

UNITED COMMUNITY BANKS, INC.
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

I. PURPOSE

The primary function of the Compensation Committee is to assist the Board of Directors 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”) provide overall competitive pay levels, create proper incentives to enhance shareholder value and reward superior performance. Consistent with this function, and subject to Board oversight, the Committee shall have responsibility with respect to designing, approving, evaluating and administering the executive and director compensation policies and programs of the Company and approving and evaluating Company compensation policy for non-executive employees of the Company.

II. COMPOSITION

The Compensation Committee shall be comprised of all members of the Board of Directors that are “independent” as defined by the rules of the Nasdaq Stock Market and the 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 Compensation Committee member shall be (1) 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”), and (2) an “outside director”, as such term is defined under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and related regulations.

The members of the Compensation 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 Compensation Committee may designate a Chair by majority vote of the full Compensation Committee membership.

III. MEETINGS

The Compensation Committee shall meet at least annually, or more frequently as circumstances dictate. All actions of the Compensation Committee shall be approved by a majority vote.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Compensation Committee shall:

1. Assist management in defining executive compensation policies and programs that are intended to: (a) support the Company’s overall business strategy and objectives; (b) attract and retain key executives; (c) link total compensation with business objectives and organizational performance; and (d) provide competitive total compensation opportunities at a reasonable cost.
2. Design, approve, evaluate and administer the specific compensation of the Chief Executive Officer and any other executive officer of the Company holding the title of Executive Vice President or higher (an “Executive Officer”), including 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 or perquisites. The Compensation Committee shall consider financial measures that the Compensation 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.

3. Review, approve and modify, as necessary, the recommendations of the Chief Executive Officer of the Company regarding the compensation of officers of the Company.
4. Review and assess performance target goals and objectives, and periodically evaluate whether such performance justifies proposed or actual compensation.
5. Review the Company's policies regarding the tax deductibility of compensation paid to the executive officers for purposes of Section 162(m) of the Code, including establishing performance goals and certifying that performance goals have been attained.
6. Approve the annual report of the Compensation Committee for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations.
7. Review, approve and recommend to the Board, as appropriate, any new incentive compensation plans, including equity-based plans, and, as may be required, any amendments to existing plans.
8. 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.
9. Consult with the Company's Human Resources Department and 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.
10. Review and reassess the adequacy of this Charter and the performance of the Compensation Committee at least annually and recommend changes as necessary.
11. Perform any other duties or responsibilities expressly delegated to the Compensation Committee by the Board of Directors from time to time.
12. Determine who may be present at Compensation Committee meetings.

V. OUTSIDE ADVISORS

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