

BAYLAKE BANKSHARES, INC.

CHARTER

EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

There shall be a committee of the Board of Directors (the “Board”) of Baylake Bankshares, Inc. (individually and together with its subsidiaries, the “Company”) which shall serve as the Executive Committee (the “Committee”). The Committee shall be available to executive management for advice, discussion or attention on matters around any business topics, including sensitive or emerging matters, to which executive management desires some advice between board meetings. If deemed necessary, under the intent to facilitate timely action, the Committee may assist the Board by acting in place of and on behalf of the Board in the best interests of the Company and its shareholders in matters for which the Board may act during the intervals between the meetings of the Board. The Committee shall keep the Board fully informed on any such matters or actions in a timely manner.

Membership

The Committee shall consist of the President, CEO and Chairman of the Board; the CEO of Baylake National Bank (the “Bank”); and not less than 3 other board members. The Board shall appoint the members of the Committee in accordance with the Bylaws of the Company.

Meetings and Operations

The Committee shall meet as often as it determines. The Chairman of the Board shall serve as the Chairman of the Committee and, in the absence of the Chair during any committee meeting, the Committee may designate a Chair pro tempore. The Committee may have in attendance at its meetings such members of management, consultants or others as the Committee may deem necessary or desirable to provide the information the Committee needs to carry out its responsibilities.

The Committee may act by unanimous action of its members at a meeting or without a meeting by a writing signed by all members, including any means of electronic or other transmission permitted under applicable law.

The Chair of the Committee will report orally to the full board on the Committee’s activities and deliberations on a regular basis and, in any event, shall report to the Board at the Board’s next succeeding meeting all actions taken by the Committee.

### Responsibilities and Authority

The responsibilities of the Committee shall include:

- Reporting regularly to the Board with regard to the Committee's activities;
- Publicly disclosing this charter and any amendments to the charter on the Company's website, and/or in the manner required by the SEC and/or any other regulatory body or stock exchange having authority over the Company; and
- Having the power to do any and all acts and to exercise any and all authority, during intervals between the meetings of the Board, which the Board is authorized and empowered to exercise, except as otherwise limited under applicable law, the Articles of Incorporation, the Bylaws of the Company, rules or regulations or requirements of the NASDAQ Capital Market or such other exchange or system upon which the Company's securities are listed, quoted and/or traded, and as may be limited by requirement of meeting certain qualifications (such as "independence") if the Committee does not meet such qualifications, or as may be limited from time to time by the Board of Directors.

To the extent consistent with the Committee's purpose, the Committee may from time to time:

- Discuss, analyze and consult on issues related to the business and affairs of the Company, including, without limitation, strategic planning, mergers and acquisitions, human resources, succession planning, and banking matters; and
- Assist executive management, as appropriate, in dealing with crisis situations of the Company, in the event of urgency and unavailability of the Board.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain counsel or other experts or consultants and to approve the fees and other retention terms related to the appointment of such parties as it deems appropriate.

Reviewed and approved: November 2018