

UNITED COMMUNITY BANKS, INC.
TALENT AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS
AMENDED AND RESTATED CHARTER

I. PURPOSE

The primary functions of the Talent and Compensation Committee (the “Committee”) are:

- a. To assist the Board of Directors (the “Board”) in fulfilling its oversight responsibilities by designing and monitoring compensation policies and programs to assure that the compensation payable to the executive officers of United Community Banks, Inc. (the “Company”) provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, and is consistent with the Company’s risk appetite.
- b. To assist the Board in evaluating management’s talent development, retention, and engagement policies and practices in order to ensure a strong workforce for the Company.
- c. To lead the annual evaluation of the Chief Executive Officer’s performance and to have responsibility for the development and oversight of succession plans for the Chief Executive Officer and other Executive Officers.
- d. To perform the duties relating to executive compensation provided for by the Securities and Exchange Commission (the “SEC”) and the NASDAQ Listing Rules.

II. COMPOSITION

The Committee shall be comprised of at least three (3) members. Each member shall be “independent” as defined by the NASDAQ Listing Rules and federal securities laws. In addition, to the extent required or appropriate under applicable law, rule or regulation, and unless otherwise determined by the Board, each Committee member shall be a “non-employee director”, as such term is defined in Rule 16b-3, adopted pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the “1934 Act”).

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve for one year or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least annually, or more frequently as necessary or appropriate to carry out its responsibilities. All actions of the Committee shall be governed by the same rules regarding meetings (including meetings in person or by conference telephone or other similar communications equipment), quorum and voting requirements, action without a meeting, notice and waiver of notice as are applicable to the full Board as provided in the Company’s

Amended and Restated Bylaws, as amended (the “Bylaws”); provided, however, that Section 4.6(b) of the Bylaws shall not apply. The Committee shall keep minutes of each meeting and file such minutes with the Secretary of the Board in a timely manner.

The Committee may invite such members of management to its meetings as it deems appropriate; however, in no case shall the Chief Executive Officer or any other Executive Officer of the Company be present at meetings at which such officer’s compensation is deliberated or determined.

The Committee shall have the authority, in its sole discretion, to form one or more subcommittees and to delegate any of its responsibilities, along with the authority to take action with respect to such responsibilities, to such subcommittees as it deems appropriate.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. Review annually the Company’s executive compensation strategy to ensure that compensation levels and programs: (a) support the Company’s overall business strategy and objectives; (b) attract and retain key executives; (c) link total compensation with achievement of business objectives and organizational performance; (d) provide competitive total compensation opportunities at a reasonable cost; and (e) are consistent with the Company’s risk appetite.
2. Regularly consider, review, and discuss with members of management the risks associated with the design of the Company’s compensation plans, policies and practices.
3. Approve, evaluate and administer the specific compensation of the Chief Executive Officer and any other executive officers of the Company holding the title of Executive Vice President or higher (each, an “Executive Officer”), including, as applicable, each Executive Officer’s annual base salary and bonus, stock option and other equity-based awards, long-term incentive opportunities, employment agreements, retirement plans and benefits, severance arrangements and change-in-control arrangements, and any benefits and perquisites. The Committee shall consider, as a part of its evaluation of compensation for Executive Officers, any financial measures that the Committee from time to time deems appropriate, including the Company’s performance, shareholder return, the compensation of executive officers at comparable companies and any third party recognition given to the Executive Officer in past years.
4. Review or modify, as necessary, the recommendations of the Chief Executive Officer of the Company regarding the compensation of officers of the Company.

5. Review and approve performance target goals and objectives, and periodically evaluate whether such performance justifies proposed or actual compensation.
6. Review and approve periodically the companies included in the peer group used by the Committee to evaluate market levels of compensation.
7. Periodically review the Company's talent development programs, succession plans, and initiatives for Executive Officers.
8. Assist the Board in its oversight of the development, implementation and effectiveness of the Company's policies and strategies relating to its human capital management function, including policies and strategies regarding recruiting, retention, career development, management succession, diversity and employment practices.
9. Review the Company's policies regarding (i) the tax deductibility of compensation paid to the Company's executive officers for purposes of Section 162(m) of the Code and (ii) any clawbacks applicable to executive compensation plans.
10. Approve the annual report of the Committee for inclusion in the Company's annual proxy statement or Form 10-K in accordance with applicable rules and regulations.
11. Review the results of any shareholder advisory votes regarding the Company's executive compensation program ("Say on Pay") and recommend to the Board how to respond to such votes.
12. Act as the administrative committee for the Company's employee stock purchase, stock option, and stock incentive plans with authority to grant any stock awards, including stock options, restricted stock awards, performance stock awards or other similar awards as provided in the Company's stock incentive plans, to any director, executive officer or employee of the Company and, in connection therewith, consider the potential dilutive impact of such stock awards to the Company's shareholders.
13. Consult with the Company's Human Resources Department and any independent compensation consultants as necessary to advise the Committee regarding executive compensation matters and monitor developments in executive compensation practices that may be relevant to the Company's executive compensation policies and programs.

14. Review and reassess the adequacy of this Charter and the performance of the Committee at least annually and recommend changes as necessary.
15. Periodically review and make recommendations to the Board with respect to the compensation of all directors.
16. Determine who may be present at Committee meetings.
17. Review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's annual proxy statement or Form 10-K.
18. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including equity compensation plans.
19. Establish the terms of, amend, and oversee compliance with the Company's stock ownership guidelines for the Company's Chief Executive Officer, other executive officers and non-employee directors.
20. Oversee engagement with stockholders and proxy advisory firms on executive compensation matters.
21. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

V. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, independent legal counsel, or independent advisor as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of any such advisors. The Committee shall receive appropriate funding from the Company for the payment of reasonable compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in the NASDAQ Listing Rules. The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors.

The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.