

**UNITED COMMUNITY BANKS, INC. NOMINATING/CORPORATE
GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

CHARTER

I. PURPOSE

The primary function of the Nominating/Corporate Governance Committee (the "Committee") is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing from time to time the size and composition of the Board of Directors, providing independent oversight of the nominations process for election to the Board, and establishing and maintaining effective corporate governance policies and procedures.

II. COMPOSITION

The Committee shall be comprised of a minimum of three outside members of the Board of Directors. All shall be independent as defined by the NASD and the federal securities laws.

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. The Board may remove or replace any member. 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 circumstances dictate.

IV. RESPONSIBILITIES AND DUTIES

A. As it relates to directors, the Committee shall:

1. Review and recommend from time to time any changes to the size, composition and operations of the Board of Directors and its committees
2. Consistent with the provisions of the Articles of Incorporation and Bylaws of the Company, assist the board in the identification of individuals for nomination as director or to fill vacancy on the Board considering qualifications and characteristics that the Board from time to time deems appropriate, including integrity, business experience, education, accounting and financial expertise, age, diversity, reputation, civic and community relationships, and knowledge and experience in matters impacting financial institutions
3. Consider candidates recommended by shareholders to be nominees for director if such recommendations are made in writing by a holder of any outstanding class of shares of the Company entitled to vote for director
4. Oversee the evaluation of the Board and its committees, including the regularly scheduled Board self-assessment process

5. Monitor Board training requirements and recommendations as well as any other director orientation and continuing education programs
6. Assist the board and CEO in reviewing the Company's succession plans relating to directors

B. As it relates to Corporate Governance, the Committee shall:

1. Consider, establish and maintain corporate governance policies, practices and guidelines appropriate to the Company and review any such policies, practices and guidelines at least annually and recommend changes as necessary
2. Consider and make recommendations to the Board regarding responses to proposals of shareholders that relate to corporate governance
3. Monitor the Company's strategies in light of corporate stewardship and environmental, social, and governance principles
4. Periodically review, recommend changes, consider exceptions, and monitor compliance with the Code of Ethics for Directors
5. Review and reassess the adequacy of this Charter and the performance of the Committee at least annually and recommend changes as necessary.
6. Perform any other duties or responsibilities expressly delegated to the Committee by the Board of Directors from time to time.

V. OUTSIDE ADVISORS

The Committee may retain independent counsel, accountants or other professional advisors to assist it in carrying out its responsibilities. The Company shall provide for appropriate funding, at the request of the Nominating and Corporate Governance Committee, for payment of any such advisors retained by the Committee.