the Governance Committee of the Board will review each director’s nomination to the shareholders every three (3) years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

- C. It is the sense of the Board that individual directors who change the responsibility they held when they were elected to the Board should volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board through the Governance Committee of the Board to review the continued appropriateness of Board membership under the circumstance. In the event a Board member has a personal situation that may be detrimental to the company's reputation, such director should volunteer to resign from the Board. In such situations, the Governance Committee of the Board shall review the continued appropriateness of Board membership under the circumstances.
- D. The Board recognizes that service on the board(s) of directors of other publicly held companies may be a benefit or detriment to a Board member's service on the Board. Accordingly, the Board member prior to agreeing to serve on the board(s) of another publicly held company shall notify the Governance Committee of the Board of his or her invitation to serve on the board(s) of another publicly held company. The Governance Committee of the Board shall advise the Board as to whether service is deemed to be a benefit or detriment to the company. In the event the service on another board of directors is deemed to be a detriment, the director shall refrain from serving on such other board of directors while serving as a member of the Board.
- E. Directors are required to own a minimum of \$125,000 in market value of First Financial Holdings, Inc. stock by the end of the third (3) anniversary of being elected to the Board and \$250,000 in market value of First Financial Holdings, Inc. stock by the end of the sixth (6) anniversary of being elected to the Board. Once the threshold is attained, future changes in market value does not require the director to purchase additional stock.
- F. Directors are required to retire from the Board at age 72, in accordance with the Bylaws of First Financial Holdings, Inc. and SCBT, respectively.

2. **Board Duties and Responsibilities:**

- A. Every Board member owes a duty of loyalty to First Financial Holdings, Inc. and SCBT, respectively, and is expected to act in the best interest of the company and its shareholders.
- B. Attendance at Board meetings and appropriate Board committee meetings is mandatory. Directors missing more than twenty-five (25%) percent of scheduled Board meetings during the year will submit a personal plan to the chairman and the Governance Committee of the Board to resolve the situation and eliminate any required proxy statement disclosure.
- C. Directors should be prepared for meetings. Management will provide on a timely basis (as circumstances allow) materials in advance of meetings particularly where action is required at a meeting.

- D. Directors are expected to assist the company in developing new business, but must be careful not to create undue pressure on corporation officers to accommodate any individual or business.
- E. Directors must keep boardroom information concerning customers and the company confidential at all times. Individuals consciously violating this standard will be asked to resign from the Board.
- F. Directors shall avoid conflicts of interest in accordance with, and review and abide by each of the provisions of, the First Financial Holdings, Inc./SCBT Code of Ethics.

3. **Board Operations and Function:**

- A. The Board will select a director to serve as Chairman of the Board and a director to serve as vice chairman of the Board. The vice chairman presides at all executive sessions of the Board provided, however, if the vice chairman is not independent or is unavailable, then the independent directors shall elect a presiding or lead director to preside at the executive sessions. The independent directors will meet in executive session at each regularly scheduled Board meeting.
- B. The chairman will establish the agenda for each Board meeting with appropriate input from management and the CEO. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the company's long-term strategic plans and the principal issues the company will face in the future during at least one Board meeting during the year.
- C. The Audit, Compensation, and Governance committees will consist entirely of directors who are not members of management. Such committee members will be independent directors under the criteria established by the Listing Rules of the Nasdaq Stock Market, and will meet such other criteria as may be provided in the charter of each respective committee. The Board and each committee will have the power and authority to hire independent legal, financial, or other advisors or consultants, as they deem necessary without consulting or obtaining the approval of any officer of the company in advance. All committees will adopt and maintain a committee charter.
- D. The Board and all committees of the Board shall maintain minutes of their meetings including executive sessions of committees where any action is taken.
- E. Directors should provide direction and oversight of the operations of the company in accordance with sound corporate governance practices.

- F. Board members should refrain usurping management responsibilities, provided, however, management shall provide timely and forthright information to the Board in order that the Board may provide proper direction in policymaking decisions.
- G. Directors will conduct an annual self-assessment evaluation of the performance of the Board, committees and/or individual performance as Board members, and opportunities for improvement.

4. **Communications:**

- A. Shareholders desiring to communicate with the Board, or with specific individual directors, may do so by writing to the Secretary or by contacting the chairman. The Board has instructed the Secretary to promptly forward all such communications to the addressees indicated thereon.
- B. The Board believes that management should speak for First Financial Holdings, Inc. Individual directors may, from time to time, receive requests for comment from various constituencies who are involved with First Financial Holdings, Inc. If comments from the Board are appropriate, they should come from the chairman or his or her designated spokesperson.

5. **Director Training:**

- A. The Board requires a minimum of six (6) hours of training for its directors each year. If a director exceeds this minimum, the excess hours (up to 3 hours) may be rolled over into following year with the Governance Committee of the Board's approval.
- B. Continuing Education will be offered each year to the directors by the company in the form of an Annual Board Training Day (approximately three (3) hours), various speakers at regularly scheduled board meetings, local conferences, reference material, conference calls, online training, and video series. The education may consist of the following topics: General Banking, Compliance/Regulatory, Credit, Corporate Governance, Audit, Compensation, Strategic Planning, and other topics as are appropriate.
- C. Other outside training not specifically endorsed by the company may also qualify if approved by the Governance Committee of the Board.

I HAVE READ AND UNDERSTAND THE CODE OF CONDUCT THAT IS SET FORTH IN THESE CORPORATE GOVERNANCE GUIDELINES. I UNDERSTAND THAT I WILL BE ASKED TO READ, REVIEW, AND SIGN THE CORPORATE GUIDELINES ON AN ANNUAL BASIS.

Date: _____

Board Member

Revised and approved December 5, 2013