

**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, identifying individuals for nomination as directors and to fill vacancies on the Board of Directors and establishing and maintaining effective corporate governance policies and procedures.

II. COMPOSITION

The Committee shall be comprised of all outside members of the Board of Directors, a majority (a minimum of three) of whom 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

To fulfill its responsibilities and duties 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, identify and recommend individuals for nomination as director or to fill vacancy on the Board considering qualifications and characteristics that the Committee from time to time deem 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. To consider, establish and maintain corporate governance policies, practices and guidelines appropriate to the Company and to review any such policies, practices and guidelines at least annually and recommend changes as necessary.
5. Report on the activities of the Committee from time to time and make recommendations as appropriate to the Board.
6. Review and reassess the adequacy of this Charter and the performance of the Committee at least annually and recommend changes as necessary.

7. 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 Compensation Committee, for payment of any such advisors retained by the Committee.