

**CHEMICAL FINANCIAL CORPORATION**  
**Annual Shareholder Meeting Minutes**  
**Detroit, Michigan**  
**May 7, 2019**

Chair Torgow called the Chemical Financial Corporation Annual Shareholder meeting to order. Mr. Torgow introduced the Board of Directors.

Chair Torgow appointed Rex Morgan from Mediant as Inspector of Elections and Bill Collins as Secretary. Mr. Collins had available a list of the holders of record of the outstanding shares of our common stock held by each shareholder of record at the close of business on March 12, 2019, the record date for this meeting. In addition, Mr. Collins had available:

- The Notice of Internet Availability of Proxy Materials
- The Notice of Annual Meeting of Shareholders
- The Proxy Statement dated March 26, 2019
- The form of Proxy
- A notarized affidavit of Mailing of evidencing the mailing of the Notice of Internet Availability to the shareholders.

Mr. Morgan reported as of the record date, the company had 71,538,472 shares of common stock outstanding and entitled to vote at the meeting. And holders of 63,213,961 shares are represented in person or by proxy at this meeting.

Based on Mr. Morgan's report, Mr. Torgow declared a quorum was present and the meeting duly and lawfully convened.

The minutes of the 2018 Annual Meeting were presented for approval. On a motion approved by a majority, the reading of the minutes were waived and were unanimously approved.

Chair Torgow reviewed the three official items of business to be voted on:

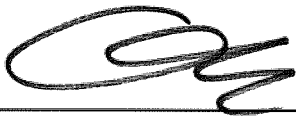
1. The election of 13 Directors. The following Directors were nominated for a one year term expiring at the Annual Meeting of Shareholders to be held in 2020 and until their successors are duly elected and qualified:
  - a. James R. Fitterling
  - b. Ronald A. Klein
  - c. Richard M. Lievense
  - d. Barbara J. Mahone
  - e. Barbara L. McQuade
  - f. John E. Pelizzari
  - g. David T. Provost
  - h. Thomas C. Shafer
  - i. Larry D. Stauffer
  - j. Jeffrey L. Tate
  - k. Gary Torgow
  - l. Arthur A. Weiss
  - m. Franklin C. Wheatlake

These nominations were made by the Corporate Governance and Nominating Committee and approved by the full board in accordance with the provisions of our bylaws and there were no other nominations.

2. The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019.
3. An advisory vote on compensation of our named executive officers. This proposal gives the shareholder the opportunity to endorse or not endorse the compensation of our named executive officers.
4. Approval of the Chemical Financial Corporation Stock Incentive Plan of 2019.

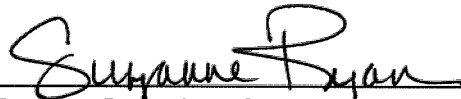
There being no other ballots submitted or revocation thereof, Mr. Morgan has tabulated the votes and Chair Torgow was proud to announce that all four proposals received more than the minimum votes required and all four proposals passed.

This completed the business of the meeting and the meeting was adjourned at 4 pm.



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Gary Torgow, Chairman



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Suzanne Ryan, Asst. Corporate Secretary